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KANSAS CITY SOUTHERN INDUSTRIES INC  
Form 10-K/A  
April 02, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2001

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number 1-4717

KANSAS CITY SOUTHERN INDUSTRIES, INC.  
(Exact name of Company as specified in its charter)

Delaware 44-0663509  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

114 West 11th Street, Kansas City, Missouri 64105  
(Address of principal executive offices) (Zip Code)

Company's telephone number, including area code (816) 983-1303

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Name of each exchange on which registered
----- Preferred Stock, Par Value \$25 Per Share, 4%, Noncumulative	----- New York Stock Exchange
Common Stock, \$.01 Per Share Par Value	New York Stock Exchange

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Company's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Company Stock. The Company's common stock is listed on the New York Stock Exchange under the symbol "KSU." As of March 8, 2002, 59,985,142 shares of common stock and 242,170 shares of voting preferred stock were outstanding. On

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such date, the aggregate market value of the voting and non-voting common and preferred stock held by non-affiliates of the Company was approximately \$937.5 million (amount computed based on closing prices of preferred and common stock on New York Stock Exchange).

### DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the following documents are incorporated herein by reference into Part of the Form 10-K as indicated:

Document	Part of Form 10-K into which incorporated
----- Company's Definitive Proxy Statement for the 2002 Annual Meeting of Stockholders, which will be filed no later than 120 days after December 31, 2001	----- Parts I, III

### Explanatory Note

In the first amendment to the Registrant's Form 10-K for the year ended December 31, 2001, the Registrant hereby amends the unnumbered item in Part III to correct certain dates related to the Company's annual meeting of stockholders. The Registrant also amends Item 14(a)(1) to correct the reference to the KPMG LLP report date to March 28, 2002.

### Part III

The Company has incorporated by reference certain responses to the Items of this Part III pursuant to Rule 12b-23 under the Exchange Act and General Instruction G(3) to Form 10-K. The Company's definitive proxy statement for the annual meeting of stockholders scheduled for May 2, 2002 ("Proxy Statement") will be filed no later than 120 days after December 31, 2001.

#### Item 10. Directors and Executive Officers of the Company

##### (a) Directors of the Company

The information set forth in response to Item 401 of Regulation S-K under the heading "Proposal 1 - Election of Two Directors" and "The Board of Directors" in the Company's Proxy Statement is incorporated herein by reference in partial response to this Item 10.

##### (b) Executive Officers of the Company

The information set forth in response to Item 401 of Regulation S-K under "Executive Officers of the Company," an unnumbered Item in Part I (immediately following Item 4, Submission of Matters to a Vote of Security Holders), of this Form 10-K is incorporated herein by reference in partial response to this Item 10.

##### (c) Compliance with Section 16(a) of the Exchange Act

The information set forth in response to Item 405 of Regulation S-K under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's Proxy Statement is incorporated herein by reference in partial response to this Item 10.

#### Item 11. Executive Compensation

The information set forth in response to Item 402 of Regulation S-K under

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"Management Compensation" and "The Board of Directors -- Compensation of Directors" in the Company's Proxy Statement, (other than the Compensation and Organization Committee Report on Executive Compensation and the Stock Performance Graph), is incorporated by reference in response to this Item 11.

### Item 12. Security Ownership of Certain Beneficial Owners and Management

The information set forth in response to Item 403 of Regulation S-K under the heading "Principal Stockholders and Stock Owned Beneficially by Directors and Certain Executive Officers" in the Company's Proxy Statement is hereby incorporated by reference in response to this Item 12.

The Company has no knowledge of any arrangement the operation of which may at a subsequent date result in a change of control of the Company.

### Item 13. Certain Relationships and Related Transactions

The information set forth in response to Item 404 of Regulation S-K under the heading "Compensation Committee Interlocks and Insider Participation; Certain Relationships and Related Transactions" in the Company's Proxy Statement is incorporated by reference in response to this Item 13.

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## Part IV

### Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) List of Documents filed as part of this Report

(1) Financial Statements

The financial statements and related notes, together with the report of KPMG LLP dated March 28, 2002 and the report of PricewaterhouseCoopers LLP dated March 22, 2001, appear in Part II Item 8, Financial Statements and Supplementary Data, of the Form 10-K for the year ended December 31, 2001.

(2) Financial Statement Schedules

The schedules and exhibits for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission appear in Part II Item 8, Financial Statements and Supplementary Data, under the Index to Financial Statements of the Form 10-K for the year ended December 31, 2001.

(3) List of Exhibits

(a) Exhibits

The Company has incorporated by reference herein certain exhibits as specified below pursuant to Rule 12b-32 under the Exchange Act.

(2) Plan of acquisition, reorganization, arrangement, liquidation or succession (Inapplicable)

(3) Articles of Incorporation and Bylaws

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### Articles of Incorporation

- 3.1 Exhibit 3.1 to the Company's Registration Statement on Form S-4 originally filed January 25, 2001 (Registration No. 333-54262), as amended and declared effective on March 15, 2001 (the "S-4 Registration Statement"), Restated Certificate of Incorporation, as amended, is hereby incorporated by reference as Exhibit 3.1

### Bylaws

- 3.2 Exhibit 3.2 to the Company's Form 10-Q for the quarter ended March 31, 2001 (Commission File No. 1-4717), The Company's By-Laws, as amended and restated to May 2, 2001, is hereby incorporated by reference as Exhibit 3.2

### (4) Instruments Defining the Right of Security Holders, Including Indentures

- 4.1 The Fourth, Seventh, Eighth, Eleventh, Twelfth, Thirteenth, Fourteenth, Fifteenth and Sixteenth paragraphs of Exhibit 3.1 hereto are incorporated by reference as Exhibit 4.1
- 4.2 Article I, Sections 1, 3 and 11 of Article II, Article V and Article VIII of Exhibit 3.2 hereto are incorporated by reference as Exhibit 4.2

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- 4.3 The Indenture, dated July 1, 1992 between the Company and The Chase Manhattan Bank (the "1992 Indenture") which is attached as Exhibit 4 to the Company's Shelf Registration of \$300 million of Debt Securities on Form S-3 filed June 19, 1992 (Registration No. 33-47198) and as Exhibit 4(a) to the Company's Form S-3 filed March 29, 1993 (Registration No. 33-60192) registering \$200 million of Debt Securities, is hereby incorporated by reference as Exhibit 4.3
- 4.3.1 Exhibit 4.5.1 to the Company's Form 10-K for the fiscal year ended December 31, 1999 (Commission File No. 1-4717), Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 7.875% Notes Due July 1, 2002 issued pursuant to the 1992 Indenture, is hereby incorporated by reference as Exhibit 4.3.1
- 4.3.2 Exhibit 4.5.2 to the Company's Form 10-K for the fiscal year ended December 31, 1999 (Commission File No. 1-4717), Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 6.625% Notes Due March 1, 2005 issued pursuant to the 1992 Indenture, is hereby incorporated by reference as Exhibit 4.3.2
- 4.3.3 Exhibit 4.5.3 to the Company's Form 10-K for the fiscal year ended December 31, 1999 (Commission File No. 1-4717), Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 8.8% Debentures Due July 1, 2022 issued pursuant to the 1992 Indenture, is hereby incorporated by reference as Exhibit 4.3.3
- 4.3.4 Exhibit 4.5.4 to the Company's Form 10-K for the fiscal year ended December 31, 1999 (Commission File No. 1-4717), Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 7% Debentures Due December 15, 2025 issued pursuant to the 1992 Indenture, is hereby incorporated by reference as Exhibit 4.3.4

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- 4.4 Exhibit 99 to the Company's Form 8-A dated October 24, 1995 (Commission File No. 1-4717), which is the Stockholder Rights Agreement by and between the Company and Harris Trust and Savings Bank dated as of September 19, 1995, is hereby incorporated by reference as Exhibit 4.4
  - 4.5 Exhibit 4.1 to the Company's S-4 Registration Statement (Registration No. 333-54262), the Indenture, dated as of September 27, 2000, among the Company, The Kansas City Southern Railway Company ("KCSR"), certain other subsidiaries of the Company and The Bank of New York, as trustee (the "2000 Indenture"), is hereby incorporated by reference as Exhibit 4.5
    - 4.5.1 Exhibit 4.1.1 to the Company's S-4 Registration Statement (Registration No. 333-54262), Supplemental Indenture, dated as of January 29, 2001, to the 2000 Indenture, among the Company, KCSR, certain other subsidiaries of the Company and The Bank of New York, as trustee, is hereby incorporated by reference as Exhibit 4.5.1
  - 4.6 Form of Exchange Note (included as Exhibit B to Exhibit 4.5.1 hereto)
  - 4.7 Exhibit 4.3 to the Company's S-4 Registration Statement (Registration No. 333-54262), the Exchange and Registration Rights Agreement, dated as of September 27, 2000, among the Company, KCSR, certain other subsidiaries of the Company, is hereby incorporated by reference as Exhibit 4.7
- (9) Voting Trust Agreement  
(Inapplicable)

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- (10) Material Contracts
- 10.1 Form of Officer Indemnification Agreement is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.1
  - 10.2 Form of Director Indemnification Agreement is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.2
  - 10.3 The 1992 Indenture (See Exhibit 4.3)
  - 10.4.1 Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 7.875% Notes Due July 1, 2002 issued pursuant to the 1992 Indenture (See Exhibit 4.3.1)
  - 10.4.2 Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 6.625% Notes Due March 1, 2005 issued pursuant to the 1992 Indenture (See Exhibit 4.3.2)
  - 10.4.3 Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 8.8% Debentures Due July 1, 2022 issued pursuant to the 1992 Indenture (See Exhibit 4.3.3)
  - 10.4.4 Supplemental Indenture dated December 17, 1999 to the 1992 Indenture with respect to the 7% Debentures Due December 15, 2025 issued pursuant to the 1992 Indenture (See Exhibit 4.3.4)

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- 10.5 Exhibit 10.1 to the Company's Form 10-Q for the period ended March 31, 1997 (Commission File No. 1-4717), The Kansas City Southern Railway Company Directors' Deferred Fee Plan as adopted August 20, 1982 and the amendment thereto effective March 19, 1997 to such plan, is hereby incorporated by reference as Exhibit 10.5
- 10.6 Exhibit 10.4 to the Company's Form 10-K for the fiscal year ended December 31, 1990 (Commission File No. 1-4717), Description of the Company's 1991 incentive compensation plan, is hereby incorporated by reference as Exhibit 10.6
- 10.7 Exhibit 10.18 to the Company's Form 10-K/A for the year ended December 31, 1996 (Commission File No. 1-4717), Directors Deferred Fee Plan, adopted August 20, 1982, amended and restated February 1, 1997, is hereby incorporated by reference as Exhibit 10.7
- 10.8 Exhibit 4.4 to the Company's Form S-8 filed April 4, 2001 (Registration No. 333-58250), Kansas City Southern Industries, Inc. 1991 Amended and Restated Stock Option and Performance Award Plan, as amended and restated effective as of February 27, 2001, is hereby incorporated by reference as Exhibit 10.8
- 10.9 Exhibit 10.8 to the Company's S-4 Registration Statement (Registration No. 333-54262), Tax Disaffiliation Agreement, dated October 23, 1995, by and between the Company and DST Systems, Inc., is hereby incorporated by reference as Exhibit 10.9
- 10.10 Exhibit 4.8 to the Company's Form S-8 filed on December 14, 2000 (Registration No. 333-51854), the Kansas City Southern Industries, Inc. 401(k) and Profit Sharing Plan, is hereby incorporated by reference as Exhibit 10.10
- 10.11 Exhibit 10.10 to the Company's S-4 Registration Statement (Registration No. 333-54262), the Assignment, Consent and Acceptance Agreement, dated August 10, 1999, by and among the Company, DST Systems, Inc. and Stilwell Financial, Inc., is hereby incorporated by reference as Exhibit 10.11

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- 10.12 Employment Agreement, as amended and restated January 1, 2001, by and among the Company, KCSR and Michael R. Haverty, is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.12
- 10.13 Exhibit 10.14 to the Company's S-4 Registration Statement (Registration No. 333-54262), Employment Agreement, dated January 1, 1999, by and among the Company, KCSR and Gerald K. Davies, is hereby incorporated by reference as Exhibit 10.13
- 10.13.1 Amendment to Employment Agreement, dated as of January 1, 2001, by and among the Company, KCSR and Gerald K. Davies is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.13.1
- 10.14 Employment Agreement, as amended and restated January 1, 2001, by and between the Company and Robert H. Berry, is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.14
- 10.15 Employment Agreement, as amended and restated effective as of

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January 1, 2001, between the Company, KCSR and Albert W. Rees is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.15

- 10.16 Employment Agreement dated as of August 1, 2001, as amended by the Amendment to Employment Agreement dated as of August 1, 2001, by and among the Company, KCSR and William J. Pinamont, is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.16
- 10.17 Exhibit 10.18 to the Company's Form 10-K for the year ended December 31, 1998 (Commission File No. 1-4717), Kansas City Southern Industries, Inc. Executive Plan, as amended and restated effective November 17, 1998, is hereby incorporated by reference as Exhibit 10.17
- 10.18 Exhibit 10.19 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Stock Purchase Agreement, dated April 13, 1984, by and among Kansas City Southern Industries, Inc., Thomas H. Bailey, William C. Mangus, Bernard E. Niedermeyer III, Michael Stolper, and Jack R. Thompson is hereby incorporated by reference as Exhibit 10.18
  - 10.18.1 Exhibit 10.19.1 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Amendment to Stock Purchase Agreement, dated January 4, 1985, by and among Kansas City Southern Industries, Inc., Thomas H. Bailey, Bernard E. Niedermeyer III, Michael Stolper, and Jack R. Thompson is hereby incorporated by reference as Exhibit 10.18.1
  - 10.18.2 Exhibit 10.19.2 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Second Amendment to Stock Purchase Agreement, dated March 18, 1988, by and among Kansas City Southern Industries, Inc., Thomas H. Bailey, Michael Stolper, and Jack R. Thompson is hereby incorporated by reference as Exhibit 10.18.2
  - 10.18.3 Exhibit 10.19.3 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Third Amendment to Stock Purchase Agreement, dated February 5, 1990, by and among Kansas City Southern Industries, Inc., Thomas H. Bailey, Michael Stolper, and Jack R. Thompson is hereby incorporated by reference as Exhibit 10.18.3
  - 10.18.4 Exhibit 10.19.4 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Fourth Amendment to Stock Purchase Agreement, dated January 1, 1991, by and among Kansas City Southern Industries, Inc., Thomas H. Bailey, Michael Stolper, and Jack R. Thompson is hereby incorporated by reference as Exhibit 10.18.4
  - 10.18.5 Exhibit 10.19.5 to the Company's Form 10-K/A for the year ended December 31, 1998 (Commission File No. 1-4717), Assignment and Assumption Agreement and Fifth Amendment to Stock Purchase Agreement, dated November 19, 1999, by and among Kansas City Southern Industries, Inc., Stilwell Financial, Inc., Thomas H. Bailey and Michael Stolper is hereby incorporated by reference as Exhibit 10.18.5
- 10.19 Exhibit 10.19 to the Company's Form 10-K for the year ended December 31, 1999 (Commission File No. 1-4717), Credit Agreement dated as of January 11, 2000 among Kansas City Southern Industries, Inc., The

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Kansas City Southern Railway Company and the lenders named therein (the "Credit Agreement"), is hereby incorporated by reference as Exhibit 10.19

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- 10.19.1 Exhibit 10.20.1 to the Company's S-4 Registration Statement (Registration No. 333-54262), First Amendment to the Credit Agreement, dated as of June 30, 2000, among the Company, KCSR, the lenders parties thereto and The Chase Manhattan Bank, as administrative agent, collateral agent, issuing bank and swingline lender, is hereby incorporated by reference as Exhibit 10.19.1
- 10.20 Exhibit 10.20 to Company's Form 10-K for the year ended December 31, 1999 (Commission File No. 1-4717), 364-day Competitive Advance and Revolving Credit Facility Agreement dated as of January 11, 2000 among Kansas City Southern Industries, Inc. and the lenders named therein (the "Revolving Credit Facility"), is hereby incorporated by reference as Exhibit 10.20
- 10.21 Exhibit 10.21 to Company's Form 10-K for the year ended December 31, 1999 (Commission File No. 1-4717), Assignment, Assumption and Amendment Agreement dated as of January 11, 2000, among Kansas City Southern Industries, Inc., Stilwell Financial, Inc. and The Chase Manhattan Bank, as agent for the lenders named in the Revolving Credit Facility, is hereby incorporated by reference as Exhibit 10.21
- 10.22 The 2000 Indenture (See Exhibit 4.5)
- 10.23 Supplemental Indenture, dated as of January 29, 2001, to the 2000 Indenture (See Exhibit 4.5.1)
- 10.24 Exhibit 10.23 to the Company's S-4 Registration Statement (Registration No. 333-54262), Intercompany Agreement, dated as of August 16, 1999, between the Company and Stilwell Financial Inc., is hereby incorporated by reference as Exhibit 10.24
- 10.25 Exhibit 10.24 to the Company's S-4 Registration Statement (Registration No. 333-54262), Tax Disaffiliation Agreement, dated as of August 16, 1999, between the Company and Stilwell Financial Inc., is hereby incorporated by reference as Exhibit 10.25
- 10.26 Exhibit 10.25 to the Company's S-4 Registration Statement (Registration No. 333- 54262), Pledge Agreement, dated as of January 11, 2000, among the Company, KCSR, the subsidiary pledgors party thereto and The Chase Manhattan Bank, as Collateral Agent (the "Pledge Agreement"), is hereby incorporated by reference as Exhibit 10.26
- 10.27 Exhibit 10.26 to the Company's S-4 Registration Statement (Registration No. 333-54262), Guarantee Agreement, dated as of January 11, 2000, among the Company, the subsidiary guarantors party thereto and The Chase Manhattan Bank, as Collateral Agent (the "Guarantee Agreement"), is hereby incorporated by reference as Exhibit 10.27
- 10.28 Exhibit 10.27 to the Company's S-4 Registration Statement (Registration No. 333-54262), Security Agreement, dated as of January 11, 2000, among the Company, KCSR, the subsidiary guarantors



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party thereto and The Chase Manhattan Bank, as Collateral Agent (the "Security Agreement"), is hereby incorporated by reference as Exhibit 10.28

10.29 Exhibit 10.28 to the Company's S-4 Registration Statement (Registration No. 333-54262), Indemnity, Subrogation and Contribution Agreement, dated as of January 11, 2000, among the Company, KCSR, the subsidiary guarantors party thereto and The Chase Manhattan Bank, as Collateral Agent (the "Indemnity, Subrogation and Contribution Agreement"), is hereby incorporated by reference as Exhibit 10.29

10.30 Exhibit 10.29 to the Company's S-4 Registration Statement (Registration No. 333-54262), Supplement No. 1, dated as of January 29, 2001, to the Pledge Agreement, among PABTEX GP, LLC, SIS Bulk Holding, Inc. and The Chase Manhattan Bank, as Collateral Agent, is hereby incorporated by reference as Exhibit 10.30

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10.31 Exhibit 10.30 to the Company's S-4 Registration Statement (Registration No. 333-54262), Supplement No. 1, dated as of January 29, 2001, to the Guarantee Agreement, among PABTEX GP, LLC, SIS Bulk Holding, Inc. and The Chase Manhattan Bank, as Collateral Agent, is hereby incorporated by reference as Exhibit 10.31

10.32 Exhibit 10.31 to the Company's S-4 Registration Statement (Registration No. 333-54262), Supplement No. 1, dated as of January 29, 2001, to the Security Agreement, among PABTEX GP, LLC, SIS Bulk Holding, Inc. and The Chase Manhattan Bank, as Collateral Agent, is hereby incorporated by reference as Exhibit 10.32

10.33 Exhibit 10.32 to the Company's S-4 Registration Statement (Registration No. 333-54262), Supplement No. 1, dated as of January 29, 2001, to the Indemnity, Subrogation and Contribution Agreement, among PABTEX GP, LLC, SIS Bulk Holding, Inc. and The Chase Manhattan Bank, as Collateral Agent, is hereby incorporated by reference as Exhibit 10.33

10.34 Lease Agreement, as amended, between The Kansas City Southern Railway Company and Broadway Square Partners LLP dated June 26, 2001 is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 10.34

(11) Statement Re Computation of Per Share Earnings  
(Inapplicable)

(12) Statements Re Computation of Ratios

12.1 The Computation of Ratio of Earnings to Fixed Charges prepared pursuant to Item 601(b)(12) of Regulation S-K is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 12.1

(13) Annual Report to Security Holders, Form 10-Q or Quarterly Report to Security Holders  
(Inapplicable)

(16) Letter Re Change in Certifying Accountant

16.1 The information set forth under Item 4 and Exhibit 16.1 of the

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Company's Form 8-K dated June 20, 2001 (Commission File No. 1-4717) prepared pursuant to Item 304 (a) of Regulation S-K is hereby incorporated by reference as Exhibit 16.1

(18) Letter Re Change in Accounting Principles  
(Inapplicable)

(21) Subsidiaries of the Company

21.1 The list of the Subsidiaries of the Company prepared pursuant to Item 601(b)(21) of Regulation S-K is attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 21.1

(22) Published Report Regarding Matters Submitted to Vote of Security Holders  
(Inapplicable)

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(23) Consents of Experts and Counsel

23.1 The Consents of Independent Accountants prepared pursuant to Item 601(b)(23) of Regulation S-K are attached to the Form 10-K for the year ended December 31, 2001 as Exhibit 23.1

(24) Power of Attorney  
(Inapplicable)

(99) Additional Exhibits

99.1 The consolidated financial statements of Grupo Transportacion Ferroviaria Mexicana, S.A. de C.V. (including the notes thereto and the Report of Independent Accountants thereon) as of December 31, 2001 and 2000 and for each of the three years in the period ended December 31, 2001 as listed under Item 14(a)(2) herein, are hereby included in the Form 10-K for the year ended December 31, 2001 as Exhibit 99.1

(b) Reports on Form 8-K

The Company furnished a Current Report on Form 8-K dated October 10, 2001 announcing the date of its third quarter 2001 earnings release and conference call. The information included in this Current Report on Form 8-K was furnished pursuant to Item 9 and shall not be deemed to be filed.

The Company furnished a Current Report on Form 8-K dated October 31, 2001 reporting its third quarter 2001 operating results. The information included in this Current Report on Form 8-K was furnished pursuant to Item 9 and shall not be deemed to be filed.

The Company filed a Current Report on Form 8-K on December 11, 2001, under Item 5 of such form, providing cautionary statements for purposes of the "safe harbor" provisions of the Private Securities Legislation Reform Act of 1995.

The Company furnished a Current Report on Form 8-K dated January 7, 2002 announcing the date of its fourth quarter and year end earnings release and conference call. The information included in this Current Report on Form 8-K was furnished pursuant to Item 9 and shall not be deemed to be

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filed.

The Company filed a Current Report on Form 8-K on January 15, 2002, under Item 5 of such form, announcing that Mexican courts have agreed to hear the legal actions initiated by a subsidiary of the Company challenging certain resolutions adopted by Grupo TFM.

The Company furnished a Current Report on Form 8-K dated January 31, 2002 reporting its fourth quarter and year to date 2001 operating results. The information included in this Current Report on Form 8-K was furnished pursuant to Item 9 and shall not be deemed to be filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized and in the capacities indicated on April 2, 2002.

Kansas City Southern Industries, Inc.

/s/ Louis G. Van Horn

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Louis G. Van Horn

Vice President and Comptroller

(Principal Accounting Officer)

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