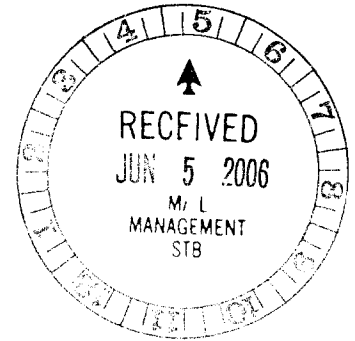




June 5, 2006

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Suite 700
Washington, D.C. 20423

216716

Re: STB Ex Parte No. 661, Rail Fuel Surcharges -- Motion for Protective Order and Confidential Reply To be Filed Under Seal and Public Reply

Dear Secretary Williams:

UP is filing a reply to the report filed on behalf of Arkansas Electric Cooperative Corporation on May 15, 2006 in this proceeding. Because the reply relies on confidential contract information, we are also filing a motion for protective order pursuant to 49 C.F.R. 1104.14 and submitting both a confidential version with a confidential exhibit and a public version with the confidential information redacted.

As required by the Board's rules, the confidential version is being filed in an envelope marked "Confidential materials subject to a request for a protective order."

Please stamp the enclosed copy of this letter and return it in the self-addressed, stamped envelope.

Sincerely,

Enclosures

ENTERED
Office of Proceedings

JUN 5 2006

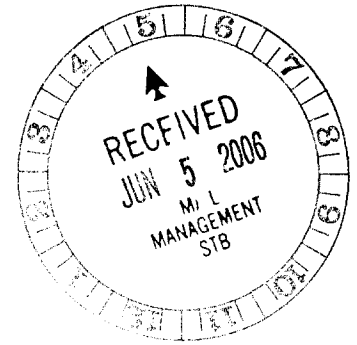
Part of
Public Record

Louise Anne Rinn
Associate General Counsel

UNION PACIFIC RAILROAD
1400 Douglas St., Stop 1580, Omaha, NE 68179-1580
ph. (402) 544-3309 fx. (402) 501-0129
larinn@up.com

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**EX PARTE NO. 661
RAIL FUEL SURCHARGES**



216716

UNION PACIFIC MOTION FOR A PROTECTIVE ORDER

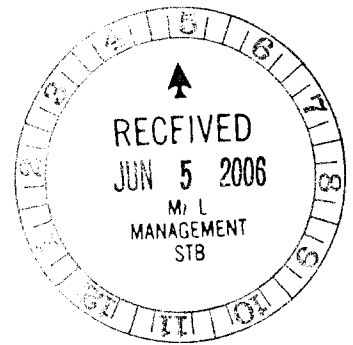
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Office of Proceedings

JUN 5 2006

Part of
Public Record

Louise A. Rinn
Lawrence E. Wzorek
Union Pacific Railroad Company
1400 Douglas STOP 1580
Omaha, Nebraska 68179
Attorneys for Union Pacific

June 5, 2006



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

**EX PARTE NO. 661
RAIL FUEL SURCHARGES**

UNION PACIFIC MOTION FOR A PROTECTIVE ORDER

Union Pacific Railroad Company ("UP") submits this motion under 49 C.F.R. Part 1104.14. We request that the Board enter a protective order substantially in the form shown in Appendix 1 to this Motion. The Protective Order and submission of the relevant portions of a contract are necessary to enable UP to respond to claims by Arkansas Electric Cooperative Corporation ("AECC") that the White Bluffs and Independence power plants being overcharged (or will be overcharged when the contract expires) for fuel recovery for movement of PRB coal by UP to the White Bluff and Independence plants.

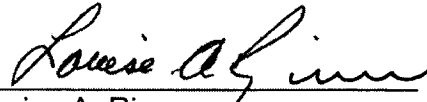
In support of this Motion, UP states as follows:

1. AECC submitted a report on May 15, 2006, in this proceeding that purported to show that UP is, or could be, overcharging them as much as \$5 million annually in fuel surcharges.
2. The transportation in question is provided today under a transportation service contract between UP and Entergy Arkansas, Inc. and Entergy Services, Inc. (hereinafter collectively "Entergy"). The contract has a confidentiality provision that permits disclosure of the contract to a government agency with jurisdiction over one of the parties, but only if the disclosing party uses reasonable efforts to seek an appropriate protective order.

3. The Board has granted requests for protective orders in prior cases to protect the terms of transportation service agreements.

For the reasons stated above, UP respectfully requests that the Board adopt the protective order attached as Appendix 1.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Louise A. Rinn", written over a horizontal line.

Louise A. Rinn
Lawrence E. Wzorek
Union Pacific Railroad Company
1400 Douglas Street STOP 1580
Omaha, Nebraska 68179
Attorneys for Union Pacific

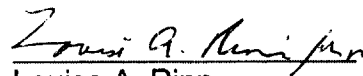
CERTIFICATE OF SERVICE

I certify that I have this day served a copy of the Public Version of UP's Reply upon the following by first class United States Mail:

Martin W. Bercovicci
Keller and Heckman, LLP
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Counsel for AECC

I certify that I have this day served a copy of the Confidential Version and the Public Version of UP's Reply upon the following by e-mail and by first class United States Mail:

Sandra L. Brown
Troutman Sanders LLP
401 9th Street, N.W. Suite 1000
Washington, D.C. 20004-2134


Louise A. Rinn

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "confidential information" means the provisions of the UPC-37743, Coal Transportation Agreement between Union Pacific Railroad Company ("UP") and Entergy Arkansas, Inc. and Entergy Services, Inc. (collectively "Entergy").

2. The confidential information shall be used 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. The confidential information shall not be disclosed in any way or to any person without the written consent of UP and Entergy or an order of the Board. Such disclosure shall be limited to outside counsel or consultants of parties to these proceedings, solely for use in connection with this and any related Board proceedings, or any judicial review proceeding arising therefrom. Before such disclosure, such outside counsel or consultant must be given and read a copy of this Protective Order and agree to be bound by its terms by signing the attached Undertaking prior to receiving access to the confidential information.

4. Any documents containing the confidential information in the possession of parties other than UP and Entergy, and their respective counsel, must be destroyed, and notices of such destruction must be served on the Board at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom, whichever comes first.

5. If the confidential information is retained by the Board, it shall, in order to be kept confidential, be treated in accordance with the procedure set forth at 49 C.F.R. 1104.14.

6. If any party intends to use the 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 this Protective Order.

7. All parties must comply with all 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.

Ex Parte No. 661

UNDERTAKING

I _____, have read the Protective Order governing the filing of confidential information by UP in STB Ex Parte No. 661 and 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 information learned as a result of receiving such information, for any purpose other than the preparation and preservation of evidence and argument in STB Ex Parte No. 661 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any information obtained under this Protective Order to any person who is not also bound by the terms of this order and who has not 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 UP and Entergy shall be entitled to specific performance and injunctive 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.

(Signature)

Dated: _____