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VIRGINIA CENTRAL RAILWAY

1978

514000

Revised

INTERSTATE
COMMERCE COMMISSION

NOV 4 1979

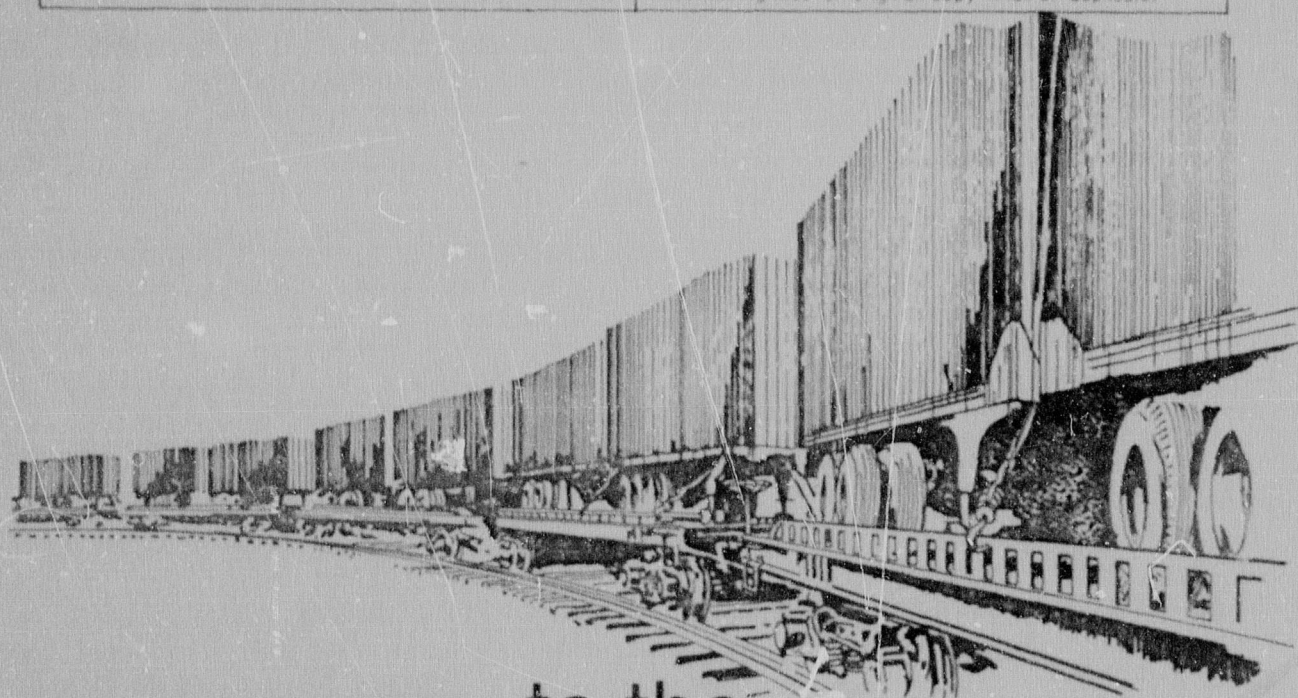
ADMINISTRATIVE SERVICES
MAIL UNIT

R-3

Class III Railroads
Approved by GAO
8-180230 (R0583)
Expires 12-31-82

annual report

	VIRGINIA CENTRAL RAILWAY 1000 PENN MUTUAL TOWER 510 WALNUT ST PHILADELPHIA PA 19106
correct name and address if different than shown	full name and address of reporting carrier (use mailing label on original; copy in full on duplicate)



to the
Interstate Commerce Commis
for the year ended December 31, 1978

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A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in this space provided below.
3. If no schedules were omitted indicate "NONE"

Page

Schedule No.

Title

NONE



101. IDENTITY OF RESPONDENT

1. Give the exact name* by which the respondent was known in law at the close of the year VIRGINIA CENTRAL RAILWAY
2. State whether or not the respondent made an annual report to the Interstate Commerce Commission for the preceding year, or for any part thereof. If so, in what name was such report made? YES - SAME
3. If any change was made in the name of the respondent during the year, state all such changes and the dates on which they were made
NONE
4. Give the location (including street and number) of its main business office of the respondent at the close of the year
510 ESSEX ST FREDERICKSBURG VA 22401
5. Give the titles, names, and office addresses of all general officers of the respondent at the close of the year. If there are receivers who are recognized as in the controlling management of the road, give also their names and titles, and the location of their offices.

Line No.	Title of general officer (a)	Name and office address of person holding office at close of year (b)
1	President	DAVID E. WASSERSTROM PHILADELPHIA PA
2	Vice president	NONE
3	Secretary	
4	Treasurer	
5	Controller or auditor	
6	Attorney or general counsel	
7	General manager	
8	General superintendent	
9	General freight agent	
10	General passenger agent	
11	General land agent	
12	Chief engineer	
13		

6. Give the names and office addresses of the several directors of the respondent at the close of the year, and the dates of expiration of their respective terms.

Line No.	Name of director (a)	Office address (b)	Term expires (c)
14	DAVID E. WASSERSTROM	PHILADELPHIA PA	N/A
15			
16			
17			
18			
19			
20			
21			
22			
23			

7. Give the date of incorporation of the respondent 6-11-25 8. State the character of motive power used N/A
9. Class of switching and terminal company TTL

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

VIRGINIA

11. State whether or not any corporation or association or group of corporations had, at the close of the year, the right to name the major part of the board of directors, managers, or trustees of the respondent; and if so, give the names of all such corporations and state whether such right was derived through (a) title to capital stock or other securities issued or assumed by the respondent, (b) claims for advances of funds made for the construction of the road and equipment of the respondent, or (c) express agreement or some other source NONE

12. Give hereunder a history of the respondent from its inception to date, showing all consolidations, mergers, reorganizations, etc., and if a consolidated or merging corporation give like particulars for all constituent and subconstituent corporations. Describe also the course of construction of the road of the respondent, and its financing AT 12/31/28, COMPANY WAS INACTIVE BUT PLANNING IS UNDERWAY FOR RESUMPTION OF NORMAL OPERATIONS

*Use the initial word the when (and only when) it is a part of the name, and distinguish between the words railroad and railway and between company and corporation.

107. STOCKHOLDERS

Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information in schedule No. 705, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.

Line No.	Name of security holder	Address of security holder	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED				
			Number of votes to which security holder was entitled	Stocks		Other securities with voting power	
				Common	Preferred	Second	First
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	DAVID E. NASSERSTROM	PHILADELPHIA PA	100%	100%	N/A	N/A	N/A
2							
3							
4							
5							
6							
7							
8							
9							
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26							
27							
28							
29							
30							

Footnotes and Remarks

NONE

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

8/31/79

COPIES WERE PREVIOUSLY SUBMITTED TO YOU (date)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

4

Line No.	Item (a)	Respondent Only	
		Balance at Close of Year (b) 12/31/78	Balance at Beginning of Year (c) 12/31/77
	CURRENT ASSETS	\$	\$
1	Cash	205	103,185
2	Temporary Cash Investments		
3	Special Deposits		
4	Accounts Receivable		30,523
5	Less: Allowance for Uncollectible Accounts		
6	Accumulated Deferred Income Tax Charges		
7	Other Current Assets		10358
8	Total Current Assets	205	144,066
	OTHER ASSETS		
9	Special Funds		
10	Other Investments and Advances - (Less Allowances and adjustments \$)		
11	Other Assets (Less Depreciation and Amortization \$)		
12	Other Deferred Debits		1996
13	Total Other Assets		1996
	ROAD AND EQUIPMENT		
14	Road and Equipment Property and Improvements on Leased Property	16660	17780
15	Less: Accumulated Depreciation and Amortization	6835	5618
16	Net Road and Equipment	9825	12162
17	Total Assets	10,030	158,224
	CURRENT LIABILITIES		
18	Loans and Notes Payable		10,000
19	Accounts Payable	129,816	214,372
20	Interest and Dividends Payable		
21	Federal Income Taxes Accrued		
22	Other Taxes Accrued		
23	Other Current Liabilities		76,600
24	Equipment Obligations and Other long-term Debt Due Within One Year		
25	Total Current Liabilities	129,816	300,972
	NON CURRENT LIABILITIES		
26	Funded Debt Unmatured		
27	Equipment Obligations		
28	Capitalized Lease Obligations		
29	Accumulated Deferred Income Tax Credits		
30	Other Long-term Liabilities and Deferred Credits		
31	Total Non current Liabilities		
	SHAREHOLDERS' EQUITY		
	Capital Stock:		
32	Common Stock	300,000	300,000
33	Preferred Stock		
34	Discount on Capital Stock		
35	Additional Capital	1,674,844	1,674,844

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

Line No.	Item (a)	Respondent Only	
		Balance at Close of Year 12/31/78	Balance at Beginning of Year 12/31/77
	SHAREHOLDERS' EQUITY—Continued	\$	\$
	Retained Earnings:		
36	Appropriated		
37	Unappropriated (DEFICIT)	(2,007,330)	(2,030,292)
38	Net unrealized Loss on Noncurrent Marketable Equity Securities		
39	Less: Treasury Stock (87,300)	(87,300)	(87,300)
40	Net Shareholders' Equity (DEFICIT)	(119,786)	(142,748)
41	Total Liabilities and Shareholders' Equity	10,030.	158,224.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

The notes listed below are provided for the purpose of disclosing supplementary information concerning matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none", and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes explanatory statements explaining (1) service interruption insurance policies and indicate the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 174,000

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: NONE

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

(c) Is any part of pension plan funded? Specify Yes No N/A

(i) If funding is by insurance, give name of insuring company 2

(ii) If funding is by trust agreement list trustee(s)

Date of trust agreement or latest amendment

If respondent is affiliated in any way with the trustee(s), explain affiliation: N/A

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement N/A

(e)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify Yes No N/A

If yes, give number of the shares for each class of stock or other security: N/A

(ii) Are voting rights attached to any securities held by the pension plan? Specify Yes N/A No If yes, who determines how stock is voted?

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

210. RESULTS OF OPERATIONS

INSTRUCTIONS

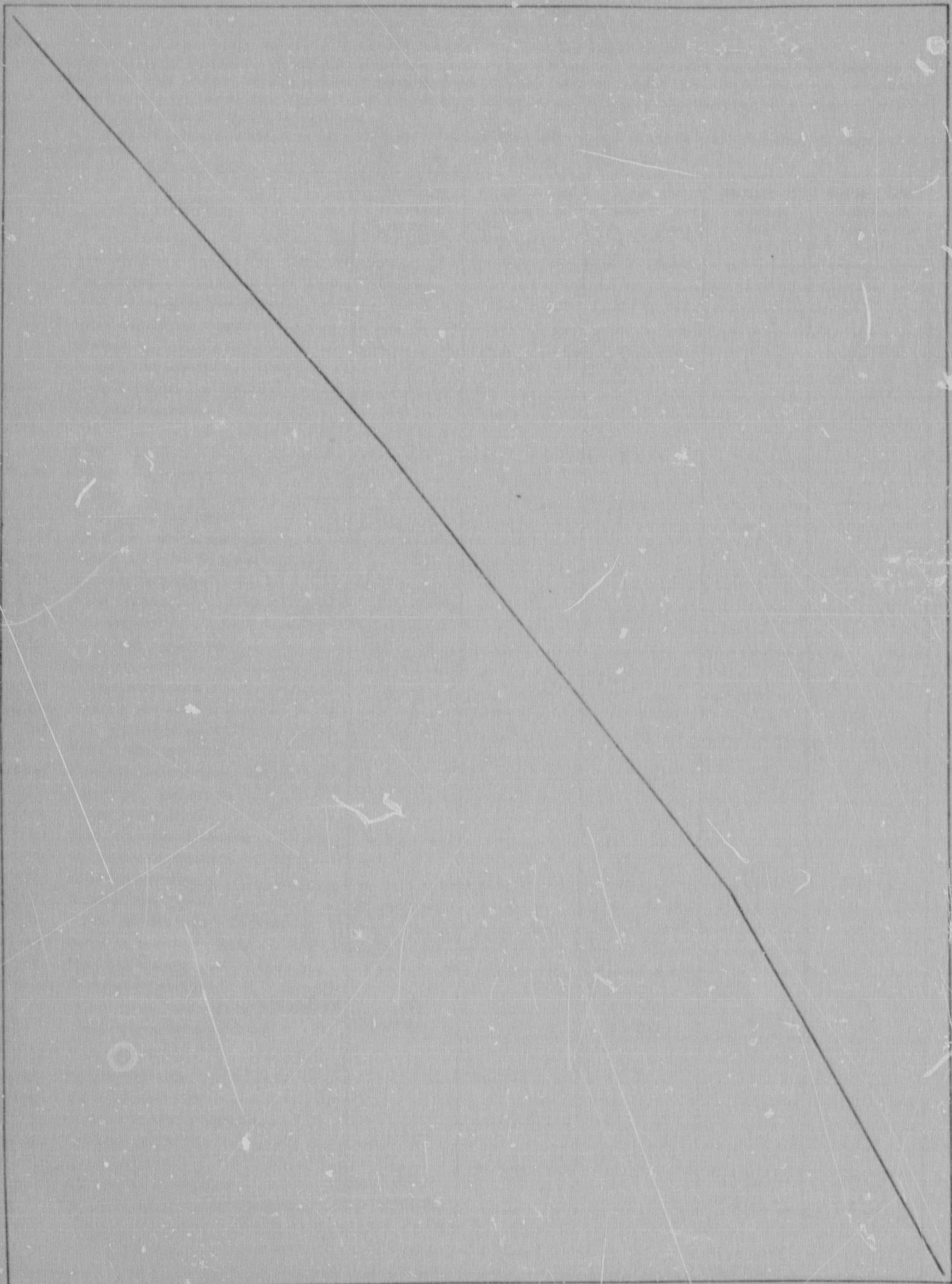
1. Disclose the requested information for the respondent pertaining to the results of operations for the year.
 2. List dividends from investments accounted for under the cost method on the appropriate line, under subsection "Other Income." List dividends accounted for under the equity method on the appropriate line under the "Income from Affiliated Companies" subsection of this schedule.
 3. All contra entries hereunder should be indicated in parenthesis.
- 

210. RESULTS OF OPERATIONS

Line No.	Item (a)	Amount for Current Year (b) CALENDAR 1978
	ORDINARY ITEMS	\$
	OPERATING INCOME	
	Railway Operating Income	
1	Freight	39,660.
2	Passenger	
3	Other	
4	Total Railway Operating Revenues	39,660.
5	Railway Operating Expenses	5395.
6	Net Revenue from Railway Operations	34,265.
	OTHER INCOME	
7	Dividend income	
8	Interest income	
9	Other income: Other MISCELLANEOUS 800, Debt compromise 64,399	65,199.
	Income from affiliated companies:	
10	Dividends	
11	Equity in undistributed earnings (losses)	
12	Total other income (Lines 7-11)	65,199.
13	Total income (Lines 6, 12)	99,464.
	OTHER DEDUCTIONS	
14	Miscellaneous deductions from income	76503.
15	Fixed charges	
	UNUSUAL OR INFREQUENT ITEMS	
16	Unusual or infrequent items (debit) credit	
17	Income (loss) from continuing operations (before income taxes) (Line 13 less Lines 14-16)	22,961.
	PROVISIONS FOR INCOME TAXES	
	Income taxes on ordinary income:	
18	Federal income taxes (20%)	4600.
19	State income taxes (6%)	1600.
20	Other income taxes	
21	Provisions for deferring income taxes	
22	Income before extraordinary items (Line 17 less Lines 18-22)	16,761.
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES	
23	Extraordinary items (net) TAX EFFECT OF: TIMING DIFFERENCES AND NOL CARRYFORWARDS	6200.
24	Income taxes on extraordinary items	
25	Provisions for deferred taxes - Extraordinary items	
26	Total extraordinary items (Lines 23-25)	
27	Cumulative effect of changes in accounting principles	
28	(Less applicable income taxes of \$)	
29	Net income	22,961.

210. RESULTS OF OPERATIONS—Continued

Line No.	Item (a)	Amount for Current Year (b) CALENDAR 1978
	RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)	
30	Net revenues from railway operations	34265.
31	Income taxes on ordinary income	- 0 -
32	Provisions for deferred income taxes	- 0 -
33	Income from Lease of Road and Equipment	- 0 -
34	Rent for leased Roads and Equipment	- 0 -
35	Net Railway Operating Income	34265
	Ton-miles, Revenue Freight (in thousands)	NOT AVAILABLE



330. ROAD AND EQUIPMENT PROPERTY

1. Give particulars of changes during the year in Road and Equipment property, and Improvements on leased property.
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. Both the debit and credit involved in each transfer, adjustment, or clearance between road and equipment accounts, should be included in columns (c) and (d), as may be appropriate, depending on the nature of the item. Adjustments in excess of \$100,000 should be explained.
3. 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 10.

Line No.	ITEM	Balance at beginning of year (b)	Gross charges during year (c)	Credits for property retired during year (d)	Balance at close of year (e)	Accrued depreciation at close of year (f)
	(a)					
1	(1) Engineering					
2	(2) Land for transportation purposes					
3	(2 1/2) Other right-of-way expenditures					
4	(3) Grading					
5	(5) Tunnels and subways					
6	(6) Bridges, trestles, and culverts					
7	(7) Elevated structure					
8	(8) Ties					
9	(9) Rails					
10	(10) Other track material					
11	(11) Ballast					
12	(12) Track laying and surfacing					
13	(13) Fences, snowsheds, and signs					
14	(16) Station and office buildings					
15	(17) Roadway buildings					
16	(18) Water stations					
17	(19) Fuel stations					
18	(20) Shops and enginehouses					
19	(21) Grain elevators					
20	(22) Storage warehouses					
21	(23) Wharves and docks					
22	(24) Coal and ore wharves					
23	(25) TOPC/COFC terminals					
24	(26) Communication systems					
25	(27) Signals and interlockers					
26	(29) Power plants					
27	(31) Power-transmission systems					
28	(35) Miscellaneous structures					
29	(37) Roadway machines					
30	(38) Roadway small tools					
31	(39) Public improvements - Construction					
32	(43) Other expenditures - Road					
33	(44) Shop machinery					
34	(45) Power-plant machinery					
35	Other (specify and explain) <i>FURN. FIXT.</i>	<i>1180</i>	<i>-</i>	<i>1180</i>	<i>-</i>	<i>-</i>
36	Total Expenditures for Road	<i>1180</i>	<i>-</i>	<i>1180</i>	<i>-</i>	<i>-</i>
37	(52) Locomotives					
38	(53) Freight-train cars					
39	(54) Passenger-train cars					
40	(55) Highway revenue equipment					
41	(56) Floating equipment					
42	(57) Work equipment					
43	(58) Miscellaneous equipment	<i>16660</i>	<i>-</i>	<i>-</i>	<i>16660</i>	<i>6835</i>
44	Total Expenditures for Equipment	<i>16660</i>	<i>-</i>	<i>-</i>	<i>16660</i>	<i>6835</i>

330. ROAD AND EQUIPMENT PROPERTY--Continued

Line No.	ITEM (a)	Balance at beginning of year (b)	Gross charges during year (c)	Credits for property retired during year (d)	Balance at close of year (e)	Accrued depreciation at close of year (f)
45 (71)	Organization expenses	1996.	—	1996	—	—
46 (76)	Interest during construction					
47 (77)	Other expenditures - General					
48	Total General Expenditures	1996.	—	1996	—	—
49	Total					
50 (80)	Other elements of investments					
51 (90)	Construction work in progress					
52	Grand Total	19836.	—	3176.	16660.	6825

705. IMPORTANT CHANGES DURING THE YEAR

Hereunder state the following matters, numbering the statements in accordance with the inquiries, and if no changes of the character below indicated occurred during the year, state that fact. Changes in mileage should be stated to the nearest hundredth of a mile. 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.

1. All portions of road put in operation or abandoned, giving (a) termini, (b) length of road, and (c) dates of beginning operations or of abandonment. *NONE*
2. All other important physical changes, including herein all new tracks built. *NONE*
3. All leaseholds acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions. *NONE*
4. All agreements for trackage rights acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions. *NONE*
5. All consolidations, mergers, and reorganizations effected, giving particulars. *See Below*
6. All stocks issued, giving (a) purposes for which issued, (b) names of stocks, and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; give similar information concerning all stocks retired (if any). *NONE*
7. All funded debt issued, giving (a) purposes for which issued, (b) names of securities and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; also give particulars concerning any funded debt paid or otherwise retired, stating (a) date acquired, (b) date retired or canceled, (c) par value of amount retired. *NONE*
8. All other important financial changes. *See Below*
9. All changes in and all additions to franchise rights, describing fully (a) the actual consideration given therefor, and stating (b) the parties from whom acquired; if no consideration was given, state that fact. *NONE*
10. In case the respondent has not yet begun operation, and no construction has been carried on during the year, state fully the reasons therefor. *See Below*
11. All additional matters of fact (not elsewhere provided for) which the respondent may desire to include in its report. *See Below*

ACTIVE OPERATIONS CEASED ON 3/31/78 -
ON 3/79, 100% OF THE COMPANY'S COMMON STOCK WAS ACQUIRED
FROM THE PREVIOUS OWNER. ACTIVE OPERATIONS SCHEDULED TO
BEGIN 7/79. PRIOR FORMS R-3 HAVE BEEN FILED ON AN INCORRECT
BASIS OF 5/1/77-4/30/78 AND 5/1/78-4/30/79. THIS FORM R-3 IS BASED UPON
THE CALENDAR YEAR 1978. PLEASE DISREGARD THE INCORRECT FORMS
PREVIOUSLY SUBMITTED. FUTURE FORMS WILL ALSO COVER CALENDAR YEAR
PERIODS.

*If returns under items 1 and 2 include any first main track owned by respondent representing new construction or permanent abandonment give the following particulars:

Miles of road constructed *NONE*

Miles of road abandoned *NONE*

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.

710. INVENTORY OF EQUIPMENT

INSTRUCTIONS

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units of equipment purchased, built in company shops, or otherwise acquired.
3. Units leased to others for a period of one year or more are reportable in column (i); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (e); units rented from others for a period less than one year should not be included in column (f). Units installed during the year and subsequently leased to others for a year or more should be shown as added in column (c), as retired in column (d), and included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operating at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "Diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive, and whether power may at times be supplied from external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "Electric" unit includes all units which receive electric power from an overhead contact wire or third rail, and use the power to drive one or more electric motors that propel the vehicle. An "Other self-powered unit" includes all units other than diesel or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives but which draw their power from the "mother" unit, e.g., boosters, slugs, etc.
7. Column (h) should show aggregate capacity for all units reported in column (g), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generator or generators for tractive purposes); or tractive effort of steam locomotive units; for freight-train cars report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily; for passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.

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

Line No.	Item	Units in service of respondent at beginning of year (b)	Number added during year (c)	Number retired during year (d)	Number at close of year			Aggregate capacity of units reported in col. (g) (see ins. 7) (h)	Number leased to others at close of year (i)
					Owne and used (e)	Leased from others (f)	Total in service of respondent (e+f) (g)		
	(a)								
	LOCOMOTIVE UNITS								
1	Diesel-Freight A units			NONE				(h.p.)	
2	Diesel-Freight B units								
3	Diesel-Passenger A units								
4	Diesel-Passenger B units								
5	Diesel-Multiple purpose A units								
6	Diesel-Multiple purpose B units								
7	Diesel-Switching A units								
8	Diesel-Switching B units								
9	Total (lines 1-8)							XXXXXX	
10	Electric Locomotives								
11	Other self-powered units								
12	Total (lines 9, 10 and 11)							XXXXXX	
13	Auxiliary units								
14	Total Locomotive Units (lines 12 and 13)							XXXXXX	

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS—Cont.

Line No.	Item (a)	Units in service of respondent at beginning of year (b)	Number added during year (c)	Number retired during year (d)	Number at close of year			Aggregate capacity of units reported in col. (g) (see ins. 7) (h)	Number leased to others at close of year (i)
					Owned and used (e)	Leased from others (f)	Total in service of respondent (e + f) (g)		
	FREIGHT TRAINCARS							Tons	
15	Plain Box Cars - 40' (B100-129)								
16	Plain Box Cars - 50' (B200-229; B300-329)								
17	Equipped Box Cars (All Code A)								
18	Plain Gondola Cars (G092-392; G401-492)								
19	Equipped Gondola Cars (All Codes C and E)								
20	Covered Hopper Cars (L 151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)								
21	Open Top Hopper Cars - General Service (All Code H)								
22	Open Top Hopper Cars - Special Service (All Codes J and K)								
23	Refrigerator Cars - Non Mechanical (R 100, 101, 102, 103, 105, 106, 107, 108, 109, 113, 114, 115, 116, R 200, 201, 202, 203, 205, 206, 207, 208, 209, 213, 214, 215, 216)								
24	Refrigerator Cars - Mechanical (R 104, 110, 112, 117, 118, R 204, 210, 211, 212, 217, 218)								
25	Flat Cars - TOFC/COFC (F 071-078; F 871-978)								
26	Flat Cars - Multi-level (All Code V)								
27	Flat Cars - General Service (F 101-109; F 201-209)								
28	Flat Cars - Other (F 11-189; 211-289; 301-389; 401-540)								
29	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)								
30	Tank Cars - 22,000 Gallons and over (T-6, T-7, T-8, T-9)								
31	All Other Freight Cars (F 191-199; 291-299; 391-399; L 006-048; L 070; L 080; L 090 - All "L" with second numeric 6; L 161-L 764)								
32	Total (lines 15-31)								
33	Caboose (All N)							XXXXXX	
34	Total (lines 32-33)							XXXXXX	

720. TRACKS

- (1) Show, by State, total mileage of tracks owned and operated by respondent VA 7/10 mile
- (2) Show, by State, mileage of tracks owned but not operated by respondent: First main track, N/A
 second and additional main tracks, N/A, industrial tracks, N/A
 yard track and sidings, N/A, total, all tracks, N/A (t)
- (3) Road is completed from (Line Haul Railways only)* N/A to N/A Total distance, N/A miles.
- (4) Road located at (Switching and Terminal Companies only)* FREDERICKSBURG VA
- (5) Gage of track NOT KNOWN ft. NOT KNOWN in.
- (6) Weight of rail NOT KNOWN lb. per yard.
- (7) Kind and number per mile of crossties NOT KNOWN
- (8) State number of miles electrified: First main track, NONE, second and additional main tracks, N/A
 passing tracks, cross-overs, and turn-outs, N/A; way switching tracks, N/A yard switching tracks, N/A
- (9) Ties applied in replacement during year: Number of crossties, NONE, average cost per tie, \$ NONE, number of feet (B.M.) of switch and bridge ties, NONE, average cost per M feet (B.M.), \$ NONE
- (10) Rail applied in replacement during year: Tons (2,000 pounds), NONE, Weight per year, NONE, average cost per ton, \$ NONE

*Insert names of places.

(t) Mileage should be stated to the nearest whole mile.

VERIFICATION

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

OATH

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

State of Pennsylvania
 County of Philadelphia
David E. Warrington makes oath and says that he is President
 (Insert here the name of the affiant) (Insert here the official title of the affiant)
 of Virginia Central Railway
 (Insert here the exact legal title or name of the respondent)

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

of time from and including JAN. 1 1978, to and including Dec 31 1978
David E. Warrington
 (Signature of affiant)

Subscribed and sworn to before me, a notary public in and for the State and
 county above named, this 1st day of November 1979

My commission expires ESTHER S. BERGMAN
Notary Public, Phila., Phila. Co.
My Commission Expires Feb. 14, 1983
Esther S. Bergman
 (Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of _____
 County of _____
 _____ makes oath and says that he is _____
 (Insert here the name of the affiant) (Insert here the official title of the affiant)
 of _____
 (Insert here the exact legal title or name of the respondent)

that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operation of its property during

the period of time from and including JAN. 1 1978, to and including Dec. 31 1978

 (Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and
 county above named, this _____ day of _____ 1978
 My commission expires _____

(Signature of officer authorized to administer oaths)

514000

Period report

Do Not Punch

R-3

Class III Railroads
Approved by GAO
B-180230 (R0583)
Expires 12-31-81

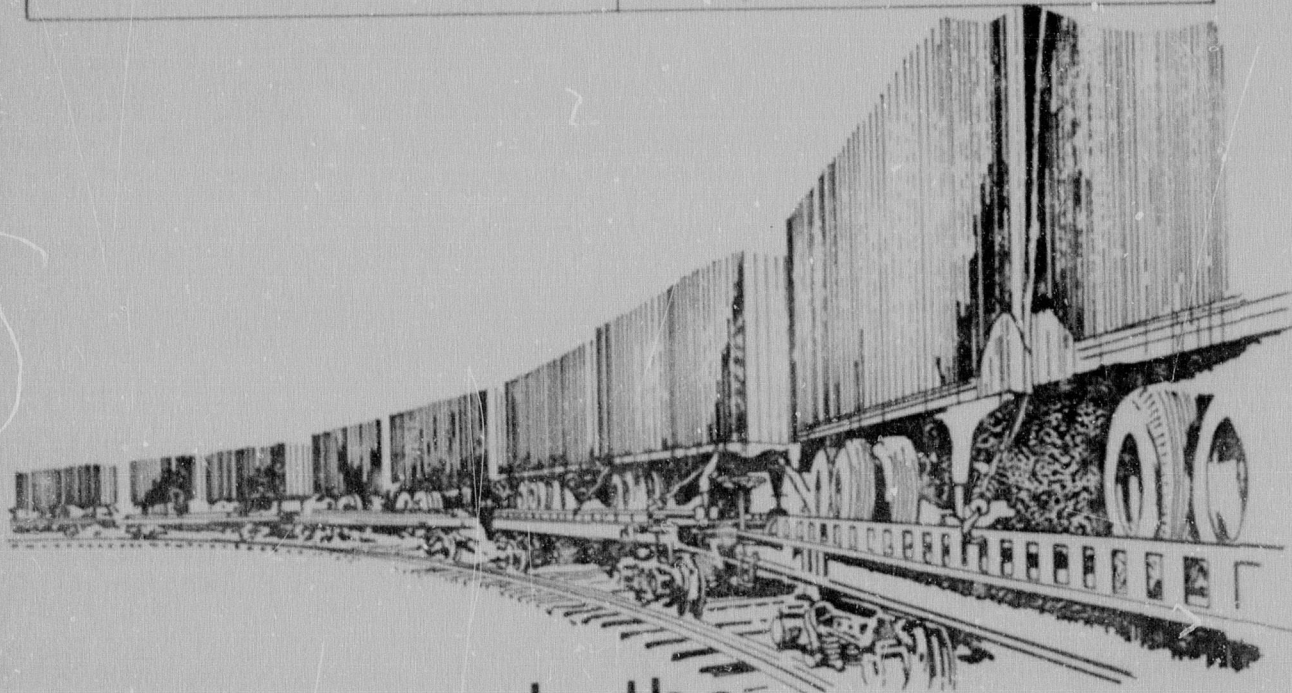
annual report

INTERSTATE
COMMERCE COMMISSION
RECEIVED

AUG 13 1979

ADMINISTRATIVE SERVICES
MAIL UNIT

	VIRGINIA CENTRAL RAILWAY c/o 1000 PENN MUTUAL TOWER 510 WALNUT ST PHILADELPHIA PA. 19106
correct name and address if different than shown	full name and address of reporting carrier (use mailing label on original; copy in full on duplicate)



to the
Interstate Commerce Commission

for the year ended ~~December 31, 1978~~

APRIL 30, 1978

TABLE OF CONTENTS

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Inventory Equipment.....	710	14
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A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in this space provided below.
3. If no schedules were omitted indicate "NONE".

Page

Schedule No.

Title

NONE



101. IDENTITY OF RESPONDENT

1. Give the exact name* by which the respondent was known in law at the close of the year: VIRGINIA CENTRAL RAILWAY
2. State whether or not the respondent made an annual report to the Interstate Commerce Commission for the preceding year, or for any part thereof. If so, in what name was such report made? NOT KNOWN
3. If any change was made in the name of the respondent during the year, state all such changes and the dates on which they were made: NONE
4. Give the location (including street and number) of the main business office of the respondent at the close of the year: 1204 WISCONSIN AV. WASHINGTON DC 20007 (NOW CLOSED)
5. Give the titles, names, and office addresses of all general officers of the respondent at the close of the year. If there are receivers who are recognized as in the controlling management of the road, give also their names and titles, and the location of their offices.

Line No.	Title of general officer (a)	Name and office address of person holding office at close of year (b)
1	President	JOSEPH KEATING WASHINGTON DC.
2	Vice president	NONE
3	Secretary	
4	Treasurer	
5	Controller or auditor	
6	Attorney or general counsel	
7	General manager	
8	General superintendent	
9	General freight agent	
10	General passenger agent	
11	General land agent	
12	Chief engineer	

6. Give the names and office addresses of the several directors of the respondent at the close of the year, and the dates of expiration of their respective terms.

Line No.	Name of director (a)	Office address (b)	Term expires (c)
14	JOSEPH KEATING	WASHINGTON DC	4/30/78
15			
16			
17			
18			
19			
20			
21			
22			
23			

7. Give the date of incorporation of the respondent: 6-11-25 8. State the character of motive power used: N/A
9. Class of switching and terminal company: III
10. Under the laws of what Government, State, or Territory was the respondent organized? If more than one, name all. Give reference to each statute and all amendments thereof, effected during the year. If previously effected, show the year(s) of the report(s) setting forth details. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees.

VIRGINIA

11. State whether or not any corporation or association or group of corporations had, at the close of the year, the right to name the major part of the board of directors, managers, or trustees of the respondent, and if so, give the names of all such corporations and state whether such right was derived through (a) title to capital stock or other securities issued or assumed by the respondent, (b) claims for advances of funds made for the construction of the road and equipment of the respondent, or (c) express agreement or some other source: AT 4/30/78 - 100% OF STOCK WAS OWNED BY RAILVEST INC

12. Give hereunder a history of the respondent from its inception to date, showing all consolidations, mergers, reorganizations, etc., and if a consolidated or merging corporation give like particulars for all constituent and subconstituent corporations. Describe also the course of construction of the road of the respondent, and its financing: AT 4/30/78 COMPANY WAS INACTIVE - OTHER HISTORY UNAVAILABLE

*Use the initial word the when (and only when) it is a part of the name, and distinguish between the words railroad and railway and between

107. STOCKHOLDERS

Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information in schedule No. 705, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.

Line No.	Name of security holder	Address of security holder	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED				
			Number of votes to which security holder was entitled	Stocks			Other securities with voting power
				Common	Preferred	First	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	RAILVEST INC	WASHINGTON DC.	100%	100%	N/A	N/A	N/A
2							
3							
4							
5							
6							
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28							
29							
30							

Footnotes and Remarks

AT 4/30/78, COMPANY WAS INACTIVE, AND CONDUCTED NO BUSINESS UNTIL 3/79 AT WHICH TIME THE STOCK WAS SOLD BY RAILVEST INC.

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.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Resub - Donat
Purch Respondent Only

Line No.	Item (a)	Respondent Only	
		Balance at Close of Year (b)	Balance at Beginning of Year (c)
	CURRENT ASSETS	\$	\$
1	Cash	487.	114,234.
2	Temporary Cash Investments		
3	Special Deposits		
4	Accounts Receivable		10,644.
5	Less: Allowance for Uncollectible Accounts		
6	Accumulated Deferred Income Tax Charges		9277.
7	Other Current Assets	487.	134,155
8	Total Current Assets		
	OTHER ASSETS		
9	Special Funds		8313
10	Other Investments and Advances - (Less Allowances and adjustments \$)		
11	Other Assets (Less Depreciation and Amortization \$)		1996
12	Other Deferred Debits		10309.
13	Total Other Assets		
	ROAD AND EQUIPMENT		
14	Road and Equipment Property and Improvements on Leased Property	16660.	17780
15	Less: Accumulated Depreciation and Amortization	(5724.)	4430
16	Net Road and Equipment	10936.	13350
17	Total Assets	11,423.	157,814.
	CURRENT LIABILITIES		
18	Loans and Notes Payable		83600
19	Accounts Payable	129,815.	134,965
20	Interest and Dividends Payable		
21	Federal Income Taxes Accrued		
22	Other Taxes Accrued		2616.
23	Other Current Liabilities		
24	Equipment Obligations and Other long-term Debt Due Within One Year		
25	Total Current Liabilities	129815	221,181
	NON CURRENT LIABILITIES		
26	Funded Debt Unmatured		
27	Equipment Obligations		
28	Capitalized Lease Obligations		
29	Accumulated Deferred Income Tax Credits		
30	Other Long-term Liabilities and Deferred Credits		
31	Total Non-current Liabilities		
	SHAREHOLDERS' EQUITY		
	Capital Stock		
32	Common Stock	300,000.	300,000.
33	Preferred Stock		
34	Discount on Capital Stock		
35	Additional Capital	1,674,844	1,674,844

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

Line No.	Item (a)	Respondent Only	
		Balance at Close of Year (b)	Balance at Beginning of Year (c)
	SHAREHOLDERS' EQUITY—Continued		
	Retained Earnings		
36	Appropriated		
37	Unappropriated (DEFICIT)	(2,005,936)	(1,950,911)
38	Net unrealized Loss on Noncurrent Marketable Equity Securities		
39	Less: Treasury Stock	(87,300)	(87,300)
40	Net Shareholders' Equity (DEFICIT)	(118,392)	(13,367)
41	Total Liabilities and Shareholders' Equity	11,423	157,814

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

The notes listed below are provided for the purpose of disclosing supplementary information concerning matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes explanatory statements explaining (1) service interruption insurance policies and indicate the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 133,000.

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: NONE

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

(c) Is any part of pension plan funded? Specify Yes No N/A

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

(ii) If funding is by trust agreement list trustee(s) N/A

Date of trust agreement or latest amendment N/A

If respondent is affiliated in any way with the trustee(s), explain affiliation: N/A

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement N/A

(e)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify. Yes No N/A

If yes, give number of the shares for each class of stock or other security: N/A

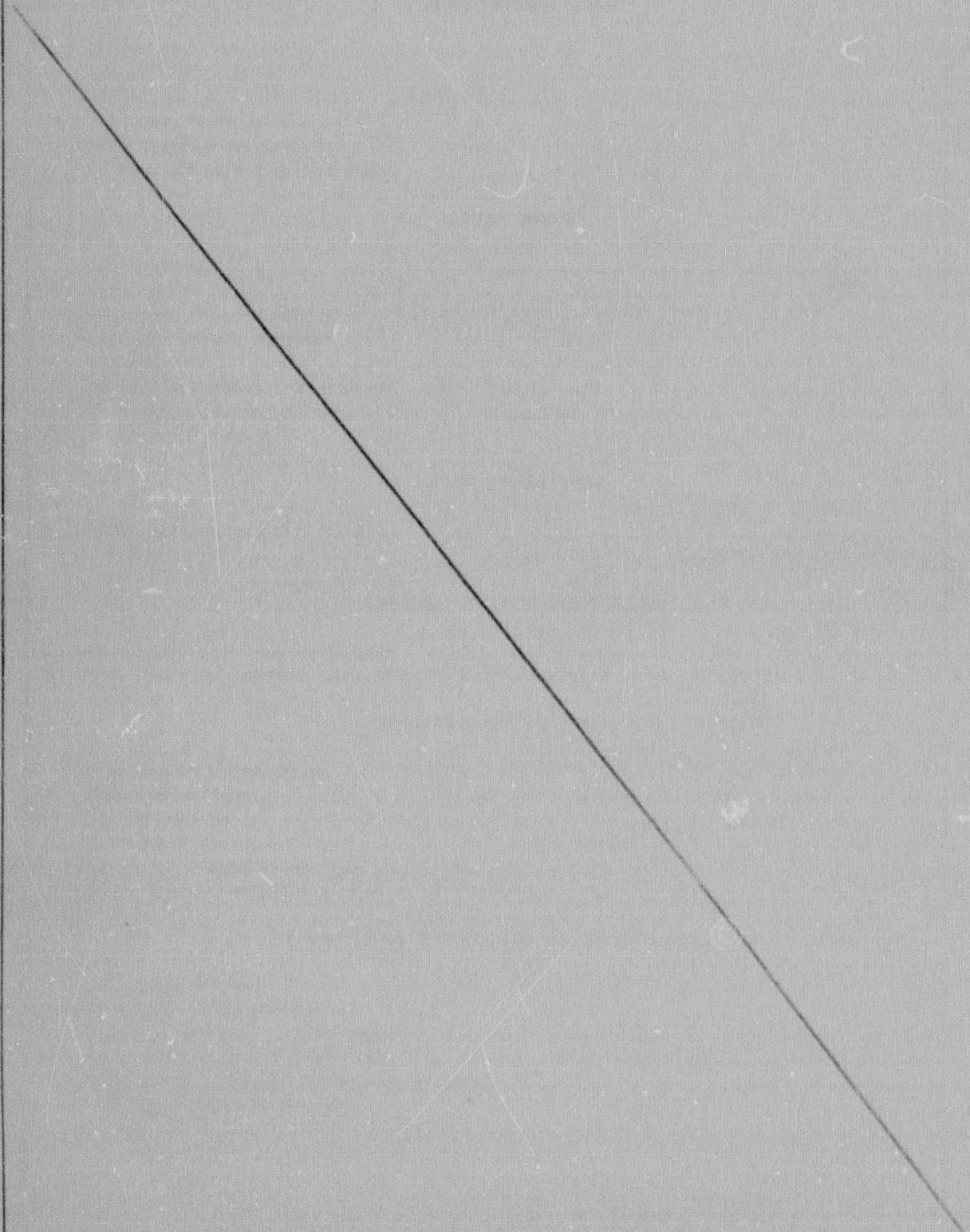
(ii) Are voting rights attached to any securities held by the pension plan? Specify Yes No N/A If yes, who determines how stock is voted?

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 617). YES NO X

210. RESULTS OF OPERATIONS

INSTRUCTIONS

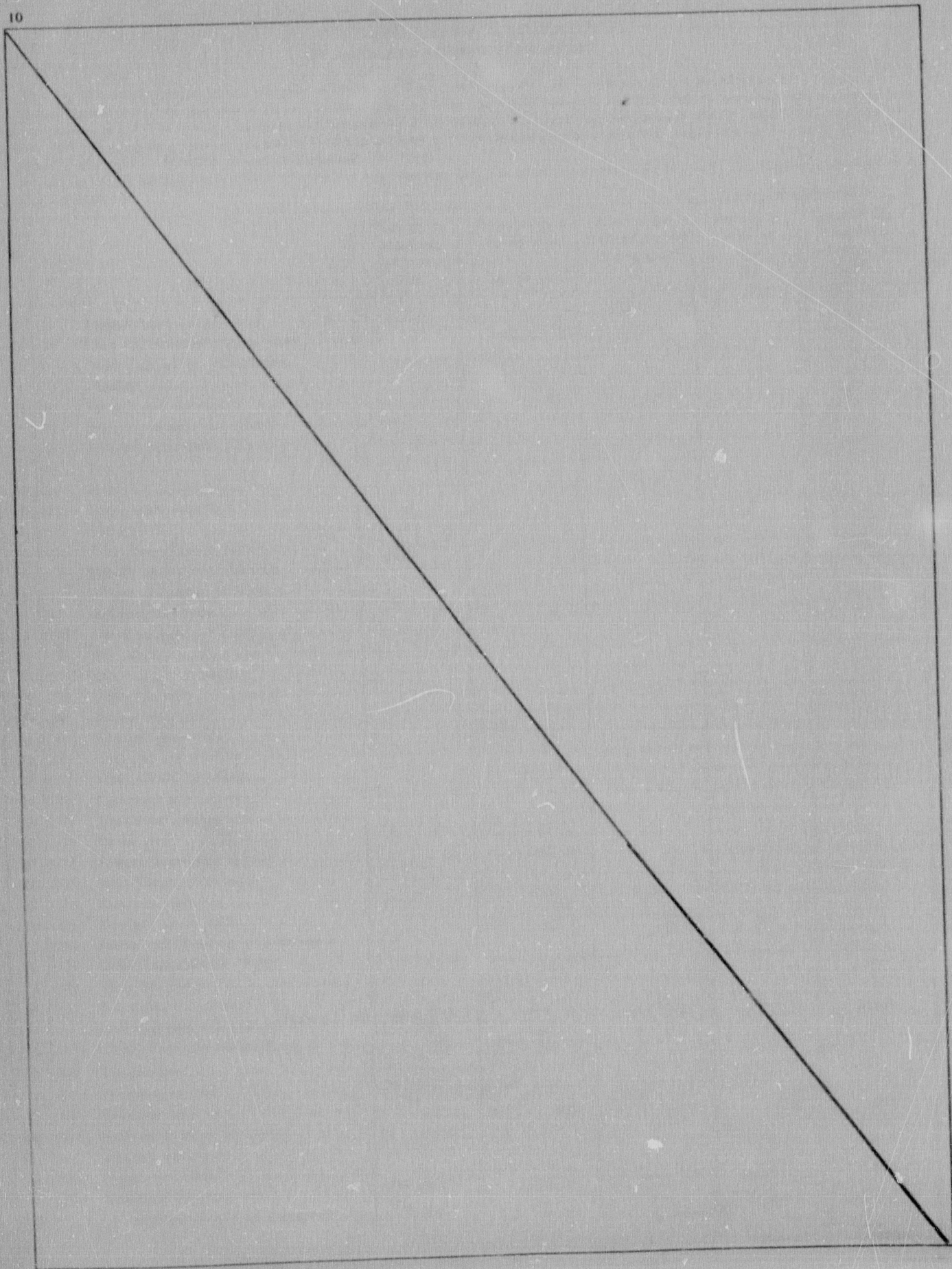
1. Disclose the requested information for the respondent pertaining to the results of operations for the year.
2. List dividends from investments accounted for under the cost method on the appropriate line, under subsection "Other Income." List dividends accounted for under the equity method on the appropriate line under the "Income from Affiliated Companies" subsection of this schedule.
3. All contra entries hereunder should be indicated in parenthesis.



210. RESULTS OF OPERATIONS		
Line No.	Item (a)	Amount for Current Year (b)
	ORDINARY ITEMS	\$
	OPERATING INCOME	
	Railway Operating Income	
1	Freight	333,859.
2	Passenger	- 0 -
3	Other	- 0 -
4	Total Railway Operating Revenues	333,859.
5	Railway Operating Expenses	280,399.
6	*Net Revenue from Railway Operations	53,460.
	OTHER INCOME	
7	Dividend income	- 0 -
8	Interest income	- 0 -
9	Other income; Other COMPROMISE OF DEBT 54,649 ; MISCELLANEOUS 3699	58,348
	Income from affiliated companies:	
10	Dividends	- 0 -
11	Equity in undistributed earnings (losses)	- 0 -
12	Total other income (Lines 7-11)	58,348.
13	Total income (Lines 6, 12)	111,808.
	OTHER DEDUCTIONS	
14	Miscellaneous deductions from income	166,833.
15	Fixed charges	- 0 -
	UNUSUAL OR INFREQUENT ITEMS	
16	Unusual or infrequent items (debit) credit	- 0 -
17	Income (loss) from continuing operations (before income taxes) (Line 13 less Lines 14-16)	(55,025)
	PROVISIONS FOR INCOME TAXES	
	Income taxes on ordinary income:	
18	Federal income taxes	- 0 -
19	State income taxes	- 0 -
20	Other income taxes	- 0 -
21	Provisions for deferring income taxes	- 0 -
22	Income before extraordinary items (Line 17 less Lines 18-22)	(55,025)
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES	
23	Extraordinary items (net)	- 0 -
24	Income taxes on extraordinary item	- 0 -
25	Provisions for deferred taxes - Extraordinary items	- 0 -
26	Total extraordinary items (Lines 23-25)	- 0 -
27	Cumulative effect of changes in accounting principles	- 0 -
28	(Less applicable income taxes of \$)	- 0 -
29	Net income	(55,025)

210. RESULTS OF OPERATIONS—Continued

Line No.	Item (a)	Amount for Current Year (b)
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)		
30	Net revenues from railway operations	53460.
31	Income taxes on ordinary income	- 0 -
32	Provisions for deferred income taxes	- 0 -
33	Income from Lease of Road and Equipment	- 0 -
34	Rent for leased Roads and Equipment	- 0 -
35	Net Railway Operating Income	53460.
	Ton-miles, Revenue Freight (in thousands)	NOT AVAILABLE



330. ROAD AND EQUIPMENT PROPERTY

1. Give particulars of changes during the year in Road and Equipment property, and Improvements on leased property.
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. Both the debit and credit involved in each transfer, adjustment, or clearance between road and equipment accounts, should be included in columns (c) and (d), as may be appropriate, depending on the nature of the item. Adjustments in excess of \$100,000 should be explained.
3. 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 10.

Line No.	ITEM (a)	Balance at beginning of year (b)	Gross charges during year (c)	Credits for property retired during year (d)	Balance at close of year (e)	Accrued depreciation at close of year (f)
1	(1) Engineering					
2	(2) Land for transportation purposes					
3	(2 1/2) Other right-of-way expenditures					
4	(3) Grading					
5	(5) Tunnels and subways					
6	(6) Bridges, trestles, and culverts					
7	(7) Elevated structures					
8	(8) Ties					
9	(9) Rails					
10	(10) Other track material					
11	(11) Ballast					
12	(12) Track laying and surfacing					
13	(13) Fences, snowsheds, and signs					
14	(16) Station and office buildings					
15	(17) Roadway buildings					
16	(18) Water stations					
17	(19) Fuel stations					
18	(20) Shops and enginehouses					
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					
25	(27) Signals and interlockers					
26	(29) Power plants					
27	(31) Power-transmission systems					
28	(35) Miscellaneous structures					
29	(37) Roadway machines					
30	(38) Roadway small tools					
31	(39) Public improvements - Construction					
32	(43) Other expenditures - Road					
33	(44) Ship machinery					
34	(45) Power-plant machinery					
35	Other (specify and explain) <i>FIXES & FIX</i>	1180	-	1180	-	-
36	Total Expenditures for Road	1180	-	1180	-	-
37	(52) Locomotives					
38	(53) Freight-train cars					
39	(54) Passenger-train cars					
40	(55) Highway revenue equipment					
41	(56) Floating equipment					
42	(57) Work equipment					
43	(58) Miscellaneous equipment	16600	-	-	16600	5724
44	Total Expenditures for Equipment	16600	-	-	16600	5724

330. ROAD AND EQUIPMENT PROPERTY—Continued

Line No.	ITEM (a)	Balance at beginning of year (b)	Gross charges during year (c)	Credits for property retired during year (d)	Balance at close of year (e)	Accrued depreciation at close of year (f)
45 (71)	Organization expenses	1996.	—	1996.	— 0 —	— 0 —
46 (76)	Interest during construction					
47 (77)	Other expenditures - General					
48	Total General Expenditures	1996.	—	1996.	— 0 —	— 0 —
49	Total	19776.	—	3176.	16600.	5724.
50 (80)	Other elements of investments					
51 (90)	Construction work in progress					
52	Grand Total	19776.	—	3176.	16600.	5724.

705. IMPORTANT CHANGES DURING THE YEAR

Hereunder state the following matters, numbering the statements in accordance with the inquiries, and if no changes of the character below indicated occurred during the year, state that fact. Changes in mileage should be stated to the nearest hundredth of a mile. 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.

1. All portions of road put in operation or abandoned, giving (a) termini, (b) length of road, and (c) dates of beginning operations or of abandonment. *NONE*
2. All other important physical changes, including herein: all new tracks built. *NONE*
3. All leaseholds acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions. *NONE*
4. All agreements for trackage rights acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions. *NONE*
5. All consolidations, mergers, and reorganizations effected, giving particulars. *NONE*
6. All stocks issued, giving (a) purposes for which issued, (b) names of stocks, and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; give similar information concerning all stocks retired (if any). *NONE*
7. All funded debt issued, giving (a) purposes for which issued, (b) names of securities and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; also give particulars concerning any funded debt paid or otherwise retired, stating (a) date acquired, (b) date retired or canceled, (c) par value of amount retired. *NONE*
8. All other important financial changes. *SEE BELOW*
9. All changes in and all additions to franchise rights, describing fully (a) the actual consideration given therefor, and stating (b) the parties from whom acquired; if no consideration was given, state that fact. *NONE*
10. In case the respondent has not yet begun operation, and no construction has been carried on during the year, state fully the reasons therefor. *NONE*
11. All additional matters of fact (not elsewhere provided for) which the respondent may desire to include in its report. *SEE BELOW*

#'s 8 + 11:

DURING THE FISCAL YEAR, THE COMPANY'S PARENT CO. CEASED OPERATIONS (APPROX FEB., 1978), RAILVEST INC, THE PARENT, IS CURRENTLY HAVING ITS AFFAIRS EXAMINED BY THE SECURITIES & EXCHANGE COMMISSION IN WASHINGTON DC.

ON 3/19/79, THE PRESENT OWNER OF VIRGINIA CENTRAL RAILWAY'S (VCR) COMMON STOCK NEGOTIATED THE TRANSFER OF STOCK FROM RAILVEST INC.

VCR'S PERIOD OF DORMANCY EXTENDS FROM 2/78 TO 7/1/79.

THESE REPORTS ARE BEING FILED BY THE NEW OWNER IN ORDER TO BRING ALL REPORTING REQUIREMENTS TO A CURRENT BASIS

*If returns under items 1 and 2 include any first main track owned by respondent representing new construction or permanent abandonment give the following particulars:

Miles of road constructed

NONE

Miles of road abandoned

NONE

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.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS—Cont.

Line No.	Item (a)	Units in service of respondent at beginning of year (b)	Number added during year (c)	Number retired during year (d)	Number at close of year			Aggregate capacity of units reported in col. (g) (see ins. 7) (h)	Number leased to others at close of year (i)
					Owned and used (e)	Leased from others (f)	Total in service of respondent (e + f) (g)		
	FREIGHT TRAINCARS							Tons	
15	Plain Box Cars - 40' (B100-129)								
16	Plain Box Cars - 50' (B200-229; B300-329)								
17	Equipped Box Cars (All Code A)								
18	Plain Gondola Cars (G092-392; G401-492)								
19	Equipped Gondola Cars (All Codes C and E)								
20	Covered Hopper Cars (L 151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)								
21	Open Top Hopper Cars - General Service (All Code H)								
22	Open Top Hopper Cars - Special Service (All Codes J and K)								
23	Refrigerator Cars - Non Mechanical (R 100, 101, 102, 103, 105, 106, 107, 108, 109, 113, 114, 115, 116, R 200, 201, 202, 203, 205, 206, 207, 208, 209, 213, 214, 215, 216)								
24	Refrigerator Cars - Mechanical (R 104, 110, 112, 117, 118, R 204, 210, 211, 212, 217, 218)								
25	Flat Cars - TOFC/COFC (F 071-078 F 871-978)								
26	Flat Cars - Multi-level (All Code V)								
27	Flat Cars - General Service (F 101-109; F 201-209)								
28	Flat Cars - Other (F 11-189; 211-289; 301-389; 401-540)								
29	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)								
30	Tank Cars - 22,000 Gallons and over (T-6, T-7, T-8, T-9)								
31	All Other Freight Cars (F 191-199; 291-299; 391-399; L 006-048; L 070, L 080 L 090 - All "L" with second numeric 6; L 161-L 764)								
32	Total (lines 15-31)							XXXXXX	
33	Caboose (All N)							XXXXXX	
34	Total (lines 32-33)								

720. TRACKS

- (1) Show, by State, total mileage of tracks owned and operated by respondent VA 7110 mi
- (2) Show, by State, mileage of tracks owned but not operated by respondent: First main track, NONE
 second and additional main tracks, NONE industrial tracks, NONE
 yard track and sidings, NONE; total, all tracks, 7110 mi (t)
- (3) Road is completed from (Line Haul Railways only)* N/A to _____ Total distance, _____ miles.
- (4) Road located at (Switching and Terminal Companies only)* FREDERICKSBURG, VA.
- (5) Gage of track STD. ft _____ in.
- (6) Weight of rail NOT KNOWN lb. per yard.
- (7) Kind and number per mile of crossties NOT KNOWN
- (8) State number of miles electrified: First main track, NONE; second and additional main tracks, NONE
 passing tracks, cross-overs, and turn-outs, NONE way switching tracks, NONE yard switching tracks, NONE
- (9) Ties applied in replacement during year: Number of crossties, NONE; average cost per tie, \$ NONE; number of feet (B.M.) of switch and bridge ties, NONE; average cost per M feet (B.M.), \$ NONE
- (10) Rail applied in replacement during year: Tons (2,000 pounds), NONE; Weight per year, NONE; average cost per ton, \$ NONE

*Insert names of places.

(t) Mileage should be stated to the nearest whole mile.

Correspondence

[illegible]

Corrections

[illegible]

VERIFICATION

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

OATH

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

State of Pennsylvania

County of Philadelphia ss.

DAVID E. WASSERSTROM makes oath and says that he is

PRESIDENT

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

of VIRGINIA CENTRAL RAILWAY

(Insert here the exact legal title or name of the respondent)

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

of time from and including 5/1 1977, to and including

4/30 1978

David E. Wasserstrom

(Signature of affiant)

Subscribed and sworn to before me, a notary public in and for the State and

county above named, this

10th

day of

August

1977

My commission expires

ESTHER S. BERGMAN

Notary Public, Phila., Phila. Co.

My Commission Expires Feb. 14, 1983

Esther S. Bergman

(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Pennsylvania

County of Philadelphia ss.

DAVID E. WASSERSTROM makes oath and says that he is

PRESIDENT

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

of VIRGINIA CENTRAL RAILWAY

(Insert here the exact legal title or name of the respondent)

that he has carefully examined the foregoing report, that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operation of its property during

the period of time from and including 5/1 1977, to and including

4/30 1978

David E. Wasserstrom

(Signature of affiant)

Subscribed and sworn to before me, a notary public in and for the State and

county above named, this

10th

day of

August

1977

My commission expires

ESTHER S. BERGMAN

Notary Public, Phila., Phila. Co.

My Commission Expires Feb. 14, 1983

Esther S. Bergman

(Signature of officer authorized to administer oaths)



VIRGINIA CENTRAL RAILWAY

(UNAUDITED)

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BARON, STRASSMAN and Company
CERTIFIED PUBLIC ACCOUNTANTS WILKES-BARRE CENTER WILKES-BARRE, PENNSYLVANIA 18701

August 5, 1979

Officers and Directors
Virginia Central Railway
1000 Penn Mutual Tower
510 Walnut Street
Philadelphia, Pennsylvania 19106

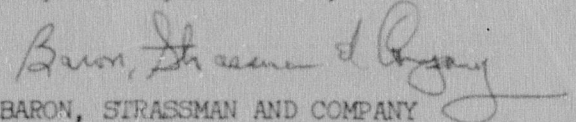
The accompanying Balance Sheet of

VIRGINIA CENTRAL RAILWAY

as of April 30, 1979, was not audited by us and accordingly, we do not express an opinion on it.

This Balance Sheet is prepared on the going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business, even though the Company is inactive. The continuation of the going concern basis for the Company depends upon its ability to achieve profitable future operations, obtain adequate financing and resume active operations.

Respectfully submitted,



BARON, STRASSMAN AND COMPANY
Certified Public Accountants

VIRGINIA CENTRAL RAILWAY

BALANCE SHEET - APRIL 30, 1979

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(UNAUDITED)

ASSETS

CURRENT ASSETS:

Cash - Escrow Account		\$ 6,280
Due from Attorneys		<u>440</u>
Total Current Assets		6,720

PROPERTY AND EQUIPMENT - NOTE 1:

Road Equipment	\$ 16,660	
Less: Allowance for Depreciation	<u>7,390</u>	<u>9,270</u>

TOTAL ASSETS		<u>\$ 15,990</u>
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LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)

CURRENT LIABILITIES:

Accounts Payable		\$ 90,805
Due to Officer		<u>50,000</u>
Total Current Liabilities		140,805

STOCKHOLDER'S EQUITY (DEFICIT):

Common Stock - \$100 Par Value, 3,000 Shares Authorized, Issued, and Outstanding (of which 873 Shares are Held in the Treasury)	\$ 310,000	
Additional Paid in Capital	1,674,844	
Retained Earnings (Deficit)	(2,012,359)	
Total	(37,515)	
Less: Treasury Stock, 873 Shares at Cost	<u>87,300</u>	(<u>124,815</u>)

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIT)		<u>\$ 15,990</u>
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See accompanying notes to the unaudited balance sheet.

VIRGINIA CENTRAL RAILWAY

NOTES TO THE UNAUDITED BALANCE SHEET -
APRIL 30, 1979

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

PROPERTY AND EQUIPMENT:

Property and Equipment is stated at cost. Depreciation is provided on the straight-line method over the estimated useful life of the equipment which, at April 30, 1979, was ten (10) years.

BASIS OF PRESENTATION:

The accompanying Balance Sheet is presented on the accrual basis of accounting.

2. SUBSEQUENT EVENTS:

The Company has been inactive from February, 1978, until April 30, 1979. It is in the process of restarting operations and on July 1, 1979, began active operations on a limited basis.

Liens have been filed against the Company's Property and Equipment for unpaid payroll taxes. A payment schedule is being negotiated with governmental representatives to satisfy all obligations due.

On May 8, 1979, the Company entered into a lease with the City of Fredricksburg, Virginia, for real estate and track mileage to be operated as a connecting link between main line railroads and an industrial park in that city.