

208491

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE NW
WASHINGTON, DC 20004-2401
TEL 202.662.6000
FAX 202.662.6291
WWW.COV.COM

WASHINGTON
NEW YORK
SAN FRANCISCO
LONDON
BRUSSELS

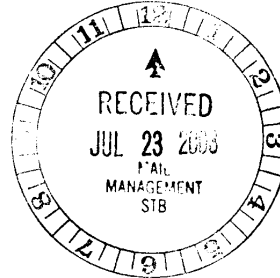
MICHAEL L. ROSENTHAL
TEL 202.662.5448
FAX 202.778.5448
MROSENTHAL@COV.COM

July 23, 2003

BY HAND

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

ENTERED
Office of Proceedings
JUL 23 2003
Part of
Public Record



Re: Finance Docket No. 34342, Kansas City Southern – Control – The Kansas
City Southern Ry., Gateway Eastern Ry. & The Texas Mexican Ry.

Dear Secretary Williams:

Enclosed for filing in the above-captioned matter please find an original and 10 copies of Union Pacific Railroad Company's Notice of Intent to Speak (UP-5).

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

Thank you for your assistance.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Michael L. Rosenthal'.

Michael L. Rosenthal

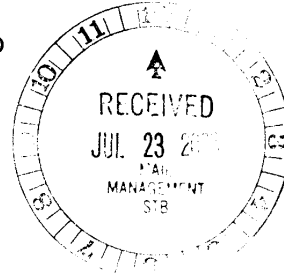
Enclosure

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 SPEAK

Pursuant to Decision No. 3 in the above-captioned matter, Union Pacific Railroad Company ("UP") hereby files its notice of intent to speak at the public hearing in this case scheduled for July 31, 2003. UP will be represented by J. Michael Hemmer, UP's Vice President - Law. UP requests an allotment of eight minutes to make its presentation.

Respectfully submitted,

J. MICHAEL HEMMER
LAWRENCE E. WZOREK
LOUISE A. RINN
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000



CAROLYN F. CORWIN
DAVID L. MEYER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2401
(202) 662-5582

July 23, 2003

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, hereby certify that on this 23rd day of July, 2003, I caused a copy of Union Pacific's Notice of Intent to Speak ("UP-5") to be served by hand on:

William A. Mullins
David C. Reeves
Baker & Miller PLLC
915 Fifteenth Street, NW
Suite 1000
Washington, DC 20005-2318

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

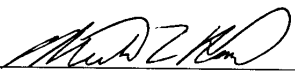
Allan Van Fleet, Esq.
Vinson & Elkins
2300 First City Tower
1001 Fannin
Houston, TX 77002-6760

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