

BEFORE THE
SURFACE TRANSPORTATION BOARD

MAR 9 2005
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FINANCE DOCKET NO. 34549

2/3505

ILLINOIS RAILNET, INC. – ACQUISITION AND
OPERATION EXEMPTION – THE BURLINGTON
NORTHERN AND SANTA FE RAILWAY COMPANY

UNITED TRANSPORTATION UNION'S
MOTION TO COMPEL

ENTERED
Office of Proceedings

MAR - 9 2005

Part of
Public Record

Daniel R. Elliott, III
Associate General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, Ohio 44107
Tel: (216) 228-9400
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United Transportation Union ("UTU") respectfully moves the Board pursuant to 49 C.F.R. § 1114.31 to compel Illinois Railnet, Inc. ("Illinois") to produce various materials requested by UTU on January 25, 2005. To this date, Illinois has failed to fully respond to the request.

On September 27, 2004, Illinois filed its Notice of Exemption under 49 C.F.R. § 1150.41. UTU filed a Petition to Revoke on January 26, 2005, along with a document request to Illinois pursuant to 49 C.F.R. §§ 1121 and 1114 (attached hereto). On February 10, 2004, Illinois responded to UTU's Petition. In a timely manner, Illinois supplied UTU various documents responsive to the discovery request after UTU signed a confidentiality agreement. The documents provided included a redacted copy of the Agreement for Sale between Illinois and Burlington Northern and Santa Fe Railway regarding the transaction at issue in this proceeding.

On February 4, 2005, UTU and Illinois, through their attorneys, decided that they would later discuss the issue of whether an unredacted version of the Agreement for Sale would be provided pursuant to the document request after UTU reviewed the redacted version. UTU requested the unredacted version by e-mail on February 23, 2005. Illinois did not respond to this request. On or about February 28, 2005, UTU contacted Illinois by phone to ask for the document. Illinois stated it would check with the petitioners herein. UTU contacted Illinois again by phone on March 8, 2005, and Illinois still would not state whether it would respond to UTU's request. Illinois to date has refused to answer whether it will supply the document. As a result, UTU felt compelled to file this motion in light of the filing deadline for its supplemental petition to revoke on March 11, 2005.

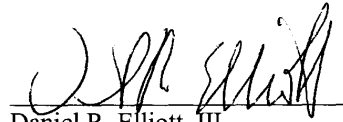
UTU has signed Illinois' highly confidential agreement, so there is no reason why it should not receive the document. UTU has attempted to cooperate with Illinois in obtaining this document, but has been stonewalled to date for no apparent reason.

While UTU is certainly not accusing Illinois of doing anything improper here, UTU has a

difficult time understanding why the carrier is being so secretive and uncooperative in this proceeding where UTU's request is only for an item mentioned in the Petition for the Exemption.

Based on the foregoing discussion, this motion to compel should be granted. *See Columbus & Ohio Railroad Company – Acquisition and Operation Exemption – Rail Lines of CSX Transportation, Inc.*, STB Finance Docket No. 34540, (STB served Feb. 22, 2005); *Indiana & Ohio Central Railroad, Inc. – Acquisition and Operation Exemption – CSX Transportation, Inc.*, STB Finance Docket No. 34536 (STB served Nov. 23, 2004).

Respectfully submitted,

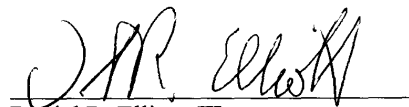
A handwritten signature in black ink, appearing to read "D. R. Elliott, III", written over a horizontal line.

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CERTIFICATE OF SERVICE

This is to certify that a copy of the foregoing United Transportation Union's Motion to Compel has been served this 8th day of March, 2005 via first-class, postage pre-paid mail upon the following:

John D. Heffner
1920 N. Street, N.W., Ste. 800
Washington, DC 20036


Daniel R. Elliott, III

DAN E. JOHNSON
General Secretary and Treasurer



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Associate General Counsel

January 20, 2005

John D. Heffner
1920 N. Street, N.W., Ste. 800
Washington, DC 20036

Re: Finance Docket No. 34549

Dear Mr. Heffner:

This is to request production of various materials some of which are set forth in the Notice of Exemption in this proceeding, filed September 27, 2004, as follows:

1. All purchase agreements and other written arrangements between Illinois Railnet, Inc. ("IR") and Burlington Northern and Santa Fe Railway Company ("BNSF") including leases, loans and other arrangements between BNSF that bear upon the IR purchases, leases and operations in Finance Docket Nos. 34549 and 34559. *See*: Notice of Exemption, at p. 2.
2. All documents or agreements regarding IR operations on the trackage between milepost 98.49 near Oregon, Illinois and milepost 101-2 near the sand plants, i.e., H. A. International and Ujimin.

This request is made pursuant to 49 C.F.R. § 1121 in accordance with the amended petition to revoke, along with 49 C.F.R. § 1114.

Sincerely,

J. R. Elsworth

Daniel R. Elliott, III
Associate General Counsel

cc: C. J. Miller, III, General Counsel