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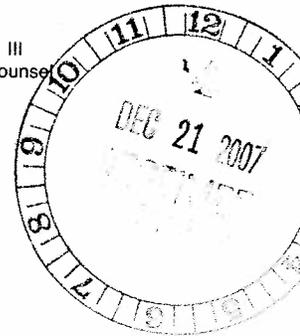
ROBERT L. McCARTY  
Associate General Counsel

DANIEL R. ELLIOTT, III  
Associate General Counsel

December 20, 2007

USP Next Day Air

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Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, SW, Room 1149  
Washington, DC 20024  
(202) 245-0335

ENTERED  
Office of Proceedings

DEC 21 2007

Part of  
Public Record

**RE: STB Finance Docket No. 35087  
Canadian National Railway Company and Grand Trunk Corporation  
- Control - EJ&E West Company**

Dear Secretary Williams:

Enclosed please find eleven (11) copies of Protective Order Undertakings that I have executed in the above-referenced proceedings.

Sincerely,

Daniel R. Elliott, III  
Associate General Counsel

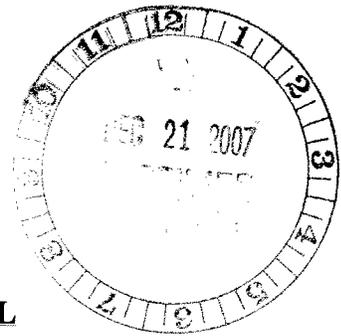
Encl.

**UNDERTAKING – CONFIDENTIAL MATERIAL**

I, Daniel R. Elliott, have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents concerning STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or 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. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, and/or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof, and that 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 materials designated or stamped as "CONFIDENTIAL," 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 Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/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.

Signed: [Signature]  
Affiliation: UTU  
Dated: 12/20/07



**Exhibit B**

**UNDERTAKING – HIGHLY CONFIDENTIAL MATERIAL**

I, Daniel R. Elliott, am outside [counsel][consultant] for UTU, for whom I am acting in this proceeding. I have read the Protective Order served on October 22, 2007, governing the production and use of Confidential Information and Confidential Documents in STB Finance Docket No. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings, understand the same, and agree to be bound by its terms. I agree not to use or to permit the use of any Confidential Information or Confidential Documents obtained pursuant to that Protective Order, or to use or to permit the use of any methodologies or 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. 35087, in the proceedings for regulatory authority for the creation of EJ&EW, and in related proceedings before the Surface Transportation Board, or any judicial review proceedings in connection with any of those proceedings. I further agree not to disclose any Confidential Information, Confidential Documents, methodologies, techniques, or data obtained pursuant to the

Protective Order except to persons who are also bound by the terms of the Order and who have executed Undertakings in the form hereof.

I also understand and agree, as a condition precedent to my receiving, reviewing, or using copies of any information or documents designated or stamped as "HIGHLY CONFIDENTIAL," that I will take all necessary steps to ensure that said information or documents be kept on a confidential basis by any outside counsel or outside consultants working with me, that under no circumstances will I permit access to said materials or information by employees of my client or its subsidiaries, affiliates, or owners, and that, 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 information or documents designated or stamped as "HIGHLY CONFIDENTIAL," 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 Applicants or other parties producing Confidential Information or Confidential Documents shall be entitled to specific performance and injunctive and/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.

Signed: J. R. Illwaco  
OUTSIDE [COUNSEL] [CONSULTANT]

Dated: 12/20/07

UTU

[1] A proposed Protective Order and Undertakings were included with the motion.

[2] See, e.g., Canadian Pacific Railway Company, et al. – Control – Dakota, Minnesota & Eastern Railroad Corp., et al., STB Finance Docket No. 35081 (STB served Sept. 21, 2007); Fortress Investment Group LLC, et al. – Acquisition – Florida East Coast Railway, LLC, STB Finance Docket No. 35031 (STB served June 6, 2007); The Indiana Rail Road Company – Acquisition – Soo Line Railroad Company, STB Finance Docket No. 34783 (STB served Dec. 22, 2005).

**Decision Attachments**

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28 KB

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