

Docket # 30400-6/27/84- Pages 1 - 49 - Plus 6 Appearances

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

INTERSTATE COMMERCE COMMISSION

-----X  
SANTA FE SOUTHERN PACIFIC :  
CORPORATION CONTROL - SOUTHERN : Finance Docket  
PACIFIC TRANSPORTATION COMPANY : No. 30400  
-----X

Interstate Commerce Commission  
12th and Constitution, N.W.  
Hearing Room A  
Wednesday, June 27, 1984

The prehearing conference in the  
above-entitled matter convened, pursuant to notice,  
at 9:35 a.m.

BEFORE:

JAMES E. HOPKINS  
Administrative Law Judge

0000000000



## 1 APPEARANCES:

2 MICHAEL A. SMITH, ESQ.  
3 Southern Pacific Transportation Company  
4 Southern Pacific Building  
5 One Market Plaza  
6 San Francisco, California 94105  
7 Representing Southern Pacific  
8 Transportation Company  
9

10 DENNIS W. WILSON, ESQ.  
11 Santa Fe Industries, Inc.  
12 224 South Michigan Avenue  
13 Chicago, Illinois 60604  
14 Representing Santa Fe Southern  
15 Pacific Corporation and the Atchison,  
16 Topeka & Santa Fe Railway  
17

18 DAVID H. REMES, ESQ.  
19 ARVID E. ROACH, II, ESQ.  
20 Covington & Burling  
21 P.O. Box 7566  
22 1201 Pennsylvania Avenue, N.W.  
23 Washington, D.C. 20044  
24 Representing Union Pacific and  
25 Missouri Pacific Railroad

## 1 APPEARANCES:

2 ROBERT N. KHARASCH, ESQ.

3 KATHLEEN MAHON, ESQ.

4 Galland, Kharasch, Morse &amp; Garfinkle, P.C.

5 1054 Thirty-First Street, N.W.

6 Washington, D.C. 20007

7 Representing the Missouri Kansas

8 Texas Railway

9

10 MORRIS RAKER, ESQ.

11 HARVEY E. BINES, ESQ.

12 Sullivan &amp; Worcester

13 One Post Office Square

14 Boston, Massachusetts 02109

15 Representing Kansas City Southern

16 Railway

17

18 CHARLES H. WHITE, JR., ESQ.

19 Arnall Golden &amp; Gregory

20 1000 Potomac Street, N.W.

21 Suite 501

22 Washington, D.C. 20007

23 Representing Texas-Mexican Railway

24

25



## 1 APPEARANCES:

2 THOMAS B. LEARY, ESQ.

3 E. BARRETT PRETTYMAN, ESQ.

4 PETER F. ROUSSELOT, ESQ.

5 Hogan &amp; Hartson

6 815 Connecticut Avenue, N.W.

7 Washington, D.C. 20006

8 Representing Denver &amp; Rio Grande

9 Western

10

11 MARY BENNETT REED, ESQ.

12 United States Department of Transportation

13 400 7th Street, S.W.

14 Washington, D.C. 20590

15 On behalf of the United States

16 Department of Transportation

17

18 WILLIAM C. EVANS, ESQ.

19 Verner, Liipfert, Bernhard and McPherson

20 Suite 1100

21 1660 L Street, N.W.

22 Washington, D.C. 20036

23 Representing Chicago Northwestern

24

25

## 1 APPEARANCES:

2 EDWARD A. GELTMAN, ESQ.

3 Squire, Sanders &amp; Dempsey

4 1201 Pennsylvania Avenue, N.W.

5 Washington, D.C. 20004

6 Representing Mazda Motors of America,

7 Centrals, Inc.

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25



E X H I B I T S

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25

PREHEARING CONFERENCE EXHIBIT NO. :

IDENTIFIED

PHC-1

10

PHC-2

44



## 1 P R O C E E D I N G S

2 JUDGE HOPKINS: For the record, this is  
3 Finance Docket 30400, Santa Fe, Southern Pacific  
4 Corporation, Control, Southern Pacific  
5 Transportation Company.

6 I have set this prehearing today merely on  
7 the question of discovery matters that seem to have  
8 arisen. I know the parties seem to have been  
9 working very well in cooperating with each other in  
10 handling the discovery matters, and that is the way  
11 I would like this case to continue.

12 As I pointed out to more than one of you,  
13 I think on telephone conversations, et cetera, I  
14 think most of the discovery matters can be handled  
15 without the necessity of the Judge putting out any  
16 orders or without any formal motions.

17 We are going on probably for a year or so  
18 with this case and I know the record is going to  
19 get tremendous and let us not add to it when we  
20 don't have to.

21 I know all of the sides probably, from  
22 what I can see so far, are willing to cooperate in  
23 that way. I know there are some matters that  
24 probably will have to be argued out but I am  
25 certain even those, most of them, can be handled by

1 cooperation between the parties.

2 Just for the record I would like you to  
3 announce your names so that I will know everybody  
4 and in the future be able to recognize everybody  
5 when I see them.

6 MR. SMITH: Your Honor, my name is Michael  
7 Smith. I am representing one of the Applicants,  
8 Southern Pacific Transportation Company.

9 MR. WILSON: Your Honor, my name is Dennis  
10 Wilson. I am representing Applicant Santa Fe  
11 Southern Pacific Corporation and the Atchison,  
12 Topeka & Santa Fe Railway.

13 MR. REMES: Your Honor, David H. Remes,  
14 Covington & Burling, representing Union Pacific and  
15 Missouri Pacific Railroad.

16 MR. ROACH: Arvid Roach, also with  
17 Covington & Burling representing the same party.

18 MS. MAHON: Kathleen Mahon with Galland,  
19 Kharasch, Morse & Garfinkle representing the  
20 Missouri-Kansas-Texas Railway.

21 MR. KHARASCH: Robert Kharasch, same firm,  
22 representing the M-K-T.

23 MR. RAKER: Morris Raker with the firm of  
24 Sullivan & Worcester in Boston. I am representing  
25 the Kansas City Southern Railway.



1 MR. WHITE: Your Honor, my name is Charles  
2 White with the law firm of Arnold Golden & Gregory,  
3 Washington, D.C., representing Texas-Mexican  
4 Railway.

5 MR. LEARY: Your Honor, my name is Tom  
6 Leary, Hogan & Hartson, representing Denver & Rio  
7 Grande Western.

8 MR. PRETTYMAN: E. Barrett Prettyman, same  
9 firm, same topic.

10 MR. ROUSSELOT: Your Honor, Peter Rousselot,  
11 also of Hogan & Hartson, representing Denver & Rio  
12 Grande.

13 MS. REED: Your Honor, Mary Reed appearing  
14 on behalf of the U.S. Department of Transportation.

15 MR. EVANS: William C. Evans, Verner,  
16 Liipfert, Bernhard and McPherson, representing  
17 Chicago Northwestern.

18 MR. GELTMAN: Your Honor, Ed Geltman  
19 appearing on behalf of Mazda Motors of America,  
20 Centrals.

21 JUDGE HOPKINS: Is that everybody?  
22 Anybody who hasn't given the reporter his name,  
23 would you give it to him afterward?

24 What matters in particular would anybody  
25 like to bring up at the present time?

1                   MR. KHARASCH: Your Honor, the M-K-T had a  
2 number of discovery matters pending with the  
3 Applicant. Through the courtesy of Mr. Smith and  
4 Mr. White we had extensive telephone discussions  
5 last Friday -- I am sorry, Mr. Wilson and Mr. Smith,  
6 we had extensive telephone discussions last Friday.

7                   We have prepared and I would like to  
8 submit for the record a Memorandum of Discussions  
9 and Agreements with respect to the M-K-T discovery  
10 requests. May be that marked as a prehearing  
11 exhibit?

12                  JUDGE HOPKINS: I will mark it prehearing,  
13 PHC, Prehearing Conference Exhibit No. 1.

14   (The document referred to  
15   was marked PHC Exhibit  
16   No. 1 for identification.)

17                  JUDGE HOPKINS: Any of you that have  
18 exhibits for today, would you also remember to give  
19 one to Ellen Goldstein too? She is over in the  
20 corner here hiding out I think, but she is there.

21                  MR. KHARASCH: Your Honor, we have to  
22 report the matters covered here. We have discussed  
23 the diversion study. Mr. Wilson has very kindly  
24 agreed to produce what I think is going to be  
25 essential and will be helpful in the whole case, a



1 statement of procedures for the rail traffic  
2 diversion study. That is expected about July 3.

3 I have to report to you, Your Honor, that  
4 we are having some trouble with the tapes and the  
5 production of evidence that is still going on today,  
6 but the Applicants say they have been working on it.

7 One of the tapes turned up. Apparently  
8 there are certain problems you will be hearing  
9 about, Your Honor, with respect to these computer  
10 tapes and the computer study which may be insoluble  
11 because of the nature of the study. Some things  
12 are not apparently available.

13 At this time we have noted on pages 9 and  
14 10 of Prehearing Conference Exhibit 1 that we have  
15 some matters which we will request you rule on  
16 today if such order is your wish, Your Honor. We  
17 have a question of payment of costs for producing  
18 data and we have a question of M-K-T Request 40 and  
19 41 if there is a Santa Fe objection which we are to  
20 hear this morning from Mr. Wilson.

21 We would like to discuss, Your Honor, and  
22 it would be helpful to the Applicant and everyone,  
23 the distribution of responses to the discovery  
24 requests. The Commission's Order Number 7 says  
25 that responses should be shipped to everybody in



1 the case.

2 I must tell you the service list is a  
3 terrible mess. I think today there are 180 odd  
4 people on it. Some of them are rather odd; they  
5 are not parties in this case. I can't imagine that  
6 the Applicants want to bail up every piece of  
7 trivia that has been sent or specific to one party  
8 or another.

9 On the other hand, there are certain  
10 answers which are quite interesting to all of us  
11 dealing with general subjects, and those should be  
12 distributed.

13 We suggest to Your Honor that should be  
14 discussed and we ought to have a little cooperative  
15 effort also on cleaning up the service list so we  
16 all can go about serving people.

17 JUDGE HOPKINS: Off the record a minute.  
18 (Discussion off the record.)

19 JUDGE HOPKINS: On the record.

20 MR. WILSON: Your Honor, with regard to  
21 KATY Request 40 and 41, Santa Fe has no objection  
22 to the request on relevancy grounds, but since we  
23 are still conducting our search of those documents  
24 I would like to preserve possible objections on  
25 attorney-client privilege grounds.

1 Not having seen the documents yet as the  
2 search is underway, I can't address what objection  
3 I might raise when I do review the documents.

4 Other than that though, I have no general  
5 objection against these two requests.

6 MR. KHARASCH: Mr. Wilson, I don't quite  
7 understand how there could be an attorney-client  
8 question. Our Request 40 and 41 deal with specific  
9 situations in Southwest Kansas and examining the  
10 market there.

11 The question is what, I would call, tying  
12 agreements exist? That is, contracts between the  
13 Applicants and shippers that tie their traffic  
14 moving in Southwest Kansas to traffic moving  
15 elsewhere on the Applicant.

16 Number 41 asks for the traffic movement  
17 and traffic moving under this. I had offered to  
18 Mr. Wilson and Mr. Smith that, since I do consider  
19 this is business information which is pretty  
20 sensitive, that that would be produced only through  
21 outside counsel and then we will try to produce it  
22 in some aggregate form.

23 I don't really understand why there would  
24 be an attorney-client privilege here. We are  
25 talking about contracts between two business



1 entities.

2 JUDGE HOPKINS: I think he is just  
3 protecting himself.

4 MR. WILSON: That's right. I haven't seen  
5 the documents yet. You are talking about contracts.  
6 And occasionally our Traffic Department seeks legal  
7 assistance on the contracts they write, not perhaps  
8 as often as we would like.

9 JUDGE HOPKINS: You are not objecting to  
10 producing the data on any relevancy basis?

11 MR. WILSON: That's correct, subject of  
12 course to the procedures you outlined in your  
13 stipulation.

14 MR. KHARASCH: If you would like me to go  
15 on with the cost and present you with the cost  
16 question?

17 JUDGE HOPKINS: Yes, go ahead.

18 MR. KHARASCH: Here is the problem. The  
19 Applicant as part of their affirmative case by some  
20 highly complex computer massaging, the computer  
21 massaging -- and I am just giving you my basic  
22 understanding at this time -- they would start with  
23 a base case. That would be 1982 data which would  
24 be brought from the 1 percent waybill sample and  
25 from a 10 percent sample of the Applicant's

1 movements of 1982.

2 That base case then was treated by rather  
3 elaborate means and became an adjusted base case in  
4 which they made certain adjustments in 1982. We  
5 will surely be hearing a lot about this later on.

6 Then the adjusted base case was subjected  
7 to a computer treatment which purports to compute  
8 diversion from the grant, traffic diversion from  
9 the grant of the application.

10 That produced a third set of data that  
11 tells you that that the M-K-T will lose so much, by  
12 their calculations, the K-C-S will lose so much,  
13 the Union Pacific will lose so much by the  
14 calculations of the Applicant.

15 Now, we began by the minute we had read  
16 the application by saying we don't understand  
17 precisely what you did here at all; please give us  
18 quickly some examples. And we chose Kansas City  
19 South and said show us how you computed impedances  
20 and how you did your diversion matrix, what all of  
21 this means precisely.

22 The Applicants provided the fourth of June  
23 some examples. Four examples were worked. And  
24 then they asked us to pay \$1300 to give us 13 other  
25 routings of Kansas City South for which they would



1 compute impedances by their model.

2 We also asked, Your Honor, would the  
3 Applicants give us their data showing before and  
4 after they did their calculations of diversion what  
5 the traffic that they said the M-K-T had before and  
6 after was, that is, sort of the base case, adjusted  
7 base case and the diversion for the M-K-T, if they  
8 had a figure to give us that.

9 In response the Applicants provided, again  
10 in June, a set of tapes. The set of tapes was for  
11 all of the traffic, the base case, the adjusted  
12 base case and the post-diversion case, and produced  
13 a set of tapes for all traffic.

14 We said that is very interesting, but that  
15 didn't answer our question. How can we get the  
16 KATY out of this and find out what you say you are  
17 doing to us? They said that would be \$2500 to have  
18 the Applicant's experts extract from all diversions  
19 the diversions of the KATY. We agreed to pay that.

20 We then received a bill addressed to  
21 Kathleen Mahon, and that is attached to your  
22 Prehearing Exhibit 1. They say here is a bill for  
23 \$9,000 for sending you tapes. We were a little bit  
24 shocked on that one. It said the ICC waybill data  
25 \$300, the Santa Fe traffic sample \$100, and then



1 approximately \$3,000 each for producing the base  
2 case, the adjusted base case and the post-merger.

3 We said tapes don't cost that much and  
4 copying is mechanical. We object to that.

5 It is our position, Your Honor, that the  
6 case is like this: If the Applicant chooses to  
7 make a computer study, send a computer study, they  
8 must produce data that they use in a copiable form.  
9 We then, of course, must pay for the cost of  
10 copying. That is, we will pay for the tape, we  
11 will pay for the fellow that copies the tape and  
12 pay for expressing it to us.

13 We do not wish to pay and do not think it  
14 fair to ask us to pay for the production of data  
15 which the Applicants say at great length we are  
16 using. We have an adjusted base case and we are  
17 using that adjusted base case.

18 That is our position. That is our  
19 position generally. It is going to come up before  
20 on many times here. When we ask for a specific  
21 study and say, all right, take your universe that  
22 you had and break it out, and we will pay \$2500  
23 bucks as quoted for breaking out the KATY, but will  
24 not pay, I hope, for the Applicants producing what  
25 they used.

1           Now, the answer that we got, and we will  
2           hear from Mr. Wilson at length on this, the answer  
3           is, well, we didn't really have this. We used the  
4           data but we didn't keep it in tape form.

5           I say that is no answer. If they are  
6           going to produce this giant study, which is one of  
7           the hearts of the case, then they better give us  
8           the tapes. If it is not in copiable form, I am  
9           sorry, they will have to produce it so that it can  
10          be copied. That is our position, Your Honor.

11          Mr. Raker indicates he has the same point  
12          pending.

13          MR. RAKER: We received the same tapes, as  
14          I understand, and the same bill. Just let me give  
15          you some additional background if I may.

16          What we are talking about here is simply  
17          an attempt to receive the same data that would have  
18          been received in a normal hand analysis that one  
19          would have received in the form of study movement  
20          sheets; in other words, what are the movements of  
21          the K-C-S or any other railroad of the Applicant's  
22          study? What determination did they reach as to  
23          each movement, as to whether the movement would be  
24          diverted or not diverted and, if diverted, what  
25          would be the percentage diversion?



1           We also were furnished with the sets of  
2           tapes. There were nine in total that we received.  
3           As I have previously indicated in some written  
4           filings with Your Honor, these tapes were received  
5           in a very strange format.

6           Rather than a sort of horizontal file  
7           which took each traffic record individually, this  
8           had 40 vertical files. There were 295,000  
9           movements, and that is what I understand is  
10          approximately the number, and then each of these 40  
11          vertical files, 40 characteristics, as they say,  
12          each one of those had 295,000 entries.

13          So in order to be able to determine what  
14          were the movements that they concerned themselves  
15          with, we then had to redo, reformat these tapes to  
16          take these 40 files and produce from each of them  
17          the 295-296,000 records.

18          Part of the problem was that even though  
19          we received the tapes initially at the beginning of  
20          June, we found as we were running them that there  
21          were a number of errors in the tapes. And  
22          corrected tapes were substituted. We finally  
23          received the last substituted tape on June 20.

24          I understand that as of yesterday our  
25          programmer believes that he will be able to

1 assemble the data. Although, I must say, that even  
2 now we will not be able to have what one would  
3 normally have on a study movement sheet because,  
4 even assuming that we know what movements were  
5 studied and what happened to those movements, we do  
6 not have on the tapes any indication of the reason  
7 why a movement was or was not diverted in the sense  
8 that normally under study movement sheets the  
9 evaluators would indicate the reasons.

10 But, in any event, we think we will be  
11 able to assemble within the remainder of this week  
12 the movements, but I think that it is relevant to  
13 this issue of cost, and we take the same position  
14 on that that Mr. Kharasch takes.

15 I think it is relevant to note that just  
16 to reassemble this data into a readable form we  
17 have consumed over 20,000 hours of computer time,  
18 and we are buying this time from an outside service.  
19 This doesn't include the programmer's time. And I  
20 am advised that over two-thirds of that 20,000  
21 hours is related to the errors that were in the  
22 tapes that we received because we have to redo the  
23 work.

24 We are willing to assume that expense, but  
25 we agree with Mr. Kharasch that we should not be



1 required to pay the approximately \$9,000 to receive  
2 the data diversion study.

3 JUDGE HOPKINS: What are you people  
4 willing to pay of this \$9,000? Nothing?

5 MR. RAKER: No, sir, I think we can fairly  
6 be required to pay whatever might have been the  
7 cost of the tapes and whatever might have been the  
8 normal cost of copying those tapes.

9 I am assuming that when I see that they  
10 charge approximately \$300 for the ICC waybill data,  
11 that that is probably an approximation of what each  
12 of these tapes should have cost. And if there are  
13 nine tapes that we received, then each of them  
14 should have cost us \$300, and we are talking about  
15 approximately \$2700.

16 JUDGE HOPKINS: And you are willing to  
17 work that out with them?

18 MR. RAKER: Absolutely.

19 MR. WILSON: May we respond?

20 JUDGE HOPKINS: Surely.

21 MR. WILSON: First, with regard to some of  
22 Mr. Raker's observations, first, what we performed  
23 was not old-style traffic diversion studies. The  
24 equivalent for study movement sheets that exist in  
25 our depository cover about 4500 movements and were



1 made available to the KATY in, I believe it was May  
2 16 -- I am sorry, to the K-C-S on May 16 for their  
3 inspection and review.

4 That is all that our evaluators reviewed  
5 to satisfy themselves that the traffic diversion  
6 study was making the judgments that they felt were  
7 reasonable and that is all that we believe the  
8 Commission or the parties need to review to satisfy  
9 themselves on the questions of the traffic  
10 diversion study.

11 So as far as Mr. Raker's inference that  
12 there might be some obligation on our part to  
13 produce additional support data that we did not  
14 produce to create this additional data, which I  
15 agree is legitimate discovery for K-C-S and KATY to  
16 seek to have this data created so that they can  
17 analyze it if they want, I certainly question the  
18 likelihood that it will help them in light of the  
19 fact that we have already produced complete  
20 information on 4500 movements, which is obviously a  
21 substantial number, but if K-C-S and KATY seek to  
22 have this additional data created, since we did not  
23 create it as part of our case, it seems to us  
24 appropriate that they should pay the BNS charges  
25 for creating these tapes.

1           As I understand the situation at BNS, the  
2 actual cost of producing the data for the last  
3 three tapes that have been referred to here, the input  
4 tape, the adjusted base case tape and the post-SFSP  
5 merger tape, was \$36,000.

6           Those tapes were requested by four  
7 different parties and the costs were allocated  
8 among the parties to come out with the figure of  
9 approximately, well \$9,000 per party.

10           As people have suggested, probably \$8,000  
11 of that \$9,000 represents their cost of actually  
12 creating these tapes.

13           The reason for the cost again, according  
14 to my understanding, is that the information while  
15 it was contained within the computer itself had to  
16 be converted to universal machine, readable  
17 language with numbers and letters that other  
18 computers could understand and placed on the tape.

19           It is not easy to do that. We are dealing  
20 with massive data bases here and the storage space  
21 is high and the ability to manipulate the data is a  
22 little bit strange. It is not easy to create these  
23 tapes in a file of 400,000 movements that have been  
24 reduced to 295,000 records.

25           As Mr. Raker suggests, there are actually,



1 as I understand it, 60, rather than 40, vertical  
2 files of data that have to be reorganized for these  
3 tapes to come into existence.

4 BNS only charged, as they told me, their  
5 cost. They did not charge a profit margin on this  
6 particular thing since it came out so high. They  
7 were surprised at the size, and they suspected that  
8 the parties would object to the bill which, of  
9 course, they have.

10 But our position on that, I suppose the  
11 position of BNS on that, is that the party seeking  
12 the discovery should be required to pay for this  
13 study which was undertaken at their request. We  
14 didn't object to the discovery request, but it was  
15 not an easy matter. It required quite a bit of  
16 programming work and quite a bit of effort by BNS  
17 and they are simply charging the parties their cost  
18 of creating these tapes.

19 Now, on the other point that Mr. Kharasch  
20 raises where he states that KATY is willing to pay  
21 \$2500 for the KATY traffic data to be segregated, I  
22 understand from Hugh Stewart, who has been working  
23 on this at BNS, that actually this initial step of  
24 creating the vertical files, for which KATY was  
25 build \$9,000, is a substep on the way toward

1 creating the file which would segregate out the  
2 KATY traffic.

3 So that if these tapes had not been  
4 created and KATY had asked to have KATY's traffic  
5 segregated in a horizontal file format, which is  
6 the project that Mr. Kharasch has indicated it  
7 would be appropriate for KATY to pay for, the cost  
8 of that would be about \$11,500, the \$9,000 plus the  
9 \$2,500.

10 So it seems to me that KATY more or less  
11 by its own admission here is indicating that it is  
12 appropriate for them to pay for this entire cost of  
13 assembling the data in the manner in which they  
14 directed BNS to assemble it.

15 Of course other parties can assemble it  
16 themselves. And I understand that that is the  
17 option that K-C-S has chosen. Mr. Raker's comments  
18 on that should be noted because I understand that  
19 BNS offered to create these horizontal filings for  
20 a charge of about \$2500 for K-C-S too. Mr. Raker  
21 perhaps could have saved his client \$17,500 if he  
22 would have accepted the BNS offer.

23 JUDGE HOPKINS: I think Mr. Raker wants to  
24 say something about that.

25 MR. RAKER: A couple of points. First of



1 all, we were told that they would do the work for  
2 us, we didn't learn this at the outset, but only if  
3 we agreed never to attack the BNS model. That was  
4 the condition that our people were told.

5 This was not from Mr. Wilson. These were  
6 conversations between BNS and our consultants. We  
7 felt that we could not agree on that basis. In any  
8 event, we had spent most of the money before we  
9 were told about it.

10 Secondly, Your Honor, as far as this  
11 concept of being satisfied with a certain number of  
12 sample movements that are in the depository, even  
13 assuming that it is practical to go through 1500  
14 pages, I believe it is, of record, maybe it is 900  
15 pages, and pick out individual movements, as I  
16 understand it, that is wholly inadequate from the  
17 Commission's standpoint.

18 We have to cost the traffic that we are  
19 going to lose. This is part of our opposition case.  
20 The only way we can cost the traffic we are going  
21 to lose is to know what the specific movements are  
22 that we would lose in connection with the proposed  
23 transaction and it is determined what the  
24 Applicants said would be the specific movements  
25 that we were going to lose. That is the whole

1 purpose of this project.

2 Let me add, Your Honor, that I think that  
3 there is no question about the fact that if the  
4 Applicants had done this work in-house, whether  
5 they used a computer or whether they used human  
6 beings to do it, clearly there wouldn't be a charge  
7 of this sort for us to be able to learn what  
8 movements they say we are going to lose.

9 That is really what the whole matter boils  
10 down to.

11 MR. KHARASCH: Your Honor, I just point  
12 out that the Applicants produced a rail traffic  
13 diversion study saying this is what the merger will  
14 result in. We are told that proceeded on a data  
15 base, an adjusted data base and then a diversion  
16 calculation by a diversion matrix.

17 Now, when a party puts in an exhibit like  
18 that we are entitled to the backups. And all I am  
19 saying is the backups, if they weren't in copiable  
20 form, if they were residing in the computer's  
21 electronic memory, you have to produce something  
22 that can be copied so that can be tested.

23 If you do a computer study, you have to  
24 give a statement of procedures, that is agreed, and  
25 you have to produce the data.



1                   Now, the data must be in a copiable form.  
2                   After it is in copiable form, we would be glad to  
3                   pay for any massaging of this. But all we say is  
4                   give us data in copiable form that was done.

5                   JUDGE HOPKINS: Mr. Wilson, I have had  
6                   trouble from the beginning when I have read letters  
7                   back and forth on similar matters because I have  
8                   the question that just because you hired an outside  
9                   consultant to do this study for you, that they must  
10                  be paid and you don't have to worry about producing  
11                  this material or you want to get paid for it.

12                  I question that and I don't see any reason  
13                  in the world why the Protestants should have been  
14                  paying these high figures. I really don't see it.

15                  I think this material should be provided  
16                  and I don't see any reason why they should be  
17                  required because you have an outside consultant  
18                  really doing the work for you.

19                  You presented the evidence and they are  
20                  trying to prove or disprove what you presented. I  
21                  just don't see it.

22                  MR. WILSON: Well, I understand Your Honor  
23                  and certainly for the actual data that we have that  
24                  we relied on and we produced as our case we are  
25                  producing the information.

1                   And whether it were an in-house study or  
2                   an outside consultant's study, when the other  
3                   parties suggest that an additional study should be  
4                   undertaken at whatever directions they desire --

5                   JUDGE HOPKINS: I think we are talking  
6                   about a different situation there. They are going  
7                   outside the normal situation when a diversion study  
8                   is presented.

9                   If they asked for something more than that,  
10                  now, that is different. I don't think there is any  
11                  question about that and I think it is agreeable to  
12                  the other side, but I don't think these are. I  
13                  think these tapes should normally be presented  
14                  within the normal course of the diversion study.  
15                  And I don't think they should be charged these  
16                  figures.

17                  I think you ought to work that out with  
18                  your consultant. If you have trouble with your  
19                  consultant, you ought to work it out with him.

20                  MR. WILSON: Okay, Your Honor.

21                  JUDGE HOPKINS: Thank you. Any other  
22                  matters?

23                  MR. KHARASCH: No, I think we are through  
24                  with what we have to do today. There are some  
25                  questions that may be pending later on where we



1       were asking, well, this has to do with route  
2       closings and such.

3               JUDGE HOPKINS: We have time on those.

4               MR. KHARASCH: On those we are going to  
5       get the general policy and, if that is not  
6       sufficient, we will have to ask for specifics.

7               JUDGE HOPKINS: I think from what I have  
8       seen so far the parties have been willing to work  
9       well together. And let us hope we continue like  
10      this because I see no major problem that way.

11              MR. GELTMAN: Your Honor, Ed Geltman on  
12      behalf of Mazda Motors of America, Central. I just  
13      want to make one point.

14              We are appearing here today in this  
15      discovery conference, but we have just received the  
16      initial response from both the Santa Fe and  
17      Southern Pacific.

18              We have not had an opportunity to examine  
19      the information that they are going to produce in  
20      the depository, so at this point we are really  
21      acting out of line in terms of any problems we  
22      might have.

23              We would hope we could resolve them  
24      informally but, if we don't, we would like to be  
25      able to come back to this forum.

1 JUDGE HOPKINS: This is no problem on that.

2 MR. LEARY: Your Honor, Tom Leary on  
3 behalf of the Rio Grande. We have one outstanding  
4 discovery dispute that does require a ruling today.  
5 This is our Request Number 8 which says: Please  
6 produce all copies of any documents or work papers  
7 involved in determining the fair market value of  
8 S-P-T Co. as a separate entity, including the fair  
9 market value of stock which was placed in an  
10 independent, irrevocable holding trust.

11 We got an answer that says that the  
12 Applicants, S-P-T objects to this request on the  
13 ground that the value of S-P-T's stock is not  
14 relevant. The fair market value of stock as a  
15 separate entity was not determined incident to the  
16 creating of the holding trust.

17 Now, that may all be very well, but the  
18 question goes beyond the value of the stock. The  
19 question asks for any studies they may have or any  
20 valuation they put on the railroad as a separate  
21 asset.

22 And we feel that in putting together this  
23 deal they must have done some evaluation of the  
24 railroad asset part of the overall entity that was  
25 merged. And they have not objected to that. They



1 simply have not responded to that portion of the  
2 question.

3 The question goes beyond simply the  
4 evaluation of the stock, and we have no response  
5 right now.

6 JUDGE HOPKINS: I received a letter today,  
7 June 25, is that it?

8 MR. SMITH: Yes, Your Honor. I don't know  
9 if you have seen my letter to Ken Sanford which I  
10 wrote on June 25. Ken Sanford is the in-house  
11 lawyer for D-R-G-W. He called me last week and  
12 mentioned that our response to their Item Number 8  
13 wasn't what they really had in mind. He explained  
14 what they really wanted.

15 And I think we have answered it in our  
16 June 25 letter. I still am not convinced that the  
17 general subject is relevant, but the answer is that,  
18 as explained to Ken, is that in reaching the  
19 agreement between SP Company, the former parent of  
20 S-P-T, and Santa Fe Industries, there was no agreed  
21 value for any separate component parts of the  
22 railroad or any other one.

23 The transaction was negotiated and  
24 consummated on the basis of the holding company as  
25 a whole.

1                   JUDGE HOPKINS: I think, Mr. Leary, it  
2 might be a good idea for you to get a copy of this  
3 letter so that then, if you have any further  
4 requests on that, I am perfectly willing to listen.

5                   MR. LEARY: I don't believe that that will  
6 answer the problem, because whether or not there  
7 was an agreed upon, separate valuation of the  
8 railroad assets as between the Southern Pacific and  
9 the Santa Fe is not really what we are looking for.

10                   What we are looking for is any internal  
11 material that the Southern Pacific may have  
12 generated for its own purposes in arriving at that  
13 agreement.

14                   Now, whether they secured the Santa Fe's  
15 agreement to that valuation or not is another  
16 matter.

17                   JUDGE HOPKINS: Mr. Smith, do you know  
18 whether there was any such papers?

19                   MR. SMITH: Yes, I know that we looked in  
20 negotiating the transaction at that subject. I had  
21 understood Mr. Sanford's question to be whether the  
22 agreed value is part of the purchase price that was  
23 negotiated between the two companies.

24                   On that basis I am not sure what the  
25 relevance of the negotiation, of one party's



1 version of the negotiation to the holding company  
2 merger, what that has to do with any issue in this  
3 case regarding the railroad transaction, which is  
4 really a separate transaction.

5 MR. LEARY: Your Honor, it is an issue as  
6 we move along in this case because we are asking  
7 for purchase and for trackage rights over a portion  
8 of the Southern Pacific Railroad and we are going  
9 to, as we go down the road, get into a question of  
10 what that is worth.

11 JUDGE HOPKINS: I can see the relevance  
12 myself. I think it might be advisable for you to  
13 look over your records and see if you can come  
14 forward with anything that would fit what he is  
15 looking for.

16 MR. LEARY: Your Honor, I just raise one  
17 other question and I think today may not be the  
18 appropriate day, but we have been listening to this  
19 discussion of the matter of tapes and the confusion  
20 of the tapes and the errors in the tapes and so on,  
21 and we had a similar experience.

22 And our major concern at this point is not  
23 the cost but the time delay that has been involved  
24 in trying to massage these tapes and trying to deal  
25 with them.

1                   We are now faced with the schedule. We  
2 still don't have a ruling on the extension of time  
3 to file a supplement to the July 19 filings and we  
4 are looking at something that has to be filed three  
5 weeks from today and we still do not have data that  
6 we can use.

7                   And so I just mention that now as a matter  
8 of concern for our next conference.

9                   MR. ROACH: May I add my voice on behalf  
10 of Union Pacific and Missouri Pacific to that  
11 comment? The fact that we do not have any present  
12 discovery disputes that need to be presented to you  
13 is a very different proposition from the fact that  
14 there have been delays and problems and we continue  
15 to discover further problems.

16                   Time is really the issue here. I could  
17 give a long speech about the delays.

18                   JUDGE HOPKINS: There is no necessity. I  
19 understand that. That is one of the reasons why I  
20 actually called this prehearing conference. I  
21 think a lot of times a lot of matters can be  
22 brought forward in this and we can have discussions  
23 in somewhat of an informal method and I think  
24 face-to-face contact is a lot better quite often  
25 than this paperwork going back and forth.



1                   And that is one of the reasons why I  
2                   wanted this conference.

3                   MR. KHARASCH: Your Honor, I must say I  
4                   hate to have consultants in tears, and I don't say  
5                   that Bill Anderson is not a manly guy, but when he  
6                   called back and said to us the tape is dump and it  
7                   is garbage and we have to correct it, the problem  
8                   we are facing is, and this is talking about  
9                   preparing responsive applications at the same time  
10                  one has to answer this enormous computer study and  
11                  such, for the responsive application you have to  
12                  get the traffic data that is on the lines that you  
13                  want and then that has to be processed.

14                  You have to make an estimate of the  
15                  diversion on that, both diversion studies.

16                  From that flow labor, how many trains a  
17                  day, labor, all of the exhibits to labor, the  
18                  economic and the exhibits. Shippers who are in  
19                  support of these rights say, well, how many trains?  
20                  Well, you know, about?

21                  So, if I may, Your Honor, we are filing  
22                  today on behalf of five parties a joint motion of  
23                  the KATY, the K-C-S, the U-P, the Texas-Mexican,  
24                  Mazda Motors, for a procedural order with the  
25                  Commission setting a common date to complete the

1 responsive applications.

2 I have a copy for Your Honor.

3 JUDGE HOPKINS: Thank you.

4 MR. KHARASCH: I think we are trying to  
5 work together.

6 JUDGE HOPKINS: There has been no decision  
7 yet on the request for extension?

8 MR. KHARASCH: No decision. There have  
9 been five different requests in and the Commission,  
10 incidentally, has not even passed on the question.  
11 There are certain technical things that have to be  
12 addressed.

13 We are asking for a common date to file  
14 the responsive application. The date that has been  
15 requested is 90 days, that is the statutory limit,  
16 90 days from the date we began to get these tapes,  
17 which is June 12. So we are coming up to September  
18 10. That is common.

19 This has been discussed with Mary Reed of  
20 the Department of Transportation. I have also  
21 discussed it with Burlington Northern. There are  
22 no objections there. We had to get it on file. It  
23 is about to be filed as soon as we leave here. I  
24 will give you a copy, Your Honor.

25 After that we are indicating, if the



1 Commission will please decide on that, we will then  
2 suggest the responsive applications come in, that a  
3 decent time be allowed for taking a breath so that  
4 the parties who are concerned with interaction of  
5 the responsive applications can be ready -- we  
6 suggest 20 days -- and then begin the hearing in an  
7 orderly manner and fight it out.

8 JUDGE HOPKINS: So you are saying we  
9 shouldn't have any hearing or anything until after  
10 all of that is taken care of?

11 MR. KHARASCH: We are faced with a  
12 practical problem, Your Honor. We are one group of  
13 people. KATY is not a huge railroad but we have to  
14 have some coordination.

15 The first job seems to be to get the  
16 responsive applications in if Your Honor is saying,  
17 as the Commission says, get the responsive  
18 applications in.

19 JUDGE HOPKINS: I am not saying anything  
20 yet. I am waiting. Of course, all of the parties  
21 aren't here, so I don't want to go into a  
22 discussion on when you will have the procedural  
23 schedule, et cetera. That will have to be worked  
24 out when everybody is here. I will not say  
25 anything about that.

1                   MR. KHARASCH: We are filing this at least  
2                   to get the responsive application part out. We  
3                   hope to keep working together, as Your Honor has  
4                   suggested, and at least on the Protestant's side,  
5                   or those other than the Applicant's side of the  
6                   table, try to give you a coordinated schedule we  
7                   hope that would give you all of the input.

8                   MR. LEARY: Your Honor, on behalf of the  
9                   Rio Grande we are not mentioned as being party to  
10                  this, but we also support and endorse the concept,  
11                  and particularly this concept of having a breathing  
12                  space of about 20 days between the filings of these  
13                  applications and the beginning of the hearing.

14                  JUDGE HOPKINS: And the beginning of the  
15                  hearing, yes, sir.

16                  MR. KHARASCH: Our problem, Your Honor, if  
17                  you permit, is we physically can't meet July 19.  
18                  Everybody knows that. Until the tapes are ready we  
19                  really can't do any traffic studies or anything  
20                  else.

21                  JUDGE HOPKINS: So if you only receive a  
22                  small time frame, a shorter time frame than you  
23                  wish, it still wouldn't be sufficient, if the  
24                  Commission comes out with whatever time frame if  
25                  they allow it?



1 MR. KHARASCH: They say July 25. We say  
2 we didn't even have the tapes in.

3 JUDGE HOPKINS: I have no idea what the  
4 Commission is going to do on that. I don't want to  
5 comment.

6 MR. KHARASCH: I hope they will act before  
7 we meet Your Honor on July 25.

8 JUDGE HOPKINS: I believe they will.

9 MR. KHARASCH: We will do our very best to  
10 coordinate on our side of the table with everyone.

11 JUDGE HOPKINS: I think that would be a  
12 good idea. As I said in the order, that I would  
13 like to have everybody cooperate in that way. It  
14 works out better for everybody.

15 Mr. Raker.

16 MR. RAKER: Your Honor, I handed up to  
17 Your Honor at the commencement of the hearing this  
18 morning and I circulated amongst the parties here a  
19 proposed form of procedural order relating to the  
20 establishment of document depositories.

21 I don't feel strongly that it is something  
22 which has to be taken up at today's hearing as  
23 distinguished from the subsequent prehearing  
24 conference that will deal with procedural matters  
25 generally.

1 I raise it today because it does have  
2 relevance to the depository which has already been  
3 established by the Applicants. And to the extent  
4 that the concepts expressed in this order are  
5 deemed to be meritorious, there does seem to be  
6 some reason to do it sooner rather than later.

7 Particularly what I have in mind, Your  
8 Honor, is the problem that when a party is told in  
9 response to a discovery inquiry, well, to the  
10 extent that there is anything relevant it is in the  
11 depository, that that kind of a response is  
12 essentially being told to go to the proverbial  
13 haystack and you are not even told how many needles  
14 there might be there.

15 And to the extent that documents are being  
16 added to the depository from time to time, to the  
17 extent that the documents may be out of the  
18 depository for copying, to the extent that we  
19 really don't know what the guidelines were, what  
20 guidelines were used in establishing the depository,  
21 what were the consultants and experts and witnesses  
22 told they were supposed to accumulate, what type of  
23 documents they were to accumulate and put into the  
24 depository, to the extent that these questions --  
25 at least the answer to these questions -- are at



1 best vague, then it is very difficult to know how  
2 much further one is to press when one doesn't find  
3 anything directly responsible and when one finds  
4 only certain things that seem to be responsive in  
5 the depository.

6 Let me add, Your Honor, that it is my  
7 understanding that the whole concept of setting up  
8 a document depository stems from complex multi-district  
9 litigation where the concept is this would be  
10 something to facilitate a discovery.

11 I think that that is the spirit with which  
12 we all hope -- and I believe that includes the  
13 Applicants -- that is the spirit which we hope is  
14 going to be used in this case. But I think that it  
15 would be awfully helpful if there were some  
16 guidelines.

17 Now, the proposed form of order indicates  
18 that the establishment of a depository would be  
19 optional with each party. I don't feel strongly  
20 about that. As far as I am concerned it could be  
21 compulsory. But the point is that if there is  
22 going to be one, we ought to know what is in the  
23 depository.

24 As to this, Your Honor, I understand that  
25 there are something like 60 boxes in the depository

1 in San Francisco. I think it is approximately half  
2 that number in Chicago. We have now spent, K-C-S  
3 has had personnel at these two depositories for a  
4 total of approximately 15 man days and so far that  
5 work has been essentially to try to catalogue what  
6 is there.

7 We learned yesterday -- we had someone  
8 arrive in San Francisco yesterday -- to our  
9 pleasure there was what I am told is a reasonably  
10 detailed index of what is in the depository in San  
11 Francisco.

12 Unfortunately, the index for the Chicago  
13 depository, at least from what we saw last week and  
14 which, by the way, they refused to allow us to copy  
15 and so we copied it down by hand, that index is not  
16 nearly as detailed. It comes in a box-by-box basis  
17 and doesn't detail the individual documents that  
18 are in the box.

19 And it really does complicate things when  
20 that sort of thing takes place. I will not say  
21 that that is really very different from what the  
22 case was in the U-P-M-P case. What I am suggesting  
23 is we can do a lot better in this case.

24 JUDGE HOPKINS: Have you discussed this  
25 with the Applicants? Have they seen a copy?





1 get them to you by the end of the week.

2 We also have a list of documents that have  
3 been placed in the depository since the first  
4 visitors came. Primarily that is responses to  
5 additional interrogatories that we have gotten and  
6 that is the way we have handled that.

7 Even in the absence of this index, however,  
8 I want to just say for the record that I think we  
9 have bent over backwards to be cooperative in  
10 trying to help people find individual documents on  
11 any individual subject or request as we can.

12 And we are following the pattern that was  
13 established in the U-P-M-P-W-P merger with the  
14 depository concept, which I think is a very good  
15 way to do it. It is a lot faster to put your  
16 documents there so everyone can see them than it is  
17 to try to make 40 different copies and send them  
18 out.

19 JUDGE HOPKINS: I think you are all  
20 learning from experience anyway.

21 MR. SMITH: That is true.

22 JUDGE HOPKINS: Some of these things will  
23 be changed as we go along I know.

24 MR. KHARASCH: I have to say two things.  
25 One, the idea of dual depositories is quite a



1 strain on the parties. I think one depository is  
2 the better way to do it. If you have one  
3 depository you can go there and you can do your  
4 research, if that is it.

5 Second, a depository is no good if it is a  
6 haystack with no needles there. You really have to  
7 have a list of documents to prepare you to use it.  
8 You have to consult with your consultants and  
9 economists and here is the stuff, and they will  
10 look at it and you can prepare it and be useful. I  
11 like Mr. Raker's suggestion.

12 JUDGE HOPKINS: I understand.

13 MR. WILSON: Again, I would like to  
14 respond in connection with the Chicago document  
15 depository.

16 I guess there are two things. We have  
17 improved somewhat over the Union Pacific case where  
18 there were three document depositories. The way  
19 that we divided the documents was by subject matter  
20 which we thought would be of assistance to the  
21 parties.

22 In other words, we don't have the Santa Fe  
23 developed operations, rail operation study backup  
24 in Chicago. All of the rail operation study  
25 materials are in San Francisco.

1                   And in a similar manner all of the traffic  
2                   flow participation study material is in Chicago.  
3                   It is not that each railroad has maintained  
4                   separate papers relating to the same subject. We  
5                   have divided it on a subject matter basis which we  
6                   thought would facilitate the discovery to the  
7                   parties.

8                   And on the other point, I am sorry about  
9                   the index not being provided. Our principal  
10                  paralegal was on vacation last week and I guess the  
11                  substitute paralegal did not understand that  
12                  procedure.

13                  But we normally, you know, hand over the  
14                  document and, of course, you can make copies of the  
15                  listings of materials in the boxes for those from  
16                  BNS and Reebie where there is a more detailed  
17                  listing.

18                  So I think we have done quite a bit in  
19                  terms of what is necessary to facilitate discovery.  
20                  And I did make the offer, and I will make it on the  
21                  record, that we will undertake to do additional  
22                  labeling of some of the computer reports that has  
23                  been raised by the KATY as something that they  
24                  would like for further assistance.

25                  Certainly we do try to answer questions of



1 parties when they are in the document depository.

2 JUDGE HOPKINS: Everybody is nice guys  
3 here, right? Everything is working out. That is  
4 all right. I am glad to see that. As I told you,  
5 that is one reason why I wanted everybody here  
6 today or anybody that wanted to come.

7 Are there any other matters?

8 (Pause)

9 JUDGE HOPKINS: Nothing further?

10 MR. WILSON: I would say one other thing  
11 on this, although this conference doesn't deal with  
12 scheduling.

13 Applicants, of course, are opposed to any  
14 extensions of time on any of these dates and we  
15 were advised that it was not necessary to file any  
16 more pleadings objecting to the extension of time  
17 on the responsive applications.

18 We will, of course, be filing an  
19 opposition to this motion after we know what it  
20 says.

21 JUDGE HOPKINS: Excuse me. One thing I  
22 would suggest before the next conference though, it  
23 would be wise if the parties, Protestant and the  
24 Applicant, have ideas as to scheduling to the total  
25 proceeding, to send copies into me and copies to

1 the other parties in the case so we have something  
2 before us before we even have the prehearing  
3 conference.

4 MR. KHARASCH: Could we be off the record  
5 for a moment?

6 JUDGE HOPKINS: Surely.

7 (Discussion off the record.)

8 JUDGE HOPKINS: Back on the record. This  
9 prehearing conference will now be closed. I  
10 appreciate everybody's cooperation and I hope it  
11 will continue like this. Thank you very much.

12 (Thereupon, at 10:37 a.m., the prehearing  
13 conference in the above-entitled matter was  
14 adjourned.)

15

16

17

18

19

20

21

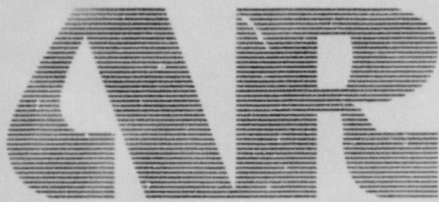
22

23

24

25





ALDERSON REPORTING COMPANY, INC.  
 P.O. BOX 2973, WASH., D.C. 20013  
 202/628-9300

OFFICIAL REPORTERS TO THE  
 INTERSTATE COMMERCE COMMISSION

CASE TITLE: SANTA FE SOUTHERN PACIFIC CORP. ETC.  
 DOCKET NO.: FINANCE DKT. 30400 CITY/STATE: WASH. D.C.

I hereby certify, pursuant to Public Law 89-332. that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: THOMAS B. LEARY, HOWAN HARTSON  
 REPRESENTING: DENVER AND RIO GRANDE WESTERN  
 ADDRESS: P.O. BOX 5482, DENVER, COLO. 80217

ORDER FOR OFFICIAL TRANSCRIPT

- ( ) ENTIRE PROCEEDINGS ( ) HEARING DATE OF \_\_\_\_\_
- ( ) \$ 2.75 PER PAGE for transcript ready in 15 calendar days.
- ( ) \$ 4.00 PER PAGE for transcript ready in 7 calendar days.
- (  ) \$ 4.75 PER PAGE for transcript ready in 5 calendar days.
- ( ) \$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

- ( ) First Class Mail ( ) Express Mail ( ) Messenger Metro/DC (\$10)
- (  ) Pick Up At Alderson-20 F St., N.W., 20001 ( ) Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

SIGNATURE REQUIRED: Thomas B. Leary  
 SEND TO: HOWAN HARTSON  
815 CONN. N.W.  
WASH. D.C. 20006 TEL. NO.: 331-4662  
 BILL TO: SAME

800880044



ALDERSON REPORTING COMPANY, INC.  
 P.O. BOX 2973, WASH., D.C. 20013  
 202/628-9300

OFFICIAL REPORTERS TO THE  
 INTERSTATE COMMERCE COMMISSION

CASE TITLE: SANTA FE SOUTHERN PACIFIC -- Control - Southern Pacific Transp.  
 DOCKET NO.: FD 30400 CITY/STATE: DC

I hereby certify, pursuant to Public Law 89-332. that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: Michael A. Smith  
 REPRESENTING: Southern Pacific Transportation Co.  
 ADDRESS: One Market Plaza, SP Bldg, San Francisco, CA. 94105

ORDER FOR OFFICIAL TRANSCRIPT

- ( ) ENTIRE PROCEEDINGS                      (X) HEARING DATE OF June 27, 1984  
 (X) \$ 2.75 PER PAGE for transcript ready in 15 calendar days.  
 ( ) \$ 4.00 PER PAGE for transcript ready in 7 calendar days.  
 ( ) \$ 4.75 PER PAGE for transcript ready in 5 calendar days.  
 ( ) \$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

- ( ) First Class Mail                      (X) Express Mail                      ( ) Messenger Metro/DC (\$10)  
 ( ) Pick Up At Alderson-20 F St., N.W., 20001                      ( ) Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

SIGNATURE REQUIRED: Michael A. Smith  
 SEND TO: Michael A. Smith  
One Market Plaza, SP Bldg.  
San Francisco, CA. 94105 TEL. NO.: 415-541-1782  
 BILL TO: (Same)

8888888888





ALDERSON REPORTING COMPANY, INC.  
 P.O. BOX 2973, WASH., D.C. 20013  
 202/628-9300

OFFICIAL REPORTERS TO THE  
 INTERSTATE COMMERCE COMMISSION

CASE TITLE: Santa Fe Southern Pacific Corporation - Control  
 DOCKET NO.: F.D. 30400 CITY/STATE: Washington, D.C.

I hereby certify, pursuant to Public Law 89-332. that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: KATHLEEN MAHON, GALLAND KHARASCH, MORSE & CARFINKLE  
 REPRESENTING: M-K-T Railroad  
 ADDRESS: 1054 31<sup>ST</sup> ST., N.W., Washington, D.C.

ORDER FOR OFFICIAL TRANSCRIPT

- ENTIRE PROCEEDINGS      ( ) HEARING DATE OF 6/27/84
- \$ 2.75 PER PAGE for transcript ready in 15 calendar days.
- ( ) \$ 4.00 PER PAGE for transcript ready in 7 calendar days.
- ( ) \$ 4.75 PER PAGE for transcript ready in 5 calendar days.
- ( ) \$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

- First Class Mail      ( ) Express Mail       Messenger Metro/DC (\$10)
- ( ) Pick Up At Alderson-20 F St., N.W., 20001      ( ) Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

SIGNATURE REQUIRED: Kathleen Mahon

SEND TO: KATHLEEN MAHON  
GALLAND KHARASCH MORSE & CARFINKLE  
1054 31<sup>ST</sup> ST, N.W.  
Washington, D.C. 20007 TEL. NO.: 202 342-5283

BILL TO: (same)

0008 0057



ALDERSON REPORTING COMPANY, INC.  
 P.O. BOX 2973, WASH., D.C. 20013  
 202/628-9300

OFFICIAL REPORTERS TO THE  
 INTERSTATE COMMERCE COMMISSION

CASE TITLE: Santa Fe Southern Pacific Corp. - Control - SPT

DOCKET NO.: FD 30400 CITY/STATE: Washington, D.C.

I hereby certify, pursuant to Public Law 89-332. that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: Dennis W. Wilson

REPRESENTING: Santa Fe Southern Pacific & Atchafalaya, Tupteka & Santa Fe Ry.

ADDRESS: 224 S. Michigan Ave., Chicago, Illinois 60602

ORDER FOR OFFICIAL TRANSCRIPT

ENTIRE PROCEEDINGS  HEARING DATE OF June 27, 1984

\$ 2.75 PER PAGE for transcript ready in 15 calendar days.

\$ 4.00 PER PAGE for transcript ready in 7 calendar days.

\$ 4.75 PER PAGE for transcript ready in 5 calendar days.

\$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

First Class Mail  Express Mail  Messenger Metro/DC (\$10)  
 Pick Up At Alderson-20 F St., N.W., 20001  Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

SIGNATURE REQUIRED: Dennis W. Wilson

SEND TO: Dennis Wilson  
224 S. Michigan Avenue  
Chicago, Illinois TEL. NO.: 312-347-2285

BILL TO: Same

000000052





ALDERSON REPORTING COMPANY, INC.  
P.O. BOX 2973, WASH., D.C. 20013  
202/628-9300

OFFICIAL REPORTERS TO THE  
INTERSTATE COMMERCE COMMISSION

CASE TITLE: SANTA FE SOUTHWESTERN PACIFIC CORP  
DOCKET NO.: 30400 CITY/STATE: WASH DC

I hereby certify, pursuant to Public Law 89-332, that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: William C Evans

REPRESENTING: CHICAGO AND NORTH WESTERN TRANSPORTATION CO.

ADDRESS: SUITE 1000 1600 L ST. N.W. WASH DC 20036

**Vernal, Clifford & Assoc**  
ORDER FOR OFFICIAL TRANSCRIPT

- ( ) ENTIRE PROCEEDINGS ( ) HEARING DATE OF 6/27/84
- () \$ 2.75 PER PAGE for transcript ready in 15 calendar days.
- ( ) \$ 4.00 PER PAGE for transcript ready in 7 calendar days.
- ( ) \$ 4.75 PER PAGE for transcript ready in 5 calendar days.
- ( ) \$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

- () First Class Mail ( ) Express Mail ( ) Messenger Metro/DC (\$10)
- ( ) Pick Up At Alderson-20 F St., N.W., 20001 ( ) Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

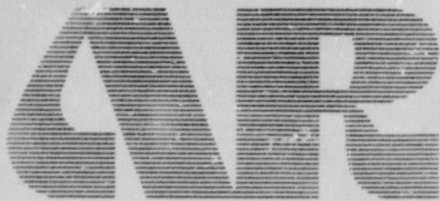
SIGNATURE REQUIRED: William C Evans

SEND TO: above

TEL. NO.: 452-1430

BILL TO: above

00080053



ALDERSON REPORTING COMPANY, INC.  
 P.O. BOX 2973, WASH., D.C. 20013  
 202/628-9300

OFFICIAL REPORTERS TO THE  
 INTERSTATE COMMERCE COMMISSION

CASE TITLE: Santa Fe & Southern Pacific - control - Southern Pacific Transp. Co.  
 DOCKET NO.: 30400 et al. CITY/STATE: Washington DC

I hereby certify, pursuant to Public Law 89-332, that I have been authorized to appear in the above entitled proceedings and to represent the party(ies) noted. Please note your appearance for the record & return to the reporter.

NAME: David H. Remes  
 REPRESENTING: Union Pacific / Missouri Pacific  
 ADDRESS: Covington & Burling, 1201 Pennsylvania Ave., NW, PO Box 7566  
Washington, D.C. 20044

ORDER FOR OFFICIAL TRANSCRIPT

- ENTIRE PROCEEDINGS ( ) HEARING DATE OF \_\_\_\_\_
- ( ) \$ 2.75 PER PAGE for transcript ready in 15 calendar days.
- ( ) \$ 4.00 PER PAGE for transcript ready in 7 calendar days.
- 6/26  \$ 4.75 PER PAGE for transcript ready in 5 calendar days.
- future to be arranged  \$ 9.75 PER PAGE for transcript ready next business day.

FOR SAME DAY/RUSH TRANSCRIPT OR SPECIAL ARRANGEMENTS, please call 202-628-9300.

Shipping and handling fees will be billed to you. Please indicate:

- ( ) First Class Mail ( ) Express Mail  Messenger Metro/DC (\$10)
- ( ) Pick Up At Alderson-20 F St., N.W., 20001 ( ) Emery Acct No.: \_\_\_\_\_

The undersigned hereby agrees to pay in accordance with the terms of this order form. Invoices are due when rendered and prepayment may be necessary. The undersigned, his or her law firm and his or her client shall be responsible, jointly and severally for the payment of the obligation incurred hereunder, including a reasonable attorney's fee for any collection action that may be required to enforce this obligation.

SIGNATURE REQUIRED: David H. Remes

SEND TO: DAVID H. REMES, COVINGTON & BURLING  
1201 Pennsylvania Avenue, N.W., P.O. Box  
7566, Washington, DC TEL. NO.: 202 663-5212

BILL TO: Union Pacific Railroad Co., c/o Mr. Remes

00080054