

430502 ANNUAL REPORT 1974 R-4 RAILROAD LESSOR 1 of 2
SPOKANE PORTLAND & SEATTLE RY CO

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R-4
RAILROAD LESSOR

annual report

INTERSTATE
COMMERCE
COMMISSION

MAR 26 1975

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MAIL BRANCH

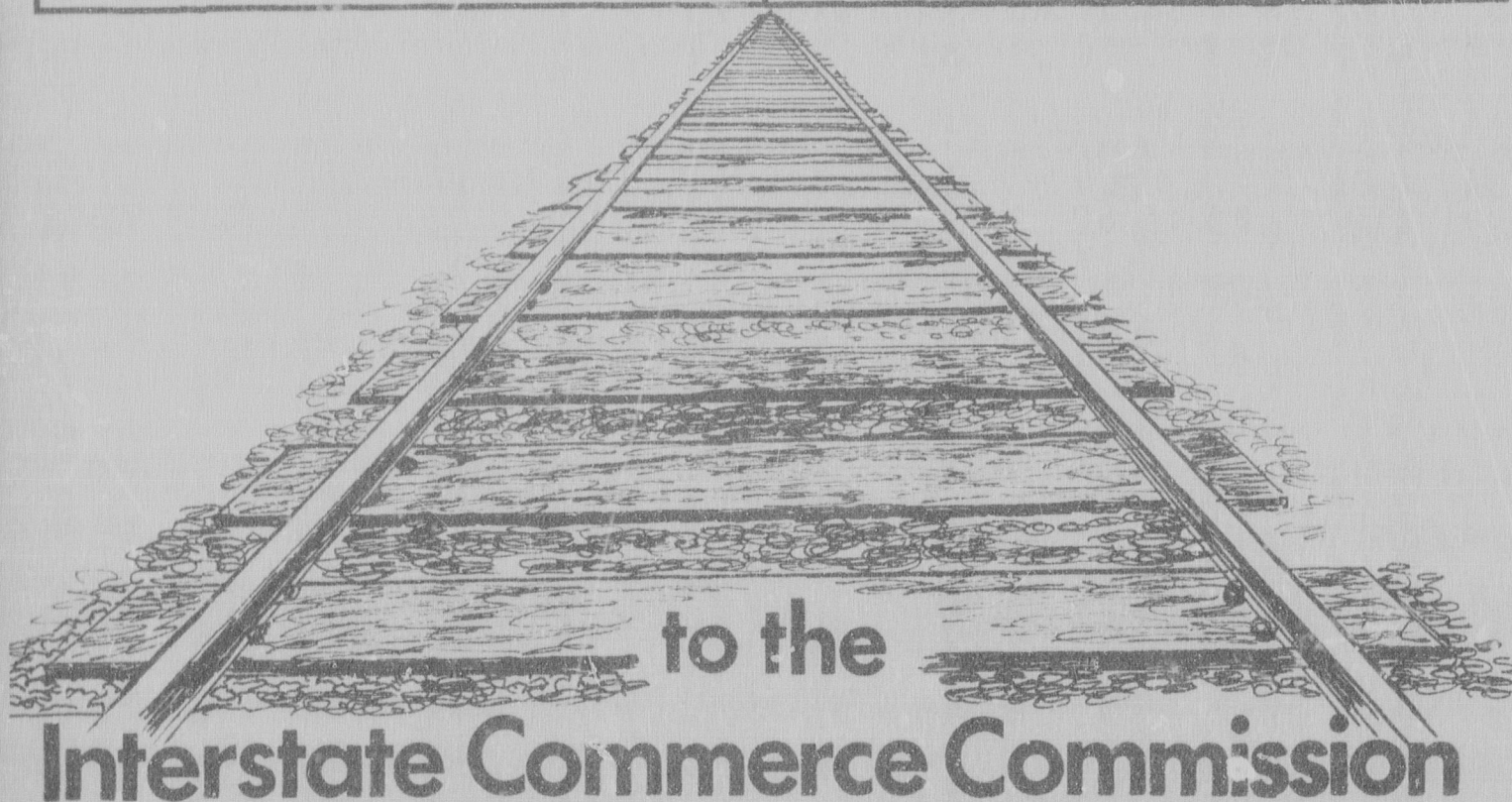
12531 0020 SPOKANEPORT 1
SPOKANE PORTLAND & SEATTLE RY. CO
BURLINGTON NORTHERN BLDG RM 830
176 E FIFTH ST
ST PAUL MINN 55101

430502

LESSOR

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, 1974

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. See schedule 108, page 1.

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 \$5,000,000 or more. (For this class, Annual Report Form R-1 is provided.)

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

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

SPOKANE, PORTLAND AND SEATTLE RAILWAY COMPANY

(FULL NAME OF THE RESPONDENT)

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1974

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

(Name) W. N. Ernzen (Title) Vice President and Controller

(Telephone number) 612 298-2987
(Area code) (Telephone number)

(Office address) 176 East Fifth Street, St. Paul, MN. 55101
(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 report has been reduced in size to make it easier to complete, convenient to handle and permit the use of standard copy machines to reproduce the report.

The following changes have been made to facilitate better reporting and analysis:

A table of contents has been added.

Schedules 300 and 305 have been repositioned to follow the balance sheet, Schedule 200.

Pages 8 through 13:Schedule 200. General Balance Sheet

Account numbers 714, 744, 762 and 786 have been added to conform with the provisions of Docket No. 34178 (Sub-No. 2) Accounting for Income Taxes-Interperiod Tax Allocation (Deferred Taxes). Provision has also been made to report undistributed earnings from certain investments in account 721 in accordance with Docket No. 35949-The Equity Method of Accounting for Certain Long-Term Investments in Common Stocks.

Pages 14 through 17:Schedule 300. Income Account for the Year.

In accordance with Docket No. 34178 (Sub-No. 2) account numbers 533 and 591 have been added. Also, in conformity with Docket No.

35949, provision has been made to report equity in earnings (losses) of affiliated companies: Account 590 has been amended to read, "Income taxes on extraordinary and prior period items" and a footnote added to show the effect of deferred taxes on prior years' net income as reported in annual reports to the Commission.

Pages 17A and 17B:Schedule 305. Retained Income-Unappropriated

This schedule has been revised in accordance with Docket No. 35949.

Pages 27A and 27B:Investments in Common Stocks of Affiliated Companies

This schedule has been added to conform with the provisions of Docket No. 35949.

Pages 54, 55, and 55A: Schedule 350. Railway Tax Accruals, C. Analysis of Federal Income Taxes.

This schedule has been revised to incorporate interperiod tax allocation in accordance with the provisions of Docket No. 34178 (Sub-No. 2).

Table of Contents

	Schedule No.	Page		Schedule No.	Page
Instructions Regarding the Use of this Report Form	1		Depreciation Base—Equipment Owned	282	44
Stockholders Report	108	1	Accrued Depreciation—Road and Equipment	285	46
Identity of Lessor Companies Included in this Report	101	2	Depreciation Reserve—Road and Miscellaneous		
Stockholders and Voting Power	109	3	Physical Property	286	48
Directors	112	4	Depreciation Rates—Road and Miscellaneous		
Principal General Officers of Corporation, Receiver, or Trustee	113	6	Physical Property	287	50
General Balance Sheet:	200	8	Dividends Declared	308	52
Income Account for the Year	300	14	Miscellaneous Physical Properties Operated		
Retained Income—Unappropriated	305	16	During the Year	340	53
Road and Equipment Property	211	18	Railway Tax Accruals	350	54
Proprietary Companies	212	20	Income from Lease of Road and Equipment	371	56
Abstract of the Provisions of the Lease		22	Abstract of Terms and Conditions of Lease	371A	57
Bearing on Respondent's Liability to			Rents for Leased Roads and Equipment	383	58
Reimburse the Lessee for Improvements			Abstract of Leasehold Contracts	383A	58
made on the Leased Railroad Property			Selected Items In Income and		
General Instructions Concerning Returns		23	Retained Income Accounts for the Year	396	58
in Schedules 217 and 218			Tracks Owned at Close of Year		
Investments In affiliated Companies	217	24	(For Lessors to Other than Switching and		
Investments in Common Stocks of Affiliated Companies	217A	27A	Terminal Companies)	411	60
Other Investments	218	28	Tracks Owned at Close of Year		
Securities, Advances, and Other Intangibles			(For Lessors to Switching and		
Owned or Controlled Through Nonreporting			Terminal Companies)	411A	61
Carrier or Noncarrier Subsidiaries	221	30	Employees and Compensation	561	62
Capital Stock	251	32	Compensation of Officers, Directors, Etc.	562	62
Capital Stock Changes During the Year	253	34	Payments for Services Rendered by Other		
Stock Liability for Conversion of Securities			Than Employees	563	62
of other Companies	254	34	Contracts, Agreements, Etc.	581	63
Instructions Concerning Returns to be			Changes During the Year	591	64
made in Schedule 261		37	Verification and Oath		66
Funded Debt and Other Obligations	261	38	Supplemental Oath		67
Interest on Income Bonds	266	42	Index		Back Cover
Amounts Payable to Affiliated					
Companies	268	42			

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

Spokane, Portland and Seattle Railway Co.

Name of lessor companies that file separate reports

None

108. STOCKHOLDERS REPORTS

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

- ☐ Two copies are attached to this report.
- ☐ Two copies will be submitted _____ (date).
- ☒ No annual report to stockholders is prepared.

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.

101. 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 591, "Changes during the year."

Line No.	Exact name of lessor company (a)	INCORPORATION		CORPORATE CONTROL OVER RESPONDENT		Total number of stockholders (f)	Total voting power of all security holders at close of year (g)
		Date of incorporation (b)	Name of State or Territory in which company was incorporated (c)	Name of controlling corporation (d)	Extent of control (percent) (e)		
1	Spokane, Portland and Seattle	8-23-05	State of	Burlington Northern Inc.	100%	1	400 000
2	Railway Company						
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109. 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 on page 12 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	Spokane, Portland and	Burlington									
2	Seattle Railway Co.	Northern Inc.	400 000								
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2. Give particulars called for regarding each lessor company included in this report, entering the initials of the lessor companies in the column headings.

trustees

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 COMPANIES

S.P. & S.Ry. Co.

400 000

12-12-74

Portland, Oregon

112. TRUSTEES

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

Line No.	Item			
		Spokane, Portland and	Seattle Railway Company	
1	Name of Trustee	Frank H. Coyne		
2	Office address	St. Paul, Minnesota		
3	Date of beginning of term	12-12-74		
4	Date of expiration of term	12-11-75		
5	Name of Trustee	Roger J. Crosby		
6	Office address	Portland, Oregon		
7	Date of beginning of term	12-12-74		
8	Date of expiration of term	12-11-75		
9	Name of Trustee	L. W. Menk		
10	Office address	St. Paul, Minnesota		
11	Date of beginning of term	12-12-74		
12	Date of expiration of term	12-11-75		
13	Name of Trustee	H. J. Surles		
14	Office address	Portland, Oregon		
15	Date of beginning of term	12-12-74		
16	Date of expiration of term	12-11-75		
17	Name of Trustee	J. W. Wicks		
18	Office address	Portland, Oregon		
19	Date of beginning of term	12-12-74		
20	Date of expiration of term	12-11-75		
21	Name of director			
22	Office address			
23	Date of beginning of term			
24	Date of expiration of term			
25	Name of director			
26	Office address			
27	Date of beginning of term			
28	Date of expiration of term			
29	Name of director			
30	Office address			
31	Date of beginning of term			
32	Date of expiration of term			
33	Name of director			
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46	Office address			
47	Date of beginning of term			
48	Date of expiration of term			
49	Name of director			
50	Office address			
51	Date of beginning of term			
52	Date of expiration of term			
53	Name of director			
54	Office address			
55	Date of beginning of term			
56	Date of expiration of term			

112. DIRECTORS—Concluded

Enter the names of the lessor companies in the column headings.

				Line No.
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113. 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	Spokane, Portland and Seattle Railway Company		
1	Name of general officer	L. W. Menk		
2	Title of general officer	President		
3	Office address	St. Paul, Minnesota		
4	Name of general officer	R. W. Downing		
5	Title of general officer	Vice President		
6	Office address	St. Paul, Minnesota		
7	Name of general officer	H. J. Surles		
8	Title of general officer	Vice President and General Manager		
9	Office address	Portland, Oregon		
10	Name of general officer	W. N. Ernzen		
11	Title of general officer	Vice President and Controller		
12	Office address	St. Paul, Minnesota		
13	Name of general officer	H. F. Moy		
14	Title of general officer	Secretary		
15	Office address	Portland, Oregon		
16	Name of general officer	L. N. Assell		
17	Title of general officer	Treasurer		
18	Office address	St. Paul, Minnesota		
19	Name of general officer	J. C. Ashton		
20	Title of general officer	Assistant Secretary		
21	Office address	St. Paul, Minnesota		
22	Name of general officer	Floyd A. Deming		
23	Title of general officer	Assistant Secretary		
24	Office address	St. Paul, Minnesota		
25	Name of general officer			
26	Title of general officer			
27	Office address			
28	Name of general officer			
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55	Name of general officer			
56	Title of general officer			
57	Office address			

113. 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.

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200. GENERAL BALANCE SHEET—ASSET SIDE

Show hereunder the asset side of the balance sheet at close of year 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 the text pertaining to General Balance Sheet Accounts in

Line No.	Account (a)	SP&S Ry. Co. (b)	(c)	(d)	(e)
	CURRENT ASSETS				
1	(701) Cash	\$	\$	\$	\$
2	(702) Temporary cash investments				
3	(703) Special deposits				
4	(704) Loans and notes receivable				
5	(705) Traffic, car-service and other balances--Debit				
6	(706) Net balance receivable from agents and conductors				
7	(707) Miscellaneous accounts receivable				
8	(708) Interest and dividends receivable				
9	(709) Accrued accounts receivable				
10	(710) Working fund advances				
11	(711) Prepayments				
12	(712) Material and supplies				
13	(713) Other current assets				
14	(714) Deferred income tax charges (p. 55)				
15	Total current assets				
	SPECIAL FUNDS				
16	(715) Sinking funds				
17	(716) Capital and other reserve funds				
18	(717) Insurance and other funds				
19	Total special funds				
	INVESTMENTS				
20	(721) Investments in affiliated companies (pp. 24 to 27)	47 261 911			
21	Undistributed earnings from certain investments in account 721 (27A and 27B)				
22	(722) Other investments (pp. 28 and 29)				
23	(723) Reserve for adjustment of investment in securities—Credit	47 261 911			
24	Total investments (accounts 721, 722 and 723)				
	PROPERTIES				
	(731) Road and equipment property (pp. 18 and 19):				
25	Road	79 407 672			
26	Equipment	35 166 931			
27	General expenditures	3 893 719			
28	Other elements of investment				
29	Construction work in progress	280 429			
30	Total road and equipment property	118 748 751			
	(732) Improvements on leased property (pp. 18 and 19):				
31	Road	836 646			
32	Equipment				
33	General expenditures				
34	Total improvements on leased property	836 646			
35	Total transportation property (accounts 731 and 732)	119 585 397			
36	(735) Accrued depreciation—Road and Equipment	29 086 231			
37	(736) Amortization of defense projects—Road and Equipment	1 231 819			
38	Recorded depreciation and amortization (accts 735 and 736)	30 318 050			
39	Total transportation property less recorded depreciation and amortization (line 35 less line 38)	89 267 347			
40	(737) Miscellaneous physical property	5 807 736			
41	(738) Accrued depreciation—Miscellaneous physical property	1 588 597			
42	Miscellaneous physical property less recorded depreciation	4 219 139			
43	Total properties less recorded depreciation and amortization (line 39 plus line 42)	93 486 486			
	OTHER ASSETS AND DEFERRED CHARGES				
44	(741) Other assets				
45	(742) Unamortized discount on long-term debt				
46	(743) Other deferred charges	3 790			
47	(744) Accumulated deferred income tax charges (p. 55)	3 790			
48	Total other assets and deferred charges				
49	TOTAL ASSETS	140 752 187			
	ITEMS EXCLUDED ABOVE				
	The above returns exclude respondent's holdings of its own issues of securities as follows:				
50	(715) Sinking funds	-			
51	(716) Capital and other reserve funds	-			
52	(703) Special deposits	-			
53	(717) Insurance and other funds	-			

200. GENERAL BALANCE SHEET—ASSET SIDE—Continued

the Uniform System of Accounts for Railroad Companies. The entries in this schedule should be consistent with those in the supporting schedules

on the pages indicated. All contra entries hereunder should be indicated in parenthesis.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
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200. GENERAL BALANCE SHEET—LIABILITY SIDE

Show hereunder the liability side of the balance sheet at close of year 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 the text pertaining to General Balance Sheet Accounts, in

the Uniform Systems of Accounts for Railroad Companies. The entries in this schedule should be consistent with those in the supporting schedules on the pages indicated. All contra entries hereunder should be indicated in parenthesis.

Line No.	Account (a)	(b)	(c)	(d)	(e)
CURRENT LIABILITIES					
54	(751) Loans and notes payable _____	\$	\$	\$	\$
55	(752) Traffic, car-service and other balances—Credit _____				
56	(753) Audited accounts and wages payable _____				
57	(754) Miscellaneous accounts payable _____				
58	(755) Interest matured unpaid _____				
59	(756) Dividends matured unpaid _____				
60	(757) Unmatured interest accrued _____				
61	(758) Unmatured dividends declared _____				
62	(759) Accrued accounts payable _____				
63	(760) Federal income taxes accrued _____				
64	(761) Other taxes accrued _____				
65	(762) Deferred income tax credits (p. 55) _____				
66	(763) Other current liabilities _____				
67	Total current liabilities (exclusive of long-term debt due within one year) _____				
LONG-TERM DEBT DUE WITHIN ONE YEAR					
68	(764) Equipment obligations and other debt (pp. 38, 39, 40, and 41) _____	647 000			
LONG-TERM DEBT DUE AFTER ONE YEAR					
69	(765) Funded debt unmatured _____	42 710 000			
70	(766) Equipment obligations 6 346 272 (pp. 38)	6 346 272			
71	(767) Receivers' and Trustees' securities (39, 40)				
72	(768) Debt in default (and 41)				
73	(769) Amounts payable to affiliated companies (pp. 42 and 43) _____	2 607 386			
74	Total long-term debt due after one year _____	51 663 658			
RESERVES					
75	(771) Pension and welfare reserves _____				
76	(772) Insurance reserves _____				
77	(774) Casualty and other reserves _____				
78	Total reserves _____				
OTHER LIABILITIES AND DEFERRED CREDITS					
79	(781) Interest in default (p. 40) _____				
80	(782) Other liabilities _____				
81	(783) Unamortized premium on long-term debt _____				
82	(784) Other deferred credits _____	29 691			
83	(785) Accrued depreciation—Leased property _____	79 767			
84	(786) Accumulated deferred income tax credits (p. 55) _____	10 396 848			
85	Total other liabilities and deferred credits _____	10 506 306			
SHAREHOLDERS EQUITY					
<i>Capital stock (Par or stated value)</i>					
(791) Capital stock issued:					
86	Common stock (pp. 32 and 33) _____	40 000 000			
87	Preferred stock (pp. 32 and 33) _____				
88	Total capital stock issued _____	40 000 000			
89	(792) Stock liability for conversion (pp. 34 and 35) _____				
90	(793) Discount on capital stock _____				
91	Total capital stock _____	40 000 000			
<i>Capital Surplus</i>					
92	(794) Premiums and assessments on capital stock _____				
93	(795) Paid-in surplus _____	9 300 000			
94	(796) Other capital surplus _____				
95	Total capital surplus _____	9 300 000			
<i>Retained Income</i>					
96	(797) Retained income—Appropriated _____				
97	(798) Retained income—Unappropriated (p. 17A and 17E) _____	28 635 223			
98	Total retained income _____	28 635 223			
99	Total shareholders' equity _____	77 935 223			
100	TOTAL LIABILITIES AND SHAREHOLDERS EQUITY _____	140 752 187			

200. GENERAL BALANCE SHEET—LIABILITY SIDE—Continued

On page 22, give an abstract of the provisions of the lease bearing on the leased railroad property. If the leasehold contract contains no such provisions, state that fact.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	54
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200. GENERAL BALANCE SHEET—LIABILITY SIDE—Continued

Line No.	Account (a)	(b)	(c)	(d)	(e)
101	The above returns exclude respondent's holdings of its own issues as follows: (765) Funded debt unmatured _____	\$	\$	\$	\$
102	(767) Receivers' and trustees' securities _____	None			
103	(768) Debt in default _____				
104	(791) Capital stock _____				
SUPPLEMENTARY ITEMS					
	Amount of interest matured unpaid in default for as long as 90 days:				
105	Amount of interest _____				
106	Amount of principal involved _____	None			
107	Investment carried in account No. 732, "Improvements on leased property," on the books of the lessee with respect to respondent's property _____				

Note: Provision has not been made for Federal income taxes which may be payable in future years as a 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 _____ \$ 3 469 659

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

NOTES AND REMARKS

200. GENERAL BALANCE SHEET—LIABILITY SIDE—Concluded

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	101
	None					102
						103
						104
						105
	None					106
						107

300. INCOME ACCOUNT FOR THE YEAR

1. Show hereunder the Income Account 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 the text pertaining to Income Accounts in the Uniform System of Accounts for Railroad Companies.

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

3. Any unusual accruals involving substantial amounts included on lines 6 to 53, inclusive, should be fully explained in a footnote.

Line No.	Item (a)	Schedule No.	(b)	(c)	(d)	(e)
	ORDINARY ITEMS		\$	\$	\$	\$
	RAILWAY OPERATING INCOME					
1	(501) Railway operating revenues _____					
2	(531) Railway operating expenses _____					
3	Net revenue from railway operations _____					
4	(532) Railway tax accruals (p. 54) _____	350	63 640			
5	(533) Provision for deferred taxes (p. 55) _____		(167 390)			
6	Railway operating income _____		103 750			
	RENT INCOME					
7	(503) Hire of freight cars and highway revenue freight equipment-credit balance _____					
8	(504) Rent from locomotives _____					
9	(505) Rent from passenger-train cars _____					
10	(506) Rent from floating equipment _____					
11	(507) Rent from work equipment _____					
12	(508) Joint facility rent income _____					
13	Total rent income _____					
	RENTS PAYABLE					
14	(536) Hire of freight cars and highway revenue freight equipment-debit balance _____					
15	(537) Rent for locomotives _____					
16	(538) Rent for passenger-train cars _____					
17	(539) Rent for floating equipment _____					
18	(540) Rent for work equipment _____					
19	(541) Joint facility rents _____					
20	Total rents payable _____					
21	Net rents (lines 13, 20) _____					
22	Net railway operating income (lines 6, 21) _____		103 750			
	OTHER INCOME					
23	(502) Revenues from miscellaneous operations (p. 53) _____					
24	(509) Income from lease of road and equipment (p. 56) _____	371	826 539			
25	(510) Miscellaneous rent income _____					
26	(511) Income from nonoperating property _____					
27	(512) Separately operated properties—profit _____					
28	(513) Dividend income (from investments under cost only) _____					
29	(514) Interest income _____					
30	(516) Income from sinking and other reserve funds _____					
31	(517) Release of premiums on funded debt _____					
32	(518) Contributions from other companies _____					
33	(519) Miscellaneous income _____		70 282			
34	Dividend income (from investments under equity only) _____					
35	Undistributed earnings (losses) _____					
36	Equity in earnings (losses) of affiliated companies (lines 34, 35) _____					
37	Total other income _____		896 821			
38	Total income (lines 22, 37) _____		1 000 571			
	MISCELLANEOUS DEDUCTIONS FROM INCOME					
39	(534) Expenses of miscellaneous operations (p. 53) _____					
40	(535) Taxes on miscellaneous operating property (p. 53) _____					
41	(543) Miscellaneous rents _____					
42	(544) Miscellaneous tax accruals _____					
43	(545) Separately operated properties—loss _____					
44	(549) Maintenance of investment organization _____					
45	(550) Income transferred to other companies _____					
46	(551) Miscellaneous income charges _____		166 849			
47	Total miscellaneous deductions _____		166 849			
48	Income available for fixed charges (lines 38, 47) _____		833 722			

300. INCOME ACCOUNT FOR THE YEAR—Continued

4. Line 28 includes only dividends from investments accounted for under the cost method. Line 34 includes only dividends accounted for under the equity method. Line 35 includes the undistributed earnings from investments accounted for

under the equity method. Line 36 represents the earnings (losses) of investee companies accounted for under the equity method. Lines 34 and 35 should be included only once in the total on line 37.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	1
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300. INCOME ACCOUNT FOR THE YEAR—Continued

Line No.	Item (a)	Sched- ule No.	(b)	(c)	(d)	(e)
	FIXED CHARGES		\$	\$	\$	\$
49	(542) Rent for leased roads and equipment (pp. 58 and 59)	383				
	(546) Interest on funded debt:					
50	(a) Fixed interest not in default		685 539			
51	(b) Interest in default					
52	(547) Interest on unfunded debt					
53	(548) Amortization of discount on funded debt					
54	Total fixed charges		685 539			
55	Income after fixed charges (lines 48, 54)		148 183			
	OTHER DEDUCTIONS					
	(546) Interest on funded debt:					
56	(c) Contingent interest					
57	Ordinary income (lines 55, 56)		148 183			
	EXTRAORDINARY AND PRIOR PERIOD ITEMS					
58	(570) Extraordinary items - Net Credit (Debit) (p. 58)	396				
59	(580) Prior period items - Net Credit (Debit) (p. 58)	396				
60	(590) Federal income taxes on extraordinary and prior period items - Debit (Credit) (p. 58)	396				
61	(591) Provision for deferred taxes- Extraordinary and prior period items					
62	Total extraordinary and prior period items Cr. (Dr.)					
63	Net Income transferred to Retained Income					
	Unappropriated (lines 57, 52)	305	148 183			

INCOME ACCOUNT FOR THE YEAR - 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 \$ -0-

(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 \$ 8 540

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

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

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

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

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

NOTES AND REMARKS

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

Year (a)	Net income as reported (b)	Provision for deferred taxes (c)	Adjusted net income (d)
1973	\$ 32 568	\$ (105 174)	\$ 137 742
1972	721 992	(61 945)	783 937
1971	443 520	-	443 520

300. INCOME ACCOUNT FOR THE YEAR—Concluded

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	49
						50
						51
						52
						53
						54
						55
						56
						57
						58
						59
						60
						61
						62
						63

NOTES AND REMARKS - Concluded

305.RETAINED INCOME- UNAPPROPRIATED

1. Show hereunder the Retained Income 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 Income Accounts in the Uniform System of Accounts

for Railroad Companies.

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

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

Line No.	Item (a)		(b)		(c)	
			(1)	(2)	(1)	(2)
1	Unappropriate retained income (1) and equity in undistributed earnings (losses) of affiliated companies (2) at beginning of year*		\$ 28 487 040	\$ None	\$	\$
	CREDITS					
2	(602) Credit balance transferred from income (pp. 16 and 17)	300	148 183			
3	(606) Other credits to retained income (p. 58)	396				
4	(622) Appropriations released					
5	Total		148 183			
	DEBITS					
6	(612) Debit balance transferred from income (pp. 16 and 17)	300				
7	(616) Other debits to retained income (p. 58)	396				
8	(620) Appropriation for sinking and other reserve funds					
9	(621) Appropriations for other purposes					
10	(623) Dividends (pp. 52 and 53)	308				
11	Total		148 183			
12	Net increase (decrease) during year*					
13	Unappropriated retained income (1) and equity in undistributed earnings (losses) of affiliated companies (2) at end of year*		28 635 223	None		
14	Balance from line 13(2)*			x x x x x		x x x x x
15	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year*		28 635 223	x x x x x		x x x x x
Remarks						
16	Amount of assigned Federal income tax consequences:		None	x x x x x		x x x x x
17	Account 606		None	x x x x x		x x x x x
	Account 616					

*Amount in parentheses indicates debit balance.

NOTES AND REMARKS

305. RETAINED INCOME—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. Line 2 (line 6 if debit balance), column (2), should agree with line 36,

schedule 300. The total of columns (1) and (2), lines 2 and 6, should agree with line 63, schedule 300.

6. Include in column (1) only amounts applicable to Retained Income exclusive of any amounts included in column (2).

(d)		(e)		(f)		(g)		Line No.
(1)	(2)	(1)	(2)	(1)	(2)	(1)	(2)	
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								13
	x x x x x		x x x x x		x x x x x		x x x x x	14
	x x x x x		x x x x x		x x x x x		x x x x x	15
	x x x x x		x x x x x		x x x x x		x x x x x	16
	x x x x x		x x x x x		x x x x x		x x x x x	17

NOTES AND REMARKS

211. 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 (a)	Gross charges during year (b)	Net charges during year (c)	Gross charges during year (d)	Net charges during year (e)	Gross charges during year (f)	Net charges during year (g)
		\$	\$	\$	\$	\$	\$
1	(1) Engineering _____	40 974	38 247				
2	(2) Land for transportation purposes _____	75 911	68 188				
3	(2 1/2) Other right-of-way expenditures _____		(39)				
4	(3) Grading _____	64 376	67 450				
5	(5) Tunnels and subways _____						
6	(6) Bridges, trestles, and culverts _____	575 451	572 905				
7	(7) Elevated structures _____						
8	(8) Ties _____	127 837	120 979				
9	(9) Rails _____	307 104	291 908				
10	(10) Other track material _____	333 431	280 991				
11	(11) Ballast _____	40 800	36 438				
12	(12) Track laying and surfacing _____	35 034	25 915				
13	(13) Fences, snow sheds, and signs _____	3 372	3 260				
14	(16) Station and office buildings _____	104 256	90 716				
15	(17) Roadway buildings _____	18 670	6 297				
16	(18) Water stations _____	3 561	3 561				
17	(19) Fuel stations _____	5 791	5 791				
18	(20) Shops and enginehouses _____	64 106	37 847				
19	(21) Grain elevators _____						
20	(22) Storage warehouses _____						
21	(23) Wharves and docks _____						
22	(24) Coal and ore wharves _____						
23	(25) TOFC/COFC terminals _____						
24	(26) Communication systems _____	50 259	32 041				
25	(27) Signals and interlockers _____	268 583	258 951				
26	(29) Power plants _____						
27	(31) Power-transmission systems _____	1 623	1 623				
28	(35) Miscellaneous structures _____	2 366	2 366				
29	(37) Roadway machines _____	4 286	(36 714)				
30	(38) Roadway small tools _____						
31	(39) Public improvements—Construction _____	6 399	5 826				
32	(43) Other expenditures - Road _____						
33	(44) Shop machinery _____	21 794	(225 211)				
34	(45) Power-plant machinery _____						
35	Other (Specify & explain) _____						
36	Total expenditures for road _____	2 155 984	1 689 336				
37	(52) Locomotives _____	745	(983 417)				
38	(53) Freight-train cars _____	85	(386 335)				
39	(54) Passenger-train cars _____		(22 839)				
40	(55) Highway revenue equipment _____						
41	(56) Floating equipment _____						
42	(57) Work equipment _____	8 175	(27 818)				
43	(58) Miscellaneous equipment _____	9 092	(35 219)				
44	Total expenditure for equipment _____	18 097	(1 455 628)				
45	(71) Organization expenses _____						
46	(76) Interest during construction _____		(2 409)				
47	(77) Other expenditures—General _____		(258)				
48	Total general expenditures _____		(2 667)				
49	Total _____	2 174 081	231 041				
50	(90) Construction work in progress _____	14 160	14 160				
51	Grand total ¹ _____	2 188 241	245 201				

¹ 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.

211. 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 termini and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.

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

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

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

Gross charges during year (h)	Net charges during year (i)	Gross charges during year (j)	Net charges during year (k)	Gross charges during year (l)	Net charges during year (m)	Gross charges during year (n)	Net charges during year (o)	Line No.
\$	\$	\$	\$	\$	\$	\$	\$	1
								2
								3
								4
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212. PROPRIETARY COMPANIES

Give particulars called for regarding each inactive proprietary corporation of the lessor companies included in this report (i.e., one *all* of whose outstanding stocks or obligations are held by or for the respondent without any accounting to the said proprietary corporation). It may also in-

clude such line when the actual title to all of the outstanding stocks or obligations rests in a corporation controlled by or controlling the respondent; but in the case of any such inclusion, the facts of the relation to the respondent of the corporation holding the securities should be fully set

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

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

212. PROPRIETARY COMPANIES—Concluded

forth in a footnote. The separation of accounts 731 and 732 into "Road," "Equipment," and "General expenditures" should be estimated, if not actually shown on respondent's books. Assign to "General Expenditures" only such amounts as are not included in "Road" or "Equip-

ment." Enter brief designation of the several proprietary companies at the heads of their respective columns and state in footnotes the names of the lessor companies that control them.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
						1
						2
	None					3
						4
						5
\$	\$	\$	\$	\$	\$	6
						7
						8
						9
						10
						11
	None					12
						13
						14
						15
						16
	None					17
						18
						19

NOTES AND REMARKS REGARDING RETURNS IN SCHEDULE NO. 211 ON PAGES 18 AND 19

ABSTRACT OF THE PROVISIONS OF THE LEASE BEARING ON RESPONDENT'S LIABILITY TO REIMBURSE THE LESSEE FOR IMPROVEMENTS MADE ON THE LEASED RAILROAD PROPERTY

(See instructions on page 11)

The lessee shall keep an account of all transactions under this lease in respect of which debits or credits arise between the lessor and the lessee, in which account, among other things, the lessor shall be given credit for all cash receipts by the lessee. Upon the termination of this lease there shall be a final account stated between the parties as to all such transactions, including without limitation the extent to which any credits in favor of the lessee have been previously reimbursed to it by the issue of securities. In the event the book value of the material and supplies surrendered and delivered to the lessor at the termination of this lease, as reflected on the books of the lessee, shall be greater or less than the book value of the material and supplies delivered to the lessee at the effective date of this lease, as reflected on the books of the lessor, such difference in book value shall be accounted for in such final account. The party indebted to the other party as disclosed by the account so stated shall pay to the other party, promptly after said account shall have been stated, the balance due in lawful money of the United States.

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 217 AND 218

1. Schedules 217 and 218 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies and other investments held by the lessor companies included in this report at the close of the year specifically as investments, including the obligations of a State or local government, or of an individual, so held; investments made, disposed of, or written down during the year; and dividends and interest credited to income. They should exclude securities issued or assumed by respondents. For definition of affiliated companies, see the rules governing account No. 721, "Investments in affiliated companies," in the Uniform System of Accounts for Railroad Companies.

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

3. For each lessor company, 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.
- VIII. Transportation, communications, and other public utilities.
- VIII. Services.
- IX. Government.
- X. All other.

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

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

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

217. INVESTMENTS IN AFFILIATED COMPANIES

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

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.

Entries in this schedule should be made in accordance with the definitions and general instruc-

tions given on page 23, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

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.

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

Entries in columns (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

Line No.	Ac- count No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and description of security held, also lien reference, if any (d)	Extent of control (e)	INVESTMENTS AT CLOSE OF YEAR	
						BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR	
						Pledged (f)	Unpledged (g)
					% \$		\$
1	1	C	VII	Burlington Northern Inc.			
2							
3							
4							
5							
6							
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217. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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.

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

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

Particulars of investments made, disposed of, or written down during the year should be given

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)				%	\$	
\$	\$ 47 261 911	\$ 1 650 452	\$	\$			1
							2
							3
							4
							5
							6
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217. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held, also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR	
						Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
51					% \$		\$
52							
53							
54							
55							
56							
57							
58							
59							
60							
61							
62							
63							
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97							
98							
99							
100							
101							
102							
103							
104							
105					Total		

217. INVESTMENTS IN AFFILIATED COMPANIES—Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)				%	\$	
\$	\$	\$	\$	\$			51
							52
							53
							54
							55
							56
							57
							58
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X X

217A INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

Undistributed Earnings From Certain Investments in Affiliated Companies

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

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

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

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

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

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

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

6. For definitions of "carrier" and "noncarrier", see general instructions 6 and 7 on page 23.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)
	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
1							
2							
3							
4							
5							
6		None					
7							
8							
9							
10							
11							
12							
13							

217A INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES-Concluded

Undistributed Earnings From Certain Investments in Affiliated Companies

Line No.	Names of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)
	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
14							
15							
16							
17							
18							
19							
20							
21							
22							
23							
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34							
35							
36							
37							
38							
39							
40	Total						
41	Noncarriers: (Show totals only for each column)						
42	Total (lines 40 and 41)	None					

Lessor Initials

SPS

Year 19 74

218. OTHER INVESTMENTS

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of all corporations other than affiliated companies, included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; 722, "Other investments"; and 717, "Insurance and other funds." Investments included in account Nos. 715, 716, and 717 held by trustees in lieu of cash deposits required under the governing instrument are to be excluded from this schedule.

2. Enter the name of a reporting lessor company in the body of the schedule and give, thereunder, particulars of its other 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. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 23, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c). Investments in U.S. Treasury bills and notes may be reported as one item.

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

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

Line No.	Ac-count No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company or government and description of security held, also lien reference, if any (d)	INVESTMENTS AT CLOSE OF YEAR	
					BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR	
					Pledged (e)	Unpledged (f)
1					\$ None	\$
2						
3						
4						
5						
6						
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9						
10						
11						
12						
13						
14						
15						
16						
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44						
45						
46						
47						
48						
49						
50				Total		

218. OTHER INVESTMENTS—Concluded

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___." In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

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

8. Particulars of investments made, disposed of, or written down during the year should be given in columns (i) to (k), inclusive. If the cost of any investment made during the year differs from the book value reported in column (i), explain the matter in a footnote. By "cost" is meant the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in a footnote. Identify all entries in column (j) which represent a reduction in the book value of securities by symbol and give full explanation in a footnote in each case.

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
BOOK VALUE OF AMOUNT HELD AT CLOSE OF YEAR			Book value (j)	Selling price (k)	Date (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$ None	\$	\$	%	\$	1
							2
							3
							4
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**221. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH
NONREPORTING CARRIER OR NONCARRIER SUBSIDIARIES**

Give particulars of investments represented by securities and advances (including securities issued or assumed by the respondent), and of other intangible property, indirectly owned or controlled by the lessor companies included in this report through any subsidiary which does not re-

port to the Commission under the provisions of Part I of the Interstate Commerce Act, without regard to any question of whether the company issuing the securities, or the obligor, is controlled by the subsidiary.

Line No.	Class No. (a)	Name of lessor company (b)	Name of nonreporting carrier or noncarrier subsidiary that owns the securities, advances, or other intangible property (c)	Name of issuing company and security or other intangible thing in which investment is made (d)
1			None	
2				
3				
4				
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**221. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH
NONREPORTING CARRIER OR NONCARRIER SUBSIDIARIES—Concluded**

This schedule should include all securities, open account advances, and other intangible property owned or controlled through nonreporting carrier and noncarrier subsidiaries, as well as those

of other organizations or individuals whose actions respondent is able to determine. Investments in U.S. Treasury obligations may be combined in a single item.

Total book value of investments at close of the year (e)	Book value of investments made during the year (f)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Remarks (i)	Line No.
		Book value (g)	Selling price (h)		
\$	\$	\$	\$		1
		None			2
					3
					4
					5
					6
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251. CAPITAL STOCK

Give particulars of the various issues of capital stock which were in existence at the close of the year.

Show separate returns for each lessor company included in this report, classifying the stocks as follows:

Common.

Preferred.

Debenture.

Receipts outstanding.

State, in a footnote, the class of stock covered by the receipts.

In case any "Preferred" or "Debenture" stock is outstanding, the rate of dividend requirements should be shown in column (b), and it should be stated whether the dividends are cumula-

tive or noncumulative. If the designation of any class of stock shown in column (b) is not sufficiently descriptive to indicate clearly its dividend rights and equity in the assets of the respondent, a complete statement of the facts should be given.

In stating the date of an authorization, the date of the latest assent or ratification necessary to its validity should be shown; e.g., in case an authorization is required to be ratified by stockholders after action by the board of directors, but is not required to be approved by any State or other governmental board or officer, give the date of approval by stockholders; if the assent of a State railroad commission or other public board or officer is necessary, give the date of such assent, or if subsequent to such assent notice has to be filed with a secretary of state or other public officer and a tax or other fee has to be paid as a condition precedent to the validity of the issue, give the date of such payment. In case some condition precedent has to be complied with after the approv-

WITH PAR VALUE

Line No.	Name of lessor company (a)	Class of stock (b)	Par value per share (c)	Date issue was authorized (d)	Par value of amount authorized (e)	Total par value outstanding at close of year (f)	Total par value nominally issued and nominally outstanding at close of year		
							In treasury (g)	Pledged as collateral (h)	In sinking or other funds (i)
1	S. P. & S. Ry. Co.	Common	\$ 100	8-23-05	\$ 5 000 000	\$ 5 000 000			
2	"	"	100	4-4-08	20 000 000	20 000 000			
3	"	"	100	2-15-11	37 500 000	15 000 000			
4									
5									
6									
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251. CAPITAL STOCK—Concluded

al and ratification of the stockholders has been obtained, state, in a footnote, the particulars of such condition and of the respondent's compliance therewith. It should be noted that section 20a of the Interstate Commerce Act makes it unlawful for a carrier to issue or assume any securities, unless and until, and then only to the extent that, the Commission by order authorizes such issue or assumption.

Entries in columns (f) and (n) should include stock nominally issued, nominally outstanding, and actually outstanding. 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 for a valuable consideration, and such purchaser holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be *actually outstanding*. If reacquired by or for the respondent under such circumstances as require them to be considered as held alive, and not canceled or retired, they are considered to be *nominally outstanding*.

Total par value actually outstanding (j)	Without Par Value							Cash value of consideration received for stocks actually outstanding (r)	Line No.
	Class of stock (k)	Date issue was authorized (l)	Number of shares authorized (m)	Number of shares outstanding at close of year (n)	Number of shares nominally issued and nominally outstanding at close of year				
					In treasury (o)	Pledged as collateral (p)	In sinking or other funds (q)		
\$				None				\$	1
5 000 000									2
20 000 000									3
15 000 000									4
									5
									6
									7
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253. CAPITAL STOCK CHANGES DURING THE YEAR

Give full particulars of stocks actually or nominally issued (either original issues or reissues) and of stocks reacquired or canceled during the year. Enter the name of a reporting lessor company in the body of the schedule and give, thereunder, particulars of its capital stock changes during the year before listing those of a second lessor. These names should be listed in the order in which

they appear on the balance sheet. In column (c) state whether issued for construction of new properties, for additions and betterments, for purchase of railway or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. Also give the number and date of the authorization by the public authority under whose control such issue

Line No.	Class of stock	STOCKS ISSUED DURING YEAR			
		Date of issue	Purpose of the issue and authority	Par value*	Net proceeds received for issue (cash or its equivalent)
	(a)	(b)	(c)	(d)	(e)
1			None	\$	\$
2					
3					
4					
5					
6					
7					
8					
9					
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27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39			Total		

*For no par stock, show the number of shares.

254. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES

If at the close of the year the lessor companies included in this report were subject to any liability to issue their own capital stock in exchange for outstanding securities of constituent or other companies, give full particulars thereof here under, including names of parties to contracts and

None

253. CAPITAL STOCK CHANGES DURING THE YEAR—Concluded

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

should equal the entry in column (d).

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

STOCKS ISSUED DURING YEAR—Continued			STOCKS REACQUIRED DURING YEAR		Remarks	Line No.
Cash value of other property acquired or services received as consideration for issue (f)	Net total discounts (in black) or premiums (in red). Excludes entries in column (h) (g)	Expense of issuing capital stock (h)	AMOUNT REACQUIRED			
			Par value* (i)	Purchase price (j)		
\$	\$	\$	\$	\$		
			None			1
						2
						3
						4
						5
						6
						7
						8
						9
						10
						11
						12
						13
						14
						15
						16
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						28
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						30
						31
						32
						33
						34
						35
						36
						37
						38
						39

*For nonpar stock, show the number of shares.

254. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES—Concluded

abstracts of terms of contracts whereunder such liability exists.

None

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 261 ON PAGES 38, 39, 40, AND 41

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 251.

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.

On page 41, 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

261. 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 LEASEHOLD) SUBJECT 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	Spokane, Portland & Seattle Ry. Co.									
2	First Mortgage Bonds 1(a)	3-1-11	3-1-81	4%		No	Yes	No	Yes	
3	Total Account 765 1(a)									
4										
5	Deferred Payment Contracts									
6										
7	500 Box Cars #318100-318599, incl.)									
8	6 EMD GP-38 D.E. Locos 4(b)	2-10-70		9-5/8	3-1 &	No	No	No	No	
9	Nos. 2072-2077, incl.)		3-1-85		9-1					
10										
11	Total Accounts 764 and 766 4(b)									
12										
13										
14										
15										
16										
17										
18										
19										
20										
21										
22										
23										
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50										
51										
52										
53										
54										

Grand Total:

261. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—		Total amount nominally and actually issued	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
First lien	Junior to first lien		Held in special funds or in treasury or pledged securities by symbol "P"; matured by symbol "M"	Canceled		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S")	Held in special funds or in treasury or pledged securities by symbol "P"; matured by symbol "M"	Unmatured (accounts 765, 766, and 767)	Unmatured (account 764)	Matured and no provision made for payment (account 768)	
(k)	(l)	(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	
		\$	\$	\$	\$	\$	\$	\$	\$	\$	
532.84	80 000 000		6 290 000	73 710 000	31 000 000			42 710 000			1
	80 000 000		6 290 000	73 710 000	31 000 000			42 710 000	(1)		2
											3
											4
											5
											6
	9 705 000				9 705 000	2 711 728		6 346 272	647 000		7
											8
											9
	9 705 000				9 705 000	2 711 728		6 346 272	647 000	(45)	10
											11
											12
											13
											14
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											50
											51
											52
	89 705 000		6 290 000	83 415 000	33 711 728			49 056 272	647 000		53
											54

261. 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 38)	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	Spokane, Portland & Seattle Ry. Co.	\$	\$	\$	\$
2	First Mortgage Bonds 1 (a)	-		-	
3	Total Account 765 1 (a)	-		-	
4					
5	<u>Deferred Payment Contracts</u>				
6					
7	500 Box Cars #318100-318599, incl.)				
8	6 EMD GP-38 D.E. Locos. 4 (b))	685 539		710 194	
9	Nos. 2072-2077)				
10					
11	Total Accounts 764 and 766 4 (b)	685 539		710 194	
12					
13					
14					
15					
16					
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22					
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44					
45					
46					
47					
48					
49					
50					
51					
52					
53					
54	Grand Total	685 539		710 194	

261. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

261. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded						
SECURITIES ISSUED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	1
				-	-	2
				-	-	3
						4
						5
						6
						7
				770 128	770 128	8
						9
				770 128	770 128	10
						11
						12
						13
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						48
						49
						50
						51
						52
						53
Grand Total				770 128	770 128	54

266. INTEREST ON INCOME BONDS

1. Give particulars concerning interest payable, accrued, paid, and accumulated and unpaid on the securities having contingent interest provisions classified as (1) Mortgage Bonds, (2) Collateral Trust Bonds, and (3) Unsecured Bonds (Debentures), in schedule 261, "Funded Debt and Other Obligations."

columns (a), (v), and (d), respectively, in schedule 261, for each security of the kind indicated. List the names of such securities in the same order as in schedule 261.

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

2. In columns (a), (b), and (c) state the name, amount, and nominal rate of interest shown in

Line No.	Name of issue (from schedule 261) (a)	Amount actually outstanding (from schedule 261) (b)	Nominal rate of interest (from schedule 261) (c)	AMOUNT OF INTEREST	
				Maximum amount payable, if earned (d)	Amount actually payable under contingent interest provisions, charged to income for the year (e)
1	None	\$		\$	\$
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					

268. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

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.

Line No.	Name of debtor company (a)	Name of creditor company (b)
1	Spokane, Portland & Seattle Railway Co.	Burlington Northern Inc.
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
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23		
24		

266. INTEREST ON INCOME BONDS—Concluded

4. In column (e) show the amount of interest charged to the income account for the year.
 5. In column (f) show the difference between columns (d) and (e).
 6. In columns (h), (i), and (j) show the amounts of interest actually paid during the year, segregated in columns (h) and (i) between payments applicable to the current year's accruals, and those

applicable to past accruals.

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

AMOUNT OF INTEREST—Continued

DIFFERENCE BETWEEN MAXIMUM PAYABLE IF EARNED AND AMOUNT ACTUALLY PAYABLE		TOTAL PAID WITHIN YEAR			Period for, or percentage of, for which cumulative, if any (k)	Total accumulated un- earned interest plus earned interest unpaid at the close of the year (l)	Line No.
Current year (f)	All years to date (g)	On account of current year (h)	On account of prior years (i)	Total (j)			
\$	\$	\$	\$ None	\$		\$	1
							2
							3
							4
							5
							6
							7
							8
							9
							10
							11
							12
							13
							14
							15
							16
							17
							18
							19
							20

268. AMOUNTS PAYABLE TO AFFILIATED COMPANIES—Concluded

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.

BALANCE AT CLOSE OF YEAR			Rate of interest (f)	INTEREST ACCRUED DURING YEAR		Interest paid during year (i)	Line No.
Notes (c)	Open accounts (d)	Total (e)		Charged to income (g)	Charged to construction or other investment account (h)		
\$	\$ 2 607 386	\$ 2 607 386	%	\$	\$	\$	1
							2
							3
							4
							5
							6
							7
							8
							9
							10
							11
							12
							13
							14
							15
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							21
							22
							23
							24

282. 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	\$ 13 367 363	\$ 745	\$ 527	\$ 1 272	\$ 984 162		\$ 984 162	\$ 12 384 473
2		(53) Freight-train cars	19 984 943	85		85	382 291	21 322	403 613	19 581 415
3		(54) Passenger-train cars	1 802 301		5 149	5 149	22 839		22 839	1 784 611
4		(55) Highway revenue equipment								
5		(56) Floating equipment								
6		(57) Work equipment	982 542	8 175	3 796	11 971	35 993		35 993	958 520
7		(58) Miscellaneous equipment	438 931	9 092		9 092	44 311	14 808	59 119	388 904
8		Total	36 576 080	18 097	9 472	27 569	1469 596	36 130	1505 726	35 097 923
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										
18		(52) Locomotives								
19		(53) Freight-train cars	29 250		27 700	27 700	4 129		4 129	52 821
20		(54) Passenger-train cars								
21		(55) Highway revenue equipment								
22		(56) Floating equipment								
23		(57) Work equipment	13 678		2 509	2 509				16 187
24		(58) Miscellaneous equipment								
25		Total	42 928		30 209	30 209	4 129		4 129	69 008
26		(52) Locomotives								
27		(53) Freight-train cars								
28		(54) Passenger-train cars								
29		(55) Highway revenue equipment								
30		(56) Floating equipment								
31		(57) Work equipment								
32		(58) Miscellaneous equipment								
33		Total								
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								
		Total								

INVESTMENT IN AMORTIZED EQUIPMENT

Lessor Initials

SPS

Year 19 74

Columns (e) and (h) reflect adjustments between depreciable and amortized bases.

285. ACCRUED DEPRECIATION—ROAD AND EQUIPMENT

Give the particulars called for hereunder of the credits and debits made to account 735, "Accrued depreciation—Road and Equipment," 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	\$ 7 115 061	\$ 497 813		\$ 497 813	\$ 651 825		\$ 651 825	\$ 6 961 049
2		(53) Freight-train cars	8 220 092	617 573		617 573	150 801		150 801	8 686 864
3		(54) Passenger-train cars	1 822 680				12 262		12 262	1 810 418
4		(55) Highway revenue equipment								
5		(56) Floating equipment								
6		(57) Work equipment	706 240				(3 954)		(3 954)	710 194
7		(58) Miscellaneous equipment	295 034	34 872		34 872	45 840		45 840	284 066
8		Total	18 159 107	1 150 258		1 150 258	856 774		856 774	18 452 591
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

SPS

Year 19 74

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

SPS

Year 19 74

286. 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.

(f)	(g)	(h)	(i)	(j)	(k)	Line No.
\$	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
						7
						8
						9
						10
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						51

287. DEPRECIATION RATES—ROAD AND MISCELLANEOUS PHYSICAL PROPERTY

Give a statement of the percentages used by each lessor company for computing the amounts accrued for depreciation during the

year on various classes of road and miscellaneous physical property, together with the estimated life of the property upon which such

percentages are based.

Line No.	Name of lessor company (a)	Class of property on which depreciation was accrued (b)	Estimated life (in years) (c)	Annual rate of depreciation (d)	Name of lessor company (e)	Class of property on which depreciation was accrued (f)	Estimated life (in years) (g)	Annual rate of depreciation (h)
1	SP&S Ry. Co.	(1) Engineering		40 %				%
2		(2-1/2) Other Right of Way Expend.		.65				
3		(3) Grading		.05				
4		(5) Tunnels & Subways		.75				
5		(6) Bridges, Trestles & Culv.		2.47				
6		(13) Fences, Snowsheds & Signs		4.78				
7		(16) Station & Office Bldgs.		2.16				
8		(17) Roadway Bldgs.		2.38				
9		(19) Fuel Stations		2.50				
10		(20) Shops & Enginehouses		2.43				
11		(25) TOFC/COFC Terminals		3.71				
12		(26) Communication System		3.09				
13		(27) Signals & Interlockers		2.99				
14		(29) Power Plants		1.50				
15		(31) Power Transmission System		4.11				
16		(35) Miscellaneous Structures		2.35				
17		(37) Roadway Machines		7.87				
18		(39) Public Improvements		1.75				
19		(44) Shop Machinery		2.20				
20		(45) Power Plant Machinery		2.80				
21								
22								
23								
24		Misc. Physical Property						
25								
26	SP&S Ry. Co.	Vancouver Grain Elevator		2.11				
27								
28								
29								
30								
31								
32								
33								
34								
35								
36								
37								
38								
39								

[illegible]

308. DIVIDENDS DECLARED

Give particulars of each dividend declared by each lessor company included in this report. For par value or nonpar stock, show in column (e) the respective total par value or total number of shares on which dividend was declared and the corresponding rate percent or per share in column (c) and (d). If any such dividend was payable in

anything other than cash; or, if any obligation of any character has been incurred for the purpose of procuring funds for the payment of any dividend or for the purpose of replenishing the treasury after such payment; or, if any class of stock received a return not reportable in this schedule, explain the matter fully in the remarks column. For

nonpar stock, show the number of shares in column (e) and the rate per share in column (c) or (d). The dividends in column (f) should be totaled for each company. The sum of the dividends stated in column (f) should equal the amount shown in schedule No. 305.

Line No.	Name of lessor company (a)	Name of security on which dividend was declared (b)	RATE PERCENT (PAR VALUE STOCK) OR RATE PER SHARE (NONPAR STOCK)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (e)	Dividends (Account 623) (f)	DATE		Remarks (i)
			Regular (c)	Extra (d)			Declared (g)	Payable (h)	
1									
2									
3					None				
4									
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Lessor Initials

SPS

Year 1974

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61									

340. MISCELLANEOUS PHYSICAL PROPERTIES OPERATED DURING THE YEAR

Give particulars of each class of miscellaneous physical property or plant operated by each lessor company included in this report during the year. If any of the operations listed in this schedule were discontinued before the close of the year, explain the matter in a footnote. Group the properties under the heads of the classes of operations to which they are devoted.

In column (a) give the designation used in the respondent's records and the name of the town or city and State in which the property or plant is located, stating whether the respondent's title is that of ownership or whether the property is held under lease or other incomplete title. All peculiarities of title should be explained in a footnote.

The totals of columns (b), (c), and (d) should agree with the totals of accounts Nos. 502, "Revenue from miscellaneous operations," 534, "Expenses of miscellaneous operation," and 535, "Taxes on miscellaneous operating property," in respondent's Income Account for the Year. If not, differences should be explained in a footnote.

Line No.	Designation and location of property or plant, character of business, and title under which held (a)	Total revenue during the year (b)	Total expenses during the year (c)	Total taxes applicable to the year (d)
1	None	\$	\$	\$
2				
3				
4				
5				
6				
7				
8				
9				
10	Total			

350. 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 account No. 532, "Railway tax accruals," 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 (a)	Amount				
		Amount	Amount	Amount	Amount	Amount
	A. Other Than U. S. Government Taxes	\$	\$	\$	\$	\$
	(Enter names of States)					
1	Oregon Income Tax	2 035				
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26	Total—Other than U. S. Government taxes	2 035				
	B. U. S. Government Taxes					
27	Income taxes	61 605*				
28	Old-age retirement					
29	Unemployment insurance					
30	All other United States taxes					
31	Total—U. S. Government taxes	61 605				
32	GRAND TOTAL—Railway Tax Accruals (account 532)	63 640				

* F.I.T. accrual (1974) 53 000
 F.I.T. underaccrual (1973) 8 605
61 605

350. 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 533, 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

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Cur- rent Year (c)	Adjustments (d)	End of Year Bal- ance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc 62-21	7 003 490			7 003 490
2	Accelerated amortization of facilities Sec. 168 I.R.C.	3 586 140	(116 481)		3 469 659
3	Accelerated amortization of rolling Stock, Sec. 184 I.R.C.				
4	Amortization of rights of way, Sec. 185 I.R.C.				
5	Other (Specify)	(48 936)	(87 778)	(16 236)	(152 950)
6					
7					
8					
9	Investment tax credit	23 544	44 379	8 726	76 649
10	TOTALS	10 564 238	(159 880)	(7 510)	10 396 848

Name of Lessor

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Cur- rent Year (c)	Adjustments (d)	End of Year Bal- ance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21				
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.				
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS				

350. RAILWAY TAX ACCRUALS-Continued

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

Name of Lessor					
Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Cur- rent Year (c)	Adjustments (d)	End of Year Bal- ance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc 62-21				
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.				
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS				

Name of Lessor					
Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Cur- rent Year (c)	Adjustments (d)	End of Year Bal- ance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc 62-21				
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.				
5	Other (Specify)				
6					
7					
8					
9	Investment tax credit				
10	TOTALS				

NOTES AND REMARKS

371. INCOME FROM LEASE OF ROAD AND EQUIPMENT

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

ment."

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	RENT ACCRUED DURING YEAR		
	Name of lessor company (a)	Termini (b)	Length (c)		Total (e)	Depreciation (f)	All other (Account 509) (g)
1	Spokane, Portland and	See Schedule 411	718.89	Burlington Northern Inc.	\$	\$	\$ 826 539
2	Seattle Railway Co.						
3							
4							
5							
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37							

371A. ABSTRACT OF TERMS AND CONDITIONS OF LEASES

Give brief abstracts of the terms and conditions of the leases under which the above stated rents are derived, showing particularly (1) the 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.

Interstate Commerce Commission Finance Docket Nos. 21478, 21479 and 21480 approved the leasing of the lines and properties, etc., of the Spokane, Portland and Seattle Railway Company to the Burlington Northern Inc. per lease agreement dated March 2, 1970. A copy of the lease was attached to our Annual Report Form E for the year ending December 31, 1970.

383. RENTS FOR LEASED ROADS AND EQUIPMENT

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

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

3. Taxes paid or payable by the respondent as a part of the stipulated rent should be included in column (f) and specifically stated under "Remarks."

4. This account includes amounts payable accrued as rent for roads, tracks, or bridges (including equipment or other railroad property cov-

Line No.	Name of leaseholder (a)	Name of lessor company (b)	Total rent accrued during year (c)
1	None		\$
2			
3			
4			
5			
6			
7			
8			
9			
10			

383A. ABSTRACT OF LEASEHOLD CONTRACTS

Give brief abstracts of the terms and conditions of the leases under which the above-named properties are held, showing particularly (1) the name of lessee, (2) the name of lessor, (3) the date of the lease, (4) the chain of title and dates of transfer connecting the original parties with the

NOTE.—Only changes during the year are required.

present parties in case of assignment or subletting, (5) the basis on which the amount of the annual rent is determined, and (6) the date when the lease is to terminate, or, if such date has not yet been determined, the provisions governing its determination. Also give reference to the Com-

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

Give a detailed analysis regardless of the amounts of all items included in accounts 570, "Extraordinary items"; 580, "Prior period items"; and 590 "Federal income taxes on extraordinary and prior period items; 606, "Other credits to retained income" and 616, "Other debits to retained income."

Line No.	Name of lessor company (a)	Account No. (b)	Item (c)	Debits (d)	Credits (e)
1			None	\$	\$
2					
3					
4					
5					
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7					
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23					
24					
25					
26					
27					

383. RENTS FOR LEASED ROADS AND EQUIPMENT—Concluded

ered by the contract), and for specific equipment held under lease for 1 year or more, the property being owned by other companies, and held under lease or other agreement by the terms of which *exclusive use and control for operating purposes* are secured.

5. If the reporting companies held under lease, during all or any part of

the year, road on, which no rent payable accrued, or if any portion of the charge shown hereunder is for construction on a line in which the leasehold interest will soon expire, give full particulars in the "Remarks" column.

CLASSIFICATION OF RENT			Remarks (g)	Line No.
Guaranteed interest on bonds (d)	Guaranteed dividends on stocks (e)	Cash (f)		
\$	\$	\$ None		1
				2
				3
				4
				5
				6
				7
				8
				9
				10

383A. ABSTRACT OF LEASEHOLD CONTRACTS—Concluded

mission's authority for the lease, if any. If none, state the reasons therefor.

In lieu of the abstracts here called for, copies of lease agreements may

be filed. Reference to copies filed in prior years should be given in connection with any changes in terms and conditions of the leasehold contracts.

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

Each item recorded in accounts 606 and 616 amounting to \$10,000 or more should be stated; items less than \$10,000 may be combined in a single entry, designated "Minor items, each less than \$10,000."

Line No.	Name of lessor company (a)	Account No. (b)	Item (c)	Debit (d)	Credits (e)
31			None	\$	\$
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
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43					
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57					

430502 ANNUAL REPORT 1974 R-4 RAILROAD LESSOR 2 of 2
SPOKANE PORTLAND & SEATTLE RY CO.

411. 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 hundredth of a mile.

Line No.	Name of road	Termini between which road named extends	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	Hoyt St. to 21st Ave. incl. Front Ave., Portland, Ore.			0.53		1.43		16.19	18.15
2	15th St. Spurs, Portland, Ore.							1.37	1.37
3	York St. Spurs, Portland, Ore.							1.47	1.47
4	12th & Couch to United Ry. Sta. 259+17, Portland, Ore.					0.32		11.29	11.61
5	Tracks to Pacific Iron Works, Portland, Ore.							0.02	0.02
6	Tracks - East Portland, Portland, Ore.							1.97	1.97
7	21st Ave. to Willbridge, Ore.							1.31	1.31
8	Doane St. & Army Yards, Willbridge, Ore.							6.71	6.71
9	Air Reduction Spur, Willbridge, Ore.							0.02	0.02
10	Willbridge, Ore. to State Line, Ore.		5.13	5.07		0.89	1.64		12.73
11	State Line to No. End Columbia River Br., Vanc., WA.		0.25	0.25					0.50
12	Tracks at East St. Johns, Ore.					0.04	2.36		2.40
13	No. Portland Jct. Or.-Conn. Xover & Trks. #1 & #4						0.81		0.81
14	No. Portland Jct. Or.-Tracks #2 & #3 Kennewick, WA.						0.80		0.80
15	No. End Columbia River Br. WA. to BN turnout, Kennewick, WA.		219.61	0.50		38.96	16.22	41.93	317.22
16	Jct. West of Pasco, WA. to Jct. East of Pasco, WA.							0.41	0.41
17	Jct. East of Pasco, WA. to Marshall Conn. Scribner, WA.		135.79			19.61	7.37		162.77
18	Marshall Conn., Scribner, WA. to BN Conn., Marshall, WA.		0.89						0.89
19	H.B. Marshall Conn., WA. to Fort Wright Jct., WA.		7.58			1.27			8.85
20	Astoria, Div. HB to Heel of Frog, Willbridge, Ore.		0.02						0.02
21	Goble, Ore. to Seaside, Ore. Astoria Div.		79.26			3.45	3.43	3.52	89.66
22	Trks. at Linnton, Ore. Harbor Trk. & Scappoose, Ore. (Willbr. "Y" Trk.)					1.01	0.18	1.04	2.23
23	Trks. at St. Helens, Columbia City & Warrenton, Ore.					3.11	0.89	1.67	5.67
24	Lyle, WA. to Goldendale, WA.		42.22			0.57	3.64		46.43

Line No.	Name of road											Total	
25	Warrenton, Ore. to Point Adams, Ore.					2.81			6.20		1.53	4.54	
26	United Jct., Ore. to Sta. 25+55					18.20			0.58	1.55		20.33	
27					Total	511.76	✓	6.35	✓	71.44	38.89	90.45	718.89
28		Miles of Road Owned at Close of Year - By States and Territories - (Single Trk.)											
29	Name of Road	Oregon		Wash.									
30	S.P. & S. Ry. Co.	105.42	5	406.34	7								511.76
31													

32													
33													
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411A. TRACKS OWNED AT CLOSE OF YEAR
(For lessors to switching and terminal companies)

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 a footnote.

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-

umn headings. Lengths should be stated to the nearest hundredth of a mile.

Line No.	Name of road (a)	Location (b)	Mileage of tracks owned (c)	Name of lessee (d)
1	None			
2				
3				
4				
5				
6				
7				
8				
9				
10				

MILES OF TRACKS OWNED AT CLOSE OF YEAR—BY STATES AND TERRITORIES

Line No.	Name of road	(Enter names of States or Territories in the column headings)										Total
11	None											
12												
13												
15												
15												
16												
17												
18												
19												

561. 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 pay rolls 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 350 for such taxes.

Line No.	Name of lessor company (a)	AVERAGE NUMBER OF EMPLOYEES IN SERVICE			TOTAL COMPENSATION DURING YEAR		
		Executives, general officers, and staff assistants (b)	Other employees (c)	Total employees (d)	Executives, general officers, and staff assistants (e)	Other employees (f)	Total compensation (g)
1	\$						
2	\$						
3	\$						
4	\$						
5	\$						
6	\$						
7	\$						
8	\$						
9	\$						
10	\$						
11	\$						
12	\$						
13	\$						
14	\$						
15	\$						

562. 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 \$40,000 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 sys-

tem 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 (a)	Name of person (b)	Title (c)	Salary per annum as of close of year (d)	Other compensation during the year (e)	Remarks (f)
1	\$					
2	\$					
3	\$					
4	\$					
5	\$					
6	\$					
7	\$					
8	\$					
9	\$					
10	\$					

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES

Give particulars concerning payments, fees, retainers, commissions, gifts, contributions, assessments, bonuses, pensions, subscriptions, allowances for expenses, or any form of payments amounting in the aggregate to \$10,000 or more during the year to any corporation, institution, association, firm, partnership, committee, or any person (other than one of respondents' employees covered in schedule 562 in this annual report) for services or as a donation.

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 should be excluded, but any special or unusual payments for services should be reported.

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.

Line No.	Name of lessor company (a)	Name of recipient (b)	Nature of service (c)	Amount of payment (d)	Remarks (e)
1				\$	
2					
3					
4					
5					
6					
7					
8					
9					
10					

581. CONTRACTS, AGREEMENTS, ETC.

Hereunder give a concise statement of each important contract, agreement, arrangement, etc., with other companies or persons, together with important revisions, modifications, terminations, and other changes thereof, which became effective during the year, and concerned in any way the transportation of persons or things at other than tariff rates, or the purchase of equipment under conditional sales plans without the issuance of securities by respondent, making such statements in the following order:

1. Express companies.
2. Mail.
3. Sleeping, parlor, and dining car companies.
4. Freight or transportation companies or lines.
5. Other railway companies.
6. Steamboat or steamship companies.
7. Telegraph companies.
8. Telephone companies.
9. Equipment purchased under conditional sales contracts.
10. Other contracts.

Under item 9, give particulars of conditional sales agreements, lease or rental contracts, and other similar instruments, entered into by respondent for the purchase of equipment, which provide for payment in installments and do not involve the issuance of securities by respondent. State the names of the parties to the contracts or agreements, the number of units of each class of equipment covered, and the terms and conditions of payment.

Information concerning contracts of minor importance may be omitted. A contract of minor importance is defined as one involving receipts or payments of less than \$10,000 per year, and which by its terms is otherwise unimportant.

In lieu of giving abstracts, copies of contracts may be filed. Every copy of a contract furnished in connection with the foregoing requirement should be listed hereunder.

The basis for computing receipts and payments should be fully stated in the case of each such contract, agreement, or arrangement.

Compliance with the requirements of this schedule does not relieve the respondent of the duty placed upon common carriers by section 6 (5), Part I, of the Interstate Commerce Act, which reads as follows:

"Every common carrier subject to this part shall also file with said Commission copies of all contracts, agreements, or arrangements with other common carriers in relation to any traffic affected by the provisions of this part to which it may be a party. Provided, however, that the Commission, by regulations, may provide for exceptions from the requirements of this paragraph in the case of any class or classes of contracts, agreements, or arrangements, the filing of which, in its opinion, is not necessary in the public interest."

None

591. 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 (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise as may be appropriate.
3. All consolidations, mergers, and reorganizations effected, giving particulars.
This statement should show the mileage, equipment, and cash value

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

4. 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	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turn-outs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	1	Spokane, Portland and Seattle Railway Company	M						0.40	0.40
2	1-J	" " " " " "	M				0.04	0.04		0.08
3	1	" " " " " "	M						0.03	0.03
4	1	" " " " " "	M						0.39	0.39
5	5	Burlington Northern Inc.	M					0.02	0.07	0.09
6										
7										
8										
9										
10										
11										
12										
13										
14		Total Increase					0.04	0.06	0.89	0.99

DECREASES IN MILEAGE

15	1-J	Spokane, Portland and Seattle Railway Company	M						0.09	0.09
16	1	" " " " " "	M						0.04	0.04
17	1	" " " " " "	M						0.12	0.12
18										
19										
20										
21										
22										
23										
24										
25										
26										
27										
28										
29		Total Decrease							0.25	0.25

Lessor Initials

SPS

Year 19

74

If returns under Inquiry No. 1 on page 64 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	None			None		
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.

VERIFICATION

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

OATH

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

State of MINNESOTA
County of RAMSEY } ss:

W. N. Erzen
(Insert here the name of the affiant)

makes oath and says that he is Vice President and Controller
(Insert here the official title of the affiant)

of Spokane, Portland and Seattle Railway Company
(Insert here the exact legal titles or names of the respondents)

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

January 1, 19 74, to and including December 31, 19 74

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the State and county above named, this 19th day of March, 19 75

My commission expires March 3, 1976

Use an
L. S.
impression seal

R. E. Wesley
(Signature of officer authorized to administer oaths)
R. E. WESLEY, Notary Public, Ramsey County, Minn.
My Commission Expires March 3, 1976

VERIFICATION—Concluded

SUPPLEMENTAL OATH

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

State of _____ }
 County of _____ } ss:

 (Insert here the name of the affiant) Makes oath and says that he is _____
 (Insert here the official title of the affiant)
 of _____
 (Insert here the exact legal titles or names of the respondents)

Under the organization of this company, the Vice President and Controller has full and direct charge of the accounts of the company and is responsible for the correctness and preservation of the company's books and accounts and for the correctness of such reports as may be required by law, and therefore, the supplemental oath is not executed.

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 respondents 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)

INDEX

	Page No.		Page No.
Abstract of terms and conditions of leases	57	Disposed of during year	24-29
Abstracts of leasehold contracts	58, 59	Made during year	24-29
Additions and betterments, etc.—Investment in, made during year	18, 19	Of affiliated companies	24-27
Advances to other companies—Investment	24, 25, 29	Other	28, 29
Affiliated companies, Investments in	24-27		
Amounts payable to	42, 43	Leasehold contracts—Abstracts of	58, 59
Agreements, contracts, etc	63	Leases—Abstract of terms and conditions of	57
Amounts payable to affiliated companies	42, 43	Long-term debt due within one year	38-40
		In default	38-40
Balance sheet	8-13		
Capital stock outstanding	32, 33	Mileage at close of year	60, 61
Changes during year	34, 35	By States and Territories	60, 61
Consideration received for issues during year	34, 35	Changes during year	64, 65
Issued during year	34, 35	Of road constructed and abandoned	64, 65
Liability for conversion	34, 35	Miscellaneous, Physical property—Depreciation rates	50, 51
Names of security holders	3	Reserve	48, 49
Number of security holders	2	Physical properties operated during the year	53
Retired or canceled during year	34, 35		
Value per share	32, 33	Oaths	66, 67
Voting power of five security holders	3	Officers, compensation of	62
Total	2	Principal	6, 7
Compensation and service, employees	62		
Consideration for funded debt issued or assumed	41	Payments for services rendered by other than employees	62
For stocks actually issued	34, 35	Physical property—Miscellaneous, depreciation rates	50, 51
Contracts—Abstracts of leasehold	57	Reserve	48, 49
Contracts, agreements, etc	63	Proprietary companies	20, 21
Control over respondent	2	Purposes for which funded debt was issued or assumed during year	41
Conversion of securities of other companies—Stock liability for	34, 35	Of stocks actually issued	34, 35
Debt, funded, unmatured	38-40	Receivers' and trustees' securities	38-40
Changes during year	41	Rent for leased road and equipment	58, 59
Consideration received for issues during year	41	Retained income	17A, 17B
Issued during year	41	Miscellaneous items for the year in	58, 59
Retired or canceled during year	41	Road and equipment—Investment in	18-21
In default	38-40	Depreciation base equipment owned	44, 45
Other due within one year	38-40	Rates (road)	50, 51
Depreciation base—Equipment owned	44, 45	Reserve	46-49
Rates—Road and miscellaneous physical property	50, 51	Road at close of year	60, 61
Reserve—Equipment owned	46, 47	By States and Territories	60, 61
Reserve—Road and miscellaneous physical property	48, 49	Changes during year	64, 65
Directors	4, 5	Constructed and abandoned	64, 65
Compensation of	62		
Dividend appropriations	52, 53	Securities, advances, and other intangibles owned or controlled through nonoperating	
		subsidiaries	30, 31
Employees, service, and compensation	62	Investments in, disposed of during the year	24-29
Equipment owned—Depreciation base	44, 45	Made during the year	24-29
Reserve	46, 47	Of affiliated companies—Investment in	24-27
		Other—Investment in	28-29
Funded debt outstanding, matured and unmatured	38-40	Stock liability for conversion of	34, 35
Changes during year	41	Selected items in income and retained income	58, 59
Consideration received for issues during year	41	Service and compensation, employees	62
Issued during year	41	Services rendered by other than employees—Payments for	62
Other due within one year	38-40		
Retired or canceled during year	41	Stock outstanding	32, 33
Identity of respondent	2	Changes during year	34, 35
Income account for the year	14-17	Consideration received for issues during year	34, 35
Miscellaneous items in	58, 59	Issued during year	34, 35
From investments in affiliated companies	24, 25	Liability for conversion	34, 35
Other	28, 29	Names of security holders	3
Lease of road and equipment	56, 57	Number of security holders	2
Instructions regarding the use of this report form	1	Retired or canceled during year	34, 35
Intangibles owned or controlled through nonoperating subsidiaries	30, 31	Value per share	32, 33
Interest accrued on unmatured funded debt	40	Voting power of five security holders	3
Amounts payable to affiliated companies	42, 43	Total	2
Receivers' and trustees' securities	40		
In default	10, 11	Taxes on miscellaneous operating property	14, 15
Investment in road and equipment	18, 19	Railroad property	54
Of proprietary companies	20, 21	Miscellaneous accruals	14, 15
Gross charges during year	18, 19	Tracks owned or controlled at close of year	60, 61
Net charges during year	18, 19		
Investments in Common Stocks of Affiliated Companies	27A, 27B	Unmatured funded debt	38-40
Investments in securities, adjustment of book values	64, 65		
Controlled through nonreporting subsidiaries	30, 31	Verification	66, 67
		Voting powers	2, 3