

139700

ANNUAL REPORT 1977 CLASS 1

1 of 5

WESTERN PACIFIC RAILROAD SYSTEM

139700

R-1

CLASS I RAILROADS

APPROVED BY GAO

B-18C23C (R0470)

Expires 12-31-80

annual report

INTERSTATE
COMMERCE COMMISSION
REC'D

APR 3 1978

ADMINISTRATIVE SERVICES

RC000397 WESTERNPAC 1 0 1 139700
WESTERN PACIFIC RAILROAD SYSTEM
526 MISSION ST,
SAN FRANCISCO CA 94105

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, 1977

NOTICE

1. This Form for annual report should be filled out in triplicate and two copies returned to the Interstate Commerce Commission, Bureau of Accounts, Washington, D.C. 20-23, by March 31, of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part I of the Interstate Commerce Act:

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

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

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

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

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

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

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

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

4. If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legitimately made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferably at the inner margin; attachment by pins or clips is insufficient.

5. All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parenthesis.

6. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

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

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

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

Class I companies are those having annual operating revenues of \$10,000,000, or more. For this class, Annual Report Form R-1 is provided.

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

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

Switching and terminal companies are further classified as:

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

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

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

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

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

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

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

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

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

ANNUAL REPORT

OF

THE WESTERN PACIFIC RAILROAD SYSTEM

(Includes The Western Pacific Railroad Company, Sacramento Northern Railway, Tidewater Southern Railway Company, Western Pacific Transport Company, Standard Realty and Development Company and Delta Finance Co., Ltd.)

System reporting approved, effective January 1, 1972, per Mr. M. Paolo's letter dated November 16, 1971, File ACR-C, and Mr. James B. Thomas, Jr.'s letter dated June 16, 1975, File ACA/MAK.

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1977

Morgan (asst. Secy)

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

(Name) R. W. Stumbo, Jr. (Title) Vice President-Finance & Treasurer

(Telephone number) 415 982-2100
(Area code) (Telephone number)

(Office address) 526 Mission Street, San Francisco, CA 94105
(Street and number, city, State, and ZIP code)

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100. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number

and title in the space provided below.

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

Page	Schedule No.	Title
		(NONE)

101. IDENTITY OF RESPONDENT

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

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

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

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

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

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

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

1. Exact name of common carrier making this report *The Western Pacific Railroad Company

2. Date of incorporation *June 16, 1916

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

California: In accordance with Part 3 Division First of the Civil Code
of the State of California

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

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

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

No

7. Class of switching and terminal company

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

*This is a System report of The Western Pacific Railroad Company and its
subsidiary lines. (For names of companies and other information see Page 17)

102. DIRECTORS

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

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.

4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)
1	C. F. Bateman	Hartford, CT 06102	5/4/77	5/3/78	None
2	R. G. Flannery	San Francisco, CA 94105	5/4/77	5/3/78	None
3	A. Leon Fergenson	New York, NY 10022	5/4/77	5/3/78	None
4	A. C. Fyler	West Hartford, CT 06107	5/4/77	5/3/78	None
5	R. H. Haines	New York, NY 10022	5/4/77	5/3/78	None
6	R. V. Hansberger	Boise, ID 83702	5/4/77	5/3/78	None
7	R. A. Kavesh	New York, NY 10006	5/4/77	5/3/78	None
8	J. R. McCormick	Bloomfield, CT 06002	5/4/77	5/3/78	None
9	H. A. Newman	New York, NY 10022	5/4/77	5/3/78	None
10	W. C. Scott	New York, NY 10022	5/4/77	5/3/78	None
11	J. I. Speyer	New York, NY 10019	5/4/77	5/3/78	None
12					
13					
14					
15					
16					
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18					
19					
20					
21					
22					
23	Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year:				
24	Chairman of board _____		Secretary (or clerk) of board <u>William D. Brew</u>		
25	Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman), and state briefly the powers and duties of that committee:				
26	<u>Howard A. Newman (Chairman), A. Leon Fergenson, Robert G. Flannery, Robert H. Haines, William C. Scott</u>				
27	<u>(See note page 3)</u>				

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

Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	Chairman Executive				345 Park Avenue
2	Committee	All	Howard A. Newman	None	New York, NY 10022
3	President & Chief				526 Mission Street
4	Executive Officer	All	Robert G. Flannery	None	San Francisco, CA 94105
5	VP-Marketing	Marketing	Roger G. Meldahl	None	" " " "
6	VP-Operation	Operating	Robert C. Marquis	None	" " " "
7	VP-Administration	Administration	F. A. Tegeler	None	" " " "
8	VP-Finance-Treasurer	Finance	Richard W. Stumbo, Jr.	None	" " " "
9	VP-Law	Law	Walter G. Treanor	None	" " " "
10	VP-Indust. Development	Industrial	Alexis P. Victors	None	" " " "
11	Corporate Secty.	None	William D. Brew	None	" " " "
12	Asst. Corp. Secty.	None	Katherine M. Griffin	None	" " " "
13	Asst. Corp. Secty.	None	Clarke Brinckerhoff	None	345 Park Avenue
14					New York, NY 10022
15	Director of Pur-				
16	chases&Materials	Purchasing	William G. Luebke	None	526 Mission Street
17					San Francisco, CA 94105
18	Note:				
19	Executive Committee shall have and may exercise during the intervals between the meetings of the Board all the				
20	powers vested in the Board except the power to fill vacancies in the Board, power to declare dividends, power				
21	to change the numbers of or fill vacancies in the Executive Committee and the power to adopt, amend or repeal				
22	By-Laws.				
23					
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104. RELATIONSHIP OF RESPONDENT WITH AFFILIATED COMPANIES

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

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

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

value of the tangible property of the controlled company.

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

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

104 A. COMPANIES CONTROLLED BY RESPONDENT

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

etc.

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

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

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
1	Standard Realty & Development Co.	Real Estate	Purchase of	100%	
2			Capital Stock		
3	Sacramento Northern Railway	Railroad	" "	100%	
4	Tidewater Southern Ry. Company	Railroad	" "	100%	
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104A. COMPANIES CONTROLLED BY RESPONDENT—Continued

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
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21					
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27		(SEE PAGE 4)			
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104B. COMPANIES INDIRECTLY CONTROLLED BY RESPONDENT

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

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised over companies listed in column (a).

4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

5. In column (e) enter the names of intermediate companies through which control is exercised over companies listed in column (a).

Line No.	Name of company controlled (a)	Principal business activity (b)	Form of control (c)	Extent of control (d)	Name of intermediary through which control exists (e)
1	Delta Finance Company, Ltd.	Real Estate	Purchase of	100%	Standard Realty &
2			Capital Stock		Development Company
3					
4	Western Pacific Transport Co.	TOFC Operations	Purchase of		
5			Capital Stock	100%	Standard Realty &
6					Development Company
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104C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT

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

Line No.	Name of company controlled (a)	Principal business activity (b)	Forms of Control (c)	Extent of control (d)	Name of controlling company or individual (e)
1	Veeder Industries Inc.	Manufacturing	Common Stock	100%	Western Pacific Industries Inc.
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104 D. COMPANIES CONTROLLING RESPONDENT

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

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised by the company immediately controlled by it.

4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
1	Western Pacific Industries Inc.	A diversified holding company	Exchange of Capital Stock	100%
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				

108 STOCKHOLDERS REPORTS

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

Check appropriate box:

☒ Two copies are attached to this report.

☐ Two copies will be submitted _____ (date)

☐ No annual report to stockholders is prepared.

Road Initials: WPS

year: 1977

7

NOTES AND REMARKS

109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ None per share; first preferred, None per share; second preferred, None per share; debenture stock, \$ None per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.

4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.

5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.

6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing Stock Books were not closed. (See note, Question 9, Line 12)

7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year. 1,917,112 votes, as of December 31, 1977

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, (Date) 1 stockholders.

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

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

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common	PREFERRED	
	(a)	(b)	(c)	(d)	Second (e)	First (f)
1	Western Pacific Industries	345 Park Avenue	1,917,112	1,917,112		
2	Inc.	New York, NY 10022				
3						
4						
5						
6						
7						
8						
9						
10						
11						
12	Note: The record date of April 29, 1977 for stockholders entitled to vote at the					
13	annual meeting on May 4, 1977 was established under the provision of					
14	Section 2215 of the California Corporations Code.					
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						

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

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 1,917,112
votes cast.

11. Give the date of such meeting. May 4, 1977

12. Give the place of such meeting. New York Hilton Hotel

1335 Avenue of the Americas

New York, NY

NOTES AND REMARKS

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS		137	(1,931)
1	(701) Cash		19,250	10,541
2	(702) Temporary cash investments (p. 23)			
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)			
5	(705) Traffic, car service and other balances—Dr.		6,526	4,764
6	(706) Net balance receivable from agents and conductors		2,694	2,071
7	(707) Miscellaneous accounts receivable		814	47
8	(708) Interest and dividends receivable		13,774	13,083
9	(709) Accrued accounts receivable (p. 23)		45	8
10	(710) Working fund advances		1,569	947
11	(711) Prepayments (p. 23)		4,958	6,402
12	(712) Material and supplies		268	269
13	(713) Other current assets (p. 23)			
14	(714) Deferred income tax charges (p. 87)		50,035	36,201
15	Total current assets			
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)	893	893	1
17	(716) Capital and other reserve funds (pp. 24 and 25)	104	104	5,043
18	(717) Insurance and other funds (pp. 24 and 25)	66	66	65
19	Total special funds		1,063	5,109
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		3,425	3,467
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)			
22	(722) Other investments (pp. 32-35)		901	1,014
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)		58	58
24	(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Cr.			
25	Total investments (accounts 721, 722, 723, and 724)		4,268	4,423
	PROPERTIES			
26	(731) Road and equipment property: Road		166,542	164,084
27	Equipment		115,579	114,334
28	General expenditures		33	33
29	Other elements of investment		(22,892)	(22,892)
30	Construction work in progress			
31	Total (pp. 38-41)		259,262	255,559
32	(732) Improvements on leased property: Road		2,357	2,028
33	Equipment			
34	General expenditures		73	73
35	Total (pp. 38-41)		2,430	2,101
36	Total transportation property (accounts 731 and 732)		261,692	257,660
37	(733) Accrued depreciation—Improvements on leased property (p. 45 B)		(1,506)	(1,420)
38	(735) Accrued depreciation—Road and equipment (pp. 45 and 46)		(86,888)	(81,771)
39	(736) Amortization of defense projects—Road and Equipment (p. 47)		(1,458)	(1,464)
40	Recorded depreciation and amortization (accounts 733, 735 and 736)		(89,852)	(84,655)
41	Total transportation property less recorded depreciation and amortization		171,840	173,005
42	(737) Miscellaneous physical property (pp. 52 and 53)		18,329	18,345
43	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(1,704)	(1,539)
44	Miscellaneous physical property less recorded depreciation (account 737 less 738)		16,625	16,806
45	Total properties less recorded depreciation and amortization		188,465	189,811

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

NOTE—See page 12 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.

For compensating balances not legally restricted, see Schedule 202.

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
46	(741) Other assets (p. 54)		1,047	453
47	(743) Other deferred charges (p. 54)		1,874	708
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		2,921	1,161
50	TOTAL ASSETS		246,752	236,705

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES

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

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

(a) Estimated accumulated net reduction in Federal income taxes since December 31, 1949, because of accelerated amortization of emergency facilities in excess of recorded depreciation under Section 168 (formerly Section 124-A) of the Internal Revenue Code \$ 518

(b) Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below \$ 21,325

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

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

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

(c)(i) Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended \$ 5,697

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

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

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

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

(iii) Show the amount of investment tax credit carryover at year end—\$ 5,727

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

(e) Estimated accumulated net reduction in Federal income taxes because of amortization of certain rights-of-way investments since December 31, 1969, under the provisions of Section 185 of the Internal Revenue Code—\$ 1,140

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

Description of obligation	Year accrued	Account No.	Amount
30 Year 5%			
Income Debentures	1977	757	\$256
			\$ 256

Continued on following page

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		\$	\$
52	(752) Traffic, car service and other balances—Cr.		3,144	1,285
53	(753) Audited accounts and wages payable		2,576	988
54	(754) Miscellaneous accounts payable		1,925	1,580
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid		3	3
57	(757) Unmatured interest accrued		784	986
58	(758) Unmatured dividends declared			
59	(759) Accrued accounts payable (p. 63)		13,987	11,430
60	(760) Federal income taxes accrued (p. 64)		496	786
61	(761) Other taxes accrued (p. 64)		1,518	1,944
62	(762) Deferred income tax credits (p. 87)			
63	(763) Other current liabilities (p. 63)		9,683	7,687
64	Total current liabilities (exclusive of long-term debt due within one year)		34,116	26,689
LONG-TERM DEBT DUE WITHIN ONE YEAR				
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued (a2) Held by or for respondent	5,707	5,840
LONG-TERM DEBT DUE AFTER ONE YEAR				
66	(765) Funded debt unmatured (pp. 56-59)	25,968	25,968 25,830	21,270
67	(766) Equipment obligations (pp. 56-59)	32,921	32,921 16,109	36,503 17,405
68	(766.5) Capitalized lease obligations		16,950	19,098
69	(767) Receivers' and Trustees' securities (pp. 56-59)			
70	(768) Debt in default (pp. 56-59)			
71	(769) Amounts payable to affiliated companies (p. 62)			
72	(770.1) Unamortized discount on long-term debt		(101)	-
73	(770.2) Unamortized premium on long-term debt			
74	Total long-term debt due after one year		58,788	57,773
RESERVES				
75	(771) Pension and welfare reserves (p. 65)			74
76	(774) Casualty and other reserves (p. 65)		1,770	1,714
77	Total reserves		1,770	1,788
OTHER LIABILITIES AND DEFERRED CREDITS				
78	(781) Interest in default (p. 58)			
79	(782) Other liabilities (p. 65)		1,157	1,095
80	(784) Other deferred credits (p. 65)		2,088	1,823
81	(785) Accrued liability—Leased property (p. 45A)			
82	(786) Accumulated deferred income tax credits (p. 87)		18,928	19,313
83	Total other liabilities and deferred credits		22,173	22,231
SHAREHOLDERS' EQUITY				
<i>Capital stock (Par or stated value)</i>				
84	(791) Capital stock issued: Common stock (p. 67)	(a1) Total issued (a2) Nominally issued securities	36,211	36,211
85	Preferred stock (p. 67)			
86	Total		36,211	36,211
87	(792) Stock liability for conversion (p. 68)			
88	(793) Discount on capital stock			
89	Total capital stock		36,211	36,211
<i>Capital surplus</i>				
90	(794) Premiums and assessments on capital stock (p. 69)		491	491
91	(795) Paid-in surplus (p. 69)		5,294	5,294
92	(796) Other capital surplus (p. 69)			
93	Total capital surplus		5,785	5,785

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
94	(797) Retained income—Appropriated (p. 69)		1,052	5,963
95	(798) Retained income—Unappropriated (p. 20)		81,150	74,425
96	(798.1) Net unrealized loss on noncurrent marketable equity securities			
97	Total retained income		82,202	80,388
	Treasury Stock			
98	(798.5) Less: Treasury stock		124,198	122,384
99	Total shareholders' equity		246,752	236,705
100	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			

200. COMPARATIVE GENERAL BALANCE SHEET—EXPLANATORY NOTES—Continued

3. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts. \$

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

5. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: (See Pension Plans - Page 15)

(b) Show amount of past service pension costs determined by actuaries at year end. \$ 4,951

(c) Total pension costs for year: \$ 303

Normal cost. \$ 431

Amortization of past service costs.

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. (See Pension Plans - Page 15) \$ 990

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

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

(ii) If funding is by trust agreement, list trustee(s). Bank of America

Date of trust agreement or latest amendment. January 1, 1975

If respondent is affiliated in any way with the trustee(s), explain affiliation.

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

(g)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify

Yes ☐ No ☒

If yes, give number of the shares for each class of stock or other security.

(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes ☒ No ☐ If yes, who determines how stock is voted? Normally the Trustee

6. 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 ☒

7. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year.

Deferred maintenance. \$ 3,420

Delayed capital improvements. \$ 1,630

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Concluded

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

(a) Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
	\$	\$	\$	
(Current Yr.) Current Portfolio	None	None	None	XXXXX
as of / / Noncurrent Portfolio	None	None	XXXXX	None
(Previous Yr.) Current Portfolio	None	None	XXXXX	XXXXX
as of / / Noncurrent Portfolio	None	None	XXXXX	XXXXX

(b) At / / , gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$ None	\$ None
Noncurrent	None	None

(c) 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.

NOTES AND REMARKS

NOTES AND REMARKS

December 31, 1977 and 1976 reflect capitalization of leases under FASB No. 13 as follows:

	<u>December 31</u> <u>1977</u>	<u>December 31</u> <u>1976</u>
<u>Balance Sheet</u>		
Properties		
Transportation	\$ 28,399	\$ 28,399
Accumulated depreciation and amortization	<u>(12,190)</u>	<u>(9,728)</u>
Net Properties	16,209	18,671
Current Liabilities		
Current portion of capital leases	2,149	2,152
Long-Term Liabilities		
Capital Leases	16,950	19,098
Deferred Federal Income Taxes	(1,387)	(1,238)
Retained Earnings	(1,503)	(1,341)

PENSION PLANS (Lines 5a&d Page 13)

Railroad has two pension plans. A noncontributory funded pension plan covers all salaried employees. Pension costs charged to current earnings include charges for current service and amortization of prior years' service costs principally over a 40-year period. Accrued pension costs are funded currently except for a non-contributory plan which preceded the present plan and represents payments to certain former employees that have retired. Payments under this plan, which were charged to operations when paid, amounted to \$162,000 in 1977 (\$188,000 in 1976).

Total pension expense amounted to \$896,000 in 1977 and \$848,000 in 1976.

At December 31, 1977, for the salaried employees plan, the unfunded prior service cost was approximately \$4,951,000 and the actuarially computed value of vested benefits exceeded the amount in the pension fund by approximately \$990,000.

WPRR is party to a service interruption insurance agreement under which additional premiums, in the maximum amount of \$1,307,380 of December 31, 1977, may arise from work stoppages on other roads.

100. INCOME ACCOUNT FOR THE YEAR

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

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

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

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)	127,237	111,104	
2	(531) Railway operating expenses (p. 74)	108,353	95,998	
3	Net revenue from railway operations	18,884	15,106	
4	(532) Railway tax accruals (p. 86)	9,878	9,873	
5	(533) Provision for deferred taxes (p. 87)	(385)	(873)	
6	Railway operating income	9,391	6,106	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment— Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)		29	
9	(505) Rent from passenger-train cars (p. 91)			
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment			
12	(508) Joint facility rent income	1,299	974	
13	Total rent income	1,299	1,003	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment— Debit balance (p. 90)	1,753	792	
15	(537) Rent for locomotives (p. 91)	190	145	
16	(538) Rent for passenger-train cars (p. 91)			
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment		2	
19	(541) Joint facility rents	776	782	
20	Total rents payable	2,719	1,721	
21	Net rents (lines 13, 20)	(1,420)	(718)	
22	Net railway operating income (lines 6, 21)	7,971	5,388	
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)			
25	(510) Miscellaneous rent income (p. 88)	393	296	
26	(511) Income from nonoperating property (p. 53)	200	247	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)	3	31	
29	(514) Interest income	1,379	713	
30	(516) Income from sinking and other reserve funds	292	4	
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1) 216	391	
34	Dividend income (from investments under equity only)	\$		
35	Undistributed earnings (losses)			
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)			
37	Total other income	2,483	1,682	
38	Total income (lines 22, 37)	10,454	7,070	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)	131	132	
42	(544) Miscellaneous tax accruals (p. 53)	379	402	
43	(545) Separately operated properties—Loss (p. 89)	233	240	

300. INCOME ACCOUNT FOR THE YEAR—Continued

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

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

4. Any unusual accruals involving substantial amounts included in column (h) on lines 7 to 14,

inclusive, should be fully explained in a footnote.

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

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

RAIL-LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	
\$	\$	\$	\$	\$	\$	\$	
127,237		127,237					1
108,353		108,353					2
x x x x x	x x x x x	18,884	x x x x x	x x x x x			3
9,878		9,878					4
(385)		(385)					5
x x x x x	x x x x x	9,391	x x x x x	x x x x x			6
							7
							8
							9
							10
							11
1,299		1,299					12
x x x x x	x x x x x	1,299	x x x x x	x x x x x			13
1,753		1,753					14
190		190					15
							16
							17
							18
776		776					19
x x x x x	x x x x x	2,719	x x x x x	x x x x x			20
x x x x x	x x x x x	(1,420)	x x x x x	x x x x x			21
x x x x x	x x x x x	7,971	x x x x x	x x x x x			22

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

The Western Pacific Railroad Company
 Sacramento Northern Railway
 Tidewater Southern Railway Company
 Standard Realty and Development Company
 Delta Finance Company, Ltd.
 Western Pacific Transport Company

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	204	129	
47	Total miscellaneous deductions	947	903	
48	Income available for fixed charges (lines 38, 47)	9,507	6,167	
Fixed Charges				
49	(542) Rent for leased roads and equipment (p. 92)			
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default	4,401	3,879	
51	(b) Interest in default			
52	(547) Interest on unfunded debt	33	7	
53	(548) Amortization of discount on funded debt	33	14	
54	Total fixed charges	4,437	3,900	
55	Income after fixed charges (lines 48, 54)	5,070	2,267	
Other Deductions				
	(546) Interest on funded debt:			
56	(c) Contingent interest	256	292	
UNUSUAL OR INFREQUENT ITEMS				
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	4,814	1,975	
DISCONTINUED OPERATIONS				
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	4,814	1,975	
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES				
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)			
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)			
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)			
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	4,814	1,975	

* Less applicable income taxes of:

\$

555 Unusual or infrequent items-Net-(Debit) credit	None
560 Income (loss) from operations of discontinued segments	None
562 Gain (loss) on disposal of discontinued segments	None
592 Cumulative effect of changes in accounting principles	None

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

INCOME ACCOUNT FOR THE YEAR—EXPLANATORY NOTES

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

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

Note: Years 1977 and 1976 Income Statement reflect capitalization of leases under FASB No. 13.

305. RETAINED INCOME - UNAPPROPRIATED

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

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

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

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 3 and 7, should agree with line 69, column (b), schedule 300.

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

Line No.	Item (a)	Retained income - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 74,425	\$
2	(601.5) Prior period adjustments to beginning retained income		
	CREDITS		
3	(602) Credit balance transferred from income	4,814	
4	(606) Other credits to retained income		
5	(622) Appropriations released	11,213	
6	Total	16,027	
	DEBITS		
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income		
9	(620) Appropriations for sinking and other reserve funds	6,302	
10	(621) Appropriations for other purposes		
11	(623) Dividends (p. 20)	3,000	
12	Total	9,302	
13	Net increase (decrease) during year (Line 6 minus line 12)	6,725	
14	Balances at close of year (Lines 1, 2 and 13)	81,150	
15	Balance from line 14(c)	None	x x x x x
16	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	81,150	x x x x x
	Remarks		
17	Amount of assigned Federal income tax consequences: Account 606	None	x x x x x
18	Account 616	None	x x x x x

Note: See p. 94, schedule 396, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

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

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

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

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

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1	Common Stock	.52162		\$ 1,917,112	\$ 1,000	1-18-77	1-20-77
2	Common Stock	1.0432		1,917,112	2,000	11-16-77	12-1-77
3							
4				336,211			
5							
6							
7							
8							
9							
10							
11							
12							
13				Total	3,000		

309.-STATEMENT OF CHANGES IN FINANCIAL POSITION

Road Initials

WPS

Year 1977

21

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

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

Column

Reference

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

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

Items listed in this schedule are not inclusive of all possible sources and applications of working capital. Other sources and applications should be included in the appropriate section of the schedule.

Line No.	Reference			Description (d) (Dollars in thousands)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
				SOURCES OF WORKING CAPITAL.	\$
1	300	62	(b)	Working capital provided by operations:	
				Net income (loss) before extraordinary items	4,814
2	324	17	(b)	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:	9
3	396	-	-	Retirement of nondepreciable property	(820)
4	NOTE A	-	-	Loss (gain) on sale or disposal of tangible property	7,630
5	300	5	(b)	Add depreciation and amortization expenses	(385)
6	300	35	(a)	Net increase (decrease) in deferred income taxes	
7	200	74,77	(b) - (c)	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(18)
				Net increase (decrease) in noncurrent portion of estimated liabilities	
				Other (specify):	
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18				Total working capital from operations before extraordinary items	11,230

309.-STATEMENT OF CHANGES IN FINANCIAL POSITION—Continued

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
					\$
19	300	68	(b)	Working capital provided by operations (Continued): Extraordinary items and accounting changes _____	
20	300	63	(b)	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:	
21	300	65	(b)	Loss (gain) on extraordinary items _____	
22	300	67	(b)	Net increase (decrease) in deferred income taxes _____	
				Cumulative effect of changes in accounting principles _____	
				Other (specify): _____	
23				_____	
24				_____	
25				_____	
26				_____	
27				_____	
28				Total working capital from extraordinary items and accounting changes _____	
29				Total working capital from operations (lines 18 and 28) _____	11,230
30	-	-	-	Working capital from sources other than operating:	22,131
31	-	-	-	Proceeds from issuance of long-term liabilities _____	
32	-	-	-	Proceeds from sale/disposition of carrier operating property _____	
33	205	99	(l)	Proceeds from sale/disposition of other tangible property _____	1,832
	206	99	(k)	Proceeds from sale/repayment of investments advances _____	230
34	204	41	(f)	Net decrease in sinking and other special funds _____	9,190
35	229	15	(e) + (f)	Proceeds from issue of capital stock _____	
			-(i)	_____	
				Other (specify): _____	
36				Net increase in other liabilities _____	62
37				Net increase in other deferred credits _____	265
38				_____	
39				_____	
40				_____	
41				Total working capital from sources other than operating _____	33,710
42				Total sources of working capital (lines 29 and 41) _____	44,940

See APPLICATION OF WORKING CAPITAL on following page

309. STATEMENT OF CHANGES IN FINANCIAL POSITION—Concluded

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
				APPLICATION OF WORKING CAPITAL	\$
43	-	-	-	Amount paid to acquire/retire long-term liabilities	20,911
44	305	10	(b)	Cash dividends	3,000
45	211	52	(e)	Purchase price of carrier operating property	6,714
46	-	-	-	Purchase price of other tangible property	583
47	205	99	(j)	Purchase price of long-term investments and advances	75
	206	99	(i)		
48	204	41	(e)	Net increase in sinking or other special funds	5,144
49	229	15	(j)	Purchase price of acquiring treasury stock	
	-	-	-	Other (specify):	
50				Difference between face and cost of debt reacquired	205
51				Net increase in other assets	594
52				Net increase in other deferred charges	1,166
53				Miscellaneous	8
54					
55				Total application of working capital	38,400
56				Net increase (decrease) in working capital (line 42 less line 55) (show computations in Schedule 309S)	6,540

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

Schedule	Line	Column
322	26	(b)
326	3	(b)
330	9	(b)
214	22	(j)
200	72	(b) - (c)
200	73	(b) - (c)

309S.-CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.

Line No.	References			Description (d)	Balance, close of year (e)	Balance, beginning of year (f)	Net increase (decrease) (g)
	Schedule (a)	Line (b)	Column (c)				
1	200	1.2	(b)	Cash and temporary investments	\$ 19,387	\$ 8,610	\$ 10,777
2	200	4	(b)	Net receivables			
3	200	11	(b)	Prepayments	1,569	947	622
4	200	12	(b)	Materials and supplies	4,958	6,402	(1,444)
5	-	-	-	Other current assets not included above	24,121	20,242	3,879
6	200	51	(b)	Notes payable and matured obligations			
7	200	59	(b)	Accounts payable	13,987	11,430	(2,557)
8	200	65	(b)	Current equipment obligations and other debt	5,707	5,840	133
9	-	-	-	Other current liabilities not included above	20,129	15,259	(4,870)
10				Net increase (decrease) in working capital (= line 56, Schedule 309)	10,212	3,672	6,540

201. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

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

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

Line No.	Account No. (a)	Item (b)	(Dollars in Thousands)	Amount (c)
1	702	Temporary Cash Investment		\$ 19,250
2				
3	704			None
4				
5	709	Sundry Roads Estimated Unreported Freight Revenue		11,740
6	709	Estimated Equipment Rents Receivable		1,207
7	709	Estimated Disbursements Recollectible		380
8	709	Other Items Each Less Than \$250,000		447
9	709	Total		13,774
10				
11	711	Insurance Premiums Paid in Advance		672
12	711	Prepaid Interest on Mortgage Bonds		446
13	711	Prepaid Locomotive Lease		118
14	711	Other Items Each Less Than \$250,000		333
15	711	Total		1,569
16				
17	713	Unreported Advance Charges on Freight Forwarded		227
18	713	Refundable Federal Excise Tax on Lubricating Oil		23
19	713	Refundable Gasoline Tax State of California		12
20	713	Minor Items, Each Less Than \$250,000		6
21	713	Total		268
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				

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

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

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances under an agreement which legally restricts the use of such funds, and which constitute support for short-term borrowing arrangements, should be included in Schedule 203, account 703, Special deposits.
5. Compensating balances under an agreement which legally restricts the use of such funds and which constitute support for long-term borrowing arrangements and are reported in account 717, Insurance and other funds, should also be separately disclosed below.
6. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
7. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

(NONE)

Schedule 203.—SPECIAL DEPOSITS

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

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

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

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

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

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

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

Line No.	Account No.	Name, kind, and purpose of fund	Name of trustee or depository
	(a)	(b)	(c)
1	715	Bank of America Trustee	
2		30-Year 5% Income Debentures	
3			
4		Principal Int. 3 1/8% Bonds	
5	715	Total	
6			
7	716	Funds Earmarked Incentive Per Diem	
8			
9	716	Ex Parte 305, Capital and Other	
10		Reserve Funds	
11			
12	716	Bank of America, NT & SA	Bank of America, NT & SA
13		Conditional Sale Agreements	
14		Deposits in lieu of Equipment	
15		destroyed	
16			
17	716	First Pennsylvania Bank and Trust	
18		Deposits in Lieu of Equipment	
19		destroyed	
20	716	Total	
21			
22	717	Service Interruption Insurance	
23			
24		Grand Total	
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			

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

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

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

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

column (e).

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

(Dollars in thousands)

Balance at beginning of year—Book value (d)	Additions during the year—Book value (e)	Withdrawals during the year—Book value (f)	Balance at close of year—Book value (g)	Assets in Funds at Close of Year			Line No.
				Cash (h)	Securities issued or assumed by respondent (i)	Other securities and invested assets (j)	
\$							1
1			1	1			2
							3
	892		892	892			4
1	892		893	893			5
	846	814	32	32			6
							7
4,943	3,406	8,349					8
							9
							10
							11
							12
							13
14		28	56	56			14
							15
							16
16			16	16			17
5,043	4,252	9,191	104	104			18
							19
65	1		66	66			20
							21
5,109	5,145	9,191	1,063	1,063			22
							23
							24
							25
							26
							27
							28
							29
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							39
							40
							41

(Budget Bureau No. 60-R 381
Approval Expires 12/31/78)

202A. WORKING CAPITAL INFORMATION

1. Report below the information requested with respect to account No. 712, "Material and supplies"; 707, "Miscellaneous accounts receivable"; 754, "Miscellaneous accounts payable"; 761, "Other taxes accrued"; and 532, "Railway tax accruals".
2. Give the amount of issues from stock during the year for lines 1 thru 5 as it pertains to account 712, "Material and supplies".
3. Report on lines 6 and 7 only the amount applicable to common-carrier transportation service included in accounts 707 and 754.
4. Report on lines 8 and 9 the amount included in account balances for 761 and 532 which represent state income taxes. (Do not include taxes levied in lieu of property taxes.)
5. Report dollars in thousands.

Line No.	Item (a)	Amount (b)
1	Construction and additions and betterments _____	\$ 1,185
2	Common-carrier operating purposes _____	19,425
3	Used by other than respondent's lessor companies _____	33
4	Total _____	20,643
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material _____	--
6	Account 707 - Miscellaneous accounts receivable _____	473
7	Account 754 - Miscellaneous accounts payable _____	3
8	Account 761 - Other taxes accrued _____	345
9	Account 532 - Railway tax accruals _____	361

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 205 AND 206

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

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

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

(A) Stocks:

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

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

(C) Other secured obligations:

(D) Unsecured notes:

(E) Investment advances:

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

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

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

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

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

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

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

10. Show dollars in thousands.

NOTES AND REMARKS

205. INVESTMENTS IN AFFILIATED COMPANIES

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
1	721	A-1	VII	Salt Lake City Union Depot	% \$	\$	
2				and Railroad Company			
3				*Common Stock	50	100	
4				*Preferred Stock	50	300	
5	721	A-1	VII	Central California Traction Co.			
6				*Common Stock	33 1/3	399	
7				*Preferred Stock	33 1/3	265	
8				Equity Basis	33 1/3	12	
9	721	A-1	VII	Alameda Belt Line			
10				*Capital Stock	50	471	
11	721	A-1	VII	Oakland Terminal Railway			
12				*Capital Stock	50	113	
13	721	A-1		Pullman Company			
14				*Capital Stock	0.42	46	
15							
16				Total Class A-1		1,706	None
17							
18	721	A-3	X	Trailer Train Company			
19				*Common Stock	2.44	69	
20				*Note Receivable	2.44	120	
21	721	A-3	X	Fruit Growers Express			
22				*Common Stock	1.05	1,000	
23				Total Class A-3		1,189	
24				Grand Total Class A		2,895	
25	721	D-1	VII	Central California Traction Company			
26				*Note Receivable		18	
27	721	D-1	VII	R.E.A. Express			
28				*Note Receivable (Note 1)		58	
29				Total Class D-1		76	
30							
31	721	E-1	VII	*Alameda Belt Line		52	
32				*Oakland Terminal Railway		401	
33				Total Class E-1		453	
34							
35	721			Grand Total		3,424	
36							
37							
38				*Subject to Lien of First and Refunding Mortgage			
39							
40				Note 1. (Line 27): Reserve for Adjustment of Investment			
41				in A/C 723 - \$58,000.			
42							
43							
44							
45							
46							

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

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

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

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
							1
							2
	100						3
	300					3	4
							5
	399						6
	265						7
	12		24	24			8
							9
	471						10
							11
	113						12
							13
	46						14
							15
	1,706		24	24		3	16
							17
							18
	69						19
	120				7	9	20
							21
	1,000						22
	1,189					9	23
	2,895		24	24		12	24
							25
	18		19	19	10	4	26
							27
	58						28
	76		19	19		4	29
							30
	52						31
	401						32
	453						33
							34
	3,424		43	43		16	35
							36
							37
							38
							39
							40
							41
							42
							43
							44
							45
							46

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
							47
							48
							49
							50
							51
							52
							53
							54
							55
							56
							57
							58
							59
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206. OTHER INVESTMENTS

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged (e)	Unpledged (f)
(a)	(b)	(c)	(d)			
1	722	C-3	X	Promissory Notes, Notes Receivable	\$	\$
2				and Construction Loans.		
3						
4				Cargill Inc.		98
5				Triple E. Produce		---
6				Airport Industrial Park		82
7						
8				Chapel of the Chimes		17
9						
10				Smith Palmer		47
11						
12				Tri Valley Growers, Inc.		80
13				A. J. Torrano Realty		363
14				F. Greenhalgh		11
15				A. DeLazerda		8
16				McCall Oil & Chemical Corp.		49
17				Coors Distributing Co.		19
18				Kaiser Co.		6
19				Calaveras Park		44
20				Total Class C		824
21						
22	722	E-3	VII	Railroad Associations Work Funds		14
23			X	Cabot, Cabot & Forbes		64
24						
25				Total Class E		78
26						
27	722			Grand Total		902
28						
29						
30						
31						
32						
33						
34						
35						
36						
37						
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39						
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42						
43						
44						
45						
46						

206. OTHER INVESTMENTS—Continued

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

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

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

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

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year	Total book value (h)		Book value (j)	Selling price (k)	Rate (l) %	Amount credited to income (m) \$	
In sinking, insurance, and other funds (g)							
\$	\$	\$	\$	\$			
							1
							2
	98		11	11	6.0	6	3
	---		7	7	6.5		4
	82		34	34	7.0	6	5
							6
	17		5	5	9.0	2	7
							8
	47		11	11	7.0	3	9
							10
	80		4	4	6.0	5	11
	363		32	32	6.25	4	12
	11		1	1	8.5	1	13
	8		---	---	8.5	1	14
	49		25	25	Var.	7	15
	19		13	13	Var.	3	16
	6		2	2	Var.		17
	44	75	31	31	10.0	2	18
	824	75	176	176		40	19
							20
	14				Var.		21
	64		11	11	Var.		22
							23
	78		11	11		None	24
							25
	902	75	187	187		40	26
							27
							28
							29
							30
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206. OTHER INVESTMENTS—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
47					\$	\$
48						
49						
50						
51						
52						
53						
54						
55						
56				(BLANK)		
57						
58						
59						
60						
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206. OTHER INVESTMENTS—Concluded							Line No.
INVESTMENTS AT CLOSE OF YE/ R		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$	\$	\$	%	\$	
							47
							48
							49
							50
							51
							52
							53
							54
			(BLANK)				55
							56
							57
							58
							59
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207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
Undistributed Earnings From Certain Investments in Affiliated Companies

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

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

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

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

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

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

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

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

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held. (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
	Carriers: (List specifics for each company)						
1	(Not Applicable)	\$	\$	\$	\$	\$	\$
2							
3	Respondent is filing this report on a						
4	fully consolidated basis.						
5							
6							
7							
8							
9							
10							
11							
12							
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24							
25							
26							
27							
28							

Road Initials:

WPS

Year: 1977

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

Undistributed Earnings From Certain Investments in Affiliated Companies

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses), during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
29	Carriers: (List specifics for each company).	\$	\$	\$	\$	\$	\$
30							
31	(Not Applicable)						
32							
33	Respondent is filing this report on a						
34	fully consolidated basis						
35							
36							
37							
38							
39							
40							
41							
42							
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51							
52							
53							
54							
55							
56							
57							
58							
59	Total						
60	Noncarriers: (Show totals only for each column)						
61	Total (lines 59 and 60)						

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

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

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

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1		(Not Applicable)	\$	\$
2				
3		Respondent is filing this report		
4		on a fully consolidated basis		
5				
6				
7				
8				
9				
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209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES—Continued

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

3. Investments in U.S. Treasury obligations may be combined in a single item.
4. Column (a), Class No., should show classifications as provided in instructions 3 and 4, page 87.

(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Names of subsidiaries in connection with things owned or controlled through them	Line No.
Book value (e)	Selling price (f)		
\$	\$		1
	(Not Applicable)		2
			3
			4
			5
			6
			7
			8
			9
			10
			11
			12
			13
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211. ROAD AND EQUIPMENT PROPERTY (See Instructions page 40)

Line No	Account (a)	(Dollars in thousands) (b)	Balance at beginning of year (c)	Expenditures during the year for original road and equipment, and road extensions (d)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (e)
1	(1) Engineering	\$ 4,423	\$		
2	(2) Land for transportation purposes	7,055			
3	(2 1/2) Other right-of-way expenditures	165			
4	(3) Grading	34,335			
5	(5) Tunnels and subways	16,249			
6	(6) Bridges, trestles, and culverts	13,718			
7	(7) Elevated structures				
8	(8) Ties	6,828			
9	(9) Rails	15,595			
10	(10) Other track material	14,353			
11	(11) Ballast	6,988			
12	(12) Track laying and surfacing	7,322			
13	(13) Fences, snow sheds, and signs	699			
14	(16) Station and office buildings	6,048			
15	(17) Roadway buildings	982			
16	(18) Water stations	127			
17	(19) Fuel stations	704			
18	(20) Shops and enginehouses	5,358			
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	908			
22	(24) Coal and ore wharves				
23	(25) TOFC/COFC terminals	687			
24	(26) Communication systems	2,871			
25	(27) Signals and interlockers	11,056			
26	(29) Power plants	1			
27	(31) Power-transmission systems	307			
28	(35) Miscellaneous structures	23			
29	(37) Roadway machines	3,873			
30	(38) Roadway small tools	42			
31	(39) Public improvements—Construction	3,221			
32	(43) Other expenditures—Road	46			
33	(44) Shop machinery	2,052			
34	(45) Power-plant machinery	76			
35	Other (specify and explain)				
36	Total expenditures for road	166,112			
37	(52) Locomotives	25,660			
38	(53) Freight-train cars	85,078			
39	(54) Passenger-train cars				
40	(55) Highway revenue equipment	581			
41	(56) Floating equipment	1,460			
42	(57) Work equipment	854			
43	(58) Miscellaneous equipment	694			
44	Total expenditures for equipment	114,334			
45	(71) Organization expenses	8			
46	(76) Interest during construction	29			
47	(77) Other expenditures—General	69			
48	Total general expenditures	106			
49	Total	280,552			
50	(80) Other elements of investment (p. 33)	(22,892)			
51	(90) Construction work in progress				
52	Grand Total	257,660			

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

EXPENDITURES FOR ADDITIONS AND BETTERMENTS DURING THE YEAR		CREDITS FOR PROPERTY RETIRED DURING THE YEAR		Net changes during the year (i)	Balance at close of year (j)	Line No.
Made on owned property (e)	Made on leased property (f)	Owmed property (g)	Leased property (h)			
\$ 56	\$ 1	\$ 2	\$	\$ 55	\$ 4,478	1
13		26		(13)	7,042	2
					165	3
54		1		53	34,388	4
116				116	16,365	5
169		16		153	13,871	6
						7
121		5		116	6,944	8
498		5		493	16,088	9
602		2		600	14,553	10
54		2		52	7,040	11
200		3		197	7,519	12
9				9	708	13
628	57	70		606	6,654	14
51		52		(1)	981	15
					127	16
		39		(39)	665	17
38		111		(73)	5,285	18
						19
					908	20
						21
29	254			283	970	22
19	6	1		24	2,895	23
32	11	18		25	11,081	24
					1	25
					307	26
					23	27
368		367		1	3,874	28
					42	29
82		12		70	3,291	30
					46	31
168		91		77	2,129	32
		17		(17)	59	33
						34
3,307	329	849	None	2,787	168,899	35
61		17		44	25,711	36
3,138		2,122		1,016	86,094	37
						38
179				179	760	39
					1,460	40
29		23		6	860	41
					694	42
3,407	None	2,162	None	1,245	115,579	43
					8	44
					29	45
					69	46
None	None	None	None	None	106	47
6,714	329	3,011	None	4,032	284,584	48
					(22,892)	49
						50
6,714	329	3,011	None	4,032	261,692	51

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 211 ON PAGE'S 38 and 39

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

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

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

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

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

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

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

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

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

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

10. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving termini and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.

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

12. Show dollars in thousands.

NOTES AND REMARKS

211A. OTHER ELEMENTS OF INVESTMENT

1. Give particulars and explanation of all entries in account No. 80, "Other elements of investment," during the year.

2. In column (b) show the account number to which the entries in column (c) were credited and the account number to which the entries in

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

(Dollars in thousands)

Line No.	Item (a)	Contra account number (b)	Charges during the year (c)	Credits during the year (d)
1	(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				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				
45				
46				
47				
48				
49				
50	TOTALS	x x x		
51	NET CHANGES	x x x		

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

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

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

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

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

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

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

Line No.	(Dollars in thousands) Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
		\$	\$	%	\$	\$	%
	ROAD						
1	(1) Engineering	4,370	4,410				
2	(2-1/2) Other right-of-way expenditures	145	145				
3	(3) Grading	33,878	33,932				
4	(5) Tunnels and subways	16,243	16,361				
5	(6) Bridges, trestles, and culverts	13,631	13,771				
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	697	707				
8	(16) Station and office buildings	4,069	4,349				
9	(17) Roadway buildings	980	965				
10	(18) Water stations	117	117				
11	(19) Fuel stations	575	535				
12	(20) Shops and enginehouses	5,343	5,261				
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	253	253				
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	687	716				
18	(26) Communications systems	2,851	2,867				
19	(27) Signals and interlockers	10,776	10,779				
20	(29) Power plants	1	1				
21	(31) Power transmission systems	298	298				
22	(35) Miscellaneous structures	23	23				
23	(37) Roadway machines	2,757	2,756				
24	(39) Public improvements—Construction	3,219	3,289				
25	(44) Shop machinery	2,046	2,123				
26	(45) Power plant machinery	76	59				
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	103,041	103,717	(A)			
	EQUIPMENT						
30	(4) Locomotives	18,863	18,907				
31	(53) Freight-train cars	66,391	67,583				
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment	15	195				
34	(56) Floating equipment	1,460	1,460				
35	(57) Work equipment	854	875				
36	(58) Miscellaneous equipment	464	465				
37	Total equipment	88,047	89,485	(A)			
38	GRAND TOTAL	191,088	193,202	XX XX			XX XX

Note A - Refer to Individual Railroad Schedules included in this R-1 for composite rates used and notes thereto.

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

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

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

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

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

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

Line No.	(Dollars in thousands) Account (a)	Depreciation base		Annual composite rate (percent) (d)
		At beginning of year (b)	At close of year (c)	
		\$	\$	%
	ROAD			
1	(1) Engineering	2	2	8.70
2	(2-1/2) Other right-of-way expenditures			
3	(3) Grading	6	6	8.70
4	(5) Tunnels and subways			
5	(6) Bridges, trestles, and culverts	4	3	8.70
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs			
8	(16) Station and office buildings	426	404	8.70
9	(17) Roadway buildings			
10	(18) Water stations			
11	(19) Fuel stations	118	118	8.70
12	(20) Shops and enginehouses			
13	(21) Grain elevators			
14	(22) Storage warehouses			
15	(23) Wharves and docks	33	29	8.70
16	(24) Coal and ore wharves			
17	(25) TOFC/COFC terminals		235	8.70
18	(26) Communications systems			
19	(27) Signals and interlockers			
20	(29) Power plants			
21	(31) Power transmission systems	8	7	8.70
22	(35) Miscellaneous structures			
23	(37) Roadway machines			
24	(39) Public improvements—Construction			
25	(44) Shop machinery			
26	(45) Power plant machinery			
27	All other road accounts	57	52	8.70
28	Amortization (other than defense projects)			
29	Total road	654	856	8.70
	EQUIPMENT			
30	(52) Locomotives			
31	(53) Freight-train cars			
32	(54) Passenger-train cars			
33	(55) Highway revenue equipment			
34	(56) Floating equipment			
35	(57) Work equipment			
36	(58) Miscellaneous equipment			
37	Total equipment	None	None	None
38	GRAND TOTAL	654	856	XXXX

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

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

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

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

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering	1,168	44		2		1,210
2	(2-1/2) Other right-of-way expenditures	52	3				55
3	(3) Grading	821	27				848
4	(5) Tunnels and subways	2,704	104				2,808
5	(6) Bridges, trestles, and culverts	7,532	180		15		7,697
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	668	14				682
8	(16) Station and office buildings	1,948	353		72		2,229
9	(17) Roadway buildings	463	26		47		442
10	(18) Water stations	128	4				132
11	(19) Fuel stations	182	15		28		169
12	(20) Shops and enginehouses	2,228	127		116		2,239
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	191	4				195
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	33	33				66
18	(26) Communication systems	1,189	61		1		1,249
19	(27) Signals and interlockers	6,420	337		18		6,739
20	(29) Power plants						
21	(31) Power-transmission systems	319	9				328
22	(35) Miscellaneous structures	20	1				21
23	(37) Roadway machines	2,383	306		276		2,413
24	(39) Public improvements—Construction	656	28		1		683
25	(44) Shop machinery*	980	51		84		947
26	(45) Power-plant machinery*	67	2		18		51
27	All other road accounts	1,119					1,119
28	Amortization (other than defense projects)						
29	Total road	31,271	1,729		678		32,322
	EQUIPMENT						
30	(52) Locomotives	15,200	1,250		(6)		16,456
31	(53) Freight-train cars	33,121	4,134		1,407		35,848
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment	198	95		5		288
34	(56) Floating equipment	879	44				923
35	(57) Work equipment	773	23		111		685
36	(58) Miscellaneous equipment	329	42		5		366
37	Total equipment	50,500	5,588		1,522		54,566
38	GRAND TOTAL	81,771	7,317	None	2,200	None	86,888

*Chargeable to account 305

211E. ACCRUED LIABILITY--LEASED PROPERTY

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

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

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

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

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

(Dollars in thousands)

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

*Chargeable to account 805.

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

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

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

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

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

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD						
1	(1) Engineering	20	1				21
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	259					259
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts		1				1
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings	314	44				358
9	(17) Roadway buildings	2					2
10	(18) Water stations	9					9
11	(19) Fuel stations	16	3				19
12	(20) Shops and enginehouses						
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	535	4				539
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals		22				22
18	(26) Communication systems	2	2				4
19	(27) Signals and interlockers		3				3
20	(29) Power plants						
21	(31) Power-transmission systems	1					1
22	(35) Miscellaneous structures						
23	(37) Roadway machines						
24	(39) Public improvements—Construction						
25	(44) Shop Machinery*						
26	(45) Power-plant machinery*						
27	All other road accounts & Gen.Accts.	262	6				268
28	Total road	1,420	86				1,506
	EQUIPMENT						
29	(52) Locomotives						
30	(53) Freight-train cars						
31	(54) Passenger-train cars						
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment						
35	(58) Miscellaneous equipment						
36	Total equipment	None					
37	GRAND TOTAL	1,420	86				1,506

*Chargeable to account 305.

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

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

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

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

(Dollars in thousands)

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

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

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

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

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

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

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

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

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21	TOTAL ROAD				1,409				1,409
	EQUIPMENT:								
22	(52) Locomotives								
23	(53) Freight-train cars		6		49		6		49
24	(54) Passenger-train cars								
25	(55) Highway revenue equipment								
26	(56) Floating equipment								
27	(57) Work equipment								
28	(58) Miscellaneous equipment								
29	TOTAL EQUIPMENT		6		49		6		49
30	GRAND TOTAL		6		1,458		6		1,458

Road Initials

MPS

Year 1977

139700

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NOTES AND REMARKS

2111. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

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

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

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

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

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

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

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

(Dollars in thousands)

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)
1	Box-Steel-General Service - XM	25	774	\$ 816	P
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25	TOTAL	25	X X X X	816	X X X X

REBUILT UNITS

1	Box-Steel-Insulated-General Service-XLI	48	1 942	1,857	P
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13	TOTAL	48	X X X X	1,857	X X X X
14	GRAND TOTAL	73	X X X X	2,673	X X X X

211N-1 INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE (SEE INSTRUCTION 2)

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

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

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

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

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

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

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

Line No.	Class (See Ins. 2) (a)	Name of company (b)	Miles of road owned (See Ins. 4) (c)	Investment in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)
1	R	The Western Pacific Railroad System	1,332	\$ 261,692	\$ 89,852
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					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39		TOTAL ♦	1,332	261,692	89,852

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

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

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

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

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

5. Report dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary) companies (d)	Other leased properties (e)
1	(1) Engineering	\$ 4,478	\$	\$	\$
2	(2) Land for transportation purposes	7,042			
3	(2 1/2) Other right-of-way expenditures	165			
4	(3) Grading	34,388			
5	(5) Tunnels and subways	16,365			
6	(6) Bridges, trestles, and culverts	13,871			
7	(7) Elevated structures				
8	(8) Ties	6,944			
9	(9) Rails	16,088			
10	(10) Other track material	14,953			
11	(11) Ballast	7,040			
12	(12) Track laying and surfacing	7,519			
13	(13) Fences, snowsheds, and signs	708			
14	(14) Station and office buildings	6,654			
15	(17) Roadway buildings	981			
16	(18) Water stations	127			
17	(19) Fuel stations	665			
18	(20) Shops and enginehouses	5,285			
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	908			
22	(24) Coal and ore wharves				
23	(25) TOFC/COFC terminals	970			
24	(26) Communication systems	2,895			
25	(27) Signals and interlockers	11,081			
26	(29) Power plants	1			
27	(31) Power-transmission systems	307			
28	(35) Miscellaneous structures	23			
29	(37) Roadway machines	3,874			
30	(38) Roadway small tools	42			
31	(39) Public improvements—Construction	3,291			
32	(43) Other expenditures—Road	46			
33	(44) Shop machinery	2,129			
34	(45) Power-plant machinery	59			
35	Leased property capitalized rentals (explain)				
36	Other (specify & explain)				
37	Total expenditures for road	168,899			
38	(52) Locomotives	25,711			
39	(53) Freight-train cars	86,094			
40	(54) Passenger-train cars				
41	(55) Highway revenue equipment	760			
42	(56) Floating equipment	1,460			
43	(57) Work equipment	860			
44	(58) Miscellaneous equipment	694			
45	Total expenditures for equipment	115,579			
46	(71) Organization expenses	8			
47	(76) Interest during construction	29			
48	(77) Other expenditures—General	69			
49	Total general expenditures	106			
50	Total	284,584			
51	(80) Other elements of investment	(22,892)			
52	(90) Construction work in progress				
53	Grand Total	261,692			

Schedule 212A.—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 (a)	Current year (b)	Preceding year (c)
	Operating Leases	\$	\$
1	Minimum rentals	1,864	1,949
2	Contingent rentals	()	()
3	Sublease rentals	1,864	1,949
4	Total Operating Leases		
	Other leases:		
	Equipment Interchange & Net Joint Facility Rents (Credits)	(1,146)	(529)
	Other Leases	2,186	1,171
5	Minimum rentals		
6	Contingent rentals	()	()
7	Sublease rentals	40	642
8	Total other leases	1,904	2,591
9	Total rental expense of lessee		

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

See Note Page 51 C

Schedule 212B.—MINIMUM RENTAL COMMITMENTS

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

Show the minimum rental commitments under all noncancelable 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 noncancelable subleases (with disclosure of the amounts of such rentals). For purposes of this rule, a noncancelable lease is defined as one that has an initial or remaining term of more than one year and is noncancelable, or is cancellable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

Line No.	Year ended (a)	A			B	
		Capital leases (b)	Operating Leases (c)	Total (d)	Sublease rentals*	
					Financing leases (e)	Other leases (f)
1	1978	3,691	1,959	5,650		
2	1979	3,562	1,959	5,521		
3	1980	3,485	1,959	5,444		
4	1981	2,993	1,959	4,952		
5	1982	2,949	1,959	4,908		
6	1983-1987	9,209	9,797	19,006		
7	1988-1990	590	2,771	3,361		
8	1993-1997					
9	1998- +					

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

See Note Page 51 C

Schedule 212C.—LESSEE DISCLOSURE

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

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

In the fourth quarter of 1977, Railroad changed its method of accounting for leases in early compliance with Financial Accounting Standard Board Statement No. 13 which requires that leases which meet certain criteria be capitalized. Financial statements of prior years have been restated to apply the new method retroactively. The effect of the accounting change on net income is 1977 and on net income as previously reported for year 1976 is as follows:

	<u>Reduction in Net Income (Thousands of Dollars)</u>
1977	162
1976	193

Retained earnings at January 1, 1977 has been adjusted for the effect (\$1,341,000 net of deferred income taxes) of applying retroactively the new method of accounting.

Railroad leases some of its transportation and data processing equipment. These leases have been classified between capital and operating leases. Renewal or purchase options under these leases are based on fair market value at the expiration dates.

CAPITAL LEASES

The following is an analysis of the leased property under capital leases included in properties:

	<u>Asset Balances at December 31, 1977</u>
	(Thousands of Dollars)
Road	\$ 2,402
Equipment	25,997
	<u>28,399</u>
Accumulated amortization	(12,190)
	<u>\$ 16,209</u>

The following is a schedule by years of future minimum lease payments under capital leases, together with the present value of the net minimum lease payments as of December 31, 1977, also included in Schedule 218 B:

	(Thousands of Dollars)		(Thousands of Dollars)
1978	\$ 3,691	1981	\$ 2,993
1979	3,562	1982	2,949
1980	3,485	1983-1987	9,209
		1988	590
Total minimum lease payments			<u>26,479</u>
Less: Amount representing interest			(7,380)
Present value of net minimum lease payments			<u><u>19,099</u></u>

OPERATING LEASES (Figures stated in thousands of dollars)

The following is a schedule by years of future minimum rental payments required under operating leases that have initial or remaining noncancelable lease terms in excess of one year as of December 31, 1977, also included in Schedule 218 B:

1978	\$ 1,959	1981	\$ 1,959	1988-1990	\$ 2,771
1979	1,959	1982	1,959	Total minimum	
1980	1,959	1983-1987	9,797	payments required	<u>\$ 22,363</u>

Total rent and operating lease expense included in the accompanying statements for the year 1976 was as follows, also included in Schedule 212 A:

	<u>Year Ended December 31,</u>	
	<u>1976</u>	<u>1977</u>
Operating leases	\$ 1,364	\$ 1,949
Equipment interchange and net joint facility rents (credits)	(1,146)	(529)
Other	1,186	1,171
Total	<u>\$ 1,404</u>	<u>\$ 2,591</u>

Schedule 212D.—LEASE COMMITMENTS—PRESENT VALUE

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

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

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

Line No.	Asset category (a)	Present value		Range		Weighted average	
		Current year (b)	Preceding year (c)	Current year (d)	Preceding year (e)	Current year (f)	Preceding year (g)
	<u>Capital Leases</u>	\$	\$	%	%	%	%
1	Structures						
2	Revenue equipment	17,593	19,282	7.8-9.55	7.8-9.55	8.1	8.1
3	Shop and garage equipment						
4	Service cars and equipment	586	822	7.35-10.4	7.35-10.4	8.6	8.6
5	Noncarrier operating property						
6	Other (Specify): Computer Equipment	920	1,146	9.2	9.2	9.2	9.2
7							
8							
9							
10	Total	19,099	21,250	7.35-10.4	7.35-10.4	8.2	8.2

See Note Page 51 C

Schedule 212E.—INCOME IMPACT—LESSEE

Complete this schedule only if carrier operating revenues are \$10 million or more.
 If the impact on net income is less than three percent of the average net income for the most recent three years, a statement to this effect shall suffice to complete this schedule. Otherwise, show the impact on net income for each period for which an income statement is presented.
 noncapitalized 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)	Preceding year (c)
1	Amortization of lease rights		
2	Interest		
3	Rent expense		
4	Income tax expense		
5	Impact (reduction) on net income		

See Note Page 51 C

CORRECTION

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



Schedule 212D.—LEASE COMMITMENTS—PRESENT VALUE

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

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

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

Line No.	Asset category (a)	Present value		Range		Weighted average	
		Current year (b)	Preceding year (c)	Current year (d)	Preceding year (e)	Current year (f)	Preceding year (g)
	<u>Capital Leases</u>	\$	\$	%	%	%	%
1	Structures						
2	Revenue equipment	17,593	19,282	7.3-9.55	7.8-9.55	8.1	8.1
3	Shop and garage equipment						
4	Service cars and equipment	586	822	7.35-10.4	7.35-10.4	8.6	8.6
5	Carrier operating property						
6	Other (Specify): Computer Equipment	920	1,146	9.2	9.2	9.2	9.2
7							
8							
9							
10	Total	19,099	21,250	7.35-10.4	7.35-10.4	8.2	8.2

See Note Page 51 C

Schedule 212E.—INCOME IMPACT—LESSEE

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

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

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

Line No.	Item (a)	Current year (b)	Preceding year (c)
1	Amortization of lease rights	\$	\$
2	Interest See Note Page 51 C		
3	Rent expense		
4	Income tax expense		
5	Impact (reduction) on net income		

Road Initials WPS

Year 1977

SIF

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY

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

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

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

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

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

Line No.	Item (Kind and location of property, and nature of business, if any) (a)	A. INVESTMENT (ACCOUNT 737)			Balance at close of year (See ins. 3) (e)
		Year of acquisition (b)	Charges during the year (c)	Credits during the year (d)	
1		Various	\$ 254	\$ 270	\$ 18,329
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22	Total	x x x x			

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY—Continued

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

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

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

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

B. REVENUES, INCOME, EXPENSES AND TAXES CREDITED AND DEBITED TO ACCOUNTS 502, 511, 534, 535 AND 544 DURING THE YEAR				C. DEPRECIATION RESERVE (ACCOUNT 738)					
Revenues or income (f)	Expenses (g)	Taxes (h)	Net profit for year after taxes (L loss) (i)	Credits during the year (j)	Debits during the year (k)	Balance at close of year (l)	Base (m)	Rates (n)	Line No.
\$ 318	\$ 118	\$ 379	\$ (179)	\$ 324	\$ 159	\$ 1,704	\$ 5,454	(1) %	1
									2
									3
									4
									5
									6
									7
									8
									9
									10
									11
									12
									13
									14
									15
									16
									17
									18
									19
									20
									21
								XXXXX	22

NOTES AND REMARKS

(1) Col. (n) Actual Depreciation Rates:

Western Pacific Railroad Company	2.44%
Sacramento Northern Railway	2.49%
Tidewater Southern Railway Co.	2.58%
Standard Realty & Development Co.	2.74%
Delta Finance Company, Ltd.	2.46%
Western Pacific Transport Co.	10.65%

216. OTHER ASSETS AND DEFERRED CHARGES

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

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

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
			\$
1	741	Freight charges and other Revenue items in dispute	431
2	741	Derailment Costs - Various	403
3	741	Foreign Roads. Interline Freight Balance Bankruptcy	70
4	741	Other Items, Each Less Than \$250,000	143
5	741	Total	1,047
6			
7	743	Unamortized Expense of Issue of Debt	702
8	743	Auditors Clearing Account for AFE's Pending	405
9	743	Freight Claim Department, Unadjusted Loss & Damage	380
10	743	Union Street Franchise, Oakland, California	112
11	743	Other Items, Each Less Than \$250,000	275
12	743	Total	1,874
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
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41			
42			
43			
44			
45			

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

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

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

- (1) MORTGAGE BONDS:
 - (a) With fixed interest.
 - (b) With contingent interest.
- (2) COLLATERAL TRUST BONDS:
 - (a) With fixed interest.
 - (b) With contingent interest.
- (3) UNSECURED BONDS (Debentures):
 - (a) With fixed interest.
 - (b) With contingent interest.
- (4) EQUIPMENT OBLIGATIONS:
 - (a) Equipment securities (Corporation).
 - (b) Equipment securities (Receivers' and Trustees').
 - (c) Conditional or deferred payment contracts.
- (5) MISCELLANEOUS OBLIGATIONS.
- (6) RECEIVERS' AND TRUSTEES' SECURITIES (Other than equipment obligations).
- (7) SHORT-TERM NOTES IN DEFAULT.

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

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

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

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

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

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

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

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

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

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

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

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

Show dollars in thousands.

NOTES AND REMARKS

Schedule 218, Page 56 Notes:

Note (1)	After	60	Monthly	payments and 20 Quarterly Payments balance Semi-Annually
(2)	"	60	"	payments balance to be paid Quarterly
(3)	"	84	"	payments balance to be paid Quarterly

Note: Column (d) Lines 15 through 35 represent composite of varying rates during life of contracts.

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

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Conversion	Call prior to maturity other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
1	764&765 Funded Debt Unmatured											
2	(1) Mortgage Bonds											
3	(a) with Fixed Interest											
4	First & Refunding Mortgage											
5	3 1/8% Bonds, Series "A" 1-1-51	1-1-84	3 1/8	1-1-7-1	No	Yes	Yes	Yes	Yes	Yes	1,132	None
6	9 1/8% Bonds, Series "B" 6-15-77	6-15-02	9 1/8	6-12-15	No	Yes	Yes	Yes	Yes	Yes	1,137	None
7	Total Class 1											
8	(3) Unsecured Bonds (Debentures)											
9	(b) with Contingent Interest	(a) with Fixed	Interest	First & Last	Year							
10	Thirty Year 5% Income											
11	Debentures	10-1-54	10-1-84	5	5-1	No	Yes	Yes	None	None	None	None
12	Total Class 3											
13	Total 764-765 Funded Debt Unmatured											
14	(4) 764-766 Equipment Obligations (See Notes Page 55)											
15	(c) Conditional or Deferred Payment Contracts											
16	Bank of America, NT&SA	1-1-62	11-1-77	4.660	Note (1)	No	Yes	Yes	None	None	None	None
17	" " " "	2-1-63	4-1-78	4.300	Note (2)	"	"	"	"	"	"	"
18	" " " "	6-1-63	10-1-78	4.376	Note (3)	"	"	"	"	"	"	"
19	" " " "	8-15-63	1-1-79	4.485	Qtrly	"	"	"	"	"	"	"
20	" " " "	3-1-64	10-1-79	4.518	"	"	"	"	"	"	"	"
21	" " " "	3-1-65	3-15-88	4.537	Semi-Ann	"	"	"	"	"	"	"
22	" " " "	5-1-66	5-15-81	5.500	"	"	"	"	"	"	"	"
23	First Pennsylvania Bk											
24	& Trust Co., Assignee	9-1-67	9-15-82	6.500	"	"	"	"	"	"	"	"
25	Bank of America, NT&SA	12-1-67	12-1-82	6.750	"	"	"	"	"	"	"	"
26	" " " "	4-1-69	4-1-84	7.875	5-1 11-1	"	"	"	"	"	"	"
27	Manufacturers Han Trust	2-1-75	3-1-87	10.0	Semi-Ann	"	"	"	"	"	"	"
28	United California Bk	3-25-77	4-6-81	1 1/4 AB	Prime Monthly	"	"	"	"	"	"	"
29	Independence Svgs Bk	4-15-77	5-1-87	8.0	5-1 11-1	"	"	"	"	"	"	"
30	United California Bk	5-14-77	5-14-81	1 1/4 AB	Prime Monthly	"	"	"	"	"	"	"
31	Bank of California, NA	9-15-77	10-1-83	1 1/4 AB	Prime Qtrly	"	"	"	"	"	"	"
32	Bank of Calif. NT&SA	10-15-75	10-15-80	3 3/4 AB	Prime Qtrly	"	"	"	"	"	"	"
33	Walker Bank & Trust	10-22-76	11-1-88	9.75	Monthly	"	"	"	"	"	"	"
34	Total Conditional or Deferred Contract Payments											
35	4(a) 764&766 Equipment Trust Certificates											
36	Series of 1967	3-15-67	3-15-82	5.250	Semi-Ann	No	No	No	None	None	None	None
37	Series of 1968	7-15-68	7-15-83	6.125	Semi-Ann	"	"	"	"	"	"	"
38	Bank of America, NT&SA	10-2-61	10-30-77	4.706	Qtrly	"	"	"	"	"	"	"
39	Total Trust Certificates											
40	(5) Miscellaneous Obligations											
41	Wells Fargo Bank	8-22-67	9-1-77	6.50	Semi-Ann	"	"	"	"	"	"	"
42	Wells Fargo Bank	2-18-69	8-18-79	8.00	Semi-Ann	"	"	"	"	"	"	"
43	Equit. Life Assn. of US	9-29-67	2-1-88	6.25	Qtrly	"	"	"	"	"	"	"
44	Wells Fargo Bank	3-20-68	3-31-77	7.00	Semi-Ann	"	"	"	"	"	"	"
45	Misc. Obligations Due in 1983											
46	Misc. Obligations Due in 1987											
47	Total Miscellaneous Obligations A/C 764 & 766											
48												
49	Capitalized Lease Obligations under Financial Accounting Standards Board Statement #13											
50												
51	Grand Total								x x x	x x x	x x x	x x x

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	1
									2
									3
				"S"					4
22,000			22,000	22,000		19,900			5
19,900			19,900			19,900			6
41,900			41,900	22,000		19,900	(1)		7
									8
									9
				"S"					10
22,500			22,500	17,370		5,130			11
22,500			22,500	17,370		5,130	(3)		12
64,400			64,400	39,370		25,030			13
									14
									15
3,795	X		3,795	3,795					16
970			970	954			16		17
550			550	523			27		18
2,310			2,310	2,173			137		19
5,700			5,700	5,035		285	380		20
9,675			9,675	7,740		1,290	645		21
6,000			6,000	4,400		1,200	400		22
									23
900			900	600		240	60		24
830			830	554		221	55		25
5,060			5,060	2,699		2,024	337		26
10,517			10,517	1,753		7,888	876		27
29			29	4		19	6		28
1,692			1,692			1,523	169		29
169			169	20		115	34		30
341			341	18		255	68		31
108			108	43		15/103 43	(46) 22	32-32	32
429			429	23		369	37	(5)	33
49,075			49,075	30,334		15,472	3,269		34
									35
2,490			2,490	1,743		581	166		36
1,275			1,275	765		425	85		37
708			708	708					38
4,473			4,473	3,216		1,006	251	(48)	39
									40
662			662	662					41
135			135	115		6	14		42
500			500	175		301	24		43
400			400	400					44
3			3			3			45
21			21	1		20			46
1,721			1,721	1,353		330	38	(5)	47
									48
28,399			28,399	9,300		16,950	2,149	(5)	49
									50
148,068			148,068	83,573		58,788	5,707		51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
(a)		(v)	(w)	(x)	(y)
1	764-765 Funded Debt Unmatured	\$	\$	\$	\$
2	(1) Mortgage Bonds				
3	(a) with Fixed Interest				
4	First & Refunding Mortgage				
5	3 1/8% Bonds - Series "A"	223		446	
6	9 1/8% Bonds - Series "B"	989		912	
7	Total Class 1	1,212		1,358	
8	(3) Unsecured Bonds (Debentures)				
9	(b) with Contingent Interest (a) with Fixed Interest First & Last Year				
10	Thirty-Year 5% Income				
11	Debentures	256		291	
12	Total Class 3	256		291	
13	Total 764-765 Funded Debt Unmatured	1,468		1,649	
14	(4) 764-766 Equipment				
15	(c) Conditional or Deferred Payment Contracts				
16	Bank of America, NT&SA	7		7	
17	" " " "	2		2	
18	" " " "	2		2	
19	" " " "	10		10	
20	" " " "	41		41	
21	" " " "	94		63	
22	" " " "	96		85	
23	First Pennsylvania Bank &				
24	Trust Co., Assignee	22		17	
25	Bank of America, NT&SA	22		22	
26	" " " "	164		195	
27	Manufacturers Hanover Trust	891		598	
28	United California Bank	1		1	
29	Independence Savings Bank	44		--	
30	United California Bank	5		5	
31	Bank of California, NA	4		4	
32	Bank of California, NT&SA	7		5	
33	Walker Bank & Trust	40		40	
34	Total Conditional or Def. Con. Pymts	1,452		1,097	
35	4(a) 764 & 766 Equip. Trust Certs.				
36	Series of 1967	43		32	
37	Series of 1968	34		20	
38	Bank of America, NT&SA	--		--	
39	Total Trust Certificates	77		52	
40	(5) Miscellaneous Obligations				
41	Wells Fargo Bank	2		2	
42	" " " "	2		2	
43	Equitable Life Assn. of U. S.	--		--	
44	Wells Fargo Bank	--		--	
45	Miscellaneous Obligations due in 1983	--		--	
46	Miscellaneous Obligations due in 1987	--		--	
47	Total Miscellaneous Obligations	4		4	
48					
49	Capitalized Lease Obligations	1,667		1,667	
50					
51	Grand Total	4,668		4,469	

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority	Par value	Net proceed, received for issue (cash or its equivalent)	Expense of issuing securities	AMOUNT REACQUIRED		
				Par value	Purchase price	
(z)	(aa)	(bb)	(cc)	(dd)	(ee)	
	\$	\$	\$	\$	\$	1
						2
						3
						4
9.125				14,675,400 ? *	289	5
To provide for payment of maturity (1)	19,900	19,900		(1) 400 ?	289	6
of 9/14/75 amortization account of						7
company for 3 1/8% Series A1 Int and						8
interest, maturing in the year 1, 1981						9
together with interest in full when						10
to maturity. Balance will be				(3) 703	597	11
available for general corporate purposes				703	597	12
including acquisition of another capital				1,103	886	13
company by Dec. 31, 1977.						14
Finance Dept. 224671						15
				254	254	16
				65	65	17
				36	36	18
				137	137	19
				380	380	20
				645	645	21
				400	400	22
						23
				60	60	24
				56	56	25
				337	337	26
				876	876	27
To provide for payment of maturity 2.50	29	29		4	4	28
11 11 800	1,692	1,692				29
11 11 765	169	169		20	20	30
11 11 762	341	341		18	18	31
				43	43	32
				(5) 20	20	33
on 7.91	(40) 2,231	2,231		(40) 3,351	3,351	34
						35
				166	166	36
				85	85	37
				12	12	38
				(40) 263	263	39
						40
				56	56	41
				13	13	42
				23	23	43
				34	34	44
						45
				1	1	46
				(5) 127	127	47
				9,300		48
Capital Source	2,8399			(5) 2,151	2,151	49
						50
Grand Total				6,995	6,778	51

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

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

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

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
1	Bank of America, NT&SA	214 Insulated Box Cars	\$ 3,571	\$ 74
2		15 Hopper Cars	302	4
3		Total	3,873	78
4	Bank of America, NT&SA	50 Insulated Box Cars	971	1
5	Bank of America, NT&SA	25 Box Cars	551	1
6	Bank of America, NT&SA	10 2500 H.P. Diesel Elect. Loco.	2,079	18
7		20 Flexi-Van Flat Cars	253	4
8		Total	2,332	22
9	Bank of America, NT&SA	150 Insulated & 35 High Cube Box Cars	3,944	103
10		45 Covered Hopper Cars	705	6
11		75 Flat Cars	1,179	19
12		Total	3,828	128
13	Bank of America, NT&SA	10-2500 H.P. Diesel Elect. Locos.	2,039	20
14		16 Covered Hopper Cars	245	3
15		350 Insulated Box Cars	6,951	69
16		25 Covered Hopper Cars	538	6
17		Total	9,773	98
18	Bank of America, NT&SA	10-3000 H.P. Diesel Elect. Loco.	2,219	479
19		40 Covered Hopper Cars	856	196
20		230 Box Cars	4,510	910
21		Total	7,585	1,585
22	First PennBk&Trust Co.	5-3000 H.P. Diesel Elect. Locos.	1,152	252
23	Bank of America, NT&SA	36 Box Cars	1,043	213
24	Bank of America, NT&SA	5 Cabooses	128	25
25		100 Insulated Box Cars	2,494	4
26		10-3000 H.P. Diesel Elect. Locos.	2,467	
27		Total	5,089	29
28	Equipment Trust Certs.	6-3000 H.P. Diesel Elect. Loco.	1,334	267
29	Series of 1967	50 Covered Hopper Cars	870	174
30		15 Flat Cars	219	44
31		32 Box Cars	755	203
32		Total	3,178	688
33	Equipment Trust Certs.	4-3000 H.P. Diesel Electric		
34	Series of 1968	Road Locomotives	975	254
35		25 Box Cars	693	139
36		Total	1,668	393
37	Equipment Trust Certs.	40-70 Ton Insulated Box Cars	652	130
38	Series of 1961	19-100 Ton Covered Hopper Cars	233	47
39		Total	885	177
40	Manufacturers Hanover	200 Insulated Box Cars	7,324	355
41	Trust Company	17 Hi Cube Box Cars	741	24
42		65 Open Top Hopper Cars	1,429	71
43		35 Covered Hopper Cars	981	49
44		10 Enclosed Tri Level Flat Cars	570	29
45		Total	11,045	528
46	Bank of California	4-3 Axle Tractors	108	
47				
48		Continued on Page 60a		
49				
50				

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

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

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

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
1	United California Bk	2 Clark Powered Lift Trucks	29	
2	Independence Savings			
3	Bank	10 Tri-Level Enclosed Racks	60	
4		48 Insulated Box Cars-Rebuilt	1,632	
5		Total	1,692	
6	United California Bk	5 Model 1977 Perebilt Tractors	169	
7	Bank of California	Computer Digital Equipment	341	
8	Walker Bank & Trust	Purchase of Miscellaneous Property	429	
9	Wells Fargo Bank	Purchase of Miscellaneous Property	662	
10	Wells Fargo Bank	Purchase of Miscellaneous Property	135	
11	Equitable Life Assn US	Purchase of Miscellaneous Property	500	
12	Wells Fargo Bank	Purchase of Miscellaneous Property	400	
13	Misc. Obligations-1983	Sewer Assessment	3	
14	Misc. Obligations-1987	Western Motor Lodge Advances	21	
15				
16	Capitalized Lease Obligations:			
17	Wells Fargo Bank	30 Tri Pak, Superstructures	218	
18	Indianapolis Morris Plan	10 Locomotives, 162 Freight Cars	5,791	
19	Lloyds Bank California	200 Box Cars	2,854	
20	Bank of America	200 Dry Van Trailers	1,094	
21	1st Security Bank Idaho	18 Locomotives	4,343	
22	1st Nat. Bank of Nevada	307 Box Cars	6,067	
23	Seattle 1st Nat. Bank	45 Box Cars	1,385	
24	1st Security Bank of Utah	134 Box Cars	3,679	
25	Wells Fargo Bank	Misc. Roadway Machines & Shop Crane	221	
26	Wells Fargo Bank	Misc. Roadway Machines	391	
27	Wells Fargo Bank	Misc. Roadway Machines	92	
28	Greyhound Leasing &			
29	Finance Corp.	Misc. Roadway Machines	139	
30	Greyhound Leasing &			
31	Finance Corp.	Misc. Store & Mechanical Equipment	69	
32	Greyhound Leasing &			
33	Finance Corp.	Misc. Roadway Machines	47	
34	Burroughs System Corp.	Computer Equipment	1,285	
35	GATX Leasing	Misc. Roadway Machines	158	
36	GATX Leasing	2 Ford Tractors		
37		25 Flatbed Trailers	358	
38	GATX Leasing	Piggypackers	110	
39	GATX Leasing	20 Trailers	98	
40	Total Capitalized Leases under FASB #13		28,399	
41				
42				
43				
44				
45				
46				
47		44,851 (40)	47,708	2,857
48				
49				
50				

220. INTEREST ON INCOME BONDS

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

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Name of issue (from schedule 218) (a)	Amount actually outstanding (from schedule 218) (b)	Nominal rate of interest (from schedule 218) (c)	AMOUNT OF INTEREST	
				Maximum amount payable, if earned (d)	Amount actually payable under contingent interest provisions, charged to income for the year (e)
1	Thirty-Year 5% Income Debentures	\$ 5,130	5%	\$ 256	\$ 256
2	(with fixed interest first & last year)				
3					
4					
5					
6					
7					
8					
9					
10					

AMOUNT OF INTEREST—Concluded

Line No.	DIFFERENCE BETWEEN MAXIMUM PAYABLE IF EARNED AND AMOUNT ACTUALLY PAYABLE		TOTAL PAID WITHIN YEAR			Maximum period or percentage, for which cumulative, if any (k)	Total accumulated unearned interest plus earned interest unpaid at the close of year (l)
	Current year (f)	All years to date (g)	On account of current year (h)	On account of prior years (i)	Total (j)		
1	\$ None	\$ None	\$ None	\$ 291	\$ 291	20% of	\$ 256
2						face	
3						value of	
4						bonds	
5						outstand-	
6						ing	
7							
8							
9							
10							

222. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

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

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

(Dollars in thousands)

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

NOTES AND REMARKS

223. ITEMS IN SELECTED CURRENT LIABILITY ACCOUNTS

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

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

Report dollars in thousands.

Line No.	Account No. (a)	Item (b)	Amount (c)
1	751		\$ None
2			
3	759	Estimated amounts charged operating expenses-bills not received	4,823
4	759	Estimated amounts payable within one year for:	
5		Personal Injury Claims	1,949
6		Loss and Damage Claims	1,381
7	759	Accrued equipment leases	2,120
8	759	Estimated vacation liability	3,170
9	759	Reserve for volume rate adjustments	137
10	759	Minor items each less than \$100,000	107
11	759	Total	13,987
12			
13	763	Unreported prepaid charges on freight forwarded	6,691
14	763	Unreported interline collect waybills	2,665
15	763	Deposits for construction of spur tracks	168
16	763	Other items each less than \$100,000	159
17	763	Total	9,683
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224. FEDERAL INCOME AND OTHER TAXES ACCRUED

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

"Other taxes accrued."
(Dollars in thousands)

Line No.	Kind of tax (a)	Previous years (b)	Current year (c)	Balance at close of year (d)
		\$	\$	\$
1	Federal income taxes _____ Total (account 760) _____	786	(290)	496
2	Railway property State and local taxes (532) _____	100	145	245
3	Old-age retirement (532) _____	1,057	(617)	440
4	Unemployment insurance (532) _____	201	85	286
5	Miscellaneous operating property (535) _____			
6	Miscellaneous tax accruals (544) _____		111	111
7	All other taxes _____	586	(150)	436
8	Total (account 761) _____	1,944	(426)	1,518

NOTES AND REMARKS

225. ITEMS IN SELECTED RESERVE AND OTHER LIABILITY ACCOUNTS

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

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

Line No.	Account No. (a)	Item (b)	Amount (c)
1	771		\$ None
2			
3	774	Reserve for Estimated Amounts Payable for Injuries to Persons	1,770
4			
5	782	Refundable Construction Costs of Spur Tracks	816
6	782	Estimated Costs of Streets	90
7	782	Assessments Allowed to go to Bonds for Public Improvements	78
8	782	Other Items Each Less Than \$250,000	173
9		Total	1,157
10			
11	784	Unadjusted Refrigeration Suspense Account	1,169
12	784	Unadjusted Miscellaneous Account Credits	361
13	784	Unadjusted Disbursements Accounts	408
14	784	Other Items, Each Less Than \$250,000	150
15		Total	2,088
16			
17			
18			
19			
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NOTES AND REMARKS

228. CAPITAL STOCK

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Class of stock	Date issue was authorized	Par value per share (if non-par, so state)	Dividend rate specified in contract	Total amount of accumulated dividends	PREFERRED STOCK						
						Cumulative		Noncumulative ("Yes" or "No")	Other Provisions of Contract			
						To extent earned ("Yes" or "No")	Fixed \$ rate or percent specified by contract		Convertible ("Yes" or "No")	Callable or redeemable ("Yes" or "No")	Participating Dividends	
											Fixed amount or percent (Specify)	Fixed ratio with common (Specify)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	Common	10-24-44	\$ Non Par	XXXXXX	XXXX XXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX
2		7-7-53	Non Par	XXXXXX	XXXX XXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX
3		9-30-54	Non Par	XXXXXX	XXXX XXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX
4		6-22-56	Non Par	XXXXXX	XXXX XXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX
5		11-25-59	Non Par									
6		1-28-63	Non Par									
7		2-15-63	Non Par									
8	Shares cancelled pursuant to a 1971 exchange offer of stock of parent of railroad for stock of railroad and merger into railroad of a newly-formed subsidiary of parent of railroad effected on May 11, 1972.											
9												
10	TOTAL	XXXX	XXXX	XXXXXX		XXXXXX	XXXXXXXX	XXXXXX	XXXXXX	XXXXXXXX	XXXXXX	XXXXXX

Line No.	PAR VALUE OF PAR-VALUE STOCK OR NUMBER OF SHARES OF NONPAR STOCK						STOCK ACTUALLY OUTSTANDING AT CLOSE OF YEAR			
	Authorized	Authenticated	Nominally Issued and		Actually issued	Reacquired and		Number of shares	Par value of par-value stock	Book value of stock without par value
			Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")	Canceled		Canceled	Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")			
(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	(v)	
1	743,412,767	528,851			528,851			528,851	\$	\$ 9,987
2	30,000	27,131			27,131			27,131		529
3	37,500	37,500			37,500			37,500		708
4	11,928	11,860			11,860			11,860		225
5	30,415	30,255			30,255			30,255		573
6	1,277,404	1,271,580			1,271,580			1,271,580		24,001
7	95,805	95,361			95,361			95,361		1,802
8								(85,426)		(1,614)
9										
10	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	1,917,112		36,211

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

229. CAPITAL STOCK CHANGES DURING THE YEAR

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

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

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

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

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

Line No.	Class of stock (a)	STOCKS ISSUED DURING YEAR				Net proceeds received for issue (cash or its equivalent) (e)
		Date of issue (b)	Purpose of the issue and authority (c)	Par value (for nonpar stock show the number of shares) (d)		
1				\$		\$
2						
3						
4			(None) ✓			
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15			Total			

STOCKS ISSUED DURING YEAR—Concluded				STOCKS REACQUIRED DURING YEAR		
Line No.	Cash value of other property acquired or services received as consideration for issue (f)	Net total discounts (in black) or premiums (in red). Excludes entries in column (h) (g)	Expense of issuing capital stock (h)	Par value (For nonpar stock show the number of shares) (i)	Purchase price (j)	Remarks (k)
1	\$	\$	\$	\$	\$	
2						
3						
4						
5						
6						
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230. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES

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

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

231. CAPITAL SURPLUS

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

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

Line No.	Item (a)	Contra account number (b)	ACCOUNT NO.		
			794. Premiums and Assessments on Capital Stock (c)	795. Paid-In Surplus (d)	796. Other Capital Surplus (e)
1	Balance at beginning of year	x x x	\$ 491	\$ 5,294	\$ None
	Additions during the year (describe):				
2					
3					
4					
5					
6	Total additions during the year	x x x			
	Deductions during the year (describe):				
7					
8					
9					
10	Total deductions	x x x			
11	Balance at close of year	x x x	491	5,294	None

232. RETAINED INCOME—APPROPRIATED

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

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
1	Additions to property through retained income	\$	\$	\$
2	Funded debt retired through retained income			
3	Sinking fund reserves			
4	Incentive per diem funds	846	814	32
5	Miscellaneous fund reserves			
6	Retained income—Appropriated not specifically invested			
	Other appropriations (specify):			
7	Sinking Fund accruals for retirement of:			
8	First & Refunding Mortgage 3 1/8% Bonds	220	220	220
9	Thirty-Year 5% Income Debentures	800	800	800
10	Ex Parte 305	3,406	8,349	
11	Capital and Reserve Funds	1,030	1,030	
12				
13				
14				
15				
16	TOTAL	6,302	11,213	1,052

233. CONTINGENT ASSETS AND LIABILITIES

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

Examples of contingent liabilities are items which may become obliga-

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

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

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

(Dollars in thousands)

Line No.	Item (a)	Amount (b)
		\$
1	As a member of the Pacific Southcoast Freight Bureau, "Railroad",	
2	together with five other major rail carriers, has been named a defendant	
3	in an antitrust action filed by a California intrastate motor carrier	
4	seeking treble damages from all defendants in an aggregate amount in	
5	excess of \$15,000,000 and injunctive relief. "Railroad" has denied all	
6	the material allegations of this complaint. "Railroad" believes the	
7	outcome will not materially affect its consolidated financial position.	
8		
9	As a former owner of 2/10 of 1% of the stock of REA Express,	
10	Inc., "Railroad", along with a number of other major rail carriers, is	
11	involved in an action initiated in 1971 by that company seeking damages	
12	from all defendants in an aggregate amount in excess of \$210,000,000.	
13	On June 13, 1977, the Supreme Court of the United States affirmed a	
14	lower court decision granting defendants' motion for summary judgment.	
15	Formal judgment of dismissal has not yet been issued pending resolution	
16	of issues of counterclaim and set-offs now before the District Court.	
17	"Railroad" believes the outcome will not materially affect its con-	
18	solidated financial position.	
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234. GUARANTIES AND SURETYSHIPS

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

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

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1				
2	Trailer Train Company	Equipment Purchase Obligations	(Note 1)	Joint
3				
4				
5	"Railroad is contingently liable, jointly and severally, as guarantor with 33			
6	other participating companies of certain long-term debt of Trailer Train Company.			
7	The debt consists of conditional sales agreements for the purchase of railcars			
8	by Trailer Train Company and the aggregate for all participating companies was			
9	approximately \$7,723,124 at December 31, 1977 due over the following five years.			
10	"Railroad" owns 2.44% of the capital stock of Trailer Train Company.			
11				
12				
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2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year, the particulars called for hereunder.

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

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount of contingent liability of guarantors (c)	Sole or joint contingent liability (d)
1			\$	
2		(None)		
3				
4				
5				
6				
7				
8				
9				

235. PROPRIETARY COMPANIES

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

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

Line No.	Item				
	Mileage owned:				
1	Road, State of _____				
2	Road, State of _____				
3	Road, State of _____				
4	Second and additional main tracks _____		(None)		
5	Passing tracks, cross-overs, and turn-outs _____				
6	Way switching tracks _____				
7	Yard switching tracks _____				
	Road and equipment property:	\$	\$	\$	\$
8	Road _____				
9	Equipment _____				
10	General expenditures _____				
11	Other property accounts* _____				
12	Total (account 731) _____				
	Improvements on leased property:				
13	Road _____				
14	Equipment _____				
15	General expenditures _____				
16	Total (account 732) _____				
17	Depreciation and amortization (accounts 735, 736, and 785) _____				
18	Capital stock (account 791) _____				
19	Funded debt unmatured (account 765) _____				
20	Debt in default (account 768) _____				
21	Amounts payable to affiliated companies (account 769) _____				

Line No.	Item				
	Mileage owned:				
1	Road, State of _____				
2	Road, State of _____				
3	Road, State of _____				
4	Second and additional main tracks _____				
5	Passing tracks, cross-overs, and turn-outs _____				
6	Way switching tracks _____		(None)		
7	Yard switching tracks _____				
	Road and equipment property:	\$	\$	\$	\$
8	Road _____				
9	Equipment _____				
10	General expenditures _____				
11	Other property accounts* _____				
12	Total (account 731) _____				
	Improvements on leased property:				
13	Road _____				
14	Equipment _____				
15	General expenditures _____				
16	Total (account 732) _____				
17	Depreciation and amortization (accounts 735, 736, and 785) _____				
18	Capital stock (account 791) _____				
19	Funded debt unmatured (account 765) _____				
20	Debt in default (account 768) _____				
21	Amounts payable to affiliated companies (account 769) _____				

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

310. RAILWAY OPERATING REVENUES

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

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

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

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

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

Line No.	Class of railway operating revenues (a)	Amount of revenue for the year (b)	RAIL-LINE REVENUES, INCLUDING WATER TRANSFERS		Other revenues not assignable to freight or to passenger and allied services (e)	Remarks (f)
			Assignable to freight service (c)	Assignable to passenger and allied services (d)		
	Transportation—Rail-Line					
1	(101) Freight*	124,993	124,993		XX XX	
2	(102) Passenger*				XX XX	
3	(103) Baggage				XX XX	
4	(104) Sleeping car				XX XX	
5	(105) Parlor and chair car				XX XX	
6	(108) Other passenger-train†				XX XX	
7	(109) Milk				XX XX	
8	(110) Switching*	528	528		XX XX	
9	(113) Water transfers					
10	Total rail-line transportation revenue	125,521	125,521			
	Incidental					
11	(131) Dining and buffet				XX XX	
12	(132) Hotel and restaurant					
13	(133) Station, train, and boat privileges					
14	(135) Storage—Freight	14	14	XX XX	XX XX	
15	(137) Demurrage	747	747	XX XX	XX XX	
16	(138) Communication					
17	(139) Grain elevator			XX XX	XX XX	
18	(141) Power					
19	(142) Rents of buildings and other property	21	21			
20	(143) Miscellaneous	936	936			
21	Total incidental operating revenue	1,718	1,718			
	Joint Facility					
22	(151) Joint facility—Cr	16	16			
23	(152) Joint facility—Dr	18	18			
24	Total joint facility operating revenue	(2)	(2)			
25	Total railway operating revenues	127,237	127,237	None	None	
	*Report hereunder the charges to these accounts representing payments made to others for—					
26	Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates: \$ 1,140					
	(a) Of the amount reported for item A.1, _____% (to nearest whole number) represents payments for collection and delivery of LCL freight either in TOFC trailers or otherwise. The percentage reported is (check one): Actual () Estimated ()					
27	Switching services when performed in connection with line-haul transportation of freight on the basis of switching tariffs and allowances out of freight rates, including the switching of empty cars in connection with a revenue movement: \$ 382					
	Substitute highway motor service in lieu of line-haul rail service performed under tariffs published by rail carriers (does not include traffic moved on joint rail-motor rates):					
28	(a) Payments for transportation of persons: \$ None					
29	(b) Payments for transportation of freight shipments: \$ 178					
30	†Governmental aid for providing passenger commuter or other passenger-train service included in account 108, as provided in item (d) of that account: \$ None					
	NOTE.—Gross charges for protective services to perishable freight, without deduction for any proportion thereof credited to account No. 101, "Freight" (not required from switching and terminal companies):					
31	Charges for service for the protection against heat: \$ 604					
32	Charges for service for the protection against cold: \$ 30					

320. RAILWAY OPERATING EXPENSES

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

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

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Maintenance of Way and Structures	\$
1	(201) Superintendence	1,897
2	(202) Roadway maintenance—Yard switching tracks	43
3	Roadway maintenance—Way switching tracks	22
4	Roadway maintenance—Running tracks	732
5	(206) Tunnels and subways—Yard switching tracks	7
6	Tunnels and subways—Way switching tracks	3
7	Tunnels and subways—Running tracks	114
8	(208) Bridges, trestles, and culverts—Yard switching tracks	20
9	Bridges, trestles, and culverts—Way switching tracks	11
10	Bridges, trestles, and culverts—Running tracks	341
11	(210) Elevated structures—Yard switching tracks	
12	Elevated structures—Way switching tracks	
13	Elevated structures—Running tracks	
14	(212) Ties—Yard switching tracks	100
15	Ties—Way switching tracks	53
16	Ties—Running tracks	1,714
17	(214) Rails—Yard switching tracks	99
18	Rails—Way switching tracks	52
19	Rails—Running tracks	1,691
20	(216) Other track material—Yard switching tracks	76
21	Other track material—Way switching tracks	40
22	Other track material—Running tracks	1,297
23	(218) Ballast—Yard switching tracks	9
24	Ballast—Way switching tracks	5
25	Ballast—Running tracks	151
26	(220) Track laying and surfacing—Yard switching tracks	246
27	Track laying and surfacing—Way switching tracks	130
28	Track laying and surfacing—Running tracks	4,211
29	(221) Fences, snowsheds, and signs—Yard switching tracks	1
30	Fences, snowsheds, and signs—Way switching tracks	1
31	Fences, snowsheds, and signs—Running tracks	22
32	(227) Station and office buildings	93
33	(229) Roadway buildings	107
34	(231) Water stations	17
35	(233) Fuel stations	2
36	(235) Shops and engine houses	110
37	(237) Grain elevators	
38	(239) Storage warehouses	
39	(241) Wharves and docks	27
40	(243) Coal and ore wharves	
41	(244) TOFC/COFC terminals	9
42	(247) Communication systems	637
43	(249) Signals and interlockers	1,223
44	(253) Power plants	
45	(257) Power-transmission systems	24
46	(265) Miscellaneous structures	
47	(266) Road property—Depreciation (p. 82)	1,748
48	(267) Retirements—Road (p. 82)	9
49	(269) Roadway machines	1,230

320. RAILWAY OPERATING EXPENSES—Continued

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

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

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

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

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS						Other expenses not related to either freight or to passenger and allied services (i)	Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)		
\$	\$	\$	\$	\$	\$	\$	1
							2
							3
							4
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(SOLELY FREIGHT)

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Maintenance of Way and Structures—Continued	\$
50	(270) Dismantling retired road property	109
51	(271) Small tools and supplies	498
52	(272) Removing snow, ice, and sand	31
53	(273) Public improvements—Maintenance	142
54	(274) Injuries to persons	422
55	(275) Insurance	226
56	(276) Stationery and printing	31
57	(277) Employees' health and welfare benefits	655
58	(281) Right-of-way expenses	
59	(282) Other expenses	4
60	(278) Maintaining joint tracks, yards, and other facilities—Dr	584
61	(279) Maintaining joint tracks, yards, and other facilities—Cr	1,318
62	Total—All road property depreciation (account 266)	1,748
63	Total—All other maintenance of way and structures accounts	17,960
64	Total maintenance of way and structures	19,708
	Maintenance of Equipment	
65	(301) Superintendence	1,003
66	(302) Shop machinery	117
67	(304) Power-plant machinery	
68	(305) Shop and power-plant machinery—Depreciation (p. 84)	53
69	(306) Dismantling retired shop and power-plant machinery	
70	(311) Locomotives—Repairs, Diesel locomotives—Yard	164
71	Locomotives—Repairs, Diesel locomotives—Other	6,237
72	Locomotives—Repairs, Other than Diesel—Yard	
73	Locomotives—Repairs, Other than Diesel—Other	
74	(314) Freight-train cars—Repairs*	6,883
75	(317) Passenger-train cars—Repairs	
76	(318) Highway revenue equipment—Repairs	234
77	(323) Floating equipment—Repairs	172
78	(326) Work equipment—Repairs	78
79	(328) Miscellaneous equipment—Repairs	59
80	(329) Dismantling retired equipment	6
81	(330) Retirements—Equipment (p. 84)	
82	(331) Equipment—Depreciation (p. 84)	5,505
83	(332) Injuries to persons	178
84	(333) Insurance	428
85	(334) Stationery and printing	17
86	(335) Employees' health and welfare benefits	317
87	(339) Other expenses	4
88	(336) Joint maintenance of equipment expenses—Dr	34
89	(337) Joint maintenance of equipment expenses—Cr	76
90	Total—All equipment depreciation (accounts 305 and 331)	5,558
91	Total—All other maintenance of equipment accounts	15,855
92	Total maintenance of equipment	21,413
93	*Includes charges for work done by others of	\$ 2,252
94	and credits for work charged to others in the amount of	\$ 1,378

320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	50
							51
							52
							53
							54
			(SOLELY FREIGHT)				55
							56
							57
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							70
							71
							72
							73
			(SOLELY FREIGHT)				74
							75
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320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account		Amount of operating expenses for the year
	(a)	(b)	
	Traffic		\$
95	(351) Superintendence	1,822	
96	(352) Outside agencies	1,623	
97	(353) Advertising*	39	
98	(354) Traffic associations	115	
99	(355) Fast freight lines		
100	(356) Industrial and immigration bureaus	173	
101	(357) Insurance	20	
102	(358) Stationery and printing	56	
103	(359) Employees' health and welfare benefits	166	
104	(360) Other expenses		
105	Total traffic	4,014	
	Transportation—Rail Line		
106	(371) Superintendence	1,801	
107	(372) Dispatching trains	533	
108	(373) Station employees	1,922	
109	(374) Weighing, inspection, and demurrage bureaus	160	
110	(375) Coal and ore wharves		
111	(376) Station supplies and expenses	401	
112	(377) Yardmasters and yard clerks	2,447	
113	(378) Yard conductors and brakemen	3,547	
114	(379) Yard switch and signal tenders	99	
115	(380) Yard enginemen	1,311	
116	(382) Yard switching fuel	560	
117	(383) Yard switching power produced		
118	(384) Yard switching power purchased		
119	(388) Servicing yard locomotives	182	
120	(389) Yard supplies and expenses	96	
121	(392) Train enginemen	4,844	
122	(394) Train fuel	10,763	
123	(395) Train power produced		
124	(396) Train power purchased		
125	(400) Servicing train locomotives	1,340	
126	(401) Trainmen	8,284	
127	(402) Train supplies and expenses**	2,566	
128	(403) Operating sleeping cars		
129	(404) Signal and interlocker operation	381	
130	(405) Crossing protection	11	
131	(406) Drawbridge operation		
132	(407) Communication system operation	192	
133	(408) Operating floating equipment	333	
134	(409) Employees' health and welfare benefits	1,912	
135	(410) Stationery and printing	226	
136	*Value of transportation issued in exchange for advertising	None	
	**Includes gross charges and credits for heater and refrigerator service as follows:		
137	Freight train cars: Refrigerator-Charges	604	
138	-Credits	562	
139	Heater-Charges	30	
140	-Credits	30	
141	TOFC trailers: Refrigerator-Charges	NONE	
142	-Credits	NONE	
143	Heater-Charges	NONE	
144	-Credits	NONE	

330. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	95
							96
							97
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							99
							100
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320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Transportation—Rail Line	\$
145	(411) Other expenses	8
146	(414) Insurance	195
147	(415) Clearing wrecks	168
148	(416) Damage to property	57
149	(417) Damage to livestock on right of way	44
150	(418) Loss and damage—Freight	1,302
151	(419) Loss and damage—Baggage	
152	(420) Injuries to persons	2,183
153	(421) TOFC/COFC terminals	6,187
154	(422) Other highway transportation expenses	90
155	(390) Operating joint yards and terminals—Dr	1,082
156	(391) Operating joint yards and terminals—Cr	265
157	(412) Operating joint tracks and facilities—Dr	56
158	(413) Operating joint tracks and facilities—Cr	568
159	Total transportation—Rail line	54,450
	Miscellaneous Operations	
160	(441) Dining and buffet service	
161	(442) Hotels and restaurants	
162	(443) Grain elevators	
163	(445) Producing power sold	
164	(446) Other miscellaneous operations	
165	(449) Employees' health and welfare benefits	
166	(447) Operating joint miscellaneous facilities—Dr	
167	(448) Operating joint miscellaneous facilities—Cr	
168	Total miscellaneous operations	None
	General	
169	(451) Salaries and expenses of general officers	2,768
170	(452) Salaries and expenses of clerks and attendants	2,620
171	(453) General office supplies and expenses	907
172	(454) Law expenses	656
173	(455) Insurance	269
174	(456) Employees' health and welfare benefits	(52)
175	(457) Pensions	876
176	(458) Stationery and printing	236
177	(460) Other expenses*	488
178	(461) General joint facilities—Dr	
179	(462) General joint facilities—Cr	
180	Total general expenses	8,768
181	Grand total railway operating expenses	108,353
182	Operating ratio (ratio of operating expenses to operating revenues) percent. (Two decimal places required)	85.16 %
183	Amount of employee compensation † (applicable to the current year) chargeable to operating expenses	48,565 — \$ 49,497

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

Description of payments

Amount

\$ None

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

320. RAILWAY OPERATING EXPENSES—Concluded

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS						Other expenses not related to either freight or to passenger and allied services (i)	Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)		
\$	\$	\$	\$	\$	\$	\$	145
							146
							147
							148
			(SOLELY FREIGHT)				149
							150
							151
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							168
							169
							170
							171
							172
			(SOLELY FREIGHT)				173
							174
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322. ROAD PROPERTY—DEPRECIATION

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

Line No.	Subaccount (Dollars in thousands)	Amount of operating expenses for the year
	(a)	(b)
		\$
1	(1) Engineering _____	45
2	(2 1/2) Other right-of-way expenditures _____	3
3	(3) Grading _____	27
4	(5) Tunnels and subways _____	104
5	(6) Bridges, trestles, and culverts _____	181
6	(7) Elevated structures _____	
7	(13) Fences, snowsheds, and signs _____	14
8	(16) Station and office buildings _____	394
9	(17) Roadway buildings _____	26
10	(18) Water station _____	4
11	(19) Fuel stations _____	18
12	(20) Shops and enginehouses _____	127
13	(21) Grain elevators _____	
14	(22) Storage warehouses _____	
15	(23) Wharves and docks _____	8
16	(24) Coal and ore wharves _____	
17	(25) TOFC/COFC terminals _____	44
18	(26) Communication systems _____	63
19	(27) Signals and interlockers _____	340
20	(29) Power plants _____	
21	(31) Power _____	9
22	(35) Miscellaneous structures _____	1
23	(37) Roadway machines _____	306
24	(39) Public improvements—Construction _____	28
25	All other road accounts _____	6
26	Total (account 266)	1,748

324. RETIREMENTS—ROAD

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

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

322. ROAD PROPERTY—DEPRECIATION

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

324. RETIREMENTS—ROAD

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

326. SHOP AND POWER-PLANT MACHINERY—DEPRECIATION

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

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(44) Shop machinery		51
2	(45) Power-plant machinery		2
3	Total (account 305)		53

328. RETIREMENTS—EQUIPMENT

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

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives		
2	(53) Freight-train cars		
3	(54) Passenger-train cars		
4	(55) Highway revenue equipment		
5	(56) Floating equipment		
6	(57) Work equipment		
7	(58) Miscellaneous equipment		
8	(76) Interest during construction		
9	(77) Other expenditures—General		
10	(80) Other elements of investment		
11	Total (account 330)		None

330. EQUIPMENT—DEPRECIATION

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

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives—Yard		50
2	(52) Locomotives—Other		1,200
3	(53) Freight-train cars		4,135
4	(54) Passenger-train cars		
5	(55) Highway revenue equipment		11
6	(56) Floating equipment		44
7	(57) Work equipment		23
8	(58) Miscellaneous equipment		42
9	Total (account 331)		5,505

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

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

328. RETIREMENTS-EQUIPMENT—Continued

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

330. EQUIPMENT-DEPRECIATION—Continued

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

350. RAILWAY TAX ACCRUALS

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

come account for the year.

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

A. Other than U.S. Government Taxes					
Line No.	State (a)	Amount (b)	State (a)	Amount (b)	Line No.
		\$		\$	
1	Alabama		South Dakota		41
2	Alaska		Tennessee		42
3	Arizona		Texas		43
4	Arkansas		Utah	149	44
5	California	1,727	Vermont		45
6	Colorado		Virginia		46
7	Connecticut		Washington		47
8	Delaware		West Virginia		48
9	Florida		Wisconsin		49
10	Georgia		Wyoming		50
11	Hawaii		District of Columbia		51
12	Idaho				
13	Illinois		Other		
14	Indiana		Canada		52
15	Iowa		Mexico	1	53
16	Kansas		Puerto Rico		54
17	Kentucky				55
18	Louisiana		Total—Other than U.S. Government Taxes	2,096	56
19	Maine				
20	Maryland		B. U.S. Government Taxes		
21	Massachusetts		Kind of tax (a)	Amount (b)	
22	Michigan			\$	
23	Minnesota				
24	Mississippi		Income taxes:		
25	Missouri		Normal tax and surtax		57
26	Montana		Excess profits		58
27	Nebraska		Total—Income taxes	None	59
28	Nevada	219	Old-age retirement*	6,843	60
29	New Hampshire		Unemployment insurance	939	61
30	New Jersey		All other United States Taxes		62
31	New Mexico		Total—U.S. Government taxes	7,782	63
32	New York		Grand Total—Railway Tax Accruals (account 532)	9,878	64
33	North Carolina				
34	North Dakota				
35	Ohio				
36	Oklahoma		*Includes taxes for hospital insurance (Medicare) and supplemental annuities as follows:		
37	Oregon				
38	Pennsylvania		Hospital insurance	\$ 333	65
39	Rhode Island		Supplemental annuities	797	66
40	South Carolina				

350. RAILWAY TAX ACCRUALS—Continued

Changes Approved by GAO
B-180730 (R0399)

C. Analysis of Federal Income Taxes

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

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

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

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

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

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

Report dollars in thousands.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21	20,907	418		21,325
2	Accelerated amortization of facilities Sec. 168 I.R.C.	771	(253)		518
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.				
4	Non deductible casualty accruals	(2,870)	54		(2,816)
5	Other (Specify) Profit on bond acquisition	1,380	(71)		1,309
6	Sale of fully taxed depreciated assets	(492)	(201)		(693)
7	Adjust State Franchise Tax	131	(199)		(68)
8	Adjust for capitalized leases		(149)	1,238*	(1,387)
9	Investment tax credit: Minor items, each less	724	16		740
10	than \$100,000 TOTALS	20,551	(385)	(1,238)	18,928

Distribution of tax expense:

11	(532) Railway tax accruals (Schedule 350(A), line 64)	9,878
12	(544) Miscellaneous tax accruals	379
13	(590) Income taxes on extraordinary items	
14	Other (specify):	
15	533 Deferred Taxes	(385)
16		
17		
18	Total tax expense for year	9,872

* Footnotes:

19	Indicate method elected by carrier, as provided in the Revenue Act of 1971, to account for the investment tax credit: Flow-through <u>X</u> , Deferral _____	
20	If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit	\$ 2,002
21	If deferral method was elected, indicate amount of investment tax credit utilized as a reduction of tax liability for current year	\$ _____
22	Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes	\$ (_____)
23	Balance of current year's investment tax credit used to reduce current year's tax accrual	\$ _____
24	Add amount of prior year's deferred investment tax credits being amortized and used to reduce current year's tax accrual	\$ _____
25	Total decrease in current year's tax accrual resulting from use of investment tax credits	\$ 2,002

371. INCOME FROM LEASE OF ROAD AND EQUIPMENT

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

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

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

(Dollars in thousands.)

Line No.	Description of property (a)	Name of lessee (b)	Total rent accrued during year (account 509) (c)
1			\$
2			
3			
4			
5		Total	None

371A. ABSTRACT OF TERMS AND CONDITIONS OF LEASES

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

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

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

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

(None)

372. MISCELLANEOUS RENT INCOME

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

stated.

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

Report dollars in thousands.

Line No.	Description of Property		Name of lessee (c)	Amount of rent (d)
	Name (a)	Location (b)		
1	Pipe Line Easement	Santa Clara, Solano & Yolo County	Standard Oil Co. of Calif.	25
2	Land	Oroville, CA	Solano Rail Car Co.	10
3	Warehouse	San Francisco, CA	B. R. Funsten & Co.	9
4	Minor Items each less than \$250,000			349
5				
6				
7				
8				
9				
10				
11			Total	393

375. SEPARATELY OPERATED PROPERTIES - PROFIT OR LOSS

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

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

Line No.	Description of property operated (a)	Location of property (b)	Name of operator (c)	ACCRUED TO RESPONDENT	
				Profit (d)	Loss (e)
1	Switching Terminal	Oakland, CA	Oakland Terminal RR		135
2	Switching Terminal	Alameda, CA	Alameda Belt Line		98
3					
4					
5					
6					
7					
8					
9					
10			Total		233

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

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

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

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Item	Car-miles (loaded and empty) See instructions 2, 3, and 4	CARS OF RESPONDENT OR OTHER CARRIERS (Excluding cars of private car lines)		CARS OF INDIVIDUALS AND COMPANIES NOT CARRIERS (Including cars of private car lines)	
			Gross amount receivable (c)	Gross amount payable (d)	Gross amount receivable (e)	Gross amount payable (f)
(a)	(b)	(b)	(c)	(d)	(e)	(f)
	FREIGHT CARS:		\$	\$	\$	\$
	Mileage Basis:					
1	Tank cars	8,808,372				999
2	Refrigerator cars	6,830,702	325	2		506
3	All other cars	4,856,146				297
4	Total (Lines 1-3)	20,495,220	325	2		1,802
5	TOFC and/or COFC Cars	32,695,989	33	134		1,547
	Combination Mileage and Per Diem Basis:					
	Mileage Portion:					
6	Unequipped box cars	16,917,787	427	587		
7	All other per diem cars	61,942,628	3,899	2,475		
8	Total (Lines 6 and 7)	78,860,415	4,326	3,062		
	Per Diem Portion:					
	Unequipped Box Cars:					
	U.S. Ownership:					
9	Basic		383	754		
10	Incentive		420	289		
	Canadian Ownership:					
11	Basic		XXXXXXXXXX	19		
12	Incentive		XXXXXXXXXX	1		
13	All Other Per Diem Cars		7,214	3,355		
14	Total Per Diem Portion (Lines 9-13)		8,017	4,418		
15	Leased Rental-Railroad, Insurance and Other Companies		8		359	1,765
16	Other Basis		193	216		778
	CAR-DAYS PAID FOR (Lines 6 through 14)					
17	Unequipped Box Cars			147,285		
18	All Other Per Diem Cars			661,667		
	OTHER FREIGHT CARRYING EQUIPMENT					
19	Refrigerated Highway Trailers		13	18		56
20	Other Highway Trailers		155	956		551
21	Auto Racks		929	800		6
22	GRAND TOTAL (Lines 4, 5, 8, 14-16 & 19-21)		13,999	9,606	359	6,505
23	NET BALANCE CARRIED TO INCOME ACCOUNT: CREDIT \$			or DEBIT \$	1,753	

377. LOCOMOTIVE RENTALS

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

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Locomotives of respondent or other carriers:	\$	\$	
1	Mileage basis _____			
2	Per diem basis _____			
3	Other basis _____			
	Locomotives of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____		190	
7	Other basis _____		190	
8	Total _____	None	190	

378. PASSENGER-TRAIN CAR RENTALS

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

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Cars of respondent or other carriers:	\$	\$	
1	Mileage basis _____			
2	Per diem basis _____			
3	Other basis _____			
	Cars of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____			
7	Other basis _____			
8	Total _____	None	None	

383. RENT FOR LEASED ROADS AND EQUIPMENT

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

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

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

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

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

Line No.	Name of lessor or reversioner and description of property (a)	Total rent accrued during year (Acct. 542) (b)	Classification of Amount Column (b)		
			Interest on bonds (c)	Dividends on stocks (d)	Cash (e)
1		\$	\$	\$	\$
2					
3					
4					
5					
6					
7					
8					
9					
10	Total	None			

383A. ABSTRACTS OF LEASEHOLD CONTRACTS

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

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

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

384. MISCELLANEOUS RENTS

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

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

Line No.	Description of Property		Name of lessor (c)	Amount charged to Income (d)
	Name (a)	Location (b)		
1	Land	Oakland Water Front	Port of Oakland	\$ 63
2	Land	Middle Harbor, Oakland	Port of Oakland	60
3	Land	Reno, Nevada	Equit. Life Assurance	4
4	Minor Items, each less than \$250,000			4
5				
6				
7				
8				
9				
10			Total	131

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	519	Profit from Property Sales	\$	\$ 820
2	519	Gain on Debt Recquired		217
3	519	Losses of Non Rail Affiliated Companies	669	
4	519	Minor Items, each less than \$250,000	152	
5	519	Total	821	1,037
6				
7	551	Write-Off of Doubtful Accounts & Increase		
8		Bad Debt Reserve	160	
9	551	Interest on Overcharge Claims	12	
10	551	Amortize Cost of Franchises	4	
11	551	Minor Items, each less than \$250,000	28	
12	551	Total	204	
13	570		None	None
14	590		None	None
15	606		None	None
16	616		None	None
17	620	Ex Parte 305	3,406	
18	620	Sinking Funds 3 1/8% 1st Mortgage Bonds, 30 Year		
19		5% Income Debentures & Capital Fund	2,050	
20	620	Incentive Per Diem	846	
21	620	Total	6,302	
22	621		None	None
23	622	Sinking Fund Payments 5% Income Debentures		800
24	622	Sinking Fund Payments 1st & Refunding Mortgage Bonds		220
25	622	Capital Fund		1,030
26	622	Ex Parte 305		8,349
27	622	Incentive Per Diem		814
28	622	Total		11,213
29				
30				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED INCOME ACCOUNTS

Road Initials: WFS

Year: 1977

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NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 411

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Main (M) or branch (B) line (c)	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks (h)	Miles of yard switching tracks (i)	Total (j)
				Miles of road (d)	Miles of second main track (e)	Miles of all other main tracks (f)	Miles of passing tracks, cross-overs, and turn-outs (g)			
1	1	100%	M	1,150	2		145	94	225	1,616
2	1	100%	B	182			9	42	21	254
3	Total CI I			1,332	2		154	136	246	1,870
4										
5	1-J	50%	M				7		10	17
6	1-J	33 1/3%	M							--
7	1-J	50%	B						1	1
8	Total 1-J						7		11	18
9										
10	Total CI 1									
11	and 1-J			1,332	2		161	136	257	1,888
12										
13	5	None	M	116	235		44	24	46	465
14		None	B	34			1	4		39
15	Total CI 5			150	235		45	28	46	504
16										
17	Total Road			1,482	237		206	164	303	2,392
18										
19	Ferry Serv.									
20	across S.F. Bay			4						4
21										
22	Grand Total			1,486	237		206	164	303	2,396
23										
24										
25										
26										
27										
28										
29										
30										
31										
32										
33										
34										
35										
36										
37										
38										
39										
40										
41										
42										
43										
44										
45										
46										
47										
48										
49										
50										
51										
52										
53										
54										
55	Total Main Line			1,266	237		196	118	281	2,098
56	Total Branch Lines			216			10	46	22	294
57	Grand Total			1,482	237		206	164	303	2,392
58	Miles of road or track electrified included in preceding grand total			None						

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

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

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

Line No.	Class	Name of road or track	Main (M) or branch (B) line	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turn-outs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1		WPRR Co.								
2	1	Loyalton, CA	B	1.14						1.14
3	1	Marysville, CA	M						0.29	0.29
4										
5		WPRR Co. And								
6		Oak. Term. Ry.								
7										
8	1-J		M						0.43	0.43
9										
10										
11										
12										
13										
14										
15		Total	XXX	1.14					0.72	1.86

412. MILES OF ROAD AT CLOSE OF YEAR—BY STATES AND TERRITORIES (SINGLE TRACK)

(For other than switching and terminal companies)

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

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

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

Line No.	State or territory (a)	ROAD OPERATED BY RESPONDENT						LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)	
		LINE OWNED		Line of proprietary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under trackage rights (g)	Total mileage operated (h)	Main line (i)		Branch lines (j)
		Main line (b)	Branch lines (c)								
1	California	601	126				148	875		1	
2	Nevada	427	23					450			
3	Utah	122	33				2	157			
4											
5											
6											
7											
8											
9											
10											
11											
12											
13											
14											
15											
◆ 16	Total Mileage (single track)	◆ 1,150 ◆	182 ◆				150 ◆	◆ 1,482 ◆	◆	◆ 1 ◆	

+ 182
1,332
+ 1
1,333

413. TRACKS OPERATED AT CLOSE OF YEAR

(For switching and terminal companies only)

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

Classify the tracks, as follows:

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

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

Give subtotals for each of the several numbered classes.

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

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

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

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

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

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

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

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

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

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

Line No.	Class (a)	Name of owner (b)	Location (c)	Character of business (d)	Total mileage operated (e)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10				Total	
				Miles of road or track electrified (included in each preceding total)	
				TRACKS OPERATED AT COST FOR JOINT BENEFIT—INCLUDED ABOVE	
11					
12					
13					
14					
15					
16					
17				Total	
18				Are the tracks of the respondent operated primarily in the interest of any industrial, manufacturing, or other corporation, firm, or individual?	
				If so, give name, address, and character of business of corporation, firm, or individual. Name _____ Address _____	
				Character of business _____	

414. CHANGES DURING THE YEAR

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

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

(Class 1) Line owned by respondent.

(Class 2) Line owned by proprietary companies.

(Class 3) Line operated under lease for a specified sum.

(Class 4) Line operated under contract or agreement for contingent rent.

(Class 5) Line operated under trackage rights.

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

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

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

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

INCREASES IN MILEAGE

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

DECREASES IN MILEAGE

14										
15										
16										
17										
18										
19										
20										
21										
22										
23										
24										
25	Total Decrease								None	

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

Owned by respondent:

Miles of road constructed None Miles of road abandoned None

Owned by proprietary companies:

Miles of road constructed None Miles of road abandoned None

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

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

NOTES AND REMARKS

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

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

remainder of jointly operated mileage should be shown in column (f). Tracks owned, not operated by respondent (including respondent's proportion of jointly owned tracks, not operated), should be shown in column (h). If any of the tracks returned in column (h) are operated by other than the respondent, the name

of the company or individual operating them and the conditions under which they are held for operation should be shown in a footnote. Tracks which have been permanently abandoned should not be included in column (h). Lengths should be stated to the nearest hundredth of a mile.

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

INSTRUCTION CONCERNING RETURNS IN SCHEDULE 417 ON PAGES 104 AND 105

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

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

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

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

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

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

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

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

for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 17 under "Auxiliary units".

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

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

417. INVENTORY OF EQUIPMENT

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

Line No.	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units installed					Owned and used	Leased from others	Total in service of respondent (col. (h) & (i))	Aggregate capacity of units reported in col. (j) (see ins. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others	Units retired from service of respondent whether owned or leased, including reclassification					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	Locomotive Units										(H.P.)	
1	Diesel-Freight ——— A units	133						90	43	133	328,150	
2	Diesel-Freight ——— B units											
3	Diesel-Passenger ——— A units											
4	Diesel-Passenger ——— B units											
5	Diesel-Multiple purpose — A units											
6	Diesel-Multiple purpose — B units											
7	Diesel-Switching ——— A units	10						7	3	10	12,900	
8	Diesel-Switching ——— B units											
9	Total (lines 1 to 8)	143						97	46	143	341,050	None
10	Electric-Freight											
11	Electric-Passenger											
12	Electric-Multiple purpose											
13	Electric-Switching											
14	Total (lines 10 to 13)											
15	Other self-powered units											
16	Total (lines 9, 14 and 15)	143						97	46	143	341,050	
17	Auxiliary units										XXXX	
18	Total Locomotive Units (lines 16 and 17)	143						97	46	143	XXXX	None

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING

	Type or design of units (a)	Before Jan. 1, 1955 (b)	Between Jan. 1, 1955, and Dec. 31, 1959 (c)	Between Jan. 1, 1960, and Dec. 31, 1964 (d)	Between Jan. 1, 1965, and Dec. 31, 1969 (e)	Between Jan. 1, 1970, and Dec. 31, 1974 (f)	During Calendar Year					
							1975 (g)	1976 (h)	1977 (i)	1978 (j)	1979 (k)	TOTAL (l)
19	Diesel —————	28	11	15	41	48						143
20	Electric —————											
21	Other self-powered units ———											
22	Total (lines 19 to 21) ———	28	11	15	41	48						143
23	Auxiliary units —————											
24	Total Locomotive Units (lines 22 and 23) —————	28	11	15	41	48						143

417. INVENTORY OF EQUIPMENT—Continued

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units Installed					Owned and used	Leased from others	Total in service of respondent (col. (h) & (i))	Aggregate capacity of units reported in col. (j) (see inv. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others	Units retired from service of respondent whether owned or leased, including reclassification					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	PASSENGER-TRAIN CARS										(Seating capacity)	
	<i>Non-Self-Propelled</i>											
25	Coaches [PA, PB, PBO] —											
26	Combined cars [All class C, except CSB] —											
27	Parlor cars [PBC, PC, PL, PO] —											
28	Sleeping cars [PS, PT, PAS, PDS] —											
29	Dining, grill and tavern cars [All class D, PD] —										XXXX	
30	Postal cars [All class M] —										XXXX	
31	Non-passenger carrying cars [All class B, CSB, PSA, 1A] —										XXXX	
32	Total (lines 25 to 31) —	None								None		
	<i>Self-Propelled Rail Motorcars</i>											
33	Electric passenger cars [EP, ET] —											
34	Electric combined cars [EC] —											
35	Internal combustion rail motorcars [ED, EG] —											
36	Other self-propelled cars (Specify types: —)									None		
37	Total (lines 33 to 36) —	None								None		
38	Total (lines 32 and 37) —	None								None		
	COMPANY SERVICE CARS											
39	Business cars [PV] —	1						1		1	XXXX	
40	Boarding outfit cars [MWX] —	15						15		15	XXXX	
41	Derrick and snow removal cars [MWU, MWV, MWW, MWK] —	6						6		6	XXXX	
42	Dump and ballast cars [MWB, MWD] —	30				1	2	29		29	XXXX	
43	Other maintenance and service equipment cars —	156				22	9	169		169	XXXX	
44	Total (lines 39 to 43) —	208				23	11	220	None	220	XXXX	None

417. INVENTORY OF EQUIPMENT—Continued

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

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

2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new"

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

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

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes During the Year			
		Time-mileage cars	All others	Units installed			
				New units purchased or built ¹	New units leased from others	rebuilt units acquired and rebuilt units rewritten into property accounts ¹	All other units, including reclassification and second-hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	FREIGHT-TRAIN CARS						
45	Box-General Service (unequipped) [All B, L-070, R-00, R-01]	1,428		25			4
46	Box-General Service (equipped) [A-20, A-30, A-40, A-50, R-06, R-07]	1,852	334			48	
47	Box-Special Service [A-00, A-10]	166					11
48	Gondola-General Service [All G (except G-9-)]	483					
49	Gondola-Special Service [G-9-, J-00, all C, all E]	265					33
50	Hopper (open top)-General Service [All H (except H-70)]	455					
51	Hopper (open top)-Special Service [H-70, J-10, J-20, all K]						
52	Hopper (covered) [I-5-]	426	22				
53	Tank, under 12,000 gallons [T--O, T--1, T--2, T--3]	36					
54	Tank, 12,000-18,999 gallons [T--4]						
55	Tank, 19,000-24,999 gallons [T--5, T--6]						
56	Tank, 25,000 gallons and up [T--7, T--8, T--9]						
57	Refrigerator (meat)-Mechanical [R-11, R-12]						
58	Refrigerator (other than meat) -Mechanical [R-04, R-10]						
59	Refrigerator (meat)-Non-Mechanical [R-02, R-08, R-09, R-14, R-15, R-17]						
60	Refrigerator (other than meat) -Non-Mechanical [R-03, R-05, R-13, R-16]						
61	Stock [All S]						
62	Flat-Multi-level (vehicular) [All V]	10			1		
63	Flat-General Service [F-0-]	194					4
64	Flat-Special Service [F-1-, F-9-, F-20, F-30, F-40, L-2-, L-3-]	242					
65	Flat-TOFC [F-7-, F-8-]	85			10		
66	All other [L-0-, L-1-, L-4-, L080, L090]	5,642	356	25	11	48	52
67	Total (lines 45 to 66)	XXXX	55				
68	Caboose [All N]	5,642	411	25	11	48	52
69	Total (lines 67, 68)						
¹ Box, unequipped (which relates to incentive per diem order)		New units purchased or built				Units rebuilt or acquired	
		General funds		Incentive funds		General funds	Incentive funds
		25					

417. INVENTORY OF EQUIPMENT—Continued

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

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

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

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

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

UNITS OWNED, ENCLOSED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS							Line No.
Changes during year (concluded)	Units At Close of Year					Leased to others	
Units retired from service of respondent whether owned or leased, including re-classification	Owned and used	Leased from others	Total in service of respondent (col. (i)+(j))		Aggregate capacity of units reported in col. (k)+(l) (see ins. 4)		
(i)	(i)	(j)	Time-mileage cars (k)	All other (l)	(m)	(n)	
35	1,004	418	1,422		84,905		45
69	1,430	735	1,930	235	155,200		46
5	140	32	172		14,879		47
79	364	40	404		30,724		48
8	258	32	290		21,779		49
4	261	190	451		39,680		50
							51
3	325	120	423	22	40,281		52
7	29		29		1,450		53
							54
							55
							56
							57
							58
							59
							60
	10	1	11		420		61
6	192		192		12,350		62
							63
6	229	7	236		15,019	5	64
8	77	10	87		6,320		65
							66
230	4,319	1,585	5,647	257	423,007	5	67
1	49	5	XXXX	54	XXXXXXXXXXXXXXXX		68
231	4,368	1,590	5,647	311	423,007		69

417. INVENTORY OF EQUIPMENT—Concluded

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

Line No.	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year			
		Per diem (b)	All other (c)	New units purchased or built ¹ (d)	New units leased from others (e)	Units Installed	
						Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including re-classification and second hand units purchased or leased from others (g)
	FLOATING EQUIPMENT						
71	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X	1				
72	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X	1				
73	Total (lines 71 and 72)	X X X X	2				
	HIGHWAY REVENUE EQUIPMENT						
74	Bogie-chassis						
75	Dry van		116				
76	Flat bed		45				
77	Open top						
78	Mechanical refrigerator		8	10			
79	Bulk						
80	Insulated						
81	Platform, removable sides						
82	Other trailer or container						
83	Tractor						
84	Truck						
85	Total (lines 74 to 84)		169	10			

NOTES AND REMARKS

417. INVENTORY OF EQUIPMENT—Concluded

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

Changes during year (Concluded)	Units At Close of Year						Line No.
	Owned and used	Leased from others	Total in service of respondent (col. (i) + (j))		Aggregate capacity of units reported in col. (k) + (l) (see ins. 4)	Leased to others	
			Per diem	All other			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (h)	(i)	(j)	(k)	(l)	(m) (Tons)	(n)	
	1		XXXX	1	840		71
	1		XXXX	1	840		72
	2		XXXX	2	1680		73
							74
29	83	4					75
		45					76
							77
	10	8					78
							79
							80
							81
							82
							83
							84
29	93	57					85

NOTES AND REMARKS

421. HIGHWAY MOTOR VEHICLE OPERATIONS

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

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

In reporting traffic carried and traffic handled 1 mile on lines 10 to 15, and on lines 20 to 23, both inclusive, show the total number of tons and ton-miles of revenue freight in column (i) and the total number of passengers carried and passenger-miles in column (c), regardless of the class of vehicle used to perform the transportation service.

In reporting highway motor vehicles in nonrevenue service include those used in maintenance, shops, and storehouses, and transportation of company material; also buses used for transportation of company employees. Exclude automobiles used by officials and employees.

A. OPERATED BY RESPONDENT
(Revenue and nonrevenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
REVENUE SERVICE				
Vehicles owned or leased:				
1	Number available at beginning of year	None	None	None
2	Number installed during the year			
3	Number retired during the year			
4	Number available at close of year			
Vehicle miles (including loaded and empty):				
Line haul (station to station):				
5	Passenger vehicle miles	XXXXXX		XXXXXX
6	Truck miles		XXXXXX	XXXXXX
7	Tractor miles		XXXXXX	XXXXXX
Terminal service:*				
8	Pick-up and delivery			
9	Transfer service			
Traffic carried:				
10	Tons—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
11	Tons—Revenue freight—Terminal service only	XXXXXX	XXXXXX	XXXXXX
12	Revenue passengers—Line haul	XXXXXX		XXXXXX
13	Revenue passengers—Terminal service only	XXXXXX		XXXXXX
Traffic handled 1 mile:				
14	Ton-miles—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
15	Revenue passenger-miles—Line haul	XXXXXX		XXXXXX
NONREVENUE SERVICE				
Vehicles owned or leased:				
16	Number available at beginning of year	None	None	None
17	Number installed during the year			
18	Number retired during the year			
19	Number available at close of year	None	None	None

*When performed by vehicles other than those used for line haul.

B. OPERATED BY OTHERS
(Revenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
Traffic carried:				
20	Tons—Revenue freight	XXXXXX	XXXXXX	XXXXXX
21	Revenue passengers	XXXXXX	None	XXXXXX
Traffic handled 1 mile:				
22	Ton-miles—Revenue freight	XXXXXX	XXXXXX	XXXXXX
23	Revenue passenger-miles	XXXXXX	None	XXXXXX

421. HIGHWAY MOTOR VEHICLE OPERATIONS—Concluded

"Trailers" means trailer bodies used in TOFC/COFC service which are permanently mounted on running gear. "Containers" means trailer bodies used in TOFC/COFC service which are not permanently mounted on wheels or chassis, but are separated from such running gear before being loaded on flat cars.

A. OPERATED BY SPONSOR—Concluded
(Revenue and nonrevenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Trucks (i)	Combination bus-trucks (j)	Line No.
None	169					1
	10					2
	29					3
	150					4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX				XXXXXX	XXXXXX	7
						8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
None	None	None	100	256		16
				38		17
				32		18
None	None	None	100	262		19

B. OPERATED BY OTHERS—Concluded
(Revenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Truck (i)	Combination bus-trucks (j)	Line No.
XXXXXX	XXXXXX	XXXXXX	XXXXXX	None	XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX	None	XXXXXX	22
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	23

422. HIGHWAY MOTOR-VEHICLE ENTERPRISES IN WHICH THE RESPONDENT HAD A DIRECT OR INDIRECT FINANCIAL INTEREST DURING THE YEAR

Give particulars of highway motor-vehicle enterprises (excluding Railway Express Agency, Inc.) in which the respondent had a financial interest, either directly or indirectly, during the year.

In column (a) identify each motor-vehicle enterprise by name and address, and in column (b) state whether the respondent's interest in such

enterprise was direct or indirect. If the interest was indirect, give the names of all intermediaries.

In column (c) give the date on which respondent first acquired its direct or indirect interest in the enterprise.

Line No.	Name and address of highway motor-vehicle enterprise (a)	Nature of respondent's interest (b)	Date on which respondent's direct or indirect interest was originally acquired (c)
1	Western Pacific Transport Company		
2	526 Mission St., San Francisco, CA	Indirect	Feb. 26, 1973
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			

510. GRADE CROSSINGS

A—Railroad With Railroad

1. A crossing of a railroad with a railroad means the intersection of all the tracks on one right-of-way with all of the tracks on another right-of-way, whether or not owned or operated by the same company; thus, the intersection of one double-track line with another double-track line shall be reported as one crossing. Each such crossing shall be reported only by the carrier who performs the actual maintenance of the signal or interlocking protection, if so provided, or by the carrier who maintains the crossing frogs where no protection exists. The carrier which actually performs the maintenance shall be the reporting carrier, even though other party, or parties, assume a part or all of the expense of such maintenance. Where portions of the apparatus are maintained by two or more companies, as for example—the condition where one crossing frog is maintained by one company and the second frog by the other company, agreement should be made between carriers as to which shall report. Report should be made of each crossing, whether main line, branch line, or switching tracks are involved, so long as separate rights-of-way are involved, regardless of whether or not the rights-of-way involved are

owned or leased by the same company. A cross-over from one track to another on the same right-of-way, or the use of a crossing frog for the intersection of two tracks in the same right-of-way, is not to be considered as a crossing in this connection. If one right-of-way intersects two or more rights-of-way in the same vicinity a separate crossing shall be reported for each such intersection, even though all are controlled by one interlocking plant. In such case, this fact should be explained in a footnote in order that the interlocking plant may not be counted more than once.

2. The term "Protection" as used in this connection should include all signalling or derailing devices which may restrict the use of the crossing by either carrier. It shall not include stationary or other cautionary signs which merely indicate the proximity of a crossing. Where crossings are protected by more than one of the types of protection shown in columns (b) to (i) inclusive, the kind of protection, etc., should be reported in only one classification and that of the more elaborate type.

Line No.	Number of crossings (a)	Interlocking (b)	Automatic signals (automatic interlocking) (c)	Derails on one line, no protection on other (d)	Hand-operated signals, without interlocking (e)	Gates (f)	Total specially protected (g)	Total not specially protected (h)	Grand total (i)
1	Number at beginning of year	1	10				11	29	40
2	Crossings added: New crossings								
3	Change in protection								
4	Crossings eliminated: Separation of grade								
5	Change in protection								
6	Other causes								
7	Number at close of year	1	10				11	29	40
	Number at Close of Year by States:								
8									
9	California	1	8				9	29	38
10	Nevada		2				2		2
11	Utah								None
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22									
23									
24									
25									

510. GRADE CROSSINGS—Continued

B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.

2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.

3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the farthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In columns (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-activated devices with or without audible supplements. Include in column (l), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change (a)	Automatic gates with flashing lights (b)	Automatic flashing light signals (c)	Gates manually operated		Watchmen only		Audible signals only (h)	Other automatic signals (i)	Total indicating warning of train approach (j)	"Railroad Crossing" crossbuck signs only (k)	Crossbuck signs with other fixed signs (l)	Other fixed signs only (m)	No signs or signals (n)	Total crossings at grade (o)
				24 hours per day (d)	Less than 24 hours per day (e)	24 hours per day (f)	Less than 24 hours per day (g)								
1	Number at beginning of year	191	145						29	365	649				1,014
2	Added: By new, extended or relocated highway										3				3
3	By new, extended or relocated railroad														
4	Total added										3				3
5	Eliminated: By closing or relocation of highway		1							1	3				4
6	By relocation or abandonment of railroad														
7	By separation of grades														
8	Total eliminated		1							1	3				4
9	Changes in protection: Number of each type added	12								12					12
10	Number of each type deducted		7						1	8	4				12
11	Net of all changes	12	(8)						(1)	3	(4)				(1)
12	Number at close of year	203	137						28	368	645				1,013
13	Number at close of year by States:														
14	California	190	114						27	331	544				875
15	Nevada	10	14						1	25	67				92
16	Utah	3	9							12	34				46
17															
18															
19															
20															
21															
22															
23															
24															
25															
26															

511. GRADE SEPARATIONS

Highway-Railroad

1. (a) A highway-railroad grade separation is to be regarded as a single crossing of all of the tracks within the owned or leased right-of-way or contiguous rights-of-way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at separate grades.

(b) Not to be included are structures which serve some major purpose other than the avoidance of conflict of railway movements with highway movements and which contain no design features required for accommodation of the intersecting traffic flow as in the case of major tunnels.

(c) In order to avoid duplicate reporting and possible confusion, in reporting grade separations used or maintained by more than one railroad, the interested parties in each case should designate one line to be the reporting railroad.

2. All separated crossings of tracks with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad owned right-of-way.

3. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads not dedicated to public use.

4. A private crossing which becomes public during the year should be reported as a new crossing.

5. A crossing of a dual or multi-lane highway should be reported as one crossing.

Line No.	Items of Annual Change (a)	Types and numbers of highway-railroad grade separations		
		Overpass (Highway above railroad) (b)	Underpass (Railroad above highway) (c)	TOTAL (d)
1	Number at beginning of year	60	61	121
2	Added: By new, extended or relocated highway	1		1
3	By new, extended or relocated railroad			
4	By elimination of grade crossing ¹			
5	Total added	1		1
6	Deducted: By closing or relocation of highway		1	1
7	By relocation or abandonment of railroad			
8	Total deducted		1	1
9	Net of all changes	1	(1)	
10	Number at close of year	61	60	121
	Number at close of year by States:			
11				
12	California	45	56	101
13	Nevada	10	3	13
14	Utah	6	1	7
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

¹Total in column (d) should correspond to total number of grade crossings eliminated "By separation of grades", Schedule 510-B, line 7 column (a).

513. TIES LAID IN REPLACEMENT

Give particulars of ties laid during the year in previously constructed tracks maintained by the respondent. Do not include any ties used in any new tracks or in track extensions.

In column (a) classify the ties as follows:

(U) Wooden ties untreated when applied.

(T) Wooden ties treated before application.

(S) Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

Report new and second-hand (relay) ties separately, indicating in column (h) which ties are new.

In columns (d) and (g) should be shown the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage, and seasoning yards; and,

in the case of treated ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

The sum of entries on lines 21, 22, and 23 should equal the total of columns (d) and (g).

Any material difference between the return on line 22 and the charge to operating expense account No. 212, or between the sum of charges to additions and betterments shown in schedules Nos. 513 and 514 and the related charge to investment account No. 8, should be explained in a footnote.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in previously constructed tracks during year (d)	Number of feet (board measure) applied (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in previously constructed tracks during year (g)	
1	T	117,705	\$ 15.10	\$ 1,777	135,995	\$ 382.01	\$ 52	
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	117,705	15.10	1,777	135,995	382.01	52	

(Dollars in thousands)

21	Amount of salvage on ties withdrawn	\$ 9
22	Amount chargeable to operating expenses	\$ 1,820
23	Amount chargeable to additions and betterments	\$ None

Estimated number of crossties in all maintained tracks:

	Number	Percent of Total
24 Wooden ties	5,351,797	.99
25 Other than wooden ties (steel, concrete, etc.)	625	.01
26 Total	5,352,422	100.00

Note: All Ties are creosoted.

A/C 212 - Schedule 320	\$ 1,867	Inventory Adjustments	\$ 24
Line 22 - Schedule	1,820	Prior Years Adjustments	23
	\$ 47		\$ 47

514. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of ties laid during the year in new construction, following the instructions given in the preceding schedule, so far as applicable. In columns (d) and (g), report "total cost" in thousands.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)	
1	T	8,847	\$ 11.30	\$ 100	57,166	\$ 332.37	\$ 19	
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	8,847	11.30	100	57,166	332.37	19	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							0.27
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							7.04

Note: Cross Ties are Creosoted:

A/C 8 Schedule 211 Cols (e) & (f) \$ 121

Line 23, Schedule 513 -

Line 20, Schedule 514 119

Difference \$ 2

Prior Years Adjustments \$ 2

515. RAILS LAID IN REPLACEMENT

Give particulars of all rails applied during the year in connection with replacement of rails in previously constructed tracks maintained by the respondent.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process.
- (2) New steel rails, open-hearth process.
- (3) New rails, special alloy (describe more fully in a footnote).
- (4) Relay rails.

Returns in columns (c) and (g) should be reported in whole numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more reckoned as one.

The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign

lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, and of train service in connection with the distribution of the rails, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

The sum of entries on lines 22, 23, and 24 should equal the total of columns (d) and (h).

Any material difference between the return on line 23 and the charge to operating expense account No. 214, or between the sum of charges to additions and betterments shown in schedules Nos. 515 and 516 and the related charge to investment account No. 9, should be explained in a footnote.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
1	2	136	482	\$ 165	\$ 341.00			\$	\$
2	2	119	6,395	2,208	345.00				
3	2	115	30	4	133.00				
4	4	136	3	--	108.00				
5	4	132	72	8	108.00				
6	4	119	295	32	108.00	119	76	8	108.00
7	4					115	1	--	108.00
8	4	112	85	9	108.00				
9	4	110	8	1	108.00				
10	4	100	1,462	158	108.00	100	148	16	108.00
11	4	85	31	3	108.00	85	126	14	108.00
12									
13									
14									
15									
16									
17									
18									
19									
20	Total	X X X X	8,863	2,588	292.00	X X X X	351	38	108.00

(Dollars in thousands)

21	Number of tons (2,000 lb.) of relayers and scrap rail taken up	8,180	
22	Salvage value of rails released	\$ 583	
23	Amount chargeable to operating expenses	\$ 1,609	
24	Amount chargeable to additions and betterments	\$ 434	
25	Miles of new rails laid in replacement (all classes of tracks) †	(rail-miles) 65.39	
26	Miles of new and second-hand rails laid in replacement (all classes of tracks) ‡	(rail-miles) 90.93	
27	Average weight per yard of new rails laid in replacement (running, passing, and cross-over tracks, etc.) *	120 (pounds)	
28	Tons of rail sold as scrap and amount received	2,108 (tons of 2,000 lb.); \$ 117	
29	Track-miles of welded rail installed this year	30.31	total to date 493.38

†Classes 1, 2, and 3 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in all classes of tracks; divide the total number of yards of new rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

‡Classes 1, 2, 3, and 4 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new and second-hand rail laid in all classes of tracks; divide the total number of yards of new and second-hand rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

*Classes 1, 2, and 3 rails.—Reduce tonnage in column (c) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in running, passing, and cross-over tracks, etc.; divide the total number of pounds of new rails laid in running tracks, etc., by the total number of yards of new rails laid in such tracks.

Schedule 320 A/C 214 1,842
= 515 Line 23 1,609
233

Welding, Cutting, etc. \$ 255
Inventory Adjustment (9)
Credits in excess of Stock
Value of Rail Sold (63)
Prior Years Adjustments 50
\$ 233

516. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of rails applied during the year in the construction of new tracks, following the instructions given in the preceding schedule, so far as applicable.

In columns (d) and (h), report "total cost" in thousands.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
1	2			\$	\$	119	2	\$ 1	\$ 332
2						119	25	3	108
3	4	100	44	5	108	100	361	34	108
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16	Total	XXX	44	5	108	XXX	388	38	111

17 Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 0.27

18 Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 7.04

19 Track-miles of welded rail installed this year None : None

A/C 9 Sch 211 Cols (e) & (f)

\$498

Prior Years Adjustments \$ 21

Schedule 515, Line 24

434
43

477

=

516 Line 16

\$ 21

517. GAUGE OF TRACK AND WEIGHT OF RAIL

Give the particulars below called for concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly-owned mileage should be included. Under "Weight of rail," the various weights of rails should be given. If any part of the road operated at the close of the year is other than standard gauge,

4 feet 8-1/2 inches, show the gauge of each part in column (d). Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Car-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	
	Pounds			Col. (a)	Col. (b)
1	136	203.96		56	6.14
2	132	80.20			
3	119	296.10			
4	115	192.25		Total	1,334.31
5	114	0.59			
6	112	217.26			
7	110	5.43			
8	100	91.80			
9	90	0.01			
10	85	73.25			
11	75	55.79			
12	72	1.34			
13	70	34.54			
14	65	1.85			
15	62 1/2	0.25			
16	60	73.55			

531. STATISTICS OF RAIL-LINE OPERATIONS (See Page 121 for Instructions)

Line No.	Item (a)	Freight trains (b)	Passenger trains (c)	Total transportation service (d)
1	Average mileage of road operated	1,482		1,482
	Train-Miles			
2	Diesel locomotives	3,696,141		3,696,141
3	Other locomotives			
4	Total locomotives	3,696,141		3,696,141
5	Motorcars			
6	Total train-miles	3,696,141		3,696,141
	Locomotive Unit-Miles			
7	Road service	14,460,524		14,460,524
8	Train switching	70,457		70,457
9	Yard switching	744,606		744,606
10	Total locomotive unit-miles	15,275,587		15,275,587
	Car-Miles (Thousands)			
11	Total motorcar car-miles			
12	Loaded time-mileage freight cars	76,930		76,930
13	Loaded other freight cars	51,888		51,888
14	Empty time-mileage freight cars	43,955		43,955
15	Empty other freight cars	29,647		29,647
16	Caboose	4,276		4,276
17	Total freight car-miles (lines 12, 13, 14, 15 and 16)	206,696		206,696
18	Passenger coaches			
19	Combination passenger cars (mail, express, or baggage, etc., with passenger)			
20	Sleeping and parlor cars			
21	Dining, grill and tavern cars			
22	Head-end cars			
23	Total (lines 18, 19, 20, 21, and 22)			
24	Business cars			
25	Crew cars (other than caboose)			
26	Grand total car-miles (lines 11, 17, 23, 24 and 25)	206,696		206,696
	Gross Ton-Miles and Train-Hours in Road Service			
27	Gross ton-miles of locomotives and tenders (thousands)	2,091,045		2,091,045
28	Gross ton-miles of freight-train cars, contents, and cabooses (thousands)	11,789,517		11,789,517
29	Gross ton-miles of passenger-train cars and contents (thousands)			
30	Train-hours—Total	118,355		118,355
	Revenue and Nonrevenue Freight Traffic			
31	Tons of revenue freight	XX XX XX	XX XX XX	9,495,714
32	Tons of nonrevenue freight	XX XX XX	XX XX XX	535,049
33	Total tons revenue and nonrevenue freight	XX XX XX	XX XX XX	10,030,763
34	Ton-miles—Revenue freight in road service (thousands)	XX XX XX	XX XX XX	4,967,376
35	Ton-miles—Revenue freight in lake transfer service (thousands)	XX XX XX	XX XX XX	
36	Total ton-miles—Revenue freight (thousands)	XX XX XX	XX XX XX	4,967,376
37	Ton-miles—Nonrevenue freight in road service (thousands)	XX XX XX	XX XX XX	141,203
38	Ton-miles—Nonrevenue freight in lake transfer service (thousands)	XX XX XX	XX XX XX	
39	Total ton-miles—Nonrevenue freight (thousands)	XX XX XX	XX XX XX	141,203
40	Net ton-miles of freight—Revenue and nonrevenue (thousands)	5,108,579		5,108,579
	Revenue Passenger Traffic			
41	Passengers carried—Total	XX XX XX	XX XX XX	
42	Passenger-miles—Total	XX XX XX	XX XX XX	None
	Train-Miles Work Trains			
43	Locomotives			5,421
44	Motorcars			
45	Total			5,421

INSTRUCTIONS CONCERNING SCHEDULE 531 ON PAGE 120

1. Give the various statistical items called for concerning the rail-line operations of respondent's road during the year. Train-miles, car-miles and other particulars are to be reported in accordance with the classification of train-miles and car-miles prescribed in the Uniform System of Accounts for Railroad Companies (Mileage Accounts 800 to 805 and 820 to 825). Locomotive unit-miles should include all miles made by each locomotive unit.

2. Time-mileage freight cars, as used herein, refers to freight cars other than cabooses owned or held under lease arrangement by U.S. class 1 line-haul railroads, whose interline rental is settled on a per diem and line-haul basis under "Code of Car Hire Rules," or would be so settled if used by another railroad.

3. Item No. 1 includes miles of road operated under trackage rights.

4. All statistics should be reported in whole numbers unless otherwise indicated in thousands. For gross ton-miles compute from conductors' or dispatchers' train reports weight in tons (2,000 pounds). Line 27 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Lines 28 and 29 represent tons behind locomotive units (cars and contents, company-service equipment and cabooses) moved one mile in transportation trains. Include ton-miles of exclusive work service equipment and motorcars moving in

transportation trains. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

5. Line No. 35 should represent the ton-miles of revenue freight in water transfer service on the Great Lakes involving a rail-line haul, the revenue from which is includible in account No. 101, "Freight." Ton-miles of revenue freight in water transfer service which was moved on the basis of lawful local tariff rates, the revenue from which is creditable to account No. 113, "Water transfers," should be excluded. Line 36, Total ton-miles—Revenue freight, should correspond to the ton-miles reported on Form OS-B, Item 2.

6. For net ton-miles, Line 40, compute from conductors' train reports. This item represents the number of tons of revenue and non-revenue freight moved one mile in transportation trains. Include a reasonable proportion of the weight of exclusive work equipment moved one mile. Include net ton-miles in motorcar trains. Exclude LCL shipments handled in mixed baggage-express cars.

7. The mileage of company service equipment, designed exclusively for work service and moved in transportation trains, should be classed as loaded freight car-miles.

8. Highway vehicle operations should not be included in Schedule 531 but particulars thereof given in a footnote below.

532. SWITCHING AND TERMINAL TRAFFIC AND CAR STATISTICS

(For switching and terminal companies only)

1. Give particulars of cars handled during the year. For descriptions of kinds of services included in switching operations, and in terminal operations, reference is made to the "Notice" on the inside of the front cover of this form. With respect to the term "cars handled" it should be observed that, when applied to switching operations, the movement of a car from the point at which a switching company receives it, whether loaded or empty, to the point where it is loaded or unloaded or delivered to another connecting line is to be counted as one car handled. The return of a car, whether loaded or empty, from the point where it is loaded or un-

loaded, to the point of delivery is to be counted as one car handled. No incidental movement is to be considered, unless such incidental movement involves the receipt of additional revenue. When applied to terminal operations, such as union station, bridge, ferry, or other joint facility terminal operations, the term "cars handled" includes all cars for which facilities are furnished.

2. The number of locomotive-miles in yard switching service should be computed in accordance with account No. 816, "Yard Switching Locomotive-miles."

Line No.	Item (a)	Switching operations (b)	Terminal operations (c)	Total (d)
Freight Traffic				
1	Number of cars handled earning revenue—Loaded			
2	Number of cars handled earning revenue—Empty			
3	Number of cars handled at cost for tenant companies—Loaded			
4	Number of cars handled at cost for tenant companies—Empty			
5	Number of cars handled not earning revenue—Loaded	(NOT APPLICABLE)		
6	Number of cars handled not earning revenue—Empty			
7	Total number of cars handled			
Passenger Traffic				
8	Number of cars handled earning revenue—Loaded			
9	Number of cars handled earning revenue—Empty			
10	Number of cars handled at cost for tenant companies—Loaded			
11	Number of cars handled at cost for tenant companies—Empty			
12	Number of cars handled not earning revenue—Loaded			
13	Number of cars handled not earning revenue—Empty			
14	Total number of cars handled			
15	Total number of cars handled in revenue service (lines 7 and 14)			
16	Total number of cars handled in work service			
17	Number of locomotive-miles in yard switching service: Freight, _____; passenger, _____			

NOTES AND REMARKS

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

1. In columns (a) and (b) enter the name and position of each of the five persons named in Schedules 102 and 103 of this report to whom the respondent paid the largest amount during the year as compensation for current or past service over and above necessary expenses incurred in discharge of duties. In addition, list all other officers, directors, pensioners or employees, if any, to whom the respondent paid \$40,000 or more in total compensation during the year.

2. The salary per annum to be entered in column (c) is the annual rate at which an employee is paid rather than the amount actually paid for a part of a year. If the salary of an individual was increased or decreased during the year, show salary before each change as well as at close of year.

3. If an officer, director, etc., receives compensation from one or more of the affiliated companies listed in Schedule 104, reference to this fact should be made if the aggregate compensation from all companies amounts to \$40,000 or more. The detail as to division of the compensation should be reported in schedule 564.

4. Report in column (d) the total amount of compensation other than annual salary paid to each listed employee during the year. This includes forms of nonmonetary compensation given which directly benefits each employee. Examples:

Fair value of property given, such as exclusive use of an automobile;

Amounts paid for membership of the employee in nonbusiness associations, private clubs, etc.;

Commissions, bonuses, shares in profits;

Contingent compensation plans;

Monies paid or accrued for any pension, retirement, savings, retirement annuities, deferred compensation, or similar plan;

Premiums on life insurance where the respondent is not the beneficiary. Do not report premiums on group life insurance for benefits less than \$50,000.

Give the details of any plan not previously reported, the basis of determining the ultimate benefits payable, and the payments or provisions made during the year.

5. Also include in column (d) all remuneration paid, directly or indirectly, in the form of securities, options, warrants, rights or other property. Furnish particulars concerning any options, warrants, or rights issued or granted during the year including prices, expiration dates and other information relating to exercise of the options, warrants, or rights. Specify the amount of such securities or assets so entitled to be purchased by each officer, director, etc. (Dollars in thousands)

Line No.	Name of person (a)	Position or Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
1	R. G. Flannery	President & Chief	\$	\$
2		Executive Officer	175	26
3	Mr. Flannery's salary increased from \$150,000 to \$175,000			
4	effective December 14, 1977			
5	W. G. Treanor	Vice President-Law	64	5
6	Mr. Treanor's salary increased from \$60,648 to \$64,290			
7	effective 8/1/77.			
8	R. C. Marquis	Vice Pres.-Operation	68	7
9	Mr. Marquis' salary increased from \$63,168 to \$67,590			
10	effective 3/1/77.			
11	R. W. Stumbo, Jr.	Vice Pres.-Finance	74	6
12	Mr. Stumbo's salary increased from \$69,456 to \$73,728			
13	effective 3/1/77.			
14	R. G. Meldahl	Vice Pres.-Marketing	65	5
15	Mr. Meldahl's salary increased from \$60,642 to \$64,890			
16	effective 3/1/77.			
17	A. P. Victors	Vice Pres. Industrial Development	53	5
18	Mr. Victors' salary increased from \$50,004 to \$53,004			
19	effective 8/1/77.			
20	F. A. Tegeler	Vice Pres.-Admin.	48	3
21	R. W. Mustard	Chief Mech. Officer	43	6
22	Mr. Mustard's salary increased from \$40,728 to \$43,020			
23	effective 3/1/77.			
24	J. M. Ostrow	Asst. Vice President-Market Dev. & Pricing	56	3
25				
26	W. F. McGrath	Asst. Vice Pres.-Sales	51	4
27	L. P. McLaughlin	Controller	48	3
28	Mr. McLaughlin's salary increased from \$45,840 to \$48,132			
29	effective 6/1/77.			
30	J. J. Gray	President - WPT		
31	Mr. Gray's salary increased from \$37,080 to \$40,782			
32	effective 3/1/77.			
33			41	6
34				
35				
36				
37				
38				

*Does not include stock options and/or stock appreciation rights of Western Pacific Industries.

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES AND AFFILIATES

1. In the form below give information concerning payments, fees, retainers, commissions, gifts, contributions, assessments, bonuses, pensions, subscriptions, allowance for expenses, or any form of payments amounting in the aggregate to \$50,000 or more during the year to any corporation, institution, association, firm, partnership, committee, or any person, except:

(a) Payments to employees of the respondent shall be reported in Schedule 562.

(b) Payments for services rendered by affiliates shall be reported in Schedule 564.

(c) Payments for accounting and audit fees must be reported in full regardless of the \$50,000 limitation. These fees must not be included with management fees paid to parent companies.

2. The aggregate of payments to be reported in column (c) shall include amounts paid and/or accrued during the year which are applicable to the year.

3. When contributions under \$50,000 are made in common with other carriers under a joint arrangement in payment for the performance of services or as a donation, each such contribution shall be reported, irrespective of the amount thereof, if the total amount paid by all contributors for the performance of the particular service is equal to the sum of \$100,000 or more.

4. Payments to the independent public accountant reporting on the respondent's annual report shall be subdivided to show separately the amount paid for auditing and the total amount paid for other types of management services such as, but not limited to, compensation plans, pension plans, forecasts and budgets, and tax advice. All carriers, whether payments aggregate more or less than \$50,000, shall answer the following question.

Did the independent accountant reporting on the respondent's annual report provide any management services other than auditing? Specify, Yes ___ No ___

5. To be included are, among others, payments, directly or indirectly, for legal, medical, engineering, advertising, valuation, accounting, statistical, financial, educational, entertainment, charitable, advisory, defensive, detective, developmental, research, appraisal, registration, purchasing, architectural, and hospital services; payments for expert testimony and for handling wage disputes; and payments for services of banks, bankers, trust companies, insurance companies, brokers, trustees, promoters, solicitors, consultants, actuaries, investigators, inspectors, and efficiency engineers. Payments to the various railroad associations, commissions, committees, bureaus, boards, and other organizations maintained jointly by railroads shall also be included. The enumeration of these kinds of payments should not be understood as excluding other payments for services not excluded below.

6. To be excluded are: Rent of buildings or other property, taxes payable to the Federal, State, or local Governments, payments for heat, light, power, telegraph, and telephone services, and payments to other carriers on the basis of lawful tariff charges or for the interchange of equipment between carriers, as well as other payments for services which both as to their nature and amount may reasonably be regarded as ordinarily connected with the routine operation, maintenance, or construction of a railroad, but any special and unusual payments for services should be reported. Payments of \$50,000 or more to organizations maintained jointly by railroads with other railroads are not to be excluded even if their services are regarded as routine.

7. If more convenient, this schedule may be filled out for a group of roads considered as one system and shown only in the report of the principal road in the system, with references thereto in the reports of the other roads. When the respondent is reporting on a system basis, audit fees must be reported separately for each individual railroad included in the system.

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

(Dollars in thousands)

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1	Western Railroad Assn.	Proportion of Expenses	\$ 253
2	Assn. of American Railroads	Proportion of Expenses	147
3	National Ry. Labor Assn.	Proportion of Expenses	14
4	Pacific Car Demurrage Bureau	Proportion of Expenses	6
5	Arthur Young & Co.	Auditing Services	70
6	Arthur Young & Co.	Other Services	82
7	A. E. Perlman	Consulting Services	60
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			

**564. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED**

1. Furnish the information called for below concerning each contract, agreement or arrangement (written or unwritten) in effect at any time during the year between the respondent and the affiliated companies listed in Schedule 104, or persons affiliated with the respondent including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- Lawful tariff charges for transportation services.
- Payments to or from other railroads for interline services and interchange of equipment.
- Payments to or from other railroads for services which may reasonably be regarded as ordinarily connected with routine operation, maintenance, or construction of a railroad, but any special or unusual transactions should be reported.
- Agreements relating to joint pension plans with affiliated companies should be reported in explanatory notes section of Schedule 200 (p. 13)

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$30,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges in column (d). If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

Attach a balance sheet and income statement for each affiliate with which respondent had reportable transactions during the year. These statements should be prepared on the same accounting

year basis and in conformity with the balance sheet and income statement in annual report form A, and should be noted to indicate method of depreciating property, if any, furnished to the respondent. Balance sheet and income statement are not required for affiliated carriers filing annual reports with the Commission.

3. In column (b) indicate form of affiliation or control between the respondent and the company or person identified in column (a) as follows:

- If respondent directly controls affiliate insert the word "direct".
- If respondent controls through another company insert the word "indirect".
- If respondent is under common control with affiliate insert the word "common".
- If respondent is controlled directly or indirectly by the company listed in column (a) insert the word "controlled".
- If control is exercised by other means such as a management contract or other arrangement of whatever kind insert the word "other" and footnote to describe such arrangements.

4. In column (c) fully describe the character of service involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (g).

5. In column (d) fully describe the basis for computing charges under each contract, agreement, etc.

6. In columns (e) and (f) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

7. In column (g) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (c). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the respondent and an affiliate.

(Dollars in thousands)

Line No.	Name of Company or Individual and percent of gross income from respondent carrier (a) %	Form of Affiliation (b)	Character of Service (c)	Basis of Charge (d)	Contract		Total Charges for Year	
					Date (e)	Term (f)	(P)(S)	(g)
1	Western Pacific							\$
2	Industries	100%	Controlled	Corporate Services	See	Note	P	225
3								
4								
5								
6								
7								
8								
9								
10								
11								
12	Note: Authorized by Board of Directors on 1-19-77							
13								
14								
15								
16								
17								
18								

565. OTHER TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 104, or persons affiliated with the respondent including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but not limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.
3. In column (b) indicate form of affiliation or control between the respondent and company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.
4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".
6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).
7. In column (f) report the net profit or loss for each item (column (d) less column (e)).
8. Answer all questions at bottom of schedule. (Dollars in thousands)

Line No.	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1			(NOT APPLICABLE)	\$	\$	\$
2						
3						
4			Respondent is Reporting on a Fully Consolidated Basis			
5						
6						
7						
8						
9						
10						
11						
12						
13						

With respect to the transactions listed above, were any gains or losses incurred by other affiliated companies in the six (6) accounting years preceding this report year on the transfer of the item to the company or individual named in column (a)? Specify: Yes ___ No ___ If yes, give particulars of prior transaction such as sales price, and gain or loss.

Where any services provided or assets transferred between respondent and affiliated companies or individuals during the year for which no charges were assessed? Specify: Yes ___ No ___ If yes, explain.

**566 A. TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS
FOR SERVICES RECEIVED OR PROVIDED**

1. Furnish the information called for below concerning transactions between noncarrier subsidiaries of the respondent and other affiliated companies for services received or provided in accord with instruction No. 1 to Schedule 564.

2. In column (a) enter the name of the noncarrier subsidiary of respondent.

3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary received or provided services aggregating \$30,000 or more for the year.

4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.

5. In column (d) fully describe the character of service involved such as management fees, lease of building, purchase of material, etc. If more

than one type of service is provided, list each type of service separately. When services are both provided and received between the noncarrier subsidiary and other affiliate they should be listed separately and the amounts shown separately in column (h).

6. In column (e) fully describe the basis for computing charges under each contract, agreement, etc.

7. In columns (f) and (g) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

8. In column (h) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (d). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the noncarrier subsidiary and other affiliate. (Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Character of service (d)	Basis of Charge (e)	Contract		Total Charges for Year	
						Date (f)	Term (g)	(P)(S)	(h)
1	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									

566 B. OTHER TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS

1. Furnish the information called for below concerning other transactions between noncarrier subsidiaries of the respondent and other affiliated companies in accord with instruction No. 1 to Schedule 565.

2. In column (a) enter the name of the noncarrier subsidiary of respondent.

3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary transacted a purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.

4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.

5. In column (d) briefly describe the kind of asset purchased, sold or transferred.

6. In column (e) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

7. In column (f) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (e).

8. In column (g) report the net profit or loss for each item (column (e) less column (f)).

9. Answer all questions at bottom of schedule.
(Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Description of Item (d)	Sales or Purchase Price (e)	Net Book Value (f)	Gain or (Loss) (g)
1							
2		(NOT APPLICABLE)					
3							
4							
5		Respondent is Reporting on a Fully Consolidated Basis					
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							

With respect to the transactions listed above, were any gains or losses incurred by other affiliated companies in the six (6) accounting years preceding this report year on the transfer of the item to the company or individual named in column (b)? Specify. Yes . . . No . . . If yes, give particulars of prior transaction such as sales price, and gain or loss.

Were any services provided or assets transferred between noncarrier subsidiaries of respondent and other affiliated companies or individuals for which no charges were assessed? If so, explain.

571. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

Show hereunder the amounts of the various kinds of fuel consumed by locomotive units and motor or other self-propelled rail cars in the service of the respondent during the year, and the number of kilowatt-hours for such tractive equipment as was propelled by electricity. The ton of 2,000 pounds should be used.

Kilowatt-hours, for entry in column (c) of section A, and column (h) of section B, are to be figures at high tension taps (point of production or point of purchase), and divided among the several classes of service, the division being made on the respondent's best estimate if actual figures are not available.

A. LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (Steam, Gas Turbine, Etc.)	
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)
1	Freight	29,461,840			
2	Passenger				
3	Yard switching	1,550,623			
4	Total	31,012,463			
5	Cost of Fuel*	\$ 11,323	\$	\$	\$
6	Work Train	143,907			

B. RAIL MOTORCARS

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)
7	Freight			
8	Passenger			
9	Yard switching	None		
10	Total			
11	Cost of Fuel*	\$	\$	\$
12	Work Train			

*Show cost of fuel charged to train and yard service (accounts Nos. 382 and 394, for other than electric, and accounts Nos. 383, 384, 395, and 396, for electric). The cost stated for the various kinds of fuel should be the total charges in the accounts specified, including freight charges and handling expenses. The cost stated for electric current should be the total charges in the accounts enumerated. Fuel and power consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed or special trains is predominantly passenger, the fuel and power used should be included in passenger service. (Dollars in thousands)

581. CONTRACTS, AGREEMENTS, ETC.

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

- (a) Express companies.
- (b) Mail.
- (c) Sleeping, parlor, and dining-car companies.
- (d) Freight or transportation companies or lines.
- (e) Other railway companies.
- (f) Steamboat or steamship companies.
- (g) Telegraph companies.
- (h) Telephone companies.
- (i) Equipment purchased under conditional sales contracts.
- (j) Routing traffic of affiliated companies.
- (k) Other contracts.

2. Under item 1(e), include particulars of joint facility arrangements entered into during the year by the respondent, including those maintained or operated by other carriers as well as those maintained or operated by respondent. For each joint facility, give a brief statement of the basis or bases on which revenues, expenses, taxes, interest on investment, and other items, if any, related to the facility are apportioned among the carriers using the facility or otherwise deriving benefit therefrom.

3. Under item 1(i), give particulars of conditional sales agreements, lease or rental contracts, and other similar instruments, entered into by respondent for the purchase of equipment, which provide for payment in installments and do not involve the issuance of securities by respondent. State the names of the parties to the contracts or agreements, the number

of units of each class of equipment covered, and the terms and conditions of payment.

4. Under item 1(j) give particulars of arrangements, written or oral with affiliated companies for routing of traffic. Through route arrangements for handling of traffic interchanged with carrier affiliates should not be reported.

5. Under item 1(k), Other contracts, describe briefly the particulars of all contracts or agreements, including estimated amounts receivable, under which a government agency, or instrumentality thereof, seeks to assist respondent with grants or aid for providing passenger commuter or other passenger-train services.

6. Information concerning contracts of minor importance may be omitted. A contract of minor importance is defined as one involving receipts or payments of less than \$25,000 per year, and which, by its terms, is otherwise unimportant.

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

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

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

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

- 1-i Conditional Sale Agreement between Whitehead and Kales Company, United States Railway Equipment Company (assigned to Independence Savings Bank), and The Western Pacific Railroad Company (ICC Recordation Nos. 8854 and 8854-A)
 - 10 Auto Racks enclosed tri-level
 - 48 Rebuilt Insulated Box Cars (XLI) special cushioning device, dual air pak load dividers and plug doors
- 2-i Conditional Sale Agreement between Bank of California, N.A. and The Western Pacific Railroad Company for the purchase of computer equipment from Digital Equipment Corporation in the amount of \$340,873.
- 3-i Conditional Sale Contract between United California Bank and The Western Pacific Railroad Company for the purchase of 2, Clark Powered Lift Trucks from the Clark Equipment Company in the amount of \$28,938.
- 4-i Conditional Sale Contract between United California Bank and The Western Pacific Railroad Company for the purchase of 5 Model 1977 Peterbilt Tractors from the Engs Motor Truck Company in the amount of \$168,863.
- (k) Lease between The Western Pacific Railroad Company and Thrall Manufacturing Company for the lease of 10 center beam flat cars. Lease dated 9/15/77.

Schedule 585.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

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

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

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

Line No.	Nature of bid (a)	Date Published (b)	Contract number (c)	No. of bidders (d)	Method of awarding bid (e)	Date filed with the Commission (f)	Company awarded bid (g)
1	(None)						
2							
3							
4							
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600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRP) agreement, as required by order of the Commission, January 30, 1973, No. 35344 (Sub-NO. 3). Classify by accounts the amounts credited for remunerations for intercity

passenger service performed by respondent on behalf of NRPC. All contra entries should be indicated in parenthesis.

(Dollars in thousands.)

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Way and Structures	\$
1	201 Superintendence	
2	202 Roadway Maintenance	
3	206 Tunnels and Subways	
4	208 Bridges, Trestles and Culverts	
5	210 Elevated Structures	
6	212 Ties	
7	214 Rails	
8	216 Other Track Material	
9	218 Ballast	
10	220 Track Laying and Surfacing	
11	221 Fences, Snowsheds and Signs	(Not Applicable)
12	227 Station and Office Buildings	
13	229 Roadway Buildings	
14	231 Water Stations	
15	233 Fuel Stations	
16	235 Shops and Enginehouses	
17	247 Communication Systems	
18	249 Signals and Interlockers	
19	253 Power Plants	
20	257 Power-transmission Systems	
21	265 Miscellaneous Structures	
22	269 Roadway Machines	
23	271 Small Tools and Supplies	
24	272 Removing Snow, Ice and Sand	
25	273 Public Improvements; Maintenance	
26	274 Injuries to Persons	
27	276 Stationery and Printing	
28	277 Employees Health and Welfare Benefits	
29	278 Maintaining Joint Tracks, Yards and Other Facilities - Dr.	
30	279 Maintaining Joint Tracks, Yards and Other Facilities - Cr.	
31	281 Right-of-way Expenses	
32	282 Other Expenses	
33	Total	
	Maintenance of Equipment	
34	301 Superintendence	
35	302 Shop Machinery	
36	304 Power-plant Machinery	
37	305 Shop and Power-plant Machinery; Depreciation	
38	311 Locomotives; Repairs	
39	317 Passenger-train Cars; Repairs	(Not Applicable)
40	326 Work Equipment; Repairs	
41	328 Miscellaneous Equipment; Repairs	
42	331 Equipment; Depreciation	
43	332 Injuries to Persons	
44	334 Stationery and Printing	
45	335 Employees Health and Welfare Benefits	

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Continued

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Equipment—Continued	\$
46	336 Joint Maintenance of Equipment Expenses - Dr.	
47	337 Joint Maintenance of Equipment Expenses - Cr.	(Not Applicable)
48	339 Other Expenses	
49	Total	
	Traffic	
50	351 Superintendence	
51	352 Outside Agencies	
52	353 Advertising	
53	354 Traffic Associations	
54	358 Stationery and Printing	(Not Applicable)
55	359 Employees Health and Welfare Benefits	
56	360 Other Expenses	
57	Total	
	Transportation	
58	371 Superintendence	
59	372 Dispatching Trains	
60	373 Station Employees	
61	376 Station Supplies and Expenses	
62	377 Yardmasters and Yard Clerks	
63	378 Yard Conductors and Brakemen	
64	379 Yard Switch and Signal Tenders	
65	380 Yard Enginemen	
66	382 Yard Switching Fuel	
67	383 Yard Switching Power Produced	
68	384 Yard Switching Power Purchased	
69	388 Servicing Yard Locomotives	(Not Applicable)
70	389 Yard Supplies and Expenses	
71	390 Operating Joint Yards and Terminals - Dr.	
72	391 Operating Joint Yards and Terminals - Cr.	
73	392 Train Enginemen	
74	394 Train Fuel	
75	395 Train Power Produced	
76	396 Train Power Purchased	
77	400 Servicing Train Locomotives	
78	401 Trainmen	
79	402 Train Supplies and Expenses	
80	403 Operating Sleeping Cars	
81	404 Signal and Interlocker Operation	
82	405 Crossing Protection	
83	406 Drawbridge Operation	
84	407 Communication System Operation	
85	409 Employees Health and Welfare Benefits	
86	410 Stationery and Printing	
87	411 Other Expenses	
88	412 Operating Joint Tracks and Facilities - Dr.	
89	413 Operating Joint Tracks and Facilities - Cr.	
90	415 Clearing Wrecks	
91	420 Injuries to Persons	
92	Total	

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Miscellaneous	\$
93	441 Dining and Buffet Service _____	
94	447 Operating Joint Miscellaneous Facilities - Dr. _____	
95	448 Operating Joint Miscellaneous Facilities - Cr. _____ (NOT APPLICABLE)	
96	449 Employees Health and Welfare Benefits _____	
97	Total _____	
	General	
98	451 Salaries and Expenses of General Officers _____	
99	452 Salaries and Expenses of Clerks and Attendants _____	
100	453 General Office Supplies and Expenses _____	
101	454 Law Expenses _____	
102	456 Employees Health and Welfare Benefits _____	
103	457 Pensions _____ (NOT APPLICABLE)	
104	458 Stationery and Printing _____	
105	460 Other Expenses _____	
106	461 General Joint Facilities - Dr. _____	
107	462 General Joint Facilities - Cr. _____	
108	Total _____	
	RENTS	
109	504 Rent from Locomotives _____	
110	505 Rent from Passenger-train Cars _____	
111	507 Rent from Work Equipment _____	
112	508 Joint Facility Rent Income _____	
113	537 Rent for Locomotives _____	
114	538 Rent for Passenger-train Cars _____ (NOT APPLICABLE)	
115	541 Joint Facility Rents _____	
116	Total Rents _____	
117	532 Railway Tax Accruals _____	
118	Total Remunerations _____	

NOTES AND REMARKS

VERIFICATION

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

OATH

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

State of California
 City & County of San Francisco } ss:

R. W. Stumbo, Jr

(Insert here the name of the affiant)

makes oath and says that he is Vice-President-Finance & Treasurer

(Insert here the official title of the affiant)

Of THE WESTERN PACIFIC RAILROAD SYSTEM

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

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

Jan. 1, 1977, to and including Dec. 31, 19 77

R. W. Stumbo, Jr

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the State and county above named,
 this 27th day of March, 1978
 My commission expires December 14, 1979

[Use an
L.S.
impression seal]



Diane Lorette Fafoutis

(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of California
 City & County of San Francisco } ss:

R. G. Flannery

(Insert here the name of the affiant)

makes oath and says that he is President & Chief Executive Officer

(Insert here the official title of the affiant)

of THE WESTERN PACIFIC RAILROAD SYSTEM

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

that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including Jan. 1, 19 77 to and including Dec. 31 1977.

R. G. Flannery

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public, in and for the state and county above named,
 this 27th day of March, 1978
 My commission expires December 14, 1979

[Use an
L.S.
impression seal]



Diane Lorette Fafoutis

(Signature of officer authorized to administer oaths)

CORRECTION

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



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ANNUAL REPORT

OF

THE WESTERN PACIFIC RAILROAD COMPANY

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

Per Mr. M. Paolo's letter dated November 16, 1971 - File ACR-C

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr. (Title) Vice President-Finance

(Telephone number) 415 982-2100
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200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

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

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

Line No	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS		74	(2,098)
1	(701) Cash		19,250	10,541
2	(702) Temporary cash investments (p. 23)		446	
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)			
5	(705) Traffic, car service and other balances—Dr		5,799	3,688
6	(706) Net balance receivable from agents and conductors		3,824	3,030
7	(707) Miscellaneous accounts receivable		1,020	152
8	(708) Interest and dividends receivable		13,521	13,583
9	(709) Accrued accounts receivable (p. 23)		44	7
10	(710) Working fund advances		898	851
11	(711) Prepayments (p. 23)		4,903	6,281
12	(712) Material and supplies		244	214
13	(713) Other current assets (p. 23)			
14	(714) Deferred income tax charges (p. 87)		50,023	36,249
15	Total current assets			
	SPECIAL FUNDS			
	(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)		
16	(715) Sinking funds (pp. 24 and 25)		893	1
17	(716) Capital and other reserve funds (pp. 24 and 25)		104	5,030
18	(717) Insurance and other funds (pp. 24 and 25)		93	62
19	Total special funds		1,090	5,093
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		20,445	20,487
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		8,941	9,156
22	(722) Other investments (pp. 32-35)		257	321
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)		(58)	(58)
24	(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Cr			
25	Total investments (accounts 721, 722, 723, and 724)		29,585	29,906
	PROPERTIES			
26	(731) Road and equipment property: Road		157,440	154,884
27	Equipment		112,491	111,191
28	General expenditures			
29	Other elements of investment		(20,626)	(20,626)
30	Construction work in progress			
31	Total (pp. 38-41)		249,305	245,449
32	(732) Improvements on leased property: Road		2,356	2,028
33	Equipment			
34	General expenditures		73	73
35	Total (pp. 38-41)		2,429	2,101
36	Total transportation property (accounts 731 and 732)		251,734	247,550
37	(733) Accrued depreciation—Improvements on leased property (p. 45 B)		(1,506)	(1,420)
38	(735) Accrued depreciation—Road and equipment (pp. 45 and 46)		(82,685)	(77,706)
39	(736) Amortization of defense projects—Road and Equipment (p. 47)		(1,453)	(1,459)
40	Recorded depreciation and amortization (accounts 733, 735 and 736)		(85,644)	(80,585)
41	Total transportation property less recorded depreciation and amortization		166,090	166,965
42	(737) Miscellaneous physical property (pp. 52 and 53)		3,995	4,096
43	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(675)	(665)
44	Miscellaneous physical property less recorded depreciation (account 737 less 738)		3,320	3,431
45	Total properties less recorded depreciation and amortization		169,410	170,396

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

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

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands) Balance at close of year (b)	Balance at begin- ning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES	\$	\$
46	(741) Other assets (p. 54)	972	345
47	(743) Other deferred charges (p. 54)	1,777	595
48	(744) Accumulated deferred income tax charges (p. 87)		
49	Total other assets and deferred charges	2,749	940
50	TOTAL ASSETS	252,857	242,584

201. COMPARATIVE GENERAL BALANCE SHEET EXPLANATORY NOTES
(SEE WPS CONSOLIDATED BALANCE SHEETS FOR NOTES)

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

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

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

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

— 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 Ranges) since December 31, 1970, as provided in the Revenue Act of 1971

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

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 786. Accumulated deferred income tax credit at beginning of year — \$

Add investment tax credits applied in reduction of current year's tax liability but deferred for accounting purposes — \$

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual — \$()

Other adjustments (indicate nature such as recapture on early disposition) — \$

(iii) Show the amount of investment tax credit carryover at year end — \$

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

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

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

Description of obligation	Year accrued	Account No.	Amount

Continued on following page

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

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

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

Line No	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		\$	\$
52	(752) Traffic, car service and other balances-Cr.		2,644	665
53	(753) Audited accounts and wages payable		2,526	965
54	(754) Miscellaneous accounts payable		16,694	15,661
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid		851	1,065
57	(757) Unmatured interest accrued			
58	(758) Unmatured dividends declared		13,226	10,792
59	(759) Accrued accounts payable (p. 63)		238	538
60	(760) Federal income taxes accrued (p. 64)		1,319	1,866
61	(761) Other taxes accrued (p. 64)			
62	(762) Deferred income tax credits (p. 87)		8,446	6,225
63	(763) Other current liabilities (p. 63)		45,944	37,777
64	Total current liabilities (exclusive of long-term debt due within one year)			
LONG-TERM DEBT DUE WITHIN ONE YEAR				
		(a1) Total issued	(a2) Held by or for respondent	
65	(764) Equipment obligations and other debt (pp. 56-59)		5,507	5,774
LONG-TERM DEBT DUE AFTER ONE YEAR				
		(a1) Total issued	(a2) Held by or for respondent	
66	(765) Funded debt, matured (pp. 56-59)		26,464	22,511
67	(766) Equipment obligations (pp. 56-59)		16,067 32,840	36,156 7,339
68	(766.5) Capitalized lease obligations		16,773	18,817
69	(767) Receivers' and Trustees' securities (pp. 56-59)			
70	(768) Debt in default (pp. 56-59)			
71	(769) Amounts payable to affiliated companies (p. 62)		1,160	1,161
72	(770.1) Unamortized discount on long-term debt		(101)	
73	(770.2) Unamortized premium on long-term debt			
74	Total long-term debt due after one year		60,363	59,828
RESERVES				
75	(771) Pension and welfare reserves (p. 65)			62
76	(774) Casualty and other reserves (p. 65)		1,627	1,477
77	Total reserves		1,627	1,539
OTHER LIABILITIES AND DEFERRED CREDITS				
78	(781) Interest in default (p. 58)			
79	(782) Other liabilities (p. 65)		659	595
80	(784) Other deferred credits (p. 55)			
81	(785) Accrued liability—Leased property (p. 45A)		1,828	1,454
82	(786) Accumulated deferred income tax credits (p. 87)		16,866	17,368
83	Total other liabilities and deferred credits		19,353	19,417
SHAREHOLDERS' EQUITY				
	Capital stock (Par or stated value)	(a1) Total issued	(a2) Nominally issued securities	
84	(791) Capital stock issued: Common stock (p. 67)	36,211	36,211	36,211
85	Preferred stock (p. 67)			
86	Total			
87	(792) Stock liability for conversion (p. 68)			
88	(793) Discount on capital stock			
89	Total capital stock		36,211	36,211
Capital surplus				
90	(794) Premiums and assessments on capital stock (p. 69)			
91	(795) Paid-in surplus (p. 69)		1,650	1,650
92	(796) Other capital surplus (p. 69)			
93	Total capital surplus		1,650	1,650

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
94	(797) Retained income—Appropriated (p. 69)		1,052	5,963
95	(798) Retained income—Unappropriated (p. 20)		81,150	74,425
96	(798.1) Net unrealized loss on noncurrent marketable equity securities			
97	Total retained income		82,202	80,388
	Treasury Stock			
98	(798.5) Less: Treasury stock			
99	Total shareholders' equity		120,063	118,249
100	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		252,857	242,584

200. COMPARATIVE GENERAL BALANCE SHEET—EXPLANATORY NOTES—Continued
 (SEE WPS CONSOLIDATED BALANCE SHEET FOR NOTES)

3. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts _____ \$ _____

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

5. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: _____

(b) Show amount of past service pension costs determined by actuaries at year end _____ \$ _____

(c) Total pension costs for year: _____

Normal costs _____ \$ _____

Amortization of past service costs _____ \$ _____

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund _____ \$ _____

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

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

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

Date of trust agreement or latest amendment _____

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

(f) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement _____

(g)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify _____

Yes _____ No _____

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

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

6. 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 _____

7. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year: _____

Deferred maintenance _____ \$ _____

Delayed capital improvements _____ \$ _____

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

265. INVESTMENTS IN AFFILIATED COMPANIES

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Account Held at Close of Year	
	(a)	(b)	(c)	(d)	(e)	Pledged (f)	Unpledged (g)
					% \$	\$	
1	721	A-1	VII	Salt Lake City Union Depot & RR Co.			
2				*Common Stock	50	100	
3				*Preferred Stock	50	300	
4	721	A-1	VII	Tidewater Southern Railway Co.			
5				*Capital Stock	100	1,259	
6	721	A-1	VII	Central California Traction Co.			
7				*Common Stock	33 1/3	399	
8				*Preferred Stock	33 1/3	265	
9				On Equity Basis	33 1/3	12	
10	721	A-1	VII	Alameda Belt Line			
11				*Capital Stock	50	471	
12	721	A-1	VII	Oakland Terminal Railway			
13				*Capital Stock	50	113	
14	721	A-1	VII	Pullman Company			
15				*Capital Stock	0.42	46	
16	721	A-1	VII	Sacramento Northern Railway			
17				*Common Stock	100	3,975	
18				Total Class A-1		6,940	None
19	721	A-3	VI	Standard Realty & Development Co.			
20				*Common Stock	100	10,346	
21	721	A-3	X	Trailer Train Company			
22				*Common Stock	2.44	69	
23				*Note Receivable		120	
24	721	A-3	X	Fruit Growers Express			
25				*Common Stock	1.05	1,000	
26				Total Class A-3		11,535	None
27				Total Class A		18,475	
28	721	D-1	VII	Central California Traction Co.			
29				*Note Receivable		18	
30	721	D-1	VII	R. E. A. Express			
31				*Note Receivable (Note 1)		58	
32				Total Class D-1		76	None
33							
34	721	E-1	VII	*Alameda Belt Line		52	
35				*Oakland Terminal		401	
36				Total Class E-1		453	None
37							
38	721	E-3	VI	*Delta Finance Co., Ltd.		1,440	
39				Total Class E-3		1,440	None
40							
41				Grand Total		20,444	None
42				*Subject to lien of First and Refunding Mortgage			
43							
44				Line 27 (Note 1): Reserve for Adjustment of Investment			
45				in A/C 723 \$58,000.00			
46							

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

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

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

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
In sinking, insurance, and other funds (h)	Total book value (i)		Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
\$	\$	\$	\$	\$	%	\$	
	100						1
	300					3	2
							3
	1,259						4
							5
	399						6
	265						7
	12		24	24			8
							9
	471						10
							11
	113						12
							13
	46						14
							15
	3,975						16
	6,940	None	24	24		3	17
							18
	10,346						19
							20
	69						21
	120				7	9	22
							23
	1,000						24
							25
	11,535	None				9	26
	18,475	None	24	24		12	27
							28
	18		19	19	10	4	29
							30
	58						31
	76		19	19		4	32
							33
	52						34
	401						35
	453	None	None	None		None	36
							37
	1,440						38
	1,440	None	None	None		None	39
							40
	20,444	None	43	43		16	41
							42
							43
							44
							45
							46

206. OTHER INVESTMENTS

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
1	722	C-3	X	Promissory Notes, Notes Receivable	\$	\$
2				and Construction Loans		
3						
4				Cargill Inc.		98
5				Triple E. Produce		==
6				Airport Industrial Park		82
7						
8				Total Class C-3		180
9						
10	722	E-3	VII	Railroad Associations Work Funds		14
11			X	Cabot, Cabot & Forbes		64
12						
13				Total Class E		78
14						
15	722			Grand Total		258
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						
31						
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36						
37						
38						
39						
40						
41						
42						
43						
44						
45						
46						

206. OTHER INVESTMENTS—Continued

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

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

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

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

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$	\$	\$	%	\$	
							1
							2
	98		11	11	6	6	4
	—		7	7	6.5		5
	82		34	34	7.0	6	6
							7
	180		52	52		12	8
							9
	14						10
	64		11	11			11
							12
	78		11	11			13
							14
	258		63	63		12	15
							16
							17
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							22
							23
							24
							25
							26
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211B. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

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

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

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

3. Show in columns (e), (f), and (g), data applicable to property, used but not owned, when the rent therefor is included in account 242.

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

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

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d)	Depreciation Base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
		\$	\$	%	\$	\$	%
	ROAD						
1	(1) Engineering	4,094	4,133	1.00	2	2	
2	(2-1/2) Other right-of-way expenditures	145	145	2.00			
3	(3) Grading	32,916	32,970	0.08	6	6	
4	(5) Tunnels and subways	16,249	16,361	0.64			
5	(6) Bridges, trestles, and culverts	11,598	11,738	1.27	4	3	
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	605	615	2.00			
8	(16) Station and office buildings	3,761	4,041	2.35	426	404	
9	(17) Roadway buildings	940	936	2.80			
10	(18) Water stations	117	117	3.57			
11	(19) Fuel stations	560	520	2.74	118	118	
12	(20) Shops and enginehouses	5,316	5,244	3.34			
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	253	253	1.48	33	29	
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	687	716	3.11		235	
18	(26) Communications systems	2,739	2,755	3.62			
19	(27) Signals and interlockers	10,500	10,503	3.13			
20	(29) Power plants	1	1	3.03			
21	(31) Power transmission systems	298	298	2.85	8	7	
22	(35) Miscellaneous structures	23	23	3.33			
23	(37) Roadway machines	2,530	2,592	6.00			
24	(39) Public improvements—Construction	2,826	2,902	0.62			
25	(44) Shop machinery	2,045	2,122	2.46			
26	(45) Power plant machinery	76	59	2.69			
27	All other road accounts				57	52	
28	Amortization (other than defense projects)						
29	Total road	98,279	99,044	1.26	654	856	8.70
	EQUIPMENT						
30	(52) Locomotives	18,731	18,792	4.23			
31	(53) Freight-train cars	63,971	65,192	3.94			
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment	15	195	11.25			
34	(56) Floating equipment	1,460	1,460	2.98			
35	(57) Work equipment	854	875	2.67			
36	(58) Miscellaneous equipment	441	441	9.05			
37	Total equipment	85,472	86,955	4.02	None	None	None
38	GRAND TOTAL	183,751	185,999	XX XX	654	856	XX XX

(See Notes on Page WP-9)

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NOTES AND REMARKS

Schedule 211-B

- Notes:
1. Annual composite rates for road accounts changed, effective 1/1/75 per ICC Sub-Order No. R-328-C-3.
 2. Accounts 1, 2, 3 and 39 include non-depreciable property.
 3. Line 36 A/C 58 Cols. (b) & (c) includes \$229,000 nondepreciable representing acquisitions prior to 1962. Authority ICC Sub Order No. R-328-C dated 9/20/65, H. Neil Carson, Secretary.

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

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

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

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

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

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD						
1	(1) Engineering	1,077	41		2		1,116
2	(2) (1) Other right-of-way expenditures	52	3				55
3	(3) Grading	803	26				829
4	(4) Tunnels and subways	2,705	104				2,809
5	(5) Bridges, trestles, and culverts	6,376	148		15		6,509
6	(6) Elevated structures						
7	(7) Fences, snow sheds, and signs	594	12				606
8	(8) Station and office buildings	1,813	344		72		2,085
9	(9) Roadway buildings	437	26		40		423
10	(10) Water stations	129	4				133
11	(11) Fuel stations	175	15		28		162
12	(12) Shops and enginehouses	2,204	126		101		2,229
13	(13) Grain elevators						
14	(14) Storage warehouses						
15	(15) Wharves and docks	191	4				195
16	(16) Coal and ore wharves						
17	(17) TOFC/COFC terminals		22				22
18	(18) Communication systems	1,136	59		1		1,194
19	(19) Signals and interlockers	6,319	329		18		6,630
20	(20) Power plants						
21	(21) Power-transmission systems	275	9				284
22	(22) Miscellaneous structures	20	1				21
23	(23) Roadway machines	2,292	294		276		2,310
24	(24) Public improvements—Construction	484	18		1		501
25	(25) Shop machinery*	979	51		84		946
26	(26) Power-plant machinery*	80	2		18		64
27	All other road accounts	712					712
28	Amortization (other than defense projects)						
29	Total road	28,853	1,638		656		29,835
	EQUIPMENT						
30	(30) Locomotives	15,207	1,247		(23)		16,477
31	(31) Freight-train cars	31,683	4,052		1,388		34,347
32	(32) Passenger-train cars						
33	(33) Highway revenue equipment		11		5		6
34	(34) Floating equipment	679	44				923
35	(35) Work equipment	771	23		45		749
36	(36) Miscellaneous equipment	313	40		5		348
37	Total equipment	48,853	5,417		1,420		52,850
38	GRAND TOTAL	77,706	7,055	None	2,076	None	82,685

* Not chargeable to account 705

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

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

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

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

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

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

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

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21	TOTAL ROAD				1,404				1,404
22	EQUIPMENT:								
23	(52) Locomotives		6		49		6		49
24	(53) Freight-train cars								
25	(54) Passenger-train cars								
26	(55) Highway revenue equipment								
27	(56) Floating equipment								
28	(57) Work equipment								
29	(58) Miscellaneous equipment								
30	TOTAL EQUIPMENT		6		49		6		49
31	GRAND TOTAL		6		1,453		6		1,453

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

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			NOTED PROPERTY OR OTHER ASSETS OF THE RAILROAD TO BE USED TO SECURE THE OBLIGATION (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Conversion	Call prior to maturity other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)
1	764 & 765 Funded Debt Unmatured											
2	(1) Mortgage Bonds											
3	(a) with Fixed Interest											
4	First & Refunding Mortgage											
5	3 1/8% Bonds, Series "A" 1-1-51	1-1-51	3-1-81	3 1/8	3-1-7-1	No	Yes	Yes	Yes	Yes	1,131	None
6	9 1/8% Bonds, Series "B" 6-15-77	6-15-77	15-02	9 1/8	6-12-15	No	Yes	Yes	Yes	Yes	1,131	None
7	Total Class 1											
8	(3) Unsecured Bonds (Debentures)											
9	(b) with Contingent Interest (a) with Fixed Interest First & Last Year											
10	Thirty-Year 5% Income											
11	Debentures	10-1-54	10-1-84	5	5-1	No	Yes	Yes	None	None	None	None
12	Total Class 3											
13	Total 764-765 Funded Debt Unmatured											
14	(4) 764-766 Equipment Obligations (See Notes Page 55)											
15	(c) Conditional or Deferred Payment Contracts											
16	Bank of America, NT&SA	1-1-62	11-1-77	4.600	Note (1)	No	Yes	Yes	None	None	None	None
17	" " " "	2-1-67	4-1-78	4.300	Note (2)	"	"	"	"	"	"	"
18	" " " "	6-1-63	10-1-78	4.376	Note (3)	"	"	"	"	"	"	"
19	" " " "	8-15-63	1-1-79	4.485	Qtrly	"	"	"	"	"	"	"
20	" " " "	3-1-64	10-1-79	4.518	"	"	"	"	"	"	"	"
21	" " " "	3-1-65	3-15-88	4.537	Semi-Ann	"	"	"	"	"	"	"
22	" " " "	5-1-66	5-15-81	5.500	"	"	"	"	"	"	"	"
23	First Pennsylvania Bk											
24	& Trust Co., Assignee	9-1-67	9-15-82	6.500	"	"	"	"	"	"	"	"
25	Bank of America, NT&SA	12-1-67	12-1-82	6.750	"	"	"	"	"	"	"	"
26	" " " "	4-1-69	4-1-84	7.875	5-1 11-1	"	"	"	"	"	"	"
27	Manufacturers Han Trust	2-1-75	3-1-87	10.0	Semi Ann	"	"	"	"	"	"	"
28	United California Bk	3-25-77	4-6-81	1 1/2 AB	Monthly	"	"	"	"	"	"	"
29	Independence Savs Bk	4-15-77	5-1-87	8.0	5-1 11-1	"	"	"	"	"	"	"
30	United California Bk	5-14-77	5-14-81	1 1/2 AB	Monthly	"	"	"	"	"	"	"
31	Bank of California, NA	9-15-77	10-1-83	1 1/2 AB	Qtrly	"	"	"	"	"	"	"
32	Total Conditional or Deferred Contract Payments											
33												
34	4(a) 764&766 Equipment Trust Certificates											
35	Series of 1967	3-15-67	3-15-82	5.250	Semi-Ann	No	No	None	None	None	None	None
36	Series of 1968	7-15-68	7-15-83	6.125	Semi-Ann	"	"	"	"	"	"	"
37	Total Trust Certificates											
38												
39	Capitalized Lease Obligations under Financial Accounting Standards Board Statements #13											
40												
41												
42	Note (1) Page 60 monthly payments and 20 Quarterly payments balance Semi-Annually											
43	Note (2) " 60 " " balance to be paid Quarterly											
44	Note (3) " 84 " " balance to be paid Quarterly											
45												
46												
47	Note: Column (d) Line 16 through 31 represents composite of varying rates during											
48	life of contracts.											
49												
50												
51	Grand Total	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx	xxx

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds off in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	1
									2
									3
				"S"					4
22,000			22,000	22,000					5
19,900			19,900			19,900			6
41,900			41,900	22,000		19,900			7
									8
									9
				"S"					10
22,500			22,500	17,370		5,130			11
22,500			22,500	17,370		5,130			12
64,400			64,400	39,370		25,030			13
									14
									15
3,795			3,795	3,795					16
970			970	954			16		17
550			550	523			27		18
2,310			2,310	2,173			137		19
5,700			5,700	5,035		285	380		20
9,675			9,675	7,740		1,290	645		21
6,000			6,000	4,400		1,200	400		22
									23
900			900	600		240	60		24
830			830	554		221	55		25
5,060			5,060	2,699		2,024	337		26
10,517			10,517	1,753		7,888	876		27
29			29	4		19	6		28
1,692			1,692			1,523	169		29
169			169	20		115	34		30
341			341	18		255	68		31
48,532			48,538	30,268		15,060	3,210		32
									33
									34
2,490			2,490	1,743		581	166		35
1,275			1,275	765		425	85		36
3,765			3,765	2,508		1,006	251		37
									38
27,832			27,832	9,013		16,774	2,045		39
									40
									41
									42
									43
									44
									45
									46
									47
									48
									49
									50
144,535	None	None	144,535	81,159	None	57,870	5,506	None	51

118. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
1	764-765 Funded Debt Unmatured	\$	\$	\$	\$
2	(1) Mortgage Bonds				
3	(a) with Fixed Interest				
4	First & Refunding Mortgage				
5	3 1/8% Bonds, Series "A"	465		446	
6	9 1/8% Bonds, Series "B"	989		912	
7	Total Class 1	1,454		1,358	
8	(3) Unsecured Bonds (Debentures)				
9	(b) with Contingent Interest (a) with Fixed Interest First & Last Year				
10	Thirty-Year 5% Income				
11	Debentures	256		291	
12	Total Class 3	256		291	
13	Total 764-765 Funded Debt Unmatured	1,710		1,649	
14	(4) 764-766 Equipment				
15	(c) Conditional or Deferred Contract Payments				
16	Bank of America, NT&SA	7		7	
17	" " " "	2		2	
18	" " " "	2		2	
19	" " " "	10		10	
20	" " " "	41		41	
21	" " " "	94		63	
22	" " " "	96		85	
23	First Pennsylvania Bank				
24	& Trust Co., Assignee	22		17	
25	Bank of America, NT&SA	22		22	
26	" " " "	164		195	
27	Manufacturers Hanover Trust	891		598	
28	United California Bank	1		1	
29	Independence Savings Bank	44			
30	United California Bank	5		5	
31	Bank of California, NA	4		4	
32	Total Cond. or Deferred Contract Pymts	1,405		1,052	
33					
34	4(a) 764 & 766 Equipment Trust Cert.				
35	Series of 1967	43		32	
36	Series of 1963	34		20	
37	Total Trust Certificates	77		52	
38					
39	Capitalized Lease Obligations	1,636		1,636	
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51	Grand Total	6,282	None	5,747	None

214. FUNDER DEBT AND OTHER OBLIGATIONS - Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	1
						2
						3
				400	289	4
						5
				400	289	6
						7
						8
						9
				703	597	10
				703	597	11
				1,103	886	12
						13
						14
				254	254	15
				65	65	16
				36	36	17
				137	137	18
				380	380	19
				645	645	20
				400	400	21
						22
				60	60	23
				56	56	24
				337	337	25
				876	876	26
				4	4	27
						28
				20	20	29
				18	18	30
				3,288	3,288	31
						32
						33
				165	166	34
				85	85	35
				251	251	36
						37
				2,057	2,057	38
						39
						40
						41
						42
						43
						44
						45
						46
						47
						48
						49
						50
Grand Total	None	None	None	7,099	6,771	51

228. CAPITAL STOCK

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

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

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

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

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

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

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

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

(Dollars in thousands)

Line No.	Class of stock	Date issue was authorized	Par value per share (if non-par, so state)	PREFERRED STOCK								
				Dividend rate specified in contract	Total amount of accumulated dividends	Cumulative		Noncumulative ("Yes" or "No")	Other Provisions of Contract			
						To extent earned ("Yes" or "No")	Fixed \$ rate or percent specified by contract		Convertible ("Yes" or "No")	Callable or redeemable ("Yes" or "No")	Participating Dividends	
											Fixed amount or percent (Specify)	Fixed ratio with common (Specify)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	Common	10/24/44	\$ Non Par	x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x
2		7/ 7/53	Non Par	x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x
3		9/30/54	Non Par	x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x
4		6/22/55	Non Par	x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x
5		11/25/59	Non Par									
6		1/28/63	Non Par									
7		2/15/63	Non Par									
8		6/72	Non Par									
9												
10	TOTAL	x x x x	x x x x	x x x x x	None	x x x x x	x x x x x x	x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x

Line No.	PAR VALUE OF PAR-VALUE STOCK OR NUMBER OF SHARES OF NONPAR STOCK							STOCK ACTUALLY OUTSTANDING AT CLOSE		
	Authorized	Authenticated	Nominally issued and		Actually issued	Reacquired and		Number of shares	Par value of par-value stock	Book value of stock without par value
			Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")	Canceled		Canceled	Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")			
	(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	(v)
1	743,412,767	528,851			528,851			528,851	\$	\$ 9,987
2	30,000	27,131			27,131			27,131		529
3	37,500	37,500			37,500			37,500		708
4	11,928	11,860			11,860			11,860		225
5	30,415	30,255			30,255			30,255		573
6	1,271,404	1,271,580			1,271,580			1,271,580		24,001
7	95,805	95,361			95,361			95,361		1,802
8						1,613,563		(85,426)		(1,614)
9										
10	x x x x x	x x x x x	x x x x x	x x x x x	x x x x x	x x x x x	x x x x x	1,917,112	NONE	36,211

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

300. INCOME ACCOUNT FOR THE YEAR

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

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

lease for a rental of \$1,000,000, but road (A) owns 90 percent of the stock of road (B) on which it receives \$250,000 in dividends. The entries in column (d) should be: Account No. 513, "Dividend income," \$250,000; Account No. 542, "Rent for leased roads and equipment," \$250,000. Again, if road (C) has issued its own securities to acquire a part or all of the securities of road (D), a separately operated carrier, no entries should be made in column (d) by road (C) even though dividends or interest be received on such securities held by road (C). But if road (D) is a

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS			
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)	114,744	99,995	
2	(531) Railway operating expenses (p. 74)	97,738	86,097	
3	Net revenue from railway operations	17,006	13,898	
4	(532) Railway tax accruals (p. 86)	9,295	9,192	
5	(553) Provision for deferred taxes (p. 87)	(502)	(873)	
6	Railway operating income	8,213	5,579	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90)		29	
8	(504) Rent from locomotives (p. 91)			
9	(505) Rent from passenger-train cars (p. 91)			
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment			
12	(508) Joint facility rent income	1,299	973	
13	Total rent income	1,299	1,002	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90)	1,011	(39)	
15	(537) Rent for locomotives (p. 91)	190	145	
16	(538) Rent for passenger-train cars (p. 91)			
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment		2	
19	(541) Joint facility rents	739	767	
20	Total rents payable	1,940	875	
21	Net rents (lines 13, 20)	(641)	127	
22	Net railway operating income (lines 6, 21)	7,572	5,706	
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)			
25	(510) Miscellaneous rent income (p. 88)	328	230	
26	(511) Income from nonoperating property (p. 53)	141	193	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investment under cost only)	3	31	
29	(514) Interest income	1,245	848	
30	(516) Income from sinking and other reserve funds	292	4	
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	709	796	
34	Dividend income (from investments under equity only)	\$ x x x x	x x x x	x x x x
35	Undistributed earnings (losses)	x x x x	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)	1,184	(3)	x x x x
37	Total other income	3,902	2,099	
38	Total income (lines 22, 37)	11,474	7,805	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)	131	132	
42	(544) Miscellaneous tax accruals (p. 53)	261	299	
43	(545) Separately operated properties—Loss (p. 89)	233	240	

300. INCOME ACCOUNT FOR THE YEAR—Continued

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

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

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

inclusive, should be fully explained in a footnote.

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

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

RAIL-LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	
\$	\$	\$	\$	\$	\$	\$	
114,744		114,744					1
97,738		97,738					2
x x x x x	x x x x x	17,006	x x x x x	x x x x x			3
9,295		9,295					4
(502)		(502)					5
x x x x x	x x x x x	8,213	x x x x x	x x x x x			6
							7
							8
							9
							10
1,299		1,299					11
x x x x x	x x x x x	1,299	x x x x x	x x x x x			12
							13
1,011		1,011					14
190		190					15
							16
							17
							18
739		739					19
x x x x x	x x x x x	1,940	x x x x x	x x x x x			20
x x x x x	x x x x x	(641)	x x x x x	x x x x x			21
x x x x x	x x x x x	7,572	x x x x x	x x x x x			22

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

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	199	90	
47	Total miscellaneous deductions	844	761	
48	Income available for fixed charges (lines 38, 47)	10,630	7,044	
	Fixed Charges			
49	(542) Rent for leased roads and equipment (p. 92)			
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default	4,317	3,824	
51	(b) Interest in default			
52	(547) Interest on unfunded debt	1,143	868	
53	(548) Amortization of discount on funded debt	33	14	
54	Total fixed charges	5,493	4,706	
55	Income after fixed charges (lines 48, 54)	5,137	2,338	
	Other Deductions			
	(546) Interest on funded debt:			
56	(c) Contingent interest	323	363	
	UNUSUAL OR INFREQUENT ITEMS			
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	4,814	1,975	
	DISCONTINUED OPERATIONS			
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	4,814	1,975	
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)			
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)			
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)			
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	4,814	1,975	

* Less applicable income taxes of:

\$

555 Unusual or infrequent items-Net-(Debit) credit

560 Income (loss) from operations of discontinued segments

562 Gain (loss) on disposal of discontinued segments

592 Cumulative effect of changes in accounting principles

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

SUPPLEMENTARY SCHEDULE**ANNUAL REPORT**

OF

SACRAMENTO NORTHERN RAILWAY

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

Per Mr. M. Paolo's letter dated November 16, 1971 - File: ACR-C

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr. (Title) Vice President-Finance(Telephone number) 415 982-2100
(Area code) (Telephone number)(Office address) 526 Mission Street, San Francisco, California 94105
(Street and number, city, State, and ZIP code)

101. IDENTITY OF RESPONDENT

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

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

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

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

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

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

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

1. Exact name of common carrier making this report Sacramento Northern Railway

2. Date of incorporation August 29, 1921

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

Incorporated under and pursuant to the provisions of Title I, Part IV, and Title III of the Civil Code of the State of California and particularly under the provisions of Section 290 (as amended, Statutes 1918, Page 1481), 291, 292, (as amended, Statutes 1915, Page 112), 293, 294, 295, 296 (as amended, Statutes 1915, Page 1039), 299, 454, 458, and 459 of said Civil Code.

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

None

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

No

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

No

7. Class of switching and terminal company None

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

102. DIRECTORS

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

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.

4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)
1	R. G. Flannery	526 Mission St., S.F.	10/12/77	10/11/78	None
2	R. C. Marquis	" " " "	"	"	"
3	Roger G. Meldahl	" " " "	"	"	"
4	Alfred E. Perlman	" " " "	"	"	"
5	R. W. Stumbo, Jr	" " " "	"	"	"
6	W. G. Treanor	" " " "	"	"	"
7	A. P. Victors	" " " "	"	"	"
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					

Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year:

23 Chairman of board None; Secretary (or clerk) of board William D. Brew

Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman), and state briefly the powers and duties of that committee:

25 R. G. Flannery (Chairman), Robert C. Marquis, Roger G. Meldahl. See Note at Bottom of Page.

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

Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	President	All	R. G. Flannery	None	San Francisco, CA 94105
2	VP-Peration	Operations	R. C. Marquis	None	" " " "
3	VP-Finance	Finance	R. W. Stumbo, Jr.	None	" " " "
4	VP-Marketing	Marketing	R. G. Meldahl	None	" " " "
5	VP-Law	Law	W. G. Treanor	None	" " " "
6	VP-Indust. Devel.	Industrial	A. P. Victors	None	" " " "
7	Treasurer	Treasury	R. W. Stumbo, Jr.	None	" " " "
8	Corporate Sect'y	None	W. D. Brew	None	" " " "
9	Asst. Corp. Sect'y	None	Katherine M. Griffin	None	" " " "
10					
11	Executive Committee shall have and may exercise during the intervals between the meetings of the Board all the				
12	powers vested in the Board except the power to fill vacancies in the Board, power to declare dividends, power				
13	to change the numbers of or fill vacancies in the Executive Committee and, the power to adopt, amend or repeal				
14	By-Laws.				
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
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27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					

104 D. COMPANIES CONTROLLING RESPONDENT

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

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised by the company immediately controlled by it.

4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				

(THIS SCHEDULE INTENTIONALLY LEFT BLANK)

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.

139700

ANNUAL REPORT 1977 CLASS 1
WESTERN PACIFIC RAILROAD SYSTEM

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109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ 1.00 per share; first preferred, \$ _____ per share; second preferred, \$ _____ per share; debenture stock, \$ _____ per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? NO If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? NO If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing _____

7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year, _____ votes, as of _____ (Date) 1 stockholders.

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, _____ stockholders.

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

List under Footnotes, No. 9, Other Securities with Voting Power.

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stock:		
				Common	PREFERRED	
	(a)	(b)	(c)	(d)	Second (e)	First (f)
1	Western Pacific Railroad	526 Mission St.	75,000	75,000		
2	Company	San Francisco,				
3		California 94105				
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18	NOTE: The record date of October 7, 1977 for stockholders entitled to vote at the					
19	Annual Meeting on October 12, 1977 was established under the Provisions of					
20	Section 2215 of the California Corporation Code.					
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						

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

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 75,000
votes cast.

11. Give the date of such meeting. October 12, 1977

12. Give the place of such meeting. The Western Pacific Building

526 Mission Street

San Francisco, CA 94105

NOTES AND REMARKS

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS		(34)	206
1	(701) Cash			
2	(702) Temporary cash investments (p. 23)			
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)			
5	(705) Traffic, car service and other balances—Dr.		549	783
6	(706) Net balance receivable from agents and conductors		11,048	10,181
7	(707) Miscellaneous accounts receivable			
8	(708) Interest and dividends receivable		445	84
9	(709) Accrued accounts receivable (p. 23)		1	1
10	(710) Working fund advances			
11	(711) Prepayments (p. 23)		17	57
12	(712) Material and supplies		20	41
13	(713) Other current assets (p. 23)			
14	(714) Deferred income tax charges (p. 87)			
15	Total current assets		12,046	11,353
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)			14
17	(716) Capital and other reserve funds (pp. 24 and 25)		2	1
18	(717) Insurance and other funds (pp. 24 and 25)		2	15
19	Total special funds			
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		1,850	2,491
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		17	21
22	(722) Other investments (pp. 32-35)			
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)			
24	(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Cr.			
25	Total investments (accounts 721, 722, 723, and 724)		1,867	2,512
	PROPERTIES			
26	(731) Road and equipment property: Road		6,519	6,621
27	Equipment		2,355	2,384
28	General expenditures			
29	Other elements of investment		(2,266)	(2,266)
30	Construction work in progress			
31	Total (pp. 38-41)		6,608	6,739
32	(732) Improvements on leased property: Road			
33	Equipment			
34	General expenditures			
35	Total (pp. 38-41)			
36	Total transportation property (accounts 731 and 732)		6,608	6,739
37	(733) Accrued depreciation—Improvements on leased property (p. 45 B)			
38	(735) Accrued depreciation—Road and equipment (pp. 45 and 46)		(3,429)	(3,393)
39	(736) Amortization of defense projects—Road and Equipment (p. 47)			
40	Recorded depreciation and amortization (accounts 733, 735 and 736)		(3,429)	(3,393)
41	Total transportation property less recorded depreciation and amortization		3,179	3,346
42	(737) Miscellaneous physical property (pp. 52 and 53)		706	755
43	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(130)	(142)
44	Miscellaneous physical property less recorded depreciation (account 737 less 738)		576	613
45	Total properties less recorded depreciation and amortization		3,755	3,959

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

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

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
46	(741) Other assets (p. 54)		16	43
47	(743) Other deferred charges (p. 54)		54	42
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		70	85
50	TOTAL ASSETS		17,740	17,924

**200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES
(SEE WPS CONSOLIDATED BALANCE SHEET FOR NOTES)**

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

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

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

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

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

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

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

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

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 785, Accumulated deferred income tax credits, at beginning of year — \$

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

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual — \$()

Other adjustments (indicate nature such as recapture on early disposition) — \$

(iii) Show the amount of investment tax credit carryover at year end — \$

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

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

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

Description of obligation	Year accrued	Account No.	Amount
			\$

Continued on following page

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		\$	\$
52	(752) Traffic, car service and other balances—Cr.		672	987
53	(753) Audited accounts and wages payable		23	23
54	(754) Miscellaneous accounts payable		16	20
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid			
57	(757) Unmatured interest accrued			
58	(758) Unmatured dividends declared			
59	(759) Accrued accounts payable (p. 63)		407	501
60	(760) Federal income taxes accrued (p. 64)		50	16
61	(761) Other taxes accrued (p. 64)		66	64
62	(762) Deferred income tax credits (p. 87)			(37)
63	(763) Other current liabilities (p. 63)		1,120	1,194
64	Total current liabilities (exclusive of long-term debt due within one year)		2,354	2,767
LONG-TERM DEBT DUE WITHIN ONE YEAR				
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued (a2) Held by or for respondent	None	12
LONG-TERM DEBT DUE AFTER ONE YEAR				
66	(765) Funded debt unmatured (pp. 56-59)	(a1) Total issued (a2) Held by or for respondent		
67	(766) Equipment obligations (pp. 56-59)	None	None	
68	(766.5) Capitalized lease obligations			
69	(767) Receivers' and Trustees' securities (pp. 56-59)			
70	(768) Debt in default (pp. 56-59)			
71	(769) Amounts payable to affiliated companies (p. 62)			
72	(770.1) Unamortized discount on long-term debt			
73	(770.2) Unamortized premium on long-term debt			
74	Total long-term debt due after one year		None	None
RESERVES				
75	(771) Pension and welfare reserves (p. 65)			12
76	(774) Casualty and other reserves (p. 65)		112	164
77	Total reserves		112	176
OTHER LIABILITIES AND DEFERRED CREDITS				
78	(781) Interest in default (p. 58)			
79	(782) Other liabilities (p. 65)		250	258
80	(784) Other deferred credits (p. 65)		264	259
81	(785) Accrued liability—Leased property (p. 45A)			
82	(786) Accumulated deferred income tax credits (p. 87)		1,677	1,619
	Total other liabilities and deferred credits		2,191	2,136
SHAREHOLDERS' EQUITY				
<i>Capital stock (Par or stated value)</i>				
84	(791) Capital stock issued: Common stock (p. 67)	(a1) Total issued (a2) Nominally issued securities	7,500	7,500
85	Preferred stock (p. 67)			
86	Total		7,500	7,500
87	(792) Stock liability for conversion (p. 68)			
88	(793) Discount on capital stock			
89	Total capital stock		7,500	7,500
<i>Capital surplus</i>				
90	(794) Premiums and assessments on capital stock (p. 69)			
91	(795) Paid-in surplus (p. 69)			
92	(796) Other capital surplus (p. 69)			
93	Total capital surplus		None	None

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
94	(797) Retained income—Appropriated (p. 69)			
95	(798) Retained income—Unappropriated (p. 20)		5,583	5,332
96	(798.1) Net unrealized loss on noncurrent marketable equity securities			
97	Total retained income		5,583	5,332
	Treasury Stock			
98	(798.5) Less: Treasury stock			
99	Total shareholders' equity		13,083	12,832
100	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		17,740	17,924

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Continued
(SEE WPS CONSOLIDATED BALANCE SHEET FOR NOTES)

3. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts _____ \$

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

5. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: _____

(b) Show amount of past service pension costs determined by actuaries at year end _____ \$

(c) Total pension costs for year: _____ \$

Normal costs _____ \$

Amortization of past service costs _____ \$

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. _____ \$

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

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

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

Date of trust agreement or latest amendment _____

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

(f) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement _____

(g)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify _____

Yes _____ No _____

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

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

6. 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 _____

7. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year:

Deferred maintenance _____ \$

Delayed capital improvements _____ \$

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

205. INVESTMENTS IN AFFILIATED COMPANIES

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

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

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

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

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

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

in support of which any security is pledged, mortgaged, or otherwise						INVESTMENTS AT CLOSE OF YEAR	
Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
					%	\$	\$
1	721	E-1	VII	Investment Advances to:			
2				*Western Pacific R.R. Company		1,050	
3							
4				Total Class E-1		1,050	None
5							
6	721	B-1	VII	Western Pacific Railroad			
7				*Income Debentures		800	
8				*First Mortgage Bonds			
9							
10				Total Class B-1		800	None
11							
12	721			Grand Total (Note 1)		1,850	None
13							
14				(Note 1) Eliminated in Consolidations			
15							
16							
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205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

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

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

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
	1,050						1
							2
None	1,050	None	None	None		None	3
							4
	800	597	656	679		72	5
	--	301	883	897		12	6
							7
None	800	898	1,539	1,558		84	8
							9
None	1,850	898	1,539	1,558		84	10
							11
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205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Mortgaged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
47	722	C-3	X	Chapel of the Chimes	% \$		\$ 17
48							
49	722			Grand Total			17
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205. INVESTMENTS IN AFFILIATED COMPANIES—Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$ 17	\$	\$ 5	\$ 5	% 9	\$ 2	47
	17		5	5		2	48
							49
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211B. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

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

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

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

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

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

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

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
		\$	\$	%	\$	\$	%
	ROAD						
1	(1) Engineering	227	227	1.25			
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	879	879	0.13			
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	1,495	1,495	1.49			
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	58	58	2.50			
8	(16) Station and office buildings	237	237	3.24			
9	(17) Roadway buildings	33	22	3.11			
10	(18) Water stations						
11	(19) Fuel stations	15	15	1.80			
12	(20) Shops and enginehouses	27	17	2.82			
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communications systems	84	84	2.18			
19	(27) Signals and interlockers	152	152	2.85			
20	(29) Power plants						
21	(31) Power transmission systems						
22	(35) Miscellaneous structures						
23	(37) Roadway machines	216	153	5.30			
24	(39) Public improvements—Construction	260	254	2.12			
25	(44) Shop machinery						
26	(45) Power plant machinery						
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	3,683	3,593	1.57			
	EQUIPMENT						
30	(52) Locomotives	115	115	2.90			
31	(53) Freight-train cars	2,246	2,225	3.39			
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment						
34	(56) Floating equipment						
35	(57) Work equipment						
36	(58) Miscellaneous equipment	23	24	10.0			
37	Total equipment	2,384	2,364	3.43			
38	GRAND TOTAL	6,067	5,957	XX XX	None	None	XX XX

NOTES AND REMARKS

Notes: Schedule 211B

Depreciation base for A/C's 1, 3 & 39 includes non-depreciable property.

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

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

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

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

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

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
		\$	\$	\$	\$	\$	\$
	ROAD						
1	(1) Engineering	77	3				80
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	16	1				17
4	(5) Tunnels and subways	(1)					(1)
5	(6) Bridges, trestles, and culverts	950	22				972
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	47	1				48
8	(16) Station and office buildings	82	8				90
9	(17) Roadway buildings	19			7		12
10	(18) Water stations						
11	(19) Fuel stations	7					7
12	(20) Shops and enginehouses	24	1		15		10
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communication systems	36	2				38
19	(27) Signals and interlockers	72	5				77
20	(29) Power plants						
21	(31) Power-transmission systems	44					44
22	(35) Miscellaneous structures						
23	(37) Roadway machines	78	11				89
24	(39) Public improvements—Construction	102	6				108
25	(44) Shop machinery*						
26	(45) Power plant machinery*	(13)					(13)
27	All other road accounts	407					407
28	Amortization (other than defense projects)						
29	Total road	1,947	60		22		1,985
	EQUIPMENT						
30	(52) Locomotives	89	3				92
31	(53) Freight-train cars	1,338	76		17		1,397
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment						
34	(56) Floating equipment						
35	(57) Work equipment	2			66		(64)
36	(58) Miscellaneous equipment	17	2				19
37	Total equipment	1,446	81		83		1,444
38	GRAND TOTAL	3,393	141	None	105	None	3,429

* Chargeable to account 405

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

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

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

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

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

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

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

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21	TOTAL ROAD				None				None
	EQUIPMENT:								
22	(52) Locomotives								
23	(53) Freight-train cars								
24	(54) Passenger-train cars								
25	(55) Highway revenue equipment								
26	(56) Floating equipment								
27	(57) Work equipment								
28	(58) Miscellaneous equipment								
29	TOTAL EQUIPMENT				None				None
30	GRAND TOTAL				None				None

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

Line No.	Name and character of obligation (a)	Nominal date of issue (b)	Date of maturity (c)	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year) (d)	Dates due (e)	Con- version (f)	Call prior to maturity, other than for sinking fund (g)	Sinking fund (h)	First lien (i)	Junior to first lien (j)	First lien (k)	Junior to first lien (l)
1	(4) (a) 764 & 766											
2	Equipment Trust Certificates											
3												
4	Bank of America, NT&SA 10/2/61 10/30/77 4.705 Qtrly					No	No	No	None	None	None	None
5												
6												
7												
8												
9												
10												
11												
12												
13												
14												
15												
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39												
40												
41												
42												
43												
44												
45												
46												
47												
48												
49												
50												
51	Grand Total								x x x	x x x	x x x	x x x

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	1
									2
									3
708			708	708					4
									5
									6
									7
									8
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									10
									11
									12
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									45
									46
									47
									48
									49
									50
708	None	None	708	708	None	None	None	None	51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
1	(4) (a) 764 & 766	\$	\$	\$	\$
2	Equipment Trust Certificates				
3					
4	Bank of America, NT&SA				
5					
6					
7					
8					
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10					
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38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51	Grand Total		None		None

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded						
SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority	Par value	Net proceeds received for issue (cash or its equivalent)	Expense of issuing securities	AMOUNT REACQUIRED		
				Par value	Purchase price	
(z)	(aa)	(bb)	(cc)	(dd)	(ee)	
	\$	\$	\$	\$	\$	1
						2
				12	12	3
						4
						5
						6
						7
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						38
						39
						40
						41
						42
						43
						44
						45
						46
						47
						48
						49
Grand Total	None	None	None	12	12	50
						51

300. INCOME ACCOUNT FOR THE YEAR

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

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

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

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)	5,135	4,836	
2	(531) Railway operating expenses (p. 74)	4,816	4,790	
3	Net revenue from railway operations	319	46	
4	(532) Railway tax accruals (p. 86)	225	147	
5	(533) Provision for deferred taxes (p. 87)	95	---	
6	Railway operating income	(1)	(101)	
	Rent Income			
7	(505) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)			
9	(505) Rent from passenger-train cars (p. 91)			
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment			
12	(508) Joint facility rent income			
13	Total rent income	None	None	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90)	451	514	
15	(537) Rent for locomotives (p. 91)			
16	(538) Rent for passenger-train cars (p. 91)			
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment			
19	(541) Joint facility rents	36	15	
20	Total rents payable	487	529	
21	Net rents (lines 13, 20)	(487)	(529)	
22	Net railway operating income (lines 6, 21)	(488)	(630)	
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)			
25	(510) Miscellaneous rent income (p. 88)	61	63	
26	(511) Income from nonoperating property (p. 53)	45	40	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)			
29	(514) Interest income	923	700	
30	(516) Income from sinking and other reserve funds			
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1) 178	40	
34	Dividend income (from investments under equity only)	\$		
35	Undistributed earnings (losses)	x x x x	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)			x x x x
37	Total other income	1,207	843	
38	Total income (lines 22, 37)	719	213	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)			
42	(544) Miscellaneous tax accruals (p. 53)	66	69	
43	(545) Separately operated properties—Loss (p. 89)			

300. INCOME ACCOUNT FOR THE YEAR—Continued

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

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

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

inclusive, should be fully explained in a footnote.

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

6. Line 78 includes only dividends from investments accounted for under the cost method. Line 34 includes only dividends accounted for under the equity method. Line 35 includes the undistributed earnings from investments accounted for under the equity method. Line 36 represents the earnings (losses) of investee companies accounted for under the equity method.

RAIL-LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	
\$	\$	\$	\$	\$	\$	\$	
5,135		5,135					1
4,816		4,816					2
x x x x x	x x x x x	319	x x x x x	x x x x x			3
225		225					4
95		95					5
x x x x x	x x x x x	(1)	x x x x x	x x x x x			6
							7
							8
							9
							10
							11
x x x x x	x x x x x	None	x x x x x	x x x x x			12
							13
451		451					14
							15
							16
							17
							18
36		36					19
x x x x x	x x x x x	487	x x x x x	x x x x x			20
x x x x x	x x x x x	(487)	x x x x x	x x x x x			21
x x x x x	x x x x x	(488)	x x x x x	x x x x x			22

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

300. INCOME ACCOUNT FOR THE YEAR—Continued

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	2	43	
47	Total miscellaneous deductions	68	112	
48	Income available for fixed charges (lines 38, 47)	651	101	
	Fixed Charges			
49	(542) Rent for leased roads and equipment (p. 92)			
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default		2	
51	(b) Interest in default			
52	(547) Interest on unfunded debt			
53	(548) Amortization of discount on funded debt			
54	Total fixed charges		2	
55	Income after fixed charges (lines 48, 54)	651	99	
	Other Deductions			
	(546) Interest on funded debt:			
56	(c) Contingent interest			
	UNUSUAL OR INFREQUENT ITEMS			
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	651	99	
	DISCONTINUED OPERATIONS			
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	651	99	
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)			
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)			
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)			
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	651	99	

* Less applicable income taxes of:

\$

555 Unusual or infrequent items-Net-(Debit) credit	None
560 Income (loss) from operations of discontinued segments	None
562 Gain (loss) on disposal of discontinued segments	None
592 Cumulative effect of changes in accounting principles	None

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

305. RETAINED INCOME - UNAPPROPRIATED

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

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

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

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 3 and 7, should agree with line 69, column (b), schedule 300.

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

Line No.	Item (a)	Retained income Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 5,332	\$
2	(601.5) Prior period adjustments to beginning retained income		
	CREDITS		
3	(602) Credit balance transferred from income	651	
4	(606) Other credits to retained income		
5	(622) Appropriations released		
6	Total	651	
	DEBITS		
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income		
9	(620) Appropriations for sinking and other reserve funds		
10	(621) Appropriations for other purposes		
11	(623) Dividends (p. 20)	400	
12	Total	400	
13	Net increase (decrease) during year (Line 6 minus line 12)	251	
14	Balances at close of year (Lines 1, 2 and 13)	5,583	
15	Balance from line 14 (c)		x x x x x
16	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	5,583	x x x x x
	Remarks		
	Amount of assigned Federal income tax consequences:		
17	Account 606	None	x x x x x
18	Account 616	None	x x x x x

Note: See p. 94, schedule 396, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

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

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

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

3. The sum of the dividends stated in column (e) should equal the amount shown in schedule 305.

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1				\$	\$		
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13				Total			

(THIS SCHEDULE INTENTIONALLY LEFT BLANK)

SUPPLEMENTARY SCHEDULES

ANNUAL REPORT

OF

TIDEWATER SOUTHERN RAILWAY COMPANY

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

Mr. M. Paolo's letter dated November 16, 1971 - File ACR-C

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr (Title) Vice President-Finance(Telephone number) 415 982-2100
(Area code) (Telephone number)(Office address) 526 Mission Street, San Francisco, California 94105
(Street and number, city, State, and ZIP code)

101. IDENTITY OF RESPONDENT

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

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

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

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

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

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

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

1. Exact name of common carrier making this report Tidewater Southern Railway Company

2. Date of incorporation March 11, 1912

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

California: In accordance with Part IV, Title I, of the Civil Code State of California, Section 293 and 294, Part III, Title III, Section 473.

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

None

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

No

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

No

7. Class of switching and terminal company

None

[See section No. 7 on inside of front cover]

101. DIRECTORS

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

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.

4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)
1	R. G. Flannery	526 Mission St., S.F.	3/17/77	3/16/78	None
2	R. C. Marquis	" " " "	"	"	"
3	R. G. Meldahl	" " " "	"	"	"
4	Alfred E. Perlman	" " " "	"	"	"
5	R. W. Stumbo, Jr.	" " " "	"	"	"
6	W. G. Treanor	" " " "	"	"	"
7	A. P. Victors	" " " "	"	"	"
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23	Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year: Chairman of board <u>None</u> Secretary (or clerk) of board <u>William D. Brew</u>				
24	Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman, and state briefly the powers and duties of that committee: <u>R. G. Flannery, (Chairman), R. C. Marquis, R. G. Meldahl (See Note at bottom of page).</u>				
25					
26					
27					

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

Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	President	All	R. G. Flannery	None	San Francisco, CA 94105
2	Vice President	Operations	R. C. Marquis	"	" " " "
3	VP-Marketing	Marketing	R. G. Meldahl	"	" " " "
4	VP-Law	Law	W. G. Treanor	"	" " " "
5	VP-Finance	Finance	R. W. Stumbo, Jr	"	" " " "
6	VP-Indust. Devel.	Industrial	A. P. Victors	"	" " " "
7	Treasurer	Treasury	R. W. Stumbo, Jr	"	" " " "
8	Corporate Secty.	None	W. D. Brew	"	" " " "
9	Asst. Corp. Secty.	None	Katherine M. Griffin	"	" " " "
10	Executive Committee shall have and may exercise during the intervals between the meetings of the Board all the powers vested in the Board except the power to fill vacancies in the Board, power to declare dividends, power to change the numbers of, or fill vacancies in the Executive Committee and, the power to adopt, amend or repeal By-Laws.				
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Road Initiator TWS Year 1977

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104 D. COMPANIES CONTROLLING RESPONDENT

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

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised by the company immediately controlled by it.

4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
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(THIS SCHEDULE INTENTIONALLY LEFT BLANK)

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.

109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ 1.00 per share; first preferred, \$ _____ per share; second preferred, \$ _____ per share; debenture stock, \$ _____ per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote _____.
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing _____
Stock Books were not closed. (See note Section 9, Line 18)
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year _____ votes, as of _____ (Date) _____ stockholders.
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, _____ stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information on page 13, the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.
- List under Footnotes, page 9, Other Securities with Voting Power.

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common	PREFERRED	
	(a)	(b)	(c)	(d)	Second (e)	First (f)
1	Western Pacific Railroad	526 Mission Street	1,163,037	1,163,037		
2	Company	San Francisco, CA				
3		94105				
4						
5						
6						
7						
8						
9						
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18	NOTE: The record date of March 11, 1977 for Stockholders entitled to vote at the					
19	annual meeting on March 17, 1977 was established under the provisions of					
20	Section 2215 of the California Corporation Code.					
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Road Initials: TWS

year: 1977

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

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 1,163,037
votes cast.

11. Give the date of such meeting. March 11, 1977

12. Give the place of such meeting. Western Pacific Building
526 Mission Street

San Francisco, CA 94105

NOTES AND REMARKS

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	CURRENT ASSETS		\$ 129	\$
1	(701) Cash			
2	(702) Temporary cash investments (p. 23)			
3	(703) Special deposits (p. 23)			
4	(704) Loans and notes receivable (p. 23)			
5	(705) Traffic, car service and other balances—Dr.		178	293
6	(706) Net balance receivable from agents and conductors		2,913	3,415
7	(707) Miscellaneous accounts receivable			
8	(708) Interest and dividends receivable			
9	(709) Accrued accounts receivable (p. 23)		475	314
10	(710) Working fund advances			
11	(711) Prepayments (p. 23)		23	22
12	(712) Material and supplies		4	14
13	(713) Other current assets (p. 23)			
14	(714) Deferred income tax charges (p. 87)			
15	Total current assets		3,722	4,058
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)			
17	(716) Capital and other reserve funds (pp. 24 and 25)		1	1
18	(717) Insurance and other funds (pp. 24 and 25)			
19	Total special funds		1	1
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)			
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		47	58
22	(722) Other investments (pp. 32-35)			
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)			
24	(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Cr.		47	58
25	Total investments (accounts 721, 722, 723, and 724)			
	PROPERTIES			
26	(731) Road and equipment property: Road		2,584	2,580
27	Equipment		166	191
28	General expenditures		33	33
29	Other elements of investment			
30	Construction work in progress			
31	Total (pp. 38-41)		2,783	2,804
32	(732) Improvements on leased property: Road			
33	Equipment			
34	General expenditures			
35	Total (pp. 38-41)			
36	Total transportation property (accounts 731 and 732)		2,783	2,804
37	(733) Accrued depreciation—Improvements on leased property (p. 45 B)			
38	(735) Accrued depreciation—Road and equipment (pp. 45 and 46)		(447)	(440)
39	(736) Amortization of defense projects—Road and Equipment (p. 47)		(5)	(5)
40	Recorded depreciation and amortization (accounts 733, 735 and 736)		(452)	(445)
41	Total transportation property less recorded depreciation and amortization		2,331	2,359
42	(737) Miscellaneous physical property (pp. 52 and 53)		546	569
43	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(50)	(48)
44	Miscellaneous physical property less recorded depreciation (account 737 less 738)		496	521
45	Total properties less recorded depreciation and amortization		2,827	2,880

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

NOTE—See page 12 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.

For compensating balances not legally restricted, see Schedule 202.

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
46	(741) Other assets (p. 54)		5	9
47	(743) Other deferred charges (p. 54)		30	42
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		35	51
50	TOTAL ASSETS		6,632	7,048

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES
(SEE WPS CONSOLIDATED BALANCE SHEET FOR NOTES)

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

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

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

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

— 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 Ranges) since December 31, 1970, as provided in the Revenue Act of 1971.

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

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 786, Accumulated deferred income tax credits, at beginning of year — \$

Add investment tax credits applied in reduction of current year's tax liability but deferred for accounting purposes — \$

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual — \$()

Other adjustments (indicate nature such as recapture on early disposition) — \$

(iii) Show the amount of investment tax credit carryover at year end — \$

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

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

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

Description of obligation	Year accrued	Account No.	Amount
			\$

Continued on following page

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
CURRENT LIABILITIES			\$	\$
51	(751) Loans and notes payable (p. 63)		188	220
52	(752) Traffic, car service and other balances—Cr.		(1)	1
53	(753) Audited accounts and wages payable		3	3
54	(754) Miscellaneous accounts payable			
55	(755) Interest matured unpaid			
56	(756) Dividends matured unpaid			
57	(757) Unmatured interest accrued		248	226
58	(758) Unmatured dividends declared		112	191
59	(759) Accrued accounts payable (p. 63)		21	55
60	(760) Federal income taxes accrued (p. 64)			114
61	(761) Other taxes accrued (p. 64)		230	452
62	(762) Deferred income tax credits (p. 87)		801	1,262
63	(763) Other current liabilities (p. 63)			
64	Total current liabilities (exclusive of long-term debt due within one year)			
LONG-TERM DEBT DUE WITHIN ONE YEAR				
		(a1) Total issued	(a2) Held by or for respondent	
65	(764) Equipment obligations and other debt (pp. 56-59)			
LONG-TERM DEBT DUE AFTER ONE YEAR				
		(a1) Total issued	(a2) Held by or for respondent	
66	(765) Funded debt unmatured (pp. 56-59)			
67	(766) Equipment obligations (pp. 56-59)			
68	(766.5) Capitalized lease obligations			
69	(767) Receivers' and Trustees' securities (pp. 56-59)			
70	(768) Debt in default (pp. 56-59)			
71	(769) Amounts payable to affiliated companies (p. 62)			
72	(770.1) Unamortized discount on long-term debt			
73	(770.2) Unamortized premium on long-term debt			
74	Total long-term debt due after one year			
RESERVES				
75	(771) Pension and welfare reserves (p. 65)		30	74
76	(774) Casualty and other reserves (p. 65)		30	74
77	Total reserves			
OTHER LIABILITIES AND DEFERRED CREDITS				
78	(781) Interest in default (p. 58)		31	16
79	(782) Other liabilities (p. 65)		38	52
80	(784) Other deferred credits (p. 65)			
81	(785) Accrued liability—Leased property (p. 45A)		385	249
82	(786) Accumulated deferred income tax credits (p. 87)		454	317
83	Total other liabilities and deferred credits			
SHAREHOLDERS' EQUITY				
	Capital stock (Par or stated value)	(a1) Total issued	(a2) Nominally issued securities	
84	(791) Capital stock issued: Common stock (p. 67)	1,781	618	1,163
85	Preferred stock (p. 67)	15	15	1,163
86	Total			
87	(792) Stock liability for conversion (p. 68)			
88	(793) Discount on capital stock			
89	Total capital stock			
Capital surplus				
90	(794) Premiums and assessments on capital stock (p. 69)		491	491
91	(795) Paid-in surplus (p. 69)		11	11
92	(796) Other capital surplus (p. 69)			
93	Total capital surplus		502	502

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

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

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
94	(797) Retained income—Appropriated (p. 69)		3,682	3,730
95	(798) Retained income—Unappropriated (p. 20)			
96	(798.1) Net unrealized loss on noncurrent marketable equity securities		3,682	3,730
97	Total retained income			
	Treasury Stock			
98	(798.5) Less: Treasury stock		5,347	5,395
99	Total shareholders' equity		6,632	7,048
100	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Continued

(See WPS Consolidated Balance Sheet for Notes)

3. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts: \$

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

5. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: \$

(b) Show amount of past service pension costs determined by actuaries at year end: \$

(c) Total pension costs for year:

Normal costs: \$

Amortization of past service costs: \$

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund: \$

(e) Is any part of pension plan funded? Specify: Yes _____ No _____

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

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

Date of trust agreement or latest amendment: _____

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

(f) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement: _____

(g)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify: _____

Yes _____ No _____

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

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

6. 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 _____

7. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year: \$

Deferred maintenance: \$

Delayed capital improvements: \$

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

205. INVESTMENTS IN AFFILIATED COMPANIES

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
				%	\$	\$	
1							
2							
3							
4							
5				(NONE)			
6							
7							
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205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

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

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

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

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

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

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)				%	\$	
\$	\$	\$	\$	\$			1
							2
							3
							4
			(NONE)				5
							6
							7
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206. OTHER INVESTMENTS

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

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

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

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

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held, also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
1	722	C-3	X	Smith Palmer	\$	\$ 47
2						
3	722			Grand Total		47
4						
5						
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45						
46						

206. OTHER INVESTMENTS—Continued

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

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

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

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

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$ 47	\$	\$ 11	\$ 11	%	\$ 3	1
	47		11	11		3	2
							3
							4
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211B. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

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

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

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

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

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

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

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
		\$	\$	%	\$	\$	%
	ROAD						
1	(1) Engineering	49	50	0.71			
2	(2-1/2) Other right-of-way expenditures						
3	(3) Grading	83	83	0.06			
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	538	538	1.69			
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	34	34	2.00			
8	(16) Station and office buildings	71	71	2.17			
9	(17) Roadway buildings	7	7	2.78			
10	(18) Water stations						
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communications systems	28	28	2.73			
19	(27) Signals and interlockers	124	124	2.64			
20	(29) Power plants						
21	(31) Power transmission systems						
22	(35) Miscellaneous structures						
23	(37) Roadway machines	11	11	5.00			
24	(39) Public improvements—Construction	133	133	2.75			
25	(44) Shop machinery	1	1	4.29			
26	(45) Power plant machinery						
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	1,079	1,080	1.87			
	EQUIPMENT						
30	(52) Locomotives	17	--	2.33			
31	(53) Freight-train cars	174	166	3.24			
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment						
34	(56) Floating equipment						
35	(57) Work equipment						
36	(58) Miscellaneous equipment						
37	Total equipment	191	166	3.24			
38	GRAND TOTAL	1,270	1,246	XX XX	None	None	XX XX

Depreciation base for A/C's 1, 3 & 39 includes non-depreciable property.

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

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

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

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

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

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering	14					14
2	(2-1/2) Other right-of-way expenditures						
3	(4) Grading	2					2
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	206	10				216
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	27	1				28
8	(16) Station and office buildings	53	1				54
9	(17) Roadway buildings	7					7
10	(18) Water stations	(1)					(1)
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals						
18	(26) Communication systems	17					17
19	(27) Signals and interlockers	29	3				32
20	(29) Power plants						
21	(31) Power-transmission systems						
22	(35) Miscellaneous structures						
23	(37) Roadway machines	13	1				14
24	(39) Public improvements—Construction	70	4				74
25	(44) Shop machinery*	1					1
26	(45) Power-plant machinery*						
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	438	20				458
	EQUIPMENT						
30	(52) Locomotives	(96)			17		(113)
31	(53) Freight-train cars	99	6		2		103
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment						
34	(56) Floating equipment						
35	(57) Work equipment						
36	(58) Miscellaneous equipment	(1)					(1)
37	Total equipment	2	6		19		(12)
38	GRAND TOTAL	440	26	None	19	None	447

*Chargeable to account 505

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

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

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

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

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

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

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

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2									
3									
4									
5									
6									
7									
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17									
18									
19									
20									
21	TOTAL ROAD				5				5
22	EQUIPMENT:								
23	(52) Locomotives								
24	(53) Freight-train cars								
25	(54) Passenger-train cars								
26	(55) Highway revenue equipment								
27	(56) Floating equipment								
28	(57) Work equipment								
29	(58) Miscellaneous equipment								
30	TOTAL EQUIPMENT				None				None
31	GRAND TOTAL				5				5

NOTES AND REMARKS

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

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR-- (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO--	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
1												
2	(NONE)											
3												
4												
5												
6												
7												
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Grand Total

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218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	1
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218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
1		\$	\$	\$	\$
2					
3	(NONE)				
4					
5					
6					
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51	Grand Total				

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded						
SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
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						49
						50
Grand Total						51

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300. INCOME ACCOUNT FOR THE YEAR

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

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

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

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73)	2,796	2,610	
2	(531) Railway operating expenses (p. 74)	1,828	2,050	
3	Net revenue from railway operations	968	560	
4	(532) Railway tax accruals (p. 86)	46	230	
5	(533) Provision for deferred taxes (p. 87)	22		
6	Railway operating income	900	330	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment— Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)			
9	(505) Rent from passenger-train cars (p. 91)			
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment			
12	(508) Joint facility rent income		1	
13	Total rent income		1	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment— Debit balance (p. 90)	294	315	
15	(537) Rent for locomotives (p. 91)			
16	(538) Rent for passenger-train cars (p. 91)			
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment			
19	(541) Joint facility rents	1		
20	Total rents payable	295	315	
21	Net rents (lines 13, 20)	(295)	(314)	
22	Net railway operating income (lines 6, 21)	605	16	
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)			
25	(510) Miscellaneous rent income (p. 88)	4	3	
26	(511) Income from nonoperating property (p. 53)	14	15	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)			
29	(514) Interest income	240	227	
30	(516) Income from sinking and other reserve funds			
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1)	126	38
34	Dividend income (from investments under equity only)	\$	x x x x	x x x x
35	Undistributed earnings (losses)		x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)			x x x x
37	Total other income	384	283	
38	Total income (lines 22, 37)	989	299	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)			
42	(544) Miscellaneous tax accruals (p. 53)	32	34	
43	(545) Separately operated properties—Loss (p. 89)			

300. INCOME ACCOUNT FOR THE YEAR—Continued

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

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

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

inclusive, should be fully explained in a footnote.

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

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

RAIL-LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	
\$	\$	\$	\$	\$	\$	\$	
2,796		2,796					1
1,828		1,828					2
x x x x x	x x x x x	968	x x x x x	x x x x x			3
		46					4
		22					5
x x x x x	x x x x x	900	x x x x x	x x x x x			6
							7
							8
							9
							10
							11
x x x x x	x x x x x	None	x x x x x	x x x x x			12
							13
294		294					14
							15
							16
							17
1		1					18
x x x x x	x x x x x	295	x x x x x	x x x x x			19
x x x x x	x x x x x	(295)	x x x x x	x x x x x			20
x x x x x	x x x x x	605	x x x x x	x x x x x			21
							22

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

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	4	17	
47	Total miscellaneous deductions	36	51	
48	Income available for fixed charges (lines 38, 47)	953	248	
	Fixed Charges			
49	(542) Rent for leased roads and equipment (p. 92)			
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default			
51	(b) Interest in default			
52	(547) Interest on unfunded debt			
53	(548) Amortization of discount on funded debt			
54	Total fixed charges			
55	Income after fixed charges (lines 48, 54)	953	248	
	Other Deductions			
	(546) Interest on funded debt:			
56	(c) Contingent interest			
	UNUSUAL OR INFREQUENT ITEMS			
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	953	248	
	DISCONTINUED OPERATIONS			
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	953	248	
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)			
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)			
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)			
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	953	248	

* Less applicable income taxes of:

555 Unusual or infrequent items-Net-(Debit) credit	None
560 Income (loss) from operations of discontinued segments	None
562 Gain (loss) on disposal of discontinued segments	None
592 Cumulative effect of changes in accounting principles	None

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

295. RETAINED INCOME - UNAPPROPRIATED

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

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

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

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 3 and 7, should agree with line 69, column (b), schedule 300.

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

Line No.	Item (a)	Retained income Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 3,723	\$
2	(601.5) Prior period adjustments to beginning retained income		
	CREDITS		
3	(602) Credit balance transferred from income	953	
4	(606) Other credits to retained income		
5	(622) Appropriations released		
6	Total	953	
	DEBITS		
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income		
9	(620) Appropriations for sinking and other reserve funds		
10	(621) Appropriations for other purposes		
11	(623) Dividends (p. 20)	1,000	
12	Total	1,000	
13	Net increase (decrease) during year (Line 6 minus line 12)	(47)	
14	Balances at close of year (Lines 1, 2 and 13)	3,682	
15	Balance from line 14(c)		X X X X X
16	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	3,682	X X X X X
	Remarks		
	Amount of assigned Federal income tax consequences:		
17	Account 606		X X X X X
18	Account 616		X X X X X

Note: See p. 94, schedule 396, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

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

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

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

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

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1				\$	\$		
2							
3							
4	(THIS SCHEDULE INTENTIONALLY LEFT BLANK)						
5							
6							
7							
8							
9							
10							
11							
12							
13				Total			

ANNUAL REPORT

OF

STANDARD REALTY AND DEVELOPMENT COMPANY

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr. (Title) Vice President-Finance

(Telephone number) (415) 982-2100
(Area code) (Telephone number)

(Office address) 526 Mission Street, San Francisco, California 94105
(Street and number, city, State, and ZIP code)

STANDARD HEALTY AND DEVELOPMENT COMPANY
GENERAL BALANCE SHEET
DECEMBER 31, 1977

	ASSETS CLOSE OF MONTH	BEGINNING OF YEAR
CURRENT ASSETS		
CASH	11,582.60	8,215.30
WORKING FUND ADVANCE GENERAL MGR	100.00	100.00
NOTES RECEIVABLE AMTS DUE IN 1 YEAR	94,110.72	76,121.59
ACCOUNTS RECEIVABLE INDIVIDUALS AND CO	26,874.07	14,334.44
RESERVE FOR DOUBTFUL ACCTS		20.00
ACC INTEREST RECEIVABLE OTHER	2,450.58	266.91
ACC INTEREST RECEIVABLE DELTA FINANCE CO	90,152.60	81,152.60
DISBURSEMENTS RECEIVABLE MISCELLANEOUS		34,697.94
TOTAL CURRENT ASSETS	231,076.57	214,908.78
INVESTMENTS		
CAPITAL STOCK DELTA FINANCE CO	2,639,898.28	2,639,898.28
ADVANCES TO THE DELTA FINANCE CO LTD	470,000.00	170,000.00
NOTES RECEIVABLE LONG TERM NOTE A	574,214.05	904,665.57
CAPITAL STOCK WESTERN PACIFIC TRANSPORT CO	340,000.00	340,000.00
TOTAL INVESTMENTS	3,973,712.33	4,004,163.85
FIXED ASSETS		
LAND	9,211,940.75	9,015,142.59
BUILDINGS AND OTHER IMPROVEMENTS	871,873.39	856,113.49
OFFICE FURNITURE AND FIXTURES	44,767.27	44,767.27
ACCUMULATED DEPRECIATION BLDGS & IMPROVEMENTS	348,926.07	330,312.07
ACCUMULATED DEPRECIATION OFFICE FURN & FIXTURES	47,240.37	42,212.37
TOTAL FIXED ASSETS	9,732,015.07	9,543,498.91
OTHER ASSETS		
REFUNDABLE COST OF ELECTRIC FACILITIES MILP	54,471.71	54,471.71
REFUNDABLE COST OF WATER FACILITIES - MAYNA	25.64	1,034.94
COST OF FACILITIES DUE FROM KAISER CO	6,245.19	1,463.83
TOTAL OTHER ASSETS	60,782.54	62,970.52
DEFERRED CHARGES		
PREPAID INSURANCE	1,478.17	1,531.53
MISCELLANEOUS SUSPENSE ITEMS	110.00	1,007.90
TOTAL DEFERRED CHARGES	1,588.17	2,539.43
TOTAL ASSETS	13,979,174.66	13,829,161.49

STANDARD REALTY AND DEVELOPMENT COMPANY
GENERAL BALANCE SHEET
DECEMBER 31, 1977

LIABILITIES AND SHAREHOLDERS EQUITY		
	CLOSE OF MONTH	BEGINNING OF YEAR
CURRENT LIABILITIES		
CALIF UNEMPLOYMENT INS ACT EMP CONTRIBUTIONS	114.54	91.18
FEDERAL INSURANCE CONTRIBUTION ACT	325.33	156.90
FEDERAL INCOME TAX COLLECTED AT SOURCE	850.26	552.40
SUPP LIFE PREM ACCIDENT PRE	217.37	150.35
LONG TERM DISABILITY PREMIUM DUE WP	22.76	
ADVANCE PAYABLE WESTERN PACIFIC	1,735,000.00	1,300,000.00
ADVANCE PAYABLE DELTA FINANCE CO	28,413.10	
CALIF STATE WITHHOLDING INCOME TAX	157.85	308.16
VIOLATION PAYMENTS BY WP	5,942.27	53,176.27
ACCURED INT ON NOTES PAYABLE EQUITABLE LIFE		2,124.34
ESTABD PAY 1 YR ON NOTES PAYABLE NOTE B	37,766.70	89,300.23
RESERVE FOR ESTIMATED EXPENSES VACATION PAY	1,449.00	1,449.00
STATE & CITY COUNTY TAXES ACCRUED	94,049.14	47,253.04
TAXES ACCRUED CALIF FRANCHISE	3,323.00	3,323.00
TOTAL CURRENT LIABILITIES.....	1,907,244.73	1,296,224.25
FIXED LIABILITIES		
NOTES PAYABLE WELLS FARGO BANK NOTE B	6,753.00	20,250.00
NOTES PAYABLE EQUITABLE LIFE NOTE B	300,448.44	328,287.19
LIABILITY FOR SENEX ASSM - STOCKTON	2,475.00	2,475.00
ADVANCES FROM WESTERN MOTOR LODGE	19,680.37	21,376.68
TOTAL FIXED LIABILITIES.....	329,356.81	372,408.87
OTHER LIABILITIES		
SHORT TERM DEBTS RETAINED PERCENTAGES	2,382.10	11,146.11
ESTIMATED COST OF STREETS - MILPITAS	37,730.00	37,730.00
TOTAL OTHER LIABILITIES.....	40,112.10	49,076.11
DEFERRED CREDITS		
MISCELLANEOUS SUSPENSE ITEMS		5,000.00
UNREARNED RENTAL INCOME	10,208.00	7,292.00
OPTION DEPOSITS ON PROPERTY SALES	14,875.00	15,100.00
DEF GAIN ON SALE OF REAL ESTATE	612,888.14	612,888.14
TOTAL DEFERRED CREDITS.....	637,971.14	640,340.14
TOTAL LIABILITIES.....	2,914,686.82	2,358,135.41
SHAREHOLDERS EQUITY		
COMMON STOCK AUTHORIZED AND OUTSTANDING	10,570,700.00	10,570,700.00
RETAINED INCOME UNAPPROPRIATED	513,797.86	899,326.08
TOTAL SHAREHOLDERS EQUITY.....	11,084,497.86	11,470,026.08
TOTAL LIABILITIES & SHAREHOLDERS EQUITY.	13,999,184.68	13,828,161.49

STANDARD REALTY & DEVELOPMENT COMPANY
STATEMENT OF INCOME
(Thousands)

	<u>1976</u>	<u>1977</u>
Operating income		
Rents from land and buildings	\$ 148	\$ 148
Income from crops	--	--
Interest income - notes	32	26
Interest income - other	15	15
Miscellaneous income	19	11
Total operating income	<u>214</u>	<u>200</u>
Operating expenses		
Rental expense	3	1
Repairs to property	2	12
Maintenance and operation miscellaneous	--	1
General and administrative expense	65	77
Property taxes	670	705
California franchise taxes	--	--
Other taxes	4	4
Insurance expense	6	4
Interest expense - other	70	90
Depreciation buildings	19	18
Depreciation office furniture and equipment	5	5
Total operating expense	<u>844</u>	<u>917</u>
Net income from operations	(630)	(717)
Other income		
Profit - sale of real estate	331	331
Total other income	<u>331</u>	<u>331</u>
Net income (loss) before federal income taxes	(299)	(386)
Federal income taxes	--	--
Net income (loss)	<u>\$ (299)</u>	<u>\$ (386)</u>

ANNUAL REPORT

OF

DELTA FINANCE COMPANY, LTD.

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr.(Title) Vice President-Finance(Telephone number) (415)982-2100

(Area code)

(Telephone number)

(Office address) 526 Mission Street, San Francisco, California 94105

(Street and number, city, State, and ZIP code)

DELTA FINANCE COMPANY, LTD.
GENERAL BALANCE SHEET
DECEMBER 31, 1977

	ASSETS CLOSE OF MONTH	BEGINNING OF YEAR
CURRENT ASSETS		
CASH	1,030.88	5,263.57
ACCOUNTS RECEIVABLE INDIVIDUALS AND CO	5,985.07	1,050.00
ADVANCES RECEIVABLE - STANDARD REALTY	28,413.10	
ADVANCES RECEIVABLE - WHNN CO	280,000.00	100,000.00
ACCUMULATED INTEREST RECEIVABLE		2,764.68
TOTAL CURRENT ASSETS.....	315,429.05	109,078.25
FIXED ASSETS		
LAND	980,989.38	1,315,285.56
BUILDINGS AND OTHER IMPROVEMENTS	1,507,905.34	1,525,309.89
ACCUMULATED DEPRECIATION, BLDGS & IMPROVEMENTS	216,666.47	191,570.38
TOTAL FIXED ASSETS.....	2,272,228.25	2,649,025.07
DEFERRED CHARGES		
PREPAID INSURANCE	363.50	407.55
TOTAL DEFERRED CHARGES.....	363.50	407.55
TOTAL ASSETS.....	2,588,020.80	2,458,510.87

DELTA FINANCE COMPANY, LTD
GENERAL BALANCE SHEET
DECEMBER 31, 1977

LIABILITIES AND SHAREHOLDERS EQUITY		
	CLOSE OF MONTH	BEGINNING OF YEAR
CURRENT LIABILITIES		
VOUCHER PAYMENTS BY H P	9,985.00	58,125.18
ACCRUED INTEREST PAYABLE - HELLS FARGO BANK		592.16
ACCRUED INTEREST PAYABLE - STANDARD REALTY	96,194.60	81,194.60
ACCRUED INTEREST PAYABLE - HP RH CO	210,786.34	110,878.34
AMTS PAYABLE WITHIN ONE YEAR - HELLS FARGO		33,837.48
STATE CITY COUNTY TAXES ACCRUED		2,376.22
TOTAL CURRENT LIABILITIES.....	296,997.94	166,001.18
FIXED LIABILITIES		
ADVANCES FROM STANDARD REALTY & DEVELOPHEN	420,000.00	120,000.00
ADVANCES FROM WESTERN PACIFIC RAILROAD CO.	1,440,000.00	1,440,000.00
NOTES PAYABLE - STANDARD REALTY 8-5-71		300,000.00
TOTAL FIXED LIABILITIES.....	1,860,000.00	1,860,000.00
OTHER LIABILITIES		
ESTIMATED COSTS OF STREETS - UNION CITY	31,819.88	31,819.88
TOTAL OTHER LIABILITIES.....	31,819.88	31,819.88
DEFERRED CREDITS		
DEFERRED GAIN ON SALE OF REAL ESTATE	128,082.37	128,082.37
TOTAL DEFERRED CREDITS.....	128,082.37	128,082.37
TOTAL LIABILITIES.....	2,336,900.20	2,205,903.44
SHAREHOLDERS EQUITY		
CAPITAL STOCK	2,644,000.00	2,644,000.00
RETAINED INCOME	2,392,879.80	2,391,392.57
TOTAL SHAREHOLDERS EQUITY.....	251,120.60	252,607.43
TOTAL LIABILITIES & SHAREHOLDERS EQUITY.	2,588,020.80	2,458,510.87

DELTA FINANCE COMPANY, LTD.
STATEMENT OF INCOME
 ("thousands)

	<u>Year</u>	
	<u>1976</u>	<u>1977</u>
Operating Revenues		
Rents from land and buildings	\$ 171	\$ 171
Interest income other	--	--
Interest income	21	15
Total operating income	<u>192</u>	<u>186</u>
Operating expenses		
Repairs to property	1	--
Maintenance and operations miscellaneous	--	--
General and administrative expense	1	3
Property taxes	41	34
Insurance expense	2	2
Interest expense other	4	1
Interest expense	124	115
Depreciation expense buildings	35	32
Total operating expense	<u>208</u>	<u>187</u>
Net income from operations	(16)	(1)
Other income		
Profit or loss sale of real estate	--	--
Total other income	<u>--</u>	<u>--</u>
Net income before federal income taxes	(16)	(1)
Federal income tax expense	1	--
Net income (loss)	<u>\$ (17)</u>	<u>\$ (1)</u>

ANNUAL REPORT

OF

WESTERN PACIFIC TRANSPORT COMPANY

SAN FRANCISCO, CALIFORNIA

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. W. Stumbo, Jr. (Title) Vice President-Finance

(Telephone number) (415) 982-2100
(Area code) (Telephone number)

(Office address) 526 Mission Street, San Francisco, California 94105
(Street and number, city, State, and ZIP code)

WESTERN PACIFIC TRANSPORT COMPANY
BALANCE SHEET
DECEMBER 1977

Current Assets

Cash in Banks	\$ (105,239)
Special Deposits	30,701
Temporary Cash Investments	900,000
Accounts Receivable - Affiliated Companies	456,336

Accounts Receivable

Trade	\$557,816
Interline	152,026
Other	23,659
Less Allowance for Uncollectibles	<u>(11,355)</u>

Net Receivables 722,146

Prepayments 222,796

Materials & Supplies 15,001

Interest and Dividends Receivable 2,228

\$2,243,969

<u>Carrier Operating Property</u>	<u>Cost</u>	<u>Deprec</u>	<u>Book Value</u>
Land	\$ 151,989	\$ --	\$ 151,989
Structures	437,077	10,133	426,944
Revenue Equipment	1,002,171	469,678	532,493
Service Cars & Equipment	8,237	700	7,537
Shop & Garage Equipment	10,691	6,795	3,896
Furniture & Fixtures	36,834	10,739	26,095
Miscellaneous Equipment	58,577	32,727	25,850
Leasehold Improvements	<u>147,748</u>	<u>31,875</u>	<u>115,873</u>

Total Fixed Assets \$1,853,324 \$562,647 \$1,290,677 1,290,677

Other Assets

Other Deferred Charges 12,195

Total Other Assets 12,195

Total Assets \$3,546,841

WESTERN PACIFIC TRANSPORT COMPANY
LIABILITIES & STOCKHOLDERS' EQUITY

Current Liabilities

Trade Accounts Payable	\$ 358,254
Interline Accounts	194,661
Payables to Affiliated Companies	478,582
Accrued Payables	
Taxes	\$259,521
Vacation/Holidays	68,339
Cargo Claims	21,204
Wages	26,646
Interest	<u>1,544</u>

Total Accrued Payables 377,254

C.O.D.'s Unremitted 266

Accrued Income Taxes - Federal Income Tax 96,126
 - California Franchise Tax 13,996

Current Installments, Equipment & Other Obligations 57,416
Current Installments - Capital Leases 103,729

Total Current Liabilities \$1,680,284

Long-Term Debt \$470,658
Capital Leases 280,495
Less Current Installments Due Within One Year (57,416)
Less Current Installments - Capital Leases (103,729)

Total Long-Term Debt 590,008

Deferred Credits 10,609

Stockholders

Capital Stock - Common \$340,000
Retained Earnings at 12/31/76 695,933
Current Year-to-Date 230,000

Total Stockholders' Equity 1,265,940

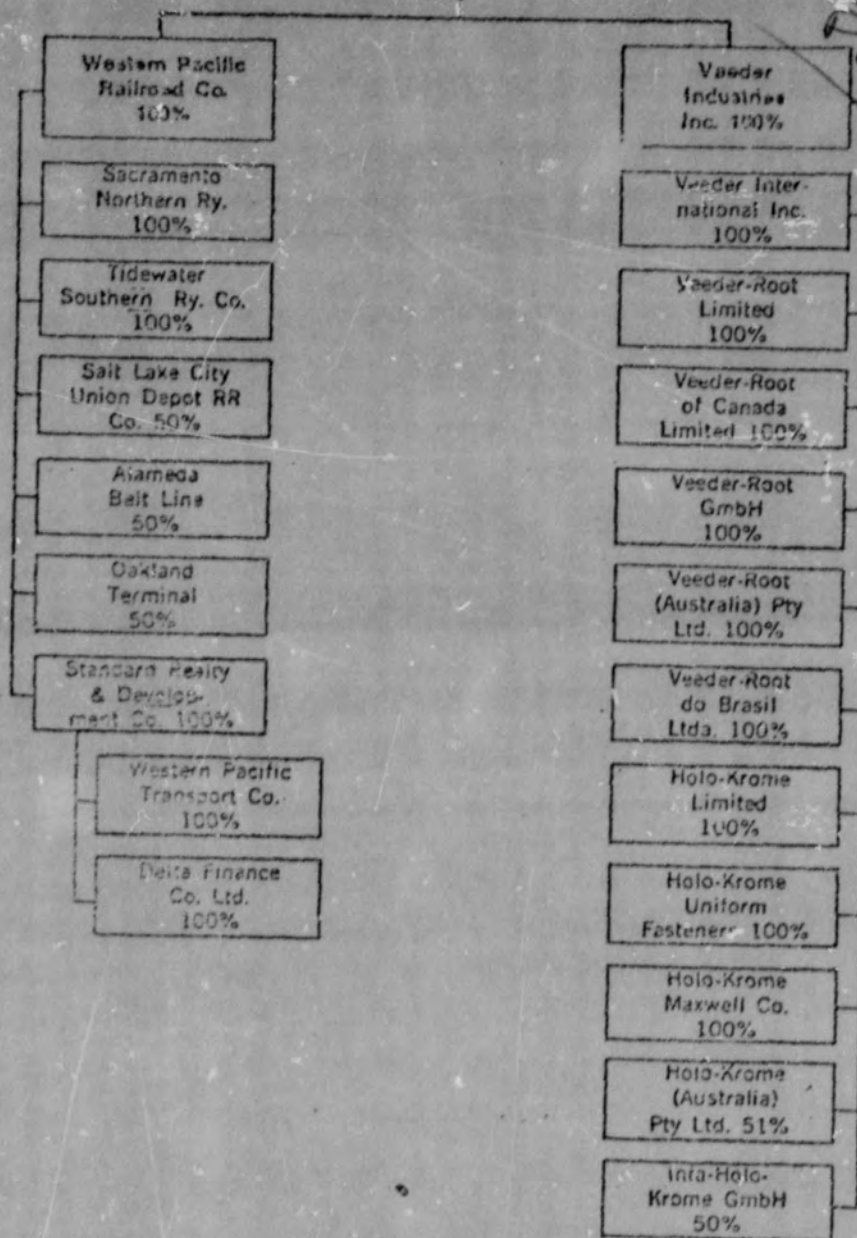
\$3,546,841

WESTERN PACIFIC TRANSPORT COMPANY
STATEMENT OF INCOME
(Thousands)

	<u>Year</u>	
	<u>1976</u>	<u>1977</u>
Operating revenues	\$ 7,235	\$ 9,410
Operating expense	6,632	8,818
Operating income	603	592
Other income	37	45
Income available for fixed charges	640	637
Fixed charges	57	78
Income before income tax	583	559
Income taxes	304	330
Net income	<u>\$ 279</u>	<u>\$ 229</u>

Note: Years 1977 and 1976 Income Statements reflect capitalization of leases under FASB No. 13 - Years prior to 1976 not restated.

WESTERN PACIFIC INDUSTRIES INC.



*File
Western Pacific R.R.*

Note: Western Pacific Railroad Co. has minority interest in several transportation related companies.

EXHIBIT 2

	Percent of Revenue				
	<u>1973</u>	<u>1974</u>	<u>1975</u>	<u>1976</u>	<u>1977</u>
Food and kindred products (processed food)	28.9	29.5	32.5	32.1	29.2
Transportation equipment	10.9	13.5	10.3	9.2	13.6
Primary metal products	6.8	6.7	6.6	6.8	6.4
Lumber and wood products (excluding furniture)	8.3	6.3	5.9	6.6	6.5
Chemical and allied products	4.8	5.5	6.4	5.7	5.6
Ordinance and accessories	3.7	1.9	0.8	0.4	0.3
Pulp, paper and allied products	5.8	5.8	6.3	6.2	5.7
Farm products	5.1	4.3	3.8	3.7	2.4
Non-metallic minerals (excluding fuels)	2.6	3.3	3.8	3.8	4.1
Stone, clay or glass products	3.1	2.9	2.7	2.4	2.3
Petroleum or coal products	2.3	2.5	3.0	2.7	2.6
Miscellaneous mixed shipments	3.4	3.7	3.4	6.7	7.2
All other (none exceeding 3% in any of the five years)	<u>14.3</u>	<u>14.1</u>	<u>12.5</u>	<u>13.7</u>	<u>14.1</u>
	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>	<u>100.0</u>

THE WESTERN PACIFIC RAILROAD COMPANY
CONSOLIDATED STATEMENT OF INCOME

14

The following consolidated statement of income of WPR for the five years ended December 31, 1977 has been examined by Arthur Young & Company, certified public accountants, whose report with respect thereto, which is qualified subject to the effects of consummation of the asset sale contemplated by this prospectus, appears elsewhere herein. This statement should be read in conjunction with the other consolidated financial statements of WPR. The numerical note references in this statement refer to notes to consolidated financial statements of WPR.

(Thousands of Dollars)					
Year ended December 31,					
	1973*	1974*	1975*	1976*	1977
Railroad operating revenues					
Freight	\$ 83,117	\$103,540	\$ 98,549	\$109,306	\$124,493
Other	<u>1,461</u>	<u>3,864</u>	<u>4,383</u>	<u>1,798</u>	<u>2,244</u>
Total	<u>89,578</u>	<u>107,404</u>	<u>102,932</u>	<u>111,104</u>	<u>127,237</u>
Railroad operating expenses					
(Notes 1,6,7 and 12)					
Transportation	36,114	46,355	44,864	48,953	54,450
Maintenance of equipment	16,035	17,784	17,496	19,267	21,413
Maintenance of way and structures	13,355	15,115	15,888	15,897	19,708
Taxes other than income taxes	6,950	8,566	8,342	9,064	9,517
Equipment and joint facility rents - net charge	80	1,850	1,255	718	1,420
Other	<u>10,836</u>	<u>11,706</u>	<u>11,494</u>	<u>11,881</u>	<u>12,782</u>
Total	<u>83,400</u>	<u>101,376</u>	<u>99,339</u>	<u>105,780</u>	<u>119,290</u>
Income from operations	6,178	6,028	3,593	5,324	7,947
Other income - net	1,354	2,311	2,392	779	1,536
Interest expense	<u>4,147</u>	<u>3,809</u>	<u>4,148</u>	<u>4,192</u>	<u>4,693</u>
Income before income taxes and extraordinary item	3,385	4,530	1,837	1,911	4,790
Income taxes (Notes 1 and 4)	<u>1,200</u>	<u>1,390</u>	<u>741</u>	<u>(64)</u>	<u>(24)</u>
Income before extraordinary item	2,185	3,140	1,096	1,975	4,814
Extraordinary item (Note 8)	<u>930</u>	<u>---</u>	<u>---</u>	<u>---</u>	<u>---</u>
Net income	<u>\$ 3,115</u>	<u>\$ 3,140</u>	<u>\$ 1,096</u>	<u>\$ 1,975</u>	<u>\$ 4,814</u>
Dividends	<u>\$ ---</u>	<u>\$ ---</u>	<u>\$ 1,000</u>	<u>\$ 2,000</u>	<u>\$ 3,000</u>
Railroad operating ratio (Note A)	<u>85.3%</u>	<u>84.7%</u>	<u>87.2%</u>	<u>85.4%</u>	<u>85.2%</u>

Note A - The railroad operating ratio, which is computed in accordance with ICC requirements, is the ratio of railroad operating expenses, excluding taxes and equipment and joint-facility rents, to railroad operating revenues.

*Restated to reflect capitalization of leases under Financial Accounting Standards Board Statement No. 13. (Note 7)

139700

ANNUAL REPORT 1977 CLASS 1
WESTERN PACIFIC RAILROAD SYSTEM

5 of 5

Round all figures to the nearest WHOLE number without cents, decimals or fractions, in ALL COLUMNS.

Code No.	DESCRIPTIONS (A)	FIGURES FOR THE QUARTER		CUMULATIVE FIGURES	
		THIS YEAR (B)	LAST YEAR (C)	THIS YEAR (D)	LAST YEAR (E)
30	Unusual or infrequent items (Debit) (Account 555)				
31	Income (Loss) from continuing operations before income taxes			249,000	1,017,000
32	Income taxes on ordinary income (Account 556)			25,000	71,000
33	Provision for deferred income taxes (Account 557)			(44,000)	(80,000)
34	Income from continuing operations			258,000	1,026,000
35	Income or loss from operations of discontinued segments (Less applicable income taxes of \$) (Account 560)				
36	Gain or loss on disposal of discontinued segments (Less applicable income taxes of \$) (Account 562)				
37	Income (Loss) before extraordinary items			258,000	1,026,000
38	Extraordinary items (net) (Account 570)				
39	Income taxes on Extraordinary items (Account 590)				
40	Provisions for deferred taxes - Extraordinary items (Account 591)				
41	Cumulative effect of changes in accounting principles (Less applicable income taxes of \$) (Account 582)				
42	Net income			258,000	1,026,000
43	Dividends on common stock (Account 625)			2,400,000	1,000,000
44	Dividends on preferred stock (Account 627)				
45	Expenses to revenue			95.9	93.9
46	Total maintenance to revenue			37.1	
47	Transportation to revenue			45.7	

*NOTE: Reconciliation of Net Railway Operating Income (NRIO):

	Net Revenue from Railway Operations	\$ 1,266,000
(556)	Income Taxes on Ordinary Income	(25,000)
(557)	Provision for Deferred Income Taxes Credit	44,000
(560)	Taxes applicable to income or loss from operations of discontinued segment	(---)
(562)	Taxes applicable to gain or loss on disposal of discontinued segments	(---)
**	Income from Lease of Road and Equipment	(---)
**	Rent for leased Roads and Equipment	---
	Net Railway Operating Income	1,285,000

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REMARKS

This report is fully consolidated and includes:
 The Western Pacific Railroad Company
 Sacramento Northern Railway
 Tidewater Southern Railway Company
 Standard Realty & Development Company
 Delta Finance Co., Ltd.
 Western Pacific Transport Company

CERTIFICATION

I, THE UNDERSIGNED, Lee P. McLaughlin, Controller

(Name and Title of Officer in charge of accounts)

of The Western Pacific Railroad System

(Full name of reporting company)

I state that this report was prepared by me or under my supervision; that I have carefully examined it; and on the basis of my knowledge, belief, and verification (where necessary) I declare it to be a full, true and correct statement of the revenue, expense and income accounts named, and that the various items here reported were determined in accordance with effective rules promulgated by the Interstate Commerce Commission.

Date April 28, 1978

Signature

Lee P. McLaughlin

Telephone Number

415

(982-2100 ext. 262)

(Area code)

(Number)

PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET OF THE COMPANY
(Unaudited)

The following pro forma condensed consolidated balance sheet gives effect, under the purchase method of accounting, to the proposed acquisition of the assets and business of WPR and its subsidiaries by the Company and its subsidiaries and the concurrent issuance of Class A and B common stock by the Company. This statement has been prepared by applying the pro forma adjustments described below to the consolidated balance sheet of WPR as if the acquisition had occurred on December 31, 1977. This statement should be read in conjunction with the consolidated financial statements of WPR appearing elsewhere herein.

ASSETS	WPR Historical	Pro Forma Adjustments		The Company Pro Forma
		Debit	Credit	
		(Thousands of Dollars)		
Current Assets				
Cash and cash equivalents	\$ 19,387	\$ 1,534 (1) (4)		\$ 20,921
Other current assets	<u>30,648</u>	<u>513 (2)</u>		<u>31,161</u>
Total current assets	50,035			52,082
Properties:				
Road	143,683		142,057 (2)	1,626
Transportation equipment and improvements on leased property	118,009		63,539 (2)	54,470
Non-operating property	<u>18,329</u>		<u>10,762 (2)</u>	<u>7,567</u>
	280,021		216,358	63,663
Accumulated depreciation and amortization	<u>(91,556)</u>	<u>91,556 (2)</u>		
Net properties	188,465	91,556	216,358	63,663
Other assets	<u>8,252</u>		<u>6,881 (2)</u>	<u>1,371</u>
Total assets	<u>\$246,752</u>			<u>\$117,116</u>
LIABILITIES AND STOCKHOLDERS' EQUITY				
Total current liabilities	\$ 39,823	\$ 1,234 (2)	\$	\$ 38,589
Long-term debt and capital leases due after one year	58,788	1,462 (2)	1,859 (1)	59,185
Casualty and other liabilities	5,015		227 (2)	5,242
Deferred income taxes	18,928	18,928 (2)		
Stockholders' Equity:				
Common stock	36,211	36,211 (2)	7,050 (3) (4)	7,050
Capital in excess of par value	5,785	5,785 (2)	7,050 (3) (4)	7,050
Retained earnings	<u>82,202</u>	<u>82,202 (2)</u>		
Total stockholders' equity	<u>124,198</u>	<u>124,198</u>	<u>14,100</u>	<u>14,100</u>
Total liabilities and stockholders' equity	<u>\$246,752</u>			<u>\$117,116</u>

See accompanying notes

EXHIBIT 17

PRO FORMA CONSOLIDATED STATEMENTS OF INCOME
AND CHANGES IN FINANCIAL POSITION OF THE COMPANY
(Unaudited)

The following pro forma consolidated statements of income and changes in financial position give effect, under the purchase method of accounting, to the proposed acquisition of the assets and business of WPR and its subsidiaries as if such acquisition had been effective at the beginning of the year 1977. The pro forma adjustments described below were applied to the consolidated statements of income and changes in financial position of WPR for the year ended December 31, 1977. These statements should be read in conjunction with the consolidated financial statements of WPR appearing elsewhere herein.

Pro Forma Consolidated Statement of Income			
WPR Historical (Thousands of Dollars, except per share data)	Pro Forma Adjustments		The Company Pro Forma
	Debit	(Credit)	
Operating revenues	\$127,237		\$127,237
Operating expenses	119,290	(789) (1)	118,456
		(45) (2)	
Operating income	7,947	(834)	8,781
Other income - net	1,536	(202) (1) (3)	1,738
Interest expense	4,693	154 (4)	4,847
Income before income taxes	4,790	(882)	5,672
Income taxes	1,978	851 (5)	2,829
Less: Investment tax credit	(2,002)	727 (6)	(1,275)
Net income taxes	(24)	1,578	1,554
Net income	4,814	696	4,116
Dividends	3,000	(1,801) (8)	1,199
Increase in retained earnings \$	<u>1,814</u>	<u>(1,105)</u>	<u>\$ 2,919</u>
Pro Forma earnings per share			<u>\$ 2.92 (7)</u>

See accompanying notes

Such Generosity!

How can you make lots of money by giving away valuable property? Northwest Industries' Ben Heineman is master at the play and Western Pacific's Micky Newman is trying to ape his old associate.

"I'M NOT discussing that! It's our own family business and doesn't affect the public!" storms Howard (Micky) Newman, the cigar-chomping chairman of Western Pacific Industries, Inc.

Newman was reacting to a question posed by a FORBES reporter: Why had the Western Pacific Railroad Co. suddenly paid \$4.4 million in dividends to its parent company, Western Pacific Industries, from July 1977 to March 1978? After all, those dividends represented the lion's share—and then some—of the railroad's earnings during that period, and during the previous five years the railroad had paid a total of only \$4 million in dividends to WPI.

Micky Newman has a short fuse—and he's especially touchy these days since he is engaged in some very fancy financial maneuvering. Newman, 57, studied the conglomerate business with Northwest Industries' Ben W. Heineman, and he is trying to duplicate Heineman's most famous coup. Heineman virtually gave away the Chicago & North Western Railroad—including its burdensome debt but minus a big tax shelter. Micky Newman is trying to do the same thing on Western Pacific Industries' behalf with the small Western Pacific Railroad which provides 51% of WPI's revenues. But Newman's bondholders may not be as acquiescent as Heineman's were. Newman may have a problem.

The problem is this: The Western Pacific Railroad sold \$20-million worth of bonds last June in a public offering underwritten by a Salomon Brothers-led syndicate. There was, however, nothing in the prospectus suggesting that the railroad the bondholders were investing in was about to be unloaded by its parent company. Nor did Newman tell the bondholders that the railroad assets that underlay the loan were worth about 11 cents on the dollar. Nor could the bondholders have been pleased when the par-

ent company diluted their collateral by suddenly paying itself a much-fatened dividend out of surplus.

It was a mere three months after the bonds were sold that Newman announced his proposal to "sell" (i.e., virtually give) the railroad, along with its \$100 million-plus in debt, to a new com-



Surprise! Investors who recently bought bonds in Micky Newman's railroad were taken aback by his new plans for it.

pany formed by its employees. Three months after that, the railroad was appraised for \$14 million—a full \$110 million below book value.

What's in it for Newman and WPI? Plenty. They wipe \$100 million in debt off their balance sheet. Better yet, they generate for WPI tens of millions of dollars in ordinary losses for tax purposes. How can property sales generate ordinary losses? It's the way the laws are written. Losses incurred in the sale of

property used in a business can offset ordinary income. Since the holding company is selling rail assets instead of the railroad's stock, it—not the railroad—gets to keep huge operating tax loss carryforwards. Newman is already on the prowl for acquisitions whose earnings he can shelter; WPI has bought sizable hunks of stock in Houghton Mifflin Co., the Boston publisher, and Hazeltine Corp., a Long Island manufacturer.

In a brief telephone interview which he finally cut off, Newman told FORBES the reason the railroad's bond issue prospectus neglected to mention the fate in store for the railroad was that it "wasn't thought of" at the time. Replies one analyst who has followed Newman's career: "I personally find that hard to believe." The analyst points out that Newman is well versed in this kind of deal, having been chairman of Northwest Industries himself back in the late 1960s.

Newman angrily rejects the notion that he has in effect used part of the railroad's bond issue proceeds to pay some last-minute dividends to the parent company. "The railroad is loaded," he insists, and adds that "all the [dividend] covenants that are required to be observed have been observed." Case closed. Newman won't discuss the dividends any further.

One large institutional holder of the bonds says that the proposed railroad sale didn't surprise him, because "any sophisticated investor" knew that Newman was planning to get out of the railroad business at some point. But other money managers who hold the bonds disagree. The railroad's bondholders, says one, have been given a "hose job."

Have the Securities & Exchange Commission or Crocker National Bank, the trustee for the bonds, asked Newman about these matters? Replies Newman: "I don't think I'll answer your question. Good-bye."

Western Pacific Says Plan to Sell Rail Unit Is Under SEC Scrutiny

By R. WALL STREET JOURNAL Staff Reporter

NEW YORK—Western Pacific Industries Inc. said the Securities and Exchange Commission is conducting an "informal inquiry" into the company's plan to sell its railroad subsidiary.

Because of the inquiry, it said, the company will postpone presenting the plan for shareholder approval. Western Pacific will go ahead June 1 with a regular shareholder meeting—previously postponed from May 3 and most recently set at May 13. The meeting will be in New York.

A special meeting would be called later on the proposed sale of the railroad "as soon as deemed appropriate by the board of directors." A spokesman for Western Pacific wouldn't enlarge on the brief announcement to clarify what "various aspects" of the proposed sale of the railroad might include in the SEC inquiry.

In February, Western Pacific said it planned to sell its Western Pacific Railroad for \$14 million to a new company to be formed by the rail subsidiary's present management. The new company planned to raise the cash to buy the road via a public stock offering. Seven top officers of Western Pacific Railroad, based in San Francisco, agreed to buy all the Class B stock of the new concern. The public would buy a Class A issue; the B stock would be converted into A after the first five years.

Howard A. Newman, chairman of Western Pacific Industries, said the company is "cooperating fully to expedite" the SEC inquiry "so that we can present this matter to our stockholders at the earliest possible date."

Headquartered in New York, Western Pacific Industries makes gallonage counting devices for filling stations, socket screws, fasteners, plastic products and other items. It also has minority stock positions, by last known accounts, in Houghton Mifflin Co., a Boston publishing concern, and Hazeltine Corp., a Greenlawn, N.Y., electronics company.

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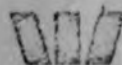
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annual report

of railroad branch lines

INTERSTATE
COMMERCE COMMISSION

MAY 5 1978

ADMINISTRATIVE SERVICES
MAIL STOP

Full Name and Address of Reporting Carrier:

RC000307 WESTERN PACI 1
Western Pacific Railroad System
526 Mission Street
San Francisco, CA 94105

O 1 139700



to the
Interstate Commerce Commission
for the year ended December 31, 1977

GENERAL INSTRUCTIONS

1. Under order of the Commission, railroads are required to file on or before June 30 of each year a report listing account by account totals of aggregate revenue, cost and service unit data for all branch lines for which it must maintain a system of accounts. Only such data as is required by Parts 1121 or 1125 must be reported.

2. The data shall be accumulated for the prior calendar year or portion thereof and reported in the format set forth in account 940. On-branch cost shall be separated into labor, materials, and other.

3. Separate reports for each branch line are not required; however, the railroad must list and describe each branch line using the format set forth in 49 CFR 1121.21. (Copies of this format are enclosed for carrier's use.)

4. Reports should be filled out in triplicate and the original and one copy should be returned to the Interstate Commerce Commission, Bureau of Accounts, Washington, D. C. 20423. The other copy should be retained in respondent's files. Figures should be reported in whole dollars.

Copies of the report shall be filed with and made available for public inspection at the Commission's field offices in the state or states in which the branch line is situated. Addresses of field offices enclosed.

5. Records, accounts, working papers, and other documents reflecting the revenue, cost and service unit data for each branch line for which the railroad must maintain data shall be made available for inspection and examination by the Commission and for lines situated within a state, by the designated state agency at a time and place mutually agreeable to the parties. The railroad shall also reproduce such records for the designated state agency, provided the agency pays the reasonable cost thereof.

List and describe each branch line separately using the following format as set forth in 49 CFR 121.21. (See No. 3 General Instructions.)

(a) Carrier's designation for line (Ex. Zanesville Secondary Track):

North Channel Line, Secondary Track

(b) State or states in which line is located:

California

(c) County or counties in which line is located:

San Joaquin

(d) Milepost delineating each line or portion of line; and

From Mile Post 96.18 on the Main Line to the end of North Channel Line,
a distance of 5.892 miles.

(e) Agency or terminal station located on line or portion of line with milepost designations. None - (Entire line wholly within operating terminal limits and tariff reciprocal switching limits, Stockton, California.)

197 7ANNUAL BRANCH LINE REPORT TO THE
INTERSTATE COMMERCE COMMISSION

DATE DUE: June 30, 197

NAME OF REPORTING CARRIER		PERIOD COVERED: (If this report is for less than entire calendar year, report date of period covered.)
RC000397 WESTERN PACI 1 Western Pacific Railroad System 526 Mission Street San Francisco, CA 94105		FROM: (MONTH) <u>January</u> TO: (MONTH) <u>June</u>
A. ATTRIBUTABLE REVENUES		
Line No.	Account	Amount
1	'101 Freight	4,286
2	'106 Mail	
3	'107 Express	
4	110 Switching	
5	113 Water transfers	
6	133 Station, train and boat privileges	
7	135 Storage; freight	
8	137 Demurrage	
9	138 Communication	
10	139 Grain elevators	
11	141 Power	
12	142 Rents of buildings and other property	
13	143 Miscellaneous	
14	151 Joint facility-Cr	
15	152 Joint facility-Dr	
16	Subsidy payments	
17	Total attributable revenues	4,286*

*Denotes variance in the content or organization of pt. 1201-subpt. A.

*Apportioned as prescribed by pts. 1121 or 1125 of subch. B.

*On & Off Branch

1977

NAME OF REPORTING CARRIER

B. AVAILABLE COSTS
 (1) ON-BRANCH AVOIDABLE COSTS

Line No.	Account	Labor	Materials	Other
	Maintenance of way and structures:			
1 201	Superintendence			
2 202	Roadway maintenance	230		
3 206	Tunnels and subways			
4 208	Bridges, trestles, and culverts	144	144	
5 210	Elevated structures			
6 212	Ties		1,725	
7 214	Rails		115	
8 216	Other track materials		58	
9 218	Ballast		288	
10 220	Track laying and surfacing	1,150		
11 221	Fences, snowsheds, and signs	30	23	
12 227	Station and office buildings			
13 229	Roadway buildings			
14 231	Water stations			
15 233	Fuel stations			
16 235	Shops and enginehouses			
17 237	Grain elevators			
18 239	Storage warehouses			
19 241	Wharves and docks			
20 243	Coal and ore wharves			
21 244	TOFC/COFC terminals			
22 247	Communication systems			
23 249	Signals and interlocks			
24 253	Power plants			
25 257	Power-Transmission systems			
26 265	Miscellaneous structures			
27 266	Road property-Depreciation			
28 269	Roadway machines			
29 271	Small tools and supplies			
30 272	Removing snow, ice, and sand			
31 273	Public improvements-Maintenance	462	228	
32 274	Injuries to persons			
33 275	Insurance			
34 276	Stationery and printing			
35 278	Maintenance joint tracks and other facilities-Dr			
36 279	Maintenance joint tracks and other facilities-Cr			
37 281	Right-of-way expenses			
38 282	Other expenses			
39	Total, maintenance of way and structures	2,016	2,586	

NAME OF REPORTING CARRIER

B. AVOIDABLE COSTS
(1) ON-BRANCH AVOIDABLE COSTS

Line No.	Account	Labor	Materials	Other
	Maintenance of equipment:			
40	301 Superintendence			
41	302 Shop machinery			
42	304 Power Plant machinery			
43	305 Shop and power-Plant machinery: depreciation			
44	311 Locomotives-Repairs	36		
45	01 Locomotives road diesel: repairs			
46	02 Locomotives road other: repairs			
47	03 Locomotives yard diesel: repairs			
	04 Locomotives yard other: repairs			
48	318 Highway revenue equipment: repairs			
50	23 Floating equipment: repairs			
51	326 Working equipment: repairs			
52	328 Miscellaneous equipment: repairs			
53	329 Dismantling retired equipment			
54	330 Retirements: equipment			
55	331 Equipment: depreciation			
56	332 Injuries to persons			
57	333 Insurance			
58	334 Stationery and printing			
59	336 Joint maintenance of equipment expenses-Dr			
60	337 Joint maintenance of equipment expenses-Cr			
61	339 Other expenses			
62	Total, maintenance of equipment	36	None	None
	Traffic expenses:			
63	351 Superintendence			
64	352 Outside agencies			
65	353 Advertising			
66	354 Traffic associations			
67	355 Fast freight lines			
68	356 Industrial and immigration bureaus			
69	357 Insurance			
70	358 Stationery and printing			
71	360 Other expenses			
72	Total, traffic expenses	None	None	None

*Denotes variance in the content or organization of pt. 1201-sub pt. A.

*Apportioned as prescribed by pts. 1121 or 1425 of sub ch. B.

197 7

NAME OF REPORTING CARRIER				
Line No.	Account	Labor	Materials	Other
	Transportation expense accounts:			
73	371 Superintendence			
74	372 Dispatching trains			
75	373 Station employees			
76	374 Weighing, inspection, and demurrage bureaus			
77	375 Coal and ore wharves			
78	376 Station supplies and expenses			
79	377 Yard masters and yard clerks			
80	378 Yard conductors and brakemen	432		
81	379 Yard switch and signal tenders			
82	380 Yard enginemen	206		
83	382 Yard switching fuel		62	
84	383 Yard switching power produced			
85	384 Yard switching power purchased			
86	388 Servicing yard locomotives	24		
87	389 Yard supplies and expenses		13	
88	390 Operating joint yards and terminals-Dr			
89	391 Operating joint yards and terminals-Cr			
90	392 Train enginemen			
91	394 Train fuel			
92	395 Train power produced			
93	396 Train power purchased			
94	400 Servicing train locomotives			
95	401 Trainmen			
96	402 Train supplies and expenses			
97	404 Signal and interlocker operation			
98	405 Crossing protection			
99	406 Drawbridge operation			
100	407 Communication system operation			
101	408 Operating floating equipment			
102	410 Stationery and printing			
103	411 Other expenses			
104	412 Operating joint tracks and facilities-Dr			
105	413 Operating joint tracks and facilities-Cr			
106	414 Insurance			
107	415 Clearing wrecks			
108	416 Damage to property			
109	417 Damage to livestock on right-of-way			
110	418 Loss and damage; freight			
111	420 Injuries to persons			
112	421 TOFC/COFC terminals			
113	422 Other highway transportation expenses			
114	Total, transportation expenses	662	75	None
	Miscellaneous operations expenses:			
115	443 Grain elevators			
116	445 Producing power sold			
117	446 Other miscellaneous operation			
118	447 Operating joint miscellaneous facilities-Dr			
119	448 Operating joint miscellaneous facilities-Cr			
120	Total miscellaneous operations expenses	None	None	None

¹Denotes variance in the content or organization of pt. 1201-sub pt. A.²Apportioned as prescribed by pts. 1121 or 1125 of sub ch. B.

NAME OF REPORTING CARRIER

Line No.	Account	Labor	Materials	Other
	General Operating expenses:			
121	451 Salaries and expenses of general officers			
122	452 Salaries and expenses of clerks and attendants			
123	453 General office supplies and expenses			
124	454 Law expenses			
125	455 Insurance			
126	457 Pensions			
127	458 Stationery and printing			
128	460 Other expenses			
129	461 General joint facilities-Dr			
130	462 General joint facilities-Cr			
131	Total, general operating expenses	None	None	None

¹Denotes variance in the content or organization of pt. 1201-subpt. A.

²Apportioned as prescribed by pts. 1121 or 1125 of subch. B.

B. AVOIDABLE COSTS
(2) INCOME ACCOUNTS (ORDINARY ITEMS)

Line No.	Account	Cost or (income)
	Income accounts (ordinary items):	
1	'503 Hire of freight cars and highway revenue freight equipment-Credit balance	
2	504 Rent from locomotives	
3	506 Rent from floating equipment	
4	507 Rent from work equipment	
5	508 Joint facility rent income	
6	509 Income from lease of road and equipment	
7	'53, Railway tax accruals	2,570
8	'536 Hire of freight cars and highway revenue freight equipment-Debit balance	166
9	537 Rent for locomotives	
10	539 Rent for floating equipment	
11	540 Rent for work equipment	
12	541 Joint facility rents	
13	542 Rent for leased roads and equipment	
14	Total, income accounts	2,736

¹Denotes variance in the content or organization of pt. 1201-Subpt. A.

B. AVOIDABLE COSTS
(3) COMPUTED ON-BRANCH AND OFF-BRANCH COSTS

Line No.	Account	Amount
1	*64 Locomotives return on investment	
2	*652 Freight train car costs	
3	653 Fringe benefits	158
4	654 Rehabilitation	
5	Total, on-branch avoidable costs	158

*Total per day and per mile costs.

197 7

NAME OF REPORTING CARRIER		
E. AVOIDABLE COSTS		
(4) OFF-BRANCH AVOIDABLE COSTS		
Line No.	Account	Amount
1	661 Terminal costs	
2	662 Freight train car costs	
3	663 Freight train gross ton-mile costs	
4	664 Deadheading, taxi and hotel costs	
5	01 Deadheading	
6	02 Taxi	
7	03 Hotel	
8	665 Overhead movement costs	
9	01 Crew	
10	02 Locomotive	
11	05 Freight train car mileage portion	
12	Total, off-branch costs	2,128*
*Estimated on the basis of one-half the line haul Revenues allocated beyond the line proposed to be abandoned.		
B. AVOIDABLE COSTS		
(5) ALL OTHER AVOIDABLE COSTS ^a		
Line No.	Account	Amount
1	671 Working capital	
2	672 Required capital expenditures	
3	673 Deferred maintenance	143,700
4	674 Current cost of freight train cars, locomotives, and other equipment	
5	675 Foregone tax benefits	
6	676 Administrative costs	
7	677 Deferred subsidy payment costs	
8	678 Casualty expenses	
9	Total, all other avoidable costs	143,700
10	681 Reasonable return on the value of properties	
11	682 Management fee	
12	Total of avoidable costs, reasonable return and management fee	143,700

^aAccounts 671-675 apply to Part 1121 only. Accounts 677 and 682 apply to Part 1125 only.^bInclude amounts for other equipment only. Accounts 651 and 652 include the current cost of locomotives and freight train cars.

NAME OF REPORTING CARRIER

C. SERVICE UNITS
(1) ON-BRANCH SERVICE UNITS

Line No.	Account	Direct on branch	Overhead movement
	Freight car accounts:		
1 821	Freight train car-miles (loaded and empty)	59	
2 823	Freight train car-days (loaded and empty)	49	
	Locomotive-mile accounts:		
3 813	Road locomotive unit miles	82	
4 811	Road diesel locomotive gross ton-miles	8,200	
5 842	Road electric locomotive gross ton-miles		
	Locomotive unit hour accounts:		
6 832	Road locomotive unit hours		
7 833	Road diesel locomotive unit hours		
8 834	Road electric locomotive unit hours		
9 835	Yard locomotive unit hours		
10 836	Yard diesel locomotive unit hours	42	
11 837	Yard electric locomotive unit hours		
	Rented or leased equipment:		
12 851	Freight train car-days		
13 852	Floating equipment car days		
14 855	Locomotive days		
	Train hours:		
15 861	Train hours	None	

1977

NAME OF REPORTING CARRIER					
C. SERVICE UNITS					
(2) OFF-BRANCH SERVICE UNITS					
Line No.	Account		Total off-branch	Overhead movement	Net off-branch
	Car-Mile accounts:				
1 822	Freight train loaded car-miles by car type				
2 01	Box - General service unequipped				
3 02	Box - General service equipped				
4 03	Box special service				
5 04	Gondola - General service		838		838
6 05	Gondola - Special service				
7 06	Hopper open - General service				
8 07	Hopper open - Special service				
9 08	Hopper covered				
10 09	Stock				
11 10	Flat - General service		3,352		3,352
12 11	Flat - Special service				
13 12	Flat - TOFC				
14 13	Auto rack				
15 14	Refrigerator - Meat mechanical				
16 15	Refrigerator - Other mechanical				
17 16	Refrigerator - Meat nonmechanical				
18 17	Refrigerator - Other nonmechanical				
19 18	Tank 9,999 gallons and under				
20 19	Tank 10,000 - 18,999 gal				
21 20	Tank 19,000 - 21,999 gal				
22 21	Tank 22,000 - 27,999 gal				
23 22	Tank 28,000 - 31,999 gal				
24 23	Tank 32,000 gal and over				
25 24	All other				
	Ton-mile accounts:				
26 831	Revenue ton-miles		134,918	None	134,918
27	Total		139,108	None	139,108

Name, title, telephone number and address of the person to be contacted concerning this report:

NAME Lee P. McLaughlin TITLE Controller
TELEPHONE NUMBER (415) 982-2100
(Area code) (Telephone number)
OFFICE ADDRESS 526 Mission Street, San Francisco, CA 94105
(Street and number) (City, State, and ZIP Code)

CERTIFICATION

I, the undersigned, Lee P. McLaughlin,
Controller of the The Western Pacific Railroad Company.
(Title of officer in charge of accounts) (Full name of reporting company)

state that this report was prepared by me or under my supervision; that I have carefully examined it; and on the basis of my knowledge, belief, and verification (where necessary) I declare it to be a full, true and correct statement and that the various items here reported were determined in accordance with effective rules promulgated by the Interstate Commerce Commission.

Date June 30, 19 78

Signature Lee P. McLaughlin

REMARKS

Send a copy to Interstate Commerce Commission, Bureau of Accounts, in the state or states in which the branch line is situated.

REGION 1

150 Causeway Street, Room 501
Boston, Massachusetts 02114

324 U.S. Post Office
135 High Street
Hartford, Connecticut 06101

305 U.S. Post Office and Courthouse
76 Pearl Street
Portland, Maine 04112

338-342 Federal Building
436 Dwight Street
Springfield, Massachusetts 01103

208 Federal Building
55 Pleasant Street
Concord, New Hampshire 03301

9 Clinton Street, Room 618
Newark, New Jersey 07102

204 Carroll Building
428 East State Street
Trenton, New Jersey 08608

518 New Federal Building
P.O. Box 1167
Albany, New York 12207

910 Federal Building
111 West Huron Street
Buffalo, New York 14202

26 Federal Plaza, Room 1807
New York, New York 10007

U.S. Courthouse & Federal Building
Room 831
100 South Clinton Street
Syracuse, New York 13202

John E. Fogarty Federal Building
24 Weybosset Street, Room 102
Providence, Rhode Island 02903

P. O. Box 548
Montpelier, Vermont 05602

REGION 2

William J. Green, Jr., Federal Building
600 Arch Street, Room 3238
Philadelphia, Pennsylvania 19106

L.C.C. Building, Room 1413
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

814-B Federal Building
Charles Center
31 Hopkins Plaza
Baltimore, Maryland 21201

5514-B Federal Building
550 Main Street
Cincinnati, Ohio 45202

181 Federal Building
1240 East Ninth Street
Cleveland, Ohio 44199

REGION 2—Continued

220 Federal Building and U.S. Courthouse
85 Marconi Boulevard
Columbus, Ohio 43215

P. O. Box 869
Harrisburg, Pennsylvania 17108

2111 Federal Building
1000 Liberty Avenue
Pittsburgh, Pennsylvania 15222

314 U.S. Post Office
North Washington Avenue
& Linden Street
Scranton, Pennsylvania 18503

10-502 Federal Building
400 North Eighth Street
Richmond, Virginia 23240

P. O. Box 210
Roanoke, Virginia 24011

313 Federal Office Building
234 Summit Street
Toledo, Ohio 43604

3108 Federal Building
500 Quarrier Street
Charleston, West Virginia 25301

416 Old Post Office Building
12th and Chapline Streets
Wheeling, West Virginia 26003

REGION 3

1252 West Peachtree Street, N.W.
Room 300
Atlanta, Georgia 30309

2121 Building, Suite 1616
2121 Eight Avenue North
Birmingham, Alabama 35203

700 Commerce Building
P. O. Box 2112
Mobile, Alabama 36602

288 Federal Building
400 West Bay Street
Jacksonville, Florida 32202

Monterey Building, Suite 101
8410 N. W. 53rd Terrace
Miami, Florida 33166

216 Bakhaus Building
1500 West Main Street
Lexington, Kentucky 40505

426 U.S. Post Office
601 West Broadway
Louisville, Kentucky 40402

145 East Amite Building, Room 212
Jackson, Mississippi 39201

Room CC-516 Mart Office Building
800 Briar Creek Road
Charlotte, North Carolina 28205

REGION 3—Continued

P. O. Box 26896
Raleigh, North Carolina 27611

Room 302, 1400 Building
1400 Pickens Street
Columbia, South Carolina 29201

160 North Main Building
100 North Main Street, Suite 2006
Memphis, Tennessee 38103

Federal Building,
801 Broadway A422
Nashville, Tennessee 37203

REGION 4

Everett McKinley Dirksen Bldg., Room 1386
219 South Dearborn Street
Chicago, Illinois 60604

414 Leland Office Building
P. O. Box 2418
Springfield, Illinois 62705

343 West Wayne Street, Suite 113
Fort Wayne, Indiana 46802

429 Federal Bldg. & U.S. Court House
46 East Ohio Street
Indianapolis, Indiana 46204

1110 David Broderick Tower Building
10 Witherell Street
Detroit, Michigan 48226

225 Federal Building
325 West Allegan Street
Lansing, Michigan 48933

414 Federal Bldg. & U.S. Courthouse
110 South Fourth Street
Minneapolis, Minnesota 55401

P. O. Box 2340
Fargo, North Dakota 58102

359 Federal Building
Pierre, South Dakota 57501

139 West Wilson Street, Room 202
Madison, Wisconsin 53703

U.S. Federal Bldg. & Courthouse
517 East Wisconsin Avenue, Room 619
Milwaukee, Wisconsin 53203

REGION 5

9A27 Fritz Garland Larham Federal Bldg.
819 Taylor Street
Fort Worth, Texas 76102

3108 Federal Building
Little Rock, Arkansas 72201

518 Federal Building
210 Walnut Street
Des Moines, Iowa 50309

234 Federal Building
Topeka, Kansas 66603

REGION 5—Continued

101 A. Litwin Building
110 N. Market
Wichita, Kansas 67202

T-9038 Federal Bldg. & U.S. Post Office
701 Loyola Avenue
New Orleans, Louisiana 70113

600 Federal Building
911 Walnut Street
Kansas City, Missouri 64106

210 North 12th Street
Room 1465
St. Louis, Missouri 63101

285 Federal Bldg. & U.S. Courthouse
100 Centennial Mall North
Lincoln, Nebraska 68508

Suite 620
110 North 14th Street
Omaha, Nebraska 68102

240 Old U.S. Post Office & Courthouse
215 Northwest Third Street
Oklahoma City, Oklahoma 73102

1012 Herring Plaza, Box H-4395
317 East Third Street
Amarillo, Texas 79101

REGION 5—Continued

1100 Commerce Street
Room 13C12
Dallas, Texas 75242

8610 Federal Bldg. & U.S. Courthouse
515 Rusk Avenue
Houston, Texas 77002

Room 4-400 Federal Building
727 E. Durango
San Antonio, Texas 78206

REGION 6

Suite 500
211 Main Street
San Francisco, California 94105

G-31 Federal Building
P. O. Box 1532
Anchorage, Alaska 99510

3427 Federal Building
230 North First Avenue
Phoenix, Arizona 85025

1321 Federal Building
300 North Los Angeles Street
Los Angeles, California 90012

721 19th Street
492 U.S. Customs House
Denver, Colorado 80202

REGION 6—Continued

Box 07
Boise, Idaho 83724

2602 First Avenue North
Billings, Montana 59101

203 Federal Building
705 North Plaza Street
Carson City, Nevada 89701

1106 Federal Office Building
517 Gold Avenue, S.W.
Albuquerque, New Mexico 87101

114 Pioneer Courthouse
555 S.W. Yamhill Street
Portland, Oregon 97204

5301 Federal Building
125 South State Street
Salt Lake City, Utah 84138

858 Federal Building
915 Second Avenue
Seattle, Washington 98174

1006 Federal Building & Post Office
100 East B Street
Casper, Wyoming 82601