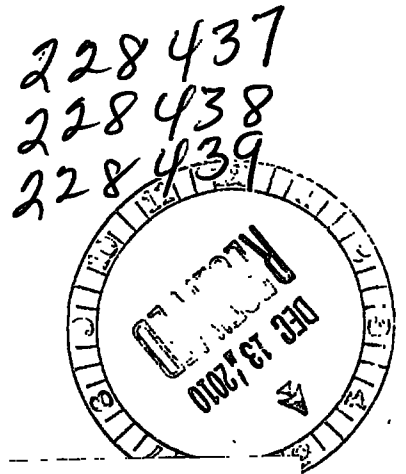


BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION ELECTRIC COMPANY D/B/A
AMEREN MISSOURI and MISSOURI
CENTRAL RAILROAD COMPANY,

Complainants,

v.

UNION PACIFIC RAILROAD COMPANY,

Defendant.

NOR 42126

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MISSOURI CENTRAL RAILROAD
COMPANY – ACQUISITION AND
OPERATION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

and

GRC HOLDINGS CORPORATION –
ACQUISITION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

Finance Docket No. 33508

Finance Docket No. 33537

UNION PACIFIC'S REPLY TO MOTION FOR PROTECTIVE ORDER

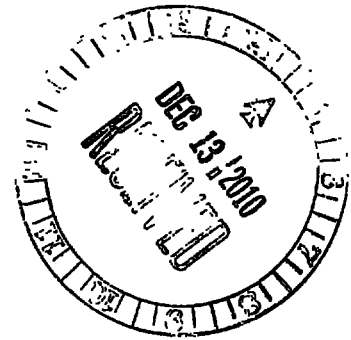
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December 13, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION ELECTRIC COMPANY *D/B/A*
AMEREN MISSOURI and MISSOURI
CENTRAL RAILROAD COMPANY,

Complainants,

v.

UNION PACIFIC RAILROAD COMPANY,

Defendant.

NOR 42/26

MISSOURI CENTRAL RAILROAD
COMPANY – ACQUISITION AND
OPERATION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

and

GRC HOLDINGS CORPORATION –
ACQUISITION EXEMPTION – LINES OF
UNION PACIFIC RAILROAD COMPANY

Finance Docket No. 33508

Finance Docket No. 33537

UNION PACIFIC'S REPLY TO MOTION FOR PROTECTIVE ORDER

Union Pacific Railroad Company (“Union Pacific”) hereby replies to the Motion for Protective Order filed by Union Electric Company d/b/a Ameren Missouri and Missouri Central Railroad Company (collectively, “Ameren/MCRR”), on November 22, 2010, in connection with Ameren/MCRR’s complaint filed in the above-captioned dockets.

Union Pacific asks the Board to deny the Motion. The proposed order would affect not only Ameren/MCRR, but also Union Pacific, and our brief review revealed several differences between the proposal and the protective orders that have been entered in recent cases

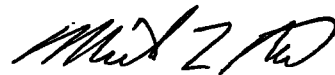
involving Union Pacific. For example, we observed differences in the definitions of “Highly Confidential” and “Confidential” information, in the procedures for challenging designations of information as confidential, and in the rules regarding who may retain copies of pleadings that contain confidential material.

Union Pacific believes that, given the opportunity, we could resolve our concerns by engaging in discussions with counsel for Ameren/MCRR. Indeed, we believe that the Board expects parties to confer before filing motions on procedural matters such as protective orders. *See* 49 C.F.R. § 1111.10(a).

Although Ameren/MCRR requested expedited consideration of their motion, Union Pacific sees no need for a protective order yet. Ameren/MCRR served an unredacted copy of the complaint on Union Pacific, so were able to review the allegations and prepare our answer, and we do not object to keeping the unredacted version of the complaint under seal.

In conclusion, Union Pacific asks the Board to deny Ameren/MCRR’s motion and allow the parties to discuss a protective order and other procedural matters within the framework established in 49 C.F.R. § 1111.10(a).

Respectfully submitted,



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December 13, 2010

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, hereby certify that on this 13th day of December, 2010, I caused a copy of Union Pacific's Reply to Motion for Protective Order to be served by U.S. first-class mail, postage prepaid, or by a more expeditious manner of service on:

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