

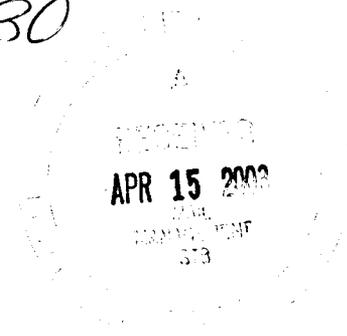
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April 15, 2003



Via Overnight Delivery and Fax (202) 565-9004

33 pgs.

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

Re: Finance Docket No. 34331

Wisconsin Central Ltd. — Trackage Rights Exemption —  
Elgin, Joliet & Eastern Railway Company

ENTERED  
Office of Proceedings

APR 15 2003

Part of  
Public Record

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Motion for Protective Order of Wisconsin Central Ltd.** dated April 15, 2003. A disk containing the text of the proposed protective order in Word Perfect is attached.

I have included an extra copy of this transmittal letter and would request that you date-stamp this to show receipt of this filing and return it to me in the envelope provided.

Please feel free to contact me should any questions arise regarding this filing. Thank you for your assistance on this matter.

Respectfully submitted,

Michael J. Barron, Jr.  
Counsel for Wisconsin Central Ltd.

Encls.

cc: Andrea Balhis, Fax (202) 565-9002

BEFORE THE  
SURFACE TRANSPORTATION BOARD

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FINANCE DOCKET NO. 34331

WISCONSIN CENTRAL LTD.  
— TRACKAGE RIGHTS EXEMPTION —  
ELGIN, JOLIET & EASTERN RAILWAY COMPANY

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MOTION FOR PROTECTIVE ORDER  
OF WISCONSIN CENTRAL LTD.

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ATTORNEY FOR  
WISCONSIN CENTRAL LTD.

Dated: April 15, 2003



BEFORE THE  
SURFACE TRANSPORTATION BOARD

RECEIVED  
APR 15 2003

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FINANCE DOCKET NO. 34331

WISCONSIN CENTRAL LTD.  
— TRACKAGE RIGHTS EXEMPTION —  
ELGIN, JOLIET & EASTERN RAILWAY COMPANY

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MOTION FOR PROTECTIVE ORDER  
OF WISCONSIN CENTRAL LTD.

Pursuant to 49 C.F.R. § 1104.14(b), Wisconsin Central Ltd. ("WCL") hereby requests that the Board issue a protective order allowing WCL to file under seal the Trackage Rights Agreement between WCL and Elgin, Joliet & Eastern Railway Company ("EJE") which is the subject of this proceeding.

WCL has filed a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(7) for WCL's acquisition of overhead trackage rights over a rail line of the EJE between Munger and Leighton, all in Illinois. WCL has filed a redacted version of the Trackage Rights Agreement between WCL and EJE (Exhibit 2 to the notice of exemption) for public view, but requests a protective order for the complete version. The agreement has been the subject of extensive private negotiations between the parties, and contains commercially sensitive and confidential information the public release of which could cause competitive or other injury to WCL and/or EJE. Public disclosure of the complete agreement also is not necessary for the consideration or disposition of WCL's notice of exemption.

WCL thus requests that the Board accept the complete Trackage Rights Agreement for filing under seal and adopt the proposed protective order contained in the appendix hereto to govern access to the agreement. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., The Kansas City Southern Railway Company -- Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 34309 (STB served February 4, 2003); CSX Transportation, Inc. -- Trackage Rights Exemption -- Norfolk Southern Railway Company, Finance Docket No. 34254 (STB served October 24, 2002).

WHEREFORE, WCL respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: Michael J. Barton, Jr.  
Michael J. Barton, Jr.  
Counsel  
Canadian National  
455 North Cityfront Plaza Drive  
Chicago, IL 60611-5317  
(312) 755-7954

ATTORNEY FOR  
WISCONSIN CENTRAL LTD.

Dated: April 15, 2003

## APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the Trackage Rights Agreement between Wisconsin Central Ltd. ("WCL") and Elgin, Joliet & Eastern Railway Company ("EJE") enclosed herein.
2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to WCL 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 WCL or an order of the Board, 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 WCL at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom, whichever comes first.
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 in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any 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 the 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 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 Wisconsin Central Ltd. ("WCL") in STB Finance Docket No. 34331 and 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 preservation of evidence and argument in STB Finance Docket No. 34331 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.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking, and that WCL 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: \_\_\_\_\_