

**UNION PACIFIC RAILROAD COMPANY**

LAW DEPARTMENT  
101 NORTH WACKER DRIVE, SUITE 1920  
CHICAGO, ILLINOIS 60606  
FAX NO. 312-777-2065

RONALD J. CUCHNA  
GENERAL SOLICITOR  
312-777-2040

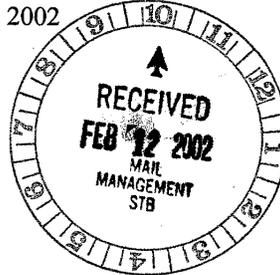
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February 11, 2002



GEORGE H. BRANT  
312-777-2051  
THOMAS W. CUSHING  
312-777-2053  
FREDERICK P. JOHNSTON, JR.  
312-777-2047  
DANIEL R. LA FAVE  
312-777-2046  
LINDA J. COYLE  
312-777-2056  
MACK H. SHUMATE, JR.  
312-777-2055

204742

The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 "K" Street, N.W.  
Washington, D.C. 20423-0001

**RE: Docket No. AB33- (Sub-No. 170), Union Pacific Railroad Company  
--Abandonment and Discontinuance of Operation--in Polk County, IA  
(Bell Avenue Industrial Lead in Des Moines, IA)**

Dear Mr. Williams:

Attached for filing in the above proceeding is Union Pacific Railroad Company's ("Union Pacific"), "Reply to Motion For Protective Order of Mid-America."

An additional ten (10) copies of the attached filing are enclosed for the Board's use and distribution.

Sincerely yours,

Mack H. Shumate, Jr.,  
Senior General Attorney

cc: Joseph Dettmar (STB)  
Persons shown on Certificate of Service

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**CERTIFICATE OF SERVICE**

I certify that I have this date served the foregoing Reply to Motion For Protective Order  
of Mid-America upon the following by regular mail:

Des Moines Water Works  
2201 Valley Drive  
Des Moines, IA 50321

Iowa Transportation Department  
Modal Division  
800 Lincoln Way  
Ames, IA 50010

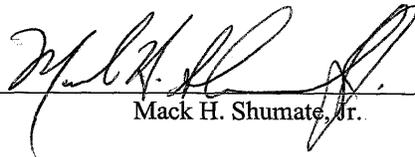
Iowa Interstate Railroad, Ltd.  
Terry Bailey  
1300 Des Moines Building  
405 Sixth Avenue  
Des Moines, IA 50309

Ringling Brothers and Barnum and Bailey Circus  
8607 Westwood Center Drive  
Vienna, VA 22182

Steven E. Zumbach  
William D. Bartine  
Holly M. Logan  
Christopher M. Miller  
BELIN LAMSON McCORMICK ZUMBACH FLYNN, P.C.  
606 Walnut Street, Suite 2000  
Des Moines, IA 50309

Jim Shelley  
Smurfit-Stone Container Corporation  
2201 Bell Avenue  
Des Moines, IA 50321

DATED: February 11, 2002



Mack H. Shumate, Jr.

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. AB-33 (Sub-No. 170)

UNION PACIFIC RAILROAD COMPANY  
ABANDONMENT AND DISCONTINUANCE OF OPERATION  
IN POLK COUNTY, IOWA  
(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

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UNION PACIFIC RAILROAD COMPANY'S **REPLY** TO  
MOTION FOR PROTECTIVE ORDER OF MID-AMERICA

UNION PACIFIC RAILROAD COMPANY  
Mack H. Shumate, Jr.  
Senior General Attorney  
101 North Wacker Drive  
Room 1920  
Chicago, IL 60606  
312/777-2055  
312/777-2065 (Fax)

Dated: February 11, 2002  
Filed: February 11, 2002

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BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Docket No. AB-33 (Sub-No. 170)

UNION PACIFIC RAILROAD COMPANY  
--ABANDONMENT AND DISCONTINUANCE OF OPERATION--  
IN POLK COUNTY, IOWA  
(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

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UNION PACIFIC RAILROAD COMPANY'S **REPLY**  
TO MOTION FOR PROTECTIVE ORDER OF MID-AMERICA

This Reply of Union Pacific Railroad Company ("UP") is in response to the Motion For Protective Order ("Motion") of Mid-America Railroad, L.L.C. ("MAR"), dated February 7, 2002.

MAR's Motion For Protective Order was filed simultaneously with MAR's Appeal (the "Appeal") of the STB's decision rejecting MAR's defective Offer of Financial Assistance.<sup>1</sup> The Motion For Protective Order seeks to establish guidelines in the form of a proffered Protective Order for release and use of information alleged to be contained in the financial statements which make up Exhibit B to said Appeal. The proffered Protective Order is accompanied by a document entitled, "Undertaking" which seeks to

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<sup>1</sup> UP will file a separate Reply to the Appeal filed by MAR to the STB's order rejecting MAR's defective Offer of Financial Assistance at a later date pending review of the alleged financial statements contained in Exhibit B to said Appeal.

bind an authorized representative of UP to the terms of the proffered Protective Order prior to release of the financial statements alleged to be contained in said Exhibit B.

UP has no objection to the substantive concept of MAR's Motion For Protective Order. However, UP respectfully requests that said Protective Order be substantially the same as the Protective Order and related Undertaking found in the Appendix to the order imposed by the STB in Trinidad Railway, Inc. - Abandonment Exemption - In Las Animas County, CO., Docket No. AB-573X, (STB served January 15, 2002).

Contrary to MAR's assertions in its Motion For Protective Order that MAR's proposed Protective Order and Undertaking are modeled after those adopted by the STB in Trinidad Railway, Inc., Id., a close review of the language clearly shows that the MAR Protective Order is significantly more restrictive than the protective Order found in Trinidad Railway, Inc., Id. While the MAR's proposed Protective Order language at paragraph 3 restricts disclosure of the financial information alleged to be contained in Exhibit B to UP's counsel. The order in Trinidad Railway, Inc., Id. at paragraph 3 permits disclosure of the confidential information to officers, counsel and consultants that have signed the applicable Undertaking. Use of the Protective Order format in paragraph 3 of the STB's decision in Trinidad Railway, Inc., Id. will permit a confidential review in accordance with the terms of the Undertaking of the alleged financial statements by

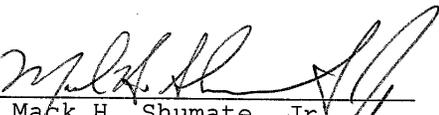
authorized officers or retained consultants of UP skilled in the review of financial statements.

Therefore, UP respectfully requests that the form of the Protective Order and related Undertaking substantially follow the format of said documents as found in the appendix to the STB's order in Trinidad Railway, Inc., Id.

Respectfully submitted,

UNION PACIFIC RAILROAD COMPANY

By:

  
Mack H. Shumate, Jr.,  
Senior General Attorney