

BNSF Railway Company

Leased Lines and Wholly-Owned Subsidiaries

2650 Lou Menk Drive
Fort Worth, Texas 76131

ACAA - R1



Class I Railroad Annual Report

To The Surface Transportation Board
For the Year Ending December 31, 2009

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*.
 - (f) 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. 3501et 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

FOR THE

YEAR ENDED DECEMBER 31, 2009

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

(Name) Julie A. Piggott (Title) VP Planning & Studies and Controller

(Telephone number) (817) 352-4830
(Area code) (Telephone number)

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

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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.

Two copies of the Burlington Northern Santa Fe Corporation Annual Report to Shareholders are attached.

Two copies of BNSF Railway Company SEC Form 10-K are attached.

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, 2009.
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)	Second (e)	First (f)	
1	Burlington Northern Santa Fe Corporation	2650 Lou Menk Drive	1,000	1,000			1
2		Fort Worth, TX 76131					2
3							3
4							4
5							5
6							6
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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
SFP Pipeline, Inc.
Rio Grande, El Paso and Santa Fe Railroad
Los Angeles Junction Railroad
Star Lake Railroad Company
Santa Fe Receivables Corp
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.
Burlington Northern Leasing Corp
Midwest Northwest Property Inc.
BNSF Equipment Acquisition Co. LLC
Bayrail, LLC
Bayport Systems, Inc.
San Jacinto Rail, Ltd

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	20,134	209,072	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	93,214	120,751	5
6		706	- Customers	552,848	606,826	6
7		707	- Other	104,165	89,323	7
8		709, 708	- Accrued accounts receivables	73,787	56,865	8
9		708.5	- Receivables from affiliated companies	43,286	53,281	9
10		709.5	- Less: Allowance for uncollectible accounts	(57,415)	(53,820)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	482,751	598,255	11
12		712	Materials and supplies	632,038	523,409	12
13		713	Other current assets	173,886	172,958	13
14			TOTAL CURRENT ASSETS	2,118,694	2,376,920	14
Other Assets						
15		715, 716, 717	Special funds	6,077	6,960	15
16		721, 721.5	Investments and advances affiliated companies (Sch. 310 and 310A)	344,907	337,072	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)	65,178	65,200	19
20		739, 741	Other assets	206,241	142,485	20
21		743	Other deferred debits	2,090,265	1,899,006	21
22		744	Accumulated deferred income tax debits	-	-	22
23			TOTAL OTHER ASSETS	2,712,668	2,450,723	23
Road and Equipment						
24		731, 732	Road (Sch. 330) L-30 Col h & b	35,216,361	33,553,829	24
25		731, 732	Equipment (Sch 330) L-39 Col h & b	7,665,222	6,920,301	25
26		731, 732	Unallocated items	595,889	721,437	26
27		733, 735	Accumulated depreciation and amortization (Sch. 335, 342, 351)	(11,230,347)	(10,332,787)	27
28			Net Road and Equipment	32,247,125	30,862,780	28
29			TOTAL ASSETS	37,078,487	35,690,423	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	60,461	52,011	31
32		753	Audited accounts and wages	193,416	251,021	32
33		754	Other accounts payable	155,933	164,527	33
34		755, 756	Interest and dividends payable	31,729	20,395	34
35		757	Payables to affiliated companies	66,334	60,364	35
36		759	Accrued accounts payable	1,657,798	2,017,266	36
37		760, 761, 761.5 762	Taxes accrued	328,917	498,489	37
38		763	Other current liabilities	51,871	48,648	38
39		764	Equipment obligations and other long-term debt due within one year	335,394	253,966	39
40			TOTAL CURRENT LIABILITIES	2,881,853	3,366,687	40
			Non-Current Liabilities			
41		765, 767	Funded debt unmatured	606,425	568,219	41
42		766	Equipment obligations	224,896	198,065	42
43		766.5	Capitalized lease obligations	1,311,317	1,081,069	43
44		768	Debt in default	-	-	44
45		769	Accounts payable: affiliated companies	-	-	45
46		770.1, 770.2	Unamortized debt premium	(24,917)	(26,327)	46
47		781	Interest in default	-	-	47
48		783	Deferred revenues - transfers from govt. authorities	531,290	495,284	48
49		786	Accumulated deferred income tax credits	9,166,949	8,508,831	49
50		771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	2,942,899	3,394,977	50
51			TOTAL NON-CURRENT LIABILITIES	14,758,859	14,220,118	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	6,330,942	6,330,942	56
			Retained earnings:			
57		797	Appropriated	-	-	57
58		798	Unappropriated	13,106,832	11,772,675	58
59		798.1	Net unrealized loss on noncurrent marketable equity securities	-	-	59
60		798.5	Less treasury stock	-	-	60
61			Net stockholders equity	19,437,775	18,103,618	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	37,078,487	35,690,423	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 - 15A

(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 - 15A

(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 July 27, 2004

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 - 15A

(e) Is any part of the pension plan fund invested in stock or other securities of the respondent or its affiliates? Specify Yes No

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

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 15A -15C and Note 5 on pages 15I - 15P

(a) Changes in valuation accounts.

8. Marketable equity securities.

None

		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 12/31/05, 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 2009.

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 / 09 Balance sheet date of reported year unless specified as previous year.

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

NOTES TO FINANCIAL STATEMENTS

Note 1**The Company**

BNSF Railway Company and its majority-owned subsidiaries, (collectively, BNSF Railway or Company) 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, 21 percent and 21 percent, respectively, of total freight revenues for the year ended December 31, 2009.

Proposed Merger of Burlington Northern Santa Fe Corporation

BNSF Railway is a wholly-owned subsidiary of Burlington Northern Santa Fe Corporation (BNSF). Berkshire Hathaway Inc., a Delaware corporation (Berkshire), R Acquisition Company, LLC, a Delaware limited liability company and an indirect wholly owned subsidiary of Berkshire (Merger Sub), and BNSF have entered into a definitive Agreement and Plan of Merger (the Merger Agreement) dated as of November 2, 2009. Pursuant to the Merger Agreement and subject to the conditions set forth therein, BNSF will merge with and into Merger Sub (the Merger) with Merger Sub surviving as an indirect wholly owned subsidiary of Berkshire. Merger Sub will change its name to Burlington Northern Santa Fe, LLC upon completion of the Merger. After the Merger is consummated, BNSF Railway will be a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC.

On February 11, 2010, the Merger Agreement was adopted by the necessary votes of BNSF stockholders. The Merger is expected to close on February 12, 2010.

Note 2**Employment Benefit Plans**

BNSF sponsors 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. 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 plan.

Certain salaried employees of BNSF Railway that 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 Railway'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

In September 2006, the FASB issued authoritative accounting guidance related to employers' accounting for defined benefit pension and other postretirement plans, which requires the recognition of the overfunded or underfunded status of a defined benefit postretirement plan in the Company's Consolidated Balance Sheets. This portion of the new guidance was adopted by the Company on December 31, 2006. Additionally, the pronouncement eliminates the option for the Company to use a measurement date prior to the Company's fiscal year-end effective December 31, 2008. This authoritative accounting guidance provides two approaches to transition to a fiscal year-end measurement date, both of which are to be applied prospectively. BNSF Railway elected to apply the transition option under which a 15-month measurement was determined as of September 30, 2007 that covered the period until the fiscal year-end measurement was required on December 31, 2008. As a result, the Company recorded a \$7 million decrease to retained earnings in January 2008.

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

Year ended December 31,	Pension Benefits			Retiree Health and Welfare Benefits		
	2009	2008	2007	2009	2008	2007
Service cost	\$ 28	\$ 25	\$ 25	\$ 3	\$ 2	\$ 2
Interest cost	102	102	97	15	18	17
Expected return on plan assets	(107)	(112)	(105)	—	—	—
Amortization of net loss	24	16	35	1	5	6
Amortization of prior service credit	—	—	—	(6)	(8)	(8)
Net cost recognized	\$ 47	\$ 31	\$ 52	\$ 13	\$ 17	\$ 17

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 based on the respective measurement dates (in millions):

Change in Benefit Obligation	Pension Benefits		Retiree Health and Welfare Benefits	
	2009	2008 ^a	2009	2008 ^a
Benefit obligation at beginning of period	\$ 1,840	\$ 1,763	\$ 269	\$ 304
Service cost	28	32	3	3
Interest cost	102	127	15	22
Plan participants' contributions	—	—	9	11
Actuarial loss (gain)	35	86	—	(36)
Medicare subsidy	—	—	2	2
Benefits paid	(141)	(168)	(32)	(37)
Projected benefit obligation at end of period	1,864	1,840	266	269
Component representing future salary increases	(53)	(82)	—	—
Accumulated benefit obligation at end of period	\$ 1,811	\$ 1,758	\$ 266	\$ 269

a) In accordance with the transition to new authoritative accounting guidance, the beginning balance in 2009 and 2008 was December 31, 2008, and September 30, 2007, respectively; therefore, 2008 includes 15 months of activity.

Both the BNSF Retirement Plan and the BNSF Supplemental Retirement Plan had accumulated and projected benefit obligations in excess of plan assets at December 31, 2009 and 2008.

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 based on the respective measurement dates (in millions):

Change in Plan Assets	Pension Benefits		Retiree Health and Welfare Benefits	
	2009	2008 ^a	2009	2008 ^a
Fair value of plan assets at beginning of period	\$ 1,034	\$ 1,588	\$ -	\$ -
Actual return on plan assets	160	(395)	-	-
Employer contributions ^b	266	9	21	24
Plan participants' contributions	-	-	9	11
Medicare subsidy	-	-	2	2
Benefits paid	(141)	(168)	(32)	(37)
Fair value of plan assets at measurement date	\$ 1,319	\$ 1,034	\$ -	\$ -

a) In accordance with the transition to new authoritative accounting guidance, the beginning balance in 2009 and 2008 was December 31, 2008, and September 30, 2007, respectively; therefore, 2008 includes 15 months of activity.

b) Employer contributions were classified as Other, Net under Operating Activities in the Company's Consolidated Statements of Cash Flows.

The following table shows the funded status, defined as plan assets less the projected benefit obligation, as of December 31 (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	2009	2008	2009	2008
Funded status (plan assets less projected benefit obligations)	\$ (545)	\$ (806)	\$ (266)	\$ (269)

Of the combined pension and retiree health and welfare benefits liability of \$811 million and \$1,075 million recognized as of December 31, 2009 and 2008, respectively, \$28 million was included in other current liabilities as of both dates.

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to AOCL. Beginning in 2007, the Company recognized actuarial gains and losses and prior service credits in AOCL as they arose. The following table shows the pre-tax change in AOCL attributable to the components of the net cost and the change in benefit obligation (in millions):

Change in AOCL	Pension Benefits			Retiree Health and Welfare Benefits		
	2009	2008	2007	2009	2008	2007
Balance at January 1,	\$ 834	\$ 233	\$ 429	\$ 14	\$ 46	\$ 48
Measurement date adjustment pursuant to adoption of authoritative accounting guidance issued September 2006	-	(4)	-	-	1	-
Amortization of actuarial loss	(24)	(16)	(35)	(1)	(5)	(6)
Amortization of prior service credit	-	-	-	6	8	8
Actuarial (gain) loss	(18)	621	(161)	-	(36)	(4)
Balance at December 31,	\$ 792	\$ 834	\$ 233	\$ 19	\$ 14	\$ 46

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

The estimated net actuarial loss for these defined benefit pension plans that will be amortized from AOCL into net periodic benefit cost over the next fiscal year is expected to be \$32 million. The estimated net actuarial loss and prior service credit for the retiree health and welfare benefit plans that will be amortized from AOCL into net periodic benefit cost over the next fiscal year is expected to be \$1 million and \$4 million, respectively. Pre-tax amounts currently recognized in AOCL consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	2009	2008	2009	2008
Net actuarial loss	\$ 792	\$ 834	\$ 25	\$ 26
Prior service credit	-	-	(6)	(12)
Pre-tax amount recognized in AOCL at December 31,	792	834	19	14
After-tax amount recognized in AOCL at December 31,	\$ 489	\$ 515	\$ 11	\$ 9

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

Assumptions Used to Determine Net Cost for Fiscal Years Ended December 31,	Pension Benefits			Retiree Health and Welfare Benefits		
	2009	2008	2007	2009	2008	2007
Discount rate	5.75%	6.00%	5.50%	5.75%	6.00%	5.50%
Expected long-term rate of return on plan assets	8.00%	8.00%	8.00%	-%	-%	-%
Rate of compensation increase	3.80%	3.80%	3.90%	3.80%	3.80%	3.90%

Assumptions Used to Determine Benefit Obligations at December 31,	Pension Benefits		Retiree Health and Welfare Benefits	
	2009	2008	2009	2008
Discount rate	5.75%	5.75%	5.75%	5.75%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

At December 31, 2009, the Company determined the discount rate by utilizing the Mercer Yield Curve applied to the future estimated cash flows of the Company's pension and retiree health and welfare plans. At December 31, 2008, the Company determined the discount rate by averaging the Mercer Yield Curve and the Moody's Aa Corporate bond yield, with the latter measure adjusted to reflect the future estimated cash flows of the Company's pension and retiree health and welfare plans. The Company believes the Mercer Yield Curve is, in general, a better model to determine discount rates as it utilizes a much larger and more diverse population of highly rated bonds than the Moody's Aa Corporate bond yield. However, given the volatility experienced in late 2008, the Company was concerned that some of the bonds included in the Mercer Yield Curve, such as financial institutions, may have higher yields because their market risk had not yet fully been reflected in their credit rating. Therefore, the Company decided it most appropriate to average the Mercer Yield Curve with the Moody's Aa Corporate bond yield, which had no financial institutions in its population. The discount rate used for the 2010 calculation of net benefit cost remained at 5.75 percent which reflects market conditions at the December 31, 2009, 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 remained consistent from 2009 to 2010, 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.

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

NOTES TO FINANCIAL STATEMENTS

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	\$6 million increase	\$200 thousand decrease
50 basis point increase	\$6 million decrease	\$100 thousand increase

Hypothetical Rate of Return on Plan Assets Change	Pension
50 basis point decrease	\$7 million increase
50 basis point increase	\$7 million decrease

The following table presents assumed health care cost trend rates:

December 31,	2009	2008	2007
Assumed health care cost trend rate for next year	9.00%	9.75%	10.50%
Rate to which health care cost trend rate is expected to decline and remain	5.00%	5.00%	5.00%
Year that the rate reaches the ultimate trend rate	2016	2016	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	\$ 20	\$ (17)

The BNSF Retirement Plan asset allocation at December 31, 2009 and 2008, and the target allocation for 2009 by asset category are as follows:

Plan Asset Allocation	Target Allocation	Percentage of Pension Plan Assets	
	2009	2009	2008
Equity Securities	45 – 75%	62%	55%
Fixed Income Securities	20 – 40%	30	30
Real Estate	5 – 15%	8	15
Total		100%	100%

The general investment objective of the BNSF Retirement Plan 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. There are currently at least two Investment Managers in each of the above asset classes.

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.

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

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). (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 independent appraisals obtained at least annually for each property and is considered a Level 3 input as the funds impose ongoing limitations on the availability of share redemptions. (iv) Registered investment companies are valued at the daily net asset value of shares held at year end. Net asset value is considered a Level 1 input if 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. Net asset value is considered a Level 3 input if shares could not be redeemed on the reporting date and net asset value can not be corroborated by trading activity.

The following table summarizes the Plan's investments as of December 31, 2009, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2009	Level 1 Inputs^a	Level 2 Inputs^a	Level 3 Inputs^a
Equity securities:				
U. S.	\$ 443	\$ 443	\$ -	\$ -
International	336	336	-	-
Corporate debt securities	157	-	157	-
Government debt securities	114	-	114	-
Real estate	103	-	-	103
Collateralized obligations and mortgage backed securities (MBS)	78	-	77	1
Cash and cash equivalents	48	38	10	-
Registered investment companies	34	23	11	-
Total^b	\$ 1,313	\$ 840	\$ 369	\$ 104

a) See Note 2 to the Consolidated Financial Statements under the heading "Fair Value Measurements" for a definition of each of these levels of inputs.

b) Excludes \$6 million accrued for dividend and interest receivable.

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

NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009 (in millions):

Level 3 Inputs	Total	U.S. Equity Securities	Corporate Debt Securities	Real Estate	Collateralized Obligations & MBS	Cash and Cash Equivalents ^a	Registered Investment Companies
Balance as of December 31, 2008	\$ 162	\$ 1	\$ 6	\$ 151	\$ 4	\$ (2)	\$ 2
Actual return on plan assets:							
Relating to assets still held at reporting date	(39)	-	2	(42)	(1)	2	-
Relating to assets sold during the period	(5)	(1)	-	(2)	-	(2)	-
Purchases, sales and settlements	(8)	-	(3)	(4)	(1)	2	(2)
Transfers out of Level 3	(6)	-	(5)	-	(1)	-	-
Balance as of December 31, 2009	\$ 104	\$ -	\$ -	\$ 103	\$ 1	\$ -	\$ -

a) Balance at December 31, 2008, represents a temporary deficit in a securities lending program. As of December 31, 2009, the Company no longer participates in the program.

The Company is not required to make contributions to the BNSF Retirement Plan in 2010. The Company expects to make benefit payments in 2010 of \$8 million from its non-qualified defined benefit 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
2010	\$ 137	\$ 23	\$ (2)
2011	138	24	(3)
2012	139	24	(3)
2013	139	24	(3)
2014	141	24	(3)
2015-2019	702	118	(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 for all non-union employees are subject to a five-year length of service vesting schedule. The Company's 401(k) matching expense was \$22 million, \$29 million and \$21 million in 2009, 2008 and 2007, respectively.

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

NOTES TO FINANCIAL STATEMENTS

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 \$54 million, \$54 million and \$46 million, in 2009, 2008 and 2007, respectively.

Note 3**Contingent Assets and Liabilities**Guarantees

As of December 31, 2009, 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.

Debt and other obligations of non-consolidated entities guaranteed by the Company as of December 31, 2009, were as follows (dollars in millions):

	Guarantees					
	BNSF Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount ^a	Remaining Term (in years)	Capitalized Obligations
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ -	Termination of Ownership	\$ -
Kansas City Terminal Intermodal Transportation Corporation	0.0%	\$ 48	\$ 67	\$ 67	9	\$ 27 ^b
Westside Intermodal Transportation Corporation	0.0%	\$ 37	\$ 54	\$ -	14	\$ 29 ^b
The Unified Government of Wyandotte County/Kansas City, Kansas	0.0%	\$ 12	\$ 17	\$ -	14	\$ 9 ^b
Chevron Phillips Chemical Company, LP	0.0%	N/A ^d	N/A ^d	N/A ^d	8	\$ 11 ^c
Various lessors (Residual value guarantees)	0.0%	N/A	\$ 270	\$ 270	Various	\$ 68 ^c
All other	0.0%	\$ 3	\$ 4	\$ 1	Various	\$ -

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

b) Reflects capitalized obligations that are recorded on the Company's Consolidated Balance Sheet.

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

d) 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.

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

NOTES TO FINANCIAL STATEMENTS

Kansas City Terminal Intermodal Transportation Corporation

BNSF Railway and another major railroad jointly and severally guarantee \$48 million of debt of Kansas City Terminal Intermodal Transportation Corporation, the proceeds of which were used to finance construction of a double track grade separation bridge in Kansas City, Missouri, which is operated and used by Kansas City Terminal Railway Company (KCTRC). BNSF Railway has a 25 percent ownership in KCTRC, accounts for its interest using the equity method of accounting and would be required to fund a portion of the remaining obligation upon default by the original debtor.

Westside Intermodal Transportation Corporation and The Unified Government of Wyandotte County/Kansas City, Kansas

BNSF Railway has outstanding guarantees of \$49 million of debt, the proceeds of which were used to finance construction of a bridge that connects BNSF Railway's Argentine Yard in Kansas City, Kansas, with the KCTRC mainline tracks in Kansas City, Missouri. The bridge is operated by KCTRC, and payments related to BNSF Railway's guarantee of this obligation would only be called for upon default by the original debtor.

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.

Residual Value Guarantees (RVG)

In the normal course of business, the Company enters into leases in which it guarantees the residual value of certain leased equipment. Some of these leases have renewal or purchase options, or both, that the Company may exercise at the end of the lease term. If the Company elects not to exercise these options, it may be required to pay the lessor an amount not exceeding the RVG. The amount of any payment is contingent upon the actual residual value of the leased equipment. Some of these leases also require the lessor to pay the Company any surplus if the actual residual value of the leased equipment is over the RVG. These guarantees will expire between 2010 and 2011.

The maximum future payments, as disclosed in the Guarantees table above, represent the undiscounted maximum amount that BNSF Railway could be required to pay in the event the Company did not exercise its renewal option and the fair market value of the equipment had significantly declined. As of December 31, 2009, BNSF Railway does not anticipate such a large reduction in the fair market value of the leased equipment. As of December 31, 2009, the Company had recorded a \$68 million asset and corresponding liability for the fair value of RVG.

All Other

As of December 31, 2009, BNSF Railway guaranteed \$3 million of other debt and leases. BNSF Railway holds a performance bond and has the option to sub-lease property to recover up to \$1 million of the \$3 million of guarantees. These guarantees expire between 2011 and 2013.

Other than as discussed above, there is no collateral held by a third party that the Company could obtain and liquidate to recover any amounts paid under the above guarantees.

Other than as discussed above, none of the guarantees are recorded in the Consolidated Financial Statements of the Company. The Company does not expect performance under these guarantees to have a material effect on the Company in the foreseeable future.

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

NOTES TO FINANCIAL STATEMENTS

Indemnities

In the ordinary course of business, BNSF Railway enters into agreements with third parties that include indemnification clauses. In general, these clauses are 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. Due to the uncertainty of 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 and that 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.

Note 4**Hedging Activities**

The Company uses derivative financial instruments to hedge against increases in diesel fuel prices. The Company does not use derivative financial instruments for trading or speculative purposes. 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 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 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 stockholders' 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.

BNSF Railway monitors its hedging 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, 2009. 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, 2009 was \$73 million. There were no financial instruments in asset positions as of December 31, 2008. Other than as disclosed under the heading "Fuel; Total Fuel-Hedging Activities," the Company's hedge agreements do not include provisions requiring collateral. Certain of the Company's hedge instruments are covered by master netting arrangements whereby, in the event of a default, the non-defaulting party has the right to setoff 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 \$59 million as of December 31, 2009. There was no net exposure to counterparty credit risk at December 31, 2008 since all financial instruments were in a net liability position at that date.

Additional disclosures related to derivative instruments are included in Note 8 and Note 9 to the Consolidated Financial Statements.

The amounts recorded in the Consolidated Balance Sheets for derivative transactions were as follows (in millions). These amounts exclude \$106 million of collateral posted for certain fuel hedge contracts as of December 31, 2008.

Year ended December 31,	2009	2008
Short-term hedge asset	\$ 20	\$ -
Long-term hedge asset	40	-
Short-term hedge liability	(25)	(279)
Long-term hedge liability	(12)	(193)
Total derivatives	\$ 23	\$ (472)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY 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				
December 31,	Asset Derivatives		Balance Sheet Location	
	2009	2008		
Derivatives designated as hedging instruments under ASC 815-20				
Fuel Contracts	\$ 20	\$ -	Other current assets	
Fuel Contracts	40	-	Other assets	
Fuel Contracts	10	-	Accounts payable and other current liabilities	
Fuel Contracts	3	-	Other liabilities	
Total Asset Derivatives designated as hedging instruments under ASC 815-20	\$ 73	\$ -		
Liability Derivatives				
December 31,	2009		2008	Balance Sheet Location
	2009			
Derivatives designated as hedging instruments under ASC 815-20				
Fuel Contracts	\$ 35	\$ 279	Accounts payable and other current liabilities	
Fuel Contracts	15	193	Other liabilities	
Total Liability Derivatives designated as hedging instruments under ASC 815-20	\$ 50	\$ 472		

**The Effect of Derivative Instruments Gains and Losses
for the Twelve Month Periods Ended December 31, 2009, 2008 and 2007**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)			Location of Gain or (Loss) Recognized from AOCL into Income	Amount of Gain or (Loss) Recognized from AOCL into Income (Effective Portion)			Location of Gain or (Loss) Recognized in Income on Derivatives	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)*		
	2009	2008	2007		2009	2008	2007		2009	2008	2007
Fuel Contracts	\$ 268	\$ (499)	\$ 58	Fuel expense	\$ (227)	\$ 12	\$ 30	Fuel expense	\$ 32	\$ (17)	\$ 1
Total derivatives	\$ 268	\$ (499)	\$ 58		\$ (227)	\$ 12	\$ 30		\$ 32	\$ (17)	\$ 1

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

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

NOTES TO FINANCIAL STATEMENTS

Fuel

Fuel costs represented 22 percent, 33 percent and 27 percent of total operating expenses during 2009, 2008 and 2007, 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 hedges to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. The fuel hedges include the use of derivatives that are accounted for as cash flow hedges. The hedging is intended to protect the Company's operating margins and overall profitability from adverse fuel price changes by entering into fuel-hedge instruments based on management's evaluation of current and expected diesel fuel price trends. 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. Based on locomotive fuel consumption (which represents substantially all fuel consumption) during 2009 and excluding the impact of the hedges, each one-cent increase in the price of fuel per gallon would result in approximately \$12 million of additional fuel expense on an annual basis. However, BNSF Railway believes any fuel price increase would be substantially offset by the Company's fuel surcharge program.

Total Fuel-Hedging Activities

As of December 31, 2009, BNSF Railway's total fuel-hedging positions for 2010, 2011 and 2012 represent 21 percent, 17 percent and 3 percent, respectively, of the average annual locomotive fuel consumption over the past three years. Hedge positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period.

The amounts recorded in the Consolidated Balance Sheets for settled fuel-hedge transactions were as follows (in millions):

December 31,	2009	2008
Settled fuel-hedging contracts payable	\$ (23)	\$ (38)

Certain of the Company's fuel-hedge 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). The aggregate fair value of all open fuel-hedge instruments under these provisions was in a net liability position on December 31, 2009, of \$18 million, which was below the collateral threshold. As such, there was no posted collateral outstanding at December 31, 2009. As of December 31, 2008, the aggregate fair value of all open fuel-hedge instruments under these provisions was in a net liability position of \$131 million for which the Company posted collateral of \$106 million. Additional collateral of \$20 million was posted related to settled fuel-hedging contracts payable at December 31, 2008. The collateral was reflected as a reduction to either accounts payable and other current liabilities or other liabilities in the Consolidated Balance Sheet, depending on the expiration date of the related fuel hedges. The settled fuel-hedge liabilities presented in the table above do not reflect a reduction for the posted collateral.

The Company uses the forward commodity price for the periods hedged to value its fuel-hedge swaps and costless collars. This methodology is a market approach, which under authoritative accounting guidance related to fair value measurements utilizes Level 2 inputs as it uses market data for similar instruments in active markets.

New York Mercantile Exchange (NYMEX) #2 Heating Oil (HO) Hedges

As of December 31, 2009, BNSF Railway had entered into fuel swap agreements utilizing NYMEX #2 HO. The hedge prices do not include taxes, transportation costs, certain other fuel handling costs and any differences that may occur between the prices of HO and the purchase price of BNSF Railway's diesel fuel. Over the twelve months ended December 31, 2009, the sum of all such costs averaged approximately 9 cents per gallon.

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

NOTES TO FINANCIAL STATEMENTS

During 2009, the Company entered into fuel swap agreements utilizing HO to hedge the equivalent of approximately 77.35 million gallons of fuel with an average swap price of \$1.95 per gallon. The following tables provide fuel-hedge data based on the quarter being hedged for all HO fuel hedges outstanding as of December 31, 2009.

2010	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
HO Swaps					
Gallons hedged (in millions)	5.60	8.35	6.10	6.50	26.55
Average swap price (per gallon)	\$ 1.79	\$ 1.81	\$ 1.87	\$ 1.93	\$ 1.85
Fair value (in millions)	\$ 2	\$ 3	\$ 2	\$ 2	\$ 9

2011	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
HO Swaps					
Gallons hedged (in millions)	8.30	8.30	7.50	7.50	31.60
Average swap price (per gallon)	\$ 1.91	\$ 1.89	\$ 1.95	\$ 2.01	\$ 1.94
Fair value (in millions)	\$ 3	\$ 3	\$ 3	\$ 3	\$ 12

2012	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
HO Swaps					
Gallons hedged (in millions)	17.20	2.00	-	-	19.20
Average swap price (per gallon)	\$ 2.08	\$ 2.18	\$ -	\$ -	\$ 2.09
Fair value (in millions)	\$ 5	\$ -	\$ -	\$ -	\$ 5

West Texas Intermediate (WTI) Crude Oil Hedges

In addition, BNSF Railway enters into fuel swap and costless collar agreements utilizing WTI crude oil. The hedge prices do not include taxes, transportation costs, certain other fuel handling costs and any differences which may occur between the prices of WTI and the purchase price of BNSF Railway's diesel fuel, including refining costs. Over the twelve months ended December 31, 2009, the sum of all such costs averaged approximately 29 cents per gallon.

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

NOTES TO FINANCIAL STATEMENTS

During 2009, the Company entered into fuel swap agreements utilizing WTI to hedge the equivalent of approximately 890 thousand barrels of fuel with an average swap price of \$76.44 per barrel and costless collar agreements utilizing WTI to hedge the equivalent of approximately 80 thousand barrels of fuel with an average cap price of \$79.86 per barrel and an average floor price of \$70.06 per barrel. The following tables provide fuel-hedge data based on the quarter being hedged for all WTI fuel hedges outstanding as of December 31, 2009.

2010	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
WTI Swaps					
Barrels hedged (in thousands)	1,210	1,110	1,125	1,235	4,680
Equivalent gallons hedged (in millions)	50.82	46.62	47.25	51.87	196.56
Average swap price (per barrel)	\$ 85.05	\$ 87.89	\$ 87.82	\$ 86.27	\$ 86.71
Fair value (in millions)	\$ (6)	\$ (7)	\$ (5)	\$ (2)	\$ (20)
WTI Costless Collars					
Barrels hedged (in thousands)	420	420	420	320	1,580
Equivalent gallons hedged (in millions)	17.64	17.64	17.64	13.44	66.36
Average cap price (per barrel)	\$ 78.23	\$ 79.79	\$ 81.33	\$ 82.84	\$ 80.40
Average floor price (per barrel)	\$ 72.35	\$ 73.84	\$ 75.15	\$ 76.54	\$ 74.34
Fair value (in millions)	\$ 1	\$ 2	\$ 2	\$ 1	\$ 6

2011	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
WTI Swaps					
Barrels hedged (in thousands)	995	1,000	1,005	1,055	4,055
Equivalent gallons hedged (in millions)	41.79	42.00	42.21	44.31	170.31
Average swap price (per barrel)	\$ 85.59	\$ 85.20	\$ 85.52	\$ 85.88	\$ 85.55
Fair value (in millions)	\$ -	\$ 1	\$ 1	\$ 1	\$ 3
WTI Costless Collars					
Barrels hedged (in thousands)	200	200	200	200	800
Equivalent gallons hedged (in millions)	8.40	8.40	8.40	8.40	33.60
Average cap price (per barrel)	\$ 84.00	\$ 84.70	\$ 85.39	\$ 86.10	\$ 85.05
Average floor price (per barrel)	\$ 77.75	\$ 78.40	\$ 79.05	\$ 79.70	\$ 78.73
Fair value (in millions)	\$ 1	\$ 1	\$ 1	\$ 1	\$ 4

2012	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
WTI Swaps					
Barrels hedged (in thousands)	205	200	-	-	405
Equivalent gallons hedged (in millions)	8.61	8.40	-	-	17.01
Average swap price (per barrel)	\$ 76.95	\$ 77.52	\$ -	\$ -	\$ 77.23
Fair value (in millions)	\$ 2	\$ 2	\$ -	\$ -	\$ 4

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

NOTES TO FINANCIAL STATEMENTS

NYMEX #2 Heating Oil Refining Spread Hedges

During 2009, the Company entered into fuel swap agreements utilizing the HO refining spread (HO-WTI) to hedge the equivalent of approximately 800 thousand barrels of fuel with an average swap price of \$8.92 per barrel. HO-WTI is the difference in price between HO and WTI; therefore, a HO-WTI swap in combination with a WTI swap is equivalent to a HO swap. The following table provides fuel-hedge data based upon the quarter being hedged for all HO-WTI fuel hedges outstanding as of December 31, 2009.

2010	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
HO-WTI Swaps					
Barrels hedged (in thousands)	215	180	135	100	630
Equivalent gallons hedged (in millions)	9.03	7.56	5.67	4.20	26.46
Average swap price (per barrel)	\$ 7.82	\$ 7.64	\$ 8.61	\$ 10.03	\$ 8.29
Fair value (in millions)	\$ -	\$ -	\$ -	\$ -	\$ -

2011	Quarter Ending				Annual
	March 31,	June 30,	September 30,	December 31,	
HO-WTI Swaps					
Barrels hedged (in thousands)	-	-	85	85	170
Equivalent gallons hedged (in millions)	-	-	3.57	3.57	7.14
Average swap price (per barrel)	\$ -	\$ -	\$ 10.49	\$ 12.03	\$ 11.26
Fair value (in millions)	\$ -	\$ -	\$ -	\$ -	\$ -

Summarized Comparative Prior Year Information

The following table provides summarized comparative information for fuel-hedge transactions outstanding as of December 31, 2008.

Year ending December 31,	2009	2010	2011
WTI Swaps			
Barrels hedged (in thousands)	5,005	4,680	3,570
Equivalent gallons hedged (in millions)	210.21	196.56	149.94
Average swap price (per barrel)	\$ 74.71	\$ 86.71	\$ 86.88
Fair value (in millions)	\$ (98)	\$ (104)	\$ (62)
WTI Costless Collars			
Barrels hedged (in thousands)	2,725	1,500	800
Equivalent gallons hedged (in millions)	114.45	63.00	33.60
Average cap price (per barrel)	\$ 129.95	\$ 80.43	\$ 85.05
Average floor price (per barrel)	\$ 119.82	\$ 74.57	\$ 78.73
Fair value (in millions)	\$ (181)	\$ (19)	\$ (8)

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

NOTES TO FINANCIAL STATEMENTS

Note 5

Commitments and Contingencies

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, 2009, are summarized as follows (in millions):

December 31,	<u>Capital Leases</u>	<u>Operating Leases^a</u>
2010	\$ 349	\$ 613
2011	285	601
2012	215	541
2013	169	516
2014	138	499
Thereafter	922	3,553
Total	2,078	\$ 6,323
Less amount representing interest	(489)	
Present value of minimum lease payments	<u>\$ 1,589</u>	

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 \$643 million, \$689 million and \$706 million for the years ended December 31, 2009, 2008 and 2007, 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.

Personal Injury and Environmental Costs*Personal 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 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.

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

NOTES TO FINANCIAL STATEMENTS

BNSF Railway records a 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.

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 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.

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

NOTES TO FINANCIAL STATEMENTS

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 2009, 2008 and 2007, 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 2007, management recorded a decrease in expense of \$17 million due to a statistically significant reduction in filing rate experience for non-malignant claims. In 2009 and 2008, 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 2010.

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.

The following table summarizes the activity in the Company's accrued obligations for both asserted and unasserted asbestos matters (in millions):

	2009	2008	2007
Beginning balance	\$ 251	\$ 270	\$ 306
Accruals	-	-	(17)
Payments	(15)	(19)	(19)
Ending balance at December 31,	\$ 236	\$ 251	\$ 270

Of the obligation at December 31, 2009, \$198 million was related to unasserted claims while \$38 million was related to asserted claims. At December 31, 2009 and 2008, \$16 million and \$17 million was included in current liabilities, respectively. The recorded liability was not discounted. 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 asbestos-related claims.

The following table summarizes information regarding the number of asserted asbestos claims filed against BNSF Railway:

	2009	2008
Claims unresolved at January 1,	1,833	1,781
Claims filed	290	494
Claims settled, dismissed or otherwise resolved	(512)	(442)
Claims unresolved at December 31,	1,611	1,833

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY 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 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 55, 75 and 90 percent of the future unasserted asbestos claims will be filed within the next 10, 15 and 25 years, respectively.

Because of the uncertainty surrounding the factors used in the study, it is reasonably possible that future costs to settle asbestos claims may range from approximately \$212 million to \$257 million. However, BNSF Railway believes that the \$236 million recorded at December 31, 2009, is the best estimate of the Company's future obligation for the settlement of asbestos claims.

The amounts recorded by BNSF Railway for the asbestos-related liability 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 asbestos litigation in the United States, could cause the actual costs to be higher or lower than projected.

While the final outcome of asbestos-related 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.

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 claims payments. Adjustments to the Company's estimates are recorded quarterly as necessary or more frequently as new events or revised estimates develop.

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

NOTES TO FINANCIAL STATEMENTS

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

	2009	2008	2007
Beginning balance	\$ 442	\$ 439	\$ 439
Accruals	73	159	190
Payments	(119)	(156)	(190)
Ending balance at December 31,	\$ 396	\$ 442	\$ 439

At December 31, 2009 and 2008, \$144 million and \$183 million were included in current liabilities, respectively. BNSF Railway's liabilities for other personal injury claims are undiscounted. In addition, defense and processing costs, which are recorded on an as-reported basis, were not included in the recorded liability. The Company is substantially self-insured for other personal injury claims.

The following table summarizes information regarding the number of personal injury claims, other than asbestos, filed against BNSF Railway:

	2009	2008
Claims unresolved at January 1,	3,349	3,322
Claims filed	3,460	4,313
Claims settled, dismissed or otherwise resolved	(3,437)	(4,286)
Claims unresolved at December 31,	3,372	3,349

Because of the uncertainty surrounding the ultimate outcome of other personal injury claims, it is reasonably possible that future costs to settle other personal injury claims may range from approximately \$345 million to \$495 million. However, BNSF Railway believes that the \$396 million recorded at December 31, 2009, is the best estimate of the Company's future obligation for the settlement of other personal injury claims.

The amounts recorded by BNSF Railway for other personal injury claims 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.

While the final outcome of these other 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 incurred after April 1, 1998, FELA claims, railroad protective and force account insurance claims and certain excess general liability coverage incurred after January 1, 2002, and certain other claims which are subject to reinsurance. During the years ended December 31, 2009, 2008 and 2007, BNSF IC wrote insurance coverage with premiums totaling \$155 million, \$168 million and \$165 million, respectively, for BNSF Railway, net of reimbursements from third parties. During this same time, BNSF Railway recognized \$155 million, \$168 million and \$165 million, respectively in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. During 2009, 2008 and 2007, BNSF IC made claim payments totaling \$111 million, \$118 million and \$150 million, respectively, for settlement of covered claims. At December 31, 2009 and 2008, receivables from BNSF IC for claims paid were \$6 million and \$23 million, respectively.

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

NOTES TO FINANCIAL STATEMENTS

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.

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 historical payment patterns, current estimated percentage to closure ratios 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 as follows: (i) historical payment patterns of site development and (ii) variance from benchmark costs.

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 participation in, and the ability to pay for, cleanup of other PRPs. 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.

During the third quarter of 2009, 2008 and 2007, 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 quarter of 2009, 2008 and 2007, management recorded additional expense of approximately \$25 million, \$13 million and \$20 million as of the June 30 measurement date, respectively. The Company plans to update its study again in the third quarter of 2010.

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, 2009, is approximately \$13 million.

BNSF Railway is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 320 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-EXPLANTORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

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

	2009	2008	2007
Beginning balance	\$ 546	\$ 380	\$ 318
Accruals	64	251	126
Payments	(93)	(85)	(64)
Ending balance at December 31,	\$ 517	\$ 546	\$ 380

At December 31, 2009 and 2008, \$90 million and \$80 million were included in current liabilities, respectively.

In the second quarter of 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 in the second quarter of 2008 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 first quarter of 2007, the Company recorded additional pre-tax environmental expenses of \$65 million due to an increase in environmental costs primarily related to a final resolution with the State of Washington and its Department of Ecology on clean-up of an existing environmental site at Skykomish and an adverse reversal of a trial court decision on appeal regarding a site at Arvin, California.

BNSF Railway's environmental liabilities are not discounted. BNSF Railway anticipates that the majority of the accrued costs at December 31, 2009, will be paid over the next ten years, and no individual site is considered to be material.

The following table summarizes the environmental sites:

	BNSF Sites	
	2009	2008
Number of sites at January 1,	336	346
Sites added during the period	13	19
Sites closed during the period	(29)	(29)
Number of sites at December 31,	320	336

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 \$370 million to \$830 million. However, BNSF Railway believes that the \$517 million recorded at December 31, 2009, is the best estimate of the Company's future obligation for environmental costs.

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

NOTES TO FINANCIAL STATEMENTS

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 (including complaints seeking refunds of prior charges paid for coal transportation and the prescription of future rates for such movements and claims relating to service under contract provisions or otherwise). 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, 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, 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.

Coal Rate Case Decision

On February 17, 2009, the United States Surface Transportation Board (STB) issued a new decision in a rate dispute between Western Fuels Association, Inc. and Basin Electric Power Cooperative, Inc. (collectively, WFA) and BNSF Railway Company (BNSF Railway). (*Western Fuels Association, Inc. and Basin Electric Power Cooperative v. BNSF Railway Company*, STB Docket No. 42088). The dispute relates to the reasonableness of rates BNSF Railway charges to WFA for the transportation of approximately 8 million tons of coal a year from Powder River Basin mines in Wyoming to the Laramie River Station Plant at Moba Junction, Wyoming. The STB previously ruled in this matter in 2007 that the challenged rates were not shown unreasonable. During the pendency of the case, the STB issued new guidelines for reviewing the reasonableness of rates in cases such as this and then permitted WFA to submit new evidence. In its new 2009 decision, the STB found that these same challenged rates were not commercially reasonable. The STB ordered BNSF Railway to reimburse WFA for amounts previously collected above the new levels prescribed for prior periods. The STB also prescribed maximum rates through 2024 at levels substantially below the rates previously set by BNSF Railway. In compliance with the STB's decision, BNSF Railway published new rates to the Laramie River Station effective March 20, 2009. WFA challenged BNSF Railway's methodology for implementing those rates before the STB and on July 27, 2009, the STB issued a decision that largely adopted the methodology advocated for by BNSF Railway. The final amount of approximately \$120 million in reparations, which includes interest, was submitted by WFA to the STB with BNSF Railway's concurrence. The STB approved the final amount of reparations. BNSF Railway paid the reparations during the fourth quarter of 2009.

The net impact in 2009 resulting from the STB's decision was a loss of \$74 million in excess of amounts previously accrued. Of the total loss, \$66 million and \$8 million were recorded as a reduction to freight revenues and an increase to interest expense, respectively.

Note 6**Stock-Based Compensation**

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. Approximately 5 million common shares were available for future grant at December 31, 2009.

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

Additionally, on April 18, 1996, BNSF shareholders approved the non-employee directors' stock plan and authorized 900,000 shares of BNSF common stock to be issued in connection with this plan. Approximately 403,000 common shares were available for future grant at December 31, 2009.

Upon completion of the proposed Merger, no further grants of BNSF stock will be made under the BNSF stock-based compensation plans. See Note 1 to the Consolidated Financial Statements for information related to the proposed Merger.

Stock Options

Under BNSF's 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 may be issued from treasury shares or from authorized but unissued shares.

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,	2009	2008	2007
Weighted average expected life (years)	4.8	4.7	4.6
Weighted average expected volatility	29.6 %	24.0 %	24.0 %
Weighted average expected dividend yield	1.96 %	1.50 %	1.15 %
Weighted average risk free interest rate	2.15 %	3.09 %	4.31 %
Weighted average fair value per share at date of grant	\$ 15.09	\$ 22.92	\$ 21.91

Expected volatilities are based on historical volatility of BNSF's stock, implied volatilities from traded options on BNSF's stock 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 as of, and for the year ended December 31, 2009, is presented below (options in thousands, aggregate intrinsic value in millions):

Year ended December 31, 2009	Options	Weighted Average Exercise Prices	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Balance at beginning of year	9,668	\$ 62.95		
Granted	2,556	64.63		
Exercised	(2,027)	37.27		
Cancelled	(177)	81.54		
Balance at end of year	10,020	\$ 68.24	6.16	\$ 316
Options exercisable at year end	6,334	\$ 62.35	4.65	\$ 235

The total intrinsic value of options exercised was \$87 million, \$207 million and \$281 million for the years ended December 31, 2009, 2008 and 2007, respectively.

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

NOTES TO FINANCIAL STATEMENTS

Other Incentive Programs

BNSF had other long-term incentive programs that utilize 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, 2009, is presented below (shares in thousands):

Year ended December 31, 2009	Time Based		Performance Based Units		Performance Stock		BNSF Incentive Bonus Stock Program		BNSF Discounted Stock Purchase Program		Total	
Balance at beginning of year	457	\$ 76.49	1,056	\$ 92.48	612	\$ 89.24	64	\$ 81.31	20	\$ 81.34	2,209	\$ 87.84
Granted	58	66.67	558	64.97	279	59.75	-	-	23	66.25	918	63.52
Vested	(233)	75.74	(209)	80.17	(54)	80.17	(64)	81.31	(12)	81.32	(572)	78.52
Forfeited	(6)	84.77	(40)	88.18	(171)	81.26	-	-	-	-	(217)	82.62
Balance at end of year	276	\$ 74.89	1,365	\$ 83.24	666	\$ 79.67	-	\$ -	31	\$ 70.41	2,338	\$ 81.06

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, 2008 and 2007, is presented below:

Grant Date Fair Market Value of Awards	Time Based		Performance Based Units		Performance Stock		BNSF Incentive Bonus Stock Program		BNSF Discounted Stock Purchase Program	
Granted										
Year ended December 31, 2008	\$	102.06	\$	105.23	\$	100.13	\$	-	\$	86.56
Year ended December 31, 2007	\$	86.38	\$	88.80	\$	88.77	\$	-	\$	79.28

A summary of the fair value of the restricted share/units vested during the years ended December 31, 2009, 2008 and 2007 is presented below:

Total Fair Value of Shares Vested (in millions)	Time Based		Performance Based Units		Performance Stock		BNSF Incentive Bonus Stock Program		BNSF Discounted Stock Purchase Program		Total
Year ended December 31, 2009	\$	15	\$	14	\$	4	\$	4	\$	1	\$ 38
Year ended December 31, 2008	\$	31	\$	30	\$	15	\$	51	\$	1	\$ 128
Year ended December 31, 2007	\$	49	\$	21	\$	-	\$	18	\$	1	\$ 89

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.

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

NOTES TO FINANCIAL STATEMENTS

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

Certain employees were eligible to exchange through the Burlington Northern Santa Fe Incentive Bonus Stock Program the cash payment of their bonus for grants of restricted stock. In September 2005, the program was amended so that exchanges of cash bonus payments for awards of restricted stock were no longer permitted after February 2006.

Certain other salaried employees were eligible to participate in the BNSF Discounted Stock Purchase Program and use their bonus to purchase shares of BNSF common stock at a discount from the market price. These shares immediately vest but are restricted for a three-year period. This program was terminated in December 2009.

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 BNSF Stock Incentive Plans is shown in the following table (in millions):

	2009	2008	2007
Compensation cost	\$ 41	\$ 69	\$ 66
Income tax benefit	(15)	(25)	(23)
Total	\$ 26	\$ 44	\$ 43
Compensation cost capitalized	\$ 6	\$ 6	\$ 7

At December 31, 2009, there was \$89 million of total unrecognized compensation cost related to unvested share-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 1.58 years.

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

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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
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.

Schedule 210
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.

Schedule 410
Line 14, col b = Line 620, col h
Line 14, col d = Line 620, col f
Line 14, col e = Line 620, col g

4. All contra entries should be shown in parenthesis.

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	13,863,416	17,848,082	13,863,416		1
2		(102) Passenger					2
3		(103) Passenger-related					3
4		(104) Switching	30,690	30,412	30,690		4
5		(105) Water transfers					5
6		(106) Demurrage	120,652	128,397	120,652		6
7		(110) Incidental	96,622	111,904	96,622		7
8		(121) Joint facility - credit	12,148	13,609	12,148		8
9		(122) Joint facility - debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	14,123,528	18,132,404	14,123,528		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)	14,123,528	18,132,404	14,123,528		13
14	*	(531) Railway operating expenses	11,015,853	14,320,684	11,015,853		14
15	*	Net revenue from railway operations	3,107,675	3,811,720	3,107,675		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	17,499	29,217			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	31,842	13,482			24
25		Income from affiliated companies: 519 a. Dividends (equity method)					25
26		b. Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	49,741	43,099			27
28		TOTAL INCOME (lines 15, 27)	3,157,416	3,854,819			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	27,269	27,756			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	27,269	27,756			36
37		Income available for fixed charges	3,130,147	3,827,063			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: (a) Fixed interest not in default	123,524	98,805	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt			40
41		(548) Amortization of discount on funded debt	2,872	2,800	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	126,396	101,605	42
43		Income after fixed charges (line 37 minus line 42)	3,003,751	3,725,458	43
OTHER DEDUCTIONS					
44		(546) Interest on funded debt: (c) Contingent interest			44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before inc. taxes)	3,003,751	3,725,458	46
PROVISIONS FOR INCOME TAXES					
47	*	(556) Income taxes on ordinary income: (a) Federal income taxes	419,615	866,382	47
48	*	(b) State income taxes	38,023	151,600	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	579,970	391,253	50
51		TOTAL PROVISION FOR INCOME TAXES (lines 47 through 52)	1,037,608	1,409,235	51
52		Income from continuing operations (line 46 minus line 51)	1,966,143	2,316,223	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)	1,966,143	2,316,223	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)	1,966,143	2,316,223	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	3,107,675	3,811,720	62
63	*	(556) Income taxes on ordinary income (-)	457,638	1,017,982	63
64	*	(557) Provision for deferred income taxes (-)	579,970	391,253	64
65		Income from lease of road and equipment (-)	12,272	12,848	65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	2,057,795	2,389,637	67

NOTES AND REMARKS FOR SCHEDULE 210 AND 220

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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 (a)	Retained Earnings - Unappropriated (b)	Equity in Undistributed Earnings (Losses) of Affiliated Companies (c)	Line No.
1		Balances at beginning of year	11,488,012	284,663	1
2	(601.5)	Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	(602)	Credit balance transferred from income	1,956,646	9,497	3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings	310,018		5
6		TOTAL CREDITS	2,266,664	9,497	6
		DEBITS			
7	(612)	Debit balance transferred from income			7
8	(616)	Other debits to retained earnings	942,004		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	942,004		13
14		Net increase (decrease) during year (Line 6 minus line 13)	1,324,660	9,497	14
15		Balances at close of year (lines 1, 2, and 14)	12,812,672	294,160	15
16		Balances from line 15 (c)	294,160	N/A	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	13,106,832		17
18	(797)	Total appropriated retained earnings:		N/A	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 Account 606 \$ 0			22
23		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)	
1	Common - BNSF	1,000	1,000	1,000	NONE	1,000	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	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	6,330,942	11
12	Capital stock sold								12
13	Capital stock reacquired								13
14	Capital stock cancelled								14
15	Additional capital for BNSF Acquisition/Merger								15
16									16
17	Balance at close of year	NONE	NONE	1,000	1	NONE	NONE	6,330,942	17

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	1,966,143	2,316,223	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	(22,755)	(9,623)	11
12		Depreciation and amortization expenses	1,562,041	1,431,655	12
13		Net increase (decrease) in provision for Deferred Income Taxes	579,970	391,253	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	9,497	19,682	14
15		Decrease (increase) in accounts receivable	70,306	(74,309)	15
16		Decrease (increase) in material and supplies and other current assets	(143,871)	27,787	16
17		Increase (decrease) in current liabilities other than debt	(244,490)	(49,915)	17
18		Increase (decrease) in other - net	(347,688)	133,770	18
19		Net cash provided from continuing operations (lines 10 through 18)	3,429,153	4,186,523	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)	3,429,153	4,186,523	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	22,755	9,623	22
23		Capital expenditures	(2,007,112)	(2,214,278)	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	(584,303)	(797,203)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(2,568,660)	(3,001,858)	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	74,912		30
31		Principal payments of long-term debt	(228,355)	(215,811)	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	(895,988)	(783,331)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(1,049,431)	(999,142)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	(188,938)	185,523	37
38		Cash and cash equivalents at beginning of the year	209,072	23,549	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	20,134	209,072	39
		Footnotes to Schedule Cash paid during the year for:			
40		Interest (net of amount capitalized) *	113,204	111,571	40
41		Income taxes (net) *	626,498	1,051,591	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	93,214	1
2	Customers (706)	Sched. 200, line 6, col. b	552,848	2
3	Other (707)	Note A	85,415	3
4	TOTAL CURRENT OPERATING ASSETS	Lines 1 + 2 + 3	731,477	4
OPERATING REVENUE				
5	Railway operating revenue	Sched. 210, line 13, col. b	14,123,528	5
6	Rent income	Note B	90,153	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	14,213,681	7
8	Average daily operating revenues	Line 7 + 360 days	39,482	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	60,461	11
12	Audited accounts and wages payable (753)	Sched. 200, line 32, col. b	193,416	12
13	Accounts payable - other (754)	Sched. 200, line 33, col. b	155,933	13
14	Other taxes accrued (761.5)	Note A	211,374	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 through 14	621,184	15
OPERATING EXPENSES				
16	Railway operating expenses	Sched. 210, line 14, col. b	11,015,853	16
17	Depreciation	Sched 410, lines 136, 137, 138, 213, 232, 317, col. h	1,562,041	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	9,543,965	18
19	Average daily expenditures	Line 18 + 360 days	26,511	19
20	Days of operating expenses in current operating liabilities	Line 15 + line 19	23	20
21	Days of working capital required	Line 10 - line 20 (Note C)	11	21
22	Cash working capital required	Line 21 x line 19	291,621	22
23	Cash and temporary cash balance	Sched. 200, line 1 + line 2, col. b	20,134	23
24	Cash working capital allowed	Lesser of line 22 or line 23	20,134	24
MATERIALS AND SUPPLIES				
25	Total materials and supplies (712)	Sched. 200, line 12, col. b	632,038	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	632,038	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	652,172	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

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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	VII	Railmarketplace.com, Inc.	Preferred	18.85	20
21				Total Class A-3			21
22							22
23	798	D-3	X	Burlington Northern Santa Fe Corporation - BNSF Railway's parent company			23
24				Total Class D-3			24
25							25
26							26
27							27
28							28
29							29
30							30
31							31
32							32
33							33
34							34
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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	-	-	-	-				20
21	-	-	-	-				21
22								22
23	6,103	1,146,903	(204,976)	948,030	*			23
24	6,103	1,146,903	(204,976)	948,030	*			24
25								25
26								26
27								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.	0.05	17
18	721	E-3	X	Montauk Synfuels LLC	50.00	18
19				Total Class E-3 X		19
20						20
21	721			Equity Earning (Loss) - Schedule 310A		21
22						22
23				Grand Total Account 721		23
24						24
25						25
26						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			1,494				2
3	22,382	2,391		24,773				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	35,641	2,391	-	38,032				15
16								16
17	4,500			4,500				17
18	-			-				18
19	4,500	-	-	4,500				19
20								20
21	273,881	5,444		279,325				21
22								22
23	343,175	1,154,738	(204,976)	1,292,937 *				23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37

* Includes \$948,030K intercompany note receivable from Burlington Northern Santa Fe Corporation 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	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>
8	OAKLAND TERMINAL RAILWAY BNSF Railway Company Union Pacific Railroad Company	50.00 50.00 <u>100.00</u>
9	PADUCAH & ILLINOIS RAILROAD COMPANY BNSF Railway Company Paducah & Louisville Railroad Company Canadian National Railroad Company	33.34 33.33 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.	
10	PORTLAND TERMINAL RAILROAD COMPANY Union Pacific Railroad Company BNSF Railway Company	60.00 40.00 <u>100.00</u>
11	ST JOSEPH TERMINAL RAILROAD COMPANY BNSF Railway Company Union Pacific Railroad Company	50.00 50.00 <u>100.00</u>
12	SUNSET RAILWAY COMPANY BNSF Railway Company Union Pacific Railroad Company	50.00 50.00 <u>100.00</u>
13	TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS Missouri Pacific Railroad Company CSX Transportation, Inc. Illinois Central Railroad Company BNSF Railway Company St. Louis Southwestern Railway Company Norfolk Southern Railway Company	28.57 14.28 14.29 14.29 14.29 14.29 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.	
14	TEXAS CITY TERMINAL RAILWAY COMPANY Union Pacific Railroad Company BNSF Railway Company Texas City Terminal Railway Company	66.60 33.30 0.10 <u>100.00</u>
15	TTX COMPANY Union Pacific Railroad Company CSX Transportation, Inc. Norfolk Southern Railway Company BNSF Railway Company Canadian National Railway Company Canadian Pacific Limited Guilford Rail System Kansas City Southern Railway Company FXE Railroad	36.79 19.65 19.65 17.30 3.14 1.57 0.63 0.63 0.64 <u>100.00</u>
	250 voting shares are held by TTX Company.	

310. NOTES AND REMARKS

		<u>% Ownership</u>
16	WICHITA UNION TERMINAL RAILWAY COMPANY	
	BNSF Railway Company	66.67
	Union Pacific Railroad Company	<u>33.33</u>
		<u>100.00</u>
17	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.	<u>5.75</u>
		<u>100.00</u>
18	MONTAUK SYNFUELS, LLC	
	BNSF Railway Company	50.00
	Montauk Energy Capital, Inc.	<u>50.00</u>
		<u>100.00</u>
19	KINDER MORGAN ENERGY PARTNERS L.P.	
	BNSF Railway Company	0.05
	Various	<u>99.95</u>
		<u>100.00</u>

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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	(2,356)		(180)			(2,536)	1
2	Central California Traction Company	(2,984)					(2,984)	2
3	Houston Belt & Terminal Railway Company	(6,281)		(2,500)			(8,781)	3
4	Kansas City Terminal Railway Company	(4,509)		(353)			(4,862)	4
5	Longview Switching Company	(63)					(63)	5
6	MT Properties Inc.	1,115		322			1,437	6
7	Oakland Terminal Railway	(1,000)		(148)			(1,148)	7
8	Paducah & Illinois Railroad Company	(24)					(24)	8
10	Portland Terminal Railroad Company	(810)					(810)	10
11	St. Joseph Terminal Railroad Company	(366)					(366)	11
12	Sunset Railway Company	(45)		106			61	12
13	Texas City Terminal Railway Company	12,237		(589)			11,648	13
14	TTX Company	279,608	1,406	7,380			288,394	14
15	Wichita Union Terminal Railway Company	(641)					(641)	15
16								16
17								17
18								18
19	TOTAL CARRIERS	273,881	1,406	4,038			279,325	19
21								21
22	Noncarriers: (List specifics for each company)							22
23								23
24								24
25	TOTAL NONCARRIERS							25
26								26
27	TOTAL INVESTMENTS IN COMMON STOCK	273,881	1,406	4,038			279,325	27

Note: Column (d) reflects equity in undistributed earnings (losses) during the year net of approximately \$5M 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 retired 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	1,742,419			1
2	3	(3) Grading	2,504,577			2
3	4	(4) Other right-of-way expenditures	44,667			3
4	5	(5) Tunnels and subways	111,072			4
5	6	(6) Bridges, trestles and culverts	2,350,723			5
6	7	(7) Elevated structures				6
7	8	(8) Ties	4,809,746			7
8	9	(9) Rail and other track material	10,593,248			8
9	11	(11) Ballast	3,827,859			9
10	13	(13) Fences, snowsheds and signs	82,166			10
11	16	(16) Station and office buildings	655,505			11
12	17	(17) Roadway buildings	42,694			12
13	18	(18) Water stations	5,809			13
14	19	(19) Fuel stations	368,665			14
15	20	(20) Shops and enginehouses	622,673			15
16	22	(22) Storage warehouses				16
17	23	(23) Wharves and docks	15,338			17
18	24	(24) Coal and ore wharves	12,252			18
19	25	(25) TOFC/COFC terminals	1,039,083			19
20	26	(26) Communications systems	896,366			20
21	27	(27) Signals and interlockers	2,530,812			21
22	29	(29) Power plants	2,842			22
23	31	(31) Power transmission systems	28,045			23
24	35	(35) Miscellaneous structures	42,341			24
25	37	(37) Roadway machines	496,849			25
26	39	(39) Public improvements - construction	510,564			26
27	44	(44) Shop machinery	214,081			27
28	45	(45) Power plant machinery	3,433			28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	33,553,829			30
31	52	(52) Locomotives	4,196,947			31
32	53	(53) Freight train cars	1,517,363			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	221,978			36
37	58	(58) Miscellaneous equipment	374,967			37
38	59	(59) Computer systems & word processing equipment	593,892			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	6,920,301			39
40	76	(76) Interest during construction				40
41	80	(80) Other elements of investment				41
42	90	(90) Construction work in progress	721,437			42
43		GRAND TOTAL	41,195,567			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	56,571	5,129	51,442	1,793,861	1
2	3	1,988	3,317	(1,329)	2,503,248	2
3	4	(3,947)	(23)	(3,924)	40,743	3
4	5	(1,893)		(1,893)	109,179	4
5	6	104,108	11,859	92,249	2,442,972	5
6	7					6
7	8	369,915	147,752	222,163	5,031,909	7
8	9	815,417	217,257	598,160	11,191,408	8
9	11	375,403	127,635	247,768	4,075,627	9
10	13	(3,295)	(583)	(2,712)	79,454	10
11	16	13,723	7,879	5,844	661,349	11
12	17	1,561	(1,268)	2,829	45,523	12
13	18	(42)	(16)	(26)	5,783	13
14	19	15,519	3,207	12,312	380,977	14
15	20	29,534	(2,285)	31,819	654,492	15
16	22					16
17	23	519	1,779	(1,260)	14,078	17
18	24	-			12,252	18
19	25	206,732	1,569	205,163	1,244,246	19
20	26	51,814	1,217	50,597	946,963	20
21	27	103,593	8,651	94,942	2,625,754	21
22	29	380	109	271	3,113	22
23	31	4,779	(31)	4,810	32,855	23
24	35	(7,559)		(7,559)	34,782	24
25	37	40,261	14,176	26,085	522,934	25
26	39	19,266	(1,936)	21,202	531,766	26
27	44	14,121	538	13,583	227,664	27
28	45	(4)		(4)	3,429	28
29						29
30		2,208,464	545,932	1,662,532	35,216,361	30
31	52	700,158	80,417	619,741	4,816,688	31
32	53	69,790	61,713	8,077	1,525,440	32
33	54					33
34	55				15,154	34
35	56					35
36	57	29,846	2,765	27,081	249,059	36
37	58	62,975	43,360	19,615	394,582	37
38	59	84,537	14,130	70,407	664,299	38
39		947,306	202,385	744,921	7,665,222	39
40	76					40
41	80					41
42	90	(125,548)		(125,548)	595,889	42
43		3,030,222	748,317	2,281,905	43,477,472	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)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
ROAD								
1	(3) Grading	2,504,577	2,503,248	1.12%				1
2	(4) Other right-of-way expenditures	44,667	40,743	2.84%				2
3	(5) Tunnels and subways	111,072	109,179	1.06%				3
4	(6) Bridges, trestles and culverts	2,350,723	2,442,972	1.37%				4
5	(7) Elevated structures	-	-	0.00%				5
6	(8) Ties	4,809,746	5,031,909	3.21%	TOTAL ROAD AND			6
7	(9) Rail and other track material	10,593,248	11,191,408	3.47%				7
8	(11) Ballast	3,827,859	4,075,627	3.71%	EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	82,166	79,454	1.45%				9
10	(16) Station and office buildings	655,505	661,349	3.15%	OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	42,694	45,523	4.24%				11
12	(18) Water stations	5,809	5,783	1.51%	OF TOTAL OWNED			12
13	(19) Fuel stations	368,665	380,977	3.38%				13
14	(20) Shops and enginehouses	622,673	654,492	2.15%				14
15	(22) Storage warehouses	-	-	0.00%				15
16	(23) Wharves and docks	15,338	14,078	2.21%				16
17	(24) Coal and ore wharves	12,252	12,252	1.95%				17
18	(25) TOFC/COFC terminals	1,039,083	1,244,246	3.11%				18
19	(26) Communications systems	896,366	946,963	5.28%				19
20	(27) Signals and interlockers	2,530,812	2,625,754	3.48%				20
21	(29) Power plants	2,842	3,113	2.47%				21
22	(31) Power transmission systems	28,045	32,855	2.46%				22
23	(35) Miscellaneous structures	42,341	34,782	2.02%				23
24	(37) Roadway machines	496,849	522,934	5.37%				24
25	(39) Public improvements - construction	510,564	531,766	2.08%				25
26	(44) Shop machinery	214,081	227,664	3.51%				26
27	(45) Power plant machinery	3,433	3,429	3.30%				27
28	All other road accounts	-	-					28
29	Amortization (other than def. projects)	-	-					29
30	TOTAL ROAD	31,811,410	33,422,500	3.13%				30
EQUIPMENT								
31	(52) Locomotives	4,196,947	4,816,688	7.16%				31
32	(53) Freight train cars	1,517,363	1,525,440	3.22%				32
33	(54) Passenger train cars	-	-	0.00%				33
34	(55) Highway revenue equipment	15,154	15,154	-6.41%				34
35	(56) Floating equipment	-	-	0.00%				35
36	(57) Work equipment	221,978	249,059	3.06%				36
37	(58) Miscellaneous equipment	374,967	394,582	14.42%				37
38	(59) Computer systems & WP equipment	593,892	664,299	11.84%				38
39	TOTAL EQUIPMENT	6,920,301	7,665,222	6.96%				39
40	GRAND TOTAL	38,731,711	41,087,722	N/A			NA	40

Note: Annual composite rate excludes impact of reserve adjustments resulting from the last depreciation reserve study.

Note: Numbers in column (c) represent the balance at 12/31/09. Due to SAP conversion December depreciation is calculated on the 12/31/09 depreciation base.

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	301,813	27,620	289	(6,057)		335,779	1
2		(4) Other right-of-way expenditures	9,135	1,239	-	(676)		11,050	2
3		(5) Tunnels and subways	28,947	1,132	-	115		29,964	3
4		(6) Bridges, trestles and culverts	305,684	32,639	-	16,491		321,832	4
5		(7) Elevated structures	-	-	-	-		-	5
6		(8) Ties	1,663,209	257,700	1,648	176,945		1,745,612	6
7		(9) Rail and other track material	2,453,402	370,063	3,878	199,304		2,628,039	7
8		(11) Ballast	1,014,711	125,633	19,308	123,897		1,035,755	8
9		(13) Fences, snowsheds and signs	9,799	1,144	-	(796)		11,739	9
10		(16) Station and office buildings	212,465	16,935	2,603	(7,314)		239,317	10
11		(17) Roadway buildings	21,475	1,630	251	(686)		24,042	11
12		(18) Water stations	3,979	63	-	-		4,042	12
13		(19) Fuel stations	90,387	12,669	-	3,389		99,667	13
14		(20) Shops and enginehouses	159,145	13,738	100	(1,512)		174,495	14
15		(22) Storage warehouses	-	-	-	-		-	15
16		(23) Wharves and docks	1,037	(63)	-	782		192	16
17		(24) Coal and ore wharves	5,314	241	-	-		5,555	17
18		(25) TOFC/COFC terminals	254,859	33,069	-	16,819		271,109	18
19		(26) Communications systems	240,465	45,360	6,972	669		292,128	19
20		(27) Signals and interlockers	464,348	90,616	-	8,970		545,994	20
21		(29) Power plants	2,250	72	-	109		2,213	21
22		(31) Power transmission systems	10,759	770	-	1		11,528	22
23		(35) Miscellaneous structures	23,578	791	-	-		24,369	23
24		(37) Roadway machines	181,895	23,917	3,676	12,076		197,412	24
25		(39) Public improvements - const.	75,793	10,978	-	(1,926)		88,697	25
26		(44) Shop machinery	94,629	7,623	57	576		101,733	26
27		(45) Power plant machinery	181	113	-	-		294	27
28		All other road accounts	-	-	-	-		-	28
29		Amortization (adjustments)	-	-	-	-		-	29
30		TOTAL ROAD	7,629,259	1,075,692	38,782	541,176	-	8,202,557	30
EQUIPMENT									
31		(52) Locomotives	1,681,858	309,940	2,252	44,824		1,949,226	31
32		(53) Freight train cars	441,205	51,623	-	63,200		429,628	32
33		(54) Passenger train cars	-	-	-	-		-	33
34		(55) Highway revenue equipment	11,270	(892)	-	-		10,378	34
35		(56) Floating equipment	-	-	-	-		-	35
36		(57) Work equipment	66,267	6,441	990	442		73,256	36
37		(58) Miscellaneous equipment	218,848	43,711	6,718	44,846		224,431	37
38		(59) Computer systems & WP equip.	283,187	65,869	10,122	19,059		340,119	38
39		Amortization (adjustments)	-	-	-	-		-	39
40		TOTAL EQUIPMENT	2,702,635	476,692	20,082	172,371	-	3,027,038	40
41		GRAND TOTAL	10,331,894	1,552,384	58,864	713,547	-	11,229,595	41

NOTE: Credits in Column (d) represent transfers from depreciation expense to inventory and capital accounts to recognize allocated overhead costs.

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 changes in rates were effective during the year, give full particulars in a footnote.

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

3. If 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	64,810	102,094		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%							3
4		(6) Bridges, trestles and culverts	OF TOTAL ROAD OWNED							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 IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS IS LESS THAN							31
32		(54) Passenger train cars	5% 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	29,046	14,035		2,415		40,666	39	

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

NOTES AND REMARKS FOR SCHEDULE 342

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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	332,160	420,089		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	205,130					180,135	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 leased 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	23,004	43,477,472	11,230,347	1
2						2
3		Add Leased from Others:				3
4	L	Dayton, TX - Yard	***	**	*	4
5	L	Copper City, MT	51	**	**	5
6	L	York Canyon, CO	12	**	*	6
7		Total Leased from Others	63			7
8						8
9						9
10						10
11		Deduct Leased to Others:				11
12	O	Timber Rock Railroad (TIBR) - Silsbee, TX Yard	***	11,092	3,971	12
13	O	Portland & Western Railroad (PNWR) - Salem Yard, Albany Yard, Eugene Yard	***	3,110	2,134	13
14	O	Alabama & Gulf Coast Railway (AGR) - Mobile Yard, AL	***	1,038	509	14
15	O	METRA - Aurora, IL Yard	***	458	104	15
16	O	Timber Rock Railroad (TIBR) - Silsbee, TX to Tenaha, TX	129	44,572	14,050	16
17	O	South Kansas and Oklahoma Railroad (SKOL) - Pittsburg to Cherokee, KS	6	280	52	17
18	O	Portland & Western Railroad (PNWR) - Quincy to Eugene, OR	77	15,548	7,462	18
19	O	Burlington Junction (BJRY) - Quincy, IL to Marblehead, IL	6	2,629	848	19
20	O	Alabama & Gulf Coast Railway (AGR) - Bucks, AL to Mobile, AL	22	475	242	20
21	O	Southwestern Railroad (SW) - Clovis, NM to Loving, NM	196	36,577	21,807	21
22	O	Southwestern Railroad (SW) - Rincon, NM to Deming, NM	53	7,216	4,599	22
23	O	Southwestern Railroad (SW) - MCC Jct - NMP	5	3,085	1,609	23
24	O	Kettle Falls International Railway (KFR) - Chewallah, WA to Columbia Gardens, BC & Kettle Falls, WA	53	12,482	4,524	24
25	O	Southwestern Railroad (SW) - Carlsbad, NM to Eddy Potash	20	9,452	5,107	25
26	O	KAW River Railroad (KAW) - Birmingham to Kearney, MO	16	7,258	3,810	26
27	O	Mission Mountain Railroad (MMT) - Columbia Falls to Kalispell, MT	16	1,763	1,598	27
28	O	Northern Lines (NLR) - St. Cloud to East St. Cloud & St. Cloud to Cold Springs, MN	23	387	157	28
29	O	Yellowstone Valley RR (YSVR) - Bainville to Scobey, MT & Glendive to Snowden, MT	172	26,728	13,006	29
30	O	R. J. Corman - Tennessee Yard (Memphis Terminal) and Airport Park	***	87,482	8,490	30
31	O	Dakota Northern Railroad (DNR) - Grafton to Walhalla & Grafton to Glasston, ND	70	7,796	5,800	31
32	O	Central Washington Railroad - Gibbon, WA to Granger, WA	29	1,383	251	32
33	O	Industry (INDY) - Reno Jct. WY to Jacobs Jct., WY	5	2,998	1,364	33
34	O	Tacoma Rail (TRMW) - Lakeview, WA to Nisqually, WA	11	279	302	34
35	O	Minnesota National Guard (MNG) - Little Falls, MN to Camp Riley, MN	8	582	511	35
36	O	Minnesota Commercial Railway Company (MNNR) - E MPLS M&D Jct	10	1,157	1,588	36
37	O	Industry (INDY) - Red Oak, IA	2	104	18	37
38	O	Industry (INDY) - Red Cloud, NE	3	8	2	38
39	O	Alabama & Gulf Coast Railway (AGR) - Columbus to Whitbury, MS	5	1,006	237	39
40	O	Nebraska, Kansas & Colorado Railway (NKCR) - Imperial Sub	48	4,538	4,992	40
41	O	Stillwater Central Railroad (SLWC) - Greig, OK to Wheatland, OK	10	220	138	41
42	O	Union Pacific Railroad (UP) - Marion to Hulbert, AR	5	567	378	42
43	O	Canadian National (CN) - Fraser River Jct, BC to Vancouver, BC	15	19,912	2,011	43
44	O	Central Washington Railroad (CWA) - Yakima to Moxee City, WA	8	2,731	1,348	44
45	O	Chicago Lumber District (CIRY) - Chicago, IL Lumber District Yard	***	3,300	1,876	45
46	O	Blue Mountain Railroad (BLMR) - Wallula Jct, WA to Zanger, WA	4	64	16	46
47	O	Missouri & Valley Park Railroad (M&VP) - Yard	***	5,373	1,591	47
48	O	Richmond Pacific Railroad Corporation (RPRC) - Yard	***	54,413	17,709	48
49	O	Minnesota Northern Railroad (MNN) - Yard	***	1,528	1,130	49
50	O	Tacoma Rail (TRMW) - Tacoma, WA to Lakeview, WA	7	746	270	50
51	O	Tacoma Rail (TRMW) - Olympia WA to Belmore, WA, and St. Clair, WA to Quadlok, WA	11	563	272	51
52		Total Leased to Others	1,045	380,900	135,883	
53						
54		Deduct Operated by Others:				54
55	O	Grainbelt Corporation (GNBC)	186	10,689	10,229	55
56	O	Red River Valley & Western Railway (RRVW)	681	28,500	34,023	56
57		Total Operated by Others	867	39,189	44,252	57
58		Net Deductions	(1,849)	(420,089)	(180,135)	58
59		TOTAL	21,155	43,057,383	11,050,212	59

* 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	1,793,861			(8,195)	1
2		(3) Grading	2,503,248			(17,915)	2
3		(4) Other right-of-way expenditures	40,743			(348)	3
4		(5) Tunnels and subways	109,179			(101)	4
5		(6) Bridges, trestles and culverts	2,442,972			(24,123)	5
6		(7) Elevated structures	-			-	6
7		(8) Ties	5,031,909			(86,299)	7
8		(9) Rail and other track material	11,191,408			(116,795)	8
9		(11) Ballast	4,075,627			(49,681)	9
10		(13) Fences, snowsheds and signs	79,454			(1,196)	10
11		(16) Station and office buildings	661,349			(6,481)	11
12		(17) Roadway buildings	45,523			(201)	12
13		(18) Water stations	5,783			(14)	13
14		(19) Fuel stations	380,977			(7,339)	14
15		(20) Shops and enginehouses	654,492			(10,165)	15
16		(22) Storage warehouses	-			-	16
17		(23) Wharves and docks	14,078			-	17
18		(24) Coal and ore wharves	12,252			-	18
19		(25) TOFC/COFC terminals	1,244,246			(68,467)	19
20		(26) Communications systems	946,963			(4,930)	20
21		(27) Signals and interlockers	2,625,754			(11,470)	21
22		(29) Power plants	3,113			-	22
23		(31) Power transmission systems	32,855			(707)	23
24		(35) Miscellaneous structures	34,782			(15)	24
25		(37) Roadway machines	522,934			-	25
26		(39) Public improvements - construction	531,766			(3,870)	26
27		(44) Shop machinery	227,664			(1,608)	27
28		(45) Power plant machinery	3,429			-	28
29		Leased property (capitalized rentals)	-			-	29
30		Other (specify and explain)	-			-	30
31		TOTAL ROAD	35,216,361			(419,920)	31
32		(52) Locomotives	4,816,688			-	32
33		(53) Freight train cars	1,525,440			-	33
34		(54) Passenger train cars	-			-	34
35		(55) Highway revenue equipment	15,154			-	35
36		(56) Floating equipment	-			-	36
37		(57) Work equipment	249,059			-	37
38		(58) Miscellaneous equipment	394,582			-	38
39		(59) Computer systems & WP equipment	664,299			(169)	39
40		TOTAL EQUIPMENT	7,665,222			(169)	40
41		(76) Interest during construction	-			-	41
42		(80) Other elements of investment	-			-	42
43		(90) Construction work in progress	595,889			-	43
44		GRAND TOTAL	43,477,472			(420,089)	44

* Includes property leased to and operated by others.

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.
		WAYS & STRUCTURES								
		ADMINISTRATION								
1		Track	51,836	12,788	8,734	19,054	92,412		92,412	1
2		Bridge & building	16,263	4,012	2,740	5,975	28,990		28,990	2
3		Signal	15,242	3,761	2,568	5,603	27,174		27,174	3
4		Communication	7,108	1,755	1,199	2,617	12,679		12,679	4
5		Other	11,182	2,758	1,883	4,109	19,932		19,932	5
		REPAIRS AND MAINTENANCE								
6		Roadway - running	38,034	440	21,069	1,099	60,642		60,642	6
7		Roadway - switching	10,041	118	5,594	291	16,044		16,044	7
8		Tunnels & subways - running			446		446		446	8
9		Tunnels & subways - switching			119		119		119	9
10		Bridges & culverts - running	12,744	960	2,803	2,454	18,961		18,961	10
11		Bridges & culverts - switching	3,380	257	743	651	5,031		5,031	11
12		Ties - running	12,004	1,729	8,589	1,397	23,719		23,719	12
13		Ties - switching	3,187	452	2,225	364	6,228		6,228	13
14		Rail & other track material - running	70,638	22,019	21,222	5,708	119,587		119,587	14
15		Rail & other track material - switching	18,774	5,698	5,698	1,525	31,695		31,695	15
16		Ballast - running	4,077	591	3,182	343	8,193		8,193	16
17		Ballast - switching	1,089	141	846	92	2,168		2,168	17
18		Road property damaged - running	(1)				(1)		(1)	18
19		Road property damaged - switching								19
20		Road property damaged - other								20
21		Signals & interlockers - running	43,826	9,034	10,914	1,710	65,484		65,484	21
22		Signals & interlockers - switching	11,648	2,312	2,898	455	17,313		17,313	22
23		Communications systems	22,103	8,916	(3,464)	15	27,570		27,570	23
24		Power systems	27	568	760		1,355		1,355	24
25		Highway grade crossings - running	1,797	73	650		2,520		2,520	25
26		Highway grade crossings - switching	479	20	175		674		674	26
27		Station & office buildings	1,414	1,791	15,903	11	19,119		19,119	27
28		Shop buildings - locomotives	2,140	1,161	6,710		10,011		10,011	28
29		Shop buildings - freight cars	611	335	1,937		2,883		2,883	29
30		Shop buildings - other equipment	1,957	1,082	6,263		9,302		9,302	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.
		REPAIRS AND MAINTENANCE - (Continued)								
101		Locomotive servicing facilities	1,110	838	8,757	5	10,710		10,710	101
102		Miscellaneous buildings & structures	7,874	3,237	6,104	16	17,231		17,231	102
103		Coal terminals						N/A		103
104		Other terminals	343	3	1,069		1,415	N/A	1,415	104
105		Other marine terminals	2,891	76			2,967	N/A	2,967	105
106		TOFC/COFC terminals		15	8,147		8,162	N/A	8,162	106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines	769	16,223	4,554	(3)	21,543		21,543	109
110		Small tools & supplies	1	29,728	2,748	3,419	35,896		35,896	110
111		Snow removal	7,764	674	508	968	9,914		9,914	111
112		Fringe benefits - running	N/A	N/A	N/A	99,845	99,845		99,845	112
113		Fringe benefits - switching	N/A	N/A	N/A	27,108	27,108		27,108	113
114		Fringe benefits - other	N/A	N/A	N/A	15,715	15,715		15,715	114
115		Casualties & insurance - running	N/A	N/A	N/A	39,150	39,150		39,150	115
116		Casualties & insurance - switching	N/A	N/A	N/A	10,239	10,239		10,239	116
117		Casualties & insurance - other	N/A	N/A	N/A	10,841	10,841		10,841	117
118	*	Lease rentals - debit - running	N/A	N/A	475	N/A	475		475	118
119	*	Lease rentals - debit - switching	N/A	N/A	127	N/A	127		127	119
120	*	Lease rentals - debit - other	N/A	N/A	N/A	N/A				120
121	*	Lease rentals - (credit) - running	N/A	N/A	N/A	N/A				121
122	*	Lease rentals - (credit) - switching	N/A	N/A	N/A	N/A				122
123	*	Lease rentals - (credit) - other	N/A	N/A	N/A	N/A				123
124		Joint facility rent - debit - running	N/A	N/A	5,106	N/A	5,106		5,106	124
125		Joint facility rent - debit - switching	N/A	N/A	1,315	N/A	1,315		1,315	125
126		Joint facility rent - debit - other	N/A	N/A	1,315	N/A	1,315		1,315	126
127		Joint facility rent - (credit) - running	N/A	N/A	(7,646)	N/A	(7,646)		(7,646)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	(1,969)	N/A	(1,969)		(1,969)	128
129		Joint facility rent - (credit) - other	N/A	N/A	(1,969)	N/A	(1,969)		(1,969)	129
130	*	Other rents - debit - running	N/A	N/A	138	N/A	138		138	130
131	*	Other rents - debit - switching	N/A	N/A	95	N/A	95		95	131
132	*	Other rents - debit - other	N/A	N/A	10	N/A	10		10	132
133	*	Other rents - (credit) - running	N/A	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.
134	*	REPAIRS AND MAINTENANCE - (Continued)								134
		Other rents - (credit) - switching	N/A	N/A		N/A				
135	*	Other rents - (credit) - other	N/A	N/A		N/A				135
136	*	Depreciation - running	N/A	N/A		612,444	612,444		612,444	136
137	*	Depreciation - switching	N/A	N/A		162,802	162,802		162,802	137
138	*	Depreciation - other	N/A	N/A		289,754	289,754		289,754	138
139		Joint facility - debit - running	N/A	N/A	71,470	N/A	71,470		71,470	139
140		Joint facility - debit - switching	N/A	N/A	24,972	N/A	24,972		24,972	140
141		Joint facility - debit - other	N/A	N/A		N/A				141
142		Joint facility - (credit) - running	N/A	N/A	(39,364)	N/A	(39,364)		(39,364)	142
143		Joint facility - (credit) - switching	N/A	N/A	(13,105)	N/A	(13,105)		(13,105)	143
144		Joint facility - (credit) - other	N/A	N/A		N/A				144
145		Dismantling retired road property - running			6		6		6	145
146		Dismantling retired road property - switching			2		2		2	146
147		Dismantling retired road property - other								147
148		Other - running	54	93	2,508	9,646	12,301		12,301	148
149		Other - switching	19	25	680	2,618	3,342		3,342	149
150		Other - other	7	14	393	1,516	1,930		1,930	150
151		TOTAL WAY AND STRUCTURES	382,432	133,697	208,852	1,339,556	2,064,537		2,064,537	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	10,240	3,030	8,677	4,873	26,820		26,820	201
202	*	Repair & maintenance	153,006	95,676	404,025	904	653,611		653,611	202
203	*	Machinery repair	158	1,875	623		2,656		2,656	203
204		Equipment damaged	477	715			1,192		1,192	204
205		Fringe benefits	N/A	N/A	N/A	68,851	68,851		68,851	205
206		Other casualties & insurance	N/A	N/A	N/A	9,918	9,918		9,918	206
207	*	Lease rentals - debit	N/A	N/A	288,012	N/A	288,012		288,012	207
208	*	Lease rentals - (credit)	N/A	N/A	(1,415)	N/A	(1,415)		(1,415)	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		324,195	324,195		324,195	213
214		Joint facility - debit	N/A	N/A	5,066	N/A	5,066		5,066	214
215	*	Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A	N/A	(91,403)	N/A	(91,403)		(91,403)	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
218		Dismantling retired property		1,246	250	432	1,928		1,928	218
219		Other	163,881	102,542	613,835	409,173	1,289,431		1,289,431	219
		TOTAL LOCOMOTIVES								
		FREIGHT CARS								
220		Administration	7,006	2,075	5,939	3,336	18,356	N/A	18,356	220
221	*	Repair & maintenance	107,696	170,417	130,652	28,272	437,037	N/A	437,037	221
222	*	Machinery repair	108	1,282	426		1,816	N/A	1,816	222
223		Equipment damaged	105			20,403	20,508	N/A	20,508	223
224		Fringe benefits	N/A	N/A	N/A	47,064	47,064	N/A	47,064	224
225		Other casualties & insurance	N/A	N/A	N/A	6,956	6,956	N/A	6,956	225
226	*	Lease rentals - debit	N/A	N/A	278,858		278,858	N/A	278,858	226
227	*	Lease rentals - (credit)	N/A	N/A	(6,018)		(6,018)	N/A	(6,018)	227
228		Joint facility rent - debit	N/A	N/A				N/A		228
229		Joint facility rent - (credit)	N/A	N/A				N/A		229
230	*	Other rents - debit	N/A	N/A	263,243		263,243	N/A	263,243	230
231	*	Other rents - (credit)	N/A	N/A	(71,088)		(71,088)	N/A	(71,088)	231
232	*	Depreciation	N/A	N/A	N/A	54,950	54,950	N/A	54,950	232
233		Joint facility - debit	N/A	N/A				N/A		233
234		Joint facility - (credit)	N/A	N/A				N/A		234
235	*	Repairs billed to others - (credit)	N/A	N/A	(154,955)		(154,955)	N/A	(154,955)	235
236		Dismantling retired property						N/A		236
237		Other	114,915	854	180	293	1,327	N/A	1,327	237
238		TOTAL FREIGHT CARS		174,628	447,237	161,274	898,054	N/A	898,054	238
		OTHER EQUIPMENT								
301		Administration	718	212	608	342	1,880		1,880	301
302	*	Repair & maintenance:								
303	*	Trucks, trailers, & containers - revenue service	101	11	18,264	3	18,379	N/A	18,379	302
304	*	Floating equipment - revenue service						N/A		303
305	*	Passenger & other revenue equipment	4,262	1,764			6,026		6,026	304
306	*	Computers and data processing equipment	11	(12)	2		(10)		(10)	305
307	*	Machinery	6,772	131	44		186		186	306
308	*	Work & other non-revenue equipment		1,097	6,564	157	14,590		14,590	307
309		Equipment damaged			20,688	866	21,554		21,554	308
310		Fringe benefits	N/A	N/A	N/A	3,425	3,425		3,425	309
311	*	Other casualties & insurance	N/A	N/A	N/A	1,061	1,061		1,061	310
312	*	Lease rentals - debit	N/A	N/A	15,698		15,698		15,698	311
		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	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		OTHER EQUIPMENT (Continued)								
313		Joint facility rent - debit	N/A	N/A		N/A				313
314		Joint facility rent - (credit)	N/A	N/A		N/A				314
315		Other rents - debit	N/A	N/A		N/A				315
316		Other rents - (credit)	N/A	N/A	(48)	N/A	(48)		(48)	316
317		Depreciation	N/A	N/A	N/A	117,896	117,896		117,896	317
318		Joint facility - debit	N/A	N/A	230	N/A	230		230	318
319		Joint facility - (credit)	N/A	N/A	(4,870)	N/A	(4,870)		(4,870)	319
320		Repairs billed to others - (credit)	N/A	N/A		N/A				320
321		Dismantling retired property								321
322		Other		88	18	31	137		137	322
323		TOTAL OTHER EQUIPMENT	11,864	3,291	57,198	123,781	196,134		196,134	323
324		TOTAL EQUIPMENT	290,660	280,461	1,118,270	694,228	2,383,619		2,383,619	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	88,723	5,706	34,224	12,329	140,982		140,982	401
402		Engine crews	475,050	17	56,586	15	531,668		531,668	402
403		Train crews	464,448	31	59,159	65	523,703		523,703	403
404		Dispatching trains	44,121		(181)		43,940		43,940	404
405		Operating signals & interlockers		(5)	5,536		5,531		5,531	405
406		Operating drawbridges	3,575	1			3,576		3,576	406
407		Highway crossing protection			7,594		7,594		7,594	407
408		Train inspection & lubrication	52,215				52,215		52,215	408
409		Locomotive fuel		2,184,047			2,184,047		2,184,047	409
410		Electric power produced or purchased for motive power								410
411		Servicing locomotives	46,118	717	(8,256)		38,579		38,579	411
412		Freight lost or damaged - solely related	N/A	N/A	N/A					412
413		Clearing wrecks								413
414		Fringe benefits	N/A	N/A	N/A	416,123	416,123		416,123	414
415		Other casualties & insurance	N/A	N/A	N/A	68,640	68,640		68,640	415
416		Joint facility - debit	N/A	N/A	3,717	N/A	3,717		3,717	416
417		Joint facility - (credit)	N/A	N/A	(947)	N/A	(947)		(947)	417
418		Other	10	1,813	490,511	4,701	497,035		497,035	418
419		TOTAL TRAIN OPERATIONS	1,174,260	2,192,327	647,943	501,873	4,516,403		4,516,403	419
		YARD OPERATIONS								
420		Administration	8,067	628	3,111	1,127	12,933		12,933	420
421		Switch crews	239,394	51	41,655		281,100		281,100	421

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (e)	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	32,990		836		33,826		33,826	422
423		Yard and terminal clerical	49	515	955	380	1,899		1,899	423
424		Operating switches, signals, retarders, & humps								424
425		Locomotive fuel		78,745			78,745		78,745	425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives	9,328				9,328		9,328	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks			46,362		46,362		46,362	429
430		Fringe benefits	N/A	N/A	N/A	113,721	113,721		113,721	430
431		Other casualties & insurance	N/A	N/A	N/A	16,902	16,902		16,902	431
432		Joint facility - debit	N/A	N/A	16,581		16,581		16,581	432
433		Joint facility - (credit)	N/A	N/A	(166)		(166)		(166)	433
434		Other			246		285		285	434
435		TOTAL YARD OPERATIONS	289,828	79,978	109,580	132,130	611,516		611,516	435
501		TRAIN & YARD OPERATIONS COMMON:								
		Cleaning car interiors	2,240	30	3,947	N/A	6,217		6,217	501
502		Adjusting & transferring loads			6,219	N/A	6,219	N/A	6,219	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	20,306	20,306		20,306	504
505		Fringe benefits	N/A	N/A	N/A	961	961		961	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON:	2,240	30	10,166	21,267	33,703		33,703	506
507	*	SPECIALIZED SERVICE OPERATIONS								
		Administration	2,023	127	776	279	3,205	N/A	3,205	507
508	*	Pickup & delivery and marine line haul			17,116	171	17,287	N/A	17,287	508
509	*	Loading & unloading and local marine		14,165	265,284	211	279,660	N/A	279,660	509
510	*	Protective services	729	6,891	382	271	8,273	N/A	8,273	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	1,093	1,093	N/A	1,093	512
513	*	Casualties & insurance	N/A	N/A	N/A	300	300	N/A	300	513
514	*	Joint facility - debit	N/A	N/A	N/A	N/A		N/A		514
515	*	Joint facility - (credit)	N/A	N/A	N/A	N/A		N/A		515
516	*	Other								516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	2,752	21,183	283,558	2,325	309,818	N/A	309,818	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.
ADMINISTRATIVE support OPERATIONS:										
518		Administration	102,833	6,612	39,665	15,194	164,304		164,304	518
519		Employees performing clerical & accounting function	14,141	566	2,746	289	17,742		17,742	519
520		Communication systems operations	629	148	16,956		17,733		17,733	520
521		Loss & damage claims processing								521
522		Fringe benefits	N/A	N/A	N/A	35,783	35,783		35,783	522
523		Casualties & insurance	N/A	N/A	N/A	7,351	7,351		7,351	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		400	320		720		720	526
527		TOTAL ADMINISTRATIVE support OPERATIONS	117,603	7,726	59,687	58,617	243,633		243,633	527
528		TOTAL TRANSPORTATION	1,586,683	2,301,244	1,110,934	716,212	5,715,073		5,715,073	528
GENERAL AND ADMINISTRATIVE										
601		Officers - general administration	15,029	1,579	51,225	28,248	96,081		96,081	601
602		Accounting, auditing, & finance	39,169	759	8,100	1,839	49,867		49,867	602
603		Management services & data processing	22,515	68	90,247	1,102	113,932		113,932	603
604		Marketing	28,994	1,133	7,003	4,835	41,965		41,965	604
605		Sales	29,205	1,133	7,011	4,886	42,235		42,235	605
606		Industrial development	2,353	22	1,965	652	4,992	N/A	4,992	606
607		Personnel & labor relations	20,802	(3)	880	439	22,118		22,118	607
608		Legal & secretarial	15,161	878	53,305	3,029	72,373		72,373	608
609		Public relations & advertising	1,827	3,127	595	2,714	8,263		8,263	609
610		Research & development								610
611		Fringe benefits	N/A	N/A	N/A	123,365	123,365		123,365	611
612		Casualties & insurance	N/A	N/A	N/A	1,380	1,380		1,380	612
613		Writedown of uncollectible accounts	N/A	N/A	N/A	17,914	17,914		17,914	613
614		Property taxes	N/A	N/A	N/A	206,845	206,845		206,845	614
615		Other taxes except on corporate income or payroll	N/A	N/A	N/A	3,838	3,838		3,838	615
616		Joint facility - debit	N/A	N/A	6,273		6,273		6,273	616
617		Joint facility - (credit)	N/A		(1,592)		(1,592)		(1,592)	617
618		Other	18,572		13,853	10,350	42,775		42,775	618
619		TOTAL GENERAL AND ADMINISTRATIVE	193,627	8,696	238,865	411,436	852,624		852,624	619
620	*	TOTAL CARRIER OPERATING EXPENSE	2,453,402	2,724,098	2,676,921	3,161,432	11,015,853		11,015,853	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	27,620			2
3		4	Other right-of-way expenditures	1,239			3
4		5	Tunnels and subways	1,132			4
5		6	Bridges, trestles and culverts	32,639			5
6		7	Elevated structures	-			6
7		8	Ties	256,650			7
8		9	Rail and other track material	368,555			8
9		11	Ballast	125,121			9
10		13	Fences, snowsheds and signs	1,144			10
11		16	Station and office buildings	16,935			11
12		17	Roadway buildings	1,630			12
13		18	Water stations	63			13
14		19	Fuel stations	12,669			14
15		20	Shops and enginehouses	13,738			15
16		22	Storage warehouses	-			16
17		23	Wharves and docks	(63)			17
18		24	Coal and ore wharves	241			18
19		25	TOFC/COFC terminals	33,069			19
20		26	Communications systems	45,360			20
21		27	Signals and interlockers	90,617			21
22		29	Power plants	72			22
23		31	Power transmission systems	770			23
24		35	Miscellaneous structures	791			24
25		37	Roadway machines	23,917			25
26		39	Public improvements; construction	10,978			26
27		45	Power plant machines	113			27
28			Other lease/rentals		845	N/A	28
29			TOTAL	1,065,000	845		29

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

1. Report freight expenses only.
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment with the carrier's own railroad markings.)
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f) lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f) lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (f). The balancing of Schedules 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.
 5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the 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			GROSS AMOUNTS PAYABLE			Line No.
			Private Line Cars (b)	Per Diem Mileage (c)	Time (d)	Private Line Cars (e)	Per Diem Mileage (f)	Time (g)	
1		Box - Plain 40 Foot	-	-	-	-	-	-	1
2		Box - Plain 50 Foot and Longer	-	-	1	1,399	897	1,104	2
3		Box - Equipped	-	2,541	4,463	11,067	9,937	12,283	3
4		Gondola - Plain	-	652	592	2,274	706	970	4
5		Gondola - Equipped	-	1,172	2,323	2	3,641	3,162	5
6		Hopper - Covered	-	12,472	14,141	13,121	4,525	8,530	6
7		Hopper - Open Top - General Service	-	588	1,622	1	348	650	7
8		Hopper - Open Top - Special Service	-	4,233	1,753	17	94	104	8
9		Refrigerator - Mechanical	-	1,052	1,733	3	105	138	9
10		Refrigerator - Nonmechanical	-	1,182	1,518	2	489	746	10
11		Flat - TOFC/COFC	-	4,365	8,352	106,189	5,041	7,889	11
12		Flat - Multi-Level	-	1,180	2,233	20,407	1,702	5,002	12
13		Flat - General Service	-	5	14	38	52	41	13
14		Flat - Other	-	1,338	1,337	18,153	3,091	1,873	14
15		Tank - Under 22,000 Gallons	-	-	10	2,375	-	-	15
16		Tank - 22,000 Gallons and Over	-	4	25	375	-	-	16
17		All Other Freight Cars	-	7	35	3	57	300	17
18		Auto Racks	-	-	145	13,767	-	573	18
19		TOTAL FREIGHT TRAIN CARS	-	30,791	40,297	189,193	30,685	43,365	19
		OTHER FREIGHT CARRYING EQUIPMENT							
20		Refrigerated Trailers	-	-	-	-	-	-	20
21		Other Trailers	-	-	-	-	-	(48)	21
22		Refrigerated Containers	-	-	-	-	-	-	22
23		Other Containers	-	-	-	-	-	-	23
24	*	TOTAL TRAILERS AND CONTAINERS	-	-	-	-	-	(48)	24
25		GRAND TOTAL (Lines 19 and 24)	-	30,791	40,297	189,193	30,685	43,317	25

NOTES AND REMARKS

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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	28,110	3,925			1
2		Diesel Locomotives - Road	534,098	206,243	85,735		2
3		Other Locomotives - Yard		23,947			3
4		Other Locomotives - Road					4
5	*	TOTAL LOCOMOTIVES	562,208	234,115	85,735		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot		2			6
7		Box - Plain 50 foot and longer	1,185	14			7
8		Box - Equipped	19,656	3,814			8
9		Gondola - Plain	53,778	3,166			9
10		Gondola - Equipped	12,183	2,932			10
11		Hopper - Covered	82,280	10,026	3,615		11
12		Hopper - Open Top - General Service	7,896	3,462			12
13		Hopper - Open Top - Special Service	24,111	1,263	215		13
14		Refrigerator - Mechanical	3,158	341			14
15		Refrigerator - Nonmechanical	1,636	2,916			15
16		Flat - TOFC/COFC	20,192	582	2,138		16
17		Flat - Multi-level	169	(152)	1,677		17
18		Flat - General Service	5,697	49			18
19		Flat - Other	12,747	2,529	938		19
20		All Other Freight Cars	36,858	247			20
21		Cabooses	282	466			21
22		Auto Racks		3,978			22
23		Miscellaneous Accessories	254	7,759			23
24	*	TOTAL FREIGHT TRAIN CARS	282,082	43,394	8,583		24
		OTHER EQUIPMENT - REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	1,103				25
26		Other Trailers	4,411				26
27		Refrigerated Containers					27
28		Other Containers	1,287				28
29		Bogies					29
30		Chassis	11,578	(892)			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	18,379	(892)			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)	6,026				36
37	*	Computer Systems & Word Processing Equip.	(10)	65,869			37
38	*	Machinery - Locomotives	2,656	4,345			38
39	*	Machinery - Freight Cars	1,816	2,973			39
40	*	Machinery - Other Equipment	186	305			40
41	*	Work and Other Nonrevenue Equipment	14,590	3,276	49,338		41
42		TOTAL OTHER EQUIPMENT	25,264	76,768	49,338		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	887,933	353,385	143,656		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			55,693		23,918		1
2		286,597	2,878,004	1,733,630	1,192,967	586,403	2
3			149,361		145,938		3
4							4
5	*	286,597	3,083,058	1,733,630	1,362,823	586,403	5
6			65		21		6
7			124		144		7
8		11,232	104,046		40,346		8
9			79,851		33,484		9
10		35,382	114,828		31,011		10
11		87,197	372,493	142,276	75,200	6,609	11
12			114,746		36,616		12
13		21,894	46,561	9,634	10,972	447	13
14			8,315		3,606		14
15		10,168	90,756		30,847		15
16		73,942	51,827	67,195	7,068	2,050	16
17			8,114	69,863	(886)	1,608	17
18			1,823		515	*	18
19		15,024	28,688	32,751	16,330	1,949	19
20		2,123	13,609		2,617		20
21			11,819		4,925		21
22		15,878	49,049		42,077		22
23			107,007		82,072		23
24	*	272,840	1,203,721	321,719	416,965	12,663	24
25							25
26		(16)					26
27							27
28		2,627	7,707				28
29							29
30		13,087	7,447		10,378		30
31							31
32	*	15,698	15,154		10,378		32
33							33
34							34
35	*						35
36	*						36
37	*		664,299		340,119		37
38	*		129,768		57,988		38
39	*		88,789		39,676		39
40	*		9,107		4,069		40
41	*		371,623	272,018	153,625	144,062	41
42			1,263,586	272,018	595,477	144,062	42
43		575,135	5,565,519	2,327,367	2,385,643	743,128	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	1,962,492	262,931	1.05%	TOTAL IMPROVEMENTS TO						1,962,492	262,931	1
2		8	3,742,523	1,270,348	5.49%	PROPERTY LEASED FROM						3,742,523	1,270,348	2
3		9	9,111,218	2,455,781	3.30%	OTHERS IS LESS THAN 5%						9,111,218	2,455,781	3
4		11	3,062,159	737,785	4.00%	OF TOTAL PROPERTY OWNED.						3,062,159	737,785	4
5	SUB TOTAL		17,878,392	4,726,845								17,878,392	4,726,845	5
6	II	3	313,902	42,056	1.05%							313,902	42,056	6
7		8	810,105	229,150	4.47%							810,105	229,150	7
8		9	1,203,687	(49,603)	2.67%							1,203,687	(49,603)	8
9		11	532,607	148,046	3.57%							532,607	148,046	9
10	SUB TOTAL		2,860,301	369,649								2,860,301	369,649	10
11	III	3	-	-	-							-	-	11
12		8	-	-	-							-	-	12
13		9	-	-	-							-	-	13
14		11	-	-	-							-	-	14
15	SUB TOTAL		-	-	-							-	-	15
16	IV	3	226,383	30,330	1.05%							226,383	30,330	16
17		8	479,039	245,874	3.86%							479,039	245,874	17
18		9	876,462	221,819	2.20%							876,462	221,819	18
19		11	480,343	150,403	2.33%							480,343	150,403	19
20	SUB TOTAL		2,062,227	648,426								2,062,227	648,426	20
21														21
22														22
23														23
24														24
25														25
26	GRAND TOTAL		22,800,920	5,744,920	N/A	1,272	265					22,800,920	5,744,920	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.

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

(Dollars in Thousands)

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers, or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses 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.
8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations, and livestock feeding operations only.

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	41	-	-	1	-	3,163	-	-	3,205	1
2	*	Pick up and delivery, marine line haul	17,148	-	-	-	-	139	N/A	-	17,287	2
3	*	Loading and unloading and local marine	247,646	-	-	1,682	-	30,332	N/A	-	279,660	3
4	*	Protective services - total debits and credits	462	-	-	-	-	-	7,811	-	8,273	4
5	*	Freight lost or damaged - solely related	-	-	-	-	-	-	-	-	-	5
6	*	Fringe benefits	696	-	-	370	-	27	-	-	1,093	6
7	*	Casualty and insurance	191	-	-	101	-	8	-	-	300	7
8	*	Joint facility - debit	-	-	-	-	-	-	-	-	-	8
9	*	Joint facility - credit	-	-	-	-	-	-	-	-	-	9
10	*	Other	-	-	-	-	-	-	-	-	-	10
11	*	TOTAL	266,184	-	-	2,154	-	33,669	7,811	-	309,818	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)
19 - Fuel Stations	380,977	-	19	-
25 - TOFC/COFC	1,244,246	115,842	3,261	6,614
37 - Roadway Machines	522,934	205,303	11,796	22,543
52 - Locomotives	4,816,688	1,733,630	85,735	586,403
53 - Freight-Train Cars	1,525,440	321,719	8,583	12,663
57 - Work Equipment	249,059	20,643	2,230	13,733
58 - Miscellaneous Equipment	394,582	251,375	47,108	130,329

Notes: Accumulated amortization does not roll due to retirements and asset transfers performed at SAP conversion.

NOTES AND REMARKS

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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	283,377	1
		U.S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	419,615	2
3		Excess Profits		3
4	*	Total - Income Taxes (Lines 2 and 3)	419,615	4
5		Railroad Retirement	490,865	5
6		Hospital Insurance	43,103	6
7		Supplemental Annuities	-	7
8		Unemployment Insurance	13,615	8
9		All Other United States Taxes	-	9
10		Total - U.S. Government Taxes	967,198	10
11		Total - Railway Taxes	1,250,575	11

B. Adjustments to Federal Income Taxes

- 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)."
- Indicate in column (b) the beginning of year totals of Accounts 714, 744, 762, and 786 applicable to each particular item in column (a).
- 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.
- 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.
- 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.
- 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	Hedging	(167,064)	-	167,064	-	3
4	Casualty and Environmental Costs	(408,555)	26,431		(382,124)	4
5	Postretirement benefits	(430,711)	87,783	14,513	(328,415)	5
6	Employee Merger and Separation Costs	(31,048)	958		(30,090)	6
7	Compensation and Benefits	(176,713)	37,718		(138,995)	7
8	Other	(225,058)	44,304	8,649	(172,105)	8
9	Subtotal	(1,439,149)	197,194	190,226	(1,051,729)	9
10	Deferred tax credits:					10
11	Depreciation and Amortization	9,339,475	375,503	30,236	9,745,214	11
12	Hedging	-	(306)	10,167	9,861	12
13	Other	174,372	7,579		181,951	13
14	Subtotal	9,513,847	382,776	40,403	9,937,026	14
15						15
16						16
17						17
18						18
19	TOTALS	8,074,698	579,970	230,629	8,885,297	20

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	\$ 14,513
Correction to BNSF deMexico	
SFAS 133 - Fuel hedges	177,231
Other	(314)
FIN 48 Reclass	30,550
FIN 48	8,649
Total	<u>\$ 230,629</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	606	Other Comprehensive Income - Fuel Hedging		285,336	3
4	606	Other Comprehensive Income - BNSF Pension and Retiree Benefits		23,276	4
5	606	Other Comprehensive Income - TTX Min. Pension Liab & Loss on Securities		1,406	5
6					6
7	616	Other Comprehensive Income - De Mexico Translation Adjustment	12		7
8	616	Other Comprehensive Income - Interest Hedging	65		8
9	616	Intercompany Notes Receivable from Burlington Northern Santa Fe Corporation *	941,927		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	Sinking Fund and interest	7,787	Joint (Note 1)	2
3	CSX Transportation, Inc.	on Refunding and Improvement			3
4	Illinois Central Gulf Railroad Co.	Mortgage Bonds Series C			4
5	Norfolk and Southern Railway Company	due 7/01/2019			5
6	Union Pacific Railroad Company				6
7	St. Louis Southwestern Railway Company				7
8					8
9	KCT Intermodal Transportation Corporation				9
10	BNSF Railway	6.884% Railway Bridge System Bonds	48,410	Joint	10
11	Union Pacific Railroad Company	Series 1998 Bonds due			11
12		August 1, 2018			12
13					13
14	The Unified Government of Wyandotte County/Kansas City, KS				14
15	BNSF Railway	5.648% Railway Bridge System Bonds			15
16		(KCT Argentine Connection Project)	11,540	Sole (Note 2)	16
17		June 15, 2023			17
18	Westside Intermodal Transportation Corporation				18
19	BNSF Railway	5.648% Railway Bridge System Bonds	37,155	Sole (Note 3)	19
20		(KCT Argentine Connection Project)			20
21		June 15, 2023			21
22					22
23	Kinder Morgan Energy Partners, L.P.		190,000	Sole (Note 4)	23
24	BNSF Railway				24
25					25
26	Other debt and lease guarantees related to various		3,303	Sole	26
27	facilities				27
28					28
29	Residual Value Guarantees		N/A	(Note 5)	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 \$18 million as of December 31, 2009. This fund covers future interest and principal payments through the remainder of the bonds				32
33	term.				33
34	Note 2: At 12/31/09, using the percentage of completion method, \$9 million of the \$12 million was included in schedule 510 as a capital lease.				34
35	Note 3: At 12/31/09, using the percentage of completion method, \$29 million of the \$37 million was included in schedule 510 as a capital lease.				35
36	Note 4: Santa Fe Pacific Pipelines, Inc (SFPP) , an indirect, wholly-owned subsidiary of BNSF Railway, has a guarantee in connection with its remaining special				36
37	limited partnership interest in SFPP, L.P. All obligations with respect to the guarantee will cease upon termination of ownership rights which would occur upon				37
38	a put notice issued by BNSF Railway or the exercise of the call rights by the general partners of SFPP, L.P.				38
39	Note 5: Residual value guarantees related to locomotives, vehicles and miscellaneous other equipment. Maximum future payments are estimated to be				39
40	\$270 million. The company has recorded a \$68 million asset and corresponding liability for the fair value of the RVGs as of 12/31/09.				40

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 cocket 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

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510. SEPARATION OF DEBT HOLDINGS 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	335,394
3	765/767	Funded debt unmatured	Sch 200, Line 41	606,425
4	766	Equipment obligations	Sch 200, Line 42	224,896
5	766.5	Capitalized lease obligations	Sch 200, Line 43	1,311,317
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	(24,917)
9		Total debt	Sum of Lines 1 through 8	2,453,115
10		Debt directly related to road property	Note 1	395,677
11		Debt directly related to equipment	Note 1	1,858,465
12		Total debt related to road and equipment	Lines 10 and 11	2,254,142
13		Percent directly related to road	Line 10 / Line 12 Whole % + 2 decimals	17.55%
14		Percent directly related to equipment	Line 11 / Line 12 Whole % + 2 decimals	82.45%
15		Debt not directly related to road and equipment	Line 9 - Line 12	198,973
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	430,597
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	2,022,518

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	126,396
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	126,396
22		Interest directly related to road property debt	Note 4	8,054
23		Interest directly related to equipment debt	Note 4	100,678
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)	11,154
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	115,242
27		Embedded rate of debt capital - road property	Line 25 / Line 16	2.59%
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	5.70%

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

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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 Corporation		Controlled	Services Rendered	24,879	(38,860)	1
2							2
3	Freightwise, Inc		Common			(952)	3
4							4
5	BNSF Insurance Co, Ltd		Common	Insurance Premiums	155,091	5,709	5
6				Claims Paid	110,514	See above	6
7							7
8	BNSF Logistics, LLC		Common	Services Rendered	16	1,039	8
9				Rail Transp. Provided	33,719		9
10				Truck Transp. Purchased	22,941		10
11							11
12	BNSF Logistics International, Inc		Common	Services Rendered		238	12
13							13
14	Meteor Communications Corp		Common	Services Rendered		9,778	14
15				Equipment Purchased	3,610		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%	22,502	4,488	196	3,227	2,379	5,529	38,321	1
2	1J	75%						5	5	2
3	1J	66.7%						17	17	3
4	1J	50%	500	121	146	51	80	246	1,144	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	502	121	146	52	87	358	1,266	9
10										10
11		Total 1 and 1J	23,004	4,609	342	3,279	2,466	5,887	39,587	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		8,998	332	26	110	520	161	10,147	16
17										17
57		Grand Total	32,140	4,941	368	3,403	2,996	6,179	50,027	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)	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)	Line No.
1		Alabama	115				140	255	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	769	96			533	1,398	3		6
7		Idaho	122				1	123	33		7
8		Illinois	1,174			2	376	1,552	5		8
9		Iowa	635				38	673	2		9
10		Kansas	1,230	3			475	1,708	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	1,593				166	1,759	15		16
17		Montana	1,909				18	1,927	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	1,716				16	1,732	730		21
22		Oklahoma	1,039				373	1,412	189		22
23		Oregon	235				151	386	127		23
24		South Dakota	897				28	925			24
25		Tennessee	17				127	144			25
26		Texas	2,567	20			2,364	4,951	100		26
27		Utah					433	433			27
28		Washington	1,466				172	1,638	113		28
29		Wisconsin	267				6	273			29
30		Wyoming	965				5	970	5		30
31											31
32		Total Mileage (Single Track)	23,004	123		15	8,998	32,140	2,430		32

NOTES AND REMARKS

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

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)
			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)							
1		Locomotive Units	5,172	331				166	2,750	2,587	5,337	(HP)	1
2		Diesel-freight units										22,071,917	2
3		Diesel-passenger units	1,088				41	41	1,000	192	1,192	2,665,796	3
4		Diesel-multiple purpose units	175			145	19	19	148	8	156	213,200	4
5	*	Diesel-switching units	6,435	331		145	226	226	3,898	2,787	6,685	24,950,913	5
6	*	TOTAL (lines 1 to 4)											6
7	*	Electric locomotives	4							4	4	4,800	7
8	*	Other self-powered units	6,439	331		145	226	226	3,898	2,791	6,689	24,955,713	8
9	*	TOTAL (lines 5, 6, and 7)	71				1	1	70	70	70	N/A	9
10	*	Auxiliary units	6,510	331		145	227	227	3,968	2,791	6,759	24,955,713	10
		TOTAL LOCOMOTIVE UNITS (lines 8 and 9)											

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)	During Calendar Year						Line No.					
			Before Jan 1, 1985 (b)	Between Jan 1, 1985 and Dec 31, 1989 (c)	Between Jan 1, 1990 and Dec 31, 1994 (d)	Between Jan 1, 1995 and Dec 31, 1999 (e)	Between Jan 1, 2000 and Dec 31, 2004 (f)	2005 (g)		2006 (h)	2007 (i)	2008 (j)	2009 (k)	TOTAL (l)
11	*	Diesel	1,415	291	669	1,279	1,335	329	411	277	347	332	6,685	11
12	*	Electric				4								12
13	*	Other self-powered units				1,283	1,335	329	411	277	347	332	6,689	13
14	*	TOTAL (lines 11 to 13)	1,415	291	669	1,283	1,335	329	411	277	347	332	6,689	14
15	*	Auxiliary units	42	18	10								70	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,457	309	679	1,283	1,335	329	411	277	347	332	6,759	16

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 at Close of Year				Line No.		
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)	Units retired from service of respondent whether owned or leased, including reclassification (g)	Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)		Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)
17		Passenger-Train Cars Non-Self-Propelled Coaches (PA, PB, PBO)	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) Self-Propelled	91								91	13,087		23
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) Company Service Cars	91								91	13,087		29
30		Business cars (PV)	37		2			2			37	N/A		30
31		Board outfit cars (MWX)	69					5			64	N/A		31
32		Derrick & snow removal cars (MWU, MWV, MWW, MWK)	92							92		N/A		32
33		Dump and ballast cars (MWB, MWD)	1,410		10		122	31		1,289	276	N/A		33
34		Other maintenance and service equipment cars	2,891		22		6	257		2,781	98	N/A		34
35		TOTAL (Lines 30 to 34)	4,499		34		128	295		4,263	374	N/A		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 (i). Units rented from others for a period less than one year should not be included in Column (j).

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

Line No.	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			All other units, including reclassification and second hand units purchased or leased from others (g)	
					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)		
FREIGHT TRAIN CARS									
36		Plain box cars - 40' (B1_, B2_)	17						36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5_, B6_, B7_, B8_)	5						37
38		Equipped box cars (All Code A, Except A_5_)	6,123				5		38
39		Plain gondola cars (All Codes G & J, J_1, J_2, J_3, J_4)	7,926						39
40		Equipped gondola cars (All Code E)	6,559						40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	35,381		381		19		41
42		Open top hopper cars - general service (All Code H)	6,141			144			42
43		Open top hopper cars - special service (J_O), and All Code K)	4,905		167				43
44		Refrigerator cars - mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	1,390						44
45		Refrigerator cars - nonmechanical (R_0_, R_1_, R_2_)	2,554						45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)	5,820			260			46
47		Flat cars - multilevel (All Code V)	618		152		17		47
48		Flat cars - general service (F10_, F20_, F30_)	148						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	4,105			139			49
50		Tank cars - under 22,000 gal. (T_0, T_1, T_2, T_3, T_4, T_5)	114						50
51		Tank cars - 22,000 gal. and over (T_6, T_7, T_8, T_9)	333						51
52		All other freight cars (A_5_, F_7_, All Code L & Q8_)	180						52
53		TOTAL (Lines 36 to 52)	82,319		700	543	41		53
54		Caboose (All Code M-930)	N/A	236					54
55		TOTAL (Lines 53 and 54)	82,319	236	700	543	41		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 retired from service of respondent whether owned or leased including reclassification (h)	Units at close of year						Line No.	
			Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)		
					Time-mileage cars (k)	All Others (l)				
36			17			17		1,019		36
37		1	4			4		271		37
38		656	3,863	1,609		5,472		496,352		38
39		55	1,994	5,877		7,871		916,502		39
40		871	4,268	1,420		5,688		560,239		40
41		1,903	16,508	17,370		33,878		3,632,899		41
42		258	5,673	354		6,027		587,501		42
43		71	1,297	3,704		5,001		565,162		43
44		110	287	993		1,280		109,110		44
45		181	2,373			2,373		192,995		45
46		96	596	5,388		5,984		1,506,495		46
47		78	709			709		35,243		47
48		17	131			131		9,846		48
49		180	2,182	1,882		4,064		378,985		49
50		3	111			111		8,608		50
51		11	247	75		322		30,585		51
52		14	166			166		12,476		52
53		4,505	40,426	38,672		79,098		9,044,288		53
54		5	231			N/A	231	N/A		54
55		4,510	40,657	38,672		79,098	231	9,044,288		55

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.)	N/A						
57		Non-self-propelled vessels (car floats, lighters, etc.)	N/A						
58		TOTAL (Lines 56 and 57)	N/A						
HIGHWAY REVENUE EQUIPMENT									
59		Chassis (Z1_, Z67_, Z68_, Z_69_)		11,336					59
60		Dry van (U2_, Z_, Z6_, I-6)		4,441					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)		15,777					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 retired from service of respondent whether owned or leased including reclassification (h)	Units at close of year					Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	Line No.
			Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))					
					Per diem (k)	All Others (l)				
									56	
									57	
									58	
59		5,302	958	5,076		6,034	392,210		59	
60		3,666	775			775	52,080		60	
61									61	
62									62	
63									63	
64									64	
65									65	
66									66	
67									67	
68									68	
69									69	
70		8,968	1,733	5,076		6,809	444,290		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	331	69,510	\$ 650,849	P	1
2	Freight-Train Cars					2
3	Covered hopper cars	381	12,038	28,004	P	3
4	Flat cars - multilevel	152	11,289	42,060	P	4
5	Open top hopper cars - special service	167	5,237	17,869	P	5
6	Work Equipment Cars					6
7	Work equipment cars - Dump and ballast	54	1,736	7,020	P	7
8	Work equipment cars - Other Maintenance and Service cars	217	7,258	13,519	P	8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19	TOTAL	1,302	107,068	759,321		19

REBUILT UNITS

20	Freight-Train Cars					20
21	Equipped box cars	5	185	\$ 80	S	21
22	Covered hopper cars	19	597	314	S	22
23	Flat cars - multilevel	17	894	387	C	23
24	Work Equipment Cars					24
25	Work equipment cars - Business Car	2	156	1,492	C	25
26	Work equipment cars - Dump and ballast	10	328	1,107	C	26
27	Work equipment cars - Other Maintenance and Service cars	22	925	1,191	C	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	75	3,085	\$ 4,571	N/A	40
41	GRAND TOTAL (NEW AND REBUILT)	1,377	110,153	\$ 763,892	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 (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	21,312	55.11	57.92	724.9	1
2	B	6,283	9.31	45.81	479.7	2
3	C	1,818	2.45	32.07	194.7	3
4	D	1,973	0.32	27.90	315.0	4
5	E	8,494	n/a	n/a		5
6	TOTAL	39,880	31.36	52.12	1,714.3	6
7	Potential abandonments	10,588	n/a	n/a		7
8						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 cross-ties laid in replacement										Switch and bridge ties (board feet) (j)	Cross-ties switch and bridge ties % of spot maintenance (k)	Line No.			
		New Ties			Second-hand Ties			Total (i)	Other (h)	Other (e)	Concrete (d)						
		Wooden		Other	Wooden		Other										
		Treated (b)	Untreated (c)	Other (e)	Treated (f)	Untreated (g)	Other (h)										
1	A	2,192,227									146,655				2,338,882		1
2	B	648,909								12,000					660,909		2
3	C	58,558													58,558		3
4	D	66,798													66,798		4
5	E	149,912								8,251					158,163		5
6	F	3,116,404								154,906					3,283,310		6
7																	7
8	Potential abandonments																8
9	Average cost per cross-tie	\$	45.78							\$	1,197.34						

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 laid in tracks (board measure) (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)		
1	T	2,229	86.45	193	24,660	1,288.88	32	New	1
2	S	24,284	49.91	1,212				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	26,513		1,405	24,660		32		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid						8.89		21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid						10.18		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 (f)	Bolted rail (g)				
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
1	A	1,052.17	1.18	280.70	0.81	1,332.87	1.99			1	
2	B	283.20	0.32	75.55	0.22	358.75	0.54			2	
3	C	112.95	0.13	30.13	0.09	143.08	0.22			3	
4	D	22.59	0.03	6.03	0.02	28.62	0.05			4	
5	E	5.61	0.01	1.50	0.01	7.11	0.01			5	
6	F	1,476.52	1.67	393.91	1.14	1,870.43	2.81			6	
7	Potential Abandonments									7	
8	Average cost of new and relay rail laid in replacement per gross ton		\$883.01	New	\$927.02	Relay	\$631.29			8	
9										9	

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	18	17	0.95	136	244	203	0.83	1	
2	1	136	767	671	0.88	141			-	2	
3	1	141	490	469	0.96					3	
4	1	115								4	
5	1	136	353	309	0.88					5	
6	1	141	537	513	0.96					6	
7										7	
8	4	132				115			-	8	
9	4	136				132	885	539	0.61	9	
10	4	132				136	1,280	765	0.60	10	
11	4	136								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	2,165	1,979	0.91	N/A	2,409	1,507	0.63	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.								8.89		34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.								10.18		35
36	Track-miles of welded rail installed on system this year				19.06	Total to date				2,854.73	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	9			7
8	70	8			8
9	72	4			9
10	75	57	11		10
11	76				11
12	77	15			12
13	80	13			13
14	85	203	5		14
15	90	886	7		15
16	100	154			16
17	105				17
18	110	207	19		18
19	112	2,147	39		19
20	115	3,108	19		20
21	119	606			21
22	128		1		22
23	129	287			23
24	130	3			24
25	131	906	1		25
26	132	6,417			26
27	133	12			27
28	136	11,145			28
29	140	14			29
30	141	1,610			30
31	155	2			31
32	Unknown	141			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	27,955	102		48

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
2. 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		Percent replaced		Rail		Ballast		Track Surfacing		Line No.
		Number of ties replaced	Switch and bridge ties (board feet) (c)	Crossities (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	2,338,882	2,953,536	3.44%	N/A	1,335	3.13%	906,212	9,570	44.90%	1	
2	B	660,909	873,236	3.30%	N/A	359	2.86%	787,860	1,403	22.33%	2	
3	C	58,558	144,013	1.01%	N/A	143	3.94%	7,180	277	15.24%	3	
4	D	66,798	16,096	1.06%	N/A	29	0.73%	300	41	2.08%	4	
5	E	158,163	747,479	0.58%	N/A	7	0.04%	30,517	4,165	49.03%	5	
6	TOTAL	3,283,310	4,734,360	2.58%	N/A	1,873	2.35%	1,732,089	15,456	38.76%	6	
7	F				N/A						7	
8	Potential abandonments				N/A						8	

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

Line No.	Kind of locomotive service (a)	Diesel oil (gallons) (b)	Line No.
1	Freight	1,156,509,396	1
2	Passenger		2
3	Yard Switching	41,687,604	3
4	TOTAL	1,198,207,000	4
5	COST OF FUEL \$(000)*	\$ 2,262,792	5
6	Work Train	1,027,855	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 l.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)	32,140		1
2		2 Train Miles - Running (B)			
		2-01 Unit Trains	53,342,080	XXXXXX	2
3		2-02 Way Trains	5,905,936	XXXXXX	3
4		2-03 Through Trains	80,389,561		4
5		2-04 TOTAL TRAIN MILES (Lines 2-4)	139,637,577		5
6		2-05 Motorcars (C)			6
7		2-07 TOTAL ALL TRAINS (Lines 5 and 6)	139,637,577		7
		3 Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	174,597,005	XXXXXX	8
9		3-02 Way Trains	13,014,671	XXXXXX	9
10		3-03 Through Trains	269,221,113		10
11		3-04 TOTAL (Lines 8-10)	456,832,789		11
12		3-11 Train Switching (F)	3,461,632	XXXXXX	12
13		3-21 Yard Switching (G)	12,995,055		13
14		3-31 TOTAL ALL SERVICES (Lines 11-13)	473,289,476		14
		4 Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	2	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	8,668	XXXXXX	16
17		4-012 Box-Equipped	148,635	XXXXXX	17
18		4-013 Gondola-Plain	336,390	XXXXXX	18
19		4-014 Gondola-Equipped	55,479	XXXXXX	19
20		4-015 Hopper-Covered	640,839	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	50,168	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	115,973	XXXXXX	22
23		4-018 Refrigerator-Mechanical	20,576	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	39,367	XXXXXX	24
25		4-020 Flat-TOFC/COFC	535,797	XXXXXX	25
26		4-021 Flat-Multi-Level	36,728	XXXXXX	26
27		4-022 Flat-General Service	225	XXXXXX	27
28		4-023 Flat-All Other	68,877	XXXXXX	28
29		4-024 All Other Car Types-Total	19,394	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,077,118	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			
		4-110 Box-Plain 40-Foot	16	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	7,169	XXXXXX	32
33		4-112 Box-Equipped	120,063	XXXXXX	33
34		4-113 Gondola-Plain	345,930	XXXXXX	34
35		4-114 Gondola-Equipped	59,416	XXXXXX	35
36		4-115 Hopper-Covered	621,014	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	58,643	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	120,793	XXXXXX	38
39		4-118 Refrigerator-Mechanical	11,677	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	26,319	XXXXXX	40
41		4-120 Flat-TOFC/COFC	55,081	XXXXXX	41
42		4-121 Flat-Multi-Level	11,109	XXXXXX	42
43		4-122 Flat-General Service	888	XXXXXX	43
44		4-123 Flat-All Other	70,025	XXXXXX	44
45		4-124 All Other Car Types-Total	20,443	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,528,586	XXXXXX	46
47		4-13 Private Line Cars - Loaded (H)			
		4-130 Box-Plain 40-Foot		XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	2,892	XXXXXX	48
49		4-132 Box-Equipped	27,906	XXXXXX	49
50		4-133 Gondola-Plain	1,066,020	XXXXXX	50
51		4-134 Gondola-Equipped	11,010	XXXXXX	51
52		4-135 Hopper-Covered	376,066	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	75,344	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	732,658	XXXXXX	54
55		4-138 Refrigerator-Mechanical	7,465	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	757	XXXXXX	56
57		4-140 Flat-TOFC/COFC	658,126	XXXXXX	57
58		4-141 Flat-Multi-Level	137,772	XXXXXX	58
59		4-142 Flat-General Service	39	XXXXXX	59
60		4-143 Flat-All Other	32,804	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	142,759	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	339,395	XXXXXX	62
63		4-146 All Other Car Types-Total	16,996	XXXXXX	63
64		4-147 TOTAL (Lines 47-63)	3,628,009	XXXXXX	64

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	1,427	XXXXXX	66
67		4-152 Box-Equipped	11,399	XXXXXX	67
68		4-153 Gondola-Plain	1,101,261	XXXXXX	68
69		4-154 Gondola-Equipped	11,556	XXXXXX	69
70		4-155 Hopper-Covered	386,251	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	78,063	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	755,071	XXXXXX	72
73		4-158 Refrigerator-Mechanical	7,288	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	794	XXXXXX	74
75		4-160 Flat-TOFC/COFC	72,560	XXXXXX	75
76		4-161 Flat-Multi-Level	32,107	XXXXXX	76
77		4-162 Flat-General Service	147	XXXXXX	77
78		4-163 Flat-All Other	30,186	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	151,190	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	380,107	XXXXXX	80
81		4-166 All Other Car Types-Total	12,170	XXXXXX	81
82		4-167 TOTAL (Lines 65-81)	3,031,577	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	72,138	XXXXXX	83
84		4-18 No Payment Car-Miles (I) <1>		XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)			
85		4-191 Unit Trains	6,043,229	XXXXXX	85
86		4-192 Way Trains	168,589	XXXXXX	86
87		4-193 Through Trains	4,125,610	XXXXXX	87
88		4-194 TOTAL (Lines 85-87)	10,337,428	XXXXXX	88
89		4-20 Caboose Miles	138	XXXXXX	89

<1> Total number of loaded miles _____ and empty miles _____ by roadrailer reported above.

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	93,512,817		98
99		6-02 Freight Trains, Crs., Cnts, & Caboose 6-020 Unit Trains	516,133,964	XXXXXX	99
100		6-021 Way Trains	11,607,438	XXXXXX	100
101		6-022 Through Trains	456,379,016	XXXXXX	101
102		6-03 Passenger Trains, Crs, & Cnts.			102
103		6-04 Non-Revenue	12,570,643	XXXXXX	103
104		6-05 TOTAL (Lines 98 - 103)	1,090,203,878		104
105		7 Tons of Freight (thousands) 7-01 Revenue	535,689	XXXXXX	105
106		7-02 Non-Revenue	11,261	XXXXXX	106
107		7-03 TOTAL (Lines 105 and 106)	546,950	XXXXXX	107
108		8 Ton-Miles of Freight (thousands) (L) 8-01 Revenue - Road Service	593,573,269	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (Lines 108 and 109)	593,573,269	XXXXXX	110
111		8-04 Non-Revenue - Road Service	6,153,404	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (Lines 111 and 112)	6,153,404	XXXXXX	113
114		8-07 TOTAL - REVENUE & NON-REVENUE (Lines 110 and 113)	599,726,673	XXXXXX	114
115		9 Train Hours (M) 9-01 Road Service	6,681,356	XXXXXX	115
116		9-0 Train Switching	217,558	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	2,165,843	XXXXXX	117
118		11 Train-Miles Work Trains (O) 11-01 Locomotives	2,139,751	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
120		12 Number of Loaded Freight Cars (P) 12-01 Unit Trains	3,856,986	XXXXXX	120
121		12-02 Way Trains	2,157,228	XXXXXX	121
122		12-03 Through Trains	4,914,626	XXXXXX	122
123		13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)	6,211,564	XXXXXX	123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded & Unloaded (Q)	1,471,198	XXXXXX	124
125		15 TOFC/COFC - No. of Revenue Trailers Picked Up & Delivered (R)	151,773	XXXXXX	125
126		16 Revenue-Tons Marine Terminal (S) 16-01 Marine Terminals - Coal		XXXXXX	126
127		16-02 Marine Terminals - Ore	1,997,840	XXXXXX	127
128		16-03 Marine Terminals - Other		XXXXXX	128
129		16-04 TOTAL (Lines 126 - 128)	1,997,840	XXXXXX	129
130		17 Number of Foreign Per-Diem Cars on Line (T) 17-01 Serviceable	11,360	XXXXXX	130
131		17-02 Unserviceable	97	XXXXXX	131
132		17-03 Surplus	578	XXXXXX	132
133		17-04 TOTAL (Lines 130 - 132)	12,035	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	6.14	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

Darsi D. Brown makes oath and states that she is General Director of Accounting of BNSF Railway Company; that it is her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that she knows that such books have been kept in good faith during the period covered by this report; that she 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 she 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, 2009, to and including December 31, 2009.

/s/ Darsi D. Brown
(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and county above named, this _____ day of _____, 20____.

My commission expires _____

Use an
L.S.
impression seal

(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, 2009, to and including December 31, 2009.

/s/ Julie A. Piggott
(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and county above named, this _____ day of _____, 20____.

My commission expires _____

Use an
L.S.
impression seal

(Signature of officer authorized to administer oaths)

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