

126100

ANNUAL REPORT 1976 CLASS 1 R.R. 1 of 3

SOUTHERN RAILWAY COMPANY

✓ 126100
ORIGINAL

R-1
CLASS I RAILROADS

annual report

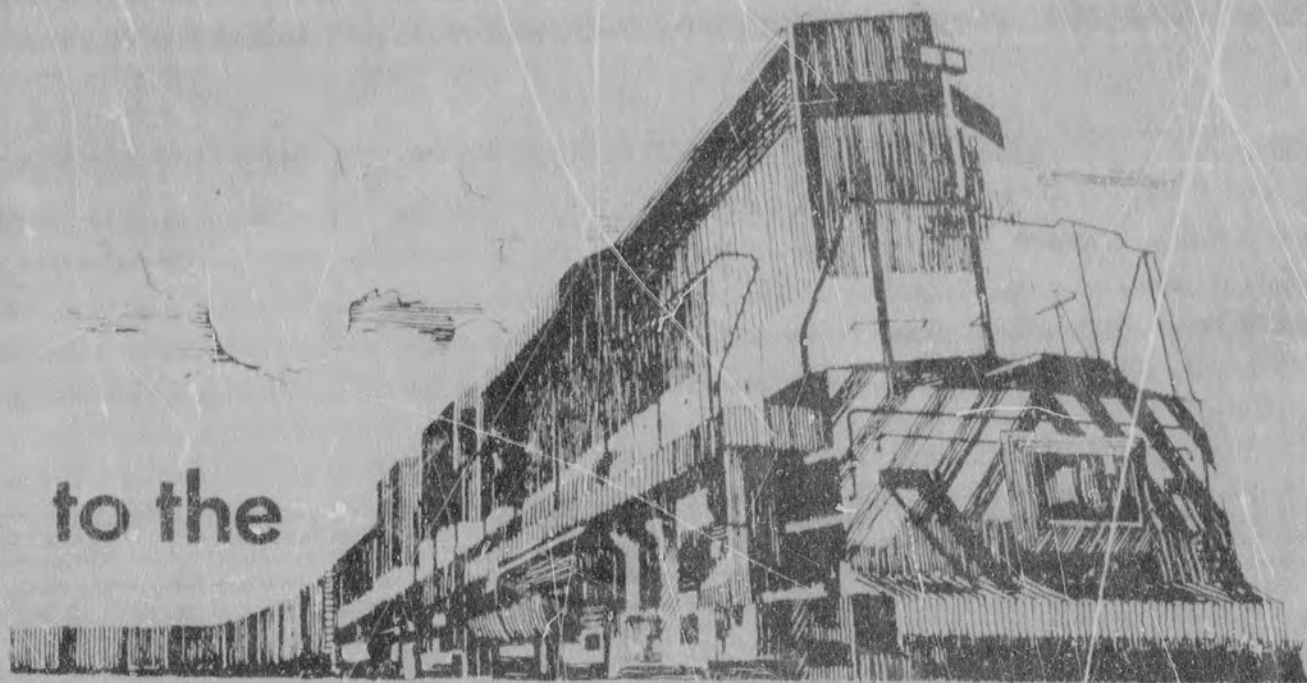


SOUTHERN RAILWAY COMPANY
920 - 15th Street, N. W.
Washington, D. C. 20005

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.)

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1976

NOTICE

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

SEC. 10. (1) The Commission is hereby authorized to require annual, periodical, or special reports from carriers, lessors, * * * (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, * * * specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classifying such carriers, lessors, * * * as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, * * * in such form and detail as may be prescribed by the Commission.

(2) Said annual reports shall contain all the required information for the period of twelve months ending on the 1st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

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

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

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

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

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry, inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable; see page _____, schedule (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 secured, 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 \$900 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

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

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

Operating companies (including switching and terminal) 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 \$1,000,000, or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues below \$10,000,000. For this class, Annual Report Form R-2 is provided.

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

Switching and terminal companies are further classified as

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

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

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

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

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

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

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

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

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

ANNUAL REPORT

OF

SOUTHERN RAILWAY COMPANY

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1976

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

(Name) F. A. Lockett (Title) Assistant Comptroller

(Telephone number) 202 628-4460 X2209
(Area code) (Telephone number)

(Office address) 920 - 15th Street, N.W. Washington, D.C. 20005
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

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

Page 11: Schedule 200. Comparative General Balance Sheet - Explanatory Notes

Provision has been made for reporting investment tax credit carryover at year end.

Page 12: Schedule 200. Comparative General Balance Sheet - Liabilities and Shareholders' Equity

Reference to account 772, Insurance reserves, has been deleted.

Page 13: Schedule 200. Comparative General Balance Sheet - Explanatory Notes

Provision has been made for (1) reporting certain pension costs; (2) amounts of deferred maintenance and delayed capital improvements reported to the Commission in Ex Parte No. 305 as of December 31, 1976; and, (3) a statement as to whether a segregated political fund has been established.

Page 18: Schedule 300. Income Account For the Year

Reporting of prior period items has been transferred to Schedule 305, Retained Income - Unappropriated.

Provision has been made for reporting net effect of unusual or infrequent items, gains or losses from disposal of a segment of business and operating results of a discontinued business segment, and the cumulative effect of changes in accounting principles.

Page 20: Schedule 305. Retained Income - Unappropriated

Provision has been made for reporting prior period adjustments to beginning retained income.

Page 21: Schedule 309. Statement of Changes in Financial Position

Schedule was revised to present a more comprehensive statement and incorporate requirements of Accounting Principles Board Opinions Nos. 3 and 19.

Page 21C: Schedule 309S. Changes in Working Capital

This is a new schedule to provide an analysis of working capital.

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

Instructions revised to provide reporting of compensating balances constituting support for long-term borrowing arrangements reported in account 717, Insurance and Other Funds.

Page 23B: Schedule 203. Special Deposits

Provision has been made for reporting compensating balances legally restricted on behalf of respondent and on behalf of others.

Page 42: Schedule 211B. Depreciation Base and Rates-Road and Equipment Owned and Used and Leased From Others

Data related to improvements on road and equipment owned and used and leased from others is transferred to Schedule 211B-1.

Page 42A: Schedule 211B-1. Depreciation Base and Rates - Improvements to Road and Equipment Leased From Others

This is a new schedule provided for reporting depreciation base and rates on improvements to road and equipment leased from others.

SPECIAL NOTICE - CONTINUED

Page 45: Schedule 211E. Accrued Liability - Leased Property

Schedule has been retitled to reflect nature of reported data. Account 733, Accrued Depreciation; Improvements on Leased Property, has been transferred to new Schedule 211E-1.

Page 45A: Schedule 211E-1. Depreciation Reserve - Improvements To Road and Equipment Leased From Others

This is a new schedule provided for reporting accrued depreciation on improvements to road and equipment leased from others.

Page 51A: Schedule 212A. Rental Expense of Lessee

51B: Schedule 212B. Minimum Rental Commitments

51C: Schedule 212C. Lessee Disclosure

51D: Schedule 212D. Lease Commitments - Present Value

51E: Schedule 212E. Income Impact - Lessee

These are new schedules providing for reporting of noncapitalized lease commitments by lessors, to be reported only by carriers with operating revenues of \$10 million or more.

Page 63: Schedule 223. Items in Selected Current Liability Accounts

Instructions are revised to provide for reporting all items of \$250,000; or, if the carrier has no items of \$250,000 or more, show the three largest individual items of \$100,000.

Page 65: Schedule 225. Items in Selected Reserve and Other Liability Accounts

Instructions are revised to delete reference to account 772.

Page 71: Schedule 234. Guaranties and Suretyships

Instructions requiring details of contracts of guaranty or suretyship have been modified to a "description" of the contracts.

Page 87: Schedule 350C. Railway Tax Accruals - Analysis of Federal Income Taxes

Instructions are revised to delete reference to prior period items.

Footnote reporting has been provided to show distribution of tax expense and investment tax credit data.

Page 94: Schedule 396. Items in Selected Income and Retained Income Accounts For the Year

Instructions revised to delete reference to prior period items.

Page 99: Schedule 412. Miles of Road at Close of Year - By States and Territories (Single Track)

Page 100: Schedule 413. Tracks Operated at Close of Year (For S&T Companies Only)

Page 101: Schedule 414. Changes During the Year

Instructions revised to require reporting of whole miles of track rather than fractional miles.

Page 106: Schedule 417. Inventory of Equipment

"Grand total, all classes of cars" has been deleted.

Page 119: Schedule 516. Rails Laid in Additional Tracks and in New Lines and Extensions

Provision has been made for reporting track-miles of welded rail installed.

Page 122: Schedule 562. Compensation of Officers, Directors, Etc.

Instructions for reporting "other compensation" have been revised to more clearly define the nature of data required in column (d).

Page 128: Schedule 561C. Compensation Applicable to Prior Years

Schedule transferred from Annual Report Form R-1 to Monthly Report of Employees, Service and Compensation Forms A and B.

Page 130: Schedule 585. Competitive Bidding - Clayton Antitrust Act

This is former Schedule 10000 furnished to carriers separately from the Form R-1 in 1975 with advice that it would become an integral part of Form R-1 in 1976.

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100. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.

and title in the space provided below.

2. Show below the pages excluded and indicate the schedule number

3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		None

101. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to data returned on the corresponding page of previous reports. In case any changes of the nature referred to under inquiry 4 or 5 on this page have taken place during the year covered by this report, they should be explained in detail on page 101.

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

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

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

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

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

5. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report SOUTHERN RAILWAY COMPANY

2. Date of incorporation June 18, 1894

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

Organized under and by virtue of an act of the Assembly of the State of
Virginia approved February 20, 1894.

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

No change during the year.

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

No change during the year.

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

No

7. Class of switching and terminal company --O--

(See section No. 7 on inside of front cover)

102. DIRECTORS

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

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.
 4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)
1	Archie K. Davis	Winston-Salem, N. C.	5-25-76	5-22-79	200
2	Harry A. deButts	Upperville, Va.	"	"	200
3	Robert S. Hamilton	Washington, D. C.	"	"	2,500
4	Leonard F. Howard	New York, N. Y.	"	"	3,000
5	Robert E. McNair	Columbia, S. C.	"	"	200
6	W. Graham Claytor, Jr.	Washington, D. C.	5-27-75	5-23-78	5,816
7	D. William Brosnan	Holmes Beach, Fla.	"	"	1,418
8	R. L. Ireland, III	New York, N. Y.	"	"	2,000
9	Ralph F. Leach	New York, N. Y.	"	"	200
10	George S. Paul	Washington, D. C.	5-25-76	"	602
11	William R. Bond	Birmingham, Ala.	5-28-74	5-24-77	137
12	D. Tennant Bryan	Richmond, Va.	"	"	2,000
13	L. Stanley Crane	Washington, D. C.	5-25-76	"	2,366
14	Charles W. Duncan, Jr.	Houston, Texas	5-28-74	"	3,000
15	E. B. Leisenring	Philadelphia, Pa.	"	"	400 (a)
16	(a) President of the Penn-Virginia Corp., which owns directly 400,000 shares of Common stock,				
17					
18					
19					
20					
21					
22					
23	Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year:				
24	Chairman of board	W. Graham Claytor, Jr.,	Secretary (or clerk) of board	M. M. Davenport,	
	Chairman of the Board & Chief Executive Officer,		Secretary of the Company.		
25	Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman), and state briefly the powers and duties of that committee:				
26	See Page 7				
27					

103. PRINCIPAL GENERAL OFFICERS OF CORPORATION, RECEIVER, OR TRUSTEE					
Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	Chmn. & Chf. Exec. Officer	Executive	W. Graham Claytor, Jr.	5,816	Washington, D. C.
2	President & C. Ad. O.	Executive	L. Stanley Crane	2,366	"
3	Exec. Vice Pres.	Mktg. & Planning	Robert S. Hamilton	2,500	"
4	Exec. Vice Pres.	Administration	George S. Paul	602	"
5	Sr. Vice Pres.	Operations	Harold H. Hall	812	"
6	Sr. Vice Pres.	Law & Accounting	Arnold B. McKinnon	34	"
7	Vice Pres. & C. F. O.	Finance	Karl A. Stoecker	316	"
8	Vice President	Transportation	Harvey H. Bradley	516	"
9	Vice President	Public Affairs	Edward T. Breathitt, Jr.	124	"
10	Vice President	Sales	Earl L. Dearhart	1,296	"
11	Vice President	Corp. Development	James A. Hagen		"
12	Vice President	Mgt. Info. Serv.	John L. Jones	30	Atlanta, Ga.
13	Vice President	Marketing	Edward G. Kreyling, Jr.		Washington, D. C.
14	Vice Pres. & Compt.	Accounting	Donald R. McArdle	15	"
15	Vice President	Real Estate & Ins.	William D. McLean	4,020	"
16	Vice President	Engineering	Walter W. Simpson	212	"
17	Vice President	Law	James L. Tapley	1,000	"
18	Vice President	Res. Exec. Officer	Walter B. Brown	556	Columbia, S. C.
19	Vice President	Res. Exec. Officer	Allen H. Douglas	1,316	Atlanta, Ga.
20	Vice President	Res. Exec. Officer	Harold C. Mauney	4,216	New Orleans, La.
21	Vice President	Res. Exec. Officer	Glenn E. Taylor	1,000	Birmingham, Ala.
22	Secretary	Secretary	Milton M. Davenport	1,484	Washington, D. C.
23	Treasurer	Treasury	G. M. Williams	152	"
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104. RELATIONSHIP OF RESPONDENT WITH AFFILIATED COMPANIES

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

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

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

value of the tangible property of the controlled company.

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

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

104 A. COMPANIES CONTROLLED BY RESPONDENT

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

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

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

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
1					
2	See Schedule 205, Page 28				
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
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19					

104A. COMPANIES CONTROLLED BY RESPONDENT—Continued

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
20					
21					
22					
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104B. COMPANIES INDIRECTLY CONTROLLED BY RESPONDENT

1. Enter in column (a) the names of all companies which are controlled through intermediary companies. If control was obtained during the year, indicate by footnote the date and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.
2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
3. In column (c) indicate the form of control exercised over companies listed in column (a).
4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.
5. In column (e) enter the names of intermediate companies through which control is exercised over companies listed in column (a).

Line No.	Name of company controlled (a)	Principal business activity (b)	Form of control (c)	Extent of control (d)	Name of intermediary through which control exists (e)
1	Louisiana Southern Ry. Co.	Transportation	Stock Ownership	100%	The Ala. Great Sou. RR Co.
2	New Orleans Terminal Co.	"	"	100%	"
3	Woodstock & Blocton Ry. Co.	"	"	50%	"
4	Albany Passenger Terminal Co.	"	"	50%	Central of Ga. RR Co.
5	Chatham Terminal Co.	"	"	50%	"
6	Southern Region Motor Transport Co.	"	"	100%	"
7	Ocean Steamship Co. of Sav.	Investments	"	100%	"
8	South Western Rail Road Co.	Transportation	"	100%	"
9	Southern Rail Terminals, Inc.	Real Estate	"	98.05%	"
10	Arrowood-Southern Co.	"	"	100%	National Investment Co.
11	Burham and South Carolina RR Co.	Transportation	"	100%	"
12	Norfolk Southern Ind. Devlp. Corp.	Real Estate	"	100%	Norfolk Southern Ry. Co.
13	Airforce Pipeline, Inc.	Pipeline	"	100%	"
14	Live Oak, Perry & S. Ga. Ry. Co.	Transportation	"	100%	Atlantic & East Carl. Ry. Co.
15					Ga. Southern & Fla. Ry. Co.
16					
17					
18					
19					
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21					
22					
23					
24					
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27					
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29					
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31					

104C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT

1. Enter in column (a) the names of all companies which are controlled by the same interest that control the respondent.
 2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
 3. In column (c) indicate the form of control exercised over companies listed in column (a).
 4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.
 5. In column (e) enter the names of companies controlling those listed in column (a).

Line No.	Name of company controlled (a)	Principal business activity (b)	Forms of Control (c)	Extent of control (d)	Name of controlling company or individual (e)
1					
2					
3					
4					
5		None			
6					
7					
8					
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104 D. COMPANIES CONTROLLING RESPONDENT

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

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.
 2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
 3. In column (c) indicate the form of control exercised by the company immediately controlled by it.
 4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
1	None			
2				
3				
4				
5				
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7				
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9				
10				
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20				

108 STOCKHOLDERS REPORTS

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

Check appropriate box:

☒ Two copies are attached to this report.

☐ Two copies will be submitted _____ (date)

☐ No annual report to stockholders is prepared.

NOTES AND REMARKS

Item 25 - Page 2 -

W. Graham Claytor, Jr., Chairman, William R. Bond, D. Tennant Bryan,
L. Stanley Crane, Leonard F. Howard, and E. B. Leisenring, Jr.

When the Board of Directors is not in session, the Executive Committee may to the extent permitted by law exercise all of the powers of the Directors and authorize the seal of the Company to be affixed as required. All actions by the Executive Committee shall be reported to the Board at its meeting next succeeding such action, and shall be subject to revision or alteration by the Board; provided, however, that no rights of third parties shall be affected by such revision or alteration.

109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ Par per share; first preferred, \$ 10 per share; second preferred, \$ None per share; debenture stock, \$ None per share. Series A Preference Stock No Par
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? # 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. # See Note on Page 15D
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 See Note on Page 15D

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. See Note on Page 15D votes, as of See Note on Page 15D

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, ^(Date) 32,753 stockholders.

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

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

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Common	STOCKS	
					Second	First
(a)	(b)	(c)	(d)	(e)	(f)	
1	Morgan Guaranty Trust Co.	New York, N.Y.	1,269,607	See Page 9 for breakdown.		
2	United States Trust Co.	New York, N.Y.	646,516	See Page 9 for breakdown.		
3	Bankers Trust Co.	New York, N.Y.	629,691	See Page 15 for breakdown.		
4	Penn Virginia Corporation	Philadelphia, Pa.	400,000	400,000	-	-
5	Citibank	New York, N.Y.	354,640	See Page 15 for breakdown.		
6	American Security & Trust	Washington, D.C.	334,121	See Page 15 for breakdown.		
7	The Chase Manhattan Bank	New York, N.Y.	319,609	See Page 15 for breakdown.		
8	State Street Bank & Trust	Boston, Mass.	316,742	See Page 15A for breakdown.		
9	Comptroller State of N.Y.	Albany, N.Y.	285,000	285,000	-	-
10	Bank of New York	New York, N.Y.	283,434	See Page 15A for breakdown.		
11	First & Merchants Natl. (a)	Richmond, Va.	271,105	See Page 15A for breakdown.		
12	Merrill Lynch	New York, N.Y.	260,465	72,094	9,525	178,846
13	Equit. Life Assurance Soc.	New York, N.Y.	234,100	See Page 15A for breakdown.		
14	United California Bank	Los Angeles, Calif.	226,140	See Page 15A for breakdown.		
15	Bank of America	Los Angeles, Calif.	211,020	See Page 15B for breakdown.		
16	Chemical Bank	New York, N.Y.	201,655	See Page 15B for breakdown.		
17	The Riggs National Bank	Washington, D.C.	195,688	See Page 15B for breakdown.		
18	Treasurer State of N.C.	Raleigh, N.C.	179,000	179,000	-	-
19	Bradford Trust Co.	New York, N.Y.	176,559	See Page 15B for breakdown.		
20	Security Pacific National	Los Angeles, Calif.	164,350	See Page 15C for breakdown.		
21	Marine Midland Bank	New York, N.Y.	158,665	See Page 15C for breakdown.		
22	Harris Trust & Savings	Chicago, Ill.	143,050	See Page 15C for breakdown.		
23	Midwest Stock Exchange	Chicago, Ill.	132,845	See Page 15C for breakdown.		
24	Mercantile-Safe Deposit	Baltimore, Md.	126,746	See Page 15C for breakdown.		
25	St. Louis Union Trust	St. Louis, Mo.	113,212	See Page 15C for breakdown.		
26	First National Bank	Cincinnati, Ohio	111,585	See Page 15 for breakdown.		
27	Manufacturers Hanover	New York, N.Y.	101,968	See Page 15D for breakdown.		
28	Bank of the Southwest	Houston, Texas	100,136	See Page 15D for breakdown.		
29	Union Bank	Los Angeles, Calif.	83,400	See Page 15D for breakdown.		
30	Metropolitan Life Ins. Co.	New York, N.Y.	81,000	-	-	81,000

Note: Schedule 109, Voting Powers and Elections, continued on page 9.

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

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 17,415,978
votes cast.
11. Give the date of such meeting. May 25, 1976
12. Give the place of such meeting. Richmond, Virginia

NOTES AND REMARKS

In accordance with notification of the Interstate Commerce Commission dated February 14, 1974, as published in the Federal Register on February 22, 1974, "Annual Report of Carriers - Identity of Large Stockholders", registered holders are grouped under banks or other institutions for which the registered holder acts as Nominee:

Line		Total	Common	Second Preferred	First Preferred
1:	Morgan Guaranty Trust Company of New York:				
	Reing & Co.	380,650	380,650	-	-
	Carson & Co.	236,000	235,200	800	-
	Kingsley & Co.	133,355	133,355	-	-
	Kelly & Co.	133,025	132,825	200	-
	Shaw & Co.	119,500	113,100	6,400	-
	Genoy & Co.	57,250	55,850	1,400	-
	Scheu & Co.	54,860	44,260	10,600	-
	Lynn & Co.	50,000	50,000	-	-
	Morsavco	22,000	22,000	-	-
	Eiss & Co.	20,000	20,000	-	-
	Powers & Co.	10,320	4,120	6,200	-
	Ince & Co.	9,710	9,710	-	-
	Sifone & Co.	9,000	9,000	-	-
	Tegge & Co.	8,575	1,375	200	7,000
	Tewes & Co.	8,052	8,000	52	-
	Mon & Co.	7,000	7,000	-	-
	#Tepe & Co.	3,720	1,602	70	2,048
	Lowell & Co.	2,940	2,940	-	-
	Scott & Co.	1,930	1,830	-	100
	Cede & Co.	1,500	1,500	-	-
	Other Nominee	220	220	-	-
		<u>1,269,607</u>	<u>1,234,537</u>	<u>25,922</u>	<u>9,148</u>

#Tepe & Co. also holds 91,216 shares of Common and 216,284 shares of Preferred for Southern Railway Company and affiliated companies.

Line 2:	United States Trust Company of New York:				
	Atwell & Co.	274,441	242,812	20,329	11,300
	Heil & Co.	155,540	150,440	5,100	-
	Cede & Co.	115,735	115,035	700	-
	Faust & Co.	79,000	79,000	-	-
	Lux & Co.	21,800	21,800	-	-
		<u>646,516</u>	<u>609,087</u>	<u>26,129</u>	<u>11,300</u>

(Continued on Page 15)

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS			
1	(701) Cash		8,220	3,145
2	(702) Temporary cash investments (p. 23)		117,311	37,902
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)		95	271
5	(705) Traffic, car service and other balances-Dr.		4,423	2,724
6	(706) Net balance receivable from agents and conductors		32,293	37,971
7	(707) Miscellaneous accounts receivable		74,134	60,544
8	(708) Interest and dividends receivable		1,492	621
9	(709) Accrued accounts receivable (p. 23)		72,111	61,560
10	(710) Working fund advances		184	172
11	(711) Prepayments (p. 23)		1,036	317
12	(712) Material and supplies		38,052	43,109
13	(713) Other current assets (p. 23)		27,853	27,449
14	(714) Deferred income tax charges (p. 87)			
15	Total current assets		384,254	275,785
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)	25	None	16
17	(716) Capital and other reserve funds (pp. 24 and 25)	16,582	None	10,797
18	(717) Insurance and other funds (pp. 24 and 25)	1,176	None	1,158
19	Total special funds		17,783	11,971
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		259,486	257,314
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		233,921	215,206
22	(722) Other investments (pp. 32-35)		403	228
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)			
24	Total investments (accounts 721, 722 and 723)		493,810	472,748
	PROPERTIES			
25	(731) Road and equipment property: Road		467,893	453,352
26	Equipment		829,077	791,997
27	General expenditures		17,795	17,839
28	Other elements of investment		66,900	69,276
29	Construction work in progress		6,217	7,292
30	Total (pp. 38-41)		1,387,882	1,339,756
31	(732) Improvements on leased property: Road		86,599	83,984
32	Equipment			
33	General expenditures		1,936	1,942
34	Total (pp. 38-41)		88,535	85,926
35	Total transportation property (accounts 731 and 732)		1,476,417	1,425,682
36	(733) Accrued depreciation—Improvements on leased property (p. 45)		(13,147)	(12,791)
37	(735) Accrued depreciation—Road and equipment (pp. 44 and 46)		(388,388)	(364,775)
38	(736) Amortization of defense projects—Road and Equipment (p. 47)		(3,863)	(4,106)
39	Recorded depreciation and amortization (accounts 733, 735 and 736)		(405,398)	(381,672)
40	Total transportation property less recorded depreciation and amortization (line 35 less line 39)		1,071,019	1,044,010
41	(737) Miscellaneous physical property (pp. 52 and 53)		5,314	5,430
42	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(374)	(278)
43	Miscellaneous physical property less recorded depreciation (account 737 less 738)		4,940	5,152
44	Total properties less recorded depreciation and amortization (line 40 plus line 43)		1,075,959	1,049,162

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

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

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
45	(741) Other assets (p. 54)		506	953
46	(742) Unamortized discount on long-term debt		2,149	1,089
47	(743) Other deferred charges (p. 54)		3,875	3,502
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		6,530	5,544
50	TOTAL ASSETS		1,978,336	1,815,210

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES

The notes listed below are provided for the purpose of disclosing supplementary information concerning matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes explanatory statements

explaining (1) service interruption insurance policies and indicate the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements. (Dollars in thousands)

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

(a) Estimated accumulated net reduction in Federal income taxes since December 31, 1949, because of accelerated amortization of emergency facilities in excess of recorded depreciation under Section 168 (formerly Section 124-A) of the Internal Revenue Code \$ 13,133

(b) Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below \$ 116,499

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

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

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

(c)(i) Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended \$ 85,409

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 786, Accumulated deferred income tax credits, at beginning of year—\$ None

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purposes \$ None

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual \$ (None)

Other adjustments (indicate nature such as recapture on early disposition) \$ None

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

(d) Estimated accumulated net reduction in Federal income taxes because of accelerated amortization of certain rolling stock since December 31, 1969, under provisions of Section 184 of the Internal Revenue Code \$ 51,794

(e) Estimated accumulated net reduction in Federal income taxes because of amortization of certain rights-of-way investments since December 31, 1969, under the provisions of Section 185 of the Internal Revenue Code (Includes Pre 1969 Amort) 1,168

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

Description of obligation	Year accrued	Account No.	Amount
			\$ <u>None</u>

Continued on following page

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		1,996	1,999
52	(752) Traffic, car service and other balances—Cr.			
53	(753) Audited accounts and wages payable		21,864	9,893
54	(754) Miscellaneous accounts payable		10,908	18,621
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid		139	121
57	(757) Unmatured interest accrued		9,936	8,240
58	(758) Unmatured dividends declared			
59	(759) Accrued accounts payable (p. 63)		116,081	114,071
60	(760) Federal income taxes accrued (p. 64)		19,579	13,017
61	(761) Other taxes accrued (p. 64)		10,169	11,520
62	(762) Deferred income tax credits (p. 87)			
63	(763) Other current liabilities (p. 63)		38,686	33,599
64	Total current liabilities (exclusive of long-term debt due within one year)		229,358	211,081
LONG-TERM DEBT DUE WITHIN ONE YEAR				
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued 48,026 (a2) Held by or for respondent None	48,026	34,430
LONG-TERM DEBT DUE AFTER ONE YEAR				
66	(765) Funded debt unmatured	(a1) Total issued 223,736 (a2) Held by or for respondent 25,137	198,599	146,945
67	(766) Equipment obligations	261,429 None	261,429	244,500
68	(767) Receivers' and Trustees' securities	(pp. 56-59)		
69	(768) Debt in default			
70	(769) Amounts payable to affiliated companies (p. 62)		11,617	11,560
71	Total long-term debt due after one year		471,645	403,005
RESERVES				
72	(771) Pension and welfare reserves (p. 65)			
73	(774) Casualty and other reserves (p. 65)		10,064	7,671
74	Total reserves		10,064	7,671
OTHER LIABILITIES AND DEFERRED CREDITS				
75	(781) Interest in default (p. 58)			
76	(782) Other liabilities (p. 65)		7,710	14,126
77	(783) Unamortized premium on long term debt		310	220
78	(784) Other deferred credits (p. 65)		1,852	1,776
79	(785) Accrued liability—Leased property (p. 45)		2,833	2,687
80	(786) Accumulated deferred income tax credits (p. 87)		183,714	171,154
81	Total other liabilities and deferred credits		196,419	189,963
SHAREHOLDERS' EQUITY				
Capital stock (Par or stated value)				
82	(791) Capital stock issued: Common stock (p. 67)	(a1) Total issued 158,173 (a2) Nominally issued securities 616	157,557	156,949
83	Preferred stock (p. 67)	78,658 69	78,589	78,660
84	Total	236,831 685	236,146	235,609
85	(792) Stock liability for conversion (p. 68)			
86	(793) Discount on capital stock			
87	Total capital stock		236,146	235,609
Capital surplus				
88	(794) Premiums and assessments on capital stock (p. 69)		45,782	42,955
89	(795) Paid-in surplus (p. 69)		5,627	5,570
90	(796) Other capital surplus (p. 69)			
91	Total capital surplus		51,409	48,525

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
92	(797) Retained income—Appropriated (p. 69)			105
93	(798) Retained income—Unappropriated (p. 20)		735,269	664,821
94	Total retained income		735,269	664,926
	Treasury Stock			
95	(798.5) Less: Treasury stock			
96	Total shareholders' equity		1,022,824	969,060
97	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,978,336	1,815,210

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Continued

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

Item	Amount in dispute	As recorded on books		Amount not recorded
		Account Nos.		
		Debit	Credit	
Per diem receivable	\$			\$ None
Per diem payable				
Net amount	\$	X X X X X X X	X X X X X X X	\$ None

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

5. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$

6. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: (See Note on Page 14)

(b) Show amount of past service pension costs determined by actuaries at year end 12/31/75 \$2,590,000

(c) Total pension costs for year:

Normal costs \$2,217,000
Amortization of past service costs \$1,720,000

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. Excess of assets over present value of vested benefits \$9,453,000

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

(i) If funding is by insurance, give name of insuring company N/A

(ii) If funding is by trust agreement, list trustee(s) Morgan Guaranty Tr. Co. of N.Y., The Chase Manhattan Bk. N.A., and Bankers Trust Company

Date of trust agreement or latest amendment September 1, 1973

If respondent is affiliated in any way with the trustee(s), explain affiliation: Interlocking directors with Morgan Guaranty Trust Co. of New York

(f) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement None

(g) (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 X No. If yes, who determines how stock is voted? Voted by Trustees

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

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

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Concluded

7. 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 _____ See Note Below

8. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of December 31, 1976:

Deferred maintenance	for Southern Railway Company and Consolidated Subsidiaries	12,420,000
Delayed capital improvements	for Southern Railway Company and Consolidated Subsidiaries	\$ 139,288,000

NOTES AND REMARKS

Deferred Maintenance shown herein represents our analysis as of June 30, 1974 reduced in each subsequent quarter by the amount expended during that quarter. No adjustments have been made since June 30, 1974 to reflect price level changes nor has there been, for this purpose, a re-evaluation to determine additional deferred maintenance.

Delayed Capital Improvements shown herein represent our analysis as of June 30, 1974 reduced in each subsequent quarter by the amount expended during that quarter. No adjustments have been made since June 30, 1974 to reflect price level changes nor has there been, for this purpose, a re-evaluation to determine additional delayed capital improvements.

Item 9 - Respondent carried a service interruption policy with The Imperial Insurance Company Limited, under which it will be entitled to daily indemnity in the amount of \$807,785 for certain work stoppage losses. In the event such losses are sustained by other railroads holding similar policies, respondent may be obligated to pay additional premiums amounting to not more than 20 times the above daily rate during the year.

Note For Page 13 - Item 6(a) -

Total pension expense includes current service cost plus amortization of prior service cost over a forty year period. All pension expense accrued is funded. These procedures are consistent with the prior year.

Note for Page 12, Item 7:

Two voluntary funds, the Southern Railway Tax Eligible Good Government Fund and the Southern Railway Good Government Fund were organized by a group of Southern Railway employees in June, 1972 under the Federal Election Campaign Act of 1971. Each fund is registered with the Federal Election Commission.

14A

SOUTHERN RAILWAY COMPANY AND CONSOLIDATED SUBSIDIARIES

Balance Sheet

	December 31	
	1976	1975
	(Thousands of Dollars)	
Assets		
Current assets:		
Cash and marketable securities at lower of cost or market	\$ 195,313	\$ 95,811
Accounts receivable	159,782	147,006
Materials, supplies and other	75,707	77,448
	<u>430,802</u>	<u>320,265</u>
Investments in and advances to affiliates	10,095	8,866
Other assets	39,380	30,120
Properties	1,822,741	1,752,572
	<u><u>\$2,303,518</u></u>	<u><u>\$2,111,823</u></u>
 Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 227,075	\$ 205,884
Income taxes	21,718	21,306
Current maturities of long-term debt	77,421	59,976
	<u>326,214</u>	<u>287,166</u>
Long-term debt	703,694	632,394
Reserve for income taxes	10,759	10,759
Deferred income taxes	286,167	262,917
Reserves and other liabilities	26,692	21,576
	<u>1,353,526</u>	<u>1,214,812</u>
Shareholders' equity:		
Preferred stock	57,675	58,000
Serial preference stock	18,658	18,729
Common stock	146,020	145,412
Capital surplus	23,511	20,503
Income retained in the business	704,128	654,367
	<u>949,992</u>	<u>897,011</u>
	<u><u>\$2,303,518</u></u>	<u><u>\$2,111,823</u></u>

The company reporting to the Interstate Commerce Commission in this report is a part of the Southern Railway Company and Consolidated Subsidiaries, which is comprised of 33 regulated carriers and 22 other companies. Financial reporting to shareholders and the general public is made on a consolidated basis and the following balance sheet is included in this report in order to put the financial data of the reporting company into proper perspective relative to the Southern Consolidated System.

SOUTHERN RAILWAY COMPANY AND CONSOLIDATED SUBSIDIARIES

Statement of Income

	Year 1976	Year 1975
	(Thousands of Dollars)	
Railway operating revenues:		
Freight	\$1,002,136	\$839,651
Demurrage	10,484	8,976
Passenger	5,566	5,484
Other	9,756	9,579
	<u>1,027,992</u>	<u>863,690</u>
Other income:		
Interest	7,175	7,507
Gain on sale of properties	5,120	5,662
Other	12,498	9,799
Total income	<u>1,052,785</u>	<u>886,658</u>
Railway operating expenses:		
Maintenance of way and structures	175,185	138,449
Maintenance of equipment	177,977	141,237
Transportation	325,997	286,731
Other	66,504	56,250
	<u>745,663</u>	<u>622,667</u>
State and local taxes, principally property	24,965	25,245
Payroll taxes	55,712	45,979
Net freight car rent (income) based on time and mileage	(14,817)	(12,836)
Other equipment rent expense	40,314	30,748
Joint facility rent expense	1,012	771
Miscellaneous deductions from income	7,373	4,821
Fixed charges, principally interest	54,383	49,629
Total expenses	<u>914,605</u>	<u>767,024</u>
Income before income taxes	<u>138,180</u>	<u>119,634</u>
Federal and state income taxes:		
Current	25,754	18,267
Deferred	23,185	23,042
Total income taxes	<u>48,939</u>	<u>41,309</u>
Net consolidated income for the year	<u>\$89,241</u>	<u>\$ 78,325</u>
Per average share of common stock outstanding	\$5.85	\$5.12

Certain 1975 data have been changed for comparability.

The company reporting to the Interstate Commerce Commission in this report is a part of the Southern Railway Company and Consolidated Subsidiaries, which is comprised of 33 regulated carriers and 22 other companies. Financial reporting to shareholders and the general public is made on a consolidated basis and the following income statement is included in this report in order to put the financial data of the reporting company into proper perspective relative to the Southern Consolidated System.

(Continued from Page 9)

NOTES AND REMARKS

	Total	Common	Second Preferred	First Preferred
Line 3: <u>Bankers Trust Company:</u>				
Pitt & Co.	179,450	179,450	-	-
Batrus & Co.	136,434	135,379	455	600
Sior & Co.	100,000	100,000	-	-
Barnett & Co.	53,100	53,100	-	-
Linvar & Co.	45,000	45,000	-	-
Boehm & Co.	30,000	30,000	-	-
Eddy & Co.	20,596	20,596	-	-
Infid & Co.	13,836	13,136	-	700
Lazell & Company	7,310	7,310	-	-
Frank & Co.	7,221	7,221	-	-
Salkeld & Co.	5,300	5,300	-	-
Cede & Co.	5,260	5,260	-	-
Varlin & Co.	5,000	5,000	-	-
Farnum & Co.	4,420	4,420	-	-
Forbank & Co.	4,106	4,056	-	50
Surtic & Co.	3,852	1,332	-	2,520
Hofel & Co.	3,408	3,408	-	-
Guadi & Co.	2,100	2,100	-	-
Falk & Co.	1,798	1,798	-	-
Other Nominees	1,500	1,500	-	-
	<u>629,691</u>	<u>625,366</u>	<u>455</u>	<u>3,870</u>
Line 5: <u>Citibank:</u>				
Cede & Co.	278,011	278,011	-	-
Gerlach & Co.	48,606	2,200	240	46,166
Stuart & Co.	16,000	16,000	-	-
Cadre & Co.	6,790	6,790	-	-
King & Co.	2,700	-	1,200	1,500
Occi & Co.	2,500	2,500	-	-
Other Nominee	33	-	-	33
	<u>354,640</u>	<u>305,501</u>	<u>1,440</u>	<u>47,699</u>
Line 6: <u>American Security and Trust Co.:</u>				
Johol & Co.	323,021	318,421	3,000	1,600
Nadart & Co.	8,000	8,000	-	-
Jastla & Co.	3,100	3,100	-	-
	<u>334,121</u>	<u>329,521</u>	<u>3,000</u>	<u>1,600</u>
Line 7: <u>Chase Manhattan Bank:</u>				
Cudd & Co.	161,371	145,061	600	15,710
Cede & Co.	134,778	130,104	-	4,674
Chasavco	20,000	-	-	20,000
Kane & Co.	3,250	2,250	-	1,000
Other Nominee	210	210	-	-
	<u>319,609</u>	<u>277,625</u>	<u>600</u>	<u>41,384</u>

(Continued on Page 15A)

NOTES AND REMARKS

(Continued from Page 15)

Line		Total	Common	Second Preferred	First Preferred
Line 8:	State Street Bank and Trust Co.,:				
	Touchstone & Co.	274,000	254,000	-	20,000
	Gangway & Company	25,000	25,000	-	-
	Cabin & Co.	5,000	5,000	-	-
	Swim & Co.	4,025	4,025	-	-
	Dane & Co.	2,700	2,700	-	-
	Bowditch & Co.	1,000	1,000	-	-
	Sargent & Co.	1,000	1,000	-	-
	Other Nominees	4,017	3,637	-	380
		<u>316,742</u>	<u>296,362</u>	<u>-</u>	<u>20,380</u>
Line 10:	Bank of New York:				
	Cede & Co.	250,234	240,714	580	8,940
	Birney & Co.	13,300	13,300	-	-
	Becker & Co.	12,400	12,400	-	-
	Williams & Co.	4,000	4,000	-	-
	Nott & Co.	2,000	2,000	-	-
	Hare & Co. N.Y.	1,500	1,500	-	-
		<u>283,434</u>	<u>273,914</u>	<u>580</u>	<u>8,940</u>
Line 11:	First & Merchants National Bank:				
	Map and Co. (a)	249,305	217,405	-	31,900
	Cede & Co.	15,800	15,800	-	-
	Cash & Company	5,984	4,570	-	1,414
	Other Nominees	16	16	-	-
		<u>271,105</u>	<u>237,791</u>	<u>-</u>	<u>33,314</u>
(a) 195,941 shares of Common stock are being held by Map & Co. as Nominee for First & Merchants National Bank, Trustee of Southern Railway Employee Stock Purchase Plan for employee accounts.					
Line 12:	Full name is Merrill Lynch, Pierce, Fenner & Smith, Inc.				
Line 13:	Equitable Life Assurance Society, N.Y.:				
	Eqlife-One & Co.	199,000	199,000	-	-
	Eqlife-General & Co.	35,000	35,000	-	-
	Eqlife-A & Co.	100	100	-	-
		<u>234,100</u>	<u>234,100</u>	<u>-</u>	<u>-</u>
Line 14:	United California Bank:				
	Virg & Co.	154,310	154,310	-	-
	Lys & Co.	30,576	17,536	-	13,040
	Montgomery Co.	27,000	27,000	-	-
	Y & Co.	7,270	7,270	-	-
	Parkway & Co.	4,666	4,666	-	-
	Prima Co.	2,318	2,318	-	-
		<u>226,140</u>	<u>213,100</u>	<u>-</u>	<u>13,040</u>

(Continued on Page 15B)

NOTES AND REMARKS

(Continued from Page 15A)

	Total	Common	Second Preferred	First Preferred
Line 15: <u>Bank of America, Los Angeles, Calif.:</u>				
Dicct & Co.	60,000	60,000	-	-
Apate & Co.	44,400	44,400	-	-
Clerks & Co.	27,000	27,000	-	-
Transins & Co.	15,000	-	-	15,000
Boa & Co.	15,000	15,000	-	-
Emben & Co.	12,500	12,500	-	-
Penla & Co.	8,000	8,000	-	-
East & Co.	4,800	4,800	-	-
Valley & Co.	3,300	3,300	-	-
Chico & Co.	2,420	2,420	-	-
Cook & Co.	2,400	2,000	-	400
Grove & Co.	2,325	2,225	100	-
Monterey & Co.	2,140	2,140	-	-
Sand & Co.	2,050	650	-	1,400
Bishop & Co.	1,800	1,800	-	-
Sanval & Co.	1,400	500	-	900
Marin & Co.	1,100	1,100	-	-
Pen & Co.	1,060	1,060	-	-
Other Nominees	4,325	3,950	50	325
	<u>211,020</u>	<u>192,845</u>	<u>150</u>	<u>18,025</u>
Line 16: <u>Chemical Bank of New York Trust Co.:</u>				
Cummings & Co.	67,400	67,400	-	-
Cede & Co.	25,000	25,000	-	-
J C Orr & Co.	22,407	18,807	900	2,700
Kennedy & Co.	20,000	20,000	-	-
Utepet & Co.	20,000	20,000	-	-
H A Whitten & Co.	16,660	16,260	-	400
C A England & Co.	12,188	9,230	-	2,958
Jenkins & Co.	10,790	10,790	-	-
Bee Co.	3,000	-	-	3,000
Rapco	1,900	1,900	-	-
Merrick & Co.	1,400	1,400	-	-
Other Nominees	910	910	-	-
	<u>201,655</u>	<u>191,697</u>	<u>900</u>	<u>9,058</u>
Line 17: <u>Riggs National Bank:</u>				
Hold & Co.	70,000	70,000	-	-
Palico	52,800	52,800	-	-
Shawson & Co.	26,500	26,500	-	-
Eamco	12,295	10,245	-	2,050
Broshaw & Co.	12,293	12,093	-	200
Lenmar & Co.	11,800	11,800	-	-
Loanworth & Co.	10,000	10,000	-	-
	<u>195,688</u>	<u>193,438</u>	<u>-</u>	<u>2,250</u>
Line 19: <u>Bradford Trust Co.:</u>				
Cede & Co.	153,788	151,171	-	2,617
Tad & Co.	13,671	13,671	-	-
Hudd & Co.	9,100	9,100	-	-
	<u>176,559</u>	<u>173,942</u>	<u>-</u>	<u>2,617</u>

(Continued on Page 15C)

NOTES AND REMARKS

(Continued from Page 15B)

	Total	Common	Second Preferred	First Preferred
Line 20: <u>Security Pacific National Bank:</u>				
Pacific & Co.	64,151	53,528	273	10,350
Nay & Co.	29,000	27,000	-	2,000
Citico	25,000	25,000	-	-
Ditco	21,300	21,300	-	-
Truco	13,700	13,700	-	-
Stu & Co.	4,000	3,500	-	500
Ebenco	3,500	3,500	-	-
Jess and Company	1,575	1,575	-	-
Other Nominees	2,124	1,324	-	300
	<u>164,350</u>	<u>150,427</u>	<u>273</u>	<u>13,650</u>
Line 21: <u>Marine Midland Banks, Inc.:</u>				
Cede & Co.	144,485	131,495	340	12,650
Jaquith & Co.	7,200	7,100	100	-
Eqity & Co.	5,000	5,000	-	-
Hussey & Co.	1,330	1,330	-	-
Other Nominees	650	400	-	250
	<u>158,665</u>	<u>145,325</u>	<u>440</u>	<u>12,900</u>
Line 22: <u>Harris Trust and Savings Bank:</u>				
Emp & Co.	80,600	80,600	-	-
Hit & Co.	34,600	34,600	-	-
Donson & Co.	19,000	19,000	-	-
Gale & Co.	5,200	5,200	-	-
Act & Co.	2,300	1,500	-	800
Wait & Co.	1,350	1,350	-	-
	<u>143,050</u>	<u>142,250</u>	<u>-</u>	<u>800</u>
Line 23: <u>Midwest Stock Exchange-Clearing Corp.:</u>				
Midwest Exchange	78,219	78,219	-	-
Kray & Co.	54,626	33,626	-	21,000
	<u>132,845</u>	<u>111,845</u>	<u>-</u>	<u>21,000</u>
Line 24: <u>Mercantile-Safe Deposit and Trust Co.:</u>				
Safe & Co.	56,799	55,457	522	820
Nap & Co.	53,355	53,255	100	-
Mertrus & Co.	10,192	9,992	-	200
Sacom & Co.	3,600	3,600	-	-
Diomar and Co.	2,800	2,800	-	-
	<u>126,746</u>	<u>125,104</u>	<u>622</u>	<u>1,020</u>
Line 25: <u>St. Louis Union Trust Co:</u>				
Pennom & Co.	54,900	54,900	-	-
Tnom & Co.	51,012	50,812	-	200
Anom & Co.	5,200	5,200	-	-
Cnom & Co.	2,100	2,100	-	-
	<u>113,212</u>	<u>113,012</u>	<u>-</u>	<u>200</u>

(Continued on Page 15D)

(Continued from Page 15C)

NOTES AND REMARKS

	Total	Common	Second Preferred	First Preferred
Line 26: <u>First National Bank of Cincinnati:</u>				
Cinpenco	38,840	38,310	-	530
Firstcinco	30,877	30,191	-	686
Cocinco	18,827	18,827	-	-
Pitebplan	14,200	14,200	-	-
White & Company	7,011	7,011	-	-
Estcinco	1,030	1,030	-	-
Other Nominees	800	800	-	-
	<u>111,585</u>	<u>110,369</u>	<u>-</u>	<u>1,216</u>
Line 27: <u>Manufacturers Hanover Trust:</u>				
Cede & Co.	50,514	47,490	422	2,602
Sigler & Co.	29,075	26,875	-	2,200
Cont & Co.	14,100	14,100	-	-
Bober & Co.	4,014	4,014	-	-
Metroco	2,000	2,000	-	-
Loriot & Co.	1,640	1,640	-	-
Other Nominee	625	625	-	-
	<u>101,968</u>	<u>96,744</u>	<u>422</u>	<u>4,802</u>
Line 28: <u>Bank of The Southwest:</u>				
Secnatco	100,000	-	-	100,000
Other Nominee	136	136	-	-
	<u>100,136</u>	<u>136</u>	<u>-</u>	<u>100,000</u>
Line 29: <u>Union Bank:</u>				
Borla	80,000	80,000	-	-
Jeanco	3,000	3,000	-	-
Other Nominees	400	200	-	200
	<u>83,400</u>	<u>83,200</u>	<u>-</u>	<u>200</u>

Notes for Page 8:-

Item 5 - The Company shall not place any mortgage upon its property to secure bonds without the consent of the holders of a majority of the Preferred stock outstanding at the time such consent is given. Should the dividends become delinquent for six quarters the Preferred stock and the Series A Preference stock each voting as a class may elect two Directors so long as any default continues.

Item 6 - Books are not closed, but the stock records of the Company were updated as of December 31, 1976, to furnish data for our Annual reports.

Item 7 - As of December 31, 1976, there were outstanding 22,121,951 shares of stock of all three classes. Of this number 1,390,646 shares are not entitled to vote, being shares of unexchanged Preferred and Common stock and shares of Preferred, Serial Preference and Common stock held by certain of the subsidiaries of Southern Railway Company, and/or held by certain trustees and exchange agents in connection with various mergers and acquisitions.

300. INCOME ACCOUNT FOR THE YEAR

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

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

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

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)	654,581	554,159	
2	(531) Railway operating expenses (p. 74)	488,912	409,326	
3	Net revenue from railway operations	165,669	144,833	
4	(532) Railway tax accruals (p. 86)	66,808	55,602	
5	(533) Provision for deferred taxes (p. 87)	12,538	12,328	
6	Railway operating income	86,323	76,903	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)	7,812	7,273	
9	(505) Rent from passenger-train cars (p. 91)	888	831	
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment	27	57	
12	(508) Joint facility rent income	1,142	1,192	
13	Total rent income	9,869	9,353	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90)	8,277	6,314	
15	(537) Rent for locomotives (p. 91)	10,623	9,925	
16	(538) Rent for passenger-train cars (p. 91)	236	244	
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment	2	4	
19	(541) Joint facility rents	4,488	4,260	
20	Total rents payable	23,626	20,747	
21	Net rents (lines 13, 20)	(13,757)	(11,394)	
22	Net railway operating income (lines 6, 21)	72,566	65,509	
	Other income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)	11	11	
25	(510) Miscellaneous rent income (p. 88)	1,751	1,603	
26	(511) Income from nonoperating property (p. 53)	59	119	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)	532	452	27
29	(514) Interest income	4,020	3,511	162
30	(516) Income from sinking and other reserve funds	471	664	
31	(517) Release of premiums on funded debt	34	45	
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1) 5,604	2,938	1
34	Dividend income (from investments under equity only)	\$ 22,308	x x x x	x x x x
35	Undistributed earnings (losses)	18,715	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)	41,023	36,509	x x x x
37	Total other income	53,505	45,852	190
38	Total income (lines 22, 37)	126,071	111,361	190
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)	11	12	
42	(544) Miscellaneous tax accruals (p. 53)	243	203	
43	(545) Separately operated properties—Loss (p. 89)			

300. INCOME ACCOUNT FOR THE YEAR—Continued

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

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

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

inclusive, should be fully explained in a footnote.

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

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

RAIL-LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	
\$	\$	\$	\$	\$	\$	\$	
648,801		648,801	5,780		5,780		1
316,318	155,158	471,476	13,869	3,567	17,436		2
x x x x x	x x x x x	177,325	x x x x x	x x x x x	(11,656)		3
48,472	16,487	64,959	1,475	374	1,849		4
12,538		12,538					5
x x x x x	x x x x x	99,828	x x x x x	x x x x x	(13,505)		6
7,809		7,809	3		3		7
			888		888		8
							9
27		27					10
724	370	1,094	41	7	48		11
x x x x x	x x x x x	8,930	x x x x x	x x x x x	939		12
							13
8,277		8,277					14
10,369		10,369	254		254		15
			236		236		16
							17
2		2					18
4,337		4,337	151		151		19
x x x x x	x x x x x	22,985	x x x x x	x x x x x	641		20
x x x x x	x x x x x	(14,055)	x x x x x	x x x x x	298		21
x x x x x	x x x x x	85,773	x x x x x	x x x x x	(13,207)		22

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

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	1,810	1,132	1
47	Total miscellaneous deductions	2,064	1,347	1
48	Income available for fixed charges (lines 38, 47)	124,007	110,014	189
Fixed Charges				
49	(542) Rent for leased roads and equipment (p. 92)	1,256	1,279	189
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default	29,826	27,276	
51	(b) Interest in default			
52	(547) Interest on unfunded debt	106	147	
53	(548) Amortization of discount on funded debt	270	216	
54	Total fixed charges	31,458	28,918	189
55	Income after fixed charges (lines 48, 54)	92,549	81,096	
Other Deductions				
	(546) Interest on funded debt:			
56	(c) Contingent interest			
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	92,549	81,096	
DISCONTINUED OPERATIONS				
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	92,549	81,096	
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES				
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)		11,500	
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)		11,500	
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)		11,500	
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	92,549	92,596	

* Less applicable income taxes of:

\$

555	Unusual or infrequent items-Net-(Debit) credit	
560	Income (loss) from operations of discontinued segments	
565	Gain (loss) on disposal of discontinued segments	
592	Cumulative effect of changes in accounting principles	

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

INCOME ACCOUNT FOR THE YEAR—EXPLANATORY NOTES

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

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

305. RETAINED INCOME - UNAPPROPRIATED

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

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

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

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 3 and 7, should agree with line 63, column (b), schedule 300.

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

Line No.	Item (a)	Retained income- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 469,615	\$ 215,206
2	(601.5) Prior period adjustments to beginning retained income		
CREDITS			
3	(602) Credit balance transferred from income	73,834	18,715
4	(606) Other credits to retained income		
5	(622) Appropriations released	726	
6	Total	74,560	18,715
DEBITS			
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income	2,384	
9	(620) Appropriations for sinking and other reserve funds	621	
10	(621) Appropriations for other purposes		
11	(623) Dividends (p. 20)	39,822	
12	Total	42,827	
13	Net increase (decrease) during year (Line 5 minus line 11)	31,733	18,715
14	Balances at close of year (Lines 1 and 13)	501,348	233,921
15	Balance from line 14 (c)	233,921	x x x x x
16	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	735,269	x x x x x
Remarks			
17	Amount of assigned Federal income tax consequences:		
	Account 606		x x x x x
18	Account 616		x x x x x

Note: See p. 94, schedule 306, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

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

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

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

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

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1	Preferred Stock	1-1/4%		\$ 59,930	\$ 749	Jan. 27, 1976	Mar. 15, 1976
2	"	1-1/4%		59,930	749	Jan. 27, 1976	Jun. 15, 1976
3	"	1-1/4%		59,930	749	Jan. 27, 1976	Sep. 15, 1976
4	"	1-1/4%		59,930	750	Jan. 27, 1976	Dec. 15, 1976
5	Preference Stock	\$0.75		374,573	281	Jan. 27, 1976	Mar. 15, 1976
6	"	0.75		375	281	Jan. 27, 1976	Jun. 15, 1976
7	"	0.75		374,573	281	Jan. 27, 1976	Sep. 15, 1976
8	"	0.75		375	281	Jan. 27, 1976	Dec. 15, 1976
9	Common Stock	0.53		15,702	8,320	Jan. 27, 1976	Mar. 15, 1976
10	"	0.58		15,716	9,118	Apr. 27, 1976	Jun. 15, 1976
11	"	0.58		15,730	9,128	Jul. 27, 1976	Sep. 15, 1976
12	"	0.58		15,745	9,135	Oct. 27, 1976	Dec. 15, 1976
13	Total				39,822		

309-STATEMENT OF CHANGES IN FINANCIAL POSITION

Give the information as requested concerning the source and application of funds during the year. Funds for the purpose of this schedule shall include all assets or financial resources even though a transaction may not directly affect cash or working capital. For example, the purchase of property in exchange for shares of stock or bonds would be an application of funds for investment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

Use reference columns (a), (b) and (c) as a guide in presenting and computing the requested information as follows:

Column

Reference

- (a) Schedules in this report where disclosure may be found.
 (b) Applicable line number in reference schedule.
 (c) Applicable column(s) in reference schedule.

When two or more line numbers of columns appear in reference column, add or subtract the amounts as indicated. For example, the notation "(a)" - "(b)" in reference column (c) means to subtract the amount in column (b) from the amount in column (a).

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
				SOURCES OF WORKING CAPITAL	
				Working capital provided by operations:	
1	300	62	(b)	Net income (loss) before extraordinary items	\$ 92,549
2	324	17	(b)	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:	
3	396	-	-	Retirement of nondepreciable property	224
4	NOTE A	-	-	Loss (gain) on sale or disposal of tangible property	(1,502)
5	300	5	(b)	Add depreciation and amortization expenses	38,621
6	300	35	(a)	Net increase (decrease) in deferred income taxes	12,560
7	200	71.74	(b) - (c)	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(18,715)
8				Net increase (decrease) in noncurrent portion of estimated liabilities	
9				Other (specify):	
10				Gain on acquisition of bonds	(550)
11				Salvage from retired equipment	1,186
12				Minor items, each less than \$1,000,000	1,103
13					
14					
15					
16					
17					
18				Total working capital from operations before extraordinary items	125,476

309-STATEMENT OF CHANGES IN FINANCIAL POSITION—Continued

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
19	300	68	(b)	Working capital provided by operations (Continued):	\$
20	300	63	(b)	Extraordinary items and accounting changes	
21	300	65	(b)	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:	
22	300	67	(b)	Loss (gain) on extraordinary items	
				Net increase (decrease) in deferred income taxes	
				Cumulative effect of changes in accounting principles	
				Other (specify):	
23					
24					
25					
26					
27					
28					
29				Total working capital from extraordinary items and accounting changes	125,476
				Total working capital from operations (lines 18 and 28)	
30				Working capital from sources other than operating:	115,152
31				Proceeds from issuance of long-term liabilities	5,125
32				Proceeds from sale/disposition of carrier operating property	
33				Proceeds from sale/disposition of other tangible property	1,263
				Proceeds from sale/repayment of investments advances	
34				Net decrease in sinking and other special funds	50,460
35				Proceeds from issue of capital stock	3,421
				(e) + (f)	
				-(i)	
36				Other (specify):	
37				Retirement of carrier operating property	2,587
38					
39					
40					
41				Total working capital from sources other than operating	178,108
42				Total sources of working capital (lines 29 and 41)	303,584

See APPLICATION OF WORKING CAPITAL on following page

309. STATEMENT OF CHANGES IN FINANCIAL POSITION—Concluded

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
				APPLICATION OF WORKING CAPITAL	\$
43	-	-	-	Amount paid to acquire/retire long-term liabilities	46,569
44	305	10	(b)	Cash dividends	39,822
45	211	52	(e)	Purchase price of carrier operating property	68,672
46	-	-	-	Purchase price of other tangible property	3,043
47	205	99	(j)	Purchase price of long-term investments and advances	3,610
	206	99	(i)		
48	204	41	(e)	Net increase in sinking or other special funds	56,271
49	229	15	(j)	Purchase price of acquiring treasury stock	
	-	-	-	Other (specify):	
50				Equipment financing in suspense	6,811
51				Minor items, each less than \$1,000,000	2,190
52					
53					
54					
55					
56				Total application of working capital	226,988
				Net increase (decrease) in working capital (line 42 less line 55) (show computations in Schedule 309S)	76,596

NOTE A: Furnish the actual amount of depreciation and amortization expenses taken during the year. The following can be used as references:

Schedule	Line	Column
322	26	(b)
326	3	(b)
330	9	(b)
214	22	(j)
200	46	(b) - (c)
200	78	(b) - (c)

309S-CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.

Line No.	References		Description (d)	Balance, close of year (e)	Balance, beginning of year (f)	Net increase (decrease) (g)
	Schedule (a)	Line (b)	Column (c)			
1	200	1,2	(b)	\$ 125,531	\$ 41,047	\$ 84,484
2	200	4	(b)	219,585	191,311	28,274
3	200	11	(b)	1,086	317	769
4	200	12	(b)	38,052	43,109	(5,057)
5	-	-	-	1,996	1	(1)
6	200	51	(b)	158,928	150,946	(7,982)
7	200	59	(b)	48,026	34,430	(13,596)
8	200	65	(b)	68,434	58,136	(10,298)
9	-	-	-	106,870	30,274	76,596
10						

Net increase (decrease) in working capital (f - line 56, Schedule 309)

NOTES AND REMARKS

201. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

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

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

Line No.	Account No. (a)	Item (b)	(Dollars in Thousands)	Amount (c)
				\$
1	702	Aleyska Equipment Co.-P/N		3,973
2		Bank of America - C/D		6,100
3		Bankers Trust Co. - C/D		3,000
4		Bank for Cooperatives - Notes		5,005
5		Citicorp - P/N		2,985
6		Chemical N.Y. Corp. - P/N		999
7		Chase Manhattan Bank - C/D		8,003
8		Chemical Bank - C/D		4,000
9		C&S Nat'l. Bank - Atlanta - C/D		1,600
10		Continental Illinois Bank & Trust Co. - C/D		6,502
11		Crocker Nat'l. Bank - C/D		1,003
12		Englehard Industries, Inc. - P/N		1,987
13		Federal Intermediate Credit Bank - Debenture		19,506
14		Federal Nat'l. Mtge. - Debenture		500
15		First Nat'l. Bank Atlanta - C/D		3,000
16		Ford Motor Credit Co. - Notes		425
17		General Motors Accept. Corp. - P/N		3,909
18		General Electric Credit Corp. - P/N		1,400
19		Gov't. Nat'l. Mtge. Assn. - Securities		14,990
20		I.N.A. Corp - P/N		2,494
21		Liggett Group, Inc. - P/N		700
22		Okla Gas & Electric - P/N		2,494
23		Sohio Pipeline - P/N		3,990
24		Wells Fargo - C/D		3,000
25		United States Treasury - Notes & Bills		15,231
26		Other items, each less than \$250,000		515
27		Total 702		117,311
28				
29	704	Southern Region Distribution - Note		39
30		Station House, Inc. - Note		36
31		J. T. Rowe, Jr. - Loan		18
32		Other items, each less than \$250,000		2
33		Total 704		95
34				
35				
36				
37				

201. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

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

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

Line No.	Account No. (a)	Item (b)	(Dollars in Thousands)	Amount (c)
1	709	Rental Due For System Equipment		\$ 16,662
2		Freight Waybill-Estimate		50,808
3		Advances In Transit		661
4		Reserve E&I Accrued Not Vouchered		660
5		Passenger Revenue Pool Account		583
6		Accrued Mail Revenue Receivable		697
7				
8		Service Tracks and Highway Crossings M&W		871
9		Service Tracks and Highway Crossings C&S		353
10		Other Items, each less than \$250,000		816
11		Total 709		72,111
12				
13	711	Insurance Premiums Paid In Advance		782
14		North Carolina R.R. Rental Paid In Advance		87
15		Reserve E&I Accrued Not Vouchered		217
16		Total 711		1,086
17				
18	713	Received - Prepaid		27,853
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				

NOTES AND REMARKS

Schedule 202.-COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing arrangements if operating revenues are \$10 million or more. 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 under an agreement which legally restricts the use of such funds, and which constitute support for short-term borrowing arrangements, should be included in Schedule 203, account 703, Special deposits.
5. Compensating balances under an agreement which legally restricts the use of such funds and which constitute support for long-term borrowing arrangements and are reported in account 717, Insurance and other funds, should also be separately disclosed below.
6. 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).
7. 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.

NONE

Schedule 203.—SPECIAL DEPOSITS

For other than compensating balances, state separately each item of \$250,000 or more reflected in account 703, Special deposits, at the close of the year. Items of less than \$250,000 may be combined in a single entry and described as "Minor items less than \$250,000". For compensating balances, state separately the total amounts held on behalf of respondent and held on behalf of others.

Line No.	Purpose of deposit (a)	Balance at close of year (b)
		\$
	Interest special deposits:	
1		
2		
3	None	
4		
5		
6	Total	
	Dividend special deposits:	
7		
8		
9	None	
10		
11		
12	Total	
	Miscellaneous special deposits:	
13		
14		
15	None	
16		
17		
18	Total	
	Compensating balances legally restricted:	
19	Held on behalf of respondent	
20	Held on behalf of others	None
21	Total	

204. SINKING, CAPITAL, INSURANCE, AND OTHER RESERVE FUNDS

Give the particulars called for with respect to reserve funds included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; and 717, "Insurance and other funds."

Except for deposits held by trustees for proceeds from sale of mortgaged properties, unspent proceeds from sale of equipment obligations, or the value of cars destroyed pledged under equipment financing obligations, which may be reported in total for each category, the designation of the individual fund as carried in the respondent's records should be

entered in Column (b). The entry should indicate the kind of fund, such as sinking, capital, property insurance, pension or relief; the rate of interest, if any; and the date of maturity.

Show the three largest funds in each account, and funds earmarked incentive per diem, regardless of the dollar amount, and all other funds where the amount reportable in Columns (d), (e), (f) or (g) is \$250,000, or more. Each fund amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000"

Line No.	Account No.	Name, kind, and purpose of fund	Name of trustee or depository
	(a)	(b)	(c)
1	715	Sinking Fund-Sou.Ry.Co.-New Orleans	The First National City Bank of
2		and Northeastern RR Co.-Joint 3-3/4% New York	
3		Bonds	
4		Sinking Fund-1st&Gen.Mtge.4-5/8%Bonds	Chase Manhattan Bank
5		Total 715	
6			
7	716	Proceeds from sale of mortgaged	Mfrs.Hanover Tr.Co.,Trustee,Sou.Ry.
8		properties	Co. First Consol. Mtge.
9		Equipment Trust #1 of 1973	Manufacturers Hanover Trust Co.
10		Equipment Trust #3 of 1973	Morgan Guaranty Trust Co. of N. Y.
11		Equipment Trust #3 of 1975	First National City Bank of N.Y.
12		Equipment Trust #4 of 1975	Manufacturers Hanover Trust Co.
13		Equipment Trust #2 of 1976	Morgan Guaranty Trust Co. of N. Y.
14		Equipment Trust #3 of 1976	Citibank, N.A.
15		Equipment Trust #4 of 1976	Manufacturers Hanover Trust Co.
16		Equipment Trust #1 of 1976	Morgan Guaranty Trust Co. of N. Y.
17		Equipment Trust #5 of 1976	Morgan Guaranty Trust Co. of N. Y.
18		CSA 5/15/76	United States Trust Co.
19		Incentive Per Diem	
20		Other Items, Each Less than \$250,000	
21			
22			
23			
24			Total 716
25			
26			
27			
28			
29			
30			
31	717	Insurance	Barclays Bank D.C.O.
32		To guarantee payment of rental and	Wachovia Bank & Trust Company
33		maintenance of road-North Carolina	
34		Railroad Lease Agreement	
35		Deposit for Passing Track, DePauw, Ind.	Clerk, Harrison County-Corydon, Ind.
36		Other items, each less than \$250,000	
37			Total 717
38			
39			
40			
41			Total

¹Includes income of \$ 5 earned on earmarked incentive per diem funds.

204. SINKING, CAPITAL, INSURANCE, AND OTHER RESERVE FUNDS—Concluded

Insert totals separately for each account. Such totals of columns (g) and (i) should be the same as those stated in short columns (a₁) and (a₂), respectively, in the comparative general balance sheet statement. Entries in column (g) should be the sums of corresponding entries in columns (d) and (e), less those shown in column (f), and the sum of entries in columns (h), (i), and (j) should equal those in column (g).

All conversions of cash into securities, or vice versa, shall be treated as withdrawals from the fund in column (f) and as additions to the fund in

column (e).

Funds representing net credit balances of earmarked incentive per diem should be reported separately for each year. The amount of income earned on these funds should be reported in footnote to this schedule.¹ Wholly owned Canadian subsidiary lines should subdivide the earmarked funds between monies received from Canadian parent companies as a result of incentive charges and the carrier's own credit balances.

(Dollars in thousands)

Balance at begin- ning of year— Book value (d)	Additions during the year—Book value (e)	Withdrawals during the year—Book value (f)	Balance at close of year—Book value (g)	Assets in Funds at Close of Year			Line No.
				Cash (h)	Book value		
					Securities issued or assumed by respondent (i)	Other securities and invested assets (j)	
\$							
10	8		18	18			1
							2
6	1		7	7			3
16	9		25	25			4
							5
213	2,350	2,083	489	8		481	6
							7
2		2					8
3		3					9
2,713	20	2,713	20	1		19	10
6,804	40	6,844					11
	6,532	6,532					12
	4,239	4,198	41			41	13
	7,771	7,771					14
	17,400	17,400					15
	14,497		14,497			14,497	16
	2,600	2,564	36	1		35	17
105	5	110					18
957	782	240	1,499	149		1,350	19
							20
							21
							22
10,797	56,245	50,460	16,582	159		16,423	23
							24
							25
							26
							27
							28
							29
792	16		808	808			30
305			305			305	31
							32
							33
22	1		23	23			34
39			39	39			35
1,158	17		1,175	870		305	36
							37
							38
							39
11,971	56,271	50,460	17,782	1,054		16,728	40
							41

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 205 AND 206

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

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

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

(A) Stocks:

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

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

(C) Other secured obligations:

(D) Unsecured notes:

(E) Investment advances:

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

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

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

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

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

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

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

10. Show dollars in thousands.

NOTES AND REMARKS

205. INVESTMENTS IN AFFILIATED COMPANIES

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	721	AI	VII	The Ala.Grt.Sou.RR Co. Pfd. F)	% \$	1,924	\$ 7,266
2				The Ala.Grt.Sou.RR Co. Ord. F)	100.00	5,242	14,652
3				Algiers, Winslow & Western Ry. Com.	50.00		646
4				The A.&C.A.L. Ry. Co. Com.	100.00	4,191	51
5				Atlantic & E. Caro. Ry. Co. Com.	100.00		525
6				Augusta & Summery RR Co. Com.	25.00		18
7				Birmingham Terminal Co. Com.	33.33		1
8				Blue Ridge Railway Co. Com.	100.00		15
9				Camp Lejeune Railroad Co. Com.	100.00		25
10				Cent. of Georgia RR Co. Com.	100.00		34,563
11				Cent. Tr. Ry. & Stge. Co. Com.	50.00		19
12				Chattanooga Station Co. Cap. N	33.33		
13				The C.N.O.&T.P. Ry. Co. Com.	100.00		53,563
14				Danville & Western Ry. Co. Com. N	100.00		
15				Elberton Southern Ry. Co. Com. H	100.00		50
16				Fruit Growers Express Co. Com.	6.62		436
17				The Ga. Mid. Ry. Co. Com. N	100.00		
18				The Ga. Nor. Ry. Co. Com.	100.00		2,811
19				Ga. Sou. & Fla. Ry. Co. 2nd Pfd.	100.00	101	
20				Ga. Sou. & Fla. Ry. Co. Com. C N	100.00		
21				HPRA&S RR Co. Com. F N	85.73		
22				Interstate Railroad Co. Cap.	100.00		14,850
23				Jacksonville Term. Co. Com.	12.50		54
24				Ky. & Ind. Term. RR Co. Com.	33.33		25
25				Knox & Ohio Com. F N	100.00		
26				Memphis Union Station Com. N	100.00		
27				Mobile & Bghm. RR Co. Pfd. F)	M	17	
28				Mobile & Bghm. RR Co. Com. F)	51.1)	45	
29				No. & Por. Belt L RR Co. Com.	12.50		8
30				Norfolk Southern Ry. Co. Com.	100.00		19,566
31				The N. Caro. Mid. RR Co. Cap. F	97.20		52
32				No. Charleston Term. Co. Cap.	33.33		35
33				Ore Belt RR Co. Com. F N	100.00		
34				R.F.&P. RR Co. Div. Oblig.			3,029
35				Sou. Ry. - Carolina Div. Com. C	100.00	4,935	
36				State University RR Co. Com. N	54.2		
37				St. Johns River Term. Co. Com.	100.00		30
38				Tenn. Ala. & Ga. Ry. Co. Com.	100.00		5,679
39				Tenn. Railway Co. Com.	100.00		750
40				Term. RR Asso. of St. L. Com. N	6.25		
41				Transylvania RR Co. Com.	97.16		67
42				Va. Mid. Ry. Co. Com. F N	100.00		
43				Va. & Southwestern Ry. Co. Com.	100.00		4,000
44				Yadkin Railroad Co. Com. F	74.40	1	
45				Total AI		16,456	162,786

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

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

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

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$ 9,190	\$	\$	\$	%	\$ 1,623	✓
	19,894					3,758	1
	646	214					2
	4,242	10					3
	525						4
	18					8	5
	1						6
	15					50	7
	25						8
	34,563		20	20			9
	19					1	10
	53,563					9,419	11
	50						12
	436					75	13
	2,811						14
	101					268	15
						904	16
	14,850					640	17
	54						18
	25						19
	17						20
	45						21
	8						22
	19,566						23
	52					27	24
	35					2	25
	3,029					325	26
	4,935						27
	30						28
	5,679						29
	750						30
	67						31
	4,000					100	32
	1						33
	179,242	224	20	20		17,200	34
							35
							36
							37
							38
							39
							40
							41
							42
							43
							44
							45
							46

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
47	721	A 2	VII	Chattanooga Term. Ry. Co. Cap.	100.00	\$	\$ 45
48				Memphis & Chas. RR Co. N Com. F	100.00		
49				Memphis & Chas. RR Co. N Com. M2	100.00		
50				Sou. Reg. Coal Trans., Inc. Cap.	100.00		1
51				Total A2			46
52							
53	721	A 3	VI	Arrowood-Sou. Exec. Park, Inc. Cap.	100.00		1
54				Charlotte-Southern Corp. Com	100.00		1
55				Citico Realty Co. Cap.	49.50	3	2
56				Lenoir Car Works Cap.	100.00		1,464
57				The National Investment Co. Com.	100.00		500
58				Richmond-Washington Co. Com.	16.67		445
59				Sou. Reg. Ind. Realty, Inc. Com.	100.00		440
60				Sou. Reg. Inv. Co. Cap.	100.00		5,059
61				Terminal Properties, Inc. Com.	50.00		1
62			VII	Trailer Train Co. Cap.	2.44		133
63			VIII	Sou. Reg. Dist. Services, Inc. Com.	100.00		945
64							
65			X	Atlanta Terminal Co. Com.	66.67		1,281
66				Macon Terminal Co. Cap.	33.33		2
67				The Pullman Co. Com.	3.06		133
68				Sou. Rail Term of Ala., Inc. Cap.	100.00		1
69				Sou. Reg. Materials Supply, Inc. Com.	100.00		1
70				Total A3		3	10,409
71				Total 721-A		16,459	173,241
72	721	B 1	VII	Cent. Trans. Ry. & Stge. Co. 1st			
73				Mtg. Gold Extd. 5% J-1-1-1959	J&J-1		10
74				Danville & Western Ry. Co.			
75				1st Mtge. 5% F-12-31-2000	J&J-1	44	
76				Elberton Southern Ry. Co.			
77				1st Mtge. 5% F-1-1-1959	J&J-1	150	
78				H.P.R.A. & S. RR Co.			
79				1st Mtge. 5% F-12-31-2000	J&J-1	21	
80				Kentucky & Indiana Term. RR Co.			
81				1st Mtge. 4-7/8% 3-1-1986	M&S-1		100
82				Macon Terminal Company			
83				1st Mtge. 5% 7-1-1965	J&J-1		435
84				Mobile & Birmingham RR Co.			
85				1st Mtge. 4% F-3-1-1998	M&S-1	1,192	
86				Mobile & Birmingham RR Co.			
87				Prior Lien 5% F-3-1-1998	M&S-1	596	
88				The No. Caro. Mid RR Co.			
89				1st Mtge. 6% F B-7-1-1931	J&J-1	348	
90				Sou. Ry. Co. in Miss.			
91				1st Mtge. 5% F-7-1-1995	J&J-1	50	
92				St. Johns River Term. Co.			
93				1st Mtge. 4% 7-1-1952	J&J-1		
94				Pennsylvania RR Co. B-1-1-1956	J&J-1		196
95				Virginia & Southwestern Ry. Co.			
96				4-1/4% Gen. Mtge. Bonds 3-15-1983	M&S-15		
97				Yadkin Railroad Co.			
98				1st Mtge. 5% F-12-31-2000	J&J-1	51	
99				Total B1		2,452	741

See Pages 66A & 66B for References

205. INVESTMENTS IN AFFILIATED COMPANIES— Continued

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$ 45	\$	\$	\$	%	\$ 2	47
							48
	1						49
	46					2	50
							51
	1						52
	1					300	53
	5						54
	1,464						55
	500						56
	445					122	57
	440						58
	5,059					2,000	59
	1						60
	133						61
	945						62
							63
	1,281						64
	2						65
	133						66
	1						67
	1						68
	10,412					2,422	69
	189,700	224	20	20		22,763 19,624	70
							71
	10				5	1	72
							73
X	44				5	50	74
							75
X	150				5	13	76
							77
X	21				5	19	78
							79
	100	22	33	33	4,875	7	80
							81
	435				5		82
							83
	1,192				4	48	84
							85
	596				5	30	86
							87
X	348				6	48	88
							89
X	50				5	10	90
							91
			386	386	4	10	92
	136				5	10	93
							94
		20	201	201	4.25	3	95
							96
	51				5	30	97
	3,193	223	620	620		279	98
							99

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
47	721	B 2	VII	Memphis & Chas. Ry. Co.	% \$	\$	
48				1st Mtge. 6% M2 4-1-1998	A&O-1	700	
49				Total 721-B		3,152	741
50							
51	721	D 1	VII	Augusta & Summerville			
52				RR Co. Note Demand	N.S.		
53				Dan. & West. Ry. Co.			
54				Ctf. of Ind. Demand N	Oct. 1		
55				H.P.R.A.&S. RR Co.			
56				Ctf. of Ind. 5% 7-1-1904 N	J&J-1		
57				H.P.R.A.&S. RR Co.			
58				Ctf. of Ind. 5% Demand N	J&J-1		
59				H.P.R.A.&S. RR Co.			
60				Ctfs. of Ind. 5% Demand N	Demand		
61				H.P.R.A.&S. RR Co.			
62				Ctfs. of Ind. 5% Demand N	A&O-1		
63				Sou. Ry.-Carolina Div.			
64				Ctfs. of Ind. 4% 7-1-1952 N	J&J-1		
65				Sou. Ry.-Carolina Div.			
66				Notes 5% Demand N	Demand		
67				Yadkin Railroad Co.			
68				Ctf. of Ind. 5% 7-1-1904 N	J&J-1		
69				Yadkin Railroad Co.			
70				Ctfs. of Ind. 5% Demand N	J&J-1		
71				Yadkin Railroad Co.			
72				Ctfs. of Ind. 5% Demand N	Demand		
73				Total D1			
74							
75	721	D 3	VI	Sou. Reg. Ind.Realty, Inc.			
76				Ctfs. of Ind. Demand	No Int.		123
77			VII	Trailer Train Co.			
78				Notes 6-1/2% 1-1-1997	J&D-15		292
79				Trailer Train Co.			
80				Notes 7-1/2% 1-1-1999	J&D-15		289
81			VIII	Sou.Reg.Dist Services, Inc.			3,477
82				Total D3			4,181
83				Total 721-D			4,181
84							
85	721	E 1	VII	The Atlanta & Char.Air L. Ry. Co.			4,699
86				Birmingham Terminal Co.			1
87				Birmingham Terminal Co.			517
88				Central Transfer Ry. & Stge. Co.			7
89				The Georgia Northern Ry. Co.			7,314
90				Ga. Sou. & Fla. Ry. Co.			804
91				Jacksonville Terminal Co.			225
92				Kentucky & Indiana Term. RR Co.			960
93				Kentucky & Indiana Term. RR Co.			72
94				Memphis Union Station			
95				Nor. & Ports. Belt Line RR Co.			125
96				North Charleston Terminal Co.			95
97				Southern Ry.-Carolina Division			3,228
98				Total E1			18,047
99							

205. INVESTMENTS IN AFFILIATED COMPANIES— Continued

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
	700				6		47
	3,893	223	620	620		279	48
							49
			3	3			50
							51
						E 48	52
						10	53
						8	54
						1	55
						4	56
							57
							58
							59
							60
							61
							62
							63
							64
						38	65
						26	66
						32	67
						4	68
			3	3		171	69
							70
	123						71
	292				6.5	19	72
	289				7.5	22	73
	3,477		40	40	VAR	141	74
	4,181		43	43		182	75
	4,181		43	43		353	76
	4,699	66	2	2	3.75	66	77
	1						78
	517						79
	7						80
	7,314						81
	804				VAR	120	82
	225				3	7	83
	960	73					84
	72				3	3	85
			170	170			86
	125				3	4	87
	95				3	3	88
	3,228						89
	18,047	139	172	172		203	90
							91
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205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
47	721	E 3	VI	Arrowood-Southern Company	% \$	\$	25
48				Arrowood Sou. Exec. Park, Inc.			219
49				Citico Realty Co.			1,508
50				The National Investment Co.			3,118
51				The National Investment Co.			5,709
52				Sou. Reg. Ind. Realty, Inc.			25,881
53				Southern Rail Terminals, Inc.			4,471
54				Terminal Properties, Inc.			2,734
55				Total E3			43,665
56				Total 721-E			61,712
57							
58				Grand Total 721		19,611	239,875
59							
60							
61							
62							
63							
64							
65							
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205. INVESTMENTS IN AFFILIATED COMPANIES—Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
	25						47
	219					16	48
	1,508						49
	3,118						50
	5,709	97	40	40			51
	25,881		350	350			52
	4,471						53
	2,734	2,734					54
	43,665	2,831	390	390		16	55
	61,712	2,970	562	562		219	56
							57
	259,486	3,417	1,245	1,245		13.14 20,475	58
							59
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206. OTHER INVESTMENTS

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
1	722	A 1	VII	Florida East Coast Ry. Co. Com.	\$	\$
2				St. Louis - San Francisco Ry. Co. Com.		35
3				Total A1		70
4						
5	722	A 3	X	Atlanta Athletic Club		1
6				Court House Country Club		1
7				Fox Den Country Club		1
8				Country Club of Bristol		1
9				Glen Echo Country Club		1
10				Greenville Country Club		2
11				Pendants Club of Louisville		1
12				Total A3		8
13				Total 722-A		78
14						
15	722	B 1	VII	Florida East Coast Ry. Co. 1st Mtge.		
16				5% Bonds, due January 1, 2011		56
17				The Corinth & Counce RR Co. 1st		
18				Mtge. 5-5/8% Bonds due		
19				January 1, 1982		67
20				Total B1		123
21						
22	722	B 3	X	Sedgefield Country Club -Bonds		1
23				Total 722-B		124
24						
25	722	D 3	VI	Bendale Townhouse Development		9
26			VII	Yale Express System, Inc. Note A		
27			IV	U. S. Plywood - Champion Paper, Inc.		4
28			X	Station House, Inc.		183
29				Total 722-D		196
30						
31	722	E 3	VII	Sheriff, Inc.		5
32				Total 722-E		5
33						
34				Grand Total 722		403
35						
36						
37						
38				A - Book value less than \$1,000		
39						
40						
41						
42						
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44						
45						
46						

206. OTHER INVESTMENTS—Continued

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

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

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

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

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)				%	\$	
\$	\$	\$	\$	\$			
	35						1
	35					3	2
	70					3	3
							4
	1						5
	1						6
	1						7
	1						8
	1						9
	2						10
	1	1					11
	8	1					12
	78	1				3	13
							14
	56				5	3	15
							16
	67		17	17	5.625	5	17
	123		17	17		8	18
	1						19
	124		17	17		8	20
							21
	9	9					22
							23
	4		1	1			24
	183	183					25
	196	192	1	1			26
							27
	5						28
	5						29
							30
	403	193	18	18		11	31
							32
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206. OTHER INVESTMENTS—Continued

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$	\$	\$	%	\$	47
							48
							49
							50
							51
							52
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207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments in Affiliated Companies, which qualify for the equity method under instruction 6-2 in the Uniform System of Accounts for Railroad Companies.

2. Enter in column (c) the amount necessary to retroactively adjust those investments qualifying for the equity method of

accounting in accordance with instruction 6-2 (b)(11) of the Uniform System of Accounts for Railroad Companies.

3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.

4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date

of acquisition. See instruction 6-2 (b)(4).

5. The total of column (g) must agree with column (i), line 21, schedule 200.

6. For definitions of "carrier" and "noncarrier," see general instructions 6 and 7 on page 27.

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held. (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
	Carriers: (List specifics for each company)						
1	The Alabama Grt. Sou. R.R. Co. ✓	\$ 60,932	\$	\$ 951	\$	\$	\$ 61,883
2	Algiers Winslow & Western Ry.	(531)	3	53			(475)
3	The A.C.A.L. Ry. Co.	(743)		143			(600)
4	Atlantic & E. Caro. Ry. Co. Pfd. & Common	27		(3)			24
5	Augusta & Summerville R.R. Co.	6					6
6	Birmingham Terminal Co.	228		(5)			223
7	Blue Ridge Railway Co.	(20)		(26)			(46)
8	Camp Lejeune R.R. Co.	83,903		9,348			93,251
9	Central of Georgia R.R. Co. ✓	6					6
10	Cent. Transfer Ry. & Storage Co.	(12)		(17)			(29)
11	Chattanooga Station Co.	22		2			24
12	Chattanooga Terminal Ry. Co.	38,097		4,031			42,128
13	The C.N.O. & L.P. Ry. Co. ✓	1,558		208			1,766
14	Genoville & Western Ry. Co.	392		20			412
15	Elberton Southern Ry. Co.	996		13			1,009
16	Georgia Midland Ry. Co.	(2,999)		255			(2,744)
17	Georgia Northern Ry. Co.	19,113		1,796			20,909
18	Georgia Sou. & Florida Ry. Co. ✓	(1,134)		39			(1,095)
19	H.P.R.A. & S.R.R. Co.	(5,894)		100			(5,794)
20	Interstate R.R. Co.	26					26
21	Jacksonville Terminal Co.	120		11			131
22	Kentucky & Indiana Terminal R.R. Co.	(45)		(4)			(49)
23	Macon Terminal Co.	(2,840)		(54)			(2,894)
24	Memphis & Charleston Ry. Co.	(78)				78	
25	Memphis Union Station Co.	897		23			920
26	Mobile & Birmingham R.R. Co.	319		58			377
27	Norfolk & Portsmouth-Belt Line R.R. Co.	8,196		2,106			10,302
28	Norfolk Southern Ry. Co. ✓						

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

Undistributed Earnings From Certain Investments in Affiliated Companies

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
	Carriers: (List specifics for each company).						
29	North Carolina Midland R.R. Co.	\$ 861	\$	\$	\$	\$	\$ 861
30	North Charleston Term. Co.	1					1
31	Sou. Ry. Carolina Division	2,611		264			2,875
32	St. John's River Terminal Co.	2,209		341			2,550
33	State University R.R. Co.	117		21			138
34	Tenn. Ala. & Ga. Ry. Co.	(3,147)		(98)			(3,245)
35	Tennessee Railway Co.	(61)		(65)			(126)
36	Transylvania R.R. Co.	512		28			540
37	Virginia & Southwestern Ry. Co.	(1,465)		(101)			(1,566)
38	Yadkin R.R. Co.	(505)		98			(407)
39							
40							
41							
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43							
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56							
57							
58							
59	Total	201,675	3	19,536		78	221,292
60	Noncarriers: (Show totals only for each column)	13,531		(902)			12,629
61	Total (lines 59 and 60)	215,206	3	18,634		78	233,921

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

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

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

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1	A1	Southern Railway Company *Pfd.	\$ 1,103	\$ 201
2		Southern Railway Company *Com.	1,196	
3		Mobile & Birmingham R. Co. Pfd.	232	109
4		Mobile & Ohio Stock Trust Certificates	36	76
5		North Carolina Railroad Co. Cap.	72	1
6	A3	Arrowood-Southern Company Com.	100	
7		Southern Rail Terminals, Inc. Com.	5	
8	B1	Central of Ga. RR Co. Gen. Mtge. 4% Bonds	52	
9		The Ga. Midland RR Co. 1st Mtge. 3% Bonds	1,471	
10		Southern Ry. Co. 1st Cons. Mtge. 5% Bonds	5	
11		Sou. Ry. Co. 1st Mtge. Coll. Trust 4-1/2% Bonds	35	
12		Sou. Ry. Co. 1st & Gen. Mtge. 4-5/8% Bonds	11	
13	E3	Arrowood-Southern Company	4,974	
14		Southern Region Industrial Realty, Inc.	12,088	
15	A1	Southern Railway Company Com.	5,059	
16				
17				
18				
19				
20				
21				
22				
23				
24				
25		* 4,290 shares of Southern Railway Preferred Stock and 800 shares of Southern Railway Common Stock certificates held in escrow by The National Investment Company pending presentation of outstanding trust receipts issued by J. P. Morgan & Co., Inc., (now Morgan Guaranty Trust Company of New York). There are also 392 shares of Southern Common stock held in escrow by National Investment Company pending presentation of former shares of The Alabama Great Southern Railroad Company.		
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209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES—Continued

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

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

(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Names of subsidiaries in connection with things owned or controlled through them (g)	Line No.
Book value (e)	Selling price (f)		
\$	\$		
		The National Investment Company	1
		"	2
		"	3
40	40	"	4
		"	5
		"	6
60	60	"	7
		"	8
		"	9
		"	10
		"	11
		"	12
		"	13
		"	14
		Southern Region Investment Company	15
			16
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SOUTHERN RAILWAY COMPANY

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

Line No.	Account (a)	(Dollars in thousands) (b)	Balance at beginning of year (c)	Expenditures during the year for original road and equipment, and road extensions (d)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (e)
1	(1) Engineering	\$ 13,424	\$	\$	
2	(2) Land for transportation purposes	12,435			
3	(2 1/2) Other right-of-way expenditures	1,526			
4	(3) Grading	106,570			
5	(5) Tunnels and subways	5,553			
6	(6) Bridges, trestles, and culverts	66,596			
7	(7) Elevated structures				
8	(8) Ties	19,370			
9	(9) Rails	56,678			
10	(10) Other track material	48,070			
11	(11) Ballast	24,118			
12	(12) Track laying and surfacing	27,639			
13	(13) Fences, snowsheds, and signs	1,261			
14	(16) Station and office buildings	37,966			
15	(17) Roadway buildings	3,479			
16	(18) Water stations	249			
17	(19) Fuel stations	1,091			
18	(20) Shops and enginehouses	14,758			
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	48			
22	(24) Coal and ore wharves				
23	(25) TUPC/COFC terminals	3,448			
24	(26) Communication systems	6,589			
25	(27) Signals and interlockers	41,371			
26	(29) Power plants	215			
27	(31) Power-transmission systems	1,678			
28	(33) Miscellaneous structures	1,024			
29	(37) Roadway machines	21,354			
30	(38) Roadway small tools	270			
31	(39) Public improvements—Construction	8,475			
32	(43) Other expenditures—Road	5			
33	(44) Shop machinery	10,371			
34	(45) Power-plant machinery	788			
35	Other (specify and explain)				
36	Total expenditures for road	536,419			
37	(52) Locomotives	161,907			
38	(53) Freight-train cars	560,599			
39	(54) Passenger-train cars	12,976			
40	(55) Highway revenue equipment	20,942			
41	(56) Floating equipment				
42	(57) Work equipment	25,145			
43	(58) Miscellaneous equipment	10,427			
44	Total expenditures for equipment	791,997			
45	(71) Organization expenses	604			
46	(76) Interest during construction	16,825			
47	(77) Other expenditures—General	2,351			
48	Total general expenditures	19,781			
49	Total	1,348,197			
50	(80) Other elements of investment (p. 33)	69,427			
51	(90) Construction work in progress	8,058			
52	Grand Total	1,425,682			

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

EXPENDITURES FOR ADDITIONS AND BETTERMENTS DURING THE YEAR		CREDITS FOR PROPERTY RETIRED DURING THE YEAR		Net changes during the year	Balance at close of year	Line No.
Made on owned property (e)	Made on leased property (f)	Owmed property (g)	Leased property (h)	(i)	(j)	
\$ 307	\$ 2	\$ 50	\$ 110	\$ 249	\$ 13,673	1
343		110 109		234	12,669	2
54				54	1,580	3
892	46	128	1	809	107,378	4
69				69	5,622	5
2,328	1,049	219	66	3,592	70,188	6
						7
173	51	47	11	166	19,536	8
1,850	506	32	11	2,313	58,991	9
1,544	428	110	18	1,844	49,914	10
178	18	44	7	145	24,263	11
179	79	56	18	183	27,822	12
(45)				(45)	1,216	13
4,071	120	767	576	3,368	41,334	14
82		12		71	3,550	15
75		12		73	322	16
(28)		32	13	(73)	1,018	17
1,118	702	33	35	1,752	16,510	18
						19
					48	20
						21
605	28			633	4,081	22
166	3	284	80	(196)	6,393	23
663	353	416	41	559	41,929	24
14				14	229	25
3	17	5		15	1,693	26
16	95	3	54	53	1,077	27
1,965		572		1,393	22,748	28
(17)				(17)	253	29
9	9	10	(3)	10	8,485	30
					5	31
473		88		385	10,755	32
(13)		13		(25)	762	33
						34
17,574	3,506	3,033	420	17,627	554,046	35
10,517		5,984		4,533	166,432	36
39,388		6,307		33,080	593,680	37
		918		(918)	12,058	38
		1,708		(1,708)	19,234	39
						40
106		(193)		299	25,444	41
2,162		368		1,795	12,222	42
52,174		15,094		37,080	829,077	43
					604	44
		38	5	(43)	16,782	45
		5	1	(6)	2,345	46
		44	6	(49)	19,731	47
69,747	3,506	18,170	426	54,657	1,402,854	48
		2,376	8	(2,384)	67,043	49
(1,075)	(463)			(1,538)	6,520	50
68,672	3,043	20,546	434	50,735	1,476,417	51
						52

Note: Columns may not add due to rounding.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 211 ON PAGES 38 and 39

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in account No. 731, "Road and Equipment Property," and account No. 732, "Improvements on Leased Property," classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (h), inclusive. Column (j) is the aggregate of columns (b) to (h), inclusive. Grand totals of columns (b) and (j) should equal the sum of accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.

2. In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2--1, "Items to be charged," of the Uniform System of Accounts for Railroad Companies, for such items.

3. In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.

4. In columns (c) and (f), should be included all entries covering expenditures for additions and betterments, as defined, whether replacing other property or not.

5. In column (f) show particulars for improvements made on property held under lease or other form of long-term contract and not charged to the owning company.

6. In columns (g) and (h) should be entered all credits representing property sold, abandoned, or otherwise retired.

7. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included; also the transfer of

prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.

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

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

10. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving termini 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.

11. If an amount of less than \$1,500 is used as the minimum debit or credit for additions and betterments to property investment accounts as provided for in Instruction 2--7, of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

12. Show dollars in thousands.

NOTES AND REMARKS

211A. OTHER ELEMENTS OF INVESTMENT

1. Give particulars and explanation of all entries in account No. 80, "Other elements of investment," during the year.
2. In column (b) show the account number to which the entries in column (c) were credited and the account number to which the entries in

column (d) were charged. If more than one contra account is involved in an item, the amount applicable to each account and total for the item should be shown.
(Dollars in thousands)

Line No.	Item (a)	Contra account number (b)	Charges during the year (c)	Credits during the year (d)
1	Reduce Account 80 by 1/19 and charge		\$	\$
2	Retained Income Unappropriated	798		2,384
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
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26				
27				
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31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				
45				
46				
47				
48				
49				
50				
51				
TOTALS		x x x		2 384
NET CHANGES		x x x		2 384

211B. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

1. Show in columns (b) and (e), for each primary account, the depreciation base used in computing the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used in computing the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 29 and 37 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment, used but not owned, when the rents therefor are included in the rent for equipment accounts Nos. 536 to 540, inclusive. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment accounts Nos. 503 to 507, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to

be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

3. Show in columns (e), (f), and (g), data applicable to property, used but not owned, when the rent therefor is included in account 542.

4. If the depreciation base for accounts 1, 2-1/2, 3, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

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

Line No.	Account (a)	(Dollars in thousands)			OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base			Annual composite rate (percent)			Annual composite rate (percent)		
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)		At beginning of year (e)	At close of year (f)	
	ROAD	\$	\$	%	\$	\$	%			
1	(1) Engineering	11,429	11,291	.75	502	496	.80			
2	(2-1/2) Other right-of-way expenditures									
3	(3) Grading	91,421	91,575	.06	3,633	3,630	.14			
4	(5) Tunnels and subways	5,549	5,618	.45						
5	(6) Bridges, trestles, and culverts	55,720	56,992	1.65	3,391	3,390	2.30			
6	(7) Elevated structures									
7	(13) Fences, snowsheds, and signs	1,113	1,068	3.85	33	34	--			
8	(16) Station and office buildings	38,014	38,070	6.28	799	796	2.14			
9	(17) Roadway buildings	2,954	2,945	2.20	12	10	--			
10	(18) Water stations	226	236	2.80	4	4	--			
11	(19) Fuel stations	937	911	2.35	16	16	--			
12	(20) Shops and enginehouses	12,256	12,441	1.85	15	15	--			
13	(21) Grain elevators									
14	(22) Storage warehouses									
15	(23) Wharves and docks	35	35	--						
16	(24) Coal and ore wharves									
17	(25) TOFC/COFC terminals	2,528	2,564	2.62						
18	(26) Communications systems	6,198	6,035	2.45	126	125				
19	(27) Signals and interlockers	30,277	28,776	3.00	443	441	2.72			
20	(29) Power plants	187	201	1.30						
21	(31) Power transmission systems	1,345	1,342	3.55	47	47	2.12			
22	(35) Miscellaneous structures	635	648	3.80	10	9				
23	(37) Roadway machines	21,354	22,049	7.75						
24	(39) Public improvements—Construction	6,745	6,761	.65	630	630	.32			
25	(44) Shop machinery	10,353	10,686	2.00						
26	(45) Power plant machinery	783	757	2.60	4	4				
27	All other road accounts									
28	Amortization (other than defense projects)	425	425	--						
29	Total road	300,484	301,426	2.30	9,665	9,647	1.23			
	EQUIPMENT									
30	(52) Locomotives	160,729	164,978	4.33						
31	(53) Freight-train cars	558,568	584,847	3.35						
32	(54) Passenger-train cars	12,735	11,817	3.23						
33	(55) Highway revenue equipment	20,942	19,234	7.50	--	None	--			
34	(56) Floating equipment									
35	(57) Work equipment	24,948	23,767	4.50						
36	(58) Miscellaneous equipment	10,427	11,809	8.38						
37	Total equipment	788,349	816,452	3.75						
38	GRAND TOTAL	1,088,833	1,117,878	XX XX	9,665	9,647	XX XX			

See NOTES on Page 48.

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211B-1 DEPRECIATION BASE AND RATES—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

1. Show in column (b) for each primary account, the depreciation base used in computing the depreciation charges for the month of January and in column (c) show the depreciation base used in computing the depreciation charges for the month of December; in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 28 and 36 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, Improvements to Leased Property. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the

composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

3. If the depreciation base for accounts 1, 2-1/2, 3, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

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

Line No.	(Dollars in thousands) Account (a)	Depreciation base		Annual composite rate (percent) (d)
		At beginning of year (b)	At close of year (c)	
		\$	\$	%
	ROAD			
1	(1) Engineering	1,936	1,932	.57
2	(2-1/2) Other right-of-way expenditures			
3	(3) Grading	14,820	14,853	.08
4	(5) Tunnels and subways	3	3	
5	(6) Bridges, trestles, and culverts	10,596	11,261	1.79
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs	138	138	2.63
8	(16) Station and office buildings	2,137	2,210	2.04
9	(17) Roadway buildings	248	250	2.00
10	(18) Water stations	13	13	
11	(19) Fuel stations	132	119	2.52
12	(20) Shops and enginehouses	2,291	2,294	1.87
13	(21) Grain elevators			
14	(22) Storage warehouses			
15	(23) Wharves and docks	13	13	--
16	(24) Coal and ore wharves			
17	(25) TOFC/COFC terminals	920	938	2.56
18	(26) Communications systems	381	304	3.62
19	(27) Signals and interlockers	10,920	11,281	2.93
20	(29) Power plants	28	28	--
21	(31) Power transmission systems	330	331	2.72
22	(35) Miscellaneous structures	384	424	3.77
23	(37) Roadway machines			
24	(39) Public improvements—Construction	1,720	1,729	.58
25	(44) Shop machinery			
26	(45) Power plant machinery	5	5	--
27	All other road accounts			
28	Amortization (other than defense projects)			
29	Total road	47,015	48,126	1.50
	EQUIPMENT			
30	(52) Locomotives			
31	(53) Freight-train cars			
32	(54) Passenger-train cars			
33	(55) Highway revenue equipment		- None -	
34	(56) Floating equipment			
35	(57) Work equipment			
36	(58) Miscellaneous equipment			
37	Total equipment			
38	GRAND TOTAL	47,015	48,126	XXXX

211G. AMORTIZATION OF DEFENSE PROJECTS—ROAD AND EQUIPMENT OWNED AND LEASED FROM OTHERS

1. Show in columns (b) to (e) the amount of base of road and equipment property for which amortization reserve is provided in account No. 736, "Accrued amortization of defense projects—Road and Equipment" of the respondent. If the amortization base is other than the ledger value stated in the investment account, a full explanation should be given.

2. Show in columns (f) to (i) the balance at the close of the

year and all credits and debits during the year in reserve account No. 736, "Accrued amortization of defense projects—Road and Equipment."

3. The information requested for "Road" by columns (b) through (i) may be shown by projects amounting to \$100,000 or more, or by single entries as "Total road" in line 22. If reported by projects, each project should be briefly described, stating

kind, location, and authorization date and number. Projects amounting to less than \$100,000 should be combined in a single entry designated "Minor items, each less than \$100,000."

4. Any amounts included in columns (b) and (f), and in column (h) affecting operating expenses, should be fully explained. (Dollars in thousands)

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2	Minor items - 125								
3	in number - each								
4	less than \$50,000		4		357		4		357
5									
6									
7									
8									
9									
10	Certificate 3781								
11	Diesel loco. Repair								
12	Shop, Alexandria, Va.				97				97
13									
14									
15									
16									
17									
18									
19									
20									
21	TOTAL ROAD		4		454		4		454
	EQUIPMENT:								
22	(52) Locomotives		26		1,152		26		1,152
23	(53) Freight-train cars		210		1,822		210		1,822
24	(54) Passenger-train cars		1		240		1		240
25	(55) Highway revenue equipment								
26	(56) Floating equipment								
27	(57) Work equipment		2		195		2		195
28	(58) Miscellaneous equipment								
29	TOTAL EQUIPMENT		239		3,409		239		3,409
30	GRAND TOTAL		243		3,863		243		3,863

NOTES AND REMARKS

NOTES FOR SCHEDULE 211-B, PAGE 42:

ICC Accounts 1, 3, 5 & 39 include non-depreciable property.
Columns (e) & (f) include roads with no rent included in
Account 542.

211C. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT LEASED TO OTHERS

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in account No. 509.

2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.

3. In column (d) show the composite rates used in computing the depreciation for the month of December and on lines 28 and 36 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used in computing the depreciation for December and dividing the total so computed by the depreciation base.

4. If the depreciation base for accounts 1, 2-1/2, 3, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

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

Line No.	Account (a)	DEPRECIATION BASE		Annual composite rate (percent) (d)
		Beginning of year (b)	Close of year (c)	
	(Dollars in thousands)			
	ROAD	\$	\$	
1	(1) Engineering			
2	(2-1/2) Other right-of-way expenditures			
3	(3) Grading			
4	(5) Tunnels and subways			
5	(6) Bridges, trestles, and culverts			
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs			
8	(16) Station and office buildings			
9	(17) Roadway buildings			
10	(18) Water stations			
11	(19) Fuel stations			
12	(20) Shops and enginehouses	--	None --	
13	(21) Grain elevators			
14	(22) Storage warehouses			
15	(23) Wharves and docks			
16	(24) Coal and ore wharves			
17	(25) TOFC/COFC terminals			
18	(26) Communication systems			
19	(27) Signals and interlockers			
20	(29) Power plants			
21	(31) Power transmission systems			
22	(35) Miscellaneous structures			
23	(37) Roadway machines			
24	(39) Public improvements—Construction			
25	(44) Shop machinery			
26	(45) Power-plant machinery			
27	All other road accounts			
28	Total road			
	EQUIPMENT			
29	(52) Locomotives			
30	(53) Freight-train cars			
31	(54) Passenger-train cars			
32	(55) Highway revenue equipment			
33	(56) Floating equipment	--	None --	
34	(57) Work equipment			
35	(58) Miscellaneous equipment			
36	Total equipment			
37	GRAND TOTAL			X X X X

211D. DEPRECIATION RESERVE—ROAD AND EQUIPMENT OWNED AND USED

1. Give the particulars called for hereunder with respect to credits and debits to account No. 735, "Accrued depreciation—Road and Equipment" during the year relating to road and equipment owned and used. This schedule should not include any entries for depreciation of equipment, used but not owned, when the rents therefor are included in the rent for equipment accounts Nos. 536 to 540, inclusive. It should include entries for depreciation of equipment owned but not used when the rents therefrom are included in the rent for equipment accounts Nos. 503 to 507, inclusive. (See schedule 211F for the reserve relating to road and equipment owned but not used by the respondent.) If any entries are

made for "Other credits" or "Other debits," state the facts occasioning such entries. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

2. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.

3. All credits or debits to the reserve representing amortization other than for defense projects, if a general amortization program has been authorized, should be entered on line 28.

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
		\$	\$	\$	\$	\$	\$
	ROAD						
1	(1) Engineering	773	85		34	4	820
2	(2-1/2) Other right-of-way expenditures						
3	(2) Grading	1,125	55	3	6		1,177
4	(5) Tunnels and subways	426	25				451
5	(6) Bridges, trestles, and culverts	16,826	925		218		17,533
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	1,000	4				1,004
8	(16) Station and office buildings	13,608	2,389		469	11	15,517
9	(17) Roadway buildings	441	65		12		494
10	(18) Water stations	32	6		1		37
11	(19) Fuel stations	154	22	4	32		148
12	(20) Shops and enginehouses	1,804	228		33		1,999
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	35	-				35
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	422	67				489
18	(26) Communication systems	761	146		151		756
19	(27) Signals and interlockers	10,263	893		131	285	10,740
20	(29) Power plants	110	3				113
21	(31) Power-transmission systems	684	48		5		727
22	(35) Miscellaneous structures	303	24		3		324
23	(37) Roadway machines	9,092	1,686		565	2	10,211
24	(39) Public improvements—Construction	528	44		10		562
25	(44) Shop machinery*	780	210		77		913
26	(45) Power-plant machinery*	214	20		13		221
27	All other road accounts						
28	Amortization (other than defense projects)	425	-				425
29	Total road	59,806	6,945	7	1,760	302	64,696
	EQUIPMENT						
30	(52) Locomotives	83,218	6,942		4,948		85,212
31	(53) Freight-train cars	179,330	19,338		4,066	85	194,517
32	(54) Passenger-train cars	11,237	392		841		10,788
33	(55) Highway revenue equipment	13,769	1,517	10	1,174	231	13,891
34	(56) Floating equipment						
35	(57) Work equipment	13,447	1,062	317	110	10	14,706
36	(58) Miscellaneous equipment	3,968	920	2	312		4,578
37	Total equipment	304,969	30,171	329	11,451	326	323,692
38	GRAND TOTAL	364,775	37,116	336	13,211	628	388,388

*Chargeable to account 305.

NOTES: Columns (d) & (f) prior year adjustment on retirements. Account 53, Columns (d) & (f), Account 55, Columns (d) & (f) and Account 57, Columns (d) & (f) represent transfers between freight train cars and work equipment and Highway revenue equipment and work equipment. Account 58, Column (d) and Account 37, Column (f) represents transfers of radios between roadway Account 37 and equipment Acct. 58.

211E. ACCRUED LIABILITY--LEASED PROPERTY

1. Give full particulars called for hereunder with respect to credits and debits to account No. 785, "Accrued liability--Leased property," during the year relating to road and equipment leased from others.

2. Show in column (c) amounts which were charged to operating expenses, and in column (f) show payments made to the lessor in settlement thereof. A full explanation should be given of all entries in columns (d) and (f).

3. Any inconsistency between the credits to the account as shown in column (c) and the charges to operating expenses should be fully explained.

4. Show in column (e) the debits to the account arising from retirements.

5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to account No. 785 are made by the accounting company, show in column (c) the charges to operating expenses and in column (f) show payments made to the lessor in settlement thereof.

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNT During the Year		DEBITS TO ACCOUNT During the year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering	60	4				64
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	147	5			1	151
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	1,615	78	26			1,719
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	25					25
8	(16) Station and office buildings	467	17			1	483
9	(17) Roadway buildings	3		1			4
10	(18) Water stations	3				1	2
11	(19) Fuel stations	7					7
12	(20) Shops and enginehouses	8		1			9
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communication systems	107					107
19	(27) Signals and interlockers	193	12				205
20	(29) Power plants						
21	(31) Power-transmission systems	13	1	1			15
22	(35) Miscellaneous structures	9					9
23	(37) Roadway machines						
24	(39) Public improvements--Construction	30	2	1			33
25	(44) Shop Machinery*						
26	(45) Power-plant machinery*						
27	All other road accounts						
28	Total road	2,687	119	30		3	2,833
	EQUIPMENT						
29	(52) Locomotives						
30	(53) Freight-train cars						
31	(54) Passenger-train cars						
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment						
35	(58) Miscellaneous equipment						
36	Total equipment						
37	GRAND TOTAL	2,687	119	30		3	2,833

*Chargeable to account 305.

NOTES: Columns (d) & (f) prior year and even dollar adjustments.

211E-1 ACCRUED DEPRECIATION RESERVE—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

1. Give full particulars called for hereunder with respect to credits and debits to account 733, "Accrued Depreciation; Improvements on Leased Property" during the year relating to improvements made to road and equipment property leased from others, the depreciation parenthesis or designated "Dr." charges for which are includible in operating expenses of the respondent. This schedule should only include entries for depreciation of road and equipment property includible in account 732, explained.

2. If any entries are made for column (d) "Other credits or column (f) "Other debits" state the facts occasioning such entries. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained.

4. Show in column (e) the debits to the reserve arising from retirements.

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering	194	11		11		194
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	430	13			1	442
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	5,495	202		86	11	5,600
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	70	1				71
8	(16) Station and office buildings	556	45		59		542
9	(17) Roadway buildings	74	5				79
10	(18) Water stations	6					6
11	(19) Fuel stations	66	3		13		56
12	(20) Shops and enginehouses	423	43		35		431
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	13					13
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	83	24	1			108
18	(26) Communication systems	132	11	1	64		80
19	(27) Signals and interlockers	4,604	331	1	41		4,895
20	(29) Power plants	11		1			12
21	(31) Power-transmission systems	212	9				221
22	(35) Miscellaneous structures	267	16		54		229
23	(37) Roadway machines						
24	(39) Public improvements—Construction	155	10	2			167
25	(44) Shop Machinery*						
26	(45) Power-plant machinery*			1			1
27	All other road accounts						
28	Total road	12,791	724	7	363	12	13,147
	EQUIPMENT						
29	(52) Locomotives						
30	(53) Freight-train cars						
31	(54) Passenger-train cars						
32	(55) Highway revenue equipment				-- None --		
33	(56) Floating equipment						
34	(57) Work equipment						
35	(58) Miscellaneous equipment						
36	Total equipment						
37	GRAND TOTAL	12,791	724	7	363	12	13,147

*Chargeable to account 305.

NOTES: Columns (d) & (f) prior year and even dollar adjustment.

211F. DEPRECIATION RESERVE—ROAD AND EQUIPMENT LEASED TO OTHERS

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent, and the rent therefrom is included in account No. 509.

2. Give the particulars called for hereunder with respect to credits and debits to account No. 735, "Accrued depreciation—Road and Equipment," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See schedule 211D for the reserve relating to road and equipment owned and used by the respondent.)

3. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to others (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering						
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings						
9	(17) Roadway buildings						
10	(18) Water stations						
11	(19) Fuel stations						
12	(20) Shops and enginehouses			-- None --			
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communication systems						
19	(27) Signals and interlockers						
20	(29) Power plants						
21	(31) Power-transmission systems						
22	(35) Miscellaneous structures						
23	(37) Roadway machines						
24	(39) Public improvements—Construction						
25	(44) Shop machinery						
26	(45) Power-plant machinery						
27	All other road accounts						
28	Total road						
	EQUIPMENT						
29	(52) Locomotives						
30	(53) Freight-train cars						
31	(54) Passenger-train cars						
32	(55) Highway revenue equipment						
33	(56) Floating equipment			-- None --			
34	(57) Work equipment						
35	(58) Miscellaneous equipment						
36	Total equipment						
37	GRAND TOTAL						

2111. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased, (P); built or rebuilt by contract in outside railroad shops, (C); or built or rebuilt in company or system shops, (S).

2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment, adopted by the Association of American Railroads; and should include physical characteristics requested by Schedule 417: locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit; such as Multiple purpose diesel locomotive A units (B-B), 2500 HP; and cars should be identified as to

special construction or service characteristics such as Aluminum covered hopper cars, LO; Steel boxcars—special service, XAP, etc.; for TOFC/COFC show type of equipment as enumerated in Schedule 417, lines 74-84 and type of construction.

3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.

4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.

5. Data for this schedule should be confined to the units reportable in columns (c), (e), (p), and (r) of schedule 417, showing returns for new units in the upper section of this schedule and showing returns for rebuilt units acquired and rebuilt units rewritten into respondent's property investment account in the lower section. The term "new" as used herein shall refer to and mean a unit or units placed in service for the first time on any railroad.

6. All unequipped box cars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

(Dollars in thousands)

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)
1	2000 HP RS Diesel Electric Locomotives - 0440	21	2 614	\$ 9,746	P
2					
3	70-ton, 50'-6" Box Cars - Special Service	6	198	166	P
4	3600 cu. ft. 100-ton Open Top Hopper Cars-Spec. Serv.	10	370	361	P
5	50'-6" 70-ton Std. Underframe Box Cars	355	11 715	9,829	P
6	3500 cu. ft. 100-ton Open Top Hopper Cars	290	9 615	7,883	P
7	2100 cu. ft. 100-ton Open Top Hopper Cars	175	4 900	4,253	P
8	3300 cu. ft. 100-ton Covered Hopper Cars	175	5 096	4,408	P
9	70-ton, 52'-6" Box Cars - Equipped	115	4 391	4,092	P
10	100-ton, 52'-6" Box Cars - Equipped	60	2 578	2,312	P
11	70-ton, Flat Cars - Special Service	207	6 003	4,787	P
12	Road Cabooses	19	494	759	P
13					
14	Diesel Boosters	2	246	201	P
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25	TOTAL	1 435	xx xx	48,797	xxxx

REBUILT UNITS

1					
2					
3					
4					
5					
6	-- None --				
7					
8					
9					
10					
11					
12					
13					
14	TOTAL		xx xx		xxxx
	GRAND TOTAL	1 435	xx xx	48,797	xxxx

21IN-1 INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE (SEE INSTRUCTION 2)

1. Give particulars, as requested, of the investment in transportation property at the close of the year, as related to "Net railway operating income," of the respondent for the year.

2. The term "Investment in railway property used in transportation service" means the aggregate of property owned, and property not owned but used by the respondent, in transportation service, (a) the investment in which is represented in accounts 731 and 732 of the respondent, including operating, lessor, and inactive railroads, (b) road and equipment property leased to or from others, the rentals of which are included in accounts 509 and 542, (c) equipment owned or leased, the lease-rental from which is included in accounts 503 to 507, inclusive, of the respondent, minus (d) investment in property leased to others the lease-rental from which is included in account 509. It does not include investment of others in equipment used by the respondent, rent for which is included in accounts 536 to 540, inclusive, nor does it include investment of other carriers in property jointly used by the respondent, such as trackage rights, rent for which is included in account 541 of the respondent. In column (a), classify each company in this schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).

3. In columns (a) to (e), inclusive, first show the data requested for the respondent (R); next the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of

the respondent. Show a total for each class of company. Then show, as deductions, data for transportation property leased to carriers and others, rentals from which are included in account 509.

4. In column (c) line-haul carriers should report the miles of road used in line-haul service, and switching and terminal companies should report the miles of all tracks owned.

5. In column (d) show the amount applicable in accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanation should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 33, on the asset side of the comparative general balance sheet of each individual railway should be explained in a footnote. Book value included in accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

6. In column (e) show the amount of depreciation and amortization accrued as of the close of the year in accounts 735, 736, and 785 that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded. (Dollars in thousands)

Line No.	Class (See Ins. 2)	Name of company (b)	Miles of road owned (See Ins. 4) (c)	Investment in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)
1	R	Southern Railway Company	4,153	\$ 1,476,417	\$ 405,398
2					
3	L	Transylvania Railroad Company	32	207	
4	L	The Atlanta & Charlotte Air Line Ry. Co.	255	20,099	
5	L	Elberton Southern Railway Company	50	443	
6	L	The Georgia Midland Railway Company	78	2,550	262
7	L	Memphis and Charleston Railway Company		1,142	264
8	L	Mobile and Birmingham Railroad Company	147	3,378	1,040
9	L	The North Carolina Midland Railroad Co.	54	1,721	159
10	L	Southern Railway-Carolina Division	633	14,166	
11	L	Virginia & Southwestern Railway Co.	99	6,487	
12	L	North Carolina Railroad	219	4,899	1,103
13	L	Lockhart Railroad	14	25	
14	O	Central Transfer and Storage Co.		12	
15	O	Columbus & Greenville Railroad Co.	10	70	1
16	O	Athens Belt Line		8	
17	O	Richmond, Fredericksburg & Potomac RR.		31	1
18	O	Georgia Railroad and Banking Co.		295	3
19	O	Baltimore and Ohio Railroad		4	
20					
21		TOTAL -	5,744	1,531,954	408,231
22					
23		LESS LINES LEASED TO OR OPERATED BY OTHER COMPANIES			
24					
25	R	The Alabama Great Southern RR. Co.	10	254	15
26	R	Norfolk Southern Railway Company	10	456	
27	R	The CNOSTP Railway Company		8	
28	R	Norfolk & Western Railway Company		36	
29	R	Gloss-Sheffield Steel & Iron Co.		9	
30	R	Kentucky and Indiana Terminal RR. Co.		109	
31	R	Ware Shoals Railroad Company	5	101	
32	R	Chesapeake and Ohio Railroad	9	551	
33	R	St. Louis-San Francisco		17	
34	R	Augusta & Summerville Railroad		17	
35	R	Louisville & Nashville Railroad		5	
36					
37		TOTAL -	34	1,563	15
38					
39		TOTAL	5,710	1,530,391	408,216

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

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

2. The amounts for respondent and for each group or class of companies and properties on line 53 herein, should correspond with the amount for respondent and with the aggregate amounts for each class of company and properties shown in schedule 211N-1 on page 50. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.

3. Report on line 35 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain methods of estimating value of property of non-carriers or property of other carriers under "Notes and Remarks," page 48.

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

5. Report dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary) companies (d)	Other leased properties (e)
1	(1) Engineering	\$ 13,630	\$ 1,842	\$	\$ 5
2	(2) Land for transportation purposes	12,548	2,456		269
3	(2 1/2) Other right-of-way expenditures	1,580	6		
4	(3) Grading	107,083	16,156		19
5	(5) Tunnels and subways	5,622	16		
6	(6) Bridges, trestles, and culverts	69,926	10,389		38
7	(7) Elevated structures				
8	(8) Ties	19,443	3,160		13
9	(9) Rails	58,780	9,033		32
10	(10) Other track material	49,811	2,852		12
11	(11) Ballast	24,193	3,595		11
12	(12) Track laying and surfacing	27,749	3,904		13
13	(13) Fences, snowsheds, and signs	1,206	136		
14	(16) Station and office buildings	41,235	1,946		
15	(17) Roadway buildings	3,549	165		1
16	(18) Water stations	322	19		
17	(19) Fuel stations	1,019	86		
18	(20) Shops and enginehouses	16,510	458		
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	48	19		
22	(24) Coal and ore wharves				
23	(25) TOFC/COFC terminals	4,081			
24	(26) Communication systems	6,391	801		
25	(27) Signals and interlockers	41,821	3,309		1
26	(29) Power plants	229	14		
27	(31) Power-transmission systems	1,693	171		
28	(35) Miscellaneous structures	1,072	70		
29	(37) Roadway machines	22,747	1		
30	(38) Roadway small tools	252	2		
31	(39) Public improvements—Construction	8,476	1,739		2
32	(43) Other expenditures—Road	5			
33	(44) Shop machinery	10,755			
34	(45) Power-plant machinery	762	5		
35	Leased property capitalized rentals (explain)				
36	Other (specify & explain)				
37	Total expenditures for road	552,538	62,350		416
38	(52) Locomotives	166,440			
39	(53) Freight-train cars	593,679			
40	(54) Passenger-train cars	12,058			
41	(55) Highway revenue equipment	19,234			
42	(56) Floating equipment				
43	(57) Work equipment	25,444			
44	(58) Miscellaneous equipment	12,222			
45	Total expenditures for equipment	829,077			
46	(71) Organization expenses	604			
47	(76) Interest during construction	16,739	3,448		3
48	(77) Other expenditures—General	2,333	537		1
49	Total general expenditures	19,676	3,985		4
50	Total	1,401,291	66,335		420
51	(80) Other elements of investment	67,043	(11,225)		
52	(90) Construction work in progress	6,520	7		
53	Grand Total	1,474,854	55,117		420

Schedule 212A.—RENTAL EXPENSE OF LESSEE

Changes Approved by GAO
B-180230 (R0415)

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Otherwise, show total rental expense (reduced by rentals from subleases) entering into the determination of results of operations for each period for which an income statement is presented. Rental payments under short-term leases for a month or less which are expected to be renewed need not be included. Contingent rentals, such as those based on usage or sales, shall be reported separately from the basic or minimum rentals.

Line No.	Type of lease (a)	1976 (b)	1975 (c)
	Financing leases:	\$	\$
1	Minimum rentals	5,512	4,717
2	Contingent rentals		
3	Sublease rentals	()	()
4	Total financing leases	5,512	4,717
	Other leases:		
5	Minimum rentals	1,898	2,248
6	Contingent rentals		
7	Sublease rentals	()	()
8	Total other leases	1,898	2,248
9	Total rental expense of lessee	7,410	6,965

NOTE: As used in schedules 212A through 212E, a "financing lease" is defined as a lease which, during the noncancellable lease period, either (a) covers 75% or more of the economic life of the property or (b) has terms which assure the lessor a full recovery of the fair market value (which would normally be represented by his investment) of the property at the inception of the lease plus a reasonable return on the use of the assets invested subject only to limited risk in the realization of the residual interest in the property and the credit risks generally associated with secured loans.

Schedule 212B.—MINIMUM RENTAL COMMITMENTS

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Show the minimum rental commitments under all noncancellable leases, as of the date of the latest balance sheet presented, in the aggregate (with disclosure of the amounts applicable to noncapitalized financing leases) for (a) each of the five succeeding fiscal years; (b) each of the next three five-year periods; and, (c) the remainder as a single amount. The amounts so determined should be reduced by rentals to be received from existing noncancellable subleases (with disclosure of the amounts of such rentals). For purposes of this rule, a noncancellable lease is defined as one that has an initial or remaining term of more than one year and is noncancellable, or is cancellable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

Line No.	Year ended (a)	A			B	
		Financing leases (b)	Other Leases (c)	Total (d)	Sublease rentals*	
					Financing leases (e)	Other leases (f)
1	1976	5,512	1,898	7,410		
2	1977	5,512	3,250	8,762		
3	1978	5,512	3,240	8,752		
4	1979	5,375	3,240	8,615		
5	1980	3,136	2,912	6,048		
6	1981-1985	7,382	9,183	16,565		
7	1986-1990	4,072	2,312	6,384		
8	1991-1995		2,192	2,192		
9	1996 +		6,335	6,335		

* The rental commitments reported in Part A of this schedule have been reduced by these amounts.

Schedule 212C.—LESSEE DISCLOSURE

Complete this schedule only if carrier operating revenues are \$10 million or more.

Relate in general terms: (a) the basis for calculating rental payments if dependent upon factors other than the lapse of time; (b) existence and terms of renewal or purchase options, escalation clauses, etc.; (c) the nature and amount of related guarantees made or obligations assumed; (d) restrictions on paying dividends, incurring additional debt, further leasing, etc.; and, (e) any other information necessary to assess the effect of lease commitments upon the financial position, results of operations, and changes in financial position of the lessee.

Line
No.

(a)

Rental payments are based on lapse of time.

(b)

(c)

(d)

(e)

Schedule 212D.—LEASE COMMITMENTS—PRESENT VALUE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if the present value of the minimum lease commitments are more than five percent of the sum of the long-term debt, stockholders' equity and the present value of the minimum lease commitments, or if the impact on net income (as computed in schedule 212E, Income impact—Lessee) is three percent or more of the average net income for the most recent three years.

Show all noncapitalized financing leases, the present value of the minimum lease commitments in the aggregate and by major categories of properties. Present values shall be computed by discounting net lease payments (after subtracting, if practicable, estimated, or actual amounts, if any, applicable to taxes, insurance, maintenance and other operating expenses) at the interest rate implicit in the terms of each lease at the time of entering into the lease.

Show either the weighted average interest rate (based on present value) and range of rates or specific interest rates for all lease commitments.

Line No.	Asset category (a)	Present value		Range		Weighted average	
		1976 (b)	1975 (c)	1976 (d)	1975 (e)	1976 (f)	1975 (g)
		\$	\$	%	%	%	%
1	Structures—						
2	Revenue equipment—						
3	Shop and garage equipment—						
4	Service cars and equipment—						
5	Noncarrier operating property—	Not Applicable to Respondent					
	Other (Specify):						
6							
7							
8							
9							
10	Total						

Schedule 212E.—INCOME IMPACT—LESSEE

Complete this schedule only if carrier operating revenues are \$10 million or more.

If the impact on net income is less than three percent of the average net income for the most recent three years, a statement to this effect will suffice to complete this schedule. Otherwise, show the impact on net income for each period for which an income statement is presented if all noncapitalized financing leases were capitalized, related assets were amortized on a straight-line basis and interest cost was accrued on the basis of the outstanding lease liability. The amounts of amortization and interest cost shall be separately identified.

In calculating average net income, loss-years should be excluded. If losses were incurred in each of the most recent three years, the average loss shall be used for purposes of this test.

Line No.	Item (a)	1976 (b)	1975 (c)
1	Amortization of lease rights _____	\$	\$
2	Interest _____ <u>Not Applicable to Respondent</u>		
3	Rent expense _____		
4	Income tax expense _____		
5	Impact (reduction) on net income _____		

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY

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

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

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

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

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

Line No.	Item (Kind and location of property, and nature of business, if any) (a)	A. INVESTMENT (ACCOUNT 737)			
		Year of acquisition (b)	Charges during the year (c)	Credits during the year (d)	Balance at close of year (See ins. 3) (e)
1	All other items	Various	\$ 75	\$ 191	\$ 5,314 -
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22	Total	x x x x	75	191	5,314

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY—Continued

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

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

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

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

B. REVENUES, INCOME, EXPENSES AND TAXES CREDITED AND DEBITED TO ACCOUNTS 502, 511, 534, 535 AND 544 DURING THE YEAR

C. DEPRECIATION RESERVE (ACCOUNT 738)

Revenues or income (f)	Expenses (g)	Taxes (h)	Net profit for year after taxes (L loss) (i)	Credits during the year (j)	Debits during the year (k)	Balance at close of year (l)	Base (m)	Rates (n)	Line No.
\$ 154 ✓	\$ 95 ✓	\$ 243	\$ (1184)	\$ 127	\$ 31	\$ 374	\$ 4,106	3.09%	1
									2
									3
									4
									5
									6
									7
									8
									9
									10
									11
									12
									13
									14
									15
									16
									17
									18
									19
									20
154	95	243	(1184)	127	31	374	4,106	xxxxx	21
									22

NOTES AND REMARKS

216. OTHER ASSETS AND DEFERRED CHARGES

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

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

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
			\$
1	741	Uncollected Agency Items	298
2		Order Notify Shipments	121
3		Expected Refund of Federal Income Taxes	56
4		Other items, each less than \$250,000	31
5		Total 741	506
6			
7			
8	743	Freight Claims in Suspense Overcharge	921
9		Freight Claims in Suspense Loss and Damage	552
10		Undistributed Foreign Line L&D Claims	374
11		Supplemental Correction Reports Suspense	775
12		Correction Accounts - Suspense	364
13		Other Items, each less than \$250,000	889
14		Total 743	3,875
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			
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41			
42			
43			
44			
45			

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 218 ON PAGES 56, 57, 58 AND 59

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

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

(1) MORTGAGE BONDS:

- (a) With fixed interest.
- (b) With contingent interest.

(2) COLLATERAL TRUST BONDS:

- (a) With fixed interest.
- (b) With contingent interest.

(3) UNSECURED BONDS (Debentures):

- (a) With fixed interest.
- (b) With contingent interest.

(4) EQUIPMENT OBLIGATIONS:

- (a) Equipment securities (Corporation).
- (b) Equipment securities (Receivers' and Trustees').
- (c) Conditional or deferred payment contracts.

(5) MISCELLANEOUS OBLIGATIONS.

(6) RECEIVERS' AND TRUSTEES' SECURITIES (Other than equipment obligations).

(7) SHORT-TERM NOTES IN DEFAULT.

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

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

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

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

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

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

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

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

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

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

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

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

Show dollars in thousands.

NOTES AND REMARKS

References for Pages 56, 57A and 57C Col. (d) and (e):

- (a) 4-1/4% on 1st install. of \$2,625,000 and 4-1/8% on 2nd install. of \$2,625,000.
- (b) 4-1/4% on 1st install. of \$9,450,000 and 4-1/8% on 2nd install. of \$9,450,000.
- (c) 4-3/8% on 1st install. of \$6,420,000 and 4% on 2nd install. of \$6,420,000.
- (d) 4-1/4% on 1st install. of \$5,280,000 and 4-1/8% on 2nd install. of \$5,250,000.
- (e) 6% on 1st install. of \$7,200,000 and 6-1/2% on 2nd install. of \$7,200,000.
- (f) 4-1/8% on 1st install. of \$5,700,000 and 4-1/4% on 2nd install. of \$5,700,000.
- (g) 5-3/4% on 1/3 of balance and 5-1/2% on 2/3 of balance for 1st 5 installments:
5-1/2% on balance for 6th to 15th installments.
- (h) Prime rate at leading New York banks plus 1/4 of 1%.
- (i) Prime rate at the bank's MCLR through 4/31/74 then plus 1/4 of 1%.
- (j) Quarterly March, December 31st and June, September 30th.
- (k) Quarterly January 31st, April 30th, July and October 31st.

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

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity, other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	(1-a) MORTGAGE BONDS:											
1	1st Consol. Mtge.	10-2-94	7-1-94	5	J&J 1st	No	No	No	Yes	Yes	3	-
2	Memphis Div. 1st Mtge.	3-4-98	7-1-96	5	J&J 1st	No	No	No	No	No	-	-
3	Aiken Br. 1st Mtge.	9-1-98	7-1-98	4	J&J 1st	No	No	No	No	No	-	-
4	Sou. NO&NE Joint Mtge.	11-1-52	11-1-77	3-3/4	M&N 1st	No	No	Yes	No	No	-	-
5	First & Gen. Series A	6-1-63	6-1-88	4-5/8	J&D 1st	No	No	Yes	Yes	Yes	1	4
6	First & Gen. Series B	10-15-76	10-15-2001	8 1/2	A&O 15th							
7	Total (1-a) Mtge. Bonds											
8												
9	(2-a) COLLATERAL TRUST BONDS:											
10	First Mtge. Coll. Trust	8-1-58	8-1-88	4-1/2	F&A 1st	No	Yes	Yes				
11												
12	(5) Unsecured Obligations:											
13	Morgan Guar. Trust Co.	4-3-72	4-1-77	J	JAJO 1st							
14	Total Funded Debt											
15												
16	(4-a) EQUIPMENT OBLIGATIONS:											
17	Equipment Trusts											
18	"VV"	10-15-61	10-15-76	(a)	A&O 15th							
19	"WW"	4-16-62	4-16-77	4	A&O 16th							
20	"YY"	7-2-62	7-2-77	(b)	J&J 2nd							
21	"ZZ"	2-15-63	2-15-78	4	F&A 15th							
22	"AAA"	9-16-63	9-16-78	(c)	M&S 16th							
23	No. 1 of 1964	5-15-64	5-15-79	(d)	M&N 15th							
24	No. 2 of 1964	11-16-64	11-16-79	4-1/8	M&N 16th							
25	No. 1 of 1965	1-15-65	1-15-80	(f)	J&J 15th							
26	No. 2 of 1965	10-15-65	10-15-80	4-3/8	A&O 15th							
27	No. 1 of 1967	1-15-67	1-15-82	5-1/8	J&J 15th							
28	No. 2 of 1967	1-15-67	4-15-82	5-1/8	A&O 15th							
29	No. 3 of 1967	10-15-67	10-15-82	(e)	A&O 15th							
30	No. 1 of 1968	3-1-68	3-1-83	6	M&S 1st							
31	No. 2 of 1968	8-1-68	8-1-83	6	F&A 1st							
32	No. 3 of 1968	11-1-68	11-1-83	6-1/8	M&N 1st							
33	No. 1 of 1969	1-15-69	1-15-84	7	J&J 1st							
34	No. 2 of 1969	4-15-69	4-15-84	7-1/4	A&O 15th							
35	No. 3 of 1969	6-1-69	6-1-84	7-1/2	J&D 1st							
36	No. 4 of 1969	8-15-69	8-15-84	7-3/8	F&A 15th							
37	No. 5 of 1969	10-1-69	10-1-84	7	A&O 1st							
38	No. 1 of 1970	1-1-70	1-1-85	8-1/2	J&J 1st							
39	No. 2 of 1970	3-1-70	3-1-85	8-1/4	M&S 1st							
40	No. 3 of 1970	6-1-70	6-1-85	9	J&D 1st							
41	No. 4 of 1970	7-15-70	7-15-85	9	J&J 15th							
42	No. 5 of 1970	9-1-70	9-1-85	8-3/4	M&S 1st							
43	No. 6 of 1970	9-15-70	9-15-85	9	M&S 15th							
44	No. 1 of 1971	1-15-71	1-15-86	7-1/4	J&J 15th							
45	No. 2 of 1971	3-15-71	3-15-86	7-1/4	M&S 15th							
46	No. 3 of 1971	5-1-71	5-1-86	7-1/2	M&N 1st							
47	No. 4 of 1971	7-1-71	7-1-86	7-3/4	J&J 1st							
48	No. 5 of 1971	9-1-71	9-1-86	7-3/8	M&S 1st							
49												
50												
51	(Continued)											
	Grand Total	x x x	x x x	x x x	x x x							

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 763) (u)	
\$ 114,280	\$ 1,603	\$	\$ 91,997	\$	\$	\$ 91,997			1
6,883	20,680P		6,883	1,500		5,383			2
150			150	1		149			3
15,000			15,000	3,960S			11,040		4
35,000			35,000	9,046S	1,277	24,677			5
65,650			65,650			65,650			6
236,963	22,283		214,680	14,507	1,277	187,856	11,040		7
									8
22,000			22,000	9,680	1,577	10,743			9
									10
4,000			4,000	2,933			1,067		11
262,963	22,283		240,680	27,120	2,854	198,599	12,107		12
									13
									14
									15
									16
5,250			5,250	5,250					17
2,686			2,686	2,596			90		18
18,900			18,900	17,640			1,260		19
4,683			4,683	4,215		156	312		20
12,840			12,840	11,128		856	856		21
10,530			10,530	8,775		1,053	702		22
2,730			2,730	2,184		364	182		23
11,400			11,400	8,740		1,900	760		24
7,020			7,020	5,148		1,404	468		25
5,430			5,430	3,439		1,629	362		26
6,180			6,180	3,914		1,854	412		27
14,400			14,400	8,640		4,800	960		28
8,790			8,790	4,688		3,516	586		29
8,400			8,400	4,480		3,360	560		30
9,480			9,480	5,056		3,792	632		31
6,611			6,611	3,085		3,085	441		32
5,524			5,524	2,578		2,578	368		33
7,282			7,282	3,398		3,398	486		34
1,671			1,671	780		780	111		35
7,842			7,842	3,660		3,659	523		36
5,342			5,342	2,137		2,849	356		37
2,748			2,748	1,099		1,466	183		38
3,305			3,305	1,322		1,763	220		39
5,375			5,375	2,150		2,867	358		40
8,185			8,185	3,274		4,365	546		41
7,055			7,055	2,822		3,763	470		42
5,058			5,058	1,686		3,035	337		43
4,570			4,570	1,523		2,742	305		44
6,032			6,032	2,011		3,619	402		45
6,506			6,506	2,168		3,904	434		46
4,583			4,583	1,527		2,750	306		47
									48
									49
									50
									51

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

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")	APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity, other than for sinking fund (g)	Sinking fund		First lien	Junior to first lien
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	(4-a) Continued										
1	No. 1 of 1972	1-15-72	1-15-87	7	J&J 15th						
2	No. 2 of 1972	3-15-72	3-15-87	7-1/8	M&S 15th						
3	No. 3 of 1972	5-15-72	5-15-87	7-1/4	M&N 15th						
4	No. 4 of 1972	7-15-72	7-15-87	7	J&J 15th						
5	No. 5 of 1972	9-15-72	9-15-87	7-1/4	M&S 15th						
6	No. 6 of 1972	11-1-72	11-1-87	7	M&N 1st						
7	No. 1 of 1973	2-1-73	2-1-88	7-1/4	F&A 1st						
8	No. 2 of 1973	4-1-73	4-1-88	7-3/8	A&O 1st						
9	No. 3 of 1973	7-1-73	7-1-88	7-7/8	J&J 1st						
10	No. 4 of 1973	10-15-73	10-15-88	8	A&O 15th						
11	No. 5 of 1973	12-15-73	12-15-88	8	J&D 15th						
12	No. 1 of 1974	2-15-74	2-15-89	7-3/4	F&A 15th						
13	No. 2 of 1974	4-15-74	4-15-89	8-1/4	A&O 15th						
14	No. 3 of 1974	6-15-74	6-15-89	8-7/8	J&D 15th						
15	No. 4 of 1974	10-1-74	10-1-89	9-1/2	A&O 1st						
16	No. 1 of 1975	3-1-75	3-1-90	8	M&S 1st						
17	No. 2 of 1975	7-15-75	7-15-90	8-1/2	J&J 15th						
18	No. 3 of 1975	9-15-75	9-15-90	9	M&S 15th						
19	No. 4 of 1975	11-15-75	11-15-90	8-1/2	M&N 15th						
20	No. 1 of 1976	1-15-76	1-15-91	7-3/4	J&J 15th						
21	No. 2 of 1976	3-15-76	3-15-91	8	M&S 15th						
22	No. 3 of 1976	5-1-76	5-1-91	8-1/4	M&N 1st						
23	No. 4 of 1976	8-1-76	8-1-91	8-1/8	F&A 1st						
24	No. 5 of 1976	11-15-76	11-15-91	7-3/8	M&N 15th						
25	Total (4-a) Equipment Trusts										
26											
27	(4-c) EQUIPMENT OBLIGATIONS:										
28	Conditional Sale Agreements										
29	No. 25	3-1-62	3-1-77	4.7	M&S 1st						
30	39	6-15-66	7-1-81	(g)	J&J 1st						
31	41	1-15-67	1-15-82	6.3	J&J 15th						
32	50	2-1-69	2-1-77	9-3/4	F&A 1st						
33	58	6-1-70	6-1-78	7-1/2	J&D 1st						
34	59	1-1-71	1-15-86	8-1/2	J&J 15th						
35	60	1-15-71	2-1-81	8.6	F&A 1st						
36	61	5-17-71	4-1-78	7-1/2	A&O 1st						
37	62	6-22-71	6-1-83	8-1/2	J&D 1st						
38	63	5-1-72	6-1-80	7-1/2	J&D 1st						
39	64	9-1-72	9-30-80	(h)	(K)						
40	65	5-1-73	7-31-81	(h)	(L)						
41	66	2-1-74	2-1-82	8-1/2	F&A 15th						
42	67	5-15-74	6-1-82	8-3/4	MJSD 1st						
43	68	8-1-74	8-1-82	9	F&A 1st						
44	69	6-3-75	7-1-83	9-1/4	JAJO 1st						
45	70	5-15-76	5-15-91	8-3/4	M&N 15th						
46											
47											
48											
49											
50											
51											
	Grand Total							x x x	x x x	x x x	x x x

218. FUNDED DEBT AND OTHER OBLIGATIONS--Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$ 7,720			\$ 7,720	\$ 2,058		\$ 5,147	\$ 515		1
4,869			4,869	1,298		3,246	325		2
1,317			1,317	351		878	88		3
6,499			6,499	1,733		4,333	433		4
8,883			8,883	2,369		5,922	592		5
8,964			8,964	2,385		5,981	598		6
3,011			3,011	602		2,208	201		7
5,322			5,322	1,064		3,903	355		8
8,928			8,928	1,786		6,547	595		9
11,127			11,127	2,225		8,160	742		10
9,616			9,616	1,923		7,052	641		11
6,161			6,161	822		4,928	471		12
3,585			3,585	478		2,868	239		13
4,485			4,485	598		3,588	299		14
11,736			11,736	1,565		9,389	782		15
4,845			4,845	323		4,199	323		16
8,310			8,310	554		7,202	554		17
9,013			9,013	601		7,811	601		18
9,279			9,279	619		8,042	618		19
17,400			17,400			16,240	1,160		20
6,531			6,531			6,096	435		21
4,239			4,239			3,956	283		22
7,771			7,771			7,253	518		23
14,497			14,497			13,531	966		24
400,516			400,516	151,467		219,787	26,262	(42)	25
									26
									27
2,825			2,825	2,637			188		28
18,000			18,000	13,331		3,735	934		29
13,000			13,000	7,800		4,333	867		30
5,569			5,569	5,221			348		31
758			758	758					32
8,367			8,367	2,789		5,020	558		33
2,830			2,830	1,415		1,132	283		34
12,370			12,370	8,840		2,765	1,765		35
28,023			28,023	11,677		14,011	2,335		36
673			673	337		252	84		37
3,993			3,993	1,997		1,497	499		38
3,000			3,000	1,219		1,406	375		39
3,000			3,000	937		1,688	375		40
2,047			2,047	640		1,151	256		41
2,664			2,664	666		1,665	333		42
2,269			2,269	425		1,560	284		43
2,600			2,600			2,427	173		44
111,988			111,988	60,689		41,642	9,557		45
512,504			512,504	215,156		261,429	35,919		46
									47
									48
									49
775,467	22,283		753,184	242,276	2,854	460,028	48,026		50
									51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
(a)		(v)	(w)	(x)	(y)
	(1-a) MORTGAGE BONDS:	\$	\$	\$	\$
1	1st Consol. Mtge.	4,600		4,640	
2	Memphis Div. 1st Mtge.	269		269	
3	Aiken Branch 1st Mtge.	6		6	
4	Southern-NO&NE Joint Mtge.	415		416	
5	First and General Series A	1,165		1,169	
6	First and General Series B	977		(202)	
7	Total (1-a) Mortgage Bonds	7,432		6,298	
8					
9	(2-a) COLLATERAL TRUST BONDS:				
10	First Mtge. Collateral Trust	500		514	
11					
12	(5) UNSECURED OBLIGATIONS:				
13	Morgan Guaranty Trust Co.	94		94	
14	Total funded debt	8,026		6,906	
15					
16	(4-a) EQUIPMENT OBLIGATIONS				
17	Equipment Trusts				
18	"VV"	8		11	
19	"WW"	7		9	
20	"YY"	66		92	
21	"ZZ"	23		28	
22	"AAA"	88		99	
23	No. 1 of 1964	92		96	
24	No. 2 of 1964	29		30	
25	No. 1 of 1965	121		135	
26	No. 2 of 1965	93		97	
27	No. 1 of 1967	108		116	
28	No. 2 of 1967	128		132	
29	No. 3 of 1967	408		420	
30	No. 1 of 1968	252		264	
31	No. 2 of 1968	255		269	
32	No. 3 of 1968	303		310	
33	No. 1 of 1969	248		262	
34	No. 2 of 1969	221		227	
35	No. 3 of 1969	306		309	
36	No. 4 of 1969	71		74	
37	No. 5 of 1969	320		329	
38	No. 1 of 1970	272		288	
39	No. 2 of 1970	139		144	
40	No. 3 of 1970	187		188	
41	No. 4 of 1970	308		323	
42	No. 5 of 1970	462		477	
43	No. 6 of 1970	411		423	
44	No. 1 of 1971	245		257	
45	No. 2 of 1971	225		232	
46	No. 3 of 1971	312		317	
47	No. 4 of 1971	353		370	
48	No. 5 of 1971	240		248	
49					
50					
51	(Continued)	Grand Total			

218. FUNDED DEBT AND OTHER OBLIGATIONS— Continued

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority	Par value	Net proceeds received for issue (cash or its equivalent)	Expense of issuing securities	AMOUNT REACQUIRED		
				Par value	Purchase price	
(z)	(aa)	(bb)	(cc)	(dd)	(ee)	
	\$	\$	\$	\$	\$	1
						2
						3
				100	97	4
				1,159	814	5
Capital expenditures & corporate purposes	65,650	64,504	1,146			6
8.50 (1)	65,650	64,504	1,146	1,259	911	7
						8
						9
				(2) 728	527	10
						11
						12
	65,650	64,504	1,146	(5) 1,066	1,066	13
				3,053	2,504	14
						15
						16
						17
				350	350	18
				179	179	19
				1,260	1,260	20
				312	312	21
				856	856	22
				702	702	23
				182	182	24
				760	760	25
				468	468	26
				362	362	27
				412	412	28
				960	960	29
				586	586	30
				560	560	31
				632	632	32
				441	441	33
				368	368	34
				486	486	35
				111	111	36
				523	523	37
				356	356	38
				183	183	39
				220	220	40
				358	358	41
				546	546	42
				470	470	43
				337	337	44
				305	305	45
				402	402	46
				433	433	47
				305	305	48
						49
						50
Grand Total						51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
	(4-a) Continued	\$	\$	\$	\$
1	No. 1 of 1972	398		414	
2	No. 2 of 1972	259		266	
3	No. 3 of 1972	72		73	
4	No. 4 of 1972	350		364	
5	No. 5 of 1972	503		515	
6	No. 6 of 1972	499		502	
7	No. 1 of 1973	176		182	
8	No. 2 of 1973	321		327	
9	No. 3 of 1973	586		609	
10	No. 4 of 1973	757		771	
11	No. 5 of 1973	665		667	
12	No. 1 of 1974	418		430	
13	No. 2 of 1974	262		266	
14	No. 3 of 1974	357		358	
15	No. 4 of 1974	1,022		1,041	
16	No. 1 of 1975	366		375	
17	No. 2 of 1975	685		706	
18	No. 3 of 1975	795		811	
19	No. 4 of 1975	782		789	
20	No. 1 of 1976	1,202		584	
21	No. 2 of 1976	375		222	
22	No. 3 of 1976	204		146	
23	No. 4 of 1976	212		(51)	
24	No. 5 of 1976	30		(104)	
25	Total (4-a) Equipment Trusts	17,596		16,839	
26					
27	(4-c) EQUIPMENT OBLIGATIONS:				
28	Conditional Sale Agreements				
29	No. 25	10		13	
30	39	284		308	
31	41	330		355	
32	50	43		76	
33	58	13		15	
34	59	476		498	
35	60	124		134	
36	61	298		331	
37	62	1,472		1,489	
38	63	27		28	
39	64	165		163	
40	65	143		149	
41	66	187		199	
42	67	135		137	
43	68	191		202	
44	69	187		187	
45	70	119		101	
46	Total (4-c) Conditional Sale Agree.	4,204		4,385	
47		21,800		21,224	
48					
49					
50					
51	Grand Total	29,826		28,130	

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority	Par value	Net proceeds received for issue (cash or its equivalent)	Expense of issuing securities	AMOUNT REACQUIRED		
				Par value	Purchase price	
(z)	(aa)	(bb)	(cc)	(dd)	(ee)	
	\$	\$	\$	\$	\$	
				514	514	1
				325	325	2
				88	88	3
				433	433	4
				593	593	5
				599	599	6
				201	201	7
				355	355	8
				595	595	9
				742	742	10
				641	641	11
				412	412	12
				239	239	13
				299	299	14
				782	782	15
				323	323	16
				554	554	17
				601	601	18
				619	619	19
To purchase new equipment	775 17,400	17,286	114			20
To purchase new equipment	8.00 6,531	6,494	37			21
To purchase new equipment	8.25 4,239	4,229	10			22
To purchase new equipment	8.125 7,771	7,765	6			23
To purchase new equipment	7.375 14,497	14,379	118			24
ave. 7.77 (4a)	50,438	50,153	285	23,340	23,340	25
						26
						27
						28
				189	189	29
				933	933	30
				867	867	31
				696	696	32
				284	284	33
				558	558	34
				283	283	35
				1,765	1,765	36
				2,336	2,336	37
				85	85	38
				499	499	39
				375	375	40
				374	374	41
				256	256	42
				333	333	43
				283	283	44
To purchase equipment	2,600	2,590	10			45
8.75 (4a)	2,600	2,590	10	10,116	10,116	46
	53,038	52,743	295	33,456	33,456	47
						48
						49
						50
Grand Total	118,688	117,247	1,441	36,509	35,960	51

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 766, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units covered by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218) (a)	Description of equipment covered (b)	Contract price of equipment acquired (c)	Cash paid on acceptance of equipment (d)
	Equipment Trusts:-			
1	Series "VV"	125 All Door Cush.Underfr.Box Cars)	\$ 6,641	\$ 1,391
2		125 Alum.&Steel Covered Hopper Cars)		
3	" "WW"	6 100-ton Cushion Underframe)	3,360	674
4		Bulkhead Flat Cars)		
5		180 70-ton Cushion Underfr.Box Cars)		
6	" "VV"	50 Auto Parts Box Cars)	23,683	4,783
7		60 Diesel Freight Locos.)		
8		200 Covered Hopper Cars)		
9		48 Bulkhead Chain Equip.Flat Cars)		
10		30 Cushion Underframe Flat Cars)		
11		145 Cushion Underframe Box Cars)		
12	" "ZZ"	102 Covered Hopper Cars)	5,893	1,210
13		185 Cushion Underframe Box Cars)		
14		20 Blkhd.Chain-Equip. Flat Cars)		
15	" "AAA"	45 Diesel Locomotives)	16,074	3,234
16		357 Cush.Underframe Box Cars)		
17	" No. 1 of 1964	800 Steel Hopper Cars)	13,164	2,634
18	" No. 2 of 1964	200 Flat Cars)	3,406	676
19	" No. 1 of 1965	60 GP 35 Diesel Locomotives)	14,237	2,837
20		100 100-ton Cush.Underfr.Box Cars)		
21	" No. 2 of 1965	200 70-ton Cush.Underfr. Box Cars)	8,778	1,758
22		400 50-ton Sgl.Sheathed Box Cars)		
23	" No. 4 of 1971	6 100-ton Steel Tank Cars)		
24		439 100-ton Covered Hopper Cars)	6,811	1,381
25	" No. 2 of 1967	499 100-ton Covered Hopper Cars)	7,758	1,578
26		2 70-ton 60' Box Cars)		
27	" No. 3 of 1967	60 Diesel Locomotives)	18,076	3,676
28	" No. 1 of 1968	200 100-ton Gondola Cars)	11,010	2,220
29		500 70-ton All Steel Cush.Underfr.)		
30		Box Cars)		
31		5 70-ton Bulkhead Flat Cars)		
32	" No. 2 of 1968	500 70-ton Box Cars)	10,514	2,114
33		84 100-ton Auto Parts Box Cars)		
34		50 100-ton Bulkhead Flat Cars)		
35	" No. 3 of 1968	30 Diesel-Electric Locomotives)	11,860	2,380
36		500 70-ton Box Cars)		
37	" No. 1 of 1969	500 70-ton Box Cars)	8,287	1,676
38		100 100-ton Covered Hopper Cars)		
39	" No. 2 of 1969	500 100-ton Hopper Cars)	6,839	1,315
40	" No. 3 of 1969	650 70-ton Box Cars)	9,093	1,811
41	" No. 4 of 1969	8 Diesel Locomotives)	2,094	423
42		29 100-ton Open Top Hopper Cars)		
43	" No. 5 of 1969	47 100-ton 60' Box Cars)	9,826	1,984
44		31 GP 38 Diesel Electric Locos.)		
45		5 U33C Diesel Electric Locos.)		
46		44 100-ton Open Top Hopper Cars)		
47		1 100-ton Well Type Flat Car)		
48		4 116-ton Depressed Ctr.Flat Cars)		
49	" No. 1 of 1970	20 GP38 Diesel Elec. Locos.)	6,737	1,395
50		8 SD45 Diesel Elec. Locos.)		

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS - Continued

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

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

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
	Equipment Trust - Continued		\$	\$
1	Series No. 2 of 1970	180 50' 70-ton Box Cars	3,441	693
2		19 100-ton Open Top Hopper Cars		
3	" No. 3 of 1970	200 70-ton 50'6" Cush. Underframe	4,189	884
4		Box Cars		
5		65 100-ton Open Top Hopper Cars		
6	" No. 4 of 1970	357 70-ton 50'6" Box Cars	6,922	1,547
7		30 100-ton Open Top Hopper Cars		
8	" No. 5 of 1970	500 100-ton Covered Hopper Cars	10,225	2,040
9		125 70-ton 52'6" Gondola Cars		
10		50 100-ton 52'6" CUF Gondola Cars		
11	" No. 6 of 1970	250 100-ton Wood Chip Cars	8,816	1,761
12		36 70-ton 89'4" Std.Ht. Flat Cars		
13		23 70-ton 89'4" Low Deck Flat Cars		
14		240 100-ton Open Top Hopper Cars		
15	" No. 1 of 1971	400 70-ton 50'6" Box Cars	6,336	1,278
16		19 100-ton Covered Hopper Cars		
17	" No. 2 of 1971	300 70-ton 65'6" Gondola Cars	5,726	1,156
18		3 SD-40 Diesel Elec. Locos.		
19		3 100-ton Covered Hopper Cars		
20	" No. 3 of 1971	14 GP-38 Diesel Elec. Locos.	7,623	1,591
21		2 SD-40 Diesel Elec. Locos.		
22		225 100-ton Open Top Hopper Cars		
23		135 100-ton Open Top Hopper Cars	8,229	1,723
24	" No. 4 of 1971	80 100-ton Covered Hopper Cars		
25		20 GP-38 Diesel Elec. Locos.		
26	" No. 5 of 1971	201 100-ton Covered Hopper Cars	5,746	1,163
27		110 70-ton 50'6" Box Cars		
28		50 100-ton Covered Hopper Cars		
29	" No. 1 of 1972	390 70-ton Single Door Box Cars	9,682	1,962
30		120 100-ton Open Top Hopper Cars		
31		5 U33C Diesel Elec. Locos.		
32	" No. 2 of 1972	180 100-ton Open Top Hopper Cars	6,116	1,247
33		100 70-ton Double Door Box Cars		
34		5 SD-40 Diesel Elec. Locos.		
35	" No. 3 of 1972	5 U23B Diesel Elec. Locos.	1,681	364
36		1 GP-38-2 Diesel Elec. Loco.		
37	" No. 4 of 1972	46 100-ton Open Top Hopper Cars	8,131	1,632
38		12 89'4" Vert-A-Pack Flat Cars		
39		27 GP-38 Diesel Elec. Locos.		
40		1 70-ton Bulkhead Pulpwood Car		
41	" No. 5 of 1972	125 100-ton Woodchip Cars	10,738	1,855
42		8 SD-40 Diesel Elec. Locos.		
43		4 GP-38 Diesel Elec. Locos.		
44		100 100-ton 61' Bulkhead Flat Cars		
45		200 70-ton Bulkhead Pulpwood Cars		
46	" No. 6 of 1972	535 70-ton Box Cars	11,228	2,264
47		49 70-ton Bulkhead Pulpwood Cars		
48		18 100-ton 3600 cu.ft. Hopper Cars		
49	" No. 1 of 1973	75 100-ton Box Cars	3,774	763
50		100 70-ton Flat Cars		

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS - Continued

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

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

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
	Equipment Trust - Continued			
1	Series No. 1 of 1973	7 100-ton Open Top Coal Cars	\$	\$
2	" No. 2 of 1973	75 100-ton Box Cars		
3		125 70-ton Box Cars		
4		100 100-ton B/H Flat Cars	6,645	1,323
5	" No. 3 of 1973	17 GP-38-2 Diesels		
6		14 SD-40 Diesels		
7		55 Open Top Coal Cars	11,173	2,245
8	" No. 4 of 1973	20 GP-38-2 Dsl. Electric Locos.		
9		100 100-ton 7526 Cu.Ft. Woodchip Hoppers)		
10		300 100-ton 4000 Cu.Ft. Cov. Hoppers)	14,223	3,096
11	" No. 5 of 1973	235 Ton 50'6" Box Cars		
12		23 GP-38-2 Diesel Electric Locos.		
13		8 100-ton 26,800 Gal. Tank Cars		
14		15 100-ton 86'6" Hi Cube Box Cars	12,045	2,429
15	" No. 1 of 1974	150 70-ton 50'6" Box Cars		
16		135 100-ton 4000 Cu.Ft. Cov. Hopper Cars)		
17		6 U23B Diesel Elec. Locos.		
18		15 100-ton 86'6" Hi Cube Box Cars	7,898	1,737
19	" No. 2 of 1974	125 70-ton 50'6" Dbl. Door Box Cars		
20		7 U23B Diesel Elec. Locos.	4,673	1,088
21	" No. 3 of 1974	10 GP-38-2 Diesel Elec. Locos.		
22		122 70-ton 50'6" Dbl. Door Box Cars		
23		15 70-ton 52'6" Gondola Cars	5,857	1,372
24	" No. 4 of 1974	2 GP-38-2 Diesel Elec. Locos.		
25		200 100-ton 2100 Cu.Ft. Hopper Cars)		
26		15 100-ton 60'9" Auto Parts Box Cars)		
27		60 100-ton 52'6" Cu.Ft. Cov. Gond. Cars)		
28		200 100-ton 7500 Cu.Ft. Woodchip Hoppers)	15,092	3,356
29	" No. 1 of 1975	14 U23B Diesel Elec. Locos.		
30		45 70-ton 52'6" Gondola Cars	6,122	1,277
31	" No. 2 of 1975	300 100-ton 3600 Cu.Ft. Triple Hopper Cars)		
32		70 70-ton 52'6" Gondola Cars	10,462	2,152
33	" No. 3 of 1975	230 70-ton 52'6" Gondola Cars		
34		145 100-ton 3600 Cu.Ft. Hopper Cars)		
35		1 375-ton Heavy Duty Flat Car	11,490	2,477
36	" No. 4 of 1975	150 100-ton 3600 Cu.Ft. Hopper Cars	A 11,659	2,380
37		250 70-ton 50'10" Door Box Cars		
38	" No. 1 of 1976	250 100-ton 3600 Cu.Ft. Hopper Cars)		
39		250 70-ton 50' Box Cars		
40		165 100-ton 2100 Cu.Ft. Hopper Cars)		
41		150 100-ton 3300 Cu.Ft. Cov. Hop. Cars)	22,134	4,734
42	" No. 2 of 1976	40 100-ton 3600 Cu.Ft. Hopper Cars)		
43		175 70-ton 52'6" EOC 16 ft. Door Box Cars)		
44		10 100-ton 2100 Cu.Ft. Agg. Hop. Cars)		
45		15 70-ton Pulpwood Cars	5,240	1,709
46	" No. 3 of 1976	182 70-ton Pulpwood Cars		
47		25 100-ton 3300 Cu.Ft. Cov. Hop. Cars)		
48		20 70-ton 50'10" Door Box Cars	5,380	1,141 A
49	" No. 4 of 1976	21 GP-38-2 2000 HP Locos.	9,831	2,060
50	A - Includes only equipment delivered thru December 31, 1976.			

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS - Concluded

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 765, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units cov-

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

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
	Equipment Trusts - Continued			
1	Series No. 5 of 1976	21 GP-38-2 Locomotives)	\$ 17,048	\$ 2,551 A
2		6 U-23-B Locomotives)		
3				
4				
5	Conditional Sale Agreements:			
6	No. 25 3- 1-62	44 Cushion Underframe Box Cars)	3,535	710
7		60 Alum. & Steel Cov. Hopper Cars)		
8		47 100-ton Tank Cars)		
9		5 70-ton CUF Refrigerator Cars)		
10	39 6-15-66	85 70-ton Cush. Underfr. Box Cars	18,000	
11	41 1-15-67	2000 40'6" Box Cars-Modification	16,476	3,476
12	50 2- 1-69	IBM 360 Computer System	6,961	1,392
13	58 5- 1-70	Burroughs Computer System	947	189
14	59 1- 1-71	100 100-ton Ballast Cars)	8,367	
15		750 50-ton 40'6" Box Cars)		
16	60 1-15-71	500 50-ton 40' Box Cars)	4,094	1,264
17		50 50-ton Cabooses)		
18		18 70-ton Flat Cars)		
19	61 5-18-71	1600 50-ton 40' Gondola Cars)	21,188	8,818
20		2653 50-ton 40'6" Box Cars)		
21		500 50-ton Pulpwood Cars)		
22		142 70-ton Flat Cars)		
23		250 50-ton 41'6" Gondola Cars)		
24		40 70-ton 65' Gondola Cars)		
25	62 6-22-71	4750 50-ton 40'6" Box Cars	41,371	13,348
26	63 5- 1-72	Computer System	841	168
27	64 9- 1-72	500 40' Dry Van Trailers)	3,997	4
28		50 100-ton 2400 Cu. Ft. Ballast Cars)		
29	65 5- 1-73	494 Semi Trailers)	3,075	75
30		50 100-ton Ballast Cars)		
31	66 2- 1-74	50 40' Dry Van Trailers	3,161	161
32	67 5-15-74	IBM 370-158 Computer System	2,177	130
33	68 8- 1-74	370 40' Dry Van Trailers	2,668	4
34	69 6- 3-75	IBM Computer Equipment	2,317	48
35	70 5-15-76	50 100-ton Ballast Cars)	2,600	
36		20 Cabooses)		
37				
38				
39				
40				
41				
42				
43				
44				
45				
46				
47				
48				
49				
50	A - Includes only equipment delivered thru December 1976		644,491	131,987

NOTES AND REMARKS

220. INTEREST ON INCOME BONDS

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

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Name of issue (from schedule 218) (a)	Amount actually outstanding (from schedule 218) (b)	Nominal rate of interest (from schedule 218) (c)	AMOUNT OF INTEREST	
				Maximum amount payable, if earned (d)	Amount actually payable under contingent interest provisions, charged to income for the year (e)
1		\$		\$	\$
2					
3					
4	NONE				
5					
6					
7					
8					
9					
10					

AMOUNT OF INTEREST—Concluded

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

212. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

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

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

Line No.	Name of creditor company (a)	Rate of interest (b)	Balance at beginning of year (c)	Balance at close of year (d)	Interest accrued during year (e)	Interest paid during year (f)
		%	\$	\$	\$	\$
1	CNO&TP Ry. Co.	-0-	10,000	10,000		
2	Georgia Midland Ry. Co.	-0-	2	14		
3	Lenoir Car Works	-0-	551	551		
4	Lenoir Car Works	-0-	750	750		
5	Lenoir Car Works	-0-	123	123		
6	N. C. Midland R.R. Co.	-0-	10	10		
7	Sou. Ry. - Carolina Div.	-0-	58	58		
8	Mobile & Birmingham RR Co.	-0-	66	111		
9						
10	TOTAL		11,560	11,617		

NOTES AND REMARKS

223. ITEMS IN SELECTED CURRENT LIABILITY ACCOUNTS

Give description and particulars for each item or class of items of like description in accounts Nos. 751, "Loans and notes payable"; 759, "Accrued accounts payable"; and 763, "Other current liabilities," at the close of the year. Show character of loans and notes, with name of creditor (or class of creditors), dates of issue and maturity, and appropriate description for each class of accrued accounts payable and for the other current liabilities. Show (1) all items (or the aggregate of a class of items of like description) amounting to \$250,000, or more; however, if the carrier has no items amounting to \$250,000, or more, show the three largest individual items of \$100,000, or more.

Show (2) each other item or class of items of like description amounting to less than \$250,000, or \$100,000, as applicable, combined into a single entry designated "other items, each less than \$250,000, or \$100,000, as applicable." The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Report dollars in thousands.

Line No.	Account No. (a)	Item (b)	Amount (c)
1	751	Commercial Paper - Promissory Note	\$ 1,996
2			
3	759	Rental of foreign line equipment	17,814
4		Estimated liability for vacation earned	19,860
5		Foreign lines proportion of received traffic	47,177
6		Reserve E&I accrued	2,998
7		Accrued equipment rental	375
8		Reserve E&I accrued joint facility items	2,340
9		Reserve E&I accrued car accounting	254
10		Short-term reserve E&I accrued - not vouchered	769
11		Accrual for delayed invoices - Eff. 10/1/69	1,188
12		Delayed diesel fuel invoices	1,942
13		Accrued accounts payable - post closing	4,831
14		Accrued payroll	7,863
15		Accrued accounts payable due within one year	8,400
16		Other items, each less than \$250,000	270
17		Total 759	116,081
18			
19	763	Prepaid in transit	38,289
20		Advance payments, tracks & highway crossings	375
21		Unmatured charge on Sou. M&O stk. trust ctfs.	16
22		Other items, each less than \$250,000	6
23		Total 763	38,686
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224. FEDERAL INCOME AND OTHER TAXES ACCRUED

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

"Other taxes accrued."
(Dollars in thousands)

Line No.	Kind of tax (a)	Previous years (b)	Current year (c)	Balance at close of year (d)
1	Federal income taxes _____ Total (account 760) _____	\$ 13,017	\$ 6,562	\$ 19,579
2	Railway property State and local taxes (532) _____			
3	Old-age retirement (532) _____		4,251	4,251
4	Unemployment insurance (532) _____		1,411	1,411
5	Miscellaneous operating property (535) _____			
6	Miscellaneous tax accruals (544) _____			
7	All other taxes _____		4,507	4,507
8	Total (account 761) _____		10,169	10,169

NOTES AND REMARKS

225. ITEMS IN SELECTED RESERVE AND OTHER LIABILITY ACCOUNTS

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

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

Line No.	Account No. (a)	Item (b)	Amount (c)
			\$
1	774	Reserve - Personal Injuries	7,576
2		Claim Agents - Draft Settlement	(239)
3		Reserve Loss and Damage Claims	3,746
4		Reserve Overcharge Claims	1,973
5		Reserve for Federal Income Taxes	5,408
6		Casualty and Other Reserves Due Within One Year	(8,400)
7		Total 774	10,064
8			
9	782	Long-Term Reserve E&I Accrued Not Vouchered	3,018
10		Side Track Deposits To Be Refunded	3,032
11		Term of Lease Agreement-Settlement Account-Leased Lines	1,023
12		Other items, each less than \$250,000	637
13		Total 782	7,710
14			
15	784	Salvage From Property Abandoned	229
16		Undistributed Revenue Expenses & Income Items	796
17		Salvage From Retired Equipment	200
18		Other items, each less than \$250,000	627
19		Total 784	1,852
20			
21			
22			
23			
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NOTES AND REMARKS

NOTES AND REMARKS

References for Pages 28, 29, 30, 31, 31A and 31B:

721a - Column (d)

C-Pledged under Southern Railway Company 1st and General Mortgage.

F-Pledged under Southern Railway Company First Consolidated Mortgage.

H-Certain securities of the Elberton Southern Railway Company along with others belonging to The Atlanta and Charlotte Air Line Railway Company are held by the Southern Railway Company under the terms of lease agreement dated March 26, 1881; and the 1,020 shares of stock of Elberton Southern Railway Company standing in M. M. Davenport's name belong to The Atlanta and Charlotte Air Line Railway Company, and are held by Southern Railway Company, under the terms of the lease referred to.

M2-Pledged under Southern Railway Company Memphis Division First Mortgages.

N-Book Value less than \$1,000

- Column (e) Other parties to joint control;

Augusta & Summerville Railroad Co. C. of Ga. RR Co. 50%

Atlanta Terminal Company C. of Ga. RR Co. 33-1/3%

Birmingham Terminal Company

A.G.S. RR Co., C. of Ga. RR Co., each 16-2/3%

S.C.L. RR Co. 33-1/3%

Central Transfer Ry. & Storage Co.

L.&N. RR Co. 50%

Chattanooga Station Company

C.N.O.&T.P. Ry. Co., A.G.S. RR Co., each 33-1/3%.

Jacksonville Terminal Company

S.C.L. RR Co. 50%, G.S.&F. Ry. Co. 12-1/2%,

F.E.C. Ry. Co. 25%.

Kentucky & Indiana Term. RR Co.

B&O RR Co., C.I.&L. Ry. Co., each 33-1/3%.

Memphis Union Station Company

Louisville & Nashville RR Co. 40%.

Missouri Pac. RR Co., St.L.S.W. Ry. Co., each 20%.

Macon Terminal Company

C. of Ga. RR Co., GS&F Ry. Co., each 33-1/3%.

North Charleston Terminal Co.

S.C.L. RR Co. 66-2/3%.

Norfolk & Portsmouth Belt Line

N.Y.P.&N. RR Co., C&O Ry. Co., N.S. Ry. Co., each 12-1/2%; N&W Ry. Co. & S.C.L. RR Co., each 25%.

Terminal RR Association of
St. Louis

C.C.C. & St. L. Ry. Co., L&N RR Co., I.C. RR Co.,

G.M.&O. RR Co., M.P. RR Co., St.L. - S.F. Ry. Co.,

C.B.&Q RR Co., C.&E.I. RR Co., N&W Ry. Co.,

P.B.&W. RR Co., B&O RR Co.,

M.K.&T. RR Co., C.R.I.&P. Ry. Co., and

St.L. S.W. Ry. Lines, each 6-1/4% except

M.P. RR Co. 12-1/2%.

Richmond-Washington Company

B&O RR Co., C.&O. Ry. Co., and Penn Central,
each 16-2/3%; S.C.L. 33-1/3%.

Pullman Company

53 Railroad Companies.

Fruit Growers Express Company

18 other Railroad Companies.

M - Control is obtained by ownership of common capital stock and contractual voting rights for all preferred stock.

NOTES AND REMARKS

References for Pages 30, 31, 31A, 31B and 72:

721b - Column (d)

B-Held alive, date of maturity not yet agreed upon.

F-Pledged under Southern Railway Company First Consolidated Mortgage.

J-By agreement between Trustee and Owners of Bonds, failure to pay at or after maturity shall not be considered an act of default, and said Trustees shall not be under any duty or obligation to enforce collection thereof prior to January 1, 1959, or until such time as Southern Railway Company, Louisville and Nashville Railroad Company and United States Trust Company of New York, Trustee, or any of them, shall give written notice to said Trustee that there had been a default under said Deed of Trust and shall direct said Trustee to enforce the lien thereof.

M-2 Pledged under Southern Railway Company Memphis Division First Mortgage .

- Column (i)

X-The Book Value is estimated to meet requirements of the form.

These securities and other which have heretofore been retired and satisfied of record were acquired by Southern Railway Company at its organization and taken into Security Account at an approximate cost, crediting Cost of Road, therefore, the actual cost of each security is unknown.

See pages 30 and 31, Southern Railway Company First Consolidated Mortgage dated October 2, 1894. Copy filed with report June 30, 1913. Part of this cost will eventually be transferred to Property Investment, representing additional cost of the property, title to which is vested in Southern Railway Company.

721d - Column (e)

N.S. - Not specified.

- Column (n)

E-Interest payable up to 5% per annum when earned and declared by Board of Directors.

References for page 72:

- (a) See return in report of The Alabama Great Southern Railroad Company, Page 72, Schedule 235.
- (b) Southern Railway Company owns all of the capital stock and bonds of Memphis and Charleston Ry. Co., an inactive corporation. Southern's investment in M&C Ry. Co. stock is carried in Account 721-A - Investment in Affiliated Companies, its investment in M&C Ry. Co. Bonds is carried in Account 721-B - Investment in Affiliated Companies; both stock and bonds are pledged under Memphis Division 1st and 2nd Mortgages. Southern has considered it proper to classify the mileage of Memphis & Charleston Ry. as owned Southern Railway Company mileage in making returns to Schedule 411. See letter February 13, 1914, from W. J. Meyers, Statistician, Interstate Commerce Commission with respect to mileage of Memphis & Charleston Ry. Co., and reply of Comptroller, Southern Railway Company, dated March 2, 1914.

228. CAPITAL STOCK

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

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

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

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

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

For the purposes of this report, capital stock and other securities are considered to be *nominally* issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be *actually* is-

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

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

(Dollars in thousands)

PREFERRED STOCK

Line No.	Class of stock (a)	Date issue was authorized (b)	Par value per share (if non-par, so state) (c)	Dividend rate specified in contract (d)	Total amount of accumulated dividends (e)	Cumulative		Noncumulative ("Yes" or "No") (h)	Other Provisions of Contract			
						To extent earned ("Yes" or "No") (f)	Fixed \$ rate or percent specified by contract (g)		Convertible ("Yes" or "No") (i)	Callable or redeemable ("Yes" or "No") (j)	Fixed amount or percent (Specify) (k)	Participating Dividends (l)
1	Common	5/19/53	No Par	x x x x	x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x
2		5/15/56	No Par	x x x x	x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x
3		6/03/58	No Par	x x x x	x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x
4		5/20/69	No Par	x x x x	x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x
5	Preferred	5/23/72	No Par	x x x x	x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x
6	Total Common											
7	Preferred	5/23/72	10	5%	None	No	Yes	No	Yes	No	No	No
8	Serial Preference	5/20/69	No Par	\$3	None	No	Yes	No	Yes	No	No	No
9	Receipts outstanding for installments paid*											
10	TOTAL			x x x x		x x x x	x x x x	x x x x	x x x x	x x x x	x x x x	x x x x

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

STOCK ACTUALLY OUTSTANDING AT CLOSE OF YEAR										
Line No.	Authorized (m)	Authenticated (n)	Nominally Issued and		Actually issued (q)	Rescued and		Number of shares (t)	Par value of par-value stock (u)	Book value of stock without par value (v)
			Held in special funds or in treasury or pledged securities by symbol "P" (o)	Canceled (p)		Canceled (r)	Held in special funds or in treasury or pledged securities by symbol "P" (s)			
1	2,800,000	2,784,860	None	None	2,784,860			2,784,860		\$
2	4,200,000	4,073,131	None	None	4,073,131		30,800	4,042,331		
3		104,265	None	None	104,265			104,265		
4	8,000,000	822,715	None	None	822,715			822,715		
5	15,000,000	8,032,369	None	None	8,032,369		30,800	8,001,569		
6	30,000,000	15,817,340	None	None	15,817,340		61,600	15,755,740		
7	\$60,000	\$60,000			\$60,000		\$69	5,993,052	59,931	
8	5,000,000	374,608			374,608		1,449	373,159		
9										
10										

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

229. CAPITAL STOCK CHANGES DURING THE YEAR

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

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

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

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

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

Line No.	Class of stock (a)	Date of issue (b)	Purpose of the issue and authority (c)	STOCKS ISSUED DURING YEAR	
				Par value (for nonpar stock show the number of shares) (d)	Net proceeds received for issue (cash or its equivalent) (e)
1	Common-No Par	1976	Employees Stock Purchase Plan	\$	\$
2			ICC Finance Docket 27356	Sh 59,391	
3					
4	Common-No Par	1976	Exchange for like amount of \$3		
5			Three year cumulative convert-		
6			ible serial preference stock		
7			Series A	Sh 1,414	
8					
9	\$3 Three year				
10	cumulative				
11	convertible serial				
12	preference stock				
13	Series A				
14					
15					
				Total Sh 60,805	3,492

Line No.	STOCKS ISSUED DURING YEAR—Concluded			STOCKS REACQUIRED DURING YEAR		
	Cash value of other property acquired or services received as consideration for issue (f)	Net total discounts (in black) or premiums (in red). Excludes entries in column (h) (g)	Expense of issuing capital stock (h)	Par value (For nonpar stock show the number of shares) (i)	Purchase price (j)	Remarks (k)
1	\$	\$	\$	\$	\$	
2		(2,827)				
3						
4						
5						
6						
7		(57)				
8						
9						
10						
11						
12				71		
13				Sh 1,414	71	
14						
15		(2,884)		Sh 1,414	71	

230. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES

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

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

None

231. CAPITAL SURPLUS

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

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

Line No.	Item (a)	Contra account number (b)	ACCOUNT NO.		
			794. Premiums and Assessments on Capital Stock (c)	795. Paid-In Surplus (d)	796. Other Capital Surplus (e)
1	Balance at beginning of year _____	x x x	\$ 42,955	\$ 5,570	\$ None
Additions during the year (describe):					
2	Premiums on Common Stock-Stock Purchase Plan		2,827		
3	Paid-In Surplus Common Stock-Exchange for				
4	\$3 Three Year Cumulative convertible Serial				
5	Preference Stock Series A			57	
6	Total additions during the year _____	x x x	2,827	57	None
Deductions during the year (describe):					
7					
8					
9					
10	Total deductions _____	x x x	None	None	None
11	Balance at close of year	x x x	45,782	5,627	None

232. RETAINED INCOME—APPROPRIATED

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

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
1	Additions to property through retained income _____	\$	\$	\$
2	Funded debt retired through retained income _____			
3	Sinking fund reserves _____			
4	Incentive per diem funds _____	621	726	-0-
5	Miscellaneous fund reserves _____			
6	Retained income—Appropriated not specifically invested _____			
Other appropriations (specify):				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	TOTAL	621	726	-0-

233. CONTINGENT ASSETS AND LIABILITIES

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

Examples of contingent liabilities are items which may become obliga-

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

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

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

(Dollars in thousands)

Line No.	Item (a)	Amount (b)
1	The Company, together with other major railroads has agreed to	\$
2	advance funds as might be required to meet principal and interest	
3	payments on certain equipment obligations of Trailer Train Company	
4	and American Rail Box Car Company but only in the event that charges	
5	for the use of the equipment currently at an adequate rate, are	
6	insufficient to provide for such principal and interest payments.	
7		
8	At December 31, 1976, \$185,821 of equipment trusts and conditional	
9	sale agreements of this Company have been assumed by affiliated com-	
10	panies. Should these affiliated companies fail to perform, it will be	
11	necessary for this Company to pay these obligations.	
12		
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234. GUARANTIES AND SURETYSHIPS

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year.

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue. (Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1			Principal	
2				
3	Jacksonville Term. Co.	Jacksonville Terminal Company		
4	Principal; S.C.L. RR Co.	First Mortgage Series A 3-3/8%		
5	F.E.C. Ry. Co., and	Bonds dated Dec. 1, 1947		
6	Sou. Ry. Co., Guarantors	maturing 12/1/1977	\$ 3,078	B
7				
8	Ky. & Indiana Term. RR Co.	Kentucky & Indiana Terminal RR Co.		
9	Principal; The B&O RR Co.	1st Mtge. 4-7/8% Bonds dated		
10	CI&L Ry. Co., Sou. Ry. Co.	3/1/1961, maturing 3/1/1986	4,573	A
11	Guarantors			
12				
13	New Orleans Term. Co.	New Orleans Terminal Co. 1st Mtge.		
14	Principal; Sou. Ry. Co.,	3-3/4% Bonds, dated 11/1/52		
15	Guarantor	maturing 11/1/1977	3,177	E
16				
17	Terminal RR Association	Terminal Railroad Association		
18	of St. Louis, Principal;	of St. Louis; Refunding & Improvements		
19	Alton RR Co., B&OSW RR	Mtge. 4% Bonds dated 7/1/1944,		
20	Co., C&EI RR Co., CCC&St. L.	maturing 7/1/2019	7,787	C
21	Ry. Co., CB&Q Co.,	Refunding & Improvements Mtge.		
22	CRI&P Ry. Co., IC RR Co.,	2-7/8% Bonds, dated 10/1/1945		
23	L&N RR Co., M.P. RR Co.,	maturing 10/1/1985	27,207	D
24	M&T RR Co., PCC&St. L.	Revolving Credit Agreement dated		
25	RR Co., St. L&SF Ry. Co.,	February 13, 1973	3,642	A
26	Sou. Ry. Co., St. LSW Ry. Co.,			
27	Wabash RR Co., Guarantors			
28				
29	V&SW Ry. Co., Principal	Va. and Southwestern Ry. Co., Gen. Mtge.		
30	Sou. Ry. Co., Guarantor	4-1/4% Bonds dated 3/15/1958,		
31		maturing 3/15/1983	1,417	E
32	Atlanta & Char. Air Line	Southern Ry. Co., The Atlanta & Char.		
33	Ry. Co., Principal Sou.	Air Line Ry. Co., GS&F Ry. Co. & Sou.		
34	Ry. Co., Guarantor	Ry. - Caro. Div., 1st & Gen. Mtge. 4-5/8%		
35		Bonds dated June 1, 1963, due		
36		June 1, 1988.	10,700	E
37				
38				

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year, the particulars called for hereunder.

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount of contingent liability of guarantors (c)	Sole or joint contingent liability (d)
1	A - Joint and several guaranty of principal and interest.			
2	B - Joint and several guaranty of principal, interest and sinking fund.			
3	C - Several guaranty of interest and sinking fund payments.			
4	D - Several guaranty of principal, interest and sinking fund payments, also pro-rata share of any default by other guarantors.			
5	E - Guaranteed unconditionally as to principal, interest and sinking fund installments.			
6				
7				
8				
9				

235. PROPRIETARY COMPANIES

Give particulars called for regarding inactive proprietary companies, as defined in Schedule No. 411, page 94. The separation of accounts 731 and 732 into the various subdivisions shown below should be estimated, if not

actually shown on respondent's books. Enter brief designations of the several proprietary companies at the heads of their respective columns. (Dollars in thousands)

Line No.	Item	Chatt. Term. Ry. Co.	Memphis & Chas. Ry. Co.		
	Mileage owned:				
1	Road, State of _____	(a)	(b)		
2	Road, State of _____				
3	Road, State of _____				
4	Second and additional main tracks _____				
5	Passing tracks, cross-overs, and turn-outs _____				
6	Way switching tracks _____				
7	Yard switching tracks _____				
	Road and equipment property:	\$	\$	\$	\$
8	Road _____				
9	Equipment _____				
10	General expenditures _____				
11	Other property accounts* _____				
12	Total (account 731) _____				
	Improvements on leased property:				
13	Road _____				
14	Equipment _____				
15	General expenditures _____				
16	Total (account 732) _____				
17	Depreciation and amortization (accounts 735, 736, and 785) _____				
18	Capital stock (account 791) _____		100		
19	Funded debt unmatured (account 765) _____		900		
20	Debt in default (account 768) _____				
21	Amounts payable to affiliated companies (account 769) _____				

Line No.	Item				
	Mileage owned:				
1	Road, State of _____				
2	Road, State of _____				
3	Road, State of _____				
4	Second and additional main tracks _____				
5	Passing tracks, cross-overs, and turn-outs _____				
6	Way switching tracks _____				
7	Yard switching tracks _____				
	Road and equipment property:	\$	\$	\$	\$
8	Road _____				
9	Equipment _____				
10	General expenditures _____				
11	Other property accounts* _____				
12	Total (account 731) _____				
	Improvements on leased property:				
13	Road _____				
14	Equipment _____				
15	General expenditures _____				
16	Total (account 732) _____				
17	Depreciation and amortization (accounts 735, 736, and 785) _____				
18	Capital stock (account 791) _____				
19	Funded debt unmatured (account 765) _____				
20	Debt in default (account 768) _____				
21	Amounts payable to affiliated companies (account 769) _____				

*Includes account Nos. 80, "Other elements of investment," and 90, "Construction work in progress."

See Page 66B for References (a) and (b)

310. RAILWAY OPERATING REVENUES

1. State the railway operating revenues of the respondent for the year classifying them in accordance with the Uniform System of Accounts for Railroad Companies and distribute the amounts among the classes of service as indicated. In the absence of records separating revenues between freight and passenger trains, the distribution should be estimated on the basis of the best data available.

2. Assign rail-line revenues, including revenues from water transfers and highway motor vehicle operations, to "Freight service" or to "Passenger and allied services" according to the type of train (or other equipment) by which the traffic moved.

3. Incidental revenues should be assigned as provided for in the schedule.

4. Revenues which are not assignable to freight service or to passenger and allied services are includible in column (e) only in cases where the related operating expenses are reportable in column (i) of schedule No. 320. If the expenses are assigned to the classes of service mentioned, the revenues, likewise, should be distributed on an equitable basis.

5. Any unusual accruals involving substantial amounts included in column (b) should be fully explained in a footnote.
(Dollars in thousands)

Line No.	Class of railway operating revenues (a)	Amount of revenue for the year (b)	RAIL-LINE REVENUES, INCLUDING WATER TRANSFERS		Other revenues not assignable to freight or to passenger and allied services (e)		Remarks (f)	
			Assignable to freight service (c)	Assignable to passenger and allied services (d)				
	Transportation—Rail-Line	\$	\$	\$	\$			
1	(101) Freight*	638,212	638,212		XX	XX		
2	(102) Passenger*	4,996	142	4,854	XX	XX		
3	(103) Baggage	6		6	XX	XX		
4	(104) Sleeping car				XX	XX		
5	(105) Parlor and chair car				XX	XX		
6	(108) Other passenger-train†	6		6	XX	XX		
7	(109) Milk				XX	XX		
8	(110) Switching*	2,409	2,409		XX	XX		
9	(113) Water transfers							
10	Total rail-line transportation revenue	645,629	640,763	4,866				
	Incidental							
11	(131) Dining and buffet	474		474	XX	XX		
12	(132) Hotel and restaurant							
13	(133) Station, train, and boat privileges	1		1				
14	(135) Storage—Freight	32	32	XX	XX	XX	XX	
15	(137) Demurrage	6,364	6,364	XX	XX	XX	XX	
16	(138) Communication							
17	(139) Grain elevator			XX	XX	XX	XX	
18	(141) Power							
19	(142) Rents of buildings and other property	127	126	1				
20	(143) Miscellaneous	1,269	896	373				
21	Total incidental operating revenue	8,267	7,418	849				
	Joint Facility							
22	(151) Joint facility—Cr	700	635	65				
23	(152) Joint facility—Dr	15	15					
24	Total joint facility operating revenue	685	620	65				
25	Total railway operating revenues	654,581	648,801	5,780				
26	*Report hereunder the charges to these accounts representing payments made to others for— Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates: \$ 950 (a) Of the amount reported for item A.1. _____% (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 ().							
27	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 \$ 2,854 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):							
28	(a) Payments for transportation of persons \$ -0-							
29	(b) Payments for transportation of freight shipments \$ -0-							
30	†Governmental aid for providing passenger commuter or other passenger-train service included in account 108, as provided in item (d) of that account \$ -0-							
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):								
31	Charges for service for the protection against heat \$ 48							
32	Charges for service for the protection against cold \$ 4							

320. RAILWAY OPERATING EXPENSES

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and analyzing them in accordance with the Commission's rules governing the separation of operating expenses between

freight and passenger service; railroads. The returns to accounts 202-221 should be classified as provided for by instructions pertaining to those accounts in the effective rules. The designations shown in column (a) for these accounts are defined as follows:

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Maintenance of Way and Structures	\$
1	(201) Superintendence	10,907
2	(202) Roadway maintenance—Yard switching tracks	496
3	Roadway maintenance—Way switching tracks	295
4	Roadway maintenance—Running tracks	5,693
5	(206) Tunnels and subways—Yard switching tracks	
6	Tunnels and subways—Way switching tracks	
7	Tunnels and subways—Running tracks	7
8	(208) Bridges, trestles, and culverts—Yard switching tracks	49
9	Bridges, trestles, and culverts—Way switching tracks	173
10	Bridges, trestles, and culverts—Running tracks	3,338
11	(210) Elevated structures—Yard switching tracks	
12	Elevated structures—Way switching tracks	
13	Elevated structures—Running tracks	
14	(212) Ties—Yard switching tracks	755
15	Ties—Way switching tracks	687
16	Ties—Running tracks	13,230
17	(214) Rails—Yard switching tracks	31
18	Rails—Way switching tracks	337
19	Rails—Running tracks	6,497
20	(216) Other track material—Yard switching tracks	511
21	Other track material—Way switching tracks	158
22	Other track material—Running tracks	3,047
23	(218) Ballast—Yard switching tracks	163
24	Ballast—Way switching tracks	128
25	Ballast—Running tracks	2,473
26	(220) Track laying and surfacing—Yard switching tracks	1,788
27	Track laying and surfacing—Way switching tracks	1,033
28	Track laying and surfacing—Running tracks	19,932
29	(221) Fences, snowsheds, and signs—Yard switching tracks	8
30	Fences, snowsheds, and signs—Way switching tracks	13
31	Fences, snowsheds, and signs—Running tracks	258
32	(227) Station and office buildings	863
33	(229) Roadway buildings	378
34	(231) Water stations	16
35	(233) Fuel stations	(11)
36	(235) Shops and engine houses	1,576
37	(237) Grain elevators	
38	(239) Storage warehouses	
39	(241) Wharves and docks	
40	(243) Coal and ore wharves	
41	(244) TOFC/COFC terminals	113
42	(247) Communication systems	4,770
43	(249) Signals and interlockers	5,683
44	(253) Power plants	
45	(257) Power-transmission systems	71
46	(265) Miscellaneous structures	9
47	(266) Road property—Depreciation (p. 82)	7,916
48	(267) Retirements—Road (p. 82)	224
49	(269) Roadway machines	4,623

320. RAILWAY OPERATING EXPENSES—Continued

Yard switching tracks.—Yards where separate switching services are maintained, including classification, house, team, industry, and other tracks switched by yard locomotives.

Way switching tracks.—Station, team, industry, and other switching tracks for which no separate switching service is maintained.

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

Any unusual accruals involving substantial amounts included in column (b) should be fully explained in a footnote.
(Dollars in thousands)

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
	10,893	10,893		14	14		1
480	16	496					2
295		295					3
5,397	293	5,690		3	3		4
							5
7		7					6
46	3	49					7
173		173					8
3,233	104	3,337		1	1		9
							10
							11
							12
634	121	755					13
687		687					14
10,906	2,304	13,210		20	20		15
31		31					16
337		337					17
5,326	1,161	6,487		10	10		18
507	4	511					19
158		158					20
4,274	(1,217)	3,057		(10)	(10)		21
113	50	163					22
128		128					23
2,047	422	2,469		4	4		24
1,787	1	1,788					25
1,033		1,033					26
19,048	876	19,924		8	8		27
3	5	8					28
13		13					29
237	21	258					30
784	59	843	19	1	20		31
	378	378					32
	15	15		1	1		33
	(11)	(11)					34
	1,466	1,466		110	110		35
							36
							37
							38
							39
113		113					40
	4,633	4,633		137	137		41
	5,649	5,649		34	34		42
							43
	71	71					44
	9	9					45
	7,855	7,855		61	61		46
	224	224					47
	4,620	4,620		3	3		48
							49

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Maintenance of Way and Structures—Continued	\$
50	(270) Dismantling retired road property	947
51	(271) Small tools and supplies	3,149
52	(272) Removing snow, ice, and sand	43
53	(273) Public improvements—Maintenance	2,473
54	(274) Injuries to persons	595
55	(275) Insurance	99
56	(276) Stationery and printing	153
57	(277) Employees' health and welfare benefits	2,795
58	(281) Right-of-way expenses	
59	(282) Other expenses	777
60	(278) Maintaining joint tracks, yards, and other facilities—Dr	2,115
61	(279) Maintaining joint tracks, yards, and other facilities—Cr	1,031
62	Total—All road property depreciation (account 266)	7,916
63	Total—All other maintenance of way and structures accounts	102,437
64	Total maintenance of way and structures	110,353
	Maintenance of Equipment	
65	(301) Superintendence	6,246
66	(302) Shop machinery	2,162
67	(304) Power-plant machinery	19
68	(305) Shop and power-plant machinery—Depreciation (p. 84)	230
69	(306) Dismantling retired shop and power-plant machinery	
70	(311) Locomotives—Repairs, Diesel locomotives—Yard	2,718
71	Locomotives—Repairs, Diesel locomotives—Other	23,096
72	Locomotives—Repairs, Other than Diesel—Yard	
73	Locomotives—Repairs, Other than Diesel—Other	
74	(314) Freight-train cars—Repairs*	36,289
75	(317) Passenger-train cars—Repairs	4,125
76	(318) Highway revenue equipment—Repairs	888
77	(323) Floating equipment—Repairs	
78	(326) Work equipment—Repairs	1,314
79	(328) Miscellaneous equipment—Repairs	2,264
80	(329) Dismantling retired equipment	363
81	(330) Retirements—Equipment (p. 84)	(52)
82	(331) Equipment—Depreciation (p. 84)	30,171
83	(332) Injuries to persons	1,647
84	(333) Insurance	184
85	(334) Stationery and printing	124
86	(335) Employees' health and welfare benefits	2,925
87	(339) Other expenses	689
88	(336) Joint maintenance of equipment expenses—Dr	590
89	(337) Joint maintenance of equipment expenses—Cr	45
90	Total—All equipment depreciation (accounts 305 and 331)	30,401
91	Total—All other maintenance of equipment accounts	85,546
92	Total maintenance of equipment	115,947
93	*Includes charges for work done by others of	\$ 8,230
94	and credits for work charged to others in the amount of	\$ 8,966

320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expense apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$ 946	\$ 946	\$	\$ 1	\$ 1	\$	50
	3,147	3,147		2	2		51
	43	43					52
	2,472	2,472		1	1		53
	594	594		1	1		54
	99	99					55
	153	153					56
	2,791	2,791		4	4		57
	776	776		1	1		58
1,933		1,933	182		182		59
73	954	1,027	1	3	4		60
	7,855	7,855		61	61		61
59,657	42,237	101,894	200	343	543		62
59,657	50,092	109,749	200	404	604		63
	5,822	5,822		424	424		64
	2,014	2,014		148	148		65
	18	18		1	1		66
	215	215		15	15		67
2,718		2,718					68
22,112		22,112	984		984		69
							70
36,289		36,289					71
480		480	3,645		3,645		72
888		888					73
	1,312	1,312		2	2		74
	2,196	2,196		68	68		75
363		363					76
(52)		(52)					77
27,793	1,973	29,766	396	9	405		78
	1,535	1,535		112	112		79
	172	172		12	12		80
	116	116		8	8		81
2,368	358	2,726	180	19	199		82
	642	642		47	47		83
540		540	50		50		84
4	39	43		2	2		85
27,793	2,188	29,981	396	24	420		86
65,702	14,146	79,848	4,859	839	5,698		87
93,495	16,334	109,829	5,255	863	6,118		88
							89
							90
							91
							92

CORRECTION

**The preceding document has been re-
photographed to assure legibility and its
image appears immediately hereafter.**



320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
	946	946		1	1		50
	3,147	3,147		2	2		51
	43	43					52
	2,472	2,472		1	1		53
	594	594		1	1		54
	99	99					55
	153	153					56
	2,791	2,791		4	4		57
							58
	776	776		1	1		59
1,933		1,933	182		182		60
73	954	1,027	1	3	4		61
	7,855	7,855		61	61		62
59,657	42,237	101,894	200	343	543		63
59,657	50,092	109,749	200	404	604		64
	5,822	5,822		424	424		65
	2,014	2,014		148	148		66
	18	18		1	1		67
	215	215		15	15		68
							69
2,718		2,718					70
22,112		22,112	984		984		71
							72
36,289		36,289					73
480		480	3,645		3,645		74
888		888					75
							76
	1,312	1,312		2	2		77
	2,196	2,196		68	68		78
363		363					79
(52)		(52)					80
27,793	1,973	29,766	396	9	405		81
	1,535	1,535		112	112		82
	172	172		12	12		83
	116	116		8	8		84
2,368	358	2,726	180	19	199		85
	642	642		47	47		86
540		540	50		50		87
4	39	43		2	2		88
27,793	2,188	29,981	396	24	420		89
65,702	14,146	79,848	4,859	839	5,698		90
93,495	16,334	109,829	5,255	863	6,118		91
							92

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account		Amount of operating expenses for the year
	(a)	(b)	
	Traffic		
95	(351) Superintendence		\$ 6,576
96	(352) Outside agencies		2,528
97	(353) Advertising*		972
98	(354) Traffic associations		468
99	(355) Fast freight lines		
100	(356) Industrial and immigration bureaus		535
101	(357) Insurance		
102	(358) Stationery and printing		670
103	(359) Employees' health and welfare benefits		787
104	(360) Other expenses		352
105	Total traffic		12,888
	Transportation—Rail Line		
106	(371) Superintendence		14,769
107	(372) Dispatching trains		2,521
108	(373) Station employees		12,530
109	(374) Weighing, inspection, and demurrage bureaus		738
110	(375) Coal and ore wharves		
111	(376) Station supplies and expenses		2,056
112	(377) Yardmasters and yard clerks		9,472
113	(378) Yard conductors and brakemen		23,838
114	(379) Yard switch and signal tenders		77
115	(380) Yard enginemen		8,234
116	(382) Yard switching fuel		4,992
117	(383) Yard switching power produced		
118	(384) Yard switching power purchased		
119	(388) Servicing yard locomotives		252
120	(389) Yard supplies and expenses		1,137
121	(392) Train enginemen		16,260
122	(394) Train fuel		43,929
123	(395) Train power produced		
124	(396) Train power purchased		
125	(400) Servicing train locomotives		2,837
126	(401) Trainmen		32,297
127	(402) Train supplies and expenses**		5,925
128	(403) Operating sleeping cars		309
129	(404) Signal and interlocker operation		813
130	(405) Crossing protection		129
131	(406) Drawbridge operation		134
132	(407) Communication system operation		2,166
133	(408) Operating floating equipment		
134	(409) Employees' health and welfare benefits		7,050
135	(410) Stationery and printing		1,086
136	*Value of transportation issued in exchange for advertising		
	**Includes gross charges and credits for heater and refrigerator service as follows:		
137	Freight train cars: Refrigerator-Charges		535
138	-Credits		76
139	Heater-Charges		2
140	-Credits		
141	TOFC trailers: Refrigerator-Charges		
142	-Credits		
143	Heater-Charges		
144	-Credits		

320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$ 5,961	\$ 449	\$ 6,410	\$ 148	\$ 18	\$ 166	\$	95
1,877	407	2,284	228	16	244		96
9	927	936		36	36		97
466		466	2		2		98
							99
535		535					100
							101
660	4	664	6		6		102
679	78	757	28	2	30		103
299	52	351	1		1		104
10,486	1,917	12,403	413	72	485		105
	14,220	14,220		549	549		106
	2,494	2,494		27	27		107
10,449	1,433	11,882	570	78	648		108
738		738					109
							110
2,001	28	2,029	27		27		111
9,260		9,260	212		212		112
	23,838	23,838					113
	77	77					114
	8,234	8,234					115
4,950		4,950	42		42		116
							117
							118
252		252					119
1,138		1,138	(1)		(1)		120
15,270		15,270	990		990		121
41,752		41,752	2,177		2,177		122
							123
							124
2,804		2,804	33		33		125
31,064		31,064	1,233		1,233		126
5,445		5,445	480		480		127
			309		309		128
	808	808		5	5		129
	128	128		1	1		130
	134	134					131
	2,104	2,104		62	62		132
							133
3,025	3,763	6,788	203	59	262		134
851	220	1,071	6	9	15		135

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Transportation—Rail Line	\$
145	(411) Other expenses	754
146	(414) Insurance	200
147	(415) Clearing wrecks	1,951
148	(416) Damage to property	513
149	(417) Damage to livestock on right of way	15
150	(418) Loss and damage—Freight	6,347
151	(419) Loss and damage—Baggage	2
152	(420) Injuries to persons	7,529
153	(421) TOFC/COFC terminals	1,771
154	(422) Other highway transportation expenses	9
155	(390) Operating joint yards and terminals—Dr	5,126
156	(391) Operating joint yards and terminals—Cr	577
157	(412) Operating joint tracks and facilities—Dr	360
158	(413) Operating joint tracks and facilities—Cr	324
159	Total transportation—Rail line	217,227
	Miscellaneous Operations	
160	(441) Dining and buffet service	874
161	(442) Hotels and restaurants	
162	(443) Grain elevators	
163	(445) Producing power sold	
164	(446) Other miscellaneous operations	
165	(449) Employees' health and welfare benefits	7
166	(447) Operating joint miscellaneous facilities—Dr	1
167	(448) Operating joint miscellaneous facilities—Cr	
168	Total miscellaneous operations	876
	General	
169	(451) Salaries and expenses of general officers	7,789
170	(452) Salaries and expenses of clerks and attendants	8,536
171	(453) General office supplies and expenses	1,685
172	(454) Law expenses	2,782
173	(455) Insurance	518
174	(456) Employees' health and welfare benefits	1,313
175	(457) Pensions	4,421
176	(458) Stationery and printing	1,066
177	(460) Other expenses*	3,038
178	(461) General joint facilities—Dr	472
179	(462) General joint facilities—Cr	(1)
180	Total general expenses	31,621
181	Grand total railway operating expenses	488,912
182	Operating ratio (ratio of operating expenses to operating revenues) percent. (Two decimal places required)	74.69 %
183	Amount of employee compensation † (applicable to the current year) chargeable to operating expenses	\$ 223,776

*Give description and amount of charges to account No. 460, "Other expenses," for severance payments made to employees. This includes payments made as a result of agreements with employee organizations and awards pursuant to decisions of arbitration boards or by specific orders of this Commission or by voluntary action on the part of respondent. This also includes severance payments in cases relating to mergers and situations involving reduction in employees because of abandonment or consolidation of facilities.

Description of payments

Amount

Separation Pay

\$ 90

Wage Stabilization

20

\$ 110

†Includes "straight time paid for" in train and engine service, and "time actually worked and paid for at straight time rates" in other services; all overtime in train and engine service, and overtime paid for at punitive rates in other services; and "constructive allowances, including vacations and holidays" in train and engine service and "vacations, holidays, and other allowances" in other services. Compensation chargeable to operating expenses applicable to prior years, which was paid or is payable under labor awards of the current year or for other reasons, should be reported under Instruction 6, CC Wage Statistics Forms A and B, Monthly Report of Employees, Service and Compensation, and not included in Schedule 320.)

320. RAILWAY OPERATING EXPENSES—Concluded

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS						Other expenses not related to either freight or to passenger and allied services (i)	Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)		
\$ 362	\$ 188	\$ 550	\$ 197	\$ 7	\$ 204	\$	145
200		200					146
1,951		1,951					147
513		513					148
15		15					149
6,347		6,347					150
			2		2		151
208	6,691	6,899	19	611	630		152
1,771		1,771					153
9		9					154
4,806		4,806	320		320		155
207	360	567	5	5	10		156
345		345	15		15		157
2	306	308		16	16		158
145,317	63,694	209,011	6,829	1,387	8,216		159
			874		874		160
							161
							162
							163
			1		1		164
			1		1		165
							166
			876		876		167
							168
1,180	6,378	7,558		231	231		169
4,158	4,070	8,228	160	148	308		170
361	1,201	1,562	79	44	123		171
	2,685	2,685		97	97		172
	500	500		18	18		173
428	839	1,267	14	32	46		174
	4,266	4,266		155	155		175
240	791	1,031	6	29	35		176
560	2,391	2,951		87	87		177
435		435	37		37		178
(1)		(1)					179
7,363	23,121	30,484	296	841	1,137		180
316,318	155,158	471,476	13,869	3,567	17,436		181

322. ROAD PROPERTY—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 266, "Road property—Depreciation," for the year.

Line No.	Subaccount (Dollars in thousands)		Amount of operating expenses for the year
	(a)	(b)	
1	(1) Engineering _____	\$ 120	
2	(2 1/2) Other right-of-way expenditures _____		
3	(3) Grading _____	107	
4	(5) Tunnels and subways _____	25	
5	(6) Bridges, trestles, and culverts _____	1,301	
6	(7) Elevated structures _____		
7	(13) Fences, snowsheds, and signs _____	5	
8	(16) Station and office buildings _____	2,469	
9	(17) Roadway buildings _____	73	
10	(18) Water stations _____	6	
11	(19) Fuel stations _____	28	
12	(20) Shops and enginehouses _____	284	
13	(21) Grain elevators _____		
14	(22) Storage warehouses _____		
15	(23) Wharves and docks _____		
16	(24) Coal and ore wharves _____		
17	(25) TOFC/COFC terminals _____	91	
18	(26) Communication systems _____	185	
19	(27) Signals and interlockers _____	1,306	
20	(29) Power plants _____	3	
21	(31) Power _____	60	
22	(35) Miscellaneous structures _____	93	
23	(37) Roadway machines _____	1,694	
24	(39) Public improvements—Construction _____	66	
25	All other road accounts _____		
26	Total (account 266) _____	7,916	

324. RETIREMENTS—ROAD

Give the particulars called for with respect to the amount included in account 267, "Retirements—Road," for the year.

Line No.	Subaccount (Dollars in thousands)		Amount of operating expenses for the year
	(a)	(b)	
1	(1) Engineering _____	\$ 3	
2	(2 1/2) Other right-of-way expenditures _____		
3	(3) Grading _____	32	
4	(5) Tunnels and subways _____		
5	(8) Ties _____	47	
6	(9) Rails _____	(42)	
7	(10) Other track material _____	67	
8	(11) Ballast _____	48	
9	(12) Track laying and surfacing _____	63	
10	(38) Roadway small tools _____		
11	(39) Public improvements—Construction _____	(10)	
12	(43) Other expenditures—Road _____		
13	(76) Interest during construction _____	23	
14	(77) Other expenditures—General _____	3	
15	(80) Other elements of investment _____		
16	All other road accounts _____	(10)	
17	Total (account 267) _____	224	

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SOUTHERN RAILWAY COMPANY

322. ROAD PROPERTY—DEPRECIATION

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$ 119	\$ 119	\$	\$ 1	\$ 1	\$	1
	106	106		1	1		2
	25	25					3
	1,291	1,291		10	10		4
	5	5					5
	2,450	2,450		19	19		6
	72	72		1	1		7
	6	6					8
	28	28					9
	282	282		2	2		10
							11
							12
							13
							14
							15
	90	90		1	1		16
	184	184		1	1		17
	1,296	1,296		10	10		18
	3	3					19
	60	60					20
	92	92		1	1		21
	1,681	1,681		13	13		22
	65	65		1	1		23
							24
	7,855	7,855		61	61		25
							26

324. RETIREMENTS—ROAD

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$ 3	\$ 3	\$	\$	\$	\$	1
	32	32					2
							3
	47	47					4
	(42)	(42)					5
	67	67					6
	48	48					7
	63	63					8
							9
	(10)	(10)					10
							11
	23	23					12
	3	3					13
							14
	(10)	(10)					15
	224	224					16
							17

326. SHOP AND POWER-PLANT MACHINERY—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 305, "Shop and power-plant machinery—Depreciation," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(44) Shop machinery _____		210
2	(45) Power-plant machinery _____		20
3	Total (account 305) _____		230

328. RETIREMENTS—EQUIPMENT

Give the particulars called for with respect to the amount included in account 330, "Retirements—Equipment," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives _____		(16)
2	(53) Freight-train cars _____		(35)
3	(54) Passenger-train cars _____		
4	(55) Highway revenue equipment _____		
5	(56) Floating equipment _____		
6	(57) Work equipment _____		(3)
7	(58) Miscellaneous equipment _____		
8	(76) Interest during construction _____		
9	(77) Other expenditures—General _____		
10	(80) Other elements of investment _____		
11	Total (account 330) _____		(52)

330. EQUIPMENT—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 331, "Equipment—Depreciation," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives-Yard _____		370
2	(52) Locomotives-Other _____		6,572
3	(53) Freight-train cars _____		19,338
4	(54) Passenger-train cars _____		392
5	(55) Highway revenue equipment _____		1,517
6	(56) Floating equipment _____		
7	(57) Work equipment _____		1,062
8	(58) Miscellaneous equipment _____		920
9	Total (account 331) _____		30,171

326. SHOP AND POWER-PLANT MACHINERY—DEPRECIATION—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
	196	196		14	14		1
	19	19		1	1		2
	215	215		15	15		3

328. RETIREMENTS-EQUIPMENT—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
(16)		(16)					1
(35)		(35)					2
							3
							4
(1)		(1)					5
							6
							7
							8
							9
(52)		(52)					10
							11

330. EQUIPMENT-DEPRECIATION—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
370		370					1
6,568		6,568	4		4		2
19,338		19,338					3
			392		392		4
1,517		1,517					5
	1,057	1,057		5	5		6
	916	916		4	4		7
27,793	1,973	29,766	396	9	405		8
							9

350. RAILWAY TAX ACCRUALS

1. In Sections A and B show the particulars called for with respect to net accruals of taxes on railroad property, and U.S. Government taxes charged to account 532, "Railway tax accruals" of the respondent's In-

come account for the year.

2. In Section C show an analysis and distribution of Federal income taxes. (Dollars in thousands)

A. Other than U.S. Government Taxes					
Line No.	State (a)	Amount (b)	State (a)	Amount (b)	Line No.
1	Alabama	2,283	South Dakota		41
2	Alaska		Tennessee	3,238	42
3	Arizona		Texas		43
4	Arkansas		Utah		44
5	California		Vermont		45
6	Colorado		Virginia	2,115	46
7	Connecticut		Washington		47
8	Delaware		West Virginia		48
9	Florida		Wisconsin		49
10	Georgia	2,490	Wyoming		50
11	Hawaii		District of Columbia	77	51
12	Idaho				
13	Illinois	292	Other		
14	Indiana	651	Canada		52
15	Iowa		Mexico		53
16	Kansas		Puerto Rico	30	54
17	Kentucky	309			55
18	Louisiana		Total—Other than U.S. Government Taxes	16,742	56
19	Maine				
20	Maryland		B. U.S. Government Taxes		
21	Massachusetts		Kind of tax (a)	Amount (b)	
22	Michigan				
23	Minnesota			\$	
24	Mississippi	162	Income taxes:		
25	Missouri		Normal tax and surtax	12,787	57
26	Montana		Excess profits		58
27	Nebraska		Total—Income taxes	12,787	59
28	Nevada		Old-age retirement*	33,442	60
29	New Hampshire		Unemployment insurance	3,837	61
30	New Jersey		All other United States Taxes		62
31	New Mexico		Total—U.S. Government taxes	50,066	63
32	New York		Grand Total—Railway Tax Accruals (account 532)	66,808	64
33	North Carolina	3,036			
34	North Dakota				
35	Ohio				
36	Oklahoma		*Includes taxes for hospital insurance (Medicare) and supplemental annuities as follows:		
37	Oregon				
38	Pennsylvania		Hospital insurance	\$ 1,754	65
39	Rhode Island		Supplemental annuities	3,529	66
40	South Carolina	2,059			

350. RAILWAY TAX ACCRUALS—Continued

Changes Approved by GAO
B-180230 (R0399)

C. Analysis of Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other", including State and other taxes deferred if computed separately. Minor items each less than \$100,000 may be combined in a single entry under "Other".

2. Indicate in column (b) the beginning of the year total of accounts 714, 744, 762 and 786 applicable to each particular item in column (a).

3. Indicate in column (c) the net change in accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.

5. The total of line 10 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 533, provision for deferred taxes, and account 591, provision for deferred taxes - extraordinary items, for the current year.

6. Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of accounts 714, 744, 762 and 786.

Report dollars in thousands.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21	\$ 102,927	\$ 13,572	\$	\$ 116,499
2	Accelerated amortization of facilities Sec. 168 I.R.C.	14,170	(1,037)		13,133
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	53,151	(1,357)		51,794
4	Amortization of rights of way, Sec. 185 I.R.C.	176	992		1,168
5	Other (Specify) Amort. of O.T. Facilities Sec. 1601 R.C.	134	141		275
6	Amort. of Pollution Control Facilities Sec. 1691 R.C.	5	5		10
7	State Income Tax	1,437	537		1,974
8	Misc.	736	(315)	22 **	443
9	Investment tax credit*	(1,582)			(1,582)
10	TOTALS	171,154	12,538	22	183,714

Distribution of tax expense:

11 (532) Railway tax accruals (Schedule 350(A), line 64)

12 (544) Miscellaneous tax accruals

13 (590) Income taxes on extraordinary items

14 Other (specify):

15

16

17

18 Total tax expense for year

* Footnotes:

19 Indicate method elected by carrier, as provided in the Revenue Act of 1971, to account for the investment tax credit:
Flow-through X; Deferral

20 If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 11,162

21 If deferral method was elected, indicate amount of investment tax credit utilized as a reduction of tax liability for current year \$ None

22 Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes \$ (None)

23 Balance of current year's investment tax credit used to reduce current year's tax accrual \$ None

24 Add amount of prior year's deferred investment tax credits being amortized and used to reduce current year's tax accrual \$ None

25 Total decrease in current year's tax accrual resulting from use of investment tax credits \$ None

** Adjustment between Account 760
and Account 786

371. INCOME FROM LEASE OF ROAD AND EQUIPMENT

1. Give particulars called for with respect to road and equipment leased to others during the year, the rent of which is includible in account No. 509, "Income from lease of road and equipment".

2. If the respondent leased to others during all or any part of the year any road and equipment upon which no rent receivable accrued, give par-

ticulars in a footnote. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000."
(Dollars in thousands)

Line No.	Description of property (a)	Name of lessee (b)	Total rent accrued during year (account 509) (c)
			\$
1	Seneca, S. C.	Norfolk Southern Ry.	1
2	Anderson Branch, S. C.	Norfolk Southern Ry.	5
3	Land & Tracks, Louisville, Ky.	K. & I.T.	5
4			
5		Total	11

371A. ABSTRACT OF TERMS AND CONDITIONS OF LEASES

Give brief abstracts of the terms and conditions of the leases under which the above-stated rents are derived, showing particularly (1) the date of the grant, (2) the chain of title (in case of assignment or subletting) and dates of transfer connecting the original parties with the present parties, (3) the basis on which the amount of the annual rent is determined, and (4) the date when the lease will terminate, or, if the date of termination has not yet been fixed, the provisions governing the termination of the lease. Also give reference to the Interstate Commerce Commission's authority for the lease, if any. If none, state the reasons therefor. Only

changes during the year are required.—Indicate the year in which reference was made to the original lease, and also the year or years in which any change in lease was mentioned.

Copies of leases may be filed in lieu of abstracts above called for. References to copies filed in prior years should be specific.

If the respondent has any reversionary interest in railroad property from which it derives no rent, give the particulars hereunder: if it has no such reversionary interest, state that fact.

None

372. MISCELLANEOUS RENT INCOME

Give particulars of rents receivable accrued for use of all properties not otherwise specified under rents receivable. This account is for rent income from property not operated by the respondent but the cost of which is properly included in cost of road and equipment. It should not be confused with operating revenue account No. 142, "Rents of buildings and other property", which is for rent revenue from operated property in road and equipment the cost of operation of which cannot be separately

stated.

Show amount of rent from three properties producing largest income regardless of amount, and all properties producing income of \$250,000, or more. Other properties whose income is less than \$250,000 may be combined into a single entry designated, "Other items, each less than \$250,000 per annum."

Report dollars in thousands.

Line No.	Description of Property		Name of lessee (c)	Amount of rent (d)
	Name (a)	Location (b)		
				\$
1	Bldgs. 5-5A-2 and 6	Birmingham, Ala.	Stanford Warehouse &	
2			Delivery Service, Inc.	86
3	Land	Alexandria, Va.	Curtis Lumber & Plywood	
4			Terminal, Inc.	37
5	Warehouse No. 10	Atlanta, Ga.	Universal Carloading &	
6			Distributing Co., Inc.	30
7	Other items, each less than \$250,000			1,598
8				
9				
10				
11			Total	1,751

375. SEPARATELY OPERATED PROPERTIES - PROFIT OR LOSS

Give particulars of the several separately operated properties of companies having a corporate existence separate and distinct from that of the respondent, the profits or losses resulting from the operation of which are receivable or payable in whole or in part by the respondent, and for each such separately operated property state the amount of such profits or losses accrued to the respondent during the year. Show the three largest

items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000". No dividends or other returns on securities held by or for the respondent should be shown hereunder nor any interest on construction advances or other loans. (Dollar in thousands)

Line No.	Description of property operated (a)	Location of property (b)	Name of operator (c)	ACCRUED TO RESPONDENT	
				Profit (d)	Loss (e)
1				\$	\$
2					
3					
4					
5					
6	None				
7					
8					
9					
10			Total		

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 376. HIRE OF FREIGHT CARS, PAGE 90

1. Show a recapitulation of the total amounts credited and charged during the year to hire of freight cars on account of freight cars leased, freight cars interchanged, private and individual cars, auto racks and highway trailers. The difference between the total amount receivable and the total amount payable should be entered as a balance, receivable or payable as the case may be, and should be consistent with the entry for hire of freight cars in the Income Account, schedule 300.

2. In column (b) show the total car-miles, both loaded and empty whether paid for on loaded and empty basis or loaded basis only. Car-miles, loaded and empty, reported in column (b), lines 1 through 4, relate to total car-miles incurred on lines of respondent by cars rented on a mileage basis, for which payments are reported in columns (d) and (f). Exclude from lines 1 through 4, data applicable to TOFC and COFC cars and cars rented on a combination mileage and per diem* basis. These exclusions should be reported in lines 5 and 6 through 16.

3. On line 5, column (b), enter the total miles, loaded plus empty, incurred on lines of respondent by TOFC and COFC cars for which payments are reported in columns (d) and (f). In columns (c) through (f), as applicable, enter the rentals paid for TOFC and COFC cars regardless of basis for charges.

4. On lines 6, 7, and 8 report data applicable to all cars the rentals for

which are charged only on a combination mileage and per diem* basis. Car-miles loaded and empty, reported in column (b), lines 6, 7, and 8, relate to total car-miles incurred on lines of respondent by cars rented on a combination mileage and time basis* for which payments are reported in columns (d) and (f). Exclude from lines 6, 7, and 8, data reported on lines 1 through 5 and 9 through 16.

5. On lines 9 through 14 report the per diem (time portion) charges applicable to cars rented on a combination mileage and per diem* basis for which the mileage portion was reported on lines 6, 7, and 8. Report on line 15, columns (c) and (d), the car-days paid for and for which payments were received applicable to the unequipped boxcar charges reported on lines 9 through 12. Report on line 16, columns (c) and (d), the car-days paid for and for which payments were received applicable to cars, other than unequipped box cars, for which charges are reported on line 13.

6. Amounts payable to insurance companies and to other non-carrier companies for lease rental of cars should be included on line 17, column (f). Amounts receivable from railroads or other carriers for per diem rental of these cars should be reported on lines 6 through 16, column (c).

7. Line 21 refers to the auto racks separate and apart from the cars on which the racks are installed.

*Combination mileage and per diem refers to cars moving at rates per mile and per day prescribed by the Commission in Docket No. 31358 or updated computations thereof.

Schedule 376.—HIRE OF FREIGHT CARS AND HIGHWAY REVENUE EQUIPMENT

(Dollars in thousands)

Line No.	Item (a)	Car-miles (loaded and empty) See instructions 2, 3, and 4 (b)	CARS OF RESPONDENT OR OTHER CARRIERS (Excluding cars of private car lines)		CARS OF INDIVIDUALS AND COMPANIES NOT CARRIERS (Including cars of private car lines)	
			Gross amount receivable (c)	Gross amount payable (d)	Gross amount receivable (e)	Gross amount payable (f)
	FREIGHT CARS		\$	\$	\$	\$
	Mileage Basis:					
1	Tank cars	79,737,196	29			8,060
2	Refrigerator cars	9,049,846		20		725
3	All other cars	42,634,026				2,572
4	Total (Lines 1-3)	131,421,068	29	20		11,357
5	TOFC and/or COFC Cars	74,500,472	275	123		4,423
	Combination Mileage and Per Diem Basis:					
	Mileage Portion:					
6	Unequipped box cars	139,717,364	5,878	4,340		226
7	All other per diem cars	303,118,514	10,944	9,743		
8	Total (Lines 6 and 7)	442,835,878	16,822	14,083		226
	Per Diem Portion:					
	Unequipped Box Cars:					
	U.S. Ownership:					
9	Basic		15,048	8,393		1,157
10	Incentive		3,799	2,401		
	Canadian Ownership:					
11	Basic		XXXXXXXXXX	103		
12	Incentive		XXXXXXXXXX	41		
13	All Other Per Diem Cars		24,973	21,316		
14	Total Per Diem Portion (Lines 9-13)		43,820	32,254		1,157
15	Leased Rental-Railroad, Insurance and Other Companies		266			5,411
16	Other Basis		489	153	1,188	3,204
	CAR-DAYS PAID FOR (Lines 6 through 14)					
17	Unequipped Box Cars		3,204,653	1,638,169		100,575
18	All Other Per Diem Cars		5,318,361	4,102,792		
	OTHER FREIGHT CARRYING EQUIPMENT					
19	Refrigerated Highway Trailers					27
20	Other Highway Trailers		4,603	2,193		2,217
21	Auto Racks		2,813	1,734		
22	GRAND TOTAL (Lines 4, 5, 8, 14-16 & 19-21)		69,117	50,560	1,188	28,022
23	NET BALANCE CARRIED TO INCOME ACCOUNT: CREDIT \$ or DEBIT \$ 8,277					

377. LOCOMOTIVE RENTALS

Give an analysis as requested of amounts credited to account 504, "Rent from locomotives," and amounts charged to account 537, "Rent for locomotives," on account of locomotives leased or otherwise rented. (Dollars in thousands)

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Locomotives of respondent or other carriers:	\$	\$	
1	Mileage basis _____	7,378	7,729	
2	Per diem basis _____			
3	Other basis _____			
	Locomotives of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____	434	2,894	
7	Other basis _____			
8	Total _____	7,812	10,623	

378. PASSENGER-TRAIN CAR RENTALS

Show a recapitulation of the total amounts credited to account 505, "Rent from passenger-train cars," and amounts charged to account 538, "Rent for passenger-train cars," on account of passenger cars leased, passenger cars interchanged, and private or individual cars. (Dollars in thousands)

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Cars of respondent or other carriers:	\$	\$	
1	Mileage basis _____	888	236	
2	Per diem basis _____			
3	Other basis _____			
	Cars of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____			
7	Other basis _____			
8	Total _____	888	236	

383. RENT FOR LEASED ROADS AND EQUIPMENT

1. Give particulars called for with respect to roads and equipment leased from others during the year, the rent for which is includible in account No. 542, "Rent for leased roads and equipment."

2. Rents payable which are not classifiable under one of the three headings provided should be explained in a footnote.

3. If the respondent held under lease during all or any part of the year any road upon which no rent payable accrued, or if any portion of the

charge shown hereunder is for construction on a line in which the respondent's leasehold interest will soon expire, give full particulars in a footnote.

4. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." (Dollars in thousands)

Line No.	Name of lessor or reversioner and description of property (a)	Total rent accrued during year (Acct. 542) (b)	Classification of Amount Column (b)		
			Interest on bonds (c)	Dividends on stocks (d)	Cash (e)
1	The A&CAL Ry. Co. Railroad	\$ 391	\$ 496		\$ (105)
2	North Carolina RR Co. "	361			361
3	Va. & Southwestern Ry. Co. "	175	148		27
4	Other items, each less than				
5	\$250,000	329	239	28	62
6					
7					
8					
9					
10	Total	1,256	883	23	345

383A. ABSTRACTS OF LEASEHOLD CONTRACTS

1. Give brief abstracts of the terms and conditions of the leases under which the respondent holds the properties above named, showing particularly (1) the date of the lease, (2) the chain of title and dates of transfers connecting the original lessee with the respondent in case of assignment or subletting, (3) the basis on which the amount of the annual rent is determined, and (4) the date when the lease is to terminate, or, if such date has not yet been determined, the provisions governing its determination.

Also give reference to the Interstate Commerce Commission's authority for the lease, if any. If none, state the reasons therefore. **Only changes during the year are required.**

2. In lieu of the abstracts here called for, the respondent may file copies of lease agreements and give specific references to copies heretofore filed with the Commission. Agreements being filed should be addressed to the Bureau of Accounts.

None

384. MISCELLANEOUS RENTS

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

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

Line No.	Description of Property		Name of lessor (c)	Amount charged to Income (d)
	Name (a)	Location (b)		
1	Track & R/W	Atlanta, Ga.	Georgia RR	\$ 10
2	Other items, each less than \$250,000			1
3				
4				
5				
6				
7				
8				
9				
10				
			Total	11

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	519	Training Contract U.S. Department of Labor	\$	\$ 777
2		Rail Box Guarantee Fee		320
3		Write Off - Excess Accrual - Sales and Use Tax		250
4		Profit on Rail Sold to Conrail		753
5		Gain on Sale of Securities		340
6		Gain on Sale of Real Property		1,502
7		Gain on acquisition of Southern Railway Co. Bonds		550
8		Other items, each less than \$250,000		1,112
9		Total 519		5,604
10	551	Interest accruals on Federal Income Tax Deficiency	360	
11		Mo-Pac Study Expense	250	
12		Write-off of Prebankruptcy Interline Accounts		
13		Receivable from CRI&P & Tennessee Central	240	
14		Other items, each less than \$250,000	960	
15		Total 551	1,810	
16				
17	616	Amortization of excess of cost over appraised value of property	2,384	
18				
19				
20	620	Incentive Per diem fund	621	
21				
22	622	Incentive Per diem fund		726
23				
24				
25				
26				
27				
28				
29				
30				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED INCOME ACCOUNTS

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 411

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

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

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

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

In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification.

In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks; passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

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

Way switching tracks.—Station, team, industry and other switching tracks for which no separate service is maintained.

Yard switching tracks.—Yards where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives.

The returns in columns (b) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc., not classifiable under "branch lines" as defined below. Tracks belonging to an industry for which no rent is payable should not be included.

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

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

In classifying the line between *main* and *branch* (column (c)), use the distinction usually followed by respondent. Branch lines are distinguished from industrial tracks or yard tracks and sidings in that branch lines serve one or more stations beyond the point of junction with the main line or another branch line and to or from which stations train service, or its equivalent, is performed.

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

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

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

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

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

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

411. MILEAGE OPERATED AT CLOSE OF YEAR (For other than switching and terminal companies)

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Main (M) or branch (B) line (c)	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks (h)	Miles of yard switching tracks (i)	Total (j)
				Miles of road (d)	Miles of second main track (e)	Miles of all other main tracks (f)	Miles of passing tracks, cross-overs, and turn-outs (g)			
1	1	Sou.Ry.	M	2,517	278	12	368	356	790	4,321
2										
3	1J	Sou.Ry. 1/2	M					6	4	10
4		1/3	M						2	2
5		1/4	M						3	3
6	Total Class 1JM							6	9	15
7	Total Class 1M&1JM			2,517	278	12	368	362	799	4,336
8										
9	1	Sou.Ry. 100%	B	1,598	1		77	186	137	1,999
10										
11	1J	Sou.Ry. 1/2	B	1				1	6	8
12	Total Class 1JB			1				1	6	8
13	Total Class 1B&1JB			1,599	1		77	187	143	2,007
14	Total Class 1M&1JB			4,116	279	12	445	549	942	6,343
15										
16	3A	100%	M	502	149	2	49	115	111	928
17	3AJ	1/2	M					2	2	4
18	Total Class 3AM&AJM			502	149	2	49	117	113	932
19										
20	3A	100%	B	132			8	20	12	172
21	Total Class 3AM&3AB			634	149	2	57	137	125	1,104
22										
23	3B	100%	M	231	49	1	38	26	125	470
24										
25	3BJ	1/2	M						1	1
26		1/3	M			5	1		75	81
27	Total Class 3BJM					5	1		76	82
28	Total Class 3BM&3BJM			231	49	6	39	26	201	552
29	3B	100%	B	14				1		15
30	Total Class 3BM&3BB			245	49	6	39	27	201	567
31										
32	4A	100%	M	424	2	1	38	61	91	617
33										
34	4AJ	1/2	M						5	5
35		1/3	M					3		3
36	Total Class 4AJM							3	5	8
37	Total Class 4AM&4AJM			424	2	1	38	64	96	625
38	4A	100%	B	291			9	28	5	333
39	Total Class 4AM&4AB			715	2	1	47	92	101	958
40										
41	5	100%	M	185	88	31	19	10	298	631
42		100%	B	61			7	36	22	126
43	Total Class 5M&5B			246	88	31	26	46	320	757
44										
45										
46	Total Class 3			879	148	8	96	164	326	1,671
47										
48										
49										
50										
51										
52										
53										
54										
55	Total Main Line		XXX	3,859	566	52	513	579	1,507	7,076
56	Total Branch Lines		XXX	2,097	1		101	272	182	2,653
57	Grand Total		XXX	5,956	567	52	614	851	1,689	9,729
58	Miles of road or track electrified included in preceding grand total		XXX	-0-						

411-A. MILEAGE OWNED BUT NOT OPERATED BY RESPONDENT AT CLOSE OF YEAR

If any of the tracks returned in this schedule are operated by other than the respondent, the name of the company or individual operating them and the conditions under which they are held for operation should be

shown in a footnote. Tracks which have been permanently abandoned should not be included in this schedule.

Line No.	Class	Name of road or track	Main (M) or branch (B) line	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turn-outs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	1	Sou. Ry. Co.	B	9.04			0.84	0.37		10.25
2		"	B	9.91			0.19	1.24		11.34
3		"	M					1.46		1.46
4		"	B	5.17						5.17
5		"	M						3.20	3.20
6		"	M					0.23		0.23
7		"	M						1.01	1.01
8		"	M					0.64		0.64
9		"	B	9.98			1.27	0.83		12.08
10		"	M			0.11				0.11
11		"	M						0.06	0.06
12		"	B	10.64			0.14	3.25		14.03
13		"	B	3.76			0.13	1.11		5.00
14		"	B	1.84			0.03	0.25		2.12
15		"	B	0.02						0.02
16		"	M	0.25						0.25
17	4A	"	M	6.17						6.17
18	3A	"	B	12.03				0.17		12.20
19	3A	"	B	28.55				0.63	0.33	29.51
20	1	"	B				0.03	0.31		0.34
21		Total		97.36		0.11	2.63	10.49	4.60	115.19

REFERENCES FOR SCHEDULE 411-A, MILEAGE OWNED BUT NOT OPERATED BY RESPONDENT AT CLOSE OF YEAR: -

- Line 1 - Orange, Va., to Gordonsville, Va., 9.04 miles, leased to Chesapeake & Ohio Ry. Co. under agreement dated December 23, 1890, effective March 1, 1890, for 99 years and one month, renewable thereafter forever, at an annual rental of \$6,000.
- Line 2 - Line from Anderson, S. C., to Belton, S. C., 9.91 miles, leased to Blue Ridge Ry. Co., under agreement dated December 27, 1901, and supplemental agreement dated April 1, 1940 decreases rental to \$5,000.00, from April 1, 1940. (Assigned to Carolina and Northwestern Agreement dated July 1, 1951).
- Line 3 - Track near Seneca, S. C., leased to Blue Ridge Ry. Co., under agreement dated April 27, 1918, terminable upon end of control of A.C. Air Line by Southern Ry. Co. Rental \$600.00 per annum. (Assigned to Caro. & N.W. Ry. Agreement dated July 1, 1951).
- Line 4 - Ware Shoals Junction, S. C., to End of Line, 5.17 Miles, operated by Ware Shoals Railroad Company under agreement dated August 23, 1908, for which no rent was charged.
- Line 5 - Yard Tracks at Louisville, Ky., leased to Kentucky and Indiana Terminal R.R. Co., under agreement dated January 26, 1917, supplemental agreements of March 30, 1921 and October 10, 1958, terminable upon 18 months notice. Rental \$5,252. per annum.

-(Continued on Page 102)-

412. MILES OF ROAD AT CLOSE OF YEAR—BY STATES AND TERRITORIES (SINGLE TRACK)
(For other than switching and terminal companies)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (e), or (f), as may be appropriate. The

remainder of jointly operated mileage should be shown in column (g). Respondent's proportion of road jointly owned, not operated, should be shown in columns (i) and (j), as may be appropriate. Tracks which have been permanently abandoned should not be included in columns (i) and (j).

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

Line No.	State or territory (a)	LINE OWNED		ROAD OPERATED BY RESPONDENT							LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)
		Main line (b)	Branch lines (c)	Line of proprietary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under trackage rights (g)	Total mileage operated (h)	Main line (i)	Branch lines (j)			
1	Dist. of Columbia												
2	Virginia	234	339		68		3	3					
3	North Carolina	242	466		315	139	7	648			38		
4	South Carolina	195	143		136	526		1,162					
5	Georgia	454	132		170	50	133	932			21		
6	Alabama	556	232		147		29	964			12		
7	Mississippi	34			10		2	46			26		
8	Tennessee	458	145		31		43	677					
9	Kentucky	83	25				25	133					
10	Indiana	117	116		2		2	237					
11	Illinois	144	1				2	147					
12													
13													
14													
15													
16	Total Mileage (single track)	2,527	1,599		879	715	246	5,956				97	

+ 1599
4 16
4 97
4213

413. TRACKS OPERATED AT CLOSE OF YEAR
(For switching and terminal companies only)

Give particulars of all tracks operated by the respondent at the close of the year.

Classify the tracks, as follows:

- (1) Tracks owned by the respondent;
- (2) Tracks operated by the respondent but owned by the respondent's proprietary corporations;
- (3) Tracks operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with respondent;
- (4) Tracks operated under contract or agreement, or where the rent is contingent upon earnings or other consideration, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent;
- (5) Tracks operated under trackage rights.

Name all the tracks of each class before any of a later class, and insert in column (a) before the name of each owner the figure (and letter, if any) indicating its class in accordance with the preceding classification.

Give subtotals for each of the several numbered classes.

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

Class (2) includes each line full title to which is in an inactive proprietary corporation of the respondent (i.e., one all of whose

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

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

Class (4) is the same as class (3) except that the rent reserved is conditioned upon earnings or other fact.

Class (5) includes all tracks operated and maintained by another company but over which the respondent has the right to operate some or all of its trains. In the tracks of this class the respondent has no proprietary rights but only the rights of a licen-

see. Include in this class, also, all main tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

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

Tracks belonging to an industry for which no rent is payable should not be reported.

Tracks held by the respondent as joint or common owner or a joint lessee or under any joint arrangement should be shown in its appropriate class and the entry of length should be of the entire length of the portion jointly held. The class symbol should have the letter (J) attached, and full particulars showing all of the joint or common title holders, and the extent of their respective interests should be shown in a memorandum attached to the schedule.

Line No.	Class (a)	Name of owner (b)	Location (c)	Character of business (d)	Total mileage operated (e)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
Miles of road or track electrified (included in each preceding total)					
11					Total
12					
13					
14					
15					
16					
17					Total

TRACKS OPERATED AT COST FOR JOINT BENEFIT—INCLUDED ABOVE

18 Are the tracks of the respondent operated primarily in the interest of any industrial, manufacturing, or other corporation, firm, or individual? If so, give name, address, and character of business of corporation, firm, or individual. Name _____ Address _____

Character of business _____

414. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries; each inquiry should be fully answered, and if the word "none" truly states the mileage should be reported by classes and stated to the nearest whole mile adjusted to accord with footings, i.e.: counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

- (Class 1) Line owned by respondent.
- (Class 2) Line owned by proprietary companies.
- (Class 3) Line operated under lease for a specified sum.
- (Class 4) Line operated under contract or agreement for contingent rent.
- (Class 5) Line operated under trackage rights.

2. For changes in miles of road, give dates of beginning or abandonment of operations. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity, issued under paragraphs (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise, as may be appropriate.

3. All consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Other important changes not elsewhere provided for involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class (a)	Main (M) or branch (B) line (b)	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Remarks (j)
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs and turn-outs (f)				
1	1	M				1		3	4	
2										
3	5	M	38						38	
4										
5										
6										
7										
8										
9										
10										
11										
12										
13	Total Increase		38			1		3	42	

DECREASES IN MILEAGE

14	1	M					2		2	
15	1	B	1				2		3	
16	3B	M					1		1	
17										
18										
19										
20										
21										
22										
23										
24										
25	Total Decrease		1				5		6	

If returns under Inquiry No. 1 above include any first main track owned by respondent or its proprietary companies representing new construction or permanent abandonment give the following particulars:

Owned by respondent:

Miles of road constructed _____ Miles of road abandoned _____

Owned by proprietary companies:

Miles of road constructed _____ Miles of road abandoned _____

The item "miles of road constructed" is intended to show the mileage of first main track laid to extend respondent's road, and should not include tracks relocated and tracks laid to shorten the distance between two points, without serving any new territory.

By road abandoned is meant "permanently abandoned," the cost of which has been or is to be written out of the investment accounts.

NOTES AND REMARKS

(Continued from Page 98)

REFERENCE FOR SCHEDULE 411-A, MILEAGE OWNED BUT NOT OPERATED BY RESPONDENT AT CLOSE OF YEAR:-

- Line 6 - Track at Durham, N.C., - .23 mile - leased to Norfolk & Western Railway under agreement dated May 1, 1905, to continue during life of 99 year lease between Southern Railway and North Carolina Railroad. Rental \$240.00 per annum.
- Line 7 - Side track at Columbia, S.C., leased to Columbia Union Station Co., under agreement dated February 1, 1902, for the period February 1, 1902 to February 1, 1952. Rental \$400.00 per annum and agreement dated July 24, 1933, terminable 60 days notice. Rental \$231.80 per annum, plus 4% per annum on additions and betterments.
- Line 8 - Side track at Augusta, Ga., leased to Augusta & Summerville RR under agreement dated April 7, 1928, for the period March 21, 1928 to March 20, 1946. Rental \$300.00 per annum. Supplemental agreement October 12, 1955.
- Line 9 - York, Ala. to Lilita, Ala. 9.98 miles leased to The Alabama Great Southern R.R. Co. Agreement dated August 1, 1951, effective same date. Rental \$10.00 per annum.
- Line 10- Irondale Jct., Ala. - 0.11 miles A.G.S. RR Passenger connection-Agreement pending.
- Line 11- Operated by Central of Georgia R.R. Agreement September 21, 1961.
- Line 12- Gurnee Jct. to Blocton, Ala. - 11.43 miles not operated - Transfer 0.79 mile main to way switching at Blocton leaving 10.64 miles. -- Transfer 0.31 mile way switching to line 21, track leased to Woodstock & Blocton Ry. Co. to serve A. E. Burgess and Co. to Blocton.
- Line 13- Seymour, Ala. to Piper, Ala. - 3.76 miles not permanently abandoned but at present not operated.
- Line 14- Ardela, Ala. to Belle Ellen, Ala. - 1.84 miles not permanently abandoned, but at present not operated.
- Line 15- Clarksville, Va.- 0.02 miles Joint Turnout Connection to N.F.&D. Railway.
- Line 16- Leeds, Ala., New Main Connection between C. of Ga. and Sou.Ry. Co. - 0.25 miles.
- Line 17- Aiken to Warrentonville, S.C. - 6.17 miles not operated.
- Line 18- McDonough to Griffin, Ga. - 12.03 miles not operated.
- Line 19- Moccasin Gap to Bristol, Va. - 28.55 miles not operated.
- Line 20- Blocton, Ala. - Track leased to Woodstock & Blocton Ry. Co. to serve A. E. Burgess Co., 0.31 mile and turnout constructed by Sou. Ry. Co. connecting to T.C.I. & R. R. Co., 0.03 mile.

415. MILES OF TRACKS AT CLOSE OF YEAR—BY STATES AND TERRITORIES
(For switching and terminal companies only)

Give particulars, as of the close of the year, of all tracks operated and of all owned but not operated. The respondent's proportion of operated tracks held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (d), (e), or (f), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Tracks owned, not operated by respondent (including respondent's proportion of jointly owned tracks, not operated), should be shown in column (b). If any of the tracks returned in column (b) are operated by other than the respondent, the name of the company or individual operating them and the conditions under which they are held for operation should be shown in a footnote. Tracks which have been permanently abandoned should not be included in column (b). Lengths should be stated to the nearest hundredth of a mile.

Line No.	State or Territory (a)	Tracks Operated					Tracks owned, not operated by respondent (h)	New tracks constructed during year (i)
		Tracks owned (b)	Tracks of proprietary companies (c)	Tracks operated under lease (d)	Tracks operated under contract, etc. (e)	Tracks operated under right (f)	Total mileage operated (g)	
1								
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
Total Mileage								

Not Applicable to Respondent

INSTRUCTION CONCERNING RETURNS IN SCHEDULE 417 ON PAGES 104 AND 105

Instructions for reporting locomotive and passenger-train car data, pages 104 and 105.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.

2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.

3. Units leased to others for a period of one year or more are reportable in column (f); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (b); units rented from others for a period less than one year should not be included in column (f).

4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit

may be equipped with hostler controls for independent operating at terminals.

5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.

6. A "Diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive, and whether power may at times be supplied from external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "Electric" unit includes all units which receive electric power from an overhead contact wire or third rail, and use the power to drive one or more electric motors that propel the vehicle. An "Other self-powered unit" includes all units other than diesel or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient

for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives but which, draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes indicate radio-controlled self-powered diesel units on lines 1 through 9, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 17 under "Auxiliary units".

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

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

417. INVENTORY OF EQUIPMENT - Continued

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year	Changes During the Year						Units at Close of Year			
			Units Installed			Units retired of respondent whether owned or leased, including re-classification	Owned and used	Leased from others	Total in service of respondent (col. (h)&(i))	Aggregate capacity of units reported in col. (i) (see ins. 7)	Leased to others	
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including re-classification and second hand units purchased or leased from others (f)						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(k)	(l)	
	PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i>											
25	Coaches [PA, PB, PBO]	76					1	75	75	3,675		
26	Combined cars	9					1	8	8	168		
27	[All class C, except CSB]											
28	Parlor cars [PBC, PC, PL, PO]	43				1	5	39	39	1,014		
29	Sleeping cars [PS, PT, PAS, PDS]	11					3	8	8	xxxx		
30	Dining, grill and tavern cars	5						5	5	xxxx		
31	[All class D, PD]											
32	Postal cars [All class M]	16					1	15	15	xxxx		
	Non-passenger carrying cars	160					11	150	150	4,857		
	[All class B, CSB, PSA, IA]											
	Total (lines 25 to 31)											
	Self-Propelled Rail Motorcars											
33	Electric passenger cars											
	[EP, ET]											
34	Electric combined cars [EC]											
35	Internal combustion rail motorcars											
	[ED, EG]											
36	Other self-propelled cars											
	(Specify types: _____)											
37	Total (lines 33 to 36)	160					11	150	150	4,857		
38	Total (lines 32 and 37)											
	COMPANY SERVICE CARS											
39	Business cars [PV]	14				1	1	14	14	xxxx		
40	Boarding outfit cars [MWX]	9				1		10	10	xxxx		
41	Derrick and snow removal cars	15						15	15	xxxx		
	[MWV, MWV, MWV, MWK]	301					2	299	299	xxxx		
42	Dump and ballast cars [MWB, MWD]											
43	Other maintenance and service equipment cars	1,618				45	31	1,632	1,632	xxxx		
	Total (lines 39 to 43)	1,957				47	34	1,970	1,970	xxxx		

417. INVENTORY OF EQUIPMENT—Continued

Instructions for reporting freight-train car data, pages 106 and 107.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new"

means a unit placed in service for the first time on any railroad.

3. Units leased to others for a period of one year or more are reportable in column (n); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i); units rented from others for a period less than one year should not be included in column (j).

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

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS							
Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes During the Year			
		Time-mileage cars	All others	Units Installed			
				New units purchased or built ¹	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts ¹	All other units, including reclassification and second hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	FREIGHT-TRAIN CARS						
45	Box-General Service (unequipped) [All B, L070, R-00, R-01] _____	15,983 ^a		355			1,458
46	Box-General Service (equipped) [A-20, A-30, A-40, A-50, R-06, R-07] _____	7,863 ^a		175			8
47	Box-Special Service [A-00, A-10] _____	619 ^a		6			27
48	Gondola-General Service [All G (except G-9-)] _____	3,776 ^a					3
49	Gondola-Special Service [G-9-, J-00, all C, all E] _____	713 ^a					
50	Hopper (open top)-General Service [All H (except H-70)] _____	7,455 ^a		465			2
51	Hopper (open top)-Special Service [H-70, J-10, J-20, all K] _____	1,314 ^a		10			
52	Hopper (covered) [L-5-] _____	5,582 ^a		175			
53	Tank, under 12,000 gallons T--O, T--1, T--2, T--3] _____		49				
54	Tank, 12,000-18,999 gallons [T--4] _____						
55	Tank, 19,000-24,999 gallons [T--5, T--6] _____						
56	Tank, 25,000 gallons and up [T--7, T--8, T--9] _____						
57	Refrigerator (meat)-Mechanical [R-11, R-12] _____						
58	Refrigerator (other than meat) -Mechanical [R-04, R-10] _____	5 ^a					
59	Refrigerator (meat)-Non-Mechanical [R-02, R-08, R-09, R-14, R-15, R-17] _____						
60	Refrigerator (other than meat) -Non-Mechanical [R-03, R-05, R-13, R-16] _____						
61	Stock [All S] _____						
62	Flat-Multi-level (vehicular) [All V] _____	107 ^a					
63	Flat-General Service [F-0-] _____	550 ^a					16
64	Flat-Special Service [F-1-, F-9-, F-20, F-30, F-40, L-2-, L-3-] _____	3,582 ^a		207			2
65	Flat-TOFC [F-7-, F-8-] _____	624 ^a					1
66	All other [L-0-, L-1-, L-4-, L080, L090] _____	52 ^a					
67	Total (lines 45 to 66) _____	48,225 ^a	49 ^a	1,393			1,517
68	Caboose [All N] _____	XXXX	414 ^a	19			
69	Total (lines 67, 68) _____	48,225 ^a	463 ^a	1,412			1,517

¹Box, unequipped (which relates to incentive per diem order)

New units purchased or built

Units rebuilt or acquired

General funds

Incentive funds

General funds

Incentive funds

NONE

309

NONE

NONE

Cars eligible for acquisition from incentive per diem funds were erroneously omitted from previous reports: 9 excess cars acquired in 1970, and 300 acquired in 1971.

417. INVENTORY OF EQUIPMENT—Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows: for freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.

5. Freight-train car type codes shown in column (a) correspond to the AAR Multilevel Per Diem Master List. Dashes are used in appropriate places to permit a sin-

gle code to represent several car type codes. Descriptions of car codes and designations are published in *The Official Railway Equipment Register*.

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

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

Changes during year (Concluded)	Units At Close of Year						Line No.
	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i)+(j))		Aggregate capacity of units reported in col. (k)+(l) (see ins. 4) (m)	Leased to others (n)	
			Time- mileage cars (k)	All other (l)			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (h)							
204	17,072	520	17,592		1,065,985		45
1,580	5,561	905	6,466		464,340	11	46
11	639	2	641		46,429	17	47
194	3,585		3,585		257,599		48
	713		713		68,957		49
55	7,867		7,867		698,959		50
161	1,163		1,163		96,225		51
11	4,665	1,081	5,746		569,512	79	52
	49			49	4,900		53
							54
							55
							56
							57
	5		5		297		58
							59
							60
	107		107		6,258		61
17	549		549		43,013		62
666	3,125		3,125		207,839	5	63
22	603		603		50,774	16	64
1	51		51		3,981		65
2,922	45,754	2,508	48,213	49	3,585,068	128	66
1	432		XXXX	432	XXXXXXXXXXXXXXXX	17	67
2,923	46,186	2,508	48,213	481	3,585,068	145	68
							69
							70

417. INVENTORY OF EQUIPMENT—Concluded

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

Line No.	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year			
		Per diem (b)	All other (c)	Units Installed			
				New units purchased or built ¹ (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second-hand units purchased or leased from others (g)
FLOATING EQUIPMENT							
71	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X					
72	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X					
73	Total (lines 71 and 72)	X X X X	-- None --				
HIGHWAY REVENUE EQUIPMENT							
74	Bogie-chassis	97 *					1
75	Dry van	2,907 *					275
76	Flat bed	5 *					1
77	Open top	1 *					
78	Mechanical refrigerator						
79	Bulk	8 *					
80	Insulated	279 *					
81	Platform, removable sides	20 *					
82	Other trailer or container	16 *					
83	Tractor						
84	Truck						
85	Total (lines 74 to 84)	3,333					277

NOTES AND REMARKS

417. INVENTORY OF EQUIPMENT—Concluded

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

Changes during year (Concluded)	Units At Close of Year					Line No.	
	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) + (j))		Aggregate capacity of units reported in col. (k) + (l) (see ins. 4) (m) (Tons)		Leased to others (n)
			Per diem (k)	All other (l)			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (h)							
			XXXX			71	
			XXXX			72	
			XXXX	-None-		73	
69	29		29			74	
210	2,739	233	2,972		62,145	75	
3	3		3		24	76	
	1		1		20	77	
						78	
1	7		7			79	
273	6		6		20	80	
		20	20		400	81	
16						82	
						83	
						84	
572	2,785	253	3,038		62,609	85	

NOTES AND REMARKS

421. HIGHWAY MOTOR VEHICLE OPERATIONS

Give particulars of highway motor vehicles operated by respondent in revenue and nonrevenue service and of revenue traffic handled for the respondent by others under contractual arrangements.

In reporting highway motor vehicle miles in line-haul service, show the mileage of buses and combination bus-trucks on line 5; the mileage of trucks and of bogies, trailers and semitrailers with trucks on line 6; and the mileage of tractors and of bogies, trailers and semitrailers with tractors on line 7. Vehicle miles in terminal service should be reported on lines 8 and 9.

In reporting traffic carried and traffic handled 1 mile on lines 10 to 13, and on lines 20 to 23, both inclusive, show the total number of tons and ton-miles of revenue freight in column (i) and the total number of passengers carried and passenger-miles in column (c), regardless of the class of vehicle used to perform the transportation service.

In reporting highway motor vehicles in nonrevenue service include those used in maintenance, shops, and storehouses, and transportation of company material; also buses used for transportation of company employees. Exclude automobiles used by officials and employees.

A. OPERATED BY RESPONDENT
(Revenue and nonrevenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
REVENUE SERVICE				
Vehicles owned or leased:				
1	Number available at beginning of year			
2	Number installed during the year			
3	Number retired during the year			
4	Number available at close of year			
Vehicle miles (including loaded and empty):				
Line haul (station to station):				
5	Passenger vehicle miles	XXXXXX		XXXXXX
6	Truck miles		XXXXXX	XXXXXX
7	Tractor miles		XXXXXX	XXXXXX
Terminal service:*				
8	Pick-up and delivery			
9	Transfer service			
Traffic carried:				
10	Tons—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
11	Tons—Revenue freight—Terminal service only	XXXXXX	XXXXXX	XXXXXX
12	Revenue passengers—Line haul	XXXXXX		XXXXXX
13	Revenue passengers—Terminal service only	XXXXXX		XXXXXX
Traffic handled 1 mile:				
14	Ton-miles—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
15	Revenue passenger-miles—Line haul	XXXXXX		XXXXXX
NONREVENUE SERVICE				
Vehicles owned or leased:				
16	Number available at beginning of year			
17	Number installed during the year			
18	Number retired during the year			
19	Number available at close of year			

*When performed by vehicles other than those used for line haul.

B. OPERATED BY OTHERS
(Revenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
Traffic carried:				
20	Tons—Revenue freight	XXXXXX	XXXXXX	XXXXXX
21	Revenue passengers	XXXXXX		XXXXXX
Traffic handled 1 mile:				
22	Ton-miles—Revenue freight	XXXXXX	XXXXXX	XXXXXX
23	Revenue passenger-miles	XXXXXX		XXXXXX

421. HIGHWAY MOTOR VEHICLE OPERATIONS—Concluded

"Trailers" means trailer bodies used in TOFC/COFC service which are permanently mounted on running gear. "Containers" means trailer bodies used in TOFC/COFC service which are not permanently mounted on wheels or chassis, but are separated from such running gear before being loaded on flat cars.

A. OPERATED BY RESPONDENT—Concluded
(Revenue and nonrevenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Trucks (i)	Combination bus-trucks (j)	Line No.
						1
						2
						3
						4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX				XXXXXX	XXXXXX	7
						8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
			488	996		16
			61	120		17
			3	44		18
			546	1,072		19

B. OPERATED BY OTHERS—Concluded
(Revenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Truck (i)	Combination bus-trucks (j)	Line No.
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	22
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	23

422. HIGHWAY MOTOR-VEHICLE ENTERPRISES IN WHICH THE RESPONDENT HAD A DIRECT OR INDIRECT FINANCIAL INTEREST DURING THE YEAR

Give particulars of highway motor-vehicle enterprises (excluding Railway Express Agency, Inc.) in which the respondent had a financial interest, either directly or indirectly, during the year.

In column (a) identify each motor-vehicle enterprise by name and address, and in column (b) state whether the respondent's interest in such

enterprise was direct or indirect. If the interest was indirect, give the names of all intermediaries.

In column (c) give the date on which respondent first acquired its direct or indirect interest in the enterprise.

Line No.	Name and address of highway motor-vehicle enterprise (a)	Nature of respondent's interest (b)	Date on which respondent's direct or indirect interest was originally acquired (c)
1			
2	Southern Region Motor Transport, Inc.	Indirect control of Capital	June 17, 1963
3		stock through control of	
4		Central of Georgia Rail-	
5		road Company.	
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			

510. GRADE CROSSINGS A—Railroad With Railroad

1. A crossing of a railroad with a railroad means the intersection of all the tracks on one right-of-way with all of the tracks on another right-of-way, whether or not owned or operated by the same company; thus, the intersection of one double-track line with another double-track line shall be reported as one crossing. Each such crossing shall be reported only by the carrier who performs the actual maintenance of the signal or interlocking protection, if so provided, or by the carrier who maintains the crossing frogs where no protection exists. The carrier which actually performs the maintenance shall be the reporting carrier, even though other party, or parties, assume a part or all of the expense of such maintenance. Where portions of the apparatus are maintained by two or more companies, as for example—the condition where one crossing frog is maintained by one company and the second frog by the other company, agreement should be made between carriers as to which shall report. Report should be made of each crossing, whether main line, branch line, or switching tracks are involved, so long as separate rights-of-way are involved, regardless of whether or not the rights-of-way involved are

owned or leased by the same company. A cross-over from one track to another on the same right-of-way, or the use of a crossing frog for the intersection of two tracks in the same right-of-way, is not to be considered as a crossing in this connection. If one right-of-way intersects two or more rights-of-way in the same vicinity a separate crossing shall be reported for each such intersection, even though all are controlled by one interlocking plant. In such case, this fact should be explained in a footnote in order that the interlocking plant may not be counted more than once.

2. The term "Protection" as used in this connection should include all signalling or derailing devices which may restrict the use of the crossing by either carrier. It shall not include stationary or other cautionary signs which merely indicate the proximity of a crossing. Where crossings are protected by more than one of the types of protection shown in columns (b) to (i) inclusive, the kind of protection, etc., should be reported in only one classification and that of the more elaborate type.

Line No.	Number of crossings (a)	Interlocking (b)	Automatic signals (automatic interlocking) (c)	Details on one line, no protection on other (d)	Hand-operated signals, without interlocking (e)	Gates (f)	Total specially protected (g)	Total not specially protected (h)	Grand total (i)
1	Number at beginning of year	21	4		4	10	39	84	123
2	Crossings added: New crossings								
3	Change in protection								
4	Crossings eliminated: Separation of grade								
5	Change in protection								
6	Other causes								
7	Number at close of year	21	4		4	10	39	84	123
8	Number at Close of Year by States:								
9	Virginia	1					1	9	10
10	North Carolina				2	2	4	9	13
11	South Carolina	3					3	12	15
12	Georgia	6	2		1	3	12	13	25
13	Alabama	7				1	8	25	33
14	Mississippi								
15	Tennessee	2			1		3	10	13
16	Kentucky	1	1			1	3		3
17	Indiana	1	1			3	5	1	6
18	Illinois							5	5
19									
20									
21									
22									
23									
24									
25									

510. GRADE CROSSINGS—Continued

B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a public highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.
2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.
3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the furthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In columns (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-actuated devices with or without audible supplements. Include in column (j), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change	Automatic gates with flashing lights		Automatic flashing light signals		Gates manually operated		Watchmen only		Audible signals only	Other automatic signals	Total indicating warning of train approach	"Railroad Crossing" crossbuck signs only	Crossbuck signs with other fixed signs	Other fixed signs only	No signs or signals	Total crossings at grade
		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)								
1	Number at beginning of year	193	762							12		967	1,697	2,267		354	5,285
2	Added: By new, extended or relocated highway												1				1
3	By new, extended or relocated railroad											1					2
4	Total added											1	1	1			3
5	Eliminated: By closing or relocation of highway																
6	By relocation or abandonment of railroad																
7	By separation of grades																
8	Total eliminated																
9	Changes in protection. Number of each type added	12	17							2		29					29
10	Number of each type deducted	12	10							-2		12	5	12			29
11	Net of all changes											18	-4	-11			3
12	Number at close of year	205	770							10		985	1,693	2,256		354	5,288
13	Number at close of year by States:																
14	Virginia	35	63							2		100		360		37	497
15	North Carolina	59	189									248	210	455		18	931
16	South Carolina	8	105							1		114	689	94		63	960
17	Georgia	62	74							6		136	279	253			668
18	Alabama	14	103									123	336	403		54	916
19	Mississippi	1	3									4	6	24		6	40
20	Tennessee	12	100									112	24	369		68	573
21	Kentucky	3	28							1		32	40	30		14	116
22	Illinois	9	51									60	60	66		49	235
23	Indiana	2	54									56	49	202		45	352
24																	
25																	
26																	

511. GRADE SEPARATIONS

Highway-Railroad

1. (a) A highway-railroad grade separation is to be regarded as a single crossing of all of the tracks within the owned or leased right-of-way or contiguous rights-of-way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at separate grades.

(b) Not to be included are structures which serve some major purpose other than the avoidance of conflict of railway movements with highway movements and which contain no design features required for accommodation of the intersecting traffic flow as in the case of major tunnels.

(c) In order to avoid duplicate reporting and possible confusion, in reporting grade separations used or maintained by more than one railroad, the interested parties in each case should designate one line to be the reporting railroad.

2. All separated crossings of tracks with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad owned right-of-way.

3. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads not dedicated to public use.

4. A private crossing which becomes public during the year should be reported as a new crossing.

5. A crossing of a dual or multi-lane highway should be reported as one crossing.

Line No.	Items of Annual Change (a)	Types and numbers of highway-railroad grade separations		
		Overpass (Highway above railroad) (b)	Underpass (Railroad above highway) (c)	TOTAL (d)
1	Number at beginning of year	763	468	1,231
2	Added: By new, extended or relocated highway	4		4
3	By new, extended or relocated railroad			
4	By elimination of grade crossing ¹			
5	Total added	4		4
6	Deducted: By closing or relocation of highway	1		1
7	By relocation or abandonment of railroad			
8	Total deducted	1		1
9	Net of all changes	3		3
10	Number at close of year	766	468	1,234
	Number at close of year by States:			
11				
12	Virginia	116	76	192
13	North Carolina	233	164	397
14	South Carolina	149	67	216
15	Georgia	97	30	127
16	Tennessee	69	78	147
17	Kentucky	18	22	40
18	Alabama	60	15	75
19	Mississippi	6	3	9
20	Illinois	10	1	11
21	Indiana	8	12	20
22				
23				
24				
25				
26				
27				
28				
29				

¹Total in column (d) should correspond to total number of grade crossings eliminated "By separation of grades" Schedule 510-B, line 7 column (a).

513. TIES LAID IN REPLACEMENT

Give particulars of ties laid during the year in previously constructed tracks maintained by the respondent. Do not include any ties used in any new tracks or in track extensions.

In column (a) classify the ties as follows:

(U) Wooden ties untreated when applied.

(T) Wooden ties treated before application.

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

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

In columns (d) and (g) should be shown the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage, and seasoning yards; and

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

The sum of entries on lines 21, 22, and 23 should equal the total of columns (d) and (g).

Any material difference between the return on line 22 and the charge to operating expense account No. 212, or between the sum of charges to additions and betterments shown in schedules Nos. 513 and 514 and the related charge to investment account No. 8, should be explained in a footnote.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in previously constructed tracks during year (d)	Number of feet (board measure) applied (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in previously constructed tracks during year (g)	
1	T	1,774,529	\$ 11.08	\$ 19,667	4,197,468	\$ 317.86	\$ 1,334	
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	1,774,529	11.08	19,667	4,197,468	317.86	1,334	

(Dollars in thousands)

21	Amount of salvage on ties withdrawn	\$ -0-
22	Amount chargeable to operating expenses	\$ 21,001
23	Amount chargeable to additions and betterments	\$ -0-

Estimated number of crossties in all maintained tracks:

	Number	Percent of Total
24 Wooden ties	26,270,848	100.00
25 Other than wooden ties (steel, concrete, etc.)		
26 Total	26,270,848	100.00

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

Give particulars of ties laid during the year in new construction, following the instructions given in the preceding schedule, so far as applicable. In columns (d) and (g), report "total cost" in thousands.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)	
1	T	2,960	\$ 11.58	\$ 34	15,309	\$ 323.34	\$ 5	New
2	S	1,070	.50	1				Relay
3	T	18,290	9.19	168	415,304	323.35	134	New
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	22,320	9.09	203	430,613	322.80	139	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							1.02
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							6.90

NOTE: The difference between returns in Schedule 211, Account 8 - Crossties, and Schedules 513 and 514, is due to adjustments. The latter schedules include current items only.

515. RAILS LAID IN REPLACEMENT

Give particulars of all rails applied during the year in connection with replacement of rails in previously constructed tracks maintained by the respondent.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process.
- (2) New steel rails, open-hearth process.
- (3) New rails, special alloy (describe more fully in a footnote).
- (4) Relay rails.

Returns in columns (c) and (g) should be reported in whole numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more reckoned as one.

The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign

lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, and of train service in connection with the distribution of the rails, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

The sum of entries on lines 22, 23, and 24 should equal the total of columns (d) and (h).

Any material difference between the return on line 23 and the charge to operating expense account No. 214, or between the sum of charges to additions and betterments shown in schedules Nos. 515 and 516 and the related charge to investment account No. 9, should be explained in a footnote.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
1	2	132	32,985	\$ 9,033	\$ 273.85			\$	\$
2	4	100	136	7	51.47				
3	4	132	5,385	320	59.42				
4	2					132	29	9	324.80
5	2					100	15	4	290.61
6	2					115	3	1	308.36
7	4					100	575	28	49.11
8	4					130	547	27	49.11
9	4					132	4,137	221	53.30
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20	Total	XXXX	38,506	9,360	243.08	XXXX	5,306	290	54.66

(Dollars in thousands)

21	Number of tons (2,000 lb.) of relayers and scrap rail taken up	37,353
22	Salvage value of rails released	\$ 1,844
23	Amount chargeable to operating expenses	\$ 5,845
24	Amount chargeable to additions and betterments	\$ 1,961
25	Miles of new rails laid in replacement (all classes of tracks) †	284.41 (rail-miles)
26	Miles of new and second-hand rails laid in replacement (all classes of tracks) ‡	379.24 (rail-miles)
27	Average weight per yard of new rails laid in replacement (running, passing, and cross-over tracks, etc.) *	132 (pounds)
28	Tons of rail sold as scrap and amount received	35,920 (tons of 2,000 lb.); \$ 3,168
29	Track-miles of welded rail installed this year	120.05 : total to date 3,111.69

*Classes 1, 2, and 3 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in all classes of tracks; divide the total number of yards of new rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

†Classes 1, 2, 3, and 4 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new and second-hand rail laid in all classes of tracks; divide the total number of yards of new and second-hand rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

*Classes 1, 2, and 3 rails.—Reduce tonnage in column (c) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in running, passing, and cross-over tracks, etc.; divide the total number of pounds of new rails laid in running tracks, etc., by the total number of yards of new rails laid in such tracks.

516. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of rails applied during the year in the construction of new tracks, following the instructions given in the preceding schedule, so far as applicable.

In columns (d) and (h), report "total cost" in thousands.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
1	4	132	238	\$ 14	\$ 58.82			\$	\$
2	4					100	238	13	54.50
3	4					132	955	47	49.03
4	2					132	333	104	310.86
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16	Total	XXX	238	14	58.82	XXX	1,526	164	107.47

17 Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 1.02

18 Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 6.90

19 Track-miles of welded rail installed this year - : total to date -

NOTE: The difference between returns in Schedule 211, Account 9 - Rail, and Schedules 515 & 516 is due to adjustments. The latter schedules include current items only.

517. GAUGE OF TRACK AND WEIGHT OF RAIL

Give the particulars below called for concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly-owned mileage should be included. Under "Weight of rail," the various weights of rails should be given. If any part of the road operated at the close of the year is other than standard gauge,

4 feet 8-1/2 inches, show the gauge of each part in column (d). Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)
	Pounds			
1	132	2,539.68		
2	131	471.56		
3	130	92.93		
4	115	1.22		
5	112	15.26		
6	100	1,307.65		
7	85	1,003.84		
8	75	232.62		
9	70	25.72		
10	60	5.96		
11	56	8.53		
12				
13				
14				
15				
16				

531. STATISTICS OF RAIL-LINE OPERATIONS (See Page 121 for Instructions)

Line No.	Item (a)	Freight trains (b)	Passenger trains (c)	Total transportation service (d)
1	Average mileage of road operated _____	5,949	782	5,955
	Train-Miles			
2	Diesel locomotives _____	16,618,908	607,752	17,226,660
3	Other locomotives _____			
4	Total locomotives _____	16,618,908	607,752	17,226,660
5	Motorcars _____			
6	Total train-miles _____	16,618,908	607,752	17,226,660
	Locomotive Unit-Miles			
7	Road service _____	47,809,106	2,270,075	50,079,181
8	Train switching _____	2,593,211		2,593,211
9	Yard switching _____	6,195,714	48,066	6,243,780
10	Total locomotive unit-miles _____	56,598,031	2,318,141	58,916,172
	Car-Miles (Thousands)			
11	Total motorcar car-miles _____			
12	Loaded time-mileage freight cars _____	430,347		430,347
13	Loaded other freight cars _____	139,613		139,613
14	Empty time-mileage freight cars _____	359,900		359,900
15	Empty other freight cars _____	100,670		100,670
16	Caboose _____	16,619		16,619
17	Total freight car-miles (lines 12, 13, 14, 15 and 16) _____	1,047,149		1,047,149
18	Passenger coaches _____	459	2,925	3,384
19	Combination passenger cars (mail, express, or baggage, etc., with passenger) _____	13	507	520
20	Sleeping and parlor cars _____	108	2,074	2,182
21	Dining, grill and tavern cars _____	11	560	571
22	Head-end cars _____	122	114	236
23	Total (lines 18, 19, 20, 21, and 22) _____	713	6,180	6,893
24	Business cars _____	64	152	216
25	Crew cars (other than caboose) _____			
26	Grand total car-miles (lines 11, 17, 23, 24 and 25) _____	1,047,926	6,332	1,054,258
	Gross Ton-Miles and Train-Hours in Road Service			
27	Gross ton-miles of locomotives and tenders (thousands) _____	5,976,161	283,759	6,259,920
28	Gross ton-miles of freight-train cars, contents, and cabooses (thousands) _____	63,850,876		63,850,876
29	Gross ton-miles of passenger-train cars and contents (thousands) _____	49,353	410,345	459,698
30	Train-hours—Total _____	847,427	14,017	861,444
	Revenue and Nonrevenue Freight Traffic			
31	Tons of revenue freight _____	XX XX XX	XX XX XX	107,442,945
32	Tons of nonrevenue freight _____	XX XX XX	XX XX XX	3,285,447
33	Total tons revenue and nonrevenue freight _____	XX XX XX	XX XX XX	110,728,392
34	Ton-miles—Revenue freight in road service (thousands) _____	XX XX XX	XX XX XX	27,986,830
35	Ton-miles—Revenue freight in lake transfer service (thousands) _____	XX XX XX	XX XX XX	
36	Total ton-miles—Revenue freight (thousands) _____	XX XX XX	XX XX XX	27,986,830
37	Ton-miles—Nonrevenue freight in road service (thousands) _____	XX XX XX	XX XX XX	473,110
38	Ton-miles—Nonrevenue freight in lake transfer service (thousands) _____	XX XX XX	XX XX XX	
39	Total ton-miles—Nonrevenue freight (thousands) _____	XX XX XX	XX XX XX	473,110
40	Net ton-miles of freight—Revenue and nonrevenue (thousands) _____	28,459,940		28,459,940
	Revenue Passenger Traffic			
41	Passengers carried—Total _____	XX XX XX	XX XX XX	214,585
42	Passenger-miles—Total _____	XX XX XX	XX XX XX	75,626,016
	Train-Miles Work Trains			
43	Locomotives _____			245,595
44	Motorcars _____			
45	Total _____			245,595

INSTRUCTIONS CONCERNING SCHEDULE 531 ON PAGE 120

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

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

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

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

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

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

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

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

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

532. SWITCHING AND TERMINAL TRAFFIC AND CAR STATISTICS

(For switching and terminal companies only)

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

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

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

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

NOTES AND REMARKS

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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

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

4. 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 respondents 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	Total salaries, payments and other compensation per annum received from Southern Railway System Companies were:		\$	\$
2				
3				
4				
5	W. G. Claytor, Jr.	Chairman & CEO	230	66
6		(\$150 Prior 3-1-76)		
7		(\$200 Prior 12-1-76)		
8	L. S. Crane	President & CAO	160	47
9		(\$95 Prior 3-1-76)		
10		(\$140 Prior 12-1-76)		
11	R. S. Hamilton	Exec.V.P.Mkt.&Planning	130	39
12		(\$95 Prior 3-1-76)		
13		(\$115 Prior 12-1-76)		
14	G. S. Paul	Exec.V.P.Pres.Admin.	130	39
15		(\$95 Prior 3-1-76)		
16		(\$115 Prior 12-1-76)		
17	A. B. McKinnon	Sr.V.P.Law & Acctg.	100	26
18		(\$80 Prior 12-1-76)		
19	H. H. Hall	Sr.V.P.Operations	100	25
20		(\$66 Prior 3-1-76)		
21		(\$80 Prior 12-1-76)		
22	J. L. Jones	V.P.Mgt.Info. Serv.	77	21
23		(\$67 Prior 3-1-76)		
24		(\$72 Prior 12-1-76)		
25	E. G. Kreyling, Jr.	V.P. Marketing	77	21
26		(\$67 Prior 3-1-76)		
27		(\$72 Prior 12-1-76)		
28	K. A. Stoecker	V.P.& Chf.Finance Off.	77	23
29		(\$72 Prior 12-1-76)		
30	E. T. Breathitt	V.P. Public Affairs	75	24
31		(\$74 Prior 12-1-76)		
32	W. W. Simpson	V.P. Engineering	75	21
33		(\$63 Prior 3-1-76)		
34		(\$70 Prior 12-1-76)		
35	E. L. Dearhart, Jr.	V.P. Sales	72	21
36		(\$61 Prior 3-1-76)		
37		(\$67 Prior 12-1-76)		
38				

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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

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

4. 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 respondents 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	R. E. Franklin	Pres. C. of Ga. RR Co.	\$ 68	\$ 23
2	H. H. Bradley	V. P. Transportation	66	11
3		(\$52 Prior 3-1-76)		
4		(\$60 Prior 12-1-76)		
5	W. D. McLean	V. P. Real Est. & Ins.	66	20
6		(\$63 Prior 12-1-76)		
7	J. L. Tapley	V. P. Law	66	18
8		(\$58 Prior 12-1-76)		
9	J. A. Hagen	V. P. Corp. Dev.	65	
10		(\$60 Prior 12-1-76)		
11	D. R. McArdle	V. P. & Comptroller	63	17
12		(\$58 Prior 12-1-76)		
13	W. F. Geeslin	Asst. V. P. Public Rel.	60	15
14	H. R. Moore	Gen. Mgr. Eastern Lines	60	12
15		(\$57 Prior 11-15-76)		
16	E. A. Evers	Asst. V. P. Mkts. Mgmt.	60	12
17		(\$55 Prior 11-15-76)		
18	J. G. Moore	Asst. V. P. Mechanical	59	11
19		(\$55 Prior 5-15-76)		
20	W. G. Handfield	Asst. V. P. Taxation	57	10
21		(\$54 Prior 11-15-76)		
22	R. S. Geer	Asst. V. P. Ind. Dev.	57	11
23		(\$54 Prior 11-15-76)		
24	R. D. Hedberg	Asst. V. P. Pers. Admn.	56	11
25		(\$53 Prior 11-15-76)		
26	E. B. Burwell	Gen. Mgr. Western Lines	55	11
27		(\$51 Prior 2-15-76)		
28	A. M. Cary	Asst. V. P. MW&S	55	12
29		(\$52 Prior 2-16-76)		
30	J. P. Duncan, Jr.	Asst. V. P. Agri. Bus. Serv.	55	13
31	R. E. Loomis	Asst. V. P. Labor Rel.	54	11
32		(\$51 Prior 11-15-76)		
33	J. A. Bistline	Asst. to Chairman	53	11
34	R. E. L. deButts	General Solicitor	53	10
35		(\$49 Prior 5-16-76)		
36	W. F. Mitchell, Jr.	General Solicitor	53	10
37		(\$49 Prior 5-16-76)		
38				

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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

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

4. 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:

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Commissions, bonuses, shares in profits;

Contingent compensation plans;

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Premiums on life insurance where the respondents 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	M. P. Rogers	Chief Surgeon (\$49 Prior 5-16-76)	\$ 52	\$ 11
2	G. C. Durand	Asst. V.P. Data Proc. (\$48 Prior 5-16-76)	52	9
3	R. A. Wharton	Asst. V.P. Tranp. (\$46 Prior 3-1-76)	51	11
4	W. H. Oglesby	Asst. to Sr. V.P. Oper. (\$49 Prior 11-16-76)	51	10
5	A. H. Douglas	Res. Vice President	49	12
6	W. C. Antoine	Gen. Tax Attorney (\$47 Prior 5-16-76)	49	9
7	G. M. Williams	Asst. V.P. Treasurer (\$47 Prior 5-16-76)	49	10
8	H. C. Mauney	Res. Vice President (\$44 Prior 5-16-76)	49	10
9	J. R. Tipton	Asst. V.P. Sta. & Terms (\$45 Prior 5-16-76)	48	10
10	H. L. Rose	Asst. V.P. MW&S (\$35 Prior 2-16-76) (\$45 Prior 7-1-76)	48	5
11	J. H. Dewey	General Auditor	47	9
12	S. D. Guy	Reg. Sales Mgr.	47	8
13	N. B. Coggins, Jr.	A.V.P. Pur. & Mtrls. Mgt. (\$43 Prior 7-16-76)	47	9
14	R. A. Kelso	Chief Engr. Des. & Cont. (\$43 Prior 2-16-76)	46	7
15	J. T. Hudson	Asst. V.P. Communications (\$42 Prior 8-16-76)	45	9
16	F. M. Kaylor	Asst. V.P. Safety & FCS (\$43 Prior 8-16-76)	45	10
17	D. B. Weinstein	Asst. V.P. Systems (\$42 Prior 8-16-76)	45	9
18	H. E. Wilson	Reg. Sales Mgr. (\$41 Prior 2-16-76)	45	6
19	R. A. Wimbish	General Solicitor (\$42 Prior 5-16-76)	45	8
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562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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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	C. E. Webb	Asst. V.P. Engr. & Res.	\$ 44	\$ 9
2				
3	L. W. Cranmer	Chief Pilot	44	6
4		(\$40 Prior 5-16-76)		
5	L. S. Presson, Jr.	Asst. Chf. Mech. Off.	44	7
6		(\$41 Prior 2-15-76)		
7	J. O. Greenwood	Asst. V.P. Sec. & Sp. Svs.	43	9
8		(\$41 Prior 8-16-76)		
9	J. R. Martin	A.V.P. Transp. Planning	43	7
10		(\$40 Prior 11-16-76)		
11	N. G. Heller	Gen. Mgr. Serv. Ind.	43	5
12		(\$40 Prior 5-16-76)		
13	R. M. VanHook	Director Commerce	42	6
14	F. A. Lockett	Asst. Comp. - Reports	42	6
15		(\$40 Prior 2-16-76)		
16	R. T. Stinnett	Dir. Expenditure Acctg.	42	5
17		(\$39 Prior 2-16-76)		
18	F. P. Weldon	Dir. of Training	42	5
19		(\$39 Prior 2-16-76)		
20	R. C. Schallon, Jr.	Reg. Sales Mgr.	42	5
21		(\$39 Prior 11-16-76)		
22	E. M. Schramm	Sr. Gen. Attorney	42	5
23		(\$40 Prior 2-16-76)		
24	G. L. Souther, Jr.	Supt. Motive Power	42	5
25		(\$40 Prior 11-16-76)		
26	W. P. Stallsmith, Jr.	Sr. Gen. Attorney	41	5
27		(\$38 Prior 5-16-76)		
28	D. A. Flammia, Jr.	Mgr. Industrial Dev.	40	
29	W. B. Brown	Resident Vice Pres.	40	6
30		(\$36 Prior 5-16-76)		
31	E. F. Neagle	Dir. Tax Admin.	40	5
32		(\$37 Prior 2-16-76)		
33	C. E. Pitts	Gen. Mgr. Purch. & MM	40	5
34		(\$37 Prior 6-16-76)		
35	R. D. Blalock, Jr.	Reg. Sales Mgr.	40	6
36	J. T. Bolling	Dir. Revenue Acctg.	40	5
37		(\$37 Prior 2-16-76)		
38				

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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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	D. S. Dabbs	Dir. Rates & Routes	\$ 40	\$ 6
2	A. E. Hinson	Dir. Res. & Tests	40	6
3		(\$37 Prior 5-16-76)		
4	T. C. Sheller	Dir. Labor Relations	40	5
5		(\$38 Prior 11-16-76)		
6	J. W. Forbes	Executive Repr.	39	6
7		(\$36 Prior 2-16-76)		
8	W. J. Flynn	Dir. Per. Services	39	6
9		(\$36 Prior 5-16-76)		
10	L. E. King	Dir. Car Dist. & Util.	39	6
11		(\$37 Prior 5-16-76)		
12	T. O. McConnell	Dir. Cust. & Car Acctg.	39	5
13		(\$36 Prior 2-16-76)		
14	R. S. McGaughey	Gen. Mgr. Transp.	39	5
15		(\$38 Prior 11-15-76)		
16	J. O. Picone	Dir. Commercial Dev.	39	6
17		(\$37 Prior 2-16-76)		
18	L. H. McWhirter	Reg. Sales Mgr.	39	7
19		(\$35 Prior 2-16-76)		
20	P. R. Rudder	Div. Superintend	39	6
21		(\$37 Prior 5-16-76)		
22	L. G. Sak	Dir. Equal. Empl. Oppty.	39	5
23		(\$36 Prior 5-16-76)		
24	G. E. Taylor	Resident Vice Pres.	39	6
25		(\$36 Prior 5-16-76)		
26	J. E. Walters	Dir. Budget Staff	39	5
27		(\$36 Prior 2-16-76)		
28	D. E. Fitzgerald	Gen. Mgr. Cont. & Convy.	39	5
29		(\$37 Prior 11-16-76)		
30	M. L. Denton, Jr.	Chief Engr. Line Mtce.	39	4
31		(\$35 Prior 11-16-76)		
32	A. C. Whitehead, Jr.	Dir. of Programming	39	5
33		(\$36 Prior 2-15-76)		
34	B. R. Osborne	Gen. Mgr. Intermodal	38	6
35		(\$33 Prior 2-16-76)		
36	J. E. Cox	Dir. Frt. Claim Serv.	38	4
37		(\$36 Prior 11-16-76)		
38				

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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

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

4. 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	P. A. Dieffenbach	Dir. Corp. Planning	\$ 38	\$ 5
2	J. L. Granum	Spec. Representative	38	6
3		(\$35 Prior 8-16-76)		
4	M. H. Hammett	Supt. Motive Power	38	5
5		(\$35 Prior 2-16-76)		
6	J. A. Johnson	Dir. Cust. Serv. Engr.	38	6
7		(\$35 Prior 2-16-76)		
8	T. H. Kerwin	Dir. Financial Plng.	38	5
9		(\$34 Prior 11-16-76)		
10	F. P. Ludlow, Jr.	Dir. Internal Conslt.	38	5
11		(\$36 Prior 8-16-76)		
12	T. Parker, Jr.	Dir. Labor Relations	38	5
13		(\$36 Prior 11-16-76)		
14	E. K. Ratliff	Division Supt.	38	5
15		(\$36 Prior 5-16-76)		
16	K. E. Starling	Dir. Systems Develop.	38	4
17		(\$36 Prior 2-16-76)		
18	D. H. Watts	Asst. to Exec. VP. Admin.	38	4
19		(\$34 Prior 8-1-76)		
20	W. M. Westerman	Division Supt.	38	5
21		(\$35 Prior 5-16-76)		
22	C. S. Burnham	Director Safety	38	5
23		(\$36 Prior 11-16-76)		
24	J. N. Black	Asst. to Vice Pres.	37	5
25		(\$36 Prior 8-16-76)		
26	J. W. DeValle	Chief Engr. Bridges	37	4
27		(\$34 Prior 11-16-76)		
28	T. E. Gurley	Division Supt.	37	5
29		(\$35 Prior 2-16-76)		
30	J. E. Sims	General Foreman	37	5
31		(\$35 Prior 5-16-76)		
32	L. H. Smith, Jr.	Division Supt.	37	5
33		(\$35 Prior 5-16-76)		
34	A. F. Downey, Jr.	Asst. to Sr. Vice Pres.	36	4
35		(\$35 Prior 11-16-76)		
36				
37				
38				

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

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

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

4. 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 respondents 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	R. L. Sauder	Dir. Operations Res.	\$ 36	\$ 4
2		(\$34 Prior 11-16-76)		
3	P. M. Tatem	Division Supt.	36	5
4		(\$34 Prior 5-16-76)		
5	S. E. Hawkins	Division Supt.	35	6
6		(\$33 Prior 2-16-76)		
7				
8				
9	Includes the Southern Railway Company and Subsidiary Companies in which			
10	Southern owns, directly or indirectly, more than 50% of the voting stock.			
11				
12				
13	(A) - Other compensation consists of Directors' fees, premiums on group life			
14	insurance for benefits in excess of \$50,000, financial counseling, stock			
15	purchasing plan, membership dues, and the bonus plan.			
16				
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38				

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

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

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

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

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

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1	Cunningham & Walsh, Inc.	Advertising	\$ 1,188
2	Price Waterhouse & Co.	Auditing services	220
3	Price Waterhouse & Co.	Management services	99
4	Saul's Lithograph Co.	Printing	191
5	Sheriff, Inc.	Services	265
6	Association of American		
7	Railroads	Assessments	1,128
8	Southeastern Railroads		
9	Associated Bureaus	Assessments	2,363
10	Covington & Burling	Legal fees and expenses	236
11	Davis, Polk & Wardwell	Legal fees and expenses	151
12	Greene Buckley,		
13	Derieux & Jones	Legal fees and expenses	71
14	Hall & Bloch	Legal fees and expenses	102
15	J. F. Johnston	Legal fees and expenses	132
16	Joyner & Howison	Legal fees and expenses	72
17	Monroe & Lemann	Legal fees and expenses	81
18	Sadler, Sadler, Sullivan &		
19	Sharp	Legal fees and expenses	70
20	Ralph Whitehead & Associates	Engineering services	331
21			
22			
23			
24			
25			
26			
27			
28			

564. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

1. Furnish the information called for below concerning each contract, agreement or arrangement (written or unwritten) in effect at any time during the year between the respondent and the affiliated companies listed in Schedule 104, or persons affiliated with the respondent including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- Lawful tariff charges for transportation services.
- Payments to or from other railroads for interline services and interchange of equipment.
- Payments to or from other railroads for services which may reasonably be regarded as ordinarily connected with routine operation, maintenance, or construction of a railroad, but any special or unusual transactions should be reported.
- Agreements relating to joint pension plans with affiliated companies should be reported in explanatory notes section of Schedule 200 (p. 13)

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$30,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges in column (d). If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

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

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

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

- If respondent directly controls affiliate insert the word "direct".
- If respondent controls through another company insert the word "indirect".
- If respondent is under common control with affiliate insert the word "common".
- If respondent is controlled directly or indirectly by the company listed in column (a) insert the word "controlled".
- If control is exercised by other means such as a management contract or other arrangement of whatever kind insert the word "other" and footnote to describe such arrangements.

4. In column (c) fully describe the character of service involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (g).

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

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

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

(Dollars in thousands)

Line No.	Name of Company or Individual and percent of gross income from respondent carrier (a)	Form of Affiliation (b)	Character of Service (c)	Basis of Charge (d)	Contract		Total Charges for Year	
					Date (e)	Term (f)	(P)(S)	(g)
1	There are many transactions between respondent and companies affiliated with respondent for services received or provided. These transactions which include among others such items as rental of facilities used in operations, salaries of officers and employees, and many other common expenses. Items such as these are pooled among system companies with each operating company bearing an appropriate share of such costs. Since all such transactions relate to normal railroad operations they are not deemed reportable for this schedule.							\$
2								
3								
4								
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11								
12								
13								
14								
15								
16								
17								
18								

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

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 104, or persons affiliated with the respondent including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but not limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$50,000 in value for the year.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.
3. In column (b) indicate form of affiliation or control between the respondent and company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.
4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$50,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$50,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).

7. In column (f) report the net profit or loss for each item (column (d) less column (e)).

8. Answer all questions at bottom of schedule. (Dollars in thousands)

Line No.	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1				\$	\$	\$
2						
3						
4			None			
5						
6						
7						
8						
9						
10						
11						
12						
13						

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

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

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

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

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

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Character of service (d)	Basis of Charge (e)	Contract		Total Charges for Year	
						Date (f)	Term (g)	(P)(S)	(h)
1								\$	
2									
3									
4									
5	None								
6									
7									
8									
9									
10									
11									
12									
13									
14									
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566 B. OTHER TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS

1. Furnish the information called for below concerning other transactions between noncarrier subsidiaries of the respondent and other affiliated companies in accord with instruction No. 1 to Schedule 563.
2. In column (a) enter the name of the noncarrier subsidiary of respondent.
3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary transacted a purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.
4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.

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

(Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Description of Item (d)	Sales or Purchase Price (e)	Net Book Value (f)	Gain or (Loss) (g)
1							
2							
3							
4		None					
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

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

Were any services provided or assets transferred between noncarrier subsidiaries of respondent and other affiliated companies or individuals for which no charges were assessed? If so, explain.

571. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

Show hereunder the amounts of the various kinds of fuel consumed by locomotive units and motors or other self-propelled rail cars in the service of the respondent during the year, and the number of kilowatt-hours for such tractive equipment as was propelled by electricity. The ton of 2,000 pounds should be used.

Kilowatt-hours, for entry in column (c) of section A, and column (h) of section B, are to be figures at high tension taps (point of production or point of purchase), and divided among the several classes of service, the division being made on the respondent's best estimate if actual figures are not available.

A. LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (Steam, Gas Turbine, Etc.)	
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)
1	Freight	121,437,943			
2	Passenger	5,740,724			
3	Yard switching	14,747,436			
4	Total	141,926,103			
5	Cost of Fuel*	\$ 48,921	\$	\$	\$
6	Work Train	1,799,263			

B. RAIL MOTORCARS

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)
7	Freight			
8	Passenger			
9	Yard switching			
10	Total			
11	Cost of Fuel*	\$	\$	\$
12	Work Train			

*Show cost of fuel charged to train and yard service (accounts Nos. 382 and 394, for other than electric, and accounts Nos. 383, 384, 395, and 396, for electric). The cost stated for the various kinds of fuel should be the total charges in the accounts specified, including freight charges and handling expenses. The cost stated for electric current should be the total charges in the accounts enumerated. Fuel and power consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed or special trains is predominantly passenger, the fuel and power used should be included in passenger service. (Dollars in thousands)

581. CONTRACTS, AGREEMENTS, ETC.

1. Hereunder give a concise statement of each important contract, agreement, arrangement, etc., with other companies or persons, together with important revisions, modifications, terminations, and other changes thereof, which became effective during the year, and concerned in any way the transportation of persons or things at other than tariff rates, or the purchase of equipment under conditional sales plans without the issuance of securities by respondent, making such statements in the following order:

- (a) Express companies.
- (b) Mail.
- (c) Sleeping, parlor, and dining-car companies.
- (d) Freight or transportation companies or lines.
- (e) Other railway companies.
- (f) Steamboat or steamship companies.
- (g) Telegraph companies.
- (h) Telephone companies.
- (i) Equipment purchased under conditional sales contracts.
- (j) Routing traffic of affiliated companies.
- (k) Other contracts.

2. Under item 1(e), include particulars of joint facility arrangements entered into during the year by the respondent, including those maintained or operated by other carriers as well as those maintained or operated by respondent. For each joint facility, give a brief statement of the basis or bases on which revenues, expenses, taxes, interest on investment, and other items, if any, related to the facility are apportioned among the carriers using the facility or otherwise deriving benefit therefrom.

3. Under item 1(i), give particulars of conditional sales agreements, lease or rental contracts, and other similar instruments, entered into by respondent for the purchase of equipment, which provide for payment in installments and do not involve the issuance of securities by respondent. State the names of the parties to the contracts or agreements, the number

of units of each class of equipment covered, and the terms and conditions of payment.

4. Under item 1(j) give particulars of arrangements, written or oral with affiliated companies for routing of traffic. Through route arrangements for handling of traffic interchanged with carrier affiliates should not be reported.

5. Under item 1(k), Other contracts, describe briefly the particulars of all contracts or agreements, including estimated amounts receivable, under which a government agency, or instrumentality thereof, seeks to assist respondent with grants or aid for providing passenger commuter or other passenger-train services.

6. Information concerning contracts of minor importance may be omitted. A contract of minor importance is defined as one involving receipts or payments of less than \$25,000 per year, and which, by its terms, is otherwise unimportant.

7. In lieu of giving abstracts, copies of contracts may be filed. Every copy of a contract furnished in connection with the foregoing requirement should be listed hereunder.

8. The basis for computing receipts and payments should be fully stated in the case of each such contract, agreement, or arrangement.

9. Compliance with the requirements of this schedule does not relieve the respondent of the duty placed upon common carriers by section 6(5), Part I, of the Interstate Commerce Act, which reads as follows:

"Every common carrier subject to this part shall also file with said Commission copies of all contracts, agreements, or arrangements with other common carriers in relation to any traffic affected by the provisions of this part to which it may be a party. Provided, however, that the Commission, by regulations, may provide for exceptions from the requirements of this paragraph in the case of any class or classes of contracts, agreements, or arrangements, the filing of which, in its opinion, is not necessary in the public interest."

<u>Class</u>	<u>With</u>	<u>Date</u>	<u>Description</u>
(i)	The Chase Manhattan Bank	1/15/76	Equipment Trust No. 1 of 1976 250-70-Ton 10' Door Box Cars 250-100-Ton Hopper Cars 165-100-Ton Aggregate Hopper Cars 150-100-Ton Covered Hopper Cars
(i)	Morgan Guaranty Trust Company of New York	3/15/76	Equipment Trust No. 2 of 1976 250-100-Ton Hopper Cars 200-70-Ton 16' Door Box Cars 135-100-Ton Aggregate Hopper Cars 100-100-Ton 16' Door Box Cars 15-70-Ton Pulpwood Cars
(i)	Citibank, N.A.	5/ 1/76	Equipment Trust No. 3 of 1976 467-70-Ton Pulpwood Cars 230-70-Ton 10' Door Box Cars 150-100-Ton Covered Hopper Cars
(i)	Manufacturers Hanover Trust Co.	8/ 1/76	Equipment Trust No. 4 of 1976 30-2000 HP Locomotives
(i)	Morgan Guaranty Trust Company	11/15/76	Equipment Trust No. 5 of 1976 30-GP-38-2 Locomotives 15-U-23-B Locomotives 140-70-Ton Box Cars
(i)	United States Trust Co. of New York	5/15/76	Conditional Sale dated 5/15/76 50-100-Ton Ballast Cars 20 Cabooses

Schedule 585.—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							
2							
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"This Company had no dealings, and executed no contracts, of the kind requiring compliance with the Commission's competitive bidding rules pursuant to Section 10 of the Clayton Antitrust Act (49 CER Part 1010 through Part 1010.7) during 1976."

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRPC) agreement, as required by order of the Commission, January 30, 1973, No. 35344 (Sub-NO. 3). Classify by accounts the amounts credited for remunerations for intercity

passenger service performed by respondent on behalf of NRPC. All contra entries should be indicated in parenthesis.

(Dollars in thousands.)

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Way and Structures	\$
1	201 Superintendence	
2	202 Roadway Maintenance	
3	206 Tunnels and Subways	
4	208 Bridges, Trestles and Culverts	
5	210 Elevated Structures	
6	212 Ties	Not Applicable to Respondent
7	214 Rails	
8	216 Other Track Material	
9	218 Ballast	
10	220 Track Laying and Surfacing	
11	221 Fences, Snowsheds and Signs	
12	227 Station and Office Buildings	
13	229 Roadway Buildings	
14	231 Water Stations	
15	233 Fuel Stations	
16	235 Shops and Enginehouses	
17	247 Communication Systems	
18	249 Signals and Interlockers	
19	253 Power Plants	
20	257 Power-transmission Systems	
21	265 Miscellaneous Structures	
22	269 Roadway Machines	
23	271 Small Tools and Supplies	
24	272 Removing Snow, Ice and Sand	
25	273 Public Improvements; Maintenance	
26	274 Injuries to Persons	
27	276 Stationery and Printing	
28	277 Employees Health and Welfare Benefits	
29	278 Maintaining Joint Tracks, Yards and Other Facilities - Dr.	
30	279 Maintaining Joint Tracks, Yards and Other Facilities - Cr.	
31	281 Right-of-way Expenses	
32	282 Other Expenses	
33	Total	
	Maintenance of Equipment	
34	301 Superintendence	
35	302 Shop Machinery	
36	304 Power-plant Machinery	
37	305 Shop and Power-plant Machinery; Depreciation	
38	311 Locomotives; Repairs	
39	317 Passenger-train Cars; Repairs	
40	326 Work Equipment; Repairs	
41	328 Miscellaneous Equipment; Repairs	
42	331 Equipment; Depreciation	
43	332 Injuries to Persons	
44	334 Stationery and Printing	
45	335 Employees Health and Welfare Benefits	

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Continued

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Equipment—Continued	\$
46	336 Joint Maintenance of Equipment Expenses - Dr. _____	
47	337 Joint Maintenance of Equipment Expenses - Cr. _____	
48	339 Other Expenses _____	
49	Total _____	
	Traffic	
50	351 Superintendence _____	
51	352 Outside Agencies _____	
52	353 Advertising _____	
53	354 Traffic Associations _____	
54	358 Stationery and Printing _____	
55	359 Employees Health and Welfare Benefits _____	
56	360 Other Expenses _____	
57	Total _____	
	Transportation	
58	371 Superintendence _____	
59	372 Dispatching Trains _____	
60	373 Station Employees _____	
61	376 Station Supplies and Expenses _____	
62	377 Yardmasters and Yard Clerks _____	
63	378 Yard Conductors and Brakemen _____	
64	379 Yard Switch and Signal Tenders _____	
65	380 Yard Enginemen _____	
66	382 Yard Switching Fuel _____	Not Applicable to Respondent
67	383 Yard Switching Power Produced _____	
68	384 Yard Switching Power Purchased _____	
69	388 Servicing Yard Locomotives _____	
70	389 Yard Supplies and Expenses _____	
71	390 Operating Joint Yards and Terminals - Dr. _____	
72	391 Operating Joint Yards and Terminals - Cr. _____	
73	392 Train Enginemen _____	
74	394 Train Fuel _____	
75	395 Train Power Produced _____	
76	396 Train Power Purchased _____	
77	400 Servicing Train Locomotives _____	
78	401 Trainmen _____	
79	402 Train Supplies and Expenses _____	
80	403 Operating Sleeping Cars _____	
81	404 Signal and Interlocker Operation _____	
82	405 Crossing Protection _____	
83	406 Drawbridge Operation _____	
84	407 Communication System Operation _____	
85	409 Employees Health and Welfare Benefits _____	
86	410 Stationery and Printing _____	
87	411 Other Expenses _____	
88	412 Operating Joint Tracks and Facilities - Dr. _____	
89	413 Operating Joint Tracks and Facilities - Cr. _____	
90	415 Clearing Wrecks _____	
91	420 Injuries to Persons _____	
92	Total _____	

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Miscellaneous	\$
93	441 Dining and Buffet Service _____	
94	447 Operating Joint Miscellaneous Facilities - Dr. _____	
95	448 Operating Joint Miscellaneous Facilities - Cr. _____	
96	449 Employees Health and Welfare Benefits _____	
97	Total _____	
	General	
98	451 Salaries and Expenses of General Officers _____	
99	452 Salaries and Expenses of Clerks and Attendants _____	
100	453 General Office Supplies and Expenses _____	
101	454 Law Expenses _____	Not Applicable to Respondent
102	456 Employees Health and Welfare Benefits _____	
103	457 Pensions _____	
104	458 Stationery and Printing _____	
105	460 Other Expenses _____	
106	461 General Joint Facilities - Dr. _____	
107	462 General Joint Facilities - Cr. _____	
108	Total _____	
	RENTS	
109	504 Rent from Locomotives _____	
110	505 Rent from Passenger-train Cars _____	
111	507 Rent from Work Equipment _____	
112	508 Joint Facility Rent Income _____	
113	537 Rent for Locomotives _____	
114	538 Rent for Passenger-train Cars _____	
115	541 Joint Facility Rents _____	
116	Total Rents _____	
117	532 Railway Tax Accruals _____	
118	Total Remunerations _____	

NOTES AND REMARKS

VERIFICATION

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

OATH

the supervision of the books of account and the control of the manner in which such books are kept.
(To be made by the officer having control of the accounting of the respondent)

~~XXXXX~~ DISTRICT OF COLUMBIA
~~XXXXXX~~ CITY OF WASHINGTON } ss:

F. A. Lockett
(Insert here the name of the affiant)

makes oath and says that he is Assistant Comptroller

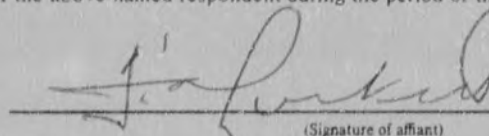
(Insert here the official title of the affiant)

Of SOUTHERN RAILWAY COMPANY

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

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

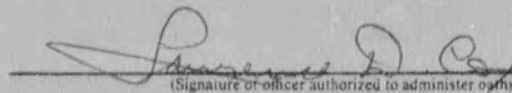
Jan. 1, 1976 to and including Dec. 31, 1976.


(Signature of affiant)

Subscribed and sworn to before me, a NOTARY PUBLIC, in and for the State and county above named, this 31 day of March, 1977.

My commission expires August 31, 1979

[Use an
L.S.
Impression seal]


(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of _____ }
County of _____ } ss:

_____ makes oath and says that he is _____
(Insert here the name of the affiant) (Insert here the official title of the affiant)

of _____
(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 _____, 19 , to and including _____, 19 .

(Signature of affiant)

Subscribed and sworn to before me, a _____, in and for the state and county above named, this _____ day of _____, 19 _____

My commission expires _____

[Use an
L.S.
Impression seal]

(Signature of officer authorized to administer oaths)

CORRECTION

**The preceding document has been re-
photographed to assure legibility and its
image appears immediately hereafter.**



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