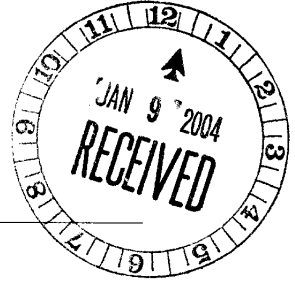


**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.**



HENNEPIN COUNTY REGIONAL RAILROAD)
AUTHORITY (HCRRA) - ABANDONMENT)
EXEMPTION, LOCATED IN MCLEOD, CARVER,)
AND HENNEPIN COUNTIES, MINNESOTA)

DOCKET No. AB-864X

NOTICE OF EXEMPT ABANDONMENT OF A LINE OF RAILROAD LOCATED BETWEEN MILE
POST 24.6 +/- NEAR WAYZATA AND MILE POST 68.5 +/- IN HUTCHINSON, MCLEOD,
CARVER AND HENNEPIN COUNTIES, MINNESOTA, WHICH TRAVERSES THROUGH UNITED
STATES POSTAL ZIP CODES 55323, 55350, 55354, 55356, 55360, 55361, 55364, 55367,
55375, 55381, 55384, 55387, AND 55391

MOTION FOR PROTECTIVE ORDER
IN COMPLIANCE WITH
49 C.F.R. PART 1104

Hennepin County Regional Railroad Authority

MARILYN J. MALONEY (9996x)
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Fax No: (612) 348-8299

Dated: January 6, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.**

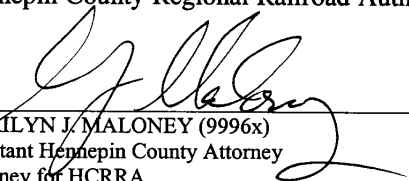
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**MOTION FOR PROTECTIVE ORDER
IN COMPLIANCE WITH
49 C.F.R. PART 1104**

The Hennepin County Regional Railroad Authority (HCRRA) hereby moves the
Surface Transportation Board (STB) in conformance with the STB's rules at 49 CFR
1104.14, to issue a protective order with respect to the materials attached to this Motion
as Exhibit D – Feasibility Study as it contains commercial shipper information that, if
made public, could be competitively damaging. A copy of the proposed protective
order is attached as Exhibit E.

Hennepin County Regional Railroad Authority



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Dated: January 6, 2004

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EXHIBIT E
PROPOSED PROTECTIVE ORDER

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "confidential information" means the Analysis of the Dakota Rail Line-Feasibility Study of Resuming Operations on the Wayzata-Hutchinson Branch dated November 12, 2002, prepared by Mark Amfahf for the Hennepin County Regional Railroad Authority (HCRRA) filed on January __, 2004, in STB Docket No. AB-864X.
2. The confidential information shall be used 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. The confidential information shall not be disclosed in any way or to any person without the written consent of HCRRA or an order of the Board, except: to outside counsel or consultants of parties to these proceedings, solely for use in connection with this and any related Board proceedings, or any judicial review proceeding arising therefrom, provided that such outside counsel or consultant has been given and has read a copy of this Protective Order and agrees to be bound by its terms by signing the attached Undertaking prior to receiving access to this information.
4. Any documents containing the confidential information must be destroyed, and notices of such destruction must be served on the Board 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 CFR 1104.14.
6. If any party intends to use the confidential information at hearings in this proceeding or in any related Board proceedings, or in any judicial review proceeding 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 this Protective Order.
7. All parties must comply with all of the 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 production of confidential information in STB Docket No. AB-864X, 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 purposes other than the preparation and preservation of evidence and argument in STB Docket No. AB-864X 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 the Order and has not executed an Undertaking in the form hereof.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking and that HCRRA 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