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April 30, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

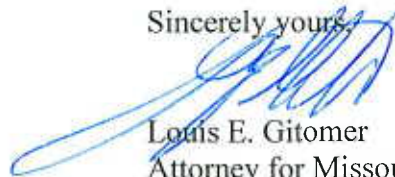
RE: Docket No. 42104, *Entergy Arkansas, Inc. and Entergy Services, Inc. v. Union Pacific Railroad Company and Missouri & Northern Arkansas Railroad Company, Inc.*
Finance Docket No. 32187, *Missouri & Northern Arkansas Railroad Company, Inc.—Lease, Acquisition and Operation Exemption—Missouri Pacific Railroad Company and Burlington Northern Railroad Company*

Dear Acting Secretary Quinlan:

Enclosed for efilng is the Response of the Missouri & Northern Arkansas Railroad Company, Inc. to the Motion to Compel filed by Entergy Arkansas, Inc. and Entergy Services, Inc.

Thank you for your assistance. If you have any questions please call or email me.

Sincerely yours,



Louis E. Gitomer
Attorney for Missouri & Northern Arkansas
Railroad Company, Inc.

Enclosure

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. 42104

ENTERGY ARKANSAS, INC. AND ENTERGY SERVICES, INC.
v.
UNION PACIFIC RAILROAD COMPANY AND MISSOURI & NORTHERN ARKANSAS
RAILROAD COMPANY, INC.

Finance Docket No. 32187

MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.
-LEASE, ACQUISITION AND OPERATION EXEMPTION-
MISSOURI PACIFIC RAILROAD COMPANY AND
BURLINGTON NORTHERN RAILROAD COMPANY

RESPONSE OF MISSOURI & NORTHERN ARKANSAS RAILROAD COMPANY, INC.
TO COMPLAINANTS' MOTION TO COMPEL PRODUCTION OF DOCUMENTS

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Attorneys for: MISSOURI & NORTHERN
ARKANSAS RAILROAD COMPANY, INC.

Dated: April 30, 2008

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SURFACE TRANSPORTATION BOARD

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TO COMPLAINANTS' MOTION TO COMPEL PRODUCTION OF DOCUMENTS

Pursuant to 49 C.F.R. §§ 1114.31(a)(1), Missouri & Northern Arkansas Railroad Company, Inc. ("M&NA") responds to the Motion to Compel Production of Documents filed on April 28, 2008 (the "Motion") by Entergy Arkansas, Inc. ("EAI") and Entergy Services, Inc. ("ESI"), jointly referred to as Entergy.

Entergy filed a Complaint on February 19, 2008 (the "Complaint") requesting the Surface Transportation Board ("Board") to find it to be an unreasonable and unlawful practice to enforce Sections 3.01, 3.04, 4.01, 4.03, 5.05. and 15.01 of a Lease Agreement dated as of December 11, 1992 (the "Lease") between the Union Pacific Railroad Company ("UP"), as lessor, and M&NA, as lessee, to the extent such provisions limited or prevented M&NA from receiving coal from the

BNSF Railway Company (“BNSF”) for transport to Entergy’s Independence Steam Electric Station at Newark, AR (the “Independence Station”). In the alternative, Entergy sought partial revocation of the exemption granted to M&NA to operate the lines it leased under the Lease “to the extent it permits UP to enforce paper barrier provisions of the lease restricting interchange of Entergy’s traffic.”¹ Entergy also requested the Board to find that the Lease was a pooling agreement and that M&NA and UP had not received authority from the Board for pooling.

M&NA and UP Answered the Complaint separately on March 10, 2008. Entergy served discovery on M&NA on March 17, 2008. M&NA responded to discovery on April 16, 2008. On the same date, M&NA filed a Motion for Protective Order with the Board, which was granted on April 18, 2008.

ARGUMENT

Entergy’s Motion raises three issues, which M&NA will address in turn.

A. Agreements Subject to Confidentiality Restrictions.

In Request for Production Nos. 4 and 5, Entergy sought agreements between M&NA and UP and BNSF. Those agreements contain confidentiality provisions, which M&NA takes seriously. There is an exception in the agreements that permit M&NA to produce the agreements in response to an order of a court or regulatory agency. In order to comply with the confidentiality provisions of the agreements, M&NA objected to discovery and refused to produce the documents.

In lieu of producing the agreements, M&NA invited Entergy to file a Motion to Compel to obtain the agreements and stated that it would not oppose a motion to compel production of

¹ The Complaint at 2.

the documents. M&NA will abide by its commitment to Entergy and not oppose the Motion with regard to Request for Production Nos. 4 and 5.

B. Division of Revenues and Fees Paid to M&NA.

M&NA and Entergy have reached an agreement as to this issue.

C. Requirements of the Protective Order.

M&NA and Entergy have reached an agreement as to this issue.

CONCLUSION

M&NA does not oppose Entergy's Motion with respect to the agreements in item A.

M&NA and Entergy have settled the issues in items B and C.

Respectfully submitted,

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Attorneys for: MISSOURI & NORTHERN
ARKANSAS RAILROAD COMPANY, INC.

Dated: April 30, 2008

CERTIFICATE OF SERVICE

I hereby certify that I have caused the foregoing document to be served upon counsel for Entergy Arkansas, Inc., Entergy Services, Inc., and Union Pacific Railroad Company electronically.



Louis E. Gitomer
April 30, 2008