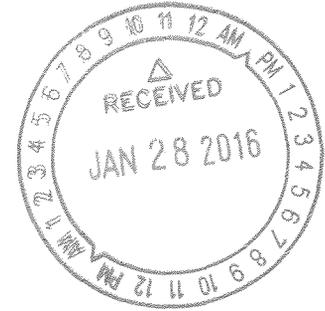


BEFORE THE
SURFACE TRANSPORTATION BOARD



DOCKET NO. FD 35992

239951

WISCONSIN CENTRAL LTD.
-- TRACKAGE RIGHTS EXEMPTION --
LINES OF UNION PACIFIC RAILROAD COMPANY AND
ILLINOIS CENTRAL RAILROAD COMPANY

ENTERED
Office of Proceedings
January 28, 2016
Part of
Public Record

**MOTION FOR PROTECTIVE ORDER OF
WISCONSIN CENTRAL LTD.**

Thomas J. Litwiler
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Chicago, Illinois 60606-2832
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ATTORNEYS FOR WISCONSIN CENTRAL LTD.

Dated: January 25, 2016

BEFORE THE
SURFACE TRANSPORTATION BOARD

DOCKET NO. FD 35992

WISCONSIN CENTRAL LTD.
-- TRACKAGE RIGHTS EXEMPTION --
LINE OF UNION PACIFIC RAILROAD COMPANY AND
ILLINOIS CENTRAL RAILROAD COMPANY

**MOTION FOR PROTECTIVE ORDER OF
WISCONSIN CENTRAL LTD.**

Pursuant to 49 C.F.R. § 1104.14(b), Wisconsin Central Ltd. ("WCL") hereby requests that the Board issue a protective order allowing WCL to file under seal an unredacted copy of a document entitled "Reservation of Trackage Rights (Joliet)" dated as of April 28, 1987 (as amended), which is related to and bears upon the trackage rights transaction that is the subject of this proceeding.

WCL is filing concurrently herewith a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) for WCL to acquire overhead trackage rights over approximately 4.43 miles of interconnected rail line owned by Union Pacific Railroad Company ("UP") and Illinois Central Railroad Company ("IC") extending between milepost AO 36.7 at Joliet, IL, and milepost AH 41.13 at South Joliet, IL. WCL has attached a redacted version of the aforementioned Reservation of Trackage Rights (Joliet) (as amended) as Exhibit D to its notice of exemption pursuant to 49 C.F.R. § 1180.6(a)(7)(ii) and has filed an unredacted copy of that document under seal, subject to this request for a protective order. The Reservation of Trackage Rights (Joliet) contains commercially sensitive and confidential information the public release of which could cause competitive or other injury to WCL, UP, and/or WCL corporate affiliate IC. Public

disclosure of the unredacted agreement is not necessary for the consideration or disposition of WCL's trackage rights notice of exemption.

WCL thus requests that the Board accept the unredacted Reservation of Trackage Rights (Joliet) for filing under seal and adopt the proposed protective order contained in the appendix hereto to govern access to the unredacted agreement. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., Chicago, Central & Pacific Railroad Company -- Trackage Rights Exemption -- Cedar River Railroad Company, Finance Docket No. 35563 (STB served December 30, 2011); The Kansas City Southern Railway Company -- Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 34309 (STB served February 4, 2003).

WHEREFORE, WCL respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: 
Thomas J. Litwiler
Robert A. Wimbish
Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
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(312) 252-1500

ATTORNEYS FOR WISCONSIN CENTRAL LTD.

Dated: January 25, 2016

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the unredacted Reservation of Trackage Rights (Joliet) dated April 28, 1987, filed under seal on January 25, 2016 in STB Docket No. FD 35992.
2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to WCL of the attached Undertaking. Confidential Information shall be used solely for the purpose of this and any related Board proceedings, or any judicial review proceeding arising therefrom, and not for any other business, commercial or other competitive purpose.
3. Confidential Information shall not be disclosed in any way or to any person without the written consent of WCL or an order of the Board, and then solely for use in connection with this and related Board proceedings, or any judicial review proceeding arising therefrom, provided that such person has been given and has read a copy of this Protective Order and agrees to be bound by its terms by executing the attached Undertaking prior to receiving access to this information.
4. Any documents containing Confidential Information must be destroyed, and notice of such destruction must be served on WCL, at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom.
5. If the Board retains the Confidential Information, it shall, in order to keep it confidential, treat the information in accordance with the procedure set forth at 49 CFR 1104.14.
6. If any party intends to use Confidential Information at hearings or otherwise in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any filings or documents setting forth or revealing such Confidential Information to the Board, or the reviewing court as appropriate, under seal, and shall accompany such submission with a written request to the Board or the court to (i) restrict attendance at any hearing during discussion of such Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Confidential Information in accordance with the Protective Order.
7. All parties must file simultaneously a public version of any confidential submission filed with the Board. The confidential version may be served on other parties in electronic format only.
8. All parties must comply with all of the provisions stated in this Protective Order unless good cause, as determined by the Board, is shown by any party to warrant suspension of any of the provisions herein.

UNDERTAKING

I, _____, have read the Protective Order governing the filing of Confidential Information by Wisconsin Central Limited ("WCL") in STB Docket No. FD 35992 understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Docket No. FD 35992 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any data or information obtained under this Protective Order to any person who is not also bound by the terms of this order and has executed an Undertaking in the form hereof. At the conclusion of this proceeding (including any proceeding on administrative review, judicial review or remand), I will promptly destroy any documents containing or reflecting Confidential Information, other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking, and that WCL shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: _____

Signature: _____

Position: _____

Affiliation: _____