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June 10, 2008

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Illinois Commerce Commission
RAIL SAFETY SECTION

The Honorable Dean W. Jackson
Chief Administrative Law Judge
Illinois Commerce Commission
527 E. Capital Avenue
Springfield, IL 62701

RE: United Transportation Union v. CSX Transportation Inc.
Case No. T08-0042
Our File No. 4487-076

Dear Judge Jackson:

Our law firm represents Respondent, CSX Transportation Inc., (CSXT) in the above matter. At the hearing on June 5, 2008 we advised you that the parties were in the process of negotiating a protective order as to confidential and proprietary information of CSXT, which would include the engineering report to be disclosed herein. We reported that while the parties had agreed in principal to a protective order, that there remained an issue as to the individuals to whom information could be disclosed. In response to my question as to how the subject order would be entered, you advised that it would be permissible for me to send you directly the order for your entry and filing.

The parties have now reached agreement as to the entry of our proposed order. In addition to approval by Mr. Lapp, counsel for UTU, Mr. Saladino, on behalf of ICC Staff, has advised me that he does not have any objection to the entry of the order.

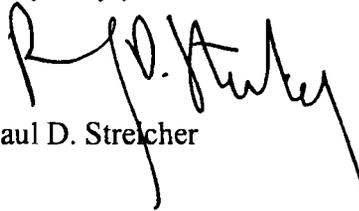
Enclosed are an original and copies of the protective order. I would appreciate your entering the enclosed order. As I am unsure as to the procedure you wish to follow in terms of disseminating the order, I have enclosed a self-addressed stamped envelope so that you may return an entered copy to my attention. I will then distribute the entered

JS
DM/DJ

The Honorable Dean W. Jackson
June 10, 2008
Page 2

order. If there is another manner in which you would prefer to handle the entry of the subject order, please let me know.

Very truly yours,

A handwritten signature in black ink, appearing to read "P. D. Stretcher", written in a cursive style.

Paul D. Stretcher

PDS:jh
Enclosure

cc: Timothy Rapp (w/enclosure)
John Saladino (w/enclosure)
David Schmidt (w/enclosure)

IT IS HEREBY ORDERED:

1. This Order shall govern all information produced at hearings, trial or in response to the parties' existing or future discovery or data requests, including documents produced by the parties, or by other persons or business organizations and their agents or employees, who are not parties to the litigation, but who receive subpoenas to produce records or give discovery depositions at the instance of one of the parties.

2. As used in this Order, "Confidential Information" shall refer to all information produced or otherwise disclosed by the parties hereto (their officers, agents, employees, and servants), and which is so designated by the parties, subject to the limitations contained herein or as set forth in 83 Illinois Administrative Code, Ch. I, § 200.605.

3. Any party producing any information may, in good faith, designate all, or any portion or portions thereof, as "Confidential Information," subject to the limitations contained herein. However, no party may make "blanket" designations of confidentiality, and all such designations must be reasonable.

The designation of "Confidential Information" may be made by letter to all counsel designating by sufficient description which documents are to be treated as Confidential Information or by placing or affixing thereon (in such manner so as to not interfere with the legibility thereof) the following notice:

" CONFIDENTIAL "

4. Information bearing such notice shall be considered and treated as Confidential Information unless the entity producing information shall clearly indicate thereon that only a portion of the information is to be so treated.

5. Information produced prior to the entry of this Order may be designated as in paragraph 3 above, and will then be governed by the provisions of this Order.

6. Any information that has been designated as Confidential Information in accordance with this Protective Order may only be disclosed to the following entities:

- (a) As to CSXT, its officers, directors and employees if necessary to aid in the litigation. As to UTU, its Director, Joseph C. Szabo;
- (b) Attorneys for the parties and the Illinois Commerce Commission, including paralegals and administrative staff who are assisting the attorneys in this litigation;
- (c) Any person who is named on the face of such document as having been its author or one of its recipients, or who appears from other documents or testimony to have been a recipient of such document;

- (d) The Court before which this case is pending, including court personnel who are authorized to review such information;
- (e) Any stenographer or court reporter present in his or her official capacity at any hearing, deposition, or other proceeding in this case;
- (f) Copy services retained by a party's attorney to handle or reproduce such information;
- (g) Any outside expert, consultant or other person designated by a party to the extent deemed necessary to aid counsel in the prosecution, defense or settlement of this cause; provided that such person shall first execute an Agreement to Be Bound by this Protective Order in the form of Exhibit A attached hereto, which Agreement shall remain in the possession of counsel for the party designating such person; and
- (h) Any witness at any deposition, investigation or hearing in this matter to the extent deemed necessary to aid counsel in the prosecution, defense or settlement of this matter; provided that the witness or other person either executes an Agreement to Be Bound by this Protective Order in the form of Exhibit A attached hereto, or agrees on the record to be bound by the terms of this Protective Order.

7. Any party disagreeing with the designation of any confirmation as Confidential Information may so notify the other party, and if agreement is not reached as to said designation, the materials and/or information designated as Confidential Information shall be treated as such by the receiving party and those receiving the same in accordance with the provisions of this Order until otherwise ordered by the Court or until agreed to by the Parties. It shall be understood, however, that a party does not waive its right to disagree with the designation of information as Confidential Information because it did not do so on some prior occasion when it could have done so.

8. Nothing in this Order shall be deemed to preclude any party from seeking and obtaining, on an appropriate showing, additional confidentiality protection or relief from this Order with respect to particular information designated hereunder as Confidential Information.

9. Confidential Information shall be used solely in discovery, preparation for trial, trial and/or appeal in the instant cause. No person or entity shall disclose information subject to this Order to any person not entitled under this Order to receive it during the pendency of, or subsequent to, this cause.

10. If a party or non-party subject to this Order desires to include "Confidential" materials or any information derived therefrom in papers to be filed with the Illinois Commerce Commission, it shall label such papers or portions thereof "Confidential - Subject to Court Order," and shall file them under seal.

11. At the conclusion of this case, all documents and testimony designated or treated as confidential, and all copies thereof, shall be returned to counsel for the producing party. However, counsel for the parties may retain documents and testimony designated or treated as confidential, provided that said information be maintained under seal in their office file and that said information be treated pursuant to the terms of this order. Except as provided herein, neither the parties, nor any third person provided documents, except for copies filed with the Illinois Commerce Commission under seal, shall retain copies of any such documents and testimony after conclusion of this case.

12. After the final termination of this action, the provisions of this Order shall continue to be binding upon all counsel, the parties herein, and all others subject to this Order and the Court shall retain subject matter and in personam jurisdiction subsequent to the conclusion of this action to enforce the terms hereof.

ENTER:

Date: _____, 2008

JUDGE

David R. Schmidt, Esq.
Paul D. Streicher, Esq.
FEDOTA CHILDERS, P.C.
Three First National Plaza
70 W. Madison Street, Suite 390
Chicago, IL 60602
(312) 236-5015

EXHIBIT "A"
AGREEMENT TO BE BOUND BY PROTECTIVE ORDER

I understand that I will be shown documents or provided with information or materials that have been designated as Confidential. I also understand that the documents, materials, or information may contain trade secrets, confidential, privileged, or proprietary information.

I have read the Agreed Protective Order ("Protective Order") in the action entitled *UNITED TRANSPORTATION UNION - Illinois Legislative Board v. CSX TRANSPORTATION INC.*, Case No. T08-0042, pending in the Illinois Commerce Commission. I understand it and agree to be bound by its terms and provisions. Without limiting my obligations under the Protective Order, I understand and agree that:

1. I cannot and will not use any Confidential Information (as that term is defined in the Protective Order) for any purpose, including any business or commercial purpose, other than to assist counsel or the Court in the prosecution, defense or settlement of this Litigation. Any use of Confidential Information must be as provided in the Protective Order or subsequent court order.
2. If I am given copies of any Confidential Information, I agree to return or destroy it when requested, in accordance with the Protective Order.
3. I understand that violation of this Agreement may result in my being held in contempt of Court and declared responsible for certain fees and costs.

Signature

Printed Name

Address

City, State, Zip Code

Date of Signing