

RC-426101

SOUTHERN RY. CO. LESSORS

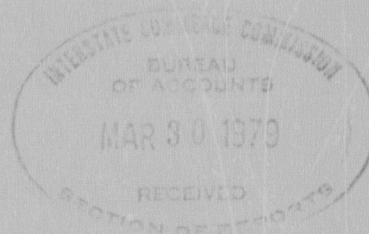
1978

1

426101
ORIGINAL

R-4
RAILROAD LESSOR

annual report



RC290100 SOUTHERY 1 0 1 426101
SOUTHERN RY. CO. LESSORS
920 15TH ST NW
WASHINGTON DC 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.)



FOR THE YEAR ENDED DECEMBER 31, 1978

NOTICE

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

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

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

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

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

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

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

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

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

4. If it be necessary or desirable to insert additional statements, type-written or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the form. Inserted sheets should be securely attached, preferably at the inner margin; 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. Items of an unusual character should be indicated by appropriate symbol and footnote.

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

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

8. Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts; and a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts. (In making reports, lessor companies use Annual Report Form R-4).

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

Class I companies are those having annual operating revenues of \$50,000,000, or more. For this class, Annual Report Form R-1 is provided.

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

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

In applying this classification to any switching or terminal company which is operated as a joint facility of owning or tenant railways, 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.

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

Commission means the Interstate Commerce Commission. Respondent means each person or corporation in whose behalf the report is made. The year means the year ended December 31 for which the report is made. The close of the year means the close of business on December 31 of the year for which the report is made; or, in the case the report is made for a shorter period than one year, it means the close of the period covered by the report. The beginning of the year means the beginning of business on January 1 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The preceding year means the year ended December 31 of the year next preceding the year for which the report is made. The Uniform System of Accounts for Railroad Companies means the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended.

FOR THE INDEX SEE THE INSIDE OF BACK COVER

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

ANNUAL REPORT

OF

LESSORS OF THE SOUTHERN RAILWAY COMPANY
(FULL NAME OF THE RESPONDENT)

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1978

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

(Name) F. A. Lockett ³⁸³⁻⁴⁴⁷⁵ (Title) Assistant Comptroller

(Telephone number) 202 628-4460 Ext. 2209
(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.

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

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

Docket	Title	Decision Date
36367	Revision to the Uniform System of Accounts for Railroads	6/13/77
36767	Accounting for Certain Government Transfer By Railroads and Motor Carriers of Passengers	6/30/78

ESTIMATE OF REPORTING BURDEN

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

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

Total hours (Estimated) _____

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INSTRUCTIONS REGARDING THE USE OF THIS REPORT FORM

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

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

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

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

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

Names of lessor companies included in this report

The Atlanta and Charlotte Air Line
Railway Company

Elberton Southern Railway Company

The Georgia Midland Railway Company

Mobile and Birmingham Railroad Company

The North Carolina Midland Railroad Company

Southern Railway-Carolina Division

Transylvania Railroad Company

Virginia and Southwestern Railway Company

Names of lessor companies that file separate reports

The North Carolina Railroad Company

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.

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

A. IDENTITY OF LESSOR COMPANIES INCLUDED IN THIS REPORT

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

rate name. Be careful to distinguish between *railroad* and *railway*.

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

sion began, in addition to the date of incorporation, in column (b).

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

Line No.	Exact name of lessor company (a)	INCORPORATION		CORPORATE CONTROL OVER RESPONDENT			
		Date of incorporation (b)	Name of State or Territory in which company was incorporated (c)	Name of controlling corporation (d)	Extent of control (percent) (e)	Total number of stockholders (f)	Total voting power of all security holders at close of year (g)
1	The Atlanta and Charlotte	5-17-1877	Georgia				
2	Air Line Railway Company	5-21-1877	N.Carolina	Southern Railway Company	100.0	13	16,999
3			& S.Carolina				
4							
5	Elberton Southern Railway	12-02-1908	Georgia	Southern Railway Company	100.0	2	2,000
6	Company						
7							
8	The Georgia Midland Railway	3-27-1896	Georgia	Southern Railway Company	100.0	1	10,000
9	Company						
10							
11	Mobile and Birmingham	7-02-1895	Alabama	Southern Railway Company	99.83	11	17,952
12	Railroad Company						
13							
14	The North Carolina Midland	4-12-1883	N.Carolina	Southern Railway Company	97.3	31	9,240
15	Railroad Company						
16							
17	Southern Railway-Carolina	6-23-1902	S.Carolina	Southern Railway Company	100.0	6	41,762
18	Division						
19							
20	Transylvania Railroad	4-24-1899	N.Carolina	Southern Railway Company	97.16	2	3,700
21	Company						
22							
23	Virginia and Southwestern	2-21-1899	Virginia	Southern Railway Company	100.0	1	20,000
24	Railway Company						
25							
26							
27							
28							
29							
30							
31							
32							
33							
34							
35							

Lessor Initials

SOU

Year 1978

B. STOCKHOLDERS AND VOTING POWERS

1. Give the names of the five security holders who had the highest voting powers in each lessor company included in this report. This information should be given as of the close of the

year, or, if not available, at the date of the latest compilation of a list of stock-holders. If any holder held in trust, give particulars of the trust in a footnote. In the case of voting trust agreements

give, as supplemental information, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings.

Line No.	Name of lessor company (a)	Name of stockholder (b)	Voting power (c)	Name of stockholder (d)	Voting power (e)	Name of stockholder (f)	Voting power (g)	Name of stockholder (h)	Voting power (i)	Name of stockholder (j)	Voting power (k)
1	The Atlanta and	Southern	16,987	R.D. Allen	1	L. Stanley	1	M.M. Davenport	1	M.D. Edwards	1
2	Charlotte Air Line	Railway				Crane					
3	Railway Company	Company									
4											
5	Elberton Southern	Milton M.	1,020	Southern	980						
6	Railway Company	Davenport		Railway Co.							
7											
8	The Georgia Midland	Southern	10,000								
9	Railway Company	Railway Co.									
10											
11	Mobile and Birmingham	Central Trust	8,804	Southern	8,976	Southern	150	The English	15	Robert D.	1
12	Railroad Company	Co. of N.Y.*		Railway Co.#		Railway Co.		Association@		Allen	
13											
14	The North Carolina	Central Trust	7,876	Southern	1,118	Leaksville	160	Madison	30	Leaksville	10
15	Midland Railroad Co.	Co. of N.Y.*		Railway Co.		Township		Township		Toll Bridge	
16											
17	Southern Railway-	Southern	41,757	L. Stanley	1	Milton M.	1	Mahlon D.	1	Karl A.	1
18	Carolina Division	Railway Co.		Crane		Davenport		Edwards		Stoecker	
19											
20	Transylvania RR Co.	Sou. Ry. Co.	3,595	T.H. Shipman	105						
21											
22	Virginia and South-	Southern	20,000								
23	Western Ry. Co.	Railway Co.									
24											
25	% As Trustee under the First Consolidated Mortgage Deed of Southern Railway Company dated October 2, 1894.										
26											
27	# Representing the holders of preferred stock under the terms of Voting Agreement dated March 20, 1899.										
28	Thomas Greene Bush for himself and other holders with Southern Railway Company.										
29											
30	@ The English Association of American Bond and Shareholders Limited.										
31											
32	* Now Manufacturers Hanover Trust Company.										

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

State total number of votes cast at latest general meeting for election of directors of respondent

Give the date of such meeting

Give the place of such meeting

INITIALS OF RESPONDENT

The A&CAL	Elb. Sou.	The Ga
16,987	2,000	10,
4/5/78	9/21/78	9/2
Greenv. S.C.	Atla. Ga.	Col

C. DIRECTORS

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

Line No.	Item	The Atlanta and Charlotte Air Line Railway Company	Elberton Southern Railway Company	The Georgia Midland Railway Company
1	Name of director	L. Stanley Crane	L. Stanley Crane	L. Stanley Crane
2	Office address	Washington, D.C.	Washington, D.C.	Washington, D.C.
3	Date of beginning of term	April 5, 1978	September 21, 1978	September 20, 1978
4	Date of expiration of term	*	*	*
5	Name of director	Robert D. Allen	Evan J. Allen	Milton M. Davenport
6	Office address	Washington, D.C.	Washington, D.C.	Washington, D.C.
7	Date of beginning of term	April 5, 1978	September 21, 1978	September 20, 1978
8	Date of expiration of term	*	*	*
9	Name of director	Milton M. Davenport	Milton M. Davenport	Mahlon D. Edwards
10	Office address	Washington, D.C.	Washington, D.C.	Washington, D.C.
11	Date of beginning of term	April 5, 1978	September 21, 1978	September 20, 1978
12	Date of expiration of term	*	*	*
13	Name of director	Mahlon D. Edwards	Mahlon D. Edwards	Karl A. Stoecker
14	Office address	Washington, D.C.	Washington, D.C.	Washington, D.C.
15	Date of beginning of term	April 5, 1978	September 21, 1978	September 20, 1978
16	Date of expiration of term	*	*	*
17	Name of director	Robert C. Guthy	Karl A. Stoecker	Robert W. Van Ness
18	Office address	Washington, D.C.	Washington, D.C.	Washington, D.C.
19	Date of beginning of term	April 5, 1978	September 21, 1978	September 20, 1978
20	Date of expiration of term	*	*	*
21	Name of director	John R. Kibler		
22	Office address	Washington, D.C.		
23	Date of beginning of term	April 5, 1978		
24	Date of expiration of term	*		
25	Name of director	Frank J. Miller, Jr.		Mobile and
26	Office address	Washington, D.C.		Birmingham
27	Date of beginning of term	April 5, 1978		Railroad Company
28	Date of expiration of term	*		
29	Name of director	E. A. Roth		L. Stanley Crane
30	Office address	Washington, D.C.		Washington, D.C.
31	Date of beginning of term	April 5, 1978		May 10, 1978
32	Date of expiration of term	*		*
33	Name of director	Karl A. Stoecker		Robert D. Allen
34	Office address	Washington, D.C.		Washington, D.C.
35	Date of beginning of term	April 5, 1978		May 10, 1978
36	Date of expiration of term	*		*
37	Name of director	Robert W. Van Ness		Milton M. Davenport
38	Office address	Washington, D.C.		Washington, D.C.
39	Date of beginning of term	April 5, 1978		May 10, 1978
40	Date of expiration of term	*		*
41	Name of director	C. O. Wagner		Mahlon D. Edwards
42	Office address	Washington, D.C.		Washington, D.C.
43	Date of beginning of term	April 5, 1978		May 10, 1978
44	Date of expiration of term	*		*
45	Name of director	L. R. Weber		John R. Kibler
46	Office address	Washington, D.C.		Washington, D.C.
47	Date of beginning of term	April 5, 1978		May 10, 1978
48	Date of expiration of term	*		*
49	Name of director			Karl A. Stoecker
50	Office address			Washington, D.C.
51	Date of beginning of term			May 10, 1978
52	Date of expiration of term			*
53	Name of director			Robert W. Van Ness
54	Office address			Washington, D.C.
55	Date of beginning of term			May 10, 1978
56	Date of expiration of term			*

C. DIRECTORS—Concluded

Enter the names of the lessor companies in the column headings

The North Carolina Midland Railroad Company	Southern Railway Carolina Division	Transylvania Railroad Company	Virginia and Southwestern Railway Company	Line No.
L. Stanley Crane	L. Stanley Crane	L. Stanley Crane	L. Stanley Crane	1
Washington, D.C.	Washington, D.C.	Washington, D.C.	Washington, D.C.	2
May 1, 1978	June 12, 1978	May 25, 1978	September 19, 1978	3
*	*	*	*	4
Robert D. Allen	Milton M. Davenport	Robert D. Allen	Milton M. Davenport	5
Washington, D.C.	Washington, D.C.	Washington, D.C.	Washington, D.C.	6
May 1, 1978	June 12, 1978	May 25, 1978	September 19, 1978	7
*	*	*	*	
Milton M. Davenport	Mahlon D. Edwards	Milton M. Davenport	Mahlon D. Edwards	
Washington, D.C.	Washington, D.C.	Washington, D.C.	Washington, D.C.	
May 1, 1978	June 12, 1978	May 25, 1978	September 19, 1978	
*	*	*	*	
Mahlon D. Edwards	Karl A. Stoecker	Mahlon D. Edwards	Karl A. Stoecker	
Washington, D.C.	Washington, D.C.	Washington, D.C.	Washington, D.C.	
May 1, 1978	June 12, 1978	May 25, 1978	September 19, 1978	
*	*	*	*	
R. C. Guthy	Robert W. Van Ness	Karl A. Stoecker	Robert W. Van Ness	
Washington, D.C.	Washington, D.C.	Washington, D.C.	Washington, D.C.	
May 1, 1978	June 12, 1978	May 25, 1978	September 19, 1978	
*	*	*	*	
John R. Kibler		Robert W. Van Ness		
Washington, D.C.		Washington, D.C.		
May 1, 1978		May 25, 1978		
*		*		
Frank J. Miller		G. M. Williams		
Washington, D.C.		Washington, D.C.		
May 1, 1978		May 25, 1978		
*		*		
E. F. Neagle				28
Washington, D.C.				29
May 1, 1978				30
*				31
Edward A. Roth				32
Washington, D.C.				33
May 1, 1978				34
*				35
Karl A. Stoecker				36
Washington, D.C.				37
May 1, 1978				38
*				39
Robert W. Van Ness		* Directors are elected at annual meeting for ensuing year or until their successors shall have been elected and qualified.		40
Washington, D.C.				41
May 1, 1978				42
*				43
C. O. Wagner				44
Washington, D.C.				45
May 1, 1978				46
*				47
				48
				49
				50
				51
				52
				53
				54
				55
				56

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

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

Line No.	Item	
		The Atlanta and Charlotte Air Line Railway Company
		Elberton Southern Railway Company
		The Georgia Midland Railway Company
1	Name of general officer	Mobile and Birmingham Railroad Company
2	Title of general officer	The North Carolina Midland Railroad Company
3	Office address	Southern Railway-Carolina Division
4	Name of general officer	Transylvania Railroad Company
5	Title of general officer	Virginia and Southwestern Railway Company
6	Office address	
7	Name of general officer	L. Stanley Crane
8	Title of general officer	President
9	Office address	Washington, D.C.
10	Name of general officer	Robert S. Hamilton
11	Title of general officer	Vice President
12	Office address	Washington, D.C.
13	Name of general officer	George S. Paul
14	Title of general officer	Vice President
15	Office address	Washington, D.C.
16	Name of general officer	Harold H. Hall
17	Title of general officer	Vice President
18	Office address	Washington, D.C.
19	Name of general officer	Arnold B. McKinnon
20	Title of general officer	Vice President
21	Office address	Washington, D.C.
22	Name of general officer	Edward B. Burwell
23	Title of general officer	Vice President
24	Office address	Washington, D.C.
25	Name of general officer	Edward T. Breathitt, Jr.
26	Title of general officer	Vice President
27	Office address	Washington, D.C.
28	Name of general officer	Earl L. Dearhart
29	Title of general officer	Vice President
30	Office address	Washington, D.C.
31	Name of general officer	John L. Jones
32	Title of general officer	Vice President
33	Office address	Atlanta, Ga.
34	Name of general officer	Edward G. Kreyling, Jr.
35	Title of general officer	Vice President
36	Office address	Washington, D.C.
37	Name of general officer	Donald R. McArdle
38	Title of general officer	VP & Comptroller
39	Office address	Washington, D.C.
40	Name of general officer	William D. McLean
41	Title of general officer	Vice President
42	Office address	Washington, D.C.
43	Name of general officer	Walter W. Simpson
44	Title of general officer	Vice President
45	Office address	Washington, D.C.
46	Name of general officer	Karl A. Stoecker
47	Title of general officer	Vice President
48	Office address	Washington, D.C.
49	Name of general officer	Milton M. Davenport
50	Title of general officer	Secretary
51	Office address	Washington, D.C.
52	Name of general officer	G. M. Williams
53	Title of general officer	Treasurer
54	Office address	Washington, D.C.
55	Name of general officer	
56	Title of general officer	
57	Office address	

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

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

				Line No.
				1
				2
				3
				4
				5
				6
				7
				8
				9
				10
				11
				12
				13
				14
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200. STATEMENT OF FINANCIAL POSITION - ASSETS

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

Line No.	Account No.	Title (i)	016101 016102 The A&CAL Elberton Ry. (b) Co. Southern Ry. (c) Co.	
		<u>Current Asset</u>	\$	\$
1	701	Cash	3,671	14,198
2	702	Temporary Cash Investments (Sch. 300)		296,137
3	703	Special Deposits (Sch. 300)		
		Accounts Receivable:		
4	705	- Interline and Other Balances		
5	706	- Customers		
6	707, 704	- Other		
7	709, 708	- Accrued Accounts Receivables		
8	708.5	- Receivables from Affiliated Companies	62,633	26,501
9	709.5	- Less: Allowance for Uncollectible Accounts		
10	711, 714	Prepayments (and working funds) (Sch. 300)	487	
11	712	Materials and Supplies		
12	713	Other Current Assets (Sch. 300)		
13		Total Current Assets	66,791	336,836
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)	6,327	
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)	1	43,313
16	737, 738	Property used in other than Carrier Operations (less depreciation \$ - 0 -). (Sch. 325)	392,540	
17	739, 741	Other Assets (Sch. 329)	194,005	
18	743, 744	Other Deferred Debits (Sch. 329)	53,821	282
19		Total Other Assets	646,694	43,595
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330)	21,661,354	463,532
21		Equipment		
22		Unallocated Items	(1,520,657)	(20,369)
23	733, 734, 735, 736	Accumulated Depreciation and amortization (Schs. 325, 325A, 335, 342)	(1,433,360)	(20,728)
24		Net road and Equipment	18,707,337	421,935
25		Total Assets	19,420,822	802,366

NOTES AND REMARKS

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

<u>026103</u> The Ga. Mid. Ry. (d) Co.	<u>026104</u> Mob. & Bghm. RR (e) Co.	<u>026105</u> The N.C. Mid. RR (f) Co.	<u>026106</u> Southern Ry. Carolina Div. (g)	<u>026107</u> Transylvania RR (h) Co.	<u>026108</u> Va. & South- western Ry. Co. (i)	Line No.
\$	\$	\$	\$	\$	\$	
		5,653	6,316	5,302	16,123	1
			431,963	525,000	595,405	2
						3
						4
						5
						6
			6,288	10,825	151	7
30,904	34,628	7,735	60,691	1,880	69,771	8
						9
						10
						11
30,904	34,628	13,388	505,258	543,014	681,440	12
						13
						14
		3,181	654,908		68,180	15
50,059	185,671	10,145	64,598	213,003	5,975	16
						17
			452,677		12,705	18
76,150	180,857		612,841	18,565		19
			140,090	43,313	866	20
126,209	366,528	13,326	1,925,114	274,881	87,726	21
						22
1,753,312	3,785,841	1,253,384	16,389,738	446,408	7,068,393	23
						24
796,488	(390,197)	460,738	(2,336,058)	(239,513)	(591,465)	25
			(1,119,561)	(77,384)	(1,279,050)	
2,549,800	3,395,644	1,714,122	12,934,119	129,511	5,197,878	
2,706,913	3,796,800	1,740,836	15,364,491	947,406	5,967,044	

Note: Provision has not been made for Federal income taxes which may be payable in future years as result of deductions during the period December 31, 1949, to close of the year of this report for accelerated amortization in excess of recorded depreciation. The amounts by which Federal income taxes have been reduced during the indicated period aggregated \$ None

Estimated accumulated net reduction in Federal income taxes because of accelerated amortization of certain rolling stock since December 31, 1969, under provisions of Section 184 of the Internal Revenue Code \$ None

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

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

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

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

Total pension costs for year:

Normal costs \$ None

Amortization of past service costs \$ None

State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610).

YES NO See footnote on Page 7 of Southern Railway Company Annual Report Form R-1.

200. STATEMENT OF FINANCIAL POSITION—LIABILITIES AND EQUITY

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

026101 026102

Line No.	Account No.	Title (a)	RY. (b) Co.	RY. (c) Co.
		<u>Current Liabilities</u>	\$	\$
26	751	Loans and Notes Payable		
27	752	Accounts Payable, Interline and Other Balances		
28	753, 754	Other Accounts Payable		
29	755, 756	Interest and Dividends Payable	38,033	
30	757	Payables to Affiliated Companies (Sch. 390)	548,775	
31	759	Accrued accounts Payable		
32	760, 761, 761.5, 762	Taxes Accrued		38,100
33	763	Other Current Liabilities		
34	764	Equipment obligations and other long-term debt due within one year		
35		Total Current Liabilities	586,808	38,100
		<u>Non Current Liabilities</u>		
36	765, 767	Funded debt unmatured (Sch. 380)	9,866,000	250,000
37	766	Equipment obligations		
38	766.5	Capitalized Lease Obligations		
39	768	Debt in default		
40	769	Accounts payable; Affiliated Companies	4,590,609	
41	770.1, 770.2	Unamortized debt premium	(46,598)	
42	781	Interest in default		
43	783	Deferred revenues-Transfers from Government Authorities		
44	786	Accumulated deferred income tax credits		4,800
45	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	431,648	5,471
46		Total Noncurrent Liabilities	14,841,659	260,271
		<u>Stockholders' Equity</u>		
47	791, 792	Capital Stock: (Sch. 230)	1,699,900	200,000
48		Common Stock	1,699,900	200,000
49		Preferred Stock		
50	793	Discount on Capital Stock		
51	794, 795	Additional Capital (Sch. 230)		
		Retained Earnings:		
52	797	Appropriated		
53	798	Unappropriated (Sch. 220)	2,292,455	303,995
54	798.1	Net Unrealized loss on noncurrent marketable equity securities		
55	798.5	Less Treasury Stock		
56		Net Stockholders Equity	3,992,355	503,995
57		Total Liabilities and Shareholders Equity	19,420,822	802,366

NOTES AND REMARKS

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

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

<u>026103</u> The Ga. Mid. Ry. (d) Co.	<u>036104</u> Mob. & Bghm. RR (e) Co.	<u>026105</u> The N.C. Mid. RR (f) Co.	<u>026106</u> Southern Ry. Carolina Div. (g)	<u>026107</u> Transylvania RR (h) Co.	<u>026108</u> Va. & South- western Ry. (i) Co.	Line No.
\$	\$	\$	\$	\$	\$	
						26
						27
						28
12,375			100,150		12,606	29
			2,502			30
			15,000			31
			92,253	42,932	229,382	32
						33
					200,000	34
12,375			209,905	42,932	441,988	35
1,650,000	1,800,000	801,000	1,000,000	196,000	2,562,000	36
						37
						38
						39
			5,680,684			40
					(2,492)	41
						42
						43
			180,960	4,800	203,040	44
			239,529	3,757	382,554	45
1,650,000	1,800,000	801,000	7,101,173	204,557	3,145,102	46
<u>1,000,000</u>	<u>1,795,200</u>	<u>924,000</u>	<u>4,176,200</u>	<u>370,000</u>	<u>2,000,000</u>	47
1,000,000	897,600	924,000	4,176,200	370,000	2,000,000	48
	897,600					49
				(345,000)		50
			5,045,000			51
						52
44,538	201,600	15,836	(1,167,787)	674,917	379,954	53
						54
						55
1,044,538	1,996,800	939,836	8,053,413	699,917	2,379,954	56
2,706,913	3,796,800	1,740,836	15,364,491	947,406	5,967,944	57

NOTES AND REMARKS

210. RESULTS OF OPERATIONS

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

Line No.	Item (a)	0-36101 026102	
		A&CAL Ry. (b) Co.	Elberton Southern Ry. (c) Co.
	OTHER INCOME	\$	\$
1	(506) Revenue from property used in other than carrier operations	6,595	
2	(510) Miscellaneous rent income		
3	(512) Separately operated properties-Profit		
4	(513) Dividend income		
5	(514) Interest income		24,514
6	(516) Income from sinking and other funds		
7	(517) Release of premiums of funded debt		
8	(518) Contributions from other companies		
9	(519) Miscellaneous income	634,997	37,500
	Income from affiliated companies:		
10	Dividends		
11	Equity in undistributed earnings (losses)		
12	Total other income	641,592	62,014
	MISCELLANEOUS DEDUCTIONS FROM INCOME		
13	(534) Expenses of property used in other than carrier operations		
14	(535) Taxes on property used in other than carrier operations		
15	(543) Miscellaneous rent expense		
16	(544) Miscellaneous taxes		
17	(545) Separately operated properties-Loss		
18	(549) Maintenance of investment organization		
19	(550) Income transferred to other companies		
20	(551) Miscellaneous income charges	352	41
21	(553) Uncollectible accounts		
22	Total miscellaneous deductions	352	41
23	Income available for fixed charges (lines 12, 22)	641,240	61,973

NOTES AND REMARKS

210. RESULTS OF OPERATIONS - Continued

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

026103		026104		026105		026106		026107		026108		Line No.
The Ga. Mid. Ry. (d) Co.		Mob. & Bghm. RR (e) Co.		The N.C. Mid. RR (f) Co.		Southern Ry. Carolina Div. (g)		Transylvania RR (h) Co.		Va. & South Western Ry. Co. (i)		
\$		\$		\$		\$		\$		\$		1
										1,540		2
												3
								12,700				4
						61,589		42,264		51,644		5
						11,919				1,328		6
												7
												8
78,783		78,297		75,780		357,744		30,000		398,897		9
												10
78,783		78,297		75,780		431,252		84,964		453,409		11
												12
												13
												14
												15
												16
												17
												18
												19
29						65,096		25		3,343		20
												21
29						65,096		25		3,343		22
78,754		78,297		75,780		366,156		84,939		450,066		23

NOTES AND REMARKS

210. RESULTS OF OPERATIONS - Continued

Line No.	Item (a)	026101 026102	
		A&CAL Ry. (b)	ElbertonSou. Ry. (c) Co.
	FIXED CHARGES	\$	\$
	(546) Interest on funded debt:		
24	(a) Fixed interest not in default	525,718	12,500
25	(b) Interest in default		
26	(547) Interest on unfunded debt		
27	(548) Amortization of discount on funded debt	9,784	
28	Total fixed charges (lines 24-27)	535,502	12,500
29	Income after fixed charges (lines 23, 28)	105,738	49,473
	OTHER DEDUCTIONS		
	(546) Interest on funded debt:		
30	(c) Contingent interest		
	UNUSUAL OR INFREQUENT ITEMS		
31	(555) Unusual or infrequent items (debit) credit		
32	Income (loss) for continuing operations (before income taxes)	105,738	49,473
	PROVISIONS FOR INCOME TAXES		
	(556) Income taxes on ordinary income:		
33	Federal income taxes		23,075
34	State income taxes		1,400
35	Other income taxes		
36	(557) Provision for deferred income taxes		1,440
37	Income from continuing operations	105,738	23,558
	DISCONTINUED OPERATIONS		
	(560) Income or loss from operations of discontinued segments (less applicable income taxes of		
38	\$ _____)		
	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of		
39	\$ _____)		
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
40	(570) Extraordinary items (Net)		
41	(590) Income taxes on extraordinary items		
42	(591) Provision for deferred taxes - Extraordinary items		
43	Total extraordinary items (lines 40-42)		
	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of		
44	\$ _____)		
45	Net income	105,738	23,558

EXPLANATORY NOTES

Deductions because of accelerated amortization of emergency facilities in excess of recorded depreciation resulted in reduction of Federal income taxes for the year of this report in the amount of \$ _____.

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

Flow-through _____ Deferral _____

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

\$ None

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

\$ None

Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes _____

\$ (None)

Balance of current year's investment tax credit used to reduce current year's tax accrual _____

\$ None

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

\$ None

Total decrease in current year's tax accrual resulting from use of investment tax credits _____

\$ None

Show the amount of investment tax credit carryover at year end _____

\$ None

210. RESULTS OF OPERATIONS—Continued

<u>026103</u> The Ga. Mid. Ry. (d) Co.	<u>026104</u> Mob. & Bghm. R. R. (e) Co.	<u>026105</u> The N. C. Mid. RR (f) Co.	<u>026106</u> Southern Ry. Carolina Div.	<u>026107</u> Transylvania RR (h) Co.	<u>026108</u> Va. & South Western Ry. Co.	Line No.
\$	\$	\$	\$	\$	\$	
49,500	78,000	48,060	77,966	9,800	131,180	24
						25
					1,600	26
49,500	78,000	48,060	77,966	9,800	132,780	27
29,254	297	27,720	288,190	75,139	317,286	28
						29
						30
29,254	297	27,720	288,190	75,139	317,286	31
						32
			90,531	28,386	145,022	33
			1,900	4,300		34
			56,640	1,440	49,920	35
29,254	297	27,720	139,119	41,013	122,344	36
						37
						38
						39
						40
						41
						42
						43
29,254	297	27,720	139,119	41,013	122,344	44
						45

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Disclose below the items of Retained Earnings Accounts of each lessor company included in this report, entering the names of the lessor companies in the column headings. For instructions covering this schedule, see text pertaining to Retained Earnings Accounts in the Uniform System of Accounts for Railroad Companies.
2. All contra entries hereunder should be indicated in parenthesis.
3. Indicate under "Remarks" the amount of assigned Federal income tax consequences, accounts 606 and 616.

Line No.	Item (a)	The Atlanta Charlotte Air Line (b) Ry. Co.		Elberton Southern Ry. Co. (c)	
		(1)	(2)	(1)	(2)
1	Balances at beginning of year	\$ 2,186,717	\$ None	280,437	None
2	(601.5) Prior period adjustments to beginning retained earnings				
	CREDITS				
3	(602) Credit balance transferred from earnings	105,738		23,558	
4	(603) Appropriations released				
5	(606) Other credits to retained earnings				
6	Total	105,738		23,558	
	DEBITS				
7	(612) Debit balance transferred from income				
8	(616) Other debits to retained income				
9	(620) Appropriations for sinking and other reserve funds				
10	(621) Appropriations for other purposes				
11	(623) Dividends: Common stock				
12	Preferred stock ¹				
13	Total				
14	Net increase (decrease) during year (Line 6 minus line 13)	105,738		23,558	
15	Balances at close of year (Lines 1, 2 and 14)	2,292,455		303,995	
16	Balance from line 15(c)		XXXXX		XXXXX
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	2,292,455	XXXXX	303,995	XXXXX
	REMARKS				
	Amount of assigned Federal income tax consequences:				
18	Account 606		XXXXX		XXXXX
19	Account 616		XXXXX		XXXXX

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

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

220. RETAINED EARNINGS-UNAPPROPRIATED- Continued

4. Segregate in column (2) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Include in column (1) only amounts applicable to Retained Earnings exclusive of any amounts included in column (2).

026103		026104		026105		026106		Line No.
The Georgia Ry. (a)	Midland Co.	Mobile R.R. (b)	Birmingham Co.	The North Carolina Midland (c)	Carolina R.R. Co.	Southern Railway Carolina (d)	Division	
(1)	(2)	(1)	(2)	(1)	(2)	(1)	(2)	
15,284	None	201,303	None	15,836	None	(1,306,906)		1
								2
29,254		297		27,720		139,119		3
								4
29,254		297		27,720		139,119		5
								6
								7
								8
								9
				27,720				10
								11
				27,720				12
29,254		297				139,119		13
44,538		201,600		15,836		(1,167,787)		14
xxxxxx			xxxxxx		xxxxxx		xxxxxx	15
44,538	xxxxxx	201,600	xxxxxx	15,836	xxxxxx	(1,167,787)	xxxxxx	16
								17
	xxxxxx		xxxxxx		xxxxxx		xxxxxx	18
	xxxxxx		xxxxxx		xxxxxx		xxxxxx	19

NOTES AND REMARKS

220. RETAINED EARNINGS-UNAPPROPRIATED-Concluded

4. Segregate in column (2) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
 5. Include in column (1) only amounts applicable to Retained Earnings exclusive of any amounts included in column (2).

026107 Transylvania Railroad Company		026108 Virginia & South- western Railway Co.		(f)		(g)		Line No.
(1)	(2)	(1)	(2)	(1)	(2)	(1)	(2)	
633,904	None	357,610	None					1
								2
41,013		122,344						3
								4
41,013		122,344						5
								6
								7
								8
								9
		100,000						10
								11
		100,000						12
41,013		22,344						13
674,917		379,954						14
	xxxxxx		xxxxxx		xxxxxx		xxxxxx	15
674,917	xxxxxx	379,954	xxxxxx		xxxxxx		xxxxxx	16
								17
	xxxxxx		xxxxxx		xxxxxx		xxxxxx	18
	xxxxxx		xxxxxx		xxxxxx		xxxxxx	19

NOTES AND REMARKS

NOTES AND REMARKS

230. CAPITAL STOCK

18

Part I.

1. Disclose in column (a) the name of each lessor company in this report. Show separately the information required for each.

2. Disclose in column (b) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.

3. Present in column (c) the par or stated value of each issue. If none, state so.

4. Disclose in columns (d), (e), (f), and (g) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.

5. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale

and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by 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.

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

Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (d)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	The Atlanta & Charlotte Air Line Railway Company	Common	100	17,000	17,000	1	16,999	\$ 1,699,900	\$ 100
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10			Total	X X X X	17,000	17,000	1	16,999	1,699,900

Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (d)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	Elberton Southern Railway Company	Common	100	2,000	2,000		2,000	\$ 200,000	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10			Total	X X X X	2,000	2,000		2,000	200,000

Part I - Continued

230. CAPITAL STOCK - Continued

Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (d)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	The Georgia Midland Railway Company	Common	100	10,000	10,000		1,000,000	\$ 1,000,000	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10		Total	X X X	10,000	10,000		1,000,000	1,000,000	
1	Mobile and Birmingham Railroad Company	Common	100	10,000	8,976		8,976	\$ 897,600	\$
2									
3									
4		Preferred	100	10,000	8,976		8,976	897,600	
5									
6									
7									
8									
9									
10		Total	X X X X	20,000	17,952		17,952	1,795,200	
1	The North Carolina Midland Railroad Company	Common	100	15,000	9,240		9,240	\$ 924,000	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10		Total	X X X X	15,000	9,240		9,240	924,000	

Lessor Initials

507

Year 19 78

Part I - Continued				230. CAPITAL STOCK - Continued					
Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (d)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	Southern Railway Carolina Division	Common	100	77,987	41,762		41,762	\$ 4,176,200	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10		Total	X X X	77,987	41,762		41,762	4,176,200	
Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (d)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	Transylvania Railroad Company	Common	100	4,200	3,700		3,700	\$ 370,000	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10		Total	X X X X	4,200	3,700		3,700	370,000	
Line No.	Name of Lessor (a)	Class of Stock (b)	Par Value (c)	Number of Shares				Book Value at End of Year	
				Authorized (c)	Issued (e)	In Treasury (f)	Outstanding (g)	Outstanding (h)	In Treasury (i)
1	Virginia & South-Western Railway Company	Common	100	100,000	20,000		20,000	\$ 2,000,000	\$
2									
3									
4		Preferred							
5									
6									
7									
8									
9									
10		Total	X X X X	100,000	20,000		20,000	2,000,000	

NOTES AND REMARKS

PART II - SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

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

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

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	The Atlanta & Charlotte Air Line Ry. Co.	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	None						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	Elberton Southern Railway Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	None						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

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

PART II - SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

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

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

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	The Georgia Midland Railway Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	NONE						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	Mobile and Birmingham Railroad Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	NONE						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

PART II - SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

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

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

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	The North Carolina Midland Railway Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired		NONE					
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							
Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	Southern Railway Carolina Division	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired		NONE					
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

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

PART II - SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

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

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

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	Transylvania Railroad Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	NONE						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

Line No.	Name of Lessor (a)	Items (b)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (i)
			Number of Shares (c)	Amount (d)	Number of Shares (e)	Amount (f)	Number of Shares (g)	Amount (h)	
1	Virginia & Southwestern Railway Company	Balance at beginning of year		\$		\$		\$	\$
2		Capital Stock Sold ¹							
3		Capital Stock Reacquired	NONE						
4		Capital Stock Canceled							
5		Stock Dividends							
6									
7		Balance at Close of Year							

BALANCE SHEET

SOUTHERN RAILWAY COMPANY AND CONSOLIDATED SUBSIDIARIES

	December 31,	
	1978	1977
	(Thousands of Dollars)	
Assets		
Current assets:		
Cash and short-term securities	\$ 205,824	\$ 165,415
Accounts receivable	204,793	174,968
Materials, supplies and other	78,228	88,117
	<u>488,845</u>	<u>428,600</u>
Investments in and advances to affiliates	11,435	11,786
Other assets	37,114	42,449
Properties less accumulated depreciation	<u>2,112,765</u>	<u>1,954,236</u>
	<u>\$2,650,159</u>	<u>\$2,437,071</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 280,608	\$ 240,904
Income taxes	29,035	18,066
Current maturities of long-term debt	<u>72,352</u>	<u>70,748</u>
	381,995	329,718
Long-term debt	774,985	738,716
Reserves and other liabilities	39,198	30,111
Deferred income taxes	<u>348,912</u>	<u>320,792</u>
	<u>1,545,090</u>	<u>1,419,337</u>
Shareholders' equity:		
Preferred stock	54,350	54,350
Serial preference stock	16,430	18,468
Common stock	148,846	147,125
Capital surplus	36,465	29,422
Income retained in the business	<u>848,478</u>	<u>767,869</u>
	<u>1,105,069</u>	<u>1,017,734</u>
	<u>\$2,650,159</u>	<u>\$2,437,071</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 37 regulated carriers and 18 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.

STATEMENT OF INCOME

SOUTHERN RAILWAY COMPANY AND CONSOLIDATED SUBSIDIARIES

	Year 1978	Year 1977
(Thousands of Dollars)		
Railway operating revenues:		
Freight	\$1,222,592	\$1,110,852
Other	38,079	30,371
	<u>1,260,671</u>	<u>1,141,423</u>
Other income	41,045	29,100
Total income	<u>1,301,716</u>	<u>1,170,523</u>
Railway operating expenses:		
Way and structures—		
Rent for lease of road	4,620	4,703
Other way and structure expense	226,241	204,225
Total	<u>230,861</u>	<u>208,928</u>
Equipment—		
Time/mileage equipment rent	(17,800)	(16,672)
Other equipment rent	41,405	40,236
Other equipment expense	210,191	191,505
Total	<u>233,796</u>	<u>215,069</u>
Transportation	<u>448,034</u>	<u>415,281</u>
General and administrative:		
State and local taxes (operating)	36,257	32,756
Other general and administrative	95,413	80,408
Total	<u>131,670</u>	<u>113,164</u>
Total operating expenses	<u>1,044,361</u>	<u>952,442</u>
Miscellaneous deductions	14,400	8,676
Interest expense	62,035	58,222
Total expenses	<u>1,120,796</u>	<u>1,019,340</u>
Income before income taxes	<u>180,920</u>	<u>151,183</u>
Federal and state income taxes:		
Current	25,481	20,227
Deferred	28,120	23,866
Total income taxes	<u>53,601</u>	<u>44,093</u>
Net consolidated income	<u>\$ 127,319</u>	<u>\$ 107,090</u>
Per average common share outstanding	\$8.25	\$7.04

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 37 regulated carriers and 18 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.

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

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

2. Enter the name of a reporting lessor company in the body of the schedule and give, thereunder, particulars of its investments before listing those of a second lessor. These names should be listed in the order in which they appear on the balance sheet.

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

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

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

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

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

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

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

2. Enter the name of a reporting lessor company in the body of the schedule and give thereunder particulars of its investments in affiliated companies before listing those of a second lessor. These names should be listed in the order in which they appear on the balance sheet.

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

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

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

6. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.

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

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
	(a)	(b)	(c)	(d)	(e)
1				<u>The Atlanta and Charlotte Air Line Railway Company</u>	
2	721	A-1	VII	Minor items, each less than \$10,000	
3				Total 721-A1	
4				Total 721	
5					
6				<u>Elberton Southern Railway Company</u>	
7	721	B-1	VII	Southern Ry. Co. 1st & Gen'l Mtge. 4-5/8% Bds.	
8				Total 721-B	
9				Total 721	
10					
11				<u>The Georgia Midland Railway Company</u>	
12	721	E-1	VII	Southern Ry. Co.	
13				Total 721-E	
14				Total 721	
15					
16				<u>Mobile and Birmingham Railroad Company</u>	
17	721	E-1	VII	Southern Ry. Co.	
18				Total 721-E	
19				Total 721	
20					
21				<u>The North Carolina Midland Railroad Company</u>	
22	721	E-1	VII	Southern Ry. Co.	
23				Total 721-E	
24				Total 721	
25					
26				<u>Southern Railway Carolina Division</u>	
27	721	A-2	VII	Minor items each less than \$10,000	
28				Total 721-A	
29	721	B-1	VII	Minor items each less than \$10,000	
30				Total 721-B	
31	721	D-2	VII	Minor items each less than \$10,000	
32				Total 721-D	
33	721	E-1	VII	Southern Railway Co.	
34				Total 721-E	
35				Total 721	
36					
37					
38					
39					
40					

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.

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

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

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

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

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

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance	Additions	Deductions (if other than sale explain)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$	\$	\$	\$	\$	\$	\$	
1			1				1
1			1				2
1			1				3
1			1				4
							5
							6
43,313			43,313			2,313	7
43,313			43,313			2,313	8
43,313			43,313			2,313	9
							10
							11
20,559	29,500		50,059				12
20,559	29,500		50,059				13
20,559	29,500		50,059				14
							15
							16
185,671			185,671				17
185,671			185,671				18
185,671			185,671				19
							20
							21
10,145			10,145				22
10,145			10,145				23
10,145			10,145				24
							25
							26
1			1				27
1			1				28
6,350			6,350			463	29
6,350			6,350			463	30
1			1				31
1			1				32
58,246			58,246				33
58,246			58,246				34
64,598			64,598			463	35
							36
							37
							38
							39
							40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

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

2. Enter the name of a reporting lessor company in the body of the schedule and give thereunder particulars of its investments in affiliated companies before listing those of a second lessor. These names should be listed in the order in which they appear on the balance sheet.

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

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

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

6. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.

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

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
	(a)	(b)	(c)	(d)	(e)
1				Transylvania Railroad Company	
2	721	A-1	VII	Southern Ry. Co. \$10 Par Preferred Stock	
3				Southern Ry. Co. Common Stock	
4				R.F.&P. R.R. Co. Dividend Obligations	
5				Total 721A	
6	721	B-1	VII	Southern Ry. 1st & Gen. Mtge. 4-5/8 Bonds	
7				due 6-1-88	
8				Southern Ry. Co. 1st Mtge. Collateral Trust 4-1/2% Bonds	
9				Due 8-1-88	
10				Total 721B	
11				Total 721	
12					
13				Virginia and Southwestern Railway Company	
14	721	E-3	VI	Minor items each less than \$10,000	
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Continued

column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.

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

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

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

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

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

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance	Additions	Deductions (if other than sale explain)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$	\$	\$	\$	\$	\$	\$	1
67,159			67,159			3,700	2
25,619			25,619			2,340	3
27,900			27,900			5,660	4
120,678			120,678			12,700	5
							6
92,325			92,325			5,596	7
							8
36,750		36,750				1,031	9
129,075		36,750	92,325			6,627	10
249,753		36,750	213,003			19,327	11
							12
							13
5,975			5,975				14
							15
							16
							17
							18
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							23
							24
							25
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							40

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments in Affiliated Companies for each lessor. List the lessor in the same order as they appear in Schedule 200.

2. Enter in column (c) the amount necessary to retroactively

adjust those investments (See instruction 5-2, Uniform System of Accounts.)

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

4. Enter in column (e) the amortization for the year of the

excess of cost over equity in net assets (equity over cost) at date of acquisition.

5. For definitions of "carrier" and "noncarrier," see general instructions.

Line No.	Name of issuing company and description of security held.	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at Close of year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
2							
3							
4							
5							
6	NONE						
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26							
27							

NOTES AND REMARKS

315. SPECIAL FUNDS AND OTHER INVESTMENTS

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

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

3. Enter the name of a reporting lessor company in the body of the schedule and give, thereunder, particulars of its investments and special funds before listing those of a second lessor. These names should be listed in the same order as they appear on the balance sheet.

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	Balance at close of year	Book value of investment made during the year
	(a)	(b)	(c)	(d)	(e)	(f)
1					\$	\$
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12				None		
13						
14						
15						
16						
17						
18						
19						
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21						
22						
23						
24						
25						
26						
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41						
42						
43						
44						
45						
46						

315. SPECIAL FUNDS AND OTHER INVESTMENTS--Continued

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

5. 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.

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

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

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

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Adjustment at end of year (Account 723)	Allowance for unrealized loss on noncurrent marketable equity securities (Account 724)		Dividends or interest during year credited to income	Line No.
Book value (g)	Profit or (Loss) (h)		Changes during year (j)	Balance at close of year (k)		
\$	\$	\$	\$	\$	\$	
						1
						2
						3
						4
						5
						6
						7
						8
						9
						10
						11
						12
						13
						14
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						46

325. DEPRECIATION RESERVE—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY

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

Line No.	Item (a)	Atlanta and Charlotte Air Line (b)	Elberton Sou. (c)	Southern Rwy. Carolina Div. (d)	Transylvania (e)
	Credits	\$	\$	\$	\$
1	Balances at beginning of year	1,275,906	19,661	1,069,262	72,676
2	Accrued depreciation—Road				
	Accrued depreciation—Miscellaneous physical property			54,280	
	Road property (specify):				
3	1 Engineering	10,113	225	7,132	210
4	3 Grading	2,376	49	2,440	2,212
5	5 Tunnels and Subways				
6	6 Bridges, Trestle & Culverts	43,646	87	33,023	659
7	13 Fences, Snow Sheds & Signs	282	69	413	41
8	16 Station and Office Bldgs.	13,205	458	7,349	193
9	17 Roadway Bldgs.	3,189			5
10	18 Water Stations	110			
11	19 Fuel Stations	643		2,215	
12	20 Shops and Enginehouses	1,472		10,469	
13	23 Wharves - Docks			584	
14	25 Communication Sys.	16,555		8,935	123
15	27 Signals and Interlocker	59,560		9,485	6
16	29 Power Plants	67		262	
17	31 Power Transmission Sys.	460		2,197	
18	35 Miscellaneous Structures	887		822	
19	39 Public Improvements	4,864	179	1,381	1,259
20	45 Power Plant Machinery	25			
	Miscellaneous physical property (specify):				
21					
22					
23					
24	TOTAL CREDITS	157,454	1,067	87,207	4,708
	Debits				
	Road property (specify):				
26	1 Engineering			1,758	
27	3 Grading				
28	5 Tunnels and Subways				
29	6 Bridges, Trestles & Culverts				
30	13 Fences, Snow Sheds & Signs				
31	16 Stations and Office Bldg.			35,150	
32	17 Roadway Bldgs.				
33	18 Water Stations				
34	19 Fuel Stations				
35	20 Shop & Enginehouse				
36	23 Wharves and Docks				
37	25 Communication Sys.				
38	27 Signals and Interlocker				
39	29 Power Plants				
40	31 Power Transmission Sys.				
41	35 Miscellaneous Structures				
42	39 Public Improvements—Const.				
43	45 Power Plant Machinery				
	Miscellaneous physical property (specify):				
44					
45	16 Station & Office Bldg.				
46	39 Public Improvements				
47					
48					
49	TOTAL DEBITS			36,908	
50	Balances at close of year	1,433,360	20,728	1,119,561	77,384
51	Accrued depreciation—Road				
	Accrued depreciation—Miscellaneous physical property			57,101	

125. DEPRECIATION RESERVE—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY—Concluded

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

Virginia & Southwestern	(g)	(h)	(i)	(j)	(k)	Line No.
\$ 1,226,536	\$	\$	\$	\$	\$	1
						2
2,271						3
26,584						4
74						5
17,573						6
						7
744						8
151						9
10						10
160						11
710						12
1,439						13
701						14
316						15
151						16
						17
930						18
						19
						20
						21
						22
						23
52,514						24
						25
						26
						27
						28
						29
						30
						31
						32
						33
						34
						35
						36
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						40
						41
						42
						43
						44
						45
						46
						47
						48
1,279,050						49
						50
						51

325A. DEPRECIATION RATES—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY

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

Line No.	Name of lessor company	Class of property on which depreciation was accrued	Estimated life (in years)	Annual rate of depreciation	Name of lessor company	Class of property on which depreciation was accrued	Estimated life (in years)	Annual rate of depreciation
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1	All Lessors listed below have same rate							%
2								
3	The Atlanta & Charlotte Air Lines							
4	Elberton Southern							
5	Southern Railway, Carolina Div.							
6	Transylvania Railway							
7	Virginia and Southwestern Railway							
8								
9								
10								
11	1	Engineering	65	1.53				
12	3	Grading		.06				
13	6	Bridges, Trestles & Culverts	74	1.35				
14	13	Fences, Snow Sheds & Signs	50	2.00				
15	16	Station & Office Bldgs.	52	1.92				
16	17	Roadway Bldg.	42	2.38				
17	18	Water Stations	29	3.45				
18	19	Fuel Stations	23	4.30				
19	20	Shops and Enginehouses	35	2.86				
20	23	Wharves and Docks	32	3.13				
21	25	T of C/C of Terminals	37	2.72				
22	26	Communication Sys.	25	4.00				
23	27	Signals and Interlocker	41	2.43				
24	29	Power Plants	38	2.63				
25	31	Power Transmission Sys.	42	2.40				
26	35	Miscellaneous Structure	31	3.23				
27	44	Shop Machinery	25	4.00				
28	45	Power Plant Machinery	31	3.24				
29								
30								
31	Notes: Depreciation of road property on							
32	other lines accrued by Southern Railway.							
33								
34	Miscellaneous Physical Property on SRCD same as above.							
35								
36								
37								
38								
39								

NOTES AND REMARKS

330. ROAD AND EQUIPMENT PROPERTY

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

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

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

Line No.	ACCOUNT	ASCAL 016131		ELB. SOU. 026132		GA. MIDLAND 036133	
		Gross charges during year (a)	Net charges during year (b)	Gross charges during year (c)	Net charges during year (d)	Gross charges during year (e)	Net charges during year (f)
1	(1) Engineering _____		(341)		(2)		(217)
2	(2) Land for transportation purposes _____	3,522	1,347		(1)		
3	(3) Grading _____						
4	(5) Tunnels and subways _____						
5	(6) Bridges, trestles, and culverts _____						
6	(7) Elevated structures _____				(18)		
7	(8) Ties _____		(510)		(14)		
8	(9) Rails _____		(348)		(7)		
9	(10) Other track material _____		(6,583)				
10	(11) Ballast _____		(212)		(17)		
11	(12) Track laying and surfacing _____		(422)				
12	(13) Fences, snow sheds, and signs _____						
13	(16) Station and office buildings _____						
14	(17) Roadway buildings _____						
15	(18) Water stations _____						
16	(19) Fuel stations _____						
17	(20) Shops and enginehouses _____						
18	(22) Storage warehouses _____						
19	(23) Wharves and docks _____						
20	(24) Coal and ore wharves _____						
21	(25) TOFC/COFC terminals _____						
22	(26) Communication systems _____						
23	(27) Signals and interlockers _____						
24	(29) Power plants _____						
25	(31) Power-transmission systems _____						
26	(35) Miscellaneous structures _____						
27	(37) Roadway machines _____						
28	(38) Roadway small tools _____						
29	(39) Public improvements—Construction _____						
30	(44) Shop machinery _____						
31	(45) Power-plant machinery _____						
32	Other (Specify & explain) _____				(59)		(217)
33	Total expenditures for road _____	3,522	(7,069)				
34	(52) Locomotives _____						
35	(53) Freight-train cars _____						
36	(54) Passenger-train cars _____						
37	(55) Highway revenue equipment _____						
38	(56) Floating equipment _____						
39	(57) Work equipment _____						
40	(58) Miscellaneous equipment _____						
41	Total expenditure for equipment _____		(971)		(3)		
42	(76) Interest during construction _____		(112)				
43	(77) Other expenditures—General _____		(1,083)		(2)		
44	Total general expenditures _____				(62)		(217)
45	Total _____	3,522	(8,152)				
46	(80) Other elements of investment _____	(2,500)	(2,500)				
47	(90) Construction work in progress _____	1,022	(10,652)		(62)		(217)
48	Grand total _____						

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

330. ROAD AND EQUIPMENT PROPERTY—Continued

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

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

6. Report on line 15 amounts not includable in the primary road accounts. The items reported

should be briefly identified and explained in a footnote on page 22. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

M&E		N. C. Midland		SR-CD		V&SW		Line No.
Gross charges during year	Net charges during year	Gross charges during year	Net charges during year	Gross charges during year	Net charges during year	Gross charges during year	Net charges during year	
(th)	(i)	(j)	(k)	(l)	(m)	(n)	(o)	
\$	\$	\$	\$	\$	\$	\$	\$	1
			(230)		(1,823)		(205)	2
					(34,968)		(2,510)	3
								4
								5
			(1,844)		(482)			6
			(1,219)		(421)			7
			(688)		(348)		(5,121)	8
			(525)					9
			(1,471)		(381)			10
								11
					(35,150)			12
								13
								14
								15
								16
								17
								18
								19
								20
								21
								22
								23
								24
								25
								26
								27
								28
								29
								30
								31
			(5,977)		(73,573)		(7,836)	32
								33
								34
								35
								36
								37
								38
								39
								40
			(455)		(3,527)		(729)	41
			(90)		(580)		(80)	42
			(543)		(4,137)		(809)	43
			(6,522)		(77,680)		(8,645)	44
								45
								46
			(6,522)		(77,680)		(8,645)	47
								48

335. DEPRECIATION BASE—EQUIPMENT OWNED

Show the ledger value of all equipment owned by each lessor company included in this report. The totals of columns (c) and (j) should correspond with the carrier's investment in equipment as carried in the accounts, as of the beginning and close of the

year, respectively. If the depreciation base is other than the ledger value a full explanation should be given, together with a statement by primary accounts reconciling the

difference between the figures used as the depreciation base and those carried in the ledger as investment in equipment.

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

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

342. ACCRUED DEPRECIATION—ROAD AND EQUIPMENT

Give the particulars called for hereunder of the credits and debits made to account 735, "Accumulated Depreciation, Road and Equipment Property" during

the year which relate to equipment by each lessor company included in this report. A debit balance in column (c) and (j) for any primary account should be

preceded by the abbreviation "Dr."

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

Lessor Initials

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

Lessor Initials

SOU

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360. INCOME FROM LEASE OF ROAD AND EQUIPMENT

1. Give particulars called for with respect to road and equipment leased to others during the year.

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 particulars in a footnote.

Line No.	DESCRIPTION OF ROAD			Name of present leaseholder (d)	RENT ACCRUED DURING YEAR		
	Name of lessor company (a)	Terminals (b)	Length (c)		Total (e)	Depreciation (f)	All other (Account 509) (g)
1	The Atlanta and Charlotte Air Line Company				\$	\$	\$
2		Charlotte, N.C. - Atlanta, Ga.	254.99	Southern Railway Co.	530,946		530,946
3							
4	Elberton Southern Railway Company						
5		Toccoa, Ga. - Elberton, Ga.	50.04	Southern Railway Co.	37,500		37,500
6							
7	The Georgia Midland Railway Company						
8		McDonough, Ga. - Columbia, Ga.	95.01	Southern Railway Co.	49,500		49,500
9							
10	Mobile and Birmingham Railroad Company						
11		Marion Jct. Ala. - Mobile, Ala.	47.12	Southern Railway Co.	78,000		78,000
12							
13	The North Carolina Midland Railroad Company						
14		Mooreville Jct. N.C. -					
15		Winston Jct. N.C.	53.50	Southern Railway Co.	75,780		75,780
16							
17	Southern Railway-Carolina Division						
18		Various	666.59	Southern Railway Co.	120,380		120,380
19							
20	Transylvania Railroad Company						
21		Hendersonville N.C. -					
22		Rosman, N.C.	32.12	Southern Railway Co.	30,000		30,000
23							
24	Virginia and Southwestern Railway Company						
25		St. Charles, Va. - Coran, Tenn.	99.46				
26		Mocassin Gap, Va. - Bristol, Va.	28.15				
27		Bristol, Va. - Bristol, Tenn.	1.01				
28			128.62	Southern Railway Co.	356,480		356,480
29							
30							
31							
32							
33							
34							
35							
36							
37							

360A. 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 name of lessor, (2) the name of lessee, (3) the date of the grant, (4) the chain of title (in case of assignment or subletting) and dates of transfer connecting the original parties with the

present parties, (5) the basis on which the amount of the annual rent is determined, and (6) 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 Commission's authority for the lease, if any. If none, state

the reasons therefor.

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 380

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.

In column (a) enter the name of a reporting lessor company and give, thereunder, the name of each of its bonds or other obligations before listing those of a second lessor. The names of the lessors should be listed in the order in which they appear on the balance sheet. Classify the funded debt and securities of each lessor by accounts and according to the following designations in the numerical order given:

- (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 (Corporation):
 - (a) Equipment securities.
 - (b) Conditional or deferred payment contracts.
- (5) Miscellaneous obligations.
- (6) Receivers' and trustees' securities:
 - (a) Equipment obligations.
 - (b) Other than equipment obligations.
- (7) Short-term notes in default.

Give totals for each group and subgroup of bonds or other obligations. 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 obligation 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 (n) enter the amount of bonds both nominally and actually issued up to the date of the report and not the amount authorized.

Matured obligations amounting to less than \$50,000 which have not been presented for payment may be combined into a single entry designated "Minor items of matured obligations, each less than \$50,000," and the total of such items shown in a footnote.

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 230.

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.

In schedule 380, give particulars of changes during the year in funded debt and other obligations, following the same order in which they appear in the prior pages of this schedule.

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, 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 in 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."

NOTES AND REMARKS

NOTES AND REMARKS

380. FUNDED DEBT AND OTHER OBLIGATIONS

Line No.	Name of lessor company and 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 LEASE, GOLD, SILVER, JECT TO LIEN OF THE OBLIGATION? (ANSWER "YES" OR "NO")	
				Rate per cent per annum (current year)	Date due	Conversion	Call prior to maturity, other than for sinking fund	Sinking fund	First lien	Junior to first lien
(a)		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	THE ATLANTA AND CHARLOTTE AIR LINE RY. CO.									
2	(1a) First & Gen. Mtge. 4-5/8% Bds 5/1/63 6/1/88 4-5/8 J&J1					No	Yes	Yes	Yes	No
3										
4										
5	ELBERTON SOUTHERN RAILWAY CO.									
6	(1a) First Mtge. 5% Gold Bond	1/1/09	1/1/59 (A) 5	J&J1	No	No	No	No	Yes	No
7										
8	THE GEORGIA MIDLAND RY. CO.									
9	(1a) First Mtge. Bonds	4/1/96	4/1/46 (A) 3	A&C1	No	No	No	No	Yes	No
10										
11	MOBILE AND BIRMINGHAM RAILROAD COMPANY									
12	(1a) Prior Lien Gold Bonds	8/29/85	3/1/98	5	J&J1	No	No	No	Yes	
13	First Mtge. Gold Bonds	8/29/95	3/1/98	4	J&J1	No	No	No		Yes
14	Total									
15										
16	NORTH CAROLINA MIDLAND RAILROAD COMPANY									
17	(1a) First Mtge. Gold Bonds	4/28/91								
18										
19	SOUTHERN RAILWAY-CAROLINA DIVISION									
20	(1a) Spartanburg Union and Columbia									
21	R.R. Co.-First Mtge. Bonds	1895	1995	4	J&J1	No	No	No	Yes	No
22										
23										
24	TRANSYLVANIA RAILROAD COMPANY									
25	(1a) First Mtge. Bonds	1/1/06	1/1/56 (A) 5	J&J1	No	No	No	No	Yes	No
26										
27	VIRGINIA AND SOUTHWESTERN RY. CO.									
28	(1a) First Mtge. Bonds	9/18/02	1/1/2008 5	J&J1	No	No	No	No	Yes	
29	General Mtge. Bonds	3/15/98	3/15/83 4.25M&915	No	No	No	No	No		Yes
30	Total									
31										
32										
33	(A) Date of Maturity extended by verbal									
34	agreement. New maturity date not									
35	yet agreed upon.									
36										
37										
38										
39										
40										
41										
42										
43										
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45										
46										
47										
48										
49										
50										
51										
52										
53										
54	Grand Total									

380. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—		AMOUNT NOMINALLY ISSUED AND—				AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
First lien	Junior to first lien	Total amount nominally and actually issued	Held in special funds or in treasury or pledged securities by symbol "P" matured by symbol "M"	Canceled	Total amount actually issued	Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S")	Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P" matured by symbol "M")	Li matured (accounts 765, 766, and 767)	Unmatured (account 764)	Matured and no provision made for payment (acc. unt 768)	
(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	
		15,000,000			15,000,000	4,473,000	655,000	9,866,000			1
											2
											3
		250,000			250,000			250,000			4
											5
		1,650,000			1,650,000			1,650,000			6
											7
											8
		600,000			600,000			600,000			9
		1,200,000			1,200,000			1,200,000			10
		1,800,000			1,800,000			1,800,000			11
											12
		801,000			801,000			801,000			13
											14
											15
		1,000,000			1,000,000			1,000,000			16
											17
											18
		434,000			434,000		237,000	196,000			19
											20
											21
		2,000,000			2,000,000	255,000		1,745,000			22
		5,000,000			5,000,000	3,983,000		817,000	200,000		23
		7,000,000			7,000,000	4,238,000		2,562,000	200,000		24
											25
											26
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											54

380. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name of lessor company and name and character of obligation (List on same lines and in same order as on page 42)	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	The Atlanta and Charlotte Air Line Railway Co.	\$	\$	\$	\$
2	(1a) First & Gen. 1. Mtge 4-5/8% Bonds	459,704		460,636	
3					
4					
5	Elberton Southern Railway Company				
6	(1a) First Mtge. 5% Gold Bond	12,500		12,500	
7					
8	The Georgia Midland Railway Company				
9	(1a) First Mtge. Bonds	49,500		49,500	
10					
11	Mobile and Birmingham Railroad Company				
12	(1a) Prior Lien Gold Bonds	48,000		48,000	
13	First Mtge. Gold Bonds	30,000		30,000	
14	Total	78,000		78,000	
15					
16	North Carolina Midland Railroad Co.				
17	(1a) First Mtge. Gold Bonds	48,060		48,060	
18					
19	Southern Railway Carolina Division				
20	(1a) Spartanburg Union and Columbia				
21	R.R. Co. First Mtge. Bonds	40,000		40,000	
22					
23					
24	Transylvania Railroad Company				
25	(1a) First Mtge. Bonds	9,800		9,800	
26					
27	Virginia and Southwestern Railway Co.				
28	(1a) First Mtge. Bonds	87,250		87,250	
29	General Mtge. Bonds	43,930		46,410	
30	Total	131,180		133,660	
31					
32					
33					
34					
35					
36					
37					
38					
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47					
48					
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50					
51					
52					
53					
54	Grand Total				

RC-426101

SOUTHERN RY. CO. LESSORS

1978

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380. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (a)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	1
				246,000	185,906	2
						3
						4
						5
						6
						7
						8
						9
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						11
						12
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						19
						20
						21
						22
						23
						24
						25
						26
						27
						28
				200,000	200,300	29
				200,000	200,300	30
						31
						32
						33
						34
						35
						36
						37
						38
						39
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						41
						42
						43
						44
						45
						46
						47
						48
						49
						50
						51
						52
						53
Grand Total						54

390. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

1. Give full particulars of amounts included in balance sheet account No. 769, "Amounts payable to affiliated companies," by each lessor company included in this report. Notes and open accounts should be stated separately.

2. Entries in columns (g), (h), and (i) 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.

Line No.	Name of debtor company	Name of creditor company	BALANCE AT CLOSE OF YEAR			Rate of Interest	INTEREST ACCRUED DURING YEAR			Line No.
			Notes	Open Accounts	Total		Charged to Income	Charged to construction or other investment account	Interest paid during year	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	The Atlanta and Charlotte		\$			%	\$	\$	\$	1
2	Air Line Railway Company	Southern Railway Company		4,590,609	4,590,609	(A)	66,014		66,014	2
3										3
4	Elberton Southern Ry. Co.	None								4
5										5
6	The Georgia Midland Railway Co.	None								6
7										7
8	Mobile and Birmingham RR Co.	None								8
9										9
10	The North Carolina Midland RR Co.	None								10
11										11
12	Southern Ry. Carolina Division	Southern Railway Co.								12
13		Demand Note dated 7/1/16	480,940		480,940	5	24,048		108,211	13
14		Demand Note dated 7/1/17	270,776		270,776	5	13,538		60,925	14
15		Advances		3,228,107	3,228,107					15
16		Interest on advances		1,691,361	1,691,361					16
17		Certificate of Indebtedness	9,500		9,500	4	380		760	17
18	Total		761,216	4,919,468	5,680,684		37,966		169,896	18
19										19
20										20
21										21
22										22
23	(A) 3-3/4% on \$1,760,380									23
24	Non interest bearing	\$2,860,229								24

450. RAILWAY TAX ACCRUALS

1. Give particulars called for of the "Other than U. S. Government taxes" and "U. S. Government taxes" accrued and charged to the tax accrual accounts during the year.

2. Enter in the column headings the names of the lessor companies which accrued the taxes.

3. In section A show for each State the taxes accrued which were levied by the State Governments (or Governments other than

the United States).

4. In section B give an analysis by kind of U. S. Government taxes.

5. Substantial adjustments included in the amounts reported should be explained in a footnote.

Line No.	Name of State and kind of tax	Atlanta & Charlotte Air Line Ry. Co. Amount	Elberton Southern Ry. Co. Amount	Southern Ry. Carolina Division Amount	Transylvania Railroad Company Amount	Virginia Southwestern Ry. Co. Amount
	A. Other Than U. S. Government Taxes (Enter names of States)	\$	\$	\$	\$	\$
1	Georgia State income tax		1,400			
2						
3	South Carolina, state income tax			1,900		
4						
5						
6	North Carolina, state income tax				4,300	
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26	Total—Other than U. S. Government taxes	-0-	1,400	1,900	4,300	-0-
	B. U. S. Government Taxes					
27	Income taxes	-0-	23,075	90,531	28,386	145,022
28	Old-age retirement					
29	Unemployment insurance					
30	All other United States taxes					
31	Total—U. S. Government taxes	-0-	23,075	90,531	28,386	145,022
32	GRAND TOTAL—Railway Tax Accruals (account 512)	-0-	24,475	92,431	32,686	145,022

450. RAILWAY TAX ACCRUALS-Continued

Name of Lessor Atlanta and Charlotte Air Line Company 026101

Line No.	Particulars (a)	Beginning of Year Balance	Net Credits (Charges) for Current Year	Adjustments	End of Year Balance
		(b)	(c)	(d)	(e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21	-0-	-0-	-0-	-0-
2	Accelerated amortization of facilities Sec. 168 I.R.C.	-0-			
3	Accelerated amortization of rolling Stocks, Sec. 184 I.R.C.	-0-			
4	Amortization of rights of way, Sec. 185 I.R.C.	-0-			
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit	-0-	-0-	-0-	-0-
10	TOTALS	-0-	-0-	-0-	-0-

Name of Lessor Elberton Southern Railway Company 026102

Line No.	Particulars (a)	Beginning of Year Balance	Net Credits (Charges) for Current Year	Adjustments	End of Year Balance
		(b)	(c)	(d)	(e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21	2,400	480		2,880
2	Accelerated amortization of facilities Sec. 168 I.R.C.				
3	Accelerated amortization of rolling Stock, Sec. 184 I.R.C.	960	960		1,920
4	Amortization of rights of way, Sec. 185 I.R.C.				
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit:				
10	TOTALS	3,360	1,440		4,800

Name of Lessor Southern Railway - Carolina Division 026106

Line No.	Particulars (a)	Beginning of Year Balance	Net Credits (Charges) for Current Year	Adjustments	End of Year Balance
		(b)	(c)	(d)	(e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21	83,040	15,360		98,400
2	Accelerated amortization of facilities Sec. 168 I.R.C.				
3	Accelerated amortization of rolling Stock, Sec. 184 I.R.C.	41,280	41,280		82,560
4	Amortization of rights of way, Sec. 185 I.R.C.				
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS	124,320	56,640		180,960

450. RAILWAY TAX ACCRUALS-Continued

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 55, Provision for deferred taxes, and account 591, Provision for deferred taxes - extraordinary and prior period 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.

Name of Lessor Virginia & Southwestern Railway Company 02-6108

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	129,120	25,920		155,040
2	Accelerated amortization of facilities Sec. 168 I.R.C.				
3	Accelerated amortization of rolling Stock, Sec. 184 I.R.C.				
4	Amortization of rights of way, Sec. 185 I.R.C.	24,000	24,000		48,000
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS	153,120	49,920		203,040

Name of Lessor Transylvania Railroad Company 02-6107

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	2,400	480		2,880
2	Accelerated amortization of facilities Sec. 168 I.R.C.				
3	Accelerated amortization of rolling Stock, Sec. 184 I.R.C.				
4	Amortization of rights of way, Sec. 185 I.R.C.	960	960		1,920
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS	3,360	1,440		4,800

470. 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 900.

(b) Payments for services rendered by affiliates.

(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.

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1			\$
2			
3			
4		NONE	
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			

700. TRACKS OWNED AT CLOSE OF YEAR
(For lessors to other than switching and terminal companies)

Give particulars of the mileage owned by each lessor company included in this report. If a company of this class controls any mileage by lease, and, in turn, subleases such mileage to another company, give particulars in a footnote. In giving "Miles of road", column (c), state the actual single-track distance between termini.

The 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 switching 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.

In the lower table, classify the mileage of road owned at close of year by States and Territories. The figures should apply to single-track mileage only. Enter names of States or Territories in the column headings. Lengths should be 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.

Line No.	Name of road (a)	Termini between which road named extends (b)	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, etc. (f)			
1	The Atlanta & Chr. A. L. Ry. Co.	Charlotte, N.C. to Atla. Ga.	255	149	2	26	63	99	594
2	Elberton Southern Ry. Co.	Toccoa, Ga. to Elberton, Ga.	50			2	4		56
3	Georgia Midland Ry. Co.	Griffin, Ga. to Columbus, Ga.	78			6	10		94
4	(owned but not operated)	McDonough, Ga. to Griffin, Ga.	12						12
5	Mobile & Birmingham RR Co.	Marion Jct., Ala. to Mobile, Ala.	147			15	13	12	187
6	The North Caro. Midland RR Co.	Mooreville, N.C. to Winst. Jct. N.C.	54			3	7	1	65
7	Sou. Ry. - Carolina Div.	Augusta, Ga.							
8		Biltmore, N.C. to Hayne, S.C.	66	1		13	9	19	108
9		Cayce, S.C. to Furman, S.C.	101			3	6		110
10		Branchville, S.C. to Warrenville, SC	64			2	3		69
11		Warrenville, S.C. to Hamburg, S.C.	10			2	1	1	14
12		Warrenville, S.C. to Conn. to Sou (CC&A)							
13		Charleston, S.C. to Columbia, S.C.	121	1	1	9	29	64	225
14		Spartanburg, S.C. to Alston, S.C.	68			8	10	6	92
15		Gaffney, S.C.					2		2
16		Cayce, S. C. (SCL)							
17		Charleston, S.C. (SCL)						1	1
18		Childs, S.C. (SCL)						1	1
19		Childs, S.C. (SCL)					3		3
20		Columbia, S.C. (SCL)						3	3
21		Kingville, S.C. to Marion, N.C.	209			6	20	3	238
22	Transylvania RR Co.	Hendersonville, N.C. to Rosman, N.C.	32			2	4		38
23	Virginia & Southwestern Ry. Co.	St. Charles, Va. to Coran, Tenn.	100			8	39		147
24	Total - (Sou. Ry. - Carolina Div.)		639	2	1	43	83	98	866

MILES OF ROAD OWNED AT CLOSE OF YEAR—BY STATES AND TERRITORIES—(Single Track)

Line No.	Name of road	(Enter names of States or Territories in the column headings)								Total
				Va.	N. Caro.	S. Caro.	Georgia	Alabama	Tenn.	
25	The Atlanta & Charlotte Air Line Ry. Co.				42	122	91			255
26	Elberton Southern Ry. Co.						50			50
27	The Georgia Midland Ry. Co.						78			78
28	Mobile & Birmingham R.R. Co.							147		147
29	The North Carolina Midland RR Co.				54					54
30	Southern Railway - Carolina Div.				107	532				639
31	Transylvania RR Co.				32					32
	Virginia & Southwestern Ry. Co.			68					32	100

[illegible]

Give particulars of the mileage owned by lessors to switching and terminal companies. If a company of this class controls any mileage by lease, and, in turn, subleases such mileage to another company, give particulars.

In the lower table, classify the mileage of tracks owned at close of year by States and Territories. Enter names of States or Territories in the col-

unm headings. Lengths should be 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.

(Enter names of States or Territories in the column headings)

[illegible]

705. 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 fact it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated to the nearest hundredth of a mile.

1. 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.

2. For changes in miles of road, give dates of beginning or abandonment of operation. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity, issued under paragraphs (1b) to (122) 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. Adjustments in the book value of securities owned, and reasons therefor.
5. Other financial changes of more than \$50,000, not elsewhere provided for, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class	Name of lessor company	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		A&CAL Ry. Co.	M					+.70		+.70
2										
3										
4										
5		Southern Railway - Carolina Division							.14	+.14
6										
7										
8										
9										
10										
11										
12										
13										
14		Total Increase								

DECREASES IN MILEAGE

15										
16		A&CAL Rwy.	M						-.19	-.19
17		Elberton Southern Ry. Co.	B					-.05		-.05
18		Mobile & Birmingham RR Co.	M					-.50		-.50
19		Virginia & Southwestern Rwy. Co.	B					-.01		-.01
20										
21										
22		Southern Railway - Carolina Division					-.14	-.93		-1.07
23										
24										
25										
26										
27										
28										
29		Total Decrease								

705. CHANGES DURING THE YEAR—Continued

If returns under Inquiry No. 1 on page 53 include any first main track owned by respondent or its proprietary companies representing new construction or permanent abandonment give the following particulars:

Line No.	OWNED BY RESPONDENT			OWNED BY PROPRIETARY COMPANIES		
	Name of lessor company (a)	MILES OF ROAD		Name of proprietary company (d)	MILES OF ROAD	
		Constructed (b)	Abandoned (c)		Constructed (e)	Abandoned (f)
30						
31						
32						
33						
34						
35						
36						
37						
38						
39						
40						

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.

Schedule 850.—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							
3							
4							
5							
6							
7							
8			"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 1978."				
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26							
27							
28							
29							
30							

900. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

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

If more convenient, this schedule may be filled out for a group of roads considered as one system and shown only in the report of the principal road of the system with a reference thereto in this report. Any large "Other compensation" should be explained.

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

902. EMPLOYEES AND COMPENSATION

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

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

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

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

VERIFICATION

The foregoing report shall be verified by the oath of the officer having control of the accounting of the respondent. This report shall also be verified by the oath of the president or other chief officer of the respondent, unless the respondent states that such officer has no control over the respondent's accounting and reporting. While the President and Board of Directors have the right to exercise control of the accounting of these Companies, they have delegated to the Vice President and Comptroller the Supervision of the books of account and the control OATH of the manner in which such books are kept.

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

~~XXXXXX~~ DISTRICT OF COLUMBIA

~~XXXXXX~~ CITY OF WASHINGTON

F. A. Luckett

(Insert here name of the affiant)

makes oath and says that he is

Assistant Comptroller

(Insert here the official title of the affiant)

Of

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

January 1, 19 78, to and including December 31, 19 78

(Signature of affiant)

Subscribed and sworn to before me, a

NOTARY PUBLIC

in and for the State and

county above named, this

30

day of

March, 19 79

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

makes oath and says that he is

(Insert here 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)

