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September 11, 2003

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
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Washington, D.C. 20423-0001

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

Dear Secretary Williams:

Pursuant to Decision No. 7 served on September 8, 2003, in the above-referenced proceeding, this letter sets forth the comments of The Burlington Northern and Santa Fe Railway Company (“BNSF”) on the request of the Trustee of the Mexrail Voting Trust for “authority, direction or guidance” from the Board on the matters set forth in the Trustee’s September 5, 2003 letter to the Board. In his September 5 letter, the Trustee requested “authority, direction or guidance” from the Board as a result of the notice which he received from TFM, S.A. de C.V. (“TFM”) that it was exercising its contractual right to repurchase the 51% of the voting shares of Mexrail (the parent of Tex Mex) purchased by KCS and placed in the Voting Trust. In Decision No. 7, the Board indicated that it has the authority to approve the “plan of divestiture” with respect to which the Trustee seeks authority and invited parties to reply to the Trustee’s request.

As set forth in BNSF’s pleadings in this proceeding, it is critical to the preservation of effective competition for BNSF customers’ traffic moving between the U.S. and Mexico via the Laredo gateway, and to the preservation of BNSF’s ability to fulfill the rights it received pursuant to the UP/SP merger as a competitive replacement for SP, that Tex Mex continue to provide commercially reasonable rates and charges, and responsive, competitive interline service for BNSF’s customers for traffic moving over Tex Mex between interchanges at Robstown/Corpus Christi and Laredo, and that access to the International Bridge at Laredo for BNSF traffic via Tex Mex be undiminished and be provided on a neutral, non-discriminatory basis. Accordingly, BNSF requests that, should the Board determine to approve the repurchase of the Mexrail shares, it make clear that, under the ownership of TFM, Tex Mex and Mexrail

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Independent Mexico City Correspondent: Jauregui, Navarrete, Nader y Rojas, S.C.

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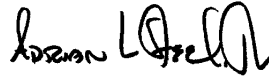
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must continue to provide such rates and charges and service for BNSF's interline traffic across Tex Mex and to the International Bridge on an undiminished basis.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Adrian L. Steel, Jr.", with a stylized flourish at the end.

Adrian L. Steel, Jr.

cc: All Parties of Record