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APR 10 2007
ORIGINAL

BY HAND

April 10, 2007

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

ENTERED
Office of Proceedings

APR 10 2007

Part of
Public Record

RE: STB FD No. 35011, Wisconsin & Southern Railroad Co.-
Trackage Rights Exemption - Soo Line Railroad Company
d/b/a Canadian Pacific Railway

Dear Secretary Williams:

On behalf of Wisconsin & Southern Railroad Co.
("WSOR"), I am filing an original and ten copies of the
following three documents in the above-captioned
proceeding:

- (1) WSOR's Public Version of a Verified Notice of
Exemption under 49 CFR 1180.2(d)(7) by which Soo
Line Railroad Company d/b/a Canadian Pacific
Railway grants overhead trackage rights to WSOR;
- (2) WSOR's Confidential Version of a Verified Notice
of Exemption under 49 CFR 1180.2(d)(7) by which
Soo Line Railroad Company d/b/a Canadian Pacific
Railway grants overhead trackage rights to WSOR;
and
- (3) WSOR's Motion for A Protective Order covering the
filing of a Confidential Version of WSOR's
Verified Notice of Exemption under 49 CFR
1180.2(d)(7) in this proceeding.

WSOR understands that this exemption will become effective 30 days from today or approximately May 10, 2007. I am also including a check from WSOR for \$1000 covering the filing fee as well as a disk formatted in MS Word containing each of these three filings.

Please date stamp and return one copy of each filing.

Sincerely yours,

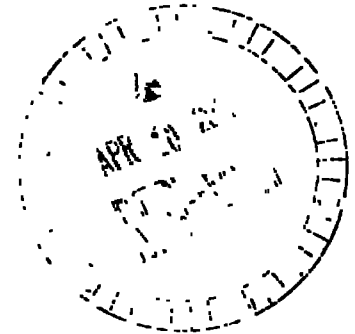

John D. Heffner

Cc: Mr. William Gardner
Mr. James Bender (CP Rail)
Leigh K. Currie, Esq.

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Finance Docket No. 35011

219064
ORIGINAL



WISCONSIN & SOUTHERN RAILROAD CO.
--TRACKAGE RIGHTS EXEMPTION--
SOO LINE RAILROAD COMPANY d/b/a
CANADIAN PACIFIC RAILWAY

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MOTION OF WISCONSIN & SOUTHERN RAILROAD CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

Respectfully submitted,

John D. Heffner
John D. Heffner, PLLC
1920 N Street, N.W.
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(202) 263-4180

Counsel for Wisconsin
& Southern Railroad Co.

Dated: April 9, 2007

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35011

**WISCONSIN & SOUTHERN RAILROAD CO.
--TRACKAGE RIGHTS EXEMPTION--
SOO LINE RAILROAD COMPANY d/b/a
CANADIAN PACIFIC RAILWAY**

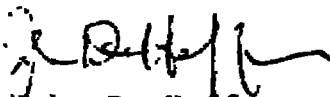
**MOTION OF WISCONSIN & SOUTHERN RAILROAD CO.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14**

COMES NOW, Wisconsin & Southern Railroad Co. (hereafter "WSOR") pursuant to 49 CFR 1104.14 and requests that the Board receive and maintain as confidential the attached documents, which WSOR is furnishing in connection with the above-captioned proceeding.

Simultaneously with this Motion, WSOR is filing a Verified Notice of Exemption for trackage rights in the above-captioned proceeding pursuant to 49 CFR 1180.2(d)(7). As part of its submission, WSOR is required to provide a copy of an executed trackage rights agreement between the parties, Soo Line Railroad Company d/b/a Canadian Pacific Railway (grantor) and WSOR (grantee). Because this agreement contains commercially

sensitive information consisting of the trackage rights terms and compensation, the disclosure of which could be damaging, WSOR respectfully requests that the Board grant its Motion for a Protective Order covering the Confidential Version of its filing. As instructed by the Board's regulations at 49 CFR 1104.14(a) and (b), WSOR submits its Motion as a separate filing, and has included a confidential version of the trackage rights filing with the confidential version of the executed agreement with the following words on its cover: "Confidential Version." A redacted version of the agreement is included in the public filing.

Respectfully submitted,



John D. Heffner
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(202) 263-4180

Counsel for Wisconsin
& Southern Railroad Co.

Enclosure: Material under seal

Dated: April 9, 2007

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Confidential Information" means the data and documents furnished by Wisconsin & Southern Railroad Co. (WSOR) in connection with its Verified Notice of Exemption for trackage rights 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 WSOR 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 WSOR 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 WSOR 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 Wisconsin & Southern Railroad Co. (WSOR) in STB Finance Docket No. 35011, 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. 35011, 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 WSOR 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: _____