

ENTERED
Office of the Secretary

TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

401 9TH STREET, N.W. - SUITE 1000
WASHINGTON, D.C. 20004-2134
www.troutmansanders.com
TELEPHONE: 202-274-2950

C. Jonathan Benner
jonathan.benner@troutmansanders.com

MAY 28 2002
Part of
Public Record

205 480

Direct Dial: 202-274-2880
Fax: 202-654-5647

May 24, 2002

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 704
Washington, D.C. 20423



RE: *DHX, Inc. v. Matson Navigation, et al.*
STB Docket No. WCC-105

Dear Secretary Williams:

Enclosed please find the original and eleven copies of "*Defendant Sea-Land Service, Inc.'s Response to Plaintiff's Motion for Protective Order*" in the above-referenced matter. In accordance with the STB Final Rule in Ex Parte 576, Electronic Access to Case Filings, the original is not bound, but clipped; however, the ten copies enclosed for Board Member and staff review are stapled.

Please acknowledge receipt and filing of the enclosed material by stamping the eleventh copy of this letter, which is enclosed for that purpose, and returning it to the individual making this filing for return to me.

Yours very truly,


C. Jonathan Benner

Enclosures

cc: Parties of Record

ENTERED
Office of the Secretary

MAY 28 2002

Part of
Public Record

ATLANTA • HONG KONG • LONDON • NORFOLK • RICHMOND
TYSONS CORNER • VIRGINIA BEACH • WASHINGTON, D.C.

Before the
SURFACE TRANSPORTATION BOARD

DHX, Inc.

Plaintiff,

v.

Matson Navigation Company, Inc. and
Sea-Land Service, Inc.,

Defendants.

Docket No. WCC-105



**DEFENDANT SEA-LAND SERVICE, INC.'S RESPONSE TO
PLAINTIFF'S MOTION FOR PROTECTIVE ORDER**

Defendant Sea-Land Service, Inc., now known as SL Service Inc. ("SL"), by and through its undersigned counsel, hereby files its Response to Plaintiff's Motion for A Protective Order.

The DHX motion, although styled as a request for a protective order, appears to be more of a request for changes in the scheduling of discovery events. The relief requested, with certain qualifications, is not terribly controversial and probably could have been readily negotiated by counsel without major intervention from the Board. The procedural device used, however, is peculiar in this context. DHX's attendant verbiage leaves SL sufficiently concerned about the motives and atmospherics of the request as to render a response necessary. We conclude DHX took the "protective order" route for the sole purpose of conveying a sense of grievance that SL and its fellow defendant, Matson Navigation Company, are not passively submitting to DHX's efforts to expand significantly this proceeding beyond its original apparent boundaries. The complexity and extent of discovery requests to date are a direct result of elections made by DHX

**ENTERED
Office of the Secretary**

MAY 28 2002

**Part of
Public Record**

in the scope of its amended complaint and in the voluminous discovery requests it has forwarded to defendants.

DHX seeks a 30-day extension within which to file objections to defendants' discovery requests. DHX further alleges that SL and Matson Navigation Company have submitted discovery requests in an attempt to "paper the Plaintiff" without "due regard for the scope of the requests." Both assertions are demonstrably untrue.

The difficulties (if indeed there are difficulties beyond the garden variety issues of scheduling and logistics that often arise in discovery matters) from which DHX now seeks protection are products of its own making. The discovery requests served by the defendants upon plaintiff are neither as voluminous nor intrusive as DHX's requests to the defendant carriers. By vastly expanding the scope of the proceeding, both in its Amended Complaint and in its discovery requests, DHX has placed enormous burdens on its opponents and has concomitantly exposed itself to expanded discovery inquiries required as part of efforts to ensure an effective defense.

Since the Board's December 19, 2001 Order DHX has served the following pleadings and/or discovery requests upon defendants:

1. March 8, 2002. *Complainant's First Request for Admissions and for Production of Documents to Defendant Matson Navigation Company.* This discovery request, served on Matson, seeks twenty-six (26) admissions. It also seeks all documents dated on or after October 1, 1997, in Matson's possession between Matson and SL and various SL subsidiaries and/or affiliates. (See Attachment A).
2. April 12, 2002. *Complainant's First Interrogatories and Second Request for Production of Documents to Defendant Matson Navigation Company.* This discovery request, also

served upon Matson, contains ninety-seven (97) interrogatories and eight (8) document requests. The document requests alone, if not narrowed, appear to require voluminous document production. (See Attachment B not including the over 70-page "Attachment B" with Matson tariff material).

3. April 13, 2002. *Plaintiff's First Interrogatories and First Request for Production of Documents to Defendant SL Service, Inc.* This discovery request contains eighty (80) interrogatories and ten (10) document requests. The interrogatories call for production of confidential commercial information pertaining to SL's shipper-customers, including forwarders that directly compete with DHX. Further, it seeks information and documents on SL's activities and client-base in the Alaska, Guam, and Puerto Rico trades, none of which are relevant to this proceeding. (See Attachment C).
4. April 29, 2002. *Amended Complaint.* The Amended Complaint contains 16 separate counts against one or both of the Defendants and contains two hundred sixty six (266) numbered paragraphs and adds numerous claims not found in the original complaint.
5. May 10, 2002. *Notices of Oral Deposition and Production of Documents.* DHX, by these notices, seeks to take the deposition of three (3) Matson executives. (See Attachment D). More of these notices to SL and to Matson are sure to come.
6. May 17, 2002. *Motion for Protective Order.* By this Motion, DHX suggests that the defendant carriers' discovery requests are over-broad and burdensome and seeks an extension of time to response.
7. May 21, 2002. *First Request for Admissions to Defendant CSX Lines.* These requests include twenty-five (25) requests for admissions and a 188 page Highly Confidential attachment. (See Attachment E, does not include the Highly Confidential attachment).

SL encloses copies of these documents to provide the Board an indication of the extent to which Plaintiff has sought to broaden this proceeding beyond that contemplated by the Board when it limited discovery, appropriately, to a thirty-day period.

Plaintiff accuses the defendants of attempting to “paper the file.” *Petition for Protective Order* at 2.¹ DHX also asserts that the Board should refer to the “reasonableness” requirement of Rule 1114.30(b).² Viewing this Motion through the prism of the Plaintiff’s own extraordinarily broad discovery requests upon defendants puts the “chutzpah doctrine” fully in play. *Caribbean Shippers Association, Inc. v. Surface Transportation Board*, 145 F.3d 1362 (D.C. Cir. 1998). The carriers had advocated a prompt conclusion of the discovery period based on a limited and narrow complaint. DHX has expanded substantially its claims against the carriers and seems to expect defendants to accept this widened assault without taking active measures to ensure that the new allegations are ones of substance. Given DHX’s approach to this litigation thus far, its claims for protection fall squarely into what the D.C. Circuit has described aptly as the “chutzpah doctrine.” *See Caribbean Shippers Association, Inc. v. Surface Transportation Board*, 145 F.3d 1362, 1364-1365 (D.C. Cir. 1998) *See also Checkpoint Systems, Inc. v. United States International Trade Commission*, 54 F.3d 756, 763, fn. 7 (Fed. Cir. 1995). In effect, DHX has

¹ DHX asserts that SL did not respond to its request to address all parties’ discovery requests. That misstates the record of communications between the parties. SL had informed DHX counsel that it was willing to discuss accommodations in the schedule to permit an orderly, mutually acceptable discovery period. SL also communicated to DHX that it was engaged full time on its Answer to the 16-count Amended Complaint during the week of May 13, 2002 and suggested to DHX the value of conferring on discovery scheduling once the answers had been filed. SL filed its Answer to the Amended Complaint on May 20. The Motion for Protective Order was filed and served on May 17.

² The Rule does not infer a “reasonableness” requirement. Reasonableness should be inherent in the process. Rather, the rule directs that the parties make their discovery requests with “reasonable particularity.” SL respectfully suggests that its requests are both reasonable, given the allegations of the amended complaint and the content of discovery requests received from DHX, and are set out with “reasonable particularity.” Each and every request seeks to have DHX produce documents that would either tend to prove or disprove allegations of injury, or lead to the production of evidence relating to DHX’s many and varied allegations.

unleashed a torrent of filings, pleadings, discovery requests, and Motions, and now seeks relief from the inevitable consequences of its own actions.

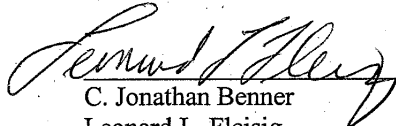
If the essence of DHX's requested relief is that DHX be granted a 30-day extension of time to note its legal objections to defendants' discovery requests served upon it, the relief should be denied. The travel schedule of the plaintiff's president should not have caused such hardship upon DHX counsel that counsel could not have prepared its legal objections to the requests within the time frames dictated by this Board's Rules of Practice. However, SL does not oppose the reasonable extension of time to produce documents or otherwise provide answers to its interrogatories. We suggest that the Board not issue such an extension as part of a grant of DHX's protective order request, but instead urge counsel to submit, by a date certain, an agreed upon proposed order for Board review and possible endorsement. The order would address DHX's need for additional time to respond to certain discovery requests and any other issues such as timing of deposition testimony. As noted, SL has advised DHX that it favors consultation on all pending discovery scheduling issues. By so directing the parties, the Board would avoid rewarding DHX for its premature and inappropriate use of the Board's protective order procedures.

We also note that SL has filed a Motion to Dismiss Two Counts of the Amended Complaint. SL respectfully suggests that, as an alternative to simply extending DHX's time for objections by the 30-period sought by DHX, that the Board stay discovery pending the resolution of SL's Motion to Dismiss. The Board's grant of said motion, in whole or in part, would serve to narrow to some extent the issues currently being pursued by DHX and would thus inform the conduct of further discovery activity. In the meantime, the Board should make clear that any

modification of the existing discovery schedule should not be used to generate further waves of discovery requests beyond pending discovery requests and deposition notices.

Respectfully submitted,

Robert S. Zuckerman
SL SERVICE, INC.
Suite 350 West
2101 Rexford Road
Charlotte, NC 28211



C. Jonathan Benner
Leonard L. Fleisig
Sandra Brown
TROUTMAN SANDERS LLP
401 Ninth Street, NW
Suite 1000
Washington, D.C. 20004
(202) 274-2880

Counsel for SL Service, Inc.

Dated: May 24, 2002

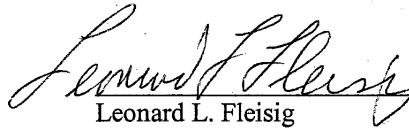
CERTIFICATE OF SERVICE

I hereby certify that on May 24, 2002 a copy of the foregoing Defendant Sea-Land Service, Inc.'s Response to Plaintiff's Motion for Protective Order was served by facsimile (without exhibits) and overnight delivery upon:

Rick A. Rude
Attorney At Law
207 Park Avenue
Suite 103
Falls Church, Virginia 22046

and by hand delivery upon:

Richard A. Allen
Scott M. Zimmerman
ZUCKERT, SCOUTT & RASENBERGER, LLP
888 Seventeenth Street, NW
Suite 600
Washington, D.C. 20006


Leonard L. Fleisig

A

BEFORE THE
SURFACE TRANSPORTATION BOARD

COPY

Attachment A

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and
SL SERVICES, INC.
a.k.a.
SEA-LAND SERVICE, INC.,

Defendants.

COMPLAINANT'S FIRST REQUEST FOR
ADMISSIONS AND FOR PRODUCTION OF DOCUMENTS

TO: Richard A. Allen, Esq.
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006
Counsel For Defendant
Matson Navigation Company

RETURN DATE: March 26, 2002

COMES NOW, Complainant, DHX, Inc., by and through its counsel, pursuant to Rules 1114.21(a), 1114.27(a) and 1114.30(a) and (b) (49 CFR 2000 ed.), and requests Matson Navigation Company to admit as follows and to produce for inspection and photocopy, at 2 PM at the offices of Zuckert, Scoutt & Rsenberger, all documents identified herein.

The term "document" includes all matter as delineated on Attachment A hereto. Such further and additional instructions as are necessary to this discovery request are further noted in Attachment A.

2.

Admissions

1. Defendant Matson Navigation Company conducts business as a vessel operating ocean common carrier in the U.S./Hawaii ocean trade further denominated as and included in 49 U.S.C. section 13102(15).
2. Defendant Matson Navigation Company, by and through its employees, publishes and files tariffs with the Surface Transportation Board that Matson represents contains all rates, charges, classifications, rules and regulation of services provided by Defendant in the U.S./Hawaii ocean trade.
3. Defendant Matson Navigation Company has filed Tariff Number 14-F, also known as STB MATS No. 34, with the Surface Transportation Board and that Tariff Number 14-F contains Matson's rates and charges for a port to port service (also known as a "CY to CY" or "Container Yard to Container Yard") in the U.S./Hawaii trade.
4. Defendant Matson Navigation Company has filed Tariff Number 2034-E, also known as STB MATS 2034-E, with the Surface Transportation Board.
5. Defendant Matson's Tariff No. 2034-E is represented as applying from "shippers' facilities" at locations other than Matson's own terminals and facilities.
6. Defendant Matson's Tariff No. 2034-E contains restrictions on the rates and charges published therein which restrictions include named shippers, shipper facilities identified by way of street location/address, and or use of the following condition:

3.

"Item applies only on shipments where shipper has an ownership interest in the cargo" or "item only applies on shipments where shipper or consignee has an ownership interest in the cargo" or "Shipper or Consignee must be the BENEFICIAL OWNER of the cargo" or is limited by way of address postal zip codes.

7. It is Defendant Matson's stated policy and intentions that freight forwarders, also known as non-vessel operating common carriers or NOVCCs, conduct business as freight consolidation entities and not compete with Matson for the business of full containerload shippers or receivers in the U.S./Hawaii trade.

8. Defendant Matson, from at least January 1, 1997 through the date of these Admission Requests, has declined to provide to Complainant rates for ocean transportation that are based upon the volume of cargo shipped, including as follows:

- (a) service contracts including provisions found in 49 U.S.C. section 14101(b);
- (b) time volume rate agreements;
- (c) multiple container rates that are based upon a quantity of containers or trailer tendered to Matson under a given bill of lading;
- (d) proportional rates from points in California, Oregon and or Washington.

9. That Defendant Matson has entered into and presently participates in transportation services agreements with one or more of the below identified entities:

4.

No. 9 cont.

- (a) Sea-Land Service, Inc.
- (b) Sea-Land Motor Freight, Inc.
- (c) CSX/Sea-Land Intermodal, Inc.
- (d) Sea-Land Freight Service, Inc.
- (e) SL Services, Inc.
- (f) CSX Lines, LLC

Note - The applicable time period of this Admission Request is from at least January 1, 1996 to March 8, 2002 and includes any contract, memorandum of understanding, memorandum of agreement, oral agreement or understanding that either existed, was entered into, modified, amended, or terminated during the aforementioned period.

10. Defendant Matson Navigation has provided ocean transportation services on shipments tendered to Matson by Sea-Land Service, Inc., from at least October 1, 1997 to the date of this Admission Request from movement from point or ports in the continental United States to points or ports in Hawaii.

11. Defendant Matson Navigation Company has provided ocean transportation services to any or all of the companies identified in Admission Request Number 9 above at rates and charges that were not published in any tariff filed with the Surface Transportation Board by Matson or any agent on behalf of Matson.

5.

12. That Matson customers that are invoiced under rate items in Tariff Number 2034-E are not assess "Mainland Wharfage" for service under those rate items.
13. That Matson customers that are invoiced under rate items in Tariff Number 14-F are assessed a Mainland Wharfage charge for service under those rate items.
14. That Matson has represented to freight forwarders that they are to use the rates in Tariff Number 14-F unless Matson provides a specific exception for a facility location operated by a freight forwarder as agent for a beneficial owner of cargo in Tariff Number 2034-E.
15. That the rates and charges contained in Matson Tariff Number 14-F are higher than the rates and charges on like commodities or similar commodities that would be included in the rate items published in Tariff Number 2034-E.
16. That Matson has represented to freight forwarders that Matson has published a rate on "Freight All Kinds" for use by the forwarders that ship their freight cargoes with Matson from West Coast ports to Hawaii ports.
17. That the rates and charges assessed and collected by Matson from any of the corporations identified in Admission Request Number 9 above, does not include assessorial, terminal, or wharfage charges and is lower than the rates, charges, assessorials (including bunker fuel charges) that Matson assesses and collects from freight forwarders using 20 foot container rates or 40 foot container rates published in Tariff Number 14-F.

18. That Matson Tariff Number 2034-E does contain rates that are applicable on a "CY to CY" basis.
19. That Matson Tariff Number 2034-E does contain rate items which include overflow container provisions in those items.
20. That Matson filed changes and amendments to Matson's Overflow Container Rule in Tariff Number 14-F which changes and amendments were intended to increase Matson's revenue from overflow containers shipped by freight forwarders and NVOCCs.
21. That when Matson increased its minimum revenue per container rates in Rule 31 of Tariff Number 14-F (the Overflow Rule) that Matson did not simultaneously increase, by like amounts, the rates and charges assessed on cargoes and containers rated and shipped under Matson Tariff Number 2034-E.
22. That, from at least October 1998 to October 1999, approximately 98% of the containers tendered to Matson for shipment and transport to Hawaii from west coast ports were tendered by freight forwarders and NVOCCs.
23. That the Overflow Rule (Rule 31 of No. 14-F) was used by freight forwarders to ship full load containers from west coast ports to Hawaii on Matson vessels.
24. That Matson's Tariff Number 14-F and Number 2034-E are both governed by the provisions of the Uniform Freight Classification Tariff further identified as ICC UFC 6000-H, 6000-I, 6000-J, 6000-K, supplements thereto and reissuances thereof.

7.

25. That Matson, in its Rule 31 of Tariff Number 14-F, did not impose nor assess minimum revenue per container charges on overflow containers that were loaded by Matson for shippers other than freight forwarders and or NVOCCs.

26. That Matson Navigation Company has an agreement with American President Lines, Ltd. under which Matson vessels that provide transportation services to Hawaii and Guam are directed to various far east foreign ports whereat each such vessel is then under the control of and use of American President Lines, Ltd. for the provision of an ocean transportation service in the United States foreign trades from such foreign ports to United States West Coast ports.

Production of Documents

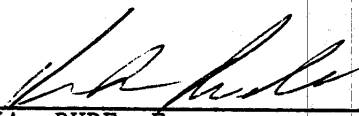
Defendant, pursuant to the time frames identified in Attachment A hereto, shall produce, allow for inspection and copying, all contracts, documents, agreements, memorandums of understanding between Matson Navigation Company, on the one hand, and on the other, the following corporations:

- a) Sea-Land Service, Inc.
- b) Sea-Land Motor Freight, Inc.
- c) Sea-Land Freight Service, Inc.
- d) CSX/Sea-Land Intermodal, Inc.
- e) SL Services, Inc.
- f) CSX Lines, LLC

8.

2) Defendant shall produce complete copies of Tariffs Numbers 14-F and 2034-E which were in effect, at any time, for the period October 1, 1997 to March 8, 2002. Such production is to be made by way of computer disc readable by use of Adobe Acrobat Reader 4.0 or higher.

Dated - March 8, 2002



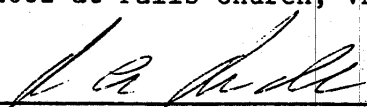
RICK A. RUDE, Esq.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(AC 703) 536-3063

Attorney For Complainant
DHX, INC.

Certificate of Service

I hereby certify that a copy of this document has been served, by hand delivery of a copy of the same, upon Mr. Richard A. Allen, counsel for Matson Navigation Company, 888 -17th Street, N.W. Suite 600, Washington, D.C. 20006.

Dated this 8th day of March 2002 at Falls Church, VA.



ATTACHMENT A

Additional Instructions

1. The references to defendant Sea-Land Service, Inc. or SL Services, Inc., including all successor entities and further specifically include the following commonly owned corporations which are - (a) Sea-Land Motor Freight, Inc., (b) Sea-Land Freight Service, Inc., (c) CSX/Sea-Land Intermodal, Inc., and CSX Lines, LLC.
2. The term 'agreement' includes any and all contracts, including 'motor contract carriage agreements', 'contracts of affreightment', 'agreements for contract carriage', 'service contracts' and includes any oral or written statement(s, arrangements, understandings, or other documents which in any manner reflect any written or oral understandings between Matson Navigation Company and any other entity or person as identified in this discovery request.
3. The term 'document' shall mean any medium upon which intelligence or information can be recorded or retrieved and includes, without limitation, the original and each copy, regardless of origin and location, of any book, pamphlet, publication, article(s), brochure, manual, letter, correspondence, journal, memorandum (including any memorandum or report of a meeting or conversation), invoice, bill, bill of lading, order form, receipt, voucher, check, financial statement, accounting entry, instruction, schedule, record, report, shop order, diary, calendar, telex, telegram, telefax, cable, minutes, notice(s), drafts, demands, chart(s), paper, print, laboratory record, drawing or sketch, diagram, form, graph(s), index, list, tape, photograph(s), microfilm, data sheet(s), data processing card(s), or any other written, recorded, transcribed, punched, taped, filmed, electronically recorded, or graphic matter, however produced or reproduced, that is in your possession, custody or control or over which you have any right of possession or control and in the possession and control of any third party. The term further shall include and mean exact copies of any tangible written, typed, printed or other form of recorded or graphic matter of every kind and description, however produced or reproduced, whether mechanically or electronically recorded, draft, final, original, revised, reproduction, signed or unsigned, sent, received, redrafted, or executed.
4. The time frames covered by these admission requests and document production requests, unless otherwise specified in a particular request, shall be from October 1, 1997 to the date of service of this discovery request. Defendant is under a continuing obligation to supplement or amend any responses given or produced pursuant to Rule 1114.29, 49 CFR (2000 ed.)

B

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

COPY

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and
SL SERVICES, INC.
a.k.a.
SEA-LAND SERVICE, INC.,

Defendants.

COMPLAINANT'S FIRST INTERROGATORIES AND
SECOND REQUEST FOR PRODUCTION OF DOCUMENTS
TO DEFENDANT MATSON NAVIGATION COMPANY

TO: Mr. Richard A. Allen
Counsel for Defendant

RETURNABLE: 17 days from date of issuance as noted on the
attached Certificate of Service

Complainant, DHX, Inc., pursuant to Rules 1114.21(a), 21(b), 1114.26(a), 1114.30(a) of this Board's Rules of Practice hereby requests defendant answer the following interrogatories and produce the requested documents. The identified documents and records shall be produced at the Rancho Dominguez office of complainant for inspection, review and photocopy. The interrogatories shall be signed by an individual, or individuals, that are the authorized representative of defendant, NOT to include the General Counsel, that have personal knowledge regarding the contents of the Answers and who may be made the subject to a deposition in this proceeding. Further terms, conditions and governing instructions of this discovery request is contained in Attachment "A" hereto and incorporated herein.

FIRST INTERROGATORIES

- 1) State the place and date of incorporation of defendant, to include the nature of defendant's corporate structure, i.e. corporation, joint venture or the like; defendant's principal place of business and the location of all offices, to include street addresses, as well as all terminal facilities used by, under the control of, or owned/leased by defendant.
- 2) Identify all affiliated companies or partnerships, joint-ventures or the like which are in any manner related to the defendant, to include any parent company and commonly owned, operated or controlled subsidiaries, whether owned directly or controlled directly by defendant or through the parent company.
- 3) Identify all officers and directors of defendant and state whether or not such persons are in any manner related to any other entity, person or company.
- 4) Identify all persons that defendant has designated or is defined by defendant to be a "manager" or management employee and for each such person identified provide the job title, description of the duties performed, the officer(s) to which such person reports or is otherwise supervised, and the length of time in such management position.

3.

5) Describe in detail all terminal facilities, container freight stations, container yards, off-pier container yards, and equipment pools either operated by defendant, used by the defendant, controlled by the defendant or a related entity, or in manner from, to or through which cargo or containers in the domestic offshore trades are transited. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

6) Identify each equipment pool location whereat such location is also the location of a shipper, receiver, drayage service company, railroad facilities, and state the terms of the arrangement or agreement between defendant and such other person(s) or entities for the establishment, operation and or management of such equipment pool. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

7) Identify all vessels on which defendant has caused cargo to be transported between points or ports in California, Oregon or Washington, on the one hand, and Hawaii on the other and for each such vessel provide all vessel specifications as provided to any agency of the United States Government; to

4.

any State authority, or provided to any labor union for any contractual matters involving such a union. This interrogatory includes the total number of TEUs (twenty foot equivalent units) which such vessels are designed to transport, by dry and refrigerated container/trailer cargoes, and the amount of such TEUs that such vessels actually carry with regard to weight, loading, configuration and capacity of each such vessel. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

8) Identify all vessels upon which cargo tendered to defendant is transported to Hawaii that do not immediately return to a United States West Coast port or point and for each such vessel state in detail the vessel(s) itinerary or routing, the schedules, the onward ports or points at which the vessel stops or serves, until such vessel returns to a West Coast United States port. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

9) For each vessel operated by or upon which defendant causes to be transported cargo in the United States Hawaii trade, state whether or not defendant owns such vessel or such vessel is chartered and for each such vessel identify when such vessel was constructed and whereat, as well as all modifications, refittings, rebuilding(s) or refurbishments performed (to in-

5.

clude when, where, who performed and monies expended), and for each such chartered vessel, the terms and conditions of the charter agreement.

10) State in detail the total service capacity, by day and by vessel sailing, which is provided by defendant each week in the United States Hawaii trade. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

11) State in detail, all information, data, or matter in the possession or control of defendant which relates to or in any manner reflects the total service capacity, by day and by vessel sailing, provided by co-defendant, its successors and assigns, in the United States Hawaii trade. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

12) Identify all terminal facilities, equipment, and services provided by defendant, or a related entity, to co-defendant in the United States domestic off-shore trades. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

6.

13) State the total number of TEUs (further expressed as full containers or FEUs if more easily provided) transported by defendant or caused to be transported by defendant in each of the below listed United States domestic off-shore trades:

- a) Hawaii trade
- b) Guam trade
- c) Alaska trade
- d) Puerto Rico trade

14) If defendant does not physically operate a vessel in any of the trades identified in interrogatory number 13 above, state in detail the manner in which defendant renders services, or causes such services to be provided, in each such trade wherein defendant does not physically operate a vessel. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

15) Identify all marketing studies, volume of business activity studies, business plans, sales analysis or any other document in which defendant, or any related entity, discusses or in any manner makes any reference to any or all of the trades identified in interrogatory number 13 above. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

7.

16) Identify the total number of containers, FEUS or TEUs of cargo shipped between or through United States West Coast ports and points or ports in the following:

- a) Hawaii trade
- b) Guam trade
- c) Alaska trade
- d) Puerto Rico trade (such trade is limited to points in California, Oregon, Washington, Idah, Utah, Arizona, Nevada, and Colorado as origin locations)

Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

17) Identify the total number of containers, FUEs or TEUs of cargo transported by defendant in the following trades:

- a) Hawaii trade
- b) Guam trade

Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

18) State in detail all agreements, contracts or arrangements between defendant, or any entity related to defendant, and American President Lines, Ltd. ("APL") for the use, charter or operation of any vessel that transports containers or cargo to Hawaii that is also used to transport cargo either to Asia or simply sails beyond Hawaii to an Asian port and

8.

is then subsequently used, employed or chartered or operated by American President Lines, Ltd. or Neptune Orient Lines, for the transportation of cargo from such Asian ports to the United States. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

19) Identify "TAG", also known as TAG/ICIB Services, Inc. and "The Adherence Group" and state in detail the business relationship between that entity and defendant as well as the relationship between that entity and co-defendant. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

20) Identify all communications between TAG and defendant regarding the services provided to defendant by TAG and any and all instructions, directions, advice provided by defendant to TAG regarding the interpretations to be made of the contracts, memorandums of agreement and or tariffs in which defendant either participates or publishes. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

9.

21) Identify all communications, documents, or any other form of conveyance of information between defendant and TAG regarding the scope of TAG's services in the United States Hawaii trade including but not limited to any matter which in any manner identifies co-defendant or services provided by TAG to the co-defendant. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

22) Complainant caused to be served upon defendant on March 8, 2002 Complainant's First Request for Admissions. For each Admission Request which defendant either denied, in whole or in part, or in which defendant provided a qualified response or answer, Identify each and every fact used by or referred to by defendant in the formulation of its response. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

23) Identify all communications between defendant and co-defendant regarding the matters contained in complaint and this proceeding between November 1, 1999 and the date of these interrogatories. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

10.

24) Identify all personnel employed by or contracted by defendant and involved in the sales or presentation of defendant's transportation services in the United States domestic off-shore trades and further identify the office location(s) wherein such individuals are either assigned or report and the sales supervisors to which such sales persons report. This interrogatory is limited to offices in Hawaii, Guam, California, Oregon and Washington.

25) To the extent not otherwise identify in response to interrogatory number 15 herein, State in detail all sales and marketing plans, proposals, reports and the like, which in any manner reflect or relate to the business activities of freight forwarders as defined herein and which in any manner reflect or relate to the competitive situation between defendant and such freight forwarders for customers and cargo in the United States domestic off-shore trades as listed below:

- a) Hawaii trade
- b) Guam trade
- c) Alaska trade
- d) Puerto Rico trade

Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

11.

26) State in detail each and every fact and identify each and every document used by or referred to by defendant in the preparation of defendant's answers to paragraphs 3, 7, 8 and 9 of the complaint which include the following:

Para. #3

"..that, for some purposes," Matson is a water carrier as defined in 49 USC §1302(3) and (22)"
"..that certain of Matson's activities are subject to the jurisdiction of the Surface Transportation Board"
"..that certain of Matson's activities require the filing of tariffs with the Board."

Para. #7

"Matson denies the allegations in the second sentence of the seventh numbered paragraph of the Complaint ..."

Para. #8

"Matson denies the allegations contained in the eighth numbered paragraph of the Complaint insofar as they relate to Matson."

Para. #9

"Matson denies the allegations contained in the ninth numbered paragraph of the Complaint insofar as they relate to Matson."

27) Identify the "Overflow" freight or cargo rules in each tariff published, filed or otherwise made publically available by defendant and for each such rule or provision state as follows:

- a) the tariff designation and description of the types of services offered by that tariff;
- b) the rule number, text of the rule, page number(s) wherein such rule is contained;
- c) any changes, amendments, republications of such rules from the date that such rules were first contained in defendant's tariffs to the date of issuance of these interrogatories;
- d) the reason(s) for such amendments, modifications or republications; and
- e) any studies, analysis or reports which in any manner reflect, relate to or otherwise mention such overflow freight or cargo rules or provisions and any changes, amendments, modifications or republications.

12.

Interrogatory Number 27 continued.

Identify each every document used by or referred to in the preparation of defendant's responses to this interrogatory.

28) Identify all tariffs published or made available by the defendant in the United States foreign trades which include the provision of ocean transportation services by defendant between United States ports on the West Coast and ports or points in Hawaii.

29) Identify each and every foreign vessel operating carrier with which or for which defendant provides an ocean transportation service to or from Hawaii. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory. Such foreign vessel operation carrier includes any United States corporation which may operate vessels either under the United States Flag or under the flag of a foreign nation.

30) If defendant has entered into any connecting carrier agreements, space charter or slot charter agreements, or service contracts which any carrier operating in the United States foreign trades; for each such carrier state all terms and conditions of

13.

such agreements. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

31) Identify each shipper, receivers or freight forwarder that has tendered cargo to defendant and declared such cargo to be subject to defendant's Overflow provisions (examples as reflected in Rule 31 of Matson tariff 14-F or Rule 884 of Matson tariff 2016-D) and the total number of shipment containers declared. For each such person further state as follows:

- a) whether or not there is any common ownership or corporate relationship between those person identified, and if so, which persons or entities;
- b) whether such person or entity was considered a beneficial owner of the subject cargo or whether such person was a freight forwarder;
- c) whether such person was charged on the basis of the actual weight of the overflow cargo or whether such person was charged pursuant to a minimum revenue charge/rate;
- d) the factors and criteria employed by defendant to determine the status of the cargo and the shipper and those factors or criteria were also used to determine the applicable rate or charge; and
- e) whether or not such overflow cargo was loaded by any person other than defendant and whether or not such fact is an element or a factor in determining the amount of the charges under such Overflow provisions.

Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

14.

32) State in detail each and every fact and identify each and every document used by or referred to by Mr. Paul E. Stevens in the preparation of his Verified Statement dated November 15, 1999 and filed in STB Docket WCC-105.

33) State in detail each and every fact and identify each and every document used by or referred to by Mr. Paul E. Stevens to support or make the representation that 98 percent of the freight bills Matson issued for shipments containing overflow containers were issued to and paid for by freight forwarders.

34) Describe in detail each and every amendment to any tariff filed by defendant which contained an Overflow rule or provision and state the reason or reasons for such amendments, changes or modifications to such Overflow provisions such as described by Mr. Paul Stevens in his Verified Statement. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

35) State in detail each and every fact and identify each and every document used by or referred to by defendant's counsel to support or make the representation that the changes to defendant's Overflow container rules/provisions as follows:

Interrogatory Number 35 continued.

"...the actions complained of were not undertaken so much with the general purpose of competing with and gaining market share from freight forwarders but with the specific purpose of countering and reducing a competitive advantage that freight forwarders had obtained by manipulating provisions of Matson's tariffs in ways that reduce efficiency and reduce revenues to Matson . . ."

36) State in detail each and every fact and identify each and every document that supports the contention that freight forwarders (or 'intermediaries') provide little or no benefit to the movement of containerload freight.

37) State in detail each and every fact and identify each and every document that supports the contention made by Mr. Paul E. Stevens that freight forwarders "breakup" full containerloads in order to create overflow shipments.

38) State in detail each and every fact and identify each and every document that was used by or referred to by Mr. Paul E. Stevens in footnote 1 of his Verified Statement, page 7, dated November 15, 1999.

39) Identify each and every tariff provision, rule, regulation, classification or rate item that defendant contends are used or were used by freight forwarders to "capture" full containerload business from defendant. Identify each and

16.

Interrogatory Number 39 continued.

every document used by or referred to by Mr. Paul Stevens in support of this contention and in the preparation of defendant's responses to this interrogatory.

40) To the extent not otherwise answered in response to interrogatory Number 27, state in detail each and every fact and identify each and every document used by or referred to which was used in the decision of defendant to raise the minimum revenue charges contained in defendant's Overflow container provisions in Rule 31 of Tariff 14-F.

41) State in detail the reasons for defendant's changes to the term 'shipment' as that term was used in defendant's Overflow provisions in Rule 31 of Tariff 14-F. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

42) Identify what transportation cost factors were used by the defendant to justify or otherwise effectuate the increases in the minimum revenue charges contained in defendant's Overflow container provisions in Rule 31 of Tariff 14-F. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

17.

43) Identify and state the definition of "shipment" that defendant has published in each tariff that defendant publishes in the domestic offshore trades. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

44) Identify and state the definition of "shipment" that defendant has published and employed in each and every Overflow container rule as contained in each tariff that defendant has published in the domestic offshore trades. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

45) Identify all facts relied upon by defendant to make any and all amendments to any of the language, provisions or terms of Rule 31 of defendant's tariff 14-F. Identify each and every document used by or referred to in the preparation of defendant's responses to this interrogatory.

18.

46) Identify all general commodity motor carriers with which defendant has established joint intermodal motor water rates in the domestic offshore trade to Hawaii. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

47) Identify all shippers that tender cargoes to defendant and such cargoes are rated by defendant pursuant to the provisions of Item 7000 of tariff 2034-E or such earlier version of Item 7000 as existed prior to the initial publication of Item 7000 in tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

48) Identify all changes, amendments or modifications to Item 7000 of tariff 2034-E, or its predecessor(s), that were effectuated by defendant for the period of time identified in these interrogatories. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

49) State all terms and conditions of service, including all agreements between the motor carriers identified by defendant

19.

Interrogatory Number 49 continued.

in its response to interrogatories 46 and 47 above. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

50) Identify all cities within the Commercial Zones of the following designated points that defendant has established or has otherwise paid the same local pickup and delivery drayage charges:

- A) LOS ANGELES, CA;
- B) OAKLAND, CA;
- C) SAN FRANCISCO, CA;
- D) PORTLAND, OR;
- E) TACOMA, WA; and
- F) SEATTLE, WA.

51) State in detail and identify all facts used by defendant in the establishment of defendant's pickup and delivery charges as stated in and contained in tariff 2016-D, the zone arbitraries. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

20.

52) State in detail and identify all facts used by defendant in the establishment of defendant's wharfage charges as contained in defendant's tariff 14-F. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

53) State in detail and identify all factors, circumstances, and criteria used by defendant in the decision to offer or otherwise provide a shipper motor water rates as contained in defendant's tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

54) State in detail and identify all factors, circumstances and criteria used by defendant in the decision to include or otherwise incorporate the following restriction in the rate items contained in defendant's tariff 2034-E:

- a) beneficial ownership of the cargo; or
- b) any other language which restricts the use of the rates in the tariff items to shippers that have some form of ownership interest in the cargoes shipped and rated under that tariff item.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

21.

55) State in detail and identify all factors, circumstances and criteria used by defendant in the decision to include or otherwise incorporate the following restrictions in the rate items contained in defendant's tariff 2034-E:

a) postal zip codes; or

b) street addresses 'originating' at limitations.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

56) State in detail and identify all factors, circumstances and criteria used by defendant in the decision to include or otherwise incorporate and limitations or restrictions in the proportional rates published in and contained in section 5 of tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

57) Identify the shipper(s) and state all terms of service as defined herein that tender cargo to defendant pursuant to the rate items contained in Attachment "B" hereto. Identify each and every document used by or referred to be defendant in the preparation of defendant's responses to this interrogatory.

58) For the following Items contained in Attachment B hereto, Identify all commodities, products, materials that are included within the commodities descriptions published by defendant:

- A) Item 6022 'Hardware'
- B) Item 6025 'Foodstuffs Nos'
- C) Item 6029 'Grocery Commodities'
- D) Item 6113 'Canned or Preserved Foodstuffs'
- E) Item 6133 'School Room Furniture'
- F) Item 6163 'Horticultural Supplies'
- G) Item 6215 'Grocery Commodities'
- H) Item 6218 'Grocery Commodities'
- I) Item 6761 'Movie Production Materials'
- J) Item 6785 'Retail Grocery Commodities'
- K) Item 6786 'Furniture Parts'
- L) Item 6925 'Hotel Equipment and Furnishings'
- M) Item 6928 'Retail and General Merchandise'
(includes all generic references in the VIZ list)
- N) Item 6948 'Building Materials, Hardware and Related Articles'
(includes all generic references in the VIZ list)
- O) Item 6948A 'Building Materials, Hardware, and Related Articles'
(includes all generic references in the VIZ list)
- P) Item 6950A 'Building Materials, Hardware and Related Articles'
(includes all generic reference in the VIZ list)
- Q) Item 6953 'Home Depot, Hardware and Related Articles'
- R) Item 6990 'Building Materials, Hardware and Related Retail Merchandise'
(includes all generic references in the VIZ list)
- S) Item 6991 'Department Store Merchandise'
(includes all generic references in the VIZ list)
- T) Item 6991J 'Convention and Display Materials'
- U) Item 7000 'Retail and General Merchandise'
- V) Item 8085 'Foodstuffs All Kinds'

Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

23.

59) State whether or not complainant, DHX, ships any or all of the commodities identified by defendant in response to interrogatory number 58 above.

60) If the answer to interrogatory number 59 above is not in the affirmative, identify each and every commodity stated in defendant's response to interrogatory number 58 that it is the defendant's contention that complainant has not tendered to defendant for transport in the domestic offshore trade to and or from Hawaii.

61) State in detail the terms of service and the terms of any and all agreements between defendant and the below listed ship-pers:

- A) Oriental Dollar Store and Supermarket
- B) Lipton Foods
- C) Pepsi Bottling Group
- D) Hunt Wesson Foods
- E) Nestle Foods
- F) Fleming Foods
- G) H.J. Heinz
- H) Campbells
- I) Pillsbury
- J) Mr. Sandman
- K) Quaker Oats
- L) Kraft Foods
- M) ICI/Sinclair Paint
- N) Benjamin Moore & Co.
- O) Procter & Gamble Co.
- P) Bumble Bee/IHI Foodstuffs
- Q) City Mill Home Improvement
- R) Home Depot
- S) Papersource
- T) General Motors
- U) Mitsubishi Corp.
- V) Honda Motors
- X) Volkswagen Motors
- Y) Mazda Motor Corp.

Interrogatory Number 61 continued.

Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

62) State defendant's purpose in publishing street addresses as limitations on the application of rate items in tariff 2034-E.

Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

63) Identify each and every shipper that has tendered cargo which has been designated as "Overflow Container", including for each such identified shipper the following:

- A) the tariff provisions or item under which such overflow container was rated and shipped;
- B) whether or not such shipper had a beneficial ownership interest in the cargo as defined by defendant;
- C) the total number of containers shipped by each shipper for the period designated in these interrogatories;
- D) the total number of overflow containers shipped by each shipper for the period designated in these interrogatories; and
- E) the definition of 'shipment' used by defendant in its determination of or classification of such containers as "overflow containers" for each shipper identified herein.

Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

25.

64) State in detail all transportation services which are held out to be provided pursuant to the Proportional Rates as published in Section 5 of tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

65) Identify each and every motor carrier, and state the terms of each and every agreement between defendant and each such identified motor carrier, to provide the transportation services identified in Section 5 of tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

66) Identify each and every transportation factor, not including any expenses or costs, which were used by in the decision to increase the minimum revenue charges in defendant's Overflow Container Rule 31. Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

67) State the policy of defendant regarding the use and access that freight forwarders should be given by defendant to the full containerload rates contained in tariff 2034-E, including each and every tariff item in tariff 2034-E that is either listed in Attachment "B" hereto or contained in Attachment "B".

26.

68) Identify all documents that in any manner relate to or discuss the issue of carrier competition, including that of freight forwarders as discussed or noted in regard to the domestic offshore trade to and from Hawaii.

69) Identify that total number of containers, by quantity and by size (i.e. 24 ft, 40 ft, etc.) that were transported by defendant as tendered by freight forwarders from the following listed west coast ports to Hawaii for the years 1996, 1997, 1998, 1999, 2000, 2001, (stated month by month for each port):

- A) Los Angeles, CA.
- B) Oakland, CA.
- C) Tacoma, WA.
- D) Seattle, WA.
- E) Portland, OR.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

70) State whether or not complainant has requested that defendant make the rates and charges in those Items listed in or contained in Attachment "B" hereto available for use by complainant.

Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

27.

71) If the defendant's response to interrogatory number 70 is in the affirmative, state defendant's response to such requests and the results thereof. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

72) Identify the total number of container, by quantity and by size (i.e. 24 ft, 40 ft, etc.) that were transported by defendant from the following listed west coast ports to Hawaii for the years 1996, 1997, 1998, 1999, 2000, 2001 (stated month by month for each port):

- A) Los Angeles, CA.
- B) Oakland, CA.
- C) Tacoma, WA.
- D) Seattle, WA.
- E) Portland, OR.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

73) Identify the ten most often used tariff rate items for cargoes tendered by defendant by the following entities:

- A) freight forwarders; or
- B) shipper's agents; or
- C) motor carriers; or
- D) beneficial owners of the cargoes.

Interrogatory number 73 continued.

Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

74) State in detail the "internal deliberations" that were made by the defendant in regard to the increases in the minimum revenue charges in Rule 31 of tariff 14-F and/or Rule 884 of tariff 2016-D, including:

- A) any and all meetings, communications, memoranda, which in any manner note or describe these deliberations;
- B) all person with any knowledge whatsoever regarding the internal deliberations and resulting increases in the minimum revenue charges; and
- C) identify all reports, studies, analysis or documents of any nature whatsoever which reflects the results of any or all of the changes noted at pages 9 and 10 of Mr. Paul Stevens Verified Statement of November 15, 1999.

Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

75) Identify all documents which in any manner reflect any agreement between defendant and Sea-Land Service, Inc. for the provision of an ocean transportation service between west coast ports of the United States on the one hand, and Hawaii and Guam on the other.

29.

76) Identify all documents which in any manner reflect any agreement between defendant and CSX Lines, LLC for the provision of an ocean transportation service between west coast ports of the United States on the one hand, and Hawaii or Guam on the other.

77) Describe in detail each and every service provided to defendant by any of the below listed motor carriers:

A) Sea Land Motor Freight, Inc.

B) Sea Land Freight Services, Inc.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

78) Identify all persons that have knowledge of the agreements, contracts or memorandum of understandings that exist or existed between defendant and Sea-Land Service, Inc., also known as SL Service, Inc. Identify each and every document used by or referred to be defendnat in the preparation of defendant's responses to this interrogatory.

79) State the total container capacity on a westbound basis that was offered by defendant and co-defendant and its successors in interest in the Hawaii trade. Identify each and

Interrogatory number 79 continued.

document used by or referred to by defendant in the preparation of its responses to this interrogatory. Such container capacity shall be stated on a per weekly basis for the period of time required in these interrogatories.

80) State whether or not Sea-Land Service, Inc., also known as SL Services, Inc. or CSX Lines, LLC removed any of its vessels from service after May 30, 2001.

81) If the answer to interrogatory number 80 is in the affirmative, state the reasons for the removal of such vessel from service and whether or not co-defendant eliminated a vessel sailing in the Hawaii trade as well. Identify each and every document used by or referred to by defendant in the preparation of its responses to this interrogatory.

82) Describe in detail the procedures, criteria, standards or methodology employed in reaching a decision as to whether or not a shipper will be quoted and provided an intermodal motor water rate on any given commodity rather than a port to port rate and service. Identify all documents used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

31.

83) Describe in detail the procedures, criteria, standards or methodology employed in reaching a decision as to whether or not a shipper will be quoted and provided a proportional rate on any given commodity in defendant's tariffs published to apply in the Hawaii trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

84) State whether or not the zone arbitrary pick up and or delivery charges contained in tariff 2016-D are in the same amount as the fees and charges paid to motor carriers listed as participating carriers in tariff 2034-E for the same services. Identify all documents used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

85) If defendant's response to interrogatory number 84 is in the negative, state in detail, for each carrier and for each zone, the manner in which such charges are inconsistent. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

32.

86) For each tariff item published in tariff 2016-D, identify the corresponding tariff item and commodity in tariff 2034-E which defendant believes to include or encompass the same commodities as is stated in tariff 2016-D.

87) Identify all Loyalty contracts or agreements that defendant has entered into at any time from January 1996 to the present in the United States Hawaii trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

88) Identify all time volume rate agreements that defendant has entered into at any time from January 1996 to the present in the United States Hawaii trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

89) Identify all contracts made by defendant pursuant to the provisions of 49 USC §§14101(b) from January 1996 to the present in the United States Hawaii trade. Identify each and every document used by or referred to be defendant in the preparation of defendant's responses to this interrogatory.

90) Identify each and every inland origin point contained in tariff 2034-E that overlaps the inland origin points which would be served under tariff 2016-D and for each inland origin point state as follows:

- A) the commodities which would be subject of the transportation provided, including tariff item number; and
- B) the inland origin point; and
- C) any restrictions published in tariff 2034-E that defendant has imposed on the commodity items that are identified in response to paragraph 90(A) herein.

91) State whether or not there are any overlapping commodity descriptions published or contained tariffs 14-F and 2034-E. If so, state as follows:

- A) the physical transportation services provided pursuant to each overlapping commodity item;
- B) commodities contained in each overlapping commodity item;
- C) the rates and charges applicable on such commodities between the time frames identified in Attachment "A" hereto;
- D) any restrictions published in tariff 2034-E that defendant has imposed for each commodity item that defendant has identified in response to interrogatory 91, subpart (B) herein.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

92) Identify all communications between defendant and any employee or representative of Sea-Land Service, Inc. or CSX Lines, LLC that relate in any manner to the transportation services provided between Matson Navigation Company and

Interrogatory number 92 continued.

co-defendant Sea-Land Service, Inc., also known as SL Service, Inc. and as may be now known as "CSX Lines" or CSX Lines, LLC. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

93) Identify all other freight forwarding companies with which defendant has any agreements, contracts or memoranda of understanding for the provision of a transportation service involving the movement of full containerload shipments between points and ports in California, Oregon, or Washington, on the one hand, and points in Hawaii on the other. Identify each and every document used by or referred to be defendant in the preparation of defendant's responses to this interrogatory.

94) State in detail all reasons why defendant does not impose a mainland west coast wharfage charge on shippers that are rated pursuant to proportional rates contained in tariff 2034-E. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

35.

95) Defendant's tariff 2034-E contains the statement that the rates and charges in tariff 2034-E "include wharfage". For each commodity item published in tariff 2034-E identify the wharfage charges that are represented as included. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

96) Defendant's tariff 2034-E reflects that defendant has absorbed wharfage charges into the commodity rates published in tariff 2034-E. State in detail all reasons used by defendant as to why defendant has chosen to absorb the wharfage charges for shippers that use the rates in tariff 2034-E but defendant has chosen not to absorb the wharfage charges for shippers whose's shipments are rated pursuant to the rates and provisions of defendant's tariffs 14-F and 2016-D. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

97) State the differences in the physical services provided pursuant to defendant's tariff 2016-D and those held out by defendant in tariff 2034-E under Rule 750 of tariff 2034-E.

98) Identify each and every expert witness that defendant intends to submit evidence in this proceeding. As to each such expert witness state as follows:

- A) the name and qualifications of such expert(s);
- B) the subject matter in which he/she is expected to testify or submit evidence;
- C) the substance of the facts and opinions as to which he/she is expected to testify or submit as evidence; and
- D) the factual grounds for each such opinion or evidence.

REQUEST FOR PRODUCTION OF DOCUMENTS

Defendant is hereby directed to produce the following documents for inspection, review and photocopy at the time and place identified below.

Time - 1 P.M.

Place - 19201 Susana Road, Rancho Dominguez, CA. 90221

Production Requests

- 1) All documents identified in response to Complainant's interrogatories number one through 98 above.
- 2) All concurrences for the carriers identified as participating carriers in tariff 2034-E.
- 3) All agreements, correspondence and communications between defendant and each participating carrier in which the assent to defendant's general rate increases is noted.
- 4) All documents, records and communications which reflect the scope of the operational agreements or operational arrangements for the rates and services in tariff 2034-E.

37.

5) All documents which in any manner mention, discuss or otherwise reflect any request by complainant that complainant be afforded access to the rate contained in in tariff 2034-E as included in Attachment "B" to these interrogatories.

6) All documents which in any manner mention, discuss or otherwise reflect any request by complainant that defendant provide to complainant a rate or rates that permitted the imposition of charges based upon the quantity or volume (stated in containers) of cargo shipped over a period of time.

7) All documents which in any manner mention, discuss or otherwise reflect the decision of what commodities are to be included or excluded from the term "freight all kinds" and "retail and general merchandise".

8) All documents which in any manner mention, discuss or otherwise reflect the pricing practices or pricing strategy of defendant in regard to the rates and services offered by the co-defendant herein or its successor(s)-in-interest.

Dated: 12 April 2002.

Respectfully submitted,

151

RICK A. Rude, Esq.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(703) 536-3063

Attorney For Complainant
DHX, Inc.

Certificate Of Service

I hereby certify that a copy of these interrogatories and document production requests have been served by hand delivery of a copy of the same to the below identified counsel for defendant.

Dated this 12th day of April 2002 at Falls Church, VA.

Mr. Richard A. Allen
Zuckert, Scoutt & Rasenberger
888 -17th Street, N.W.
Washington, D.C. 20006

Mr. C. Jonathan Benner
Troutman Sanders
401 - 9th Street, N.W.
Suite 1000
Washington, D.C. 20004

PLEASE NOTE - As per page one instructions, these interrogatories and document production requests are returnable no later than April 30, 2002.

ATTACHMENT A

Additional Instructions

1. The references to defendant Sea-Land Service, Inc. or SL Services, Inc., including all successor entities and further specifically include the following commonly owned corporations which are - (a) Sea-Land Motor Freight, Inc., (b) Sea-Land Freight Service, Inc., (c) CSX/Sea-Land Intermodal, Inc., and CSX Lines, LLC.
2. The term 'agreement' includes any and all contracts, including 'motor contract carriage agreements', 'contracts of affreightment', 'agreements for contract carriage', 'service contracts' and includes any oral or written statement(s, arrangements, understandings, or other documents which in any manner reflect any written or oral understandings between Matson Navigation Company and any other entity or person as identified in this discovery request.
3. The term 'document' shall mean any medium upon which intelligence or information can be recorded or retrieved and includes, without limitation, the original and each copy, regardless of origin and location, of any book, pamphlet, publication, article(s), brochure, manual, letter, correspondence, journal, memorandum (including any memorandum or report of a meeting or conversation), invoice, bill, bill of lading, order form, receipt, voucher, check, financial statement, accounting entry, instruction, schedule, record, report, shop order, diary, calendar, telex, telegram, telefax, cable, minutes, notice(s), drafts, demands, chart(s), paper, print, laboratory record, drawing or sketch, diagram, form, graph(s), index, list, tape, photograph(s), microfilm, data sheet(s), data processing card(s), or any other written, recorded, transcribed, punched, taped, filmed, electronically recorded, or graphic matter, however produced or reproduced, that is in your possession, custody or control or over which you have any right of possession or control and in the possession and control of any third party. The term further shall include and mean exact copies of any tangible written, typed, printed or other form of recorded or graphic matter of every kind and description, however produced or reproduced, whether mechanically or electronically recorded, draft, final, original, revised, reproduction, signed or unsigned, sent, received, redrafted, or executed.
4. The time frames covered by these admission requests and document production requests, unless otherwise specified in a particular request, shall be from January 1, 1996 to the date of service of this discovery request. Defendant is under a continuing obligation to supplement or amend any responses given or produced pursuant to Rule 1114.29, 49 CFR (2000 ed.)

5. The term 'communication' means any oral, written or electronic statement, dialogue, colloquy, discussion or conversation, and also means any transfer of thoughts or ideas between persons by means of documents and includes any transfer of data from location to another by electronical or similar means.
6. The term 'relates to' shall mean directly or indirectly, refer to, reflect, describe, pertain to, arise out of or in connection with, or in any way legally, logically, or factually connected with the matter discussed.
7. The term 'complainant' refers to DHX, Inc., including any other person or entity acting or purporting to act on its behalf or under its control.
8. The words 'and' and 'or' shall be construed either disjunctively or conjunctively as necessary to bring within the scope hereof any documents or communications which might otherwise be construed to be outside the scope hereof.
9. If not expressly stated, 'control' means in your possession, custody, or control or under your direction, and includes in the possession, custody, or control of those under the direction of you, your employees, subordinates, counsel, accountants, consultant(s), expert(s), parent or affiliated corporation, and any person purporting to act on your behalf.
10. 'Identify' when used in reference to a natural person means to state his/her full name, present residential address, telephone number, present business title, present business address and affiliation if known. If the above are not known, such information as was last known and his/her residential address and telephone number, business title, business affiliation and business address at the time in question.
11. 'Identify' when used in reference to a document means to state the type of document (e.g. letter, memorandum, contract, e-mail, etc.) or some other means of identifying it, its date, author(s), addressess or addressees, if any, and its present location or custodian. Such request shall include any and all matter in what form so ever maintained by defendant(s), including computer discs, tapes, hard-drives, e-mail repositories and the like. If any such document is no longer in the possession of the defendant(s) or subject to the control of defendant(s), 'identify' also means to state what disposition was made of it and the date(s) of such disposition.
12. 'Identify' when used in reference to an act, occurrence, transaction, decision, statement(s), communications, or conduct (hereinafter referred to collectively as 'act'), means to describe in substance, unless specificity is requested, the event or events constituting such act, what transpired, the place and date thereof, and to identify the person(s) present, the persons involved and the documents referring or relating thereto.

13. All documents and records produced pursuant hereto are to be produced as they are kept in the usual course of business or shall be organized and labeled (without permanently marking the item produced) so as to correspond with the categories or each numbered request hereof.
14. If any privilege is claimed as to any document, state the nature of the claimed privilege and the basis for claiming the privilege as to each specified document or point of information, identifying the document by date, general subject matter, the person(s) that signed or issued the document(s), the person(s) to whom such document was directed, circulated or distributed. All such claims of privilege shall be further identified/summarized and listed in a list of claimed documents subject to privilege which may then be made the subject of a protective agreement or order or otherwise such disposition of documents as is appropriate to this proceeding.
15. To the extent not otherwise defined or described herein, the terms: rates, charges, terms of service, increases, decreases, changes, publication, filing, and the like shall have the same scope and meaning as those terms are defined in the Board's tariff regulations, 49 CFR Part 1312 (1999 ed.).
16. The term 'freight forwarder' is defined to include: freight forwarders as defined under the ICC Termination Act of 1995; Ocean Transportation Intermediaries as defined under the Shipping Act of 1984, as amended by the Ocean Shipping Reform Act of 1998; and to further include all persons that tender cargo for transport by defendants that do not have legal title to the cargo tendered and to not come within defendants' term "Beneficial Owner" or that do not have "Beneficial Ownership" of the cargo so tendered to defendants. This term includes all persons that act as shipper's agents or 'third party logistical service providers' whether or not so registered or licensed with any State, Federal or other governmental authority.
17. The term "VOCC" or vessel operating ocean common carrier includes all persons that operate any vessels in the United States ocean trades wheresoever located or with which defendants have any form or arrangement or agreement for the performance of any services, facilities or equipment that may be included in the definition of 'transportation' as stated in the ICC Termination Act of 1995. This specifically does include any and all VOCCs no matter whether such services are provided or received pursuant to any contract, charter, or agreement of any nature whatsoever as defined herein.

C

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and
SL SERVICE, INC.
a.k.a.
SEA-LAND SERVICE, INC.,

Defendants.

COMPLAINANT'S FIRST INTERROGATORIES AND
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS
TO DEFENDANT SL SERVICE, INC.

TO: C. Jonathan Benner
Counsel for Defendant

RETURNABLE: May 2, 2002 at the offices of DHX, Inc.
Rancho Dominques, California, 1 P.M.

Complainant, DHX, Inc., pursuant to Rules 1114.21(a), 21(b), 1114.26(a), 1114.30(a) of this Board's Rules of Practice hereby requests that defendant answer the following interrogatories and produce the requested documents. The identified documents shall be produced in such form as required by rule and shall be made available for inspection and photocopy. The interrogatories shall be signed by an individual(s) that are authorized representative(s) of defendant, NOT to include the General Counsel, that have personal knowledge regarding the contents of the Answers and who may be made the subject of a deposition in this proceeding. Further, terms, conditions and governing instructions of this discovery request are contained in Attachment "A" hereto and incorporated herein.

FIRST INTERROGATORIES

- 1) State the place and date of incorporation of defendant, to include any and all name changes from the date of incorporation to the date of these interrogatories. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.
- 2) Identify "CSX Lines, LLC" and describe in detail the legal relationship or affiliation of that entity to defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.
- 3) Identify Sea-Land Motor Freight, Inc. and describe in detail the legal relationship or affiliation of that entity to defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.
- 4) Identify Sea-Land Freight Service, Inc. and describe in detail the legal relationship or affiliation of that entity to defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

3.

5) Identify CSX Transportation and describe in detail the legal relationship or affiliation of that entity to defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

6) Identify the corporate officers and directors of defendant as such individuals held those position for the period of time as noted in the instructions hereto. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

7) If the individuals identified in response to interrogatory number 6 above hold positions as officers or directors of any other corporation, identify these other corporations. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

8) Describe in detail all offices and terminal facilities that are under the ownership of defendant. If defendant does not own any such facilities, identify all office locations and terminal facilities that are used by defendant for the conduct of business or the performance of any transportation services in the United States Hawaii Trade.

4.

9) Identify "Maersk Sea Land" and describe in detail the legal relationship, if any, between that entity and defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

10) If Maersk SeaLand provides any facilities, equipment, or services to defendant, identify such services and activities and describe in detail. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

11) Describe in detail the ocean terminals used by or through which defendant moves containers and cargo in the United States Hawaii Trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

12) If Matson Navigation Company or Matson Terminals, Inc. provides any terminal facilities or terminal services to defendant, identify all such terminal facilities, terminal services, rates and charges paid to either company. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

5.

13) If defendant's response to interrogatory number 12 above is in the affirmative, state all terms and conditions of service, including lease or sub-lease of space, of the agreement or agreements for such services and facilities. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

14) Identify all vessels on which defendant has caused cargo to be transported between points or ports in California, Oregon or Washington, on the one hand, and Hawaii on the other. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

15) For each such vessel as is identified in response to interrogatory number 14 above, provide all vessel specifications as provided to any agency of the United States Government; to any State authority, or provide to any labor union for any contractual matters involving such union. This interrogatory includes the total number of TEUs (twenty foot equivalent units) which such vessels are designed to transport, by dry and refrigerated container cargoes, the amount of such TEUs that such vessels actually carry with regard to weight, loading, configuration and capacity of each such vessel. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

6.

- 16) Identify all persons that defendant has designated or is defined by defendant to be a "manager" or management employee and for each such person identified provide the job title, description of duties performed, the officer(s) to which such person reports or is otherwise supervised, and the length of time in such management position.
- 17) Identify each and every equipment pool location whereat such location is also the location of a shipper, receiver, drayage service company, railroad facilities, and state the terms of the arrangement or agreement between defendant and such other person(s) or entities for the establishment, operation and/or management of such equipment pool. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.
- 18) Identify the total vessel capacity, by day and vessel sailing, which is provided by defendant each week in the United States Hawaii Trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.
- 19) State in detail, all information, data, or matter in the possession or control of defendant which relates to or in any manner reflects the total service capacity, by day and by vessel sailing provided by Matson Navigation Company in the United States Hawaii Trade. Identify each and every document used by or referred to by defendant's in preparation of its response to this interrogatory.

7.

20) Does defendant conduct services as a freight forwarder, as defined in Attachment "A", in the United States Hawaii Trade. If so, describe in detail such services. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

21) Does defendant conduct services as a freight forwarder, as defined in Attachment "A", in any other domestic offshore trade of the United States. If so, describe in detail such services. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

22) State whether or not Matson Navigation Company charges defendant wharfage in the transportation of defendant's cargoes between the United States and Honolulu, Hawaii. If not, state why Matson does not charge defendant such wharfage charges. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

23) Describe in detail, and list, all commodities that are contained in the National Motor Freight Classification Guide that are permitted to be tendered for and transported by Matson Navigation Company pursuant to the transportation contract or agreement between Matson and defendant.

8.

24) Identify all commodities that defendant considers to be included in the term "Consolidated LTL Cargo". Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

25) Identify all commodities that defendant considers to be included in the term "Freight All Kinds". Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

26) State whether or not there is any overlap of commodities between those commodities identified by defendant in response to interrogatories numbers 24 and 25 above. If so, state which commodities are reflected by such overlap.

27) State whether or not the commodities listed in Attachment "C" hereto would be included within the definition of Freight All Kinds and defendant's response to interrogatory number 25 above. If not, state the reasons for defendant's negative response.

9.

28) State the total number of TEUs (further expressed as full containers or FEUs, if more easily provided) transported by defendant, or caused to be transported by defendant, in each of the below listed domestic offshore trades:

- A) Hawaii Trade
- B) Guam Trade
- C) Alaska Trade
- D) Puerto Rico Trade

29) For each of the trades listed in interrogatory number 28 above, Identify the number of TEUs (or FEUs) that are transported by defendant pursuant to each of the following:

- A) contracts pursuant to 49 USC §§14101(b); or provisions
- B) common carrier tariffs; or
- C) unfiled contracts or memoranda of agreement(s); or
- D) motor carrier contracts; or
- E) space sharing agreements.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

30) State the policy of defendant regarding defendant's participation in contracts pursuant to 49 USC §§14101(b) for each of the domestic offshore trades as identified in interrogatory number 28 above. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

10.

31) State the policy of defendant regarding defendant's publication of and participation in time volume rate agreements (as defined by 49 USC §§13702(b)(4) and instructions in Attachment "A") for each of the domestic offshore trades as identified in interrogatory number 28 above. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

32) State the policy of defendant regarding defendant's participation in "loyalty" agreements as defined in the Shipping Act of 1984, 46 App.U.S.C. §§1702(13)(1999) for each of the domestic offshore trades as identified in interrogatory number 28 above. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

33) Describe in detail all agreements between defendant and Atlantic Pacific International, Inc. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

34) Describe in detail all agreements between defendant and Honolulu Freight Services. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

11.

35) Identify all marketing studies, volume of business activity studies, business plans, sales reports or analysis, sales projections or any other document, in which defendant, or any related entity, discusses, notes or in any manner makes reference to any or all of the domestic offshore trades identified in interrogatory number 28 above. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

36) Identify all reports, analysis, studies, abstracts, or memoranda or any other document in which the defendant's business and activities in the United States Hawaii Trade is discussed or otherwise noted. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

37) Identify "TAG" a/k/a TAG/ICIB Services, Inc. and "The Adherence Group" and state in detail the business relationship between defendant and that entity. Identify each and every document used by or referred to in the preparation of defendant's response to this interrogatory.

38) Identify all communications between TAG and defendant regarding the services provided to defendant by TAG and any instructions, directions, advice provided by defendant to TAG regarding the interpretation(s) to be made of the contracts, memorandums of agreement or tariffs of defendant. Identify each and every document used by or referred to by defendant

12.

Interrogatory number 38 continued.

in the preparation of defendant's response to this interrogatory.

39) Defendant in its answer to the original complaint in this proceeding submitted that defendant was subject to the jurisdiction or regulation of the Surface Transportation Board "for some purposes". State in detail and identify each and every fact upon which this statement was made by defendant and identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

40) Identify all communications between defendant and co-defendant regarding the matters contained in the complaint filed in this proceeding. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

41) Identify all personnel employed by defendant or contracted by defendant that were or are involved in the presentation and sales of defendant's services in the United States Hawaii Trade.

42) To the extent not otherwise identified in response to interrogatory numbers 35 and 36 herein, state in detail all sales and marketing plans, proposal, reports of other documents which in any manner reflect or relate to the business activity

13.

Interrogatory number 42 continued.

of freight forwarders as defined herein and which in any manner reflect or relate to the competitive situation between defendant and such freight forwarders for customers and cargo in each of the below listed domestic offshore trades:

- A) Hawaii Trade; or
- B) Guam Trade; or
- C) Alaska Trade; or
- D) Puerto Rico Trade.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

43) Describe in detail the transportation services that are held out in the United States Hawaii Trade under each of the following services:

- A) Port to Port (CY to CY);
- B) Joint Motor Water;
- C) Proportional Services; and
- D) Port to Port with provision of motor carrier pickup and delivery.

44) State in detail the physical differences between defendant's joint motor water services and defendant's port to port service with the provision of motor carrier pickup and delivery services. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

14.

45) State in detail the physical difference, if any, between defendant's services under defendant's published port to port rates and defendant's proportional rates. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

46) Identify all standards, facts or criteria that are employed by defendant in the decision as to which type of services that defendant will provide to a shipper in the United States Hawaii Trade. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

47) State whether or not the trucking or drayage charges that are assessed under defendant's tariff are the same as the trucking division of revenue payments that are used by defendant as a component of defendant's joint motor water rates. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

48) If defendant's response to interrogatory number 47 is that such trucking or drayage charges are not the same, then state in detail and explain any and all differences between the amounts paid to truckers as their "division" of the joint rate and the amounts paid to such truckers as local drayage charges. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

15.

49) Identify the "overflow" freight or cargo rules in each tariff that defendant has published to or from points in the United States on the one hand, and Hawaii on the other. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

50) For each such provision identified in response to interrogatory number 49 above, state as follows:

- A) the tariff designation and description of services offered by that tariff;
- B) the rule number, text of the rule, page number(s) wherein such rule is contained;
- C) any changes, amendments, republications of such rules, from the date the rule was first published to the date of these interrogatories;
- D) the reason(s) for such amendments, changes, modifications or republications; and
- E) any studies, analysis, or reports which in any manner reflect, relate to or otherwise mention such overflow freight or cargo rules or provisions and any such amendments, changes, modifications or republications.

Identify each and every document used by or referred to by defendant in the preparation of defendant's response(s) to this interrogatory.

51) Identify each shipper, receiver(s) or freight forwarder that has tendered cargo to defendant and declared such cargo to be subject to defendant's Overflow freight provisions (whether published in a tariff rule or as a note in a rate item) and the total number of shipment containers declared. For each

Interrogatory number 51 continued.

such person identified further state as follows:

- A) Whether or not there is any common ownership or corporate relationship between those persons identified, and if so, which persons or entities;
- B) Whether such person or entity was considered a beneficial owner of the subject cargo or whether such person was a freight forwarder;
- C) Whether such person was charged on the basis of the actual weight of the overflow cargo or whether such person was charged pursuant to a minimum revenue charge/rate;
- D) The factors and criteria employed by defendant to determine the status of the cargo and the shipper and those factors or criteria that were also used to determine the applicable rate or charge; and
- E) Whether or not such Overflow cargo was loaded by any person other than defendant and whether or not such fact is an element or a factor in determining the amount of the charges under such Overflow provisions.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

52) State whether or not it was the purpose and policy of defendant to publish and or amend defendant's Overflow Cargo (further identified as Overflow Containers in tariff 468, Rule 882 and subparts) so that defendant's tariff rules would be the same as those published by Matson Navigation Company. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

17.

53) Identify each and every fact and state in detail the reason(s) that defendant filed any amendments, changes or modifications to defendant's Overflow Container rules. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

54) Identify each and every fact and state in detail the reason(s) that defendant filed any amendments, changes or modifications to defendant's definition of "Shipment" as contained in defendant's tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

55) Identify each and every transportation cost factor that was used by or referred to by defendant to justify or otherwise effectuate the increases in the minimum revenue charges contained in defendant's Overflow Container (Overflow cargoes) provisions in tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

56) Identify all shippers that tender cargoes to defendant and such cargoes are rated under the commodity "Consolidated LTL Cargo". For each such shipper so identified, state all terms and conditions of service, including all agreements between such persons and defendant. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

18.

57) State in detail and identify all facts used by defendant in the establishment of defendant's pickup and delivery charges as stated in defendant's tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

58) State in detail and identify all facts used by defendant in the establishment of defendant's wharfage charges as contained in defendant's tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

59) State in detail and identify all factors, circumstances and criteria used by defendant in the decision to include or otherwise incorporate the following restrictions in rate items contained in tariff 468:

- A) Ownership of the cargo; or
- B) Zip Code address codes; or
- C) Originating at named street address locations; or
- D) Named shippers.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

19.

60) State in detail and identify all factors, circumstances and criteria used by defendant in the decision to publish proportional rates in tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

61) Identify each shipper or receiver for which defendant has published a proportional rate in defendant's tariff 468. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

62) For each such shipper or receiver identified in response to interrogatory number 61 above, state the terms and conditions of service and all agreements between defendant and such shippers or receivers. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

63) Identify each and every document which supports the contention that defendant's joint motor water rates and proportional rates "include wharfage". Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

64) State the routing that is applicable to each and every rate item that defendant has designated as a proportional rate. Identify each and every document used by or referred to by defendant in the

Interrogatory number 64 continued.

preparation of defendant's responses to this interrogatory.

65) Identify all persons that participated in or negotiated the service agreement between Matson Navigation Company and defendant, including any amendment thereto. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

66) Identify all documents that in any manner relate to or discuss the issue of carrier competition, including that of freight forwarder service, in the domestic offshore trade from or to Hawaii. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

67) Identify what is described as a "Shipper Profile" and state the purpose for which such documents or information is created. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

68) State whether or not there is any duplication of commodities between the rate items which defendant has made subject to joint motor water rates and proportional rates.

21.

69) If defendant's response to interrogatory number 68 is in the affirmative, identify each and every commodity duplication, both by rate item and specific commodity description and state whether or not there is an rate disparity between the specifically identified items.

70) For each rate disparity identified in response to interrogatory number 69 above, state such disparity and state defendant's reason or reasons for such disparity. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

71) Identify the thirty five (35) largest customers of defendant in the United States Hawaii Trade, by volume of containers that are shipped from the United States to Hawaii. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

72) For each such shipper customer identified in response to interrogatory number 71 above, state as follows (for the time periods noted in Attachment "A"):

- A) the total dollar revenues such customer provides to defendant;
- B) the total number of containers, stated by way of container size as well;
- C) a break down of the number of containers that are moved from each port to Hawaii;
- D) all terms of service as defined in Attachment "A";
- E) whether such terms of service are included in defendant's filed tariff;
- F) the rate item(s) wherein such rates and terms of service can be found; and
- G) the type of service, ie. CY to CY or joint motor water.

Interrogatory number 72 continued.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

73) State whether or not defendant reduced or removed any vessel(s) from operation in the Hawaii Trade as a result of defendant's agreement to place cargo on Matson's ships from the west coast United States to Hawaii.

74) If defendant's answer to interrogatory number 73 is in the affirmative, identify the vessel involved and all service or capacity reductions made by removal of that vessel from operation. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

75) State whether or not complainant has requested that defendant provide time volume rates or any other type of volume rate in the United States Hawaii Trade.

76) If defendant's response to interrogatory number 75 is in the affirmative, state all details and identify all documents which reflect such service requests. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

23.

77) Identify the total number of container, by quantity and size, (i.e. 20 ft, 40ft) that were transported by defendant as tendered by freight forwarders for the following listed west coast ports to Hawaii for the time period identified in Attachment "A" (stated month by month, year by year for each port):

- A) Los Angeles/Long Beach, CA.;
- B) Oakland, CA.;
- C) Portland, OR.;
- D) Tacoma, WA.; and
- E) Seattle, WA.

Identify each and every document used by or referred to by defendant in the preparation of defendant's responses to this interrogatory.

78) Identify the fifteen most often used tariff rate items for cargoes tendered to defendant by the following entities:

- A) freight forwarders; or
- B) shipper's agents; or
- C) motor carriers; or
- D) beneficial owners.

Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

24.

79) State the pricing policy of defendant in regard to the provision of volume pricing on full containerload business to freight forwarders in the Hawaii Trade and to complainant in particular. Identify each and every document used by or referred to by defendant in the preparation of defendant's response to this interrogatory.

80) Identify each and every expert witness that defendant intends to submit evidence in this proceeding. As to each such expert witness state as follows:

- A) the name and qualifications of such expert(s);
- B) the subject matter in which he/she is expected to testify or submit evidence;
- C) the substance of the facts and opinions as to which he/she is expected to testify or submit as evidence; and
- D) the factual grounds for each such opinion or evidence.

REQUEST FOR PRODUCTION OF DOCUMENTS

Defendant is hereby directed to produce the following documents for inspection, review and photocopy at the time and place identified below.

Time - 1 P.M.

Place- 19201 Susana Road, Rancho Dominguez, CA. 90221.

Production Requests

- 1) All documents identified in response to Complainant's interrogatories numbers 1 through 80 above.
- 2) All concurrences for the carriers listed and identified as participating carriers in tariff 468.

25.

- 3) All Shipper Profiles for the 35 largest shippers, by volume, in the Hawaii Trade.
- 4) All documents, reports, memoranda which identifies any freight forwarders and their services in the Hawaii Trade.
- 5) All reports, memoranda, documents that reference or identify Complainant and Complainant's services in the Hawaii Trade.
- 6) All agreements, correspondence and communications between defendant and each participating carrier in tariff 468 in which the assent of that participating carrier is asked and provided with regard to defendant's general rate increases or any increases in Consolidated LTL Cargo rates.
- 7) All documents which in any manner mention or reflect freight forwarder competition for full containerload business in the United States Hawaii Trade.
- 8) All documents which in any manner mention, discuss or otherwise reflect defendant's pricing practices and pricing strategies in the United States Hawaii Trade.
- 9) All documents which in any manner mention, discuss or otherwise reflect the pricing practices or pricing strategies of Matson Navigation Company in the United States Hawaii Trade.

Dated: 13 April 2002

Respectfully submitted,



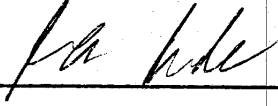
RICK A. RUDE, Esq.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(703) 536-3063

Attorney For Complainant
DHX, INC.

Certificate of Service

I hereby certify that a copy of these interrogatories and document production requests have been served, by first class mail, postage prepaid, upon the below listed persons.

Dated this 13th day of April 2002 at Falls Church, VA.



Mr. Richard A. Allen
Zuckert, Scoutt & Rasenberger
888 - 17th Street, N.W.
Suite 600
Washington, D.C. 20006

Mr. C. Jonathan Benner
Troutman Sanders
401 - 9th Street, N.W.
Suite 1000
Washington, D.C. 20004

ATTACHMENT A

Additional Instructions

1. The references to defendant Sea-Land Service, Inc. or SL Services, Inc., including all successor entities and further specifically include the following commonly owned corporations which are - (a) Sea-Land Motor Freight, Inc., (b) Sea-Land Freight Service, Inc., (c) CSX/Sea-Land Intermodal, Inc., and CSX Lines, LLC.
2. The term 'agreement' includes any and all contracts, including 'motor contract carriage agreements', 'contracts of affreightment', 'agreements for contract carriage', 'service contracts' and includes any oral or written statement(s, arrangements, understandings, or other documents which in any manner reflect any written or oral understandings between Matson Navigation Company and any other entity or person as identified in this discovery request.
3. The term 'document' shall mean any medium upon which intelligence or information can be recorded or retrieved and includes, without limitation, the original and each copy, regardless of origin and location, of any book, pamphlet, publication, article(s), brochure, manual, letter, correspondence, journal, memorandum (including any memorandum or report of a meeting or conversation), invoice, bill, bill of lading, order form, receipt, voucher, check, financial statement, accounting entry, instruction, schedule, record, report, shop order, diary, calendar, telex, telegram, telefax, cable, minutes, notice(s), drafts, demands, chart(s), paper, print, laboratory record, drawing or sketch, diagram, form, graph(s), index, list, tape, photograph(s), microfilm, data sheet(s), data processing card(s), or any other written, recorded, transcribed, punched, taped, filmed, electronically recorded, or graphic matter, however produced or reproduced, that is in your possession, custody or control or over which you have any right of possession or control and in the possession and control of any third party. The term further shall include and mean exact copies of any tangible written, typed, printed or other form of recorded or graphic matter of every kind and description, however produced or reproduced, whether mechanically or electronically recorded, draft, final, original, revised, reproduction, signed or unsigned, sent, received, redrafted, or executed.
4. The time frames covered by these admission requests and document production requests, unless otherwise specified in a particular request, shall be from January 1, 1996 to the date of service of this discovery request. Defendant is under a continuing obligation to supplement or amend any responses given or produced pursuant to Rule 1114.29, 49 CFR (2000 ed.)

5. The term 'communication' means any oral, written or electronic statement, dialogue, colloquy, discussion or conversation, and also means any transfer of thoughts or ideas between persons by means of documents and includes any transfer of data from location to another by electronical or similar means.
6. The term 'relates to' shall mean directly or indirectly, refer to, reflect, describe, pertain to, arise out of or in connection with, or in any way legally, logically, or factually connected with the matter discussed.
7. The term 'complainant' refers to DHX, Inc., including any other person or entity acting or purporting to act on its behalf or under its control.
8. The words 'and' and 'or' shall be construed either disjunctively or conjunctively as necessary to bring within the scope hereof any documents or communications which might otherwise be construed to be outside the scope hereof.
9. If not expressly stated, 'control' means in your possession, custody, or control or under your direction, and includes in the possession, custody, or control of those under the direction of you, your employees, subordinates, counsel, accountants, consultant(s), expert(s), parent or affiliated corporation, and any person purporting to act on your behalf.
10. 'Identify' when used in reference to a natural person means to state his/her full name, present residential address, telephone number, present business title, present business address and affiliation if known. If the above are not known, such information as was last known and his/her residential address and telephone number, business title, business affiliation and business address at the time in question.
11. 'Identify' when used in reference to a document means to state the type of document (e.g. letter, memorandum, contract, e-mail, etc.) or some other means of identifying it, its date, author(s), addressess or addressees, if any, and its present location or custodian. Such request shall include any and all matter in what form so ever maintained by defendant(s), including computer discs, tapes, hard-drives, e-mail repositories and the like. If any such document is no longer in the possession of the defendant(s) or subject to the control of defendant(s), 'identify' also means to state what disposition was made of it and the date(s) of such disposition.
12. 'Identify' when used in reference to an act, occurrence, transaction, decision, statement(s), communications, or conduct (hereinafter referred to collectively as 'act'), means to describe in substance, unless specificity is requested, the event or events constituting such act, what transpired, the place and date thereof, and to identify the person(s) present, the persons involved and the documents referring or relating thereto.

13. All documents and records produced pursuant hereto are to be produced as they are kept in the usual course of business or shall be organized and labeled (without permanently marking the item produced) so as to correspond with the categories or each numbered request hereof.
14. If any privilege is claimed as to any document, state the nature of the claimed privilege and the basis for claiming the privilege as to each specified document or point of information, identifying the document by date, general subject matter, the person(s) that signed or issued the document(s), the person(s) to whom such document was directed, circulated or distributed. All such claims of privilege shall be further identified/summarized and listed in a list of claimed documents subject to privilege which may then be made the subject of a protective agreement or order or otherwise such disposition of documents as is appropriate to this proceeding.
15. To the extent not otherwise defined or described herein, the terms: rates, charges, terms of service, increases, decreases, changes, publication, filing, and the like shall have the same scope and meaning as those terms are defined in the Board's tariff regulations, 49 CFR Part 1312 (1999 ed.)
16. The term 'freight forwarder' is defined to include: freight forwarders as defined under the ICC Termination Act of 1995; Ocean Transportation Intermediaries as defined under the Shipping Act of 1984, as amended by the Ocean Shipping Reform Act of 1998; and to further include all persons that tender cargo for transport by defendants that do not have legal title to the cargo tendered and to not come within defendants' term "Beneficial Owner" or that do not have "Beneficial Ownership" of the cargo so tendered to defendants. This term includes all persons that act as shipper's agents or 'third party logistical service providers' whether or not so registered or licensed with any State, Federal or other governmental authority.
17. The term "VOCC" or vessel operating ocean common carrier includes all persons that operate any vessels in the United States ocean trades wheresoever located or with which defendants have any form or arrangement or agreement for the performance of any services, facilities or equipment that may be included in the definition of 'transportation' as stated in the ICC Termination Act of 1995. This specifically does include any and all VOCCs no matter whether such services are provided or received pursuant to any contract, charter, or agreement of any nature whatsoever as defined herein.

COMMODITIES

commercial refrigeration equipment
toys, paper, aluminum articles
dishes/ plates/ trays, paper
small appliances
large household appliances
machinery
wearing apparel, clothing/shoes
audio/video/television equipment
video tapes, DVD discs
auto parts
batteries
beverages, non-alcoholic
beverages, alcoholic
foodstuffs, canned or preserved
foodstuffs, for human consumption
cement or plaster
chemicals, nos
drug store merchandise
retail or general merchandise
department store merchandise
drugs, now
hospital supplies
hotel supplies
hardware
wood products, including flooring
food preparations
bakery goods
dried fruits
light fixtures
electrical equipment
transformers
air conditioners and parts
reproduction machines
office supplies
office furniture
household goods in Van Paks or crated
paint, nos
paper, paper products
plastic articles, including bubble wrap
animal food, pet foods
petroleum products
pet store merchandise
kitchen cabinets, furniture nos
grocery store merchandise
cleaning compounds, soap, bleach
toilet preparations
tile nos
tea/ cigarettes, coffee
plaster, sand, blasting grit
building materials
office equipment, computers, printers
computer software programs
refrigerated cargo, nos

ATTACHMENT "C"

D

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and SL SERVICE, INC.,
f/k/a SEA-LAND SERVICE,
INC. and Now Trading As
CSX LINES, LLC,

NOTICE OF ORAL DEPOSITION
AND PRODUCTION OF DOCUMENTS

Defendants.

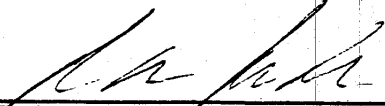
TO - Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006
Counsel For Defendant
Matson Navigation Company

SIR(S):

PLEASE TAKE NOTICE THAT In accordance with Rules 1114.21(a), 1114.24, and 1114.30, 49 CFR (2001 ed.) testimony will be taken upon oral examination before a person authorized by the laws of the State of California to administer oaths on June 2, 2002 at 10:00 A.M. at the offices of Complainant, or such other location as the parties agree, with respect to all matters involved in this proceeding, at which time and place the deposition of Mr. Paul E. Stevens will be taken and Mr. Stevens is hereby directed to produce, pursuant to Rule 1114.30, any and all documents as set forth in Schedule "A" hereto in the possession or control of deponent. Such deposition shall continue day to day until completed or otherwise continued.

2.

Dated - 10 May 2002

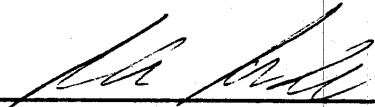


RICK A. RUDE, ESQ.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(AC 703) 536-3063

Certificate Of Service

I hereby certify that a copy of this document has been served, by first class mail, postage prepaid, upon the below listed persons.

Dated this 10th day of May 2002 at Falls Church, VA. 22046.



Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006

Mr. Paul E. Stevens
Matson Navigation Company
333 Market Street
San Francisco, CA. 94105

Mr. C. Jonathan Benner
Suite 1000
401 - 9th Street, N.W.
Washington, D.C. 20004

SCHEDULE "A"
DEPOSITION NOTICE

Deponent is to bring with him all documents requested to be produced pursuant to Complainant's First Request For Production of Documents and Second Request For Production of Documents.

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and SL SERVICE, INC.
f/k/a SEA-LAND SERVICE,
INC. and Now Trading As
CSX LINES, LLC,

NOTICE OF ORAL DEPOSITION
AND PRODUCTION OF DOCUMENTS

Defendants.

TO - Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006
Counsel For Defendant
Matson Navigation Company

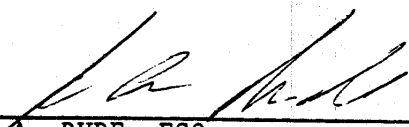
SIR(S):

PLEASE TAKE NOTICE THAT In accordance with Rules 1114.21(a), 1114.24, and 1114.30, 49 CFR (2001 ed.) testimony will be taken upon oral examination before a person authorized by the laws of the State of California to administer oaths on June 5, 2002 at 10:00 A.M. at the offices of Complainant, or such other location as the parties agree, with respect to all matters involved in this proceeding, at which time and place the defendant shall provide such person or persons that have personal knowledge regarding the contractual arrangements, agreements and/or vessel sharing between Matson Navigation Company, on the one hand, and on the other, Sea-Land Service, Inc., CSX Lines, LLC, and/or such other commonly owned and controlled entities such as Sea-Land Motor Freight, Inc., a/k/a Sea Logix, Inc., Sea-Land Freight Service, Inc., of such other entity owned by or controlled by CSX Transportation or CSX Holdings.

2.

Such person or persons shall bring with him/her/them any and all documents as set forth in Schedule "A" hereto and in their possession or control. Such deposition shall continue day to day until completed or otherwise continued.

Dated - 10 May 2002



RICK A. RUDE, ESQ.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(AC 703) 536-3063

Certificate Of Service

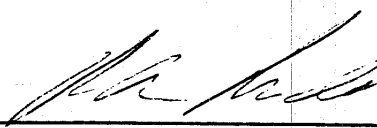
I hereby certify that a copy of this document has been served, by first class mail, postage prepaid, upon the below listed persons.

Dated this 10th day of May 2002 at Falls Church, VA. 22046.

Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006

Mr. C. Jonathan Benner
Suite 1000
401 - 9th Street, N.W.
Washington, D.C. 20004

Mr. Kevin C. O'Rourke
General Counsel
Matson Navigation Company
333 Market Street
San Francisco, CA. 94105



SCHEDULE "A"
DEPOSITION NOTICE

Such deponent or deponents as are identified and provided by Matson Navigation Company shall bring with him/her/them all documents, records, notes, memoranda, drafts, revisions or amendments, communications, including copies of all e-mail(s), that in any manner relate to reference or note any and all agreements, arrangements or undertakings between Matson Navigation Company and any or all of the following entities - Sea-Land Service, Inc., CSX Lines, LLC, Sea Logix, Inc., Sea-Land Motor Freight, Inc., Sea-Land Freight Service, Inc., or any other entity owned by or controlled by CSX Transportation or CSX Holdings.

Such deponent or deponents as are identified and provided by Matson Navigation Company shall also bring with him/her/them copies of all ship manifests in which shipments are noted or referenced for Sea-Land Service, Inc., now known as CSX Lines, LLC and all bills of lading, freight invoices, records of payment for such shipments from October 1, 1997 to June 1, 2002.

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

DHX, INC.,

Complainant

STB Docket No. WCC-105

v.

MATSON NAVIGATION COMPANY
and SL SERVICE, INC.
f/k/a SEA-LAND SERVICE,
INC. and Now Trading As
CSX LINES, LLC,

NOTICE OF ORAL DEPOSITION
AND PRODUCTION OF DOCUMENTS

Defendants.

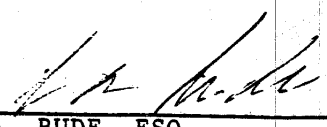
TO - Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006
Counsel For Defendant
Matson Navigation Company

SIR(S):

PLEASE TAKE NOTICE THAT In accordance with Rules 1114.21(a), 1114.24, and 1114.30, 49 CFR (2001 ed.) testimony will be taken upon oral examination before a person authorized by the laws of the State of California to administer oaths on June 3, 2002 at 10:00 at the offices of Complainant, or such other location as the parties agree, with respect to all matters involved in this proceeding, at which time and place the deposition of Mr. Peter P. Wilson will be taken and Mr. Wilson is hereby directed to produce, pursuant to Rule 1114.30, any and all documents as set forth in Schedule "A" hereto in the possession or control of Mr. Wilson. Such deposition shall continue day to day until completed or otherwise continued.

2.

Dated - 10 May 2002

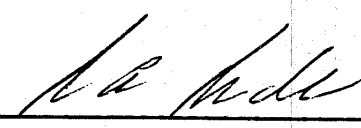


RICK A. RUDE, ESQ.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(AC 703) 536-3063

Certificate Of Service

I hereby certify that a copy of this document has been served, by first class mail, postage prepaid, upon the below listed persons.

Dated this 10th day of May 2002 at Falls Church, VA. 22046.



Mr. Richard A. Allen
Suite 600
888 - 17th Street, N.W.
Washington, D.C. 20006

Mr. Peter P. Wilson
Matson Navigation Company
333 Market Street
San Francisco, CA. 94105

Mr. C. Jonathan Benner
Suite 1000
401 - 9th Street, N.W.
Washington, D.C. 20004

SCHEDULE "A"
DEPOSITION NOTICE

Deponent is to bring with him all documents requested to be produced pursuant to Complainant's First Request For Production of Documents and Second Request For Production of Documents.

Deponent is also to bring with him all documents which were used by, or referred to by him, in the preparation of the Verified Statement of Mr. Peter P. Wilson dated April 23, 2002 and submitted by Mr. Wilson in STB Docket No. WCC-101.

E

U.S. DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

DHX, INC.,

Complainant,

v.

STB Docket No. WCC-105

MATSON NAVIGATION COMPANY
and
SL SERVICE, INC.,
f/k/a SEA-LAND SERVICE,
INC. and Now Trading As
CSX LINES, LLC,

Defendants.

FIRST REQUEST FOR ADMISSIONS TO DEFENDANT CSX LINES

TO - Mr. C. Jonathan Benner
401 - 9th Street, N.W.
Suite 1000
Washington, D.C. 20004

Returnable - June 6, 2002

COMES NOW, Complainant, DHX, Inc., by and through its counsel, pursuant to Rule 1114.27, 49 CFR (2000 ed.), and hereby requests that defendant SL Service, Inc., f/k/a Sea-Land Service, Inc. and Now Trading as CSX Lines, LLC answer and admit as follows:

1) That, at all times between the period October 1, 1997 and April 29, 2002, defendant did not publish and file a tariff with the Surface Transportation Board which contained the rates and charges assessed by defendant on container shipments tendered to defendant by Matson Navigation Company for ocean transportation between points or ports in California, Oregon or Washington, on the one hand, and on the other Hawaii.

2.

2) That, from at least October 1, 1997 through April 29, 2002 defendant has tendered container shipments to Matson Navigation Company for ocean transportation between points and ports in California, Oregon or Washington, on the one hand, and on the other Hawaii.

3) That Matson Navigation Company did not publish and file with the Surface Transportation Board the rates and charges that Matson Navigation Company assessed to and collected from defendant for the transportation services identified in Request number 2 above during the time frames stated.

4) That defendant's tariff STB SEAU 468 does not contain any statement of through routes as applicable to sub-section 0500 series rates as contained in section 4 during the period of October 1, 1997 through June 13, 2001.

5) That defendant's tariff STB SEAU 468 does not contain any identification of participating motor carriers for the joint rates identified by defendant in sub-section 0600 series rates as contained in section 4 during the period of October 1, 1997 through June 13, 2001.

6) That defendant's tariff STB CSXL 468 does not contain any state of through routes as applicable to sub-section 0500 series rates as contained in section 4 during the period of June 14, 2001 through April 29, 2002.

7) That defendant's tariff STB CSXL 468 does not contain any identification of participating motor carriers for the joint rates identified by defendant in sub-section 0600 series rates as contained in section 4 during the period of June 14, 2002 through April 29, 2002.

3.

- 8) That defendant's tariff STB SEAU 468 does not contain any statement of through routes as applicable to sub-section 0600 series rates as contained in section 4 during the period of October 1, 1997 through June 13, 2001.
- 9) That defendant's charges for wharfage as contained in defendant's tariff STB SEAU 468, with the exception of 24 foot containers, were the same as the rates and charges for wharfage that was published in and contained in the tariffs of Matson Navigation Company between the period October 1, 1997 and June 13, 2001.
- 10) That defendant's charges for wharfage as contained in defendant's tariff STB CSXL 468, with the exception of 24 foot containers, were the same as the rates and charges for wharfage that was published in and contained in the tariffs of Matson Navigation Company between the period June 14, 2001 and April 29, 2002.
- 11) That defendant's charges for inland trucking as contained in Rule 340 of STB SEAU 468 further identified as an "Inland Rate Table" were the same as the rates and charges as stated in Rule 750 of Matson tariff STB MATS 2016-D between the period October 1, 1997 and June 13, 2001.
- 12) That defendant's charges for inland trucking as contained in Rule 340 of STB CSXL 468 and further identified as an "Inland Rate Table" were the same as the rates and charges as stated in Rule 750 of Matson tariff STB MATS 2016-D between the period June 14, 2001 and April 29, 2002.

4.

13) That defendant ceased ocean common carrier operations between the United States on the one hand, and on the other Hawaii on or before April 1, 2000.

14) That defendant did not cause to be filed with the Surface Transportation Board a tariff adoption notice for STB SEAU 468 to be used by CSX Lines, LLC at any time between January 5, 2000 and June 13, 2001.

15) That on or before June 13, 2001, CSX Lines, LLC did not have on file with the Surface Transportation Board any tariff containing its rates and charges for its services between ports in California, Oregon and Washington, on the one hand, and on the other ports in Hawaii.

16) That SL Service, Inc. is not presently conducting business as or providing ocean transportation services between points or ports in the United States, on the one hand, and on the other, points and ports in Hawaii.

17) That SL Service, Inc. nor CSX Lines, LLC between the period January 5, 2000 and June 13, 2001, filed with the Surface Transportation Board any notice, pleading or other representation that SL Service, Inc. had ceased business in the non-contiguous domestic offshore trade between the continental United States and Hawaii.

18) That from October 1, 1997 through at least January 5, 2000

5.

Complainant tendered to Sea-Land Service, Inc. the container shipments listed on Attachment No. 1 hereto.

19) That Complainant was invoiced by Sea-Land Service, Inc. the amounts stated in the "Cost" column as contained in Attachment No. 1 hereto.

20) That Complainant was invoiced by Sea-Land Service, Inc. the amounts stated in the "WFG" column as wharfage on the listed container shipments as contained in Attachment No. 1 hereto.

21) That Complainant duly paid Sea-Land Service, Inc. for all services provided by Sea-Land Service, Inc. on each container shipment transported by Sea-Land Service, Inc. and listed in Attachment No. 1 hereto.

22) That Complainant was invoiced by CSX Lines, LLC for all shipments transported by CSX Lines, LLC and contained in Attachment No. 1 hereto.

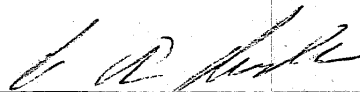
23) That Complainant paid to Sea-Land Service, Inc. the amounts stated in the "Cost" and "WFG" column entries for each container listed in Attachment No. 1 and transported by Sea-Land Service, Inc.

24) That Complainant paid to CSX Lines, LLC the amounts stated in the "Cost" and "WFG" column entries for each container listed in Attachment No. 1 and transported by CSX Lines, LLC.

25) That Complainant, during the period stated in Attachment No. 1 tendered a total of 13,980 container shipments from transport from Los Angeles or Oakland, California or Seattle, Washington to Hawaii to defendant or CSX Lines, LLC.

6.

Respectfully submitted,



RICK A. RUDE, Esq.
Suite 103
207 Park Avenue
Falls Church, VA. 22046
(Ac 703) 536-3063

Counsel For Complainant

Certificate of Service

I hereby certify that a copy of this document has been served, by hand delivery of a copy of the same upon Mr. C. Jonathan Benner, 401 - 9th Street, N.W., Suite 1000, Washington, D.C. 20004.

Dated this 21st day of May 2002.

