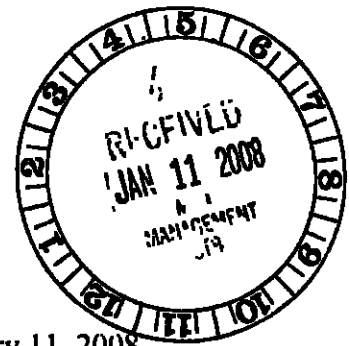


LAW OFFICE
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WASHINGTON, D.C. 20006
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ORIGINAL



BY HAND DELIVERY

January 11, 2008

Hon. Anne H. Quinlan
Secretary
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

ENTERED
Office of Proceedings
JAN 14 2008
Part of
Public Record

**RE: STB Finance Docket No. 35115, Arizona Eastern Railroad Company -
Trackage Rights – Union Pacific Railroad Company**

Dear Ms Quinlan:

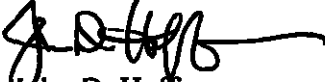
On behalf of Petitioner Arizona Eastern Railroad Company ("AZER") I am filing under the above-captioned docket number an original and ten copies of:

1. A Motion for A Protective Order Pursuant to 49 CFR 1104.14(b);
2. A public version of a Verified Notice of Exemption under 49 CFR 1180.2(d)(7) for nonexclusive overhead trackage rights upon a line of the Union Pacific Railroad Company; and
3. A confidential version of the same Verified Notice of Exemption under 49 CFR 1180.2(d)(7) for nonexclusive overhead trackage rights upon a line of the Union Pacific Railroad Company

In addition, I am enclosing ten (10) extra color copies of a map indicating the trackage rights which are the subject of this exemption, a copy of that map on a CD, a computer disk formatted in Word containing this filing, and a check payable to the Board for \$1,000 to cover the applicable filing fee.

Please date stamp and return one copy of this filing.

Sincerely yours,

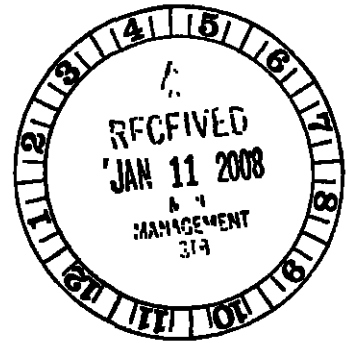


John D. Heffner

Enclosures

cc: Mack H Shumate, Jr., Esq.
Edwin Ellis

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423



STB FINANCE DOCKET NO. 35115

ARIZONA EASTERN RAILWAY INC.
-- TRACKAGE RIGHTS --
UNION PACIFIC RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 CFR 1180.2(d) (7)

MOTION OF ARIZONA EASTERN RAILWAY, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14

ENTERED
Office of Proceedings
JAN 14 2008
Part of
Public Record

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 350
Washington, DC 20006
(202) 296-3334

Attorney for Arizona
Eastern Railway, Inc.

Dated: January 11, 2008

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, DC 20423**

STB FINANCE DOCKET NO. 35115

**ARIZONA EASTERN RAILWAY INC.
-- TRACKAGE RIGHTS --
UNION PACIFIC RAILROAD COMPANY**

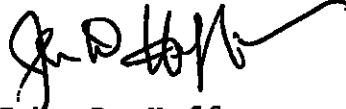
**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 CFR 1180.2(d) (7)**

**MOTION OF ARIZONA EASTERN RAILWAY, INC.
FOR A PROTECTIVE ORDER PURSUANT TO 49 CFR 1104.14**

COMES NOW, Arizona Eastern Railway, Inc. ("AZER") 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 overhead trackage rights. Such confidential documents may include, among other things, the trackage rights agreement terms and compensation 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 AZER's notice. Accordingly, AZER requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

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

John D. Heffner
John D. Heffner, PLLC
1750 K Street, N.W.
Suite 350
Washington, D.C. 20036
(202) 296-3334

Counsel for Arizona Eastern
Railway, Inc.

Filed: January 11, 2008

APPENDIX

PROTECTIVE ORDER

1. For purposes of this Protective Order, "Confidential Information" means the trackage rights agreement and all supporting documents furnished by Arizona Eastern Railway, Inc., (AZER) in connection with AZER'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 AZER 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 AZER 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 AZER 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 Arizona Eastern Railway, Inc. (AZER) in STB Finance Docket No. 35115, 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. 35115 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 AZER 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: _____