

009625 WESTERN FRUIT EXP. CO., (BURLINGTON) 1978 1

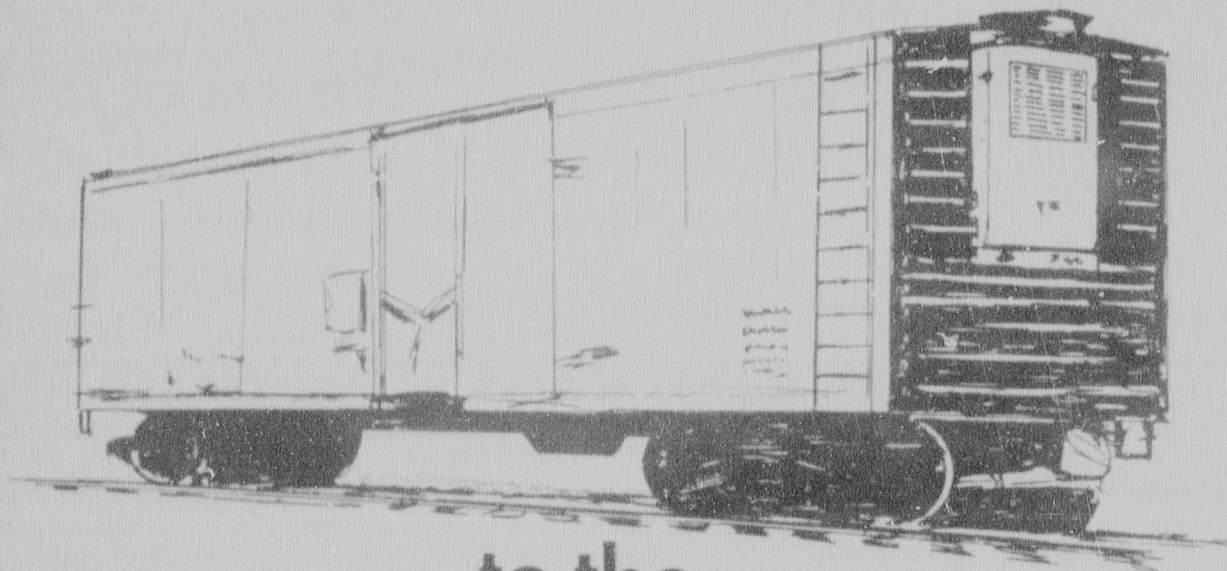
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B-1
REFRIGERATOR CAR LINES

annual report

	PC000060 WESTERNFRUIT 1 0 1 9625 WESTERN FRUIT EXP. CO., (BURLINGTON) ROOM 830 176 E. FIFTH ST. ST. PAUL MN 55101
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

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; but it should be understood that mention is not made of necessary substitutions of dates, or in general, of such other things as simple modifications intended to make requirements clearer, other minor adjustments, and typographical corrections.

Page 4: Schedule 200. Comparative General Balance Sheet - Asset Side

Provision is made for reporting allowances for net unrealized loss on noncurrent marketable equity securities.

Page 5: Schedule 200. Comparative General Balance Sheet - Liability Side

Provision is made for reporting "unamortized discount and interest on long-term debt," and "unrealized loss on noncarrier marketable equity securities."

Page 6: Comparative Balance Sheet - Explanatory Notes

A new note has been added providing for reporting marketable equity securities. This note is to be completed only by carriers earning \$10 million or more in gross operating revenues.

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ANNUAL REPORT

100. ORGANIZATION AND CONTROL

1. State full and exact name of respondent making this report:

Western Fruit Express Company

2. Name, title, telephone number, and address of person to whom correspondence concerning this report should be addressed:

G. W. Pederson

Controller

(Name)

(Title)

612

298-2987

(Area code)

(Telephone number)

176 East Fifth Street

St. Paul

MN 55101

(Number)

(Street)

(City)

(State)

3. Address of office where accounting records are maintained:

176 East Fifth Street

St. Paul

MN 55101

(Number)

(Street)

(City)

(State)

4. Respondent is

Corporation

(Individual, partnership, corporation, association, etc.)

5. If a partnership, state the names and address of each partner, including silent or limited, and their interests:

Name

Address

Proportion of interest

6. If a corporation, association, or other similar form of enterprise:

A. Incorporation or organization was—

In the State of

Delaware

on

July 18

19 23

B. The directors' names, addresses, and terms of office are:

Name

Address

Term expires

See Attached Sheet

C. The names and titles of principal general officers are:

Name

Title

See Attached Sheet

7. Voting power, elections and stockholders:

A. Total voting securities outstanding:

(1) Common	70,000	shares	70,000	votes
(2) Preferred	None	shares	None	votes
(3) Preferred	None	shares	None	votes
(4) Other securities	None	shares	None	votes

B. Does any class of securities carry any special privileges in any elections or in the control of corporate action? If so, describe each such class or issue, showing the character and extent of such privileges.

C. Date of the latest closing of the stock book, or listing of stockholders, if within 1 year prior to the actual filing of this report
If book is not closed or list prepared within year indicated, check here ☒ and answer
(Check)

item 7-D as of December 31, of the year of this report.

D. State for each class of stock the total number of stockholders of record, corresponding to the answer to item 7-C.

Common	2
1st preferred	None
2d preferred	None
Other	None

100. ORGANIZATION AND CONTROL—Continued

8. Give names and addresses of ten stockholders of the respondent who at the date of latest closing of stock book or compilation of list of stockholders had the highest voting powers in the respondent company, showing also for each the number of votes which he would have had a right to cast on that date had a meeting then been in order.

Line No.	Name of security holder (a)	Address (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED			
				Common (d)	1st preferred (e)	2d preferred (f)	Other vocations (g)
1	Burlington Northern Inc.	St. Paul, MN	68,000	68,000	None	None	None
2	Glacier Park Company	St. Paul, MN	2,000	2,000	None	None	None
3							
4							
5							
6							
7							
8							
9							
10							

9. If the respondent was formed as a result of consolidations or mergers during the year, name all constituent companies, and give specific reference to charters or general laws governing each organization, date and authority for each consolidation and each merger received from a regulatory body, and date of consummation:

Not Applicable

10. If respondent was reorganized during the year, give name of original corporation and the laws under which it was organized, or name of owner or partners, the reason for the reorganization, and date of reorganization:

Not Applicable

11. If respondent was subject to a receivership during the year state—

- A. Date of receivership)
 B. Court of jurisdiction under which operations were conducted) Not Applicable
 C. Date when possession under it was acquired)
 D. Name of receiver, receivers, or trustee)

12. If any individual, individuals, association, or corporation held control, as trustee, other than receivership, over the respondent at the close of the year, state—

- A. Date of trusteeship)
 B. Authority for trusteeship)
 C. Name of trustee) Not Applicable
 D. Name of beneficiary or beneficiaries)
 E. Purpose of trust)

13. List of companies under common control with respondent:

Line No.	
1	Controlled by Burlington Northern Inc. For list of companies under common
2	control of Burlington Northern Inc. see Schedule 100 of Burlington Northern
3	Annual Report R-1
4	
5	
6	
7	
8	
9	
10	
11	
12	

6. If a corporation, association, or other similar form of enterprise:

B. The directors, names, addresses, and terms of office are:

Name	Address	Term Expires
F. H. Coyne	St. Paul, MN	When successor is elected and qualifies.
G. W. Pederson	St. Paul, MN	
I. C. Ethington	St. Paul, MN	
F. S. Farrell	St. Paul, MN	
J. H. Hertog	St. Paul, MN	
T. J. Lamphier	St. Paul, MN	
N. M. Lorentzsen	St. Paul, MN	
H. E. Pierce	St. Paul, MN	

C. The names and titles of principal general officers are:

Name	Title
T. J. Lamphier	President
J. H. Hertog	Vice President
F. H. Coyne	Vice President, Finance
G. W. Pederson	Controller
R. J. Molitor	Assistant Controller
F. S. Farrell	General Counsel
J. C. Ashton	Secretary
F. A. Deming	Assistant Secretary
G. F. Steinhilbel	Assistant Secretary
W. R. Montgomery	Treasurer
M. H. Weber	Assistant Treasurer

100. ORGANIZATION AND CONTROL--Concluded

14. Furnish complete list showing all companies controlled by respondent, either directly or indirectly. List under each directly controlled company the companies controlled by it and under each such company others of more remote control. Each step of control should be appropriately indented from the left margin. After each company state the percentage, if any, of the voting power represented by securities owned by the immediately controlling company.

Line No.	
1	
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22	

15. Furnish complete list showing corporations controlling the respondent. Commence with the company which is most remote and list under each such company the company immediately controlled by it. Each step of control should be appropriately indented from the left margin. After each company state the percentage, if any, of the voting power represented by securities owned by the immediately controlling company. Where any company listed is immediately controlled by or through two or more companies jointly, list all such companies and list the controlled company under each of them, indicating its status by appropriate cross references.

Line No.	
1	Burlington Northern Inc. - 97%
2	Glacier Park Company - 3%
3	
4	
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13	
14	

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.

200. COMPARATIVE GENERAL BALANCE SHEET—ASSET SIDE

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

short column (b) should be deducted from those in column (c) in order to obtain corresponding entries for column (a). All contra entries hereunder should be indicated in parenthesis.

Line No.	Balance at beginning of year (a)	Item (b)	Balance at close of year (c)
	\$		\$
		CURRENT ASSETS	
1	4 133	(701) Cash	
2	98 251	(702) Temporary cash investments	
3		(703) Special deposits (p. 10)	
4		(704) Loans and notes receivable (p. 20)	
5		(705) Mileage accounts receivable	
6	3 060 920	(707) Miscellaneous accounts receivable	1 983 190
7	482	(708) Interest and dividends receivable	586 271
8	926 959	(709) Accrued accounts receivable	2 429
9	1 578	(710) Working fund advances	
10		(711) Prepayments	
11		(712) Material and supplies	
12		(713) Other current assets	
13		(714) Deferred income tax charges (p. 28)	
14	4 092 323	Total current assets	2 571 890
		SPECIAL FUNDS	
15		(715) Sinking funds (p. 12)	
16	268 063	(716) Capital and other reserve funds (p. 12)	433 364
17	14 098	(717) Insurance and other funds (p. 12)	12 492
18	282 161	Total special funds	445 856
		INVESTMENTS	
19	5 000 000	(721) Investments in affiliated companies (p. 13)	8 000 000
20		Undistributed earnings from certain investments in account 721 (p. 13A)	
21		(722) Other investments (p. 13)	
22		(723) Reserve for adjustment of investment in securities—Credit	
23		(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Credit	
24	5 000 000	Total investments	8 000 000
		PROPERTIES	
25	68 275 006	(731) Cars or protective service property (p. 9)	64 419 448
26		(733) Acquisition adjustment	
27	68 275 006	Total cars or protective service property	64 419 448
28	40 598 968	(735) Accrued depreciation—Cars or protective service property (p. 10)	39 620 671
29	56 710	(736) Amortization of defense projects—Cars or protective service property	5 671
30	40 655 678	Recorded depreciation and amortization (accounts 735 and 736)	39 626 342
31	27 619 328	Total cars or protective service property less recorded depreciation and amortization	24 793 106
32		(737) Miscellaneous physical property (p. 11)	
33		(738) Accrued depreciation—Miscellaneous physical property (p. 11)	
34		Miscellaneous physical property less recorded depreciation (account 737 less 738)	
35	27 619 328	Total properties less recorded depreciation and amortization (line 28 plus line 31)	24 793 106
		OTHER ASSETS AND DEFERRED CHARGES	
36	3 632	(741) Other assets (p. 20)	5 011
37	33 440	(743) Other deferred charges (p. 20)	27 741
38		(744) Accumulated deferred income tax charges (p. 28)	
39	37 072	Total other assets and deferred charges	32 752
40	37 030 884	Total Assets	35 843 604

For compensating balances, see Schedule 205.

SEE COMPARATIVE BALANCE SHEET—EXPLANATORY NOTES ON PAGE 6

200. COMPARATIVE GENERAL BALANCE SHEET—LIABILITY SIDE

For instructions covering this schedule, see the text pertaining to General Balance Sheet Accounts in the Uniform System of Accounts. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated. The entries in column (a) should be

restated to conform with the accounting requirements followed in column (c). The entries in the short column (b) should be deducted from those in column (c) in order to obtain corresponding entries for column (c). All contra entries hereunder should be indicated in parentheses.

Line No.	Balance at beginning of year (a)	Form (b)	Balance at close of year (c)
5		CURRENT LIABILITIES	5
41		(751) Loans and notes payable (p. 22)	
42		(753) Audited accounts and wages payable	
43	229	(754) Miscellaneous accounts payable	229
44		(755) Interest matured unpaid	
45		(756) Dividends matured unpaid	
46	172 168	(757) Unmatured interest accrued	142 492
47		(758) Unmatured dividends declared	
48	933 065	(759) Accrued accounts payable	1 063 352
49		(760) Federal income taxes accrued (p. 23)	
50	176 190	(761) Other taxes accrued (p. 23)	122 658
51		(762) Deferred income tax credits (p. 28)	
52		(763) Other current liabilities	
53	1 288 652	Total current liabilities (exclusive of long-term debt due within one year)	1 328 731
		LONG-TERM DEBT DUE WITHIN ONE YEAR	
54	2 185 000	(764) Equipment obligations and other debt (pp. 15 and 16)	2 031 000
		LONG-TERM DEBT DUE AFTER ONE YEAR	
55		(765) Funded debt unmatured	
56	9 361 000	(766) Equipment obligations (pp. 21 and 22)	7 330 000
57		(766.5) Capitalized lease obligations	
58		(767) Receivers' and Trustees' securities	
59		(768) Debt in default	
60		(769) Amounts payable to affiliated companies (p. 22)	
61		(770.1) Unamortized discount on long-term debt	
62	9 361 000	(770.2) Unamortized premium on long-term debt	7 330 000
63		Total long-term debt due after one year	7 330 000
		RESERVES	
64		(771) Pension and welfare reserves	
65	14 099	(773) Equalization reserves	
66	14 099	(774) Casualty and other reserves	12 492
67		Total reserves	12 492
		OTHER LIABILITIES AND DEFERRED CREDITS	
68		(781) Interest in default	
69	176 534	(782) Other liabilities (p. 23)	127 597
70		(784) Other deferred credits (p. 23)	
71	8 011 509	(785) Accumulated deferred income tax credits (p. 28)	7 567 857
72	8 188 043	Total other liabilities and deferred credits	7 695 454
		SHAREHOLDERS' EQUITY	
		Capital stock (Par or stated value)	
73	7 000 000	(791) Capital stock issued—Total	7 000 000
74	x x x x	Common stock (p. 24)	7 000 000
75	x x x x	Preferred stock (p. 24)	x x x x
76		(792) Stock liability for conversion	
77		(793) Discount on capital stock	
78	7 000 000	Total capital stock	7 000 000
		Capital surplus	
79		(794) Premiums and assessments on capital stock (p. 24)	
80		(795) Paid-in surplus (p. 24)	
81		(796) Other capital surplus (p. 24)	
82	None	Total capital surplus	None
		Retained income	
83		(797) Retained income—Appropriated (p. 78)	
84	8 994 090	(798) Retained income—Unappropriated (p. 78)	10 445 927
85		(798.1) Net unrealized loss on noncurrent marketable equity securities	
86	8 994 090	Total retained income	10 445 927
		TREASURY STOCK	
87		(798.5) Less: Treasury stock	
88	15 994 090	Total shareholders' equity	17 445 927
89	37 030 884	Total Liabilities and Shareholders' Equity	35 843 604

COMPARATIVE BALANCE SHEET—EXPLANATORY NOTES

Estimated accumulated net Federal income tax reduction realized since December 31, 1949 under section 168 (formerly section 124-A) of the Internal Revenue Code because of accelerated amortization of emergency facilities in excess of recorded depreciation \$ Note 1

Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below \$ Note 1

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

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

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

Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended \$ 850 418

If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit at beginning of year \$ N/A

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purposes \$ N/A

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual \$ N/A

Other adjustments (indicate nature such as recapture on early disposition) \$ N/A

Total deferred investment tax credit at close of year \$ N/A

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

Investment tax credit carryover at year end \$ None

Cost of pension plan \$ None

Past service costs determined by actuaries at year end \$ None

Total pension costs for year \$ 135 160

Normal costs \$ None

Amortization of past service costs \$ Note 2

Marketable Equity Securities - to be completed by companies with \$10.0 million or more in gross operating revenues:

1. Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
		\$	\$	\$	
(Current year)	Current Portfolio	<u>None</u>			<u>X X X X X</u>
as of / /	Noncurrent Portfolio	<u>None</u>		<u>X X X X X</u>	<u>\$</u>
(Previous year)	Current Portfolio	<u>None</u>		<u>X X X X X</u>	<u>X X X X X</u>
as of / /	Noncurrent Portfolio	<u>None</u>		<u>X X X X X</u>	<u>X X X X X</u>

2. At / / , gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$ <u>None</u>	\$ <u>None</u>
Noncurrent	<u>None</u>	<u>None</u>

3. A net unrealized gain (loss) of \$ None on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE / / date = Balance sheet date of the current year unless specified as previous year.

NOTE 1: Cannot determine from our records amounts generated by these items.

NOTE 2: Employees are covered by pension plan of Burlington Northern Inc. and included on parent company's valuation of pensioned personnel. Refer to Burlington Northern Inc. R-1 Schedule 200.

500. INCOME ACCOUNT

1. Give the Income Account of the respondent for the year in accordance with the rules prescribed in the Uniform System of Accounts.
 2. All contra entries hereunder should be indicated in parentheses.
 3. Line 10 includes only dividends from investments accounted for under the cost method.

Line 15 includes only dividends accounted for under the equity method. Line 16 includes the undistributed earnings from investments accounted for under the equity method. Line 17 represents the earnings (losses) of investee companies accounted for under the equity method.

Line No	Item	Amount (b)
ORDINARY ITEMS		
CAR LINES OPERATING INCOME		
1	(501) Car line operating revenues (p. 26)	13 449 201
2	(531) Car line operating expenses (p. 27)	12 705 476
3	(532) Car line tax accruals (p. 28)	2 087 686
4	(532-5) Provision for deferred taxes (p. 28)	(443 652)
5	(533) Rent payable for cars (p. 29)	1 437 146
6	Car line operating income (or loss)	(2 337 455)
OTHER INCOME		
7	(502) Revenues from miscellaneous operations (p. 11)	
8	(510) Miscellaneous rent income	10
9	(511) Income from nonoperating property	
10	(513) Dividend income (from investments under cost only)	
11	(514) Interest income	681 413
12	(516) Income from sinking and other reserve funds	16 000
13	(517) Release of premiums on funded debt	
14	(519) Miscellaneous income	3 879 794
15	Dividend income (from investments under equity only)	\$
16	Undistributed earnings (losses)	\$
17	Equity in earnings (losses) of affiliated companies (lines 15, 16)	\$
18	Total other income	4 577 217
19	Total income (or loss)	2 239 762
MISCELLANEOUS DEDUCTIONS FROM INCOME		
20	(534) Expenses of miscellaneous operations (p. 11)	
21	(535) Taxes on miscellaneous operating property (p. 11)	
22	(543) Miscellaneous rents	
23	(544) Miscellaneous tax accruals	
24	(551) Miscellaneous income charges	18 552
25	Total miscellaneous deductions	18 552
26	Income available for fixed charges (or loss)	2 221 210
FIXED CHARGES AND OTHER DEDUCTIONS		
27	(546) Interest on funded debt:	
28	(a) Fixed interest not in default	763 674
29	(b) Interest in default	
30	(c) Contingent interest	
31	(547) Interest on unfunded debt	
32	(548) Amortization of discount on funded debt	5 699
33	Total fixed charges and other deductions	769 373
34	(553) Unusual or infrequent items - Net (Debit) credit*	
35	Income (loss) from continuing operations	1 451 837
DISCONTINUED OPERATIONS		
36	(555) Income (loss) from operations of discontinued segments*	
37	(557) Gain (loss) on disposal of discontinued segments*	
38	Total income (loss) from discontinued operations (lines 36, 37)	
39	Income (loss) before extraordinary items (lines 35, 38)	1 451 837
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
40	(570) Extraordinary items-Net (Debit) credit (p. 29)	
41	(590) Income taxes on extraordinary items-Debit (credit) (p. 29)	
42	(591) Provision for deferred taxes-Extraordinary items (p. 28)	
43	Total extraordinary items (lines 40-42)	
44	(592) Cumulative effect of changes in accounting principles*	
45	Total extraordinary items and accounting changes (Debit) credit (lines 43, 44)	
46	Net income (loss) (lines 39, 45)	1 451 837

See footnotes on page 7A

300. INCOME ACCOUNT - Concluded

* Less applicable income taxes of:

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

INCOME ACCOUNT—EXPLANATORY NOTES

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

Flow-through X (Deferral) _____42. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 175,47543. If deferral method was elected, indicate amount of investment tax credit utilized in a reduction of tax liability for current year N/A44. Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes N/A45. Balance of current year's investment tax credit used to reduce current year's tax accrual \$ N/A46. Add amount of prior years' deferred investment tax credits being amortized and used to reduce current year's tax accrual \$ N/A47. Total decrease in current year's tax accrual resulting from use of investment tax credits \$ None

If the net effect of any of the above footnotes results in an increase in Federal income taxes, the increase should be shown in parenthesis.

304. RETAINED INCOME—APPROPRIATED

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

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
		\$	\$	\$
1	Additions to property through income and retained income			
2	Funded debt retired through income and retained income			
3	Sinking fund reserves			
4	Miscellaneous fund reserves			
5	Retained income—Appropriated not specifically invested			
6	Other appropriations (specify):			
7				
8				
9				
10	TOTAL	None	None	None

305. RETAINED INCOME - UNAPPROPRIATED

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

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

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

4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.

5. Line 3 (line 7 if debit balance), column (c), should agree with line 17, column (b), schedule 900.

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

Line No.	Item (a)	Unappropriated retained income (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
		\$	\$
1	Balances at beginning of year	8 994 090	None
	CREDITS		
2	(601-1) Prior period adjustments to beginning retained income account (Credit)		
3	(602) Credit balance transferred from income (p. 7)	1 451 837	
4	(606) Other credits to retained income		
5	(622) Appropriations released		
6	Total	1 451 837	None
	DEBITS		
7	(611-1) Prior period adjustments to beginning retained income account (Debit)		
8	(612) Debit balance transferred from Income (p. 7)		
9	(616) Other debits to retained income		
10	(620) Appropriations for sinking and other reserve funds		
11	(621) Appropriations for other purposes		
12	(623) Dividends (p. 10)		
13	Total		None
14	Net increase (decrease) during year (Line 6 minus line 13)	1 451 837	None
15	Balances at close of year (Lines 1 and 14)	10 445 927	None
16	Balance from line 15(c)		XXXXXXXXXX
17	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	10 445 927	XXXXXXXXXX

Remarks

	Amount of assigned Federal income tax consequences:		
18	Account 606	None	XXXXXXXXXX
19	Account 616	None	XXXXXXXXXX

Schedule 205.-COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing arrangements if operating revenues are \$10 million or more. Footnote disclosure is required even though the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances under an agreement which legally restricts the use of such funds, and which constitute support for short-term borrowing arrangements, should be included in Schedule 206, account 703, Special deposits.
5. Compensating balances under an agreement which legally restricts the use of such funds and which constitute support for long-term borrowing arrangements and are reported in account 717, Insurance and other funds, should also be separately disclosed below.
6. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
7. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

None

Schedule 206.—SPECIAL DEPOSITS

For other than compensating balances, state separately each item of \$10,000 or more reflected in account 703, Special deposits, at the close of the year. Items of less than \$10,000 may be combined in a single entry and described as "Minor items less than \$10,000." For compensating balances, state separately the total amounts held on behalf of respondent and held on behalf of others.

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

NOTES AND REMARKS

211. PROPERTY AND EQUIPMENT

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account 731, "Cars or protective service property." The balances by primary accounts should be stated in columns (b) and (f) and all changes made during the year should be analyzed in columns (c) to (e), inclusive.

2. The entries made in column (c) of this schedule should represent the cost to the respondent of constructing or acquiring cars or protective service property and equipment during the year and of making additions thereto and improvements thereon, as well as the cost during the year of making additions and improvements to physical property owned by the respondent and used for furnishing cars or protective service at, or before, the beginning of the year, and the amounts which represent the cost to the respondent during the year of additions and improvements to

transportation property leased from others under long-term contracts, in cases where such cost is not chargeable to the owning company.

3. Both the debit and credit involved in each transfer, adjustment, or clearance between cars or protective service property and equipment accounts should be included in the column in which the item was initially included. Also the transfer of prior years' debits or credits from investment in cars or protective service property and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Important adjustment items should be fully explained in a footnote.

Line No.	Account (a)	Balance at beginning of year (b)	Additions during year (c)	Retirements during year (d)	Net changes during the year (e)	Balance at close of year (f)
	Trailers and Units	114 216		114 216	(114 216)	
1	(51) Land	\$	\$	\$	\$	\$
2	(52) Public improvements					
3	(53) Rolling stock	55 755 928		3 940 793	(3 940 793)	51 815 135
4	(54) Miscellaneous equipment	480 691	85 118	37 025	48 093	528 784
5	(55) Tracks					
6	(56) Carshop buildings and machinery	695 714	196 829	5 269	191 560	887 274
7	(57) Work equipment					
8	(58) Ice manufacturing plants					
9	(59) Natural ice plants					
10	(60) Ice storage plants					
11	(61) Precooling plants					
12	(62) Icing platforms					
13	(63) Transmission systems					
14	(64) Testing apparatus					
15	(65) Miscellaneous structures	564 871				564 871
16	(66) Mechanical protective service units	10 623 745		40 202	(40 202)	10 583 543
17	(67) Mechanical protective service facilities	23 914				23 914
18	Total property and equipment	68 259 079	281 947	4 137 505	(3 855 558)	64 403 521
19	(70) Organization expenses	15 927				15 927
20	Total Account 731	68 275 006	281 947	4 137 505	(3 855 558)	64 419 448

NOTES AND REMARKS

212. ACCRUED DEPRECIATION—PROPERTY AND EQUIPMENT

Give particulars of the credits and debits made to account No. 735, "Accrued depreciation—Cars or protective service property," during the year. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in columns (b) or (d) for any primary account should be shown in red or indicated by appropriate symbol.

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS		Total credits (e)	Net charge from retirement of carrier property (f)	DEBITS		Balance at close of year (g)
			Charged to accounts Nos. 236, 237, 252, 265, 264, 265, 306, 415 & 465 (c)	Other credits (specified) (d)			Other debits (specified) (h)	Total debits (i)	
	Trailers & Units	\$ 102 845				\$ 102 845		\$ 102 845	
1	(52) Public improvements	2 785 126	1 942 834		1 942 834	3 397 002		3 397 002	31 330 958
2	(53) Rolling stock		60 240		60 240	33 182		33 182	348 939
3	(54) Miscellaneous equipment	321 881							
4	(55) Tracks		34 687		34 687	17 724		17 724	489 207
5	(56) Carshop buildings and machinery	472 244							
6	(57) Work equipment								
7	(58) Ice manufacturing plants								
8	(59) Natural ice plants								
9	(60) Ice storage plants								
10	(61) Precooling plants								
11	(62) Icing platforms								
12	(63) Transmission systems								
13	(64) Testing apparatus	393 785	15 552		15 552				409 337
14	(65) Miscellaneous structures	6 502 702	538 197		538 197	19 480		19 480	7 021 419
15	(66) Mechanical protective service units	20 385	426		426				20 811
16	(67) Mechanical protective service facilities								
17	TOTAL	40 598 968	2 591 936		2 591 936	3 570 233		3 570 233	39 620 671

213. DEPRECIATION BASE AND RATES—PROPERTY AND EQUIPMENT

1. Show in columns (b) and (c) for each depreciable property account the balance at the beginning and end of the year, respectively, used in computing depreciation charges. The average depreciation base in column (d) should be determined by adding together the base used for each month during the

year and then dividing the total by 12.
2. The annual composite depreciation percentage rates in column (e) should be computed by dividing total annual charges developed by applying annual component rates to the base used in computing the

charges for December by the total base so stated.

Line No.	Account (a)	DEPRECIATION BASE			Annual composite percentage rate (e)	Remarks (f)
		Balance at beginning of year (b)	Balance at close of year (c)	Average balance for the year (d)		
	Trailers & Units	\$ 114 216	\$	\$		
	A OWNED PROPERTY					
1	(52) Public improvements	55 699 218	51 758 426	53 633 028	3.61	
2	(53) Rolling stock	480 691	528 784	503 040	14.26	
3	(54) Miscellaneous equipment					
4	(55) Tracks	695 714	877 694	814 997	9.95	
5	(56) Carshop buildings and machinery					
6	(57) Work equipment					
7	(58) Ice manufacturing plants					
8	(59) Natural ice plants					
9	(60) Ice storage plants					
10	(61) Precooling plants					
11	(62) Icing platforms					
12	(63) Transmission systems					
13	(64) Testing apparatus	564 871	564 871	564 871	8.32	
14	(65) Miscellaneous structures	10 623 745	10 583 543	10 599 172	6.00	
15	(66) Mechanical protective service units	23 914	23 914	23 914	10.00	
16	(67) Mechanical protective service facilities					
17	TOTAL OWNED PROPERTY	68 202 369	64 337 232	66 139 022	3.89	

214. MISCELLANEOUS PHYSICAL PROPERTY

1. Give particulars of investments in physical property includable in account Nos. 737, "Miscellaneous physical property," the reserves in account 738, "Accrued depreciation—Miscellaneous physical property," income credited to account 502, "Revenues from miscellaneous operations," account 534, "Expenses of miscellaneous operations," and account 535, "Taxes on miscellaneous operating property."
2. The description of the property in column (a) should give identification of it with a reasonable degree of particularity.

3. If actual money cost to the respondent was different from that shown in column (b), give full particulars in a footnote.

4. If any property of the character provided for in this schedule was disposed of during the year, or by reclassification was transferred to or from the carrier property accounts, give particulars in a footnote.

Line No.	Description of property (a)	Book cost at close of year (Account 737) (b)	Depreciation reserve at close of year (Account 738) (c)	Total income during the year (Account 502) (d)	Total expenses during the year (Account 534) (e)	Total taxes applicable to the year (Account 535) (f)
1		\$	\$	\$	\$	\$
2						
3						
4						
5	None					
6						
7						
8						
9						
10						
11						
12	TOTAL					

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

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

2. In column (b) give the name by which the fund is designated in the respondent's records; the kind of fund, such as sinking, capital, property insurance, pension, and relief; the rate of interest (if any); and the date of maturity.

3. Insert totals separately for each account. Such totals of columns (g) and (j)

should be the same as those stated in short columns (b) and (b), respectively, in the comparative general balance sheet statement.

4. Entries in column (g) should be the sum of corresponding entries in columns (d) and (e), less those shown in column (f), and the sum of entries in columns (h), (j), and (k) should equal those in column (g).

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

Line No.	Account No.	Name, kind, and purpose of fund (list on same line in second section and in same order as in first section)	Name of trustee or depository	Balance at beginning of year—Book value
	(a)	(b)	(c)	(d)
				\$
1	716	Deposit in lieu of cars under	The Riggs National Bank of	
2		Equipment Trust Series "W"	Washington, D.C.	116 105
3	716	Deposit in lieu of cars under	The Riggs National Bank of	
4		Equipment Trust Series "X"	Washington, D.C.	151 958
5	717	Officer's Deferred Compensation	American Security & Trust Co.	14 098
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				

ASSETS IN FUNDS AT CLOSE OF YEAR

Line No.	Additions during the year—Book value	Withdrawals during the year—Book value	Balance at close of year—Book value	Cash	SECURITIES ISSUED OR ASSUMED BY RESPONDENT		OTHER SECURITIES AND INVESTED ASSETS	
					Par value	Book value	Par value	Book value
	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	\$	\$	\$	\$	\$	\$	\$	\$
1	51 908		168 013	913				167 100
2								
3	113 393		265 351	351				265 000
4								
5	827	2 433	12 492					12 492
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								

217. INVESTMENTS IN SECURITIES AND ADVANCES

1. Give details of the balance of securities and advances held by the respondent at the close of the year. cured obligations, (4) Unsecured notes, and (5) Investment advances.
2. Classify in the following order: (1) Stocks, (2) Bonds, (3) Other se-

Line No.	Name of issuing company and description of security held (a)	Class (b)	Par value (c)	Rate of interest or dividends (d)	BALANCE AT CLOSE OF YEAR		
					Pledged (e)	Unpledged (f)	Book cost (g)
1	Burlington Northern Inc.	(5)			\$	\$	\$ 8 000 000
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
TOTAL							8 000 000

Line No.	CHANGES DURING THE YEAR				INCOME DURING THE YEAR		
	ADDED		DISPOSED OF		Adjustments (Dr. Debit. Cr. Credit) (i)	Net changes (Dr. Debit. Cr. Credit) (m)	Kind (n)
	Number of shares (h)	Book cost (j)	Number of shares (l)	Book cost (k)			Amount (o)
1		\$ 3 000 000		\$	\$	\$ 3 000 000	\$
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

217-A. 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 37 in the Uniform System of Accounts for Refrigerator Car Lines.

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

adjust those investments qualifying for the equity method of accounting in accordance with instruction 37 (b) (11) of the Uniform System of Accounts for Refrigerator Car Lines.

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

4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition. See instruction 37 (b) (14).

5. The total of column (g) must agree with column (c), line 20, schedule 200.

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	None	\$	\$	\$	\$	\$	\$
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16	Total						
17	Noncarriers: (Show totals only for each column)						
18	Total (lines 16 and 17)						

Schedule 219.—RENTAL EXPENSE OF LESSEE

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

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

Line No.	Type of lease	Current year	Prior year
		(b)	(a)
	Financing leases		
1	Minimum rentals		
2	Contingent rentals		
3	Sublease rentals		
4	Total financing leases	None	None
	Other leases		
5	Minimum rentals	1 437 146	1 373 088
6	Contingent rentals		
7	Sublease rentals	(473 110)	(367 325)
8	Total other leases	964 036	1 005 763
9	Total rental expense of lessee	964 036	1 005 763

NOTE: As used in schedules 219 through 223, a "financing lease" is defined as a lease which, during the noncancellable lease period, either (a) covers 75% or more of the economic life of the property or (b) has terms which assure the lessor's full recovery of the fair market value (which would normally be represented by his investment) of the property at the inception of the lease plus a reasonable return on the use of the assets invested subject only to limited risk in the realization of the residual interest in the property and the credit risks generally associated with secured loans.

Schedule 220.—MINIMUM RENTAL COMMITMENTS

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

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

Line No.	Year ended	A			B	
		Financing leases (b)	Other Leases (c)	Total (d)	Sublease rentals*	
					Financing leases (e)	Other leases (f)
	(a)	(b)	(c)	(d)		
1	1978	\$	\$	None	\$	\$
2	1979					
3	1980					
4	1981					
5	1982					
6	1983-1987					
7	1988-1992					
8	1993-1997					
9	1988 +					

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

Schedule 221.—LESSEE DISCLOSURE

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

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

Line No.	
1	(a)
2	
3	
4	
5	
6	
7	
8	
9	(b)
10	
11	
12	
13	
14	
15	
16	
17	(c)
18	
19	
20	
21	
22	
23	
24	
25	(d)
26	
27	
28	
29	
30	
31	
32	
33	(e)
34	
35	
36	
37	
38	
39	
40	

Schedule 222.—LEASE COMMITMENTS—PRESENT VALUE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if the present value of the minimum lease commitments are more than five percent of the sum of the long-term debt, stockholders' equity and the present value of the minimum lease commitments, or if the impact on net income (as computed in schedule 223, Income impact—Lessee) is three percent or more of the average net income for the most recent three years.

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

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

Line No.	Asset category (a)	Present value		Range		Weighted average	
		Current year (b)	Prior year (c)	Current year (d)	Prior year (e)	Current year (f)	Prior year (g)
		\$	\$	%	%	%	%
1	Structures			None			
2	Revenue equipment						
3	Ship and garage equipment						
4	Service cars and equipment						
5	Noncarrier operating property						
	Other (Specify):						
6							
7							
8							
9							
10	Total						

Schedule 223.—INCOME IMPACT—LESSEE

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

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

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

Line No.	Item (a)	Current year (b)	Prior year (c)
1	Amortization of lease rights	\$	\$
2	Interest		
3	Rent expense		
4	Income tax expense		
5	Impact (reduction) on net income	None	None

225. LOANS AND NOTES RECEIVABLE

1. Give particulars of the various debtors and of the character of the transactions involved in account No. 704, "Loans and notes receivable," which pertain or relate to the cars and protective service of the respondent.

2. In column (a) show the name of each several debtor in the account whose debit balance at the close of the year amounted to \$10,000 or more; for debtors whose balances were severally less than \$10,000, a single entry for each subaccount may

be made under the caption: "Minor accounts, each less than \$10,000." List every item in excess of \$10,000 and state its date of maturity.

3. In column (b) state the character of the transactions represented in the account between the debtor named and the respondent.

Line No.	Name of debtor (a)	Character of asset or transaction involved (b)	Date of issue or renewal (c)	Date of maturity (d)	Rate per annum of interest (e)	Amount at close of year (f)
1	None					\$
2						
3						
4						
5						
6						
7						
8						
9						
10						

226. OTHER ASSETS

Give an analysis of the amount included in account No. 741, "Other assets," at the close of the year, shown in detail each item or subaccount amounting to \$10,000 or more. Items less than \$10,000 may be combined into a single entry designated,

"Minor items, each less than \$10,000." In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Description and character of items, and names of debtor (or class of debtors), if any (a)	Amount at close of year (b)
1	Minor items each less than \$10,000	\$ 5,011
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14	TOTAL	5,011

227. OTHER DEFERRED CHARGES

Give an analysis of the amount included in account No. 743, "Other deferred charges," at the close of the year, showing in detail each item or subaccount amounting to \$10,000 or more. Items less than \$10,000 may be combined into a single entry designated,

"Minor items, each less than \$10,000." In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Description and character of item or subaccount (a)	Amount at close of year (b)
1	Amortization of discount on funded debt	\$ 15,713
2	Repairs to cars damaged by fire	11,978
3	Minor items each less than \$10,000	50
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14	TOTAL	27,741

261. FUNDED DEBT AND OTHER OBLIGATIONS

1. 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, which pertain or relate to the cars and protective service of the respondent. Include receipts outstanding for funded debt with their respective issues. List entries under captions of account numbers and titles, and insert total for each account.

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

(1) MORTGAGE BONDS

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

(2) COLLATERAL TRUST BONDS

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

(3) UNSECURED BONDS (Debentures):

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

(4) EQUIPMENT OBLIGATIONS:

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

(5) MISCELLANEOUS OBLIGATIONS

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

(7) SHORT-TERM NOTES IN DEFAULT

3. 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 on the contracts for equipment obligations are unequal in amount (except for the last payment) or are to be made at irregular intervals, show a symbol against the entry made in column (c) opposite the name of such obligations and give particulars in a footnote.

4. If the issue is an income bond, the entry in column (d) should be the annual maximum rate of interest specified by the indenture.

5. In column (f) enter the amount of bonds both nominally and actually issued up to the date of the report and not the amount authorized.

6. 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.

7. For definitions of "nominally issued," "nominally outstanding," "actually issued," and "actually outstanding," see Instruction 2, General Instructions Uniform System of Accounts.

8. Entries in column (k) 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.

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

Line No.	Name and character of obligation (List on same line in second section and in same order as in first section)	Nominal value of issue (b)	Date of maturity (c)	INTEREST PROVISIONS		Total amount nominally and actually issued (f)
				Rate percent per annum (d)	Dates due (e)	
1	American Security & Trust Co. Series "S" (4) 10-15-63 10-15-78	4.365	Apr-Oct	2 310 000		\$ 4 035 000
2	American Security & Trust Co. Series "T" (4) 7-15-64 7-15-79	4.535	Jan-Jul	4 035 000		5 175 000
3	American Security & Trust Co. Series "U" (4) 9- 1-65 9- 1-80	4.693	Mar-Sep	5 175 000		4 800 000
4	The Bank of New York Series "V" (4) 8- 1-66 8- 1-81	5.750	Feb-Aug	4 800 000		
5	The Riggs National Bank of Wash., D.C. Series "W" (4) 3- 1-69 3-15-84	7.500	Mar-Sep	4 000 000		
6						
7	The Riggs National Bank of Wash., D.C. Series "X" (4) 5-26-71 5-15-86	8.122	May-Nov	10 050 000		
8						
9						
10						
11						
12						
13						
14						
15						30 370 000
16						

Line No.	Amount nominally issued and held or canceled (g)	Total amount actually issued (h)	Amount reacquired (i)	Total amount actually outstanding (j)	INTEREST		
					Accrued during year (k)	Actually paid during year (l)	Total amount in default (m)
	\$	\$	\$	\$	\$	\$	\$
1	None	2 310 000	2 310 000		5 364	6 776	None
2	None	4 035 000	3 766 000	269 000	18 869	24 479	None
3	None	5 175 000	4 485 000	690 000	43 240	48 645	None
4	None	4 800 000	3 360 000	1 440 000	98 900	110 400	None
5							
6	None	4 000 000	2 398 000	1 602 000	124 322	130 162	None
7							
8	None	10 050 000	4 690 000	5 360 000	472 978	479 888	None
9							
10							
11							
12							
13							
14							
15		30 370 000	21 009 000	9 361 000	763 673	800 350	None
16							

263. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment included in the balance outstanding in accounts Nos. 764, "Equipment obligations and other debt due within 1 year," and 766, "Equipment obligations," which pertain or relate to the cars and protective service of the respondent, at the close of the year. In column (a) show the name by which the equipment obligation is designat-

ed and in column (b) show the classes of equipment and the number of units covered by the obligation together with other details of identification. In column (c) show the contract price at which the equipment is acquired, and in column (d) the amount of cash paid upon acceptance of the equipment.

Line No.	Description of equipment obligation (List names in the same order as in schedule 263) (a)	Description of equipment covered (b)	Contract price of equipment acquired (c)	Cash paid on acceptance of equipment (d)
1	Series T	209 Refrigerator Cars	\$ 5 236 891	\$
2	" U	243 " "	6 750 755	
3	" V	215 " "	6 242 676	
4	" W	189 " "	5 828 676	
5	" X	388 " "	12 227 824	
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				

268. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

Give full particulars of amounts included in account No. 769, "Amounts payable to affiliated companies," in the Uniform System of Accounts. If any such amounts are evidenced by notes, each note should be separately shown in column (a). Entries in columns (e) and (f) should include

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

Line No.	Name of creditor company (a)	Rate of interest (b)	Balance at beginning of year (c)	Balance at close of year (d)	Interest accrued during year (e)	Interest paid during year (f)
1	None	0%	\$	\$	\$	\$
2						
3						
4						
5						
6						
7						
8						
9						
10						
	Total					

271. LOANS AND NOTES PAYABLE

1. Give particulars of the various creditors and the character of the transactions involved in account No. 751, "Loans and notes payable," which pertain or relate to the cars and protective service of the respondent.

2. List every item in excess of \$10,000, giving the information indicated in the column headings.

3. For creditors whose balances were severally less than \$10,000, a single entry may be made

under a caption, "Minor accounts, each less than \$10,000."

4. Entries in columns (e) and (f) should include interest accruals and interest payments on loans and bills payable retired during the year, even though no portion of the issue remained outstanding at the close of the year.

Line No.	Name of creditor company (a)	Character of liability or of transaction (b)	Due at (c)	Due at maturity (d)	Rate of interest (e)	Balance at close of year (f)	Interest accrued during year (g)	Interest paid during year (h)
1	None				0%	\$	\$	\$
2								
3								
4								
5								
6								
7								
8								
	Total							

275. FEDERAL INCOME AND OTHER TAXES ACCRUED

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

Line No.	Kind of tax (a)	Balance at close of year (b)
1	Federal income taxes (532 or other accounts)	\$
2	Federal excess profits taxes (532 or other accounts)	
3		Total (account 760) None
4	Cars and protective service property taxes (532)	2 743
5	Railroad retirement and unemployment insurance taxes (532)	70 463
6	Social security taxes (532)	
7	Miscellaneous operating property (535)	
8	Miscellaneous tax accruals (544)	
9	All other taxes	49 452
10		Total (account 761) 122 658

280. OTHER LIABILITIES

Give an analysis of the amount included in account No. 782, "Other liabilities," at the close of the year, showing in detail each item or sub-account amounting to \$10,000 or more. Items less than \$10,000 may be combined into a single entry designated, "Minor items, each less than

\$10,000." In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Description and character of item (a)	Name of creditor (or class of creditors) (b)	Amount at close of year (c)
1	Deferred Separation Pay	Various Former Employees	\$ 127 597
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15		Total	127 597

281. OTHER DEFERRED CREDITS

Give an analysis of the balance in account No. 784, "Other deferred credits," as of the close of the year, showing in detail each item or sub-account amounting to \$10,000 or more. Items less than \$10,000 may be combined into a single entry designated, "Minor items, each less than

\$10,000." In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Description and character of item or subaccount (a)	Amount at close of year (b)
1	None	\$
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		Total

285. CAPITAL STOCK

1. Give particulars of the various issues of capital stock outstanding of the respondent at the close of the year.
 2. Classify in the following order: (1) Common stock, (2) Preferred stock, (3) Debenture stock, and (4) Receipts outstanding for installments paid.

Line No.	Title, description and par value of issue, and rate of interest for preferred or debenture stock	REACQUIRED AND HELD AT CLOSE OF THE YEAR		OUTSTANDING AT CLOSE OF THE YEAR	
		Number of shares (a)	Amount (b)	Number of shares (c)	Amount (d)
1	Common Stock	None	None	70 000	7 000 000
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20	TOTAL	X X X X		X X X X	7 000 000

291. CAPITAL SURPLUS

- Give an analysis in the form called for below of capital surplus accounts. In column (a) give a brief description of the item added or deducted and in column (b) insert the contra amount number to which the amount stated in column (c), (d) or (e) was charged or credited.

Line No.	Item	Contra account number (b)	ACCOUNT NO.		
			794. Premiums and Assessments on Capital Stock (c)	796. Other Capital Surplus (d)	798. Reserve Surplus (e)
1	Balance at beginning of year	X X X			
	Additions during the year (describe):				
2					
3					
4					
5					
6	Total additions during the year	X X X	None	None	None
	Deductions during the year (describe):				
7					
8					
9					
10	Total deductions	X X X			
11	Balance at close of year	X X X	None	None	None

295. CONTINGENT ASSETS AND LIABILITIES

1. Give particulars with respect to contingent assets and contingent liabilities, at the close of the year, in accordance with Instruction 41 to the Balance Sheet of the Uniform System of Accounts that are not reflected in the accounts of the respondent and the value of the item amounts to \$50,000 or more.

2. In column (a) give a description of each item of contingent assets and liabilities under an in-

verted caption "CONTINGENT ASSETS" or "CONTINGENT LIABILITIES," as appropriate, and in column (b) show the amount of each item; if unknown, so state and explain by footnote.

Line No.	Item (a)	Amount (b)
1	None	\$
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		

298. DIVIDEND APPROPRIATIONS

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

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

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

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

Line No.	Name of security on which dividend was declared (a)	RATE PERCENT OR PER SHARE		Par value or number of shares of no par value on which dividend was declared (d)	Dividends (account 620) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1	None			\$	\$		
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
TOTAL							

310. OPERATING REVENUES

State the operating revenues of the respondent for the year, classified in accordance with the Uniform System of Accounts.

Line No.	Class of operating revenues (a)	Amount (b)	Remarks (c)
	I. CAR SERVICE		
1	(101) Car mileage		
2	(102) Car rental	3 818 641	
3	(104) Cleaning cars	131	
4	(108) Other car service revenue		
5	Total car service	3 818 772	
	II. ICING PROTECTIVE SERVICE		
6	(110) Ice and salt		
7	(111) Supervision		
8	(112) Refrigerating device damage		
9	(113) Top or body ice damage		
10	(114) Precooling		
11	(115) Other icing service revenue		
12	Total icing protective service		
	III. MECHANICAL PROTECTIVE SERVICE:	9 065 493	
13	(116) Mechanical protective service units	(3 827)	
14	(117) Inspecting, servicing, and supervision	142 008	
15	(118) Fuel	(949)	
16	(119) Other mechanical protective service revenue		
17	Total mechanical protective service	9 197 725	
	IV. HEATER SERVICE		
18	(120) Car heaters	375 093	
19	(121) Heater fuel	22 396	
20	(122) Servicing heaters	3 295	
21	(123) Supervision		
22	(124) Preheating cars		
23	(128) Other heater service revenue		
24	Total heater service	400 784	
	V. OTHER SERVICES		
25	(130) Ventilation service	31 963	
26	(132) Other ice and salt	(45)	
27	(133) Miscellaneous	31 920	
28	Total other services	13 449 201	
29	Total operating revenues		

320. OPERATING EXPENSES

State the operating expenses of the respondent for the year, classified in accordance with the Uniform System of Accounts.

Line No.	Class of operating expenses (a)	Amount (b)	Line No.	Class of operating expenses (a)	Amount (b)
		\$			\$
	I. CAB SERVICE			V. HEATER SERVICE	
1	(201) Supervision		51	(351) Supervision	10 530
2	(203) Rents—Car service facilities		52	(353) Rents—Heater service facilities	8 067
3	(205) Car distribution		53	(357) Heater fuel	150 983
4	(206) Cleaning and conditioning cars		54	(358) Inspecting and servicing of heaters	122 437
5	(210) Car repairs	13 082	55	(360) Repairs—Heater service facilities	8 937
6	(211) Other repairs		56	(361) Preheating service	
7	(221) Injuries to persons		57	(371) Injuries to persons	
8	(222) Insurance	105 703	58	(372) Insurance	52 563
9	(223) Stationery and printing		59	(373) Stationery and printing	(7 636)
10	(229) Other expenses		60	(379) Other expenses	23 458
11	(230) Equalization—Car repairs		61	(386) Depreciation—Heater service facilities	(167)
12	(236) Depreciation—Rolling stock	1 942 834	62	(388) Retirement—Heater service facilities	
13	(237) Depreciation—Other car service facilities	34 687	63	Total heater service	369 172
14	(238) Retirement—Car service facilities	(75 820)		VI. MISCELLANEOUS	
15	Total car service	2 020 486	64	(401) Ventilation service	26 455
	II. ICING PROTECTIVE SERVICE		65	(405) Curtain service	7 694
16	(251) Ice purchased		66	(408) Papering cars	5 333
17	(252) Ice produced		67	(410) Loss and damage claims	
18	(253) Rents—Icing facilities		68	(414) Diversions and reassignments	
19	(254) Icing operations		69	(415) Other expenses	26 342
20	(255) Repairs—Icing facilities		70	Total miscellaneous	65 824
21	(256) Injuries to persons			VII. GENERAL	
22	(257) Insurance		71	(450) Salaries and expenses of general officers and clerks	430 753
23	(258) Other expenses		72	(451) General office supplies and expenses	4 466
24	(265) Depreciation—Icing facilities		73	(452) Rents	15 048
25	(270) Retirement—Icing facilities		74	(454) Law expenses	11 668
26	(275) Salt		75	(459) Pensions and relief	135 160
27	Total icing protective service		76	(460) Insurance	44 957
	III. OTHER ICING SERVICE		77	(461) Stationery and printing	231
28	(281) Supervision		78	(462) Repairs—General	8 441
29	(282) Rents—Icing service facilities		79	(465) Depreciation—General	231
30	(283) Repairs—Icing service facilities		80	(466) Retirement—General	
31	(284) Precooling service		81	(469) Other expenses	(14 516)
32	(285) Injuries to persons		82	Total general	636 439
33	(286) Insurance		83	Total operating expenses	12 705 476
34	(287) Stationery and printing				
35	(290) Other expenses		84	Operating ratio (ratio of operating expenses to operating revenues)	94.47 percent
36	(295) Depreciation—Icing service facilities				
37	(296) Retirement—Icing service facilities				
38	Total other icing service				
	IV. MECHANICAL PROTECTIVE SERVICE				
39	(301) Supervision	863 104			
40	(302) Rents	115 308			
41	(303) Fuel	3 660 924			
42	(305) Inspecting and servicing	549 835			
43	(306) Supplies and repairs	3 279 780			
44	(307) Injuries to persons				
45	(308) Insurance	136 077			
46	(309) Stationery and printing	64			
47	(315) Other expenses	372 961			
48	(320) Depreciation—Mechanical service facilities	613 841			
49	(321) Retirement—Mechanical service facilities	21 661			
50	Total mechanical protective service	9 613 555			

350. CARLINE TAX ACCRUALS

1. Give the particulars called for with respect to taxes charged to account No. 532, "Carline tax accruals," of the respondent's Income Account for the year.

2. Substantial adjustments included in the amounts reported in column (b) should be explained in a footnote.

Line No.	Item (a)	Amount (b)
		\$
	A. Other than United States Government Taxes:	
1	Cars or protective service property taxes	(155 025)
2	State income taxes	105 927
3	All other taxes (other than U.S. Government)	91 169
4	Total other than U.S. Government taxes	42 071
	B. United States Government Taxes:	
5	Federal income taxes	1 002 167
6	Federal excess profits taxes	
7	Railroad retirement and unemployment insurance taxes	599 796
8	Social security taxes	
9	All other U.S. Government taxes	
10	Total U.S. Government taxes	1 601 963
11	Grand total taxes (account 532)	1 644 034

150-A. ANALYSIS OF FEDERAL INCOME AND OTHER TAXES DEFERRED

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 balance of accumulated deferred tax credits (debits) applicable to each particular in column (a).

3. Indicate in column (c) the net change in accounts 714, 744, 762 and 785 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. The total of net credits (charges) for the current year in column (c) should agree with the contra charges (credits) to account 532.5, Provision for deferred taxes, and account 591, Provision for deferred taxes - extraordinary items, for the current year.

5. 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 carryforward or a loss carryback.

6. Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the balances in accounts 714, 744, 762 and 785.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.; Guideline lives pursuant to Rev. Proc. 62-21	\$	\$	\$	\$
2	Accelerated amortization of facilities Sec. 168 I.R.C.				
3	Other (Specify)				
4	Net effect of all timing differences	8 011 509	(443 652)		7 567 857
5					
6					
7	Investment tax credit				
8	TOTALS	8 011 509	(443 652)		7 567 857

383. RENT PAYABLE FOR CARS

1. Give particulars of rent for cars, which pertain or relate to the cars and protective service of the respondent, as defined in the Uniform System of Accounts.

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

3. Taxes and other amounts paid or payable by the respondent as a part of the stipulated compensation which are chargeable to accounts other than account 511 "Rent payable for cars," should be included in column (f), and specifically stated in

a footnote.

4. This account includes amounts payable accrued as rent for cars (including cars covered by the contract), and for specific cars held under lease or other agreement, by the terms of which exclusive use and control for operating purposes are secured.

5. If the respondent held under lease during all or any part of the year any cars upon which no rent payable accrued, give full particulars in a footnote.

Line No.	Name of lessor or owner and description of property (a)	Total rent accrued during year (b)	CLASSIFICATION OF RENT			
			Guaranteed interest on bonds (c)	Guaranteed dividend on stocks (d)	Depreciation (e)	All other (f)
1	Wells Fargo Leasing	\$	\$	\$	\$	\$
2	Trailers	348 421				
3						
4	Burlington Northern Inc.					
5	Mech. Units	1 088 725				
6						
7						
8						
9						
10						
11						
12	Total	1 437 146				

383A. ABSTRACTS OF LEASEHOLD CONTRACTS

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

termination which pertain or relate to the cars and protective service of the respondent.

2. In lieu of the abstracts here called for, the respondent may file copies of lease agreements and give specific references to copies heretofore filed with the Commission.

NOTE.—Only changes during the year are required.

See Attached

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

1. Give an analysis for all items, regardless of amount, included in accounts 570, "Extraordinary items," and 590, "Federal income taxes on extraordinary items."

2. Give an analysis for items in accounts 606, "Other credits to retained income," 616, "Other debits to retained income," 620, "Appropriations for sinking and other reserve funds," 621, "Appropriations for other purposes," and 622, "Ap-

propriations released," confined to items amounting to \$10,000 or more in any one account. Items less than this amount may be combined in a single entry in each account designated. Minor items, each less than \$10,000.

3. Insert a total for each account.

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1		None	\$	\$
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				

417. ROLLING STOCK OWNED

1. Give particulars required of the various classes of rolling stock owned by respondent during the year.

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

Line No.	Kind of car (a)	UNITS ACQUIRED DURING THE YEAR			Number of units retired during the year (e)	Number of units owned at close of year (f)
		Number of units owned at beginning of year (b)	Number (c)	Total weight (tons) (d)		
1	Refrigerator cars	3 182			397	2 785
2	Other cars (specify): Trailers	8			8	0
3						
4						
5						
6						
7						
8						
9						
10						
11	Total	3 190			405	2 785

418. ROLLING STOCK LEASED FROM OTHERS

Give particulars relative to units of rolling stock which the respondent leased from others.

Line No.	Name of lessor (a)	UNITS HELD AT CLOSE OF YEAR		Rent payable during the year (d)	Amounts receivable from lessor as refund (e)
		Kind (b)	Number (c)		
1	Wells Fargo Leasing Corp.	Trailers	160	\$ 348 421	\$
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12	Total		160	348 421	

419. ROLLING STOCK OWNED BUT LEASED TO OTHERS

1. Give particulars relative to units of rolling stock owned by the respondent but leased to others.

the year and may combined all other lessees in a single entry designated "Lessees" in number having less than 200 units at the close of the year.

2. This analysis may be confined to reporting each lessee having 200 or more cars at the close of

Line No.	Name of lessee (a)	UNITS LEASED AT CLOSE OF YEAR		Rent receivable (d)	Amount payable to lessee as refund (e)
		Kind (b)	Number (c)		
1	Burlington Northern Inc.	Refrigerator Cars	2 785	\$ 345 047	\$
2	" " "	Trailers	0	484	
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14	Total			3 345 531	
15					

383A. ABSTRACTS OF LEASEHOLD CONTRACTS

1. Denver & Rio Grande Western Railroad Company - Agreement dated May 1, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished DRG&W by W.F.E.
2. Missouri Pacific Railroad Company - Agreement dated February 23, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished MP by W.F.E.
3. Chicago Rock Island & Pacific Railroad Company - Agreement dated August 1, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished CRI&P by W.F.E.
4. Chicago Milwaukee St. Paul & Pacific Railroad Company - Agreement dated August 1, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished MILW by W.F.E.
5. Consolidated Rail Corporation - Agreement dated July 6, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished Con Rail by W.F.E.
6. Chesapeake & Ohio Railway Company - Agreement dated July 6, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished C&O by W.F.E.
7. Western Maryland Railway Company - Agreement dated July 6, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished WM Ry. by W.F.E.
8. Baltimore & Ohio Railroad Company - Agreement dated July 6, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished B&O by W.F.E.
9. Detroit Toledo & Ironton Railroad Company - Agreement dated July 31, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished DT&I by W.F.E.
10. Green Bay & Western Railroad Company - Agreement dated July 31, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished GB&W by W.F.E.
11. Kansas City Southern Railway Company - Agreement dated July 18, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished KCS by W.F.E.
12. Atchison Topeka & Santa Fe Railway Company - Agreement dated July 14, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished ATSF by W.F.E.
13. Indiana Harbor Belt Railroad Company - Agreement dated August 3, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished IHB by W.F.E.
14. Western Pacific Railroad Company - Agreement dated July 13, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished WP by W.F.E.

15. Delaware & Hudson Railway Company - Agreement dated July 26, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished D&H by W.F.E.
16. Missouri Kansas Texas Railroad Company - Agreement dated July 18, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished MKT by W.F.E.
17. Richmond Fredericksburg & Potomac Railroad Company - Agreement dated July 18, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished RF&P by W.F.E.
18. Southern Railway Company - Agreement dated July 13, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished SOU by W.F.E.
19. Winston-Salem Southbound Railway Company - Agreement dated July 11, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished WSS by W.F.E.
20. Norfolk & Western Railway Company - Agreement dated July 11, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished N&W by W.F.E.
21. Illinois Central Gulf Railroad Company - Agreement dated June 30, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished ICG by W.F.E.
22. St. Louis San Francisco Railway Company and Quanah Acme & Pacific Railway Company - Agreement dated July 14, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished SLSF and QA&P by W.F.E.
23. Canadian National Railway Company - Agreement dated April 26, 1978, effective January 1, 1977, covers Mechanical Protective Service furnished CN by W.F.E.
24. Florida East Coast Railway Company - Agreement dated June 13, 1978, effective January 1, 1977, covers Mechanical Protective Service furnished FEC by W.F.E.
25. Chicago & North Western Transportation Company - Agreement dated June 20, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished C&NW by W.F.E.
26. Soo Line Railroad Company - Agreement dated May 24, 1978, effective January 1, 1977, covers Mechanical Protective Service furnished SOO by W.F.E.
27. Canadian Pacific Limited - Agreement dated May 15, 1978, effective January 1, 1977, covers Mechanical Protective Service furnished CP by W.F.E.

28. Burlington Northern Inc. - Agreement dated January 1, 1978 , covers various Protective Service other than Mechanical Protective Service, furnished the BN Inc. by W.F.E. This agreement supercedes and terminates agreement dated January 1, 1977, covering other than Mechanical Protective Service.
29. Acme Markets, Inc. - Agreement dated April 27, 1978, effective December 1, 1977. W.F.E. shall perform services for AMI. Pre-tripping at \$22.95 per trailer, interior washing at \$22.14 per trailer, tire repair at \$12.08 per tire and inspections at various rates.
30. Columbia Newberry & Laurens Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished CNL by W.F.E.
31. Atlanta & West Point Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished A&WP by W.F.E.
32. Georgia Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished GR by W.F.E.
33. Clinchfield Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished CR by W.F.E.
34. Western Railway of Alabama - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished WRofA by W.F.E.
35. Seaboard Coast Line Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished SCL by W.F.E.
36. Louisville & Nashville Railroad Company - Agreement dated July 7, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished L&N by W.F.E.
37. Maine Central Railroad Company - Agreement dated July 13, 1978, effective January 1, 1978, covers Mechanical Protective Service furnished MC by W.F.E.

450. MILEAGE OF ROLLING STOCK

State the mileage made by cars owned by the respondent during the year. If not separable between loaded and empty include same in column (d). "Not separable" and explain in a footnote the reason therefor.

Line No.	Kind of car (a)	Loaded (b)	Empty (c)	Not separable (d)	Total (e)
1	Refrigerator cars				
	Other cars (specify):				
2	NOTE: All cars owned by Western				
3	Fruit Express Company are				
4	leased to Burlington Northern				
5	Inc.				
6					
7					
8					
9					
10					
11	Total				

460. PROTECTIVE SERVICE STATIONS

Give a list of the protective service stations owned, leased from others, or operated by the respondent at the close of the year, and nature of service performed thereat. Show owned as Class A, leased as Class B, and operated as Class C.

Line No.	Class (a)	Location and description (b)	Service performed (c)
1		Western Fruit Express Company performs protective	
2		services at stations on the Burlington Northern	
3		Inc. Such stations number several hundred in total	
4		and are too voluminous to attach. A listing is	
5		available for review at the Corporate Offices.	
6			
7			
8			
9			
10			

53L. STATISTICS OF CAR LINE OPERATIONS

Give the various statistical items called for concerning the car line operations during the year.

Line No.	Description	QUANTITY		Amount of revenue receivable	Number of cars serviced
		Unit	Amount or number		
(a)		(b)	(c)	(d)	(e)
	Icing protective service:			\$	
1	Ice delivered in bunkers of cars	Ton			
2	Ice delivered on top of load in body of cars	Ton			
3	Salt delivered in bunkers of cars	100#			
4	Supervision per icing in bunkers of cars	X X X	X X X X X X X X X		
5	Supervision per icing in body of cars	X X X	X X X X X X X X X		
6	Supervision—no ice supplied	X X X	X X X X X X X X X		
7	Repairs to refrigerating devices	X X X	X X X X X X X X X		
8	Repairs of damage caused by top of body ice	X X X	X X X X X X X X X		
9	Precooling cars	X X X	X X X X X X X X X		
10	Other icing protective service revenue	X X X	X X X X X X X X X		
	Mechanical protective service:				
11	Units	X X X	X X X X X X X X X	9 065 493	22 499
12	Supervision per inspection of cars	X X X	X X X X X X X X X	(8 327)	170 992
13	Fuel	X X X	X X X X X X X X X	142 008	
14	Other mechanical protective service revenue	X X X	X X X X X X X X X	(942)	
	Heater service:				
15	Inspection—Car heaters	X X X	X X X X X X X X X	375 093	12 028
16	Inspection—Heater fuel	X X X	X X X X X X X X X	22 396	24 056
17	Inspection—Servicing of heaters	X X X	X X X X X X X X X	3 295	33 678
18	Inspection—Supervision incident to heater service	X X X	X X X X X X X X X		33 678
19	Preheating cars	X X X	X X X X X X X X X		
20	Other heater service revenue	X X X	X X X X X X X X X		
	Other services:				
21	Ventilation service	X X X	X X X X X X X X X	31 965	4 932
22	Other ice and salt	X X X	X X X X X X X X X		
23	Miscellaneous (specify)	X X X	X X X X X X X X X	(45)	
24					
25					
26					

56L. EMPLOYEES, SERVICE AND COMPENSATION

Give particulars of the number of employees of various classes in the service of the respondent on June 30 and December 31 of the year, and of compensation paid therefor for the year. This schedule does not include old-age retirement, and unemployment insurance taxes. See schedule 275 for such taxes.

Line No.	Classification	Number of Employees in Service At End of Month Named		Total compensation
		June 30	Dec. 31	
(a)		(b)	(c)	(d)
				\$
1	Car service maintenance employees	341	383	6 020 355
2	Protective service employees			
3	Solicitation employees	7	7	194 160
4	Administrative and general employees			
5	Other employees (specify):			
6				
7				
8				
9	Total	348	390	6 214 515

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

Give the name, position, salary, and other compensation, such as bonus, commission, gift, reward, or fee, of each of the five persons named in Schedule 100 of this report to whom the respondent paid the largest amount during the year covered by this report as compensation for current or past service over and above necessary expenses incurred in discharge of duties, and in addition, all other officers, directors, pensioners, or employees, if any, to whom the respondent similarly paid \$20,000 or more. If more convenient, this schedule may be filled out for a group of companies considered as one system and shown only in the report of the principal company in the system, with references thereto in the reports of the other companies. Any large "other compensation" should be explained in a footnote. If salary of an individual was changed during the year,

show salary before each change as well as at close of year. If an officer, director, etc., receives compensation from more than one person furnishing cars or protective service (whether a subsidiary or not) or from a subsidiary company, reference to this fact should be made if his aggregate compensation amounts to \$20,000 or more, and the detail as to division of the salary should be stated. If salary column (c) is meant the annual rate at which an employee is paid, rather than the amount actually paid for a part of a year when the salary is changed. Also, when a 10-percent (or other percent) reduction is made, the net rate and not the basic rate should be shown.

Line No.	Name of person (a)	Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
1	NOTE: All officers are employed by the Burlington Northern		\$	\$
2	Inc. and reported in the return of the Burlington			
3	Northern Inc.			
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES

1. In the form below give information concerning payments, fees, retainers, brokerage, commissions, gifts, contributions, agreements, bonuses, pensions, subscriptions, allowance 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 respondent's employees covered in schedule 562 in this annual report) for services or as a donation, except that with respect to contributions under \$10,000 which are made in common with other persons furnishing cars or protective service under a joint arrangement of payment for the performance of services or as a donation, such contribution shall be reported, irrespective of the amount thereof, if the total amount paid by all contributors for the performance of the particular service is equal to the sum of \$10,000 or more, which pertains or relate to the cars and protective service of the respondent.

2. To be included are, among others, payments directly or indirectly, for legal, medical, engineering, advertising, valuation, accounting, statistical, financial, educational, entertainment, charitable, advisory, defensive, detective, developmental, research, appraisal, registration, purchasing, architectural, and hospital services; payments for expert testimony and for handling wage disputes; and payments for services of banks, bankers, trust companies, insurance companies, brokers, trustees, pensioners, solicitors, consultants, actuaries, investigators, inspectors, and off-

icers, engineers. Payments to the various railway associations, commissions, committees, boards, and other organizations maintained jointly by railways shall also be included. The enumeration of these kinds of payments should not be understood as excluding other payments for services not excluded below.

3. To be excluded are: Rent of buildings or other property, taxes payable to the Federal, State, or local governments, payments for heat, light, power, telegraph, and telephone services, and payments 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 cars or protective service property, but any special and unusual payments for services should be reported. Payments of \$10,000 or more to organizations maintained jointly by persons with other persons are not to be included even if their services are regarded as routine.

4. If more convenient, this schedule may be filled out for a group of persons considered as one system and shown only in the report of the principal person in the system with references thereto in the reports of the other roads.

5. If any doubt exists in the mind of the reporting officer as to the reportability of any type of payment, request should be made for a ruling before filing this report.

Line No.	Name of recipient (a)	Nature of service (b)	Amount of payment (c)
1	Deloitte Haskins & Sells	Public Accountants	\$ 14 700
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			

Schedule 570.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

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

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

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

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

OATH

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

State of MinnesotaCounty of RamseyG. W. Pederson

(Insert here the name of the affiant)

makes oath and says that he is

Controller

(Insert here the official title of the affiant)

Western Fruit Express Company

of

(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 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

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

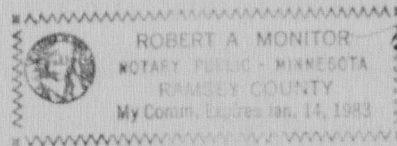
G. W. Pederson

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and

county above named, this 29th day of March, 19 79

My commission expires Jan. 14, 1983

Robert A. Monitor

(Signature of officer authorized to administer oaths)

[Use an L. S. Impression Seal.]

(For the use of the Interstate Commerce Commission only)

Examination:

Date _____
By _____
Memo of error _____

Correspondence:

Date _____
Subject _____
Answer needed _____
Answer received _____

Correction:

Date _____
Authority _____
Subject _____