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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

STB Finance Docket No. 34621

WISCONSIN & SOUTHERN RAILROAD CO.
--TRACKAGE RIGHTS EXEMPTION--
WISCONSIN CENTRAL LTD.

MOTION OF WISCONSIN & SOUTHERN RAILROAD CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

Respectfully submitted,

John D. Heffner
John D. Heffner, PLLC
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(202) 263-4180

Counsel for Wisconsin &
Southern Railroad Co.

Enclosure: Material under seal.

Dated: December 1, 2004

BEFORE THE
SURFACE TRANSPORTATION BOARD

WISCONSIN & SOUTHERN RAILROAD CO.
--TRACKAGE RIGHTS EXEMPTION--
WISCONSIN CENTRAL LTD.

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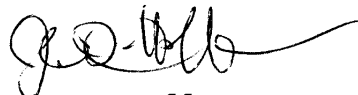
MOTION OF WISCONSIN & SOUTHERN RAILROAD CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

COMES NOW, Wisconsin & Southern Railroad Co. (WSOR)
pursuant to 49 CFR 1104.14 and requests that the Board receive
and maintain as confidential the attached trackage rights
agreement that is being filed in connection with the above-
captioned proceedings.

Simultaneously with this Motion, WSOR is filing a Verified
Notice of Exemption in the above captioned proceeding pursuant
to 49 CFR 1180.2(d)(7). As part of its submission, WSOR is
required to provide a copy of any agreement entered into
pertaining to the proposed transaction. Because this evidence
contains commercially sensitive information, the disclosure of
which could be damaging, WSOR respectfully requests that the
Board grant its Motion for a Protective Order covering a
Confidential Version of the agreement. As instructed by the

Board's regulations at 49 CFR 1104.14(a) and (b), WSOR submits its Motion as a separate filing, and has included a Confidential Version of the agreement with the following words on its cover: "Confidential Version." A redacted version of the agreement is included in the public filing.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John D. Heffner", with a long, sweeping horizontal line extending to the right.

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CERTIFICATE OF SERVICE

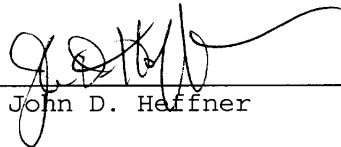
I hereby certify that on this 1st day of December 2004, the Motion of Wisconsin & Southern Railroad Co. For A Protective Order Pursuant to 49 CFR 1104.04 was sent by first-class United States mail, to the following:

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