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KAPLAN KIRSCH ROCKWELL

June 30, 2008

E-Filing

Honorable Anne Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: *Los Angeles County Metropolitan Transportation Authority – Abandonment
Exemption – In Los Angeles County, CA (Santa Monica Industrial Lead), Docket
No. AB-409 (Sub-No. 5X)*

Dear Ms. Quinlan:

I am enclosing the Reply of Los Angeles County Metropolitan Transportation Authority
to Motion of James Riffin for Protective Order in the above referenced proceeding.

Sincerely,

Allison I. Fultz

Enclosure

cc: Parties of Record

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**BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, DC**

Docket No. AB-409 (Sub-No. 5X)

**LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
– ABANDONMENT EXEMPTION –
IN LOS ANGELES COUNTY, CA
(SANTA MONICA INDUSTRIAL LEAD)**

**REPLY OF
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
TO
MOTION OF JAMES RIFFIN FOR PROTECTIVE ORDER**

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Dated: June 30, 2008

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**REPLY OF
LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY
TO
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On June 26, 2008, James Riffin (“**Riffin**”) filed a Motion for Protective Order in this proceeding. Los Angeles County Metropolitan Transportation Authority (“**LACMTA**”) hereby submits its reply.

As a preliminary matter, LACMTA notes that by filing this Reply, it does not waive the position set forth in its Petition for Exemption from Conditions Governing Offers of Financial Assistance and Public Use filed in this proceeding on May 29, 2008. LACMTA continues to assert, as set forth in that Petition, that this proceeding should be exempt from requirements relating to offers of financial assistance (each an “**OFA**”) and public use conditions. Once the Board grants that Petition, no protective order will be required and the Board can deny the Motion.

However, if the Board imposes a Protective Order in this proceeding, LACMTA requests that the Board modify the proposed Order. Specifically, in addition to Outside Counsel for LACMTA, any such Order should permit LACMTA staff with knowledge of this proceeding to

review any “Confidential” or “Highly Confidential” information subject to the Protective Order (“Protected Information”). As a public agency, LACMTA has no commercial interest in any Protected Information and no intent to compete with any prospective offeror. Moreover, it would be necessary for LACMTA staff, as the persons most familiar with the facts and information relevant to the potential for the creation of rail service on this line segment,¹ to be able to review the Protected Information and evaluate the viability of any service proposal or request. Allowing LACMTA staff to review the Protected Information will be helpful to the Board’s efficient administration of this matter because LACMTA will be able to contribute its insights, on the basis of its knowledge of the subject property and the rail service in the area, as to the sufficiency, accuracy and relevance of the Protected Information. Additionally, because LACMTA has no commercial interest in the Protected Information, Riffin will not be harmed by a condition allowing LACMTA staff to review and evaluate the Protected Information.

Accordingly, LACMTA requests that paragraphs 2 and 3 of the proposed protective order be modified to state the following:

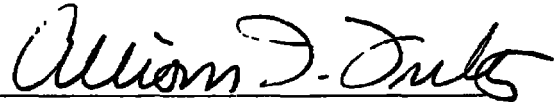
2. Highly Confidential information shall be provided to Outside Counsel or consultants of any party to this proceeding, and to staff of the Los Angeles County Metropolitan Transportation Authority (“LACMTA”) only pursuant to this Protective Order and only upon execution and prior delivery to Riffin of the attached Undertaking. Highly 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 any other purpose. Highly Confidential Information shall not be provided or disclosed to any person or entity who is not Outside Counsel to a party to this proceeding.
3. Highly Confidential information shall not be disclosed in any way or to any person other than the persons listed in the first

¹ Riffin cannot realistically assert that his OFA is designed to “preserve” rail service since, as both Union Pacific Railroad Company and LACMTA have stated with respect to this line, no freight rail service has moved on this line in many years. LACMTA will address the impropriety of an OFA in these circumstances in its reply to the Notice of Intent to File an Offer of Financial Assistance filed by Riffin on June 26, 2008.

sentence of paragraph 2, hereof, without the prior written consent of Riffin, 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 and has executed the attached Undertaking prior to receiving access to this information.

WHEREFORE, LACMTA respectfully requests, if the Board issues a Protective Order in this proceeding, that such order permit LACMTA's internal staff to review any Protected Information.

Respectfully submitted,



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Certificate of Service

I hereby certify that on this 30th day of June, 2008, I caused to be served a copy of the foregoing Reply of Los Angeles County Metropolitan Transportation Authority to James Riffin's Motion for Protective Order to be served by first class mail, postage prepaid, upon:

James Riffin
1941 Greenspring Drive
Timonium, MD 21093


Allison I. Fultz