

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

UNION ELECTRIC COMPANY D.B.A
AMEREN MISSOURI and MISSOURI
CENTRAL RAILROAD COMPANY,

Complainants,

v.

UNION PACIFIC RAILROAD COMPANY,

Defendant.

228564
Docket No. 42126

MISSOURI CENTRAL RAILROAD
COMPANY – ACQUISITION AND
OPERATION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

and

GRC HOLDINGS CORPORATION –
ACQUISITION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

228565
Finance Docket No. 33508

228566
Finance Docket No. 33537

JOINT REPORT ON PROCEDURAL MATTERS

Union Electric Company d/b/a Ameren Missouri (“Ameren Missouri”) and the Missouri Central Railroad Company (“MCRR”) (collectively, “Ameren/MCRR”) and Union Pacific Railroad Company (“UP”) have met and discussed procedural issues pursuant to 49 CFR

1111.10. The parties jointly request that the Surface Transportation Board (“Board” or “STB”) establish the following procedural schedule¹ for the above-captioned proceeding:

March 18, 2011	Discovery closes
April 18, 2011	Opening Evidence of Ameren/MCRR
June 17, 2011	Reply Evidence of Union Pacific Railroad Company
July 18, 2011	Rebuttal Evidence of Ameren/MCRR

The parties respectfully request that the Board adopt this procedural schedule as it is designed to allow for a prompt resolution of the matters in this proceeding and to minimize conflicts with other proceedings.

The parties also jointly request that the Board make the following modifications to the Protective Order and Undertakings adopted by the Board in its decision served December 21, 2010 in this proceeding:

- Section 1(c) of the Protective Order is amended by replacing the period at the end of the last sentence with a comma and adding the following clause at the end thereof:

and in-house counsel for a party are permitted to retain file copies of all pleadings that they were authorized to review under this Protective Order.
- The first paragraph of the Undertaking for Confidential Material is amended by replacing the period at the end of the last sentence with a comma and adding the following clause at the end thereof:

and in-house counsel may retain file copies of all pleadings that they were authorized to review.

¹ At this time, the parties believe that March 18, 2011 will be sufficient time to complete discovery. The parties will collectively or individually notify the Board if they believe more time is needed.

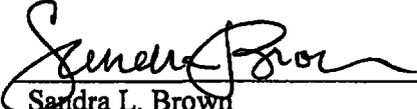
These modifications will allow in-house counsel for parties to retain copies of pleadings that contain materials that they would be permitted to review if not for the existence of a Protective Order, and they are consistent with Protective Orders previously adopted by the Board.²

Respectfully submitted,


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January 3, 2011

² The parties had not had the opportunity to meet and discuss the contents of the Protective Order before the Board entered the Protective Order that had been proposed by Ameren/MCRR.