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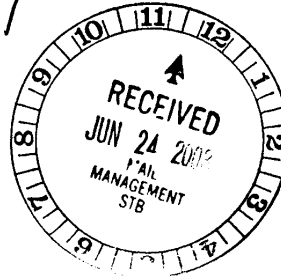
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208174

June 24, 2003



BY HAND

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: Finance Docket No. 34342, Kansas City Southern – Control – The
Kansas City Southern Railway Company, Gateway Eastern Railway
Company, and The Texas Mexican Railway Company

Dear Secretary Williams:

Enclosed for filing in the above-captioned matter please find an original and 25 copies of Union Pacific Railroad Company's Notice of Intent to Participate ("UP-3"), along with an electronic copy on a 3.5 inch disk in a format compatible with WordPerfect 10.0.

I have also enclosed an extra copy to be date stamped and returned to our messenger.

Thank you for your assistance.

Sincerely,

Michael L. Rosenthal

ENTERED
Office of Proceeding

JUN 24 2003

Part of
Public Record

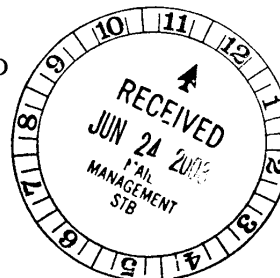
Enclosure

UP-3

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 34342

KANSAS CITY SOUTHERN
- CONTROL -
THE KANSAS CITY SOUTHERN RAILWAY COMPANY, GATEWAY EASTERN
RAILWAY COMPANY, AND THE TEXAS MEXICAN RAILWAY COMPANY



NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 2 in the above-captioned matter, Union Pacific Railroad Company hereby files its notice of intent to participate in this proceeding as a party of record and requests that the in-house and outside counsel listed below be added to the official service list.

Respectfully submitted,

J. MICHAEL HEMMER
LAWRENCE E. WZOREK
LOUISE A. RINN
Union Pacific Railroad Company
1416 Dodge Street
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(202) 662-5582

*Attorneys for Union Pacific Railroad
Company*

June 24, 2003

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CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, hereby certify that on this 24th day of June, 2003, I caused a copy of Union Pacific's Notice of Intent to Participate ("UP-3") to be served by hand on:

William A. Mullins
David C. Reeves
Sandra L. Brown
Troutman Sanders LLP
401 Ninth Street, N.W.
Suite 1000
Washington, D.C. 20004-2134

Richard H. Streeter
Barnes & Thornburg
750 Seventeenth Street, N.W.
Suite 900
Washington, D.C. 20006

by overnight mail on:

W. James Wochner
Thomas J. Healy
Kansas City Southern
427 West 12th Street
Kansas City, MO 64105

by first-class mail, postage prepaid on:

Secretary of the United States
Department of Transportation
400 Seventh Street, S.W.
Washington, D.C. 20590

Attorney General of the United States
c/o Assistant Attorney General
Antitrust Division
Room 3645
Department of Justice
Washington, D.C. 20530

and by first-class mail, postage prepaid or by a more expeditious manner of delivery on all other parties of record in Finance Docket No. 34342.



Michael L. Rosenthal