JUNIATA VALLEY FINANCIAL CORP
Form 10-Q
May 08, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT 1934**

For the quarterly period ended March 31, 2012

OR

¨ **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 000-13232

Juniata Valley Financial Corp.

(Exact name of registrant as specified in its charter)

Pennsylvania	**23-2235254**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

Bridge and Main Streets, Mifflintown, Pennsylvania	**17059**
(Address of principal executive offices)	**(Zip Code)**

(717) 436-8211

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes ¨ No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes x No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding as of May 8, 2012
Common Stock ($1.00 par value)	4,229,668 shares

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Juniata Valley Financial Corp. and Subsidiary

Consolidated Statements of Financial Condition

(Unaudited, in thousands, except share data)

	March 31, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 7,752	$ 12,074
Interest bearing deposits with banks	13,678	2,100
Cash and cash equivalents	21,430	14,174
Interest bearing time deposits with banks	1,096	1,096
Securities available for sale	114,970	111,281
Restricted investment in Federal Home Loan Bank (FHLB) stock	1,615	1,700
Investment in unconsolidated subsidiary	3,838	3,796
Total loans	285,401	289,681
Less: Allowance for loan losses	(3,883)	(2,931)
Total loans, net of allowance for loan losses	281,518	286,750
Premises and equipment, net	6,624	6,710
Other real estate owned	588	427
Bank owned life insurance and annuities	14,182	14,069
Core deposit intangible	198	209
Goodwill	2,046	2,046
Accrued interest receivable and other assets	5,772	5,175
Total assets	$ 453,877	$ 447,433
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities:		
Deposits:		
Non-interest bearing	$ 69,103	$ 64,751
Interest bearing	325,222	321,914
Total deposits	394,325	386,665
Securities sold under agreements to repurchase	3,119	3,500
Other interest bearing liabilities	1,251	1,244
Accrued interest payable and other liabilities	5,914	6,304
Total liabilities	404,609	397,713
Stockholders Equity:		
Preferred stock, no par value:		
Authorized 500,000 shares, none issued		
Common stock, par value $1.00 per share:		
Authorized 20,000,000 shares		
Issued 4,745,826 shares		
Outstanding		
4,229,668 shares at March 31, 2012;		

4,228,218 shares at December 31, 2011	4,746	4,746
Surplus	18,361	18,363
Retained earnings	38,388	38,900
Accumulated other comprehensive loss	(2,222)	(2,256)
Cost of common stock in Treasury:		
516,158 shares at March 31, 2012;		
517,608 shares at December 31, 2011	(10,005)	(10,033)
Total stockholders equity	49,268	49,720
Total liabilities and stockholders equity	$ 453,877	$ 447,433

See accompanying notes to consolidated financial statements.

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Juniata Valley Financial Corp. and Subsidiary

Consolidated Statements of Income

(Unaudited)

(in thousands, except share data)

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Interest income:		
Loans, including fees	$ 4,195	$ 4,592
Taxable securities	330	253
Tax-exempt securities	178	233
Federal funds sold		2
Other interest income	8	8
Total interest income	4,711	5,088
Interest expense:		
Deposits	965	1,175
Securities sold under agreements to repurchase	1	1
Other interest bearing liabilities	6	7
Total interest expense	972	1,183
Net interest income	3,739	3,905
Provision for loan losses	1,108	88
Net interest income after provision for loan losses	2,631	3,817
Non-interest income:		
Trust fees	106	113
Customer service fees	313	312
Debit card fee income	204	193
Earnings on bank-owned life insurance and annuities	106	119
Commissions from sales of non-deposit products	87	103
Income from unconsolidated subsidiary	57	65
Gain on sale or call of securities		5
Other non-interest income	169	99
Total non-interest income	1,042	1,009
Non-interest expense:		
Employee compensation expense	1,278	1,255
Employee benefits	535	401
Occupancy	229	243
Equipment	133	155
Data processing expense	356	322
Director compensation	59	77
Professional fees	88	139
Taxes, other than income	118	127

FDIC Insurance premiums		79		133
Loss (gain) on sales of other real estate owned		2		(15)
Amortization of intangibles		11		11
Other non-interest expense		357		315
Total non-interest expense		3,245		3,163
Income before income taxes		428		1,663
Provision for income taxes		10		424
Net income	$	418	$	1,239
Earnings per share				
Basic	$	0.10	$	0.29
Diluted	$	0.10	$	0.29
Cash dividends declared per share	$	0.22	$	0.21
Weighted average basic shares outstanding		4,228,218		4,255,982
Weighted average diluted shares outstanding		4,231,276		4,259,061

See accompanying notes to consolidated financial statements.

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Juniata Valley Financial Corp. and Subsidiary

Consolidated Statements of Comprehensive Income

(Unaudited, in thousands)

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
	Before Tax Amount	Tax Expense	Net-of-Tax Amount	Before Tax Amount	Tax Expense or (Benefit)	Net-of-Tax Amount
Net income	$ 428	$ 10	$ 418	$ 1,663	$ 424	$ 1,239
Other comprehensive income (loss):						
Unrealized gains (losses) on available for sale securities:						
Unrealized gains (losses) arising during the period	(22)	(8)	(14)	(180)	(62)	(118)
Unrealized gains (losses) from unconsolidated subsidiary	(1)		(1)	2		2
Less reclassification adjustment for gains included in net income				(5)	(2)	(3)
Change in pension liability	74	25	49	40	14	26
Other comprehensive income (loss)	51	17	34	(143)	(50)	(93)
Total comprehensive income	$ 479	$ 27	$ 452	$ 1,520	$ 374	$ 1,146

See accompanying notes to consolidated financial statements.

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Juniata Valley Financial Corp. and Subsidiary

Consolidated Statements of Changes in Stockholders Equity

(Unaudited)

(in thousands, except share data)

	Three Months Ended March 31, 2012						
	Number of Shares Outstanding	**Common Stock**	**Surplus**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**	**Treasury Stock**	**Total Stockholders Equity**
Balance at January 1, 2012	4,228,218	$ 4,746	$ 18,363	$ 38,900	$ (2,256)	$ (10,033)	$ 49,720
Net income				418			418
Other comprehensive income					34		34
Cash dividends at $0.22 per share				(930)			(930)
Stock-based compensation activity			5				5
Treasury stock issued for stock option and stock purchase plans	1,450		(7)			28	21
Balance at March 31, 2012	4,229,668	$ 4,746	$ 18,361	$ 38,388	$ (2,222)	$ (10,005)	$ 49,268

	Three Months Ended March 31, 2011						
	Number of Shares Outstanding	**Common Stock**	**Surplus**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**	**Treasury Stock**	**Total Stockholders Equity**
Balance at January 1, 2011	4,257,765	$ 4,746	$ 18,354	$ 37,868	$ (1,465)	$ (9,527)	$ 49,976
Net income				1,239			1,239
Other comprehensive loss					(93)		(93)
Cash dividends at $0.21 per share				(894)			(894)
Stock-based compensation			6				6
Purchase of treasury stock	(19,500)					(331)	(331)
Balance at March 31, 2011	4,238,265	$ 4,746	$ 18,360	$ 38,213	$ (1,558)	$ (9,858)	$ 49,903

See accompanying notes to consolidated financial statements.

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Juniata Valley Financial Corp. and Subsidiary

Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)

	Three Months Ended March 31, 2012	2011
Operating activities:		
Net income	$ 418	$ 1,239
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,108	88
Depreciation	134	152
Net amortization of securities premiums	95	77
Net amortization of loan origination costs	3	14
Deferred net loan origination costs	3	15
Amortization of core deposit intangible	11	11
Net realized gains on sales or calls of securities		(5)
Net losses (gains) on sales of other real estate owned	2	(15)
Earnings on bank owned life insurance and annuities	(106)	(119)
Deferred income tax expense	91	30
Equity in earnings of unconsolidated subsidiary, net of dividends of $14 and $10	(43)	(55)
Stock-based compensation expense	5	6
Mortgage loans originated for sale	(1,430)	
Proceeds from loans sold to others	1,430	
Increase in accrued interest receivable and other assets	(516)	(726)
(Decrease) increase in accrued interest payable and other liabilities	(326)	122
Net cash provided by operating activities	879	834
Investing activities:		
Purchases of:		
Securities available for sale	(24,711)	(25,708)
Premises and equipment	(48)	(28)
Bank owned life insurance and annuities	(18)	(18)
Proceeds from:		
Maturities of and principal repayments on:		
Securities available for sale	20,905	4,394
Redemption of FHLB stock	85	105
Bank owned life insurance and annuities	4	6
Sale of other real estate owned	116	166
Sale of other assets	2	
Investment in low income housing partnership	(167)	
Net decrease in interest bearing time deposits		249
Net decrease in loans receivable	3,839	533
Net cash provided by (used in) investing activities	7	(20,301)
Financing activities:		
Net increase in deposits	7,660	9,627
Net decrease in short-term borrowings and securities sold under agreements to repurchase	(381)	(683)
Cash dividends	(930)	(894)

Purchase of treasury stock				(331)
Treasury stock issued for employee stock plans		21		
Net cash provided by financing activities		6,370		7,719
Net increase (decrease) in cash and cash equivalents		7,256		(11,748)
Cash and cash equivalents at beginning of year		14,174		25,276
Cash and cash equivalents at end of year	$	21,430	$	13,528
Supplemental information:				
Interest paid	$	973	$	1,187
Income taxes paid		150		75
Supplemental schedule of noncash investing and financing activities:				
Transfer of loans to other real estate owned	$	279	$	79

See accompanying notes to consolidated financial statements.

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Juniata Valley Financial Corp. and Subsidiary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

NOTE 1 Basis of Presentation and Accounting Policies

The consolidated financial statements include the accounts of Juniata Valley Financial Corp. (the Company) and its wholly owned subsidiary, The Juniata Valley Bank (the Bank). All significant intercompany accounts and transactions have been eliminated.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles (U.S. GAAP) for complete financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included. For comparative purposes, whenever necessary, the 2011 balances have been reclassified to conform to the 2012 presentation. Such reclassifications, if any, had no impact on net income. Operating results for the three month period ended March 31, 2012, are not necessarily indicative of the results for the year ended December 31, 2012. For further information, refer to the consolidated financial statements and footnotes thereto included in Juniata Valley Financial Corp. s Annual Report on Form 10-K for the year ended December 31, 2011.

The Company has evaluated events and transactions occurring subsequent to the statement of financial condition date of March 31, 2012 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

NOTE 2 Recent Accounting Pronouncements

There were no new accounting pronouncements affecting the Company during the period that were not previously disclosed.

NOTE 3 Accumulated Other Comprehensive Loss

Components of accumulated other comprehensive loss, net of tax consisted of the following (in thousands):

	3/31/2012	12/31/2011
Unrealized gains on available for sale securities	$ 808	$ 823
Unrecognized expense for defined benefit pension	(3,030)	(3,079)
Accumulated other comprehensive loss	$ (2,222)	$ (2,256)

NOTE 4 Earnings per Share

The following table sets forth the computation of basic and diluted earnings per share:

(Amounts, except earnings per share, in thousands)

	Three Months Ended March 31, 2012	**Three Months Ended March 31, 2011**
Net income	$ 418	$ 1,239
Weighted-average common shares outstanding	4,228	4,256
Basic earnings per share	$ 0.10	$ 0.29
Weighted-average common shares outstanding	4,228	4,256

Common stock equivalents due to effect of stock options	3	3
Total weighted-average common shares and equivalents	4,231	4,259
Diluted earnings per share	$ 0.10	$ 0.29

NOTE 5 Commitments, Contingent Liabilities and Guarantees

In the ordinary course of business, the Company makes commitments to extend credit to its customers through letters of credit, loan commitments and lines of credit. At March 31, 2012, the Company had $39,867,000 outstanding in loan commitments and other unused lines of credit extended to its customers as compared to $38,033,000 at December 31, 2011.

The Company does not issue any guarantees that would require liability recognition or disclosure, other than its letters of credit. Letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Generally, letters of credit have expiration dates within one year of issuance. The credit risk involved in issuing letters of credit is essentially the same as the risks that are involved in extending loan facilities to customers. The Company generally holds collateral and/or personal guarantees supporting these commitments. The Company had outstanding $1,025,000 and $1,067,000 of letters of credit commitments as of March 31, 2012 and December 31, 2011, respectively. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees. The current amount of the liability as of March 31, 2012 for payments under letters of credit issued was not material. Because these instruments have fixed maturity dates, and because many of them will expire without being drawn upon, they do not generally present any significant liquidity risk.

NOTE 6 Defined Benefit Retirement Plan

The Company had a defined benefit retirement plan covering substantially all of its employees, prior to January 1, 2008. Effective January 1, 2008, the plan was amended to close the plan to new entrants. The benefits under the plan are based on years of service and the employees compensation. The Company s funding policy allows contributions annually up to the maximum amount that can be deducted for federal income taxes purposes. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future. The Company has made no contributions in the first three months of 2012 and does not expect to contribute to the defined benefit plan in the remainder of 2012. Pension expense included the following components for the three month periods ended March 31, 2012 and 2011:

(Dollars in thousands)

	Three Months Ended March 31,	
	2012	**2011**
Components of net periodic pension cost		
Service cost	$ 55	$ 48
Interest cost	113	120
Expected return on plan assets	(148)	(158)
Additional recognized amounts	74	38
Net periodic pension cost	$ 94	$ 48

NOTE 7 Acquisition

In 2006, the Company acquired a branch office in Richfield, PA. The acquisition included real estate, deposits and loans. The assets and liabilities of the acquired business were recorded on the consolidated statement of financial condition at their estimated fair values as of September 8, 2006, and their results of operations have been included in the consolidated statements of income since such date.

Included in the purchase price of the branch was goodwill and core deposit intangible of $2,046,000 and $449,000, respectively. The core deposit intangible is being amortized over a ten-year period on a straight line basis. During the first three months of 2012 and 2011, amortization expense was $11,000. Accumulated amortization of core deposit intangible through March 31, 2012 was $251,000. The goodwill is not amortized, but is measured annually for impairment or more frequently if certain events occur which might indicate goodwill has been impaired. There was no impairment of goodwill during the three month periods ended March 31, 2012 or 2011.

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NOTE 8 Investment in Unconsolidated Subsidiary

The Company owns 39.16% of the outstanding common stock of Liverpool Community Bank (LCB), Liverpool, PA. This investment is accounted for under the equity method of accounting. The investment is being carried at $3,838,000 as of March 31, 2012. The Company increases its investment in LCB for its share of earnings and decreases its investment by any dividends received from LCB. A loss in value of the investment which is other than a temporary decline would be recognized in earnings. Evidence of a loss in value that is other than temporary might include, but would not necessarily be limited to, absence of an ability to recover the carrying amount of the investment or inability of LCB to sustain an earnings capacity which would justify the carrying amount of the investment.

NOTE 9 Securities

ASC Topic 320, *Investments Debt and Equity Securities*, clarifies the interaction of the factors that should be considered when determining whether a debt security is other-than-temporarily impaired. For debt securities, management must assess whether (a) it has the intent to sell the security and (b) it is more likely than not that it will be required to sell the security prior to its anticipated recovery. These steps are done before assessing whether the entity will recover the cost basis of the investment. For equity securities, consideration is given to management s intention and ability to hold the securities until recovery of unrealized losses in assessing potential other-than-temporary impairment. More specifically, considerations used to determine other-than-temporary impairment status for individual equity holdings include the length of time the stock has remained in an unrealized loss position, the percentage of unrealized loss compared to the carrying cost of the stock, dividend reduction or suspension, market analyst reviews and expectations, and other pertinent developments that would affect expectations for recovery or further decline.

In instances when a determination is made that an other-than-temporary impairment exists and the investor does not intend to sell the debt security and it is not more likely than not that it will be required to sell the debt security prior to its anticipated recovery, the other-than-temporary impairment is separated into the amount of the total other-than-temporary impairment related to a decrease in cash flows expected to be collected from the debt security (the credit loss) and the amount of the total other-than-temporary impaired related to all other factors. The amount of the total other-than-temporary impairment related to the credit loss is recognized in earnings. The amount of the total other-than-temporary impairment related to all other factors is recognized in other comprehensive income.

The Company s investment portfolio includes primarily bonds issued by U.S. Government sponsored agencies (approximately 62%) and municipalities (approximately 34%) as of March 31, 2012. Most of the municipal bonds are general obligation bonds with maturities or pre-refunding dates within 5 years. The remaining 4% of the portfolio includes mortgage-backed securities issued by Government-sponsored agencies and backed by residential mortgages and a group of equity investments in other financial institutions. The amortized cost and fair value of securities as of March 31, 2012 and December 31, 2011, by contractual maturity, are shown below (in thousands). Expected maturities may differ from contractual maturities because the securities may be called or prepaid with or without prepayment penalties.

Securities Available for Sale	March 31, 2012			
Type and maturity	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
Obligations of U.S. Government agencies and corporations				
Within one year	$ 3,009	$ 3,049	$ 40	$
After one year but within five years	65,599	66,070	555	(84)
After five years but within ten years	2,005	2,004		(1)
	70,613	71,123	595	(85)
Obligations of state and political subdivisions				
Within one year	11,405	11,490	85	
After one year but within five years	23,929	24,255	369	(43)
After five years but within ten years	3,051	3,214	163	
	38,385	38,959	617	(43)
Mortgage-backed securities	3,788	3,867	79	
Equity securities	985	1,021	157	(121)

Total	$ 113,771	$ 114,970	$ 1,448	$ (249)

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Securities Available for Sale	December 31, 2011			
Type and maturity	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
Obligations of U.S. Government agencies and corporations				
Within one year	$ 2,918	$ 2,947	$ 29	$
After one year but within five years	51,629	52,202	584	(11)
After five years but within ten years	12,497	12,539	42	
	67,044	67,688	655	(11)
Obligations of state and political subdivisions				
Within one year	11,076	11,154	78	
After one year but within five years	21,944	22,289	369	(24)
After five years but within ten years	3,976	4,147	173	(2)
	36,996	37,590	620	(26)
Corporate notes				
After one year but within five years	1,000	1,004	4	
	1,000	1,004	4	
Mortgage-backed securities	4,035	4,109	74	
Equity securities	985	890	97	(192)
Total	$ 110,060	$ 111,281	$ 1,450	$ (229)

The following table shows gross unrealized losses and fair value, aggregated by category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2012 and December 31, 2011 (in thousands):

	Unrealized Losses at March 31, 2012					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of U.S. Government agencies and corporations	$ 21,426	$ (85)	$	$	$ 21,426	$ (85)
Obligations of state and political subdivisions	5,656	(43)			5,656	(43)
Debt securities	27,082	(128)			27,082	(128)
Equity securities	52	(33)	176	(88)	228	(121)
Total temporarily impaired securities	$ 27,134	$ (161)	$ 176	$ (88)	$ 27,310	$ (249)

	Unrealized Losses at December 31, 2011					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of U.S. Government agencies and corporations	$ 6,489	$ (11)	$	$	$ 6,489	$ (11)
Obligations of state and political subdivisions	4,321	(26)			4,321	(26)
Debt securities	10,810	(37)			10,810	(37)
Equity securities	423	(80)	232	(112)	655	(192)
Total temporarily impaired securities	$ 11,233	$ (117)	$ 232	$ (112)	$ 11,465	$ (229)

The unrealized losses noted above are considered to be temporary impairments. There are 35 debt securities that were in an unrealized loss position on March 31, 2012, but none that have had unrealized losses for more than 12 months. We believe that the decline in the value of our debt securities is due only to interest rate fluctuations, rather than erosion of quality. As a result, we also believe that the payment of contractual cash flows, including principal repayment, is not at risk. As management does not intend to sell the securities, does not believe the Company will be required to sell the securities before recovery and expects to recover the entire amortized cost basis, none of the debt securities are deemed to be other-than-temporarily impaired.

Equity securities owned by the Company consist of common stock of various financial services providers (Bank Stocks) and are evaluated quarterly for evidence of other-than-temporary impairment. There were 8 equity securities that were in an unrealized loss position on March 31, 2012, and five of those that comprise a group of securities with unrealized losses for 12 months or more. Individually, none of these five equity securities have significant unrealized losses. Management has identified no new other-than-temporary impairment as of March 31, 2012 in the equity portfolio.

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Certain obligations of the U.S. Government and state and political subdivisions are pledged to secure public deposits, securities sold under agreements to repurchase and for other purposes as required or permitted by law. The fair value of the pledged assets amounted to $24,980,000 and $25,953,000 at March 31, 2012 and December 31, 2011, respectively.

In addition to cash received from the scheduled maturities of securities, some investment securities available for sale are sold at current market values during the course of normal operations, and some securities are called pursuant to call features built into the bonds. Following is a summary of proceeds received from all investment securities transactions, and the resulting realized gains and losses (in thousands):

	Three Months Ended March 31,	
	2012	2011
Gross proceeds from sales of securities	$	$
Securities available for sale:		
Gross realized gains from called securities	$	$ 5
Gross realized losses		

NOTE 10 Loans and Related Allowance for Credit Losses

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the outstanding unpaid principal balances, net of any deferred fees or costs and the allowance for loan losses. Interest income on all loans, other than nonaccrual loans, is accrued over the term of the loans based on the amount of principal outstanding. Unearned income is amortized to income over the life of the loans, using the interest method.

The loan portfolio is segmented into commercial and consumer loans. Commercial loans are comprised of the following classes of loans: (1) commercial, financial and agricultural, (2) commercial real estate, (3) real estate construction, a portion of (4) mortgage loans and (5) obligations of states and political subdivisions. Consumer loans are comprised of a portion of (4) mortgage loans and (6) personal loans.

Loans on which the accrual of interest has been discontinued are designated as non-accrual loans. Accrual of interest on loans is discontinued when the contractual payment of principal or interest has become 90 days past due or reasonable doubt exists as to the full, timely collection of principal or interest. However, it is the Company s policy to continue to accrue interest on loans over 90 days past due as long as they are (1) guaranteed or well secured and (2) there is an effective means of collection in process. When a loan is placed on non-accrual status, all unpaid interest credited to income in the current year is reversed against current period income and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans generally is either applied against principal or reported as interest income, according to management s judgment as to the collectability of principal. Generally, accruals are resumed on loans only when the obligation is brought fully current with respect to interest and principal, has performed in accordance with the contractual terms for a reasonable period of time and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

The Company originates loans in the portfolio with the intent to hold them until maturity. At the time the Company no longer intends to hold loans to maturity based on asset/liability management practices, the Company transfers loans from its portfolio to held for sale at fair value. Any write-down recorded upon transfer is charged against the allowance for loan losses. Any write-downs recorded after the initial transfers are recorded as a charge to other non-interest expense. Gains or losses recognized upon sale are included in other non-interest income.

The allowance for credit losses consists of the allowance for loan losses and the reserve for unfunded lending commitments. The allowance for loan losses represents management s estimate of losses inherent in the loan portfolio as of the consolidated statement of financial condition date and is recorded as a reduction to loans. The reserve for unfunded lending commitments represents management s estimate of losses inherent in its unfunded lending commitments and is recorded in other liabilities on the consolidated statement of financial condition, when necessary. The amount of the reserve for unfunded lending commitments is not material to the consolidated financial statements. The allowance for loan losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance.

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For financial reporting purposes, the provision for loan losses charged to current operating income is based on management s estimates, and actual losses may vary from estimates. These estimates are reviewed and adjusted at least quarterly and are reported in earnings in the periods in which they become known.

Loans included in any class are considered for charge-off when:

1. principal or interest has been in default for 120 days or more and for which no payment has been received during the previous four months;

2. all collateral securing the loan has been liquidated and a deficiency balance remains;

3. a bankruptcy notice is received for an unsecured loan;

4. a confirming loss event has occurred; or

5. the loan is deemed to be uncollectible for any other reason.

The allowance for loan losses is maintained at a level considered adequate to offset probable losses on the Company s existing loans. The analysis of the allowance for loan losses relies heavily on changes in observable trends that may indicate potential credit weaknesses. Management s periodic evaluation of the adequacy of the allowance is based on the Bank s past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

In addition, regulatory agencies, as an integral part of their examination process, periodically review the Company s allowance for loan losses and may require the Company to recognize additions to the allowance for loan losses based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management s comprehensive analysis of the loan portfolio, management believes the level of the allowance for loan losses as of March 31, 2012 to be adequate.

There are two components of the allowance: a specific component for loans that are deemed to be impaired; and a general component for contingencies.

A large commercial loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. (a large loan, or group of like-loans within one relationship, is defined as a commercial/business loan, including business loans secured by 1-4 family properties included in the real estate-mortgage category, with an aggregate outstanding balance in excess of $150,000, or any other loan that management deems to have similar characteristics to an impaired large loan.) Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loans and the borrower, including the length of the delay, the reasons for the delay, the borrower s prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial segment loans by either the present value of expected future cash flows discounted at the loan s effective interest rate, the loan s obtainable market price or the fair value of the collateral if the loan is collateral dependent. The estimated fair values of substantially all of the Company s impaired loans are measured based on the estimated fair value of the loan s collateral. For commercial loans secured with real estate, estimated fair values are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the current appraisal and the condition of the property. Appraised values may be discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include the estimated costs to sell the property. For commercial loans secured by non-real estate collateral, estimated fair values are determined based on the borrower s financial statements, inventory reports,

aging accounts receivable, equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets. For such loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The Bank generally does not separately identify individual consumer segment loans for impairment disclosures, unless such loans are subject to a restructuring agreement.

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Loans whose terms are modified are classified as troubled debt restructurings if the Company grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a below-market interest rate based on the loan s risk characteristics or an extension of a loan s stated maturity date. Nonaccrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for a period of time after modification. Loans classified as troubled debt restructurings are designated as impaired.

The component of the allowance for contingencies relates to other loans that have been segmented into risk rated categories. The borrower s overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated quarterly or when credit deficiencies arise, such as delinquent loan payments. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. Loans classified as special mention have potential weaknesses that deserve management s close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have one or more well-defined weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loans not classified are rated pass. Specific reserves may be established for larger, individual classified loans as a result of this evaluation, as discussed above. Remaining loans are categorized into large groups of smaller balance homogeneous loans and are collectively evaluated for impairment. This computation is generally based on historical loss experience adjusted for qualitative factors. The historical loss experience is averaged over a ten-year period for each of the portfolio segments. The ten-year timeframe was selected in order to capture activity over a wide range of economic conditions and has been consistently used for the past five years. The qualitative risk factors are reviewed for relevancy each quarter and include:

1. National, regional and local economic and business conditions, as well as the condition of various market segments, including the underlying collateral for collateral dependent loans;

2. Nature and volume of the portfolio and terms of loans;

3. Experience, ability and depth of lending and credit management and staff;

4. Volume and severity of past due, classified and nonaccrual loans, as well as other loan modifications;

5. Existence and effect of any concentrations of credit and changes in the level of such concentrations; and

6. Effect of external factors, including competition.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management s best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

Commercial, Financial and Agricultural Lending

The Company originates commercial, financial and agricultural loans primarily to businesses located in its primary market area and surrounding areas. These loans are used for various business purposes which include short-term loans and lines of credit to finance machinery and equipment purchases, inventory and accounts receivable. Generally, the maximum term for loans extended on machinery and equipment is shorter and does not exceed the projected useful life of such machinery and equipment. Most business lines of credit are written on demand and may be renewed annually.

Commercial loans are generally secured with short-term assets; however, in many cases, additional collateral, such as real estate, is provided as additional security for the loan. Loan-to-value maximum values have been established by the Company and are specific to the type of collateral.

Collateral values may be determined using invoices, inventory reports, accounts receivable aging reports, collateral appraisals, etc.

In underwriting commercial loans, an analysis of the borrower s character, capacity to repay the loan, the adequacy of the borrower s capital and collateral, as well as an evaluation of conditions affecting the borrower, is performed. Analysis of the borrower s past, present and future cash flows is also an important aspect of the Company s analysis.

Concentration analysis assists in identifying industry specific risk inherent in commercial, financial and agricultural lending. Mitigants include the identification of secondary and tertiary sources of repayment and appropriate increases in oversight.

Commercial loans generally present a higher level of risk than certain other types of loans, particularly during slow economic conditions.

Commercial Real Estate Lending

The Company engages in commercial real estate lending in its primary market area and surrounding areas. The Company s commercial real estate portfolio is secured primarily by residential housing, raw land and hotels. Generally, commercial real estate loans have terms that do not exceed 20 years, have loan-to-value ratios of up to 80% of the appraised value of the property and are typically secured by personal guarantees of the borrowers.

As economic conditions deteriorate, the Company reduces its exposure in real estate loans with higher risk characteristics. In underwriting these loans, the Company performs a thorough analysis of the financial condition of the borrower, the borrower s credit history, and the reliability and predictability of the cash flow generated by the property securing the loan. Appraisals on properties securing commercial real estate loans originated by the Company are performed by independent appraisers.

Commercial real estate loans generally present a higher level of risk than certain other types of loans, particularly during slow economic conditions.

Real Estate Construction Lending

The Company engages in real estate construction lending in its primary market area and surrounding areas. The Company s real estate construction lending consists of commercial and residential site development loans, as well as commercial building construction and residential housing construction loans.

The Company s commercial real estate construction loans are generally secured with the subject property, and advances are made in conformity with a pre-determined draw schedule supported by independent inspections. Terms of construction loans depend on the specifics of the project, such as estimated absorption rates, estimated time to complete, etc.

In underwriting commercial real estate construction loans, the Company performs a thorough analysis of the financial condition of the borrower, the borrower s credit history, the reliability and predictability of the cash flow generated by the project using feasibility studies, market data, etc. Appraisals on properties securing commercial real estate loans originated by the Company are performed by independent appraisers.

Real estate construction loans generally present a higher level of risk than certain other types of loans, particularly during slow economic conditions. The difficulty of estimating total construction costs adds to the risk as well.

Mortgage Lending

The Company s real estate mortgage portfolio is comprised of consumer residential mortgages and business loans secured by one-to-four family properties. One-to-four family residential mortgage loan originations, including home equity installment and home equity lines of credit loans, are generated by the Company s marketing efforts, its present customers, walk-in customers and referrals. These loans originate primarily within the Company s market area or with customers primarily from the market area.

The Company offers fixed-rate and adjustable rate mortgage loans with terms up to a maximum of 25-years for both permanent structures and those under construction. The Company s one-to-four family residential mortgage originations are secured primarily by properties located in its primary market area and surrounding areas. The majority of the Company s residential mortgage loans originate with a loan-to-value of 80% or less. Home equity installment loans are secured by the borrower s primary residence with a maximum loan-to-value of 80% and a maximum term of 15 years. Home equity lines of credit are secured by the borrower s primary residence with a maximum loan-to-value of 90% and a maximum term of 20 years.

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In underwriting one-to-four family residential real estate loans, the Company evaluates the borrower s ability to make monthly payments, the borrower s repayment history and the value of the property securing the loan. The ability to repay is determined by the borrower s employment history, current financial conditions, and credit background. The analysis is based primarily on the customer s ability to repay and secondarily on the collateral or security. Properties securing real estate loans made by the Company are appraised by independent fee appraisers. The Company generally requires mortgage loan borrowers to obtain an attorney s title opinion or title insurance, and fire and property insurance (including flood insurance, if necessary) in an amount not less than the amount of the loan. The Company does not engage in sub-prime residential mortgage originations.

Residential mortgage loans and home equity loans generally present a lower level of risk than certain other types of consumer loans because they are secured by the borrower s primary residence.

Obligations of States and Political Subdivisions

The Company lends to local municipalities and other tax-exempt organizations. These loans are primarily tax-anticipation notes and, as such, carry little risk. Historically, the Company has never had a loss on any loan of this type.

Personal Lending

The Company offers a variety of secured and unsecured personal loans, including vehicle, mobile homes and loans secured by savings deposits as well as other types of personal loans.

Personal loan terms vary according to the type and value of collateral and creditworthiness of the borrower. In underwriting personal loans, a thorough analysis of the borrower s willingness and financial ability to repay the loan as agreed is performed. The ability to repay is determined by the borrower s employment history, current financial conditions and credit background.

Personal loans may entail greater credit risk than do residential mortgage loans, particularly in the case of personal loans which are unsecured or are secured by rapidly depreciable assets, such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted personal loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. In addition, personal loan collections are dependent on the borrower s continuing financial stability and, thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within the Company s internal risk rating system as of March 31, 2012 and December 31, 2011 (in thousands):

As of March 31, 2012	Pass	Special Mention	Substandard	Doubtful	Total
Commercial, financial and agricultural	$ 16,967	$ 1,458	$ 928	$	$ 19,353
Real estate commercial	52,982	8,327	4,492	40	65,841
Real estate construction	9,809	1,150	228	900	12,087
Real estate mortgage	156,063	7,006	2,395	4,919	170,383
Obligations of states and political subdivisions	11,516				11,516
Personal	6,205	16			6,221
Total	$ 253,542	$ 17,957	$ 8,043	$ 5,859	$ 285,401

As of December 31, 2011	Pass	Special Mention	Substandard	Doubtful	Total
Commercial, financial and agricultural	$ 17,657	$ 671	$ 1,089	$	$ 19,417
Real estate commercial	48,108	8,898	3,768		60,774

Real estate construction	14,616	1,022	720	1,150	17,508
Real estate mortgage	161,607	7,513	3,758	3,666	176,544
Obligations of states and political subdivisions	8,780				8,780
Personal	6,640	18			6,658
Total	$ 257,408	$ 18,122	$ 9,335	$ 4,816	$ 289,681

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The Company has certain loans in its portfolio that are considered to be impaired. It is the policy of the Company to recognize income on impaired loans that have been transferred to nonaccrual status on a cash basis, only to the extent that it exceeds principal balance recovery. Until an impaired loan is placed on nonaccrual status, income is recognized on the accrual basis. Collateral analysis is performed on each impaired loan at least quarterly and results are used to determine if a specific reserve is necessary to adjust the carrying value of each individual loan down to the estimated fair value. Generally, specific reserves are carried against impaired loans rather than recording partial charge-offs until termination of the credit is scheduled through liquidation of the collateral or foreclosure. In the case of a foreclosure, professional appraisals of collateral, discounted for expected selling costs, are used to determine the charge-off amount. The following tables summarize information regarding impaired loans by portfolio class as of March 31, 2012 and December 31, 2011 (in thousands):

	As of March 31, 2012			As of December 31, 2011		
Impaired loans	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial, financial and agricultural	$ 216	$ 216	$	$ 238	$ 238	$
Real estate commercial	2,781	2,781		2,312	2,312	
Real estate construction				720	720	
Real estate mortgage	559	559		2,254	2,254	
With an allowance recorded:						
Real estate construction	$ 900	$ 900	$ 193	$ 1,150	$ 1,150	$ 343
Real estate mortgage	4,395	4,395	1,662	2,865	2,865	432
Total:						
Commercial, financial and agricultural	$ 216	$ 216	$	$ 238	$ 238	$
Real estate commercial	2,781	2,781		2,312	2,312	
Real estate construction	900	900	193	1,870	1,870	343
Real estate mortgage	4,954	4,954	1,662	5,119	5,119	432
	$ 8,851	$ 8,851	$ 1,855	$ 9,539	$ 9,539	$ 775

	Three Months Ended March 31, 2012			Three Months Ended March 31, 2011		
Impaired loans	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income
With no related allowance recorded:						
Commercial, financial and agricultural	$ 227	$ 4	$	$ 266	$ 5	$
Real estate commercial	2,547	51	10	2,416	33	
Real estate construction	360			250		
Real estate mortgage	1,407	15	15	2,084	20	
With an allowance recorded:						
Real estate construction	$ 1,025	$	$	$ 600	$	$
Real estate mortgage	3,630	16	16	1,537	3	
Total:						
Commercial, financial and agricultural	$ 227	$ 4	$	$ 266	$ 5	$
Real estate commercial	2,547	51	10	2,416	33	
Real estate construction	1,385			850		
Real estate mortgage	5,037	31	31	3,621	23	
	$ 9,196	$ 86	$ 41	$ 7,153	$ 61	$

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The following table presents nonaccrual loans by classes of the loan portfolio as of March 31, 2012 and December 31, 2011 (in thousands):

Nonaccrual loans:	March 31, 2012	December 31, 2011
Commercial, financial and agricultural	$ 2	$ 2
Real estate commercial	498	520
Real estate construction	900	1,497
Real estate mortgage	5,894	5,928
Total	$ 7,294	$ 7,947

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the past due status as of March 31, 2012 and December 31, 2011 (in thousands):

As of March 31, 2012	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans	Loans Past Due greater than 90 Days and Accruing
Commercial, financial and agricultural	$	$	$ 31	$ 31	$ 19,322	$ 19,353	$ 29
Real estate commercial	1,702	265	1,124	3,091	62,750	65,841	627
Real estate construction			1,350	1,350	10,737	12,087	450
Real estate mortgage	1,957	1,144	6,514	9,615	160,768	170,383	1,250
Obligations of states and political subdivisions					11,516	11,516	
Personal	53	3	11	67	6,154	6,221	11
Total	$ 3,712	$ 1,412	$ 9,030	$ 14,154	$ 271,247	$ 285,401	$ 2,367

As of December 31, 2011	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans	Loans Past Due greater than 90 Days and Accruing
Commercial, financial and agricultural	$ 220	$ 2	$ 30	$ 252	$ 19,165	$ 19,417	$ 30
Real estate commercial	245	466	1,319	2,030	58,744	60,774	799
Real estate construction	278	32	2,030	2,340	15,168	17,508	533
Real estate mortgage	2,871	145	7,303	10,319	166,225	176,544	1,375
Obligations of states and political subdivisions					8,780	8,780	
Personal	50	11	6	67	6,591	6,658	6
Total	$ 3,664	$ 656	$ 10,688	$ 15,008	$ 274,673	$ 289,681	$ 2,743

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The following tables summarize the allowance for loan losses and recorded investments in loans receivable (in thousands):

As of, and for the period ended March 31, 2012

Allowance for loan losses:	Commercial, financial and agricultural	Real estate - commercial	Real estate - construction	Real estate - mortgage	Personal	Total
Beginning Balance, January 1, 2012	$ 195	$ 455	$ 442	$ 1,771	$ 68	$ 2,931
Charge-offs	(2)			(155)	(1)	(158)
Recoveries	1				1	2
Provisions		(52)	(171)	1,335	(4)	1,108
Ending balance, March 31, 2012	$ 194	$ 403	$ 271	$ 2,951	$ 64	$ 3,883

	Commercial, financial and agricultural	Real estate - commercial	Real estate - construction	Real estate - mortgage	Obligations of states and political subdivisions	Personal	Total
Allowance for loan losses:							
Ending balance	$ 194	$ 403	$ 271	$ 2,951	$	$ 64	$ 3,883
Ending balance: individually evaluated for impairment	$	$	$ 193	$ 1,662	$	$	$ 1,855
Ending balance: collectively evaluted for impairment	$ 194	$ 403	$ 78	$ 1,289	$	$ 64	$ 2,028
Loans, net of unearned interest:							
Ending balance	$ 19,353	$ 65,841	$ 12,087	$ 170,383	$ 11,516	$ 6,221	$ 285,401
Ending balance: individually evaluated for impairment	$ 216	$ 2,781	$ 900	$ 4,954	$	$	$ 8,851
Ending balance: collectively evaluated for impairment	$ 19,137	$ 63,060	$ 11,187	$ 165,429	$ 11,516	$ 6,221	$ 276,550

As of, and for the period ended March 31, 2011

Allowance for loan losses:	Commercial, financial and agricultural	Real estate - commercial	Real estate - construction	Real estate - mortgage	Personal	Total
Beginning Balance, January 1, 2011	$ 283	$ 875	$ 93	$ 1,489	$ 84	$ 2,824
Charge-offs	(4)			(16)		(20)
Recoveries					9	9
Provisions	70	26	17	(6)	(19)	88
Ending balance, March 31, 2011	$ 349	$ 901	$ 110	$ 1,467	$ 74	$ 2,901

	Commercial, financial and agricultural	Real estate - commercial	Real estate - construction	Real estate - mortgage	Obligations of states and political	Personal	Total

					subdivisions		
Allowance for loan losses:							
Ending balance	$ 349	$ 901	$ 110	$ 1,467	$	$ 74	$ 2,901
Ending balance: individually evaluated for impairment	$	$ 570	$	$	$	$	$ 570
Ending balance: collectively evaluted for impairment	$ 349	$ 331	$ 110	$ 1,467	$	$ 74	$ 2,331
Loans, net of unearned interest:							
Ending balance	$ 37,660	$ 43,610	$ 12,096	$ 183,148	$ 12,692	$ 8,244	$ 297,450
Ending balance: individually evaluated for impairment	$ 288	$ 6,561	$	$	$	$	$ 6,849
Ending balance: collectively evaluated for impairment	$ 37,372	$ 37,049	$ 12,096	$ 183,148	$ 12,692	$ 8,244	$ 290,601

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As of December 31, 2011

As of December 31, 2011	Commercial, financial and agricultural	Real estate - commercial	Real estate - construction	Real estate - mortgage	Obligations of states and political subdivisions	Personal	Total
Allowance for loan losses:							
	1,856.9						
Deferred income taxes	(11.7)	719.8	127.6	208.9	—	1,044.6	
Other liabilities	6.6	92.0	0.7	27.5	(0.1)	126.7	
Stockholders’ equity	3,380.2	145.1	104.0	2,355.5	(2,614.2)	3,370.6	
Noncontrolling interest	—	—	306.0	—	—	306.0	
Total liabilities and equity	$ 2,158.8	$ 3,241.8	$ 669.2	$ 4,012.0	$ (2,646.4)	$ 7,435.4	

Kansas City Southern and Subsidiaries
Notes to Consolidated Financial Statements—(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Three Months Ended March 31, 2014					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:						
Net cash provided	$21.3	$15.9	$0.4	$ 105.7	$ —	$ 143.3
Investing activities:						
Capital expenditures	—	(59.2)	(0.4)	(39.9)	1.5	(98.0)
Purchase of equipment under operating leases	—	(42.9)	—	(85.1)	—	(128.0)
Property investments in MSLLC	—	—	—	(19.6)	—	(19.6)
Other investing activities	(0.2)	0.6	(0.2)	6.6	(1.1)	5.7
Net cash used	(0.2)	(101.5)	(0.6)	(138.0)	0.4	(239.9)
Financing activities:						
Proceeds from commercial paper	—	864.6	—	—	—	864.6
Repayment of commercial paper	—	(689.8)	—	—	—	(689.8)
Proceeds from issuance of long-term debt	—	175.0	—	—	—	175.0
Repayment of long-term debt	—	(421.1)	(0.1)	(69.2)	—	(490.4)
Dividends paid	(23.8)	—	—	—	—	(23.8)
Other financing activities	2.6	(0.8)	0.2	(2.6)	(0.4)	(1.0)
Net cash provided (used)	(21.2)	(72.1)	0.1	(71.8)	(0.4)	(165.4)
Cash and cash equivalents:						
Net decrease	(0.1)	(157.7)	(0.1)	(104.1)	—	(262.0)
At beginning of year	0.4	196.1	0.2	232.8	—	429.5
At end of period	$0.3	$38.4	$0.1	$ 128.7	$ —	$ 167.5

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Kansas City Southern and Subsidiaries
Notes to Consolidated Financial Statements—(Continued)

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS–(Continued)

	Three Months Ended March 31, 2013					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:						
Net cash provided (used)	$(3.0)	$(1.6)	$0.8	$ 129.4	$ —	$ 125.6
Investing activities:						
Capital expenditures	—	(76.2)	(0.8)	(35.7)	—	(112.7)
Property investments in MSLLC	—	—	—	(12.9)	—	(12.9)
Proceeds from repayment of loans to affiliates	—	59.4	—	—	(59.4)	—
Other investing activities	(0.4)	1.8	(0.3)	1.0	0.7	2.8
Net cash used	(0.4)	(15.0)	(1.1)	(47.6)	(58.7)	(122.8)
Financing activities:						
Repayment of long-term debt	—	(8.2)	(0.1)	(6.2)	—	(14.5)
Repayment of loans from affiliates	—	—	—	(59.4)	59.4	—
Other financing activities	3.3	(0.4)	0.3	0.3	(0.7)	2.8
Net cash provided (used)	3.3	(8.6)	0.2	(65.3)	58.7	(11.7)
Cash and cash equivalents:						
Net increase (decrease)	(0.1)	(25.2)	(0.1)	16.5	—	(8.9)
At beginning of year	0.1	29.6	0.1	42.8	—	72.6
At end of period	$—	$4.4	$—	$ 59.3	$ —	$ 63.7

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The discussion below, as well as other portions of this Form 10-Q, contain forward-looking statements that are not based upon historical information. Readers can identify these forward-looking statements by the use of such verbs as "expects," "anticipates," "believes" or similar verbs or conjugations of such verbs. Such forward-looking statements are based upon information currently available to management and management's perception thereof as of the date of this Form 10-Q. However, such statements are dependent on and, therefore, can be influenced by, a number of external variables over which management has little or no control, including: competition and consolidation within the transportation industry; the business environment in industries that produce and use items shipped by rail; loss of the rail concession of Kansas City Southern's subsidiary, Kansas City Southern de México, S.A. de C.V.; the termination of, or failure to renew, agreements with customers, other railroads and third parties; interest rates; access to capital; disruptions to the Company's technology infrastructure, including its computer systems; natural events such as severe weather, hurricanes and floods; market and regulatory responses to climate change; credit risk of customers and counterparties and their failure to meet their financial obligations; legislative and regulatory developments and disputes; rail accidents or other incidents or accidents on KCS's rail network or at KCS's facilities or customer facilities involving the release of hazardous materials, including toxic inhalation hazards; fluctuation in prices or availability of key materials, in particular diesel fuel; dependency on certain key suppliers of core rail equipment; changes in securities and capital markets; loss of key personnel; labor difficulties, including strikes and work stoppages; insufficiency of insurance to cover lost revenue, profits or other damages; acts of terrorism or risk of terrorist activities; war or risk of war; domestic and international economic conditions; political and economic conditions in Mexico and the level of trade between the United States and Mexico; and the outcome of claims and litigation involving the Company or its subsidiaries. For more discussion about each risk factor, see Part II Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, which is on file with the U.S. Securities and Exchange Commission (File No. 1-4717) and Part I Item 1A — "Risk Factors" in the Form 10-K and any updates contained herein. Readers are strongly encouraged to consider these factors when evaluating forward-looking statements.
Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the timing when, or by which, such performance or results will be achieved. As a result, actual outcomes or results could materially differ from those indicated in forward-looking statements. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements.
This discussion is intended to clarify and focus on Kansas City Southern's ("KCS" or the "Company") results of operations, certain changes in its financial position, liquidity, capital structure and business developments for the periods covered by the consolidated financial statements included under Item 1 of this Form 10-Q. This discussion should be read in conjunction with those consolidated financial statements and the related notes and is qualified by reference to them.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial position and results of operations is based upon its consolidated financial statements. The preparation of these consolidated financial statements requires estimation and judgment that affect the reported amounts of revenue, expenses, assets and liabilities. The Company bases its estimates on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the accounting for assets and liabilities that are not readily apparent from other sources. If the estimates differ materially from actual results, the impact on the consolidated financial statements may be material. The Company's critical accounting policies are disclosed in the 2013 Annual Report on Form 10-K.

Overview

The Company is engaged in the freight rail transportation business, operating a coordinated rail network under one reportable business segment. The primary operating subsidiaries of the Company consist of the following: The Kansas City Southern Railway Company ("KCSR"), Kansas City Southern de México, S.A. de C.V. ("KCSM"), Meridian Speedway, LLC ("MSLLC"), and The Texas Mexican Railway Company ("TexMex"). The Company generates revenues

and cash flows by providing customers with freight delivery services within its regions, and throughout North America through connections with other Class I rail carriers. Customers conduct business in a number of different industries, including chemical and petroleum products, industrial and consumer products, agriculture and mineral products, energy products, automotive products and intermodal transportation. Appropriate eliminations and reclassifications have been recorded in preparing the consolidated financial statements.

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First Quarter Analysis

The Company reported a 10% increase in revenues, a 6% increase in revenue per carload/unit and a 4% increase in carload/unit volumes during the three months ended March 31, 2014, as compared to the same period in 2013. Agriculture and minerals revenues increase was driven by a 43% increase in grain volumes and an 18% increase in grain revenue per carload/unit. During the first quarter of 2013, grain volumes and average length of haul were adversely affected as a result of the severe drought conditions experienced in the Midwest region of the United States during 2012. Revenue increases for all other commodity groups were driven by positive pricing impacts or volumes.

Operating expenses increased $57.5 million during the three months ended March 31, 2014, as compared to the same period in 2013, due to lease termination costs and fuel expense. As a result, operating expenses as a percentage of revenues increased to 73.7% for the three months ended March 31, 2014, as compared to 70.5% for the same period in 2013.

KCSM's revenues and operating expenses are affected by fluctuations of the Mexican peso against the U.S. dollar. Based on the volume of revenue and expense transactions denominated in Mexican pesos, revenue and expense fluctuations generally offset, with insignificant net impacts to operating income.

During the fourth quarter of 2013, the Company initiated a multi-year lease conversion program (the "Lease Conversion Program") to optimize the Company's capital structure and take advantage of a favorable interest rate environment. This initiative has been funded with a portion of the proceeds from the senior notes issued during the fourth quarter of 2013 and available cash. As part of the Lease Conversion Program, during the first quarter of 2014, the Company purchased $126.6 million of equipment under existing operating leases and replacement equipment as certain operating leases expired. This initiative is expected to benefit the Company through reduced equipment costs, partially offset by increased depreciation and interest expense. In the first quarter of 2014, the Company recognized $29.9 million of lease termination costs, which is included in operating expenses, due to the early termination of certain operating leases and the related purchase of the equipment under the Lease Conversion Program.

The Company reported quarterly earnings of $0.85 per diluted share on consolidated net income of $93.7 million for the three months ended March 31, 2014, compared to earnings of $0.94 per diluted share on consolidated net income of $103.8 million for the same period in 2013. The decrease is attributable to lease termination costs under the Lease Conversion Program and a reduction in foreign exchange gain.

Results of Operations

The following summarizes KCS's consolidated income statement components (in millions):

	Three Months Ended March 31, 2014	2013	Change Dollars
Revenues	$607.4	$552.8	$54.6
Operating expenses	447.4	389.9	57.5
Operating income	160.0	162.9	(2.9)
Equity in net earnings of unconsolidated affiliates	5.7	5.5	0.2
Interest expense	(18.7)	(23.7)	5.0
Debt retirement costs	(6.6)	—	(6.6)
Foreign exchange gain	3.1	13.5	(10.4)
Other income (expense), net	(0.5)	0.3	(0.8)
Income before income taxes	143.0	158.5	(15.5)
Income tax expense	49.0	54.3	(5.3)
Net income	94.0	104.2	(10.2)
Less: Net income attributable to noncontrolling interest	0.3	0.4	(0.1)
Net income attributable to Kansas City Southern and subsidiaries	$93.7	$103.8	$(10.1)

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Revenues

The following summarizes revenues (in millions), carload/unit statistics (in thousands) and revenue per carload/unit:

	Revenues Three Months Ended March 31,			Carloads and Units Three Months Ended March 31,			Revenue per Carload/Unit Three Months Ended March 31,		
	2014	2013	% Change	2014	2013	% Change	2014	2013	% Change
Chemical and petroleum	$105.2	$102.4	3 %	57.8	59.5	(3 %)	$1,820	$1,721	6 %
Industrial and consumer products	149.1	144.2	3 %	83.6	85.3	(2 %)	1,783	1,691	5 %
Agriculture and minerals	113.4	81.0	40 %	58.7	46.4	27 %	1,932	1,746	11 %
Energy	78.2	76.3	2 %	72.3	71.0	2 %	1,082	1,075	1 %
Intermodal	88.0	79.8	10 %	234.2	227.1	3 %	376	351	7 %
Automotive	52.4	49.1	7 %	28.7	27.1	6 %	1,826	1,812	1 %
Carload revenues, carloads and units	586.3	532.8	10 %	535.3	516.4	4 %	$1,095	$1,032	6 %
Other revenue	21.1	20.0	6 %						
Total revenues (i)	$607.4	$552.8	10 %						

(i) Included in revenues:		
Fuel surcharge	$78.3	$71.0

Freight revenues include revenue for transportation services and fuel surcharges. For the three months ended March 31, 2014, revenues and carload/unit volumes increased 10% and 4%, respectively, compared to the same period in 2013. Agriculture and minerals revenues increased $32.4 million, compared to the same period in 2013, primarily due to a 43% increase in grain volumes. During the first quarter of 2013, grain volumes and average length of haul were adversely affected as a result of the severe drought conditions experienced in the Midwest region of the United States during 2012. Revenue per carload/unit increased by 6% for the three months ended March 31, 2014, compared to the same period in 2013, due to positive pricing impacts and commodity mix.

KCS's fuel surcharges are a mechanism to adjust revenue based upon changing fuel prices. Fuel surcharges are calculated differently depending on the type of commodity transported. For most commodities, fuel surcharge is calculated using a fuel price from a prior time period that can be up to 60 days earlier. In a period of volatile fuel prices or changing customer business mix, changes in fuel expense and fuel surcharge may differ.

The following discussion provides an analysis of revenues by commodity group:

Revenues by commodity group
for the three months ended
March 31, 2014

Chemical and petroleum. Revenues increased $2.8 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 6% increase in revenue per carload/unit, partially offset by a 3% decrease in carload/unit volumes. Revenues increased due to positive pricing impacts in petroleum and plastics, partially offset by decreased petroleum volumes due to increased reliance on hydro power in Mexico.

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Revenues by commodity group
for the three months ended
March 31, 2014

Industrial and consumer products. Revenues increased $4.9 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 5% increase in revenue per carload/unit, partially offset by a 2% decrease in carload/unit volumes. Metals and scrap revenues increased due to positive pricing impacts and increased length of haul, partially offset by lower pulp and paper volumes due to harsh winter weather conditions.

Agriculture and minerals. Revenues increased $32.4 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 27% increase in carload/unit volumes and an 11% increase in revenue per carload/unit. Grain volumes and revenue per carload/unit increased 43% and 18%, respectively, as volumes and average length of haul were adversely affected in the first quarter of 2013 as a result of the severe drought conditions experienced in the Midwestern region of the United States during 2012.

Energy. Revenues increased $1.9 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 2% increase in carload/unit volumes and a 1% increase in revenue per carload/unit. Volumes increased due to strong frac sand demand driven by higher crude oil prices and utility coal due to harsh winter weather and high natural gas prices. These increases were partially offset by decreased crude oil volumes due to lost business.

Intermodal. Revenues increased $8.2 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 7% increase in revenue per carload/unit and a 3% increase in carload/unit volumes. Revenue per carload/unit increased as a result of cross border length of haul and volume growth was driven by conversion of cross border general commodity truck traffic to rail.

Automotive. Revenues increased $3.3 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a 6% increase in carload/unit volumes and a 1% increase in revenue per carload/unit. Growth was driven by new cross border business and increased import/export volume through the Port of Lazaro Cardenas. This increase in revenues was partially offset by the weakening of the Mexican peso against the U.S. dollar.

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Operating Expenses

Operating expenses, as shown below (in millions), increased $57.5 million for the three months ended March 31, 2014, compared to the same period in 2013, due to lease termination costs and fuel expense.

	Three Months Ended March 31,		Change	
	2014	2013	Dollars	Percent
Compensation and benefits	$110.6	$106.9	$3.7	3 %
Purchased services	55.2	52.3	2.9	6 %
Fuel	103.9	90.9	13.0	14 %
Equipment costs	31.7	41.9	(10.2)	(24 %)
Depreciation and amortization	61.9	53.1	8.8	17 %
Materials and other	54.2	44.8	9.4	21 %
Lease termination costs	29.9	—	29.9	100 %
Total operating expenses	$447.4	$389.9	$57.5	15 %

Compensation and benefits. Compensation and benefits increased $3.7 million for the three months ended March 31, 2014, compared to the same period in 2013, due to annual salary rate increases, increased carload/unit volumes and higher headcount, partially offset by lower incentive compensation expense and the weakening of the Mexican peso against the U.S. dollar.

Purchased services. Purchased services expense increased $2.9 million for the three months ended March 31, 2014, compared to the same period in 2013, due to an increase in trackage rights expense as a result of an increase in carload/unit volumes and corporate expenses.

Fuel. Fuel expense increased $13.0 million for the three months ended March 31, 2014, compared to the same period in 2013, due to higher consumption and diesel fuel prices. The average price per gallon, including the effects of the weakening of the Mexican peso against the U.S. dollar, was $3.10 for the three months ended March 31, 2014, compared to $3.02 for the same period in 2013.

Equipment costs. Equipment costs decreased $10.2 million for the three months ended March 31, 2014, compared to the same period in 2013, due to lower locomotive lease expense as a result of the purchase of 103 locomotives late in the second quarter of 2013, which were previously leased by the Company under operating lease agreements, and the acquisition of equipment under the Lease Conversion Program. As a result of reduced lease expense from the locomotive lease conversion in 2013, the activity under the Lease Conversion Program and reduced net car hire expense due to the increase in owned equipment, total equipment costs are expected to decrease by approximately 25% for the year ended December 31, 2014, as compared to the same period in 2013.

Depreciation and amortization. Depreciation and amortization expense increased $8.8 million for the three months ended March 31, 2014, compared to the same period in 2013, due to a larger asset base, including the purchase of 103 locomotives late in the second quarter of 2013, which were previously leased by the Company under operating lease agreements, and the asset acquisitions under the Lease Conversion Program. As result of expected capital expenditures, the locomotive lease conversion in 2013 and the asset acquisitions under the Lease Conversion Program, total depreciation and amortization expense is expected to increase by approximately 15% for the year ended December 31, 2014, as compared to the same period in 2013.

Materials and other. Materials and other expense increased $9.4 million for the three months ended March 31, 2014, compared to the same period in 2013, due to higher casualty expense and employee expenses. In addition, the Company recognized a recovery from a legal dispute in the first quarter of 2013.

Lease termination costs. Lease termination costs were $29.9 million for the three months ended March 31, 2014, due to the early termination of certain operating leases and the related purchase of the equipment under the Lease Conversion Program. The Company expects to incur additional lease termination costs of approximately $8.0 million through the end of 2014.

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Non-Operating Income and Expenses

Equity in net earnings of unconsolidated affiliates. Equity in net earnings from unconsolidated affiliates increased $0.2 million for the three months ended March 31, 2014, compared to the same period in 2013. Equity in earnings from the operations of Panama Canal Railway Company and Ferrocarril y Terminal del Valle de México, S.A. de C.V. increased due to volumes, partially offset by lower equity in earnings of Southern Capital Corporation, LLC due to a gain on sale of property recognized in 2013 and fewer units under lease in 2014.

Interest expense. Interest expense decreased $5.0 million for the three months ended March 31, 2014, compared to the same period in 2013, due to lower average interest rates as a result of the Company's refinancing activities during 2013, partially offset by an increase in average debt balances driven by financing incurred in 2013 to fund the Lease Conversion Program. During the three months ended March 31, 2014, the average debt and commercial paper balance and average interest rates were $2,104.5 million and 3.5%, compared to $1,601.9 million and 5.8%, respectively, for the same period in 2013.

Debt retirement costs. Debt retirement costs were $6.6 million for the three months ended March 31, 2014, related to the call premiums, original issue discounts and write-off of unamortized debt issuance costs associated with the various redemption activities. The Company did not incur debt retirement costs during the first quarter of 2013.

Foreign exchange gain. For the three months ended March 31, 2014 and 2013, foreign exchange gain was $3.1 million and $13.5 million, respectively. Foreign exchange gain includes the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos and the gain on foreign currency forward contracts.

For the three months ended March 31, 2014, the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos resulted in a foreign exchange loss of $0.1 million, compared to a foreign exchange gain of $4.4 million for the same period in 2013.

The Company enters into foreign currency forward contracts to hedge its net exposure to fluctuations in the Mexican cash tax obligation due to changes in the value of the Mexican peso against the U.S. dollar. For the three months ended March 31, 2014 and 2013, foreign exchange gain on foreign currency forward contracts was $3.2 million and $9.1 million, respectively, due to the strengthening of the forward exchange rate of the Mexican peso against the U.S. dollar.

Other income (expense), net. Other income (expense), net, decreased $0.8 million for the three months ended March 31, 2014, compared to the same period in 2013, due to lower miscellaneous income.

Income tax expense. Income tax expense decreased $5.3 million for the three months ended March 31, 2014, compared to the same period in 2013, due to lower pre-tax income in the three months ended March 31, 2014. The components of the effective tax rates for the three months ended March 31, 2014, compared to the same period in 2013 are as follows:

	Three Months Ended March 31,			
	2014		2013	
Income tax expense using the statutory rate in effect	35.0	%	35.0	%
Tax effect of:				
Difference between U.S. and foreign tax rate	(3.3	%)	(3.3	%)
State and local income tax provision, net	1.3	%	1.5	%
Foreign exchange (i)	0.2	%	2.3	%
Other, net	1.1	%	(1.2	%)
Effective tax rate	34.3	%	34.3	%

(i) Mexican income taxes paid in Mexico are paid in Mexican pesos, and as a result, the effective income tax rate reflects fluctuations in the value of the Mexican peso against the U.S. dollar measured by the forward exchange rate. Most significantly, any gain or loss from the revaluation of net U.S. dollar-denominated monetary liabilities (primarily debt) into Mexican pesos is included in Mexican taxable income under Mexican tax law. As a result, a strengthening of the Mexican peso against the U.S. dollar for the reporting period will generally increase the Mexican cash tax obligation and the effective income tax rate, and a weakening of the Mexican peso against the

U.S. dollar for the reporting period will generally decrease the Mexican cash tax obligation and the effective tax rate. To hedge its exposure to this risk, the Company enters into foreign currency forward contracts, which are measured at fair value each period and any change in fair value is recognized in foreign exchange gain (loss) within the consolidated statements of income as described above. Refer to Note 6 Derivative Instruments for more information.

Liquidity and Capital Resources

Overview

The Company focuses its cash and capital resources on investing in the business, shareholder returns and optimizing its capital structure.

The Company believes, based on current expectations, that cash and other liquid assets, operating cash flows, access to debt and equity capital markets, and other available financing resources will be sufficient to fund anticipated operating expenses, capital expenditures, debt service costs, dividends and other commitments in the foreseeable future. The Company's current financing instruments contain restrictive covenants which limit or preclude certain actions; however, the covenants are structured such that the Company has sufficient flexibility to conduct its operations. The Company was in compliance with all of its debt covenants as of March 31, 2014.

Though KCS's cash flows from operations are expected to be sufficient to fund operations, capital expenditures, debt service and dividends, the Company may, from time to time, incur debt to refinance existing indebtedness, purchase equipment under operating leases, or to fund equipment additions or new investments.

During the fourth quarter of 2013, the Company initiated the Lease Conversion Program to optimize the Company's capital structure and take advantage of a favorable interest rate environment. This initiative has been funded with a portion of the proceeds from the senior notes issued during the fourth quarter of 2013 and available cash. As part of the Lease Conversion Program, during the first quarter of 2014, the Company purchased $126.6 million of equipment under existing operating leases and purchased replacement equipment as certain operating leases expired.

On January 27, 2014, the Company's Board of Directors declared a quarterly cash dividend on its common stock of $0.280 per share (total of $30.9 million). Subject to the discretion of the Board of Directors, capital availability and a determination that cash dividends continue to be in the best interest of its stockholders, the Company intends to pay a quarterly dividend on an ongoing basis.

On March 31, 2014, total available liquidity (the unrestricted cash balance plus revolving credit facility and commercial paper program availability) was $642.5 million. As of March 31, 2014, the total cash and cash equivalents held outside of the U.S. in foreign subsidiaries was $126.3 million. The Company expects that this cash will be available to fund operations without incurring additional taxes.

In January 2014, the Company amended its credit agreements to eliminate certain representations as a condition to borrowing under the KCSR and KCSM revolving facilities, provided for the prepayment of all outstanding term loans under the KCSR credit agreement on or before February 13, 2014, and increased the borrowing capacity under KCSR's revolving credit facility (the "KCSR Revolving Facility") to $450.0 million. In addition, the Company established a $450.0 million commercial paper program for KCSR and a $200.0 million commercial paper program for KCSM. The Company's revolving facilities serve as a backstop for the commercial paper programs and these commercial paper programs serve as the Company's primary means of short-term funding. The three primary rating agencies have rated the KCSR and KCSM commercial paper programs as investment grade. As of March 31, 2014, KCSR had $175.0 million outstanding amount issued under the KCSR commercial paper program and KCSM had no outstanding amount issued under the KCSM commercial paper program.

KCSM 8.0% Senior Notes. On February 3, 2014, KCSM redeemed all of the remaining $62.8 million aggregate principal amount of the KCSM 8.0% senior unsecured notes due February 1, 2018, at a redemption price (expressed as a percentage of the principal amount) of 104.0%, using a portion of the proceeds from the KCSM floating rate senior unsecured notes due October 28, 2016, issued in the fourth quarter of 2013.

KCSR Revolving Credit Facility and Term Loan. On February 7, 2014, KCSR borrowed $175.0 million under the KCSR Revolving Facility and used the proceeds and cash on hand to repay the outstanding $245.3 million principal amount of the KCSR term loan. On February 14, 2014, KCSR repaid the outstanding $175.0 million principal amount of the KCSR Revolving Facility using proceeds received under the KCSR Commercial Paper Program.

For additional discussion of the agreements representing the indebtedness of KCS, see "Liquidity and Capital Resources — Debt and Capital Structure" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

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KCS's operating results and financing alternatives can be unexpectedly impacted by various factors, some of which are outside of its control. For example, if KCS were to experience a reduction in revenues or a substantial increase in operating costs or other liabilities, its earnings could be significantly reduced, increasing the risk of non-compliance with debt covenants. Additionally, the Company is subject to external factors impacting debt and equity capital markets and its ability to obtain financing under reasonable terms is subject to market conditions. Volatility in capital markets and the tightening of market liquidity could impact KCS's access to capital. Further, KCS's cost of debt can be impacted by independent rating agencies which assign debt ratings based on certain factors including credit measurements such as interest coverage and leverage ratios, liquidity and competitive position.

Cash Flow Information

Summary cash flow data follows (in millions):

	Three Months Ended March 31,	
	2014	2013
Cash flows provided by (used for):		
Operating activities	$143.3	$125.6
Investing activities	(239.9)	(122.8)
Financing activities	(165.4)	(11.7)
Net decrease in cash and cash equivalents	(262.0)	(8.9)
Cash and cash equivalents beginning of year	429.5	72.6
Cash and cash equivalents end of period	$167.5	$63.7

Cash flows from operating activities increased $17.7 million for the three month period ended March 31, 2014, compared to the same period in 2013, due to increased revenues and an increase in cash generated from working capital items, resulting mainly from the timing of certain payments and receipts, and distributions from unconsolidated affiliates. Net cash used for investing activities increased $117.1 million due to the purchase or replacement of equipment under operating leases. Additional information regarding capital expenditures is provided below. Net cash used for financing activities increased $153.7 million due to the net repayment of long-term debt and dividends, partially offset by the net proceeds from the issuance of commercial paper.

Capital Expenditures

KCS has funded, and expects to continue to fund capital expenditures with operating cash flows, debt and equity financing and equipment leases.

The following table summarizes capital expenditures by type (in millions):

	Three Months Ended March 31,	
	2014	2013
Roadway capital program	$49.0	$59.5
Locomotives and freight cars	30.1	32.2
Capacity	5.8	7.6
Information technology	3.1	2.3
Other	2.3	1.4
Total capital expenditures (accrual basis)	90.3	103.0
Change in capital accruals	7.7	9.7
Total cash capital expenditures	$98.0	$112.7
Purchase or replacement of equipment under operating leases (accrual basis)	$126.6	$—
Change in capital accruals	1.4	—
Total cash purchase or replacement of equipment under operating leases	$128.0	$—

Generally, the Company's capital program consists of capital replacement. For 2014, internally generated cash flows are expected to fund cash capital expenditures, which are currently estimated to be between $690.0 million and $740.0 million. In addition, proceeds from the fourth quarter 2013 debt issuances and internally generated cash flows are expected to fund the purchase or replacement of equipment under the Lease Conversion Program, which are currently estimated to be between $300.0 million and $320.0 million in 2014.

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Other Matters

Approximately 80% of KCSR employees are covered by collective bargaining agreements. KCSR participates in industry-wide bargaining as a member of the National Carriers' Conference Committee. Long-term settlement agreements were reached and ratified during 2011 and the first half of 2012 covering all of the participating unions. These agreements will be in effect through December 2015.

KCSM Servicios union employees are covered by one labor agreement, which was signed on June 23, 1997, between KCSM and the Sindicato de Trabajadores Ferrocarrileros de la República Mexicana ("Mexican Railroad Union"), for a term of fifty years, for the purpose of regulating the relationship between the parties. Approximately 80% of KCSM Servicios employees are covered by this labor agreement. The compensation terms under this labor agreement are subject to renegotiation on an annual basis and all other benefits are subject to negotiation every two years. On April 8, 2014, compensation terms and all other benefits covering the period from July 1, 2013 through June 30, 2014, were finalized between KCSM Servicios and the Mexican Railroad Union. The union labor negotiations with the Mexican Railroad Union have not historically resulted in any strike, boycott or other disruption in KCSM's business operations.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There was no material change during the quarter from the information set forth in Part II, Item 7A. "Quantitative and Qualitative Disclosure about Market Risk" in the Annual Report on Form 10-K for the year ended December 31, 2013.

Item 4. Controls and Procedures

(a) Disclosure Controls and Procedures

As of the end of the period for which this Quarterly Report on Form 10-Q is filed, the Company's Chief Executive Officer and Chief Financial Officer have each reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have each concluded that the Company's current disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting that occurred during the first quarter of 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings
For information related to the Company’s legal proceedings, see Note 10, Commitments and Contingencies under Part I, Item 1 of this quarterly report on Form 10-Q.

Item 1A. Risk Factors
There were no material changes during the quarter to the Risk Factors disclosed in Item 1A — “Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
None.

Item 3. Defaults upon Senior Securities
None.

Item 4. Mine Safety Disclosures
Not applicable.

Item 5. Other Information
None.

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Item 6. Exhibits

Exhibit No.	Description of Exhibits Filed with this Report
3.1	Amended and Restated Bylaws of Kansas City Southern is attached to this Form 10-Q as Exhibit 3.1.
31.1	Principal Executive Officer’s Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is attached to this Form 10-Q as Exhibit 31.1.
31.2	Principal Financial Officer’s Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is attached to this Form 10-Q as Exhibit 31.2.
32.1	Principal Executive Officer’s Certification furnished Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is attached to this Form 10-Q as Exhibit 32.1.
32.2	Principal Financial Officer’s Certification furnished Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is attached to this Form 10-Q as Exhibit 32.2.
101	The following unaudited financial information from Kansas City Southern’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (Extensible Business Reporting Language) includes: (i) Consolidated Statements of Income for the three months ended March 31, 2014 and 2013, (ii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2014 and 2013, (iii) Consolidated Balance Sheets as of March 31, 2014 and December 31, 2013, (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2014 and 2013, and (v) the Notes to Consolidated Financial Statements.

Exhibit No.	Description of Exhibits Incorporated by Reference
3.2	Article III Section 2, as amended, to Amended and Restated Bylaws of Kansas City Southern, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 6, 2014 (File No. 1-4717), is incorporated by reference as Exhibit 3.2.
3.2.1	Amended and Restated Bylaws of Kansas City Southern, as amended and restated effective upon conclusion of the Company's Annual Meeting of Stockholders on May 1, 2014, filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed on February 26, 2014 (File No. 1-4717), with such amendment as described in the Company’s Current Report on Form 8-K, filed on March 6, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 3.2.1.
10.1	Amendment No. 1 to the Second Amended and Restated Credit Agreement, dated as of January 30, 2014, by and among The Kansas City Southern Railway Company (the “Borrower”), Kansas City Southern (the “Parent”), certain subsidiaries of the Borrower and the Parent as guarantors, the various financial institutions party thereto, and the Bank of Nova Scotia, as administrative agent, collateral agent, issuing bank and swing line bank, filed as Exhibit 10.31.3 to the Company’s Form 10-K for the year ended December 31, 2013, filed on January 31, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.1.
10.2	Amendment No. 1 to the Second Amended and Restated Credit Agreement, dated as of January 30, 2014, by and among Kansas City Southern de México, S.A. de C.V., certain of its subsidiaries as guarantors, the various financial institutions parties thereto, and JPMorgan Chase Bank, N.A., as administrative agent,

	collateral agent, issuer and swing line lender, filed as Exhibit 10.32.2 to the Company's Form 10-K for the year ended December 31 2013, filed on January 31, 2014 (File No. 1-4717), is incorporated by reference as Exhibit 10.2.
10.3	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (United States Employees) under the Kansas City Southern 2008 Stock Option and Performance Award Plan for the 2014 Long-Term Incentive Program, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 26, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.3.
10.4	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Non-United States Employees) under the Kansas City Southern 2008 Stock Option and Performance Award Plan for the 2014 Long-Term Incentive Program, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 26, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.

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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 16, 2014.

Kansas City Southern

/s/ MICHAEL W. UPCHURCH
Michael W. Upchurch
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ MARY K. STADLER
Mary K. Stadler
Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)