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CLERK, U. S. DIST. COURT
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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

UNITED STATES OF AMERICA,

Plaintiff,

vs.

PACIFIC GREYHOUND LINES, THE
GREYHOUND CORPORATION, SOUTHERN
PACIFIC COMPANY, DOLLAR LINES,
INTERSTATE TRANSIT LINES, INC.,
UNION PACIFIC STAGES, INCORPORATED,

Defendants.

CIVIL ACTION

NO. 25267-S

SUPPLEMENTAL ORDER

A supplemental order having been entered in this case on September 19, 1958, which permitted defendant Southern Pacific Company and Southwestern Transportation Company to acquire certain common stock of The Greyhound Corporation but subject to restrictions as to sale or other disposition set forth in paragraph XV of the Final Judgment herein dated September 25, 1947; and

IT APPEARING that, pursuant to such supplemental order, Southwestern Transportation Company acquired 273,174 shares of common stock of The Greyhound Corporation, and defendant Southern Pacific Company acquired 229,980 shares of common stock of The Greyhound Corporation, and that effective at midnight (12 PM), November 26, 1969, all of such shares owned by defendant Southern Pacific Company were acquired by a new Delaware corporation known

1 as Southern Pacific Transportation Company, a carrier by railroad,
2 incident to the merger into that company of former Southern
3 Pacific Company; and

4 IT FURTHER APPEARING that paragraph XV, subparagraph 2,
5 of the original Final Judgment herein provides, in effect, that,
6 except for disposition to The Greyhound Corporation, no sale or
7 pledge or other disposition of the aforementioned stock of The
8 Greyhound Corporation shall be made "to any rail or motor bus
9 common carrier, or to any officer, director or nominee of any
10 such carrier, or to any corporation, copartnership or individual
11 dominated or controlled by any such carrier or by any of the
12 defendants named in the amended complaint herein, or to any person
13 owning any stock in Dollar Lines on October 24, 1945", and that
14 subparagraph 3 of said paragraph XV provides that prima facie
15 evidence of compliance with the provisions of subparagraph 2 shall
16 be the filing with the Clerk of this Court within 30 days after
17 any disposition of this stock "an affidavit duly executed by or
18 on behalf of the transferee thereof to the effect that such
19 transferee is not within any of the restricted classes of persons
20 under the terms of (2) above"; and

21 IT FURTHER APPEARING that it is now proposed to dispose
22 of all of the aforementioned capital stock of The Greyhound Cor-
23 poration as follows: Southern Pacific Transportation Company will
24 make a gift of 92,100 of such shares to Southern Pacific Founda-
25 tion (a non-profit, charitable corporation, whose officers and
26 directors are officers of Southern Pacific Transportation Company,
27 so that it is dominated by that Company and thus within the re-
28 strictions of subparagraph 2 of paragraph XV of the Final Judgment
29 herein); thereafter, through a broker or brokers and by sales
30 made on the New York Stock Exchange or other national securities
31 exchanges, Southern Pacific Foundation, Southern Pacific Trans-
32 portation Company and Southwestern Transportation Company will

1 sell all of the remaining stock of The Greyhound Corporation which
2 they then own to the general public, in which event it will be
3 impossible to comply with the requirements of subparagraph 3 of
4 paragraph XV of the Final Judgment since the purchasers will be
5 unknown.

6 NOW THEREFORE, GOOD CAUSE APPEARING THEREFOR, AND UPON
7 STIPULATION BY THE PARTIES AFFECTED IT IS HEREBY ORDERED:

8 FIRST: That notwithstanding the provisions of paragraph
9 XV of said Final Judgment, Southern Pacific Transportation
10 Company is authorized to transfer by way of gift and without
11 consideration to Southern Pacific Foundation within 90 days after
12 the date of this supplemental order 92,100 shares of common stock
13 of The Greyhound Corporation, provided that within 90 days after
14 the date of this supplemental order, Southern Pacific Foundation
15 sells such shares as provided in paragraph SECOND hereof; and

16 SECOND: That within 90 days after the date of this
17 supplemental order, and in addition to any method of disposition
18 permitted by paragraph XV of the Final Judgment herein, Southern
19 Pacific Foundation is authorized to sell 92,100 shares of the
20 common stock of The Greyhound Corporation, Southern Pacific Trans-
21 portation Company is authorized to sell 137,880 shares of the
22 common stock of The Greyhound Corporation (the same constituting
23 all of its then remaining ownership of such stock) and Southwestern
24 Transportation Company is authorized to sell 273,174 shares of
25 the common stock of The Greyhound Corporation (the same constitut-
26 ing all of its ownership of su stock) through a broker or brokers
27 to the general public by means of transactions on the New York
28 Stock Exchange or other national securities exchanges without the
29 necessity for filing affidavits by transferees as required by the
30 aforesaid subparagraph 3 of paragraph XV of said Final Judgment;
31 and

32 THIRD: Within 30 days after completion of the sales

1 mentioned in paragraph SECOND, Southern Pacific Transportation
2 Company, Southern Pacific Foundation and Southwestern Transporta-
3 tion Company shall file reports setting forth all details concern-
4 ing the disposition of such common stock of The Greyhound
5 Corporation with the clerk of the United States District Court
6 for the Northern District of California and with the San Francisco
7 office of the Antitrust Division of the Department of Justice.

8 IT IS FURTHER ORDERED that, except as hereinabove modified,
9 said Final Judgment of September 25, 1947, and said Supplemental
10 Order of September 19, 1958, shall be and remain in full force
11 and effect.

12 DATED this 7th day of December 1969.

13 STANLEY A. WEIGEL
14 JUDGE, United States District Court

15 We hereby stipulate to the entry of the foregoing
16 Supplemental Order.

17 SOUTHERN PACIFIC TRANSPORTATION COMPANY
18 SOUTHWESTERN TRANSPORTATION COMPANY
19 SOUTHERN PACIFIC FOUNDATION

20 Robert L. Pierce

21 Robert L. Pierce
22 Their Attornev

23 FOR THE PLAINTIFF
24 UNITED STATES OF AMERICA

25 (s) William D. Kilgore, Jr.
26 William D. Kilgore, Jr. MLS

27 (s) Marquis L. Smith
28 Marquis L. Smith

29 (s) Anthony E. Desmond
30 Anthony E. Desmond
31 Attorneys, Department of Justice
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