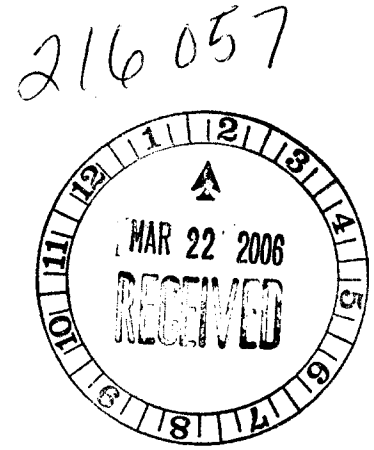


BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423



STB Finance Docket No. 34845

INDIANA BOXCAR CORPORATION
-- ACQUISITION OF CONTROL EXEMPTION --
TISHOMINGO RAILROAD COMPANY, INCORPORATED

MOTION OF INDIANA BOXCAR CORPORATION
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

John D. Heffner
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1920 N Street, N.W.
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Attorney for Indiana Boxcar
Corporation

Dated: March 22, 2006

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB FINANCE DOCKET NO. 34845

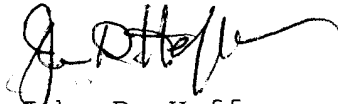
INDIANA BOXCAR CORPORATION
-- ACQUISITION OF CONTROL EXEMPTION --
TISHOMINGO RAILROAD COMPANY, INCORPORATED

MOTION OF INDIANA BOXCAR CORPORATION
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

COMES NOW, Indiana Boxcar Corporation ("Boxcar") 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 Tishomingo Railroad Company, Incorporated ("Tishomingo"). 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 Boxcar's notice. Accordingly, Boxcar requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "J. D. Heffner", with a stylized flourish at the end.

John D. Heffner
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Suite 800
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(202) 263-4180

Counsel for Indiana Boxcar
Corporation

Filed: March 22, 2006

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 Indiana Boxcar Corporation (Boxcar) in connection with Boxcar'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 Boxcar 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 Boxcar 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 Boxcar 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 Indiana Boxcar Corporation (Boxcar) in STB Finance Docket No. 34845, 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. 34845 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 Boxcar 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: _____

EXHIBIT A

SURFACE TRANSPORTATION BOARD DECISION DOCUMENT

Decision Information

Docket Number: **FD_33806_0**

Case Title: **TISHOMINGO RAILROAD COMPANY, INC.--LEASE AND
OPERATION EXEMPTION--LINE OF STATE OF MISSISSIPPI AT
IUKA MS**

Decision Type: **Notice**

Deciding Body: **Director Of Proceedings**

Decision Summary

Decision Notes: **NOTICE THAT TISHOMINGO RAILROAD COMPANY, INC. HAS FILED
A VERIFIED NOTICE OF EXEMPTION UNDER 49 CFR 1150.31 TO
LEASE FROM THE STATE OF MISSISSIPPI, DEPARTMENT OF
ECONOMIC AND COMMUNITY DEVELOPMENT, AND OPERATE
APPROXIMATELY 10 MILES OF RAIL LINE IN IUKA, MS.**

Full Text of Decision

30588

SERVICE DATE - OCTOBER 28, 1999

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 33806]

Tishomingo Railroad Company, Inc.--Lease and Operation Exemption--Line of State of Mississippi at Iuka, MS

Tishomingo Railroad Company, Inc., a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to lease from the State of Mississippi, Department of Economic and Community Development, and operate approximately 10 miles of rail line in Iuka, MS (line). The line runs between the Tri-State Commerce Park and a connection with the Memphis main line of Norfolk Southern Corporation, at station 8385-475 (east leg of Wye) and station 8406.00 (west leg of Wye).

The parties report that they intend to consummate the transaction promptly after the effective date of the exemption. The earliest the transaction can be consummated is October 21, 1999, 7 days after the exemption was filed.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time.

The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 33806, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on James E. Howard, Esq., 90 Canal Street, Boston, MA 02114.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: October 21, 1999.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

Decision Attachments

[30588.pdf](#)

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EXHIBIT B

SURFACE TRANSPORTATION BOARD DECISION DOCUMENT
Decision Information

Docket Number: **FD_34340_0**

Case Title: **VERMILION VALLEY RAILROAD COMPANY, INC.--OPERATION
EXEMPTION--FNG LOGISTICS CO.**

Decision Type: **Notice**

Deciding Body: **Director Of Proceedings**

Decision Summary

Decision Notes: **NOTICE THAT VERMILION VALLEY RAILROAD COMPANY, INC.
FILED A VERIFIED NOTICE TO EXEMPTION UNDER 49 CFR 1150.31
TO OPERATE APPROXIMATELY 5.91 MILES OF RAILROAD OWNED
BY FNG LOGISTICS CO. BETWEEN MILEPOST QSO-5.18 NEAR THE
ILLINOIS/INDIANA STATE LINE AND MILEPOST QSO-11.09 NEAR
OLIN, IN VERMILLION AND WARREN COUNTIES, IN.**

Full Text of Decision

33570 SERVICE DATE - MAY 16, 2003

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34340]

Vermilion Valley Railroad Company, Inc.—Operation Exemption—FNG Logistics Co. Vermilion
Valley Railroad Company, Inc. (VVRR), a noncarrier, has filed a verified notice of exemption under 49
CFR 1150.31 to operate approximately 5.91 miles of railroad owned by FNG Logistics Co. (FNG)
between milepost QSO-5.18 near the Illinois/Indiana State line and milepost QSO-11.09 near Olin, in
Vermillion and Warren Counties, IN. FNG certifies that its projected revenues as a result of this
transaction will not exceed those that would qualify it as a Class III rail carrier.

The transaction was scheduled to be consummated on or about April 30, 2003, the effective date

of the exemption (7 days after the exemption was filed).

If the verified notice contains false or misleading information, the exemption is void ab initio.

Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34340, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Daniel A. LaKemper, P.O. Box 185, Morton, IL 61550.

Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided: May 7, 2003.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

Decision Attachments

[33570.pdf](#)

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EXHIBIT C

SURFACE TRANSPORTATION BOARD DECISION DOCUMENT
Decision Information

Docket Number: **FD_34529_0**

Case Title: **CHESAPEAKE & INDIANA RAILROAD COMPANY, INC.--OPERATION
EXEMPTION--THE TOWN OF NORTH JUDSON, IN**

Decision Type: **Notice**

Deciding Body: **Director Of Proceedings**

Decision Summary

Decision Notes: **NOTICE THAT CHESAPEAKE HAS FILED A VERIFIED NOTICE OF
EXEMPTION TO OPERATE, PURSUANT TO AN UNEXECUTED
AGREEMENT UNDER NEGOTIATION WITH THE TOWN OF NORTH
JUDSON, IN, 32.97 MILES OF TRACK EXTENDING FROM
WELLSBORO, MILEPOST 15.2, TO LACROSSE, MILEPOST 0.6, IN
LAPORTE COUNTY, IN, AND FROM MALDEN, MILEPOST 230.9,
THROUGH LACROSSE, TO NORTH JUDSON, MILEPOST 212.5, IN
PORTER AND STARKE COUNTIES, IN.**

Full Text of Decision

34936 SERVICE DATE - AUGUST 20, 2004

DO

FR-4915-01-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Finance Docket No. 34529]

Chesapeake & Indiana Railroad Company, Inc.--Operation Exemption--The Town of North Judson, IN

Chesapeake & Indiana Railroad Company, Inc. (Chesapeake), a noncarrier, has filed a verified notice of exemption under 49 CFR 1150.31 to operate, pursuant to an unexecuted agreement under negotiation with the Town of North Judson, IN, 32.97 miles of track extending from Wellsboro, milepost 15.2, to LaCrosse, milepost 0.6, in LaPorte County, IN, and from Malden, milepost 230.9, through LaCrosse, to North Judson, milepost 212.5, in Porter and Starke Counties, IN.

The transaction was scheduled to be consummated on or after July 29, 2004.

This transaction is related to STB Finance Docket No. 34528, Indiana Boxcar Corporation—Continuance in Control Exemption—Chesapeake & Indiana Railroad Company, Inc., wherein Indiana Boxcar Corporation has filed a verified notice of exemption to continue in control of Chesapeake upon its becoming a Class III rail carrier.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34529, must be filed with the Surface Transportation Board, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on John D. Heffner, 1920 N Street, N.W., Suite 800, Washington, DC 20036.

Board decisions and notices are available on our website at “WWW.STB.DOT.GOV.”

Decided: August 16, 2004.

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

Decision Attachments

[34936.pdf](#)

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EXHIBIT D



Vermilion Valley R.R.

Chesapeake & Indiana R.R.

Tishomingo R.R.

UNITED STATES RAILROADS

This map shows only main line railroad service between leading cities. The figures give the railroad mileage, and the initials indicate the railroads operating between these points.



EXHIBIT E



INDIANA BOXCAR CORPORATION

916 Vine Street
Connersville, IN 47331

Phone (765) 825-0316

Fax (765) 825-1237

March 20, 2006

Surface Transportation Board
Office of Proceedings
1925 K Street, NW
Washington, DC 20423-001

Dear Sir or Madam:

This letter is jointly submitted by Tishomingo Railroad, Incorporated (TISH) and Indiana Boxcar Corporation (IBC) to confirm that it is the intent of both parties to enter into an agreement whereby IBC, along with Vintage Locomotives, Incorporated (VLIX), will be acquiring control of TISH. Since TISH is a common carrier and IBC already owns common carrier railroads, IBC will be filing for an exemption for continuance in control with the STB. VLIX is presently a non-carrier and will not be involved with any STB filings regarding this matter.

The parties intend to execute an agreement covering this transaction prior to, or concurrent with, closing on the transaction expected on April 1, 2006. However, IBC must file its petition with the STB prior to closing. Therefore, the parties request that the STB accept this letter as evidence of their intent to enter into, and close upon, the purchase and sale of TISH.

Bruce Crawford
President
Tishomingo Railroad

Respectfully submitted,

R. Powell Felix
President
Indiana Boxcar Corporation

VERIFICATION

STATE OF)
) SS
CITY OF)

R. Powell Felix, being duly sworn according to law, hereby
deposes and states that (s)he is authorized to make the Verification, has
read the foregoing document, and knows the facts asserted therein are true
and accurate as stated, to the best of (her)his knowledge, information and
belief.

R Powell Felix

Subscribed and sworn to before me, a Notary Public, in and for the City of
Connersville in the State of Indiana, this 14th day of March, 2006

Jennif Napier

Notary Public

My Commission expires:

JENNIFER E. NAPIER
Notary Public, Fayette Co., IN
My Comm. Expires June 2, 2012