

234611

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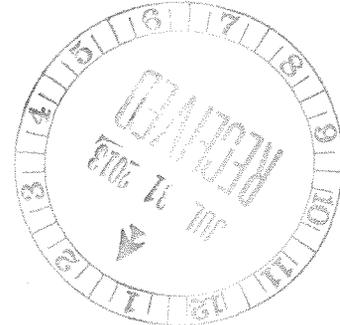
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July 30, 2013

VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024

ENTERED
Office of Proceedings
JUL 26 2013
Part of
Public Record



Re: **Finance Docket No. 35753**
Illinois Central Railroad Company--Trackage
Rights Exemption--BNSF Railway Company

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Motion for Protective Order of Illinois Central Railroad Company**, dated July 25, 2013. A compact disk containing the text of the proposed protective order in Word 2010 format is attached.

Also enclosed are ten copies of a confidential, unredacted document to be filed under seal subject to the requested protective order.

One extra copy of this transmittal letter and of the Motion are enclosed as well. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

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

Respectfully submitted,

Audrey L. Brodrick
Attorney for Illinois Central Railroad Company

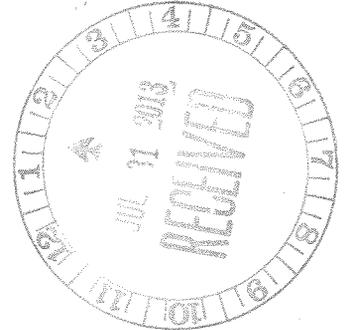
ALB:dg
Enclosures

234611

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35753

ILLINOIS CENTRAL RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
BNSF RAILWAY COMPANY



**MOTION FOR PROTECTIVE ORDER OF
ILLINOIS CENTRAL RAILROAD COMPANY**

ENTERED
Office of Proceedings

JUL 26 2013

Part of
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**ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY**

Dated: July 30, 2013

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35753

ILLINOIS CENTRAL RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
BNSF RAILWAY COMPANY



**MOTION FOR PROTECTIVE ORDER OF
ILLINOIS CENTRAL RAILROAD COMPANY**

Pursuant to 49 C.F.R. § 1104.14(b), Illinois Central Railroad Company ("IC") hereby requests that the Board issue a protective order allowing IC to file under seal the executed, unredacted Trackage Rights Agreement dated as of June 17, 2013 between IC and BNSF Railway Company ("BNSF") which is the subject of this proceeding.

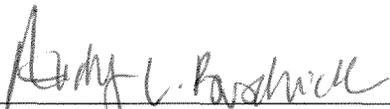
IC is filing concurrently herewith a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) for IC acquisition of overhead trackage rights over approximately 2.0 miles of BNSF line between BNSF's CN Junction at approximately milepost 483.8 and BNSF's KC Junction at approximately milepost 485.8 in Memphis, Tennessee. IC has attached a redacted version of the Trackage Rights Agreement as Exhibit 2 to its notice of exemption pursuant to 49 C.F.R. § 1180.6(a)(7)(ii) and has filed the unredacted agreement under seal, subject to this request for a protective order. The Trackage Rights Agreement contains commercially sensitive and confidential information the public release of which could cause competitive or other injury to IC and BNSF. Public disclosure of the unredacted agreement also is not necessary for the consideration or disposition of IC's notice of exemption.

IC thus requests that the Board accept the unredacted Trackage Rights Agreement 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, IC respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: 

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**ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY**

Dated: July 30, 2013

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the unredacted Trackage Rights Agreement between Illinois Central Railroad Company ("IC") and BNSF Railway Company filed under seal on July 31, 2013 in STB Finance Docket No. 35753.

2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to IC 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 IC 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 IC, 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 Illinois Central Railroad Company ("IC") in STB Finance Docket No. 35753 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 Finance Docket No. 35753 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 IC 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: _____