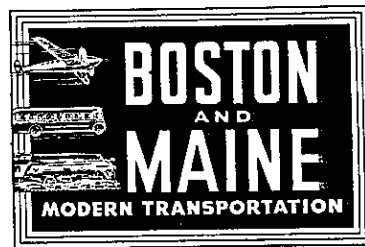


1938
ONE HUNDRED
AND SIXTH
ANNUAL REPORT



YEAR ENDED
DECEMBER 31, 1938

DIRECTORS

PHILIP R. ALLEN, E. Walpole, Mass.	JAMES GARFIELD, Cambridge, Mass.
ROGER AMORY, Boston, Mass.	ALDUS C. HIGGINS, Worcester, Mass.
LOUIS M. ATHERTON, Swampscott, Mass.	ERNEST M. HOPKINS, Hanover, N. H.
HUGH J. CHISHOLM, Portland, Maine	LOUIS K. LIGGETT, Newton, Mass.
WILLIAM DEXTER, Lancaster, Mass.	JOHN R. McLANE, Manchester, N. H.
FAIRMAN R. DICK, New York, N. Y.	ARTHUR B. NICHOLS, Melrose, Mass.
HARRY H. DUDLEY, Concord, N. H.	ROY L. PATRICK, Burlington, Vt.
FREDERIC C. DUMAINE, JR., Weston, Mass.	W. RODMAN PEABODY, Milton, Mass.
REGINALD FOSTER, Manchester, Mass.	WILLIAM B. SKELTON, Lewiston, Me.
EDWARD S. FRENCH, Springfield, Vt.	J. DUNCAN UPHAM, Claremont, N. H.
WILLIAM D. WOOLSON, Springfield, Vt.	

OFFICERS

President and Chairman of Executive Committee	EDWARD S. FRENCH
Vice-President and Clerk of Corporation	ARTHUR B. NICHOLS
Vice-President — Finance and Accounting	W. S. TROWBRIDGE
Vice-President and General Manager	J. W. SMITH
Vice-President — Purchases and Stores	A. W. MUNSTER
Vice-President — Traffic	J. W. RIMMER
Treasurer	E. J. GALLAGHER
General Counsel	A. P. MACKINNON
Chief Engineer	W. F. CUMMINGS

Transfer Agent in Boston for all classes of stock, Old Colony Trust Company, 17 Court Street, Boston, Massachusetts.

Transfer Agent in New York for common stock, Guaranty Trust Company, 140 Broadway, New York City.

BOSTON AND MAINE RAILROAD

The Annual Meeting of Stockholders of BOSTON AND MAINE RAILROAD will be held on Wednesday, April 12, 1939, at ten o'clock in the forenoon in the Directors Room, Boston and Maine Railroad General Offices, 150 Causeway Street, Boston, Massachusetts, for the following purposes:

- I. To hear and act upon the Report of the Directors.
- II. To fix the number of Directors and to elect Directors for the ensuing year.
- III. To take or authorize appropriate action concerning the making and performance of Equipment Trust Agreements for the purpose of obtaining additional rolling stock and/or other equipment and the issuance or assumption of obligations in connection therewith.
- IV. To take or authorize appropriate action concerning the borrowing of money which may be payable at periods of more or less than one year from the date of borrowing, the issuance of obligations to evidence such borrowings and the giving of collateral for such borrowings.
- V. To take or authorize appropriate action concerning (1) the issue of bonds under the mortgage from this corporation to Old Colony Trust Company et al, dated December 1, 1919, for any one or more of the purposes for which bonds may be issued under the provisions of said mortgage, (2) the issue of notes, debentures or bonds under and the execution of a collateral trust agreement to secure the same, and (3) the covenants, agreements and form relating to such obligations and to such collateral trust agreement, the issue of such obligations, the giving of additional security for such mortgage bonds and the giving of any security for the collateral trust obligations, and the terms, manner of sale, pledging or other disposition of any obligations authorized to be issued.
- VI. To take or authorize appropriate action concerning applications to the Interstate Commerce Commission, Reconstruction Finance Corporation and other governmental agencies in relation to the subject matter in any of the articles in this call or any orders, decrees or other action thereon.
- VII. To take or authorize appropriate action concerning a modification of the Agreement dated October 6, 1932, for the maintenance and operation of the Concord & Portsmouth Railroad made necessary by a proposed relocation of the last named railroad in Portsmouth, New Hampshire.
- VIII. To take or authorize action incidental to any of the foregoing articles or on any other matter that may properly come before the meeting.

By order of the Directors,

ARTHUR B. NICHOLS, *Clerk.*

Boston, Massachusetts
February 28, 1939.

The Board of Directors earnestly hopes you will find it convenient to be present at the above meeting or if that is not possible, that you will arrange for a representative to vote your stock.

To the Stockholders
On behalf of
for the year ended

Operating Revenue
Operating Expenses

Net Revenue from
Railway Tax Accruals

Railway Operating
Equipment and Jt.

Net Railway Operating
Other Income

Total Income

Deductions:
Rentals Payment
Interest on Debt
Other Deductions

Net Income (Deficit)

Income Applied to

Balance (Deficit)

D Indicates decrease.

The number
1938, including
Stock, was 1,046.
Beginning
Company's bonds
bonds without li
and multiples th

Funded Debt
crease of \$2,07
\$33,169,000.00
outstanding in

New Issues:
Contract—Gen
Contract—A. C
Contract—Yell
Contract—New
Contract—New

Total Increase

To the Stockholders of Boston and Maine Railroad:

On behalf of the Board of Directors there is submitted herewith the report for the year ended December 31, 1938.

INCOME ACCOUNT — CONDENSED

	1938	Increase or Decrease	Per Cent
Operating Revenue.....	\$40,193,026 27	D \$6,179,666 74	13.33
Operating Expenses.....	32,754,834 02	D 1,859,270 10	5.37
Net Revenue from Operation.....	\$ 7,438,192 25	D \$4,320,396 64	36.74
Railway Tax Accruals.....	3,708,285 22	854,164 65	29.93
Railway Operating Income.....	\$ 3,729,907 03	D \$5,174,561 29	58.11
Equipment and Jt. Fac. Rents—Net Dr.....	2,475,740 31	120,141 57	5.10
Net Railway Operating Income.....	\$ 1,254,166 72	D \$5,294,702 86	80.85
Other Income.....	1,177,254 81	D 22,950 26	1.91
Total Income.....	\$ 2,431,421 53	D \$5,317,653 12	68.62
Deductions:			
Rentals Payment.....	\$ 1,253,868 08	\$ 3,463 94	.28
Interest on Debt.....	6,070,530 35	D 49,849 81	.81
Other Deductions.....	206,649 61	30,580 12	17.37
Net Income (Deficit)	\$ 5,099,626 51	D \$5,301,847 37	—
Income Applied to Sinking and Other Reserve Funds	\$ 53,650 85	\$ 23,241 26	76.43
Balance (Deficit)	\$ 5,153,277 36	D \$5,325,088 63	—

D Indicates decrease.

CAPITAL STOCK

The number of shares of Capital Stock of all classes outstanding December 31, 1938, including full-paid negotiable receipts for subscriptions to Prior Preference Stock, was 1,046,113 shares, of a par value of \$104,611,300.

Beginning January 1, 1934, and until January 1, 1940, holders of this Company's bonds of Series Q to GG, inclusive, have the right to exchange such bonds without limit for Prior Preference stock, dollar for dollar, in amounts of \$500 and multiples thereof.

CHANGES IN FUNDED DEBT

Funded Debt on December 31, 1938, amounted to \$149,316,916.49, a decrease of \$2,077,641.93 since December 31, 1937. Of the total Funded Debt, \$33,169,000.00 is owned by the Railroad, leaving a balance of \$116,147,916.49 outstanding in the hands of the public.

New Issues:

Contract—General Motors Accept. Corporation.....	\$202,500 00
Contract—A. C. F. Motors.....	63,984 00
Contract—Yellow Mfg. Co.....	19,615 15
Contract—New York State E. G. C. Valley Falls.....	43,175 30
Contract—New York State E. G. C. Hoosic Falls.....	28,349 89
Total Increase.....	\$357,624 34

Matured Funded Debt Paid Off:

B. & M. R.R. Series N. N. 3% Bonds paid Jan. 1.....	\$200,000 00
Equipment Trust No. 3, 6% Trust Certificate paid June 1.....	141,000 00
Equipment Trust No. 4, 4½% Trust Certificate paid Apr. 1.....	125,000 00
Equipment Trust No. 5, 5% Trust Certificate paid May 1.....	114,000 00
Equipment Trust No. 6, 4% Trust Certificate paid June-Dec. 1..	176,000 00
Equipment Trust No. 7, 3½% Trust Certificate paid Dec. 1.....	300,000 00
Collateral Notes Series A 4% paid Mar. and Sept. 15.....	102,000 00
Collateral Notes Series B 4% paid Mar. and Sept. 15.....	248,000 00
Collateral Notes Series C 4% paid June and Dec. 1.....	172,000 00
Collateral Notes Series D 4% paid Apr. 15.....	200,000 00
Contract—Electro Motive Corp.....	1,721 54
Contract—General Motors Acceptance Corp.....	39,000 00
Contract—A. C. F. Motors.....	6,665 00
Contract—Yellow Mfg. Co.....	1,951 15
Contract—Bethlehem Steel Corporation.....	270,000 00
Contract—Lima Loco. Works.....	84,166 68
Contract—Baldwin Loco. Works.....	105,416 64
Contract—Pullman Standard Car Mfg. Co.....	135,160 82
Contract—General Motors Acceptance Corp.....	10,546 95
Contract—New York State E. G. C. Hoosick, N. Y.....	1,096 61
Contract—New York State E. G. C. Glenville, N. Y.....	224 12
Contract—New York State E. G. C. Melrose, N. Y.....	130 32
Contract—New York State E. G. C. Pittstown, N. Y.....	1,108 52
Contract—New York State E. G. C. Halfmoon, N. Y.....	22 40
Contract—New York State E. G. C. Rotterdam, N. Y.....	55 52
Total Decrease.....	\$2,435,266 27
Net Decrease as above.....	\$2,077,641 93

FEDERAL VALUATION

By an order of the Interstate Commerce Commission dated July 12, 1930, received February 13, 1931, the final value for rate-making purposes of the Boston and Maine System (excluding the St. Johnsbury & Lake Champlain Railroad and the Montpelier & Wells River Railroad) is fixed at \$230,897,118 as of June 30, 1914. This value brought up to date by adding the net Additions and Betterments since June 30, 1914, makes the value December 31, 1938, \$299,598,069. This does not include value of non-carrier property.

PASSENGER REVENUES

Passenger revenues decreased \$462,114.91 or 6.16% below 1937 but were larger than for any other year since 1932. Several circumstances affected the results. In the early part of the year, unusually light snowfall curtailed the operation of special winter sports service. The failure of the general business revival, which was felt in increasing degree as the year went on, materially affected passenger travel. A decision of the Interstate Commerce Commission in Ex Parte 123 authorized a maximum one-way coach fare of 2½¢ per mile instead of 2¢ on railroads in the eastern territory, the increase becoming effective on July 25th. At the same time, this company established a consecutive three day round trip fare of 2¢ per mile to meet the short haul competition in our territory but it is impossible to measure accurately the effect of these changes in rates. In the latter part of September the disastrous flood and hurricane (the effects of which are referred to elsewhere in this report) caused a disruption of service which was not wholly overcome for many weeks.

Milk revenues decreased \$137,662.52 or 11.24% below 1937. To a considerable degree, loss of revenue occurred because of decreased consumption which inevitably occurs along with depressed economic and employment conditions, and

the substitution by our patrons. Present is threatened to requirements

The recession throughout each of those in general business showing in the

On March decision on the increase in freight full, but authorized with such commodities, lumber, etc., ton was authorized beyond those these higher rate of about 8

Tariffs with other Eastern and above the service when date, or since

While business development Boston and for several years ing or warehousing of new business

During the in industrial consideration

Reference 1937 and the effective January taxes were a first \$300 or under this agreement Board 1,714 Boston provisions of pension allowance

the substitution of milk distributed free as "welfare" milk for milk ordinarily sold by our patrons to consumers displaced some milk traffic from the rails.

Present indications are for a stabilization of marketing conditions which had threatened to become disorganized. Close attention is being devoted to the requirements of this class of traffic.

FREIGHT REVENUES

The recession in business, beginning in the late summer of 1937 and continuing throughout the first eight months of 1938, was reflected in our revenues in each of those months. Commencing with October, there was an improvement in general business conditions, and this resulted in a somewhat more favorable showing in the latter months of the year.

On March 8, 1938, the Interstate Commerce Commission handed down its decision on the application of the railroads throughout the country for a 15% increase in freight rates (Ex Parte 123). The increase sought was not granted in full, but authority was given by the Commission for a general increase of ten per cent with certain exceptions. An increase of five per cent was allowed on such commodities as agricultural products, animals and products of animals, lumber, etc., with a similar increase in import rates. An increase of 10¢ per net ton was authorized on anthracite coal, with no increase on bituminous coal rates beyond those allowed under Ex Parte 115 in November, 1937. At the time these higher rates became effective, it was estimated that an increase in our revenue of about \$2,000,000 a year might be expected.

Tariffs were filed with the Commission by the Boston and Maine and various other Eastern carriers, effective as of August 15th, setting up a small charge, over and above the regular station-to-station freight rate, for pick-up and delivery service when this service is requested by shippers or receivers. Previous to that date, or since its inauguration in 1932, no such charge had been assessed.

INDUSTRIAL DEVELOPMENT

While business conditions during most of the year were not favorable to industrial development, progress has been made in securing new industries in Boston and Maine territory. A number of buildings which had been vacant for several years have been purchased or rented on long term leases for manufacturing or warehousing purposes, producing in the aggregate a substantial amount of new business for the Railroad.

During the last quarter of the year there was a noticeable revival of interest in industrial development or expansion and several important projects are under consideration which, it is hoped, will be consummated in 1939.

TAXES

Reference was made in the 1937 Report to the Railroad Retirement Act of 1937 and the Carriers' Taxing Act of 1937 which became law in June, 1937, effective January 1, 1937. There was no change during 1938 in the law and taxes were assessed against employer and employee at the rate of 2¾% on the first \$300 of each employee's monthly earnings. Taxes against the Railroad under this act were \$587,581.79. Up to December 31, 1938, the Railroad Retirement Board, created to administer the act, had granted annuities to a total of 1,714 Boston and Maine employees, and in addition had taken over under the provisions of the Retirement Act 570 former employees who had been receiving pension allowances from the Railroad.

The Social Security Act, referred to in previous reports, during the year 1938 taxed the carriers at the rate of 3% of the total 1938 payroll, an increase of 1% over the previous year. The tax levied for this purpose was \$654,533.03.

On June 25, 1938, an Act of Congress established an unemployment insurance system for individuals employed by certain employers engaged in interstate commerce. This new law becomes effective July 1, 1939, and the provisions of the Social Security Act formerly administered by the individual states will be taken from their jurisdiction and administered by the Railroad Retirement Board, the rate of taxation remaining the same.

OPERATING RESULTS

The September floods and hurricane caused losses in revenue and increases in operating expenses which so distort the 1938 figures that comparisons of the year's operations with those of previous years generally have little value.

Between September 20th and October 23rd freight was detoured over various routes. The detour from Mechanicville via Rouses Point, Montreal and Portland to Boston was continued until October 1st when the Fitchburg Division west of Greenfield was opened up and the bulk of the traffic routed from Mechanicville via Greenfield to White River Junction and thence to Boston. Some of this traffic was detoured from Bellows Falls over the Cheshire Branch to South Ashburnham, as well as over the Boston & Albany Railroad from Springfield, until October 23rd when operation on the Fitchburg Division was resumed east of Greenfield.

The primary index of efficiency in freight train operation is gross ton miles per train hour and the year 1937 produced an all-time high for this factor — 26,675. In 1938, notwithstanding the substantial shrinkage of 13.1% in volume of freight traffic, the gross ton miles per train hour were only 4.3% less than in the record year.

The consumption of locomotive fuel per 1,000 gross ton miles was 0.4% less in 1938 than in 1937. This result was produced through close supervision of purchases and use of fuel and the benefits should be even more marked in a period of increasing traffic.

Another efficiency index that has not been stressed previously is the ever increasing average miles per serviceable locomotive day. During the year 1932 this figure for freight locomotives was 71.9 miles; this increased in 1938 to 90.8 miles or 26.3%. Roughly this means that 80 freight locomotives will now do the work for which 100 locomotives were required seven years ago.

In passenger service in 1932 the mileage per serviceable locomotive day was 108.3 and this has progressively increased to 117.7 miles in 1938 or about 9%.

FLOOD AND HURRICANE DAMAGE

On September 21st winds of hurricane velocity caused serious damage to railroad property. Fallen poles, wires, trees and parts of structures temporarily blocked practically all lines. Railroad power, signal and communication lines sustained extensive damage. Heavy building damage occurred to shops at Concord, N. H., dock properties at Boston, Mass., and engine houses at various points including those at Stoneham and Bedford, Mass., which were completely demolished. Many crossing gates and signals were blown down.

Extensive flood damage occurred on lines of the Fitchburg and New Hampshire Divisions, with lesser damage on the Portland and Terminal Divisions. Records show damage sustained at more than 300 separate locations. 27 bridges or culverts were destroyed or damaged. There were 206 major wash-

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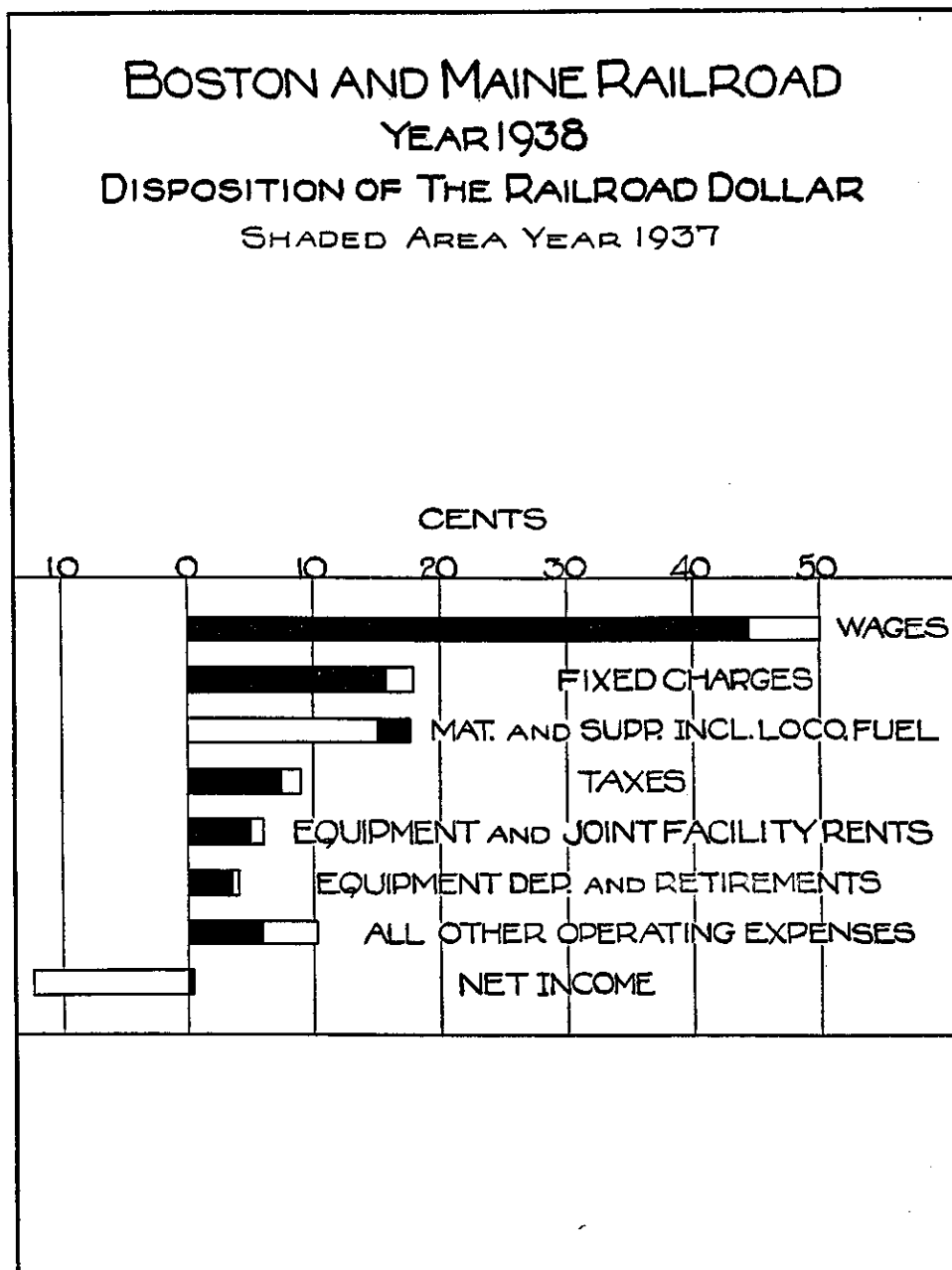
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A new passenger line at Cambridge, together with the last change in location of volume of travel has

The construction of the Piscataqua River and Maine and New Hampshire Bridge Authority with highway authority provides

From the standpoint of a railroad, the development of the area is not limited to its industrial development. The excellent rail facilities

Your manager: the Association of territory, through of moving picture the various problem industry.

Through the series of discussions employees having our facilities shall

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February 28, 19

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ments, and the construction of a warm-room at Mystic Docks in Boston for the protection of perishable shipments moving by rail and water.

Automatic stokers have been provided in the power plants at Billerica, Mass., and Mechanicville, N. Y.

A new passenger station was constructed on the northeast side of the main line at Cambridge, Mass. The old station on the opposite side of the main line, together with the land on which it stood, was sold at a satisfactory price. The change in location of the station appears to have had a stimulating effect on the volume of travel handled at that point.

The construction of a joint railroad and highway toll bridge across the Piscataqua River at Portsmouth, N. H., is under way. The Legislatures of Maine and New Hampshire have set up The Maine-New Hampshire Interstate Bridge Authority with the approval of Congress to build and operate this structure with highway approaches. An agreement between the Railroad and the Authority provides for railroad use of the bridge on an annual rental basis.

From the standpoint of this company, the bridge is important as it replaces a railroad wooden structure of high maintenance cost which has been a deterrent to development of the Piscataqua River. The Railroad's interest in the matter is not limited to its actual use of the new bridge, but is also concerned with industrial development of this area where deep water, reasonably priced land and excellent rail facilities exist.

Your management has been active during the past year, in cooperation with the Association of American Railroads, in presenting to the people in its territory, through the medium of public addresses by its officers, exhibitions of moving pictures and Vocafilm slides and through well-considered publicity, the various problems — both national and local — which confront the railroad industry.

Through the medium of meetings and carefully prepared printed matter a series of discussions for the interchange of ideas has been and is being held with employees having contact with the general public, to the end that those using our facilities shall be courteously and efficiently served.

The Directors record, with deep regret, the death on April 13, 1938, of their fellow member, Frank P. Carpenter, of Manchester, N. H. Elected to the Board on October 8, 1913, he had served continuously for nearly a quarter of a century, and during that time his sound judgment, long experience, wide acquaintance and business connections were of great value to your company.

The Board makes grateful acknowledgment to shippers and passengers of the goodwill they have evidenced throughout the year, and expresses to the company's officers and employees its appreciation of their continued loyalty, diligence and efficiency.

By order of the Board of Directors,



President.

February 28, 1939.

CONDENSED GENERAL BALANCE SHEET — Assets

	Dec. 31, 1938	Dec. 31, 1937
ROAD AND EQUIPMENT		
Investment in Road.....	\$183,815,285 86	\$185,075,839 38
Investment in Equipment.....	54,835,732 71	56,896,383 77
<i>Total</i>	<i>\$238,651,018 57</i>	<i>\$241,972,223 15</i>
Improvements on Leased Railway Property†.....	16,277,361 83	16,242,929 58
Deposits in Lieu of Mortgaged Property Sold.....	644,253 53	635,498 58
Miscellaneous Physical Property.....	2,560,881 73	2,565,163 85
Investments in Affiliated Companies.....	5,014,498 93	5,063,982 34
Other Investments.....	2,553,986 66	2,887,450 72
<i>Total Investments</i>	<i>\$265,702,001 25</i>	<i>\$269,367,248 22</i>
CURRENT ASSETS		
Cash.....	\$2,471,305 00	\$1,453,399 46
Cash in Transit—Agents' Remittances.....	293,531 74	243,511 99
Time Drafts and Deposits.....	53,000 00	53,000 00
Special Deposits.....	829,712 90	320,315 87
Loans and Bills Receivable.....	666 68	892 64
Traffic and Car Service Balances Receivable.....	722,333 37	625,329 40
Net Balance Receivable from Agents and Conductors.....	574,051 34	490,073 70
Miscellaneous Accounts Receivable.....	1,812,021 74	1,483,128 31
Material and Supplies.....	3,072,205 67	3,975,607 65
Interest and Dividends Receivable.....	86,158 33	91,937 50
Rents Receivable.....	139,160 00	140,690 00
Other Current Assets.....	5,321 66	4,308 09
<i>Total Current Assets</i>	<i>\$10,059,468 43</i>	<i>\$8,882,194 61</i>
DEFERRED ASSETS		
Working Fund Advances.....	\$9,853 06	\$9,452 63
Insurance and Other Funds.....	1,087,054 44	530,736 53
Other Deferred Assets.....	825,366 21	863,588 56
<i>Total Deferred Assets</i>	<i>\$1,922,273 71</i>	<i>\$1,403,777 72</i>
UNADJUSTED DEBITS		
Insurance Premiums Paid in Advance.....	\$53,269 55	\$60,622 83
Discount on Funded Debt.....	2,780,092 96	2,960,129 60
Other Unadjusted Debits.....	1,314,726 00	2,025,961 32
Securities Issued or Assumed — Unpledged.....	741,000 00	5,311,000 00
Securities Issued or Assumed — Pledged.....	31,670,000 00	27,000,000 00
<i>Total Unadjusted Debits</i>	<i>\$36,559,088 51</i>	<i>\$37,357,713 75</i>
<i>Grand Total</i>	<i>\$314,242,831 90</i>	<i>\$317,010,934 30</i>

†Does not include improvements on property of affiliated companies nor on leased roads when leases provide for current settlement.

CONDENSED

Common Stock — 39
Preferred Stock — 31
First Preferred Stock
Prior Preference Stock

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The Peterborough
July 1, 1941.

D Indicates Debit B.

CONDENSED GENERAL BALANCE SHEET — Liabilities

ets

	31, 1937	Dec. 31, 1938	Dec. 31, 1937
CAPITAL STOCK			
Common Stock — 395,051 Shares.....		\$39,505,100 00	\$39,505,100 00
Preferred Stock — 31,498 Shares.....		3,149,800 00	3,149,800 00
First Preferred Stock — 388,179 Shares.....		38,817,900 00	38,817,900 00
Prior Preference Stock (Includes Negotiable Receipts).....		23,138,500 00	23,138,500 00
<i>Total Capital Stock.....</i>		<i>\$104,611,300 00</i>	<i>\$104,611,300 00</i>
Stock Liability for Conversion.....		3,000 00	3,000 00
Premiums on Capital Stock.....		4,227,040 14	4,227,040 14
<i>Total Capital Stock and Premiums.....</i>		<i>\$108,841,340 14</i>	<i>\$108,841,340 14</i>
Grants in aid of Construction.....		\$17,252 22	\$17,252 22
LONG TERM DEBT			
Funded Debt Unmatured.....		\$146,324,500 00	\$148,102,500 00
Miscellaneous Obligations.....		2,992,416 49	3,292,058 42
<i>Total Long Term Debt.....</i>		<i>\$149,316,916 49</i>	<i>\$151,394,558 42</i>
CURRENT LIABILITIES			
Loans and Bills Payable.....		\$15,063,834 81	\$13,069,437 00
Traffic and Car Service Balances Payable.....		2,162,855 86	1,790,006 47
Audited Accounts and Wages Payable.....		4,949,731 89	2,218,501 31
Miscellaneous Accounts Payable.....		482,669 34	439,408 05
Interest Matured Unpaid.....		396,914 50	394,537 00
Dividends Matured Unpaid.....		12,972 31	13,734 06
Funded Debt Matured Unpaid.....		800 00	2,300 00
Unmatured Interest Accrued.....		1,357,310 72	1,342,109 26
Unmatured Rents Accrued.....		161,756 30	178,727 30
Other Current Liabilities.....		914 17	340 22
<i>Total Current Liabilities.....</i>		<i>\$24,589,759 90</i>	<i>\$19,449,100 67</i>
DEFERRED LIABILITIES			
Due to Leased Roads at Expiration of Leases.....		\$209,988 70	\$209,988 70
Other Deferred Liabilities.....		34,790 97	125,152 72
<i>Total Deferred Liabilities.....</i>		<i>\$244,779 67</i>	<i>\$335,141 42</i>
UNADJUSTED CREDITS			
Tax Liability.....		\$939,639 09	\$781,437 52
Insurance and Casualty Reserves.....		805,909 84	822,498 86
Accrued Depreciation — Road.....		196,872 61	192,383 65
Accrued Depreciation — Equipment.....		22,191,253 09	22,703,671 41
Accrued Depreciation — Miscellaneous Physical Property.....		668,654 68	634,345 83
Other Unadjusted Credits.....		1,228,822 40	593,677 88
<i>Total Unadjusted Credits.....</i>		<i>\$26,031,151 71</i>	<i>\$25,728,015 15</i>
CORPORATE SURPLUS			
Additions to Property through Income since June 30, 1907.....		\$2,431,791 72	\$2,419,305 65
Funded Debt Retired through Income and Surplus.....		3,848,000 00	3,848,000 00
Miscellaneous Fund Reserves.....		377,883 05	745,980 05
<i>Total Appropriated Surplus.....</i>		<i>\$6,657,674 77</i>	<i>\$7,013,285 70</i>
Profit and Loss — Balance.....	D	1,456,043 00	4,232,240 58
<i>Total Corporate Surplus.....</i>		<i>\$5,201,631 77</i>	<i>\$11,245,526 28</i>
<i>Grand Total.....</i>		<i>\$314,242,831 90</i>	<i>\$317,010,934 30</i>

BONDS GUARANTEED

The St. Johnsbury and Lake Champlain R.R. Co. First Mortgage 5% Bonds due March 1, 1944.....	\$1,328,000 00
Concord & Claremont, N. H., R.R. First Mortgage 5% Bonds, due January 1, 1944.....	500,000 00
The Peterborough and Hillsborough R.R. First Mortgage 4½% Bonds due July 1, 1941, owned by Boston and Maine Railroad.....	100,000 00
	\$1,928,000 00

D Indicates Debit Balance.

INCOME ACCOUNT

	Year Ended Dec. 31, 1938	Increase or Decrease	Per cent
TRANSPORTATION REVENUE,			
Freight.....	\$27,612,164 20	D \$4,626,507 32	14.35
Passenger.....	7,039,572 50	D 462,114 91	6.16
Excess Baggage.....	8,188 47	D 1,249 40	13.24
Mail.....	1,344,205 79	D 117,099 39	8.01
Express.....	582,665 74	D 233,365 98	28.60
Other Passenger Train.....	277,251 08	D 35,036 10	11.22
Milk.....	1,086,913 27	D 137,662 52	11.24
Switching.....	505,343 07	D 81,727 33	13.92
Water Transfers — Freight.....	7,323 14	563 83	8.34
Total Transportation Revenue.....	\$33,463,627 26	D \$5,694,199 12	12.90
INCIDENTAL REVENUE,			
Dining and Buffet.....	\$64,352 00	D \$9,104 01	12.39
Hotel and Restaurant.....	4,427 35	D 9,338 84	67.84
Station and Train Privileges.....	178,066 89	2,482 75	1.41
Parcel Room.....	15,446 73	D 2,352 86	13.22
Storage — Freight.....	108,716 66	D 5,068 95	4.45
Storage — Baggage.....	2,523 98	D 100 10	3.81
Demurrage.....	122,986 53	D 49,591 14	28.74
Telegraph and Telephone.....	16,006 60	D 763 74	4.55
Grain Elevator.....	613 73	D 78,102 50	99.22
Power.....	49,262 60	D 3,260 75	6.21
Rents of Buildings and Other Property.....	547,042 85	D 82,398 62	13.09
Miscellaneous.....	450,633 50	D 228,426 21	33.64
Total Incidental Revenue.....	\$1,560,079 42	D \$466,014 97	23.00
Joint Facility — Cr.....	\$171,676 92	D \$18,149 57	9.56
Joint Facility — Dr.....	2,357 33	1,303 08	123.00
Total Joint Facility Operating Revenue.....	\$169,319 59	D \$19,452 65	10.30
Total Operating Revenues.....	\$40,193,026 27	D \$6,179,666 74	13.33
OPERATING EXPENSES,			
Maintenance of Way and Structures.....	\$6,390,631 08	\$202,519 08	3.27
Maintenance of Equipment.....	6,168,922 02	D 1,069,685 54	14.78
Traffic.....	777,623 26	D 25,465 03	3.17
Transportation.....	17,550,013 95	D 717,756 58	3.93
Miscellaneous Operations.....	89,187 98	D 115,605 50	56.45
General.....	1,783,546 86	D 138,944 78	7.23
Transportation for Investment — Cr.....	5,091 13	D 5,668 25	52.68
Total Operating Expenses.....	\$32,754,834 02	D \$1,859,270 10	5.37
Operating Ratio.....	(81.49%)	(6.84%)	
Net Operating Revenue.....	\$7,438,192 25	D \$4,320,396 64	36.74
TAX ACCRUALS.....	\$3,708,285 22	\$854,164 65	29.93
Operating Income (carried forward).....	\$3,729,907 03	D \$5,174,561 29	58.11

D Indicates decrease.

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INCOME ACCOUNT — *Concluded*

or se	Per cent
07 32	14.35
14 91	6.16
49 40	13.24
99 39	8.01
65 98	28.60
36 10	11.22
62 52	11.24
727 33	13.92
563 83	8.34
199 12	12.90
104 01	12.39
338 84	67.84
482 75	1.41
352 86	13.22
058 95	4.45
100 10	3.81
0591 14	28.74
763 74	4.55
3,102 50	99.22
3,260 75	6.21
3,398 62	13.09
3,426 21	33.64
6,014 97	23.00
3,149 57	9.56
1,303 08	123.60
9,452 65	10.30
9,66	13.33
2,519 08	3.27
9,685 54	14.78
5,465 03	3.17
7,756 58	3.93
5,605 50	56.45
38,944 78	7.23
5,668 25	52.68
59,270 10	5.37
84%)	
20,396 64	36.74
54,164 65	29.93
74,561 29	58.11

	Year Ended Dec. 31, 1938	Increase or Decrease	Per cent
<i>Operating Income (brought forward)</i>	\$3,729,907 03	D \$5,174,561 29	58.11
Rent from Locomotives.....	\$8,736 03	D \$12,545 30	58.95
Rent from Passenger Train Cars.....	279,031 00	D 37,933 24	11.97
Rent from Work Equipment.....	23,175 81	D 16,356 60	41.38
Joint Facility Rent Income.....	347,005 65	D 6,457 27	1.83
<i>Total Rent Income</i>	\$657,948 49	D \$73,292 41	10.02
Hire of Freight Cars — Debit Balance.....	\$2,203,284 89	\$55,734 63	2.60
Rent for Locomotives.....	8,329 14	D 801 43	8.78
Rent for Passenger Train Cars.....	422,756 03	D 8,864 86	2.05
Rent for Floating Equipment.....	1,280 94	D 2,430 36	65.49
Rent for Work Equipment.....	25,532 89	D 17,177 31	205.58
Joint Facility Rents.....	472,504 91	D 13,966 13	2.87
<i>Total Rents Payable</i>	\$3,133,688 80	\$46,849 16	1.52
<i>Net Rents Payable</i>	\$2,475,740 31	\$120,141 57	5.10
<i>Net Railway Operating Income</i>	\$1,254,166 72	D \$5,294,702 86	80.85
OTHER INCOME			
Income from Lease of Road and Equipment.....	\$327,505 00	\$8,897 15	2.79
Miscellaneous Rent Income.....	325,343 71	10,074 04	3.20
Miscellaneous Nonoperating Physical Property.....	76,220 59	1,440 75	1.93
Dividend Income.....	62,072 50	D 22,091 45	26.25
Income from Funded Securities.....	115,039 52	D 5,992 79	4.95
Income from Unfunded Securities and Accounts.....	183,892 61	D 41,178 00	18.30
Income from Sinking and Other Reserve Funds.....	54,788 35	27,594 60	101.47
Miscellaneous Income.....	32,392 53	D 1,694 56	4.97
<i>Total Other Income</i>	\$1,177,254 81	D \$22,950 26	1.91
<i>Total Income</i>	\$2,431,421 53	D \$5,317,653 12	68.62
MISCELLANEOUS DEDUCTIONS FROM INCOME,			
Miscellaneous Rents.....	\$10,722 33	\$3,565 34	49.82
Miscellaneous Tax Accruals.....	16,188 00	D 12,698 44	43.96
Separately Operated Properties — Loss.....	65,000 00	47,504 47	271.52
Miscellaneous Income Charges.....	10,582 97	D 1,484 97	12.31
<i>Total Miscellaneous Deductions</i>	\$102,493 30	\$36,886 40	56.22
<i>Income Available for Fixed Charges</i>	\$2,328,928 23	D \$5,354,539 52	69.69
FIXED CHARGES,			
Rent for Leased Roads.....	\$1,243,145 75	D \$101 40	0.01
Interest on Funded Debt.....	5,444,303 96	D 110,973 13	2.00
Interest on Unfunded Debt.....	626,226 39	61,123 32	10.82
Amortization of Discount on Funded Debt.....	114,878 64	D 2,740 94	2.33
<i>Total Fixed Charges</i>	\$7,428,554 74	D \$52,692 15	0.70
<i>Net Income (Deficit)</i>	\$5,099,626 51	D \$5,301,847 37	—
Income Applied to Sinking and Other Reserve Funds.....	\$53,650 85	\$23,241 26	76.43
<i>Total Appropriations of Net Income</i>	\$53,650 85	\$23,241 26	76.43
<i>Balance Transferred to Profit and Loss (Deficit)</i> ..	\$5,153,277 36	D \$5,325,088 63	—

D Indicates decrease.

OPERATING EXPENSES

	Year Ended Dec. 31, 1938	Increase or Decrease
MAINTENANCE OF WAY AND STRUCTURES		
Superintendence.....	\$441,297 14	\$18,780 31
Roadway Maintenance.....	934,437 62	478,701 48
Tunnels and Subways.....	17,819 39	2,096 54
Bridges, Trestles and Culverts.....	483,019 24	290,655 74
Ties.....	436,261 78	D 194,253 39
Rails.....	101,156 93	D 179,066 08
Other Track Material.....	232,304 86	D 120,252 36
Ballast.....	74,470 34	D 12,387 33
Track Laying and Surfacing.....	1,578,993 54	D 35,861 03
Fences, Snowsheds and Signs.....	29,803 23	D 5,547 48
Station and Office Buildings.....	332,372 98	D 27,426 86
Station and Office Buildings — Depreciation.....	4,488 96	—
Roadway Buildings.....	16,922 91	D 3,326 97
Water Stations.....	44,011 25	2,727 90
Fuel Stations.....	26,115 26	D 27 59
Shops and Enginehouses.....	216,651 00	18,336 89
Grain Elevators.....	11,535 34	D 7,310 55
Storage Warehouses.....	483 91	D 1,163 37
Wharves and Docks.....	42,533 48	D 21,399 72
Coal and Ore Wharves.....	36,405 01	8,014 52
Telegraph and Telephone Lines.....	41,211 05	8,567 88
Signals and Interlockers.....	536,692 51	D 48,483 06
Power Plants.....	1,673 54	490 62
Power Transmission Systems.....	33,823 55	1,969 12
Miscellaneous Structures.....	353 65	D 206 26
Roadway Machines.....	53,298 53	D 23,813 74
Small Tools and Supplies.....	78,417 90	D 44,130 24
Removing Snow, Ice and Sand.....	320,678 91	198,278 46
Public Improvements — Maintenance.....	76,377 49	D 82,795 13
Injuries to Persons.....	45,758 08	D 2,899 00
Insurance.....	16,243 69	D 6,127 74
Stationery and Printing.....	4,278 94	D 2,298 43
Other Expenses.....	581 78	502 71
Maintaining Joint Tracks, Yards and Other Facilities — Dr.....	170,487 93	D 14,210 66
Maintaining Joint Tracks, Yards and Other Facilities — Cr.....	50,330 64	D 6,936 50
Right of Way Expenses.....	—	D 552 60
Total Maintenance of Way and Structures.....	\$6,390,631 08	\$202,519 08
MAINTENANCE OF EQUIPMENT		
Superintendence.....	\$305,296 35	D \$17,013 69
Shop Machinery.....	102,295 01	D 62,750 24
Power Plant Machinery.....	27,287 59	224 87
Steam Locomotives — Repairs.....	2,324,942 06	D 419,436 76
Other Locomotives — Repairs.....	69,197 23	D 2,392 75
Freight-Train Cars — Repairs.....	789,555 50	D 268,338 56
Passenger-Train Cars — Repairs.....	669,092 69	D 215,912 56
Work Equipment — Repairs.....	138,691 99	D 44,044 35
Miscellaneous Equipment — Repairs.....	10,504 89	253 86
Equipment — Retirements.....	43,288 80	3,016 50
Equipment — Depreciation.....	1,600,376 68	D 5,917 34
Injuries to Persons.....	36,544 79	1,713 05
Insurance.....	7,021 18	D 5,023 13
Stationery and Printing.....	4,493 13	D 1,684 16
Other Expenses.....	1,057 30	D 1,414 49
Maintaining Joint Equipment at Terminals — Dr.....	42,161 11	D 31,561 45
Maintaining Joint Equipment at Terminals — Cr.....	2,884 28	D 645 65
Total Maintenance of Equipment.....	\$6,168,922 02	D \$1,069,635 54

D Indicates decrease.

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OPERATING EXPENSES — Continued

	Year Ended Dec. 31, 1938	Increase or Decrease
TRAFFIC		
Superintendence.....	\$296,115 13	D \$11,746 21
Outside Agencies.....	266,082 51	D 6,798 64
Advertising.....	129,408 25	D 5,080 95
Traffic Associations.....	28,254 01	D 77 42
Industrial and Immigration Bureaus.....	13,328 95	70 53
Insurance.....	296 04	55 85
Stationery and Printing.....	44,108 14	D 1,872 12
Other Expenses.....	30 23	D 16 07
<i>Total Traffic</i>	<i>\$777,623 26</i>	<i>D \$25,465 03</i>
TRANSPORTATION		
Superintendence.....	\$502,596 82	\$10,516 89
Dispatching Trains.....	189,708 94	1,644 01
Station Employees.....	2,798,727 41	D 285,269 37
Weighing, Inspection and Demurrage Bureaus.....	15,912 33	2,627 70
Coal and Ore Wharves.....	65,351 78	D 33,061 87
Station Supplies and Expenses.....	260,034 05	D 27,366 75
Yardmasters and Yard Clerks.....	430,637 47	D 10,180 26
Yard Conductors and Brakemen.....	894,376 43	D 61,180 84
Yard Switch and Signal Tenders.....	171,655 50	6,791 60
Yard Enginemen.....	465,469 52	D 60,540 50
Yard Motormen.....	90,542 43	31,275 53
Yard Switching Fuel.....	390,091 28	D 53,248 89
Water for Yard Locomotives.....	15,741 90	D 904 07
Lubricants for Yard Locomotives.....	12,076 39	D 1,663 52
Other Supplies for Yard Locomotives.....	7,017 09	D 950 71
Enginehouse Expenses — Yard.....	106,519 87	D 2,466 43
Yard Supplies and Expenses.....	47,282 60	D 3,787 27
Operating Joint Yards and Terminals — Dr.....	976,494 93	D 12,219 79
Operating Joint Yards and Terminals — Cr.....	168,181 54	D 12,368 86
Train Enginemen.....	1,764,736 40	D 26,922 04
Train Motormen.....	88,434 96	D 8,107 79
Train Fuel.....	2,653,269 17	D 78,326 52
Train Power Purchased.....	101,289 79	D 6,247 92
Water for Train Locomotives.....	121,447 69	D 6,337 33
Lubricants for Train Locomotives.....	73,138 22	D 1,870 90
Other Supplies for Train Locomotives.....	36,645 05	D 6,011 94
Enginehouse Expenses — Train.....	628,043 08	15,111 49
Trainmen.....	2,319,222 93	10,945 98
Train Supplies and Expenses.....	772,097 96	D 55,896 18
Signal and Interlocker Operation.....	458,021 14	1,989 06
Crossing Protection.....	723,965 59	24,111 11
Drawbridge Operation.....	27,134 49	1,430 72
Telegraph and Telephone Operation.....	42,533 46	D 638 12
Operating Floating Equipment.....	8,440 01	D 884 88
Stationery and Printing.....	69,808 37	D 16,589 68
Other Expenses.....	15,029 30	2,643 56
Operating Joint Tracks and Facilities — Dr.....	25,266 09	D 74 45
Operating Joint Tracks and Facilities — Cr.....	41,532 00	265 27
Insurance.....	6,152 56	D 2,386 23
Clearing Wrecks.....	28,500 82	D 3,410 21
Damage to Property.....	13,156 84	D 4,039 27
Damage to Live Stock on Right-of-Way.....	1,542 65	D 194 83
Loss and Damage — Freight.....	207,351 89	D 7,871 02
Loss and Damage — Baggage.....	2,162 74	823 15
Injuries to Persons.....	132,099 55	D 61,821 49
<i>Total Transportation</i>	<i>\$17,550,013 95</i>	<i>D \$717,756 58</i>

D Indicates decrease.

OPERATING EXPENSES — Concluded

	Year Ended Dec. 31, 1938	Increase or Decrease
MISCELLANEOUS OPERATIONS		
Dining and Buffet Service.....	\$86,613 74	D \$14,875 81
Hotel and Restaurants.....	5,729 40	D 9,250 26
Grain Elevators.....	3,316 56	D 91,473 90
Other Miscellaneous Operations.....	161 40	D 5 53
<i>Total Miscellaneous Operations.....</i>	<i>\$89,187 98</i>	<i>D \$115,605 50</i>
GENERAL		
Salaries and Expenses of General Officers.....	\$174,298 49	D \$11,115 06
Salaries and Expenses of Clerks and Attendants.....	1,220,006 24	D 18,416 43
General Office Supplies and Expenses.....	103,530 27	D 1,044 24
Law Expenses.....	144,458 85	D 4,823 97
Insurance.....	735 31	D 14 33
Pensions.....	5,090 69	D 101,017 41
Stationery and Printing.....	31,154 88	D 14,766 39
Valuation Expenses.....	23,083 78	D 4,460 54
Other Expenses.....	68,726 08	D 17,497 25
General Joint Facilities — <i>Dr.</i>	12,462 27	D 989 91
General Joint Facilities — <i>Cr.</i>		D 206 30
<i>Total General.....</i>	<i>\$1,783,546 86</i>	<i>D \$133,944 78</i>
Transportation for Investment — <i>Cr.</i>	\$5,091 13	D \$5,668 25
<i>Total Operating Expenses.....</i>	<i>\$32,754,834 02</i>	<i>D \$1,859,270 10</i>
<i>Ratio to Total Operating Revenues.....</i>	<i>(81.49%)</i>	<i>(6.84%)</i>

D Indicates decrease.

PROFIT AND LOSS ACCOUNT, DECEMBER 31, 1938

Item	Dr.	Cr.
Balance, December 31, 1937 (Credit).....		\$4,232,240 58
Debit Balance from Income Account for year 1938.....	\$5,153,277 36	
Profit on Road and Equipment Sold.....		108,897 67
Adjustment Account Bonds Reacquired.....		258,618 75
Accounting Adjustment in Connection with Insurance Reserve.....		478,233 35
Miscellaneous Credits.....		68,250 19
Loss on Retired Road and Equipment.....	1,286,149 71	
Miscellaneous Debits.....	162,856 47	
Balance, December 31, 1938 — (Debit).....		1,456,043 00
<i>Totals.....</i>	<i>\$6,602,283 54</i>	<i>\$6,602,283 54</i>
<i>Balance to next year's account (Debit).....</i>	<i>\$1,456,043 00</i>	

Road

1	Engineer
2	Land for
3	Grading
6	Bridges,
8	Ties.....
9	Rails.....
10	Other T
11	Ballast..
12	Track L
13	Fences,
15	Crossing
16	Station
17	Roadwa
18	Water
19	Fuel St
20	Shops ;
23	Wharv
26	Telegra
27	Signals
31	Power-
37	Roadw
38	Roadw
39	Public
44	Shop M
45	Power-

Equipment

51	Steam
52	Other
53	Freight
54	Passen
57	Work
58	Miscel

General Exp

76	Inter
77	Other

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ADDITIONS AND BETTERMENTS

Year Ended December 31, 1938

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314,875 81
9,250 26
91,473 90
5 53

115,605 50

\$11,115 06
18,416 43
1,044 24
4,823 97
14 38
101,017 41
14,766 39
4,460 54
17,497 25
989 91
206 30

\$138,944 78

\$5,668 25

\$59,270 10

(6.84%)

		Gross Expenditures	Net Capital Changes
Road			
1	Engineering.....	\$14,755 63	\$37,622 20
2	Land for Transportation Purposes.....	8,117 00	355,309 44
3	Grading.....	147,286 74	127,185 87
6	Bridges, Trestles and Culverts.....	176,582 74	87,041 76
8	Ties.....	1,619 28	112,317 19
9	Rails.....	4,507 39	157,234 90
10	Other Track Material.....	36,506 42	85,540 29
11	Ballast.....	1,066 28	53,247 43
12	Track Laying and Surfacing.....	5,589 58	103,857 12
13	Fences, Snowsheds and Signs.....	126 52	599 87
15	Crossings and Signs.....	—	49,253 79
16	Station and Office Buildings.....	22,107 83	222,724 26
17	Roadway Buildings.....	779 80	32,478 67
18	Water Stations.....	3,863 56	19,979 47
19	Fuel Stations.....	1,776 47	7,662 73
20	Shops and Enginehouses.....	2,370 00	40,280 51
23	Wharves and Docks.....	—	16,625 00
26	Telegraph and Telephone Lines.....	1,495 51	5,166 05
27	Signals and Interlockers.....	21,352 78	97,999 63
31	Power-Transmission Systems.....	8,070 46	3,253 37
37	Roadway Machines.....	3,506 47	3,829 06
38	Roadway Small Tools.....	50 01	56 68
39	Public Improvements—Construction.....	98,752 33	95,433 49
44	Shop Machinery.....	22,890 54	128,144 50
45	Power-Plant Machinery.....	24,453 86	5,859 19
		\$607,627 20	\$1,229,380 28
Equipment			
51	Steam Locomotives.....	\$24,276 36	\$372,605 24
52	Other Locomotives.....	281,268 83	277,402 83
53	Freight-Train Cars.....	—	1,358,163 02
54	Passenger-Train Cars.....	2,356 28	384,664 02
57	Work Equipment.....	38,212 14	226,507 12
58	Miscellaneous Equipment.....	7,635 31	3,885 51
		\$353,748 92	\$2,060,651 06
General Expenditures			
76	Interest During Construction.....	—	\$135 29
77	Other Expenditures—General.....	—	300 00
		—	\$435 29
Totals.....		\$961,376 12	\$3,290,466 63

38

Cr.

1,232,240 58

108,897 67
258,618 75

478,233 35
68,250 19

1,456,043 00

3,602,283 54

Summary

Credit:

Equipment Retired.....	\$2,414,399 98	
Land Sold and Property Retired.....	1,837,442 77	
<i>Total Retirements.....</i>	<i>\$4,251,842 75</i>	
<i>Gross Expenditures.....</i>	<i>961,376 12</i>	<i>\$3,290,466 63</i>

Distribution as follows:

Credited to Capital Accounts.....	\$3,321,204 58	
Charged to Leased Roads.....	30,737 95	\$3,290,466 63

Italics indicate credit.

CAPITAL STOCK AND FUNDED DEBT OUTSTANDING DECEMBER 31, 1938 — OWNED ROAD

CAPITAL STOCK	Amount Outstanding	Dividend Rate	Cumulative Dividends Unpaid Since †Jan. 1, 1932-*Oct. 1, 1931	Amount in Hands of the Public	Owned and Pledged as Collateral, Deposited with Trustee, or Held in Treasury* *
Prior Preference.....	\$23,133,100 00	7 %	† \$49.00 per share \$11,239,420 50	\$22,936,000 00	\$197,100 00
Prior Preference Negotiable Receipts ..	5,400 00			5,400 00	
First Preferred, Class A.....	18,860,000 00	5 %	* 36.25 per share 6,834,160 00	18,833,900 00	26,100 00
“ “ “ B.....	7,648,800 00	8 %	* 58.00 “ “ 4,436,304 00	7,648,800 00	
“ “ “ C.....	7,917,100 00	7 %	* 50.75 “ “ 4,014,477 25	7,908,700 00	8,400 00
“ “ “ D.....	4,327,000 00	10 %	* 72.50 “ “ 3,136,455 00	4,323,900 00	3,100 00
“ “ “ E.....	65,000 00	4½ %	* 32.625 “ “ 21,206 25	65,000 00	
Preferred.....	3,149,800 00	6 %	Non-cumulative	3,149,800 00	
Common.....	39,505,100 00			39,472,800 00	32,300 00
	\$104,611,300 00			\$104,344,300 00	\$267,000 00

FUNDED DEBT	Amount Outstanding	Date of Maturity	Rate		
General Mortgage Series Q.....	\$329,000 00	Feb. 2, 1940	5 %	\$245,000 00	\$84,000 00
“ “ “ R.....	2,787,000 00	May 1, 1940	5 %	2,639,000 00	148,000 00
“ “ “ S.....	500,000 00	Sept. 1, 1940	5 %	500,000 00	
“ “ “ T.....	6,641,000 00	Sept. 1, 1941	5 %	5,873,000 00	768,000 00
“ “ “ U.....	500,000 00	Nov. 1, 1941	5 %	500,000 00	
“ “ “ V.....	1,968,000 00	Mar. 1, 1942	5 %	1,897,000 00	71,000 00
“ “ “ W.....	1,670,000 00	Apr. 1, 1942	5 %	1,649,000 00	21,000 00
“ “ “ X.....	184,000 00	July 1, 1942	5 %	182,000 00	2,000 00
“ “ “.....	2,500,000 00	Aug. 1, 1942	4 %	2,156,000 00	344,000 00
“ “ Series Y.....	958,000 00	Jan. 1, 1943	5 %	958,000 00	
“ “ “ Z.....	1,541,000 00	May 1, 1943	5 %	1,538,000 00	3,000 00
“ “ Connecticut River.....	1,000,000 00	Sept. 1, 1943	4 %	961,000 00	39,000 00
“ “ “.....	6,000,000 00	Jan. 1, 1944	4½ %	5,560,000 00	440,000 00
“ “ Series AA.....	7,053,000 00	Apr. 1, 1944	5 %	6,097,000 00	956,000 00
“ “ “ BB.....	170,000 00	Apr. 1, 1944	5 %	170,000 00	
“ “ “ CC.....	612,000 00	Jan. 1, 1945	5 %	612,000 00	
“ “ “ DD.....	2,108,500 00	June 1, 1945	5 %	1,883,500 00	225,000 00
“ “ “ EE.....	507,000 00	Jan. 1, 1946	5 %	447,000 00	60,000 00
“ “ “ FF.....	804,000 00	Jan. 1, 1947	5 %	801,000 00	3,000 00
“ “ “ GG.....	375,000 00	Apr. 1, 1947	5 %	375,000 00	
“ “ “ NN.....	4,800,000 00	July 1, 1949	3 %	4,800,000 00	
“ “ “.....	5,454,000 00	July 1, 1950	3 %	5,166,000 00	288,000 00
“ “ Series KK.....	7,500,000 00	Mar. 1, 1952	5 %	—	7,500,000 00
“ “ “ IL.....	15,000,000 00	May 1, 1955	5 %	14,794,000 00	206,000 00
“ “ “ MM.....	3,600,000 00	Apr. 1, 1956	5 %	—	3,600,000 00
“ “ “ JJ.....	13,943,000 00	Apr. 1, 1961	4¾ %	13,868,000 00	75,000 00
“ “ “ LL.....	17,500,000 00	June 1, 1962	6 %	—	17,500,000 00
“ “ “ AC.....	30,942,000 00	Sept. 1, 1967	5 %	30,106,000 00	836,000 00
Total Mortgage Bonds.....	\$136,946,500 00			\$103,777,500 00	\$33,169,000 00
Equipment Trust No. 4 Trust Certificates.....	\$625,000 00	Apr. 1, 1939-43	4½ %	\$625,000 00	
“ “ “.....	684,000 00	May 1, 1939-44	5 %	684,000 00	
“ “ “.....	1,024,000 00	Jan. 1, 1939-40	4 %	1,924,000 00	

" " Connecticut River.....		1,000,000 00	Sept. 1, 1943	4 1/2 %	5,560,000 00	440,000 00
" " " Series AA.....		6,000,000 00	Jan. 1, 1944	5 %	6,097,000 00	956,000
" " " BB.....		1,000 00	Apr. 1, 1944	5 %	170,000 00	
" " " CC.....		612,000 00	Jan. 1, 1945	5 %	612,000 00	
" " " DD.....		2,108,500 00	June 1, 1945	5 %	1,883,500 00	225,000 00
" " " EE.....		507,000 00	Jan. 1, 1946	5 %	447,000 00	60,000 00
" " " FF.....		804,000 00	Jan. 1, 1947	5 %	801,000 00	3,000 00
" " " GG.....		375,000 00	Apr. 1, 1947	5 %	375,000 00	
" " " NN.....		4,800,000 00	July 1, 1949	3 %	4,800,000 00	
" " " "		5,454,000 00	July 1, 1950	3 %	5,166,000 00	288,000 00
" " " Series KK.....		7,500,000 00	Mar. 1, 1952	5 %	—	7,500,000 00
" " " " II.....		15,000,000 00	May 1, 1955	5 %	14,794,000 00	206,000 00
" " " " MM.....		3,600,000 00	Apr. 1, 1956	5 %	—	3,600,000 00
" " " " JJ.....		13,943,000 00	Apr. 1, 1961	4 3/4 %	13,868,000 00	75,000 00
" " " " LL.....		17,500,000 00	June 1, 1962	6 %	—	17,500,000 00
" " " " AC.....		30,942,000 00	Sept. 1, 1967	5 %	30,106,000 00	836,000 00
Total Mortgage Bonds.....		\$136,946,500 00			\$103,777,500 00	\$33,169,000 00
Equipment Trust No. 4 Trust Certificates.....		\$625,000 00	Apr. 1, 1939-43	4 1/2 %	\$625,000 00	
" " " " 5.....		684,000 00	May 1, 1939-44	5 %	684,000 00	
" " " " 6.....		1,924,000 00	June 1, 1939-49	4 %	1,924,000 00	
" " " " 7.....		1,770,000 00	Dec. 1, 1939-44	3 1/2 %	1,770,000 00	
Total Equipment Trust Obligations.....		\$5,003,000 00			\$5,003,000 00	
Collateral Notes Series A.....		\$553,000 00	Mar.-Sept. 15, 1939-44	4 %	\$553,000 00	
" " " " B.....		1,362,000 00	Mar.-Sept. 15, 1939-44	4 %	1,362,000 00	
" " " " C.....		860,000 00	June-Dec. 1, 1939-43	4 %	860,000 00	
" " " " D.....		1,600,000 00	Apr. 15, 1939-46	4 %	1,600,000 00	
Total Collateral Notes.....		\$4,375,000 00			\$4,375,000 00	
Contract-Electro Motive Corp.....		\$11,445 60	Sept. 11, 1941	4 %	\$11,445 60	
" " Gen. Motors Acceptance Corp.....		103,266 05	Sept. 11, 1941	4 %	103,266 05	
" " A. C. F. Motors.....		57,319 00	July 25, 1942	5 %	57,319 00	
" " Yellow Mfg. Co.....		17,664 00	Aug. 13, 1942	5 %	17,664 00	
" " Bethlehem Steel Corp.....		967,080 00	Aug. 15, 1942	4 %	967,080 00	
" " Lima Loco. Works.....		336,666 64	Jan. 1, 1943	3 1/2 %	336,666 64	
" " Baldwin Loco. Works.....		474,375 04	May 6, 1943	3 1/2 %	474,375 04	
" " Pullman Standard Car Mfgs.....		642,013 30	Sept. 1, 1943	3 %	642,013 30	
" " Gen. Motors Acceptance Corp.....		191,953 05	Aug. 1, 1946	4 %	191,953 05	
New York State E. G. C. Hoosick.....		48,250 84	July 19, 1982	4 %	48,250 84	
" " " " " Glenville.....		10,085 40	Oct. 5, 1983	4 %	10,085 40	
" " " " " Melrose.....		5,994 72	July 26, 1984	4 %	5,994 72	
" " " " " Pittstown.....		50,991 92	Oct. 17, 1984	4 %	50,991 92	
" " " " " Halfmoon.....		1,097 11	Feb. 15, 1987	4 %	1,097 11	
" " " " " Rotterdam.....		2,688 63	Nov. 8, 1987	4 %	2,688 63	
" " " " " Valley Falls.....		43,175 30	Mar. 24, 1988	4 %	43,175 30	
" " " " " Hoosick Falls.....		28,349 89	Aug. 3, 1988	4 %	28,349 89	
Total Miscellaneous Obligations.....		\$2,992,416 49			\$2,992,416 49	
Grand Total Funded Debt.....		\$149,316,916 49			\$116,147,916 49	\$33,169,000 00

**No interest accrued.

CAPITAL STOCK AND FUNDED DEBT OUTSTANDING DECEMBER 31, 1938

Leased Roads

NAME OF ROAD AND DESCRIPTION	CAPITAL STOCK	
	Amount Outstanding	Dividend Rate (Paid as rental)
Nashua and Lowell	\$800,000 00	9 %
Stony Brook	300,000 00	7 %
Wilton	240,000 00	8 1/2 %
Peterborough	385,000 00	4 %
Concord and Portsmouth	350,000 00	7 %
Pemigewasset Valley	541,500 00	6 %
Northern	3,068,400 00	6 %
Vermont and Massachusetts	3,193,000 00	6 %
Troy and Bennington	150,800 00	10 %
Connecticut and Passumpsic Rivers — Preferred	2,500,000 00	6 %
Massawippi Valley	800,000 00	6 %
Vermont Valley	1,000,000 00	—
Sullivan County	500,000 00	—
Franklin & Tilton	265,000 00	—
Peterborough and Hillsborough	45,000 00	—
Newport & Richford	350,000 00	—
Concord & Claremont, N. H.	412,400 00	—
Total Capital Stock	\$14,901,700 00	

FUNDED DEBT

	Bonds Outstanding	Date of Maturity	Rate
Peterborough and Hillsborough	\$100,000 00	July 1, 1941	4 1/2 %
Peterborough and Hillsborough	65,000 00	Apr. 30, 1887	No interest
Newport & Richford	350,000 00	Jan. 1, 1941	5 %
Connecticut and Passumpsic Rivers	1,900,000 00	Apr. 1, 1943	4 %
Concord & Claremont, N. H.	500,000 00	Jan. 1, 1944	5 %
Vermont Valley	1,500,000 00	Oct. 1, 1940	4 1/2 %
Sullivan County	357,000 00	Apr. 1, 1944	6 %
Total Funded Debt	\$4,772,000 00		

MILES OF ROAD OPERATED, DECEMBER 31, 1938

STEAM ROADS	Miles of Road Operated		
	Owned	Leased	Total
Main Lines	850 49	244 02	1,094 51
Branch Lines	578 90	190 22	769 12
Trackage Rights	—	95 82	95 82
Total Road Operated	1,429 39	530 06	1,959 45
Second Track	446 18	(A) 132 88	579 06
Third Track	4 40	(B) 5 53	9 93
Other Tracks	1,034 62	195 23	1,229 85
Total Track Operated	2,914 59	863 70	3,778 29

A Includes trackage rights, 17.62 miles.
B Includes trackage rights, .99 mile.

AVI

Freight service...
Passenger service...
Total

Freight service (w...
Passenger service (...
Passenger service (...
Work service...
Total

Freight service...
Passenger service...
Train switching...
Yard switching...
Work service...
Total

Freight-Train C
Loaded...
Empty...
Caboose...
Total

Passenger-Train C
Passenger coaches...
Sleeping and parlor...
Club, lounge, dining...
Business cars...
Mail, express, and...
Combination passenger...
Total

Operating revenue
Operating expense
Net railway operating

Operating revenue
Operating expense
Net railway operating

Total Freight car...
Loaded Freight car...
Empty Freight car...
Total Passenger car

* Includes 24...
Italics indicate

OPERATING STATISTICS

	Year Ended Dec. 31, 1938	Increase or Decrease
AVERAGE MILES OF ROAD OPERATED		
Freight service.....	1,939.24	3.28
Passenger service.....	1,551.26	9.47
<i>Total</i>	1,957.80	2.91
TRAIN MILEAGE		
Freight service (with locomotives).....	2,962,010	368,713
Passenger service (with locomotives).....	6,087,306	247,072
Passenger service (without locomotives).....	583,011	66,267
Work service.....	215,908	74,863
<i>Total train miles</i>	9,848,235	597,179
*LOCOMOTIVE MILEAGE		
Freight service.....	3,562,368	449,008
Passenger service.....	6,400,436	255,861
Train switching.....	323,970	61,229
Yard switching.....	1,765,872	218,676
Work service.....	258,636	66,391
<i>Total locomotive miles</i>	12,306,282	907,871
CAR MILEAGE		
Freight-Train Car Miles:		
Loaded.....	99,901,254	17,597,197
Empty.....	45,396,164	4,313,769
Caboose.....	3,083,047	346,624
<i>Total freight-train car miles</i>	148,380,465	22,258,530
Passenger-Train Car Miles:		
Passenger coaches.....	13,637,857	787,208
Sleeping and parlor cars.....	3,753,651	890,931
Club, lounge, dining and observation cars.....	228,281	1,134
Business cars.....	14,330	568
Mail, express, and baggage cars, and combination cars other than passenger.....	14,824,257	991,660
Combination passenger cars (mail, express, or baggage with passenger).....	4,175,857	161,416
<i>Total passenger-train car miles</i>	36,634,233	2,322,916
<i>Total transportation service car miles</i>	185,014,698	24,579,496
AVERAGES		
Operating revenues per mile of road.....	\$20,529.69	\$3,121.28
Operating expenses per mile of road.....	16,730.43	923.43
Net railway operating income per mile of road.....	640.60	2,699.46
Operating revenues per train mile.....	\$4.17	\$0.33
Operating expenses per train mile.....	3.40	.04
Net railway operating income per train mile.....	.13	.51
Total Freight cars per revenue train mile.....	49.05	1.30
Loaded Freight cars per revenue train mile.....	33.73	1.65
Empty Freight cars per revenue train mile.....	15.32	.35
Total Passenger cars per train mile.....	5.49	.09

* Includes 240,561 Electric locomotive miles, 10,186 Tractor locomotive miles and 299,088 Diesel locomotive miles.
Italics indicate decrease.

TRAFFIC STATISTICS

	Year Ended Dec. 31, 1938	Increase or Decrease
FREIGHT		
Freight Revenue.....	\$27,612,164	\$4,622,508
Tons of revenue freight carried.....	13,107,167	2,973,318
Tons of company freight carried.....	1,263,686	165,620
<i>Total tons of freight carried.....</i>	<i>14,370,853</i>	<i>\$1,144,438</i>
Tons of revenue freight carried one mile.....	1,941,727,367	337,233,781
Tons of company freight carried one mile.....	114,022,264	2,706,662
<i>Total tons of freight carried one mile.....</i>	<i>2,055,749,631</i>	<i>346,975,433</i>
PASSENGER		
Passenger Revenue:		
Monthly commutation ticket passengers.....	\$631,188.60	\$27,230.74
All other commutation ticket passengers.....	928,495.06	18,848.33
Single fare ticket passengers (not including interline).....	3,393,778.78	222,612.66
Interline ticket passengers.....	2,086,130.06	193,423.19
<i>Total passenger revenue.....</i>	<i>\$7,039,572.50</i>	<i>\$462,114.91</i>
Number of Passengers Carried:		
Monthly commutation ticket passengers.....	3,052,199	169,087
All other commutation ticket passengers.....	5,724,564	143,892
Single fare ticket passengers (not including interline).....	7,044,231	641,676
Interline ticket passengers.....	978,708	154,393
<i>Total number of passengers carried.....</i>	<i>16,799,702</i>	<i>1,108,048</i>
Number of Passengers carried one mile:		
Monthly commutation ticket passengers.....	69,082,563	2,476,325
All other commutation ticket passengers.....	52,449,088	1,201,239
Single fare ticket passengers (not including interline).....	168,139,045	20,662,025
Interline ticket passengers.....	88,148,424	14,364,692
<i>Total number of passengers carried one mile.....</i>	<i>377,819,120</i>	<i>33,703,781</i>
Number of passengers to and from Boston, including monthly ticket passengers....	15,097,352	786,657
AVERAGES		
Freight:		
Miles hauled — revenue freight.....	148.14	6.46
Tons of revenue freight per train mile.....	655.54	30.78
Tons of revenue freight per loaded car mile.....	19.44	.04
Revenue per ton of freight.....	\$2.10665	\$1.0250
Revenue per ton per mile..... (cents)	1.422	.007
Revenue per revenue train mile.....	\$9.322	\$3.86
Freight revenue per loaded car mile..... (cents)	27.639	.201
Passenger:		
Average distance carried per passenger (miles).....	22.49	.77
Number of passengers per train mile.....	56.64	3.00
Number of passengers per car mile.....	17.52	.67
Revenue per passenger..... (cents)	41.90	.01
Revenue per passenger mile, monthly commutation ticket passengers..... (cents)	.914	.008
Revenue per passenger mile, other commutation ticket passengers..... (cents)	1.770	.004
Revenue per passenger mile, single-fare not including interline..... (cents)	2.018	.103
Revenue per passenger mile, interline passengers..... (cents)	2.367	.143
Revenue per passenger mile, all passengers..... (cents)	1.863	.062
Passenger revenue per passenger car mile..... (cents)	32.640	1.23
Total passenger service train revenue per train mile.....	\$1.550	\$0.72

Italics indicate decrease.

BOSTON & MAINE RAILROAD
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