

September 30, 2003

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

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Re: Finance Docket No. 34342, *Kansas City Southern* SEP 30 2003
– *Control – The Kansas City Southern Ry.,*
Gateway Eastern Ry. & The Texas Mexican Ry. Part of
Public Record

Dear Secretary Williams:

Please find enclosed for filing in the above-captioned proceeding the original and twenty-five (25) copies of Comments of The Burlington Northern and Santa Fe Railway Company on the Procedural Schedule (BNSF-6). Also enclosed is a 3.5 inch disk containing the text of the pleading in WordPerfect 9 format.

I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

Sincerely yours,

Adrian L. Steel, Jr.

Enclosures

cc: All Parties of Record

209023

BNSF-6

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

COMMENTS OF
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
ON THE PROCEDURAL SCHEDULE

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Part of
Public Record

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Richard E. Weicher
Sidney L. Strickland, Jr.
Michael E. Roper

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Attorneys for The Burlington Northern and Santa Fe Railway Company

Dated: September 30, 2003

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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

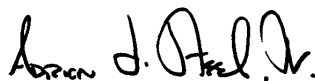
COMMENTS OF
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
ON THE PROCEDURAL SCHEDULE

Pursuant to Decision No. 9 in this proceeding, The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its comments on whether, in light of recent developments, the Surface Transportation Board ("STB" or "Board") should suspend the procedural schedule adopted in Decision No. 2, which provides for a final decision on October 17, 2003. In its prior pleadings, BNSF has set forth its position with respect to the proposed acquisition by Kansas City Southern ("KCS") of control of The Texas Mexican Railway Company ("Tex Mex"). Specifically, BNSF has requested the Board to impose a condition on its approval of the acquisition that would require the Laredo, Robstown/Corpus Christi, and Brownsville gateways to be kept open on commercially reasonable terms.

BNSF takes no position on whether the Board should suspend the procedural schedule. However, if KCS and Grupo TMM, S.A. are able to resolve their disputes

through mediation or arbitration and reach an agreement to proceed with KCS' acquisition of Grupo Transportacion Ferroviaria Mexicana, S.A. de C.V. (and thus enable KCS to obtain control over Tex Mex), it is possible that the terms and conditions governing the transaction may be changed or modified. If the terms and conditions governing the transaction are changed or modified, an opportunity will, of course, need to be provided for parties to review and comment on those modified terms and conditions and for the Board to consider them.

Respectfully submitted,



Jeffrey R. Moreland
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Sidney L. Strickland, Jr.
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Attorneys for The Burlington Northern and Santa Fe Railway Company

Dated: September 30, 2003

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served on all parties of record in Finance Docket No. 34342 by first-class mail or a more expeditious manner.

Ann D. Steel, Jr.