

RC 411601

NORTHERN R.R.

1979

1

RC411601

RECEIVED

R-4

APR 4 1980

RAILROAD LESSOR

APPROVED BY GAO  
B-160230 (R0255)  
EXPIRES 2-29-80

ICC - P.O. 2040

# annual report

ORIGINAL

40404

RC411601 40404 1 0 411601  
NORTHERN R.R.  
150 CAUSEWAY ST.  
BOSTON MA 02114

Correct name and address if different than shown.

Full name and address of reporting carrier.  
(Use mailing label on original, copy in full on duplicate.)

BATCH NUM 570 DATE OF R. 4/68  
INF ICC FEE. OPT 512

Batch I.D. RC30

Level 2:

04A, B, C, H, L, L, 6, 0, L

to the

Interstate Commerce

FOR THE YEAR ENDED DECEMBER 31, 1979



# 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. Attention is specially directed to the following provisions of Part L of the Interstate Commerce Act.

11145. The Commission is hereby authorized to require annual, periodic, or special reports from carriers, lessors, <sup>11145</sup> (as defined in this section), in prescribed manner and form in which such reports shall be made, and to require from such carriers, lessors, <sup>11145</sup> specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classifying such carriers, lessors, <sup>11145</sup> as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, <sup>11145</sup> 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. <sup>11145</sup>

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, <sup>11144</sup> 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. <sup>11144</sup>

11901. Any carrier, or lessor, <sup>11901</sup> 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. <sup>11901</sup>

11141. As used in this section <sup>11141</sup> 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. <sup>11141</sup>

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

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, by written 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, and must be plain or clear if insufficient.

5. All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parentheses. Items of an unusual character should be indicated by appropriate symbol and footnote.

6. Money items, except averages, throughout the annual report form should be shown in whole dollars adjusted to accord with listings. Totals for amounts reported in subsidiary accounts, included in supporting schedules must be in agreement with related primary accounts.

7. Each respondent should make its annual report to this Commission in triplicate, retaining one copy in its files for reference in case correspondence with regard to such report becomes necessary. For this reason three copies of the form are supplied.

8. 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) 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.

9. 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 each 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, if the year for which the report is made; or, in the 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.

FOR THE INDEX SEE THE INSIDE OF BACK COVER

See also "Instructions regarding the use of this report form" on page 1

# ANNUAL REPORT

OF

Northern Railroad

(FULL NAME OF THE RESPONDENT)

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) W. N. D. Reid (Title) Assistant Treasurer

(Telephone number) 617 227-6000 Ext. 226

(Area code)

(Telephone number)

(Office address) 150 Causeway Street, Boston, Mass. 02114

(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.

---

This form is revised to (1) improve the disclosure of information for both ratemaking and financial reporting purposes (2) eliminate unnecessary reporting and (3) conform with the new Uniform System of Accounts for Railroads, effective January 1, 1978. Other significant modifications include revisions to conform with reporting under generally accepted accounting principles and the rearrangement of schedules in a more orderly fashion to make them easier to complete and use.

## 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) \_\_\_\_\_

# Table of Contents

	Schedule No.	Page		Schedule No.	Page
Instructions for Preparing the Annual Report.....	xx	1	Depreciation Rates—Road and Miscellaneous		
Identity of Lessor Companies Included in			Physical Property.....	300A	20
this Report.....	A	2	Road and Equipment Property.....	330	22
Stockholders and Voting Powers.....	B	3	Depreciation Base—Equipment Owned.....	335	24
Directors.....	C	4	Accrued Depreciation—Road and Equipment.....	342	26
Principal General Officers of Corporation,			Competitive Bidding—Clayton Anti-Trust Act.....	400	29
Receiver or Trustee.....	D	6	Compensation of Officers, Directors, Etc.....	500	30
Statement of Financial Position.....	200	8	Employees and Compensation.....	600	30
Results of Operations.....	210	12	Verification.....	xx	31
Selected Data for Proprietary Companies.....	212	16	Memoranda.....	xx	32
Depreciation Reserve—Road and Miscellaneous					
Physical Property.....	300	18			



MINUTES OF  
ANNUAL MEETING  
OF THE  
STOCKHOLDERS  
OF  
NORTHERN RAILROAD

The One Hundred Thirtieth Annual Meeting of the Stockholders of Northern Railroad was reconvened on Monday, April 9, 1979 at eleven o'clock in the forenoon at the Brick Tower Motel and Restaurant, 414 South Main Street, Concord, New Hampshire, pursuant to a Notice of Annual Meeting dated February 27, 1979, mailed to all Stockholders of record.

The President, Henry C. Waldo, presided, assisted by Robert B. Field, Jr., of Nashua, New Hampshire, corporate counsel. Chester H. Lopez, Jr., Clerk, was directed to keep a record of the meeting. Mr. Field presented an Affidavit of Mailing. Mr. Waldo stated that the Notice and Affidavit were available for inspection by the Stockholders at any time during the course of the meeting and directed the Clerk to file them with the records of the meeting. Mr. Field also stated that the most recent Stockholder List was available for inspection by any Stockholder both at or immediately following this meeting and at the office of the corporation at 11 Concord Street, Nashua, New Hampshire, during normal business hours. Twenty-Six Thousand Five Hundred Seven (26,507) shares, constituting a quorum, were either represented in person or by proxy and were voting throughout. Thirty Thousand Six Hundred Eighty-Four (30,684) shares are issued and outstanding.

All of the Directors were in attendance throughout. The President advised the Stockholders that Ralph C. Ordway, Treasurer and Director, had



died on March 29, 1979, and he requested those present to observe a moment of silence in memory of Mr. Ordway.

Mr. Waldo welcomed all of the Stockholders present, introduced the Directors, asked the Clerk to identify the shares represented, and then requested Counsel to proceed to the conduct of the meeting.

Mr. Field then asked the Clerk to present the Minutes of the last Stockholders Meeting. On motion duly made by Mr. Potratz and seconded by Mr. Weinberg, Proxy Holder of the Boston and Maine Corporation, Debtor, Trustee, it was unanimously

VOTED: To dispense with the reading of the Minutes of both the adjourned Special Meeting of the Stockholders held on November 13, 1978, as mailed to the Stockholders, and the recessed meeting held April 2, 1979, and to approve such Minutes and incorporate them in the records of the corporation.

Further, it was determined to be the sense of the Stockholders, following a motion made by Mr. Potratz and seconded by Mr. Weinberg, to once again mail to all Stockholders a copy of the Minutes of this meeting, said Minutes to serve as the Annual Report of the President of the corporation.

Mr. Waldo then stated that nominations were now in order for Directors to serve for the ensuing year and until their successors are duly qualified and elected. Mr. Field stated that the By-Laws permitted from five (5) to nine (9) Directors, five (5) of whom must be residents of the State of New Hampshire and five (5) of whom must be present for a quorum. Henry C. Waldo, a Stockholder, nominated the following slate of seven (7) Directors:

Henry C. Waldo, of Lincoln, New Hampshire;

Philip S. Dunlap, of Hopkinton, New Hampshire;

Chester H. Lopez, Jr., of Nashua, New Hampshire;  
Lane Dwinell, of Lebanon, New Hampshire;  
Charles W. Mulcahy, Jr., of Hamilton, Massachusetts;  
Sidney Weinberg, of Brookline, Massachusetts; and  
Warren B. Rudman, of Nashua, New Hampshire.

The slate of nominations was seconded by Mr. Potratz. The President then asked if there were further nominations. Mr. Potratz moved to amend the slate of nominations by adding the name of John T. Potratz of Cambridge, Massachusetts, as an eighth (8th) Director. The motion was seconded by Mr. Valentine, Proxy Holder of Marvin R. Kendall. After discussion, it was unanimously

VOTED: To amend the slate of Directors by adding an eighth (8th) name, to wit: John T. Potratz, of Cambridge, Massachusetts.

Mr. Waldo then observed that there were no further nominations, ordered the nominations closed, and called for a vote.

Mr. Lopez recorded the vote and reported that Twenty-Six Thousand Five Hundred Seven (26,507) votes were duly cast for the amended slate of eight (8) Directors as nominated, and accordingly the slate was duly elected for the ensuing year and until their successors are duly qualified and elected.

Mr. Field then reported on the affairs of the corporation and significant developments which have occurred with regard to the reorganization proceedings of the Boston and Maine Corporation, Debtor.

AGREEMENT DATED NOVEMBER 13, 1979:

- (1) Settlement: Reference was made to the letter of the President to the Stockholders dated November 13, 1978, as well as the Minutes of the Special Meeting of the Stockholders



dated November 13, 1978, copies of which were sent to each Stockholder of record, as a source of information to the Stockholders for a discussion of the terms of the Settlement. Following approval of the Settlement by the Court on December 19, 1978, (Order #445), closing took place on January 15, 1979, and a distribution in the amount of \$35.20 per share was made to all Stockholders on or about January 20, 1979. An analysis of the tax consequences of the Settlement is incomplete, however, preliminary analysis would suggest that the entire Settlement will be considered as Ordinary Income in the hands of the Stockholders.

- (2) Order #398 - Classification of Creditors: The Court ruled on the Objections for the Classification of Creditors by Order #398. With one insignificant exception, the Court found in favor of the Trustees' proposals. We note this fact for the benefit of the Stockholders insofar as it gives a significant indication that the Court's primary concern is for the public benefit and not individual Creditors when a railroad reorganization is concerned.
- (3) "New Lease": Both the Interstate Commerce Commission (I.C.C.) and the State of New Hampshire Public Utilities Commission (P.U.C.) have matters pending regarding regulatory agency approval of the "new lease". Counsel believes that the P.U.C. role of review is secondary to that of the I.C.C.; however, arguments have been made in each case. Decisions have not yet, been released, but, in

the interim, rentals have been received from the Boston and Maine Corporation, Debtor, Lessee, for the 1st and 2nd quarters of 1979.

- (4) State of New Hampshire Franchise and Local Taxes: As part of the Settlement, the Boston and Maine Corporation, Debtor agreed to pay all taxes.

(a) Franchise: Past due franchise taxes, interest and penalties to the State of New Hampshire for 1970-1978 were settled prior to closing;

(b) Local Taxes: Lessee has undertaken to either settle or offer to settle all real estate taxes due to the cities and towns along the Northern right-of-way;

These points are significant for the nonpayment of taxes may effect the integrity of the right-of-way.

- (5) Dividends: Rentals have been received in advance and the Directors will be addressing the amount and timing of payment of dividends in their meeting immediately following this Annual Meeting.

Following Counsel's report, Stockholders were invited to ask questions. Mr. Crouch was recognized and inquired concerning the current level of maintenance, the condition of the line, and standards to be used in insuring compliance with the lease by the Lessee. Mr. Field responded and then Messrs. Valentine and Potratz offered additional comments for consideration. Following discussion, upon motion made by Mr. Potratz and



seconded by Mr. Valentine, it was unanimously

VOTED: "Resolved, that it is the sense of this meeting that the Directors should take such action as they deem necessary to protect the interests of the Northern in establishing the present state of maintenance and/or condition of the line between Concord, New Hampshire and White River Junction, Vermont, as defined and determined in the New Lease Agreement, as yet undated and unexecuted, but as referenced in the November 13, 1978 Agreement, and incur such expenses as are deemed reasonably necessary thereon."

Mr. Weinberg, proxy holder of the Boston and Maine Corporation, Debtor, Lessee, abstained from voting on the matter.

Counsel indicated, in response to further inquiry by Mr. Valentine, that he would consult with both the State of New Hampshire representatives and the Boston and Maine Corporation, Debtor, concerning such an inspection for the purpose of base line measurements.

The President then recognized Mr. Field who distributed copies of the Statement of Assets and Income and Expenses for the year ended December 31, 1978, and the quarter ended March 31, 1979. Mr. Field observed that the Treasurer, Ralph C. Ordway, had deceased and had not been able to transmit the auditors review of the statements prior to his death. After discussion, upon motion duly made by Mr. Potratz and seconded by Mr. Weinberg, it was unanimously

VOTED: To accept and place on file the unaudited financial reports for the year ended December 31, 1978, and the quarter ended March 31, 1979, prepared by the Assistant Treasurer; and, further, to forward copies of said Financial Reports to each Stockholder of record as of the date of this meeting.

The President then discussed the selection of an auditor for the calendar year 1979. After discussion, upon motion duly made by Mr. Weinberg



and seconded by Mr. Waldo, it was unanimously

VOTED: To authorize and appoint Peat, Marwick, Mitchell & Co.,  
C.P.A. as auditors of the corporation for the fiscal  
year January 1, 1979 to December 31, 1979.

Mr. Potratz asked that the record indicate his abstention on the above  
vote for himself, (305 shares) and as proxy holder for Patricia Pearlman  
(100 shares).

Mr. Valentine then made inquiries regarding the use, or lack thereof,  
being made of the Northern by the Lessee. Mr. Field responded by commenting  
on the past history of such matters and that he was of the opinion that  
use of the leased premises was not the concern of the Northern so long as  
the Lessee complied with the terms of the Lease. Both Messrs. Dunlap  
and Crouch offered similar opinions.

There being no further business, old or new, to come before the meeting,  
upon motion duly made by Mr. Crouch and seconded by Mr. Waldo, it was  
unanimously

VOTED: To adjourn.

The meeting was adjourned at twelve twenty-seven o'clock in the  
afternoon on April 9, 1979.

A true record, attest:

  
Clerk

MINUTES OF  
ANNUAL MEETING  
OF THE  
STOCKHOLDERS  
OF  
NORTHERN RAILROAD

The One Hundred Thirtieth Annual Meeting of the Stockholders of Northern Railroad was reconvened on Monday, April 9, 1979 at eleven o'clock in the forenoon at the Brick Tower Motel and Restaurant, 414 South Main Street, Concord, New Hampshire, pursuant to a Notice of Annual Meeting dated February 27, 1979, mailed to all Stockholders of record.

The President, Henry C. Waldo, presided, assisted by Robert B. Field, Jr., of Nashua, New Hampshire, corporate counsel. Chester H. Lopez, Jr., Clerk, was directed to keep a record of the meeting. Mr. Field presented an Affidavit of Mailing. Mr. Waldo stated that the Notice and Affidavit were available for inspection by the Stockholders at any time during the course of the meeting and directed the Clerk to file them with the records of the meeting. Mr. Field also stated that the most recent Stockholder List was available for inspection by any Stockholder both at or immediately following this meeting and at the office of the corporation at 11 Concord Street, Nashua, New Hampshire, during normal business hours. Twenty-Six Thousand Five Hundred Seven (26,507) shares, constituting a quorum, were either represented in person or by proxy and were voting throughout. Thirty Thousand Six Hundred Eighty-Four (30,684) shares are issued and outstanding.

All of the Directors were in attendance throughout. The President advised the Stockholders that Ralph C. Ordway, Treasurer and Director, had



died on March 29, 1979, and he requested those present to observe a moment of silence in memory of Mr. Ordway.

Mr. Waldo welcomed all of the Stockholders present, introduced the Directors, asked the Clerk to identify the shares represented, and then requested Counsel to proceed to the conduct of the meeting.

Mr. Field then asked the Clerk to present the Minutes of the last Stockholders Meeting. On motion duly made by Mr. Potratz and seconded by Mr. Weinberg, Proxy Holder of the Boston and Maine Corporation, Debtor, Trustee, it was unanimously

VOTED: To dispense with the reading of the Minutes of both the adjourned Special Meeting of the Stockholders held on November 13, 1978, as mailed to the Stockholders, and the recessed meeting held April 2, 1979, and to approve such Minutes and incorporate them in the records of the corporation.

Further, it was determined to be the sense of the Stockholders, following a motion made by Mr. Potratz and seconded by Mr. Weinberg, to once again mail to all Stockholders a copy of the Minutes of this meeting, said Minutes to serve as the Annual Report of the President of the corporation.

Mr. Waldo then stated that nominations were now in order for Directors to serve for the ensuing year and until their successors are duly qualified and elected. Mr. Field stated that the By-Laws permitted from five (5) to nine (9) Directors, five (5) of whom must be residents of the State of New Hampshire and five (5) of whom must be present for a quorum. Henry C. Waldo, a Stockholder, nominated the following slate of seven (7) Directors:

Henry C. Waldo, of Lincoln, New Hampshire;

Philip S. Dunlap, of Hopkinton, New Hampshire;

Chester H. Lopez, Jr., of Nashua, New Hampshire;  
Lane Dwinell, of Lebanon, New Hampshire;  
Charles W. Mulcahy, Jr., of Hamilton, Massachusetts;  
Sidney Weinberg, of Brookline, Massachusetts; and  
Warren B. Rudman, of Nashua, New Hampshire.

The slate of nominations was seconded by Mr. Potratz. The President then asked if there were further nominations. Mr. Potratz moved to amend the slate of nominations by adding the name of John T. Potratz of Cambridge, Massachusetts, as an eighth (8th) Director. The motion was seconded by Mr. Valentine, Proxy Holder of Marvin R. Kendall. After discussion, it was unanimously

VOTED: To amend the slate of Directors by adding an eighth (8th) name, to wit: John T. Potratz, of Cambridge, Massachusetts.

Mr. Waldo then observed that there were no further nominations, ordered the nominations closed, and called for a vote.

Mr. Lopez recorded the vote and reported that Twenty-Six Thousand Five Hundred Seven (26,507) votes were duly cast for the amended slate of eight (8) Directors as nominated, and accordingly the slate was duly elected for the ensuing year and until their successors are duly qualified and elected.

Mr. Field then reported on the affairs of the corporation and significant developments which have occurred with regard to the reorganization proceedings of the Boston and Maine Corporation, Debtor.

AGREEMENT DATED NOVEMBER 13, 1979:

- (1) Settlement: Reference was made to the letter of the President to the Stockholders dated November 13, 1978, as well as the Minutes of the Special Meeting of the Stockholders



dated November 13, 1978, copies of which were sent to each Stockholder of record, as a source of information to the Stockholders for a discussion of the terms of the Settlement. Following approval of the Settlement by the Court on December 19, 1978, (Order #445), closing took place on January 15, 1979, and a distribution in the amount of \$35.20 per share was made to all Stockholders on or about January 20, 1979. An analysis of the tax consequences of the Settlement is incomplete, however, preliminary analysis would suggest that the entire Settlement will be considered as Ordinary Income in the hands of the Stockholders.

- (2) Order #398 - Classification of Creditors: The Court ruled on the Objections for the Classification of Creditors by Order #398. With one insignificant exception, the Court found in favor of the Trustees' proposals. We note this fact for the benefit of the Stockholders insofar as it gives a significant indication that the Court's primary concern is for the public benefit and not individual Creditors when a railroad reorganization is concerned.
- (3) "New Lease": Both the Interstate Commerce Commission (I.C.C.) and the State of New Hampshire Public Utilities Commission (P.U.C.) have matters pending regarding regulatory agency approval of the "new lease". Counsel believes that the P.U.C. role of review is secondary to that of the I.C.C.; however, arguments have been made in each case. Decisions have not yet, been released, but, in



the interim, rentals have been received from the Boston and Maine Corporation, Debtor, Lessee, for the 1st and 2nd quarters of 1979.

- (4) State of New Hampshire Franchise and Local Taxes: As part of the Settlement, the Boston and Maine Corporation, Debtor agreed to pay all taxes.

(a) Franchise: Past due franchise taxes, interest and penalties to the State of New Hampshire for 1970-1978 were settled prior to closing;

(b) Local Taxes: Lessee has undertaken to either settle or offer to settle all real estate taxes due to the cities and towns along the Northern right-of-way;

These points are significant for the nonpayment of taxes may effect the integrity of the right-of-way.

- (5) Dividends: Rentals have been received in advance and the Directors will be addressing the amount and timing of payment of dividends in their meeting immediately following this Annual Meeting.

Following Counsel's report, Stockholders were invited to ask questions. Mr. Crouch was recognized and inquired concerning the current level of maintenance, the condition of the line, and standards to be used in insuring compliance with the lease by the Lessee. Mr. Field responded and then Messrs. Valentine and Potratz offered additional comments for consideration. Following discussion, upon motion made by Mr. Potratz and

seconded by Mr. Valentine, it was unanimously

VOTED: "Resolved, that it is the sense of this meeting that the Directors should take such action as they deem necessary to protect the interests of the Northern in establishing the present state of maintenance and/or condition of the line between Concord, New Hampshire and White River Junction, Vermont, as defined and determined in the New Lease Agreement, as yet undated and unexecuted, but as referenced in the November 13, 1978 Agreement, and incur such expenses as are deemed reasonably necessary thereon."

Mr. Weinberg, proxy holder of the Boston and Maine Corporation, Debtor, Lessee, abstained from voting on the matter.

Counsel indicated, in response to further inquiry by Mr. Valentine, that he would consult with both the State of New Hampshire representatives and the Boston and Maine Corporation, Debtor, concerning such an inspection for the purpose of base line measurements.

The President then recognized Mr. Field who distributed copies of the Statement of Assets and Income and Expenses for the year ended December 31, 1978, and the quarter ended March 31, 1979. Mr. Field observed that the Treasurer, Ralph C. Ordway, had deceased and had not been able to transmit the auditors review of the statements prior to his death. After discussion, upon motion duly made by Mr. Potratz and seconded by Mr. Weinberg, it was unanimously

VOTED: To accept and place on file the unaudited financial reports for the year ended December 31, 1978, and the quarter ended March 31, 1979, prepared by the Assistant Treasurer; and, further, to forward copies of said Financial Reports to each Stockholder of record as of the date of this meeting.

The President then discussed the selection of an auditor for the calendar year 1979. After discussion, upon motion duly made by Mr. Weinberg



and seconded by Mr. Waldo, it was unanimously

VOTED: To authorize and appoint Peat, Marwick, Mitchell & Co.,  
C.P.A. as auditors of the corporation for the fiscal  
year January 1, 1979 to December 31, 1979.

Mr. Potratz asked that the record indicate his abstention on the above  
vote for himself, (305 shares) and as proxy holder for Patricia Pearlman  
(100 shares).

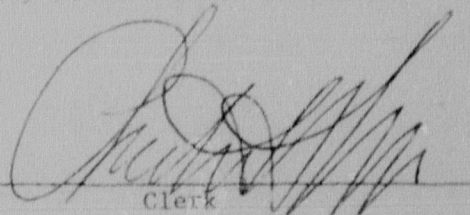
Mr. Valentine then made inquiries regarding the use, or lack thereof,  
being made of the Northern by the Lessee. Mr. Field responded by commenting  
on the past history of such matters and that he was of the opinion that  
use of the leased premises was not the concern of the Northern so long as  
the Lessee complied with the terms of the Lease. Both Messrs. Dunlap  
and Crouch offered similar opinions.

There being no further business, old or new, to come before the meeting,  
upon motion duly made by Mr. Crouch and seconded by Mr. Waldo, it was  
unanimously

VOTED: To adjourn.

The meeting was adjourned at twelve twenty-seven o'clock in the  
afternoon on April 9, 1979.

A true record, attest;

  
Clerk

## INSTRUCTIONS REGARDING THE USE OF THIS REPORT FORM

This annual report is arranged in columnar form so that it may include returns for a single lessor company, or for several lessor companies whose properties are leased to the same operating railway, provided that the books of account are under the general supervision of the same accounting officer.

Separate returns are required to be shown for each lessor; the name of the reporting company to be entered in the box heading or in the column on the left of the several schedules, as may be applicable.

If the report is made for a single company, the exact corporate name should appear on the cover, title page, page 2, and in the oath and supplemental oath.

A report made for a number of lessor companies may show an appropriate designation, such as "Lessors of the \_\_\_\_\_ Railroad Company" on the cover and title page, but the oath and supplemental oath must be completed for each corporation, except as provided therein.

Reports filed under the designation "Lessors of the \_\_\_\_\_ Railroad Company" should contain hereunder the names of the lessor companies that are included in this report, and the names of those that file separately.

Names of lessor companies included in this report

Northern Railroad

Name of lessor companies that file separate reports

## 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 \_\_\_\_\_ (SSA)
- ☐ No annual report to stockholders is prepared.

In completing the various schedules in this report form, list the information concerning the lessor companies in the order in which their names appear on the balance sheet. Such additional pages as may be necessary will be furnished by the Commission on request.



## A. IDENTITY OF LESSOR COMPANIES INCLUDED IN THIS REPORT

Give hereunder the exact corporate name and other particulars called for concerning each lessor company included in this report. The corporate name should be given in full, exactly as it appears in the articles of incorporation, using the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway.

If receivers, trustee, or a committee of bondholders are in possession of the property of any of the lessor companies, state their names and the court of jurisdiction in column (a) and give the date when such receivership, trusteeship, or other possession began, in addition to the date of incorporation, in column (b).

If a consolidation or merger was effected during the year, particulars should be given in Schedule 705, "Changes during the year."

Line No.	Exact name of lessor company (a)	CORPORATION		CORPORATE CONTROL OVER RESPONDENT		Total number of stockholders (f)	Total voting power of all security holders at close of year (g)
		Date of incorporation (b)	Name of State or Territory in which company was incorporated (c)	Name of controlling corporation (d)	Extent of control (percent) (e)		
1	Northern Railroad	Dec. 27, 1844	N. H.	Boston and Maine Corporation - Debtor, Robert W. Meserve and Benjamin H. Lacy, Trustees	82.36%	268	30,584
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26							
27							
28							
29							
30							
31							
32							
33							
34							
35							



## B. STOCKHOLDERS AND VOTING POWERS

1. Give the names of the five security holders who had the highest voting powers in each lessor company included in this report. This information should be given as of the close of the year, or, if not available, at the date of the latest compilation of a list of stockholders. If any holder held in trust, give particulars of the trust in a footnote. In the case of voting trust agreements give, as supplemental information, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings.

Line No.	Name of lessor company (a)	Name of stockholder (b)	Voting power (c)	Name of stockholder (d)	Voting power (e)	Name of stockholder (f)	Voting power (g)	Name of stockholder (h)	Voting power (i)
1	Northern Railroad	Robert W. Meserve & Benjamin H. Lacy, Trust's.	25,272	John T. Potratz	475	Dayton Haigney & Co.	419	Lenore Dragutsky	343
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22									
23									
24									
25									
26									
27									
28									
29									
30									
31									
32									

## INITIALS OF RESPONDENT COMPANIES

2. Give particulars called for regarding each lessor company included in this report, entering the initials of the lessor companies in the column headings

State total number of votes cast at latest general meeting for election of directors of respondent 26,507  
 Give the date of such meeting April 9, 1979  
 Give the place of such meeting Concord, New Hampshire

## C. DIRECTORS

Give particulars of the various directors of respondents at the close of the year.

Line No.	Item	Northern Railroad	
1	Name of director	Philip S. Dunlap	
2	Office address	Hopkinton, N. H.	
3	Date of beginning of term	April 9, 1979	
4	Date of expiration of term	*	
5	Name of director	Lane Dwinell	
6	Office address	Lebanon, N. H.	
7	Date of beginning of term	April 9, 1979	
8	Date of expiration of term	*	
9	Name of director	Chester H. Lopez, Jr.	
10	Office address	Nashua, N. H.	
11	Date of beginning of term	April 9, 1979	
12	Date of expiration of term	*	
13	Name of director	Charles W. Mulcahy, Jr.	
14	Office address	Boston, Mass.	
15	Date of beginning of term	April 9, 1979	
16	Date of expiration of term	*	
17	Name of director	John T. Potratz	
18	Office address	Boston, Mass.	
19	Date of beginning of term	April 9, 1979	
20	Date of expiration of term	*	
21	Name of director	Warren B. Rudman	
22	Office address	Nashua, N. H.	
23	Date of beginning of term	April 9, 1979	
24	Date of expiration of term	*	
25	Name of director	Henry C. Waldo	
26	Office address	Lincoln, N. H.	
27	Date of beginning of term	April 9, 1979	
28	Date of expiration of term	*	
29	Name of director	Sidney Weinberg	
30	Office address	Boston, Mass.	
31	Date of beginning of term	April 9, 1979	
32	Date of expiration of term	*	
33	Name of director		
34	Office address		
35	Date of beginning of term		
36	Date of expiration of term		
37	Name of director		*Until successor has been
38	Office address		elected and Qualified.
39	Date of beginning of term		
40	Date of expiration of term		
41	Name of director		
42	Office address		
43	Date of beginning of term		
44	Date of expiration of term		
45	Name of director		
46	Office address		
47	Date of beginning of term		
48	Date of expiration of term		
49	Name of director		
50	Office address		
51	Date of beginning of term		
52	Date of expiration of term		
53	Name of director		
54	Office address		
55	Date of beginning of term		
56	Date of expiration of term		







## D. PRINCIPAL GENERAL OFFICERS OF CORPORATION, RECEIVER, OR TRUSTEE

Give particulars of the various general officers of respondents at the close of the year. Enter the names of the lessor companies in the column headings.

Line No.	Item	Northern Railroad		
1	Name of general officer	Henry C. Waldo		
2	Title of general officer	President		
3	Office address	Lincoln, N. H.		
4	Name of general officer	Philip S. Dunlap		
5	Title of general officer	Vice President		
6	Office address	Hopkinton, N. H.		
7	Name of general officer	Chester E. Lopez, Jr.		
8	Title of general officer	Clerk		
9	Office address	Nashua, N. H.		
10	Name of general officer	W. N. D. Reid		
11	Title of general officer	Asst. Treasurer		
12	Office address	Boston, Mass.		
13	Name of general officer			
14	Title of general officer			
15	Office address			
16	Name of general officer			
17	Title of general officer			
18	Office address			
19	Name of general officer			
20	Title of general officer			
21	Office address			
22	Name of general officer			
23	Title of general officer			
24	Office address			
25	Name of general officer			
26	Title of general officer			
27	Office address			
28	Name of general officer			
29	Title of general officer			
30	Office address			
31	Name of general officer			
32	Title of general officer			
33	Office address			
34	Name of general officer			
35	Title of general officer			
36	Office address			
37	Name of general officer			
38	Title of general officer			
39	Office address			
40	Name of general officer			
41	Title of general officer			
42	Office address			
43	Name of general officer			
44	Title of general officer			
45	Office address			
46	Name of general officer			
47	Title of general officer			
48	Office address			
49	Name of general officer			
50	Title of general officer			
51	Office address			
52	Name of general officer			
53	Title of general officer			
54	Office address			
55	Name of general officer			
56	Title of general officer			
57	Office address			

## D. PRINCIPAL GENERAL OFFICERS OF CORPORATION, RECEIVER, OR TRUSTEE—Concluded

If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road, give also their names and titles, and the location of their offices

				Line No.
				1
				2
				3
				4
				5
				6
				7
				8
				9
				10
				11
				12
				13
				14
				15
				16
				17
				18
				19
				20
				21
				22
				23
				24
				25
				26
				27
				28
				29
				30
				31
				32
				33
				34
				35
				36
				37
				38
				39
				40
				41
				42
				43
				44
				45
				46
				47
				48
				49
				50
				51
				52
				53
				54
				55
				56
				57



## 200. STATEMENT OF FINANCIAL POSITION - ASSETS

Disclose below the asset side of the balance sheet at the close of year of each lessor company included in this report. Enter the names of the lessor company in the column heading (b) through (i). Show contra entries in parenthesis.

Line No.	Account No.	Title (a)	(b)	(c)
		<u>Current Asset</u>	\$	\$
1	701	Cash	5,345	
2	702	Temporary Cash Investments (Sch. 300)	200,000	
3	703	Special Deposits (Sch. 300)		
		Accounts Receivable:		
4	705	- Interline and Other Balances		
5	706	- Customers		
6	707, 704	- Other		
7	709, 708	- Accrued Accounts Receivables	9,163	
8	708.5	- Receivables from Affiliated Companies		
9	709.5	- Less: Allowance for Uncollectible Accounts		
10	711, 714	Prepayments (and working funds) (Sch. 300)		
11	712	Materials and Supplies		
12	713	Other Current Assets (Sch. 300)		
13		Total Current Assets	214,508	✓
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)		✓
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)		
16	737, 738	Property used in other than Carrier Operations (less depreciation \$ ) (Sch. 325)		
17	739, 741	Other Assets (Sch. 329)	224,238	
18	743, 744	Other Deferred Debits (Sch. 329)		
19		Total Other Assets	224,238	
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330)	2,432,928	
21		Equipment	249,271	
22		Unallocated Items	102,908	
23	733, 734, 736	Accumulated Depreciation and amortization (Schs. 325, 325A, 335, 342)		
24	735	Accumulated Depreciation - Road (Sch. 342)		
25	735	Accumulated Depreciation - Equipment (Sch. 342)		
26	772	Accumulated Depreciation - Leased Property		
27		Net road and Equipment	2,785,107	✓
28		Total Assets	3,223,853	

## NOTES AND REMARKS

Note: Provision has not been made for Federal income taxes which may be payable in future years as result of deductions during the period December 31, 1949, to close of the year of this report for accelerated amortization in excess of recorded depreciation. The amounts by which

Federal income taxes have been reduced during the indicated period aggregated \$ None

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 \$ None

## 200. STATEMENT OF FINANCIAL POSITION - ASSETS - (Continued)

(d)	(e)	(f)	(g)	(h)	(i)	Line No.
\$	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
						7
						8
						9
						10
						11
						12
						13
						14
						15
						16
						17
						18
						19
						20
						21
						22
						23
						24
						25
						26
						27
						28

Estimated accumulated net reduction in Federal income taxes because of amortization of certain rights-of-way investment since December 31, 1969, under the provisions of Section 185 of the Internal Revenue Code \$ None

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

Show the amount of investment tax credit carryover at year end \$ None

Show amount of past service pension costs determined by actuaries at year end \$ None

Total pension costs for year:

Normal costs \$ None

Amortization of past service costs \$ None

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



## 100. STATEMENT OF FINANCIAL POSITION—LIABILITIES AND EQUITY

Disclose below the liability side of the balance sheet at the close of the year of each lessor company included in this report, entering the names

Line No.	Account No.	Title (a)	(b)	(c)
		<u>Current Liabilities</u>	\$	\$
29	751	Loans and Notes Payable		
30	752	Accounts Payable; Interline and Other Balances		
31	753, 754	Other Accounts Payable	6,710	
32	755, 756	Interest and Dividends Payable		
33	757	Payables to Affiliated Companies (Sch. 390)		
34	759	Accrued accounts Payable		
35	760, 761, 761.5, 762	Taxes Accrued	55	
36	763	Other Current Liabilities		
37	764	Equipment obligations and other long-term debt due within one year		
38		Total Current Liabilities	6,765	
		<u>Non Current Liabilities</u>		
39	765, 767	Funded debt unmatured (Sch. 380)		
40	766	Equipment obligations		
41	766.5	Capitalized Lease Obligations		
42	768	Debt in default		
43	769	Accounts payable; Affiliated Companies		
44	770.1, 770.2	Unamortized debt premium		
45	781	Interest in default		
46	783	Deferred revenues-Transfers from Government Authorities		
47	786	Accumulated deferred income tax credits		
48	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits		
49		Total Noncurrent Liabilities		
		<u>Stockholders' Equity</u>		
50	791, 792	Capital Stock: (Sch. 230)	3,068,400	
51		Common Stock	3,068,400	
52		Preferred Stock		
53	793	Discount on Capital Stock		
54	794, 795	Additional Capital (Sch. 230)		
		Retained Earnings:		
55	797	Appropriated		
56	798	Unappropriated (Sch. 220)	148,688	
57	798.1	Net Unrealized loss on noncurrent marketable equity securities		
58	798.5	Less Treasury Stock		
59		Net Stockholders Equity	3,217,088	
60		Total Liabilities and Shareholders Equity	3,223,853	

## NOTES AND REMARKS

## 200. STATEMENT OF FINANCIAL POSITION—LIABILITIES AND EQUITY —(Continued)

of the lessor companies in the column headings (b) through (i). Show contra entries in parenthesis.

(d)	(e)	(f)	(g)	(h)	(i)	Line No.
\$	\$	\$	\$	\$	\$	29
						30
						31
						32
						33
						34
						35
						36
						37
						38
						39
						40
						41
						42
						43
						44
						45
						46
						47
						48
						49
						50
						51
						52
						53
						54
						55
						56
						57
						58
						59
						60

NOTES AND REMARKS



## 210. RESULTS OF OPERATIONS

Disclose below the results of operations for each lessor company included in this report entering the names of the lessor companies in the column headings.

Line No.	Item (a)	(b)	(c)
	OTHER INCOME	\$	\$
1	(506) Revenue from property used in other than carrier operations		
2	(510) Miscellaneous rent income	960,423	
3	(512) Separately operated properties-Profit		
4	(513) Dividend income		
5	(514) Interest income	20,997	
6	(516) Income from sinking and other funds		
7	(517) Release of premiums of funded debt		
8	(518) Contributions from other companies		
9	(519) Miscellaneous income		
	Income from affiliated companies:		
10	Dividends		
11	Equity in undistributed earnings (losses)		
12	Total other income	981,420	
	MISCELLANEOUS DEDUCTIONS FROM INCOME		
13	(534) Expenses of property used in other than carrier operations		
14	(535) Taxes on property used in other than carrier operations		
15	(543) Miscellaneous rent expense		
16	(544) Miscellaneous taxes		
17	(545) Separately operated properties-Loss		
18	(549) Maintenance of investment organization	44,285	
19	(550) Income transferred to other companies		
20	(551) Miscellaneous income charges		
21	(553) Uncollectible accounts		
22	Total miscellaneous deductions	44,285	
23	Income available for fixed charges (lines 12, 22)	937,135	

## NOTES AND REMARKS

## 210. RESULTS OF OPERATIONS - Continued

For instructions covering this schedule, see the text pertaining to Income Accounts in the Uniform System of Accounts for Railroad Companies.

(d)	(e)	(f)	(g)	(h)	(i)	Line No.
\$	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
						7
						8
						9
						10
						11
						12
						13
						14
						15
						16
						17
						18
						19
						20
						21
						22
						23

NOTES AND REMARKS



## 210. RESULTS OF OPERATIONS - Continued

Line No.	Item (a)	(b)	(c)
	<b>FIXED CHARGES</b>	\$	\$
	(546) Interest on funded debt:		
24	(a) Fixed interest not in default		
25	(b) Interest in default		
26	(547) Interest on unfunded debt		
27	(548) Amortization of discount on funded debt		
28	Total fixed charges (lines 24-27)		
29	Income after fixed charges (lines 23, 28)	937,135	
	<b>OTHER DEDUCTIONS</b>		
	(546) Interest on funded debt:		
30	(c) Contingent interest		
	<b>UNUSUAL OR INFREQUENT ITEMS</b>		
31	(555) Unusual or infrequent items (debit) credit		
32	Income (loss) for continuing operations (before income taxes)	937,135	
	<b>PROVISIONS FOR INCOME TAXES</b>		
	(556) Income taxes on ordinary income:		
33	Federal income taxes		
34	State income taxes		
35	Other income taxes		
36	(557) Provision for deferred income taxes		
37	Income from continuing operations	937,135	
	<b>DISCONTINUED OPERATIONS</b>		
	(560) Income or loss from operations of discontinued segments (less applicable income taxes of		
38	\$ )		
	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of		
39	\$ )		
	<b>EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES</b>		
40	(570) Extraordinary items (Net)		
41	(590) Income taxes on extraordinary items		
42	(591) Provision for deferred taxes - Extraordinary items		
43	Total extraordinary items (lines 40-42)		
	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of		
44	\$ )		
45	Net income	937,135	

## EXPLANATORY NOTES

Deductions because of accelerated amortization of emergency facilities in excess of recorded depreciation resulted in reduction of Federal income taxes for the year of this report in the amount of \$ None.

(1) Indicate method elected by carrier, as provided in the Revenue Act of 1971, to account for the investment tax credit.

Flow-through \_\_\_\_\_ Deferral \_\_\_\_\_

(2) If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \_\_\_\_\_ \$ \_\_\_\_\_

(3) If deferral method was elected, indicate amount of investment tax credit utilized as reduction of tax liability for current year \_\_\_\_\_ \$ \_\_\_\_\_

Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes \_\_\_\_\_ \$ ( )

Balance of current year's investment tax credit used to reduce current year's tax accrual \_\_\_\_\_ \$ \_\_\_\_\_

Add amount of prior years' deferred investment tax credits being amortized and used to reduce current year's tax accrual \_\_\_\_\_ \$ \_\_\_\_\_

Total decrease in current year's tax accrual resulting from use of investment tax credits \_\_\_\_\_ \$ \_\_\_\_\_

Show the amount of investment tax credit carryover at year end \_\_\_\_\_ \$ \_\_\_\_\_

## 210. RESULTS OF OPERATIONS—Continued

(d)	(e)	(f)	(g)	(h)	(i)	Line No.
\$	\$	\$	\$	\$	\$	
						24
						25
						26
						27
						28
						29
						30
						31
						32
						33
						34
						35
						36
						37
						38
						39
						40
						41
						42
						43
						44
						45





## NOTES AND REMARKS



## 300. DEPRECIATION RESERVE—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY

Give a classified statement for each lessor company included in this report, of the credits to the reserve accounts for depreciation of road and miscellaneous physical property during the year, and the charges to the reserve accounts during the year because of property retired; also the balances in the accounts at the beginning and at the close of the year.

Line No.	Item (a)	(b)	(c)	(d)	(e)
	Credits	\$	\$	\$	\$
1	Balances at beginning of year { Accrued depreciation-Road				
2	{ Accrued depreciation-Miscellaneous physical property				
	Road property (specify):				
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
	Miscellaneous physical property (specify):				
21					
22					
23					
24					
25	TOTAL CREDITS				
	Debits				
	Road property (specify):				
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
	Miscellaneous physical property (specify):				
44					
45					
46					
47					
48					
49	TOTAL DEBITS				
50	Balances at close of year { Accrued depreciation-Road				
51	{ Accrued depreciation-Miscellaneous physical property				

## 300. DEPRECIATION RESERVE—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY—Concluded

Enter the names of the lessor companies in the column headings. All debits or credits to the reserve respect, e. amortization, if a general amortization program has been authorized, should be included.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
						7
						8
						9
						10
						11
						12
						13
						14
						15
						16
						17
						18
						19
						20
						21
						22
						23
						24
						25
						26
						27
						28
						29
						30
						31
						32
						33
						34
						35
						36
						37
						38
						39
						40
						41
						42
						43
						44
						45
						46
						47
						48
						49
						50
						51



## 300 A. DEPRECIATION RATES—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY

Give a statement of the percentages used by each lessor company for computing the amounts accrued for depreciation during the year on various classes of road and miscellaneous physical property together with the estimated life of the property upon which such percentages are based

Line No.	Name of lessor company (a)	Class of property on which depreciation was accrued (b)	Estimated life (in years) (c)	Annual rate of depreciation (d)	Name of lessor company (e)	Class of property on which depreciation was accrued (f)	Estimated life (in years) (g)	Annual rate of depreciation (h)
1		None		0%				0%
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20								
21								
22								
23								
24								
25								
26								
27								
28								
29								
30								
31								
32								
33								
34								
35								
36								
37								
38								
39								

## NOTES AND REMARKS



## 330. ROAD AND EQUIPMENT PROPERTY

1. Give particulars of charges during the year in accounts 731, "Road and equipment property," and 732, "Improvements on leased property," classified in accordance with the Uniform System of Accounts for Railroad Companies. Enter the names of the lessor companies in the column headings.

2. Gross charges during the year should include disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, extensions of old lines, and for additions and betterments. This column should also include both the debits and credits involved in each transfer, adjustment, or clearance between road and equipment accounts and all adjustments applicable to expenditures for new lines and extensions and additions and betterments. Adjustments in excess of \$100,000 should be explained. Net charges is the difference between gross charges and credits for property retired. All charges made during the year should be analyzed by primary accounts.

3. If during the year an individual charge of \$100,000 or more was made in account No. 2, "Land for transportation purposes," state in a footnote the cost, location, area, and other details which will identify the property.

Line No.	Account (a)	Gross charges during year (b)	Net charges during year (c)	Gross charges during year (d)	Net charges during year (e)	Gross charges during year (f)	Net charges during year (g)
1	(1) Engineering	\$	\$	\$	\$	\$	\$
2	(2) Land for transportation purposes						
3	(3) Grading						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures						
7	(8) Ties						
8	(9) Rails						
9	(10) Other track material						
10	(11) Ballast						
11	(12) Track laying and surfacing						
12	(13) Fences, snow sheds, and signs						
13	(16) Station and office buildings						
14	(17) Roadway buildings						
15	(18) Water stations						
16	(19) Fuel stations						
17	(20) Shops and enginehouses						
18	(22) Storage warehouses						
19	(23) Wharves and docks						
20	(24) Coal and ore wharves						
21	(25) TOFC/IDC terminals						
22	(26) Communication systems						
23	(27) Signals and interlockers						
24	(29) Power plants						
25	(31) Power-transmission systems						
26	(35) Miscellaneous structures						
27	(37) Roadway machines						
28	(38) Roadway small tools						
29	(39) Public improvements—Construction						
30	(44) Shop machinery						
31	(45) Power plant machinery						
32	Other (Specify & explain)						
33	Total expenditures for road	None					
34	(52) Locomotives						
35	(53) Freight-train cars						
36	(54) Passenger-train cars						
37	(55) Highway revenue equipment						
38	(56) Floating equipment						
39	(57) Work equipment						
40	(58) Miscellaneous equipment						
41	Total expenditures for equipment	None					
42	(76) Interest during construction						
43	(77) Other expenditures—General						
44	Total general expenditures	None					
45	Total	None					
46	(60) Other elements of investment						
47	(60) Construction work in progress						
48	Grand total	None					

(Do not include in road and equipment accounts, including Account No. 80, "Other elements of investments," adjustments which were made pursuant to the Commission's order, dated April 17, 1963.)

## 330. ROAD AND EQUIPMENT PROPERTY—Continued

4. If during the year property was acquired from some other company, state in a footnote the name of the company, the mileage acquired, and the date of acquisition, giving terms and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.

5. Notes referring to entries in this schedule should be shown on page 22.

6. Report on line 35 amounts not includable in the primary road accounts. The items reported

should be briefly identified and explained in a footnote on page 22. 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 sub- or column headings without specific authority from the Commission.

Gross charges during year (b)	Net charges during year (c)	Gross charges during year (d)	Net charges during year (e)	Gross charges during year (f)	Net charges during year (g)	Gross charges during year (h)	Net charges during year (i)	Line No.
\$	\$	\$	\$	\$	\$	\$	\$	1
								2
								3
								4
								5
								6
								7
								8
								9
								10
								11
								12
								13
								14
								15
								16
								17
								18
								19
								20
								21
								22
								23
								24
								25
								26
								27
								28
								29
								30
								31
								32
								33
								34
								35
								36
								37
								38
								39
								40
								41
								42
								43
								44
								45
								46
								47
								48



## 335. DEPRECIATION BASE—EQUIPMENT OWNED

Shows the ledger value of all equipment owned by each lessor company included in this report. The totals of columns (a) and (j) should correspond with the carrier's investment in equipment as carried in the accounts, as of the beginning and close of the year, respectively. If the depreciation base is other than the ledger value a full explanation should be given, together with a statement by primary accounts reconciling the difference between the figures used as the depreciation base and those carried in the ledger as investment in equipment.

Line No.	Name of lessor company (a)	Account (b)	Balance at beginning of year (c)	DEBITS DURING THE YEAR			CREDITS DURING THE YEAR			Balance at close of year (j)
				Additions and improvements (d)	Other debits (e)	Total debits (f)	Property retired (g)	Other credits (h)	Total credits (i)	
1		(52) Locomotives	\$	\$	\$	\$	\$	\$	\$	\$
2		(53) Freight-train cars								
3		(54) Passenger-train cars								
4		(55) Highway revenue equipment								
5		(56) Floating equipment								
6		(57) Work equipment								
7		(58) Miscellaneous equipment								
8		Total								
9		(52) Locomotives								
10		(53) Freight-train cars								
11		(54) Passenger-train cars								
12		(55) Highway revenue equipment								
13		(56) Floating equipment								
14		(57) Work equipment								
15		(58) Miscellaneous equipment								
16		Total								
17		(52) Locomotives								
18		(53) Freight-train cars								
19		(54) Passenger-train cars								
20		(55) Highway revenue equipment								
21		(56) Floating equipment								
22		(57) Work equipment								
23		(58) Miscellaneous equipment								
24		Total								
25		(52) Locomotives								
26		(53) Freight-train cars								
27		(54) Passenger-train cars								
28		(55) Highway revenue equipment								
29		(56) Floating equipment								
30		(57) Work equipment								
31		(58) Miscellaneous equipment								
32		Total								
33		(52) Locomotives								
34		(53) Freight-train cars								
35		(54) Passenger-train cars								
36		(55) Highway revenue equipment								
37		(56) Floating equipment								
38		(57) Work equipment								
39		(58) Miscellaneous equipment								
40		Total								

Northern Railroad

41	(52) Locomotives	
42	(53) Freight-train cars	
43	(54) Passenger-train cars	
44	(55) Highway revenue equipment	
45	(56) Floating equipment	
46	(57) Work equipment	
47	(58) Miscellaneous equipment	
48	Total	
49	(52) Locomotives	
50	(53) Freight-train cars	
51	(54) Passenger-train cars	
52	(55) Highway revenue equipment	
53	(56) Floating equipment	
54	(57) Work equipment	
55	(58) Miscellaneous equipment	
56	Total	
57	(52) Locomotives	
58	(53) Freight-train cars	
59	(54) Passenger-train cars	
60	(55) Highway revenue equipment	
61	(56) Floating equipment	
62	(57) Work equipment	
63	(58) Miscellaneous equipment	
64	Total	
65	(52) Locomotives	
66	(53) Freight-train cars	
67	(54) Passenger-train cars	
68	(55) Highway revenue equipment	
69	(56) Floating equipment	
70	(57) Work equipment	
71	(58) Miscellaneous equipment	
72	Total	
73	(52) Locomotives	
74	(53) Freight-train cars	
75	(54) Passenger-train cars	
76	(55) Highway revenue equipment	
77	(56) Floating equipment	
78	(57) Work equipment	
79	(58) Miscellaneous equipment	
80	Total	None



## 342. ACCRUED DEPRECIATION—ROAD AND EQUIPMENT

Give the particulars called for hereunder of the credits and debits made in the year when return for equipment by each lessor company included in this report. A debit balance in column (c) and (f) for any primary account should be provided by the abbreviation "Dr."

Line No.	Name of lessor company (a)	Account (b)	CREDITS TO RESERVE DURING THE YEAR		DEBITS TO RESERVE DURING THE YEAR			Balance at close of year (f)
			Charges to others (d)	Other credits (e)	Charges to equipment (g)	Other debits (h)	Total debits (i)	
			\$	\$	\$	\$	\$	\$
1		(52) Locomotives						
2		(53) Freight-train cars						
3		(54) Passenger-train cars						
4		(55) Highway revenue equipment						
5		(56) Floating equipment						
6		(57) Work equipment						
7		(58) Miscellaneous equipment						
8		Total						
9		(52) Locomotives						
10		(53) Freight-train cars						
11		(54) Passenger-train cars						
12		(55) Highway revenue equipment						
13		(56) Floating equipment						
14		(57) Work equipment						
15		(58) Miscellaneous equipment						
16		Total						
17		(52) Locomotives						
18		(53) Freight-train cars						
19		(54) Passenger-train cars						
20		(55) Highway revenue equipment						
21		(56) Floating equipment						
22		(57) Work equipment						
23		(58) Miscellaneous equipment						
24		Total						
25		(52) Locomotives						
26		(53) Freight-train cars						
27		(54) Passenger-train cars						
28		(55) Highway revenue equipment						
29		(56) Floating equipment						
30		(57) Work equipment						
31		(58) Miscellaneous equipment						
32		Total						
33		(52) Locomotives						
34		(53) Freight-train cars						
35		(54) Passenger-train cars						
36		(55) Highway revenue equipment						
37		(56) Floating equipment						
38		(57) Work equipment						
39		(58) Miscellaneous equipment						
40		Total						

41	(52) Locomotives	
42	(53) Freight train cars	
43	(54) Passenger train cars	
44	(55) Highway revenue equipment	
45	(56) Floating equipment	
46	(57) Work equipment	
47	(58) Miscellaneous equipment	
48	Total	
49	(52) Locomotives	
50	(53) Freight train cars	
51	(54) Passenger train cars	
52	(55) Highway Revenue Equipment	
53	(56) Floating equipment	
54	(57) Work equipment	
55	(58) Miscellaneous equipment	
56	Total	
57	(52) Locomotives	
58	(53) Freight train cars	
59	(54) Passenger train cars	
60	(55) Highway revenue equipment	
61	(56) Floating equipment	
62	(57) Work equipment	
63	(58) Miscellaneous equipment	
64	Total	
65	(52) Locomotives	
66	(53) Freight train cars	
67	(54) Passenger train cars	
68	(55) Highway revenue equipment	
69	(56) Floating equipment	
70	(57) Work equipment	
71	(58) Miscellaneous equipment	
72	Total	
73	(52) Locomotives	
74	(53) Freight train cars	
75	(54) Passenger train cars	
76	(55) Highway revenue equipment	
77	(56) Floating equipment	
78	(57) Work equipment	
79	(58) Miscellaneous equipment	
80	Total	NOTE



## NOTES AND REMARKS

## Schedule 400.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Section 10 of the Clayton Antitrust Act (15 U.S.C. 20) states that "no common carrier engaged in commerce shall have any dealings in securities, supplies or other articles of commerce, or shall make or have any contracts for construction or maintenance of any kind, to the amount of more than \$50,000, in the aggregate, in any one year, with another corporation, firm, partnership or association when the said common carrier shall have upon its board of directors or as its president, manager or as its purchasing or selling officer, or agent in the particular transaction, any person who is at the same time a director, manager, or purchasing or selling officer of, or who has any substantial interest in, such other corporation, firm, partnership or association, unless and except such purchases shall be made from, or such

dealings shall be made with, the bidder whose bid is the most favorable to such common carrier, to be ascertained by competitive bidding under regulations to be prescribed by rule or otherwise by the Interstate Commerce Commission." The specification for competitive bids is found in the Code of Federal Regulations, Part 1010-Competitive Bids through Part 1010.7 - Carriers Subject to the Interstate Commerce Act.

In column (g) identify the company awarded the bid by including company name and address, name and title of respondent officers, directors, selling officer, purchasing officer and or general manager that has an affiliation with the seller.

Line No.	Nature of bid (a)	Date Published (b)	Contract number (c)	No. of bidders (d)	Method of awarding bid (e)	Date filed with the Commission (f)	Company awarded bid (g)
1	None						
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26							
27							
28							
29							
30							



**500. COMPENSATION OF OFFICERS, DIRECTORS, ETC.**

Give the name, position, salary, and other compensation, such as bonus, commission, gift, reward, or fee, of each officer, director, pensioner, or employee to whom the lessor companies included in this report paid \$50,000 or more during the year as compensation for current or past services over and above necessary expenses incurred in discharge of their duties.

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 of the system with a reference thereto in this report. Any large "Other compensation" should be explained.

Line No.	Name of lessor company	Name of person	Title	Salary per annum as of close of year	Other compensation during the year	Remarks
	(a)	(b)	(c)	(d)	(e)	(f)
1	Northern Railroad	None		\$	\$	
2						
3						
4						
5						
6						
7						
8						
9						
10						

**600. EMPLOYEES AND COMPENSATION**

1. Give the average number of employees in the service of the lessor companies included in this report and the total compensation paid to them. General officers who served without compensation or were carried on the payrolls of another company, and pensioners rendering no service, are not to be included.

2. Averages called for in columns (b), (c), and (d) should be the average of 12 middle-of-month counts.

3. This schedule does not include old-age retirement, and unemployment insurance taxes. See schedule 450 for such taxes.

Line No.	Name of lessor company	AVERAGE NUMBER OF EMPLOYEES IN SERVICE			TOTAL COMPENSATION DURING YEAR		
		Executives, general officers, and assistants	Other employees	Total employees	Executives, general officers, and staff assistants	Other employees	Total compensation
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Northern Railroad	4	None	4	\$1,475.	\$ None	\$ 1,475.00
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							

## 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 Massachusetts

County of Suffolk

W. N. D. Reid

(Insert here name of the affiant)

makes oath and says that he is

Assistant Treasurer

(Insert here the official title of the affiant)

Of Northern Railroad

(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

W. N. D. Reid  
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 20th day of March, 19 80

My commission expires January 20, 1984

Use an  
I.S.

Impression seal

Katherine M. McCarty  
(Signature of officer authorized to administer oaths)

## SUPPLEMENTAL OATH

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

State of MASSACHUSETTS

County of HILLSBOROUGH

WESLEY H. LOPEZ

(Insert here name of the affiant)

makes oath and says that he is

CLERK

(Insert here the official title of the affiant)

Of NORTHERN RAILROAD

(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

Wesley H. Lopez  
(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, 19 80

My commission expires

MY COMMISSION EXPIRES

SEPT. 20, 1987

Use an  
I.S.

Impression seal

J. M. McCarty  
(Signature of officer authorized to administer oaths)



### CORRESPONDENCE

## CORRECTIONS

[illegible]

# INDEX

	Page No.		Page No.
Accrued Depreciation—Road and Equipment .....	26, 27	Oaths .....	31
Balance sheet .....	8-11	Officers, compensation of .....	30
Capital stock .....		Principal .....	6, 7
Names of security holder .....	3	Physical property—Miscellaneous, depreciation rates .....	20
Number of security holders .....	2	Road and equipment property .....	22, 23
Voting power of five security holders .....	3	Depreciation base—Equipment owned .....	24, 25
Total .....	2	Rates (Road) .....	20
Compensation of Officers and Directors .....	30	Reserve .....	18, 19
Competitive bidding—Clayton Anti-Trust Act .....	29	Selected data for proprietary companies .....	16
Control over respondent .....	2	Service and compensation, employees .....	20
Depreciation base—Equipment owned .....	24, 25	Stock .....	
Rates—Road and miscellaneous physical property .....	20	Names of security holders .....	3
Reserve—Road and miscellaneous physical property .....	18, 19	Number of security holders .....	2
Directors .....	4, 5	Voting power of five security holders .....	3
Compensation of .....	30	Total .....	2
Employees and compensation .....	30	Taxes on miscellaneous operating property .....	12, 13
Identity of lessor companies .....	2	Miscellaneous accruals .....	12, 13
Income account for the year .....	12-15	Verification .....	31
Instructions regarding the use of this report form .....	1	Voting powers .....	2, 3