



**SPSF
SHOULDN'T
PAINT SO FAST**

A rare snowfall on Southern California's storied Cajon Pass near Summit surrounds the climb of Santa Fe 8076 East on December 20, 1987. Three of the eight units up front are dressed in the bright southwest-inspired colors of the doomed Southern Pacific-Santa Fe merger, a scheme quickly dubbed "Kodachrome" by railfans for the similarity to their favorite film packaging.

SPSF SHOULDN'T PAINT SO FAST

ELROND LAWRENCE/PHOTOS BY THE AUTHOR



"SHOULDN'T PAINT SO FAST." There, we got that out of the way. The infamous rail-fan gag about the planned "SPSF" merger name of Southern Pacific and Santa Fe — arguably the most famous failed merger attempt in railroad history — is endlessly quoted to the point of madness, but there's no denying its brilliance.

Thirty-six years after the first trial paint scheme was unveiled on rebuilt Santa Fe SD45 5394 in August 1985, fans are still talking about the combined fleet of more than 400 locomotives that were painted red, yellow, and black in anticipation of a merger later rejected by the Interstate Commerce Commission. It's the ultimate "what could have been" story that led to a complete reshaping of the western railroad map. The bright Southwest-inspired colors of the planned merger either invoke intense hatred or love, depending on whom you speak with. Either way, they made their mark on

I railroad history and the bright new image inspired the "Kodachrome" nickname among railfans.

I lived through that crazy, anxious, and exciting time, growing up in Fontana, Calif., 20 minutes from San Bernardino where the first locomotives were painted. Santa Fe's San Bernardino shops painted red and yellow locomotives by the dozens for nearly a year, beginning in fall 1985 and ending on July 24, 1986, when the merger was denied. They were joined in the painting frenzy by Southern Pacific's equally historic shops in Sacramento.

Looking back, I now realize that the Kodachrome era was not only a pivotal moment in railroad history, but also a transforming time for my early years as a rail photographer. Kodachromes may have polarized the railfan community back then, but I'm grateful for every frame of film I shot that included a red and yellow warbonnet.



Red and yellow colors aglow in the evening desert sun, Santa Fe 8051 West is nearing Barstow, Calif., as it speeds through the old station of Nebo on May 4, 1989. Santa Fe's six-axle GE C30-7s and SF30Cs were well-represented in the SPSF-painted roster with nearly 90 units combined.

OPPOSITE: Freshly rebuilt and repainted SD39 1568 basks in the sun outside Santa Fe's shop complex at San Bernardino, Calif., in January 1986.



sandwiched between a pair of blue and yellow Santa Fe units! I almost drove off the bridge in my excitement. The engine would go on to lead a train up Cajon Pass for promotional photos — which I missed — but as the railfan community buzzed about 5394, word was a second SD45u would emerge with a different livery.

Sure enough, a visit to the paint booth revealed 5401 in process, now with yellow letters instead of white. On September 7, 1985, 5401 embarked on its maiden eastbound trip up Cajon Pass, pausing for a Sullivan's Curve photo shoot led by Santa Fe Public Relations Manager Mike Martin. This would result in my first-ever photo published in RAILFAN & RAILROAD, when a color view of 5401 East blazed across the top of the January 1986 issue's inside rear cover.

One day later, 5401 led another train up Cajon, this time a mind-blowing nine-unit power move that included 5394 and three of the railroad's sharp business cars. Santa Fe was changing and this

new era was off to a spectacular start. Southern Pacific's Sacramento Shops had released SD45R 7551 with the same paint scheme as 5394 (later updated to yellow letters), but with space left after the big "SP" to add the future "SF."

Less than two weeks later, the new colors were finalized with Santa Fe SD45u 5402, where the black roofline was raised and the red nose stripe was simplified from four thin stripes on each side of the nose to three. The new look of railroading in the Southwest was settled. This was real. I resigned myself to the fact that I would never again shoot a freshly painted Santa Fe "warbonnet" or Southern Pacific "bloody nose" locomotive. Only Union Pacific would continue its historic colors I thought to myself at the time...

But the new red and yellow was pretty cool. So cool that the livery was given a nickname, inspired by the red and yellow film boxes most fans carried in their camera bags — "KODACHROME."

OPPOSITE: Got power? One day after its publicity photo session, Santa Fe 5401 leads an impressive nine-unit consist up Cajon Pass on September 8, 1985, including original Kodachrome 5394, an SD45B, and three business cars.

OPPOSITE BELOW: Santa Fe 5401 stands in the paint booth at the San Bernardino Shops, awaiting final touches before its debut.

BELOW: The 5401 poses for photos on Sullivan's Curve, orchestrated by Santa Fe Public Relations Manager Mike Martin on September 7, 1985. This was the author's first published photo in RAILFAN & RAILROAD.

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It all started with a stark, seismic announcement in the *San Bernardino Sun* — Santa Fe and Southern Pacific railroads were going to merge into a single rail company, the latest in a round of mega-mergers that had most recently included Union Pacific's 1982 "mop-up" of Missouri Pacific and Western Pacific. The two holding companies combined in December 1983 to form the new Santa Fe-Southern Pacific Corporation and filed an application to combine the railroads into a new SPSF Railway.

By summer 1985, confidence was high that the merger would be approved by the ICC. So high, in fact, that plans for a new railroad identity were pushed into action. Rebuilt SD45 5394 was rolled into the paint booth at San Bernardino, emerging for company photos in a Santa Fe yellow cab, warbonnet, and frame stripe that matched a hood of rich SP red capped with a black roofline. Big, white "SPSF" letters adorned the long hood while a black "SPSF" was featured on the yellow nose. Pictures were taken and the SD45u rolled back into the paint shops for some fine-tuning. In round two, the yellow nose was dressed with a red stripe and white "SF" letters, leaving room for



the "SP" to be eventually added. Red number boards completed the new look.

This was the sight that greeted me as I made one of my many drives across the historic Mount Vernon Viaduct located over the San Bernardino shops and "A" Yard in downtown San Bernardino.

It was August 2, 1985; for years, my 18-year-old self had driven over the bridge to see what new locomotive delights were emerging from the shops. (This could be a dangerously distracting habit when something especially cool was visible.) There was freshly painted 5394,





TOP LEFT: A detail view of the oversized and very eighties "SF" lettering, as modeled on Santa Fe yard slug 140 at San Bernardino in February 1986.

LEFT: The transformed face of Southern Pacific GP9E 3370 at Colton, Calif., in January 1989 shows the traditional SP light package is gone, replaced by a simple headlight, Santa Fe-style rotating beacon, and AT&SF-style number boards (in red, of course).

3 The final three months of 1985, and the early months of 1986, became a trainspotting game — what would each locomotive model look like in Kodachrome colors? Both railroads had amazingly varied fleets thanks to their ongoing rebuilding programs. As the Santa Fe and Southern Pacific paint booths kicked into high gear, we got our answer. Beginning with rebuilt SD39s and F45s, the Kodachrome "rogues' gallery" expanded to encompass GP9s, SD9s, GP30s, GP35s, B36-7s, SW1500s, SD40-2s, SD45-2s, C30-7s, U38Cs, and SP's famous "tunnel motor" SD45s and SD40-2s. Even slugs and cabooses got the treatment. Nearly

ABOVE: Santa Fe's rebuilt F45 and FP45 fleet looked especially good in Kodachrome colors. The 5975 suits itself next to SF30C 9509 in front of the railroad's landmark shops at Barstow, Calif., on January 10, 1987.

RIGHT: Santa Fe caboose 999088 rolls west past the old crew change point at San Bernardino on November 10, 1986. By this date, the two railroads were appealing the first merger denial and cabooses were an endangered species.

BOTTOM RIGHT: SPSF colors appeared in the most unlikely places, as seen on this golf cart at Southern Pacific's Taylor Yard engine facility in Los Angeles on August 15, 1989.



every model on each railroad's power roster had at least one unit in a coat of red, yellow, and black.

By the time the ICC issued its July 1986 decision on the merger application, Santa Fe had repainted 317 Kodachromes while SP repainted 96 — 413 locomotives in all. Some engine classes also received new road numbers to fit a proposed SPSF renumbering plan.

Railfans greeted each unveiling with

either excitement or mourning, usually depending on their age. Younger fans like me treated each new model in red and yellow as an event, not realizing that for many fans this was a huge loss as two legendary, historic railroads were becoming fallen flags in one stroke. Fans had grown up with steam, *Super Chiefs*, *Daylights*, and two generations of freight diesels in gray and scarlet and blue and yellow, and it was all coming to an end.





railfan visions was shut down. On July 24, the ICC rejected the SPSF merger, citing massive overlap of duplicate routes and an anti-competitive monopoly of traffic corridors. In disbelief, I drove over to San Bernardino, not really knowing what to expect. Would it feel funeral? Would I see people walking in a daze? Idling next to the old freight house was red SD45-2

7227, which would never wear all four oversized SPSF letters on its long hood. If shock was churning through the freight house, depot offices, and the shops, it was hidden behind the walls. For the first time in the Kodachrome story, things had gone decidedly black and white. The holding companies immediately appealed the decision by offering new

trackage rights agreements, but the final verdict in 1987 remained the same — thumbs down. Santa Fe-Southern Pacific Corporation was ordered to divest itself of one railroad, and the company renamed itself Santa Fe Pacific Corporation. A drive into the San Bernardino shops revealed an SD45-2 already being masked for traditional blue and yellow paint. Beside it stood Kodachrome SD45-2 7224, the red-headed stepchild and a reminder of failed ambition.

LEFT: The holy grail! Santa Fe SD45-2 7219 is spotted at the San Bernardino Shops in full SPSF lettering on June 7, 1986, from the Mount Vernon Avenue bridge. Rolled out for company publicity photos, the "SP" lettering was covered over less than 24 hours later.

BELOW: It's April Fools' Day 1986, and three Kodachromes are literally taking away Santa Fe history at Needles, Calif. Baldwin 2-10-4 5021, F7A 347C, and F3B 347B are part of a train of historic AT&SF locomotives bound for the California State Railroad Museum.

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As 1986 continued from winter to spring and hundreds of Kodachromes roamed the rails, fans began to adjust to the new normal. Two major events seemed to propel the merger to its inevitable completion. Spurred by the looming merger, Santa Fe gathered up its historic locomotive collection at Albuquerque, N.M., and donated it to the California State Railroad Museum in Sacramento. Three Kodachrome SD45-2s — 7207, 7206, and 7205 — heralded the future as they led the collection of steam and diesels west. On April 1 at Needles, Calif., then-girlfriend Laura and I encountered the train during a lengthy delay, walking down the line of steam and diesels that included 347C and B, now famously displayed at CSRM in their red and silver colors. As the train rolled into a desert storm west of town, it was hard not to take a hard breath and picture Santa Fe Railway itself vanishing into the darkness.

Then on June 7, 1986, less than two months before the ICC's decision was due, a drive over the Mount Vernon bridge in San Bernardino caused the closest near-miss crash in my life. There was SD45-2 7219, posed by the shop buildings, in full "SPSF" lettering — all four gigantic letters in place! A photo shoot was planned with 7219 and sister 7220 later that afternoon. While I couldn't stick around to capture that shoot (sometimes, college classes took priority after all) — I had stumbled upon one of the rarest moments

in the SPSF saga. Less than 24 hours later, the two units were rolled back into the shops to have their "SP" letters removed. Once again, a Kodachrome delivered a long-sought goal for this aspiring rail journalist — my first photo in *Trains* magazine. "Good heavens!" read the caption for my photo of SPSF 7219 in the September 1986 issue. "Did the ICC approve Southern Pacific & Santa Fe merger while we were preoccupied with the sale of Conrail?" Only three engines, plus two cabooses from Santa Fe and one from SP, ever received all four letters.

By now, the merger approval seemed a formality and we were swept up in Kodachrome fever. Author and friend Lowell Amrine and I decided to seize the moment and start work on a book that would document the SPSF era. That dream encountered an immediate roadblock when a formal request to Eastman Kodak to use the "Kodachrome" name was firmly rejected.

In July, much more than a pair of





taken off life-support by investor Phil Anschutz and his Rio Grande empire in 1988, only to be absorbed into the Union Pacific system in 1996.

The mega-mergers finally happened, just with different partners. As a quirky side note, a tiny group of Kodachrome-era stragglers returned to Santa Fe rails in the late 1990s. These were a handful of General Electric C30-7s that escaped Santa Fe's 1990 repainting blitz and were sold off; they returned in 1998-99 as part of a GE leasing group. For the first time, it was possible to shoot a Kodachrome with BNSF Railway orange and green, contrasting the merger that never was with the merger that happened instead.

My last shots of a Kodachrome were at Bakersfield, Calif., on June 29, 1999, as ex-Santa Fe 4-8-4 3751 waited to depart the yard and a freight idled beside the 1927 Baldwin with C30-7 5176 in full red



and yellow and only the "BN" of a BNSF patch job. By the year 2000 they were gone, and the Kodachrome era finally departed Santa Fe rails.

A handful of Kodachromes can be found today at museums such as the Feather River Rail Museum in Portola, Calif., and on a few short lines. Ironically, the colors finally gained the fan following that eluded them in the 1980s. It was another reminder to me to snap pictures of everything in America's railroad story. Yesterday's Kodachrome rejects are today's railfan gold mine.

For me, the SPSF image also evokes the wonder years of my youth, and the carefree days of not knowing what locomotives would greet me beside the San Bernardino depot parking lot. The images themselves include so much more than the locomotives — they preserve searchlight signals, the massive shops, pole lines, crews without safety vests, lines now abandoned, and open space obliterated today by development.

Best of all, the SPSF era will always remind me of my earliest steps in railfanning — a time of surprise, discovery, publishing milestones, and the beginning of a lifetime of fond memories. It was also a time when a railfan could drive into a locomotive shop unquestioned! As we head into the next era of modern railroading, we can only wonder what aspects of today's operations will captivate the next generation of railfans. □

LEFT: A handful of C30-7s escaped Santa Fe's repainting order and later returned to home rails in the BNSF Railway era as lease power. "BN" 5176 is leaving Bakersfield, Calif., on June 29, 1999.

BELOW: Christmas colors and layers of irony surround Santa Fe 5342 East in Cajon Pass, as Kodachrome SD45u leads six EMDs from future merger partner Burlington Northern in April 1990.

BOTTOM: Generations of Santa Fe power are captured at Barstow in February 1989. The staggering diversity of locomotives includes cosmetically restored red and silver F-units 347C and B.

ABOVE: Unlike Santa Fe, Southern Pacific Kodachromes could be found in service well into the 1990s. On New Year's Day 1995, SD9E 4354 idles at West Colton, Calif., modeling its bright red and yellow warbonnet.

RIGHT: Southern Pacific 8286 East winds through Southern California's San Timoteo Canyon on February 5, 1987. The SD40T-2 "tunnel motors" wore the SPSF colors well and — as long as they stayed clean — brightened up the parade of somber gray SP trains.



5 The first time I attended the annual Winterail slide show in spring 1989, boos filled the hall whenever a photograph featured a Kodachrome unit. It was jarring, especially because by then the merger appeal denial was already two years past. That summer, Santa Fe began a spectacular, unbelievable renaissance with the revival of its red and silver warbonnet colors, part of the new "Super Fleet" marketing campaign. For a brief time, as shiny GP60Ms and Dash 8-40BWs flooded the railroad, red and silver units could be found trading glances with red and yellow Kodachromes. Santa Fe had rebooted a legendary image and wanted no visible traces of the SPSF debacle; the railroad put out a decree to repaint all units by the end of 1990. Southern Pacific was much slower in repainting its fleet, and red and yellow engines continued to power SP trains into the late 1990s.

Once upon a time, we thought the Kodachrome image symbolized the future of railroading. Instead, the SPSF era became a fascinating chapter in the story of two iconic railroads as they both struggled to reinvent themselves for the 1990s. Santa Fe got its mojo back and merged with Burlington Northern in 1996 to become today's wildly successful BNSF Railway. Financially ill SP was

