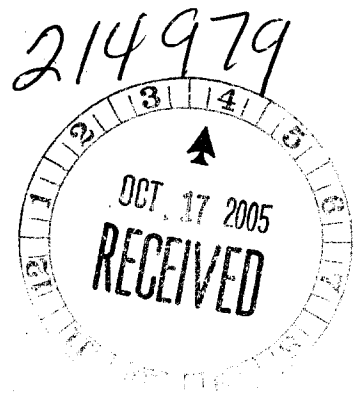


BEFORE THE
SURFACE TRANSPORTATION BOARD



STB Docket AB-1011X

SAN PEDRO RAILROAD OPERATING
COMPANY, LLC-ABANDONMENT EXEMPTION-
IN COCHISE COUNTY, AZ

MOTION OF SAN PEDRO RAILROAD OPERATING COMPANY, LLC
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

ENTERED
Office of Proceedings

OCT 17 2005

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Public Record

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John D. Heffner
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Attorney for San Pedro
Railroad Operating
Company, LLC

Dated: October 17, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket No. AB-1081X

SAN PEDRO RAILROAD OPERATING
COMPANY, LLC-ABANDONMENT EXEMPTION-
IN COCHISE COUNTY, AZ



MOTION OF SAN PEDRO RAILROAD OPERATING COMPANY, LLC
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

COMES NOW, San Pedro Railroad Operating Company, LLC (SPROC) pursuant to 49 CFR 1104.14 and requests that the Board issue a protective order allowing SPROC to make available to the Board under seal certain confidential documents and information in connection with its petition for exemption for abandonment of a rail line filed today in the above captioned proceeding. Such confidential documents may include detailed financial data on the revenue, cost, gain or loss, opportunity cost, rehabilitation cost, and liquidation value of the line.

Public disclosure of this information is not necessary for consideration or disposition of SPROC's petition. Accordingly, SPROC requests 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', with a long horizontal flourish extending to the right.

John D. Heffner
John D. Heffner, PLLC
1920 N Street, NW
Suite 800
Washington, D.C. 20036
(202) 263-4180

Filed: October 17, 2005

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Confidential Information" means the financial data and all supporting documents furnished by San Pedro Railroad Operation Company, LLC (SPROC) in connection with SPROC's petition for exemption in the above-captioned matter.

2. Confidential Information shall be provided to any employee, agent, counsel, or consultant of any party to this proceeding only pursuant to this Protective Order and only upon execution and delivery to SPROC 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 SPROC 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 SPROC 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 San Pedro Railroad Operating Company, LLC (SPROC) in STB Docket No. AB-1081X, 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-1081X 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 SPROC 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: _____

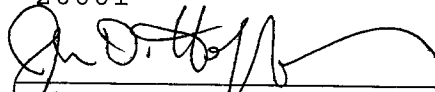
Dated: _____

CERTIFICATE OF SERVICE

I, John D. Heffner, certify that a copy of the Motion of San Pedro Railroad Operating Company, LLC for a Protective Order Pursuant to 49 CFR 1104.14 was served on October 17, 2005, by first-class mail:

Rusty A. Brewer
Baker Botts LLP
1299 Pennsylvania Avenue, NW
Washington, DC 20004

Charles A. Spitulnik
McLeod, Watkinson & Miller
One Massachusetts Avenue, NW
Suite 800
Washington, DC 20001



John D. Heffner