

RC 330025

MISSOURI PACIFIC CORP.

1979

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- RC 330025 -

R-1
CLASS I RAILROADS

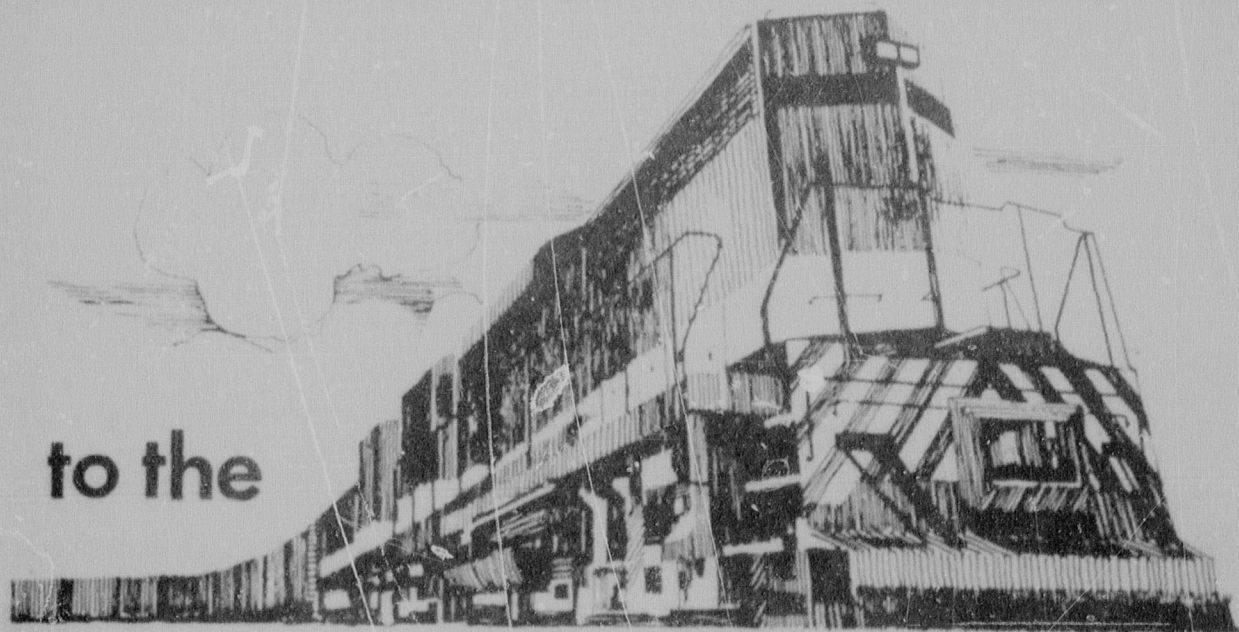
annual report

MAR 31 1980

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	<p>MISSOURI PACIFIC CORPORATION 9900 CLAYTON RD. SAINT LOUIS, MO. 63124</p>
<p>Correct name and address if differs from then shown.</p>	<p>Full name and address of reporting carrier. (Use mailing label on original, copy in full on duplicate.)</p>

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1979

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. 20443, 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:

(49 U.S.C. 11145) 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.

(11145) 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.

(11144) 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. * * *

(11901) 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.

(11141) 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 B, page 2.

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 (or line) 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 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 \$50,000,000, or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues less than \$50,000,000 but in excess of \$10,000,000. For this class, Annual Report Form R-2 is provided.

Class III companies are those having annual operating revenues of \$10,000,000, or less. For this class, Annual Report Form R-3 is provided.

All switching and terminal companies will be designated class III railroads.

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.

ANNUAL REPORT

OF

MISSOURI PACIFIC CORPORATION

9900 Clayton Road, St. Louis, Mo. 63124

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1979

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

(Name) L. White Matthews, III (Title) Treasurer

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

(Office address) 9900 Clayton Road, St. Louis, Mo. 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.

Revisions to this report resulted from the following Commission's decisions copies of which were served on all railroads:

<u>Docket</u>	<u>Title</u>	<u>Decision Date</u>
37082	Reporting Contributions to Employee Stock Ownership plans	3/14/79
Ex Parte No. 305	Nationwide Increase of 10 percent in Freight Rates and Charges	2/8/79

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy GAO requirements pursuant to Section 409 of Public Law 93-153, it is requested that you voluntarily furnish your best estimate of the number of hours required to complete this report.

In making this estimate, please include the number of hours attributable to preparing the report and for any special compilations contained in this report that would not generally be maintained or used by management for purposes other than reporting to this Commission.

Total hours (Estimated) 20

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Investments in Common Stocks of Affiliated Companies	310A 24	Changes During the Year	705 85
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Securities, Advances, and Other Intangibles Owned or Controlled Through Nonreporting Subsidiaries	319 28	Unit Cost of Equipment Installed During Year	710S 94
Property Used in Other Than Carrier Operations	325 30	Highway Motor Vehicle Operations	715 96
Other Assets and Other Deferred Debits	329 32	Highway Motor Vehicle Enterprises in Which the Respondent had a Direct or Indirect Financial Interest During the Year	716 98
Road and Equipment Property Owned	330 34	Track and Traffic Conditions	720 99
Improvements on Leased Property	330A 36	Ties Laid in Replacement	721 100
Depreciation Base and Rates-Road and Equipment Owned and Leased and Leased from Others	332 38	Ties Laid in Additional Tracks and in New Lines and Extensions	722 101
Accumulated Depreciation-Road and Equipment Owned and Used	335 39	Rails Laid in Replacement	723 102
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Depreciation Base and Rates-Road and Equipment Leased to Others	350 43	Ten-Year Summary of Track Maintenance	727 104
Accumulated Depreciation-Road and Equipment Leased to Others	351 44	Deferred Maintenance - Tracks	728 105
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Lessee Disclosure	364 52	Grade Crossings-A-Railroad With Railroad	760 112
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Other Long-Term Liabilities and Other Deferred Credits	379 54	Grade Separations	761 114
Railway Operating Expenses	410 55	Contracts, Agreements, Etc.	800 115
Way and Structures	412 62	Competitive Bidding - Clayton Antitrust Act	850 116
Rent for Leased Roads and Equipment	413 63	Compensation of Officers, Directors, Etc.	900 117
Rents for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414 64	Verification	118
		Memoranda	119

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report on 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
SEE ATTACHED TABLE OF CONTENTS:		
Page numbers circled indicate the schedule number and title of pages omitted from this report.		

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Comparative Statement of Financial Position	200	5	Miscellaneous Rent Income	430
Comparative Results of Operations	210	9	Miscellaneous Rents (Expense)	440
Retained Earnings - Unappropriated	220	11	Separately Operated Properties - Profit or Loss	445
Retained Earnings - Appropriated	221	12	Analysis of Federal Income Taxes	450
Transfers from Government Authorities	225	12	Railway Tax Accruals	451
Capital Stock	230	13	Items in Selected Income and Retained Earnings Accounts for the Year	460
Statement of Changes in Financial Position	240	14	Contingent Assets and Liabilities	500
Changes in Working Capital	241	17	Guaranties and Suretyships	501
Working Capital Information	245	18	Mileage Operated at Close of Year	700
Items in Selected Current Asset Accounts	300	19	Mileage Owned but not Operated by Respondent at Close of Year	701
Compensating Balances and Short-Term Borrowing Arrangements	301	20	Miles of Road at Close of Year - By States and Territories (Single Track)(For Other Than Switching and Terminal Companies)	702
Investments and Advances Affiliated Companies	310	22	Miles of Tracks at Close of Year - By States and Territories (For Switching and Terminal Companies Only)	703
Investments in Common Stocks of Affiliated Companies	310A	24	Changes During the Year	705
Special Funds and Other Investments	315	26	Inventory of Equipment	710
Securities, Advances, and Other Intangibles Owned or Controlled Through Nonreporting Subsidiaries	319	28	Unit Cost of Equipment Installed During Year	710S
Property Used in Other Than Carrier Operations	325	30	Highway Motor Vehicle Operations	715
Other Assets and Other Deferred Debits	329	32	Highway Motor Vehicle Enterprises in Which the Respondent had a Direct or Indirect Financial Interest During the Year	716
Road and Equipment Property Owned	330	34	Track and Traffic Conditions	720
Improvements on Leased Property	330A	36	Ties Laid in Replacement	721
Depreciation Base and Rates-Road and Equipment Owned and Used and Leased from Others	332	38	Ties Laid in Additional Tracks and in New Lines and Extensions	722
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Accrued Liability-Leased Property	339	40	Rails Laid in Additional Tracks and in New Lines and Extensions	724
Depreciation Base and Rates-Improvements to Road Equipment Leased from Others	340	41	Weight of Rail	725
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Depreciation Base and Rates-Road and Equipment Leased to Others	350	43	Ten-Year Summary of Track Maintenance	727
Accumulated Depreciation-Road and Equipment Leased to Others	351	44	Deferred Maintenance - Tracks	728
Investment in Railroad Property Used in Transportation Service (By Company)	352A	45	Revenues Obtained	729A
Investment in Railway Property Used in Transportation Service (By Property Accounts)	352B	46	Funds Segregated in Account 716, Capital and Other Reserve Funds	729B
Other Elements of Investment	355	47	Deferred Maintenance, Roadway and Equipment, at Year End	729C
Capitalized Capital Leases	361	49	Capital Improvements at Year End	729D
Noncapitalized Capital Leases	362	50	Equipment Data at Year End	729E
Operating Leases	363	51	Consumption of Fuel by Motive-Power Units	750
Lessee Disclosure	364	52	Grade Crossings-A-Railroad With Railroad	760
Items in Selected Current Liability Accounts	370	53	Grade Crossings-B-Railroad With Highway	760
Other Long-Term Liabilities and Other Deferred Credits	379	54	Grade Separations	761
Railway Operating Expenses	410	55	Contracts, Agreements, Etc.	800
Way and Structures	412	56	Competitive Bidding - Clayton Antitrust Act	850
Rent for Leased Roads and Equipment	413	57	Compensation of Officers, Directors, Etc.	900
Rents for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414	58	Verification	118
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B. IDENTITY OF RESPONDENT

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

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." 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. 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 Missouri Pacific Corporation (MPC), Missouri Pacific Railroad Co. (MoPac), a wholly owned subsidiary of MPC, files a separate R-1 report.

2. Date of incorporation February 28, 1928

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

Delaware

4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars.

STOCKHOLDERS REPORTS

5. The respondent is required to send 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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$5.00 per share; first preferred, \$ _____ per share; second preferred, \$ _____ per share; debenture stock, \$ _____ per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes
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 11, 1980 -- Payment of March 31, 1980 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. 15,501,536 votes, as of March 11, 1980 (Date)
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. 24,507 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 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.

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.	4,092,833	4,092,833		
2	Pacific & Co.	San Francisco, CA	245,724	245,724		
3	Kelly & Co.	New York, N.Y.	225,000	225,000		
4	Swan & Co.	Boston, MA	197,000	197,000		
5	TNOM & Co.	St. Louis, MO	171,809	171,809		
6	Hims & Co.	Chicago, IL	135,500	135,500		
7	Calder & Co.	New York, N.Y.	122,000	122,000		
8	Compt. of State of New York	Albany, N.Y.	120,000	120,000		
9	Kray & Co.	Chicago, IL	112,837	112,837		
10	J. C. Orr & Co.	New York, N.Y.	108,681	108,681		
11	Shaw & Co.	New York, N.Y.	103,353	103,353		
12	Pine & Company	St. Louis, MO	100,000	100,000		
13	Saxon & Co.	Philadelphia, PA	98,961	98,961		
14	Lucas & Company	St. Louis, MO	98,850	98,850		
15	Commerce Bancshares, Inc.	Kansas City, MO	95,500	95,500		
16	Long & Company	St. Louis, MO	84,886	84,886		
17	School Teachers Ret. Fund	Chicago, IL	79,950	79,950		
18	Gill & Co.	New York, N.Y.	68,300	68,300		
19	Leslie & Co.	New York, N.Y.	67,900	67,900		
20	U.S. Fidelity & Guaranty	Baltimore, MD	66,600	66,600		
21	Kin & Co.	Kansas City, MO	65,631	65,631		
22	Variable Annuity Life Ins.	Houston, TX	65,000	65,000		
23	Rodac & Co.	St. Louis, MO	59,807	59,807		
24	Alsta & Co.	Chicago, IL	53,200	53,200		
25	Ruth & Co.	Providence, RI	53,000	53,000		
26	Tepe & Co.	New York, N.Y.	52,080	52,080		
27	Ince & Co.	New York, N.Y.	51,842	51,842		
28	Moteach & Co.	St. Louis, MO	50,000	50,000		
29	USAUTO	San Antonio, TX	50,000	50,000		
30	Parks & Co.	New York, N.Y.	46,975	46,975		

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 12,255,707
votes cast.

11. Give the date of such meeting. May 22, 1979

12. Give the place of such meeting. North Frontenac Room, Le Chateau Village,
10405 Clayton Road, St. Louis, Missouri 63131

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Begin- ning of Year (c)
		<u>Current Asset</u>	\$	\$
1	701	Cash	2,467	3,341
2	702	Temporary Cash Investments (Sch. 300)	79,542	5,463
3	703	Special Deposits (Sch. 300)		
		Accounts Receivable		
4	705	- Interline and Other Balances		
5	706	- Customers		
6	707, 704	- Other	1	304
7	709, 708	- Accrued Accounts Receivables	2,256	117
8	708.5	- Receivables from Affiliated Companies	3,326	2,533
9	709.5	- Less: Allowance for Uncollectible Accounts		
10	710, 711, 714	Prepayments (and working funds) (Sch. 300)	7	33
11	712	Materials and Supplies		
12	713	Other Current Assets (Sch. 300)	2	2
13		Total Current Assets	87,601	11,793
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)	5	3
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)	728,597	666,602
16	737, 738	Property used in other than Carrier Operations (less depreciation \$ 633). (Sch. 325)	1,099	936
17	739, 741	Other Assets (Sch. 329)	1,079	1,098
18	743, 744	Other Deferred Debits (Sch. 329)	1,402	1,824
19		Total Other Assets	732,182	670,463
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330 & 330A)		
21		Equipment		
22		Unallocated Items		
23	733, 734, 735, 736	Accumulated Depreciation and amortization (Schs. 332, 342, 352, 355)		
24		Net road and Equipment		
25		Total Asset	819,783	682,256

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		<u>Current Liabilities</u>	\$	\$
26	751	Loans and Notes Payable (Sch. 370)		
27	752	Accounts Payable; Interline and Other Balances		
28	753, 754	Other Accounts Payable	266	54
29	755, 756	Interest and Dividends Payable	421	507
30	757	Payables to Affiliated Companies	3	3
31	759	Accrued accounts Payable (Sch. 370)		
32	760, 761, 761.5, 762	Taxes Accrued (Sch. 379)	10,767	10,647
33	763	Other Current Liabilities (Sch. 370)		
34	764	Equipment obligations and other long-term debt due within one year	4,558	-
35		Total Current Liabilities	16,015	11,211
		<u>Non Current Liabilities</u>		
36	765, 767	Funded debt unmatured	7,255	14,157
37	766	Equipment obligations		
38	766.5	Capitalized Lease Obligations		
39	768	Debt in default		
40	769	Accounts payable; Affiliated Companies		
41	770.1, 770.2	Unamortized debt premium		
42	781	Interest in default		
43	783	Deferred revenues-Transfers from Government Authorities		
44	786	Accumulated deferred income tax credits		
45	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits (Sch. 379)	3,241	2,996
46		Total Noncurrent Liabilities	10,496	17,153
		<u>Shareholders' Equity</u>		
47	791, 792	Capital Stock: (Sch. 230)		
48		Common Stock	77,641	77,095
49		Preferred Stock		
50	793	Discount on Capital Stock		
51	794, 795	Additional Capital (230)	198,407	195,024
		Retained Earnings:		
52	797	Appropriated (221)		
53	798	Unappropriated (220)	517,857	383,213
54	798.1	Net Unrealized loss on noncurrent marketable equity securities		
55	798.5	Less Treasury Stock	633	1,440
56		Net Stockholders Equity	793,272	653,892
57		Total Liabilities and Shareholders Equity	819,783	682,256

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - 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. 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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ None

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year. Pension cost accruals are actuarially determined and include service costs and amortization of prior service costs on the basis of 10% per year. This procedure is consistent with the prior year.

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$ None

(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 Co.

(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 Not applicable

(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? Not applicable

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

5. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year:

(a) Deferred maintenance Not applicable \$ _____

(b) Delayed capital improvements Not applicable \$ _____

6. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ 3,192

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ 3,192

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES (Concluded)

Marketable Equity Securities - to be completed by companies with \$10.0 million or more in gross operating revenues.

(a) Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.) Current Portfolio				XXXXX
as of / / Noncurrent Portfolio			XXXXX	\$
(Previous Yr.) Current Portfolio			XXXXX	XXXXX
as of / / Noncurrent Portfolio			XXXXX	XXXXX

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

	Gains	Losses
Current	\$	\$
Noncurrent		

(c) A net unrealized gain (loss) of \$ on the sale of marketable equity securities was included in net income for ____ (year). The cost of securities sold was based on the ____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below.

NOTE: / / - date - Balance sheet date of the current year unless specified as previous year.

NOTES AND REMARKS

NOTE 1 Sale of River Cement Company

On July 19, 1979, the Company sold the stock of River Cement Company for \$78,000,000. The operating results of River Cement have been segregated in the Statement of Income for 1979 and presented as a single item -- income from discontinued operation. River Cement's earnings are summarized as follows (in thousands):

	Period January 1 through July 19, 1979
Sales	\$26,229
Costs and expenses	(20,903)
Federal income taxes	(1,990)
Net income	<u>\$ 3,336</u>

NOTE 2 Proposed Merger

On January 8, 1980, the respective Boards of Directors of the Company and Union Pacific Corporation approved an agreement in principle under which the Company would become a wholly-owned subsidiary of Union Pacific Corporation and subsequently such Boards approved a definitive merger agreement. The proposed merger is subject to approval by the shareholders of each company and the Interstate Commerce Commission, and receipt of favorable income tax rulings. The merger agreement dated as of February 12, 1980, provides that upon consummation of the proposed merger, each share of common stock of the Company will be converted into 0.55 of a share of common stock and 0.275 of a share of a new convertible preferred stock of Union Pacific.

NOTE 3 Long Term Debt

The Company has a commitment from major banks under which it may borrow up to \$50,000,000 until December 31, 1981. Any borrowings made will be repayable in annual installments beginning December 31, 1982 through 1986 and will bear interest at the alternate base rate through 1982 and at $\frac{1}{2}\%$ above the alternate base rate thereafter. The alternate base rate is the higher of the prime rate or $\frac{1}{2}\%$ above a rate reflecting rates for three-month certificates of deposit of major United States banks.

NOTE 4 Common Stock and Stock Options

Changes in shares outstanding and the related common stock, capital surplus and treasury stock accounts during 1979 were as follows (in thousands):

	<u>Common stock</u>		<u>Capital Surplus</u>	<u>Treasury stock</u>	
	<u>Shares</u>	<u>Amount</u>		<u>Shares</u>	<u>Amount</u>
Balance, December 31, 1978	15,419	\$77,095	\$195,027	87	\$ 1,441
Issued for TRASOP	47	237	2,266	-	-
Conversion of debentures	62	309	1,026	-	-
Exercise of stock options	-	-	91	(49)	(808)
Balance, December 31, 1979	<u>15,528</u>	<u>\$77,641</u>	<u>\$198,407</u>	<u>38</u>	<u>\$ 633</u>

A summary of changes under the Company's stock option plan for the year 1979 is as follows:

	<u>Shares</u>	<u>Price Range</u>
Balance, December 31, 1978	48,600	18.50
Exercised	(48,600)	18.50
Balance, December 31, 1979	<u>-</u>	<u>-</u>

Options exercisable at December 31, 1978 were 48,600. At December 31, 1979 there were no options exercisable and no additional options can be granted.

The Company has an employee stock ownership plan (TRASOP) and a related trust for the benefit of eligible non-union employees. For 1979 the trust will purchase common stock with a value equal to the additional 1% investment tax credit allowed for the Company's plan. The stock will be allocated among eligible employees, but held for them for future distribution in accordance with the applicable provisions of the Internal Revenue Code.

Investment credit for 1979 includes an additional \$3,192,000, related to the TRASOP and a like amount has been charged to operating expenses so that there is no effect on net income.

210. RESULTS OF OPERATIONS

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

2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained.

3. List dividends from investments accounted for under the

cost method on the appropriate line for Account No. 513, "Dividend income." List dividends accounted for by the equity method on the appropriate dividend line under the "Income from Affiliated Companies" subsection of this schedule.

4. All contra entries hereunder should be indicated in parenthesis.

5. Report dollars in thousands.

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)	Freight-Related Revenues & Expenses (d)	Passenger-Related Revenues & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income				
1	(101) Freight **	\$	\$	\$	\$
2	(102) Passenger **				
3	(103) Passenger-Related				
4	(104) Switching				
5	(105) Water Transfers				
6	(106) Demurrage				
7	(110) Incidental				
8	(121) Joint Facility-Credit				
9	(122) Joint Facility-Debit				
10	Railway operating revenues (Exclusive of transfers from Government Authorities)				
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations				
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)				
14	(531) Railway operating expenses				
15	*Net revenue from railway operations				
	OTHER INCOME				
16	(506) Revenue from property used in other than carrier operations				
17	(510) Miscellaneous rent income				
18	(512) Separately operated properties-Profit				
19	(513) Dividend Income				
20	(514) Interest income	4,321	214		
21	(516) Income from sinking and other funds				
22	(517) Release of premiums of funded debt				
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	271	460		
	Income from affiliated companies:				
25	Dividends	46,000	41,226		
26	Equity in undistributed earnings (losses)	106,511	91,323		
27	Total other income (lines 16-26)	157,103	133,223		
28	Total income (lines 15, 27)	157,103	133,223		
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	2,270	2,307		
30	(535) Taxes on property used in other than carrier operations				
31	(543) Miscellaneous rent expense	42	42		
32	(544) Miscellaneous taxes	146	125		
33	(545) Separately operated properties-Loss				
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges				
37	(553) Uncollectible accounts				
38	Total miscellaneous deductions (lines 29-37)	2,458	2,474		
39	Income available for fixed charges (lines 28, 38)	154,645	130,749		

210. RESULTS OF OPERATIONS - Continued

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)
	FIXED CHARGES	\$	\$
	(546) Interest on funded debt:		
40	(a) Fixed interest not in default	878	1,620
41	(b) Interest in default		
42	(547) Interest on unfunded debt		
43	(548) Amortization of discount on funded debt	107	168
44	Total fixed charges (lines 40-43)	985	1,788
45	Income after fixed charges (lines 39, 44)	153,660	128,961
	OTHER DEDUCTIONS		
	(546) Interest on funded debt:		
46	(c) Contingent interest		
	UNUSUAL OR INFREQUENT ITEMS		
47	(555) Unusual or infrequent items (debit) credit		
48	Income (loss) for continuing operations (before income taxes)		
	PROVISIONS FOR INCOME TAXES		
	(556) Income taxes on ordinary income:		
49	Federal income taxes	410	(1,416)
50	State income taxes		
51	Other income taxes		
52	(557) Provision for deferred income taxes	(20)	(12)
53	Income from continuing operations	153,270	130,389
	DISCONTINUED OPERATIONS		
54	(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$ —)	3,336	
55	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$ 11,550)	23,551	
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
56	(570) Extraordinary items (Net)		
57	(590) Income taxes on extraordinary items		
58	(591) Provision for deferred taxes - Extraordinary items		
59	Total extraordinary items (lines 56-58)		
60	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$ —)		
61	Net income	180,157	130,389
	* Reconciliation of net railway operating income (NROI)		
62	Net revenues from railway operations		
63	(556) Income taxes on ordinary income		
64	(557) Provision for deferred income taxes		
65	Income from lease of road and equipment		
66	Rent for leased roads and equipment		
67	Net railway operating income		
	** Report hereunder the charges to the revenue accounts representing payments made to others for -		
68	Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates \$		
	(a) Of the amount reported for "Net revenue from railway operations", _____ % (to nearest whole number) represents payments for collection and delivery of LCL freight either in TOFC trailers or otherwise. The percentage reported is (Check one): Actual () Estimated ()		
69	Switching services when performed in connection with line-haul transportation of freight on the basis of switching tariffs and allowances out of freight rates, including the switching of empty cars in connection with a revenue movement \$		
	Substitute highway motor service in lieu of line-haul rail service performed under tariffs published by rail carriers (does not include traffic moved on joint rail-motor rates):		
70	(a) Payments for transportation of persons \$		
71	(b) Payments for transportation of freight shipments \$		
	NOTE - Gross charges for protective services to perishable freight, without deduction for any proportion thereof credited to Account No. 101, "Freight" (not required from switching and terminal companies):		
72	Charges for service for the protection against heat \$		
73	Charges for service for the protection against cold \$		

220. RETAINED EARNINGS—UNAPPROPRIATED

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

2. All contra entries 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 undistributed earnings (losses) of affiliated companies based on the equity method of accounting.

5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210.

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

Line No.	Item (a)	Retained earnings—Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year _____	\$ 383,213	\$
2	(601.5) Prior period adjustments to beginning retained earnings _____		
	CREDITS		
3	(602) Credit balance transferred from earnings _____	72,864	107,292
4	(603) Appropriations released _____		
5	(606) Other credits to retained earnings _____		
6	Total _____	72,864	107,292
	DEBITS		
7	(612) Debit balance transferred from income _____		
8	(616) Other debits to retained income _____		
9	(620) Appropriations for sinking and other reserve funds _____		
10	(621) Appropriations for other purposes _____		
11	(623) Dividends: Common stock _____	45,512	
12	Preferred stock ¹ _____		
13	Total _____	45,512	
14	Net increase (decrease) during year (Line 6 minus line 13) _____	27,352	107,292
15	Balances at close of year (Lines 1, 2 and 14) _____	410,565	107,292
16	Balance from line 15(c) _____	107,292	XXXXXX
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year _____	517,857	XXXXXX
	REMARKS		
	Amount of assigned Federal income tax consequences:		
18	Account 606 _____		XXXXXX
19	Account 616 _____		XXXXXX

NOTE: See Schedule 460, for analysis for Retained Earnings Accounts.

¹ If any dividends have not been declared on cumulative preferred stock give cumulative undeclared dividends at beginning of year and end of year.

221. RETAINED EARNINGS—APPROPRIATED

Give an analysis in the form called for below of account No. 797, "Retained earnings—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			
5	Miscellaneous fund reserves			
6	Other appropriations (specify):			
7				
8	Not applicable			
9				
10				
11				
12				
13				
14				
15				
16	TOTAL			

225. TRANSFERS FROM GOVERNMENT AUTHORITIES

This schedule should include particulars of all transfers from Federal, state or municipal authorities received during the year. The amount of transfer received shall be distributed among columns (c), (d), and (e) in accordance with General Instruction 1-15 of the Uniform System of Accounts for Railroad Companies.

Line No.	Description (a)	Amount (b)	Applied to current operations (c)	Deferred to future periods (d)	Applied to contributed capital (e)
	Source and description of transfers	\$	\$	\$	\$
1					
2	Not applicable				
3					
4					
5					
6					
7	Total received during year				
8	Cumulative total of Government transfers-beginning of year		XXXXXX	XXXXXX	XXXXXX
9	Cumulative total of Government transfers-end of year		XXXXXX	XXXXXX	XXXXXX

230. CAPITAL STOCK

PART I. CAPITAL STOCK

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
 2. Present in column (b) the par or stated value of each issue. If none, so state.
 3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
 4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They

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

5. If stock is being held subject to an exchange for the outstanding securities of constituent companies, then include such stock as outstanding stock, and disclose the details in footnotes.
 6. Report dollars in thousands.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year	
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)
1	Common	\$5.00	40,000,000	15,528,188	38,116	15,490,072	77,641	633
2								
3								
4	Preferred	No Par	2,500,000	None	None	None	-	-
5								
6								
7								
8								
9								
10	TOTAL	XXXX	42,500,000	15,528,188	38,116	15,490,072	77,641	633

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

1. The purpose of this part is to disclose capital stock changes during year.
 2. Column (a) presents the items to be disclosed.
 3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
 4. Columns (c), (e) and (g) requires the applicable disclosure of the book values of preferred, common and treasury stock.

5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
 6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.
 7. Report dollars in thousands.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (h)
		Number of Shares (b)	Amount (c)	Number of Shares (d)	Amount (e)	Number of Shares (f)	Amount (g)	
11	Balance at beginning of year		\$	15,419,072	\$ 77,095	86,716	\$ 1,440	\$
12	Capital Stock Sold ¹			109,116	546			
13	Capital Stock Reacquired							
14	Capital Stock Canceled							
15	Stock Dividends							
	Capital Stock Issued for Stock Options					(48,600)	(807)	
16	Balance at Close of Year			15,528,188	77,641	38,116	633	

¹ By footnote state the purpose of the issue and authority.

47,382 shares, TRASOP Contribution
 61,734 " , Bond Conversions

240. 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 application of funds for investment.

Report 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.	Description (a)	Current year (b)	Prior year (c)
SOURCES OF WORKING CAPITAL			
Working capital provided by operations:			
1	Net income (loss) before extraordinary items	180,157	130,389
Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:			
2	Retirement of nondepreciable property		
3	Loss (gain) on sale or disposal of tangible property	467	818
4	Depreciation and amortization expenses		
5	Net increase (decrease) in deferred income taxes	(107,292)	(91,323)
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year		
7	Net increase (decrease) in noncurrent portion of estimated liabilities		
Other (specify):			
8	Discounts on reacquisition of company debentures	(15)	(36)
9	Net cash items	34	12
10			
11			
12			
13	Total working capital from operations before extraordinary items	73,351	39,860

10. STATEMENT OF CHANGES IN FINANCIAL POSITION - Continued

Line No.	Description (a)	Current year (b)	Prior year (c)
	SOURCES OF WORKING CAPITAL--Continued		
14	Add funds generated by reason of discontinued operations, extraordinary items, prior period adjustments, and changes in accounting principles	\$	\$
15	Total working capital from operations	73,351	39,860
16	Working capital from sources other than operating:		
17	Proceeds from issuance of long-term liabilities		
18	Proceeds from sale/disposition of carrier operating property		
19	Proceeds from sale/disposition of other tangible property		
20	Proceeds from sale/repayment of investments advances		
21	Net decrease in sinking and other special funds		
22	Proceeds from issue of capital stock		
	Other (specify):		
23	Sale of wholly-owned subsidiary, net of gain	42,847	1,500
24	Redemption of Preferred Stock of wholly-owned subsidiary	750	703
25	Proceeds from the exercise of employee stock options	899	2,485
26	TRASOP Contribution	3,192	-
27	Repayment of cash advance from wholly-owned subsidiary	1,400	69
	Other	(448)	
	Total working capital from sources other than operating	48,640	4,757
28	Total sources of working capital	121,991	44,617

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Concluded

Line No.	Description (a)	Current year (b)	Prior year (c)
	APPLICATION OF WORKING CAPITAL		
29	Amount paid to acquire/retire long-term liabilities	\$	\$
30	Cash dividends declared	-	9,848
31	Purchase price of carrier operating property	45,512	36,328
32	Purchase price of other tangible property	217	126
33	Purchase price of long-term investments and advances		
34	Net increase in sinking or other special funds		
35	Purchase price of acquiring treasury stock		
	Other (specify):		
36	Reacquisition of Company debentures	660	1,678
37	Cash advance to wholly-owned subsidiary	-	1,400
38	Miscellaneous items	40	90
39	Long-term debt becoming currently payable	4,558	
40			
41			
42			
43			
44			
45	Total application of working capital	50,987	49,470
46	Net increase (decrease) in working capital	71,004	(4,853)

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Thousand dollar Reporting Rule)

Line No.	Item (a)	Current year (b)	Prior year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	\$ 82,009	\$ 8,804	\$ 73,205
2	Net receivables	5,583	2,954	2,629
3	Prepayments	7	33	(26)
4	Materials and supplies			
5	Other current assets not included above	2	2	-
6	Notes payable and matured obligations			
7	Accounts payable	(269)	(57)	(212)
8	Current equipment obligations and other debt	(4,558)	-	(4,558)
9	Other current liabilities not included above	(11,188)	(11,154)	(34)
10	Net increase (decrease) in working capital	71,586	582	71,004

245. WORKING CAPITAL INFORMATION

1. Report below the information requested with respect to the referenced accounts.
2. Give the amount of issues from stock during the year for lines 1 thru 5 as it pertains to account 712, "Material and supplies".
3. Report on lines 6 and 7 only the amount applicable to common-carrier transportation service included in accounts 767 and 754.
4. Report on lines 8 and 9 the amount included in account balances for 761 and 556 which represent state income taxes. (Do not include taxes levied in lieu of property taxes).
5. Report dollars in thousands.

Line No.	Item (a)	Amount (b)
1	Construction and additions and betterments <u>Not Applicable</u>	\$
2	Common-carrier operating purposes	
3	Used by other than respondent's lessor companies	
4	Total	
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material	
6	Account 707. Accounts receivable; other	
7	Account 754. Accounts payable; other	
8	Account 761. State and other income taxes accrued	
9	Account 556. Income taxes on ordinary income	

NOTES AND REMARKS

300. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

If the amount in the captioned selected current asset accounts (Accounts 702, 703, 704, 708, 709, 710, 711, 712, and 713) exceeds 5% of total current assets, report the three largest items in the account or combined accounts and any other items exceeding

5% of current assets. Give a brief description of each item listed. 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)
1	702	Temporary Cash Investments	\$
2		Commercial Paper	8,000
3		Bankers Acceptances	39,995
4		Certificates of Deposit	27,517
5		Eurodollar CD's	3,030
6		Repurchase Agreements	1,000
7			
8			79,542
9			
10			
11			
12			
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14			
15			
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301. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

Using the following notes as a guideline, show the requirements 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 constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in account 703, Special deposits, and in account 717, Other funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

(Missouri Pacific Corporation has no compensating balances)

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A and 315

1. Schedules 310 and 315 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, the disclosures should include the investments in the obligations of Federal, state and local governments, and the obligation of individuals. Also, disclose the investments made, disposed of, and written down during the year, and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721 "Investments in affiliated companies," in the Uniform System of Accounts for Railroad Companies.

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

- (A) Stocks:
 - (1) Carriers - active.
 - (2) Carriers - inactive.
 - (3) Noncarriers - active.
 - (4) Noncarriers - inactive.
- (B) Bonds (including U.S. Government Bonds):
- (C) Other secured obligations:
- (D) Unsecured notes:
- (E) Investment advances:

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

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

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

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

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

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

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

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

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

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

12. Report dollars in thousands.

310. INVESTMENTS AND ADVANCES 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 funds"; 721, "Investments advances in affiliated companies"; and 717, "Other funds."

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 21, 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__." Abbreviations in common use in standard financial publications may be used to conserve space.

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be given in

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
	(a)	(b)	(c)	(d)	(e)
1	721	A(1)	VII	Missouri Pacific Railroad Company	100%
2				1,000 shares \$1.00 PV Common Stock	
3					
4					
5	721	A(3)	VII	Mississippi River Transmission Corporation	100%
6				1,000 shares no Par Common stock	
7					
8					
9					
10	721	A(3)	IV	River Cement Company	100%
11				2,570,000 shares No Par Common Stock	
12				65,000 shares No Par Preferred Stock	
13				Cash Advance	
14					
15					
16					
17					
18					
19					
20					
21					
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

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. Investments in companies in which neither the original cost or present equity in total assets is less than \$10,000 may be combined in one figure.

9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).

10. This schedule should not include securities issued or assumed by respondent.

11. For affiliated which do not report to the Interstate Commerce Commission, and are jointly owned, give names and extent of control of other entities by footnote.

12. Report dollars in thousands.

Investments and advances				Disposed of: Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance	Additions	Deductions (if other than sale explain)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$	\$	\$	\$	\$	\$	\$	1
522,481	(a) 82,901	(b)	5 605,377			35,000	2
							3
							4
							5
99,905	(a) 23,610	(c) 295	123,220			11,000	6
							7
							8
							9
							10
36,316	(a) 781	37,097)	-	(e) 23,551		2,351	11
6,500	(d) (750)	5,750)	-			204	12
1,400		1,400	-				13
							14
							15
							16
(a) Change in investment of consolidated subsidiaries, net of dividends, carried at equity on MPC books of account.							17
							18
							19
(b) Return of funds deposited by MPC for settlement of fractional interests resulting from the merger of MoPac RR into MPC.							20
							21
							22
(c) Adjustment of MPC's investment in MRTC to reflect correcting entries to MRTC's books of account as required by FERC.							23
							24
							25
(d) Reduction of investment representing 750 shares of preferred stock redeemed from parent company.							26
							27
							28
(e) Gain on sale of RiverCement on July 19, 1979, net of income taxes.							29
							30
							31
							32
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
(a)	(b)	(c)	(d)	(e)	
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Concluded

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance (f)	Additions (g)	Deductions (if other than sale explain) (h)	Closing balance (i)				
\$	\$	\$	\$	\$	\$	\$	1
							2
							3
							4
							5
							6
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310A. 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.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., 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.
5. For definitions of "carrier" and "non-carrier," see general instructions.
- (DOLLARS IN THOUSANDS)

Line No.	(a) Name of issuing company and description of security held.	(b) Balance at beginning of year	(c) Adjustment for investments equity method	(d) Equity in undistributed earnings (losses) during year	(e) Amortization during year	(f) Adjustment for investments disposed of or written down during year	(g) Balance at Close of year
	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
1	Missouri Pacific Railroad Co. - Common Stock	522,481	(5)	82,901			605,377
2							
3	Mississippi River Transmission Corp. "	99,905	(295)	23,610			123,220
4							
5	River Cement Co. - Common Stock	36,316		781		37,097	-
6							
7							
8							
9							
10							
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NOTES AND REMARKS

NONE

315. SPECIAL FUNDS AND OTHER INVESTMENTS

1. Complete this schedule if the amount in account 722, "Other Investments" is greater than 1% of total assets.

2. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of other than affiliated companies, included in accounts Nos. 715, "Sinking funds", and 717, "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.

3. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 21, classifying the investments by means of letters, figures, and symbols in columns

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	Balance at close of year	Book value of investment made during the year
	(a)	(b)	(c)	(d)	(e)	(f)
1					\$	\$
2				Not Applicable		
3						
4						
5						
6						
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8						
9						
10						
11						
12						
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14						
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315. SPECIAL FUNDS AND OTHER INVESTMENTS—Continued

(a), (b), and (c). Investment in U.S. Treasury obligations may be reported as one item. Items where original cost is less than \$500,000 may be combined as one item.

4. 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.

5. Give totals for each subclass and a grand total for each account.

6. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation matured 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.

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

8. Report dollars in thousands.

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Adjustment at end of year (Account 723)	Allowance for unrealized loss on noncurrent marketable equity securities (Account 724)		Dividends or interest during year credited to income	Line No.
Book value (g)	Profit or (Loss) (h)		Changes during year (j)	Balance at close of year (k)		
\$	\$	\$	\$	\$	\$	
						1
						2
						3
						4
						5
						6
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319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING 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 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		MRT Exploration Co.	\$	\$
2		Common Stock, 10,000 shares \$1.00 PV	6,853	
3		Advances	12,511	1,398
4				
5				
6		Ric-Con Corporation		
7		Common Stock 250 shares No Par	2	
8				
9				
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**319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING
SUBSIDIARIES- Continued**

2. This schedule should include all securities, open account advances, and other intangible property owned or controlled by non-reporting companies 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 General Instructions, Schedules 310 & 315.
(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Extent of control	Names of subsidiaries in connection with things owned or controlled through them	Line No.
Book Value (e)	Selling price (f)			
\$	\$	100 %	Mississippi River Transmission Corp.	1
				2
				3
				4
				5
				6
		100%	MRT Exploration Co.	7
				8
				9
				10
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325. PROPERTY USED IN OTHER THAN CARRIER OPERATIONS

1. This schedule may be omitted unless (a) gross property used in other than carrier operations is more than 5% of total assets, or (b) net profit from noncarrier operations for the year amounts to 10% or more of income before extraordinary items.

2. Show separately (a) the three properties with the greatest asset value, and (b) the three properties with greatest revenues. Show also each property whose gross value exceeds 5% of total assets or whose net profit from noncarrier operations exceed 10% of income before extraordinary items. Other items may be combined on one line.

3. If any of the individual items of property shown in column (a) were acquired in consideration of stocks, bonds, and 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. In section B include in column (f) the gross amount of revenue or income included in account 506; in column (g), the gross amount of expenses (including depreciation) charged to accounts

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 of close of year (See ins. 3) (e)
1			\$	\$	\$
2					
3					
4					
5					
6					
7					
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16					
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19					
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21					
22	Total	X X X X			

NOTES AND REMARKS

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

Give a brief description for all items, regardless of amount, included during the year in accounts 555, "Unusual or infrequent items"; 560, "Income or loss from operations of discontinued segments"; 562, "Gain or loss on disposal of discontinued segments"; 570, "Extraordinary items"; 590, "Income taxes on extraordinary items"; 592, "Cumulative effect of changes in accounting principles"; 603, "Appropriations released"; 606, "Other credits to retained earnings"; 616, "Other debits to retained earnings"; 620, "Appropriations for sinking and other funds"; 621,

"Appropriations for other purposes". If appropriations released reflect appropriations provided during the year, each account should not be reported.

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

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	560	<u>Income from Operations of Discontinued Segments</u>	\$	\$
2		Sale of River Cement Co. July 19, 1979		
3		(Income from Operations to Date of Sale)		3,336
4				
5				
6				
7	562	<u>Gain on Disposal of Discontinued Segments</u>		
8		Sale of River Cement Co. July 19, 1979		23,551
9		(Net of Applicable Income Taxes)		
10				
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MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

NOTES AND REMARKS

900. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

1. In columns (a) and (b) enter the name and position of each of the persons named in Schedule 110 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 \$75,000 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 112 reference to this fact should be made if the aggregate compensation from all companies amounts to \$75,000 or more.

4. Report in column (d) the total amount of compensation other than annual salary paid to each listed employee during the year. This includes forms of nonmonetary compensation given which directly benefits each employee. Examples:

Fair value of property given, such as exclusive use of an automobile;

Amounts paid for membership of the employee in nonbusiness associations, private clubs, etc.;

Commissions, bonuses, shares in profits;

Contingent compensation plans;

Monies paid or accrued for any pension, retirement, savings, retirement annuities, deferred compensation, or similar plan; Premiums on life insurance where the respondent is not the beneficiary. Do not report premiums on group life insurance for benefits less than \$50,000.

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	100	\$ 249
2	Thomas H. O'Leary	President	177	119
3	Cleon L. Burt	VP & General Counsel	96	29
4	James T. Ashworth	Financial	71	20
5				
6				
7	Mr. Jenks salary increased from \$80 to \$100 per annum effective 1/1/80			
8	Mr. O'Leary's salary increased from \$160 to 177 per annum effective 5/1/79			
9	Mr. Burt's salary increased from \$90 to 96 per annum effective 6/1/79			
10	Mr. Ashworth's salary increased from \$66 to 71 per annum effective 6/1/79			
11				
12	In addition to the salary shown above, Mr. Jenks received \$339,167 for the year			
13	1979 from Missouri Pacific Railroad Company as Chairman of the Board.			
14				
15	In addition to the salary shown above, Mr. O'Leary received \$53,667 for the year			
16	1979 from Missouri Pacific Railroad Co. as Chairman of the Finance Committee.			
17				
18	Mr. Mark M. Hennelly, Executive V, received \$182,000 for 1979 from the Missouri			
19	Pacific Railroad Co. as Senior VP & General Counsel.			
20				
21	Mr. John H. Lloyd, Director, received \$308,500 for the year 1979 from the			
22	Missouri Pacific Railroad Co. as Vice Chairman of the Board.			
23				
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VERIFICATION

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

OATH

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

State of Missouri

County of St. Louis

L. White Matthews, III makes oath and says that he is Treasurer
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Missouri Pacific Corporation
(Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including

January 1, 19 79, to and including December 31, 19 79

L. White Matthews, III
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 27th day of March, 19 80

My commission expires May 30, 1983

Use an
L.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

Thomas H. O'Leary makes oath and says that he is President
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Missouri Pacific 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

January 1, 19 79, to and including December 31, 19 79

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 27th day of March, 19 80

My commission expires May 30, 1983

Use an
L.S.
impression seal

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

Year 19 79

CORRESPONDENCE

[illegible]