

KANSAS CITY SOUTHERN  
Form 8-K  
March 23, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 17, 2006

**Kansas City Southern**

(Exact name of registrant as specified in its charter)

Delaware

1-4717

44-0663509

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

427 West 12th Street, Kansas City, Missouri

64105

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

816-983-1303

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 17, 2006, The Kansas City Southern Railway Company ("KCSR"), a wholly owned subsidiary of Kansas City Southern ("KCS" or the "Company"), entered into a commitment letter with The Bank of Nova Scotia ("BNS"), pursuant to the terms of which BNS has agreed to provide KCSR with a financing commitment in the amount of \$371.2 million to refinance KCSR's existing credit agreement. The financing commitment will be in the form of (i) a term loan facility in the amount of \$246.2 million and (ii) a revolving credit facility in the amount of \$125 million. The commitment by BNS is subject to (a) the preparation, execution and delivery of mutually acceptable loan documentation by April 30, 2006, including a credit agreement incorporating substantially the terms and conditions outlined in the term sheet to the commitment letter and (b) the accuracy and completeness in all material respects of all representations made by KCSR to BNS and all information furnished to BNS in connection with the commitment and KCSR's compliance with the terms of the commitment letter.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*March 23, 2006*

Kansas City Southern

By: */s/ James S. Brook*

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*Name: James S. Brook*

*Title: Vice President and Comptroller (Chief Accounting Officer)*