

330025

ANNUAL REPORT 1975 CLASS 1 R.R. 1 of 2
MISSISSIPPI RIVER CORP.

330025

R-1
CLASS 1 RAILROADS

annual report

INTERSTATE
COMMERCE COMMISSION
RECEIVED

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ADMINISTRATIVE SERVICES
MAIL BRANCH

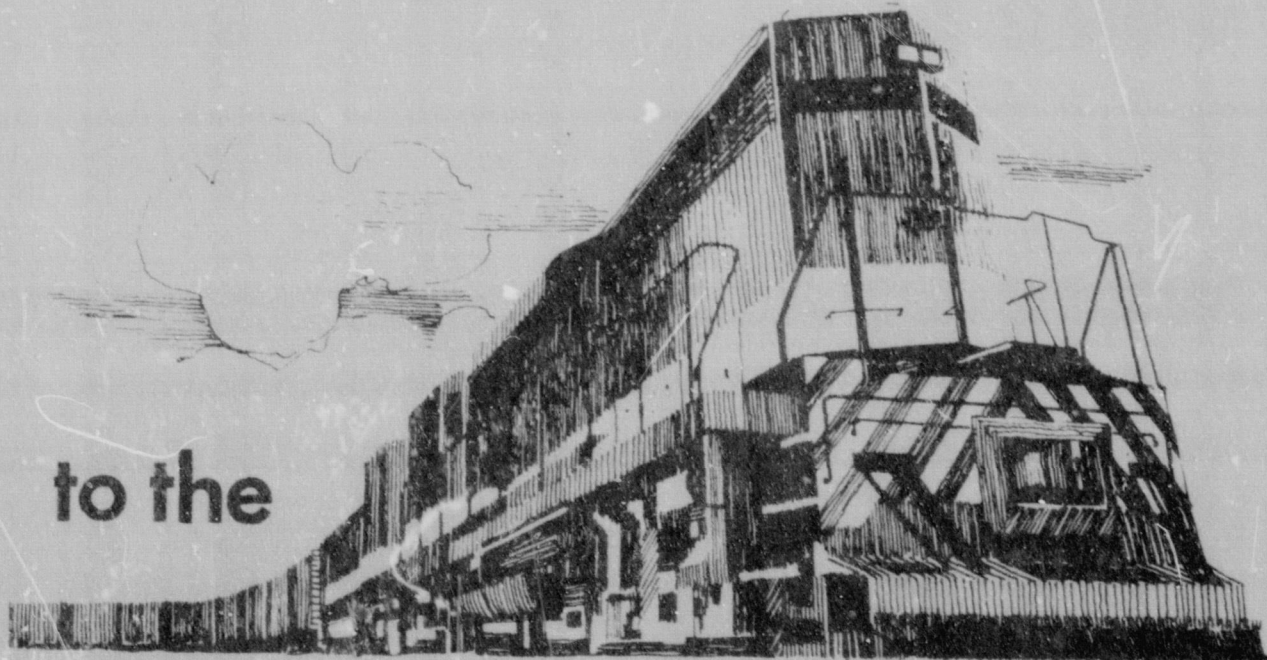
125010025MISSISSRIVE 1
MISSISSIPPI RIVER CORP
9900 CLAYTON ROAD
ST LOUIS MO 63124

330025

R-1

Correct name and address if different than shown.

(Use mailing label on original, copy in full on duplicate.)



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1975

NOTICE

1. This Form for annual report should be filled out in triplicate and two copies returned to the Interstate Commerce Commission, Bureau of Accounts, Washington, D.C. 20423, by March 31 of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part I of the Interstate Commerce Act:

SEC. 20. (1) The Commission is hereby authorized, to require annual, periodical, or special reports from carriers, lessors, * * * (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, * * * specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classifying such carriers, lessors, * * * as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, * * * in such form and detail as may be prescribed by the Commission.

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

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

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

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

The respondent is further required to send to the Bureau of Accounts immediately upon preparation, two copies of its latest annual report to stockholders. See schedule 108, page 6.

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry, inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable; see page _____, schedule (o, five) number _____" should be used in answer thereto, giving precise reference to the portion of the report showing the facts which make the inquiry inapplicable. Where the word "none" truly and completely states the fact, it should be given as the answer to any particular inquiry or any particular portion of an inquiry. Where dates are called for, the month and day should be stated as well as the year. Customary abbreviations may be used in stating dates.

3. Every annual report should, in all particulars, be complete in itself, and references to the returns of former years should not be made to take the place of required entries except as herein otherwise specifically directed or authorized.

4. If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferably at the inner margin; attachment by pins or clips is insufficient.

5. All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parenthesis.

6. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

7. Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts;

and a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts. In making reports, lessor companies use Annual Report Form R-4.

Operating companies (including switching and terminal companies) are broadly classified, with respect to their operating revenues, according to the following general definitions:

Class I companies are those having annual operating revenues of \$5,000,000, or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenue below \$5,000,000. For this class, Annual Report Form R-2 is provided.

In applying this classification to any switching or terminal company which is operated as a joint facility of owning or tenant railroads, the sum of the annual railway operating revenues, the joint facility rent income, and the returns to joint facility credit accounts in operating expenses, shall be used in determining its class.

Switching and terminal companies are further classified as:

Class S1. **Exclusively switching.** This class of companies includes all those performing switching service only, whether for joint account or for revenue.

Class S2. **Exclusively terminal.** This class of companies includes all companies furnishing terminal trackage or terminal facilities only, such as union passenger or freight stations, stockyards, etc., for which a charge is made, whether operated for joint account or for revenue. In case a bridge or ferry is a part of the facilities operated by a terminal company, it should be included under this heading.

Class S3. **Both switching and terminal.** Companies which perform both a switching and a terminal service. This class of companies includes all companies whose operations cover both switching and terminal service, as defined above.

Class S4. **Bridge and ferry.** This class of companies is confined to those whose operations are limited to bridges and ferries exclusively.

Class S5. **Mixed.** Companies performing primarily a switching or a terminal service, but which also conduct a regular freight or passenger traffic. The revenues of this class of companies include, in addition to switching or terminal revenues, those derived from local passenger service, local freight service, participation in through movement of freight or passenger traffic, other transportation operations, and operations other than transportation.

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

COMMISSION means the Interstate Commerce Commission. RESPONDENT means the person or corporation in whose behalf the report is made. THE YEAR means the year ended December 31 for which the report is made. THE CLOSE OF THE YEAR means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. THE BEGINNING OF THE YEAR means the beginning of business on January 1 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. THE PRECEDING YEAR means the year ended December 31 of the year next preceding the year for which the report is made. THE UNIFORM SYSTEM OF ACCOUNTS FOR RAILROAD COMPANIES means the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended.

9. All companies using this Form should complete all schedules, with the following exceptions, which should severally be completed by the companies to which they are applicable:

Schedules restricted to Switching and Terminal Companies		Schedules restricted to other than Switching and Terminal Companies	
Schedule	414	Schedule	411
"	415	"	412
"	532		

ANNUAL REPORT

OF

MISSISSIPPI RIVER CORPORATION

9900 CLAYTON ROAD - ST. LOUIS, MISSOURI 63124

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1975

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

(Name) Russell R. Hollenbeck, Jr. (Title) Treasurer

(Telephone number) 314 991-9900
(Area code) (Telephone number)

(Office address) 9900 Clayton Road - St. Louis, Missouri 63124
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

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

Page 10: Schedule 200. Comparative General Balance Sheet - Assets

Provision has been made for reporting accrued depreciation on improvements on leased property.

Page 11B: Schedule 200. Comparative General Balance Sheet - Liability Side

Provision has been made for reporting treasury stock.

Page 23: Schedule 201. Items in Selected Current Asset Accounts

Reference to account 703, Special deposits, has been deleted from this schedule. A new Schedule 203 has been provided to report special deposits information.

Page 23A: Schedule 202. Compensating Balances and Short-Term Borrowing Arrangements

Page 23B: Schedule 203. Special Deposits

These are new schedules providing for reporting of compensating balances and certain short-term borrowing arrangements between carriers and financial institutions.

Page 73: Schedule 310. Railway Operating Revenues

Reference to accounts 106, Mail, and 107, Express, have been eliminated from this schedule.

Page 90: Schedule 376. Hire of Freight Cars and Highway Revenue Equipment

Title revised to reflect inclusion of highway revenue equipment data.

Page 96: Schedule 411. Instructions

Instructions for reporting track mileage have been revised to require whole miles rather than hundredths of miles.

TABLE OF CONTENTS

SCHEDULE NO. PAGE		SCHEDULE NO. PAGE	
Schedules Omitted by Respondent	100 ii	Retirements-Road	324 82
Identity of Respondent	101 1	Shop And Power-Plant Machinery-Depreciation	326 84
Directors	102 3	Retirements-Equipment	328 84
Principal General Officers Of Corporation, Receiver, Or Trustee	103 3	Equipment-Depreciation	330 84
Relationship Of Respondent With Affiliated Companies	104 4	Railway Tax Accruals	350 86
Companies Controlled By Respondent	104A 4	Income From Lease Of Road And Equipment	371 88
Companies Indirectly Controlled By Respondent	104B 4B	Abstract Of Terms And Conditions Of Leases	371A 88
Companies Under Common Control With Respondent	104C 4B	Miscellaneous Rent Income	372 88
Companies Controlling Respondent	104D 6	Separately Operated Properties-Profit or Loss	375 89
Stockholders Reports	108 6	Instructions Concerning Returns In Schedule 376	89
Voting Powers And Elections	109 8	Hire Of Freight Cars and highway revenue equipment	376 90
Comparative General Balance Sheet Statement	200 10	Locomotive Rentals	377 91
Explanatory Notes	12	Passenger-Train Car Rentals	378 91
Income Account For The Year	300 16	Rent For Leased Roads And Equipment	383 92
Explanatory Notes	19	Abstracts Of Leasehold Contracts	383A 92
Retained Income-Unappropriated	305 20	Miscellaneous Rents	384 93
Dividend Appropriations	308 20	Items In Selected Income And Retained Income Accounts For The Year	396 94
Statement Of Changes In Financial Position	309 21	Instructions Concerning Returns In Schedule 411	96
Items In Selected Current Asset Accounts	201 23	Mileage Operated At Close Of Year (For Other Than Switching And Terminal Companies)	411 97
Compensating balances and short-term borrowing arrangements	202 23A	Mileage Owned But Not Operated By Respondent At Close Of Year	411A 98
Special deposits	203 23B	Miles Of Road At Close Of Year-By States And Territories (Single Track) (For other than switching and terminal companies)	412 99
Sinking Capital, Insurance And Other Reserve Funds	204 24	Tracks Operated At Close Of Year (For Switching and Terminal Companies only)	413 100
General Instructions Concerning Returns In Schedules 205 and 206	27	Changes During The Year	414 101
Investments In Affiliated Companies	205 28	Miles Of Track At Close Of Year-By States And Territories (For switching and terminal companies only)	415 103
Other Investments	206 32	Instruction Concerning Returns In Schedule 417	103
Investments in Common Stocks of Affiliated Companies	207 35A	Inventory Of Equipment	417 104
Securities, Advances, And Other Intangibles Owned Or Controlled Through Nonreporting Carrier and Noncarrier Subsidiaries	209 36	Highway Motor Vehicle Operations	421 110
Road and Equipment Property	211 38	Highway Motor-Vehicle Enterprises In Which The Respondent Had A Direct Or Indirect Financial Interest During The Year	422 112
Instructions Concerning Returns To Be Made In Schedule	211 40	Grade Crossings A-Railroad With Railroad	510 113
Other Elements of Investments	211A 41	B-Railroad With Highway	510 114
Depreciation Base And Rates Road And Equipment Owned And Used And Leased From Others	211B 42	Grade Separations Highway-Railroad	511 115
Road And Equipment Leased To Others	211C 43	Ties Laid In Replacement	513 116
Road And Equipment Owned And Used	211D 44	Ties Laid In Additional Tracks And In New Lines And Extensions	514 117
Road And Equipment Leased From Others	211E 45	Rails Laid In Replacement	515 118
Road And Equipment Leased To Others	211F 46	Rails Laid In Additional Tracks And In New Lines And Extensions	516 119
Amortization of Defense Projects-Road And Equipment Owned And Leased From Others	211G 47	Gauge Of Track And Weight Of Rail	517 119
Unit Cost of Equipment Installed During The Year	211I 49	Statistics Of Rail-Line Operations	531 120
Investment In Railway Property Used In Transportation Service	211N-1 50	Switching And Terminal Traffic And Car Statistics (For switching and terminal companies only)	532 121
.....	211N-2 51	Compensation applicable to prior years	561C 128
Miscellaneous Physical Property	214 52	Compensation Of Officers, Directors, Etc.	562 122
Other Assets And Deferred Charges	216 54	Payment For Services Rendered By Other Than Employees And Affiliates	563 123
Instructions Concerning Returns To Be Made In Schedule 218	55	Transactions Between Respondent And Companies Or Persons Affiliated With Respondent For Services Received Or Provided	564 124
Funded Debt And Other Obligations	218 56	Other Transactions Between Respondent And Companies Or Persons Affiliated With Respondent	565 125
Equipment Covered By Equipment Obligations	219 60	Transactions Between Noncarrier Subsidiaries Of Respondent And Other Affiliated Companies Or Persons For Services Received Or Provided	566A 126
Interest On Income Bonds	220 61	Other Transactions Between Noncarrier Subsidiaries Of Respondent And Other Affiliated Companies Or Persons	566B 127
Amounts Payable To Affiliated Companies	222 62	Consumption Of Fuel By Motive-Power Units	571 128
Items In Selected Current Liability Accounts	223 63	Contracts, Agreements, Etc.	581 129
Federal Income And Other Taxes Accrued	224 64	Remunerations From National Railroad Passenger Corporation	600 131
Items In Selected Reserve And Other Liability Accounts	225 65	Verification, Oath, And Supplemental Oath	134
Capital Stock	228 67	Index	136
Capital Stock Changes During The Year	229 68		
Stock Liability For Conversion Of Securities Of Other Companies	230 68		
Capital Surplus	231 69		
Retained Income-Appropriated	232 69		
Contingent Assets And Liabilities	233 70		
Guaranties And Suretyships	234 71		
Proprietary Companies	235 72		
Railway Operating Revenues	310 73		
Railway Operating Expenses	320 74		
Road Property-Depreciation	322 82		

100. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number

and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
23B	203	Special Deposits
24&25	204	Sinking Capital, Insurance & Other Reserve Funds
26		Notes and Remarks
38&39	211	Road and Equipment Property
40		Instructions concerning Returns to be made in Schedule 211
41	211A	Other elements of Investment
42	211B	Depreciation Base & Rates - Road & Equipment Owned & Used & Leased from Others
43	211C	Depreciation Base & Rates - Road & Equipment Leased to Others
44	211D	Depreciation Reserve - Road & Equipment Owned & Used
45	211E	Depreciation Reserve - Road & Equipment Leased from Others
46	211F	Depreciation Reserve - Road & Equipment Leased to Others
47	211G	Amortization of Defense Projects
48		Notes & Remarks
49	211I	Unit Cost of Equipment Installed During the Year
50&51	211N-1&2	Investment in Railway Property Used in Transportation Service
60	219	Equipment covered by Equipment Obligations
61	220	Interest on Income Bonds
70	233	Contingent Assets & Liabilities
71	234	Guaranties & Suretyships
72	235	Proprietary Companies
73	310	Railway Operating Revenues
74-81	320	Railway Operating Expenses
82&83	322&324	Road Property - Depreciation & Retirements - Road
84&85	326, 328, 330	Shop & Power Plant Machinery - Depreciation, etc.
86&87	330	Railway Tax Accruals
88	371, 371A, 372	Income from Lease of Road Equipment, etc.
89	375	Separately Operated Properties - Profit or Loss
90	376	Hire of Freight Cars & Highway Revenue Equipment
91	377&378	Locomotive Rentals - Passenger - Train Car Rentals
92	383	Rent from Leased Roads & Equipment
93	384	Miscellaneous Rents
95		Notes & Remarks
96		Instructions concerning Returns in Schedule 411
97	411	Mileage Operated at Close of Year
98	411A	Mileage Owned but not Operated by Respondent at Close of Year
99	412	Miles of Road at Close of Year
100	413	Tracks Operated at Close of Year
101	414	Changes During the Year
102		Notes & Remarks
103	415	Miles of Track at Close of Year
104&109	417	Inventory of Equipment
110&111	421	Highway Motor Vehicle Operations
112	422	Highway Motor Vehicle Enterprises
113&114	510A&13	Grade Crossings
115	511	Grade Separations
116	513	Ties Laid in Replacement
117	514	Ties Laid in Additional Tracks & New Lines & Extensions

100. SCHEDULES OMITTED BY RESPONDENT

(Continued)

Page	Schedule No.	Title
118	515	Rails Laid in Replacement
119	516&517	Rails Laid in Additional Tracks & In New Lines & Extensions
120	531	Statistics of Rail-Line Operations
121		Instructions Concerning Schedule 531
125	565	Other Transactions, etc.
127	566B	Other Transactions, etc.
128	571&561C	Consumption of Fuel by Motive-Power Units, etc.
129	581	Contracts, Agreements, etc.
130		Notes & Remarks
131-133	600	Remunerations from National Railroad Passenger Corporation

101. 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 or 5 on this page have taken place during the year covered by this report, they should be explained in detail on page 101.

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification" (p. 134). If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision.

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

other possession began. If a partnership, give date of formation and also names in full of present partners.

3. Give specific reference to laws of each State or Territory under which organized, citing chapter and section. Include all grants of corporate powers by the United States, or by Canada or other foreign country; also, all amendments to charter.

4. Give specific reference to special or general laws under which each consolidation or merger or combination of other form was effected, citing chapter and section. Specify Government, State, or Territory under the laws of which each company consolidated or merged or otherwise combined into the present company was organized; give reference to the charters of each and to all amendments of them.

5. 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 Mississippi River Corporation

2. Date of incorporation February 28, 1928

3. Under laws of what Government, State, or Territory organized? If more than one, name all. Give specific reference to each charter or statute and all amendments thereof, effected during the year. If previously effected, show the year(s) of the report(s) setting forth details. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees

Delaware

4. If the respondent was formed as the result of a consolidation or merger during the year, name all constituent and all merged companies

Not Applicable

5. If respondent was reorganized during the year, give name of original corporation and state the occasion for the reorganization

Not Applicable

6. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown in response to inquiry No. 1, above; if so, give full particulars

No

7. Class of switching and terminal company

[See section No. 7 on inside of front cover]

Not Applicable

102. DIRECTORS

1. Give particulars of the various directors and officers of the respondent at the close of the year.

2. State in column (e) of schedule No. 102 and column (d) of schedule No. 103, the number of voting shares of the respondent, other than directors' qualifying shares, that were beneficially owned, directly or indirectly, by each director or principal general officer at the close of the year. This includes shares owned of record, shares owned through holding companies, trusts or other mediums, and shares owned but held in the names of brokers or other nominees. Insert the word "None" where applicable.

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.

4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)	Remarks (f)
1	Joseph H. Bascom	St. Louis, Mo.	5-23-74	5-27-76	1,061	
2	W. Ashley Gray, Jr.	St. Louis, Mo.	"	"	1,200	
3	Douglas Grymes	Pittsburgh, Pa.	"	"	1,150	
4	Downing B. Jenks	St. Louis, Mo.	"	"	8,123	
5	James M. Kemper, Jr.	Kansas City, Mo.	"	5-26-77	160,931	
6	John H. Lloyd	St. Louis, Mo.	"	"	500	
7	James R. Martin	Springfield, Mass.	"	"	300	
8	Thomas H. O'Leary	St. Louis, Mo.	"	"	3,000	
9	Warren M. Shapleigh	St. Louis, Mo.	"	"	8,875	
10	Carl L.A. Beckers	St. Louis, Mo.	5-22-75	5-25-78	306	
11	Robert H. Craft	New York, N.Y.	"	"	3,000	
12	Herbert Gussman	Tulsa, Okla.	"	"	11,236	
13	Arthur W. Manley	St. Louis, Mo.	"	"	11,236	
14	Raymond J. Saulnier	New York, N.Y.	"	"	600	
15						
16						
17						
18						
19						
20						

21. Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year:

Chairman of board Downing B. Jenks Secretary (or clerk) of board F. L. Barkofske

22. Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman), and state briefly the powers and duties of that committee: Messrs. Jenks, Gray, Grymes, Gussman & O'Leary

Committee manages affairs of Company while Board is not in session, except areas delegated to other Committees.

103. PRINCIPAL GENERAL OFFICERS OF CORPORATION, RECEIVER, OR TRUSTEE

Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	Chairman of the Board		Downing B. Jenks	8,123	9900 Clayton Road
2					St. Louis, Mo.
3	President		Thomas H. O'Leary	3,000	"
4	Executive Vice President		Mark M. Hennelly	None	"
5	V.P. & General Counsel		Cleon L. Burt	300	"
6	Financial Vice President		James T. Ashworth	94	"
7	Vice President		Frank C. Stevens	20,034	"
8	Treasurer		Russell R. Hollenbeck	775	"
9	Secretary		Francis L. Barkofske	117	"
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104. RELATIONSHIP OF RESPONDENT WITH AFFILIATED COMPANIES

Enter below in the appropriate schedule, No. 104A through 104D, the names of all companies, corporate and noncorporate, which are affiliated with the respondent and submit the information requested in each schedule. Control for the purpose of these schedules shall be construed to include sole or jointly held control, whether maintained or exercised through or by reason of the method of or circumstances surrounding organization or operation, through or by common directors, officers, or stockholders a voting trust or trusts, a holding or investment company or compa-

nies, or through or by any other direct or indirect means; and to include the power to exercise control. For the purposes of these schedules, forms of control shall include the following (among others):

1. Right through ownership of securities, an agreement of some character or through some other source to name the majority of the board of directors, managers, or trustees of the controlled company.
2. Right to foreclose a first lien upon all or a major part in

value of the tangible property of the controlled company.

3. Right to secure control in consequence of advances made for construction of the operating property of the controlled company.

Right to control only in a specific respect the action of the controlled company or a lessee interest in the property of a company is not to be classed as a form of control over the lessor company.

104 A. COMPANIES CONTROLLED BY RESPONDENT

1. Enter in column (a) the names of all companies which are controlled solely or jointly by the respondent. If the respondent obtained control over a company during the year, indicate by footnote the date and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase,

- etc.
2. In column (b) indicate the principal business activity of each company listed in column (a) such as transportation, manufacturing, investments, etc.
3. In column (c) indicate the form of control exercised over companies listed in column (a).

4. In column (d) indicate the extent of the control of the respondent in the controlled company. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.
5. In column (e) enter names of other companies, if any, that jointly control the companies listed in column (a).

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
1	Mississippi River Transmission Corporation	Natural Gas Pipeline	Stock Ownership	100%	
2					
3					
4	River Cement Company	Manufacture & Sale of Portland Cement	"	100%	
5					
6					
7	Missouri Pacific Railroad Company	Transportation	"	66.3%*	
8					
9					
10					
11	* As of December 31, 1975, Respondent owned 4,932,847 shares of the Common Stock and 3,360,453 shares of the Preferred Stock of Missouri Pacific Railroad Company, representing approximately 66.3% of the voting shares. See also page 14, Notes and Remarks.				
12					
13					
14					
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16					
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19					

104A. COMPANIES CONTROLLED BY RESPONDENT--Continued

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly / ontrolled Name Other Parties to the Agreement (e)
20					
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104 B. COMPANIES INDIRECTLY CONTROLLED BY RESPONDENT

1. Enter in column (a) the names of all companies which are controlled through intermediary companies. If control was obtained during the year, indicate by footnote the date and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
3. In column (c) indicate the form of control exercised over companies listed in column (a).
4. In column (d) indicate the extent of the control over

companies listed in column (a). If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

5. In column (e) enter the names of intermediate companies through which control is exercised over companies listed in column (a).

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	Name of Intermediate Through Which Control Exercised (e)
1	MRT Exploration Company	Natural Gas Exploration and Production	Stock Ownership	100%	Mississippi River Transmission Corporation
2					
3					
4	Ric-Con Corporation	Inactive	Stock Ownership	100%	River Cement Company
5					
6	River Corporation	Inactive	Stock Ownership	100%	River Cement Company
7					
8					
9					
10					

104 C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT

1. Enter in column (a) the names of all companies which are controlled by the same interest that control the respondent.
2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised over companies listed in column (a).
4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be

expressed by percentage of voting stock ownership, explain in detail by footnote.
5. In column (e) enter the names of companies controlling those listed in column (a).

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	Name of Controlling Company or Individual (e)
1					
2					
3		NONE			
4					
5					
6					
7					
8					
9					
10					
11					

Road Initials:

Year:

104C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT—Continued

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	Name of Controlling Company or Individual (e)
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25					
26					
27					
28					
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40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					

104 D. COMPANIES CONTROLLING RESPONDENT

1. Enter in column (a) the names of all companies controlling the respondent. Commence with the company which is most remote followed by the company immediately controlled by it. If control over the respondent is controlled through an intermediary through which respondent is controlled has changed during the year, indicate by footnote the date

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

3. In column (c) indicate the form of control exercised by the company immediately controlled by it.

4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
1				
2				
3		NONE		
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				

108 STOCKHOLDERS REPORTS

1. The respondent is required to send to the Bureau of Accounts, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

☒ Two copies are attached to this report.

☐ Two copies will be submitted _____ (date)

☐ No annual report to stockholders is prepared.

Road Initials: _____

year: _____

Road Initials:

year:

7

NOTES AND REMARKS

109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ 5.00 per share; first preferred, \$ NP per share; second preferred, \$ _____ per share; debenture stock, \$ _____ per share. (No shares of Preferred issued; answers below for Common only)
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached as of the close of the year, and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing March 15, 1976 - Record date for March 31, 1976 dividend

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. 9,067,771 votes, as of March 15, 1976

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, 22,021 stockholders.

9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information on page 13, the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.

List under Footnotes, page 9, Other Securities with Voting Power.

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common	PREFERRED	
	(a)	(b)	(c)	(d)	Second (e)	First (f)
1	Cede & Co.	New York, N.Y.	673,246	673,246		
2	Cudd & Co.	New York, N.Y.	653,763	653,763		
3	Finman & Co.	New York, N.Y.	261,200	261,200		
4	Keing & Co.	New York, N.Y.	225,405	225,405		
5	Swan & Co.	Boston, Mass.	190,000	190,000		
6	Lages & Co.	Jersey City, N.J.	175,000	175,000		
7	Boyd & Co.	New York, N.Y.	165,700	165,700		
8	Hax & Co.	Jersey City, N.J.	150,000	150,000		
9	Merrill Lynch, Pierce, etc.	New York, N.Y.	114,883	114,883		
10	J. C. Orr & Co.	New York, N.Y.	103,877	103,877		
11	Lerche & Co.	New York, N.Y.	100,000	100,000		
12	Sior & Co.	New York, N.Y.	100,000	100,000		
13	Edal & Co.	Boston, Mass.	96,500	96,500		
14	Mori & Co.	Kansas City, Mo.	93,406	93,406		
15	Mufun & Co.	Boston, Mass.	80,000	80,000		
16	Nabank & Co.	Tulsa, Okla.	75,000	75,000		
17	Pitt & Co.	New York, N.Y.	73,900	73,900		
18	Lo & Co.	Philadelphia, Pa.	60,000	60,000		
19	Kin & Co.	Kansas City, Mo.	57,331	57,331		
20	Hirs & Farney	Wilmington, Del.	50,100	50,100		
21	Interbal & Co.	Denver, Colo.	50,000	50,000		
22	Quadist & Co.	Topeka, Kansas	50,000	50,000		
23	Long & Company	St. Louis, Mo.	47,754	47,754		
24	F. J. Haffner & Co.	Cleveland, Ohio	41,573	41,573		
25	Revere & Co.	Boston, Mass.	39,900	39,900		
26	Shaw & Co.	New York, N.Y.	38,500	38,500		
27	Bauer & Co.	New York, N.Y.	38,000	38,000		
28	Genoy & Co.	New York, N.Y.	31,600	31,600		
29	Brown Bros. Harriman	New York, N.Y.	31,169	31,169		
30	Dow Co.	Boston, Mass.	30,000	30,000		

109. VOTING POWERS AND ELECTIONS—(Continued From Page 8)

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 8,003,144
votes cast.
11. Give the date of such meeting. May 22, 1975
12. Give the place of such meeting. Clayton Community Center, 2 Mark Twain Circle,
Clayton, Missouri

NOTES AND REMARKS

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

For instructions covering this schedule, see the text pertaining to General Balance Sheet Accounts in the Uniform System of Accounts for Railroad Companies. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated. The entries in column (c) should be restated to conform with the accounting requirements followed in

column (b). The entries in the short column (a2) should be deducted from those in column (a1) in order to obtain corresponding entries for column (b). All contra entries hereunder should be indicated in parenthesis.

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS			
1	(701) Cash		8,778	14,037
2	(702) Temporary cash investments (p. 23)			
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)			
5	(705) Traffic, car service and other balances-Dr.			
6	(706) Net balance receivable from agents and conductors		41	256
7	(707) Miscellaneous accounts receivable			
8	(708) Interest and dividends receivable			
9	(709) Accrued accounts receivable (p. 23)			
10	(710) Working fund advances		20	32
11	(711) Prepayments (p. 23)			
12	(712) Material and supplies		18	23
13	(713) Other current assets (p. 23)			
14	(714) Deferred income tax charges (p. 87)			
15	Total current assets		8,857	14,348
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)			
17	(716) Capital and other reserve funds (pp. 24 and 25)			
18	(717) Insurance and other funds (pp. 24 and 25)			
19	Total special funds			
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		272,159	240,656
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)			
22	(722) Other investments (pp. 32-35)		124	124
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)			
24	Total investments (accounts 721, 722 and 723)		272,283	240,780
	PROPERTIES			
25	(731) Road and equipment property: Road			
26	Equipment			
27	General expenditures			
28	Other elements of investment			
29	Construction work in progress			
30	Total (pp. 38-41)			
31	(732) Improvements on leased property: Road			
32	Equipment			
33	General expenditures			
34	Total (pp. 38-41)			
35	Total transportation property (accounts 731 and 732)			
36	(733) Accrued depreciation—Improvements on leased property (p. 45)			
37	(735) Accrued depreciation—Road and equipment (pp. 44 and 46)			
38	(736) Amortization of defense projects—Road and Equipment (p. 47)			
39	Recorded depreciation and amortization (accounts 733, 735 and 736)			
40	Total transportation property less recorded depreciation and amortization (line 35 less line 39)		1,120	1,182
41	(737) Miscellaneous physical property (pp. 52 and 53)		510	548
42	(738) Accrued depreciation - Miscellaneous physical property (pp. 52 and 53)		610	634
43	Miscellaneous physical property less recorded depreciation (account 737 less 738)		610	634
44	Total properties less recorded depreciation and amortization (line 40 plus line 43)		610	634

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

NOTE.—See page 12 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.
For compensating balances not legally restricted, see Schedule 202.

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
45	(741) Other assets (p. 54)		2,797	3,250
46	(742) Unamortized discount ^{& expense} on long-term debt		4,632	4,377
47	(743) Other deferred charges (p. 54)			
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		7,429	7,627
50	TOTAL ASSETS		289,179	263,389

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES

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

1. Show hereunder the estimated accumulated tax reductions realized during current and prior years under Section 168 (formerly Section 124-A) and under Section 167 of the Internal Revenue Code because of accelerated amortization of emergency facilities and accelerated depreciation of other facilities and also depreciation deductions resulting from the use of the new guideline lives, since December 31, 1961, pursuant to Revenue Procedure 62-21 in excess of recorded depreciation. The amount to be shown in each case is the net accumulated reductions in taxes realized less subsequent increases in taxes due to expired or lower allowances for amortization or depreciation as a consequence of accelerated allowances in earlier years. Also, show the estimated accumulated net income tax reduction realized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962. In the event provision has been made in the accounts through appropriations of surplus or otherwise for the contingency of increase in future tax payments, the amounts thereof and the accounting performed should be shown.

(a) Estimated accumulated net reduction in Federal income taxes since December 31, 1949, because of accelerated amortization of emergency facilities in excess of recorded depreciation under Section 168 (formerly Section 124-A) of the Internal Revenue Code \$ None

(b) Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below \$ NA

—Accelerated depreciation since December 31, 1953, under Section 167 of the Internal Revenue Code.

—Guideline lives since December 31, 1961, pursuant to Revenue Procedure 62-21.

—Guideline lives under Class Life System (Asset Depreciation Range) since December 31, 1970, as provided in the Revenue Act of 1971.

(c)(i) Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended \$ NA

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 784, other deferred credits, at beginning of year \$ NA

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purposes \$ NA

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual \$(NA)

Other adjustments (indicate nature such as recapture on early disposition) \$ NA

(d) Estimated accumulated net reduction in Federal income taxes because of accelerated amortization of certain rolling stock since December 31, 1969, under provisions of Section 184 of the Internal Revenue Code \$ NA

(e) Estimated accumulated net reduction in Federal income taxes because of amortization of certain rights-of-way investments since December 31, 1969, under the provisions of Section 185 of the Internal Revenue Code \$ NA

2. Amount of accrued contingent interest on funded debt recorded in the balance sheet:

Description of obligation	Year accrued	Account No.	Amount
			\$ None

Continued on following page

200. COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY

For instructions covering this schedule, see the text pertaining to General Balance Sheet Accounts in the Uniform System of Accounts for Railroad Companies. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated. The entries in column (c) should be restated to conform with the accounting requirements followed in

column (b). The entries in short column (a1) should reflect total book liability at close of year. The entries in the short column (a2) should be deducted from those in column (a1) in order to obtain corresponding entries for column (b). All contra entries hereunder should be indicated in parenthesis.

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		\$	\$
52	(752) Traffic, car service and other balances—Cr.			
53	(753) Audited accounts and wages payable			
54	(754) Miscellaneous accounts payable		123	8,984
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid			
57	(757) Unmatured interest accrued		1,632	180
58	(758) Unmatured dividends declared			
59	(759) Accrued accounts payable (p. 63)			
60	(760) Federal income taxes accrued (p. 64)		1,882	578
61	(761) Other taxes accrued (p. 64)		92	49
62	(762) Deferred income tax credits (p. 87)			
63	(763) Other current liabilities (p. 63)		5	5
64	Total current liabilities (exclusive of long-term debt due within one year)		3,734	9,796
LONG-TERM DEBT DUE WITHIN ONE YEAR				
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued (a2) Held by or for respondent		
LONG-TERM DEBT DUE AFTER ONE YEAR				
66	(765) Funded debt unmatured	(a1) Total issued (a2) Held by or for respondent	63,942	40,403
67	(766) Bank Loan Bank Loan		12,000	39,000
68	(767) Receivers' and Trustees' securities	(pp. 56-59)		
69	(768) Debt in default			
70	(769) Amounts payable to affiliated companies (p. 62)		7,000	10,000
71	Total long-term debt due after one year		82,942	89,403
RESERVES				
72	(771) Pension and welfare reserves (p. 65)			
73	(772) Insurance reserves (p. 65)			
74	(774) Casualty and other reserves (p. 65)			
75	Total reserves			
OTHER LIABILITIES AND DEFERRED CREDITS				
76	(781) Interest in default (p. 58)			
77	(782) Other liabilities (p. 65)			
78	(783) Unamortized premium on long-term debt			
79	(784) Other deferred credits (p. 65)		448	448
80	(785) Accrued liability—Leased property (p. 45)			
81	(786) Accumulated deferred income tax credits (p. 87)			
82	Total other liabilities and deferred credits		448	448
SHAREHOLDERS' EQUITY				
Capital stock (Par or stated value)		(a1) Total issued (a2) Nominally issued securities		
83	(791) Capital stock issued: Common stock (p. 67)	46,336	46,336	46,336
84	Preferred stock (p. 67)			
85	Total	46,336	46,336	46,336
86	(792) Stock liability for conversion (p. 68)			
87	(793) Discount on capital stock			
88	Total capital stock		46,336	46,336
Capital surplus				
89	(794) Premiums and assessments on capital stock (p. 69)			
90	(795) Paid-in surplus (p. 69)		19,837	19,893
91	(796) Other capital surplus (p. 69)			
92	Total capital surplus		19,837	19,893

**COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY—
CONTINUED ON PAGE 13.**

Note.—See page 11 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.

200. COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY—Concluded

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	<i>Retained income</i>		\$	\$
93	(797) Retained income—Appropriated (p. 69)			
94	(798) Retained income—Unappropriated (p. 20)		139,720	101,510
95	Total retained income		139,720	101,510
	<i>Treasury Stock</i>			
96	(798.5) Less: Treasury stock		3,838	3,997
97	Total shareholders' equity			
98	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		289,179	263,389

200. COMPARATIVE GENERAL BALANCE SHEET—EXPLANATORY NOTES—Concluded

3. As a result of dispute concerning the recent increase in per diem rates for use of freight cars interchanged, settlement of disputed amounts has been deferred awaiting final disposition of the matter. The amounts in dispute for which settlement has been deferred are as follows:

Item	Amount in dispute	As recorded on books		Amount not recorded
		Account Nos.		
		Debit	Credit	
Per diem receivable _____ \$ _____		Not Applicable		\$ _____
Per diem payable _____				
Net amount _____ \$ _____		X X X X X X X X	X X X X X X X X	\$ _____

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

5. 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

6. (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 below

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$

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

(i) If funding is by insurance, give name of insuring company. Aetna Life Insurance Company

(ii) If funding is by trust agreement, list trustee(s)

Date of trust agreement or latest amendment

If respondent is affiliated in any way with the trustee(s), explain affiliation:

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement

(e)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.

Yes No X

If yes, give number of the shares for each class of stock or other security:

(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes No If yes, who determines how stock is voted?

NOTE: Pension cost accruals are actuarially determined and include current service costs and amortization of prior service costs over a period of ten years.

This procedure is consistent with the prior year.

NOTES AND REMARKS

As a result of the January 21, 1974, recapitalization of Missouri Pacific, the Company's holding (62%) of Class A Stock was converted into Missouri Pacific's new Cumulative Convertible Preferred Stock. As of the same date, the Company purchased 63% of Missouri Pacific's new Common Stock for \$40,000,000. On March 1, 1974, the Company purchased additional Missouri Pacific Common Stock, bringing its ownership to 63.6%. On October 24, 1974, the Company gave effect to the proposed merger of C&EI and T&P into Missouri Pacific thereby reducing its ownership of Common Stock by approximately 15%. In December, 1974, the Company entered into an agreement to purchase 481,325 shares of Common Stock for \$7,220,000. This transaction, consummated on January 3, 1975, was given effect to in the Company's financial statements of December 31, 1974.

As of December 31, 1974, after giving effect to the transactions described above and conversion of 1,137,008 shares of Cumulative Convertible Preferred Stock into a like number of Common shares, the Company had a 63.6% interest in Missouri Pacific's Common Stock, a 60% interest in its Preferred Stock and a 61.5% interest in total Common and Preferred. During 1975, the Company converted 1,294,514 shares of Preferred into Common, no additional shares were purchased. The ownership interests at December 31, 1975, were 63.6% of Common, 58.8% of Preferred and 61.5% of total Common and Preferred.

The proposed merger of C&EI and T&P into Missouri Pacific provides for issuance of 972,772 new shares of Missouri Pacific Common Stock, thereby reducing the Company's ownership interest by approximately 15%. The merger proposal is currently pending Interstate Commerce Commission approval, but was given effect to in the Company's consolidated financial statements as of October 24, 1974, the date of final stockholder approval. As a result, the Company charged to capital surplus and credited to minority interest \$4,994,000, representing the effect of the dilution of its interest in Missouri Pacific's Common stockholders' equity at October 24, 1974; and, effective the same date, reduced its share of Missouri Pacific's earnings included in consolidation to correspond to its reduced ownership interest. Giving effect to the merger during 1975 reduced consolidated net income by \$3,141,000 (including \$983,000 of purchase accounting adjustments) and reduced earnings per share by \$.13 primary and \$.11 fully diluted. The effect on 1974 consolidated net income was not significant.

The Company's Convertible Subordinated Debentures due 1994 and 1995 may be converted at the option of the holder into Common Stock of the Company at the price of \$27 and \$22.50 per share, respectively. The Indenture under which the Convertible Debentures due 1995 were issued contains restrictions as to the declaration or payment of dividends on Common Stock, and a December 31, 1975, \$76,407,000 of retained earnings were so restricted.

The Company's notes payable to bank at December 31, 1975 are repayable in 1979. Interest on the unpaid principal of such notes accrues at the prevailing prime rate for the first two years after the dates (November and December, 1974) of such loans, at 1/4% above prime for the next two years, and 1/2% above prime thereafter.

NOTES AND REMARKS

A summary of changes under the Company's stock option plan for the years 1974 and 1975 is as follows:

	Shares reserved	Shares	Under Option Price Range
Balance, January 1, 1974	234,626	117,950	\$ 9.38 - \$25.75
Granted		121,600	18.50
Exercised	(25,480)	(25,480)	9.38 - 16.88
Expired	(76)	(5,000)	25.75
Balance, December 31, 1974	209,070	209,070	9.38 - 18.50
Exercised	(9,570)	(9,570)	9.38 - 13.75
Expired	(2,000)	(2,000)	18.50
Balance, December 31, 1975	197,500	197,500	13.75 - 18.50

Options exercisable at January 1, 1974 and at December 31, 1974 and 1975 were 55,350, 75,790 and 107,540 shares, respectively. No additional options can be granted under the Plan. The excess of treasury stock average cost over the options exercised, which was charged to capital surplus, amounted to \$56,000 and \$141,000 in 1975 and 1974, respectively.

300. INCOME ACCOUNT FOR THE YEAR

1. Give the Income Account of the respondent for the year in accordance with the rules prescribed in the Uniform System of Accounts for Railroad Companies.

2. In column (d) show against the appropriate account the amount of income that is offset by deductions in other income accounts of respondent so far as they relate to companies the operations of which are covered by this operating report. The amount of such deductions or dispositions to be also shown against appropriate accounts. For example, road (A) operates road (B) under

lease for a rental of \$1,000,000, but road (A) owns 50 percent of the stock of road (B) on which it receives \$250,000 in dividends. The entries in column (d) should be: Account No. 513, "Dividend income," \$250,000; Account No. 542, "Rent for leased roads and equipment," \$250,000. Again, if road (C) has issued its own securities to acquire a part or all of the securities of road (D), a separately operated carrier, no entries should be made in column (d) by road (C) even though dividends or interest be received on such securities held by road (C). But if road (D) is a

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)			
2	(531) Railway operating expenses (p. 74)			
3	Net revenue from railway operations			
4	(532) Railway tax accruals (p. 86)			
5	(533) Provision for deferred taxes (p. 87)			
6	Railway operating income			
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)			
9	(505) Rent from passenger-train cars (p. 91)			
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment			
12	(508) Joint facility rent income			
13	Total rent income			
	Rents Payable			
14	(526) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90)			
15	(537) Rent for locomotives (p. 91)			
16	(538) Rent for passenger-train cars (p. 91)			
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment			
19	(541) Joint facility rents			
20	Total rents payable			
21	Net rents (lines 13, 20)			
22	Net railway operating income (lines 6, 21)			
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)			
25	(510) Miscellaneous rent income (p. 88)			
26	(511) Income from nonoperating property (p. 53)			
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)	6	6	
29	(514) Interest income	61	187	
30	(516) Income from sinking and other reserve funds			
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1) 166	400	
34	Dividend income (from investments under equity only)	\$ 20,101	x x x x	x x x x
35	Undistributed earnings (losses)	34,229	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)			
37	Total other income	54,330	48,547	x x x x
38	Total income (lines 22, 37)	54,563	49,140	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)	1,250	1,130	
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)			
42	(544) Miscellaneous tax accruals (p. 53)	112	199	
43	(545) Separately operated properties—Loss (p. 89)			

300. INCOME ACCOUNT FOR THE YEAR—Continued

"proprietary" company for which no separate operating report is rendered, appropriate entries in column (d) should be made by road (C). If a leased road is assigned to another company for operation, the rent paid should be offset by the rent received. The examples indicated should not be taken to exclude others of a similar nature.

3. Returns for the year reported on lines 1 to 22, inclusive, should be analyzed in columns (e) to (k) in accordance with the Commission's rules governing the separation of operating expenses between freight and passenger service: railroads.

4. Any unusual accruals involving substantial amounts included in column (b) on lines 7 to 54,

inclusive, should be fully explained in a footnote.

5. All contra entries hereunder should be indicated in parenthesis.
(Dollars in thousands)

6. Line 28 includes only dividends from investments accounted for under the cost method. Line 34 includes only dividends accounted for under the equity method. Line 35 includes the undistributed earnings from investments accounted for under the equity method. Line 36 represents the earnings (losses) of investee companies accounted for under the equity method.

RAIL-LINE, INCLUDING WATER TRANSFERS						Other items not related to either freight or to passenger and allied services (k)	Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)		
\$	\$	\$	\$	\$	\$	\$	
							1
							2
X X X X X	X X X X X		X X X X X	X X X X X			3
							4
							5
X X X X X	X X X X X		X X X X X	X X X X X			6
							7
							8
							9
							10
							11
							12
X X X X X	X X X X X		X X X X X	X X X X X			13
							14
							15
							16
							17
							18
							19
X X X X X	X X X X X		X X X X X	X X X X X			20
X X X X X	X X X X X		X X X X X	X X X X X			21
X X X X X	X X X X X		X X X X X	X X X X X			22

If this report is made for a system, list hereunder the names of all companies included in the system returns:

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	(3,038)	(2,991)	
47	Total miscellaneous deductions	(1,676)	(1,662)	
48	Income available for fixed charges (lines 38, 47)	56,239	50,802	
	Fixed Charges			
49	(542) Rent for leased roads and equipment (p. 92)			
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default	6,259	6,123	
51	(b) Interest in default			
52	(547) Interest on unfunded debt			
53	(548) Amortization of discount ^{expense} on funded debt	705	220	
54	Total fixed charges	6,964	6,343	
55	Income after fixed charges (lines 48, 54)	49,275	44,459	
	Other Deductions			
	(546) Interest on funded debt:			
56	(c) Contingent interest			
57	Ordinary income (lines 55, 56)	49,275	44,459	
	EXTRAORDINARY AND PRIOR PERIOD ITEMS			
58	(570) Extraordinary items - Net Credit (Debit) (p. 94)			
59	(580) Prior period items - Net Credit (Debit) (p. 94)			
60	(590) Income taxes on extraordinary and prior period items - Debit (Credit) (p. 94)			
61	(591) Provision for deferred taxes - Extraordinary and prior period items (p. 87)			
62	Total extraordinary and prior period items - Credit (Debit)			
63	Net income transferred to Retained Income - Unappropriated (lines 57, 62)	49,275	44,459	

NOTE.—See page 19 for explanatory notes, which are an integral part of the Income Account for the Year.

In accordance with Docket No. 34178 (Sub-No. 2), show below the effect of deferred taxes on prior years net income as reported in annual reports to the Commission. Debit amounts in columns (b) and (d), and credit amounts in column (c) should be indicated by parentheses.

(Dollars in thousands)

Year (a)	Net income as reported (b)	Provision for deferred taxes (c)	Adjusted net income (d)
1974	\$ 44,459	\$ None	\$ 44,459
1973	17,921	None	17,921
1972	13,423	None	13,423

INCOME ACCOUNT FOR THE YEAR—EXPLANATORY NOTES

The space below is provided for the purpose of disclosing additional information concerning items of income for the current year. Each carrier shall give the particulars of items herein. Enter in separate notes with suitable explanation, amounts included in income accounts in connection with any unusual and material accrual or changeover in accounting practice, and other matters of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles. Minor items which have no consequential effect on net income for the

year need not be reported. If carrier has nothing to report, insert the word "None". The tax consequences of use of accelerated depreciation and tax guideline service lives, the investment tax credit, as well as other unusual and significant tax items and matters, are to be disclosed in Schedule 350, under Section C pertaining to analysis of Federal income taxes. The explanation of items included in accounts 570, "Extraordinary items"; 580, "Prior period items"; and 590, "Income taxes on extraordinary and prior period items" are to be disclosed in Schedule 396, page 94.

None

305. RETAINED INCOME - UNAPPROPRIATED

1. Show hereunder the items of the Retained Income Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.

2. All contra entries hereunder should be indicated in parentheses.

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

4. Segregate in column (c) all amounts applicable to the equity in un-

distributed earnings (losses) of affiliated companies based on the equity method of accounting.

5. Line 2 (line 6 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 2 and 6, should agree with line 63, column (b), schedule 300.

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

Line No.	Item (a)	Retained income- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 101,510	\$ -
	CREDITS		
2	(602) Credit balance transferred from income	15,046	54,330
3	(606) Other credits to retained income		
4	(622) Appropriations released		
5	Total	15,046	54,330
	DEBITS		
6	(612) Debit balance transferred from income		
7	(616) Other debits to retained income		
8	(620) Appropriations for sinking and other reserve funds		
9	(621) Appropriations for other purposes	11,065	20,101
10	(623) Dividends (p. 20)	11,065	20,101
11	Total	3,981	34,229
12	Net increase (decrease) during year (Line 5 minus line 11)	105,491	-
13	Balances at close of year (Lines 1 and 12)	34,229	x x x x x
14	Balance from line 12 (c)		
15	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	139,720	x x x x x
	Remarks		
	Amount of assigned Federal income tax consequences:		
16	Account 606		x x x x x
17	Account 616		x x x x x

Note: See p. 94, schedule 396, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

1. Give particulars of each dividend declared. For par value or nonpar stock, show in column (d) the respective total par value or total number of shares on which dividend was declared and the corresponding rate percent or per share in column (b) or (c). If any such dividend was payable in anything other than cash, explain the matter fully in a footnote.

2. If an obligation of any character has been incurred for the purpose of procuring funds for the payment of any dividend or for the purpose of

replenishing the treasury of the respondent after payment of any dividend, give full particulars in a footnote. If any class of stock received a return not reportable in this schedule, state the particulars of the case in a footnote.

3. The sum of the dividends stated in column (e) should equal the amount shown in schedule No. 305.

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1	Common Stock	.30		\$ 9,028,911	\$ 2,709	2-27-75	3-31-75
2	" "	.30		9,028,911	2,708	5-22-75	6-30-75
3	" "	.30		9,036,231	2,711	9-5-75	9-30-75
4	" "	.325		9,036,231	2,937	11-19-75	12-29-75
5							
6							
7							
8							
9							
10							
11							
12							
13				Total	11,065		

309. STATEMENT OF CHANGES IN FINANCIAL POSITION

Give the information as requested concerning the source and application of funds during the year. Funds for the purpose of this schedule shall include all assets or financial resources even though a transaction may not directly affect cash or working capital. For example, the purchase of property in exchange for shares of stock or bonds would be an applica-

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

Report dollars in thousands.

Line No.	Item (a)	Amount (b)	Amount (c)
		\$	
	Sources of funds:		
1	Net income (page 18, line 57)	49,275	
	Add non-cash charges for:		
2	Depreciation and amortization	761	
3	Retirements of nondepreciable property		
4	Equity in undistributed earnings (XXXX) of affiliated companies	(34,229)	
	Add non-cash charges for additions (deduct for decreases) to reserves:		
5	Pension and welfare reserves		
6	Insurance reserves		
7	Casualty and other reserves		
8	Interest in default		
9	Provision for deferred income taxes		
10	Other important items (specify) <u>Discounts on repurchased debentures</u>	(125)	
11			\$ 15,682
12	Funds provided by operations		
13	Proceeds from sale of capital stock of own issue		
14	Proceeds from sale of funded debt and other obligations of own issue (except equipment obligations)		25,000
15	Proceeds from sale of equipment obligations of own issue		
16	Book value of depreciable transportation property retired during year		
17	Less service value charged to accrued depreciation account		
18	Net book value of miscellaneous physical property disposed of during year		
19	Net book value of investment securities disposed of during year		
20	Advances, notes and other debts repaid by affiliated companies		4,000
21	Advances, notes and other debts repaid by other companies		
22	Net decrease in sinking and other reserve funds		
23	Net decrease in working capital (total current assets less total current liabilities)*		
24	Other sources (specify) <u>Proceeds from exercise of employee stock options</u>		103
25	<u>Salvage value of property retired</u>		5
26			
27			44,790
28	Total sources of funds (should be same as line 45)		
	Application of funds:		
29	Investment in transportation property (excluding donations and grants)		39
30	Investment in miscellaneous physical property		
31	Investments and advances, affiliated ICC regulated carriers		
32	Investments and advances, other affiliated companies		
33	Investments in nonaffiliated companies		
34	Advances, notes and other debts repaid to XXXXXXX affiliated companies		3,000
35	Capital stock of own issue reacquired		
36	Funded debt and other obligations paid or reacquired, (except equipment obligations)		28,332
37	Equipment obligations paid or reacquired		
38	Net increase in sinking and other reserve funds		
39	Payment of dividends (other than stock dividends)		11,065
40	Net increase in working capital*		574
41	Other applications (specify) <u>Legal fees capitalized</u>		1,274
42	<u>Debt expenses capitalized</u>		506
43			
44			
45	Total application of funds (should be same as line 28)		44,790

* For the purpose of this schedule, account 764, Long-term Debt Due Within One Year, shall be classified as a current liability in the determination of working capital.

NOTES AND REMARKS

201. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

Give brief description for each item or class of items of like description in accounts Nos. 702, "Temporary cash investments"; 704, "Loans and notes receivable"; 709, "Accrued accounts receivable"; 711, "Prepayments"; and 713, "Other current assets," at the close of the year. Show description of the temporary cash investments, the names of depositaries for the special deposits, the character of loans and notes, with name of debtor (or class of debtors), dates of issue and maturity, and appropriate description for each class of accrued accounts receivable and for the other current

assets. Show the three largest items in each account regardless of the dollar amount, and all other items (or the aggregate of a class of items of like description, amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000". The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Account No. (a)	Item (b)	(Dollars in thousands)	Amount (c)
1	711	<u>Prepayments</u>		\$
2		Insurance		20
3				
4				
5				
6	713	<u>Other Current Assets</u>		
7		Miscellaneous items		18
8				
9				
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Schedule 202.-COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

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

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit where not included elsewhere as part of compensating balances should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances under an agreement which legally restricts the use of such funds should be included in Schedule 203, account 703, Special deposits.
5. Compensating balance arrangements are sufficiently material to require disclosure or segregation when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balanced, 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.

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 205 AND 206

1. Schedules 205 and 206 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated and nonaffiliated companies held by respondent at close of year specifically as investments including obligations of the United States, of a State or local government, or of an individual, so held; investments made, disposed of, or written down during the year; and dividends and interest credited to income. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing account No. 721, "Investments in affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. These investments should be subdivided to show the book value pledged, unpledged, and held in fund accounts. Under "pledged" include the book value of securities recorded in accounts Nos. 721, "Investments in affiliated companies," and 722 "Other investments," which are deposited with some pledgee or other trustee, or held subject to the lien of a chattel mortgage, or subject to any other restriction or condition which makes them unavailable for general corporate purposes. "Unpledged" should include all securities held by or for the respondent free from any lien or restriction, recorded in the accounts mentioned above. Under "In sinking, insurance, and other funds" include the book value of securities recorded in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; and 717, "Insurance and other funds."

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

(A) Stocks:

- (1) Carriers—active.
- (2) Carriers—inactive.
- (3) Noncarriers—active.
- (4) Noncarriers—inactive.

(B) Bonds (including U. S. Government Bonds):

(C) Other secured obligations:

(D) Unsecured notes:

(E) Investment advances:

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

5. 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.

6. By carriers, as the term is here used, 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.

7. Noncarrier companies should, for the purposes 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.

8. 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.

9. Any balance in account 723, Reserve for adjustment of investment in securities - Credit, shall be disclosed by footnote to the securities against which such reserves were established.

10. Show dollars in thousands.

NOTES AND REMARKS

205. INVESTMENTS IN AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; 721, "Investments in affiliated companies"; and 717, "Insurance and other funds."

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 27, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise

encumbered, giving names and other important particulars of such obligations in footnotes.

4. Give totals for each class and for each subclass and a grand total for each account.

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
1	721	A1	VII	Missouri Pacific Railroad Company	% \$	\$	
2				4,932,847 shares Common Stock	72.7		118,083
3				3,360,453 shares Convertible			
4				Preferred Stock	58.8		37,653
5							
6	721	A3	VII	Mississippi River Transmission Corp.			
7				*1,000 shares no par Common stock	100		60,505
8							
9	721	A3	IV	River Cement Company			
10				2,570,000 shares no par Common St.	100		39,918
11				160,000 shares no par Preferred	100		16,000
12							
13							272,159
14							
15							
16							
17							
18							
19				* 846,742 shares of issued and outstanding			
20				Common Stock reclassified into 1,000 shares			
21				of no par stock on March 3, 1975.			
22							
23							
24							
25							
26							
27							
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45							
46							

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be given in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.

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

8. Particulars of investments made, disposed of, or written down during the year should be given in columns (j) to (l) inclusive. If the cost of any investment made during the year differs from the book value report-

ed in column (j), explain the matter in a footnote. By "cost" is meant the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in a footnote. Identify all entries in column (k), which represent a reduction in the book value of securities by symbol and give full explanation in a footnote in each case.

9. This schedule should not include securities issued or assumed by respondent. (Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$ (a) 13	\$	\$	%	\$	
		(b) 14,187					1
	118,083	(c) 27,192				5,523	2
	37,653	(a) 1,261	(b) 14,187			3,691	4
		(c) 1,752					5
							6
	60,505	(c) 4,761				7,600	7
							8
	39,918	(c) 569				2,056	9
	16,000		(d) 4,000	4,000		1,231	10
							11
	272,159	49,690	18,187	4,000		20,101	12
							13
							14
							15
							16
							17
							18
(a)	Legal expense capitalized						19
(b)	Conversion of 1,294,514 shares of Cumulative Preferred Stock to Common Stock						20
(c)	Change in investment of consolidated subsidiaries, net of dividends, carried at equity on MRC Books of Account						21
(d)	Reduction of investment representing 40,000 shares of Preferred Stock redeemed from parent Company						22
							23
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							29
							30
							31
							32
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205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
				% \$		\$	
47							
48							
49							
50							
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205. INVESTMENTS IN AFFILIATED COMPANIES—Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)				%	\$	
\$	\$	\$	\$	\$			47
							48
							49
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206. OTHER INVESTMENTS

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of others than affiliated companies, included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; 722, "Other investments"; and 717, "Insurance and other funds." Investments included in accounts Nos. 715, 716 and 717 held by trustees in lieu of cash deposits required under the governing instrument are not to be reported.

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 27, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and

(c). Investment in U. S. Treasury obligations may be reported as one item.

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.

4. Give totals for each class and for each subclass and a grand total for each account.

5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designa-

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
1	722	A	IV	National Steel Corporation	\$	\$
2				2,222 shares capital stock		124
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
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10. OTHER INVESTMENTS—Continued

tion mature serially, the date in column (d) may be reported as "Serially 19____ to 19____." In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

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

7. Particulars of investments made, disposed of, or written down during the year should be given in columns (i) and (k). If the cost of any investment made during the year differs from the book value reported in

column (i), explain the matter in a footnote. By "cost" is meant the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in the footnote. Identify all entries in column (j) which represent a reduction in the book value of securities by symbol and give full explanation in a footnote in each case.

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)				%	\$	
\$	\$	\$	\$	\$			1
		124				6	2
							3
							4
							5
							6
							7
							8
							9
							10
							11
							12
							13
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206. OTHER INVESTMENTS—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
47					\$	\$
48						
49						
50						
51						
52						
53						
54						
55						
56						
57						
58						
59						
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61						
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206. OTHER INVESTMENTS—Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$	\$	\$	%	\$	
							47
							48
							49
							50
							51
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207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
 Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments in Affiliated Companies, which qualify for the equity method under instruction 6-2 in the Uniform System of Accounts for Railroad Companies.
 2. Enter in column (c) the amount necessary to retroactively adjust those investments qualifying for the equity method of

accounting in accordance with instruction 6-2 (b)(11) of the Uniform System of Accounts for Railroad Companies.
 3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.
 4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date

of acquisition. See instruction 6-2 (b)(4).
 5. The total of column (g) must agree with column (b), line 21, schedule 200.
 6. For definitions of "carrier" and "noncarrier," see general instructions 6 and 7 on page 27.

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held. (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for 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)
1	Carriers: (List specifics for each company)						
2	Missouri Pacific Railroad Co. - Common Stock	\$ 76,691	\$ 14,200	\$ 27,192	\$	\$	\$ 118,083
3	Mississippi River Transmission Corporation - Common Stock	55,789		4,716			60,505
4							
5	River Cement Company - Common Stock	39,349		569			39,918
6							
7							
8							
9							
10							
11							
12							
13							
14	Note: See Schedule 205 for explanation of amount in Col. (c).						
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25							
26							
27							
28							

Road Initials:

Year:

35B

207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES (Continued)

Undistributed Earnings From Certain Investments in Affiliated Companies

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for 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)
	Carriers: (List specifics for each company).	\$	\$	\$	\$	\$	\$
29							
30							
31							
32							
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56							
57							
58							
59	Total						
60	Noncarriers: (Show totals only for each column)						
61	Total (lines 59 and 60)						

209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES

1. Give particulars of investments represented by securities and advances (including securities issued or assumed by respondent), and of other intangible property, indirectly owned or controlled by respondent through any subsidiary which does

not report to the Commission under the provisions of Part 1 of the Interstate Commerce Act, without regard to any question of whether the company issuing the securities, or the obligor, is controlled by the subsidiary.

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1		The Denie's Co.	\$	\$
2		Long-Term Notes Receivable	--	
3				
4		Stewart Sand & Material Co.		
5		Long-Term Notes Receivable	533	
6				
7		MRT Exploration Co.		
8		Common Stock	3,782	
9		Advances	6,547	
10				
11				
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NOTES AND REMARKS

209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES—Continued

2. This schedule should include all securities, open account advances, and other intangible property owned or controlled by nonreporting companies shown in schedules 104A, 104B, and 205, as well as those owned or controlled by any other organization or individual whose action respondent is able to determine.

3. Investments in U.S. Treasury obligations may be combined in a single item.
4. Column (a), Class No., should show classifications as provided in instructions 3 and 4, page 27.

(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Names of subsidiaries in connection with things owned or controlled through them (g)	Line No.
Book value (e)	Selling price (f)		
\$	\$		
197		River Cement Co.	1
			2
			3
			4
76		River Cement Co.	5
			6
		Mississippi River Transmission Corporation	7
			8
			9
			10
			11
			12
			13
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NOTES AND REMARKS

211. ROAD AND EQUIPMENT PROPERTY (See Instructions page 40)

Line No.	Account (a)	(Dollars in thousands)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)
1	(1) Engineering _____		\$	\$	\$
2	(2) Land for transportation purposes _____				
3	(2 1/2) Other right-of-way expenditures _____				
4	(3) Grading _____				
5	(5) Tunnels and subways _____				
6	(6) Bridges, trestles, and culverts _____				
7	(7) Elevated structures _____				
8	(8) Ties _____				
9	(9) Rails _____				
10	(10) Other track material _____				
11	(11) Ballast _____				
12	(12) Track laying and surfacing _____				
13	(13) Fences, snowsheds, and signs _____				
14	(16) Station and office buildings _____				
15	(17) Roadway buildings _____				
16	(18) Water stations _____				
17	(19) Fuel stations _____				
18	(20) Shops and enginehouses _____				
19	(21) Grain elevators _____				
20	(22) Storage warehouses _____				
21	(23) Wharves and docks _____				
22	(24) Coal and ore wharves _____				
23	(25) TOFC/COFC terminals _____				
24	(26) Communication systems _____				
25	(27) Signals and interlockers _____				
26	(29) Power plants _____				
27	(31) Power-transmission systems _____				
28	(35) Miscellaneous structures _____				
29	(37) Roadway machines _____				
30	(38) Roadway small tools _____				
31	(39) Public improvements—Construction _____				
32	(43) Other expenditures—Road _____				
33	(44) Shop machinery _____				
34	(45) Power-plant machinery _____				
35	Other (specify and explain) _____				
36	Total expenditures for road _____				
37	(52) Locomotives _____				
38	(53) Freight-train cars _____				
39	(54) Passenger-train cars _____				
40	(55) Highway revenue equipment _____				
41	(56) Floating equipment _____				
42	(57) Work equipment _____				
43	(58) Miscellaneous equipment _____				
44	Total expenditures for equipment _____				
45	(71) Organization expenses _____				
46	(76) Interest during construction _____				
47	(77) Other expenditures—General _____				
48	Total general expenditures _____				
49	Total _____				
50	(80) Other elements of investment (p. 33) _____				
51	(90) Construction work in progress _____				
52	Grand Total _____				

211N-2. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE—Continued

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 53 herein, should correspond with the amount for respondent and with the aggregate amounts for each class of company and properties shown in schedule 211N-1 on page 50. 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 35 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain methods of estimating value of property of non-carriers or property of other carriers under "Notes and Remarks," page 48.

4. Report on line 36 amounts not includable in the accounts shown, or in line 35. The items reported should be briefly identified and explained under "Notes and Remarks," page 48. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

5. Report dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary) companies (d)	Other leased properties (e)
		\$	\$	\$	\$
1	(1) Engineering				
2	(2) Land for transportation purposes				
3	(2 1/2) Other right-of-way expenditures				
4	(3) Grading				
5	(5) Tunnels and subways				
6	(6) Bridges, trestles, and culverts				
7	(7) Elevated structures				
8	(8) Ties				
9	(9) Rails				
10	(10) Other track material				
11	(11) Ballast				
12	(12) Track laying and surfacing				
13	(13) Fences, snowsheds, and signs				
14	(16) Station and office buildings				
15	(17) Roadway buildings				
16	(18) Water stations				
17	(19) Fuel stations				
18	(20) Shops and enginehouses				
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks				
22	(24) Coal and ore wharves				
23	(25) TOFC/COFC terminals				
24	(26) Communication systems				
25	(27) Signals and interlockers				
26	(29) Power plants				
27	(31) Power-transmission systems				
28	(35) Miscellaneous structures				
29	(37) Roadway machines				
30	(38) Roadway small tools				
31	(39) Public improvements—Construction				
32	(43) Other expenditures—Road				
33	(44) Shop machinery				
34	(45) Power-plant machinery				
35	Leased property capitalized rentals (explain)				
36	Other (specify & explain)				
37	Total expenditures for road				
38	(52) Locomotives				
39	(53) Freight-train cars				
40	(54) Passenger-train cars				
41	(55) Highway revenue equipment				
42	(56) Floating equipment				
43	(57) Work equipment				
44	(58) Miscellaneous equipment				
45	Total expenditures for equipment				
46	(71) Organization expenses				
47	(76) Interest during construction				
48	(77) Other expenditures—General				
49	Total general expenditures				
50	Total				
51	(80) Other elements of investment				
52	(90) Construction work in progress				
53	Grand Total				

214. MISCELLANEOUS PHYSICAL PROPERTY

1. Give particulars of all investments of the respondent in physical property includible in account No. 737, "Miscellaneous physical property," together with the revenue, income, expenses, taxes, and depreciation data on such property, as requested.

2. Show in column (a) a description and location of the physical property, and, if operated, the kind of business in which engaged, stating whether the respondent's title is that of ownership or whether the property is held under lease or other incomplete title. All peculiarities of title should be explained. Each item of property investment amounting to \$1,000,000 or more should be separately stated and each item whose net profit or net loss for the year (as per column (i), regardless of amount of investment) is \$50,000 or more should also be separately stated. All other

items may be combined in a single entry designated "All other items."

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

4. If any property investment includible in this schedule, amounting to \$250,000 or more, was disposed of during the year, give particulars in a footnote.

Line No.	Item (Kind and location of property, and nature of business, if any) (a)	A. INVESTMENT (ACCOUNT 737)			
		Year of acquisition (b)	Charges during the year (c)	Credits during the year (d)	Balance at close of year (See ins. 3) (e)
			\$	\$	\$
1	Miscellaneous General Properties -				
2	Missouri	1953	38	14	1,120
3	New York	1966		86	-
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22	Total	x x x x	38	100	1,120

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY—Continued

5. In section B include in column (f) the gross amount of revenue or income included in accounts 502 and 511, in column (g) the gross amount of expenses (including depreciation) charged to accounts 511 and 534, in column (h) the amount of taxes charged to accounts 535 and 544 for the year, and in column (i) the net profit or loss of columns (f) minus (g) and (h).

6. Any differences between the total of column (h) and the totals of accounts 535 and 544, and differences between the total of column (i) and the net total of accounts 502, 511, 534, 535, and 544, of such accounts in Schedule 300, "Income Account for the Year," should be explained in a footnote.

7. In section C give an analysis of account 738, "Accrued depreciation—Miscellaneous physical property," for each item shown in column (a). Show in column (n) the percentage or composite rate used by the respondent for computing the amount of depreciation credited to the account during the year. Any adjustments of importance included in columns (j) and (k) should be fully explained in a footnote.

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

B. REVENUES, INCOME, EXPENSES AND TAXES CREDITED AND DEBITED TO ACCOUNTS 502, 511, 534, 535 AND 544 DURING THE YEAR				C. DEPRECIATION RESERVE (ACCOUNT 738)					
Revenues or income (f)	Expenses (g)	Taxes (h)	Net profit for year after taxes (L loss) (i)	Credits during the year (j)	Debits during the year (k)	Baiaance at close of year (l)	Base (m)	Rates (n)	Line No.
\$	\$	\$	\$	\$	\$	\$	\$	Various %	1
	1,250	112	(1,362)	43	9	510			2
				14	86				3
									4
									5
									6
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									9
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									20
									21
	1,250	112	(1,362)	57	95	510		XXXXX	22

NOTES AND REMARKS

216. OTHER ASSETS AND DEFERRED CHARGES

Give description and particulars for each item or class of items of like description in accounts Nos. 741, "Other assets," and 743, "Other deferred charges," at the close of the year. Show debtor (or class of debtors) for deferred assets and appropriate description for items or class of items of deferred charges. Show the three largest items regardless of the dollar amount and all other items (or the aggregate of a class of items of like description) amounting to \$250,000 or more. Each item or class of items of like description amounting to less than \$250,000 may be com-

bined into a single entry designated "Other items, each less than \$250,000". The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
	741	Other Assets	\$
1		Excess of Cost over Book Value of Utility Assets Acquired	2,797
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 218 ON PAGES 56, 57, 58 AND 59

Give particulars of the various issues of securities in accounts Nos. 765, "Funded debt unmatured," 768, "Debt in default," 767, "Receivers' and trustees' securities," 766, "Equipment obligations," and 764, "Equipment obligations and other debt due within 1 year," at the close of the year, together with interest accrued and interest paid during the year and total amount of matured interest in default. Include receipts outstanding for funded debt with their respective issues. List entries under captions of account numbers and titles, and insert total for each account.

In column (a) show the symbol and name and account number of each bond or other obligation according to the following designations in the numerical order given, and give a total for each such numerical alphabetical and each numerical group and for each account:

- (1) MORTGAGE BONDS:
 - (a) With fixed interest.
 - (b) With contingent interest.
- (2) COLLATERAL TRUST BONDS:
 - (a) With fixed interest.
 - (b) With contingent interest.
- (3) UNSECURED BONDS (Debentures):
 - (a) With fixed interest.
 - (b) With contingent interest.
- (4) EQUIPMENT OBLIGATIONS:
 - (a) Equipment securities (Corporation).
 - (b) Equipment securities (Receivers' and Trustees').
 - (c) Conditional or deferred payment contracts.
- (5) MISCELLANEOUS OBLIGATIONS.
- (6) RECEIVERS' AND TRUSTEES' SECURITIES (Other than equipment obligations).
- (7) SHORT-TERM NOTES IN DEFAULT.

Columns (f), (g), (h), (i), and (j) are intended further to classify the obligations of the company and are to be answered "yes" or "no."

If an issue is a serial issue, the last date of maturity should be shown in column (c) preceded by the letter "S." If the payments required in the contracts for equipment obligations are unequal in amount (except for the last payment) or are to be made at irregular intervals, show a symbol against the entry made in column (c) opposite the name of such obligations and give particulars in a footnote.

If the issue is an income bond, the entry in column (d) should be the annual maximum rate of interest specified by the indenture. In column (k) show the approximate number of miles of road on which the mortgage is a direct first lien and in column (l) the approximate number of miles of road on which the mortgage is a direct junior lien. Do not consider any road or other property indirectly subject to either a first or junior lien through the pledge of collateral, leaseholds, or other contractual rights in making the returns required in columns (i), (j), (k), and (l).

In column (m) enter the amount of debt both nominally and actually issued up to the date of the report and not the amount authorized. In the event debt is assumed, column (m) should include the amount of debt issued by the original debtor.

No entries shall be made in this schedule with respect to issues of matured obligations nominally issued or nominally outstanding when no parts of such issues are actually outstanding.

For definitions of "nominally issued," "nominally outstanding," "actually issued," and "actually outstanding," see schedule 228.

Entries in columns (v) and (w) should include interest accrued on funded debt reacquired, matured during the year, even though no portion of the issue is outstanding at the close of the year.

In column (y) enter the total in account No. 781, "Interest in default," at the close of the year.

The grand totals of columns (n) and (r), when combined, should equal the sum of the amounts stated in short column (a₂) for accounts Nos. 764, 765, 766, 767, and 768 in schedule 200, "Comparative General Balance Sheet—Liabilities and Shareholders' Equity."

On page 59 give particulars of changes during the year in funded debt and other obligations. In column (z), state whether issued for construction of new properties, for additions and betterments, for purchase of railroad or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. Also, give the number and date of authorization by the public authority under whose control such issue was made, naming such authority. For nominally issued securities, show returns in columns (z) and (aa) only.

For each class of securities actually issued or assumed, the sum of the entries in columns (bb) and (cc), plus discounts or less premiums, such discounts or premiums to be shown in a footnote applicable to each issue, should equal the entry in column (aa). For definition of expense, reportable in column (cc), see Definition 10 in the Uniform System of Accounts for Railroad Companies.

Particulars concerning the reacquirement of securities that were actually outstanding should be reported on pages 58 and 59 columns (a), (dd), and (ee). Include those securities that have been called for payment during the year for which liability has been transferred to account No. 763, "Other current liabilities."

Show dollars in thousands.

NOTES AND REMARKS

218. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)

218. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)												
Line No.	Name and character of obligation (a)	Nominal date of issue (b)	Date of maturity (c)	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year) (d)	Dates due (e)	Con- version (f)	Call prior to maturity, other than for sinking fund (g) (g)	Sinking fund (h)	SUBJECT TO LIEN OF THE OBLIGATION?		First lien (k)	Junior to first lien (l)
									First lien (i)	Junior to first lien (j)		
1	Accounts 765 & 766 - Long-Term Debt											
2												
3	Sinking Fund Debentures											
4	Series due 1978	1958	(s) 1978	5-1/8	3/15 &							Not
5					9/15	No	Yes	Yes	No	No		Applicable
6												
7	Series due 1980	1960	(s) 1980	5-3/4	1/1 &							
8					7/1	"	"	"	"	"	"	
9												
10	Series due 1994	7/1/74	(s) 7/1/94	8	1/1 &							
11					7/1	Yes	Yes	Yes	"	"	"	
12												
13	Series due 1995	6/15/75	(s) 6/15/95	8	6/15 &							
14					12/15	"	"	"	"	"	"	
15												
16	Bank Loan	1974	1979	Prime	1/1	No	No	No	No	No	"	
17				1st 2 yrs. 4/1								
18				1/4% above 7/1								
19				prime next 10/1								
20				2 yrs.,								
21				1/2% above								
22				prime last								
23				year								
24												
25												
26												
27												
28												
29												
30												
31												
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33												
34												
35												
36												
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40												
41												
42												
43												
44												
45												
46												
47												
48												
49												
50												
51	Grand Total								x x x	x x x	x x x	x x x

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	1
									2
30,000			30,000	(s) 16,000		10,853			3
				3,147					4
									5
24,000			24,000	(s) 8,800		11,177			6
				4,023					7
									8
16,912			16,912	-		16,912			9
									10
25,000			25,000	-		25,000			11
									12
									13
-			-	-		12,000			14
									15
									16
									17
									18
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									44
									45
									46
									47
									48
									49
95,912			95,912	31,970		75,942			50
									51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
(a)		(v)	(w)	(x)	(y)
1	Sinking Fund Debentures	\$	\$	\$	\$
2					
3	Series due 1978 - 5-1/8%	596		607	
4					
5	Series due 1980 - 5-3/4%	660		660	
6					
7	Series due 1994 - 8%	1,353		1,353	
8					
9	Series due 1995 - 8%	1,022		1,000	
10					
11	Bank Loan	2,019		2,023	
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
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43					
44					
45					
46					
47					
48					
49					
50					
51	Grand Total	5,650		5,643	

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded						
SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	1
						2
				1,038	958	3
						4
				423	372	5
						6
						7
						8
						9
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						43
						44
						45
						46
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						48
						49
						50
Grand Total				1,461	1,330	51

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 766, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units cov-

ered by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218) (a)	Description of equipment covered (b)	Contract price of equipment acquired (c)	Cash paid on acceptance of equipment (d)
1			\$	\$
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
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50				

220. INTEREST ON INCOME BONDS

1. Give particulars concerning interest payable, accrued, paid, and accumulated and unpaid on the securities having contingent interest provisions classified as (1) Mortgage Bonds, (2) Collateral Trust Bonds, and (3) Unsecured Bonds (Debentures), in schedule 218, "Funded Debt and Other Obligations."

2. In columns (a), (b), and (c) state the name, amount, and nominal rate of interest shown in columns (a), (v), and (d), respectively, in schedule 218, for each security of the kind indicated. List the names of such securities in the same order as in schedule 218.

3. In column (d) show the amount of interest payable for the year at the nominal rate, if earned, on all of the bonds outstanding at the close of the year plus those retired during the year.

4. In column (e) show the amount of interest charged to the income account for the year.

5. In column (f) show the difference between columns (d) and (e).

6. In columns (h), (i), and (j) show the amounts of interest actually paid during the year, segregated in columns (h) and (i) between payments applicable to the current year's accruals, and those applicable to past accruals.

7. In column (k) enter the maximum accumulation of unpaid interest as provided for in the bonds.

8. In column (l) show the sum of unearned interest accumulated under the provisions of the security plus the earned interest unpaid at the close of the year.

9. In the second section of this schedule show the particulars of the several items on the same line and in the same order as in the first section.

(Dollars in thousands)

Line No.	Name of issue (from schedule 218) (a)	Amount actually outstanding (from schedule 218) (b)	Nominal rate of interest (from schedule 218) (c)	AMOUNT OF INTEREST	
				Maximum amount payable, if earned (d)	Amount actually payable under contingent interest provisions, charged to income for the year (e)
1		\$		\$	\$
2					
3					
4					
5					
6					
7					
8					
9					
10					

AMOUNT OF INTEREST—Concluded

Line No.	DIFFERENCE BETWEEN MAXIMUM PAYABLE IF EARNED AND AMOUNT ACTUALLY PAYABLE		TOTAL PAID WITHIN YEAR			Maximum period or percentage, for which cumulative, if any (k)	Total accumulated unearned interest plus earned interest unpaid at the close of year (l)
	Current year (f)	All years to date (g)	On account of current year (h)	On account of prior years (i)	Total (j)		
1	\$	\$	\$	\$	\$		\$
2							
3							
4							
5							
6							
7							
8							
9							
10							

222. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

Give full particulars of amounts payable by the respondent to affiliated companies, as defined in connection with account No. 769, "Amounts payable to affiliated companies," in the Uniform System of Accounts for Railroad Companies. If any such amounts are evidenced by notes, each note should be separately shown in column (a). Entries in columns (e) and

(f) should include interest accruals and interest payments on debt retired during the year, even though no portion of the debt remained outstanding at the close of the year. Show, also, in a footnote, particulars of interest charged to cost of property.
(Dollars in thousands)

Line No.	Name of creditor company (a)	Rate of interest (b)	Balance at beginning of year (c)	Balance at close of year (d)	Interest accrued during year (e)	Interest paid during year (f)
		%	\$	\$	\$	\$
1	River Cement Company					
2	Cash Advance	6	10,000	7,000	608	608
3						
4						
5						
6						
7						
8						
9						
10	TOTAL		10,000	7,000	608	608

NOTES AND REMARKS

223. ITEMS IN SELECTED CURRENT LIABILITY ACCOUNTS

Give description and particulars for each item or class of items of like description in accounts Nos. 751, "Loans and notes payable"; 759, "Accrued accounts payable"; and 763, "Other current liabilities," at the close of the year. Show character of loans and notes, with name of creditor (or class of creditors), dates of issue and maturity, and appropriate description for each class of accrued accounts payable and for the other current liabilities. Show the three largest items regardless of the dollar amount and all other items (or the aggregate of a class of items of like description) amounting to \$250,000 or more. Each item or class of items

of like description amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
	763	Other Current Liabilities	\$
1		Stock Scrip (Future Redemptions)	5
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
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224. FEDERAL INCOME AND OTHER TAXES ACCRUED

Give the particulars called for with respect to the balances at close of year in accounts Nos. 760, "Federal income taxes accrued" and 761, "Other taxes accrued." (Dollars in thousands)

Line No.	Kind of tax (a)	Previous years (b)	Current year (c)	Balance at close of year (d)
1	Federal income taxes _____ Total (account 760)	\$ 578	\$ 1,304	\$ 1,882
2	Railway property State and local taxes (532) _____			
3	Old-age retirement (532) _____			
4	Unemployment insurance (532) _____			
5	Miscellaneous operating property (535) _____			
6	Miscellaneous tax accruals (544) _____	49	43	92
7	All other taxes _____			
8	Total (account 761)	49	43	92

NOTES AND REMARKS

225. ITEMS IN SELECTED RESERVE AND OTHER LIABILITY ACCOUNTS

Give description and particulars for each item or class of items of like description in accounts Nos. 771, "Pension and welfare reserves"; 772, "Insurance reserves"; 774, "Casualty and other reserves"; 782, "Other liabilities"; and 784, "Other deferred credits," at the close of the year. Show creditor (or class of creditors) for deferred liabilities, and appropriate description of each class of operating reserve and for items of deferred credits. Show the three largest items regardless of the dollar amount and all other items (or the aggregate of a class of items of like description) amounting to \$250,000 or more. Each item or class of items

of like description amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
	784	Other Deferred Credits	\$
1		Deferred Gain on Sale of Intercompany Land	448
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
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NOTES AND REMARKS

228. CAPITAL STOCK

Give particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.

In the second section list particulars of the various issues on the same lines and in the same order as in the first section.

Identify the entries in columns (m) to (s), inclusive, in a manner which will indicate whether par value or the number of shares is shown.

In stating the date of an authorization the date of the latest assent or ratification necessary to its validity should be shown; e. g., in case an authorization is required to be ratified by stockholders after action by the board of directors, but is not required to be approved by any State or other governmental board or officer, give the date of approval by stockholders; if the assent of

a State railroad commission or other public board or officer is necessary, give the date of such assent, or if subsequent to such assent notice has to be filed with a secretary of state or other public officer and a tax or other fee has to be paid as a condition precedent to the validity of the issue, give the date of such payment. In case some condition precedent has to be complied with after the approval and ratification of the stockholders has been obtained, state, in a footnote, the particulars of such condition and of the respondent's compliance therewith.

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 is-*

sued when sold to a bona fide purchaser for a valuable consideration, and such purchaser holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be *actually outstanding*. If reacquired by or for the respondent under such circumstances as require them to be considered as held alive, and not canceled or retired, they are considered to be *nominally outstanding*.

Column (d) refers to the initial preference dividend payable before any common dividend; columns (k) and (l) to participations in excess of initial preference dividend; at a specified percentage or amount (nonpar stock) (column (k)) or a percentage or proportion of the profits (column (h)).

(Dollars in thousands)

PREFERRED STOCK

Line No.	Class of stock	Date issue was authorized	Par value per share (if non-par, so state)	Dividend rate specified in contract	Total amount of accumulated dividends	Cumulative		Noncumulative ("Yes" or "No")	Other Provisions of Contract				
						To extent earned ("Yes" or "No")	Fixed \$ rate or percent specified by contract		Convertible ("Yes" or "No")	Callable or redeemable ("Yes" or "No")	Fixed amount or percent (Specify)	Fixed ratio with common (Specify)	
			\$ 5										
1	Common			x x x x x	x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x
2				x x x x x	x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x
3				x x x x x	x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x
4				x x x x x	x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x
5	Preferred	5/22/69	No Par	x x x x x	x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x
6													
7													
8	Debenture												
9	Receipts outstanding for installments paid*												
10	TOTAL			x x x x x		x x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x		x x x x x x

PAR VALUE OF PAR-VALUE STOCK OR NUMBER OF SHARES OF NONPAR STOCK

Line No.	Authorized (m)	Authenticated (n)	Nominally Issued and		Actually issued (q)	Reacquired and		OF YEAR			
			Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P") (o)	Canceled (p)		Canceled (r)	Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P") (s)	Number of shares (t)	Par value of par-value stock (u)	Book value of stock without par value (v)	
1	* 12,500				* 9,267		231		9,036	\$ 45,181	\$
2											
3											
4											
5	* 2,500	None			None		-		None	-	
6											
7											
8	* Number of Shares										
9											
10									9,036	45,131	

*State the class of capital stock covered by the receipts.

229. CAPITAL STOCK CHANGES DURING THE YEAR

Give full particulars of stocks actually or nominally issued (either original issues or reissues) and of stocks reacquired or canceled during the year.

In the second section of the schedule show the particulars of the several issues on the same lines and in the same order as in the first section.

In column (c) state whether issued for construction of new properties, for additions and betterments, for purchase of railroad or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. If an issue of securities was authorized for more than one purpose, state amount applicable to each purpose. Also give the number and date of the authorization by the public authority

under whose control such issue was made, naming such authority. In column (e) include as cash all money, checks, drafts, bills of exchange and other commercial paper payable at par on demand. For nominally issued stock, show returns in columns (a), (b), (c), and (d) only. For each class of stock actually issued, the sum of the entries in columns (e), (f), and (h), plus discounts or less premiums in column (g), should equal the total par value or the book value represented by the total number of shares reported in column (d).

Particulars concerning the reacquirement of stock that was actually outstanding should be given in columns (a), (i), and (j).
(Dollars in thousands)

Line No.	Class of stock (a)	STOCKS ISSUED DURING YEAR			
		Date of issue (b)	Purpose of the issue and authority (c)	Par value (for nonpar stock show the number of shares) (d)	Net proceeds received for issue (cash or its equivalent) (e)
1	Common	Various 1975	Exercise of 9,570 shares for Employee Stock Options (Issued from Treasury Stock)	\$ 48	\$ 103
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
Total					

STOCKS ISSUED DURING YEAR—Concluded				STOCKS REACQUIRED DURING YEAR		
Line No.	Cash value of other property acquired or services received as consideration for issue (f)	Net total discounts (in black) or premiums (in red). Excludes entries in column (h) (g)	Expense of issuing capital stock (h)	Par value (For nonpar stock show the number of shares) (i)	Purchase price (j)	Remarks (k)
1	\$	\$	\$	\$	\$	
2						
3						
4						
5						
6						
7						
8						
9						
10						
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230. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES

If at the close of the year respondent was subject to any liability to issue its own capital stock in exchange for outstanding securities of constituent of other companies, give full particulars thereof hereunder, includ-

ing names of parties to contracts and abstracts of terms of contracts whereunder such liability exists.

231. CAPITAL SURPLUS

Give an analysis in the form called for below of capital surplus accounts. In column (a) give a brief description of the item added or deducted and in column (b) insert the contra account number to which the

amount stated in column (c), (d) or (e) was charged or credited. (Dollars in thousands)

Line No.	Item (a)	Contra account number (b)	ACCOUNT NO.		
			794. Premiums and Assessments on Capital Stock (c)	795. Paid-In Surplus (d)	796. Other Capital Surplus (e)
1	Balance at beginning of year	x x x	\$	\$ 19,893	\$
	Additions during the year (describe):				
2					
3					
4					
5					
6	Total additions during the year	x x x		-	
	Deductions during the year (describe):				
7	Excess of average cost over option price				
8	of 9,570 shares of Treasury Stock sold				
9	under option plan			56	
10	Total deductions	x x x		56	
11	Balance at close of year	x x x		19,837	

232. RETAINED INCOME—APPROPRIATED

Give an analysis in the form called for below of account No. 797, "Retained income—Appropriated." (Dollars in thousands)

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
		\$	\$	\$
1	Additions to property through retained income			
2	Funded debt retired through retained income			
3	Sinking fund reserves			
4	Incentive per diem funds		None	
5	Miscellaneous fund reserves			
6	Retained income—Appropriated not specifically invested			
	Other appropriations (specify):			
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	TOTAL			

233. CONTINGENT ASSETS AND LIABILITIES

1. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 6—6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the accounts of the respondent. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000, or more. If an actual monetary amount is not known and an estimate of the amount of any item involved is not feasible, disclosure should be made describing the contingency and explaining why an estimate is not determinable.

Examples of contingent liabilities are items which may become obliga-

tions as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property.

2. Information concerning the guaranties and suretyships are to be shown in other schedules provided for those items and not in this schedule.

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

(Dollars in thousands)

Line No.	Item (a)	Amount (b)
		\$
1		
2		
3		
4		
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384. MISCELLANEOUS RENTS

Give particulars of all properties the rents on which were charged by the respondent during the year to Income, under the heading "Miscellaneous rents," showing for each item the total charge therefor to Income. Show the three largest items regardless of the dollar amount and all other

items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." (Dollars in thousands)

Line No.	Description of Property		Name of lessor (c)	Amount charged to Income (d)
	Name (a)	Location (b)		
1				\$
2				
3				
4				
5				
6				
7				
8				
9				
10			Total	

396. ITEMS IN SELECTED INCOME AND RETAINED INCOME ACCOUNTS FOR THE YEAR

Give a brief description for all items, regardless of amount, included during the year in accounts 570, "Extraordinary items"; 580, "Prior period items"; 590, "Income taxes on extraordinary and prior period items"; 606, "Other credits to retained income"; 616, "Other debits to retained income"; 620, "Appropriations for sinking and other reserve funds"; 621, "Appropriations for other purposes"; and 622, "Appropriations released." Give a brief description of the three largest items regardless of the dollar amount and all other items amounting to \$250,000 or

more included during the year in accounts 519, "Miscellaneous income", and 551, "Miscellaneous income charges." Items less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." The entries for each account shall be listed and the total of each account shall be shown corresponding to the amounts in Schedules 300 and 305, as appropriate. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote. (Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	519	Miscellaneous Income	\$	\$
2		Discounts on purchase of Company debentures		125
3		Other items (each less than \$28,000)		41
4				<u>166</u>
5				
6				
7	551	Miscellaneous Income Charges		
8		Federal income tax benefit		<u>(3,038)</u>
9				
10				
11				
12				
13				
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MEMORANDA RELATING TO SELECTED INCOME AND RETAINED INCOME ACCOUNTS

INSTRUCTIONS CONCERNING SCHEDULE 531 ON PAGE 120

1. Give the various statistical items called for concerning the rail-line operations of respondent's road during the year. Train-miles, car-miles and other particulars are to be reported in accordance with the classification of train-miles and car-miles prescribed in the Uniform System of Accounts for Railroad Companies (Mileage Accounts 800 to 805 and 820 to 825). Locomotive unit-miles should include all miles made by each locomotive unit.

2. Time-mileage freight cars, as used herein, refers to freight cars other than cabooses owned or held under lease arrangement by U.S. class I line-haul railroads, whose interline rental is settled on a per diem and line-haul basis under "Code of Car Hire Rules," or would be so settled if used by another railroad.

3. Item No. 1 includes miles of road operated under trackage rights.

4. All statistics should be reported in whole numbers unless otherwise indicated in thousands. For gross ton-miles compute from conductors' or dispatchers' train reports weight in tons (2,000 pounds). Line 27 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Lines 28 and 29 represent tons behind locomotive units (cars and contents, company-service equipment and cabooses) moved one mile in transportation trains. Include ton-miles of exclusive work service equipment and motorcars moving in

transportation trains. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

5. Line No. 35 should represent the ton-miles of revenue freight in water transfer service on the Great Lakes involving a rail-line haul, the revenue from which is includible in account No. 101, "Freight." Ton-miles of revenue freight in water transfer service which was moved on the basis of lawful local tariff rates, the revenue from which is creditable to account No. 113, "Water transfers," should be excluded. Line 36, Total ton-miles—Revenue freight, should correspond to the ton-miles reported on Form OS-B, Item 2.

6. For net ton-miles, Line 40, compute from conductors' train reports. This item represents the number of tons of revenue and non-revenue freight moved one mile in transportation trains. Include a reasonable proportion of the weight of exclusive work equipment moved one mile. Include net ton-miles in motorcar trains. Exclude LCL shipments handled in mixed baggage-express cars.

7. The mileage of company service equipment, designed exclusively for work service and moved in transportation trains, should be classed as loaded freight car-miles.

8. Highway vehicle operations should not be included in Schedule 531 but particulars thereof given in a footnote below.

532. SWITCHING AND TERMINAL TRAFFIC AND CAR STATISTICS

(For switching and terminal companies only)

1. Give particulars of cars handled during the year. For descriptions of kinds of services included in switching operations, and in terminal operations, reference is made to the "Notice" on the inside of the front cover of this form. With respect to the term "cars handled" it should be observed that, when applied to switching operations, the movement of a car from the point at which a switching company receives it, whether loaded or empty, to the point where it is loaded or unloaded or delivered to another connecting line is to be counted as one car handled. The return of a car, whether loaded or empty, from the point where it is loaded or un-

loaded, to the point of delivery is to be counted as one car handled. No incidental movement is to be considered, unless such incidental movement involves the receipt of additional revenue. When applied to terminal operations, such as union station, bridge, ferry, or other joint facility terminal operations, the term "cars handled" includes all cars for which facilities are furnished.

2. The number of locomotive-miles in yard switching service should be computed in accordance with account No. 816, "Yard Switching Locomotive-miles."

Line No.	Item (a)	Switching operations (b)	Terminal operations (c)	Total (d)
Freight Traffic				
1	Number of cars handled earning revenue—Loaded			
2	Number of cars handled earning revenue—Empty			
3	Number of cars handled at cost for tenant companies—Loaded			
4	Number of cars handled at cost for tenant companies—Empty			
5	Number of cars handled not earning revenue—Loaded			
6	Number of cars handled not earning revenue—Empty			
7	Total number of cars handled			
Passenger Traffic				
8	Number of cars handled earning revenue—Loaded			
9	Number of cars handled earning revenue—Empty			
10	Number of cars handled at cost for tenant companies—Loaded			
11	Number of cars handled at cost for tenant companies—Empty			
12	Number of cars handled not earning revenue—Loaded			
13	Number of cars handled not earning revenue—Empty			
14	Total number of cars handled			
15	Total number of cars handled in revenue service (lines 7 and 14)			
16	Total number of cars handled in work service			
17	Number of locomotive-miles in yard switching service: Freight, _____; passenger, _____			

NOTES AND REMARKS

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

1. In columns (a) and (b) enter the name and position of each of the five persons named in Schedules 102 and 103 of this report to whom the respondent paid the largest amount during the year as compensation for current or past service over and above necessary expenses incurred in discharge of duties. In addition, list all other officers, directors, pensioners or employees, if any, to whom the respondent paid \$40,000 or more in total compensation during the year.

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

3. If an officer, director, etc., receives compensation from one or more of the affiliated companies listed in Schedule 104, reference to this fact should be made if the aggregate compensation from all companies amounts to \$40,000 or more. The detail as to division of the compensation should be reported in schedule 564.

4. Other compensation to be entered in column (d) includes, but is not limited to, commissions; bonuses; shares in profits; contingent compensation; moneys paid, set aside or accrued pursuant to any pension, retirement, savings, deferred compensation, or similar plan including premiums paid for retirement annuities, or life insurance where the respondent is not the beneficiary (Premiums on group life insurance for benefits less than \$50,000 need not be reported.), or any other arrangement which constitutes a form of compensation. Give the details of any plan not previously reported, the basis of determining the ultimate benefits payable, and the payments or provisions made during the year.

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

Line No.	Name of person (a)	Position or Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
1	Downing B. Jenks	Chairman of the Board	\$ (b) 60	\$(d) (e) 2
2	Thomas H. O'Leary	President	(a) (c) 105	(d) (e) 1
3	Cleon L. Burt	V.P. & General Counsel	(a) 66	
4	Frank C. Stevens	Vice President	73	
5	James T. Ashworth	Financial Vice Pres.	45	
6				
7				
8	(a) The following salary changes were made effective 6/1/75			
9	Mr. O'Leary from \$80 to \$105 per annum			
10	Mr. Burt from \$63 to \$66 per annum			
11				
12	(b) In addition to the salary shown above, Mr. Jenks received \$256,667 for the			
13	year 1975 from the MoPac R.R. Co. as Chairman of the Board.			
14				
15	(c) In addition to the salary shown above, Mr. O'Leary received \$35,000 for			
16	the year 1975 from the MoPac R.R. Co. as Chairman of the Finance Committee.			
17				
18	(d) Other compensation includes:			
19	Mr. Jenks - \$1,800 Director Fees, \$1,007 Life Insurance			
20	Mr. O'Leary - \$1,400 Director Fees, \$141 Life Insurance			
21				
22	(e) Excludes \$100 per month pursuant to retirement plan for Mr. Jenks			
23	Excludes \$175 per month pursuant to retirement plan for Mr. O'Leary			
24				
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ANNUAL REPORT 1975 CLASS 1 R.R. 2 of 2
MISSISSIPPI RIVER CORP.

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES AND AFFILIATES

1. In the form below give information concerning payments, fees, retainers, commissions, gifts, contributions, assessments, bonuses, pensions, subscriptions, allowance for expenses, or any form of payments amounting in the aggregate to \$50,000 or more during the year to any corporation, institution, association, firm, partnership, committee, or any person, except:

(a) Payments to employees of the respondent shall be reported in Schedule 562.

(b) Payments for services rendered by affiliates shall be reported in Schedule 564.

(c) Payments for accounting and audit fees must be reported in full regardless of the \$50,000 limitation. These fees must not be included with management fees paid to parent companies.

2. The aggregate of payments to be reported in column (c) shall include amounts paid and/or accrued during the year which are applicable to the year.

3. When contributions under \$50,000 are made in common with other carriers under a joint arrangement in payment for the performance of services or as a donation, each such contribution shall be reported, irrespective of the amount thereof, if the total amount paid by all contributors for the performance of the particular service is equal to the sum of \$100,000 or more.

4. Payments to the independent public accountant reporting on the respondent's annual report shall be subdivided to show separately the amount paid for auditing and the total amount paid for other types of management services such as, but not limited to, compensation plans, pension plans, forecasts and budgets, and tax advice. All carriers, whether payments aggregate more or less than \$50,000, shall answer the following question.

Did the independent accountant reporting on the respondent's annual report provide any management services other than auditing?
Specify. Yes ☐ No ☐

5. To be included are, among others, payments, directly or indirectly, for legal, medical, engineering, advertising, valuation, accounting, statistical, financial, educational, entertainment, charitable, advisory, defensive, detective, developmental, research, appraisal, registration, purchasing, architectural, and hospital services; payments for expert testimony and for handling wage disputes; and payments for services of banks, bankers, trust companies, insurance companies, brokers, trustees, promoters, solicitors, consultants, actuaries, investigators, inspectors, and efficiency engineers. Payments to the various railroad associations, commissions, committees, bureaus, boards, and other organizations maintained jointly by railroads shall also be included. The enumeration of these kinds of payments should not be understood as excluding other payments for services not excluded below.

6. To be excluded are: Rent of buildings or other property, taxes payable to the Federal, State, or local Governments, payments for heat, light, power, telegraph, and telephone services, and payments to other carriers between carriers, as well as other payments for services which both as to their nature and amount may reasonably be regarded as ordinarily connected with the routine operation, maintenance, or construction of a railroad, but any special and unusual payments for services should be reported. Payments of \$50,000 or more to organizations maintained jointly by railroads with other railroads are not to be excluded even if their services are regarded as routine.

7. If more convenient, this schedule may be filled out for a group of roads considered as one system and shown only in the report of the principal road in the system, with references thereto in the reports of the other roads. When the respondent is reporting on a system basis, audit fees must be reported separately for each individual railroad included in the system.

8. If any doubt exists in the mind of the reporting officer as to the reportability of any type of payment, request should be made for a ruling before filing this report.

(Dollars in thousands)

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1	Blyth Eastman Dillon & Co.	Expenses re: Issue of \$25,000,000 - 8% S.F.	\$ 375
2		Debentures due 1995	
3	Orans, Elsen & Polstein	Legal Fees & Expenses re: Levin, et al vs. MRC	284
4	Pomerantz, Levy, Haudek & Block	" " " " " " " "	204
5	John Lowenthal	" " " " " " " "	187
6	Szold, Brandwen, Meyers & Altman	" " " " " " " "	66
7	Alleghany Corp.	" " " " " " " "	425
8	Shearson Hayden Stone, Inc.	Professional Services & Expenses	50
9	Price Waterhouse & Co.	Auditing Services	98
10	Price Waterhouse & Co.	Management Services (tax, etc.)	19
11			
12			
13			
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564. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

1. Furnish the information called for below concerning each contract, agreement or arrangement (written or unwritten) in effect at any time during the year between the respondent and the affiliated companies listed in Schedule 104, 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 not restricted to, management, legal, accounting, purchasing or other type 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 railroads for interline services and interchange of equipment.
- (c) Payments to or from other railroads for services which may reasonably be regarded as ordinarily connected with routine operation, maintenance, or construction of a railroad, but any special or unusual transactions should be reported.
- (d) Agreements relating to joint pension plans with affiliated companies should be reported in explanatory notes section of Schedule 200 (p. 13)

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$30,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges in column (d). If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 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.

Attach a balance sheet and income statement for each affiliate with which respondent had reportable transactions during the year. These statements should be prepared on the same accounting

year basis and in conformity with the balance sheet and income statement in annual report form A, and should be noted to indicate method of depreciating property, if any, furnished to the respondent. Balance sheet and income statement are not required for affiliated carriers filing annual reports with the Commission.

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

- (a) If respondent directly controls 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 footnote to describe such arrangements.

4. In column (c) fully describe the character of service 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 total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (g).

5. In column (d) fully describe the basis for computing charges under each contract, agreement, etc.

6. In columns (e) and (f) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

7. In column (g) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (c). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the respondent and an affiliate.

(Dollars in thousands)

Line No.	Name of Company or Individual and percent of gross income from respondent carrier (a)	Form of Affiliation (b)	Character of Service (c)	Basis of Charge (d)	Contract		Total Charges for Year	
					Date (e)	Term (f)	(P) (\$)	(g)
1	Mississippi River	Direct	Management Services	% Allocation	"O"	"O"	\$	146
2	Transmission Corp.	Direct	Rental of Office Space	Fixed Rental Amount	"	"		42
3	River Cement Company	Direct	Management Services	% Allocation	"	"		159
4								
5								
6								
7								
8								
9								

565. OTHER TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 104, 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 not limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.
3. In column (b) indicate form of affiliation or control between the respondent and a company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.
4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "p" and sales items with the symbol "s".
6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).
7. In column (f) report the net profit or loss for each item (column (d) less column (e)).
8. Answer all questions at bottom of schedule. (Dollars in thousands)

Line No.	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1				\$	\$	\$
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						

With respect to the transactions listed above, were any gains or losses incurred by other affiliated companies in the six (6) accounting years preceding this report year on the transfer of the item to the company or individual named in column (a)? Specify. Yes ___ No ___ If yes, give particulars of prior transaction such as sales price, and gain or loss.

Where any services provided or assets transferred between respondent and affiliated companies or individuals during the year for which no charges were assessed? Specify. Yes ___ No ___ If yes, explain.

566 A. TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS FOR SERVICES RECEIVED OR PROVIDED

1. Furnish the information called for below concerning transactions between noncarrier subsidiaries of the respondent and other affiliated companies for services received or provided in accord with instruction No. 1 to Schedule 564.
2. In column (a) enter the name of the noncarrier subsidiary of respondent.
3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary received or provided services aggregating \$30,000 or more for the year.
4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.
5. In column (d) fully describe the character of service involved such as management fees, lease of building, purchase of material, etc. If more

- than one type of service is provided, list each type of service separately. When services are both provided and received between the noncarrier subsidiary and other affiliate they should be listed separately and the amounts shown separately in column (h).
6. In column (e) fully describe the basis for computing charges under each contract, agreement, etc.
7. In columns (f) and (g) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".
8. In column (h) report the total amount received, paid, or accrued during the year which is applicable to the year for each type of service listed in column (d). Indicate purchase items with the symbol "p" and sales items with the symbol "s". Do not report net figures when services are both provided and received between the noncarrier subsidiary and other affiliate. (Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Character of service (d)	Basis of Charge (e)	Contract		Total Charges for Year	
						Date (f)	Term (g)	(P)(S)	(h)
1	Mississippi River	River Cement Co.	Common	Sale of gas	Specified rate	4/1/71	Until terminated	\$	375
2	Transmission Corp.				per unit				
3									
4	MRT Exploration Co.	Mississippi River	Common	Sale of gas	Specified rate	8/1/73	Until terminated	\$	584
5		Transmission Corp.			per unit				
6									
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26									

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Miscellaneous	\$
93	441 Dining and Buffet Service _____	
94	447 Operating Joint Miscellaneous Facilities - Dr. _____	
95	448 Operating Joint Miscellaneous Facilities - Cr. _____	
96	449 Employees Health and Welfare Benefits _____	
97	Total _____	
	General	
98	451 Salaries and Expenses of General Officers _____	
99	452 Salaries and Expenses of Clerks and Attendants _____	
100	453 General Office Supplies and Expenses _____	
101	454 Law Expenses _____	
102	456 Employees Health and Welfare Benefits _____	
103	457 Pensions _____	
104	458 Stationery and Printing _____	
105	460 Other Expenses _____	
106	461 General Joint Facilities - Dr. _____	
107	462 General Joint Facilities - Cr. _____	
108	Total _____	
	RENTS	
109	504 Rent from Locomotives _____	
110	505 Rent from Passenger-train Cars _____	
111	507 Rent from Work Equipment _____	
112	508 Joint Facility Rent Income _____	
113	537 Rent for Locomotives _____	
114	538 Rent for Passenger-train Cars _____	
115	541 Joint Facility Rents _____	
116	Total Rents _____	
117	532 Railway Tax Accruals _____	
118	Total Remunerations _____	

NOTES AND REMARKS

VERIFICATION

The foregoing report must be verified by the oath of the officer having control of the accounting of the respondent. It should be verified, also, by the oath of the president or other chief officer of the respondent, unless the respondent states on the last preceding page of this report that such chief officer has no control over the accounting of the respondent. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

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

State of Missouri
County of St. Louis } ss:

R. R. Hollenbeck, Jr. makes oath and says that he is Treasurer

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

Of Mississippi River Corporation

(Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of account of the respondent and to control the manner in which such books are kept; that he knows that such books have, during the period covered by the foregoing report, been kept in good faith in accordance with the accounting and other orders of the Interstate Commerce Commission, effective during the said period; that he has carefully examined the said report and to the best of his knowledge and belief the entries contained in the said report have, so far as they relate to matters of account, been accurately taken from the said books of account and are in exact accordance therewith; that he believes that all other 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 during the period of time from and including

Jan. 1, 1975 to and including Dec. 31, 1975

R. R. Hollenbeck, Jr.
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the State and County above named,
this 31st day of March, 1976
My commission expires May 30, 1979

[Use an
I.S.
impression seal]

Patricia M. Young
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Missouri
County of St. Louis } ss:

T. H. O'Leary makes oath and says that he is President

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

of Mississippi River Corporation

(Insert here the exact legal title or name of the respondent)

that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including Jan. 1, 1975 to and including Dec. 31, 1975

Thomas H. O'Leary
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the state and county above named,
this 31st day of March, 1976
My commission expires May 30, 1979

[Use an
I.S.
impression seal]

Patricia M. Young
(Signature of officer authorized to administer oaths)

[illegible][illegible]

INDEX

Page. No.	Page. No.
Accruals—Railway tax	86
Accrued taxes—Federal income and other	64
Additions and betterments—Investments in, made during year	38-40
Advances to other companies—Investment	32-35
Affiliated companies—	
Amounts payable to	62
Investments in	28-31
Relationship of respondent with	4-6
Agreements, contracts, etc	129
Amortization of defense project—Road and equipment	
owned and leased from other (balance-sheet account)	47
Amounts payable to affiliated companies	62
Amtrak	131-133
Application of funds—Source and	21
Assets—Contingent	70
Other	54
Balance sheet	10, 11
Capital funds	24, 25
Stock (see Stock).	
Surplus	69
Car, locomotive, and floating equipment—Classification	
of respondents	104-109
Car statistics	120, 121
Cash investments—Temporary	23
Changes during the year	101
Changes in financial position	21
Charges—Other deferred	54
Coal (see Fuel).	
Companies controlled by respondent	4
Company service equipment	105
Compensating balances and short-term borrowing arrangements	23A
Compensation applicable to prior years	128
Compensation of officers and directors	122
Consumption of fuel by motive-power units	128
Contingent assets and liabilities	70
Contracts—Abstract of leasehold	92
Agreements, etc	129
Control over respondent	6
Conversion of securities of other companies—Stock	
liability for	68
Corporations controlled by respondent	4, 28-31
Cost of equipment installed during the year—Unit	49
Credits—Other deferred	65
Crossings—Grade	113, 114
Added and eliminated during year	113, 114
Crossties (see Ties).	
Debt—Funded, unmatured	56-58
Changes during the year	59
Consideration received for issues during year	59
In default	56-58
Other due within 1 year	56-58
Purposes for which issued	59
Defense projects, road and equipment owned and leased	
from others—Amortization of	47
Deposits—Special	23B
Depreciation base—Miscellaneous physical property	52, 53
Road and equipment leased:	
From others	42
To others	43
Owned and used	42
Depreciation—Charged to operating expenses	
Equipment	84
Road property	82
Shop and powerplant machinery	84
Depreciation rates—Miscellaneous physical property	52, 53
Road and equipment leased:	
From others	42
To others	43
Owned and used	42
Depreciation reserve—Miscellaneous physical property	52, 53
Road and equipment leased:	
From others	45
To others	46
Owned and used	44
Directors	3
Dividend appropriations	20
Elections and voting powers	8, 9
Electric locomotive equipment at close of year	104
Enterprises—Highway motor-vehicle	112
Equipment—Classified	104-109
Company service	105
Floating	106
Freight-train cars	106-107
Inventory	104-109
Owned—not in service of respondent	104-109
Passenger-train cars	105
Equipment—Depreciation charged to operating expenses	84
Equipment—Leased, depreciation base and rates	
From others	42
Reserve	45
To others	43
Reserve	46
Equipment obligations	56, 58, 60
Due within one year	56, 57
Equipment—Owned, depreciation base and rates	47
Reserve	44
Equipment—Retirements, charged to operating expenses	84
Equipment—Unit cost, installed this year	49
Expenses—Of miscellaneous nonoperating	
physical property	52-53
Railway operating	74-85
Extraordinary and prior period items	18
Federal income taxes	64, 86
Financial position—Changes in	21
Floating equipment	106
Freight-train cars	106, 107
Cars—Hire of	90
Fuel consumed by motive-power units	128
Cost	128
Funded debt (see Debt).	
Funds—Capital	24-25
Insurance	24, 25
Other reserve	24-25
Sinking	25
Gauge of track	119
Gasoline (see Fuel).	
General officers	3
Grade crossing	113, 114
Grade separations	115
Guaranties and suretyships	71
Highway motor-vehicle operations—Respondent's	110, 111
Financial interest	112
Hire of freight cars	90
Identity of respondent	1
Income account for the year	16-19
Interest on bonds	61
From lease of road and equipment	88
From nonoperating property	53
Insurance funds	24, 25
Interest accrued on amounts payable to	
affiliated companies	62
Unmatured funded debt	58
Receivers' and trustees' securities	58
In default	58
On income bonds	61
Investments in Common Stocks of Affiliated Companies	35A, 35B
Investments in securities of (and advances to)	
affiliated companies	28-31
Other	32-35
Adjustment of book values	28-35
Controlled through nonreporting subsidiaries	36, 37
Disposed of during year	28-35
Made during year	28-35
Equipment, unit cost of	49
Miscellaneous physical property	52, 53
Railway property used in transportation service	50-51
Road and equipment	38-40
Changes during year	38-40
Of proprietary companies	72
Temporary cash	23
Investments, other elements	41
Leased lines—Investments made during the year in	
additions and betterments on	38-46
Leasehold contracts—Abstracts of	92
Leases—Abstract of terms and conditions of	88
Liabilities—Contingent	70

INDEX—Continued

	Page No.		Page No.
Other	65	Rents Payable—Miscellaneous	93
Loans and notes payable	63	Rentals	
Receivable	23	Locomotives	91
Locomotive equipment	104	Passenger-train cars	91
Electric and other	104	Retained income—Appropriated	69
Rentals	91	Unappropriated	20
Long-term debt due within 1 year	56-58	Miscellaneous items in account	
In default	56-58	for year	94
Mileage—Average of road operated	120	Retirements—Equipment	84
Changes during the year	101	Road	82
Of main tracks and weight of rail	119	Revenues—Miscellaneous non-operating physical property	53
Of new tracks in which rails were laid	119	Revenues—Railway operating	73
Of new tracks in which ties were laid	117	Freight	73
Of road constructed and abandoned	101	Passenger	73
Operated at close of year	96-100, 103	Road and equipment—Investment in	38-40
By States and Territories	99, 103	Defense Projects—Amortization of	41
Owned and not operated at close of year	98	Leased from others—Depreciation base	
Miscellaneous items in retained income accounts for the		and rates	42
year	94	Reserve	45
Miscellaneous physical property—Depreciation base and		Leased to others—Depreciation base	
rates	52, 53	and rates	43
Reserve	53	Reserve	46
Investment in	52, 53	Owned—Depreciation base and rates	42
Miscellaneous physical properties operated during year	52, 53	Reserve	44
Miscellaneous rent income	88	Used—Depreciation base and rates	42
Miscellaneous rents	93	Reserve	44
Motor rail cars owned or leased	105	Road—Mileage Operated at close of year	97, 99
Motor-vehicle enterprises, highway, in which respondent		By States and Territories	99
had an interest during year	112	Road—Owned and not operated at close of year	98
Motor vehicles, highway	110, 11	Road property—Depreciation	82
Net income	18	Road retirements	82
Oath	134	Salvage on rails taken up	118
Obligations—Equipment	56-58	Ties withdrawn	116
Due within 1 year	56-58	Securities (see Investments)	
Officers—General, of corporation, receiver, or trustee	3	Separately operated properties—Profit or loss	89
Compensation of	122	Separations—Grade	115
Operating expenses (see Expenses)		Services rendered by other than employees—	
Revenues (see Revenues)		Payments for	123
Statistics (see Statistics)		Short-term borrowing arrangements—Compensating	23A
Ordinary income	18	balances and	84
Other transactions between noncarrier subsidiaries of		Shot and power-plant machinery—Depreciation	24, 25
respondent and other affiliated companies or persons	127	Sinking Funds	23B
Other transaction between respondent and companies		Special deposits	21
or persons affiliated with respondent	125	Statement of changes in financial position	120
Passenger-train car rentals	91	Statistics of rail-line operations	121
Train cars	105	Switching and terminal traffic and car	67
Payments for services rendered by other than employees		Stock outstanding	68
and affiliates	123	Changes during year	68
Pick-up and delivery services	110, 111	Consideration received for issues	68
Payments to others	73	Liability for conversion	68
Profit or loss—Separately operated properties	89	Number of security holders	8, 9
Property (see Investments)		Total voting power	8, 9
Proprietary companies	72	Value per share	8, 9
Purposes for which funded debt was issued		Voting rights	6
or assumed during year	59	Stockholders reports	71
Rail motor cars owned or leased	105	Suretyships—Guaranties and	69
Rails		Surplus capital	121
Laid in replacement	118	Switching and terminal traffic and car statistics	86, 87
Charges to additions and betterments	118	Tax accruals—Railway	64
Charges to operating expenses	118	On miscellaneous nonoperating physical	
Salvage value	118	property	53
Additional tracks, new lines, and extensions	119	Temporary cash investments	23
Miles of new track in which rails		Ties laid in replacement	116
were laid	119	Charges to additions and betterments	116
Weight of	119	Charges to operating expenses	116
Railway—Operating expenses	74-85	Salvage	116
Operating Revenues	73	Ties—Additional tracks, new lines, and	
Railing tax accruals	86, 87	extensions	117
Receivers' and trustees' securities	56-58	Ties—Miles of new tracks in which ties	
Relationship of respondent with affiliated		were laid	117
companies	4-6	Number in maintained tracks	116
Remuneration From National Railroad		Tracks operated at close of year (switching	
Passenger Corporation	131-133	and terminal companies)	100
Rent for leased roads and equipment	92	Miles of, at close of year, by States	
Rent income—Miscellaneous	88	and Territories (switching and terminal	
		companies)	103

INDEX—Concluded

	Page No.		Page No.
Transactions between noncarrier subsidiaries or respondent and other affiliated companies or persons for services received or provided	126	Unit cost of equipment installed during the year	49
Transactions between respondent and companies or persons affiliated with respondent for services received or provided	124	Unmatured funded debt	56-58
		Vehicles—Highway motor	110, 111
		Verification	134
		Voting powers and elections	8, 9
		Weight of rail	119