

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**STB Docket No. AB-167 (Sub-No. 1191-X)
CONSOLIDATED RAIL CORPORATION
-ABANDONMENT EXEMPTION-
IN PHILADELPHIA, PA**

232020

**STB Docket No. AB-55 (Sub-No. 710-X)
CSX TRANSPORTATION, INC.
-DISCONTINUANCE OF SERVICE EXEMPTION-
IN PHILADELPHIA, PA**

232021

ENTERED
Office of Proceedings

MAR 12 2012

Part of
Public Record

**STB Docket No. AB-290 (Sub-No. 552-X)
NORFOLK SOUTHERN RAILWAY COMPANY
-DISCONTINUANCE OF SERVICE EXEMPTION-
IN PHILADELPHIA, PA**

232022

Filed for

ERIC S. STROHMEYER (Individually)

- AND -

CNJ RAIL CORPORATION

MOTION FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

Now comes your petitioners, Mr. Eric S. Strohmeyer, a citizen of the State of New Jersey, whose address is 81 Century Lane, Watchung, NJ 07069 and CNJ Rail Corporation, a New Jersey corporation, whose mailing address is 191 North Avenue, Suite 238, Dunellen, NJ 08812, requesting the Surface Transportation Board (Board) issue a protective order in the above captioned proceeding. The purpose of the order is to safe guarding personal and corporate financial statements, and commercially sensitive information, which the parties intend to submit in support of an Offer of Financial Assistance (OFA) in this proceeding.

Petitioners, in support of their request, state:

1. I, Eric S. Strohmeyer, whose address is 81 Century Lane, Watchung, NJ 07069, herewith, pursuant to 49 CFR 1104.14, request that the Board issue a protective order allowing me to make available to the Board, under seal, certain confidential and / or highly confidential documents and information in connection with my Offer of Financial Assistance ("OFA") in the above captioned case, which I, and CNJ Rail Corporation will be filing on a March 9th, 2012. Such highly confidential documents include my personal financial statement, which I do not want published in the public docket. Accordingly, I request that the Board adopt the form of protective order contained in the Appendix hereto attached .

2. Prior to submitting this information under seal, I respectfully request the Board put in place the protective order in a similar manner to the Board's decision in *STB FD 35297 New Jersey Seashore Lines - Operations Exemption - Clayton Companies, Inc.* served on October 14, 2009.

3. I have attached hereto a proposed form of Protective order which your offerors feel is adequate enough to meet our needs and concerns.

4. Wherefore, your Offerors respectively request the Board issue a protective order in this proceeding,

5. And for whatever additional relief as may be required to facilitate this request.

On Behalf of CNJ Rail Corporation,
And Myself, (Individually)

Respectfully submitted,

Eric S. Strohmeyer :sl

Eric S. Strohmeyer
Vice President, COO
CNJ Rail Corporation

Dated March 9th, 2012

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Highly Confidential Information" means the data and documents appended to this Protective Order and furnished to the Board by Mr. Eric S. Strohmeyer and CNJ Rail Corporation (herein collectively Offerors) in connection with the Offerors' Offer of Financial Assistance, in the above-captioned matter, STB Docket No. AB-167 (Sub. No. 1191- X).

2. Highly Confidential information shall be provided to Outside Counsel of any party to this proceeding only pursuant to this Protective Order and only upon execution and prior delivery to Offerors of the attached Undertaking. Highly 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 any other purpose. Highly Confidential Information shall not be provided or disclosed to any person or entity who is not Outside Counsel to a party to this proceeding.

3. Highly Confidential Information shall not be disclosed in any way or to any person without the prior written consent of the Offerors, 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 and has executed the attached Undertaking prior to receiving access to this information.

4. Any documents containing Highly Confidential Information must be destroyed, and notice of such destruction must be served on the Offerors, 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 Highly Confidential Information, it shall, in order to keep it Highly Confidential, treat the information in accordance with the procedure set forth at 49 CFR

1104.14.

6. If any party intends to use Highly 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 Highly 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 Highly Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Highly 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

HIGHLY CONFIDENTIAL MATERIAL

I, _____, have read the Protective Order governing the filing of Highly Confidential Information by CNJ Rail Corporation and Mr. Eric S. Strohmeyer ("Offerors") and the Offerors in STB Docket No. AB-167 (Sub- No. 1191-X), 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 the 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 Docket No. AB-167 (Sub- No. 1191-X), 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 Protective 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 the Offerors 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 other remedies available at law or equity.

Signed: _____ Address: _____

Position: _____

Affiliation: _____ Telephone: _____

Dated: _____

VERIFICATION

I, Eric S. Strohmeyer, declare under the penalty of perjury that the information contained in the foregoing Motion for Protective Order, is true and correct to the best of my knowledge, information, and belief. Further, I certify that I am qualified and authorized to file this Motion.

Respectfully submitted,

Eric S. Strohmeyer /s/

Eric Strohmeyer

Dated: March 12th, 2012

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of March, 2012, a copy of the foregoing Motion for Protective Order was served by first class mail, postage prepaid, and via electronic mail, upon:

Mr. Benjamin C. Dunlap, Jr. Esq.,

Nauman, Smith, Shissler & Hall, LLP,
200 North Third Street,
18th Floor, Harrisburg, PA 17101
(717) 236 - 3010, Ext. 21

Counsel for Consolidated Rail Corporation, et. al.

Mr. John K. Enright, Esq.,
Associate General Counsel,
Consolidated Rail Corporation,
1717 Arch Street, 32nd Floor,
Philadelphia. PA 19103.

Respectfully Submitted

Eric S Strohmeyer /s/

Eric S. Strohmeyer
Vice President, COO
CNJ Rail Corporation