

KANSAS CITY SOUTHERN
Form SC 13G/A
February 08, 2007

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 2) *

Kansas City Southern
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

485170302

(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	
	Highbridge Capital Management, LLC	20-1901985

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	
	(a)	<input checked="" type="checkbox"/> [X]
	(b)	<input type="checkbox"/> []

(3)	SEC USE ONLY	

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

NUMBER OF	(5)	SOLE VOTING POWER
		0
SHARES	-----	
BENEFICIALLY	(6)	SHARED VOTING POWER
		5,290,299 shares of common stock
OWNED BY	-----	
EACH	(7)	SOLE DISPOSITIVE POWER
		0
REPORTING	-----	
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		5,290,299 shares of common stock

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,290,299 shares of common stock	

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	
	<input type="checkbox"/> []	

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	6.98%	

(12)	TYPE OF REPORTING PERSON **	
	OO	

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	

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Highbridge International LLC

(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) <input checked="" type="checkbox"/>	(b) <input type="checkbox"/>
(3)		SEC USE ONLY		
(4)		CITIZENSHIP OR PLACE OF ORGANIZATION		
		Cayman Islands, British West Indies		
NUMBER OF	(5)	SOLE VOTING POWER		
SHARES		0		
BENEFICIALLY	(6)	SHARED VOTING POWER		
OWNED BY		3,042,384 shares of common stock		
EACH	(7)	SOLE DISPOSITIVE POWER		
REPORTING		0		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER		
		3,042,384 shares of common stock		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	3,042,384 shares of common stock			
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **			
	<input type="checkbox"/>			
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	4.01%			
(12)	TYPE OF REPORTING PERSON **			
	OO			

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(1)	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	
	Highbridge Capital Corporation	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	
	(a)	<input checked="" type="checkbox"/>
	(b)	<input type="checkbox"/>

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(3)	SEC USE ONLY

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION
	Cayman Islands, British West Indies

NUMBER OF	(5) SOLE VOTING POWER
SHARES	0

BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	3,042,384 shares of common stock

EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0

PERSON WITH	(8) SHARED DISPOSITIVE POWER
	3,042,384 shares of common stock

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,042,384 shares of common stock

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **
	[]

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.01%

(12)	TYPE OF REPORTING PERSON **
	OO

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
	Highbridge Event Driven/Relative Value Fund, L.P.

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
	(a) [X]
	(b) []

(3)	SEC USE ONLY

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware

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NUMBER OF	(5)	SOLE VOTING POWER
SHARES	0	

BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY	296,254	shares of common stock

EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING	0	

PERSON WITH	(8)	SHARED DISPOSITIVE POWER
	296,254	shares of common stock

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 296,254 shares of common stock	

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	
	[]	

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.39%	

(12)	TYPE OF REPORTING PERSON ** PN	

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Highbridge Event Driven/Relative Value Fund, Ltd.	

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	
	(a)	[X]
	(b)	[]

(3)	SEC USE ONLY	

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF	(5)	SOLE VOTING POWER
SHARES	0	

BENEFICIALLY	(6)	SHARED VOTING POWER

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OWNED BY	1,951,661 shares of common stock
EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	1,951,661 shares of common stock
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,951,661 shares of common stock
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **
	[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.57%
(12)	TYPE OF REPORTING PERSON ** CO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Highbridge Master L.P.
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	(a) [X] (b) []
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies
NUMBER OF	(5) SOLE VOTING POWER
SHARES	0
BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	3,042,384 shares of common stock
EACH	(7) SOLE DISPOSITIVE POWER

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0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER
3,042,384 shares of common stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3,042,384 shares of common stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.01%

(12) TYPE OF REPORTING PERSON **
PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

Highbridge Capital L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(SEE INSTRUCTIONS)

(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER
3,042,384 shares of common stock

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER

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3,042,384 shares of common stock

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,042,384 shares of common stock
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** <div style="text-align: right;">[]</div>
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 4.01%
(12)	TYPE OF REPORTING PERSON ** PN

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Highbridge GP, Ltd.
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) <div style="text-align: right;">(a) [X] (b) []</div>
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 3,042,384 shares of common stock
EACH REPORTING	(7) SOLE DISPOSITIVE POWER 0
PERSON WITH	(8) SHARED DISPOSITIVE POWER 3,042,384 shares of common stock
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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3,042,384 shares of common stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9))
4.01%

(12) TYPE OF REPORTING PERSON **
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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

Highbridge GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(SEE INSTRUCTIONS)

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
3,042,384 shares of common stock
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
3,042,384 shares of common stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
3,042,384 shares of common stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.01%

(12) TYPE OF REPORTING PERSON **
OO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) ☒ [X]
(b) ☐ []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
5,290,299 shares of common stock
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
5,290,299 shares of common stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
5,290,299 shares of common stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
6.98%

(12) TYPE OF REPORTING PERSON **
IN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Henry Swieca

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **
(a) ☒ [X]
(b) ☐ []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF (5) SOLE VOTING POWER
0
SHARES

BENEFICIALLY (6) SHARED VOTING POWER
5,290,299 shares of common stock
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0
REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
5,290,299 shares of common stock

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
5,290,299 shares of common stock

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES **

[]

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
6.98%

(12) TYPE OF REPORTING PERSON **
IN

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G/A filed on February 13, 2006, which amended the statement on Schedule 13G filed on December 16, 2005 (as amended, the "Schedule 13G") with respect to shares of common stock, par value \$0.01 per share (the "Common Stock") of Kansas City Southern, a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates items 2(a), 2(b), 2(c), 4 and 5 in their entirety as set forth below.

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if none, Residence

Item 2(c). Citizenship

Items 2(a), (b) and (c) of the Schedule 13G are amended and restated as follows:

Highbridge International LLC
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Highbridge Event Driven/Relative Value Fund, Ltd.
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Highbridge Event Driven/Relative Value Fund, L.P.
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Highbridge Master L.P.
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge Capital L.P.
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019

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Citizenship: State of Delaware

Highbridge GP, Ltd.
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

Glenn Dubin
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

Henry Swieca
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

Item 4. Ownership

Item 4 is hereby amended and restated as follows:

(a) Amount beneficially owned:

As of the date of this filing, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of 3,042,384 shares of Common Stock issuable to Highbridge International LLC. In addition, as of the date of this filing Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may each be deemed the beneficial owner of (i) 1,951,661 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, Ltd., and (ii) 296,254 shares of Common Stock issuable to Highbridge Event Driven/Relative Value Fund, L.P. As of the date hereof, Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Event Driven/Relative Value Fund, Ltd., Highbridge Event Driven/Relative Value Fund, L.P. no longer beneficially own in excess of 5% of the total number of outstanding shares of common stock.

Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the General Partner of Highbridge Event Driven/Relative Value Fund, L.P. and is the trading manager of Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge Master L.P.

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and Highbridge Event Driven/Relative Value Fund, Ltd. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock owned by Highbridge International LLC, Highbridge Event Driven/Relative Value Fund, L.P. and Highbridge Event Driven/Relative Value Fund, Ltd.

(b) Percent of class:

The Company's quarterly report on Form 10-Q filed on November 9, 2006, indicates there were 75,834,470 shares of Common Stock outstanding as of October 31, 2006. Therefore (i) Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC may be deemed to beneficially own 4.01% of the outstanding shares of Common Stock of the Company, (ii) Highbridge Event Driven/Relative Value Fund, Ltd. may be deemed to beneficially own 2.57% of the outstanding shares of Common Stock of the Company, (iii) Highbridge Event Driven/Relative Value Fund, L.P. may be deemed to beneficially own 0.39% of the outstanding shares of Common Stock of the Company, and (iv) Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca may be deemed to beneficially own 6.98% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

See Item 4(a) above.

(ii) Shared power to vote or to direct the vote

See Item 4(a) above.

(iii) Sole power to dispose or to direct the disposition of

See Item 4(a) above.

(iv) Shared power to dispose or to direct the disposition of

See Item 4(a) above.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Exhibits:

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Exhibit I: Joint Filing Agreement, dated as of February 5, 2007, by and among Highbridge International LLC, Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Event Driven/Relative Value Fund, Ltd., Highbridge Event Driven/Relative Value Fund, L.P., Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 8, 2007

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL CORPORATION

By: Highbridge Capital Management, LLC
its Trading Manager

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

Name: Carolyn Rubin
Title: Managing Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

HIGHBRIDGE EVENT DRIVEN/RELATIVE VALUE
FUND, L.P.

By: Highbridge Capital Management, LLC
its General Partner

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

Name: Carolyn Rubin
Title: Managing Director

HIGHBRIDGE EVENT DRIVEN/RELATIVE VALUE
FUND, LTD

HIGHBRIDGE MASTER L.P.

By: Highbridge Capital Management, LLC
its Trading Manager

By: Highbridge GP, Ltd.
its General Partner

By: /s/ Carolyn Rubin

By: /s/ Clive Harris

Name: Carolyn Rubin
Title: Managing Director

Name: Clive Harris
Title: Director

HIGHBRIDGE CAPITAL L.P.

HIGHBRIDGE GP, LTD.

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By: Highbridge GP, LLC
its General Partner

By: /s/ Clive Harris

Name: Clive Harris
Title: Director

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris

Name: Clive Harris
Title: Director

By: /s/ Clive Harris

Name: Clive Harris
Title: Director

/s/ Glenn Dubin

GLENN DUBIN

/s/ Henry Swieca

HENRY SWIECA

CUSIP No. 485170302

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.01 par value, of Kansas City Southern, a Delaware corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of February 8, 2007

HIGHBRIDGE INTERNATIONAL LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: /s/ Carolyn Rubin

HIGHBRIDGE CAPITAL CORPORATION

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

HIGHBRIDGE EVENT DRIVEN/RELATIVE VALUE
FUND, L.P.

By: Highbridge Capital Management, LLC
its General Partner

By: /s/ Carolyn Rubin

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Name: Carolyn Rubin
Title: Managing Director

Name: Carolyn Rubin
Title: Managing Director

HIGHBRIDGE EVENT DRIVEN/RELATIVE VALUE
FUND, LTD.

HIGHBRIDGE MASTER L.P.

By: Highbridge Capital Management, LLC
its Trading Manager

By: Highbridge GP, Ltd.
its General Partner

By: /s/ Carolyn Rubin

By: /s/ Clive Harris

Name: Carolyn Rubin
Title: Managing Director

Name: Clive Harris
Title: Director

HIGHBRIDGE CAPITAL L.P.

HIGHBRIDGE GP, LTD.

By: Highbridge GP, LLC
its General Partner

By: /s/ Clive Harris

By: /s/ Clive Harris

Name: Clive Harris
Title: Director

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HIGHBRIDGE GP, LLC

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By: /s/ Clive Harris

/s/ Glenn Dubin

Name: Clive Harris
Title: Director

GLENN DUBIN

/s/ Henry Swieca

HENRY SWIECA