

BNSF Railway Company  
Leased Lines and Wholly-Owned Subsidiaries

**Class I Railroad Annual Report**  
To the Surface Transportation Board  
For the Year Ending December 31, 2013



ACAA-R1

BNSF Railway Company • 2650 Lou Menk Drive • Fort Worth, Texas 76131



## 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, 395 E Street, S.W. Suite 1100, 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.

For Index, See Back of Form

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# ANNUAL REPORT

OF

BNSF RAILWAY COMPANY

TO THE

## SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2013

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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) Vice President & 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.

**Supplemental Information about the Annual Report (R-1)**

The following information is provided in Compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §§ 3501-3519 (PRA):

This information collection is mandatory pursuant to 49 U.S.C. § 11145. The estimated hour burden for filing this report is estimated at no more 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 its 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); developing the Uniform Rail Costing System (URCS); conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and conducting investigations and rulemakings. 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. In addition, some of this information is posted on the Board's website, where it may remain indefinitely. All information collected through this report is available to the public. Under the PRA, a federal agency may not conduct or sponsor, and a person is not required to respond to, nor shall a person be subject to a penalty for failure to comply with, a collection of information unless it displays a currently valid OMB control number. Comments and questions about this collection (2140-0009) should be directed to Paperwork Reduction Officer, Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001.

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.

A copy of BNSF Railway Company SEC Form 10-K is attached.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common \$1.00 per share; first preferred, \$ N/A per share; second preferred, \$ N/A per share; debenture stock, \$ N/A per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote.  Yes  No
3. Are voting rights proportional to holdings?  Yes  No. If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock?  Yes  No. If yes, name in a footnote each security, other than stock, to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, indicating whether voting rights are actual or contingent and, if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method?  Yes  No. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing.  
Stock books not closed and not required to be closed.
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year. 1,000 votes, as of December 31, 2013
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
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29							29

## 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.  
The Burlington Northern and Santa Fe Railway Company de Mexico, S.A. de C.V.  
BNSF Equipment Acquisition Co. LLC  
BNSF Manitoba, Inc.  
BNSF Properties, LLC  
BNSF Spectrum, Inc.  
BNSF Railway International Services, Inc.  
Los Angeles Junction Railway Company  
Midwest/Northwest Properties, Inc.  
Pine Canyon Land Company  
San Jacinto Rail, Ltd  
Santa Fe Pacific Insurance Company  
SFP Pipeline Holdings, Inc.  
Santa Fe Pacific Pipelines, Inc.  
Santa Fe Pacific Railroad Company  
Slover Development Company LLC  
Star Lake Railroad Company  
Western Fruit Express 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.
			<b>Current Assets</b>			
1		701	Cash	531,956	350,126	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	59,339	45,608	5
6		706	- Customers	896,566	828,975	6
7		707	- Other	136,900	146,872	7
8		709, 708	- Accrued accounts receivables	162,738	143,758	8
9		708.5	- Receivables from affiliated companies	63,469	31,905	9
10		709.5	- Less: Allowance for uncollectible accounts	(53,240)	(47,676)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	534,352	520,661	11
12		712	Materials and supplies	835,245	800,017	12
13		713	Other current assets	189,187	92,436	13
14			<b>TOTAL CURRENT ASSETS</b>	<b>3,356,512</b>	<b>2,912,682</b>	14
			<b>Other Assets</b>			
15		715, 716, 717	Special funds	1,505	1,809	15
16		721, 721.5	Investments and advances affiliated companies (Sch. 310 and 310A)	466,113	446,964	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)	338,868	273,038	19
20		739, 741	Other assets	4,295,686	4,326,763	20
21		743	Other deferred debits	1,608,570	1,192,319	21
22		744	Accumulated deferred income tax debits		-	22
23			<b>TOTAL OTHER ASSETS</b>	<b>6,710,742</b>	<b>6,240,893</b>	23
			<b>Road and Equipment</b>			
24		731, 732	Road (Sch. 330) L-30 Col h & b	42,527,283	40,722,156	24
25		731, 732	Equipment (Sch 330) L-39 Col h & b	10,847,906	9,925,110	25
26		731, 732	Unallocated items	975,500	975,220	26
27		733, 735	Accumulated depreciation and amortization (Sch. 335, 342, 351)	(11,673,140)	(10,921,707)	27
28			Net Road and Equipment	42,677,549	40,700,779	28
29			<b>TOTAL ASSETS</b>	<b>52,744,803</b>	<b>49,854,354</b>	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	12,396	25,847	31
32		753	Audited accounts and wages	265,314	232,957	32
33		754	Other accounts payable	290,143	254,842	33
34		755, 756	Interest and dividends payable	24,881	24,725	34
35		757	Payables to affiliated companies	152,727	144,050	35
36		759	Accrued accounts payable	1,827,651	1,612,439	36
37		760, 761, 761.5				37
		762	Taxes accrued	346,322	575,631	
38		763	Other current liabilities	212,108	156,980	38
39		764	Equipment obligations and other long-term debt due within one year	144,925	202,788	39
40			TOTAL CURRENT LIABILITIES	3,276,467	3,230,259	40
			Non-Current Liabilities			
41		765, 767	Funded debt unmatured	538,676	545,266	41
42		766	Equipment obligations	98,221	124,872	42
43		766.5	Capitalized lease obligations	765,212	861,674	43
44		768	Debt in default			44
45		769	Accounts payable: affiliated companies			45
46		770.1, 770.2	Unamortized debt premium	(14,671)	(15,558)	46
47		781	Interest in default			47
48		783	Deferred revenues - transfers from govt. authorities			48
49		786	Accumulated deferred income tax credits	13,729,098	12,904,443	49
50		771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	3,104,184	3,666,885	50
51			TOTAL NON-CURRENT LIABILITIES	18,220,720	18,087,582	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	15,478,597	15,478,597	56
			Retained earnings:			
57		797	Appropriated			57
58		798	Unappropriated	15,769,018	13,057,915	58
59		798.1	Net unrealized loss on noncurrent marketable equity securities			59
60		798.5	Less treasury stock			60
61			Net stockholders equity	31,247,616	28,536,513	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	52,744,803	49,854,354	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

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(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

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(c) Is any part of the pension plan funded? Specify.      Yes    X            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

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(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

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

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

If yes, who determines how stock is voted?

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610).  
Yes X    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 12/31/13, 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 2013.

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 / 13 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, Industrial Products, Coal and Agricultural Products, derived from manufacturing, agricultural and natural resource industries, which constituted 33 percent, 27 percent, 23 percent and 17 percent, respectively, of total freight revenues for the year ended December 31, 2013.

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 (Merger) of a Berkshire wholly-owned merger subsidiary and Burlington Northern Santa Fe Corporation with the surviving entity renamed Burlington Northern Santa Fe, LLC. Berkshire's cost of acquiring BNSF was pushed-down to establish a new accounting basis for BNSF beginning as of February 13, 2010.

The Merger was accounted for using the acquisition method under Accounting Standards Codification (ASC) Topic 805, *Business Combinations*. However, pursuant to Surface Transportation Board Docket No. FD 35506 effective August 24, 2013, this annual R-1 report reflects the phase-in of purchase accounting adjustments. As a result, certain beginning balances will not agree to the prior year's ending balances.

**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 medical benefits, including prescription drug coverage, during retirement. The postretirement medical and prescription drug benefit is contributory and provides benefits to retirees, and their covered dependents. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. In addition, a 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.

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

## NOTES TO FINANCIAL STATEMENTS

Components of the net cost for certain employee benefit plans were as follows (in millions):

	Pension Benefits		
	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Service cost	\$ 47	\$ 39	\$ 32
Interest cost	89	100	102
Expected return on plan assets	(124)	(118)	(120)
Amortization of net loss	57	54	33
Settlements	(1)	—	1
Net cost recognized	\$ 68	\$ 75	\$ 48

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Service cost	\$ 1	\$ 1	\$ 1
Interest cost	12	13	14
Amortization of prior service credits	(1)	—	(2)
Amortization of net loss	5	2	1
Net cost recognized	\$ 17	\$ 16	\$ 14

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	
	December 31, 2013	December 31, 2012
Projected benefit obligation at beginning of period	\$ 2,517	\$ 2,324
Service cost	47	39
Interest cost	89	100
Actuarial (gain) loss	(234)	212
Plan amendment	(7)	—
Benefits paid	(176)	(141)
Administrative expenses	(1)	(1)
Settlements	(15)	(16)
Projected benefit obligation at end of period	2,220	2,517
Component representing future salary increases	(106)	(130)
Accumulated benefit obligation at end of period	\$ 2,114	\$ 2,387

Change in Benefit Obligation	Retiree Health and Welfare Benefits	
	December 31, 2013	December 31, 2012
Projected benefit obligation at beginning of period	\$ 314	\$ 293
Service cost	1	1
Interest cost	12	13
Plan participants' contributions	3	5
Actuarial (gain) loss	(29)	31
Plan amendment	—	(5)
Prior service credits	(7)	—
Medicare subsidy	—	2
Benefits paid	(22)	(26)
Projected benefit obligation at end of period	272	314

BNSF's pension plans had plan assets in excess of accumulated and projected benefit obligations at December 31, 2013 and accumulated and projected benefit obligations in excess of plan assets at December 31, 2012.

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

## NOTES TO FINANCIAL STATEMENTS

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

Change in Plan Assets	Pension Benefits	
	December 31, 2013	December 31, 2012
Fair value of plan assets at beginning of period	\$ 2,014	\$ 1,817
Actual return on plan assets	625	302
Employer contributions <sup>a</sup>	43	53
Benefits paid	(176)	(141)
Administrative expenses	(1)	(1)
Settlements	(15)	(16)
Fair value of plan assets at measurement date	\$ 2,490	\$ 2,014

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	
	December 31, 2013	December 31, 2012
Fair value of plan assets at beginning of period	\$ -	\$ -
Employer contributions <sup>a</sup>	19	21
Plan participants' contributions	3	5
Benefits paid	(22)	(26)
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):

	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Funded status (plan assets less projected benefit obligations)	\$ 270	\$ (503)	\$ (272)	\$ (314)

Of the combined pension and retiree health and welfare benefits liability of \$2 million and \$817 million recognized as of December 31, 2013 and 2012, respectively, \$30 million and \$31 million was included in other current liabilities as of December 31, 2013 and 2012, respectively.

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

Change in AOCI	Pension Benefits		
	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Beginning balance	\$ 917	\$ 1,138	\$ 862
Amortization of actuarial loss	(57)	(54)	(33)
Plan amendment	(7)	-	-
Actuarial (gain) loss	(734)	29	310
Settlements	1	-	(1)
Ending balance	\$ 120	\$ 1,113	\$ 1,138

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

## NOTES TO FINANCIAL STATEMENTS

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>Change in AOCI</b>			
Beginning balance	\$ 76	\$ 58	\$ 41
Amortization of actuarial loss	(5)	(2)	(1)
Amortization of prior service credits	1	–	2
Plan amendment	–	(5)	–
Prior service credits	(7)	–	–
Actuarial (gain) loss	(29)	31	16
Ending balance	\$ 36	\$ 82	\$ 58

Pre-tax amounts currently recognized in AOCI consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	2013	2012	2013	2012
Net actuarial (gain) loss	\$ 127	\$ 1,114	\$ 48	\$ 87
Plan amendment	(7)	–	(5)	(5)
Prior service costs	–	–	(7)	–
Settlements	–	(1)	–	–
Pre-tax amount recognized in AOCI at December 31,	120	1,113	36	82
After-tax amount recognized in AOCI at December 31,	\$ 74	\$ 686	\$ 22	\$ 51

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

Assumptions Used to Determine Net Cost	Pension Benefits		
	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Discount rate	3.75 %	4.50 %	5.25 %
Expected long-term rate of return on plan assets	6.75 %	6.75 %	7.50 %
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, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Discount rate	3.75 %	4.50 %	5.25 %
Rate of compensation increase	3.80 %	3.80 %	3.80 %

Assumptions Used to Determine Benefit Obligations	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2013	December 31, 2012	December 31, 2013	December 31, 2012
Discount rate	4.50 %	3.75 %	4.50 %	3.75 %
Rate of compensation increase	3.80 %	3.80 %	3.80 %	3.80 %

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

## NOTES TO FINANCIAL STATEMENTS

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 2014 calculation of net benefit cost increased to 4.50 percent for both pension and retiree health and welfare benefits, which reflects market conditions at the December 31, 2013, 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 2013 and will be 6.75 percent for 2014. 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:

<b>Sensitivity Analysis</b>		
<b>Hypothetical Discount Rate Change</b>	<b>Change in Net Benefit Cost</b>	
	<b>Pension</b>	<b>Retiree Health and Welfare</b>
50 basis point decrease	Less than \$1 million decrease	\$1 million increase
50 basis point increase	Less than \$1 million increase	\$1 million decrease
<b>Hypothetical Rate of Return on Plan Assets Change</b>		
	<b>Pension</b>	
50 basis point decrease	\$10 million increase	
50 basis point increase	\$10 million decrease	

The following table presents assumed health care cost trend rates:

	<b>Year Ended December 31, 2013</b>	Year Ended December 31, 2012	Year Ended December 31, 2011
Assumed health care cost trend rate for next year (participants under 65)	<b>8.20 %</b>	8.40 %	8.70 %
Assumed health care cost trend rate for next year (participants over 65) <sup>a</sup>	<b>3.00 %</b>	3.00 %	8.70 %
Rate to which health care cost trend rate is expected to decline and remain <sup>b</sup>	<b>4.50 %</b>	4.50 %	4.50 %
Year that the rate reaches the ultimate trend rate <sup>b</sup>	<b>2028</b>	2028	2028

a 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 expenses.

b For the years ended December 31, 2013 and 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):

	<b>One Percentage- Point Increase</b>	<b>One Percentage- Point Decrease</b>
Effect on total service and interest cost	\$ 1	\$ (1)
Effect on postretirement benefit obligation	\$ 19	\$ (16)

## 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, 2013, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2013	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
U.S. equity securities <sup>a</sup>	\$ 2,240	\$ 2,240	\$ -	\$ -
Corporate debt securities	16	-	16	-
Registered investment companies	60	60	-	-
U.S. government debt securities	10	-	10	-
Real estate	-	-	-	-
Collateralized obligations and mortgage backed securities (MBS)	2	-	2	-
Cash and cash equivalents	162	-	162	-
Total <sup>b</sup>	\$ 2,490	\$ 2,300	\$ 190	\$ -

a As of December 31, 2013, four U.S. equity securities each exceeded 10 percent of total plan assets. These investments represent approximately 62 percent of total plan assets.

b Excludes less than \$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, 2013 (in millions):

Level 3 Inputs	Total	Real Estate
Balance as of December 31, 2012	\$ 32	\$ 32
Purchases, sales and settlements	(32)	(32)
Balance as of December 31, 2013	\$ -	\$ -

## 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, 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 <sup>a</sup>	\$ 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 <sup>b</sup>	\$ 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 represented approximately 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

The Company is not required to make contributions to the BNSF Retirement Plan in 2014. The Company is required to make contributions of \$7 million to its other funded pension plans. The Company expects to make benefit payments in 2014 of \$9 million from its unfunded non-qualified pension plan.

The following table shows expected benefit payments from its defined benefit pension plans and expected claim payments 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 <sup>a</sup>	Expected Retiree Health and Welfare Payments
2014	\$ 166	\$ 22
2015	156	22
2016	156	21
2017	156	21
2018	153	20
2019-2023	719	92

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.

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

## NOTES TO FINANCIAL STATEMENTS

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 matched 50 percent of the first six percent of non-union employees' contributions and matched 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 also 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 \$34 million, \$32 million and \$31 million during the years ended December 31, 2013, 2012 and 2011, respectively.

Effective January 1, 2014, BNSF Railway will increase its match of the first six percent of non-union employees' contributions from 50 percent to 75 percent. The increased match replaces the discretionary matching contribution of up to 30 percent discussed above.

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 \$65 million, \$71 million and \$73 million during the years ended December 31, 2013, 2012 and 2011, respectively. The average number of employees covered under these plans were 37 thousand, 36 thousand and 35 thousand during the years ended December 31, 2013, 2012 and 2011, 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, 2013, are summarized as follows (in millions):

December 31,	<u>Capital Leases</u>	<u>Operating Leases</u> <sup>a</sup>
2014	\$ 146	\$ 568
2015	113	535
2016	201	521
2017	76	463
2018	73	409
Thereafter	500	2,099
Total	1,109	\$ 4,595
Less amount representing interest	(255)	
Present value of minimum lease payments	<u>\$ 854</u>	

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

Lease rental expense for all operating leases, excluding per diem leases, was \$591 million, \$627 million and \$590 million for the years ended December 31, 2013, 2012 and 2011, 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.

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

## NOTES TO FINANCIAL STATEMENTS

Guarantees

As of December 31, 2013, 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, 2013, were as follows (dollars in millions):

	Guarantees					Capitalized Obligations
	BNSF Railway Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount <sup>a</sup>	Remaining Term (in years)	
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ -	Termination of Ownership	\$ 0.5 <sup>b</sup>
Chevron Phillips Chemical Company, LP	-	N/A <sup>d</sup>	N/A <sup>d</sup>	N/A <sup>d</sup>	4	\$ 6 <sup>c</sup>

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

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

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

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

*Kinder Morgan Energy Partners, L.P.*

Santa Fe Pacific Pipelines, Inc., an indirect, wholly-owned subsidiary of BNSF Railway, has a guarantee in connection with its remaining special limited partnership interest in Santa Fe Pacific Pipeline 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 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.

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 reflect unique circumstances, particularly agreements that contain guarantees that indemnify for another party's acts are disclosed separately if appropriate. Unless separately disclosed above, no fair value liability related to indemnities has been recorded in the Consolidated Financial Statements.

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

## NOTES TO FINANCIAL STATEMENTS

Variable Interest Entities – Leases

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$4 billion as of December 31, 2013. The future minimum lease payments are included in future operating lease payments disclosed in the lease commitments table within Note 3.

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.

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.

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

## NOTES TO FINANCIAL STATEMENTS

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 2013, 2012 and 2011, 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 2013 and 2011, management determined that the liability remained appropriate and no change was recorded. In 2012, management recorded a decrease in expense of \$15 million due primarily to favorable settlements. The Company plans to update its study again in the third quarter of 2014.

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):

	<b>Year Ended December 31, 2013</b>	Year Ended December 31, 2012	Year Ended December 31, 2011
Beginning balance	\$ 448	\$ 518	\$ 548
Accruals	22	61	82
Payments	(96)	(136)	(112)
Ending balance	<b>\$ 374</b>	\$ 443	\$ 518

At December 31, 2013 and 2012, \$85 million and \$105 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. A significant amount of the Company's personal injury claims are self-insured.

**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 \$327 million to \$442 million. However, BNSF Railway believes that the \$374 million recorded at December 31, 2013, 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 and 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, 2013, 2012 and 2011, BNSF IC wrote insurance coverage with premiums totaling \$96 million, \$114 million and \$118 million, respectively, for BNSF Railway, net of reimbursements from third parties. During this same time, BNSF Railway recognized \$98 million, \$112 million and \$115 million, respectively, in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. At December 31, 2013, unamortized premiums remaining on the Consolidated Balance Sheet were \$7 million. During the years ended December 31, 2013, 2012 and 2011, BNSF IC made claim payments totaling \$127 million, \$116 million and \$56 million, respectively, for settlement of covered claims. At December 31, 2013 and 2012, claims receivables from BNSF IC were \$35 million and \$5 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 244 sites, including 16 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

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.

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

### NOTES TO FINANCIAL STATEMENTS

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 both December 31, 2013 and 2012, was \$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, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Beginning balance	\$ 458	\$ 570	\$ 578
Accruals	19	(17)	43
Payments	(42)	(95)	(51)
Ending balance	\$ 435	\$ 458	\$ 570

At December 31, 2013 and 2012, \$60 million and \$65 million, respectively, was included in current liabilities.

During the third quarters of 2013, 2012 and 2011, 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 2013, 2012 and 2011, management recorded additional expense of \$12 million, \$3 million and \$29 million as of the respective June 30 measurement dates. The Company plans to update its study again in the third quarter of 2014.

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

BNSF Railway's environmental liabilities are not discounted. BNSF Railway anticipates that the majority of the accrued costs at December 31, 2013, will be paid over the next ten years, and no individual site is considered to be material.

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

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

## NOTES TO FINANCIAL STATEMENTS

Because of the uncertainty surrounding these factors, it is reasonably possible that future costs for environmental liabilities may range from approximately \$330 million to \$600 million. However, BNSF Railway believes that the \$435 million recorded at December 31, 2013, 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.

**Note 4****Hedging Activities***Fuel*

Fuel costs represented 30 percent, 31 percent and 31 percent of total operating expenses during the years ended December 31, 2013, 2012 and 2011, respectively. The Company may enter into fuel hedge instruments from time to time; however, the Company had no unexpired hedge positions as of December 31, 2013 and 2012.

*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 (AOCI) 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.

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

## NOTES TO FINANCIAL STATEMENTS

The effects of derivative instrument gains and losses for the years ended December 31, 2013, 2012 and 2011, were as follows (in millions):

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, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Fuel Contracts	\$ —	\$ 7	\$ 50
Total derivatives	\$ —	\$ 7	\$ 50

	Location of Gain Recognized from AOCI into Income	Amount of Gain Recognized from AOCI into Income (Effective Portion)		
		Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Fuel Contracts	Fuel expense	\$ —	\$ 29	\$ 78
Total derivatives		\$ —	\$ 29	\$ 78

	Location of Loss Recognized in Income on Derivatives	Amount of Loss Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) <sup>a</sup>		
		Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Fuel Contracts	Fuel expense	\$ —	\$ (3)	\$ (16)
Total derivatives		\$ —	\$ (3)	\$ (16)

<sup>a</sup> No portion of the loss was excluded from the assessment of hedge effectiveness for the periods then ended.

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

## NOTES TO FINANCIAL STATEMENTS

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

Prior to the Merger, BNSF shareholders approved the Burlington Northern Santa Fe 1999 Stock Incentive Plan and subsequent amendments which authorized BNSF common stock to be issued in connection with stock options, restricted stock, restricted stock units and performance stock.

Following the Merger, no further grants of BNSF stock were made under the BNSF stock-based compensation plans and 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.

Certain outstanding option awards provided for a reload feature if the eligible employee paid all or a portion of the purchase price with Berkshire stock. In that event, the employee was 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.

*Stock Options*

All Stock options granted in the periods presented relate to reload grants. No remaining options at December 31, 2013 provide for a reload feature. The fair value of each option award is estimated on the date of grant using the Black-Scholes 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, 2012	6,931	\$ 59.00	4.47	\$ 213
Granted	1	114.75		
Exercised	(1,482)	56.15		
<u>Balance at December 31, 2013</u>	<u>5,450</u>	<u>\$ 59.78</u>	3.77	\$ 320
Options exercisable at December 31, 2013	5,449	\$ 59.77	3.77	\$ 320

The total intrinsic value of options exercised was \$75 million, \$95 million and \$55 million during the years ended December 31, 2013, 2012 and 2011, respectively.

**210. RESULTS OF OPERATIONS**

(Dollars in Thousands)

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

Cross-Checks

Schedule 210

Schedule 210

Line 15, col b

= Line 62, col b

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

Lines 47,48,49 col b

= Line 63, col b

Line 50, col b

= Line 64, col b

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

Line 14, col b

Schedule 410

= Line 620, col h

Line 14, col d

= Line 620, col f

4. All contra entries should be shown in parenthesis.

Line 14, col e

= Line 620, col g

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		<b>ORDINARY ITEMS OPERATING INCOME Railway Operating Income</b>					
1		(101) Freight	21,488,596	20,320,995	21,488,596		1
2		(102) Passenger					2
3		(103) Passenger-related					3
4		(104) Switching	41,452	35,995	41,452		4
5		(105) Water transfers					5
6		(106) Demurrage	141,084	136,974	141,084		6
7		(110) Incidental	94,191	100,396	94,191		7
8		(121) Joint facility - credit	8,480	10,038	8,480		8
9		(122) Joint facility - debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	21,773,803	20,604,398	21,773,803		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		<b>TOTAL RAILWAY OPERATING REVENUES (lines 10-12)</b>	21,773,803	20,604,398	21,773,803		13
14	*	(531) Railway operating expenses	15,304,368	14,923,383	15,304,368		14
15	*	Net revenue from railway operations	6,469,435	5,681,015	6,469,435		15
		<b>OTHER INCOME</b>					
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	88,461	64,611			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	38,272	55,253			24
25		Income from affiliated companies: 519 a. Dividends (equity method)					25
26		b. Equity in undistributed earnings (losses)	13,047	12,817			26
27		<b>TOTAL OTHER INCOME (lines 16-26)</b>	140,180	133,081			27
28		<b>TOTAL INCOME (lines 15, 27)</b>	6,609,615	5,814,096			28
		<b>MISCELLANEOUS DEDUCTIONS FROM INCOME</b>					
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	16,262	18,853			34
35		(553) Uncollectible accounts					35
36		<b>TOTAL MISCELLANEOUS DEDUCTIONS</b>	16,262	18,853			36
37		Income available for fixed charges	6,593,353	5,795,243			37

<b>210. RESULTS OF OPERATIONS - Continued</b> (Dollars in Thousands)					
Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
<b>FIXED CHARGES</b>					
38		(546) Interest on funded debt: (a) Fixed interest not in default	74,265	86,527	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	2,363		40
41		(548) Amortization of discount on funded debt	2,219	2,437	41
42		<b>TOTAL FIXED CHARGES (lines 38 through 41)</b>	<b>78,847</b>	<b>88,964</b>	<b>42</b>
43		Income after fixed charges (line 37 minus line 42)	6,514,506	5,706,279	43
<b>OTHER DEDUCTIONS</b>					
44		(546) Interest on funded debt: (c) Contingent interest			44
<b>UNUSUAL OR INFREQUENT ITEMS</b>					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before inc. taxes)	6,514,506	5,706,279	46
<b>PROVISIONS FOR INCOME TAXES</b>					
47	*	(556) Income taxes on ordinary income: (a) Federal income taxes	1,616,731	1,419,839	47
48	*	(b) State income taxes	242,254	173,955	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	488,194	545,050	50
51		<b>TOTAL PROVISION FOR INCOME TAXES (lines 47 through 52)</b>	<b>2,347,179</b>	<b>2,138,844</b>	<b>51</b>
52		Income from continuing operations (line 46 minus line 51)	4,167,327	3,567,435	52
<b>DISCONTINUED OPERATIONS</b>					
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)	4,167,327	3,567,435	55
<b>EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES</b>					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		<b>TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)</b>			<b>59</b>
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$ )			60
61	*	<b>Net income (Loss) (lines 55 + 59 + 60)</b>	<b>4,167,327</b>	<b>3,567,435</b>	<b>61</b>
<b>RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)</b>					
62	*	Net revenues from railway operations	6,469,435	5,681,015	62
63	*	(556) Income taxes on ordinary income (-)	1,858,985	1,593,794	63
64	*	(557) Provision for deferred income taxes (-)	488,194	545,050	64
65		Income from lease of road and equipment (-)	12,848	12,848	65
66		Rent for leased roads and equipment (+)			66
67		<b>Net railway operating income (loss)</b>	<b>4,109,408</b>	<b>3,529,323</b>	<b>67</b>

**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	12,795,095	262,820	1
2	(601.5)	Prior period adjustments to beginning retained earnings			2
CREDITS					
3	(602)	Credit balance transferred from income	4,154,280	13,047	3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings	516,754		5
6		TOTAL CREDITS	4,671,034	13,047	6
DEBITS					
7	(612)	Debit balance transferred from income			7
8	(616)	Other debits to retained earnings	1,972,978		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	1,972,978		13
14		Net increase (decrease) during year (Line 6 minus line 13)	2,698,056	13,047	14
15		Balances at close of year (lines 1, 2, and 14)	15,493,151	275,867	15
16		Balances from line 15 (c)	275,867	N/A	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	15,769,018	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
Amount of assigned Federal income tax consequences					
22		Account 606     \$ 0			22
23		Account 616     \$ 0			23

**230. CAPITAL STOCK**

**PART I. CAPITAL STOCK**

(Dollars in Thousands)

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common - BNSF	1.00	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									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	15,478,597	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	15,478,597	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		<b>NET CASH PROVIDED BY OPERATING ACTIVITIES (lines 1 through 8)</b>			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	4,167,327	3,567,435	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	(26,647)	(52,511)	11
12		Depreciation and amortization expenses	1,812,315	1,693,409	12
13		Net increase (decrease) in provision for Deferred Income Taxes	488,195	545,050	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(13,047)	(12,817)	14
15		Decrease (increase) in accounts receivable	(118,911)	121,558	15
16		Decrease (increase) in material and supplies and other current assets	(38,525)	(47,142)	16
17		Increase (decrease) in current liabilities other than debt	(275,715)	15,517	17
18		Increase (decrease) in other - net	112,635	(18,075)	18
19		Net cash provided from continuing operations (lines 10 through 18)	6,107,627	5,812,424	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		<b>NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)</b>	6,107,627	5,812,424	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	30,992	52,511	22
23		Capital expenditures	(3,813,358)	(3,460,811)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	531	500	25
26		Purchase price of long-term investment and advances	(14,621)	(16,977)	26
27		Net decrease (increase) in sinking and other special funds			27
28		Other - net	32,805	(289,337)	28
29		<b>NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)</b>	(3,763,651)	(3,714,114)	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	(189,746)	(182,243)	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	(1,972,400)	(1,858,917)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(2,162,146)	(2,041,160)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	181,830	57,150	37
38		Cash and cash equivalents at beginning of the year	350,126	292,976	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	531,956	350,126	39
		Footnotes to Schedule Cash paid during the year for:			
40		Interest (net of amount capitalized) *	75,540	88,531	40
41		Income taxes (net) *	2,484,725	1,257,036	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.
<b>CURRENT OPERATING ASSETS</b>				
1	Interline and other balances (705)	Sched. 200, line 5, col. b	59,339	1
2	Customers (706)	Sched. 200, line 6, col. b	896,566	2
3	Other (707)	Note A	97,742	3
4	<b>TOTAL CURRENT OPERATING ASSETS</b>	Lines 1 + 2 + 3	1,053,647	4
<b>OPERATING REVENUE</b>				
5	Railway operating revenue	Sched. 210, line 13, col. b	21,773,803	5
6	Rent income	Note B	117,884	6
7	<b>TOTAL OPERATING REVENUES</b>	Lines 5 + 6	21,891,687	7
8	Average daily operating revenues	Line 7 ÷ 360 days	60,810	8
9	Days of operating revenue in current operating assets	Line 4 ÷ line 8	17	9
10	Revenue delay days plus buffer	Line 9 + 15 days	32	10
<b>CURRENT OPERATING LIABILITIES</b>				
11	Interline and other balances (752)	Sched. 200, line 31, col. b	12,396	11
12	Audited accounts and wages payable (753)	Sched. 200, line 32, col. b	265,314	12
13	Accounts payable - other (754)	Sched. 200, line 33, col. b	290,143	13
14	Other taxes accrued (761.5)	Note A	304,605	14
15	<b>TOTAL CURRENT OPERATING LIABILITIES</b>	Sum of lines 11 through 14	872,458	15
<b>OPERATING EXPENSES</b>				
16	Railway operating expenses	Sched. 210, line 14, col. b	15,304,368	16
17	Depreciation	Sched 410, lines 136, 137, 138, 213, 232, 317, col. h	1,812,315	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	13,609,937	18
19	Average daily expenditures	Line 18 ÷ 360 days	37,805	19
20	Days of operating expenses in current operating liabilities	Line 15 ÷ line 19	23	20
21	Days of working capital required	Line 10 - line 20 (Note C)	9	21
22	Cash working capital required	Line 21 x line 19	340,245	22
23	Cash and temporary cash balance	Sched. 200, line 1 + line 2, col. b	531,956	23
24	Cash working capital allowed	Lesser of line 22 or line 23	340,245	24
<b>MATERIALS AND SUPPLIES</b>				
25	Total materials and supplies (712)	Sched. 200, line 12, col. b	835,245	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	835,245	27
28	<b>TOTAL WORKING CAPITAL</b>	Line 24 + line 27	1,175,490	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		37.11	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	1,445			1,445				1
2	4,115			4,115				2
3	1,548			1,548				3
4	264			264				4
5	1,308			1,308				5
6	163			163				6
7	2			2				7
8	683			683				8
9	372			372				9
10	3			3				10
11	1,368			1,368				11
12	325			325				12
13	54			54				13
14								14
15	7,609			7,609				15
16	15,961			15,961				16
17	46			46				17
18	35,266			35,266				18
19								19
20	9,000			9,000				20
21	8,379			8,379				21
22	-			-				22
23	14,697	4,004		18,701				23
24	32,076	4,004		36,080				24
25								25
26	67,342	4,004		71,346				26
27								27
28	6,424,309	2,781,050	(808,650)	8,396,709	*			28
29	6,424,309	2,781,050	(808,650)	8,396,709	*			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	Portland Terminal Railroad Company		8
9			VII	St. Joseph Terminal Railroad Company		9
10			VII	Sunset Railway Company		10
11			VII	Texas City Terminal Railway Company		11
12			VII	Wichita Terminal Association		12
13			VII	Wichita Union Terminal Railway Company		13
14				Total Class E-1		14
15						15
16	721	E-3	X	Kinder Morgan Energy Partners L. P.	0.50	16
17			X	Meteorcomm, LLC		17
18			X	Montauk Synfuels LLC	50.00	18
19			X	PTC 220, LLC		19
20			X	Tongue River Holding Company, LLC		20
21				Total Class E-3		21
22						22
23				Total Class E		23
24						24
25				Grand Total Account 721		25
26						26
27				Grand Total Account 798		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		(531)	1,778				2
3	31,383	1,460		32,843				3
4	8,982			8,982				4
5	63			63				5
6	2,202	185		2,387				6
7	1,100			1,100				7
8	-	470		470				8
9	191			191				9
10	845			845				10
11	30			30				11
12	4			4				12
13	844			844				13
14	47,453	2,115	(531)	49,037				14
15								15
16	5,098			5,098				16
17	33,050	8,100		41,150				17
18	-			-				18
19	1,237	402		1,639				19
20	-			-				20
21	39,385	8,502		47,887				21
22								22
23	86,838	10,617	(531)	96,924				23
24								24
25	154,180	14,621	(531)	168,270				25
26								26
27	6,424,309	2,781,050	(808,650)	8,396,709 *				27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37

\* Includes \$8,396,709K intercompany note receivable from Burlington Northern Santa Fe, LLC classified as equity in accordance with GAAP and the BNSF Railway 10K

## Reconciliation to the Schedule 200

Schedule 310 Investments and Advances Affiliated Companies Line 25 Column i	168,270
Schedule 310A Investments in Common Stock Line 26 Column g	297,843
Schedule 200 Line 16 Column b	<u>466,113</u>

## 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
Dakota, Minnesota and Eastern Railroad	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.	

## 310. NOTES AND REMARKS

	<u>% Ownership</u>
9 OAKLAND TERMINAL RAILWAY	
BNSF Railway Company	50.00
Union Pacific Railroad Company	<u>50.00</u>
	<u>100.00</u>
10 PADUCAH & ILLINOIS RAILROAD COMPANY	
BNSF Railway Company	33.34
Paducah & Louisville Railroad Company	33.33
Canadian National Railroad Company	<u>33.33</u>
	<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	<u>40.00</u>
	<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 Intellectual Properties Corp. (CSX Transportation, Inc.)	14.29
NS Spectrum Corporation (Norfolk Southern Company)	14.28
GTC Spectrum (Canadian National Railway Company)	14.29
Canadian Pacific Railway Company	14.28
KSC Spectrum (Kansas City Southern Railway Company)	<u>14.29</u>
	<u>100.00</u>
13 ST JOSEPH TERMINAL RAILROAD COMPANY	
BNSF Railway Company	50.00
Union Pacific Railroad Company	<u>50.00</u>
	<u>100.00</u>
14 SUNSET RAILWAY COMPANY	
BNSF Railway Company	50.00
Union Pacific Railroad Company	<u>50.00</u>
	<u>100.00</u>
15 TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS	
Union Pacific Railroad Company	42.84
CSX Transportation, Inc.	14.29
Illinois Central Railroad Company	14.29
BNSF Railway Company	14.29
Norfolk Southern Railway Company	<u>14.29</u>
	<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	<u>0.10</u>
	<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	<u>0.63</u>
	<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	37.11
Arch Coal, Inc.	37.11
TRR Financing, LLC	25.78
	<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.
1	Carriers: (List specifics for each company) Alameda Belt Line	(2,327)		(532)			(2,859)	1
2	Central California Traction Company	(2,984)					(2,984)	2
3	Houston Belt & Terminal Railway Company	(16,440)		(3,141)			(19,581)	3
4	Kansas City Terminal Railway Company	(4,918)	(5)	191			(4,732)	4
5	Longview Switching Company	(63)					(63)	5
6	MT Properties Inc.	1,088		43			1,131	6
7	Oakland Terminal Railway	(1,515)		(182)			(1,697)	7
8	Paducah & Illinois Railroad Company	(24)					(24)	8
9	Portland Terminal Railroad Company	(810)		(1)			(811)	9
10	St. Joseph Terminal Railroad Company	(366)					(366)	10
11	Sunset Railway Company	44		10			54	11
12	Texas City Terminal Railway Company	16,321	(8)	2,487			18,800	12
13	TTX Company	324,227	(294)	12,618			336,551	13
14	Wichita Union Terminal Railway Company	(641)					(641)	14
15	TOTAL CARRIERS	311,592	(307)	11,493			322,778	15
16								16
17	Noncarriers: (List specifics for each company) Meteorcomm, LLC	(14,613)		(5,504)			(20,117)	17
18	PTC 220, LLC	(3,940)		(398)			(4,338)	18
19	Tongue River Holding Company, LLC	(256)		(224)			(480)	19
20	TOTAL NONCARRIERS	(18,809)		(6,126)			(24,935)	20
21								21
22	TOTAL INVESTMENTS IN COMMON STOCK	292,783	(307)	5,367			297,843	22
23								23
24								24

Note: Column (d) reflects equity in undistributed earnings (losses) during the year net of approximately \$6,667K dividends received for Texas City Terminal Railway Company

Reconciliation of Equity Earnings to Schedule 210 Results of Operations	
Equity in Undistributed Earnings Line 22 Column d	\$ 5,367
Plus: Purchase price adjustment phase-in	1,013
Plus: Texas City Terminal Railway Company common stock dividends	6,667
Schedule 210 Line 26 Column b	<u>\$ 13,047</u>

**INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330**

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

**NOTES AND REMARKS**

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT						
(Dollars in Thousands)						
Line No.	Cross No.	Account (a)	Balance at Beginning of year (b)	Expenditures during the year for original road & equipment & road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1	2	(2) Land for transportation purposes	2,935,739			1
2	3	(3) Grading	4,743,284			2
3	4	(4) Other right-of-way expenditures	40,692			3
4	5	(5) Tunnels and subways	210,621			4
5	6	(6) Bridges, trestles and culverts	2,982,576			5
6	7	(7) Elevated structures				6
7	8	(8) Ties	5,394,379			7
8	9	(9) Rail and other track material	11,722,550			8
9	11	(11) Ballast	4,289,244			9
10	13	(13) Fences, snowsheds and signs	89,735			10
11	16	(16) Station and office buildings	618,585			11
12	17	(17) Roadway buildings	52,173			12
13	18	(18) Water stations	13,588			13
14	19	(19) Fuel stations	413,306			14
15	20	(20) Shops and enginehouses	649,302			15
16	22	(22) Storage warehouses				16
17	23	(23) Wharves and docks	15,775			17
18	24	(24) Coal and ore wharves	21,448			18
19	25	(25) TOFC/COFC terminals	1,295,295			19
20	26	(26) Communications systems	912,253			20
21	27	(27) Signals and interlockers	2,758,148			21
22	29	(29) Power plants	2,386			22
23	31	(31) Power transmission systems	45,657			23
24	35	(35) Miscellaneous structures	34,559			24
25	37	(37) Roadway machines	650,114			25
26	39	(39) Public improvements - construction	589,429			26
27	44	(44) Shop machinery	238,744			27
28	45	(45) Power plant machinery	2,574			28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	40,722,156			30
31	52	(52) Locomotives	6,434,235			31
32	53	(53) Freight train cars	1,892,782			32
33	54	(54) Passenger train cars				33
34	55	(55) Highway revenue equipment	12,603			34
35	56	(56) Floating equipment				35
36	57	(57) Work equipment	326,267			36
37	58	(58) Miscellaneous equipment	296,243			37
38	59	(59) Computer systems & word processing equipment	962,980			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	9,925,110			39
40	76	(76) Interest during construction				40
41	80	(80) Other elements of investment				41
42	90	(90) Construction work in progress	975,220			42
43		GRAND TOTAL	51,622,486			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	37,909	9,407	28,502	2,964,241	1
2	3	90,380	4,348	86,032	4,829,316	2
3	4	5,691	54	5,637	46,329	3
4	5	214		214	210,835	4
5	6	138,992	6,523	132,469	3,115,045	5
6	7					6
7	8	455,181	253,101	202,080	5,596,459	7
8	9	811,702	321,498	490,204	12,212,754	8
9	11	410,844	218,133	192,711	4,481,955	9
10	13	2,536		2,536	92,271	10
11	16	32,689	626	32,063	650,648	11
12	17	420		420	52,593	12
13	18	36		36	13,624	13
14	19	28,165	5,485	22,680	435,986	14
15	20	13,991		13,991	663,293	15
16	22					16
17	23				15,775	17
18	24	7,327		7,327	28,775	18
19	25	200,714	29	200,685	1,495,980	19
20	26	56,261		56,261	968,514	20
21	27	343,975	132,530	211,445	2,969,593	21
22	29				2,386	22
23	31	4,106	56	4,050	49,707	23
24	35	3,652	19	3,633	38,192	24
25	37	72,077	13,776	58,301	708,415	25
26	39	40,860	3,513	37,347	626,776	26
27	44	16,941	438	16,503	255,247	27
28	45				2,574	28
29						29
30		2,774,663	969,536	1,805,127	42,527,283	30
31	52	865,068	136,552	728,516	7,162,751	31
32	53	152,330	46,899	105,431	1,998,213	32
33	54					33
34	55				12,603	34
35	56					35
36	57	51,664	935	50,729	376,996	36
37	58	89,525	29,831	59,694	355,937	37
38	59	38,382	59,956	(21,574)	941,406	38
39		1,196,969	274,173	922,796	10,847,906	39
40	76					40
41	80					41
42	90	280		280	975,500	42
43		3,971,912	1,243,709	2,728,203	54,350,689	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, 35-21-00, 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)		
<b>ROAD</b>								
1	(3) Grading	4,743,284	4,829,316	1.05%				1
2	(4) Other right-of-way expenditures	40,692	46,329	2.86%				2
3	(5) Tunnels and subways	210,621	210,835	1.05%				3
4	(6) Bridges, trestles and culverts	2,982,576	3,115,045	1.33%				4
5	(7) Elevated structures	-	-					5
6	(8) Ties	5,394,379	5,596,459	3.67%	TOTAL ROAD AND			6
7	(9) Rail and other track material	11,722,550	12,212,754	3.00%				7
8	(11) Ballast	4,289,244	4,481,955	3.83%	EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	89,735	92,271	1.43%				9
10	(16) Station and office buildings	618,585	650,648	2.89%	OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	52,173	52,593	4.14%				11
12	(18) Water stations	13,588	13,624	2.56%	OF TOTAL OWNED			12
13	(19) Fuel stations	413,306	435,986	3.57%				13
14	(20) Shops and enginehouses	649,302	663,293	2.17%				14
15	(22) Storage warehouses	-	-					15
16	(23) Wharves and docks	15,775	15,775	2.22%				16
17	(24) Coal and ore wharves	21,448	28,775	2.00%				17
18	(25) TOFC/COFC terminals	1,295,295	1,495,980	3.23%				18
19	(26) Communications systems	912,253	968,514	5.54%				19
20	(27) Signals and interlockers	2,758,148	2,969,593	3.34%				20
21	(29) Power plants	2,386	2,386	2.94%				21
22	(31) Power transmission systems	45,657	49,707	2.38%				22
23	(35) Miscellaneous structures	34,559	38,192	2.70%				23
24	(37) Roadway machines	650,114	708,415	5.88%				24
25	(39) Public improvements - construction	589,429	626,776	2.04%				25
26	(44) Shop machinery	238,744	255,247	3.70%				26
27	(45) Power plant machinery	2,574	2,574	4.76%				27
28	All other road accounts							28
29	Amortization (other than def. projects)							29
30	<b>TOTAL ROAD</b>	<b>37,786,417</b>	<b>39,563,042</b>	<b>3.14%</b>				30
<b>EQUIPMENT</b>								
31	(52) Locomotives	6,434,235	7,162,751	5.51%				31
32	(53) Freight train cars	1,892,782	1,998,213	3.26%				32
33	(54) Passenger train cars	-	-					33
34	(55) Highway revenue equipment	12,603	12,603	9.00%				34
35	(56) Floating equipment	-	-					35
36	(57) Work equipment	326,267	376,996	2.90%				36
37	(58) Miscellaneous equipment	296,243	355,937	8.20%				37
38	(59) Computer systems & WP equipment	962,980	941,406	11.89%				38
39	<b>TOTAL EQUIPMENT</b>	<b>9,925,110</b>	<b>10,847,906</b>	<b>5.47%</b>				39
40	<b>GRAND TOTAL</b>	<b>47,711,527</b>	<b>50,410,948</b>	<b>N/A</b>			<b>NA</b>	40

**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. Include authorized amortization amounts in column (c) on the lines for the affected accounts.

**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)		
<b>ROAD</b>									
1	3	(3) Grading	367,790	51,906	-	3,772	-	415,924	1
2	4	(4) Other right-of-way expenditures	9,112	1,328	-	54	-	10,386	2
3	5	(5) Tunnels and subways	31,156	3,137	-	-	-	34,293	3
4	6	(6) Bridges, trestles and culverts	343,079	45,522	-	6,523	-	382,078	4
5	7	(7) Elevated structures	-	-	-	-	-	-	5
6	8	(8) Ties	1,313,234	225,941	1,627	292,938	-	1,247,864	6
7	9	(9) Rail and other track material	2,561,298	403,061	3,414	236,960	-	2,730,813	7
8	11	(11) Ballast	684,974	179,993	1,525	217,612	-	648,880	8
9	13	(13) Fences, snowsheds and signs	12,298	1,385	-	-	-	13,683	9
10	16	(16) Station and office buildings	236,790	14,292	5,341	626	-	255,797	10
11	17	(17) Roadway buildings	24,633	1,810	677	-	-	27,120	11
12	18	(18) Water stations	3,979	478	-	-	-	4,457	12
13	19	(19) Fuel stations	113,253	15,485	-	5,485	-	123,253	13
14	20	(20) Shops and enginehouses	172,989	14,885	272	-	-	188,146	14
15	22	(22) Storage warehouses	-	-	-	-	-	-	15
16	23	(23) Wharves and docks	1,267	347	-	-	-	1,614	16
17	24	(24) Coal and ore wharves	5,292	554	-	-	-	5,846	17
18	25	(25) TOFC/COFC terminals	333,472	47,208	-	29	-	380,651	18
19	26	(26) Communications systems	375,478	38,757	14,491	-	-	428,726	19
20	27	(27) Signals and interlockers	538,105	71,979	-	132,195	-	477,889	20
21	29	(29) Power plants	1,940	97	-	-	-	2,037	21
22	31	(31) Power transmission systems	10,851	1,286	-	56	-	12,081	22
23	35	(35) Miscellaneous structures	21,700	1,245	-	19	-	22,926	23
24	37	(37) Roadway machines	211,339	28,636	10,707	13,601	-	237,081	24
25	39	(39) Public improvements - const.	83,645	13,444	-	3,513	-	93,576	25
26	44	(44) Shop machinery	102,369	9,849	182	438	-	111,962	26
27	45	(45) Power plant machinery	99	(35)	-	-	-	64	27
28		All other road accounts	-	-	-	-	-	-	28
29		Amortization (adjustments)	-	-	-	-	-	-	29
30		<b>TOTAL ROAD</b>	<b>7,560,142</b>	<b>1,172,590</b>	<b>38,236</b>	<b>913,821</b>	<b>-</b>	<b>7,857,147</b>	<b>30</b>
<b>EQUIPMENT</b>									
31	52	(52) Locomotives	2,236,671	450,811	3,200	137,736	-	2,552,946	31
32	53	(53) Freight train cars	419,414	72,333	-	35,013	-	456,734	32
33	54	(54) Passenger train cars	-	-	-	-	-	-	33
34	55	(55) Highway revenue equipmen	6,881	(425)	-	-	-	6,456	34
35	56	(56) Floating equipment	-	-	-	-	-	-	35
36	57	(57) Work equipment	79,011	7,023	2,908	930	-	88,012	36
37	58	(58) Miscellaneous equipment	122,377	27,062	11,201	29,356	-	131,284	37
38	59	(59) Computer systems & WP equip.	497,211	101,363	41,943	59,956	-	580,561	38
39		Amortization (adjustments)	-	-	-	-	-	-	39
40		<b>TOTAL EQUIPMENT</b>	<b>3,361,565</b>	<b>658,167</b>	<b>59,252</b>	<b>262,991</b>	<b>-</b>	<b>3,815,993</b>	<b>40</b>
41		<b>GRAND TOTAL</b>	<b>10,921,707</b>	<b>1,830,757</b>	<b>97,488</b>	<b>1,176,812</b>	<b>-</b>	<b>11,673,140</b>	<b>41</b>

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)		
		<b>ROAD</b>							
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		<b>TOTAL ROAD</b>							30
		<b>EQUIPMENT</b>							
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		<b>TOTAL EQUIPMENT</b>							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)		
	<b>ROAD</b>				
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	<b>TOTAL ROAD</b>				30
	<b>EQUIPMENT</b>				
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	<b>TOTAL EQUIPMENT</b>				40
41	<b>GRAND TOTAL</b>	126,698	134,812		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)			
		<b>ROAD</b>								
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		<b>TOTAL ROAD</b>							29	
		<b>EQUIPMENT</b>								
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		<b>TOTAL EQUIPMENT</b>							38	
39		<b>GRAND TOTAL</b>	46,141	8,866	207	2,090		53,124	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 retherefrom 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 to 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)		
	<b>ROAD</b>				
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	<b>TOTAL ROAD</b>				29
	<b>EQUIPMENT</b>				
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	<b>TOTAL EQUIPMENT</b>				38
39	<b>GRAND TOTAL</b>	351,879	324,355		39

\* To be reported with equipment expenses rather than W&amp;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)			
		<b>ROAD</b>								
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		<b>TOTAL ROAD</b>							29	
		<b>EQUIPMENT</b>								
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		<b>TOTAL EQUIPMENT</b>							38	
39		<b>GRAND TOTAL</b>	140,697					134,686	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	23,319	54,350,689	11,673,140	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; Silsbee to Tenaha, TX	129	62,946	20,775	9
10	O	*Portland & Western Railroad (PNWR) - Salem Yard, Albany Yard, Eugene Yard, Quinaby to Eugene, OR	77	17,622	9,068	10
11	O	*Alabama & Gulf Coast Railway (AGR) - Mobile Yard, AL; Bucks, AL to Mobile, AL; Columbus to Whitbury, MS	27	2,463	1,043	11
12	O	METRA - Aurora, IL Yard	***	439	125	12
13	O	South Kansas and Oklahoma Railroad (SKOL) - Pittsburg to Cherokee, KS	6	410	49	13
14	O	Burlington Junction (BJRY) - Quincy, IL to Marblehead, IL	6	5,550	4,139	14
15	O	*Southwestern Railroad (SW) - Clovis, NM to Loving, NM; Ricon to Deming, NM; MCC Jct - NMPI; Carlsbad, NM to Eddy Potash	274	43,032	26,032	15
16	O	Kettle Falls International Railway (KFR) - Chewallah, WA to Columbia Gardens, BC & Kettle Falls, WA	83	22,137	7,519	16
17	O	KAW River Railroad (KAW) - Birmingham to Kearney, MO	16	8,646	3,591	17
18	O	Mission Mountain Railroad (MMT) - Columbia Falls to Kalispell, MT	16	1,671	1,590	18
19	O	Northern Lines (NLR)- St. Cloud to East St. Cloud & St. Cloud to Cold Springs, MN	6	63	18	19
20	O	R.J. Corman - Tennessee Yard (Memphis Terminal) and Airport Park	***	46,688	10,076	20
21	O	Dakota Northern Railroad (DNR) - Grafton to Walthalla & Grafton to Glasston, ND	70	6,566	5,162	21
22	O	*Central Washington Railroad - Gibbon, WA to Granger, WA; Yakima to Moxee City,	40	11,650	2,823	22
23	O	*Industry (INDY) - Reno Jct., WY to Jacobs Jct., WY; Red Oak, IA, Red Cloud, NE	10	3,963	2,054	23
24	O	*Tacoma Rail (TRMW) - Lakeview, WA to Nisqually, WA; Tacoma, WA to Lakeview, WA; Olympia, WA to Belmore, WA, & St. Clair, WA to Quadlock, WA	28	688	477	24
25	O	Minnesota National Guard (MNG) - Little Falls, MN to Camp Riley, MN	8	466	447	25
26	O	Minnesota Commercial Railway Company (MNNR)- E MPLS M&D Jct	10	803	1,370	26
27	O	Nebraska, Kansas & Colorado Railway (NKCR) - Imperial Sub	48	3,340	4,284	27
28	O	Stillwater Central Railroad (SLWC) - Greig, OK to Wheatland, OK	10	1,751	(12)	28
29	O	Union Pacific Railroad (UP) - Marion to Hulbert, AR	5	483	340	29
30	O	Canadian National (CN) - Fraser River Jct, BC to Vancouver, BC	15	30,045	4,352	30
31	O	Chicago Lumber District (CIRY) - Chicago, IL Lumber District Yard	***	3,130	1,667	31
32	O	Blue Mountain Railroad (BLMR) - Wallula Jct, WA to Zanger, WA	4	195	43	32
33	O	Missouri & Valley Park Railroad (M&VP) - Yard	***	3,715	1,552	33
34	O	Richmond Pacific Railroad Corporation (RPRC) - Yard	***	32,711	9,138	34
35	O	York Canyon Line	12	651	35	35
36	O	San Joaquin Valley Railway-SJVR	2	36	0	36
37		Total Leased to Others	902	311,860	117,757	37
38						38
39		Deduct Operated by Others:				39
40	O	Red River Valley & Western Railway (RRVW)	434	12,495	16,929	40
41		Total Operated by Others	434	12,495	16,929	41
42		Net Deductions	(1,285)	(324,355)	(134,686)	42
43		TOTAL	22,034	54,026,334	11,538,454	43

\* Lease lines were consolidated to present one line per lessor.

\*\* Investment not available to respondent.

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

\*\*\*\* Depreciation 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	2,964,241			(24,751)	1
2		(3) Grading	4,829,316			(14,520)	2
3		(4) Other right-of-way expenditures	46,329			(653)	3
4		(5) Tunnels and subways	210,835			(329)	4
5		(6) Bridges, trestles and culverts	3,115,045			(19,543)	5
6		(7) Elevated structures	-			-	6
7		(8) Ties	5,596,459			(71,412)	7
8		(9) Rail and other track material	12,212,754			(100,055)	8
9		(11) Ballast	4,481,955			(47,327)	9
10		(13) Fences, snowsheds and signs	92,271			(750)	10
11		(16) Station and office buildings	650,648			(6,606)	11
12		(17) Roadway buildings	52,593			(202)	12
13		(18) Water stations	13,624			(10)	13
14		(19) Fuel stations	435,986			(1,614)	14
15		(20) Shops and enginehouses	663,293			(10,431)	15
16		(22) Storage warehouses	-			-	16
17		(23) Wharves and docks	15,775			-	17
18		(24) Coal and ore wharves	28,775			-	18
19		(25) TOFC/COFC terminals	1,495,980			-	19
20		(26) Communications systems	968,514			(5,097)	20
21		(27) Signals and interlockers	2,969,593			(13,769)	21
22		(29) Power plants	2,386			-	22
23		(31) Power transmission systems	49,707			(709)	23
24		(35) Miscellaneous structures	38,192			(130)	24
25		(37) Roadway machines	708,415			-	25
26		(39) Public improvements - construction	626,776			(4,498)	26
27		(44) Shop machinery	255,247			(1,767)	27
28		(45) Power plant machinery	2,574			-	28
29		Leased property (capitalized rentals)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	42,527,283			(324,173)	31
32		(52) Locomotives	7,162,751			-	32
33		(53) Freight train cars	1,998,213			-	33
34		(54) Passenger train cars	-			-	34
35		(55) Highway revenue equipment	12,603			-	35
36		(56) Floating equipment	-			-	36
37		(57) Work equipment	376,996			-	37
38		(58) Miscellaneous equipment	355,937			-	38
39		(59) Computer systems & WP equipment	941,406			(182)	39
40		TOTAL EQUIPMENT	10,847,906			(182)	40
41		(76) Interest during construction	-			-	41
42		(80) Other elements of investment	-			-	42
43		(90) Construction work in progress	975,500			-	43
44		GRAND TOTAL	54,350,689			(324,355)	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 29, column (c)
Line 620, column (g)	=	Line 14, column (e)		through 135, column (f)		
		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)
		Schedule 417				And
						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 512, column (f)	=	Line 6, column (j)				
Line 513, column (f)	=	Line 7, column (j)		Line 213, column (f)	=	Lines 5, 38, columns (c) and (d)
Line 514, column (f)	=	Line 8, column (j)		Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)
Line 515, column (f)	=	Line 9, column (j)		Line 317, column (f)	=	Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Line 516, column (f)	=	Line 10, column (j)				
Line 517, column (f)	=	Line 11, column (j)				
				Line 202, 203, 216, column (f) , equal		Lines 5, 38, column (b)
				to or greater than, but variance cannot		
				exceed line 216, column (f)		
				Lines 221, 222, 235, column (f), equal		Lines 24, 39, column (b)
				to or greater than, but variance cannot		
				exceed line 235, column (f)		
				Lines 302 through 307 and 320, column (f)		Lines 32, 35, 36, 37, 40, 41, column (b)
				equal to or greater than, but variance		
				cannot exceed line 320, column (f)		

**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	82,370	20,610	20,733	24,256	147,969		147,969	1
2		Bridge & building	20,942	5,238	5,270	6,165	37,615		37,615	2
3		Signal	19,545	4,891	4,919	5,755	35,110		35,110	3
4		Communication	6,981	1,745	1,762	2,056	12,544		12,544	4
5		Other	9,773	2,445	2,459	2,877	17,554		17,554	5
		REPAIRS AND MAINTENANCE								
6		Roadway - running	38,381	437	26,655	1,209	66,682		66,682	6
7		Roadway - switching	10,196	115	7,084	322	17,717		17,717	7
8		Tunnels & subways - running			32		32		32	8
9		Tunnels & subways - switching			8		8		8	9
10		Bridges & culverts - running	15,036	451	11,564	2,853	29,904		29,904	10
11		Bridges & culverts - switching	3,989	120	3,074	758	7,941		7,941	11
12		Ties - running	6,448	1,443	998	920	9,809		9,809	12
13		Ties - switching	1,712	380	259	243	2,594		2,594	13
14		Rail & other track material - running	86,065	27,611	55,815	7,378	176,869		176,869	14
15		Rail & other track material - switching	22,876	7,343	14,843	1,963	47,025		47,025	15
16		Ballast - running	4,443	755	9,555	712	15,465		15,465	16
17		Ballast - switching	1,188	202	2,541	189	4,120		4,120	17
18		Road property damaged - running								18
19		Road property damaged - switching								19
20		Road property damaged - other								20
21		Signals & interlockers - running	47,762	10,966	16,322	1,109	76,159		76,159	21
22		Signals & interlockers - switching	12,696	2,916	4,339	295	20,246		20,246	22
23		Communications systems	22,938	7,722	(4,111)	20	26,569		26,569	23
24		Power systems	45	376	842		1,263		1,263	24
25		Highway grade crossings - running	1,341	14	207		1,562		1,562	25
26		Highway grade crossings - switching	358	3	55		416		416	26
27		Station & office buildings	506	252	27,997	22	28,777		28,777	27
28		Shop buildings - locomotives	2,012	2,282	9,332		13,626		13,626	28
29		Shop buildings - freight cars	435	492	2,013		2,940	N/A	2,940	29
30		Shop buildings - other equipment	1,500	1,700	6,953		10,153		10,153	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	904	445	6,777		8,126		8,126	101
102		Miscellaneous buildings & structures	6,557	181	2,141	25	8,904		8,904	102
103		Coal terminals						N/A		103
104		Ore terminals	396	19	1,602		2,017	N/A	2,017	104
105		Other marine terminals	3,933	522			4,455	N/A	4,455	105
106		TOFC/COFC terminals		251	731		982	N/A	982	106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines	3,171	27,298	3,516	6	33,991		33,991	109
110		Small tools & supplies		37,283	4,679	4,063	46,025		46,025	110
111		Snow removal	9,944	468	178	1,920	12,510		12,510	111
112		Fringe benefits - running	N/A	N/A	N/A	128,190	128,190		128,190	112
113		Fringe benefits - switching	N/A	N/A	N/A	33,810	33,810		33,810	113
114		Fringe benefits - other	N/A	N/A	N/A	15,944	15,944		15,944	114
115		Casualties & insurance - running	N/A	N/A	N/A	4,516	4,516		4,516	115
116		Casualties & insurance - switching	N/A	N/A	N/A	1,200	1,200		1,200	116
117		Casualties & insurance - other	N/A	N/A	N/A	1,341	1,341		1,341	117
118	*	Lease rentals - debit -running	N/A	N/A	652	N/A	652		652	118
119	*	Lease rentals - debit -switching	N/A	N/A	173	N/A	173		173	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	6,508	N/A	6,508		6,508	124
125		Joint facility rent - debit - switching	N/A	N/A	1,698	N/A	1,698		1,698	125
126		Joint facility rent - debit - other	N/A	N/A	1,226	N/A	1,226		1,226	126
127		Joint facility rent - (credit) - running	N/A	N/A	(11,501)	N/A	(11,501)		(11,501)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	(3,000)	N/A	(3,000)		(3,000)	128
129		Joint facility rent - (credit) - other	N/A	N/A	(2,167)	N/A	(2,167)		(2,167)	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		633,510	633,510		633,510	136
137	*	Depreciation - switching	N/A	N/A		168,401	168,401		168,401	137
138	*	Depreciation - other	N/A	N/A		346,617	346,617		346,617	138
139		Joint facility - debit - running	N/A	N/A	139,307	N/A	139,307		139,307	139
140		Joint facility - debit - switching	N/A	N/A	53,427	N/A	53,427		53,427	140
141		Joint facility - debit - other	N/A	N/A		N/A				141
142		Joint facility - (credit) - running	N/A	N/A	(71,741)	N/A	(71,741)		(71,741)	142
143		Joint facility - (credit) - switching	N/A	N/A	(27,953)	N/A	(27,953)		(27,953)	143
144		Joint facility - (credit) - other	N/A	N/A		N/A				144
145		Dismantling retired road property - running								145
146		Dismantling retired road property - switching								146
147		Dismantling retired road property - other								147
148		Other - running	45	270	4,841	2,569	7,725		7,725	148
149		Other - switching	16	71	1,278	678	2,043		2,043	149
150		Other - other	5	450	789	361	1,605		1,605	150
151		TOTAL WAY AND STRUCTURES	444,509	167,767	344,681	1,402,253	2,359,210		2,359,210	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	11,637	11,684	17,364	9,473	50,158		50,158	201
202	*	Repair & maintenance	172,694	177,468	317,717	1,909	669,788		669,788	202
203	*	Machinery repair	189	802	200		1,191		1,191	203
204		Equipment damaged	530	512			1,042		1,042	204
205		Fringe benefits	N/A	N/A	N/A	71,340	71,340		71,340	205
206		Other casualties & insurance	N/A	N/A	N/A	828	828		828	206
207	*	Lease rentals - debit	N/A	N/A	254,110	N/A	254,110		254,110	207
208	*	Lease rentals - (credit)	N/A	N/A	(331)	N/A	(331)		(331)	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		452,846	452,846		452,846	213
214		Joint facility - debit	N/A	N/A	5,216	N/A	5,216		5,216	214
215		Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A		(26,324)	N/A	(26,324)		(26,324)	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		1,822	405	480	2,707		2,707	218
219		TOTAL LOCOMOTIVES	185,050	192,288	568,357	536,876	1,482,571		1,482,571	219
		FREIGHT CARS								
220		Administration	7,298	7,742	10,510	5,940	31,490	N/A	31,490	220
221	*	Repair & maintenance	112,187	173,845	132,327	55,161	473,520	N/A	473,520	221
222	*	Machinery repair	119	503	126		748	N/A	748	222
223		Equipment damaged	348			29,287	29,635	N/A	29,635	223
224		Fringe benefits	N/A	N/A	N/A	49,419	49,419	N/A	49,419	224
225		Other casualties & insurance	N/A	N/A	N/A	536	536	N/A	536	225
226	*	Lease rentals - debit	N/A	N/A	260,826		260,826	N/A	260,826	226
227	*	Lease rentals - (credit)	N/A	N/A	(6,902)	N/A	(6,902)	N/A	(6,902)	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	398,566	N/A	398,566	N/A	398,566	230
231	*	Other rents - (credit)	N/A	N/A	(93,983)	N/A	(93,983)	N/A	(93,983)	231
232	*	Depreciation	N/A	N/A	N/A	75,988	75,988	N/A	75,988	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	(175,919)	N/A	(175,919)	N/A	(175,919)	235
236		Dismantling retired property						N/A		236
237		Other		1,143	254	301	1,698	N/A	1,698	237
238		TOTAL FREIGHT CARS	119,952	183,233	525,805	216,632	1,045,622	N/A	1,045,622	238
		OTHER EQUIPMENT								
301		Administration	788	837	1,137	642	3,404		3,404	301
		Repair & maintenance:								
		Trucks, trailers, & containers - revenue service		2	17,420	2	17,424	N/A	17,424	302
303	*	Floating equipment - revenue service						N/A		303
304	*	Passenger & other revenue equipment	4,495	2,061			6,556		6,556	304
305	*	Computers and data processing equipment		17			17		17	305
306	*	Machinery	13	55	14		82		82	306
307	*	Work & other non-revenue equipment	11,712	7,942	7,080	57	26,791		26,791	307
308		Equipment damaged			15,420	6,674	22,094		22,094	308
309		Fringe benefits	N/A	N/A	N/A	11,311	11,311		11,311	309
310		Other casualties & insurance	N/A	N/A	N/A	153	153		153	310
311	*	Lease rentals - debit	N/A	N/A	2,949		2,949		2,949	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	134,953	134,953		134,953	317
318		Joint facility - debit	N/A	N/A	105	N/A	105		105	318
319		Joint facility - (credit)	N/A	N/A	(116)	N/A	(116)		(116)	319
320		Repairs billed to others - (credit)	N/A	N/A		N/A				320
321		Dismantling retired property								321
322		Other		123	28	33	184		184	322
323		TOTAL OTHER EQUIPMENT	17,008	11,037	44,037	153,825	225,907		225,907	323
324		TOTAL EQUIPMENT	322,010	386,558	1,138,199	907,333	2,754,100		2,754,100	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	108,146	7,975	55,541	21,889	193,551		193,551	401
402		Engine crews	807,726		82,980	1	890,707		890,707	402
403		Train crews	658,310		88,590	35	746,935		746,935	403
404		Dispatching trains	55,257		(403)		54,854		54,854	404
405		Operating signals & interlockers		2	6,128		6,130		6,130	405
406		Operating drawbridges	3,665				3,665		3,665	406
407		Highway crossing protection	1		8,390		8,391		8,391	407
408		Train inspection & lubrication	57,157				57,157		57,157	408
409		Locomotive fuel		4,161,605			4,161,605		4,161,605	409
410		Electric power produced or purchased for motive power								410
411		Servicing locomotives	48,321	378	(14,002)		34,697		34,697	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	629,655	629,655		629,655	414
415		Other casualties & insurance	N/A	N/A	N/A	33,118	33,118		33,118	415
416		Joint facility - debit	N/A	N/A	140	N/A	140		140	416
417		Joint facility - (credit)	N/A	N/A		N/A				417
418		Other	2,595	1,446	731,262	7,694	742,997		742,997	418
419		TOTAL TRAIN OPERATIONS	1,741,178	4,171,406	958,626	692,392	7,563,602		7,563,602	419
		YARD OPERATIONS								
420		Administration	21,577	1,843	12,110	4,796	40,326		40,326	420
421		Switch crews	324,320	69	44,992		369,381		369,381	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.
422		YARD OPERATIONS (Continued) Controlling operations	41,917		625		42,542		42,542	422
423		Yard and terminal clerical	61	319	895	543	1,818		1,818	423
424		Operating switches, signals, retarders, & humps			735		735		735	424
425		Locomotive fuel		156,966			156,966		156,966	425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives	11,067				11,067		11,067	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks			51,652		51,652		51,652	429
430		Fringe benefits	N/A	N/A	N/A	147,523	147,523		147,523	430
431		Other casualties & insurance	N/A	N/A	N/A	7,584	7,584		7,584	431
432		Joint facility - debit	N/A	N/A	14,572		14,572		14,572	432
433		Joint facility - (credit)	N/A	N/A						433
434		Other		2	146		148		148	434
435		<b>TOTAL YARD OPERATIONS</b>	<b>398,942</b>	<b>159,199</b>	<b>125,727</b>	<b>160,446</b>	<b>844,314</b>		<b>844,314</b>	<b>435</b>
501		TRAIN & YARD OPERATIONS COMMON: Cleaning car interiors	1,998		4,881	N/A	6,879		6,879	501
502		Adjusting & transferring loads			3,198	N/A	3,198	N/A	3,198	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	33,110	33,110		33,110	504
505		Fringe benefits	N/A	N/A	N/A	740	740		740	505
506		<b>TOTAL TRAIN &amp; YARD OPERATIONS COMMON:</b>	<b>1,998</b>		<b>8,079</b>	<b>33,850</b>	<b>43,927</b>		<b>43,927</b>	<b>506</b>
507		SPECIALIZED SERVICE OPERATIONS Administration	7,280	348	2,366	916	10,910	N/A	10,910	507
508	*	Pickup & delivery and marine line haul			34,307	160	34,467	N/A	34,467	508
509	*	Loading & unloading and local marine		31,732	277,985	688	310,405	N/A	310,405	509
510	*	Protective services	332	8,682	57	334	9,405	N/A	9,405	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	2,122	2,122	N/A	2,122	512
513	*	Casualties & insurance	N/A	N/A	N/A	192	192	N/A	192	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	*	<b>TOTAL SPECIALIZED SERVICE OPERATIONS</b>	<b>7,612</b>	<b>40,762</b>	<b>314,715</b>	<b>4,412</b>	<b>367,501</b>	<b>N/A</b>	<b>367,501</b>	<b>517</b>

**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	103,470	7,404	50,610	30,731	192,215		192,215	518
519		Employees performing clerical & accounting functions	9,320	423	2,845	391	12,979		12,979	519
520		Communication systems operations	777	32	17,054		17,863		17,863	520
521		Loss & damage claims processing								521
522		Fringe benefits	N/A	N/A	N/A	31,823	31,823		31,823	522
523		Casualties & insurance	N/A	N/A	N/A	2,344	2,344		2,344	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		775			775		775	526
527		TOTAL ADMINISTRATIVE support OPERATIONS	113,567	8,634	70,509	65,289	257,999		257,999	527
528		TOTAL TRANSPORTATION	2,263,297	4,380,001	1,477,656	956,389	9,077,343		9,077,343	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - general administration	16,565	6,808	72,380	45,343	141,096		141,096	601
602		Accounting, auditing, & finance	41,311	448	12,281	1,704	55,744		55,744	602
603		Management services & data processing	21,826	445	115,588	2,312	140,171		140,171	603
604		Marketing	33,723	859	9,123	10,008	53,713		53,713	604
605		Sales	33,979	860	10,679	10,008	55,526		55,526	605
606		Industrial development	2,776	119	2,369	1,113	6,377	N/A	6,377	606
607		Personnel & labor relations	20,265		893		21,158		21,158	607
608		Legal & secretarial	17,832	1,252	80,004	5,652	104,740		104,740	608
609		Public relations & advertising	2,138	1,773	1,536	4,948	10,395		10,395	609
610		Research & development				106	106		106	610
611		Fringe benefits	N/A	N/A	N/A	156,235	156,235		156,235	611
612		Casualties & insurance	N/A	N/A	N/A	492	492		492	612
613		Writedown of uncollectible accounts	N/A	N/A	N/A	15,476	15,476		15,476	613
614		Property taxes	N/A	N/A	N/A	319,808	319,808		319,808	614
615		Other taxes except on corporate income or payroll	N/A	N/A	N/A	9,530	9,530		9,530	615
616		Joint facility - debit	N/A	N/A	4,084		4,084		4,084	616
617		Joint facility - (credit)	N/A		(2,859)		(2,859)		(2,859)	617
618		Other	142,510	1,851	13,999	(136,437)	21,923		21,923	618
619		TOTAL GENERAL AND ADMINISTRATIVE	332,925	14,415	320,077	446,298	1,113,715		1,113,715	619
620	*	TOTAL CARRIER OPERATING EXPENSE	3,362,741	4,948,741	3,280,613	3,712,273	15,304,368		15,304,368	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.
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	51,906			2
3		4	Other right-of-way expenditures	1,328			3
4		5	Tunnels and subways	3,137			4
5		6	Bridges, trestles and culverts	44,887			5
6		7	Elevated structures	-			6
7		8	Ties	222,515			7
8		9	Rail and other track material	396,950			8
9		11	Ballast	177,263			9
10		13	Fences, snowsheds and signs	1,385			10
11		16	Station and office buildings	14,275			11
12		17	Roadway buildings	1,808			12
13		18	Water stations	478			13
14		19	Fuel stations	15,485			14
15		20	Shops and enginehouses	14,867			15
16		22	Storage warehouses	-			16
17		23	Wharves and docks	347			17
18		24	Coal and ore wharves	554			18
19		25	TOFC/COFC terminals	47,208			19
20		26	Communications systems	38,710			20
21		27	Signals and interlockers	70,974			21
22		29	Power plants	97			22
23		31	Power transmission systems	1,286			23
24		35	Miscellaneous structures	1,245			24
25		37	Roadway machines	28,602			25
26		39	Public improvements; construction	13,256			26
27		45	Power plant machines	(35)			27
28			Other lease/rentals	-	825	N/A	28
29			TOTAL	1,148,528	825		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	-	-	-	2,836	764	1,700	2
3		Box - Equipped	-	2,271	5,636	14,346	10,010	20,027	3
4		Gondola - Plain	-	2,472	1,059	7,414	1,379	2,729	4
5		Gondola - Equipped	-	909	2,622	1	4,503	8,493	5
6		Hopper - Covered	-	10,628	17,450	2,992	6,911	13,447	6
7		Hopper - Open Top - General Service	-	402	1,827	201	157	845	7
8		Hopper - Open Top - Special Service	-	268	615	13	7	24	8
9		Refrigerator - Mechanical	-	875	1,738	1	17	195	9
10		Refrigerator - Nonmechanical	-	940	1,675	-	81	189	10
11		Flat - TOFC/COFC	-	14,368	20,413	153,379	8,137	17,526	11
12		Flat - Multi-Level	-	1,827	3,647	34,664	4,141	9,882	12
13		Flat - General Service	-	8	21	125	33	61	13
14		Flat - Other	-	832	1,003	36,343	4,012	7,183	14
15		Tank - Under 22,000 Gallons	-	-	4	1,601	-	-	15
16		Tank - 22,000 Gallons and Over	-	2	33	8	-	-	16
17		All Other Freight Cars	-	1	4	447	37	121	17
18		Auto Racks	-	-	433	19,329	-	2,255	18
19		<b>TOTAL FREIGHT TRAIN CARS</b>	-	35,803	58,180	273,700	40,189	84,677	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers							21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	<b>TOTAL TRAILERS AND CONTAINERS</b>	-	-	-	-	-	-	24
25		<b>GRAND TOTAL (Lines 19 and 24)</b>	-	35,803	58,180	273,700	40,189	84,677	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.
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	643,464	407,398	39,637		2
3		Other Locomotives - Yard					3
4		Other Locomotives - Road					4
5	*	TOTAL LOCOMOTIVES	643,464	407,398	39,637		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot		5			6
7		Box - Plain 50 foot and longer	1,667	196			7
8		Box - Equipped	23,570	5,184			8
9		Gondola - Plain	51,009	2,368			9
10		Gondola - Equipped	15,028	3,138			10
11		Hopper - Covered	79,876	14,779	3,579		11
12		Hopper - Open Top - General Service	6,577	3,275			12
13		Hopper - Open Top - Special Service	26,725	2,525	225		13
14		Refrigerator - Mechanical	2,737	11			14
15		Refrigerator - Nonmechanical	1,815	2,856			15
16		Flat - TOFC/COFC	17,231	7,459	3,530		16
17		Flat - Multi-level	9,583	1,608	1,839		17
18		Flat - General Service	90	57			18
19		Flat - Other	17,826	1,267			19
20		All Other Freight Cars	42,498	344			20
21		Cabooses	119	324			21
22		Auto Racks		2,645			22
23		Miscellaneous Accessories	1,250	15,130			23
24	*	TOTAL FREIGHT TRAIN CARS	297,601	63,171	9,173		24
		OTHER EQUIPMENT - REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	4,857				26
27		Refrigerated Containers					27
28		Other Containers	75	(216)			28
29		Bogies					29
30		Chassis	2,640	(209)			30
31		Other Highway Equipment (Freight)	9,852				31
32	*	TOTAL HIGHWAY EQUIPMENT	17,424	(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)	6,556				36
37	*	Computer Systems & Word Processing Equip.	17	101,363			37
38	*	Machinery - Locomotives	1,191	5,811			38
39	*	Machinery - Freight Cars	748	3,644			39
40	*	Machinery - Other Equipment	82	394			40
41	*	Work and Other Nonrevenue Equipment	26,791	8,383	25,238		41
42		TOTAL OTHER EQUIPMENT	35,385	119,595	25,238		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	993,874	589,739	74,048		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		253,779	6,549,693	613,058	2,318,475	234,471	2
3							3
4							4
5	*	253,779	6,549,693	613,058	2,318,475	234,471	5
6			40		(57)		6
7			39		30		7
8		9,793	130,763		15,153		8
9			92,159		28,098		9
10		34,730	92,355		42,623		10
11		82,218	511,174	138,941	111,630	18,745	11
12			99,981		46,117		12
13		29,113	92,764	9,473	17,236	1,372	13
14			174		(279)		14
15		10,098	72,759		19,847		15
16		64,322	182,069	97,890	17,292	17,373	16
17			51,381	69,471	8,406	8,230	17
18			1,942		870		18
19		7,555	37,737		17,163		19
20		3,509	13,486		6,169		20
21			10,418		8,036		21
22		12,586	111,057		14,305		22
23			182,140		58,375		23
24	*	253,924	1,682,438	315,775	411,014	45,720	24
25							25
26							26
27							27
28		490	6,410		3,284		28
29							29
30		2,459	6,193		3,172		30
31							31
32	*	2,949	12,603		6,456		32
33							33
34							34
35	*						35
36	*						36
37	*		941,406		580,561		37
38	*		150,596		66,058		38
39	*		94,441		41,426		39
40	*		10,210		4,478		40
41	*		612,891	120,042	118,218	101,078	41
42			1,809,544	120,042	810,741	101,078	42
43		510,652	10,054,278	1,048,875	3,546,686	381,269	43

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

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

**416. SUPPORTING SCHEDULE - ROAD**  
(Dollars in Thousands)

Line No.	Density Category (Class)	Account No.	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	3,560,656	306,662	1.05%	TOTAL IMPROVEMENTS TO			NO CAPITAL LEASES IN ACCOUNTS 3, 8, 9, 11			3,560,656	306,662	1	
2		8	3,819,344	865,387	3.95%	PROPERTY LEASED FROM						3,819,344	865,387	2	
3		9	9,422,837	2,304,510	3.10%	OTHERS IS LESS THAN 5%						9,422,837	2,304,510	3	
4		11	3,187,120	441,415	4.17%	OF TOTAL PROPERTY OWNED.						3,187,120	441,415	4	
5		SUB TOTAL	19,989,957	3,917,974								19,989,957	3,917,974	5	
6	II	3	849,959	73,202	1.05%							849,959	73,202	6	
7		8	1,255,503	225,239	3.41%							1,255,503	225,239	7	
8		9	1,860,106	225,667	2.75%							1,860,106	225,667	8	
9		11	813,053	124,563	3.45%							813,053	124,563	9	
10		SUB TOTAL	4,778,621	648,671								4,778,621	648,671	10	
11	III	3										-	-	11	
12		8										-	-	12	
13		9										-	-	13	
14		11										-	-	14	
15		SUB TOTAL	-	-								-	-	15	
16	IV	3	418,701	36,060	1.05%							418,701	36,060	16	
17		8	521,612	157,238	2.45%							521,612	157,238	17	
18		9	929,811	200,636	1.92%							929,811	200,636	18	
19		11	481,782	82,902	2.22%							481,782	82,902	19	
20		SUB TOTAL	2,351,906	476,836								2,351,906	476,836	20	
21														21	
22														22	
23														23	
24														24	
25														25	
26		GRAND TOTAL	27,120,484	5,043,481	N/A					-	-	-	27,120,484	5,043,481	26

Notes:

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

**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	9,636	-	-	31		968	275	-	10,910	1
2	*	Pick up and delivery, marine line haul	34,307					160	N/A		34,467	2
3	*	Loading and unloading and local marine	278,835			1,015		30,555	N/A		310,405	3
4	*	Protective services - total debits and credits	7					742	8,656		9,405	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	1,785			303			34		2,122	6
7	*	Casualty and insurance	192								192	7
8	*	Joint facility - debit										8
9	*	Joint facility - credit	( )	( )	( )	( )	( )	( )	( )	( )	( )	9
10	*	Other	-	-	-	-	-	-	-	-		10
11	*	TOTAL	324,762			1,349		32,425	8,965		367,501	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	1,495,980	114,133	4,634	23,440
37 - Roadway Machines	708,415	217,657	13,321	65,982
52 - Locomotives	7,162,751	613,058	39,637	234,471
53 - Freight-Train Cars	1,998,213	315,775	9,173	45,720
57 - Work Equipment	376,996	17,181	1,105	16,997
58 - Miscellaneous Equipment	355,937	102,861	24,133	84,081

**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	605,269	1
		U.S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	1,616,731	2
3		Excess Profits		3
4	*	Total - Income Taxes (Lines 2 and 3)	1,616,731	4
5		Railroad Retirement	622,999	5
6		Hospital Insurance	53,729	6
7		Supplemental Annuities	-	7
8		Unemployment Insurance	4,761	8
9		All Other United States Taxes	-	9
10		Total - U.S. Government Taxes	2,298,220	10
11		Total - Railway Taxes	2,903,489	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	(290,132)	29,058	(21)	(261,095)	3
4	Postretirement Benefits	(332,423)	24,695	307,728	-	4
5	Compensation and Benefits	(279,279)	(13,117)	(410)	(292,806)	5
6	Intangible Liabilities	(68,862)	21,382	-	(47,480)	6
7	Long-term debt fair value adjustment under acquisition accounting	(11,573)	2,703	(110)	(8,980)	7
8	Other	(206,721)	(3,795)	(658)	(211,174)	8
9	Subtotal	(1,188,990)	60,926	306,529	(821,535)	9
10	Deferred tax credits:					10
11	Depreciation and Amortization	13,477,191	398,587	12,161	13,887,939	11
12	Postretirement Benefits	-	12,735	-	12,735	12
13	Hedging	6,119	(289)	(40)	5,790	13
14	Other	269,907	16,235	339	286,481	14
15	Subtotal	13,753,217	427,268	12,460	14,192,945	15
16						16
17						17
18						18
19						19
20						20
21	TOTALS	12,564,227	488,194	318,989	13,371,410	21

**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	\$ 326,256
Postretirement benefits	(17,947)
Current year purchase accounting adjustments	12,736
FIN 48	(2,050)
SFAS 133- Fuel hedges	(40)
Other	34
Total	<u>\$ 318,989</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	616	Other Comprehensive Income - Interest Hedging	48		1
2	616	Other Comprehensive Income - Equity Method Investments	530		2
3	616	Intercompany Notes Receivable from Burlington Northern Santa Fe, LLC*	1,972,400		3
4	606	Other Comprehensive Income - BNSF Pension and Retiree Benefits		516,754	4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29

**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					12
13	Tate & Lyle Ingredients Americas, LLC	Bridge Funding	531	Sole (Note 3)	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 with a balance				31
32	of approximately \$20 million as of December 31, 2013. 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. The				36
37	company has recorded a \$0.5 million liability for the fair value of the guarantee as of December 31, 2013.				37
38	Note 3: This guarantee expires in 2023. It is secured by a letter of credit established in January 2014 and issued on behalf of Tate & Lyle				38
39	for \$700 thousand, the maximum amount of the loan.				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	144,925
3	765/767	Funded debt unmatured	Sch 200, Line 41	538,676
4	766	Equipment obligations	Sch 200, Line 42	98,221
5	766.5	Capitalized lease obligations	Sch 200, Line 43	765,212
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	(14,671)
9		Total debt	Sum of Lines 1 through 8	1,532,363
10		Debt directly related to road property	Note 1	343,345
11		Debt directly related to equipment	Note 1	993,647
12		Total debt related to road and equipment	Lines 10 and 11	1,336,992
13		Percent directly related to road	Line 10 /Line 12 Whole % + 2 decimals	25.68%
14		Percent directly related to equipment	Line 11 /Line 12 Whole % + 2 decimals	74.32%
15		Debt not directly related to road and equipment	Line 9 - Line 12	195,371
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	393,516
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	1,138,847

**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	78,847
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	78,847
22		Interest directly related to road property debt	Note 4	31,846
23		Interest directly related to equipment debt	Note 4	56,959
24		Interest not directly related to road or equipment property debt	Line 21 - (Lines 22 + 23)	(9,958)
25		Interest on road property debt (Note 5)	Line 22 + (Line 24 x Line 13)	29,289
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	49,558
27		Embedded rate of debt capital - road property	Line 25 / Line 16	7.44%
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	4.35%

- 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, if applicable.
- 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	10,498	(113,447)	1
2							2
3	Freightwise, Inc		Common			(963)	3
4							4
5	BNSF Insurance Co, Ltd		Common	Insurance Premiums	95,456	35,279	5
6				Claims Paid	127,310	see above	6
7							7
8	BNSF Logistics, LLC		Common	Services Rendered	191	12	8
9							9
10	BNSF Logistics International, Inc		Common	Services Rendered	72	6	10
11							11
12	Berkshire Hathaway Inc.		Controlled	Stock Option Exercises		(11,793)	12
13							13
14	Tongue River Railroad Company		Direct	Services Rendered	6,121	367	14
15							15
16	Longview Switching Company		Direct	Services Rendered	215	33	16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

**INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700**

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

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

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

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

In Column (a) insert the figure (and letter, if any) indicating its class in accordance with the above list of classifications.

In Column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping.

Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in Column (d) give its entire length (the distances between terminals of single or first main track), and in the following columns the lengths of second main track, all other main tracks, passing tracks, cross-overs and turn-outs, way switching tracks, and yard switching tracks. These classes of tracks are defined as follows:

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

**WAY SWITCHING TRACKS** - Station, team, industry, and other switching tracks for which no separate service is maintained.

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

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

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

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

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

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

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

Class (5) includes all tracks operated and maintained by others, but over which the respondent has the right to operate some or all of its trains. In the road of this class, the respondent has no proprietary rights, but only the rights of a licensee. Include in this class, also, on main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

Road held by respondent as a joint or common owner or a joint lessee or under any joint arrangement should be shown in its appropriate class and the entry of length should be the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

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

## 700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	22,818	4,548	205	3,258	2,452	5,632	38,913	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	23,319	4,669	351	3,310	2,539	5,976	40,164	11
12										12
13	2		4			4	1	5	14	13
14	3		27				3	34	64	14
15	4		26			5	1	72	104	15
16	5		9,219	332	26	114	736	161	10,588	16
17										17
57		Grand Total	32,595	5,001	377	3,433	3,280	6,248	50,934	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	19		4
5		California	1,149					965	2,114	16		5
6		Colorado	868					533	1,401	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	2,061					51	2,112	639		17
18		Nebraska	1,555					94	1,649			18
19		Nevada						805	805			19
20		New Mexico	896					461	1,357	248		20
21		North Dakota	1,700					16	1,716	720		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	2,524	5,121	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)	23,319	4	27	26	9,219	32,595	2,319			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**

78

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
Locomotive Units													(HP)	
1		Diesel-freight units	5,457	285	30	7	6	3,392	2,381	5,773	24,713,454		1	
2		Diesel-passenger units											2	
3		Diesel-multiple purpose units	1,520				13	49	1,425	59	1,484	3,626,169	3	
4		Diesel-switching units											4	
5	*	TOTAL (lines 1 to 4) units	6,977	285	30	7	13	55	4,817	2,440	7,257	28,339,623	5	
6	*	Electric locomotives											6	
7	*	Other self-powered units											7	
8	*	TOTAL (lines 5, 6, and 7)	6,977	285	30	7	13	55	4,817	2,440	7,257	28,339,623	8	
9	*	Auxiliary units	62					9	53		53		9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	7,039	285	30	7	13	64	4,870	2,440	7,310	28,339,623	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	1,476	607	1,529	993	1,607	204	224	317	300		7,257	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	1,476	607	1,529	993	1,607	204	224	317	300		7,257	14
15	*	Auxiliary units	53										53	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,529	607	1,529	993	1,607	204	224	317	300		7,310	16

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Road Initials: BNSF  
Year 2013

**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)	90				1		91	91	13,104		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)	90				1		91	91	13,104		23	
24		Self-Propelled 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)	90				1		91	91	13,104		29	
30		Company Service Cars Business cars (PV)	37					1	36	36	438		30	
31		Board outfit cars (MWX)	56						56	56	4,086		31	
32		Derrick & snow removal cars (MWU, MWV, MWW, MWK)	90						90	90	2,790		32	
33		Dump and ballast cars (MWB, MWD)	1,719	54			4	11	1,600	166	1,766	225,102	33	
34		Other maintenance and service equipment cars	2,962	283			270	104	3,106	305	3,411	284,698	34	
35		TOTAL (Lines 30 to 34)	4,864	337			274	116	4,888	471	5,359	517,114	35	

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Road Initials: BNSF  
Year 20

**710. INVENTORY OF EQUIPMENT - Continued**

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In Column (d) give the number of units purchased or built in company shops. In Column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in Column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in Column (i). Units rented from others for a period less than one year should not be included in Column (j).

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All Others (c)	Units installed				
					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)	
<b>FREIGHT TRAIN CARS</b>									
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_)	5,545						38
39		Plain gondola cars (All Codes G & J, J_1, J_2, J_3, J_4)	8,079		200				39
40		Equipped gondola cars (All Code E)	5,236						40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	32,721		300				41
42		Open top hopper cars - general service (All Code H)	5,445			142			42
43		Open top hopper cars - special service (J_O), and All Code K)	5,385						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_)	2,117						45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)	6,043			493		135	46
47		Flat cars - multilevel (All Code V)	701						47
48		Flat cars - general service (F10_, F20_, F30_)	112						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	2,721			359			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)	75,722		500	994		135	53
54		Caboose (All Code M-930)	N/A	219					54
55		TOTAL (Lines 53 and 54)	75,722	219	500	994		135	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		1,117		36
37			4		4		411		37
38		671	3,460	1,414	4,874		491,113		38
39		567	2,282	5,430	7,712		900,751		39
40		143	3,677	1,416	5,093		534,831		40
41		1,344	15,704	15,973	31,677		3,449,639		41
42		102	5,136	349	5,485		570,631		42
43		519	1,639	3,227	4,866		550,945		43
44		7	9	978	987		89,264		44
45		129	1,988		1,988		177,800		45
46		21	1,668	4,982	6,650		1,597,259		46
47		5	696		696		63,633		47
48		3	109		109		9,719		48
49		52	1,587	1,441	3,028		313,933		49
50		6	105		105		9,066		50
51		198	232		232		21,102		51
52		7	61		61		6,268		52
53		3,774	38,367	35,210	73,577		8,787,482		53
54		6	213		N/A	213	N/A		54
55		3,780	38,580	35,210	73,577	213	8,787,482		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.)							56
57		Non-self-propelled vessels (car floats, lighters, etc.)							57
58		TOTAL (Lines 56 and 57)							58
HIGHWAY REVENUE EQUIPMENT									
59		Chassis (Z1_, Z67_, Z68_, Z_69_)		958					59
60		Dry van (U2_, Z_, Z6_, I-6)		775					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)		1,733					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						
		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)	Line No.
					Per diem (k)	All Others (l)			
56									56
57									57
58									58
59			958			958		62,270	59
60			775			775		52,080	60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70			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	285	59,850	\$ 601,582	P	1
2	<b>Freight-Train Cars</b>					2
3	Covered Hoppers	300	9,255	25,681	P	3
4	Plain Gondolas	200	7,720	17,110	P	4
5	<b>Work Equipment Cars</b>					5
6	Dump and Ballast Cars	54	1,806	8,360	P	6
7	Other MOW	283	9,757	27,732	P	7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19	<b>TOTAL</b>	<b>1,122</b>	<b>88,388</b>	<b>\$ 680,465</b>	<b>N/A</b>	<b>19</b>

**REBUILT UNITS**

20	Diesel-Freight Locomotives	7	1,435	\$ 8,291	P	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	<b>TOTAL</b>	<b>7</b>	<b>1,435</b>	<b>\$ 8,291</b>	<b>N/A</b>	<b>40</b>
41	<b>GRAND TOTAL (NEW AND REBUILT)</b>	<b>1,129</b>	<b>89,823</b>	<b>\$ 688,756</b>	<b>N/A</b>	<b>41</b>

**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	20,551	57.25	58.42	1,294.6	1
2	B	7,711	11.48	45.56	596.2	2
3	C	1,678	2.47	29.06	200.4	3
4	D	1,775	0.34	25.11	100.8	4
5	E	8,631	n/a	n/a		5
6	TOTAL	40,346	40.03	49.17	2,192	6
7	F	11,368	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	2,761,210		137,730				2,898,940	4,665,291		1	
2	B	734,154		2,807	45			737,006	1,197,016		2	
3	C	117,576			91			117,667	187,127		3	
4	D	5,769						5,769	22,772		4	
5	E	80,531		44				80,575	390,094		5	
6	TOTAL	3,699,240		140,581	136			3,839,957	6,462,300		6	
7	F										7	
8	Potential abandonments										8	
9	Average cost per cross tie	\$ 53.40	and switch tie (MBM)	\$ 1,526.70								

**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	67,045	82.45	5,528	217,850	2.36	514	New	1	
2	S	87,662	43.29	3,795				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	154,707		9,323	217,850		514		20	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							27.70		21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							24.50		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	1,303.09	0.61	52.58	0.09	1,355.67	0.70	1	
2	B	331.52	0.16	13.38	0.03	344.90	0.19	2	
3	C	37.28	0.02	1.50		38.78	0.02	3	
4	D	3.87		0.16		4.03		4	
5	E	22.93		0.92		23.85		5	
6	TOTAL	1,698.69	0.79	68.54	0.12	1,767.23	0.91	6	
7	F							7	
8	Potential Abandonments							8	
9	Average cost of new and relay rail laid in replacement per gross ton		\$865.95	New	\$868.21	Relay	\$795.34	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	115	13	11	0.85	115				1	
2	1	132	12	10	0.83	132				2	
3	1	136	5,308	4,401	0.83	136	1,140	947	0.83	3	
4	1	141	1,229	1,215	0.99	141	67	66	0.99	4	
5										5	
6	4	112				112	33	40	1.21	6	
7	4	132				132	2,188	2,298	1.05	7	
8	4	136	109	118	1.08	136	2,365	2,499	1.06	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	6,671	5,755	0.86	N/A	5,793	5,850	1.01	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.								27.70	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.								24.50	35	
36	Track-miles of welded rail installed on system this year				52.15	Total to date				3,016.07	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			10
11	76				11
12	77	53			12
13	80	13			13
14	85	195			14
15	90	911			15
16	100	140			16
17	105				17
18	110	206			18
19	112	1,762			19
20	115	2,998			20
21	119	466			21
22	128				22
23	129	249			23
24	130	2			24
25	131	834			25
26	132	5,431			26
27	133	18			27
28	136	11,049			28
29	140	11			29
30	141	3,668			30
31	155	2			31
32	Unknown	334			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	28,396			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	2,898,940	4,665,291	4.44%	N/A	1,356.37	3.30%	2,010,764	16,413	79.86%	1
2	B	737,006	1,197,016	3.01%	N/A	345.09	2.24%	55,505	453	5.87%	2
3	C	117,667	187,127	2.20%	N/A	38.80	1.16%	6,578	54	3.22%	3
4	D	5,769	22,772	0.10%	N/A	4.03	0.11%	2,098	17	0.96%	4
5	E	80,575	390,094	0.29%	N/A	23.85	0.14%	4,858	40	0.46%	5
6	TOTAL	3,839,957	6,462,300	2.99%	N/A	1,768.14	2.19%	2,079,803	16,977	42.08%	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	1,328,531,642	1
2	Passenger		2
3	Yard Switching	50,109,515	3
4	TOTAL	1,378,641,157	4
5	COST OF FUEL \$(000)*	\$ 4,318,571	5
6	Work Train	947,703	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)	32,595		1
		2 Train Miles - Running (B)			
2		2-01 Unit Trains	58,749,279	XXXXXX	2
3		2-02 Way Trains	5,618,601	XXXXXX	3
4		2-03 Through Trains	102,897,715		4
5		2-04 TOTAL TRAIN MILES (Lines 2-4)	167,265,595		5
6		2-05 Motorcars (C)			6
7		2-07 TOTAL ALL TRAINS (Lines 5 and 6)	167,265,595		7
		3 Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	187,548,929	XXXXXX	8
9		3-02 Way Trains	12,222,593	XXXXXX	9
10		3-03 Through Trains	323,046,668		10
11		3-04 TOTAL (Lines 8-10)	522,818,190		11
12		3-11 Train Switching (F)	4,975,198	XXXXXX	12
13		3-21 Yard Switching (G)	14,744,442		13
14		3-31 TOTAL ALL SERVICES (Lines 11-13)	542,537,830		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	8,048	XXXXXX	16
17		4-012 Box-Equipped	144,260	XXXXXX	17
18		4-013 Gondola-Plain	285,305	XXXXXX	18
19		4-014 Gondola-Equipped	64,774	XXXXXX	19
20		4-015 Hopper-Covered	603,148	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	48,200	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	120,946	XXXXXX	22
23		4-018 Refrigerator-Mechanical	16,060	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	31,126	XXXXXX	24
25		4-020 Flat-TOFC/COFC	631,927	XXXXXX	25
26		4-021 Flat-Multi-Level	62,082	XXXXXX	26
27		4-022 Flat-General Service	337	XXXXXX	27
28		4-023 Flat-All Other	80,004	XXXXXX	28
29		4-024 All Other Car Types-Total	19,673	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,115,890	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - (Continued)					
Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
31		4-11 RR Owned and Leased Cars - Empty			
		4-110 Box-Plain 40-Foot		XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	6,036	XXXXXX	32
33		4-112 Box-Equipped	113,678	XXXXXX	33
34		4-113 Gondola-Plain	243,900	XXXXXX	34
35		4-114 Gondola-Equipped	64,467	XXXXXX	35
36		4-115 Hopper-Covered	610,769	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	64,536	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	136,528	XXXXXX	38
39		4-118 Refrigerator-Mechanical	10,210	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	23,331	XXXXXX	40
41		4-120 Flat-TOFC/COFC	65,088	XXXXXX	41
42		4-121 Flat-Multi-Level	21,929	XXXXXX	42
43		4-122 Flat-General Service	762	XXXXXX	43
44		4-123 Flat-All Other	74,946	XXXXXX	44
45		4-124 All Other Car Types-Total	27,705	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,463,885	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	8,059	XXXXXX	48
49		4-132 Box-Equipped	32,819	XXXXXX	49
50		4-133 Gondola-Plain	1,072,274	XXXXXX	50
51		4-134 Gondola-Equipped	19,608	XXXXXX	51
52		4-135 Hopper-Covered	442,159	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	67,304	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	684,708	XXXXXX	54
55		4-138 Refrigerator-Mechanical	4,858	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	553	XXXXXX	56
57		4-140 Flat-TOFC/COFC	1,017,846	XXXXXX	57
58		4-141 Flat-Multi-Level	241,841	XXXXXX	58
59		4-142 Flat-General Service	270	XXXXXX	59
60		4-143 Flat-All Other	68,445	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	155,103	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	760,569	XXXXXX	62
63		4-146 All Other Car Types-Total	3,059	XXXXXX	63
64		4-147 TOTAL (Lines 47-63)	4,579,475	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		4-15 Private Line Cars - Empty (H)			
65		4-150 Box-Plain 40-Foot		XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	6,056	XXXXXX	66
67		4-152 Box-Equipped	14,452	XXXXXX	67
68		4-153 Gondola-Plain	1,084,676	XXXXXX	68
69		4-154 Gondola-Equipped	20,802	XXXXXX	69
70		4-155 Hopper-Covered	452,195	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	67,616	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	697,763	XXXXXX	72
73		4-158 Refrigerator-Mechanical	5,022	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	570	XXXXXX	74
75		4-160 Flat-TOFC/COFC	100,669	XXXXXX	75
76		4-161 Flat-Multi-Level	79,016	XXXXXX	76
77		4-162 Flat-General Service	403	XXXXXX	77
78		4-163 Flat-All Other	66,896	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	164,161	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	815,580	XXXXXX	80
81		4-166 All Other Car Types-Total	7,984	XXXXXX	81
82		4-167 TOTAL (Lines 65-81)	3,583,861	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	77,565	XXXXXX	83
84		4-18 No Payment Car-Miles (I) <1>		XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)			
85		4-191 Unit Trains	6,478,762	XXXXXX	85
86		4-192 Way Trains	170,096	XXXXXX	86
87		4-193 Through Trains	5,171,818	XXXXXX	87
88		4-194 TOTAL (Lines 85-87)	11,820,676	XXXXXX	88
89		4-20 Caboose Miles	63	XXXXXX	89

<1> Total number of loaded miles 18,374 and empty miles 3,371 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	107,342,826		98
		6-02 Freight Trains, Crs., Cnts, & Caboose			
99		6-020 Unit Trains	562,684,953	XXXXXX	99
100		6-021 Way Trains	11,475,333	XXXXXX	100
101		6-022 Through Trains	572,779,584	XXXXXX	101
102		6-03 Passenger Trains, Crs, & Cnts.			102
103		6-04 Non-Revenue	14,535,481	XXXXXX	103
104		6-05 TOTAL (Lines 98 - 103)	1,268,818,177		104
		7 Tons of Freight (thousands)			
105		7-01 Revenue	605,368	XXXXXX	105
106		7-02 Non-Revenue	12,450	XXXXXX	106
107		7-03 TOTAL (Lines 105 and 106)	617,818	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue - Road Service	675,423,679	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (Lines 108 and 109)	675,423,679	XXXXXX	110
111		8-04 Non-Revenue - Road Service	7,200,904	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (Lines 111 and 112)	7,200,904	XXXXXX	113
114		8-07 TOTAL - REVENUE & NON-REVENUE (Lines 110 and 113)	682,624,583	XXXXXX	114
		9 Train Hours (M)			
115		9-01 Road Service	9,542,310	XXXXXX	115
116		9-0 Train Switching	318,663	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	2,457,407	XXXXXX	117
		11 Train-Miles Work Trains (O)			
118		11-01 Locomotives	2,281,272	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12 Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	4,501,667	XXXXXX	120
121		12-02 Way Trains	2,581,760	XXXXXX	121
122		12-03 Through Trains	6,315,043	XXXXXX	122
123		13 TOFC/COFC- No. of Revenue Trailers & Containers Loaded and Unloaded (Q)	7,654,243	XXXXXX	123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded & Unloaded (Q)	2,038,931	XXXXXX	124
125		15 TOFC/COFC - No. of Revenue Trailers Picked Up & Delivered (R)	171,579	XXXXXX	125
		16 Revenue-Tons Marine Terminal (S)			
126		16-01 Marine Terminals - Coal		XXXXXX	126
127		16-02 Marine Terminals - Ore	7,733,856	XXXXXX	127
128		16-03 Marine Terminals - Other		XXXXXX	128
129		16-04 TOTAL (Lines 126 - 128)	7,733,856	XXXXXX	129
		17 Number of Foreign Per-Diem Cars on Line (T)			
130		17-01 Serviceable	12,731	XXXXXX	130
131		17-02 Unserviceable	224	XXXXXX	131
132		17-03 Surplus	463	XXXXXX	132
133		17-04 TOTAL (Lines 130 - 132)	13,418	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	5.40	XXXXXX	134

## PTC Supplement

Schedules 330, 332, 335, 352B, 410, 700, 710, 710S, and 720

TO THE  
SURFACE TRANSPORTATION BOARD  
FOR THE  
YEAR ENDED DECEMBER 31, 2013

**PTC 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
2	3	(3) Grading				2
3	4	(4) Other right-of-way expenditures				3
4	5	(5) Tunnels and subways				4
5	6	(6) Bridges, trestles and culverts				5
6	7	(7) Elevated structures				6
7	8	(8) Ties				7
8	9	(9) Rail and other track material	15,201			8
9	11	(11) Ballast				9
10	13	(13) Fences, snowsheds and signs				10
11	16	(16) Station and office buildings				11
12	17	(17) Roadway buildings				12
13	18	(18) Water stations				13
14	19	(19) Fuel stations				14
15	20	(20) Shops and enginehouses				15
16	22	(22) Storage warehouses				16
17	23	(23) Wharves and docks				17
18	24	(24) Coal and ore wharves				18
19	25	(25) TOFC/COFC terminals				19
20	26	(26) Communications systems	13,647			20
21	27	(27) Signals and interlockers	309,975			21
22	29	(29) Power plants				22
23	31	(31) Power transmission systems				23
24	35	(35) Miscellaneous structures				24
25	37	(37) Roadway machines				25
26	39	(39) Public improvements - construction				26
27	44	(44) Shop machinery				27
28	45	(45) Power plant machinery				28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	338,823			30
31	52	(52) Locomotives	49,321			31
32	53	(53) Freight train cars				32
33	54	(54) Passenger train cars				33
34	55	(55) Highway revenue equipment				34
35	56	(56) Floating equipment				35
36	57	(57) Work equipment				36
37	58	(58) Miscellaneous equipment	4,781			37
38	59	(59) Computer systems & word processing equipment	13,593			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	67,695			39
40	76	(76) Interest during construction				40
41	80	(80) Other elements of investment				41
42	90	(90) Construction work in progress	320,960			42
43		GRAND TOTAL	727,478			43

\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

\*\* Excludes investments in equity method of \$41,150 and \$1,639 for MCC and PTC 220 companies

PTC 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					1
2	3					2
3	4					3
4	5					4
5	6					5
6	7					6
7	8					7
8	9	4,994		4,994	20,195	8
9	11					9
10	13					10
11	16					11
12	17					12
13	18					13
14	19					14
15	20					15
16	22					16
17	23					17
18	24					18
19	25					19
20	26	29,735		29,735	43,382	20
21	27	202,386		202,386	512,361	21
22	29					22
23	31					23
24	35					24
25	37					25
26	39					26
27	44					27
28	45					28
29						29
30		237,115		237,115	575,938	30
31	52	28,377		28,377	77,698	31
32	53					32
33	54					33
34	55					34
35	56					35
36	57					36
37	58	(1,678)	29	(1,707)	3,074	37
38	59	1,678		1,678	15,271	38
39		28,377	29	28,348	96,043	39
40	76					40
41	80					41
42	90	(90,668)		(90,668)	230,292	42
43		174,824	29	174,795	902,273	43

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

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing that total by the total depreciation base for the same month. The depreciation base should not include cost of equipment used, but not owned, when the rents are included in rent for equipment and account nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment, accounts nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00., inclusive. Composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give particulars in a footnote.
2. All leased property may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to lessor property, when the rent 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.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation Base		Annual composite rate % (d)	Depreciation Base		Annual composite rate % (g)	
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)		
	<b>ROAD</b>							
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	-	-		TOTAL ROAD AND			6
7	(9) Rail and other track material	15,201	20,195	3.05%				7
8	(11) Ballast	-	-		EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	-	-					9
10	(16) Station and office buildings	-	-		OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	-	-					11
12	(18) Water stations	-	-		OF TOTAL OWNED			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	13,647	43,382	4.85%				19
20	(27) Signals and interlockers	309,975	512,361	3.33%				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 (other than def. projects)							29
30	<b>TOTAL ROAD</b>	338,823	575,938	3.37%				30
	<b>EQUIPMENT</b>							
31	(52) Locomotives	49,321	77,698	8.33%				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	4,781	3,074	9.58%				37
38	(59) Computer systems & WP equipment	13,593	15,271	11.76%				38
39	<b>TOTAL EQUIPMENT</b>	67,695	96,043	8.92%				39
40	<b>GRAND TOTAL</b>	406,518	671,981	NA			NA	40

\*The annual composite rates in column (d) are the prescribed rates for accounts 27 and 52. Accounts 9, 26, 58, and 59 contain multiple component rates and were recomputed in line with the instructions. As such, the PTC composite rates will differ from Federal Schedule 332 rates.

\*\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

**PTC 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. Include authorized amortization amounts in column (c) on the lines for the affected accounts.

**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)		
<b>ROAD</b>									
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	773	546		-		1,319	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	317	963		-		1,280	19
20		(27) Signals and interlockers	14,613	13,420		-		28,033	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		<b>TOTAL ROAD</b>	<b>15,703</b>	<b>14,929</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30,632</b>	<b>30</b>
<b>EQUIPMENT</b>									
31		(52) Locomotives	3,171	4,960		-		8,131	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	875	381		29		1,227	37
38		(59) Computer systems & WP equip.	2,705	1,703		-		4,408	38
39		Amortization (adjustments)						-	39
40		<b>TOTAL EQUIPMENT</b>	<b>6,751</b>	<b>7,044</b>	<b>-</b>	<b>29</b>	<b>-</b>	<b>13,766</b>	<b>40</b>
41		<b>GRAND TOTAL</b>	<b>22,454</b>	<b>21,973</b>	<b>-</b>	<b>29</b>	<b>-</b>	<b>44,398</b>	<b>41</b>

\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

**PTC 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
2		(3) Grading	-			-	2
3		(4) Other right-of-way expenditures	-			-	3
4		(5) Tunnels and subways	-			-	4
5		(6) Bridges, trestles and culverts	-			-	5
6		(7) Elevated structures	-			-	6
7		(8) Ties	-			-	7
8		(9) Rail and other track material	20,195			2	8
9		(11) Ballast	-			-	9
10		(13) Fences, snowsheds and signs	-			-	10
11		(16) Station and office buildings	-			-	11
12		(17) Roadway buildings	-			-	12
13		(18) Water stations	-			-	13
14		(19) Fuel stations	-			-	14
15		(20) Shops and enginehouses	-			-	15
16		(22) Storage warehouses	-			-	16
17		(23) Wharves and docks	-			-	17
18		(24) Coal and ore wharves	-			-	18
19		(25) TOFC/COFC terminals	-			-	19
20		(26) Communications systems	43,382			5	20
21		(27) Signals and interlockers	512,361			74	21
22		(29) Power plants	-			-	22
23		(31) Power transmission systems	-			-	23
24		(35) Miscellaneous structures	-			-	24
25		(37) Roadway machines	-			-	25
26		(39) Public improvements - construction	-			-	26
27		(44) Shop machinery	-			-	27
28		(45) Power plant machinery	-			-	28
29		Leased property (capitalized rentals)	-			-	29
30		Other (specify and explain)	-			-	30
31		TOTAL ROAD	575,938			81	31
32		(52) Locomotives	77,698			-	32
33		(53) Freight train cars	-			-	33
34		(54) Passenger train cars	-			-	34
35		(55) Highway revenue equipment	-			-	35
36		(56) Floating equipment	-			-	36
37		(57) Work equipment	-			-	37
38		(58) Miscellaneous equipment	3,074			-	38
39		(59) Computer systems & WP equipment	15,286			-	39
40		TOTAL EQUIPMENT	96,058			-	40
41		(76) Interest during construction	-			-	41
42		(80) Other elements of investment	-			-	42
43		(90) Construction work in progress	230,277			-	43
44		GRAND TOTAL	902,273			81	44

\* Includes property leased to and operated by others.

\*\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

**PTC 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.
		<b>WAYS &amp; STRUCTURES</b>								
		<b>ADMINISTRATION</b>								
1		Track								1
2		Bridge & building								2
3		Signal	939			54	993		993	3
4		Communication	10				10		10	4
5		Other								5
		<b>REPAIRS AND MAINTENANCE</b>								
6		Roadway - running								6
7		Roadway - switching								7
8		Tunnels & subways - running								8
9		Tunnels & subways - switching								9
10		Bridges & culverts - running								10
11		Bridges & culverts - switching								11
12		Ties - running								12
13		Ties - switching								13
14		Rail & other track material - running	38				38		38	14
15		Rail & other track material - switching	10				10		10	15
16		Ballast - running								16
17		Ballast - switching								17
18		Road property damaged - running								18
19		Road property damaged - switching								19
20		Road property damaged - other								20
21		Signals & interlockers - running	955	85	1,968	2	3,010		3,010	21
22		Signals & interlockers - switching	254	23	523		800		800	22
23		Communications systems	1,779	39	10		1,828		1,828	23
24		Power systems								24
25		Highway grade crossings - running								25
26		Highway grade crossings - switching								26
27		Station & office buildings								27
28		Shop buildings - locomotives								28
29		Shop buildings - freight cars						N/A		29
30		Shop buildings - other equipment								30

**PTC 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								101
102		Miscellaneous buildings & structures								102
103		Coal terminals						N/A		103
104		Ore terminals						N/A		104
105		Other marine terminals						N/A		105
106		TOFC/COFC terminals						N/A		106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines								109
110		Small tools & supplies								110
111		Snow removal								111
112		Fringe benefits - running	N/A	N/A	N/A	1,219	1,219		1,219	112
113		Fringe benefits - switching	N/A	N/A	N/A	322	322		322	113
114		Fringe benefits - other	N/A	N/A	N/A	153	153		153	114
115		Casualties & insurance - running	N/A	N/A	N/A					115
116		Casualties & insurance - switching	N/A	N/A	N/A					116
117		Casualties & insurance - other	N/A	N/A	N/A					117
118	*	Lease rentals - debit - running	N/A	N/A		N/A				118
119	*	Lease rentals - debit - switching	N/A	N/A		N/A				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		N/A				124
125		Joint facility rent - debit - switching	N/A	N/A		N/A				125
126		Joint facility rent - debit - other	N/A	N/A		N/A				126
127		Joint facility rent - (credit) - running	N/A	N/A		N/A				127
128		Joint facility rent - (credit) - switching	N/A	N/A		N/A				128
129		Joint facility rent - (credit) - other	N/A	N/A		N/A				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

**PTC 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		431	431		431	136
137	*	Depreciation - switching	N/A	N/A		115	115		115	137
138	*	Depreciation - other	N/A	N/A		14,383	14,383		14,383	138
139		Joint facility - debit - running	N/A	N/A		N/A				139
140		Joint facility - debit - switching	N/A	N/A		N/A				140
141		Joint facility - debit - other	N/A	N/A		N/A				141
142		Joint facility - (credit) - running	N/A	N/A		N/A				142
143		Joint facility - (credit) - switching	N/A	N/A		N/A				143
144		Joint facility - (credit) - other	N/A	N/A		N/A				144
145		Dismantling retired road property - running								145
146		Dismantling retired road property - switching								146
147		Dismantling retired road property - other								147
148		Other - running								148
149		Other - switching								149
150		Other - other								150
151		TOTAL WAY AND STRUCTURES	3,985	147	2,501	16,679	23,312		23,312	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration				14	14		14	201
202	*	Repair & maintenance	246				246		246	202
203	*	Machinery repair								203
204		Equipment damaged								204
205		Fringe benefits	N/A	N/A	N/A	107	107		107	205
206		Other casualties & insurance	N/A	N/A	N/A					206
207	*	Lease rentals - debit	N/A	N/A		N/A				207
208	*	Lease rentals - (credit)	N/A	N/A		N/A				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		4,960	4,960		4,960	213
214		Joint facility - debit	N/A	N/A		N/A				214
215		Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A			N/A				216

**PTC 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.
		LOCOMOTIVES - (Continued)								
217		Dismantling retired property								217
218		Other								218
219		TOTAL LOCOMOTIVES	246			5,081	5,327		5,327	219
		FREIGHT CARS								
220		Administration						N/A		220
221	*	Repair & maintenance						N/A		221
222	*	Machinery repair						N/A		222
223		Equipment damaged						N/A		223
224		Fringe benefits	N/A	N/A	N/A			N/A		224
225		Other casualties & insurance	N/A	N/A	N/A			N/A		225
226	*	Lease rentals - debit	N/A	N/A				N/A		226
227	*	Lease rentals - (credit)	N/A	N/A		N/A		N/A		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		N/A		N/A		230
231	*	Other rents - (credit)	N/A	N/A		N/A		N/A		231
232	*	Depreciation	N/A	N/A	N/A			N/A		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		N/A		N/A		235
236		Dismantling retired property						N/A		236
237		Other						N/A		237
238		TOTAL FREIGHT CARS						N/A		238
		OTHER EQUIPMENT								
301		Administration		76	32		108		108	301
302	*	Repair & maintenance: Trucks, trailers, & containers - revenue service						N/A		302
303	*	Floating equipment - revenue service						N/A		303
304	*	Passenger & other revenue equipment								304
305	*	Computers and data processing equipment								305
306	*	Machinery								306
307	*	Work & other non-revenue equipment	15				15		15	307
308		Equipment damaged								308
309		Fringe benefits	N/A	N/A	N/A	7	7		7	309
310		Other casualties & insurance	N/A	N/A	N/A					310
311	*	Lease rentals - debit	N/A	N/A						311
312	*	Lease rentals - (credit)	N/A	N/A						312

**PTC 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	2,084	2,084		2,084	317
318		Joint facility - debit	N/A	N/A		N/A				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								322
323		TOTAL OTHER EQUIPMENT	15	76	32	2,091	2,214		2,214	323
324		TOTAL EQUIPMENT	261	76	32	7,172	7,541		7,541	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration								401
402		Engine crews	719				719		719	402
403		Train crews	334				334		334	403
404		Dispatching trains								404
405		Operating signals & interlockers								405
406		Operating drawbridges								406
407		Highway crossing protection								407
408		Train inspection & lubrication								408
409		Locomotive fuel								409
410		Electric power produced or purchased for motive power								410
411		Servicing locomotives	36				36		36	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	417	417		417	414
415		Other casualties & insurance	N/A	N/A	N/A					415
416		Joint facility - debit	N/A	N/A		N/A				416
417		Joint facility - (credit)	N/A	N/A		N/A				417
418		Other								418
419		TOTAL TRAIN OPERATIONS	1,089			417	1,506		1,506	419
		YARD OPERATIONS								
420		Administration				7	7		7	420
421		Switch crews	99		83		182		182	421

**PTC 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.
		<b>YARD OPERATIONS (Continued)</b>								
422		Controlling operations								422
423		Yard and terminal clerical								423
424		Operating switches, signals, retarders, & humps								424
425		Locomotive fuel								425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives								427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks								429
430		Fringe benefits	N/A	N/A	N/A	38	38		38	430
431		Other casualties & insurance	N/A	N/A	N/A					431
432		Joint facility - debit	N/A	N/A						432
433		Joint facility - (credit)	N/A	N/A						433
434		Other								434
435		<b>TOTAL YARD OPERATIONS</b>	99		83	45	227		227	435
		<b>TRAIN &amp; YARD OPERATIONS COMMON:</b>								
501		Cleaning car interiors				N/A				501
502		Adjusting & transferring loads				N/A		N/A		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					504
505		Fringe benefits	N/A	N/A	N/A					505
506		<b>TOTAL TRAIN &amp; YARD OPERATIONS COMMON:</b>								506
		<b>SPECIALIZED SERVICE OPERATIONS</b>								
507	*	Administration						N/A		507
508	*	Pickup & delivery and marine line haul						N/A		508
509	*	Loading & unloading and local marine						N/A		509
510	*	Protective services						N/A		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			N/A		512
513	*	Casualties & insurance	N/A	N/A	N/A			N/A		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	*	<b>TOTAL SPECIALIZED SERVICE OPERATIONS</b>						N/A		517

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

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE support OPERATIONS: Administration								518
519		Employees performing clerical & accounting functions								519
520		Communication systems operations			900		900		900	520
521		Loss & damage claims processing								521
522		Fringe benefits	N/A	N/A	N/A					522
523		Casualties & insurance	N/A	N/A	N/A					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								526
527		TOTAL ADMINISTRATIVE support OPERATIONS			900		900		900	527
528		TOTAL TRANSPORTATION	1,188		983	462	2,633		2,633	528
601		GENERAL AND ADMINISTRATIVE Officers - general administration		1	1,061	80	1,142		1,142	601
602		Accounting, auditing, & finance								602
603		Management services & data processing			503		503		503	603
604		Marketing								604
605		Sales								605
606		Industrial development						N/A		606
607		Personnel & labor relations								607
608		Legal & secretarial								608
609		Public relations & advertising								609
610		Research & development								610
611		Fringe benefits	N/A	N/A	N/A					611
612		Casualties & insurance	N/A	N/A	N/A					612
613		Writedown of uncollectible accounts	N/A	N/A	N/A					613
614		Property taxes	N/A	N/A	N/A					614
615		Other taxes except on corporate income or payroll	N/A	N/A	N/A					615
616		Joint facility - debit	N/A	N/A						616
617		Joint facility - (credit)	N/A							617
618		Other								618
619		TOTAL GENERAL AND ADMINISTRATIVE		1	1,564	80	1,645		1,645	619
620	*	TOTAL CARRIER OPERATING EXPENSE	5,434	224	5,080	24,393	35,131		35,131	620

\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

PTC 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%	8,927	3,175	172	1,132			13,406	1
2	1J	75%								2
3	1J	66.70%								3
4	1J	50%	190			29			219	4
5	1J	33.30%								5
6	1J	25%								6
7	1J	20%								7
8	1J	16.7%								8
9		Total 1J	190			29			219	9
10										10
11		Total 1 and 1J	9,117	3,175	172	1,161			13,625	11
12										12
13	2									13
14	3									14
15	4									15
16	5									16
17										17
57		Grand Total	9,117	3,175	172	1,161			13,625	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%								1
2	1J	50%								2
3		Total 1 and 1J								3
4	2									4
5	5									5
57		Grand Total Canadian Miles								57

**NOTES AND REMARKS**

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	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														
1		Diesel-freight units	573	176				439	310	749	3,290,400		1	
2		Diesel-passenger units											2	
3		Diesel-multiple purpose units											3	
4		Diesel-switching units											4	
5	*	TOTAL (lines 1 to 4) units	573	176				439	310	749	3,290,400		5	
6	*	Electric locomotives											6	
7	*	Other self-powered units											7	
8	*	TOTAL (lines 5, 6, and 7)	573	176				439	310	749	3,290,400		8	
9	*	Auxiliary units											9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	573	176				439	310	749	3,290,400		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)	During Calendar Year					TOTAL (l)	Line No.			
				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)	2010 (g)			2011 (h)	2012 (i)	2013 (j)
11	*	Diesel			38	151	198	4	1	181	176	749	11
12	*	Electric											12
13	*	Other self-powered units											13
14	*	TOTAL (lines 11 to 13)			38	151	198	4	1	181	176	749	14
15	*	Auxiliary units											15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)			38	151	198	4	1	181	176	749	16

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

114

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)									-			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	-	-	-	-	-	-	-	-	-	-	-	23
24		Electric passenger cars (EP, ET)									-			24
25		Electric combined cars (EC)									-			25
26		Internal combustion rail motorcars (ED, EG)									-			26
27		Other self-propelled cars (Specify types)									-			27
28		TOTAL (Lines 24 to 27)	-	-	-	-	-	-	-	-	-	-	-	28
29		TOTAL (Lines 23 and 28) Company Service Cars	-	-	-	-	-	-	-	-	-	-	-	29
30		Business cars (PV)									-			30
31		Board outfit cars (MWX)									-			31
32		Derrick & snow removal cars (MWU, MWV, MWV, MWK)									-			32
33		Dump and ballast cars (MWB, MWD)									-			33
34		Other maintenance and service equipment cars									-			34
35		TOTAL (Lines 30 to 34)	-	-	-	-	-	-	-	-	-	-	-	35

Railroad Annual Report I

Road Initials: BNSF  
Year 2013

**PTC 710. INVENTORY OF EQUIPMENT - Continued**

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In Column (d) give the number of units purchased or built in company shops. In Column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in Column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in Column (i). Units rented from others for a period less than one year should not be included in Column (j).

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

Line No.	Cross Check	Class of equipment and car designations  (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars  (b)	All Others  (c)	Units installed			All other units, including reclassification and second hand units purchased or leased from others  (g)	
					New units purchased or built  (d)	New or rebuilt units leased from others  (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts  (f)		
<b>FREIGHT TRAIN CARS</b>									
36		Plain box cars - 40' (B1__, B2__)							36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5__, B6__ B7__, B8__)							37
38		Equipped box cars (All Code A, Except A_5_)							38
39		Plain gondola cars (All Codes G & J, J_1_, J_2_, J_3_, J_4_)							39
40		Equipped gondola cars (All Code E)							40
41		Covered hopper cars (C_1_, C_2_, C_3_, C_4_)							41
42		Open top hopper cars - general service (All Code H)							42
43		Open top hopper cars - special service (J__O), and All Code K)							43
44		Refrigerator cars - mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)							44
45		Refrigerator cars - nonmechanical (R_0_, R_1_, R_2_)							45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)							46
47		Flat cars - multilevel (All Code V)							47
48		Flat cars - general service (F10_, F20_, F30_)							48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)							49
50		Tank cars - under 22,000 gal. (T_0_, T_1_, T_2_, T_3_, T_4_, T_5_)							50
51		Tank cars - 22,000 gal. and over (T_6_, T_7_, T_8_, T_9_)							51
52		All other freight cars (A_5_, F_7_, All Code L & Q8_)							52
53		TOTAL (Lines 36 to 52)	-		-	-	-	-	53
54		Caboose (All Code M-930)	N/A						54
55		TOTAL (Lines 53 and 54)	-	-	-	-	-	-	55

**PTC 710. INVENTORY OF EQUIPMENT - Continued**

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

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

Line No.	Cross Check	Changes during year (concluded) Units retired from service of respondent whether owned or leased including reclassification (h)	Units at close of year						Line No.
			Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	
					Time-mileage cars (k)	All Others (l)			
36		-			-				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
51		-			-				51
52		-			-				52
53		-	-	-	-		-	-	53
54					N/A		N/A		54
55		-	-	-	-	-	-	-	55

PTC 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_)							59
60		Dry van (U2_, Z_, Z6_, I-6)							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)		-		-	-	-	70
NOTES AND REMARKS									
Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank, otherwise it is a bulk hopper.									

**PTC 710. INVENTORY OF EQUIPMENT - Concluded**

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

Line No.	Cross Check	Changes during year	Units at close of year						Line No.
		(concluded)	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)	
		Units retired from service of respondent whether owned or leased including reclassification (h)			Per diem (k)	All Others (l)			
									56
									57
									58
59									59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		-	-	-	-	-	-	-	70

NOTES AND REMARKS

\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None note

**PTC 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	176	36,960	\$ 12,157	P	1
2						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	TOTAL	176	36,960	\$ 12,157	N/A	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			\$ -	N/A	40
41	GRAND TOTAL (NEW AND REBUILT)	176	36,960	\$ 12,157	N/A	41

\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

**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.

**PTC 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	12,591	60.53	60.85	428.0	1
2	B	940	13.68	54.02	15.5	2
3	C	74	2.12	43.65	10.2	3
4	D	20	0.30	34.47		4
5	E		n/a	n/a		5
6	TOTAL	13,625	56.89	60.25	453.7	6
7	F	7,760	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.

\*\* PTC-related expenditures from passenger-only service not otherwise captured in this schedule shall be stated in the aggregate here: None noted.

**Footnote: PTC Grants**

In addition to separating capital expenses and operating expenses incurred by the railroad for PTC, the respondent entity should include by footnote disclosure here the value of funds received from government transfers to include grants, subsidies, and other contributions or reimbursements that the respondent entity used to purchase or create PTC assets or to offset PTC costs. These amounts represent non-railroad monies that the respondent entity used for PTC and would provide for full disclosure of PTC costs on an annual basis. This disclosure would identify the nature and location of the project by FRA identification, if applicable.

Line No.	Entity Receiving Funds (a)	Name of Program Providing Funding (b)	Location(s) of the Project Funded (c)	Amount of Funding Received (d)	Line No.
1	BNSF Railway	Metra	Chicago	615,304	1
2	BNSF Railway	CalTrans	Bakersfield & Stockton	9,800,000	2
3					3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24

BNSF received the following amounts of PTC Grant Funding in years prior to 2013:

2009	-
2010	65,571
2011	2,540,836
2012	7,961,683
	<u>10,568,090</u>

Meteorcomm LLC, of which BNSF has 25% ownership and accounts for as an equity method investment, received PTC grant funding in prior years. BNSF's portion is as follows:

2011	4,012,022
2012	1,250,478
	<u>5,262,500</u>

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

Felicia L. Williams makes oath and states that she is General Director of Accounting of BNSF Railway Company; that it is her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that she knows that such books have been kept in good faith during the period covered by this report; that she knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 2013 to and including December 31, 2013.

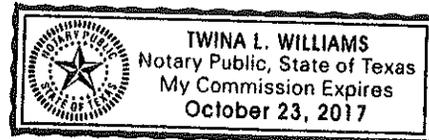
*Felicia L. Williams*  
(Signature of affiant)

Subscribed and sworn to before me, a Notary in and for the State and county above named, this 27th day of March, 2014

My commission expires October 23, 2017

Use an  
L.S.  
impression seal

*Twina L. Williams*  
(Signature of officer authorized to administer oaths)



SUPPLEMENTAL OATH

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

State of Texas  
County of Tarrant

Jon I. Stevens makes oath and states that he is Vice President and Controller of BNSF Railway Company; that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including January 1, 2013, to and including December 31, 2013.

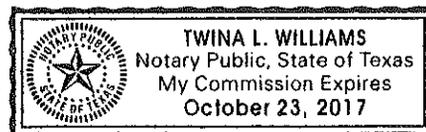
*Jon I. Stevens*  
(Signature of affiant)

Subscribed and sworn to before me, a Notary in and for the State and county above named, this 27th day of March, 2014

My commission expires October 23, 2017

Use an  
L.S.  
impression seal

*Twina L. Williams*  
(Signature of officer authorized to administer oaths)





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