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Law

Thomas J. Healey
Counsel - Regulatory

17641 S. Ashland Avenue
Homewood, IL 60430-1339

T - 708-332-4381
F - 708-332-4361
tom.healey@cn.ca



August 3, 2009

VIA OVERNIGHT COURIER

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

ENTERED
Office of Proceedings

AUG 4 - 2009

Part of
Public Record

Re: **Finance Docket No. 35271**
Illinois Central Railroad Company – Trackage Rights Exemption – Grand Trunk
Western Railroad Company

Dear Ms. Quinlan:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Motion for Protective Order**, of Grand Trunk Western Railroad Company dated August 3, 2009. A disk containing the text of the proposed protective order is enclosed.

Please feel free to contact me should any questions arise regarding this filing. Thank you for your assistance on this matter.

Respectfully submitted,

Thomas J. Healey

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35271

ILLINOIS CENTRAL RAILROAD COMPANY

-- TRACKAGE RIGHTS EXEMPTION --

GRAND TRUNK WESTERN RAILROAD COMPANY

**MOTION FOR PROTECTIVE ORDER OF
GRAND TRUNK WESTERN RAILROAD COMPANY**

Thomas J. Healey
Counsel - Regulatory
CN
17641 S. Ashland Avenue
Homewood, IL 60430
Tel: (708) 332-4381
Fax: (708) 332-4361

**ATTORNEY FOR GRAND TRUNK
WESTERN RAILROAD COMPANY**

Dated: August 3, 2009

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35271

ILLINOIS CENTRAL RAILROAD COMPANY

-- TRACKAGE RIGHTS EXEMPTION --

GRAND TRUNK WESTERN RAILROAD COMPANY

**MOTION FOR PROTECTIVE ORDER
GRAND TRUNK WESTERN RAILROAD COMPANY**

Pursuant to 49 C.F.R. § 1104.14(b), Grand Trunk Western Railroad Company. ("User") hereby request that the Board issue a protective order allowing User to keep under seal an agreement between User and Illinois Central Railroad Company ("Owner") that was filed in Finance Docket No. 35271.

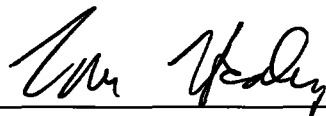
User has filed a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(7) for User's acquisition of rights described in the notice of exemption. The agreement contains commercially sensitive and confidential information the public release of which would cause competitive or other injury to User and/or Owner. Public disclosure of the complete agreement is not necessary for the consideration or disposition of User's notice of exemption.

User thus requests that the Board issue a protective order in this docket herein governing access to, and keep under seal, the agreement filed under seal in Finance Docket No. 35271. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., The Kansas City Southern Railway Company – Trackage Rights Exemption – Illinois

Central Railroad Company, Finance Docket No. 34309 (STB served February 4, 2003); CSX Transportation, Inc. – Trackage Rights Exemption – Norfolk Southern Railway Company, Finance Docket No. 34254 (STB served October 24, 2002).

WHEREFORE, User respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,

By: _____

Thomas J. Healey
Counsel - Regulatory
CN
17641 S. Ashland Avenue
Homewood, IL 60430
Tel: (708) 332-4381
Fax: (708) 332-4361

**ATTORNEY FOR GRAND TRUNK
WESTERN RAILROAD COMPANY**

Dated: August 3, 2009

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the Agreement between User and Owner filed in Finance Docket No. 35271.

2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to User 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 written consent of User or an order of the Board, solely for use in connection with these 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 User 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 § C.F.R. 1104.14.

6. If any party intends to use Confidential Information at hearings in the subject STB docket or in any related Board proceedings, or in any judicial review proceedings 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 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

I, _____, have read the Protective Order governing the filing of Confidential Information by User in STB Finance Docket No. 35271 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 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. 35271 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 sufficient remedy for breach of this Undertaking, and that User 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.

Dated: _____

Signature: _____

Position: _____

Affiliation: _____