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March 7, 2006

VIA ELECTRONIC FILING

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

IMMEDIATE HANDLING REQUESTED

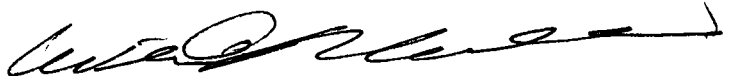
Re: STB Docket-No. AB-1066X
Central Illinois Railroad Company – Discontinuance Of Service Exemption –
In Peoria County, IL

Dear Secretary Williams:

Enclosed on behalf of Pioneer Industrial Railway Co., is a Motion To Compel Discovery ("Motion"). As can be seen from the certificate of service attached, copies of the Motion are being served today on all parties of record.

Please acknowledge filing of this Motion by return electronic receipt. If there are any questions concerning this filing, please contact me by telephone at (202) 663-7823 or by e-mail at wmullins@bakerandmiller.com.

Sincerely,



William A. Mullins

Enclosures

cc: Daniel A. LaKemper, Esq.
All Parties of Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY-- DISCONTINUANCE OF SERVICE
EXEMPTION – IN PEORIA COUNTY, IL**

MOTION TO COMPEL DISCOVERY

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March 7, 2006

**Attorneys for Pioneer Industrial
Railway Co.**

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY-- DISCONTINUANCE OF SERVICE
EXEMPTION – IN PEORIA COUNTY, IL**

MOTION TO COMPEL DISCOVERY

Pursuant to 49 CFR § 1114.31, Pioneer Industrial Railway Co. (“PIRY”) requests the Surface Transportation Board (“STB” or the “Board”) to issue an order compelling Central Illinois Railroad Company (“CIRY”) to provide the information requested in PIRY’s February 24, 2006 First Discovery Requests (“Discovery Requests”). Upon issuance of the Board’s decision on this motion, CIRY should be immediately required to answer in full each request in the Discovery Requests served by PIRY. Other than a brief two paragraph blanket objection asserting that discovery is not appropriate, CIRY provided no substantive response to any of the Discovery Requests. CIRY’s two paragraph letter objecting to discovery is attached as Exhibit 1 hereto. As PIRY has already filed a stay request and the Board has stayed the effective date of its decision in response to a petition for reconsideration filed by Carver Lumber Company (“Carver Lumber”), the information obtained through this discovery will allow Carver Lumber the opportunity to supplement its petition for reconsideration and PIRY, in the context of a petition to reopen, to provide the Board with a complete record.

PROCEDURAL HISTORY AND BACKGROUND

The procedural history and background of the line of railroad known as the Kellar Branch is well known by this Board. It has been the subject of several decisions issued in this proceeding, as well as in AB-878, City of Peoria and The Village of Peoria Heights, IL – Adverse Discontinuance – Pioneer Industrial Railway Company. As such, it need not be repeated in its entirety here. As relevant to the procedural posture underlying this Motion, slightly more than a year after receiving authority to operate the Kellar Branch, and having failed to provide any service over the line (the one attempt at service resulted in a runaway train and a derailment), CIRY sought discontinuance of its common carrier service obligations. Because the Board had been told that any shippers who would be adversely affected by the CIRY discontinuance would continue to receive service via an alternative route and because no shipper objected to the CIRY discontinuance, the Board granted CIRY's discontinuance request in a December 23, 2005 decision ("Decision"). The Decision was to take effect on January 22, 2006.

On January 4, 2006, Carver Lumber filed a letter seeking reconsideration of the Decision and of the Board's action in Adverse Discontinuance.¹ On January 9, 2006, PIRY filed a Petition for Stay seeking a stay of the effective date of the Decision. PIRY also filed an appeal of the Board's Decision in the D.C. Circuit, United States Court of Appeals. See No. 06-1019, Pioneer Industrial Railway Company v. Surface Transportation Board.² PIRY's petition for stay also noted that if the Decision was not stayed, PIRY would likely file a petition to reopen and

¹ See City Of Peoria and The Village of Peoria Heights, IL—Adverse Discontinuance—Pioneer Industrial Railway Company, STB Docket No. AB-878 (served August 10, 2005), petition to reopen denied Nov. 18, 2005 ("Adverse Discontinuance").

² The Board has requested the D.C. Circuit to hold that appeal in abeyance pending a Board ruling on the Petition for Reconsideration filed by Carver Lumber and the Petition for Stay filed by PIRY. PIRY supported the Board's request. The request is pending.

revoke the exemption. On January 20, 2006, the Board stayed the effective date of its prior Decision until further order of the Board.

Given the stay decision, the pendency of Carver Lumber's petition for reconsideration, the pendency of PIRY's stay petition, the belief that the D.C. Circuit case will likely be held in abeyance, and the fact that PIRY could file a petition to reopen and/or revoke, PIRY sought discovery from CIRY to gather further information that would be helpful to the Board in deciding the various pending petitions. On February 24, 2006, PIRY served its Discovery Requests, consisting of written interrogatories and requests for admissions, attached hereto as Exhibit 2. CIRY sent its brief two paragraph letter objecting to the Discovery Requests on March 3, 2006.

DISCUSSION

By refusing to supply any information requested in the Discovery Requests, CIRY has violated both the letter and spirit of the Board's discovery procedures contained in 49 CFR § 1114. Unequivocally, the scope of discovery in Board proceedings, such as this, is quite broad. The Board's modification to 49 CFR § 1114.21 (1997) of its Rules of Practice³ provides in pertinent part:

- (a) When discovery is available.
 - (1) Parties may obtain discovery . . . regarding any matter, not privileged, which is relevant to the subject matter involved in a proceeding . . .

These modifications eliminated "the requirement that Board approval be sought for discovery procedures other than written interrogatories and requests for admission." FMC

³ These modifications were adopted by the Board in Expedited Procedures for Processing Rail Rate Reasonableness, Exemption and Revocation Proceedings, STB Ex Parte No. 527 (STB served Oct. 1 and Nov. 15, 1996) (Expedited Procedures), aff'd sub nom. United Transp. Union-III. Legis. Bd. v. STB, 132 F.3d 71 (D.C. Cir. 1998).

Wyoming Corporation and FMC Corporation v. Union Pacific Railroad Company, STB Docket No. 42022, at 3 (STB served Feb. 5, 1998)(“FMC”). In the FMC decision, the Board noted that the overall goal of the modifications was to expedite the discovery process, acknowledging that the prior discovery rules “had the potential to impede expeditious discovery and [] generated too much paperwork.” Id. at n.8.

The scope of discovery authorized by the Board’s Rules of Practice is modeled on the scope of discovery under the Federal Rules of Civil Procedure.⁴ The Federal Rules of Civil Procedure “allow broad scope to discovery and this has been well recognized by the courts.” Wright, Miller & Marcus, Federal Practice and Procedure: Civil 2d, § 2007 (1994) (citations omitted). The federal rule, which applies to all forms of discovery, is the broad standard against which PIRY’s discovery requests must be evaluated.

The discovery requested by PIRY falls well within the broad parameters of the Board’s rules. PIRY notes that unlike the adjudication process before courts, in the instant proceeding, there will be no oral hearing with cross-examination of witnesses. Therefore, the discovery process is the sole means by which PIRY, Carver Lumber, and the Board will be able to obtain information on the true nature of whether or not CIRY should be allowed to discontinue operations or whether or not the Board’s initial decision in Adverse Discontinuance was correct.

⁴ The Federal Rules of Civil Procedure, in language virtually identical to the Board’s Rules of Practice, provide that:

Parties may obtain discovery regarding any matter, not privileged, which is relevant to the subject matter involved in the pending action, whether it relates to the claim or defense of the party seeking discovery or to the claim or defense of any other party. . . . The information sought need not be admissible at the trial if the information sought appears reasonably calculated to lead to the discovery of admissible evidence.

Fed. R. Civ. P. 26(b)(1).

CIRY's one-page outright refusal to answer any discovery is allegedly based upon two reasons: (1) that discovery is not appropriate when it is not initiated until after the record in a proceeding is closed; and (2) discovery is not needed for any contemplated filing because "Pioneer's Petition to Reopen was filed long ago." Neither of these rationales is correct, nor do they justify an outright refusal to respond. The record is not closed as the Board has several motions pending before it for which information gained from discovery would be relevant. Furthermore, PIRY has not yet filed a petition to reopen or to revoke in this proceeding, and thus any information gained from discovery would be relevant to such a petition. Even a cursory review of PIRY's Discovery Requests shows that they are relevant to the issues raised in the petition for stay and Carver's Lumber's petition for reconsideration and any future petition to be filed by PIRY. Indeed, CIRY's answers would facilitate the Board's decision-making process. Therefore, CIRY must be compelled to respond to PIRY's Discovery Requests.

A. DISCOVERY IS APPROPRIATE AT THIS STAGE OF THE PROCEEDING

CIRY relies upon IC Construction⁵ for the proposition that discovery is not appropriate here because the record has closed. Discovery was denied in IC Construction not principally because of the lateness of the requests, but rather because the discovery sought was not relevant and because it could not be used any in future filings. Those holdings are simply inapplicable to the facts of this proceeding. Here, the record on the underlying request for discontinuance is far from closed. There is one petition for reconsideration pending, one petition for stay pending, a court appeal that is likely to be held in abeyance pending further decisions by the Board, and the potential that PIRY will file a petition to reopen and/or revoke in the event the Decision does

⁵ Illinois Central R. Co. – Construction and Operation Exemption – In East Baton Rouge Parish, LA, Finance Docket No. 33877, 2001 STB LEXIS 510 (STB served May 25, 2001)(“IC Construction”).

become effective. Indeed, the Board itself has stayed the effective date of its own Decision “in order to allow time for the parties to provide additional information.” Thus, unlike IC Construction, even the Board’s order in this proceeding contemplates filing additional information. PIRY cannot provide such “additional information” unless CIRY is compelled to respond to the discovery so that it can be provided to the Board.

CIRY conveniently ignores long-standing precedent granting discovery to parties in exemption proceedings and in the context of petitions for reconsideration and/or reopening or petitions to revoke previously granted exemptions, whether by notice of exemption or petition for exemption. This precedent goes back over twenty years. In the Buffalo & Pittsburgh Railroad⁶ case, the Commission stated that “[t]he Commission’s discovery rules embody a long standing policy of fostering the disclosure of information.” There, Buffalo & Pittsburgh Railroad, Inc., filed a Notice of Exemption pursuant to 49 CFR § 1150.31 for the purpose of acquiring and operating certain properties of CSX Transportation, Inc. Petitions for revocation and for reconsideration of the exemption were subsequently filed and discovery was granted.

There is a plethora of exemption proceedings that have followed Buffalo & Pittsburgh Railroad and allowed discovery in the context of petitions for reconsideration or revocation. See Clyde S. and Sandra Forbes and CSF Acquisition, Inc. — Control Exemption — Lamoille Valley Railroad Company and Twin State Railroad Corporation; New Hampshire and Vermont Railroad Company — Lease, Operation and Acquisition Exemption — Boston and Maine Corporation, Finance Docket Nos. 31545 and 31547 (ICC served Oct. 1, 1991) (three labor groups filed a petition seeking revocation of an exemption; Commission issued its order only

⁶ Buffalo & Pittsburgh Railroad, Inc. — Exemption — Acquisition and Operation of Lines in New York and Pennsylvania; Genesee & Wyoming Industries, Inc., The Arthur J. Walker Estate Corporation and Dumaines and Buffalo & Pittsburgh Railroad, Inc. — Exemption Control, Finance Docket Nos. 31116 and 31117, at 2 (ICC served April 7, 1989).

after discovery was complete); Rail Management and Consulting Corporation, Green Bay Packaging, Inc., and K. Earl Durden — Continuance in Control Exemption — Tomahawk Railway, L.P., Valdosta Railway, L.P.; Tomahawk Railway, L.P. — Acquisition and Operation Exemption — Marinette, Tomahawk & Western Railroad Company, Finance Docket No. 31996 (Sub-No. 1), 1992 ICC LEXIS 288 at *4 (ICC served Dec. 17, 1992) (discovery is appropriate upon the filing of a petition to revoke); Brotherhood of Locomotive Engineers, et al. v. ICC, 909 F.2d 909, 911 (6th Cir. 1990) (the parties engaged in seven months of discovery in a revocation proceeding); Wheeling Corporation — Continuance in Control Exemption — Akron Barberton Cluster Railway Company, Finance Docket No. 32538, 1994 ICC LEXIS 229 at *3 (ICC served Oct. 11, 1994) (discovery conducted regarding various petitions filed by labor groups); Rail General Exemption Authority — Miscellaneous Agricultural Commodities — Petition of G. & T. Terminal Packaging Co., Inc., et al. to Revoke Conrail Exemption, Ex Parte No. 346 (Issue B-No. 14A), 1989 ICC LEXIS 204 at *8-9 (ICC served Aug. 3, 1989) (parties to revocation proceeding “do not have to obtain prior Commission approval to conduct discovery through written interrogatories or requests for admission”). These precedents have also been consistently followed in more recent cases. See, e.g., Holrail LLC—Construction And Operation Exemption—In Orangeburg and Dorchester Counties, SC, STB Finance Docket No. 34421, et al. (served Oct. 20, 2004) (granting CSXT’s motion to compel petitioner to produce more detailed information regarding its proposal to allow assessment of the proposal’s feasibility); Illinois Railnet, Inc.—Acquisition And Operation Exemption—BNSF Railway Company, STB Finance Docket No. 34549 (served April 15, 2005)(granting discovery in the context of a petition to revoke).

The above cases clearly establish that discovery is available at this stage of the proceeding. They establish that discovery becomes available either immediately following the filing of a petition for exemption or immediately upon the filing of a petition to reopen/revoke an exemption. Carver Lumber has filed a petition for reconsideration of the Board's decision. That filing alone triggers the rules and precedents allowing parties to take discovery. PIRY should be allowed to take that discovery and provide information to the Board. Likewise, the Board has issued a stay in order to allow time for consideration of additional information. PIRY desires to provide that information. As such, the Board should follow its long-standing precedents and grant PIRY's Motion at this stage of the proceeding and compel CIRY to respond in full to PIRY's Discovery Requests.

B. GRANTING THE MOTION IS ALSO NECESSARY TO ENSURE A COMPLETE RECORD

As noted, the Board has already requested additional information in order to develop a complete record. PIRY seeks discovery in order to provide that information. Carver Lumber has also filed its own petition for reconsideration. PIRY seeks discovery to aid Carver Lumber in its currently pending petition. As such, it is completely within the Board's powers to grant PIRY discovery at this stage in order to provide for such a complete record. Indeed, doing so is consistent with the Board's well-established desire to ensure a complete record on which to base its decisions. E.g., North Carolina Railroad Co. – Petition to Set Trackage Compensation and other Terms and Conditions – Norfolk Southern Railway Co. et al., STB Finance Docket No. 33134 (STB served May 29, 1997); Respondek Railroad Corp. – Acquisition and Operation Exemption – Evansville Terminal Co., STB Finance Docket No. 33331 (STB served March 12, 1997); and Sault Ste. Marie Bridge Co. – Acquisition and Operation Exemption – Lines of Union Pacific Railroad Co., STB Finance Docket No. 33290 (STB served Feb. 12, 1997). In this case,

the Board has complete power to ensure it has a complete record. See, e.g., 49 CFR § 1121.4(c); Railroad Ventures, Inc. – Abandonment Exemption—Between Youngstown, OH, and Darlington, PA, In Mahoning And Columbiana Counties, OH, and Beaver County, PA, STB Docket No. AB-556 (Sub-No. 2X)(STB served Dec. 13, 2004)(granting motion to compel in order to ensure complete record). Thus, consistent with its well-established precedent that discovery is available in exemption proceedings where parties have filed petitions for reconsideration or petitions to revoke an exemption and in order to provide for a complete record in this proceeding, the Board should compel CIRY to respond to PIRY's discovery.

Finally, the Board should reject CIRY's argument that PIRY also is not entitled to discovery because, based upon CIRY's perceived belief, PIRY has already filed a petition to reopen and thus PIRY could not subsequently use any of CIRY's discovery responses. This is in error. PIRY has not yet filed a petition to reopen or to revoke the exemption in this proceeding, although it can do so at any time and if it did, it would be automatically entitled to discovery at that stage. Thus, PIRY does have a subsequent opportunity to submit any information gained from discovery. It can do so now in an effort to provide the Board with a complete record or it can do so later when and if it files its own petition to reopen and revoke any exemption that may be eventually granted in this proceeding.⁷

⁷ Because the Board's decision has not yet taken effect, PIRY itself has not yet filed a petition to reopen or revoke the exemption. If and when the Board allows the exemption to take effect, PIRY may file its own petition to revoke or reopen, which will automatically grant it the right to take discovery. See 49 CFR § 1121.2 which states in part, "Discovery shall be completed 30 days after the petition to revoke is filed. The party seeking discovery may supplement its petition to revoke 45 days after the petition is filed." The Board can either grant the discovery now in an effort to develop a complete record or later in the context of a petition to revoke. PIRY submits that administrative economy is best served by compelling discovery at this stage of the proceeding.

CONCLUSION

PIRY has sought discovery in this proceeding to supplement Carver Lumber's petition for reconsideration and to provide the Board with a more complete record. CIRY does not object to the relevance of PIRY's discovery, but simply claims discovery is not appropriate at this stage of the proceeding and refuses to provide any answers or documents responsive to PIRY's Discovery Requests. CIRY's refusal to respond to discovery and the rationale put forth for that decision is not consistent with Board precedent or Board regulations. The record is not closed as the Board has several motions pending before it for which information gained from discovery would be relevant. CIRY's answers would facilitate the Board's decision making process. Therefore, CIRY should be compelled to respond in full to PIRY's Discovery Requests.

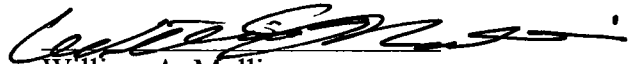
Respectfully submitted,

Daniel A. LaKemper
General Counsel
Pioneer Industrial Railway Co.
1318 S. Johanson Road
Peoria, IL 61607
Phone: (309) 697-1400


William A. Mullins
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Phone: (202) 663-7820
Fax: (202) 663-7849
Attorneys for Pioneer Industrial Railway Co.

CERTIFICATE OF SERVICE

I, William A. Mullins, hereby certify that on this 7th day of March, 2006, copies of the foregoing Motion To Compel Discovery have been e-mailed and served by first class mail, postage prepaid, or by more expeditious means of delivery upon all parties of record to this proceeding identified on the Surface Transportation Board's website.

A handwritten signature in black ink, appearing to read 'William A. Mullins', with a long horizontal flourish extending to the right.

William A. Mullins
Attorney for Pioneer Industrial Railway Co.

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY-- DISCONTINUANCE OF
SERVICE EXEMPTION – IN PEORIA COUNTY, IL**

MOTION TO COMPEL DISCOVERY

EXHIBIT 1

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
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CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com

THOMAS F. MCFARLAND

March 3, 2006

By e-mail to *wmullins@bakerandmiller.com*

William A. Mullins, Esq.
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.
Suite 300
Washington, DC 20037

Re: Docket No. AB-1066X, *Central Illinois Railroad Company -- Discontinuance of Service Exemption -- in Peoria County, Illinois*

Dear Bill:

This is to notify you that Central Illinois Railroad Company will not respond to the discovery requests of Pioneer Industrial Railway Co. that were forwarded with your letter to me of February 24.

Discovery is not appropriate when it is not initiated until long after the record in a proceeding is closed. *Illinois Central R. Co. -- Constr. & Oper. Exempt. -- in East Baton Rouge Parish, LA*, 2001 STB LEXIS 510 (Finance Docket No. 33877, decision served May 25, 2001) at *6-7. The record in this proceeding was closed long ago. A decision on the merits has been issued. There has been no showing that the discovery is needed for any Pioneer filing contemplated by Board rules. On the contrary, Pioneer's Petition to Reopen was filed long ago, well before the discovery was requested.

Very truly yours,

Tom McFarland

Thomas F. McFarland

TMCF:kl:wp8.0\1114\lrrwam1

cc: Randall Ray, Esq., *by e-mail to Rray@ci.peoria.il.us*
Melinda Sammons, Esq., *by fax to 815-339-6400*

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY-- DISCONTINUANCE OF
SERVICE EXEMPTION – IN PEORIA COUNTY, IL**

MOTION TO COMPEL DISCOVERY

EXHIBIT 2

BAKER & MILLER PLLC

ATTORNEYS and COUNSELLORS

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William A. Mullins

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E-Mail: wmullins@bakerandmilller.com

February 24, 2006

VIA OVERNIGHT DELIVERY

Thomas F. McFarland, P.C.
Law Offices of Thomas F. McFarland, P.C.
208 South LaSalle Street – Suite 1890
Chicago, IL 60604-1112

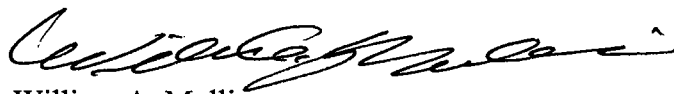
Re: STB Docket No. AB-1066X
Central Illinois Railroad Company—Discontinuance of Service Exemption
—in Peoria County, IL

Dear Tom:

I am enclosing herewith Pioneer Industrial Railway Co.'s ("PIRY") First Discovery Requests directed to your client Central Illinois Railroad Company in the above-captioned proceedings. This discovery is served pursuant to the Surface Transportation Board's regulations at 49 C.F.R. §1114.21, and related regulations.

Complete responses to these requests are due by March 13, 2006. Please feel free to contact me promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously. I can be reached by phone at (202) 663-7823 or by e-mail at wmullins@bakerandmilller.com.

Sincerely,



William A. Mullins

cc: Daniel A. LaKemper

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY—DISCONTINUANCE OF SERVICE
EXEMPTION—IN PEORIA COUNTY, IL**

**FIRST DISCOVERY REQUESTS OF PIONEER INDUSTRIAL RAILWAY CO. TO
CENTRAL ILLINOIS RAILROAD COMPANY**

**Daniel A. LaKemper
General Counsel
Pioneer Industrial Railway Co.
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Peoria, IL 61607
Phone: (309) 697-1400**

**William A. Mullins
David C. Reeves
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February 24, 2006

**Attorneys for Pioneer Industrial
Railway Co.**

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC**

STB DOCKET NO. AB-1066X

**CENTRAL ILLINOIS RAILROAD COMPANY—DISCONTINUANCE OF SERVICE
EXEMPTION—IN PEORIA COUNTY, IL**

**FIRST DISCOVERY REQUESTS OF PIONEER INDUSTRIAL RAILWAY CO. TO
CENTRAL ILLINOIS RAILROAD COMPANY**

Pursuant to 49 C.F.R. §1114.21 through 1114.31, Pioneer Industrial Railway Co., (“PIRY”) hereby directs the following discovery requests to Central Illinois Railroad Company (“CIRY”). Responses should be served as soon as possible, and in no event later than March 13, 2006. CIRY is requested to contact the undersigned promptly to discuss any objections or questions regarding these requests with a view to resolving any disputes or issues of interpretation informally and expeditiously, to avoid unnecessary delay to the proceeding.

THE PARTIES

1. “CIRY” means Central Illinois Railroad Company.
2. “Pioneer” or “PIRY” means the Pioneer Industrial Railway Co.
3. “You” and “Your” means the CIRY.

DEFINITIONS

1. “AB-878” means STB Docket No. AB-878, City Of Peoria and The Village of Peoria Heights, IL — Adverse Discontinuance—Pioneer Industrial Railway Company.
2. “Board” or “STB” means the Surface Transportation Board and its predecessor agency, the Interstate Commerce Commission, if applicable.

3. "Cities" means the City of Peoria and the Village of Peoria Heights, individually or collectively.
4. "Describe" when used in relation to a discussion, meeting or other communication means to identify the participants, the date or time period when the communication took place, the location of the participants at the time of the communication and a detailed summary of the content of the communications.
5. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intra-company communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries; notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further the term "document" includes:
- a. both basic records and summaries of such records (including computer runs); and
 - b. both original versions and copies that differ in any respect from the original version, including notes.
6. "F.D. 34066" means STB Finance Docket No. 34066, City of Peoria, IL--Acquisition and Operation Exemption--Union Pacific Railroad Company.
7. "F.D. 34395" means STB Finance Docket No. 34395, City of Peoria, IL, d/b/a Peoria, Peoria

Heights & Western Railroad—Construction of Connecting Track Exemption—in Peoria County,

IL.

8. “F.D. 34518” means STB Finance Docket No. 34518, Central Illinois Railroad Company—Operation Exemption—Rail Line Of The City Of Peoria And The Village Of Peoria Heights In Peoria And Peoria Heights, Peoria County, IL.

9. “Identify,”

- a. when used in relation to an individual, means to state the name, address, and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;
- b. when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business and its location relative to the track owned by the Cities;
- c. when used in relation to a document means to:
 - i. state the type of document (*e.g.*, letter, memorandum, report, chart);
 - ii. identify the author, each addressee, and each recipient; and
 - iii. state the number of pages, title, and date of the document;
- d. when used in relation to an oral communication or statement means to:
 - i. identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made;
 - ii. state the date and place of the communication or statement;
 - iii. describe in detail the contents of the communication or statement; and
 - iv. identify all documents that refer to, relate to or evidence the communication

or statement;

e. when used in any other context means to describe or explain in detail.

10. "Including" means including without limitation.
11. "Kellar Branch" means the 8.29 miles of rail line owned by the Cities and located between milepost 1.71 and milepost 10.0.
12. "P&PU" means Peoria & Pekin Union Railway Co.
13. "Park District" means The Pleasure Driveway and Park District of Peoria, Illinois.
14. "Person" means an individual, company, partnership, or other entity of any kind.
15. "Petition" means the request for reconsideration filed in This Proceeding by Carver Lumber Co., on January 4, 2006.
16. "Produce" means to make available to the undersigned attorneys for copying and viewing.
17. "Provide" (except where the word is used with respect to providing service or equipment) or "describe" means to supply a complete narrative response.
18. "Relate to" or "relates to" a subject means making a statement about, referring to, or discussing the subject, including, as to actions, any decision to take, not take, defer, or defer decision, and including, as to any condition or state of affairs (*e.g.*, competition between carriers), its absence or potential existence.
19. "Request" means an interrogatory, request for admission or request for production of Documents or things.
20. "Shipper" means a consignor, a consignee, receiver or other user of rail services, including each of the following: Balfour Beatty; Carver Lumber Co.; Metroplex Corp.; and O'Brien Steel Services Co.
21. "Studies, analyses and reports" include studies, analyses, and reports in whatever form,

including letters, memoranda, tabulations, and computer printouts of data selected from a database.

22. "TZPR" means the Tazewell & Peoria Railroad, Inc., and its parent, subsidiaries, and affiliates.

23. "This Proceeding" means STB Docket No. AB-1066X, Central Illinois Railroad Company—Discontinuance of Service Exemption—in Peoria County, IL.

24. "UP" means the Union Pacific Railroad Co., and its parent, subsidiaries, or affiliates.

INSTRUCTIONS

1. Any delay in production of requested documents or answers to Requests is certain to prejudice PIRY's ability to present evidence to the Board concerning the Petition. Accordingly, responsive documents should be produced to the undersigned counsel at Baker & Miller PLLC, 2401 Pennsylvania Ave., NW, Suite 300, Washington, DC 20037, not later than March 13, 2006. Serial production of relevant documents and narrative responses during that period is encouraged and requested. Objections, if any, should be made as soon as possible, and not later than fifteen (15) days after the date of service of the requests.

2. You should contact William A. Mullins at (202) 663-7823 immediately to discuss any objections or questions with a view to resolving any dispute or issues of interpretation informally and expeditiously.

3. Unless otherwise specified, these Requests cover the period beginning January 2001 and ending with the date of the response.

4. If you object to any Request or any part thereof, please state the reasons for such objection, including all information forming the basis for such objection.

5. If You have information that would permit a partial answer to any Request, but You

would have to conduct a special study to obtain information necessary to provide a more complete response to that Request, and if the burden of conducting such special study would be greater for You than for PIRY:

- a. state that fact;
- b. provide the partial answer that may be made with information available to You;
- c. identify such business records, or any compilation, abstract, or summary based thereon, as will permit PIRY to derive or ascertain a more complete answer; and
- d. as provided in 49 C.F.R. § 1114.26(b), produce such business records, or any compilation, abstract, or summary based thereon, as will permit PIRY to derive or ascertain a more complete answer.

6. If any information or document is withheld on the ground that it is privileged or otherwise not discoverable,

- a. identify the information or document (in the manner provided in Definition 9 *supra*); and
- b. state the basis for the claim that it is privileged or otherwise not discoverable.

7. References to companies include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; and joint ventures.

8. Unless otherwise specified, all uses of the conjunctive include the disjunctive and vice versa, and words in the singular include the plural and vice versa.

9. If You know or later learn that a response to any Request is incorrect, You are under a duty seasonably to correct that response.

10. Pursuant to 49 C.F.R. § 1114.29, You are under a duty seasonably to supplement Your

responses with respect to any question.

DISCOVERY REQUESTS

Request No. 1. Produce all information in Your possession concerning any communications with, and all documents provided to or received from, the STB's Section of Environmental Analysis in connection with This Proceeding or F.D. 34066, F.D. 34395, F.D. 34518, or AB-878.

Request No. 2. Produce all information in Your possession concerning derailments of railcars on the Kellar Branch since August 9, 2005.

Request No. 3. Produce all information in Your possession concerning any accidents, safety violations, or accidental release of lading involving rail shipments that have moved on the Kellar Branch since August 9, 2005.

Request No. 4. Produce all accident and injury reports filed with the Federal Railroad Administration by CIRY since January 1, 2001.

Request No. 5. Produce all information in Your possession regarding the rates, service schedules, levels of service, carloads, types, and any other information that relates to CIRY's operations over the Kellar Branch, including any contract between the Cities and CIRY for CIRY to provide rail service over the Kellar Branch or any other rail line owned or operated by the Cities.

Request No. 6. Identify all on-track equipment operated by CIRY.

Request No. 7. Produce all information in Your possession concerning any discussions, contracts, negotiations, and any other document regarding rail service, either past, future, or existing, to any Shipper over any portion of the Kellar Branch or any portion of any other rail line owned or operated in whole or in part by the Cities or that connects with the Kellar Branch, whether or not it is owned or operated by the Cities.

Request No. 8. Produce all information in Your possession, Including contracts, correspondence, and any other document, that relates to the Cities and UP regarding rail service over, or to a connection with, the Kellar Branch or to/from any rail line (either existing or that has been approved for construction, even if construction has not been completed) that connects with the Kellar Branch or any portion of the Kellar Branch.

Request No. 9. Produce all information in Your possession, Including contracts, correspondence, and any other document, regarding rail service over, or to a connection with, the former UP track to the west of the Kellar Branch that was the subject of F.D. 34066.

Request No. 10. Produce all information in Your possession, Including contracts, correspondence, and any other document, regarding rail service over, or to a connection with, the track that is being constructed to connect the north end of the Kellar Branch to the former UP track, and that was the subject of F.D. 34395.

Request No. 11. Produce all information in Your possession, Including deeds, title search information, title opinions, contracts, correspondence, survey reports, valuation maps, and any other form of document, that relates to the Cities' ownership of the Kellar Branch, Including the tracks, switches, ties, and other track materials, and the ownership of, or the right to use, the underlying real estate to provide rail service.

Request No. 12. Produce all information in Your possession concerning interchange of traffic, moving to or from Shippers heretofore served using the Kellar Branch, to and from UP, TZPR, and P&PU.

Request No. 13. Produce all information in Your possession that relates to any contract between the Cities and any contractor for construction of the track authorized in F.D. 34395.

Request No. 14. Produce all information in Your possession that relates to the use by Shippers and potential Shippers of rail service on the Kellar Branch.

Request No. 15. Identify the person(s) providing the response to each of these Requests.

Respectfully submitted,

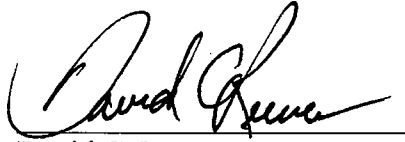


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Attorneys for Pioneer Industrial Railway
Company

CERTIFICATE OF SERVICE

I, David C. Reeves, hereby certify that on this 24th day of February, 2006, copies of the foregoing Discovery Requests were served by express delivery service upon counsel for Central Illinois Railroad Company.

A handwritten signature in black ink, appearing to read "David C. Reeves", is written over a horizontal line.

David C. Reeves

Attorney for Pioneer Industrial Railway Company