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June 19, 2013

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VIA ELECTRONIC FILING

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20423-0001

234420
234421
ENTERED
Office of Proceeding
June 19, 2013
Part of Public
Record

Re: **Finance Docket No. 35731**
Ballard Terminal Railroad Company, L.L.C. -- Acquisition
and Operation Exemption -- Woodinville Subdivision

Docket No. AB-6 (Sub-No. 465X)
BNSF Railway Company -- Abandonment Exemption --
In King County, WA

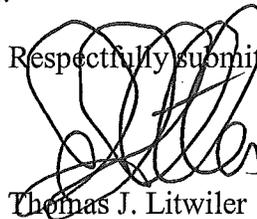
Dear Ms. Brown:

Attached for filing in the above-captioned proceedings is a **Motion to Adopt Agreed Protective Order**, dated June 19, 2013.

Also attached is a separate file containing the text of the proposed protective order in MS Word format.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Ballard Terminal
Railroad Company, L.L.C. and
Eastside Community Rail, LLC

TJL:tl
Attachments
cc: Parties on Certificate of Service

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35731

BALLARD TERMINAL RAILROAD COMPANY, L.L.C.
-- ACQUISITION AND OPERATION EXEMPTION --
WOODINVILLE SUBDIVISION

DOCKET NO. AB-6 (SUB-NO. 465X)

BNSF RAILWAY COMPANY
-- ABANDONMENT EXEMPTION --
IN KING COUNTY, WA

**MOTION TO ADOPT
AGREED PROTECTIVE ORDER**

Myles L. Tobin
Thomas J. Litwiler
Thomas C. Paschalis
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29 North Wacker Drive
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Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR BALLARD TERMINAL
RAILROAD COMPANY, L.L.C. AND
EASTSIDE COMMUNITY RAIL, LLC**

Dated: June 19, 2013

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35731

BALLARD TERMINAL RAILROAD COMPANY, L.L.C.
-- ACQUISITION AND OPERATION EXEMPTION --
WOODINVILLE SUBDIVISION

DOCKET NO. AB-6 (SUB-NO. 465X)

BNSF RAILWAY COMPANY
-- ABANDONMENT EXEMPTION --
IN KING COUNTY, WA

**MOTION TO ADOPT
AGREED PROTECTIVE ORDER**

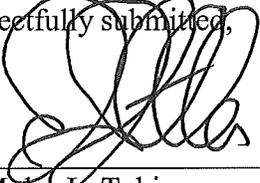
Ballard Terminal Railroad Company, L.L.C. (“Ballard”) and Eastside Community Rail, LLC (“Eastside”) hereby request that the Board adopt the protective order included in the appendix hereto to govern the production in discovery and subsequent handling of confidential and proprietary information and documents. The proposed protective order has been reviewed, revised and agreed to by the other parties to the above-captioned proceedings, and is intended to cover discovery materials produced both before and after the Board enters the protective order.

Good cause exists to adopt the proposed protective order, which is generally consistent with other protective orders issued by the Board in similar circumstances. Issuance of the agreed-upon protective order will ensure that confidential or proprietary material produced in response to a discovery request will be used only in connection with these proceedings and not for any other business or commercial purpose.

WHEREFORE, Ballard and Eastside respectfully request that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: _____


Myles L. Tobin
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**ATTORNEYS FOR BALLARD TERMINAL
RAILROAD COMPANY, L.L.C. AND
EASTSIDE COMMUNITY RAIL, LLC**

Dated: June 19, 2013

APPENDIX

PROTECTIVE ORDER

STB Docket No. FD 35731

STB Docket No. AB-6 (Sub-No. 465X)

1. “Proceedings” consists of STB Docket No. FD 35731 and STB Docket No. AB-6 (Sub-No. 465X), any judicial review proceedings arising therefrom, or any related proceedings before the Surface Transportation Board (the “Board”).

2. For the purposes of this Protective Order, "Confidential Information" means any information, data, documents or other material produced, whether before or after entrance of this Protective Order, in discovery to a party in these Proceedings that the producing party or entity in good faith believes reflects proprietary or confidential information and has accordingly designated and stamped as “CONFIDENTIAL” or “PROPRIETARY AND CONFIDENTIAL.” Confidential Information shall not include information that is publicly available or obtained by means other than through discovery in these Proceedings, and such information shall not be subject to this Protective Order even if such information is produced and designated as “CONFIDENTIAL” or “PROPRIETARY AND CONFIDENTIAL” in these Proceedings.

3. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to the producing party or entity of the attached Undertaking. Confidential Information shall be used solely for the purpose of these Proceedings, and not for any other business, commercial or other competitive purpose.

4. Any party to these Proceedings may challenge the designation by any other party or entity of information or documents as “CONFIDENTIAL” or as “PROPRIETARY AND CONFIDENTIAL” by filing a motion with the Board or with an administrative law judge or other officer to whom authority has been lawfully delegated by the Board to adjudicate such challenge(s).

5. Confidential Information shall not be disclosed in any way or to any person without the written consent of the producing party or entity or an order of the Board, except for use in connection with these Proceedings, as provided herein. No person, other than the Board, may receive Confidential Information until he or she 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.

6. Any documents (other than file copies of pleadings or other documents filed with the Board or any reviewing court and retained by outside counsel for a party to these Proceedings) containing Confidential Information must be destroyed, and notice of such destruction must be served on the producing party or entity, at the completion of these Proceedings.

7. 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 C.F.R. § 1104.14.

8. If any party intends to use Confidential Information in connection with depositions, hearings, motions, comments, briefs, or otherwise in these Proceedings, the party shall (a) in the case of a deposition, ensure that all persons participating in the deposition have agreed to be bound by the terms of this Protective Order by executing the attached Undertaking and (b) in the case of providing Confidential Information to the Board or a reviewing court, submit such Confidential Information under seal accompanied by 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.

9. Any Confidential Information to be included in any pleading filed with the Board shall, in order to be kept confidential, be filed only in pleadings submitted in a package clearly marked on the outside "Confidential Materials Subject to Protective Order," see 49 C.F.R. § 1104.14, or, if filed electronically, shall be appropriately designated as confidential in the Board's electronic filing system. 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.

10. 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 production of Confidential Information in STB Docket No. FD 35731 and STB Docket No. AB-6 (Sub-No. 465X), 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 35731 and STB Docket No. AB-6 (Sub-No. 465X) 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 the producing party 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: _____

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of June, 2013, a copy of the foregoing

Motion to Adopt Agreed Protective Order was served by electronic mail upon:

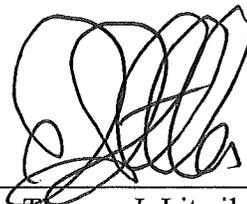
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