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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

DEC 15 2005
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ORIGINAL

STB Finance Docket No. 34799

PERMIAN BASIN RAILWAYS, INC.
- ACQUISITION OF CONTROL EXEMPTION -
SAN LUIS & RIO GRANDE RAILROAD COMPANY, INC.

ORIGINAL

MOTION OF PERMIAN BASIN RAILWAYS, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

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Public Record

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Attorney for Permian
Basin Railways, Inc.

ORIGINAL

Dated: December 9, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423

STB Finance Docket No. 34799

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- ACQUISITION OF CONTROL EXEMPTION -
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MOTION OF PERMIAN BASIN RAILWAYS, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

COMES NOW, Permian Basin Railways, Inc. ("Permian") pursuant to 49 CFR 1104.14 and requests that the Board issue a protective order allowing it to make available to the Board under seal certain confidential documents and information in connection with its verified notice of exemption for acquisition of control of San Luis & Rio Grande Railroad Company, Inc. ("SLRG"). Such confidential documents may include, among other things, the purchase price and terms of the transaction as well as other confidential commercial information the disclosure of which would be harmful to the parties.

Public disclosure of this information is not necessary for consideration or disposition of Permian's notice. Accordingly, Permian requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'John D. Heffner', with a stylized flourish at the end.

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Counsel for Permian Basin
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Filed: December 9, 2005

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Confidential Information" means the executed purchase and sale agreement and all supporting documents furnished by Permian Basin Railways, Inc., (Permian) in connection with Permian's notice of 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 Permian 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 Permian 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 Permian 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 Permian Basin Railways, Inc. (Permian) in STB Finance Docket No. 34799, 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 Finance Docket No. 34799 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 Permian 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: _____