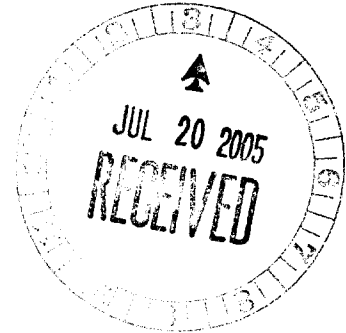


214377

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ORIGINAL



BY HAND

July 20, 2005

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

ENTERED
Office of Proceedings
JUL 21 2005
Part of
Public Record

RE:

STB Docket No. AB-70 (Sub-no. 5X)
Florida East Coast Railway, L.L.C.-
Abandonment Exemption-In Brevard County, FL

Dear Mr. Williams:

On behalf of Hust Brothers, Inc., I am filing an original and ten copies of a Motion for a Protective Order pursuant To 49 CFR 1104.14.

Please date stamp and return one copy of this filing.

Sincerely yours,

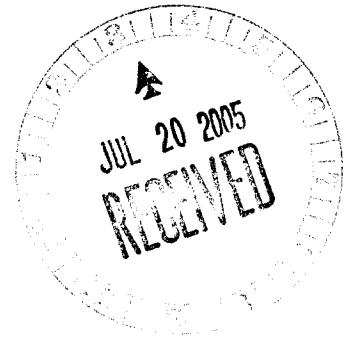
John D. Heffner

Enclosure

cc: All parties
Fritz R. Kahn, Esq.

ORIGINAL

BEFORE THE
SURFACE TRANSPORTATION BOARD



STB Docket AB-70 (Sub-No. 5X)

FLOIRDA EAST COAST RAILWAY, L.L.C.
-ABANDONMENT EXEMPTION-
IN BREVARD COUNTY, FL

MOTION OF HUST BROTHERS, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

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Attorneys for
Hust Brothers, Inc.

Dated: July 20, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket AB-70 (Sub-No. 5X)

FLOIRDA EAST COAST RAILWAY, L.L.C.
-ABANDONMENT EXEMPTION-
IN BREVARD COUNTY, FL

MOTION OF HUST BROTHERS, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

COMES NOW, Hust Brothers, Inc. ("Hust") pursuant to 49 CFR 1104.14 and requests that the Board issue a protective order allowing Florida East Coast Railway, L.L.C. ("FEC") and Hust to make available to one another and to file under seal certain confidential documents and information in connection with Hust's forthcoming offer of financial assistance in the above-captioned proceeding. Such confidential documents may include the parties' respective estimates of the net liquidation value of the real estate comprising the right of way of the line along with supporting data reflecting available real estate appraisals, deeds, and other relevant evidence of title.

Public disclosure of this information is not necessary for consideration or disposition of any offer of financial assistance that Hust may submit. Counsel for FEC has authorized the undersigned counsel to advise the Board that FEC concurs in this Motion. Accordingly, the parties

request that the Board adopt the protective order contained
in the appendix hereto.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "John D. Heffner", followed by a horizontal line.

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Counsel, Hust Brothers, Inc.

Filed: July 20, 2005

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Confidential Information" means the real estate appraisal and all supporting documents furnished in connection with the abandonment exemption sought by FEC in the above-captioned matter along with any filings and evidence submitted by Hust in connection with an offer of financial assistance made in that same proceeding.

2. Confidential Information shall be provided to any employee, agent, counsel, or consultant of Hust only pursuant to this Protective Order and only upon execution and delivery to FEC 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 FEC 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 FEC 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

CONFIDENTIAL MATERIAL

I, _____, have read the Protective Order governing the filing of Confidential Information by Florida East Coast Railway, L.L.C. in STB Docket No. AB-70 (Sub-No. 5X), 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 Docket No. AB-70 (Sub-No. 5X) 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 IC 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 remedies available at law or equity.

Signed: _____

Position: _____

Affiliation: _____

Dated: _____

CERTIFICATE OF SERVICE

I, John D. Heffner, certify that a copy of the Motion of Hust Brothers, Inc. For A Protective Order Pursuant to 49 CFR 1104.14 was served on July 20, 2005 to the following by first-class mail:

Marlene Hammock
Florida East Coast Railway, LLC
1 Malaga Street
St. Augustine, FL 32084
(904) 829-3421

Terence M. Hynes
Matthew J. Warren
Sidley Austin Brown & Wood LLP
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John D. Heffner