

RC 514500

YOUNGSTOWN & SOUTHERN RY. CO

1979

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RC514500

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Period Report
Date: 1/1/79

R-3

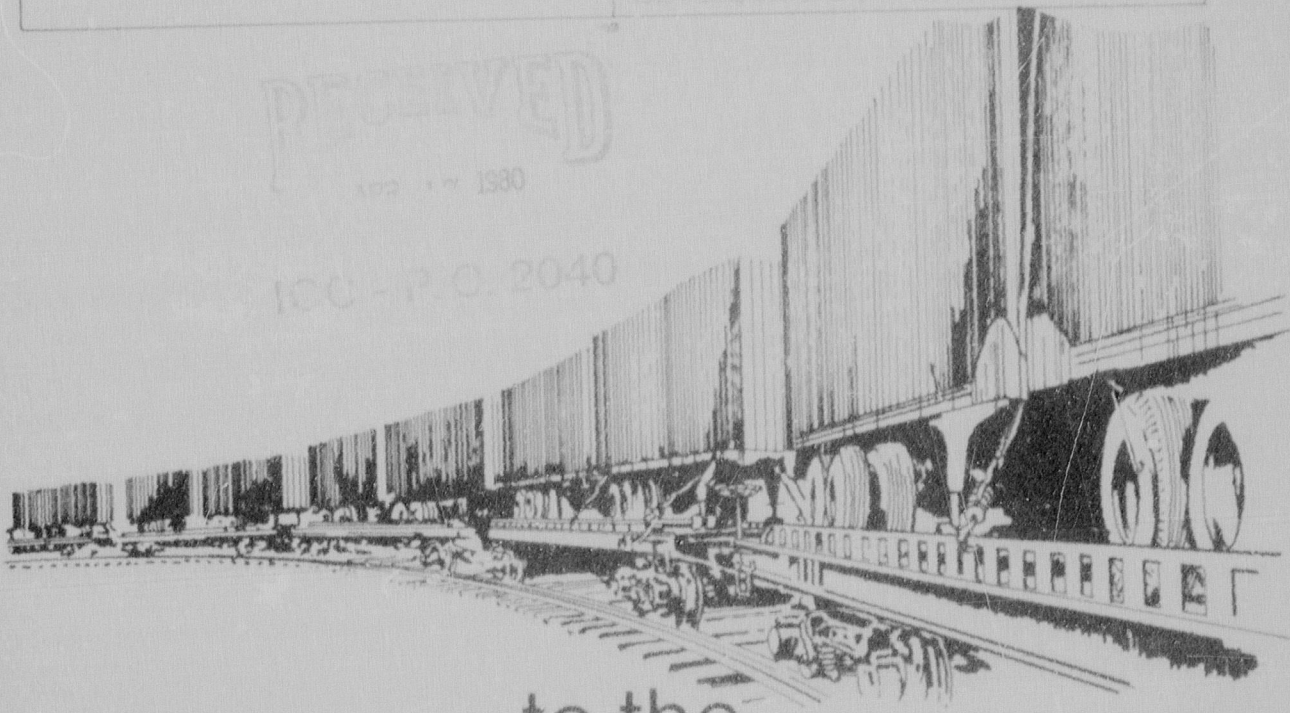
Class II Railroads
Approved by GAO
B-180230 (R0583)
Expires 12/31-81

annual report

| | |
|---|---|
| | RC514500 30303 3 0 514500 YOUNGSTOWN & SOUTHERN RY CO. PELE RR TERMINAL BLD PITTSBURGH PA 15219 |
| <small>correct name and address if different than shown</small> | <small>full name and address of reporting carrier (use mailing label on original copy or full on duplicate)</small> |

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to the
Interstate Commerce Commission

FOR THE PERIOD JANUARY 1, 1979 TO MAY 14, 1979

NOTICE

All switching and terminal companies will be designated class III railroads.

Switching and terminal companies are further classified as:

Class 1, 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 station, stockyards, etc., for which a charge is made, whether operated for joint account or for revenue. In case a bridge or ferry is 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.

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The 1979 Annual Report Form R-3 for The Youngstown and Southern Railway Company is divided into two accounting periods, January 1, 1979 to May 14, 1979 (Historical Accounting Basis) and May 15, 1979 to December 31, 1979 (Purchase Accounting Basis).

By purchase May 15, 1979, and by other subsequent financing transactions, the common stock of The Pittsburgh and Lake Erie Railroad Company was acquired by Pittsburgh and Lake Erie Company (PLECO). Under generally accepted accounting procedures as expressed in Accounting Principles Board Opinion No. 16, "Business Combinations," the new shareowners' equity was reflected on the books of The Pittsburgh and Lake Erie Railroad Company and on the books of the wholly owned subsidiaries on a purchase accounting basis beginning May 15, 1979.

101. IDENTITY OF RESPONDENT

1. Give the exact name by which the respondent was known in law at the close of the year.
The Youngstown & Southern Railway Company
2. State whether or not the respondent made an annual report to the Interstate Commerce Commission for the preceding year, or for any part thereof. If so, in what name was such report made? **Yes. The Youngstown & Southern Railway Company**
3. If any change was made in the name of the respondent during the year, state all such changes and the dates on which they were made.
None
4. Give the location (including street and number) of the main business office of the respondent at the close of the year.
Room 304, P&LE RR. Terminal Building, Pittsburgh, PA 15219
5. Give the titles, names, and office addresses of all general officers of the respondent at the close of the year. If there are receivers who are recognized as in the controlling management of the road, give also their names and titles, and the location of their offices.

| Line No. | Title of general officer (a) | Name and office address of person holding office at close of year (b) |
|----------|------------------------------|---|
| 1 | President | G. E. Neuenschwander Pittsburgh, PA |
| 2 | Vice president | |
| 3 | Vice President & Secretary | R. W. Carroll Philadelphia, PA |
| 4 | Treasurer | C. O. Washburn Pittsburgh, PA |
| 5 | Controller | R. P. McConnell Pittsburgh, PA |
| 6 | General Counsel | G. E. Yurcon Pittsburgh, PA |
| 7 | General manager | |
| 8 | General superintendent | |
| 9 | General freight agent | |
| 10 | General passenger agent | |
| 11 | General land agent | |
| 12 | Chief engineer | J. L. Gerst Pittsburgh, PA |
| 13 | | |

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

| Line No. | Name of director (a) | Office address (b) | Term expires (c) |
|----------|----------------------|--------------------|------------------|
| 14 | H. G. Allyn, Jr. | Pittsburgh, PA | March 14, 1980 |
| 15 | J. J. Dan | Pittsburgh, PA | March 14, 1980 |
| 16 | T. C. Netherton | Pittsburgh, PA | March 14, 1980 |
| 17 | G. E. Neuenschwander | Pittsburgh, PA | March 14, 1980 |
| 18 | | | |
| 19 | | | |
| 20 | | | |
| 21 | | | |
| 22 | | | |
| 23 | | | |

7. Give the date of incorporation of the respondent **1/20/16** 8. State the character of motive power used **Diesel-Electric**
9. Class of switching and terminal company **None**

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

11. State whether or not any corporation or association or group of corporations had, at the close of the year, the right to name the major part of the board of directors, managers, or trustees of the respondent, and if so, give the names of all such corporations and state whether such right was derived through (a) title to capital stock or other securities issued or assumed by the respondent, (b) claims for advances of funds made for the construction of the road and equipment of the respondent, or (c) express agreement or some other source.
The Montour Railroad Company (a) Title to Capital Stock

12. Give hereunder a history of the respondent from its inception to date, showing all consolidations, mergers, reorganizations, etc., and if a consolidated or merging corporation give like particulars for all constituent and subconstituent corporations. Describe also the course of construction of the road of the respondent, and its financing. Respondent was incorporated in the State of Ohio January 20, 1916. On January 1, 1945, (see page 7 for continuation) Use the initial word the when (and only when) it is a part of the name, and distinguish between the words railroad and railway and between company and corporation.

107 STOCKHOLDERS

Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report) had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information in schedule No. 70S, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.

| Line No. | Name of security holder (a) | Address of security holder (b) | NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED | | | | |
|----------|--------------------------------|-----------------------------------|---|---------------|------------------|------------------------------------|-----|
| | | | Stocks | | | Other securities with voting power | |
| | | | Number of votes to which security holder was entitled (c) | Common (d) | Preferred (e) | First (f) | (g) |
| 1 | Montour RR. Company | Pittsburgh, PA | 9,000 | 9,000 | | | |
| 2 | | | | | | | |
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| 30 | | | | | | | |

Footnotes and Remarks

STOCKHOLDERS REPORTS

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

Check appropriate box:

Two copies are attached to this report.

Two copies will be submitted

(date)

No annual report to stockholders is prepared.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

1. Accumulated deferred income tax charges related to current assets should be included in item 6, prepayments, while those related to non-current assets should be included in item 13, Other Deferred Debits.
2. Item 10, Special Funds and Other Investments and Advances, should be shown *net* of allowances and adjustments.
3. Amounts reported on line 12, Other Assets, should be shown net of depreciation and amortization.

| Line No. | Item (a) | Respondent Only | |
|----------|--|---------------------------------|-------------------------------------|
| | | Balance at Close of Year (b) | Balance at Beginning of Year (c) |
| | CURRENT ASSETS | \$ | \$ |
| 1 | Cash | (391,402) | (499,558) |
| 2 | Temporary Cash Investments | - | 24,632 |
| 3 | Special Deposits | | |
| 4 | Accounts Receivable | 285,948 | 222,545 |
| 5 | Less: Allowance for Uncollectible Accounts | | |
| 6 | Prepayments (and working funds) | 12,572 | - |
| 7 | Materials and Supplies | 20,544 | - |
| 8 | Other Current Assets | 1,115 | 41,455 |
| 9 | Total Current Assets | (71,223) | (210,926) |
| | OTHER ASSETS | | |
| 10 | Special Funds and Other Investments and Advances | 29,519 | 551 |
| 11 | Other Assets | (1,500) | 35,122 |
| 12 | Other Deferred Debits | 2,445 | 814 |
| 13 | Total Other Assets | 30,464 | 36,477 |
| | ROAD AND EQUIPMENT | | |
| 14 | Road and Equipment Property | 1,858,983 | 1,834,091 |
| 15 | Accumulated Depreciation and Amortization | 548,505 | 545,605 |
| 16 | Net Road and Equipment | 1,310,478 | 1,288,486 |
| 17 | Total Assets | 1,269,719 | 1,114,047 |
| | CURRENT LIABILITIES | | |
| 18 | Loans and Notes Payable | | |
| 19 | Accounts Payable | 110,283 | 97,572 |
| 20 | Interest and Dividends Payable | | |
| 21 | Taxes Accrued | 22,317 | 21,624 |
| 22 | Other Current Liabilities | 19,210 | 2,732 |
| 23 | Equipment Obligations and Other Long-term Debt Due Within One Year | | |
| 24 | Total Current Liabilities | 151,810 | 121,928 |
| | NON CURRENT LIABILITIES | | |
| 25 | Funded Debt Unmatured | | |
| 26 | Equipment Obligations | | |
| 27 | Capitalized Lease Obligations | | |
| 28 | Accumulated Deferred Income Tax Credits | | |
| 29 | Other Long-term Liabilities and Deferred Credits | 1,079,922 | 1,093,749 |
| 30 | Total Non current Liabilities | 1,079,922 | 1,093,749 |

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

| Line No. | Item (a) | Respondent Only | |
|----------|--|---------------------------------|-------------------------------------|
| | | Balance at Close of Year (b) | Balance at Beginning of Year (c) |
| | SHAREHOLDERS' EQUITY | \$ | \$ |
| | Capital Stock: | | |
| 31 | Common | | |
| 32 | Preferred | 900,000 | 900,000 |
| 33 | Discount on Capital Stock | | |
| 34 | Additional Capital | | |
| | Retained Earnings: | | |
| 35 | Appropriated | 236,381 | 236,381 |
| 36 | Unappropriated | | |
| 37 | Net Unrealized Loss on Noncurrent Marketable Equity Securities | (1,098,394) | (1,238,011) |
| 38 | Less: Treasury Stock | | |
| 39 | Net Shareholders' Equity | 37,987 | (101,630) |
| 40 | Total Liabilities and Shareholders' Equity | 1,269,719 | 1,114,047 |

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

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

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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on May 15 of the year following that for which the report is made \$ None

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: Actuarial Valuation

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

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

(i) If funding is by insurance, give name of insuring company Girard Bank, Philadelphia, PA

(ii) If funding is by trust agreement list trustee(s) April 28, 1978

Date of trust agreement or latest amendment N/A
If respondent is affiliated in any way with the trustee(s), explain affiliation:

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

(e) 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? Trustee

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

210. RESULTS OF OPERATIONS

INSTRUCTIONS

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

Continued from page 2.

. . . The Pittsburgh, Lisbon and Western Railroad Company was merged with the respondent.

The Pittsburgh, Lisbon and Western Railroad was incorporated under the laws of Pennsylvania on November 11, 1902, and of Ohio November 12, 1902, being a consolidation of the Shenango and Beaver Valley Railroad Company and The Pittsburgh, Lisbon and Western Railroad Company.

The respondent carried a service interruption policy with the Imperial Insurance Company, Ltd., under which it will be entitled to indemnity for certain work stoppage losses. In the event such losses are sustained by other railroads holding similar policies, respondent may be obligated to pay additional premiums.

| 210. RESULTS OF OPERATIONS | | |
|----------------------------|---|--------------------------------|
| Line No. | Item (a) | Amount for Current Year (b) |
| | ORDINARY ITEMS | \$ |
| | OPERATING INCOME | |
| | Railway Operating Income | |
| 1 | Freight | 202,801 |
| 2 | Passenger | - |
| 3 | Other | 78,749 |
| 4 | Railway Operating Revenues | 281,550 |
| 5 | Railway Operating Expenses | 148,255 |
| 6 | *Net Revenue from Railway Operations | 133,295 |
| | OTHER INCOME | |
| 7 | Dividend income | - |
| 8 | Interest income | 813 |
| 9 | Other income; Other | 8,138 |
| | Income from affiliated companies: | |
| 10 | Dividends | |
| 11 | Equity in undistributed earnings (losses) | |
| 12 | Total other income (Lines 7-11) | 8,951 |
| 13 | Total income (Lines 6, 12) | 142,246 |
| | OTHER DEDUCTIONS | |
| 14 | Miscellaneous deductions from income | 202 |
| 15 | Fixed charges | - |
| 16 | Income after miscellaneous deductions and fixed charges | 142,044 |
| | UNUSUAL OR INFREQUENT ITEMS | |
| 17 | Unusual or infrequent items (debit) credit | - |
| 18 | Income (loss) from continuing operations (before income taxes) (Line 16 less Line 17) | 142,044 |
| | PROVISIONS FOR INCOME TAXES | |
| | Income taxes on ordinary income: | |
| 19 | Federal income taxes | |
| 20 | State income taxes | 2,427 |
| 21 | Other income taxes | |
| 22 | Provisions for deferring income taxes | |
| 23 | Income before extraordinary items (Line 18 less Lines 19-22) | 139,617 |
| | EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES | |
| 24 | Extraordinary items (net) | |
| 25 | Income taxes on extraordinary items | |
| 26 | Provisions for deferred taxes - Extraordinary items | |
| 27 | Total extraordinary items (Lines 24-26) | - |
| 28 | Cumulative effect of changes in accounting principles | |
| 29 | (Less applicable income taxes of \$) | |
| 30 | Net income | 139,617 |

219. RESULTS OF OPERATIONS—Continued

| Line No. | Item (a) | Amount for Current Year (b) |
|---|---|-----------------------------------|
| RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI) | | |
| 31 | Net revenues from railway operations | 133,295 |
| 32 | Income taxes on ordinary income | 2,427 |
| 33 | Provisions for deferred income taxes | - |
| 34 | Income from Lease of Road and Equipment | - |
| 35 | Rent for leased Roads and Equipment | - |
| 36 | Net Railway Operating Income | 130,868 |
| 37 | Revenue freight - Ton-miles | 1,598,032 |

APPENDIX A

SCHEDULE 210A. SUPPLEMENTAL INFORMATION FOR SWITCHING AND TERMINAL COMPANIES

1.

| Joint Facility | | |
|----------------------|-------|--------|
| Category | Debit | Credit |
| Way and Structures | | |
| Equipment | N/A | |
| Road | | |
| Yard | | |
| Other Transportation | | |

2. Depreciation Expense - way and structures - running
 Depreciation Expense - way and structures - switching
 Depreciation Expense - way and structures - others
 All other way and structures operating expenses
 Total Way and Structures Operating Expenses

Depreciation Expense - locomotives
 Depreciation Expense - freight cars
 Depreciation Expense - other equipment

3. *Number of locomotive-miles in yard switching service: Freight Passenger

*Number of locomotive-miles in yard switching service should be computed in accordance with OS-A report note F

330. ROAD AND EQUIPMENT PROPERTY

1. Give particulars of changes during the year in Road and Equipment property, and Improvements on leased property.
2. Gross charges during the year should include disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, extensions of old lines, and for additions and betterments. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in columns (c) and (d), as may be appropriate, depending on the nature of the item. Adjustments in excess of \$100,000 should be explained.
3. Report on line 32 amounts not includable in the primary road accounts.

| Line No. | ITEM (a) | Balance at beginning of year (b) | Gross charges during year (c) | Credits for property retired during year (d) | Balance at close of year (e) | Accrued depreciation at close of year (f) |
|----------|---|-------------------------------------|----------------------------------|---|---------------------------------|--|
| 1 | (1) Engineering | 62,300 | (145) | - | 62,155 | 28,983 |
| 2 | (2) Land for transportation purposes | 188,032 | - | - | 188,032 | - |
| 3 | (4) Other right-of-way expenditures | 1,734 | - | - | 1,734 | 693 |
| 4 | (3) Grading | 346,801 | - | - | 346,801 | 257,209 |
| 5 | (5) Tunnels and subways | 13,787 | - | - | 13,787 | 6,714 |
| 6 | (6) Bridges, trestles, and culverts | 168,791 | - | - | 168,791 | 108,583 |
| 7 | (7) Elevated structures | | | | | |
| 8 | (8) Ties | 159,863 | 336 | 2,467 | 157,732 | - |
| 9 | (9) Rails | 306,705 | 119 | 666 | 306,158 | - |
| 10 | (10) Other track material | 130,540 | 338 | 2,582 | 128,296 | - |
| 11 | (11) Ballast | 82,966 | - | 459 | 82,507 | - |
| 12 | (12) Track laying and surfacing | 152,373 | 739 | 5,330 | 147,782 | - |
| 13 | (13) Fences, snowsheds, and signs | 14,081 | - | - | 14,081 | 14,081 |
| 14 | (16) Station and office buildings | 21,084 | - | - | 21,084 | 4,256 |
| 15 | (17) Roadway buildings | 21,826 | - | - | 21,826 | 12,406 |
| 16 | (18) Water stations | | | | | |
| 17 | (19) Fuel stations | 4,809 | - | - | 4,809 | 4,896 |
| 18 | (20) Shops and enginehouses | 26,574 | - | - | 26,574 | 25,055 |
| 19 | (22) Storage warehouses | | | | | |
| 20 | (23) Wharves and docks | | | | | |
| 21 | (24) Coal and ore wharves | | | | | |
| 22 | (25) TOFC/COFC terminals | | | | | |
| 23 | (26) Communication systems | 18,565 | - | - | 18,565 | 19,942 |
| 24 | (27) Signals and interlockers | | | | | |
| 25 | (29) Power plants | | | | | |
| 26 | (31) Power-transmission systems | | | | | |
| 27 | (35) Miscellaneous structures | 1,858 | - | - | 1,858 | 2,068 |
| 28 | (37) Roadway machines | 70,134 | - | - | 70,134 | 37,459 |
| 29 | (39) Public improvements - Construction | 6,055 | - | - | 6,055 | 6,055 |
| 30 | (44) Shop machinery | | | | | |
| 31 | (45) Power-plant machinery | 374 | - | - | 374 | - |
| 32 | * Other (specify and explain) | 1,799,252 | 1,387 | 11,504 | 1,789,135 | 528,400 |
| 33 | Total Expenditures for Road | | | | | |
| 34 | (52) Locomotives | 7,203 | - | - | 7,203 | - |
| 35 | (53) Freight-train cars | | | | | |
| 36 | (54) Passenger-train cars | | | | | |
| 37 | (55) Highway revenue equipment | - | - | - | - | (2,390) |
| 38 | (56) Floating equipment | 5,167 | - | - | 5,167 | 5,701 |
| 39 | (57) Work equipment | 22,469 | - | - | 22,469 | 16,794 |
| 40 | (58) Miscellaneous equipment | 34,839 | - | - | 34,839 | 20,105 |
| 41 | Total Expenditures for Equipment | | | | | |

* Note: Primary Account #43 - Other Expenditures - road to be cleared.

330. ROAD AND EQUIPMENT PROPERTY—Continued

| Line No. | ITEM (a) | Balance at beginning of year (b) | Gross charges during year (c) | Credits for property retired during year (d) | Balance at close of year (e) | Accrued depreciation at close of year (f) |
|----------|------------------------------------|-------------------------------------|----------------------------------|---|---------------------------------|--|
| 42 | (76) Interest during construction | | | | | |
| 43 | (77) Other expenditures - General | | | | | |
| 44 | Total General Expenditures | | | | | |
| 45 | Total | 1,834,091 | 1,387 | 11,504 | 1,823,974 | 548,505 |
| 46 | (80) Other elements of investments | | | | | |
| 47 | (90) Construction work in progress | - | (113) | - | (113) | - |
| 48 | Grand Total | 1,834,091 | 1,274 | 11,504 | 1,823,861 | 548,505 |

705. IMPORTANT CHANGES DURING THE YEAR

Hereunder state the following matters, numbering the statements in accordance with the inquiries, and if no changes of the character below indicated occurred during the year, state that fact. Changes in mileage should be stated to the nearest hundredth of a mile. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity, issued under paragraphs (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise, as may be appropriate.

1. All portions of road put in operation or abandoned, giving (a) termini, (b) length of road, and (c) dates of beginning operations or of abandonment.
2. All other important physical changes, including herein *all new trucks built*.
3. All leaseholds acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions.
4. All agreements for trackage rights acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions.
5. All consolidations, mergers, and reorganizations effected, giving particulars.
6. All stocks issued, giving (a) purposes for which issued, (b) names of stocks, and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; give similar information concerning all stocks retired (if any).
7. All funded debt issued, giving (a) purposes for which issued, (b) names of securities and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; also give particulars concerning any funded debt paid or otherwise retired, stating (a) date acquired, (b) date retired or canceled, (c) par value, of amount retired.
8. All other important financial changes.
9. All changes in and all additions to franchise rights, describing fully (a) the actual consideration given therefor, and stating (b) the parties from whom acquired; if no consideration was given, state that fact.
10. In case the respondent has not yet begun operation, and no construction has been carried on during the year, state fully the reasons therefor.
11. All additional matters of fact not elsewhere provided for which the respondent may desire to include in its report.

None

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

Miles of road constructed

Miles of road abandoned

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

710. INVENTORY OF EQUIPMENT

INSTRUCTIONS

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

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

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

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

| Line No. | Item (a) | Units in service of respondent at beginning of year (b) | Units installed during year (c) | Number retired during year (d) | Units at close of year | | | | |
|----------|---|--|------------------------------------|-----------------------------------|------------------------|---------------------------|---|---|-------------------------|
| | | | | | Owned and used (e) | Leased from others (f) | Total in service of respondent (e+f) (g) | Aggregate capacity of units reported in col. (g) (h) | Leased to others (i) |
| | FREIGHT TRAINCARS | | | | | | | Tons | |
| 15 | Plain Box Cars - 40' (B100-129) | | | | | | | | |
| 16 | Plain Box Cars - 50' (B200-229; B300-329) | - | 134 | - | - | 134 | 134 | 9,380 | - |
| 17 | Equipped Box Cars (All Code A) | | | | | | | | |
| 18 | Plain Gondola Cars (G092-392; G401-492) | | | | | | | | |
| 19 | Equipped Gondola Cars (All Codes C and E) | | | | | | | | |
| 20 | Covered Hopper Cars (L 151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754) | | | | | | | | |
| 21 | Open Top Hopper Cars - General Service (All Code H) | | | | | | | | |
| 22 | Open Top Hopper Cars - Special Service (All Codes J and K) | | | | | | | | |
| 23 | Refrigerator Cars - Non Mechanical (R 100, 101, 102, 103, 105, 106, 107, 108, 109, 113, 114, 115, 116, R 200, 201, 202, 203, 205, 206, 207, 208, 209, 213, 214, 215, 216) | | | | | | | | |
| 24 | Refrigerator Cars - Mechanical (R 104, 110, 112, 117, 118, R 204, 210, 211, 212, 217, 218) | | | | | | | | |
| 25 | Flat Cars - TOFC/COFC (F 071-078 F 871-978) | | | | | | | | |
| 26 | Flat Cars - Multi-level (All Code V) | | | | | | | | |
| 27 | Flat Cars - General Service (F 101-109; F 201-209) | | | | | | | | |
| 28 | Flat Cars - Other (F 11-189; 211-289; 301-389; 401-540) | | | | | | | | |
| 29 | Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5) | | | | | | | | |
| 30 | Tank Cars - 22,000 Gallons and over (T-6, T-7, T-8, T-9) | | | | | | | | |
| 31 | All Other Freight Cars (F 191-199; 291-299; 391-399; L 006-048; L 070; L 080 L 090 - All "L" with second numeric 6; L 161- L 764) | | | | | | | | |
| 32 | Total (lines 15-31) | - | 134 | - | - | 134 | 134 | 9,380 | - |
| 33 | Caboose (All N) | - | - | - | - | - | - | XXXXXX | - |
| 34 | Total (lines 32-33) | - | 134 | - | - | 134 | 134 | XXXXXX | - |

720. TRACKS

- (1) Show, by State, total mileage of tracks owned and operated by respondent 58
- (2) Show, by State, mileage of tracks owned but not operated by respondent: First main track, None
 second and additional main tracks, None industrial tracks, None
 yard track and sidings, None; total, all tracks, None (t)
- (3) Road is completed from (Line Haul Railways only) Youngstown, OH to Darlington, PA Total distance, 48.61 miles.
- (4) Road located at (Switching and Terminal Companies only)* N/A
- (5) Gauge of track 4 ft. 8 1/2 in.
- (6) Weight of rail 80 - 100 lb. per yard.
- (7) Kind and number per mile of cross-ties Treated wood 3168 - 2880
- (8) State number of miles electrified: First main track, None second and additional main tracks, None
 passing tracks, cross-overs, and turn-outs, None; way switching tracks, None yard switching tracks, None
- (9) Ties applied in replacement during year: Number of cross-ties, 437; average cost per tie, \$ 10.25; number of feet (B.M.) of switch and bridge ties, - average cost per M feet (B.M.), \$ -
- (10) Rail applied in replacement during year: Tons (2,000 pounds), 2.40; Weight per year, 100#; average cost per ton, \$ 47.03

*Insert names of places.

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

MEMORANDA

(For use of Commission only)

Correspondence

| Officer addressed | | Date of letter or telegram | | | Subject (Page) | Answer | | |
|-------------------|-------|----------------------------|-----|------|----------------|---------------|----------------|-----------------------------------|
| | | | | | | Answer needed | Date of Letter | File number of letter or telegram |
| Name | Title | Month | Day | Year | Month | Day | Year | |
| | | | | | | | | |

Corrections

| Date of correction | | | Page | Letter or telegram of | | | Authority | | Clerk making correction (Name) |
|--------------------|-----|------|------|-----------------------|-----|------|------------------------------------|----------|--------------------------------|
| Month | Day | Year | | Month | Day | Year | Officer sending letter or telegram | | |
| | | | | | | | Name | Title | |
| 5 | 21 | 81 | 16 | 4 | 18 | 80 | Albert C. Harding, Jr. | Congress | Allen |

VERIFICATION

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

OATH

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

State of Pennsylvania

County of Allegheny

R. P. McConnell
(Insert here the name of the affiant)

makes oath and says that he is

Comptroller

(Insert here the official title of the affiant)

of The Youngstown and Southern Railway Company

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

that it is his duty to have supervision over the books of 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 January 1 1979 to and including May 14 1979

R. P. McConnell
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public
county above named, this 5th

Notary Public
5th

in and for the State and

day of April 19 80

My commission expires

JOHN D. HARTMAN, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 20, 1981
Member, Pennsylvania Association of Notaries

John D. Hartman
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Pennsylvania

County of Allegheny

G. E. Neuenschwander
(Insert here the name of the affiant)

makes oath and says that he is

President

(Insert here the official title of the affiant)

of The Youngstown and Southern Railway Company

(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 operator of its property during

the period of time from and including January 1 1979 to and including May 14 1979

G. E. Neuenschwander
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public
county above named, this 27th

in and for the State and

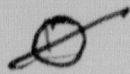
day of March 19 80

My commission expires

MOLLY A. FEGETER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 17, 1983
Member, Pennsylvania Association of Notaries

Molly A. Fegeter
(Signature of officer authorized to administer oaths)

RC514500



R-3

Class II Railroads
Approved by GAO
8-180230 (R0569)
Expires 12-31-81

annual report

030303

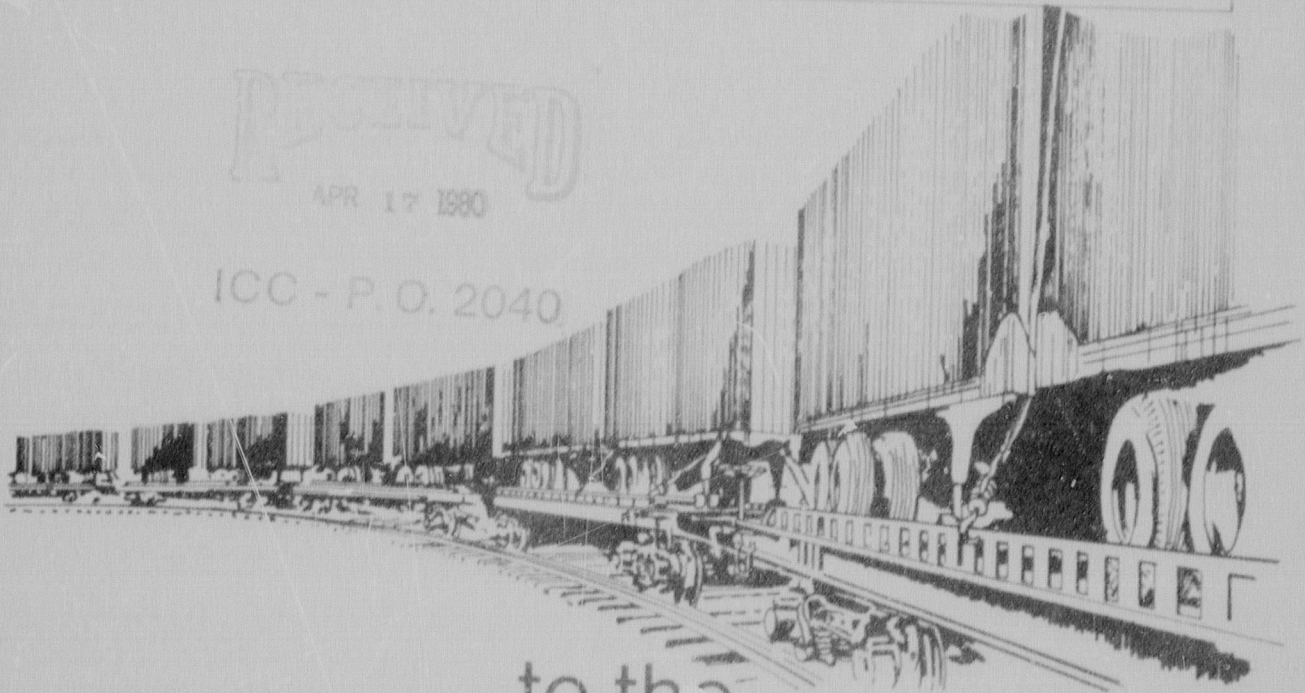
RC514500 30303 3 0 514500
Youngstown & Southern Rwy. Co.
P&E RR. Terminal Building
Pittsburgh PA 15219

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

RECEIVED
APR 17 1980

ICC - P. O. 2040



to the
Interstate Commerce Commission

FOR THE PERIOD MAY 15, 1979 TO DECEMBER 31, 1979

NOTICE

All switching and terminal companies will be designated class III railroads.

Switching and terminal companies are further classified as:

Class 1, 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 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.

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The 1979 Annual Report Form R-3 for The Youngstown and Southern Railway Company is divided into two accounting periods, January 1, 1979 to May 14, 1979 (Historical Accounting Basis) and May 15, 1979 to December 31, 1979 (Purchase Accounting Basis).

By purchase May 15, 1979, and by other subsequent financing transactions, the common stock of The Pittsburgh and Lake Erie Railroad Company was acquired by Pittsburgh and Lake Erie Company (PLECO). Under generally accepted accounting procedures as expressed in Accounting Principles Board Opinion No. 16, "Business Combinations," the new shareowners' equity was reflected on the books of The Pittsburgh and Lake Erie Railroad Company and on the books of the wholly owned subsidiaries on a purchase accounting basis beginning May 15, 1979.

101. IDENTITY OF RESPONDENT

1. Give the exact name by which the respondent was known in law at the close of the year.
The Youngstown and Southern Railway Company
2. State whether or not the respondent made an annual report to the Interstate Commerce Commission for the preceding year, or for any part thereof. If so, in what name was such report made? Yes, The Youngstown and Southern Railway Company
3. If any change was made in the name of the respondent during the year, state all such changes and the dates on which they were made.
None
4. Give the location (including street and number) of the main business office of the respondent at the close of the year.
Room 304, P&LE RR. Terminal Building, Pittsburgh, PA 15219
5. Give the titles, names, and office addresses of all general officers of the respondent at the close of the year. If there are receivers who are recognized as in the controlling management of the road, give also their names and titles, and the location of their offices.

| Line No. | Title of general officer (a) | Name and office address of person holding office at close of year (b) |
|----------|---------------------------------|--|
| 1 | President | G. E. Neuenschwander Pittsburgh, PA |
| 2 | Vice president | |
| 3 | Secretary & Vice President | B. B. Smyth Pittsburgh, PA |
| 4 | Treasurer | C. O. Washburn Pittsburgh, PA |
| 5 | Controller | R. P. McConnell Pittsburgh, PA |
| 6 | Attorney or general counsel | G. E. Yurcon Pittsburgh, PA |
| 7 | General manager | |
| 8 | General superintendent | |
| 9 | General freight agent | |
| 10 | General passenger agent | |
| 11 | General land agent | |
| 12 | Chief engineer | J. L. Gerst Pittsburgh, PA |
| 13 | | |

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

| Line No. | Name of director (a) | Office address (b) | Term expires (c) |
|----------|-------------------------|-----------------------|---------------------|
| 14 | H. G. Allyn, Jr. | Pittsburgh, PA | March 14, 1980 |
| 15 | J. J. Dan | Pittsburgh, PA | March 14, 1980 |
| 16 | T. C. Netherton | Pittsburgh, PA | March 14, 1980 |
| 17 | G. E. Neuenschwander | Pittsburgh, PA | March 14, 1980 |
| 18 | | | |
| 19 | | | |
| 20 | | | |
| 21 | | | |
| 22 | | | |
| 23 | | | |

7. Give the date of incorporation of the respondent. 1/20/16
8. State the character of motive power used Diesel-Electric
9. Class of switching and terminal company None
10. Under the laws of what Government, State, or Territory was the respondent organized? If more than one, name all. Give reference to each statute and all amendments thereof, effected during the year. If previously effected, show the year(s) of the report(s) setting forth details. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees.
General Corporation Laws of Ohio

11. State whether or not any corporation or association or group of corporations had, at the close of the year, the right to name the major part of the board of directors, managers, or trustees of the respondent; and if so, give the names of all such corporations and state whether such right was derived through (a) title to capital stock or other securities issued or assumed by the respondent, (b) claims for advances of funds made for the construction of the road and equipment of the respondent, or (c) express agreement or some other source.
The Montour Railroad Company (a) Title to Capital Stock

12. Give hereunder a history of the respondent from its inception to date, showing all consolidations, mergers, reorganizations, etc., and if a consolidated or merging corporation give like particulars for all constituent and subconstituent corporations. Describe also the course of construction of the road of the respondent, and its financing. Respondent was incorporated in the state of Ohio, January 20, 1916. On January 1, 1945, The Pittsburgh Lisbon and Western Railroad Company was merged with the respondent. (see page 7 for continuation)

107. STOCKHOLDERS

Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information in schedule No. 70S, the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.

| Line No. | Name of security holder | Address of security holder | NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED | | | | |
|----------|-------------------------|----------------------------|---|--------|-----------|------------------------------------|------------------------------------|
| | | | Number of votes to which security holder was entitled | Stocks | | Other securities with voting power | |
| | | | | Common | Preferred | | Other securities with voting power |
| | | | | | Second | First | |
| (a) | (b) | (c) | (d) | (e) | (f) | (g) | |
| 1 | Montour Railroad Co. | Pittsburgh, PA | 9,000 | 9,000 | | | |
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Footnotes and Remarks

STOCKHOLDERS REPORTS

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

Check appropriate box:

Two copies are attached to this report.

Two copies will be submitted

(date)

No annual report to stockholders is prepared.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

1. Accumulated deferred income tax charges related to current assets should be included in item 9, prepayments, while those related to non-current assets should be included in item 13, Other Deferred Debits.
 2. Item 10, Special Funds and Other Investments and Advances, should be shown *net* of allowances and adjustments.
 3. Amounts reported *on* line 12, Other Assets, should be shown *net* of depreciation and amortization.

| Line No. | Item (a) | Respondent Only | |
|----------|--|--------------------------|------------------------------|
| | | Balance at Close of Year | Balance at Beginning of Year |
| | | 12/31/79 | 5/15/79 |
| | CURRENT ASSETS | \$ | \$ |
| 1 | Cash | (265,968) | (391,402) |
| 2 | Temporary Cash Investments | | |
| 3 | Special Deposits | | |
| 4 | Accounts Receivable | 148,109 | 285,941 |
| 5 | Less: Allowance for Uncollectible Accounts | | |
| 6 | Prepayments (and working funds) | 21,145 | 12,579 |
| 7 | Materials and Supplies | 49,282 | 20,544 |
| 8 | Other Current Assets | 847 | 1,115 |
| 9 | Total Current Assets | (46,585) | (71,223) |
| | OTHER ASSETS | | |
| 10 | Special Funds and Other Investments and Advances | 29,606 | 29,519 |
| 11 | Other Assets | - | (1,500) |
| 12 | Other Deferred Debits | 3,209 | 2,446 |
| 13 | Total Other Assets | 32,815 | 30,465 |
| | ROAD AND EQUIPMENT | | |
| 14 | Road and Equipment Property | 1,865,537 | 1,863,629 |
| 15 | Accumulated Depreciation and Amortization | (2,942) | - |
| 16 | Net Road and Equipment | 1,862,595 | 1,863,629 |
| 17 | Total Assets | 1,848,825 | 1,822,871 |
| | CURRENT LIABILITIES | | |
| 18 | Loans and Notes Payable | | |
| 19 | Accounts Payable | 98,372 | 110,283 |
| 20 | Interest and Dividends Payable | | |
| 21 | Taxes Accrued | 20,602 | 22,317 |
| 22 | Other Current Liabilities | 5,560 | 19,210 |
| 23 | Equipment Obligations and Other Long-term Debt Due Within One Year | 1,063,500 | - |
| 24 | Total Current Liabilities | 1,138,034 | 151,810 |
| | NON CURRENT LIABILITIES | | |
| 25 | Funded Debt Unmatured | | |
| 26 | Equipment Obligations | | |
| 27 | Capitalized Lease Obligations | | |
| 28 | Accumulated Deferred Income Tax Credits | 66,520 | 1,079,923 |
| 29 | Other Long-term Liabilities and Deferred Credits | 66,520 | 1,079,923 |
| 30 | Total Non current Liabilities | | |

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

| Line No. | Item (a) | Respondent Only | |
|----------|--|---------------------------------|-------------------------------------|
| | | Balance at Close of Year (b) | Balance at Beginning of Year (c) |
| | SHAREHOLDERS' EQUITY | \$ | \$ |
| | Capital Stock: | | |
| 31 | Common | 900,000 | 900,000 |
| 32 | Preferred | | |
| 33 | Discount on Capital Stock | | |
| 34 | Additional Capital | (304,602) | 789,532 |
| | Retained Earnings: | | |
| 35 | Appropriated | | |
| 36 | Unappropriated | (1,127) | (1,098,394) |
| 37 | Net Unrealized Loss on Noncurrent Marketable Equity Securities | | |
| 38 | Less: Treasury Stock | | |
| 39 | Net Shareholders' Equity | 594,271 | 591,138 |
| 40 | Total Liabilities and Shareholders' Equity | 1,848,825 | 1,822,871 |

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

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

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ N/A
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ None
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: Actuarial Valuation
- (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund None
- (c) Is any part of pension plan funded? Specify Yes No
- (i) If funding is by insurance, give name of insuring company Girard Bank, Philadelphia, PA
- (ii) If funding is by trust agreement list trustee(s) April 28, 1978
Date of trust agreement or latest amendment N/A
If respondent is affiliated in any way with the trustee(s), explain affiliation
- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement N/A
- (e)(i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.
Yes No
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? Trustee
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). YES NO

210. RESULTS OF OPERATIONS

INSTRUCTIONS

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

Continued from page 2.

The Pittsburgh, Lisbon and Western Railroad was incorporated under the laws of Pennsylvania on November 11, 1902, and of Ohio November 12, 1902, being a consolidation of the Shenango and Beaver Valley Railroad Company and The Pittsburgh, Lisbon and Western Railroad Company.

The Pittsburgh and Lake Erie Railroad Company acquired 100% ownership of The Youngstown and Southern Railway Company through purchase of The Montour Railroad Company on April 1, 1975. Prior to this date, the P&LE RR. Company controlled 50 percent.

The respondent carried a service interruption policy with the Imperial Insurance Company, Ltd. under which it will be entitled to indemnity for certain work stoppage losses. In the event such losses are sustained by other railroads holding similar policies, respondent may be obligated to pay additional premiums.

| 210. RESULTS OF OPERATIONS | | |
|----------------------------|---|--------------------------------|
| Line No. | Item (a) | Amount for Current Year (b) |
| | ORDINARY ITEMS | \$ |
| | OPERATING INCOME | |
| | Railway Operating Income | 198,013 |
| 1 | Freight | - |
| 2 | Passenger | 177,915 |
| 3 | Other | 375,928 |
| 4 | Railway Operating Revenues | 375,800 |
| 5 | Railway Operating Expenses | 128 |
| 6 | *Net Revenue from Railway Operations | |
| | OTHER INCOME | |
| 7 | Dividend income | |
| 8 | Interest income | 4,622 |
| 9 | Other income, Other | |
| | Income from affiliated companies: | |
| 10 | Dividends | |
| 11 | Equity in undistributed earnings (losses) | 4,622 |
| 12 | Total other income (Lines 7-11) | 4,750 |
| 13 | Total income (Lines 6, 12) | |
| | OTHER DEDUCTIONS | |
| 14 | Miscellaneous deductions from income | 1,501 |
| 15 | Fixed charges | - |
| 16 | Income after miscellaneous deductions and fixed charges | 3,249 |
| | UNUSUAL OR INFREQUENT ITEMS | |
| 17 | Unusual or infrequent items (debit) credit | - |
| 18 | Income (loss) from continuing operations (before income taxes) (Line 16 less Line 17) | 3,249 |
| | PROVISIONS FOR INCOME TAXES | |
| | Income taxes on ordinary income: | (1,875) |
| 19 | Federal income taxes | 1,991 |
| 20 | State income taxes | - |
| 21 | Other income taxes | - |
| 22 | Provisions for deferring income taxes | 3,133 |
| 23 | Income before extraordinary items (Line 18 less Lines 19-22) | |
| | EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES | |
| 24 | Extraordinary items (net) | |
| 25 | Income taxes on extraordinary items | |
| 26 | Provisions for deferred taxes - Extraordinary items | |
| 27 | Total extraordinary items (Lines 24-26) | (4,260) |
| 28 | Cumulative effect of changes in accounting principles (Purchase Accounting) | |
| 29 | (Less applicable income taxes of \$) | (1,127) |
| 30 | Net income | |

210. RESULTS OF OPERATIONS—Continued

| Line No. | Item (a) | Amount for Current Year (b) |
|---|---|-----------------------------------|
| RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI) | | |
| 31 | Net revenues from railway operations | 128 |
| 32 | Income taxes on ordinary income | 116 |
| 33 | Provisions for deferred income taxes | None |
| 34 | Income from Lease of Road and Equipment | None |
| 35 | Rent for leased Roads and Equipment | 12 |
| 36 | Net Railway Operating Income | 1,940,466 |
| 37 | Revenue freight - Ton-miles | |

APPENDIX A

SCHEDULE 210A. SUPPLEMENTAL INFORMATION FOR SWITCHING AND TERMINAL COMPANIES

1.

| Joint Facility | | |
|----------------------|-------|--------|
| Category | Debit | Credit |
| Way and Structures | N/A | |
| Equipment | | |
| Road | | |
| Yard | | |
| Other Transportation | | |

2. Depreciation Expense - way and structures - running
 Depreciation Expense - way and structures - switching
 Depreciation Expense - way and structures - others
 All other way and structures operating expenses
 Total Way and Structures Operating Expenses

Depreciation Expense - locomotives
 Depreciation Expense - freight cars
 Depreciation Expense - other equipment

3. *Number of locomotive-miles in yard switching service: Freight Passenger

*Number of locomotive-miles in yard switching service should be computed in accordance with OS-A report note F

330. ROAD AND EQUIPMENT PROPERTY

1. Give particulars of changes during the year in Road and Equipment property, and Improvements on leased property.
2. Gross charges during the year should include disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, extensions of old lines, and for additions and betterments. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in columns (c) and (d), as may be appropriate, depending on the nature of the item. Adjustments in excess of \$100,000 should be explained.
3. Report on line 32 amounts not includable in the primary road accounts.

| Line No. | ITEM (a) | Balance at beginning of year (b) | Gross charges during year (c) | Credits for property retired during year (d) | Balance at close of year (e) | Accrued depreciation at close of year (f) |
|----------|---|-------------------------------------|----------------------------------|---|---------------------------------|--|
| 1 | (1) Engineering | 10,721 | 146 | - | 10,867 | 53 |
| 2 | (2) Land for transportation purposes | 22,089 | - | - | 22,089 | - |
| 3 | (4) Other right-of-way expenditures | 10,000 | - | - | 10,000 | - |
| 4 | (2) Grading | 18,634 | - | - | 18,634 | 7 |
| 5 | (5) Tunnels and subways | | | | | |
| 6 | (6) Bridges, trestles, and culverts | 121,532 | - | - | 121,532 | 1,117 |
| 7 | (7) Elevated structures | | | | | |
| 8 | (8) Ties | 305,329 | 409 | - | 305,738 | - |
| 9 | (9) Rails | 568,569 | 145 | - | 568,714 | - |
| 10 | (10) Other track material | 287,063 | 411 | - | 287,474 | - |
| 11 | (11) Ballast | 134,709 | - | - | 134,709 | - |
| 12 | (12) Track laying and surfacing | 282,240 | 897 | - | 283,137 | - |
| 13 | (13) Fences, snowsheds, and signs | | | | | |
| 14 | (16) Station and office buildings | 39,000 | - | - | 39,000 | 491 |
| 15 | (17) Roadway buildings | | | | | |
| 16 | (18) Water stations | | | | | |
| 17 | (19) Fuel stations | | | | | |
| 18 | (20) Shops and enginehouses | 19,000 | - | - | 19,000 | 189 |
| 19 | (22) Storage warehouses | | | | | |
| 20 | (23) Wharves and docks | | | | | |
| 21 | (24) Coal and ore wharves | | | | | |
| 22 | (25) TOFC/COFC terminals | | | | | |
| 23 | (26) Communication systems | | | | | |
| 24 | (27) Signals and interlockers | | | | | |
| 25 | (29) Power plants | | | | | |
| 26 | (31) Power-transmission systems | | | | | |
| 27 | (35) Miscellaneous structures | | | | | |
| 28 | (37) Roadway machines | | | | | |
| 29 | (39) Public improvements - Construction | | | | | |
| 30 | (44) Shop machinery | | | | | |
| 31 | (45) Power-plant machinery | | | | | |
| 32 | Other (specify and explain) | | | | | |
| 33 | Total Expenditures for Road | 1,818,886 | 2,008 | - | 1,820,894 | 1,857 |
| 34 | (52) Locomotives | | | | | |
| 35 | (53) Freight-train cars | | | | | |
| 36 | (54) Passenger-train cars | | | | | |
| 37 | (55) Highway revenue equipment | | | | | |
| 38 | (56) Floating equipment | | | | | |
| 39 | (57) Work equipment | | | | | |
| 40 | (58) Miscellaneous equipment | 12,734 | - | - | 12,734 | 1,085 |
| 41 | Total Expenditures for Equipment | 12,734 | - | - | 12,734 | 1,085 |

330. ROAD AND EQUIPMENT PROPERTY—Continued

| Line No. | ITEM (a) | Balance at beginning of year (b) | Gross charges during year (c) | Credits for property retired during year (d) | Balance at close of year (e) | Accrued depreciation at close of year (f) |
|----------|-------------------------------|-------------------------------------|----------------------------------|---|---------------------------------|--|
| 42 (76) | Interest during construction | | | | | |
| 43 (77) | Other expenditures - General | | | | | |
| 44 | Total General Expenditures | | | | | |
| 45 | Total | 1,831,620 | 2,008 | - | 1,833,628 | 2,942 |
| 46 (80) | Other elements of investments | | | | | |
| 47 (90) | Construction work in progress | (113) | (100) | - | (213) | - |
| 48 | Grand Total | 1,831,507 | 1,908 | - | 1,833,415 | 2,942 |

705. IMPORTANT CHANGES DURING THE YEAR

Hereunder state the following matters, numbering the statements in accordance with the inquiries, and if no changes of the character below indicated occurred during the year, state that fact. Changes in mileage should be stated to the nearest hundredth of a mile. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity issued under paragraphs (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise, as may be appropriate.

1. All portions of road put in operation or abandoned, giving (a) terms, (b) length of road, and (c) dates of beginning operations or of abandonment.
2. All other important physical changes, including herein *all new tracks built*.
3. All leaseholds acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions.
4. All agreements for trackage rights acquired or surrendered, giving (a) dates, (b) length of terms, (c) names of parties, (d) rents, and (e) other conditions.
5. All consolidations, mergers, and reorganizations effected, giving particulars.
6. All stocks issued, giving (a) purposes for which issued, (b) names of stocks, and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; give similar information concerning all stocks retired (if any).
7. All funded debt issued, giving (a) purposes for which issued, (b) names of securities and (c) amounts issued, and describing (d) the actual consideration realized, giving (e) amounts and (f) values; also give particulars concerning any funded debt paid or otherwise retired, stating (a) date acquired, (b) date retired or canceled, (c) par value of amount retired.
8. All other important financial changes.
9. All changes in and all additions to franchise rights, describing fully (a) the actual consideration given therefor, and stating (b) the parties from whom acquired; if no consideration was given, state that fact.
10. If, as the respondent has not yet begun operation, and no construction has been carried on during the year, state fully the reasons therefor.
11. All additional matters of fact (not elsewhere provided for) which the respondent may desire to include in its report.

5. By purchase May 15, 1979, and by other subsequent financing transactions the common stock of the Pittsburgh and Lake Erie Railroad Company was acquired by Pittsburgh and Lake Erie Company (PLECO). Under generally accepted accounting procedures as expressed in Accounting Principles Board Opinion No. 16, "Business Combinations," the new shareowners' equity will be reflected on the books of The Pittsburgh and Lake Erie Railroad Company and on the books of the wholly owned subsidiaries on a purchase accounting basis beginning May 15, 1979.

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

Miles of road constructed

Miles of road abandoned

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

710. INVENTORY OF EQUIPMENT

INSTRUCTIONS

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

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

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

720. TRACKS

(1) Show, by State, total mileage of tracks owned and operated by respondent 58

(2) Show, by State, mileage of tracks owned but not operated by respondent: First main track, None
 second and additional main tracks, None industrial tracks, None
 yard track and sidings, None total, all tracks, None (1)

(3) Road is completed from (Line Haul Railways only) Youngstown, OH to Darlington, PA Total distance, 48.61
 miles.

(4) Road located at (Switching and Terminal Companies only) N/A

(5) Gauge of track 4 ft. 8½ in.

(6) Weight of rail 80 - 100 lb per yard.

(7) Kind and number per mile of crossties Treated wood ~~2656~~ 2880

(8) State number of miles electrified: First main track, None; second and additional main tracks, None
 passing tracks, cross-overs, and turn-outs, None; way switching tracks, None yard switching
 tracks, None

(9) Ties applied in replacement during year: Number of crossties, 2513; average cost per tie, \$ 12.87; number of feet
 (B.M.) of switch and bridge ties, 761; average cost per M feet (B.M.), \$ 400.00

(10) Rail applied in replacement during year: Tons (2,000 pounds), 2.56; Weight per year, 100#; average
 cost per ton, \$ 34.13

*Insert names of places.

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

MEMORANDA

(For use of Commission only)

Correspondence

| Officer addressed | | Date of letter or telegram | | | Subject (Page) | Answer | | |
|-------------------|-------|----------------------------|-----|------|----------------|-----------------|----------------|-----------------------------------|
| | | | | | | Answer received | Date of Letter | File number of letter or telegram |
| Name | Title | Month | Day | Year | | Month | Day | Year |
| | | | | | | | | |

Corrections

| Date of correction | | | Page | Letter or telegram of | | | Authority | | Clerk making correction (Name) |
|--------------------|-----|------|------|-----------------------|-----|------|------------------------------------|-------|--------------------------------|
| | | | | | | | Officer sending letter or telegram | | |
| Month | Day | Year | | Month | Day | Year | Name | Title | |
| 5 | 21 | 81 | 16 | 4 | 18 | 80 | Albert C. Hedley, Bus mgr | | ahm |

VERIFICATION

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

OATH

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

State of Pennsylvania

County of Allegheny

makes oath and says that he is

Comptroller

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

of The Youngstown and Southern Railway Company

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

That it is his duty to have supervision over the books of 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 May 15 1979 to and including December 31 1979

D. O. McCormick
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 8th day of April 1980

My commission expires JOHN D. HARTMAN, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 20, 1981
Member, Pennsylvania Association of Notaries

John D. Hartman
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Pennsylvania

County of Allegheny
G. E. Neuenschwander

makes oath and says that he is

President

(Insert here the name of the affiant)

(Insert here the official title of the affiant)

of The Youngstown and Southern Railway Company

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

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

the period of time from and including May 15 1979 to and including December 31 1979

G. E. Neuenschwander
(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 1980

My commission expires MOLLY A. SEGELER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 17, 1983
Member, Pennsylvania Association of Notaries

Molly A. Segeler
(Signature of officer authorized to administer oaths)