

SPEED TABLE

Time Per Mile		Miles Per Hour	Time Per Mile		Miles Per Hour	Time Per Mile		Miles Per Hour
Mins.	Sec.		Mins.	Sec.		Mins.	Sec.	
—	45	80.0	1	08	52.9	1	46	34.0
—	46	78.3	1	10	51.4	1	48	33.2
—	47	76.6	1	12	50.0	1	50	32.7
—	48	75.0	1	14	48.6	1	52	32.1
—	49	73.5	1	16	47.4	1	54	31.6
—	50	72.0	1	18	46.1	1	56	31.0
—	51	70.6	1	20	45.0	1	58	30.5
—	52	69.2	1	22	43.9	2	—	30.0
—	53	67.9	1	24	42.9	2	05	28.8
—	54	66.6	1	26	41.9	2	10	27.7
—	55	65.5	1	28	40.9	2	15	26.7
—	56	64.2	1	30	40.0	2	24	25.0
—	57	63.2	1	32	39.1	2	30	24.0
—	58	62.6	1	34	38.3	2	45	21.8
—	59	61.0	1	36	37.5	3	—	20.0
1	—	60.0	1	38	36.8	3	30	17.1
1	02	58.0	1	40	36.0	4	—	15.0
1	04	56.2	1	42	35.3	5	—	12.0
1	06	54.2	1	44	34.6	6	—	10.0

SOUTHERN PACIFIC LINES



TIMETABLE
For

"New Year's Special"

DECEMBER 31, 1988

Los Angeles to Santa Monica

JANUARY 1, 1989

Los Angeles to Santa Barbara

JANUARY 2, 1989

Los Angeles to Pasadena





**SOUTHERN
PACIFIC
SERVICE
SPECIAL**

**All
Aboard!**



We are pleased you are able to join us on our "New Year's Special". As the year draws to a close, we wish to extend our heartfelt appreciation to you, our partners in transportation. 1988 has been a year filled with changes affecting not only our company, but the overall marketplace.

With a renewed dedication to the spirit of service, and the strength of the combined Southern Pacific Transportation Company and the Denver & Rio Grande Western Railroad, we look forward to 1989 and meeting your transportation needs.

SOUTHERN PACIFIC LINES

"NEW YEAR'S SPECIAL"

SATURDAY, DECEMBER 31st

7:00 PM Bus departs Los Angeles Athletic Club for Jonathan Club New Year's Eve Party. Party Theme: "Calypso"

Dress: Black Tie

Midnight Salute to the New Year and return to Los Angeles Athletic Club.

SUNDAY, JANUARY 1st

8:30 AM Bus departs for Los Angeles Union Passenger Terminal. Guests board Southern Pacific's "New Year's Special" excursion to Santa Barbara. Brunch will be served.

Dress: Casual

5:00 PM Train arrive Los Angeles Union Terminal. Bus transfer to Los Angeles Athletic Club.

6:30 PM Bus departs Los Angeles Athletic Club for Los Angeles Union Terminal.

7:00 PM Cocktails and Dinner on Lounge Car "French Quarter" and Diner Car "Audubon".

Dress: Casual

MONDAY, JANUARY 2nd

6:30 AM Bus departs Los Angeles Athletic Club for Pasadena. Continental Breakfast served on board bus.

Dress: Casual

8:30 AM 1989 Tournament of Roses Centennial.

10:30 AM Return to bus for short trip to Rose Bowl. Lunch served on board bus.

2:00 PM 1989 Rose Bowl Game. Michigan vs USC.

5:00 PM Buses depart Rose Bowl for airports and Los Angeles Athletic Club.

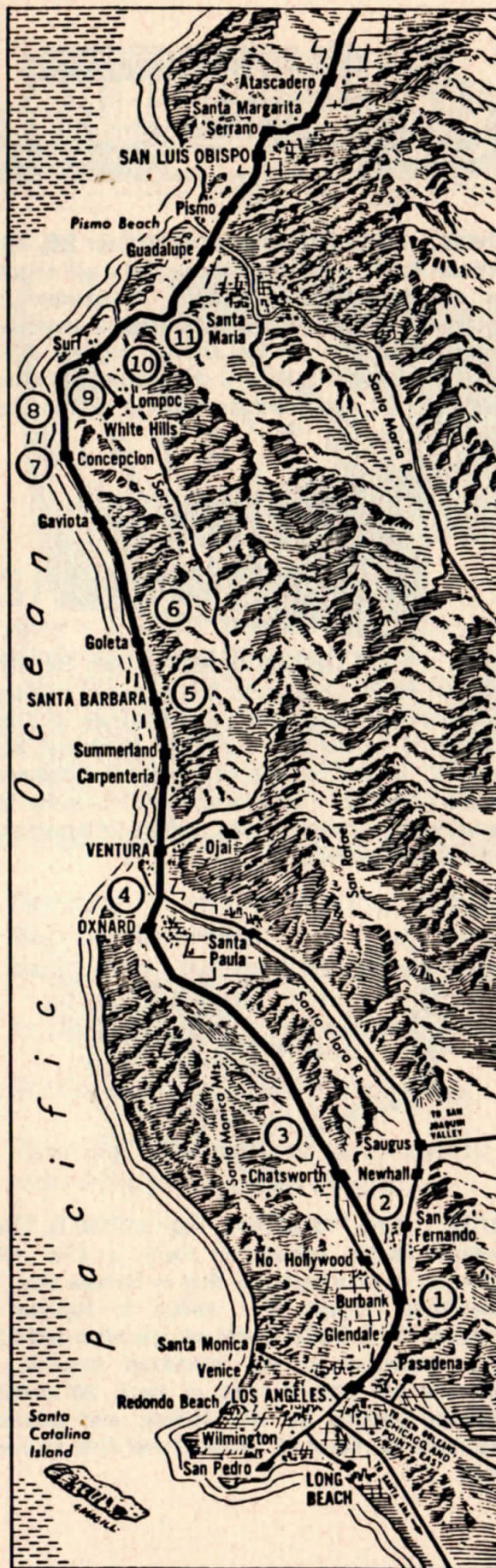
LOS ANGELES DIVISION SANTA BARBARA SUBDIVISION

WESTWARD ↓			STATIONS	↑ EASTWARD		
First Class	Station Number	Siding Feet		Coast Line	Mile Post	First Class
13 Pgr						12 Pgr
Leave Daily					Arrive Daily	
AM 9.55	21095		LAUPT BMP		PM 7.10	
	21089		MISSION TOWER MPQT	2	482.2	
	21087		EAST BANK JCT M	M	481.9	
	21085		DAYTON AVE TOWER MPQ	T	480.7	
	...		MAIN LINE TOWER X-OVERS MPQ		479.4	
	21000		LOS ANGELES YD BCPQT	DT	478.5	
s10.13	20985		GLENDALE P	ABS	s6.28	
	...		ALLEN AVE X-OVERS M		473.4	
	20965	5300	BURBANK JCT MPT	2MT	471.6 462.7	
	14210		HEWITT		458.4	
	14200		GEMCO BCPQ	D	455.5	
	14142	4056	CHATSWORTH T	T	445.5	
	14134	8130	SANTA SUSANA	C	437.5	
	14122	4912	MOORPARK		427.1	
	14114	5544	CAMARILLO	A	416.6	
s11.21	14100	5701	OXNARD BCPQ	B	s5.19	
	13960		MONTALVO T	S	403.2	
	13955	5600	VENTURA		398.2	
	13925		VENTURA JCT		397.3	
	13910	5045	SEACLIFF		388.6	
AM 11.59	13890		EAST SANTA BARBARA Y	2MT	371.9	
PM s12.05	13885		SANTA BARBARA Y	ABS	s4.35	
	13880		WEST SANTA BARBARA Y		368.5 4.20	
	13875	5728	GOLETA		362.8	
	13860	4964	CAPITAN	D	349.9	
	13855	3957	GAVIOTA	T	339.4	
	13845	6128	CONCEPCION	C	325.3	
	13840	5818	SUDDEN		317.3	
	13830	6725	HONDA		307.9	
	13800	5550	SURF T	A	302.7	
	13795	5511	TANGAIR T	B	297.2	
	13730	6218	NARLON	S	293.2	
	13720	4267	DEVON		286.5	
	13710	4035	WALDORF		280.7	
	13700	5556	GUADALUPE BCPQ		276.5	
	13690	5850	CALLENDER		269.9	
	13653	6308	GROVER		264.2	
2.08	13605		EAST SAN LUIS OBISPO Y	2MT	254.8	
s2.46 PM	13600		SAN LUIS OBISPO BCPQTY	ABS	252.1 2.17 PM	
Arrive Daily	(221.8)				Leave Daily	

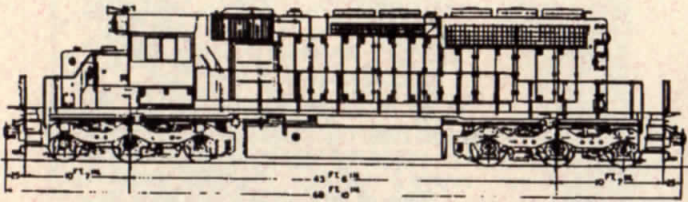
Reference: Southern Region Timetable
NO 2 4/27/86

POINTS OF INTEREST

- ① MP 462.7 Burbank Jct: Before DTC, the Burbank operator dispatched trains going to the San Joaquin Valley or the coast route by train orders. These Train orders were hung with string on poles and retrieved by engineers and conductors while the train was moving.
- ② MP 455.5 Gemco Yard: Services General Motors beer, lumber, paper and other accounts.
- ③ MP 444.7 to MP 440.8 Santa Susanna Mountains: Our dramatic passage through Santa Susanna Pass takes us through a series of three tunnels, the longest of which is 7369 feet. These rugged mountains are reminiscent of the wild west and many Hollywood productions have been shot in these hills.
- ④ MP 407.8 Oxnard: The Ventura county railroad ties into our railroad just north of the Oxnard Station.
- ⑤ MP 370.7 Santa Barbara: The Moreton Bay Fig Tree, seen at the Amtrak Station, is said to be the largest fig tree in the nation. It was planted in 1877 and today its branches spread 160 feet. It is said that, at noon, more than 10,000 people can stand in its shade.
- ⑥ MP 358.9 Ellwood Oil Field: On February 25, 1942, Captain Kozo Nishino surfaced the Japanese submarine I-17 in the Santa Barbara Channel and fired 17 rounds from his 140mm deck gun toward the oil field, inflicting little damage. It was probably the only direct enemy attack on the continental United States in the past century.
- ⑦ MP 325.3 Point Concepcion: The light house was built in 1855 and is still in use.
- ⑧ MP 312 Point Arguello: One of the most famous shipwrecks occurred here on September 8, 1923. The U.S Navy's Destroyer Squadron 11 was steaming south at 20 knots when they encountered thick fog. Believing they had passed Point Arguello, the squadron commander ordered the turn into Santa Barbara Channel. Instead, seven of the destroyers were wrecked and 23 sailors died when they struck the rocks. It was one of the greatest peacetime Naval disasters.
- ⑨ MP 301 Vandenberg Air Force Base: Launch site for military missiles and satellites. We see the first of several launch pads, called Satellite Launch Centers (SLC).
- ⑩ MP 299 Space Shuttle Launch Pad: The launch pad, SLC6, and the huge white, support building on the right was built to be the home of the military's Space Shuttle program. The large concrete air strip was constructed to handle the return of the Space Shuttle.
- ⑪ MP 297.2 Tangair Siding: We will turn our train using the Tangair Y for our return trip to Los Angeles.

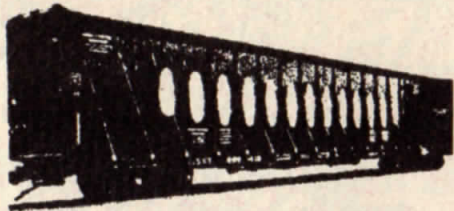


Map From 1961 Southern Pacific Company
Coast Daylight Travel Brochure.



Power. . . San Francisco, October 26, 1988

Southern Pacific announced today that it will acquire 50 new diesel locomotives in 1989. These new units, costing over \$50 million, is part of a continuing program to upgrade its fleet with fuel efficient engines. The new equipment, along with the 110 units purchased since the Spring of 1987, represent the latest in microprocessor technology.



Cars. . . San Francisco, November 29, 1988

Southern Pacific announced it is acquiring 150 second generation centerbeam flatcars, costing over \$7.2 million, to transport lumber from the Pacific Northwest. Most of these 73', 100 ton capacity cars should be delivered by the end of the year. These cars, in addition to the 300 60' centerbeams acquired in 1986, reaffirm SP's commitment to the lumber industry.



Yards. . . San Francisco, November 8, 1988

Southern Pacific announced today a \$2.6 million expansion of its Armoudale Yard in Kansas City. This expenditure includes \$1.1 million to improve the combined SP & DRGW freight car operation and a \$1.5 million expansion of the intermodal terminal. The expansion will add 2 miles of track, 28 switches, additional parking for 575 trailers, and unloading equipment for either 89' conventional flats or double stacks.



SP Liberator is SP's customer EDI program or (Electronic Data Interchange) . It is a series of software programs designed to provide you, our customer with a significantly faster and simpler approach to communicating with us and includes every aspect of your shipping transactions. SP Liberator is SP's commitment to make it easier and more economical for you to do business with us.

SP Liberator allows you to do the following:

- Generate or initiate shipping instructions electronically either via the personal computer or via the mainframe computer.
- Locate and trace shipments in real time.
- Access intermodal rates electronically.
- Speed up the processing of contract or tariff rates through our E-Mail program.



ADOPT-A-BRANCH

Adopt-A-Branch began as an employee involvement program in Los Angeles in 1985. It was started by conductors who were concerned about the future of branch lines and box car business. This program focuses on customer needs, opens lines of communication, and makes the conductor directly responsible for his customers transportation requirements.

This is accomplished by having the conductors take a day and meet with customers on their branch lines to see what can be done to better serve their local industries. After making customer contacts, conductors assemble that afternoon for a station meeting with the trainmaster, chief clerk, and a representative from the sales department. In a team atmosphere, operational and service problems are discussed and solved.

The success of the Adopt-A-Branch program comes from employees taking control and assuming personal responsibility to better serve customers. With this renewed commitment, their expertise is a valuable resource which benefits customers and makes Southern Pacific more competitive in the transportation marketplace.

Because of listening to our customers, Southern Pacific has won Modern Railroad's prestigious Golden Freight Car Award for the Adopt-A-Branch program. With our recent merger with Denver & Rio Grande Western, and a renewed personal commitment from all of our employees, the customer can only benefit.

We're "Off and Running" with service levels unmatched.