

BNSF Railway Company

Leased Lines and Wholly-Owned Subsidiaries
2650 Lou Menk Drive
Fort Worth, Texas 76131

ACAA - R1



Class I Railroad Annual Report Restatement

To The Surface Transportation Board
For the Year Ending December 31, 2012

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

RESTATEMENT FOR THE

YEAR ENDED DECEMBER 31, 2012

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

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

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

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

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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.

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. [X] Yes [] No
3. Are voting rights proportional to holdings? [X] 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 [X] 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 [X] 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, 2012.
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, LLC	2650 Lou Menk Drive	1,000	1,000			1
2		Fort Worth, TX 76131					2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
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24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

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

NOTES AND REMARKS

Consolidated Subsidiaries:

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

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	350,126	292,976	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	52,647	98,858	5
6		706	- Customers	945,107	821,281	6
7		707	- Other	146,872	118,132	7
8		709, 708	- Accrued accounts receivables	20,587	88,182	8
9		708.5	- Receivables from affiliated companies	31,905	176,657	9
10		709.5	- Less: Allowance for uncollectible accounts	(47,676)	(38,145)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	564,572	519,616	11
12		712	Materials and supplies	800,017	739,191	12
13		713	Other current assets	92,436	143,458	13
14			TOTAL CURRENT ASSETS	2,956,593	2,960,206	14
			Other Assets			
15		715, 716, 717	Special funds	1,809	2,223	15
16		721, 721.5	Investments and advances affiliated companies (Sch. 310 and 310A)	434,477	413,509	16
17		722, 723	Other investments and advances	-	-	17
18		724	Allowances for net unrealized loss on noncurrent marketable equity securities - Cr.	-	-	18
19		737, 738	Property used in other than carrier operation (Less depreciation)	72,496	72,496	19
20		739, 741	Other assets	660,705	701,043	20
21		743	Other deferred debits	1,244,567	1,311,115	21
22		744	Accumulated deferred income tax debits	-	-	22
23			TOTAL OTHER ASSETS	2,414,054	2,500,386	23
			Road and Equipment			
24		731, 732	Road (Sch. 330) L-30 Col h & b	39,689,657	38,165,719	24
25		731, 732	Equipment (Sch 330) L-39 Col h & b	10,601,734	9,609,173	25
26		731, 732	Unallocated items	976,622	898,766	26
27		733, 735	Accumulated depreciation and amortization (Sch. 335, 342, 351)	(13,677,463)	(12,877,233)	27
28			Net Road and Equipment	37,590,550	35,796,425	28
29			TOTAL ASSETS	42,961,197	41,257,017	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	25,847	155,587	31
32		753	Audited accounts and wages	232,957	212,879	32
33		754	Other accounts payable	254,842	260,694	33
34		755, 756	Interest and dividends payable	24,725	30,797	34
35		757	Payables to affiliated companies	144,050	31,346	35
36		759	Accrued accounts payable	1,631,612	1,763,313	36
37		760, 761, 761.5				37
		762	Taxes accrued	575,631	588,841	
38		763	Other current liabilities	156,980	139,322	38
39		764	Equipment obligations and other long-term debt due within one year	202,788	226,354	39
40			TOTAL CURRENT LIABILITIES	3,249,432	3,409,133	40
Non-Current Liabilities						
41		765, 767	Funded debt unmatured	536,768	580,477	41
42		766	Equipment obligations	122,211	152,510	42
43		766.5	Capitalized lease obligations	842,709	962,081	43
44		768	Debt in default	-	-	44
45		769	Accounts payable: affiliated companies	-	-	45
46		770.1, 770.2	Unamortized debt premium	(20,744)	(22,096)	46
47		781	Interest in default	-	-	47
48		783	Deferred revenues - transfers from govt. authorities	-	-	48
49		786	Accumulated deferred income tax credits	11,714,106	11,129,991	49
50		771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	3,657,587	3,875,937	50
51			TOTAL NON-CURRENT LIABILITIES	16,852,637	16,678,900	51
Shareholders' Equity						
52		791, 792	Total capital stock	1	1	52
53			Common stock	1	1	53
54			Preferred stock	-	-	54
55			Discount on capital stock	-	-	55
56		794, 795	Additional capital	6,331,613	6,331,613	56
Retained earnings:						
57		797	Appropriated	-	-	57
58		798	Unappropriated	16,527,514	14,837,370	58
59		798.1	Net unrealized loss on noncurrent marketable equity securities	-	-	59
60		798.5	Less treasury stock	-	-	60
61			Net stockholders equity	22,859,128	21,168,984	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	42,961,197	41,257,017	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 September 24, 2012

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 -15H

(a) Changes in valuation accounts.

8. Marketable equity securities.

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

(b) At 12/31/12, 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 2012.

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 / 12 Balance sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES

NOTES TO FINANCIAL STATEMENTS

Note 1**The Company**

BNSF Railway Company and its majority-owned subsidiaries, (collectively, BNSF Railway or Company) is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC (BNSF). BNSF Railway operates one of the largest railroad networks in North America with approximately 32,500 route miles (excluding multiple main tracks, yard tracks and sidings) 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 33 percent, 23 percent, 25 percent and 19 percent, respectively, of total freight revenues for the year ended December 31, 2012.

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

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

Note 2**Employment Benefit Plans**

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

Certain salaried employees of BNSF Railway who have met age and years of service requirements are eligible for life insurance coverage and medical benefits, including prescription drug coverage, during retirement. This postretirement benefit plan is contributory and provides benefits to retirees, their covered dependents. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. The basic life insurance plan is noncontributory and covers retirees only. Optional life insurance coverage is available for some retirees; however, the retiree is responsible for the full cost. BNSF's policy is to fund the life insurance premiums and medical benefits 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. These benefits are collectively referred to as retiree health and welfare benefits.

Plan Amendment

Effective January 1, 2013, Medicare-eligible retirees who are enrolled in the retiree medical program received a contribution to a Health Reimbursement Account, which can be used to reimburse plan participants for health insurance premiums and to pay eligible out-of-pocket medical expenses.

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

NOTES TO FINANCIAL STATEMENTS

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

	Pension Benefits		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Service cost	\$ 39	\$ 32	\$ 31
Interest cost	100	102	107
Expected return on plan assets	(118)	(120)	(122)
Amortization of net loss	54	33	16
Settlements	-	1	-
Net cost recognized	\$ 75	\$ 48	\$ 32

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Service cost	\$ 1	\$ 1	\$ 1
Interest cost	13	14	15
Amortization of net loss	2	1	1
Amortization of prior service credit	-	(2)	(4)
Net cost recognized	\$ 16	\$ 14	\$ 13

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

Change in Benefit Obligation	Pension Benefits	
	Year Ended December 31, 2012	Year Ended December 31, 2011
Projected benefit obligation at beginning of period	\$ 2,324	\$ 2,068
Service cost	39	32
Interest cost	100	102
Actuarial loss	212	277
Benefits paid	(141)	(139)
Administrative expenses	(1)	-
Settlements	(16)	(16)
Projected benefit obligation at end of period	2,517	2,324
Component representing future salary increases	(130)	(95)
Accumulated benefit obligation at end of period	\$ 2,387	\$ 2,229

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

NOTES TO FINANCIAL STATEMENTS

Change in Benefit Obligation	Retiree Health and Welfare Benefits	
	Year Ended	Year Ended
	December 31, 2012	December 31, 2011
Projected benefit obligation at beginning of period	\$ 293	\$ 279
Service cost	1	1
Interest cost	13	14
Plan participants' contributions	5	6
Actuarial loss	31	17
Plan Amendment	(5)	—
Medicare subsidy	2	4
Benefits paid	(26)	(28)
Projected benefit obligation at end of period	314	293

BNSF's pension plans had accumulated and projected benefit obligations in excess of plan assets at December 31, 2012 and 2011.

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

Change in Plan Assets	Pension Benefits	
	Year Ended	Year Ended
	December 31, 2012	December 31, 2011
Fair value of plan assets at beginning of period	\$ 1,817	\$ 1,828
Actual return on plan assets	302	86
Employer contributions ^a	53	58
Benefits paid	(141)	(139)
Administrative expenses	(1)	—
Settlements	(16)	(16)
Fair value of plan assets at measurement date	\$ 2,014	\$ 1,817

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

Change in Plan Assets	Retiree Health and Welfare Benefits	
	Year Ended	Year Ended
	December 31, 2012	December 31, 2011
Fair value of plan assets at beginning of period	\$ —	\$ —
Employer contributions ^a	21	22
Plan participants' contributions	5	6
Benefits paid	(26)	(28)
Fair value of plan assets at measurement date	\$ —	\$ —

^a 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 (in millions):

Funded status (plan assets less projected benefit obligations)	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
	\$ (503)	\$ (507)	\$ (314)	\$ (293)

Of the combined pension and retiree health and welfare benefits liability of \$817 million and \$800 million recognized as of December 31, 2012 and 2011, respectively, \$31 million was included in other current liabilities in both years ended December 31, 2012 and 2011.

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

NOTES TO FINANCIAL STATEMENTS

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to AOCL. 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		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Beginning balance	\$ 1,138	\$ 862	\$ 823
Amortization of actuarial loss	(54)	(33)	(15)
Actuarial loss (gain)	29	310	54
Settlements	—	(1)	—
Ending balance	\$ 1,113	\$ 1,138	\$ 862

Change in AOCL	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Beginning balance	\$ 58	\$ 41	\$ 19
Amortization of actuarial loss	(2)	(1)	(1)
Plan amendment	(5)	—	—
Amortization of prior service credit	—	2	4
Actuarial loss (gain)	31	16	19
Ending balance	\$ 82	\$ 58	\$ 41

Approximately \$43 million, net of tax, of the actuarial losses from defined benefit pension plans and approximately \$3 million, net of tax, of retiree health and welfare benefit plans in AOCL are required to be amortized into net periodic benefit cost over the next fiscal year. Pre-tax amounts currently recognized in AOCL consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	2012	2011	2012	2011
Net actuarial loss	\$ 1,114	\$ 1,139	\$ 87	\$ 58
Plan amendment	—	—	(5)	—
Settlements	(1)	(1)	—	—
Pre-tax amount recognized in AOCL at December 31,	1,113	1,138	82	58
After-tax amount recognized in AOCL at December 31,	\$ 686	\$ 702	\$ 51	\$ 36

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

Assumptions Used to Determine Net Cost	Pension Benefits		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Discount rate	4.50%	5.25%	5.75%
Expected long-term rate of return on plan assets	6.75%	7.50%	8.00%
Rate of compensation increase	3.80%	3.80%	3.80%

Assumptions Used to Determine Net Cost	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Discount rate	4.50%	5.25%	5.75%
Rate of compensation increase	3.80%	3.80%	3.80%

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

NOTES TO FINANCIAL STATEMENTS

Assumptions Used to Determine Benefit Obligations	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Discount rate	3.75%	4.50%	3.75%	4.50%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

BNSF determined the discount rate based on a yield curve that utilizes year-end market yields of high-quality corporate bonds whose maturities match expected payments. The discount rate used for the 2013 calculation of net benefit cost decreased to 3.75 percent which reflects market conditions at the December 31, 2012, measurement date.

Pension plan assets are generally invested with the long-term objective of earning sufficient amounts to cover expected benefit obligations, while assuming a prudent level of risk. Allocations may change as a result of changing market conditions and investment opportunities. The expected rates of return on plan assets reflect subjective assessments of expected invested asset returns over a period of several years. Generally, past investment returns are not given significant consideration when establishing assumptions for expected long-term rates of returns on plan assets. Actual experience will differ from the assumed rates. The expected rate of return on plan assets was 6.75 percent for 2012 and will be 6.75 percent for 2013. During 2012, BNSF changed the investment management of the BNSF Retirement Plan to an affiliated company.

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	\$11 million increase	\$1 million increase
50 basis point increase	\$9 million increase	\$1 million decrease
Hypothetical Rate of Return on Plan Assets Change	Pension	
50 basis point decrease	\$9 million increase	
50 basis point increase	\$9 million decrease	

The following table presents assumed health care cost trend rates:

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Assumed health care cost trend rate for next year (participants under 65)	8.40%	8.70%	9.00%
Assumed health care cost trend rate for next year (participants over 65) ^a	3.00%	8.70%	9.00%
Rate to which health care cost trend rate is expected to decline and remain ^b	4.50%	4.50%	4.80%
Year that the rate reaches the ultimate trend rate ^b	2028	2028	2022

^a See section heading "Plan Amendment" for a description of changes to this program.

^b For the year ended December 31, 2012, the ultimate trend rate only applies to participants under 65.

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	\$ 24	\$ (20)

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

NOTES TO FINANCIAL STATEMENTS

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

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

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

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

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

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2012, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2012	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
U.S. Equity securities ^a	\$ 1,364	\$ 1,364	\$ -	\$ -
Corporate debt securities	13	-	13	-
Registered investment companies	54	54	-	-
U.S. Government debt securities	13	-	13	-
Real estate	32	-	-	32
Collateralized obligations and mortgage backed securities (MBS)	1	-	1	-
Cash and cash equivalents	536	-	536	-
Total^b	\$ 2,013	\$ 1,418	\$ 563	\$ 32

a As of December 31, 2012 three U.S. equity securities each exceeded 10 percent of total plan assets. These investments represent 45 percent of total plan assets.

b Excludes \$1 million accrued for dividend and interest receivable.

The table below sets forth a summary of changes in the fair value of Level 3 assets held by BNSF's funded pension plans for the year ended December 31, 2012 (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate
Balance as of December 31, 2011	\$ 130	\$ 1	\$ 129
Actual return on plan assets:			
Relating to assets still held at reporting date	1	-	1
Relating to assets sold during the period	3	-	3
Purchases, sales and settlements	(102)	(1)	(101)
Balance as of December 31, 2012	\$ 32	\$ -	\$ 32

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

NOTES TO FINANCIAL STATEMENTS

Comparative Prior Year Information

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

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

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

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

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

The Company is not required to make contributions to the BNSF Retirement Plan in 2013. The Company is required to make contributions of \$9 million to its other funded pension plans. The Company expects to make benefit payments in 2013 of \$7 million from its unfunded non-qualified pension plan.

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

NOTES TO FINANCIAL STATEMENTS

The following table shows expected benefit payments from its defined benefit pension plans and expected claim payments 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
2013	\$ 162	\$ 25
2014	156	24
2015	157	24
2016	157	23
2017	155	22
2018–2022	736	101

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

Defined Contribution Plans

BNSF and BNSF Railway sponsor qualified 401(k) plans that cover substantially all employees and a non-qualified defined contribution plan that covers certain officers and other employees. The Company matches 50 percent of the first six percent of non-union employees' contributions and matches 25 percent on the first four percent of a limited number of union employees' contributions, which are subject to certain percentage limits of the employees' earnings, at each pay period. Non-union employees are eligible to receive an annual discretionary matching contribution of up to 30 percent of the first six percent of their contributions. Employer contributions are subject to a five-year length of service vesting schedule. The Company's 401(k) matching expense was \$32 million, \$31 million, and \$28 million during the years ended December 31, 2012, 2011 and 2010, respectively.

Other

Under collective bargaining agreements, BNSF Railway participates in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Insurance premiums paid attributable to retirees, which are generally expensed as incurred, were \$71 million, \$73 million, and \$63 million during the years ended December 31, 2012, 2011 and 2010, respectively. The average number of employees covered under these plans were 36 thousand, 35 thousand, and 33 thousand during the years ended December 31, 2012, 2011 and 2010, respectively.

Note 3**Commitments and Contingencies**Lease Commitments

BNSF Railway has substantial lease commitments for locomotives, freight cars, trailers and containers, office buildings, operating facilities and other property, and many of these leases provide the option to purchase the leased item at fair market value at the end of the lease. However, some provide fixed price purchase options. Future minimum lease payments as of December 31, 2012, are summarized as follows (in millions):

December 31,	Capital Leases	Operating Leases ^a
2013	\$ 178	\$ 576
2014	146	566
2015	113	526
2016	190	512
2017	76	455
Thereafter	572	2,483
Total	1,275	\$ 5,118
Less amount representing interest	(304)	
Present value of minimum lease payments	\$ 971	

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

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

NOTES TO FINANCIAL STATEMENTS

Lease rental expense for all operating leases, excluding per diem leases, was \$627 million, \$586 million and \$599 million for the years ended December 31, 2012, 2011 and 2010, respectively. When rental payments are not made on a straight-line basis, the Company recognizes rental expense on a straight-line basis over the lease term. Contingent rentals and sublease rentals were not significant.

Other Commitments

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

Guarantees

As of December 31, 2012, 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, 2012, were as follows (dollars in millions):

	Guarantees					Capitalized Obligations
	BNSF Railway Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount ^a	Remaining Term (in years)	
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ -	Termination of Ownership	\$ -
Chevron Phillips Chemical Company, LP	0.0%	N/A ^c	N/A ^c	N/A ^c	5	\$ 8 ^b
All other	0.0%	\$ 9	\$ 14	\$ -	Various	\$ -

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

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

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

Kinder Morgan Energy Partners, L.P.

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

Chevron Phillips Chemical Company, LP

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

All Other

As of December 31, 2012, BNSF Railway guaranteed \$9 million of other debt and leases. These guarantees expire between 2013 and 2026.

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

Variable Interest Entities – Leases

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$4 billion as of December 31, 2012.

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

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

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

Personal Injury and Environmental 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 Railway has implemented a number of safety programs designed to reduce the number of personal injuries as well as the associated claims and personal injury expense.

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

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

NOTES TO FINANCIAL STATEMENTS

Asbestos

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

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

Key elements of the assessment include:

- Because BNSF Railway did not have detailed employment records in order to compute the population of potentially exposed employees, it computed an estimate using Company employee data from 1970 forward and estimated the BNSF Railway employee base from 1938-1969 using railroad industry historical census data and estimating BNSF Railway's representation in the total railroad population.
- The projected incidence of disease was estimated based on epidemiological studies using employees' age, duration and intensity of exposure while employed.
- An estimate of the future anticipated claims filing rate by type of disease (non-malignant, cancer and mesothelioma) was computed using the Company's average historical claim filing rates for the period 2009-2012.
- An estimate of the future anticipated dismissal rate by type of claim was computed using the Company's historical average dismissal rates observed in 2010-2012.
- 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 2010-2012.

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

The most sensitive assumptions for this accrual are the estimated future filing rates and estimated average claim values. Asbestos claim filings are typically sporadic and may include large batches of claims solicited by law firms. To reflect these factors, BNSF Railway used a multi-year calibration period (i.e., the average historical filing rate for the period 2009-2012) 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 2010-2012 are most representative of future claim values. Non-malignant claims, which represent approximately 90 percent of the total number and 65 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 2012, 2011 and 2010, 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 2012, management recorded a decrease in expense of \$15 million due primarily to favorable settlements. In 2011, 2010 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 2013.

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

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

NOTES TO FINANCIAL STATEMENTS

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

Other Personal Injury

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

Key elements of the actuarial assessment include:

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

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

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

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

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Beginning balance	\$ 518	\$ 548	\$ 632
Accruals	61	82	35
Payments	(136)	(112)	(119)
Ending balance	\$ 443	\$ 518	\$ 548

At December 31, 2012 and 2011, \$105 million and \$125 million were included in current liabilities, respectively. In addition, defense and processing costs, which are recorded on an as-reported basis, were not included in the recorded liability. The Company is primarily self-insured for personal injury claims.

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

NOTES TO FINANCIAL STATEMENTS

Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle personal injury claims may range from approximately \$396 million to \$511 million. However, BNSF Railway believes that the \$443 million recorded at December 31, 2012, is the best estimate of the Company's future obligation for the settlement of personal injury claims.

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

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

BNSF Insurance Company

Burlington Northern Santa Fe Insurance Company, Ltd. (BNSF IC), a wholly owned subsidiary of BNSF, provides insurance coverage for certain risks, FELA claims, railroad protective, force account insurance claims and certain excess general liability and property coverage, and certain other claims which are subject to reinsurance. During the years ended December 31, 2012, 2011 and 2010, BNSF IC wrote insurance coverage with premiums totaling \$114 million, \$118 million, and \$135 million, respectively, for BNSF Railway, net of reimbursements from third parties. During this same time, BNSF Railway recognized \$112 million, \$115 million, and \$135 million, respectively, in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. At December 31, 2012, unamortized premiums remaining on the Consolidated Balance Sheet were \$9 million. During the years ended December 31, 2012, 2011 and 2010, BNSF IC made claim payments totaling \$116 million, \$56 million and \$68 million, respectively, for settlement of covered claims. At December 31, 2012 and 2011, claims receivables from BNSF IC were \$5 million and \$49 million, respectively.

Environmental

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

BNSF Railway is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 249 sites, including 17 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

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

NOTES TO FINANCIAL STATEMENTS

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

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

Annual studies do not include (i) contaminated sites of which the Company is not aware; (ii) additional amounts for third-party tort claims, which arise out of contaminants allegedly migrating from BNSF Railway property, due to a limited number of sites; or (iii) natural resource damage claims. BNSF Railway continues to estimate third-party tort claims on a site by site basis when the liability for such claims is probable and reasonably estimable. BNSF Railway's recorded liability for third-party tort claims as of December 31, 2012, is \$13 million.

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

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

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Beginning balance	\$ 570	\$ 578	\$ 517
Accruals	(17)	43	150
Payments	(95)	(51)	(89)
Ending balance	<u>\$ 458</u>	<u>\$ 570</u>	<u>\$ 578</u>

At December 31, 2012 and 2011, \$65 million and \$80 million, respectively, was included in current liabilities.

In 2012 settlements with various parties resulted in reductions in expense of approximately \$30 million.

During the third quarters of 2012, 2011 and 2010, the Company analyzed recent data and trends to ensure the assumptions used by BNSF Railway to estimate its future environmental liability were reasonable. As a result of this study, in the third quarters of 2012, 2011 and 2010, management recorded additional expense of approximately \$3 million, \$29 million and \$73 million as of the June 30 measurement date, respectively. The Company plans to update its study again in the third quarter of 2013.

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

In the third quarter of 2010, additional test results and negotiations with various parties at certain sites resulted in a reduction in expense of approximately \$40 million.

BNSF Railway's environmental liabilities are not discounted. BNSF Railway anticipates that the majority of the accrued costs at December 31, 2012, will be paid over the next ten years, and no individual site is considered to be material.

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

NOTES TO FINANCIAL STATEMENTS

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 \$350 million to \$630 million. However, BNSF Railway believes that the \$458 million recorded at December 31, 2012, is the best estimate of the Company's future obligation for environmental costs.

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

Other Claims and Litigation

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

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

NOTES TO FINANCIAL STATEMENTS

Note 4

Hedging Activities

Fuel

Fuel costs represented 31 percent, 31 percent and 25 percent of total operating expenses during the years ended December 31, 2012, 2011 and 2010, respectively. The Company may enter into fuel hedge instruments from time to time; however, the Company has not entered into any new derivative contracts subsequent to the Merger and all previously open derivatives expired by June 30, 2012. As of December 31, 2011, BNSF had existing fuel-derivative agreements covering approximately 36 million gallons.

Derivative Activities

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

The maximum amount of loss the Company could have incurred from credit risk based on the gross fair value of derivative instruments in asset positions and the Company's net asset exposure to counterparty credit risk was \$24 million as of December 31, 2011. As of December 31, 2011, the amount recorded for derivative transactions, net of any master netting arrangements was the same amount as derivative positions presented gross of any master netting arrangements.

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

Fair Value of Derivative Instruments			
	Asset Derivatives		Balance Sheet
	December 31, 2012	December 31, 2011	Location
Asset derivatives designated as hedging instruments under ASC 815-20			
Fuel Contracts	\$ -	\$ 24	Other current assets
Total asset derivatives designated as hedging instruments under ASC 815-20	\$ -	\$ 24	

**The Effects of Derivative Instruments Gains and Losses for the Years Ended
December 31, 2012, December 31, 2011, and December 31, 2010**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		
	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Fuel Contracts	\$ 7	\$ 50	\$ 14
Total derivatives	\$ 7	\$ 50	\$ 14

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

NOTES TO FINANCIAL STATEMENTS

	Location of Gain or (Loss) Recognized from AOCL into Income	Amount of Gain or (Loss) Recognized from AOCL into Income (Effective Portion)		
		Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Fuel Contracts	Fuel expense	\$ 29	\$ 78	\$ (28)
Total derivatives		\$ 29	\$ 78	\$ (28)

	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) ^a		
		Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Fuel Contracts	Fuel expense	\$ (3)	\$ (16)	\$ 3
Total derivatives		\$ (3)	\$ (16)	\$ 3

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

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

Note 5**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. Additionally, on April 18, 1996, BNSF shareholders approved the non-employee directors' stock plan and authorized 900 thousand shares of BNSF common stock to be issued in connection with this plan.

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

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

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

Additionally, following the Merger, the Berkshire Hathaway Inc. 2010 Umbrella Plan for BNSF Equity Plans became effective, authorizing approximately 16 million shares of Berkshire Class B Common Stock to be issued in connection with the conversion of BNSF stock options, restricted stock units and performance stock. Included in this amount is approximately 300 thousand shares for certain outstanding option awards that provide for a reload feature if the eligible employee pays all or a portion of the purchase price with Berkshire stock. In that event, the employee is issued new options to purchase additional shares of Berkshire Class B Common Stock equal to the number of shares of stock surrendered in such payment. Approximately 211 thousand shares of Berkshire Class B Common Stock were available for future reload grants at December 31, 2012.

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

NOTES TO FINANCIAL STATEMENTS

Stock Options

All Stock options granted in the periods presented relate to reload grants. The fair value of each option award is estimated on the date of grant using the Black-Sholes option-pricing model.

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

	Options	Weighted Average Exercise Prices	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Balance at December 31, 2011	9,571	\$ 56.00	4.86	\$ 200
Granted	4	85.04		
Exercised	(2,552)	47.00		
Cancelled	(92)	81.68		
Balance at December 31, 2012	6,931	\$ 59.00	4.47	\$ 213
Options exercisable at December 31, 2012	6,927	\$ 58.98	4.47	\$ 213

The total intrinsic value of options exercised was \$95 million, \$55 million, and \$104 million during the years ended December 31, 2012, December 31, 2011, and December 31, 2010, respectively.

Other Incentive Programs

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

	Time Based		Performance Based Units		Performance Stock		Total	
Balance at December 31, 2011	101	\$ 76.90	656	\$ 76.90	331	\$ 76.90	1,088	\$ 76.90
Vested	(26)	76.90	(653)	76.90	(121)	76.90	(800)	76.90
Forfeited			(3)	76.90	(210)	76.90	(213)	76.90
Balance at December 31, 2012	75	76.90	-	-	-	-	75	\$ 76.90

A summary of the fair value of the restricted share/units vested during the years ended December 31, 2012, December 31, 2011, and December 31, 2010, respectively, is presented below:

Total Fair Value of Shares Vested (in millions)	Time Based		Performance Based Units		Performance Stock		Total	
Year Ended December 31, 2012	\$	2	\$	52	\$	10	\$	64
Year Ended December 31, 2011	\$	6	\$	36	\$	-	\$	42
Year Ended December 31, 2010	\$	15	\$	2	\$	-	\$	17

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

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

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Compensation cost	\$ 19	\$ 64	\$ 122
Income tax benefit	(7)	(24)	(43)
Total	\$ 12	\$ 40	\$ 79

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

At December 31, 2012, there was \$1 million of total unrecognized compensation cost related to unvested share-based compensation arrangements.

210. RESULTS OF OPERATIONS

(Dollars in Thousands)

1. Disclose requested information for respondent pertaining to results of operations for the year.	Schedule 210 Line 15, col b	Cross-Checks	Schedule 210 = Line 62, col b
2. Report total operating expenses from Sched. 410. Any differences between this schedule and Sched. 410 must be explained on page 18.	Lines 47,48,49 col b Line 50, col b		= Line 63, col b = Line 64, col b
3. List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.	Line 14, col b Line 14, col d Line 14, col e		Schedule 410 = Line 620, col h = Line 620, col f = 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	20,320,995	19,038,707	20,320,995		1
2		(102) Passenger					2
3		(103) Passenger-related					3
4		(104) Switching	35,995	32,375	35,995		4
5		(105) Water transfers					5
6		(106) Demurrage	136,974	140,711	136,974		6
7		(110) Incidental	100,396	101,571	100,396		7
8		(121) Joint facility - credit	10,038	10,053	10,038		8
9		(122) Joint facility - debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	20,604,398	19,323,417	20,604,398		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)	20,604,398	19,323,417	20,604,398		13
14	*	(531) Railway operating expenses	14,910,566	14,327,133	14,910,566		14
15	*	Net revenue from railway operations	5,693,832	4,996,284	5,693,832		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	64,611	41,240			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	55,253	36,725			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)	120,264	78,365			27
28		TOTAL INCOME (lines 15, 27)	5,814,096	5,074,649			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	18,853	21,438			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	18,853	21,438			36
37		Income available for fixed charges	5,795,243	5,053,211			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	86,527	104,526	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt			40
41		(548) Amortization of discount on funded debt	2,437	2,632	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	88,964	107,158	42
43		Income after fixed charges (line 37 minus line 42)	5,706,279	4,946,053	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)	5,706,279	4,946,053	46
PROVISIONS FOR INCOME TAXES					
(556) Income taxes on ordinary income:					
47	*	(a) Federal income taxes	1,419,839	395,883	47
48	*	(b) State income taxes	173,955	78,752	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	545,050	1,366,874	50
51		TOTAL PROVISION FOR INCOME TAXES (lines 47 through 52)	2,138,844	1,841,509	51
52		Income from continuing operations (line 46 minus line 51)	3,567,435	3,104,544	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 through 54)	3,567,435	3,104,544	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			60
61	*	Net income (Loss) (lines 55 + 59 + 60)	3,567,435	3,104,544	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	5,693,832	4,996,284	62
63	*	(556) Income taxes on ordinary income (-)	1,593,794	474,635	63
64	*	(557) Provision for deferred income taxes (-)	545,050	1,366,874	64
65		Income from lease of road and equipment (-)	12,848	12,844	65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	3,542,140	3,141,931	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	14,514,247	323,123	1
2	(601.5)	Prior period adjustments to beginning retained earnings			2
CREDITS					
3	(602)	Credit balance transferred from income	3,554,618	12,817	3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings			5
6		TOTAL CREDITS	3,554,618	12,817	6
DEBITS					
7	(612)	Debit balance transferred from income			7
8	(616)	Other debits to retained earnings	1,877,291		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	1,877,291		13
14		Net increase (decrease) during year (Line 6 minus line 13)	1,677,327	12,817	14
15		Balances at close of year (lines 1, 2, and 14)	16,191,574	335,940	15
16		Balances from line 15 (c)	335,940	N/A	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	16,527,514	N/A	17
18	(797)	Total appropriated retained earnings:			18
19		Credits during year \$ 0			19
20		Debits during year \$ 0			20
21		Balance at close of year \$ 0			21
22		Amount of assigned Federal income tax consequences			22
23		Account 606 \$ 0			23
		Account 616 \$ 0			

230. CAPITAL STOCK

PART I. CAPITAL STOCK

(Dollars in Thousands)

- 1 Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
- 2 Present in column (b) the par or stated value of each issue. If none, so state.
- 3 Disclose in columns (c), (d), (e), and (f) the required information concerning the number of shares authorized, issued, in treasury, and outstanding for the various issues.
- 4 For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common - BNSF	1,000	1,000	1,000	NONE	1,000	1	NONE	1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10		1,000	1,000	1,000	NONE	1,000	1	NONE	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

- 1 The purpose of this part is to disclose capital stock changes during the year.
- 2 Column (a) presents the items to be disclosed.
- 3 Columns (b), (d), and (f) require disclosure of the number of shares of preferred, common, and treasury stock applicable to the items in column (a).
- 4 Columns (c), (e), and (g) require the disclosure of the book value of preferred, common, and treasury stock.
- 5 Disclose in column (h) the additional paid-in capital realized from changes in capital stock during the year.
- 6 Unusual circumstances arising from changes in capital stock shall be fully explained in footnotes to this schedule.

Line No.	Item (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		No. of Shares (b)	\$ Amount (c)	No. of Shares (d)	\$ Amount (e)	No. of Shares (f)	\$ Amount (g)		
11	Balance at beginning of year	NONE	NONE	1,000	1	NONE	NONE	6,331,613	11
12	Capital stock sold								12
13	Capital stock reacquired								13
14	Capital stock cancelled								14
15									15
16									16
17									17
18	Balance at close of year	NONE	NONE	1,000	1	NONE	NONE	6,331,613	18

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
10		Income from continuing operations	3,567,435	3,104,544	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	(52,511)	(37,900)	11
12		Depreciation and amortization expenses	1,693,409	1,620,676	12
13		Net increase (decrease) in provision for Deferred Income Taxes	545,050	1,366,874	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	12,817	14,111	14
15		Decrease (increase) in accounts receivable	121,558	(311,244)	15
16		Decrease (increase) in material and supplies and other current assets	(47,142)	(101,577)	16
17		Increase (decrease) in current liabilities other than debt	15,517	346,590	17
18		Increase (decrease) in other - net	(43,709)	183,510	18
19		Net cash provided from continuing operations (lines 10 through 18)	5,812,424	6,185,584	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)	5,812,424	6,185,584	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	52,511	37,900	22
23		Capital expenditures	(3,460,811)	(3,186,075)	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	(305,814)	(315,339)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(3,714,114)	(3,463,514)	29

(Continued on next page)

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

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
30		Proceeds from issuance of long-term debt			30
31		Principal payments of long-term debt	(182,243)	(195,732)	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	(1,858,917)	(2,243,552)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(2,041,160)	(2,439,284)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	57,150	282,786	37
38		Cash and cash equivalents at beginning of the year	292,976	10,190	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	350,126	292,976	39
		Footnotes to Schedule Cash paid during the year for:			
40		Interest (net of amount capitalized) *	88,531	95,617	40
41		Income taxes (net) *	1,257,036	234,573	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	52,647	1
2	Customers (706)	Sched. 200, line 6, col. b	945,107	2
3	Other (707)	Note A	107,263	3
4	TOTAL CURRENT OPERATING ASSETS	Lines 1 + 2 + 3	1,105,017	4
OPERATING REVENUE				
5	Railway operating revenue	Sched. 210, line 13, col. b	20,604,398	5
6	Rent income	Note B	120,406	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	20,724,804	7
8	Average daily operating revenues	Line 7 ÷ 360 days	57,569	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	25,847	11
12	Audited accounts and wages payable (753)	Sched. 200, line 32, col. b	232,957	12
13	Accounts payable - other (754)	Sched. 200, line 33, col. b	254,842	13
14	Other taxes accrued (761.5)	Note A	286,552	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 through 14	800,198	15
OPERATING EXPENSES				
16	Railway operating expenses	Sched. 210, line 14, col. b	14,910,566	16
17	Depreciation	Sched 410, lines 136, 137, 138, 213, 232, 317, col. h	1,723,406	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	13,307,566	18
19	Average daily expenditures	Line 18 ÷ 360 days	36,966	19
20	Days of operating expenses in current operating liabilities	Line 15 ÷ line 19	22	20
21	Days of working capital required	Line 10 - line 20 (Note C)	12	21
22	Cash working capital required	Line 21 x line 19	443,592	22
23	Cash and temporary cash balance	Sched. 200, line 1 + line 2, col. b	350,126	23
24	Cash working capital allowed	Lesser of line 22 or line 23	350,126	24
MATERIALS AND SUPPLIES				
25	Total materials and supplies (712)	Sched. 200, line 12, col. b	800,017	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	800,017	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	1,150,143	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	X	Meteorcomm, LLC		25.00	20
21			X	PTC 220, LLC		14.29	21
22			VII	Railmarketplace.com, Inc.	Preferred	18.85	22
23			X	Tongue River Holding Company, LLC		34.68	23
24				Total Class A-3			24
25							25
26				Total Class A			26
27							27
28	798	D-3	X	Burlington Northern Santa Fe, LLC - BNSF Railway's parent company			28
29				Total Class D-3			29
30							30
31							31
32							32
33							33
34							34
35							35
36							36
37							37
38							38
39							39
40							40
41							41
42							42
43							43
44							44
45							45
46							46
47							47
48							48
49							49
50							50

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

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

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1	914			914				1
2	520			520				2
3	1,548			1,548				3
4	264			264				4
5	9			9				5
6	163			163				6
7	2			2				7
8	683			683				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	23,378			23,378				18
19								19
20	9,000			9,000				20
21	8,379			8,379				21
22	-			-				22
23	12,989	1,708		14,697				23
24	30,368	1,708		32,076				24
25								25
26	53,746	1,708		55,454				26
27								27
28	4,563,509	2,251,500	(390,700)	6,424,309	*			28
29	4,563,509	2,251,500	(390,700)	6,424,309	*			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	Paducah & Illinois Railroad Company		6
7			VII	Port Terminal Railroad Association		7
8			VII	St. Joseph Terminal Railroad Company		8
9			VII	Sunset Railway Company		9
10			VII	Texas City Terminal Railway Company		10
11			VII	Wichita Terminal Association		11
12			VII	Wichita Union Terminal Railway Company		12
13				Total Class E-1		13
14						14
15	721	E-3	X	Kinder Morgan Energy Partners L. P.	0.50	15
16			X	Meteorcomm, LLC		16
17			X	Montauk Synfuels LLC	50.00	17
18			X	PTC 220, LLC		18
19			X	Tongue River Holding Company, LLC		19
20				Total Class E-3		20
21						21
22				Total Class E		22
23						23
24				Grand Total Account 721		24
25						25
26				Grand Total Account 798		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	2,309			2,309				2
3	30,168	1,215		31,383				3
4	8,982			8,982				4
5	63			63				5
6	575	1,627		2,202				6
7	1,100			1,100				7
8	191			191				8
9	845			845				9
10	30			30				10
11	4			4				11
12	844			844				12
13	44,611	2,842	-	47,453				13
14								14
15	4,500			4,500				15
16	21,400	11,650		33,050				16
17	-							17
18	460	777		1,237				18
19	500		(500)	-				19
20	26,860	12,427	(500)	38,787				20
21								21
22	71,471	15,269	(500)	86,240				22
23								23
24	125,217	16,977	(500)	141,694				24
25								25
26	4,563,509	2,251,500	(390,700)	6,424,309 *				26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37

* Includes \$6,424,309K intercompany note receivable from Burlington Northern Santa Fe, LLC classified as equity in accordance with GAAP and the BNSF Railway 10K

310. NOTES AND REMARKS

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

310. NOTES AND REMARKS

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

310. NOTES AND REMARKS

	<u>% Ownership</u>
18 WICHITA UNION TERMINAL RAILWAY COMPANY	
BNSF Railway Company	66.67
Union Pacific Railroad Company	33.33
	<u>100.00</u>
19 RAILMARKETPLACE.COM, INC.	
BNSF Railway Company	18.85
Canadian National Railway Company	18.85
Canadian Pacific Railway Company	18.85
CSX Transportation, Inc.	18.85
Union Pacific Railroad Company	18.85
GE Information Services, Inc.	5.75
	<u>100.00</u>
20 MONTAUK SYNFUELS, LLC	
BNSF Railway Company	50.00
Montauk Energy Capital, Inc.	50.00
	<u>100.00</u>
21 KINDER MORGAN ENERGY PARTNERS L.P.	
BNSF Railway Company	0.50
Various	99.50
	<u>100.00</u>
22 TONGUE RIVER HOLDING COMPANY, LLC	
BNSF Railway Company	34.68
Arch Coal, Inc.	34.68
TRR Financing, LLC	30.64
	<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	(2,287)		(40)			(2,327)	1
2	Central California Traction Company	(2,984)					(2,984)	2
3	Houston Belt & Terminal Railway Company	(14,092)		(2,348)			(16,440)	3
4	Kansas City Terminal Railway Company	(4,878)	(63)	23			(4,918)	4
5	Longview Switching Company	(63)					(63)	5
6	MT Properties Inc.	908		180			1,088	6
7	Oakland Terminal Railway	(1,421)		(94)			(1,515)	7
8	Paducah & Illinois Railroad Company	(24)					(24)	8
9	Portland Terminal Railroad Company	(810)					(810)	9
10	St. Joseph Terminal Railroad Company	(366)					(366)	10
11	Sunset Railway Company	95		(51)			44	11
12	Texas City Terminal Railway Company	14,194	(62)	2,189			16,321	12
13	TTX Company	315,283	(2,201)	11,145			324,227	13
14	Wichita Union Terminal Railway Company	(641)					(641)	14
15								15
16								16
17								17
18	TOTAL CARRIERS	302,914	(2,326)	11,004			311,592	18
19								19
20								20
	Noncarriers: (List specifics for each company)							
21	Meteorcomm, LLC	(10,793)		(3,820)			(14,613)	21
22	PTC 220, LLC	(3,732)		(208)			(3,940)	22
23	Tongue River Holding Company, LLC	(97)		(159)			(256)	23
24	TOTAL NONCARRIERS	(14,622)		(4,187)			(18,809)	24
25								25
26	TOTAL INVESTMENTS IN COMMON STOCK	288,292	(2,326)	6,817			292,783	26

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property" and Account No. 732, "Improvements on Leased Property" classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c), show disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged" in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retires should be shown in column (f).
6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included. Also, the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state the cost, location, area, and other details which will identify the property in a footnote.
8. Report on line 29, amounts not included in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state the amount used in a footnote.

NOTES AND REMARKS

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

(Dollars in Thousands)

Line No.	Cross No.	Account (a)	Balance at Beginning of year (b)	Expenditures during the year for original road & equipment & road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1	2	(2) Land for transportation purposes	1,897,823			1
2	3	(3) Grading	2,741,568			2
3	4	(4) Other right-of-way expenditures	42,748			3
4	5	(5) Tunnels and subways	109,365			4
5	6	(6) Bridges, trestles and culverts	2,625,905			5
6	7	(7) Elevated structures				6
7	8	(8) Ties	5,388,861			7
8	9	(9) Rail and other track material	12,077,692			8
9	11	(11) Ballast	4,447,367			9
10	13	(13) Fences, snowsheds and signs	84,682			10
11	16	(16) Station and office buildings	684,609			11
12	17	(17) Roadway buildings	50,953			12
13	18	(18) Water stations	14,607			13
14	19	(19) Fuel stations	407,316			14
15	20	(20) Shops and enginehouses	673,528			15
16	22	(22) Storage warehouses				16
17	23	(23) Wharves and docks	15,626			17
18	24	(24) Coal and ore wharves	12,252			18
19	25	(25) TOFC/COFC terminals	1,382,225			19
20	26	(26) Communications systems	982,567			20
21	27	(27) Signals and interlockers	3,016,344			21
22	29	(29) Power plants	3,113			22
23	31	(31) Power transmission systems	35,276			23
24	35	(35) Miscellaneous structures	34,805			24
25	37	(37) Roadway machines	614,719			25
26	39	(39) Public improvements - construction	571,649			26
27	44	(44) Shop machinery	246,724			27
28	45	(45) Power plant machinery	3,395			28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	38,165,719			30
31	52	(52) Locomotives	6,345,418			31
32	53	(53) Freight train cars	1,872,135			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	285,949			36
37	58	(58) Miscellaneous equipment	379,951			37
38	59	(59) Computer systems & word processing equipment	710,566			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	9,609,173			39
40	76	(76) Interest during construction				40
41	80	(80) Other elements of investment				41
42	90	(90) Construction work in progress	898,766			42
43		GRAND TOTAL	48,673,658			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	35,784	1,989	33,795	1,931,618	1
2	3	80,333	6,997	73,336	2,814,904	2
3	4	1,072	1,668	(596)	42,152	3
4	5	544	263	281	109,646	4
5	6	147,437	7,531	139,906	2,765,811	5
6	7					6
7	8	432,001	206,097	225,904	5,614,765	7
8	9	762,456	305,436	457,020	12,534,712	8
9	11	361,484	188,867	172,617	4,619,984	9
10	13	1,901	32	1,869	86,551	10
11	16	16,833	450	16,383	700,992	11
12	17	7,381	60	7,321	58,274	12
13	18	1		1	14,608	13
14	19	33,414	1,856	31,558	438,874	14
15	20	19,804		19,804	693,332	15
16	22					16
17	23				15,626	17
18	24	8,548		8,548	20,800	18
19	25	(1,917)		(1,917)	1,380,308	19
20	26	33,639	(88)	33,727	1,016,294	20
21	27	243,214	66,900	176,314	3,192,658	21
22	29	(391)		(391)	2,722	22
23	31	12,606	615	11,991	47,267	23
24	35	578	4	574	35,379	24
25	37	96,310	11,198	85,112	699,831	25
26	39	31,559	10,808	20,751	592,400	26
27	44	11,213	1,183	10,030	256,754	27
28	45				3,395	28
29						29
30		2,335,804	811,866	1,523,938	39,689,657	30
31	52	878,780	147,001	731,779	7,077,197	31
32	53	225,568	35,966	189,602	2,061,737	32
33	54					33
34	55				15,154	34
35	56					35
36	57	45,408	1,071	44,337	330,286	36
37	58	59,765	58,022	1,743	381,694	37
38	59	78,294	53,194	25,100	735,666	38
39		1,287,815	295,254	992,561	10,601,734	39
40	76					40
41	80					41
42	90	77,856		77,856	976,622	42
43		3,701,475	1,107,120	2,594,355	51,268,013	43

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

- 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, 35-23-00, 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.
- 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.
- Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore 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.
- 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).
- Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation Base		Annual composite rate % (d)	Depreciation Base		Annual composite rate % (g)	
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	2,741,568	2,814,904	1.12%				1
2	(4) Other right-of-way expenditures	42,748	42,152	2.84%				2
3	(5) Tunnels and subways	109,365	109,646	1.06%				3
4	(6) Bridges, trestles and culverts	2,625,905	2,765,811	1.37%				4
5	(7) Elevated structures							5
6	(8) Ties	5,388,861	5,614,765	3.30%	TOTAL ROAD AND			6
7	(9) Rail and other track material	12,077,692	12,534,712	3.28%				7
8	(11) Ballast	4,447,367	4,619,984	3.95%	EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	84,682	86,551	1.45%				9
10	(16) Station and office buildings	684,609	700,992	2.90%	OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	50,953	58,274	4.26%				11
12	(18) Water stations	14,607	14,608	2.09%	OF TOTAL OWNED			12
13	(19) Fuel stations	407,316	438,874	3.40%				13
14	(20) Shops and enginehouses	673,528	693,332	2.15%				14
15	(22) Storage warehouses							15
16	(23) Wharves and docks	15,626	15,626	2.21%				16
17	(24) Coal and ore wharves	12,252	20,800	1.97%				17
18	(25) TOFC/COFC terminals	1,382,225	1,380,308	3.30%				18
19	(26) Communications systems	982,567	1,016,294	5.35%				19
20	(27) Signals and interlockers	3,016,344	3,192,658	3.50%				20
21	(29) Power plants	3,113	2,722	2.40%				21
22	(31) Power transmission systems	35,276	47,267	2.43%				22
23	(35) Miscellaneous structures	34,805	35,379	2.03%				23
24	(37) Roadway machines	614,719	699,831	5.50%				24
25	(39) Public improvements - construction	571,649	592,400	2.09%				25
26	(44) Shop machinery	246,724	256,754	3.55%				26
27	(45) Power plant machinery	3,395	3,395	3.29%				27
28	All other road accounts							28
29	Amortization (other than def. projects)							29
30	TOTAL ROAD	36,267,896	37,758,039	3.12%				30
	EQUIPMENT							
31	(52) Locomotives	6,345,418	7,077,197	6.28%				31
32	(53) Freight train cars	1,872,135	2,061,737	3.57%				32
33	(54) Passenger train cars							33
34	(55) Highway revenue equipment	15,154	15,154	-2.80%				34
35	(56) Floating equipment	-						35
36	(57) Work equipment	285,949	330,286	2.63%				36
37	(58) Miscellaneous equipment	379,951	381,694	12.10%				37
38	(59) Computer systems & WP equipment	710,566	735,666	11.88%				38
39	TOTAL EQUIPMENT	9,609,173	10,601,734	6.22%				39
40	GRAND TOTAL	45,877,069	48,359,773	N/A			NA	40

STB approved rate for locomotives were implemented in 2012 impacting the composite rate for ICC 52.

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	369,205	30,877	-	6,164	-	393,918	1
2		(4) Other right-of-way expenditures	12,289	1,199	-	1,813	-	11,675	2
3		(5) Tunnels and subways	32,013	1,154	-	263	-	32,904	3
4		(6) Bridges, trestles and culverts	371,557	37,073	-	7,431	-	401,199	4
5		(7) Elevated structures	-	-	-	-	-	-	5
6		(8) Ties	1,762,019	212,856	2,109	238,024	-	1,738,960	6
7		(9) Rail and other track material	3,105,813	399,095	3,684	244,021	-	3,264,571	7
8		(11) Ballast	967,905	177,462	1,682	187,862	-	959,187	8
9		(13) Fences, snowsheds and signs	13,702	1,245	-	9	-	14,938	9
10		(16) Station and office buildings	280,596	15,610	4,707	215	-	300,698	10
11		(17) Roadway buildings	28,302	1,660	691	(50)	-	30,703	11
12		(18) Water stations	4,522	476	-	-	-	4,998	12
13		(19) Fuel stations	125,902	14,557	-	1,910	-	138,549	13
14		(20) Shops and enginehouses	202,070	14,699	193	(57)	-	217,019	14
15		(22) Storage warehouses	-	-	-	-	-	-	15
16		(23) Wharves and docks	845	346	-	-	-	1,191	16
17		(24) Coal and ore wharves	6,033	371	-	-	-	6,404	17
18		(25) TOFC/COFC terminals	353,709	45,490	-	22	-	399,177	18
19		(26) Communications systems	404,665	41,938	11,919	(142)	-	458,664	19
20		(27) Signals and interlockers	757,040	107,525	-	66,316	-	798,249	20
21		(29) Power plants	2,367	69	-	33	-	2,403	21
22		(31) Power transmission systems	13,178	1,028	-	643	-	13,563	22
23		(35) Miscellaneous structures	25,707	711	-	21	-	26,397	23
24		(37) Roadway machines	236,096	25,457	10,767	11,217	-	261,103	24
25		(39) Public improvements - const.	102,919	12,115	-	10,747	-	104,287	25
26		(44) Shop machinery	118,393	8,658	153	1,203	-	126,001	26
27		(45) Power plant machinery	484	112	-	-	-	596	27
28		All other road accounts	-	-	-	-	-	-	28
29		Amortization (adjustments)	-	-	-	-	-	-	29
30		TOTAL ROAD	9,297,331	1,151,783	35,905	777,665	-	9,707,354	30
EQUIPMENT									
31		(52) Locomotives	2,456,618	426,197	3,124	142,941	-	2,742,998	31
32		(53) Freight train cars	461,256	72,008	-	(2,441)	-	535,705	32
33		(54) Passenger train cars	-	-	-	-	-	-	33
34		(55) Highway revenue equipment	9,857	(425)	-	-	-	9,432	34
35		(56) Floating equipment	-	-	-	-	-	-	35
36		(57) Work equipment	87,976	7,182	1,512	1,071	-	95,599	36
37		(58) Miscellaneous equipment	187,551	45,101	4,933	50,171	-	187,414	37
38		(59) Computer systems & WP equip.	376,644	40,604	42,348	60,635	-	398,961	38
39		Amortization (adjustments)	-	-	-	-	-	-	39
40		TOTAL EQUIPMENT	3,579,902	590,667	51,917	252,377	-	3,970,109	40
41		GRAND TOTAL	12,877,233	1,742,450	87,822	1,030,042	-	13,677,463	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 charges in rates were effective during the year, give full particulars in a footnote.

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

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

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

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations	N/A BASED ON 5% RULE			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements - Construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL	130,429	137,535		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	53,568	8,296		4,886		56,978	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	441,209	380,563		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	199,556					179,148	39

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

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

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

Line No.	Class (See Ins. 2) (a)	Name of company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation & amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	The Burlington Northern and Santa Fe Railway Company	23,191	51,268,013	13,677,463	1
2						2
3		Add Leased from Others:				3
4	L	Dayton, TX - Yard	***	**	*	4
5	L	Copper City, MT	51	**	*	5
6		Total Leased from Others	51			6
7						7
8		Deduct Leased to Others:				8
9	O	Timber Rock Railroad (TIBR) - Silsbee, TX Yard	***	11,120	4,815	9
10	O	Portland & Western Railroad (PNWR) - Salem Yard, Albany Yard, Eugene Yard	***	3,110	2,323	10
11	O	Alabama & Gulf Coast Railway (AGR) - Mobile Yard, AL	***	1,038	571	11
12	O	METRA - Aurora, IL Yard	***	465	141	12
13	O	Timber Rock Railroad (TIBR) - Silsbee, TX to Tenaha, TX	129	55,816	19,556	13
14	O	South Kansas and Oklahoma Railroad (SKOL) - Pittsburg to Cherokee, KS	6	175	59	14
15	O	Portland & Western Railroad (PNWR) - Quinaby to Eugene, OR	77	15,792	8,682	15
16	O	Burlington Junction (BJRY) - Quincy, IL to Marblehead, IL	6	6,917	5,014	16
17	O	Alabama & Gulf Coast Railway (AGR) - Bucks, AL to Mobile, AL	22	561	352	17
18	O	Southwestern Railroad (SW) - Clovis, NM to Loving, NM	196	37,271	23,913	18
19	O	Southwestern Railroad (SW) - Rincon, NM to Deming, NM	53	7,268	4,941	19
20	O	Southwestern Railroad (SW) - MCC Jct - NMPI	5	3,085	1,729	20
21	O	Kettle Falls International Railway (KFR) - Chewallah, WA to Columbia Gardens, BC & Kettle Falls, WA	83	22,476	8,801	21
22	O	Southwestern Railroad (SW) - Carlsbad, NM to Eddy Potash	20	88	59	22
23	O	KAW River Railroad (KAW) - Birmingham to Kearney, MO	16	7,942	4,290	23
24	O	Mission Mountain Railroad (MMT) - Columbia Falls to Kalispell, MT	16	2,128	1,936	24
25	O	Northern Lines (NLR) - St. Cloud to East St. Cloud & St. Cloud to Cold Springs, MN	6	62	20	25
26	O	Yellowstone Valley RR (YSVR) - Bainville to Scobey, MT & Glendive to Snowden, MT	136	21,353	9,273	26
27	O	R.J. Corman - Tennessee Yard (Memphis Terminal) and Airport Park	***	48,115	10,946	27
28	O	Dakota Northern Railroad (DNR) - Grafton to Walthalla & Grafton to Glasston, ND	70	7,776	6,387	28
29	O	Central Washington Railroad - Gibbon, WA to Granger, WA	29	12,855	1,042	29
30	O	Industry (INDY) - Reno Jct., WY to Jacobs Jct., WY	5	4,120	2,255	30
31	O	Tacoma Rail (TRMW) - Lakeview, WA to Nisqually, WA	11	297	334	31
32	O	Minnesota National Guard (MNG) - Little Falls, MN to Camp Riley, MN	8	591	562	32
33	O	Minnesota Commercial Railway Company (MNNR) - E MPLS M&D Jct	10	1,199	1,735	33
34	O	Industry (INDY) - Red Oak, IA	2	118	30	34
35	O	Industry (INDY) - Red Cloud, NE	3	115	33	35
36	O	Alabama & Gulf Coast Railway (AGR) - Columbus to Whitbury, MS	5	946	282	36
37	O	Nebraska, Kansas & Colorado Railway (NKCR) - Imperial Sub	48	4,563	5,402	37
38	O	Stillwater Central Railroad (SLWC) - Greig, OK to Wheatland, OK	10	1,568	(97)	38
39	O	Union Pacific Railroad (UP) - Marion to Hulbert, AR	5	567	420	39
40	O	Canadian National (CN) - Fraser River Jct, BC to Vancouver, BC	15	24,136	4,241	40
41	O	Central Washington Railroad (CWA) - Yakima to Moxee City, WA	11	7,040	2,190	41
42	O	Chicago Lumber District (CIRY) - Chicago, IL Lumber District Yard	***	3,309	2,068	42
43	O	Blue Mountain Railroad (BLMR) - Wallula Jct, WA to Zanger, WA	4	110	44	43
44	O	Missouri & Valley Park Railroad (M&VP) - Yard	***	4,099	1,837	44
45	O	Richmond Pacific Railroad Corporation (RPRC) - Yard	***	33,496	10,049	45
46	O	Tacoma Rail (TRMW) - Tacoma, WA to Lakeview, WA	7	81	32	46
47	O	Tacoma Rail (TRMW) - Olympia WA to Belmore, WA, and St. Clair, WA to Quadlok, WA	10	795	352	47
48	O	York Canyon, CO	12	563	23	48
49	O	San Joaquin Valley Railway-SJVR	2	33	-	49
50		Total Leased to Others	1,038	353,159	146,642	50
51						51
52		Deduct Operated by Others:				52
53	O	Grainbelt Corporation (GNBC)	186	10,997	11,182	53
54	O	Red River Valley & Western Railway (RRVW)	434	16,407	21,324	54
55		Total Operated by Others	620	27,404	32,506	55
56		Net Deductions	(1,607)	(380,563)	(179,148)	56
57		TOTAL	21,584	50,887,450	13,498,315	57

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)*	Line No.
1		(2) Land for transportation purposes	1,931,618			(19,597)	1
2		(3) Grading	2,814,904			(17,835)	2
3		(4) Other right-of-way expenditures	42,152			(756)	3
4		(5) Tunnels and subways	109,646			(549)	4
5		(6) Bridges, trestles and culverts	2,765,811			(23,999)	5
6		(7) Elevated structures	-			-	6
7		(8) Ties	5,614,765			(86,457)	7
8		(9) Rail and other track material	12,534,712			(123,111)	8
9		(11) Ballast	4,619,984			(60,392)	9
10		(13) Fences, snowsheds and signs	86,551			(1,054)	10
11		(16) Station and office buildings	700,992			(6,494)	11
12		(17) Roadway buildings	58,274			(249)	12
13		(18) Water stations	14,608			(14)	13
14		(19) Fuel stations	438,874			(1,761)	14
15		(20) Shops and enginehouses	693,332			(10,500)	15
16		(22) Storage warehouses	-			-	16
17		(23) Wharves and docks	15,626			-	17
18		(24) Coal and ore wharves	20,800			-	18
19		(25) TOFC/COFC terminals	1,380,308			-	19
20		(26) Communications systems	1,016,294			(5,565)	20
21		(27) Signals and interlockers	3,192,658			(14,353)	21
22		(29) Power plants	2,722			-	22
23		(31) Power transmission systems	47,267			(719)	23
24		(35) Miscellaneous structures	35,379			(124)	24
25		(37) Roadway machines	699,831			-	25
26		(39) Public improvements - construction	592,400			(4,957)	26
27		(44) Shop machinery	256,754			(1,881)	27
28		(45) Power plant machinery	3,395			-	28
29		Leased property (capitalized rentals)	-			-	29
30		Other (specify and explain)	-			-	30
31		TOTAL ROAD	39,689,657			(380,367)	31
32		(52) Locomotives	7,077,197			-	32
33		(53) Freight train cars	2,061,737			-	33
34		(54) Passenger train cars	-			-	34
35		(55) Highway revenue equipment	15,154			-	35
36		(56) Floating equipment	-			-	36
37		(57) Work equipment	330,286			-	37
38		(58) Miscellaneous equipment	381,694			-	38
39		(59) Computer systems & WP equipment	735,666			(196)	39
40		TOTAL EQUIPMENT	10,601,734			(196)	40
41		(76) Interest during construction	-			-	41
42		(80) Other elements of investment	-			-	42
43		(90) Construction work in progress	976,622			-	43
44		GRAND TOTAL	51,268,013			(380,563)	44

* Includes property leased to and operated by others.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross Checks

Schedule 410	=	Schedule 210	=	Schedule 410	=	Schedule 412
Line 620, column (h)		Line 14, column (b)		Lines 136 through 138, column (f)		Line 29, column (b)
Line 620, column (f)		Line 14, column (d)		Lines 118 through 123, and 130		
Line 620, column (g)		Line 14, column (e)		through 135, column (f)		Line 29, column (c)
		Schedule 414				Schedule 415
Line 231, column (f)		Line 19, columns (b) through (d)		Lines 207, 208, 211, 212, column (f)		Lines 5, 38, column (f)
Line 230, column (f)		Line 19, columns (e) through (g)		Lines 226, 227, column (f)		Lines 24, 39, column (f)
				Lines 311, 312, 315, 316, column (f)		Lines 32, 35, 36, 37, 40, 41, column (f)
						And
		Schedule 417				Schedule 414
Line 507, column (f)		Line 1, column (j)				Minus line 24, columns (b) through (d)
Line 508, column (f)		Line 2, column (j)				plus line 24, columns (e) through (g)
Line 509, column (f)		Line 3, column (j)				
Line 510, column (f)		Line 4, column (j)				Schedule 415
Line 511, column (f)		Line 5, column (j)		Line 213, column (f)		Lines 5, 38, columns (c) and (d)
Line 512, column (f)		Line 6, column (j)		Line 232, column (f)		Lines 24, 39, columns (c) and (d)
Line 513, column (f)		Line 7, column (j)		Line 317, column (f)		Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Line 514, column (f)		Line 8, column (j)				
Line 515, column (f)		Line 9, column (j)				Lines 5, 38, column (b)
Line 516, column (f)		Line 10, column (j)				
Line 517, column (f)		Line 11, column (j)				Lines 24, 39, column (b)
				Line 202, 203, 216, column (f), equal to or greater than, but variance cannot exceed line 216, column (f)		
				Lines 221, 222, 235, column (f), equal to or greater than, but variance cannot exceed line 235, column (f)		
				Lines 302 through 307 and 320, column (f) equal to or greater than, but variance cannot exceed line 320, column (f)		Lines 32, 35, 36, 37, 40, 41, column (b)

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		WAYS & STRUCTURES								
		ADMINISTRATION								
1		Track	79,907	26,366	13,323	24,566	144,162		144,162	1
2		Bridge & building	20,315	6,705	3,387	6,250	36,657		36,657	2
3		Signal	18,960	6,258	3,162	5,833	34,213		34,213	3
4		Communication	6,770	2,234	1,133	2,083	12,220		12,220	4
5		Other	9,481	3,127	1,580	2,915	17,103		17,103	5
		REPAIRS AND MAINTENANCE								
6		Roadway - running	38,569	547	25,828	1,320	66,264		66,264	6
7		Roadway - switching	10,245	145	6,866	351	17,607		17,607	7
8		Tunnels & subways - running			33		33		33	8
9					9		9		9	9
10		Bridges & culverts - running	15,253	264	16,147	2,494	34,158		34,158	10
11		Bridges & culverts - switching	4,047	70	4,292	662	9,071		9,071	11
12		Ties - running	15,033	2,325	8,615	2,694	28,667		28,667	12
13		Ties - switching	3,993	600	2,201	693	7,487		7,487	13
14		Rail & other track material - running	83,003	21,720	62,658	6,435	173,816		173,816	14
15		Rail & other track material - switching	22,063	5,790	16,745	1,733	46,331		46,331	15
16		Ballast - running	3,448	648	2,827	571	7,494		7,494	16
17		Ballast - switching	923	172	751	152	1,998		1,998	17
18		Road property damaged - running								18
19		Road property damaged - switching								19
20		Road property damaged - other								20
21		Signals & interlockers - running	49,583	10,971	15,013	841	76,408		76,408	21
22		Signals & interlockers - switching	13,179	2,966	3,997	223	20,365		20,365	22
23		Communications systems	25,069	7,906	(3,615)	3	29,363		29,363	23
24		Power systems	42	704	742		1,488		1,488	24
25		Highway grade crossings - running	1,317	100	154		1,571		1,571	25
26		Highway grade crossings - switching	351	26	41		418		418	26
27		Station & office buildings	660	909	27,813	4	29,386		29,386	27
28		Shop buildings - locomotives	2,153	1,909	9,547		13,609		13,609	28
29		Shop buildings - freight cars	465	412	2,059		2,936	N/A	2,936	29
30		Shop buildings - other equipment	1,606	1,421	7,113		10,140		10,140	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	1,001	229	5,977		7,207		7,207	101
102		Miscellaneous buildings & structures	7,477	839	2,449	55	10,820		10,820	102
103		Coal terminals						N/A		103
104		Ore terminals	419	16	1,404		1,839	N/A	1,839	104
105		Other marine terminals	4,113	782			4,895	N/A	4,895	105
106		TOFC/COFC terminals		48	829		877	N/A	877	106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines	4,025	28,656	2,808	4	35,493		35,493	109
110		Small tools & supplies		35,922	3,344	4,914	44,180		44,180	110
111		Snow removal	3,813	480	77	1,142	5,512		5,512	111
112		Fringe benefits - running	N/A	N/A	N/A	132,763	132,763		132,763	112
113		Fringe benefits - switching	N/A	N/A	N/A	35,034	35,034		35,034	113
114		Fringe benefits - other	N/A	N/A	N/A	16,596	16,596		16,596	114
115		Casualties & insurance - running	N/A	N/A	N/A	8,218	8,218		8,218	115
116		Casualties & insurance - switching	N/A	N/A	N/A	2,183	2,183		2,183	116
117		Casualties & insurance - other	N/A	N/A	N/A	2,440	2,440		2,440	117
118	*	Lease rentals - debit - running	N/A	N/A	218	N/A	218		218	118
119	*	Lease rentals - debit - switching	N/A	N/A	58	N/A	58		58	119
120	*	Lease rentals - debit - other	N/A	N/A		N/A				120
121	*	Lease rentals - (credit) - running	N/A	N/A		N/A				121
122	*	Lease rentals - (credit) - switching	N/A	N/A		N/A				122
123	*	Lease rentals - (credit) - other	N/A	N/A		N/A				123
124		Joint facility rent - debit - running	N/A	N/A	8,192	N/A	8,192		8,192	124
125		Joint facility rent - debit - switching	N/A	N/A	2,137	N/A	2,137		2,137	125
126		Joint facility rent - debit - other	N/A	N/A	1,543	N/A	1,543		1,543	126
127		Joint facility rent - (credit) - running	N/A	N/A	(10,389)	N/A	(10,389)		(10,389)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	(2,710)	N/A	(2,710)		(2,710)	128
129		Joint facility rent - (credit) - other	N/A	N/A	(1,957)	N/A	(1,957)		(1,957)	129
130	*	Other rents - debit - running	N/A	N/A		N/A				130
131	*	Other rents - debit - switching	N/A	N/A		N/A				131
132	*	Other rents - debit - other	N/A	N/A		N/A				132
133	*	Other rents - (credit) - running	N/A	N/A		N/A				133

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

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
REPAIRS AND MAINTENANCE - (Continued)										
134	*	Other rents - (credit) - switching	N/A	N/A		N/A				134
135	*	Other rents - (credit) - other	N/A	N/A		N/A				135
136	*	Depreciation - running	N/A	N/A		617,880	617,880		617,880	136
137	*	Depreciation - switching	N/A	N/A		164,245	164,245		164,245	137
138	*	Depreciation - other	N/A	N/A		344,502	344,502		344,502	138
139		Joint facility - debit - running	N/A	N/A	131,285	N/A	131,285		131,285	139
140		Joint facility - debit - switching	N/A	N/A	52,092	N/A	52,092		52,092	140
141		Joint facility - debit - other	N/A	N/A		N/A				141
142		Joint facility - (credit) - running	N/A	N/A	(70,017)	N/A	(70,017)		(70,017)	142
143		Joint facility - (credit) - switching	N/A	N/A	(26,606)	N/A	(26,606)		(26,606)	143
144		Joint facility - (credit) - other	N/A	N/A		N/A				144
145		Dismantling retired road property - running			3		3		3	145
146		Dismantling retired road property - switching								146
147		Dismantling retired road property - other								147
148		Other - running	63	251	2,053	829	3,196		3,196	148
149		Other - switching	22	66	542	218	848		848	149
150		Other - other	6	171	309	125	611		611	150
151		TOTAL WAY AND STRUCTURES	447,374	171,755	336,062	1,390,971	2,346,162		2,346,162	151
EQUIPMENT										
LOCOMOTIVES										
201		Administration	11,900	10,189	19,378	7,105	48,572		48,572	201
202	*	Repair & maintenance	170,097	142,773	409,601	1,855	724,326		724,326	202
203	*	Machinery repair	182	1,156	198		1,536		1,536	203
204		Equipment damaged	520	452			972		972	204
205		Fringe benefits	N/A	N/A	N/A	76,478	76,478		76,478	205
206		Other casualties & insurance	N/A	N/A	N/A	3,964	3,964		3,964	206
207	*	Lease rentals - debit	N/A	N/A	258,132	N/A	258,132		258,132	207
208	*	Lease rentals - (credit)	N/A	N/A	(367)	N/A	(367)		(367)	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		427,735	427,735		427,735	213
214		Joint facility - debit	N/A	N/A	6,202	N/A	6,202		6,202	214
215		Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A		(96,750)	N/A	(96,750)		(96,750)	216

410. RAILWAY OPERATING EXPENSES - (Continued)

(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								217
		Dismantling retired property								
218		Other		1,871	421	359	2,651		2,651	218
219		TOTAL LOCOMOTIVES	182,699	156,441	596,815	517,496	1,453,451		1,453,451	219
220		FREIGHT CARS								
		Administration	7,461	6,388	12,264	4,456	30,569	N/A	30,569	220
221	*	Repair & maintenance	115,769	175,576	128,768	63,847	483,960	N/A	483,960	221
222	*	Machinery repair	114	724	124		962	N/A	962	222
223		Equipment damaged	594			13,844	14,438	N/A	14,438	223
224		Fringe benefits	N/A	N/A	N/A	53,036	53,036	N/A	53,036	224
225		Other casualties & insurance	N/A	N/A	N/A	2,690	2,690	N/A	2,690	225
226	*	Lease rentals - debit	N/A	N/A	286,156		286,156	N/A	286,156	226
227	*	Lease rentals - (credit)	N/A	N/A	(9,825)	N/A	(9,825)	N/A	(9,825)	227
228		Joint facility rent - debit	N/A	N/A		N/A		N/A		228
229		Joint facility rent - (credit)	N/A	N/A		N/A		N/A		229
230	*	Other rents - debit	N/A	N/A	354,766	N/A	354,766	N/A	354,766	230
231	*	Other rents - (credit)	N/A	N/A	(95,158)	N/A	(95,158)	N/A	(95,158)	231
232	*	Depreciation	N/A	N/A	N/A	73,444	73,444	N/A	73,444	232
233		Joint facility - debit	N/A	N/A		N/A		N/A		233
234		Joint facility - (credit)	N/A	N/A		N/A		N/A		234
235	*	Repairs billed to others - (credit)	N/A	N/A	(175,516)	N/A	(175,516)	N/A	(175,516)	235
236		Dismantling retired property						N/A		236
237		Other		1,174	264	225	1,663	N/A	1,663	237
238		TOTAL FREIGHT CARS	123,938	183,862	501,843	211,542	1,021,185	N/A	1,021,185	238
301		OTHER EQUIPMENT								
		Administration	805	692	1,327	481	3,305		3,305	301
		Repair & maintenance:								
		Trucks, trailers, & containers - revenue service		9	11,809	9	11,827	N/A	11,827	302
303	*	Floating equipment - revenue service						N/A		303
304	*	Passenger & other revenue equipment	4,840	1,752			6,592		6,592	304
305	*	Computers and data processing equipment		4			4		4	305
306	*	Machinery	12	78	14		104		104	306
307	*	Work & other non-revenue equipment	12,598	8,101	4,646	58	25,403		25,403	307
308		Equipment damaged			18,568	2,117	20,685		20,685	308
309		Fringe benefits	N/A	N/A	N/A	8,507	8,507		8,507	309
310		Other casualties & insurance	N/A	N/A	N/A	721	721		721	310
311	*	Lease rentals - debit	N/A	N/A	8,306		8,306		8,306	311
312	*	Lease rentals - (credit)	N/A	N/A						312

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		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		N/A				316
317		Depreciation	N/A	N/A	N/A	95,600	95,600		95,600	317
318		Joint facility - debit	N/A	N/A	78	N/A	78		78	318
319		Joint facility - (credit)	N/A	N/A		N/A				319
320		Repairs billed to others - (credit)	N/A	N/A		N/A				320
321		Dismantling retired property								321
322		Other		127	29	24	180		180	322
323		TOTAL OTHER EQUIPMENT	18,255	10,763	44,777	107,517	181,312		181,312	323
324		TOTAL EQUIPMENT	324,892	351,066	1,143,435	836,555	2,655,948		2,655,948	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	110,441	8,075	46,368	19,937	184,821		184,821	401
402		Engine crews	722,616		69,115	4	791,735		791,735	402
403		Train crews	577,513		74,293	31	651,837		651,837	403
404		Dispatching trains	47,139		(394)		46,745		46,745	404
405		Operating signals & interlockers		3	5,466		5,469		5,469	405
406		Operating drawbridges	3,779				3,779		3,779	406
407		Highway crossing protection	1		7,486		7,487		7,487	407
408		Train inspection & lubrication	59,148				59,148		59,148	408
409		Locomotive fuel		4,079,643			4,079,643		4,079,643	409
410		Electric power produced or purchased for motive power								410
411		Servicing locomotives	48,623	386	(14,772)		34,237		34,237	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	578,756	578,756		578,756	414
415		Other casualties & insurance	N/A	N/A	N/A	86,640	86,640		86,640	415
416		Joint facility - debit	N/A	N/A	382	N/A	382		382	416
417		Joint facility - (credit)	N/A	N/A		N/A				417
418		Other	2,596	1,045	700,252	(536)	703,357		703,357	418
419		TOTAL TRAIN OPERATIONS	1,571,856	4,089,152	888,196	684,832	7,234,036		7,234,036	419
		YARD OPERATIONS								
420		Administration	22,082	1,837	10,080	4,345	38,344		38,344	420
421		Switch crews	303,335	68	43,089		346,492		346,492	421

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.
YARD OPERATIONS (Continued)										
422		Controlling operations	37,423		553		37,976		37,976	422
423		Yard and terminal clerical	67	308	761	452	1,588		1,588	423
424		Operating switches, signals, retarders, & humps			78		78		78	424
425		Locomotive fuel		190,719			190,719		190,719	425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives	10,023				10,023		10,023	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks			51,818		51,818		51,818	429
430		Fringe benefits	N/A	N/A	N/A	143,246	143,246		143,246	430
431		Other casualties & insurance	N/A	N/A	N/A	20,550	20,550		20,550	431
432		Joint facility - debit	N/A	N/A	15,102		15,102		15,102	432
433		Joint facility - (credit)	N/A	N/A						433
434		Other		1	128		129		129	434
435		TOTAL YARD OPERATIONS	372,930	192,933	121,609	168,593	856,065		856,065	435
TRAIN & YARD OPERATIONS COMMON:										
501		Cleaning car interiors	2,141	170	3,838	N/A	6,149		6,149	501
502		Adjusting & transferring loads			3,870	N/A	3,870	N/A	3,870	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	20,737	20,737		20,737	504
505		Fringe benefits	N/A	N/A	N/A	835	835		835	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON:	2,141	170	7,708	21,572	31,591		31,591	506
SPECIALIZED SERVICE OPERATIONS										
507	*	Administration	7,373	350	2,015	867	10,605	N/A	10,605	507
508	*	Pickup & delivery and marine line haul			24,392	123	24,515	N/A	24,515	508
509	*	Loading & unloading and local marine		29,797	263,646	445	293,888	N/A	293,888	509
510	*	Protective services	438	10,965	190	299	11,892	N/A	11,892	510
511	*	Freight lost or damaged - solely related	N/A	N/A	N/A			N/A		511
512	*	Fringe benefits	N/A	N/A	N/A	2,285	2,285	N/A	2,285	512
513	*	Casualties & insurance	N/A	N/A	N/A	565	565	N/A	565	513
514	*	Joint facility - debit	N/A	N/A		N/A		N/A		514
515	*	Joint facility - (credit)	N/A	N/A		N/A		N/A		515
516	*	Other						N/A		516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	7,811	41,112	290,243	4,584	343,750	N/A	343,750	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	105,550	7,373	42,335	24,059	179,317		179,317	518
519		Employees performing clerical & accounting functions	11,377	530	3,090	353	15,350		15,350	519
520		Communication systems operations	788	15	17,949		18,752		18,752	520
521		Loss & damage claims processing								521
522		Fringe benefits	N/A	N/A	N/A	34,164	34,164		34,164	522
523		Casualties & insurance	N/A	N/A	N/A	6,858	6,858		6,858	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		643			643		643	526
527		TOTAL ADMINISTRATIVE support OPERATIONS	117,715	8,561	63,374	65,434	255,084		255,084	527
528		TOTAL TRANSPORTATION	2,072,453	4,331,928	1,371,130	945,015	8,720,526		8,720,526	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - general administration	21,489	6,508	49,426	38,919	116,342		116,342	601
602		Accounting, auditing, & finance	43,466	1,033	10,566	1,642	56,707		56,707	602
603		Management services & data processing	27,742	868	101,585	2,384	132,579		132,579	603
604		Marketing	34,654	909	11,125	8,115	54,803		54,803	604
605		Sales	34,867	909	11,183	8,115	55,074		55,074	605
606		Industrial development	2,844	25	1,741	1,013	5,623	N/A	5,623	606
607		Personnel & labor relations	21,925		891		22,816		22,816	607
608		Legal & secretarial	18,672	695	79,481	5,859	104,707		104,707	608
609		Public relations & advertising	2,233	1,551	1,380	5,914	11,078		11,078	609
610		Research & development								610
611		Fringe benefits	N/A	N/A	N/A	170,454	170,454		170,454	611
612		Casualties & insurance	N/A	N/A	N/A	1,769	1,769		1,769	612
613		Writedown of uncollectible accounts	N/A	N/A	N/A	21,083	21,083		21,083	613
614		Property taxes	N/A	N/A	N/A	299,134	299,134		299,134	614
615		Other taxes except on corporate income or payroll	N/A	N/A	N/A	9,566	9,566		9,566	615
616		Joint facility - debit	N/A	N/A	6,648		6,648		6,648	616
617		Joint facility - (credit)	N/A		(2,171)		(2,171)		(2,171)	617
618		Other	165,365	1,561	7,457	(52,665)	121,718		121,718	618
619		TOTAL GENERAL AND ADMINISTRATIVE	373,257	14,059	279,312	521,302	1,187,930		1,187,930	619
620	*	TOTAL CARRIER OPERATING EXPENSE	3,217,976	4,868,808	3,129,939	3,693,843	14,910,566		14,910,566	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	30,877			2
3		4	Other right-of-way expenditures	1,199			3
4		5	Tunnels and subways	1,154			4
5		6	Bridges, trestles and culverts	36,427			5
6		7	Elevated structures	-			6
7		8	Ties	209,144			7
8		9	Rail and other track material	392,136			8
9		11	Ballast	174,366			9
10		13	Fences, snowsheds and signs	1,245			10
11		16	Station and office buildings	15,610			11
12		17	Roadway buildings	1,660			12
13		18	Water stations	476			13
14		19	Fuel stations	14,557			14
15		20	Shops and enginehouses	14,699			15
16		22	Storage warehouses	-			16
17		23	Wharves and docks	346			17
18		24	Coal and ore wharves	371			18
19		25	TOFC/COFC terminals	45,490			19
20		26	Communications systems	41,938			20
21		27	Signals and interlockers	105,651			21
22		29	Power plants	69			22
23		31	Power transmission systems	1,028			23
24		35	Miscellaneous structures	711			24
25		37	Roadway machines	25,457			25
26		39	Public improvements; construction	11,904			26
27		45	Power plant machines	112			27
28			Other lease/rentals	-	276	N/A	28
29			TOTAL	1,126,627	276		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 Per Diem Basis			GROSS AMOUNTS PAYABLE Per Diem Basis			Line No.
			Private Line Cars (b)	Mileage (c)	Time (d)	Private Line Cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box - Plain 40 Foot	-						1
2		Box - Plain 50 Foot and Longer	-	37	75	2,772	629	1,687	2
3		Box - Equipped	-	2,241	5,724	11,108	8,213	17,962	3
4		Gondola - Plain	-	2,537	1,111	4,551	982	2,146	4
5		Gondola - Equipped	-	1,100	2,726	1	4,857	9,358	5
6		Hopper - Covered	-	13,906	18,040	2,857	6,008	14,706	6
7		Hopper - Open Top - General Service	-	374	1,709	167	184	852	7
8		Hopper - Open Top - Special Service	-	1,186	1,206	449	24	71	8
9		Refrigerator - Mechanical	-	878	1,786	-	46	230	9
10		Refrigerator - Nonmechanical	-	971	1,930	-	39	159	10
11		Flat - TOFC/COFC	-	12,700	18,460	139,835	5,765	14,802	11
12		Flat - Multi-Level	-	1,719	2,991	29,535	2,347	7,623	12
13		Flat - General Service	-	7	14	71	39	50	13
14		Flat - Other	-	835	654	35,714	4,009	6,474	14
15		Tank - Under 22,000 Gallons	-	-	4	2,061	-	-	15
16		Tank - 22,000 Gallons and Over	-	2	21	1	-	-	16
17		All Other Freight Cars	-	4	12	196	39	133	17
18		Auto Racks	-	-	198	14,725	-	1,289	18
19		TOTAL FREIGHT TRAIN CARS	-	38,497	56,661	244,043	33,181	77,542	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers							21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS	-	-	-	-	-	-	24
25		GRAND TOTAL (Lines 19 and 24)	-	38,497	56,661	244,043	33,181	77,542	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					1
2		Diesel Locomotives - Road	627,576	329,471	93,156		2
3		Other Locomotives - Yard					3
4		Other Locomotives - Road					4
5	*	TOTAL LOCOMOTIVES	627,576	329,471	93,156		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot		4			6
7		Box - Plain 50 foot and longer	1,512	1			7
8		Box - Equipped	22,886	4,970			8
9		Gondola - Plain	64,095	1,917			9
10		Gondola - Equipped	19,308	3,344			10
11		Hopper - Covered	83,218	15,161	3,585		11
12		Hopper - Open Top - General Service	7,311	3,415			12
13		Hopper - Open Top - Special Service	21,159	2,509	184		13
14		Refrigerator - Mechanical	3,208	9			14
15		Refrigerator - Nonmechanical	1,573	3,075			15
16		Flat - TOFC/COFC	17,704	7,573	3,585		16
17		Flat - Multi-level	4,380	1,654	1,838		17
18		Flat - General Service	5,490	61			18
19		Flat - Other	16,409	1,331			19
20		All Other Freight Cars	38,093	312			20
21		Cabooses	154	567			21
22		Auto Racks		1,664			22
23		Miscellaneous Accessories	1,944	13,482			23
24	*	TOTAL FREIGHT TRAIN CARS	308,444	61,049	9,192		24
		OTHER EQUIPMENT - REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	1,881				26
27		Refrigerated Containers	66				27
28		Other Containers	2,622	(216)			28
29		Bogies					29
30		Chassis	3,230	(209)			30
31		Other Highway Equipment (Freight)	4,028				31
32	*	TOTAL HIGHWAY EQUIPMENT	11,827	(425)			32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger & Other Revenue Equipment (Freight Portion)	6,592				36
37	*	Computer Systems & Word Processing Equip.	4	40,604			37
38	*	Machinery - Locomotives	1,536	5,108			38
39	*	Machinery - Freight Cars	962	3,203			39
40	*	Machinery - Other Equipment	104	347			40
41	*	Work and Other Nonrevenue Equipment	25,403	19,698	35,376		41
42		TOTAL OTHER EQUIPMENT	34,601	68,960	35,376		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	982,448	459,055	137,724		43

415. SUPPORTING SCHEDULE - EQUIPMENT - (Continued)

Line No.	Cross Check	Lease & rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1							1
2		257,765	6,445,750	631,447	2,526,440	216,558	2
3							3
4							4
5	*	257,765	6,445,750	631,447	2,526,440	216,558	5
6			161		(70)		6
7			43		40		7
8		10,856	152,578		16,227		8
9			75,085		34,581		9
10		36,487	114,587		55,057		10
11		94,844	553,856	140,583	137,319	16,886	11
12			112,898		58,752		12
13		32,869	102,032	9,645	20,239	1,132	13
14			289		(367)		14
15		10,151	84,677		24,400		15
16		68,237	199,960	99,872	16,159	15,095	16
17			58,053	69,940	10,186	7,104	17
18			2,176		1,092		18
19		7,351	43,037		22,257		19
20		3,406	15,342		8,046		20
21			11,716		10,411		21
22		12,130	33,789		17,392		22
23			181,418		63,767		23
24	*	276,331	1,741,697	320,040	495,488	40,217	24
25							25
26							26
27							27
28		543	7,707		4,797		28
29							29
30		7,763	7,447		4,635		30
31							31
32	*	8,306	15,154		9,432		32
33							33
34							34
35	*						35
36	*						36
37	*		735,666		398,961		37
38	*		151,485		74,341		38
39	*		94,999		46,620		39
40	*		10,270		5,040		40
41	*		541,886	170,094	157,121	125,892	41
42			1,534,306	170,094	682,083	125,892	42
43		542,402	9,736,907	1,121,581	3,713,443	382,667	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)

58

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized Leases			Total		Line No.	
			Investment Base (c)	Accumulated Depreciation (d)	Depr. Rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. Rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)		
1	I	3	2,095,695	293,272	1.05%	TOTAL IMPROVEMENTS TO			NO CAPITAL LEASES IN ACCOUNTS 3, 8, 9, 11			2,095,695	293,272	1	
2		8	3,886,704	1,222,692	3.96%	PROPERTY LEASED FROM						3,886,704	1,222,692	2	
3		9	9,760,971	2,808,908	3.10%	OTHERS IS LESS THAN 5%						9,760,971	2,808,908	3	
4		11	3,303,926	660,202	4.17%	OF TOTAL PROPERTY OWNED.						3,303,926	660,202	4	
5		SUB TOTAL	19,047,296	4,985,074								19,047,296	4,985,074	5	
6	II	3	475,438	66,533	1.05%							475,438	66,533	6	
7		8	1,205,828	295,662	3.40%							1,205,828	295,662	7	
8		9	1,830,403	211,978	2.75%							1,830,403	211,978	8	
9		11	809,576	177,977	3.45%							809,576	177,977	9	
10		SUB TOTAL	4,321,245	752,150								4,321,245	752,150	10	
11	III	3										-	-	11	
12		8										-	-	12	
13		9										-	-	13	
14		11										-	-	14	
15		SUB TOTAL	-	-								-	-	15	
16	IV	3	243,771	34,113	1.05%							243,771	34,113	16	
17		8	522,233	220,606	2.45%							522,233	220,606	17	
18		9	943,338	243,685	1.92%							943,338	243,685	18	
19		11	506,482	121,008	2.22%							506,482	121,008	19	
20		SUB TOTAL	2,215,824	619,412								2,215,824	619,412	20	
21														21	
22														22	
23														23	
24														24	
25														25	
26		GRAND TOTAL	25,584,365	6,356,636	N/A					-	-	-	25,584,365	6,356,636	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 and 335.
- (2) Columns (c) and (d) include improvements to leased property. Improvements to leased property are not separately included based on the 5% rule.

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Road Initials: BNSF Year 2012

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	9,368	-	-	16		902	319	-	10,605	1
2	*	Pick up and delivery, marine line haul	24,392					123	N/A		24,515	2
3	*	Loading and unloading and local marine	266,348			512		27,028	N/A		293,888	3
4	*	Protective services - total debits and credits	18					1,012	10,862		11,892	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	1,923			325			37		2,285	6
7	*	Casualty and insurance	565								565	7
8	*	Joint facility - debit										8
9	*	Joint facility - credit	()	()	()	()	()	()	()	()	()	9
10	*	Other	-	-	-	-	-	-	-	-		10
11	*	TOTAL	302,614			853		29,065	11,218		343,750	11

418. SUPPORTING SCHEDULE - CAPITAL LEASES
(Dollars in Thousands)

Instructions:

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

Column

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

Primary Account No. & Title (a)	Total Investment At End of Year (b)	Capital Leases		
		Investment at End of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
25 - TOFC/COFC	1,380,308	115,842	4,634	20,515
37 - Roadway Machines	699,831	229,369	13,911	63,045
52 - Locomotives	7,077,197	631,447	93,156	216,558
53 - Freight-Train Cars	2,061,737	320,040	9,192	40,217
57 - Work Equipment	330,286	20,643	1,734	19,354
58 - Miscellaneous Equipment	381,694	149,451	33,642	106,538

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	507,627	1
		U.S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	1,419,839	2
3		Excess Profits		3
4	*	Total - Income Taxes (Lines 2 and 3)	1,419,839	4
5		Railroad Retirement	575,597	5
6		Hospital Insurance	52,866	6
7		Supplemental Annuities	-	7
8		Unemployment Insurance	27,201	8
9		All Other United States Taxes	-	9
10		Total - U.S. Government Taxes	2,075,503	10
11		Total - Railway Taxes	2,583,130	11

B. Adjustments to Federal Income Taxes

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

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Deferred debits:					1
2	Accrued liabilities not deductible until paid:					2
3	Casualty and Environmental Costs	(351,423)	63,175	-	(288,248)	3
4	Postretirement benefits	(305,685)	(26,436)	(316)	(332,437)	4
5	Compensation and Benefits	(269,166)	15,954	-	(253,212)	5
6	Other	(153,473)	(32,670)	(11,054)	(197,197)	6
7	Subtotal	(1,079,747)	20,023	(11,370)	(1,071,094)	7
8	Deferred tax credits:					
9	Depreciation and Amortization	11,695,008	489,000	13,506	12,197,514	8
10	Hedging	14,827	(224)	(8,484)	6,119	9
11	Other	205,101	36,251	-	241,352	10
12	Subtotal	11,914,936	525,027	5,022	12,444,985	11
13						12
14						13
15						14
16						15
17						16
18						17
19						18
20						19
21	TOTALS	10,835,189	545,050	(6,348)	11,373,891	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	\$ (2,943)
UTU/Qualified pension plans	2,627
SFAS 133- Fuel hedges	(8,484)
Other	(43)
FIN 48	2,495
Total	<u>\$ (6,348)</u>

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

(Dollars in Thousands)

Give a brief description for all items, regardless of amount, included during the year in Accounts 555, Unusual or Infrequent Items; 560, Income or Loss From Operations or Discontinued Segments; 562, Gain or Loss on Disposal of Discontinued Segments; 570, Extraordinary Items; 590, Income Taxes on Extraordinary Items; 592, Cumulative Effect of Changes in Accounting Principles; 603, Appropriations Released; 606, Other Credits to Retained Earnings; 616, Other Debits to Retained Earnings; 620, Appropriations for Sinking and Other Funds; and 621, Appropriations for Other Purposes. If appropriations released reflect appropriations provided during the year, each account should not be reported.

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (c)	Line No.
1					1
2					2
3	616	Other Comprehensive Income - Fuel Hedging	13,592		3
4	616	Other Comprehensive Income - Interest Hedging	64		4
5	616	Other Comprehensive Income - BNSF Pension and Retiree Benefits	508		5
6	616	Other Comprehensive Income - Equity Method Investments	2,327		6
7	616	Intercompany Notes Receivable from Burlington Northern Santa Fe, LLC*	1,860,800		7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

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

501. GUARANTIES AND SURETYSHIPS

(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or association of any agreement or obligation, show the particulars of each contract of guarantee or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal Railroad Association of St Louis				1
2	BNSF Railway Company	Sinking Fund and Interest	7,014	Joint (Note 1)	2
3	CSX Transportation, Inc.	on Refunding and Improvement			3
4	Canadian National Railway Company	Mortgage Bonds Series C			4
5	Norfolk and Southern Railway Company	due 7/1/2019			5
6	Union Pacific Railroad Company				6
7					7
8					8
9	Kinder Morgan Energy Partners, L.P.		190,000	Sole (Note 2)	9
10	BNSF Railway Company				10
11					11
12	Intermotel Leasing, Inc.		9,267	Sole (Note 3)	12
13	BNSF Railway Company				13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31	Note 1: Terminal Railroad Association of St. Louis Mortgage Bonds are fully funded by TRRA through a Sinking fund established with a balance in the				31
32	amount of approximately \$20 million as of December 31, 2012. BNSF is jointly and severally liable with CSX, CN, NS, and UP for the Sinking Fund. This fund				32
33	covers future interest and principal payments through the remainder of the bonds' term.				33
34	Note 2: Santa Fe Pacific Pipelines, Inc (SFPP) , an indirect, wholly-owned subsidiary of BNSF Railway Company, has a guarantee in connection with its				34
35	remaining special limited partnership interest in SFPP, L.P. All obligations with respect to the guarantee will cease upon termination of ownership rights				35
36	which would occur upon a put notice issued by BNSF Railway Company or the exercise of the call rights by the general partners of SFPP, L.P.				36
37	Note 3: Intermotel Leasing, Inc. has a guarantee in connection with certain facility debt agreements. The obligation with respect to the guarantee will				37
38	terminate upon repayment of the outstanding debt and interest of the specified facility debt agreements.				38
39					39
40					40
41					41

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance docket number, title maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount of contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3		None			3
4					4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING AGREEMENTS

(Dollars in Thousands)

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing agreements. Footnote disclosure is required even the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings that are outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15% or more of liquid assets (current cash balances, restricted and unrestricted, plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed, along with stated and possible sanctions, whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

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

NOTES AND REMARKS

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510. SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT

(Dollars in Thousands)

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

I. Debt Outstanding at End of Year

Line No.	Account No. (a)	Title (b)	Source (c)	Balance Close of Year (d)
1	751	Loans and notes payable	Sch 200, Line 30	
2	764	Equipment obligations and other long-term debt due within one year	Sch 200, Line 39	202,788
3	765/767	Funded debt unmatured	Sch 200, Line 41	536,768
4	766	Equipment obligations	Sch 200, Line 42	122,211
5	766.5	Capitalized lease obligations	Sch 200, Line 43	842,709
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	(20,744)
9		Total debt	Sum of Lines 1 through 8	1,683,732
10		Debt directly related to road property	Note 1	380,685
11		Debt directly related to equipment	Note 1	1,123,791
12		Total debt related to road and equipment	Lines 10 and 11	1,504,476
13		Percent directly related to road	Line 10 /Line 12 Whole % + 2 decimals	25.30%
14		Percent directly related to equipment	Line 11 /Line 12 Whole % + 2 decimals	74.70%
15		Debt not directly related to road and equipment	Line 9 - Line 12	179,256
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	426,037
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	1,257,695

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	88,964
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	88,964
22		Interest directly related to road property debt	Note 4	24,299
23		Interest directly related to equipment debt	Note 4	71,380
24		Interest not directly related to road or equipment property debt	Line 21 - (Lines 22 + 23)	(6,715)
25		Interest on road property debt (Note 5)	Line 22 + (Line 24 x Line 13)	22,600
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	66,364
27		Embedded rate of debt capital - road property	Line 25 / Line 16	5.30%
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	5.28%

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.

Note 6: Line 24 includes capitalized interest.

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, LLC		Controlled	Services Rendered	11,016	(81,749)	1
2							2
3	Freightwise, Inc		Common			(963)	3
4							4
5	BNSF Insurance Co, Ltd		Common	Insurance Premiums	113,984	5,119	5
6				Claims Paid	115,518	see above	6
7							7
8	BNSF Logistics, LLC		Common	Services Rendered	74	109	8
9							9
10	BNSF Logistics International, Inc		Common	Services Rendered	34	14	10
11							11
12	Berkshire Hathaway Inc.		Controlled	Stock Option Exercises		(34,536)	12
13							13
14	Longview Switching Company		Direct	Services Rendered	83	(139)	14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

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Railroad Initials: BNSF

Year 2012

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%	22,690	4,539	202	3,232	2,432	5,590	38,685	1
2	1J	75%						5	5	2
3	1J	66.70%						17	17	3
4	1J	50%	499	121	146	51	80	234	1,131	4
5	1J	33.30%	2			1	6	34	43	5
6	1J	25%					1	54	55	6
7	1J	20%								7
8	1J	16.7%								8
9		Total 1J	501	121	146	52	87	344	1,251	9
10										10
11		Total 1 and 1J	23,191	4,660	348	3,284	2,519	5,934	39,936	11
12										12
13	2		4			10	3	5	22	13
14	3		27				3	34	64	14
15	4		26			5	1	72	104	15
16	5		9,266	332	26	114	677	161	10,576	16
17										17
57		Grand Total	32,514	4,992	374	3,413	3,203	6,206	50,702	57
58		Miles of electrified road or track included in the preceding grand total	NONE	NONE	NONE	NONE	NONE	NONE	NONE	58
700. CANADIAN MILEAGE OPERATED AT THE CLOSE OF YEAR (INCLUDED IN SCHEDULE 700 ABOVE)										
Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	22			8	2	12	44	1
2	1J	50%	5						5	2
3		Total 1 and 1J	27			8	2	12	49	3
4	2		4				1	5	10	4
5	5		80	2		5	9	5	101	5
57		Grand Total Canadian Miles	111	2		13	12	22	160	57

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

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

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

Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line No.	
			Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)		
1		Alabama	115					185	300	22		1
2		Arizona	595						595			2
3		Arkansas	198					854	1,052			3
4		British Columbia	27					11	38	14		4
5		California	1,150					970	2,120	16		5
6		Colorado	864					538	1,402	3		6
7		Idaho	117					1	118	33		7
8		Illinois	1,174				2	376	1,552	5		8
9		Iowa	631		27			42	700	2		9
10		Kansas	1,234					475	1,709	6		10
11		Kentucky					13	86	99			11
12		Louisiana	237					111	348			12
13		Manitoba		4				69	73			13
14		Minnesota	1,584					87	1,671	10		14
15		Mississippi	166					13	179			15
16		Missouri	1,545					166	1,711	62		16
17		Montana	1,936					78	2,014	737		17
18		Nebraska	1,557					94	1,651			18
19		Nevada						805	805			19
20		New Mexico	896					461	1,357	248		20
21		North Dakota	1,698					25	1,723	721		21
22		Oklahoma	1,037					372	1,409	189		22
23		Oregon	235					151	386	127		23
24		South Dakota	897					28	925			24
25		Tennessee	17					127	144			25
26		Texas	2,586				11	2,525	5,122	100		26
27		Utah						433	433			27
28		Washington	1,463					172	1,635	113		28
29		Wisconsin	267					6	273			29
30		Wyoming	965					5	970	5		30
31												31
32		Total Mileage (Single Track)	23,191	4	27	26	9,266	32,514	2,413			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 (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled" car is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines regardless of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote, giving the number and a brief description.. An "electric" unit includes all units which receive electric power from a third rail or overhead contact wire, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel or electric, e.g., gas turbine, steam. Show the type of unit, service, and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

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

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

9. Cross-checks

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

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

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

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

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Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		Locomotive Units												
									(HP)					
1		Diesel-freight units	5,219	302			64	3,104	2,353	5,457	23,428,872		1	
2		Diesel-passenger units											2	
3		Diesel-multiple purpose units	1,588				68	1,432	88	1,520	3,593,441		3	
4		Diesel-switching units											4	
5	*	TOTAL (lines 1 to 4) units	6,807	302			132	4,536	2,441	6,977	27,022,313		5	
6	*	Electric locomotives											6	
7	*	Other self-powered units											7	
8	*	TOTAL (lines 5, 6, and 7)	6,807	302			132	4,536	2,441	6,977	27,022,313		8	
9	*	Auxiliary units	62					62		62			9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	6,869	302			132	4,598	2,441	7,039	27,022,313		10	

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

Line No.	Cross Check	Type or design of units (a)	Before Jan 1, 1990 (b)	Between Jan 1, 1990 and Dec 31, 1994 (c)	Between Jan 1, 1995 and Dec 31, 1999 (d)	Between Jan 1, 2000 and Dec 31, 2004 (e)	Between Jan 1, 2005 and Dec 31, 2009 (f)	During Calendar Year						Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)	TOTAL (l)	
11	*	Diesel	1,458	609	1,533	995	1,646	207	227	302			6,977	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	1,458	609	1,533	995	1,646	207	227	302			6,977	14
15	*	Auxiliary units	62										62	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,520	609	1,533	995	1,646	207	227	302			7,039	16

Road Initials: BNSF Year 2012

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
17		Passenger-Train Cars Non-Self-Propelled Coaches (PA, PB, PBO)	91					1		90	90	12,943		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					1		90	90	12,943		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)	91					1		90	90	12,943		29
Company Service Cars														
30		Business cars (PV)	37							37	37			30
31		Board outfit cars (MWX)	57					1	56		56			31
32		Derrick & snow removal cars (MWU, MWV, MWW, MWK)	90						90		90			32
33		Dump and ballast cars (MWB, MWD)	1,564	162				7	1,557	162	1,719			33
34		Other maintenance and service equipment cars	2,947	75			35	95	2,866	96	2,962			34
35		TOTAL (Lines 30 to 34)	4,695	237			35	103	4,606	258	4,864			35

710. INVENTORY OF EQUIPMENT - Continued									
Instructions for reporting freight-train car data.									
1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.									
2. In Column (d) give the number of units purchased or built in company shops. In Column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.									
3. Units leased to others for a period of one year or more are reportable in Column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in Column (j). Units rented from others for a period less than one year should not be included in Column (j).									
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
FREIGHT TRAIN CARS									
36		Plain box cars - 40' (B1__, B2__)	10						36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5__, B6__ B7__, B8__)	4						37
38		Equipped box cars (All Code A, Except A_5_)	5,158		600				38
39		Plain gondola cars (All Codes G & J, J_1, J_2, J_3, J_4)	7,461		200			418	39
40		Equipped gondola cars (All Code E)	6,238					339	40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	33,520		851	250		449	41
42		Open top hopper cars - general service (All Code H)	6,750						42
43		Open top hopper cars - special service (J_O), and All Code K)	4,542		318			525	43
44		Refrigerator cars - mechanical (R_5__, R_6__, R_7__, R_8__, R_9_)	994						44
45		Refrigerator cars - nonmechanical (R_0__, R_1__, R_2_)	2,215						45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)	6,507		60				46
47		Flat cars - multilevel (All Code V)	1,306						47
48		Flat cars - general service (F10__, F20__, F30__)	116						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	2,978						49
50		Tank cars - under 22,000 gal. (T_0, T_1, T_2, T_3, T_4, T_5)	111						50
51		Tank cars - 22,000 gal. and over (T_6, T_7, T_8, T_9)	430						51
52		All other freight cars (A_5_, F_7_, All Code L & Q8__)	68						52
53		TOTAL (Lines 36 to 52)	78,408		2,029	250		1,731	53
54		Caboose (All Code M-930)	N/A	224					54
55		TOTAL (Lines 53 and 54)	78,408	224	2,029	250		1,731	55

710. INVENTORY OF EQUIPMENT - Continued

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

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.	
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)		
					Time-mileage cars (k)	All Others (l)				
36			10			10		606		36
37			4			4		271		37
38		213	3,837	1,708		5,545		514,527		38
39			2,134	5,945		8,079		941,486		39
40		1,341	3,819	1,417		5,236		517,029		40
41		2,349	16,059	16,662		32,721		3,566,403		41
42		1,305	5,235	210		5,445		529,563		42
43			1,642	3,743		5,385		609,099		43
44			9	985		994		88,273		44
45		98	2,117			2,117		172,400		45
46		524	1,541	4,502		6,043		1,465,470		46
47		605	701			701		34,921		47
48		4	112			112		8,448		48
49		257	1,636	1,085		2,721		254,017		49
50			111			111		8,608		50
51			242	188		430		41,200		51
52			68			68		5,061		52
53		6,696	39,277	36,445		75,722		8,757,382		53
54		5	219			N/A	219	N/A		54
55		6,701	39,496	36,445		75,722	219	8,757,382		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.)							
57		Non-self-propelled vessels (car floats, lighters, etc.)							
58		TOTAL (Lines 56 and 57)							
		HIGHWAY REVENUE EQUIPMENT							
59		Chassis (Z1_, Z67_, Z68_, Z_69_)		4,431					59
60		Dry van (U2_, Z_, Z6_, I-6)		1,704					60
61		Flat bed (U3_, Z3_)							61
62		Open bed (U4_, Z4_)							62
63		Mechanical refrigerator (U5_, Z5_)							63
64		Bulk hopper (U0_, Z0_)							64
65		Insulated (U7_, Z7_)							65
66		Tank (Z0_, U6_) (See note)							66
67		Other trailer and container (Special equipped dry van U9_, Z8_, Z9_)							67
68		Tractor							68
69		Truck							69
70		TOTAL (Lines 59 to 69)		6,135					70
NOTES AND REMARKS									
Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank, otherwise it is a bulk hopper.									

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	
					Per diem (k)	All Others (l)			
									56
									57
									58
59		3,473	958			958	62,270		59
60		929	775			775	52,080		60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		4,402	1,733			1,733	114,350		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	302	63,390	\$ 640,317	P	1
2	Freight-Train Cars					2
3	Covered Hoppers	851	26,443	74,840		3
4	Flat Cars - TOFC/COFC	60	3,800	12,513	P	4
5	Equipped Boxcars	600	23,940	65,730	P	5
6	Plain Gondolas	200	7,790	16,755		8
7	Open Top Hoppers - Special	318	9,731	34,662	P	9
8	Work Equipment Cars				P	10
9	Dump and Ballast Cars	162	5,508	23,519	P	11
10	Other MOW	75	2,910	5,048	P	12
11						13
12						14
13						
14						
15						15
16						16
17						17
18						18
19	TOTAL	2,568	143,512	\$ 873,384		19

REBUILT UNITS

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						33
34						34
35						35
36						36
37						37
38						38
39						39
40	TOTAL					40
41	GRAND TOTAL (NEW AND REBUILT)	2,568	143,512	\$ 873,384	N/A	41

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

1. For purposes of these schedules, the track categories are defined as follows:
 Track category 1
 A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)
 B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers)
 C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers)
 D - Freight density of less than 1 million gross ton miles per track mile per year(include passing tracks, turnouts and crossovers)
 E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate).
 F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F.
 Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act.
2. This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track Category	Mileage of tracks at end of period (whole numbers)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places)	Average running speed limit (use two decimal places)	Track miles under slow orders at end of period	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	A	20,676	55.52	58.26	1,183.2	1
2	B	6,872	10.97	45.72	663.8	2
3	C	2,209	2.52	33.65	281.1	3
4	D	1,798	0.28	27.40	429.1	4
5	E	8,571	n/a	n/a		5
6	TOTAL	40,126	38.96	49.04	2,557.2	6
7	F	11,169	n/a	n/a		7
8	Potential abandonments					8

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

721. TIES LAID IN REPLACEMENT

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

Line No.	Track Category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Cross ties switch and bridge ties % of spot maintenance (k)	Line No.
		New Ties			Second-hand Ties							
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
1	A	2,705,263		114,831				2,820,094	3,185,935		1	
2	B	556,593		2,171				558,764	846,506		2	
3	C	152,836						152,836	187,774		3	
4	D	5,748						5,748	13,837		4	
5	E	115,506						115,506	2,545,468		5	
6	TOTAL	3,535,946		117,002				3,652,948	6,779,520		6	
7	F										7	
8	Potential abandonments										8	
9	Average cost per cross tie	\$ 52.19	and switch tie (MBM)	\$ 1,485.73								

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

(Dollars in Thousands)

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

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

U - Wooden ties, untreated when applied.

T - Wooden ties, treated before application.

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

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

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

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

Line No.	Class of ties (a)	Cross Ties			Switch and Bridge Ties			Remarks (h)	Line No.	
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of cross ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)			
1	T	31,945	62.68	2,002	212,120	2.64	560	New	1	
2	S	99,790	79.59	7,942				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	131,735		9,944	212,120		560		20	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							49.65		21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							12.41		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	1,241.16	0.87	249.49	0.18	1,490.65	1.05	1	
2	B	185.10	0.13	37.21	0.03	222.31	0.16	2	
3	C	59.90	0.04	12.04	0.01	71.94	0.05	3	
4	D	8.47	0.01	1.70	-	10.17	0.01	4	
5	E	45.28	0.02	9.10		54.38	0.02	5	
6	TOTAL	1,539.91	1.07	309.54	0.22	1,849.45	1.29	6	
7	F							7	
8	Potential Abandonments							8	
9	Average cost of new and relay rail laid in replacement per gross ton		\$988.31	New	\$1,019.40	Relay	\$806.70	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	136	6,038	5,985	0.99	136	190	193	1.01	1	
2	1	141	5,188	6,064	1.17	141	368	430	1.17	2	
3										3	
4	4	136	842	794	0.94	132	1,127	1,075	0.95	4	
5	4					136	1,263	1,202	0.95	5	
6										6	
7										7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	12,068	12,843	1.06	N/A	2,948	2,900	0.98	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.								49.65	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.								12.41	35	
36	Track-miles of welded rail installed on system this year				62.05	Total to date				2,963.97	36

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by respondent at the close of the year. Only the respondent's proportion of jointly owned mileage should be included. Under "Weight of rail," the various weights of rail should be given. Road and track occupied under trackage rights or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all track) (c)	Remarks (d)	Line No.
1	52				1
2	56				2
3	60				3
4	65				4
5	66	1			5
6	67				6
7	68				7
8	70	8			8
9	72	4			9
10	75	41	11		10
11	76				11
12	77	16			12
13	80	13			13
14	85	193	5		14
15	90	884	7		15
16	100	142			16
17	105				17
18	110	206	19		18
19	112	1,818	39		19
20	115	3,036	19		20
21	119	470			21
22	128		1		22
23	129	255			23
24	130	2			24
25	131	847	1		25
26	132	5,596			26
27	133	18			27
28	136	11,019			28
29	140	11			29
30	141	3,425			30
31	155	2			31
32	Unknown	249			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	28,256	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				Rail		Ballast	Track Surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent Replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)						
1	A	2,820,094	3,185,935	4.29%	N/A	1,491.70	3.61%	1,208,383	17,904	86.59%	1
2	B	558,764	846,506	2.56%	N/A	222.47	1.62%	42,052	623	9.07%	2
3	C	152,836	187,774	2.18%	N/A	71.99	1.63%	7,449	110	4.98%	3
4	D	5,748	13,837	0.10%	N/A	10.18	0.28%	1,844	27	1.50%	4
5	E	115,506	2,545,468	0.42%	N/A	54.40	0.32%	15,640	232	2.71%	5
6	TOTAL	3,652,948	6,779,520	2.86%	N/A	1,850.74	2.31%	1,275,368	18,896	47.09%	6
7	F				N/A						7
8	Potential abandonments				N/A						8

750. CONSUMPTION OF DIESEL FUEL

(Dollars in Thousands)

LOCOMOTIVES			
Line No.	Kind of locomotive service (a)	Diesel oil (gallons) (b)	Line No.
1	Freight	1,287,318,157	1
2	Passenger		2
3	Yard Switching	47,169,441	3
4	TOTAL	1,334,487,598	4
5	COST OF FUEL \$(000)*	\$ 4,270,362	5
6	Work Train	929,954	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)	32,514		1
2		2 Train Miles - Running (B)			2
		2-01 Unit Trains	56,407,521	XXXXXX	
3		2-02 Way Trains	5,810,660	XXXXXX	3
4		2-03 Through Trains	100,493,655		4
5		2-04 TOTAL TRAIN MILES (Lines 2-4)	162,711,836		5
6		2-05 Motorcars (C)			6
7		2-07 TOTAL ALL TRAINS (Lines 5 and 6)	162,711,836		7
		3 Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	182,285,198	XXXXXX	8
9		3-02 Way Trains	12,622,098	XXXXXX	9
10		3-03 Through Trains	315,236,001		10
11		3-04 TOTAL (Lines 8-10)	510,143,297		11
12		3-11 Train Switching (F)	4,305,250	XXXXXX	12
13		3-21 Yard Switching (G)	14,387,234		13
14		3-31 TOTAL ALL SERVICES (Lines 11-13)	528,835,781		14
		4 Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot		XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	8,447	XXXXXX	16
17		4-012 Box-Equipped	150,688	XXXXXX	17
18		4-013 Gondola-Plain	307,966	XXXXXX	18
19		4-014 Gondola-Equipped	81,931	XXXXXX	19
20		4-015 Hopper-Covered	687,772	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	48,910	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	121,459	XXXXXX	22
23		4-018 Refrigerator-Mechanical	20,006	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	31,052	XXXXXX	24
25		4-020 Flat-TOFC/COFC	630,772	XXXXXX	25
26		4-021 Flat-Multi-Level	51,958	XXXXXX	26
27		4-022 Flat-General Service	310	XXXXXX	27
28		4-023 Flat-All Other	77,474	XXXXXX	28
29		4-024 All Other Car Types-Total	19,761	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,238,506	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - (Continued)					
Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		4-11 RR Owned and Leased Cars - Empty			
31		4-110 Box-Plain 40-Foot		XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	7,029	XXXXXX	32
33		4-112 Box-Equipped	115,476	XXXXXX	33
34		4-113 Gondola-Plain	251,666	XXXXXX	34
35		4-114 Gondola-Equipped	77,424	XXXXXX	35
36		4-115 Hopper-Covered	686,422	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	65,463	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	143,099	XXXXXX	38
39		4-118 Refrigerator-Mechanical	11,991	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	24,063	XXXXXX	40
41		4-120 Flat-TOFC/COFC	66,274	XXXXXX	41
42		4-121 Flat-Multi-Level	16,953	XXXXXX	42
43		4-122 Flat-General Service	907	XXXXXX	43
44		4-123 Flat-All Other	74,829	XXXXXX	44
45		4-124 All Other Car Types-Total	25,619	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,567,215	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)			
47		4-130 Box-Plain 40-Foot		XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	7,676	XXXXXX	48
49		4-132 Box-Equipped	27,223	XXXXXX	49
50		4-133 Gondola-Plain	1,070,874	XXXXXX	50
51		4-134 Gondola-Equipped	23,225	XXXXXX	51
52		4-135 Hopper-Covered	427,511	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	69,454	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	646,088	XXXXXX	54
55		4-138 Refrigerator-Mechanical	4,328	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	731	XXXXXX	56
57		4-140 Flat-TOFC/COFC	893,976	XXXXXX	57
58		4-141 Flat-Multi-Level	227,774	XXXXXX	58
59		4-142 Flat-General Service	101	XXXXXX	59
60		4-143 Flat-All Other	71,296	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	158,989	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	593,703	XXXXXX	62
63		4-146 All Other Car Types-Total	2,452	XXXXXX	63
64		4-147 TOTAL (Lines 47-63)	4,225,401	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	4,275	XXXXXX	66
67		4-152 Box-Equipped	11,209	XXXXXX	67
68		4-153 Gondola-Plain	1,086,730	XXXXXX	68
69		4-154 Gondola-Equipped	23,637	XXXXXX	69
70		4-155 Hopper-Covered	442,149	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	71,154	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	656,611	XXXXXX	72
73		4-158 Refrigerator-Mechanical	4,115	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	689	XXXXXX	74
75		4-160 Flat-TOFC/COFC	95,723	XXXXXX	75
76		4-161 Flat-Multi-Level	66,304	XXXXXX	76
77		4-162 Flat-General Service	184	XXXXXX	77
78		4-163 Flat-All Other	72,128	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	164,322	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	630,900	XXXXXX	80
81		4-166 All Other Car Types-Total	8,509	XXXXXX	81
82		4-167 TOTAL (Lines 65-81)	3,338,639	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	72,834	XXXXXX	83
84		4-18 No Payment Car-Miles (l) <1>		XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)			
85		4-191 Unit Trains	6,217,701	XXXXXX	85
86		4-192 Way Trains	176,039	XXXXXX	86
87		4-193 Through Trains	5,048,855	XXXXXX	87
88		4-194 TOTAL (Lines 85-87)	11,442,595	XXXXXX	88
89		4-20 Caboose Miles	72	XXXXXX	89

<1> Total number of loaded miles __18,576__ and empty miles __3,482__ by roadrailer reported above in lines 29 and 45 respectively, rather than line 84.

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

755. RAILROAD OPERATING STATISTICS - (Concluded)					
Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		6 Gross Ton-Miles (thousands) (K)			
98		6-01 Road Locomotives	104,736,846		98
		6-02 Freight Trains, Crs., Cnts, & Caboose			
99		6-020 Unit Trains	541,372,595	XXXXXX	99
100		6-021 Way Trains	11,688,402	XXXXXX	100
101		6-022 Through Trains	558,617,758	XXXXXX	101
102		6-03 Passenger Trains, Crs, & Cnts.			102
103		6-04 Non-Revenue	12,953,689	XXXXXX	103
104		6-05 TOTAL (Lines 98 - 103)	1,229,369,290		104
		7 Tons of Freight (thousands)			
105		7-01 Revenue	584,556	XXXXXX	105
106		7-02 Non-Revenue	11,512	XXXXXX	106
107		7-03 TOTAL (Lines 105 and 106)	596,068	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue - Road Service	658,307,375	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (Lines 108 and 109)	658,307,375	XXXXXX	110
111		8-04 Non-Revenue - Road Service	6,296,265	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (Lines 111 and 112)	6,296,265	XXXXXX	113
114		8-07 TOTAL - REVENUE & NON-REVENUE (Lines 110 and 113)	664,603,640	XXXXXX	114
		9 Train Hours (M)			
115		9-01 Road Service	8,249,077	XXXXXX	115
116		9-0 Train Switching	275,764	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	2,397,872	XXXXXX	117
		11 Train-Miles Work Trains (O)			
118		11-01 Locomotives	2,222,669	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12 Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	4,097,069	XXXXXX	120
121		12-02 Way Trains	2,548,961	XXXXXX	121
122		12-03 Through Trains	6,110,690	XXXXXX	122
123		13 TOFC/COFC- No. of Revenue Trailers & Containers Loaded and Unloaded (Q)	7,310,764	XXXXXX	123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded & Unloaded (Q)	1,871,679	XXXXXX	124
125		15 TOFC/COFC - No. of Revenue Trailers Picked Up & Delivered (R)	195,266	XXXXXX	125
		16 Revenue-Tons Marine Terminal (S)			
126		16-01 Marine Terminals - Coal		XXXXXX	126
127		16-02 Marine Terminals - Ore	8,721,128	XXXXXX	127
128		16-03 Marine Terminals - Other		XXXXXX	128
129		16-04 TOTAL (Lines 126 - 128)	8,721,128	XXXXXX	129
		17 Number of Foreign Per-Diem Cars on Line (T)			
130		17-01 Serviceable	12,010	XXXXXX	130
131		17-02 Unserviceable	103	XXXXXX	131
132		17-03 Surplus	617	XXXXXX	132
133		17-04 TOTAL (Lines 130 - 132)	12,730	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	5.29	XXXXXX	134

VERIFICATION

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

OATH

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

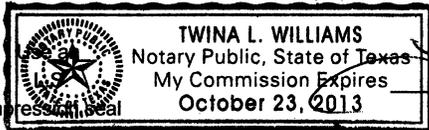
State of Texas
County of Tarrant

Jon I. Stevens makes oath and states that he is AVP and Assistant Controller of BNSF Railway Company; that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 2012 to and including December 31, 2012.

[Handwritten Signature]
(Signature of affiant)

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

My commission expires October 23, 2013



[Handwritten Signature]
(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, 2012, to and including December 31, 2012.

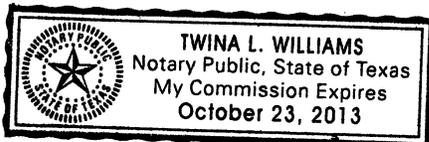
[Handwritten Signature]
(Signature of affiant)

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

My commission expires October 23, 2013

Use an
L.S.
impression seal

[Handwritten Signature]
(Signature of officer authorized to administer oaths)



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