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The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

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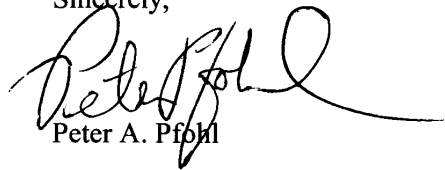
Re: Docket No. 42059, Northern States Power Company Minnesota
d/b/a Xcel Energy v. Union Pacific Railroad Company

Dear Secretary Williams:

Enclosed for filing in the above-referenced proceeding are the original and ten copies of the parties' Joint Proposal Concerning Modification of Protective Order. This filing is being submitted in response to the Board's directive in its Decision served April 25, 2003, in Ex Parte No. 638 and embraced rail rate proceedings.

We have enclosed an additional hard copy of this filing to be date-stamped and returned to the bearer of this letter. Thank you for your attention to this matter.

Sincerely,


Peter A. Pfohl

Enclosures

cc: Michael L. Rosenthal, Esq.

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Ex Parte No. 638

PROCEDURES TO EXPEDITE RESOLUTION OF RATE CHALLENGES TO BE
CONSIDERED UNDER THE STAND-ALONE COST METHODOLOGY

STB Docket No. 42059

NORTHERN STATES POWER COMPANY MINNESOTA D/B/A XCEL ENERGY

v.

UNION PACIFIC RAILROAD COMPANY

**JOINT PROPOSAL CONCERNING MODIFICATION
OF PROTECTIVE ORDER IN DOCKET NO. 42059**

Northern States Power Company Minnesota D/B/A Xcel Energy and Union Pacific Railroad Company, the parties to Docket No. 42059, have agreed on certain modifications to the existing protective order which they believe are appropriate to comply with the Board's Decision served April 3, 2003, in Ex Parte No. 638, Procedures to Expedite Resolution of Rate Challenges to Be Considered Under the Stand-Alone Cost Methodology. Accordingly, and pursuant to the Board's Decision in Ex Parte No. 638 and embraced rate proceedings served April 25, 2003, these parties jointly propose that the protective order in this proceeding be modified to include the following

additional paragraph.

1. Each party has a right to view its own data, information and documentation (i.e., information originally generated or compiled by or for that party), even if that data, information and documentation has been designated as Highly Confidential by a producing party, without securing prior permission from the producing party.¹ If a party (the “filing party”) files and serves upon the other party (the “reviewing party”) a pleading or evidence containing the filing party’s Highly Confidential material, the filing party shall also prepare and serve contemporaneously upon the reviewing party a Confidential Version of the pleading or evidence (including both hardcopy and electronic workpapers) from which the filing party’s Highly Confidential material has been redacted. The Confidential Version may be provided in hardcopy or electronic format at the option of the filing party, and may be disclosed to those personnel employed by the reviewing party who have read a copy of this Protective Order and executed the attached Undertaking for Confidential Material (“In-house Personnel”). Alternatively, in lieu of preparing and serving a Confidential Version of any such pleading or evidence, the filing party may provide to outside counsel for the reviewing party a list of the filing party’s own Highly Confidential information that must be redacted from its Highly Confidential Version (including both hardcopy and electronic workpapers) prior to review by the reviewing party’s In-house Personnel. If the filing party chooses this latter option, it shall provide the list to outside counsel for the reviewing party contemporaneously with the filing of the Highly Confidential Version, and such outside counsel shall redact the designated material prior to review of the pleading or evidence (including both hardcopy and electronic workpapers) by the reviewing party’s In-house Personnel.

The parties note that they each originally proposed to one another differing versions of proposed modifications they believed appropriate to comply with the Board’s April 25th order. The parties acknowledge that the above-proposed paragraph differs from each of their preferred original proposals and from the proposed modifications being made by parties in the other dockets encompassed in the Board’s

¹ A similar sentence is already included in paragraph 15 of the parties’ protective order. The new paragraph, including this sentence, would replace paragraph 15 of that protective order.

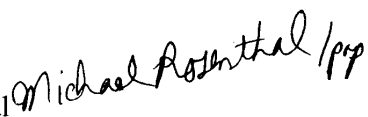
Order. However, given the circumstances of this case, with the evidentiary record already closed, and in the spirit of compromise in order to reach a mutual agreement, the parties have agreed on the above-proposed paragraph. The parties' proposed paragraph should not be construed as an acknowledgment by either party that the language of this paragraph is appropriate for any other proceeding.

Respectfully submitted,

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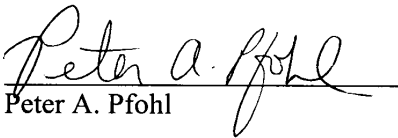
*Attorneys for Northern States Power
Company Minnesota d/b/a Xcel
Energy*

*Attorneys for Union Pacific
Railroad Company*

Dated: May 9, 2003

CERTIFICATE OF SERVICE

I hereby certify that on this 9th day of May, 2003, I caused a copy of the foregoing Joint Proposal to Modify Protective Order to be served upon all known parties of record in Ex Parte No. 638 and in the rail rate proceedings listed in the Board's Decision served April 25, 2003, in Ex Parte No. 638 et al.


Peter A. Pfohl