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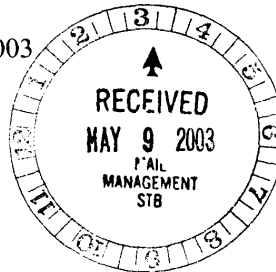
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May 9, 2003



BY HAND DELIVERY

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

Re: Docket No. 41185, Arizona Public Service Co. et al. v. ATSF -207790
Docket No. 41191, West Texas Utilities Co. v. BNSF - 207791
Docket No. 42056, Texas Municipal Power Agency v. BNSF - 207792
Docket No. 42077, Arizona Public Service Co. et al. v. BNSF - 207793

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceedings are the original and ten copies of the parties' Joint Proposal to Modify Protective Orders in Docket Nos. 41185, 41191, 42056 and 42077. This filing is being submitted in response to the Board's directive in its Decision served April 25, 2003, in Ex Parte No. 638 and embraced rail rate proceedings.

Sincerely,

Christopher A. Mills

CAM:lma

Enclosures

cc: Cynthia L. Quarterman
(Counsel for BNSF)

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

Docket Nos. 41185

ARIZONA PUBLIC SERVICE COMPANY AND PACIFICORP
v.
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

Docket No. 41191

WEST TEXAS UTILITIES COMPANY
v.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

Docket No. 42056

TEXAS MUNICIPAL POWER AGENCY
v.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

Docket Nos. 42077

ARIZONA PUBLIC SERVICE COMPANY AND PACIFICORP
v.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

**JOINT PROPOSAL TO MODIFY PROTECTIVE ORDERS
IN DOCKET NOS. 41185, 41191, 42056 AND 42077**

The parties to the above proceedings, through their undersigned counsel,
have agreed on certain modifications to the existing protective orders in these
proceedings which they believe are appropriate to comply with the Board's Decision



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served April 3, 2003, in Ex Parte No. 638, Procedures to Expedite Resolution of Rate Challenges to Be Considered Under the Stand-Alone Cost Methodology ("April 3 Decision"). Accordingly, and pursuant to the Board's Decision in Ex Parte No. 638 and embraced rate proceedings served April 25, 2003, these parties jointly propose that the protective orders in these three proceedings be modified to include the following additional paragraphs:

1. If a party files with the Board a pleading or evidence containing Confidential and/or Highly Confidential material in accordance with this Protective Order, that party shall, within three (3) business days after the filing of such pleading or evidence, file with the Board a public version of such pleading or evidence from which all Confidential and Highly Confidential material has been redacted. On the first day of that three-day period, the parties shall exchange draft public versions of their filings. On the second day, the parties shall provide comments on the other party's draft. Workpapers accompanying such pleading or evidence need not be included in the public version.

2. Each party has a right to view its own data, information and documentation (i.e., information originally generated or compiled by or for that party), even if that data, information and documentation has been designated as Highly Confidential by a producing party, without securing prior permission from the producing party.¹ If a party (the "filing party") files and serves upon the other party (the "reviewing party") a pleading or evidence containing the filing party's Highly Confidential material, the filing party shall also prepare and serve upon the reviewing party a Confidential Version of the pleading or evidence from which the filing party's Highly Confidential material has been redacted within one business day of the filing. The Confidential Version may be provided in hardcopy or electronic format at the option of the filing party, and may be disclosed to those personnel employed by the reviewing party who have read a copy of this Protective

¹ This sentence is already included in paragraph 16 of the protective order in Docket No. 42077. The new paragraph, including this sentence, would replace paragraph 16 of that protective order.

Order and executed the attached Undertaking for Confidential Material (“In-house Personnel”). Alternatively, in lieu of preparing and serving a Confidential Version of any such pleading or evidence, the filing party may provide to outside counsel for the reviewing party a list of the filing party’s own Highly Confidential information that must be redacted from its Highly Confidential Version prior to review by the reviewing party’s In-house Personnel. If the filing party chooses this latter option, it shall provide the list to outside counsel for the reviewing party within one business day of the filing of the Highly Confidential version, and such outside counsel shall redact the designated material prior to review of the pleading or evidence by the reviewing party’s In-house Personnel.

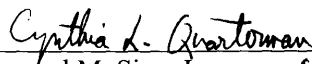
3. Workpapers accompanying a pleading or evidence and containing the filing party’s Highly Confidential material need not be included in a Confidential Version (or substitute list) of the pleading or evidence provided to the reviewing party. To ensure that each party can respond with appropriate input from In-house Personnel to evidence or other material or information filed by another party, the parties shall cooperate promptly to redact or otherwise identify portions of such workpapers filed as Highly Confidential so that redacted versions thereof can be disclosed to a party’s In-house Personnel.

Please note that proposed additional paragraph 1 provides for the deferral of public versions of pleadings or evidence containing confidential or highly confidential material for three business days. This procedure will likely reduce disputes between the parties and the inadvertent disclosure of confidential and highly confidential materials. Additional paragraph 2 provides for the deferral of service of Confidential versions of pleadings or evidence containing a party’s own Highly Confidential material (or an alternative list) for one business day.

The parties to these proceedings urge the Board to accept these provisions, notwithstanding their facial inconsistency with the Board’s April 3 Decision which requires contemporaneous filing and service of Highly Confidential, Confidential and public versions of submissions in SAC rate cases. Id. at 9, 10. Preparation of the Highly

Confidential version of an evidentiary filing in a SAC rate case already requires extended effort by outside counsel during the days and hours before filing is accomplished, and that version must be completed before counsel can undertake the preparation of either a Confidential or a public version. The parties intend to request the Board to reconsider this aspect of the April 3 Decision in their comments, which are due June 9, 2003. The public interest would not be harmed by delaying the filing of public versions of Board submissions by three days, and the parties to these proceedings have voluntarily agreed to defer the service upon each other of Confidential versions of pleadings and evidence by one day.

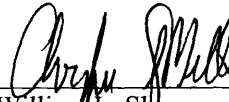
Respectfully submitted,



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May 9, 2003

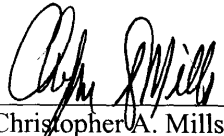


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Power Agency

CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of May, 2003, I caused a copy of the foregoing Joint Proposal to Modify Protective Orders to be served by First Class United States mail upon all known parties of record in Ex Parte No. 638 and upon all parties of record in the rail rate proceedings listed in the Board's Decision served April 25, 2003, in Ex Parte No. 638 et al.



Christopher A. Mills