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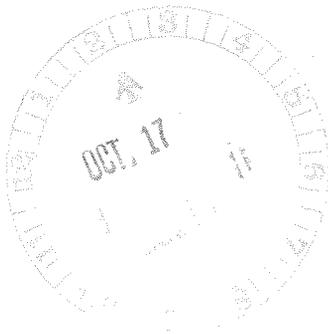
**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 35775

**UNION PACIFIC RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
CSX TRANSPORTATION, INC**

ENTERED
Office of Proceedings
OCT 17 2013
Part of
Public Record

**MOTION FOR PROTECTIVE ORDER
OF UNION PACIFIC RAILROAD COMPANY**



UNION PACIFIC RAILROAD COMPANY

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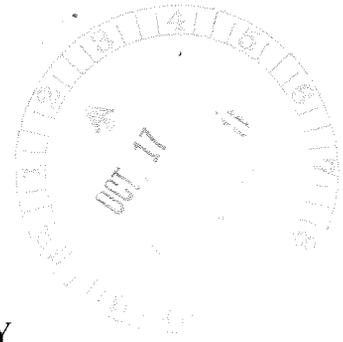
Dated: September 30, 2013

Filed: October 1, 2013

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 35775

**UNION PACIFIC RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
CSX TRANSPORTATION, INC**



**MOTION FOR PROTECTIVE ORDER
OF UNION PACIFIC RAILROAD COMPANY**

Pursuant to 49 C.F.R. § 1104.14(b), UP requests that the Board issue a protective order allowing UP to file under seal the unredacted trackage rights agreement which is the subject of this proceeding.

Concurrently herewith, UP is filing a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(7) for UP's acquisition of overhead trackage rights over approximately 11.77 miles of CSX Transportation, Inc's (CSXT) line between Blue Island, Illinois and Munster, Indiana. UP attached a redacted version of the agreement as Exhibit 2 to its notice of exemption and filed the unredacted agreement under seal in an envelope marked "Confidential Material Subject to a Request for a Protective Order."

The unredacted agreement contains commercially sensitive and confidential compensation information the public release of which could cause competitive or other injury to UP and CSXT. Public disclosure of the unredacted agreement is not necessary for the consideration or disposition of UP's notice of exemption.

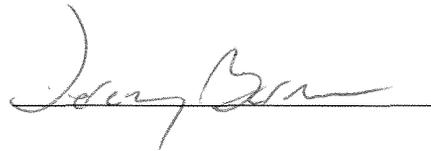
UP hereby requests that the Board accept the unredacted agreement for filing under seal and adopt a protective order substantially in the form shown in the appendix hereto to govern access to the unredacted agreement. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., CSX Transportation, Inc. – Trackage Rights Exemption – Norfolk Southern Railway Company, STB Finance Docket No. 35626 (served August 10, 2012); Cedar River Railroad Company – Trackage Rights Exemptions – Chicago, Central & Pacific Railroad Company, STB Finance Docket No. 35593 (served February 24, 2012).

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

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By:



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Dated: September 30, 2013

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, “Confidential Information” means the unredacted trackage rights agreement between Union Pacific Railroad Company (UP) and CSX Transportation, Inc. filed under seal on October 1, 2013, in STB Finance Docket No. 35775.

2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to UP 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 UP 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 UP, at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom.

5. 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.

6. 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.

7. 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 Union Pacific Railroad Company (UP) in STB Docket No. FD 35775 and 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 Docket No. FD 35775 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 UP 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: _____

UNION PACIFIC RAILROAD
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Jeremy M. Berman Assistant General Attorney

September 30, 2013

Via UPS Overnight

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20024

**Re: STB Docket No. FD 35775; Union Pacific Railroad Company -- Trackage
Rights Exemption -- CSX Transportation, Inc.**

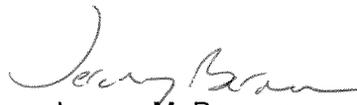
Dear Ms. Brown

Enclosed for filing in the above proceeding are the following:

1. An original and ten (10) copies of a Motion for Protective Order pursuant to 49 C.F.R. § 1104.14(b).
2. Ten copies of a confidential, unredacted document, in a separate envelope, to be filed under seal subject to the requested protective order pursuant.

Please indicate receipt of the enclosed materials by returning a stamped copy of this letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,


Jeremy M. Berman

