KANSAS CITY SOUTHERN
Form 10-K
January 29, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2015
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: 1-4717
KANSAS CITY SOUTHERN
(Exact name of registrant as specified in its charter)

Delaware	44-0663509
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
427 West 12th Street, Kansas City, Missouri	64105
(Address of principal executive offices)	(Zip Code)

816.983.1303
(Registrant's telephone number, including area code)
None
(Former name, former address and former fiscal year, if changed since last report)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Preferred Stock, Par Value $25 Per Share, 4%, Noncumulative	New York Stock Exchange
Common Stock, $.01 Per Share Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No ¨
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ¨ No ý
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. Yes ý 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

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. (Check one):

Large accelerated filer ý Accelerated filer o Non-accelerated filer o Smaller reporting company o

(Do not check if a 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 ¨ No ý

The aggregate market value of common stock held by non-affiliates of the registrant was $10.00 billion at June 30, 2015. There were 108,498,752 shares of $.01 par common stock outstanding at January 22, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Kansas City Southern’s Definitive Proxy Statement for the 2016 Annual Meeting of Stockholders which will be filed no later than 120 days after December 31, 2015, is incorporated by reference in Parts III.

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Item 1. Business

COMPANY OVERVIEW

Kansas City Southern, a Delaware corporation, is a holding company with domestic and international rail operations in North America that are strategically focused on the growing north/south freight corridor connecting key commercial and industrial markets in the central United States with major industrial cities in Mexico. As used herein, "KCS" or the "Company" may refer to Kansas City Southern or, as the context requires, to one or more subsidiaries of Kansas City Southern. KCS and its subsidiaries had approximately 6,670 employees on December 31, 2015.

KCS controls and owns all of the stock of The Kansas City Southern Railway Company ("KCSR"), a U.S. Class I railroad founded in 1887. KCSR serves a ten-state region in the midwest and southeast regions of the United States and has the shortest north/south rail route between Kansas City, Missouri and several key ports along the Gulf of Mexico in Alabama, Louisiana, Mississippi and Texas.

KCS controls and owns all of the stock of Kansas City Southern de México, S.A. de C.V. ("KCSM"). Through its 50-year concession from the Mexican government (the "Concession"), which could expire in 2047 unless extended, KCSM operates a key commercial corridor of the Mexican railroad system and has as its core route the most strategic portion of the shortest, most direct rail passageway between Mexico City and Laredo, Texas. Laredo is a principal international gateway through which a substantial portion of rail and truck traffic between the United States and Mexico crosses the border. KCSM serves most of Mexico's principal industrial cities and three of its major seaports. KCSM's rail lines provide exclusive rail access to the United States and Mexico border crossing at Nuevo Laredo, Tamaulipas, the largest rail freight interchange point between the United States and Mexico. Under the Concession, KCSM has the right to control and operate the southern half of the rail bridge at Laredo, Texas, which spans the Rio Grande River between the United States and Mexico. The Company also controls the northern half of this bridge through its ownership of Mexrail, Inc. ("Mexrail").

KCSM also provides exclusive rail access to the Port of Lazaro Cardenas on the Pacific Ocean. The Mexican government is developing the port at Lazaro Cardenas principally to serve Mexican markets and as an alternative to the U.S. west coast ports for Asian and South American traffic bound for North America.

The Company wholly owns Mexrail which, in turn, wholly owns The Texas Mexican Railway Company ("Tex-Mex"). Tex-Mex owns a 157-mile rail line extending from Laredo, Texas to the port city of Corpus Christi, Texas, which connects the operations of KCSR with KCSM. Through its ownership of Mexrail, the Company owns the northern half of the rail bridge at Laredo, Texas.

The KCS coordinated rail network (KCSR, KCSM and Tex-Mex) comprises approximately 6,600 route miles extending from the midwest and southeast portions of the United States south into Mexico and connects with all other Class I railroads, providing shippers with an effective alternative to other railroad routes and giving direct access to Mexico and the southeast and southwest United States through alternate interchange hubs.

Panama Canal Railway Company ("PCRC"), an unconsolidated joint venture company owned equally by KCS and Mi-Jack Products, Inc. ("Mi-Jack"), was awarded a concession from the Republic of Panama to reconstruct and operate the Panama Canal Railway, a 47-mile railroad located adjacent to the Panama Canal that provides international container shipping companies with a railway transportation alternative to the Panama Canal. The Concession was awarded in 1998 for an initial term of 25 years with an automatic renewal for an additional 25 year term. The Panama Canal Railway is a north-south railroad traversing the Isthmus of Panama between the Atlantic and Pacific Oceans.

Other subsidiaries and affiliates of KCS include the following:

- Meridian Speedway, LLC ("MSLLC"), a seventy percent-owned consolidated affiliate that owns the former KCSR rail line between Meridian, Mississippi and Shreveport, Louisiana, which is the portion of the rail line between Dallas, Texas and Meridian known as the "Meridian Speedway." Norfolk Southern Corporation, through its wholly-owned subsidiary, The Alabama Great Southern Railroad Company, owns the remaining thirty percent of MSLLC.
- KCSM Servicios, S.A. de C.V. ("KCSM Servicios"), a wholly-owned and consolidated affiliate that provides employee services to KCSM;
- Ferrocarril y Terminal del Valle de México, S.A. de C.V. ("FTVM"), a twenty-five percent-owned unconsolidated affiliate that provides railroad services as well as ancillary services in the greater Mexico City area; and

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- PTC-220, LLC ("PTC-220"), a fourteen percent-owned unconsolidated affiliate that holds the licenses to large blocks of radio spectrum and other assets for the deployment of positive train control ("PTC"). See Government Regulation section for further information regarding PTC.

MARKETS SERVED

2015 Revenues
Business Mix

Chemical and petroleum. This sector includes products such as plastics, other petroleum refined products and miscellaneous chemicals. KCS transports these products to markets in the midwest, southeast and northeast United States and throughout Mexico through interchanges with other rail carriers. The products within the chemicals and plastics channels are used in the automotive, housing and packaging industries as well as in general manufacturing. KCS hauls petroleum products across its network and as petroleum refineries have continued to increase their refining capacity, they have coordinated with KCS to develop additional long-term storage opportunities which complement a fluid freight railroad operation.

Industrial and consumer products. This sector includes metals and ores such as iron, steel, zinc and copper. The majority of metals, minerals and ores mined, and steel produced in Mexico are consumed within Mexico. The volume of Mexican steel domestic consumption and exports fluctuates based on global market prices. Higher-end finished products such as steel coils are used by Mexican manufacturers in automobiles, household appliances, the oil and gas industry, and other consumer goods which are imported from the United States through land borders and through the seaports served by KCS's rail network. KCS also transports steel coils, plates and pipe from U.S. and Mexican based mini-mills to locations in the U.S. and Mexico for oil drilling, appliance and automotive applications.

This sector also serves paper mills directly and indirectly through its various short-line connections. KCS's rail lines run through the heart of the southeast United States timber-producing region. Additionally, KCS is uniquely positioned to serve many paper mills in the southeast United States whose products are increasing in demand due to a general growth of consumer goods and industrial production in central Mexico.

Agriculture and minerals. The agriculture and minerals sector consists primarily of grain and food products. Shipper demand for agriculture products is affected by competition among sources of grain and grain products, as well as price fluctuations in international markets for key commodities. In the United States, KCS's rail lines receive and originate shipments of grain and grain products for delivery to feed mills, food and industrial consumers in the U.S. and Mexico. United States export grain shipments and Mexico import grain shipments include primarily corn, wheat, and soybeans. Over the long term, export grain shipments to Mexico are expected to increase as a result of Mexico's reliance on grain imports and KCS's coordinated rail network is well positioned to meet these increases in demand. Food products consist mainly of soybean meal, grain meal, oils, canned goods, distillers dried grains, corn syrup and sugar. Other shipments consist of a variety of products including ores, minerals, clay and glass used across North America.

Energy. The energy sector includes coal, frac sand, petroleum coke and crude oil. KCS hauls unit trains (trains transporting a single commodity from one source to one destination) of coal for nine electric generating plants in the central United States. The coal originates from the Powder River Basin in Wyoming and is interchanged to KCS at Kansas City, Missouri. Coal mined in the midwest United States is transported in non-unit trains to industrial consumers such as paper mills, steel mills, and cement companies. Frac sand originating primarily in Wisconsin, Illinois or Iowa is delivered to transloads located in northeast Texas, northern Louisiana and south Texas for distribution to gas and oil wells in the region. KCS transports petroleum coke from refineries in the United States to cement companies in Mexico as well as to vessels for international distribution through the Pabtex export terminal located in Port Arthur, Texas. The majority of crude by rail

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business originates in Canada and Utah, with spot shipments coming from west Texas, Colorado and North Dakota, and is delivered to U.S. Gulf Coast refineries and tank farms in Texas, Louisiana and Alabama.

Intermodal. The intermodal freight sector consists primarily of hauling freight containers or truck trailers on behalf of steamship lines, motor carriers, and intermodal marketing companies with rail carriers serving as long-distance haulers. KCS serves and supports the U.S. and Mexican markets, as well as cross border traffic between the U.S. and Mexico. In light of the importance of trade between Asia and North America, the Company believes the Port of Lazaro Cardenas continues to be a strategically beneficial location for ocean carriers, manufacturers and retailers. Equally important, the increase in foreign direct investment in Mexico has caused the KCS Mexico/U.S. cross border corridor to emerge as an increasingly important tool for the North American Free Trade Agreement ("NAFTA") freight flow. The Company also provides premium service to customers over its line from Dallas through the Meridian Speedway — a critical link in creating the most direct route between the southwest and southeast/northeast U.S.

Automotive. KCS provides rail transportation to every facet of the automotive industry supply chain, including automotive manufacturers, assembly plants and distribution centers throughout North America. Several U.S., European and Asian automakers have built or intend to build assembly plants in central Mexico to take advantage of access to lower costs, which has driven a shift in production and distribution patterns from the U.S. to Mexico. In addition, KCS transports finished vehicles imported and exported to and from Asia through a distribution facility at the Port of Lazaro Cardenas. As the automotive industry shifts production and distribution patterns, KCS is poised to serve the automotive industry's evolving transportation requirements.

GOVERNMENT REGULATION

The Company's United States operations are subject to federal, state and local laws and regulations generally applicable to all businesses. Rail operations are also subject to the regulatory jurisdiction of the Surface Transportation Board ("STB"), the Federal Railroad Administration ("FRA") of the U.S. Department of Transportation ("DOT"), the Occupational Safety and Health Administration ("OSHA"), as well as other federal and state regulatory agencies. The STB has jurisdiction over disputes and complaints involving certain rates, routes and services, the sale or abandonment of rail lines, applications for line extensions and construction, and consolidation or merger with, or acquisition of control of, rail common carriers. DOT and OSHA each has jurisdiction under several federal statutes over a number of safety and health aspects of rail operations, including the transportation of hazardous materials. In 2008, the President of the United States signed the Rail Safety Improvement Act of 2008 into law, which, among other things, revised hours of service for train and certain other employees and mandated implementation of PTC at certain locations by the end of 2015. PTC is a technology designed to help prevent train-to-train collisions, overspeed derailments, incursions into rail work zones, and entry into main line track if a switch is misaligned at certain locations, including main line track where toxic inhalation hazard or poison inhalation hazard movements occur or where passenger operations occur. The Surface Transportation Extension Act of 2015 extended the PTC implementation deadline from the end of 2015 to the end of 2018, conditioned upon the filing of revised PTC Implementation Plans, with a further two-year extension possible subject to review by the Department of Transportation. PTC will add to operating costs, increase the number of employees the Company employs and require KCS to make significant investments in new safety technology.

KCS's U.S. subsidiaries are subject to extensive federal, state and local environmental regulations. These laws cover discharges to water, air emissions, toxic substances, and the generation, handling, storage, transportation and disposal of waste and hazardous materials. These regulations have the effect of increasing the costs, risks and liabilities associated with rail operations. Environmental risks are also inherent in rail operations, which frequently involve transporting chemicals and other hazardous materials.

Primary regulatory jurisdiction for the Company's Mexican operations is overseen by the Mexican Secretaría de Comunicaciones y Transportes ("Secretary of Communications and Transportation" or "SCT"). The SCT establishes regulations concerning railway safety and operations, and is responsible for resolving disputes between railways and between railways and customers. KCSM must register its maximum rates with the SCT and make regular reports to the SCT on investment and traffic volumes. The Company may freely set rates unless the Mexican government determines that there is no effective competition. In the event that rates charged are higher than the registered rates, KCSM must reimburse customers with interest.

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KCSM holds a concession from the Mexican government until June 2047 (exclusive through 2027, subject to certain trackage and haulage rights granted to other concessionaires), which is renewable under certain conditions for an additional period of up to 50 years (the "Concession"). The Concession is to provide freight transportation services over rail lines which are a primary commercial corridor of the Mexican railroad system. KCSM is required to provide railroad services to all users on a fair and non-discriminatory basis and in accordance with efficiency and safety standards approved periodically by the Mexican government. KCSM has the right to use, but does not own, all track and buildings that are necessary for the rail lines' operation. KCSM is obligated to maintain the right of way, track structure, buildings and related maintenance facilities to the operational standards specified in the Concession agreement and to return the assets in that condition at the end of the Concession period. KCSM is required to pay the Mexican government a concession duty equal 1.25% of gross revenues during the Concession period.

The Company's Mexican operations are subject to Mexican federal and state laws and regulations relating to the protection of the environment through the establishment of standards for water discharge, water supply, emissions, noise pollution, hazardous substances and transportation and handling of hazardous and solid waste. The Mexican government may bring administrative and criminal proceedings and impose economic sanctions against companies that violate environmental laws, and temporarily or even permanently close non-complying facilities.

Noncompliance with applicable legal provisions may result in the imposition of fines, temporary or permanent shutdown of operations or other injunctive relief, criminal prosecution or, with respect to KCSM, the termination of the Concession. KCS maintains environmental provisions which are believed by management to be appropriate with respect to known and existing environmental contamination of its properties which KCS may be responsible to remedy. In addition, KCS's subsidiaries are party to contracts and other legally binding obligations by which previous owners of certain facilities now owned by KCS are responsible to remedy contamination of such sites remaining from their previous ownership. There are currently no material legal or administrative proceedings pending against the Company with respect to any environmental matters and management does not believe that continued compliance with environmental laws will have any material adverse effect on the Company's consolidated financial statements. KCS cannot predict the effect, if any, that unidentified environmental matters or the adoption of additional or more stringent environmental laws and regulations would have on the Company's consolidated financial statements.

COMPETITION

The Company competes against other railroads, many of which are much larger and have significantly greater financial and other resources. The railroad industry in North America is dominated by a few very large carriers. The larger U.S. western railroads (BNSF Railway Company and Union Pacific Railroad Company), in particular, are significant competitors of KCS because of their substantial resources and competitive routes.

In Mexico, KCSM's operations are subject to competition from other railroads, particularly Ferrocarril Mexicano, S.A. de C.V. ("Ferromex") and Ferrosur, S.A. de C.V. ("Ferrosur"), both controlled by Grupo Mexico S.A.B. de C.V. Ferromex and Ferrosur together are much larger and have significantly greater financial and other resources than KCSM, serving most of the major ports and cities in Mexico and together owning fifty percent of FTVM, which serves industries located within Mexico City.

The ongoing impact of past and future rail consolidation is uncertain. However, KCS believes that its investments and strategic alliances continue to competitively position the Company to attract additional rail traffic throughout its rail network.

The Company is subject to competition from motor carriers, barge lines and other maritime shipping, which compete across certain routes in KCS's operating areas. In the past, truck carriers have generally eroded the railroad industry's share of total transportation revenues. Intermodal traffic and certain other traffic face highly price sensitive competition, particularly from motor carriers. However, rail carriers, including KCS, have placed an emphasis on competing in the intermodal marketplace and working with motor carriers to provide end-to-end transportation of products.

While deregulation of U.S. freight rates has enhanced the ability of railroads to compete with each other and with alternative modes of transportation, this increased competition has generally resulted in downward pressure on freight rates since deregulation. Competition with other railroads and other modes of transportation is generally based on the rates charged, the quality and reliability of the service provided and the quality of the carrier's equipment for certain

commodities.

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RAIL SECURITY

The Company and its rail subsidiaries have continued to develop and implement multidisciplinary approaches to secure the Company's assets and personnel against transnational criminal organizations that actively target transportation networks. In addition, the Company has developed a variety of strategies to help mitigate the risk terrorist attacks could pose to the Company, its personnel and assets. Many of the specific measures the Company utilizes for these efforts are required to be kept confidential through arrangements with government agencies, such as the Department of Homeland Security ("DHS"), or through jointly-developed and implemented strategies and plans with connecting carriers.

KCSR and KCSM developed a proprietary security plan based on an industry-wide plan developed by the Association of American Railroads ("AAR") members which focuses on comprehensive risk assessments in five areas — hazardous materials; train operations; critical physical assets; military traffic; and information technology and communications. The security plan is kept confidential, with access to the plan tightly limited to members of management with direct security and anti-terrorism implementation responsibilities. The Company participates with other AAR members in periodic drills under the industry plan to test and refine its various provisions.

To protect the confidentiality and sensitivity of both the AAR plans and the proprietary strategies the Company has developed to safeguard against criminal enterprises, terrorism, and other security and safety threats, the following paragraphs will provide only a general overview of some of these efforts.

The Company's security activities range from periodically mailing each employee a security awareness brochure (which is also posted under the "Employees" tab on the Company's internet website, www.kcsouthern.com) to its ongoing implementation of security plans for rail facilities in areas labeled by the DHS as High Threat Urban Areas ("HTUAs"). The Company's other activities to bolster security against terrorism include, but are not limited to, the following:

- Conferring regularly with other railroads' security personnel and with industry experts on security issues;
- Routing shipments of certain chemicals, which might be toxic if inhaled, pursuant to federal regulations;
- Initiating a series of over 20 voluntary action items agreed to between AAR and DHS as enhancing security in the rail industry;
- Conducting constant and targeted security training as part of the scheduled training for operating employees and managers;
- Development of smartphone applications to ensure immediate information and pictures from security supervisors and protection assets pertaining to potential operational risks;
- Developing a multi-layered security model using high-speed digital imaging, system velocity and covert and overt security filters to mitigate the risk of illicit activity;
- Measuring key security metrics to ensure positive risk mitigation and product integrity trends;
- Performing constant due diligence by benchmarking security on a world-wide basis to monitor threat streams related to rail incidents;
- Implementation of a Tactical Intelligence Center by KCSM, training core members in new technology helping to prevent, detect, deter, deny and respond to potentially illicit activities; and
- Deployment of an array of non-intrusive technologies including, but not limited to, digital video surveillance and analytics as part of an intelligent video security solution, including a Closed Circuit Television platform with geo-fencing for intrusion detection, to allow for remote viewing access to monitor ports of entry, intermodal and rail yards.

In addition, the Company utilizes dedicated security personnel with extensive law enforcement backgrounds to oversee the ongoing and increasingly complex security efforts of the Company in both the United States and Mexico. While the risk of theft and vandalism is higher in Mexico, KCSM remains among the safest methods of transportation for freight shipments in Mexico. KCSM's record in rail safety is due in large part to the implementation of a multi-layered safety and security process throughout the KCSM network. In addition to having its own internal system, the process is connected to, and supported by a high level of federal, state and local law enforcement. A primary focus of this effort involves maintaining constant due diligence, counter intelligence, technology reporting applications and active vigilance while enhancing overall system velocity, which reduces the residual risk for

incidents to occur.

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RAILWAY LABOR ACT

Labor relations in the U.S. railroad industry are subject to extensive governmental regulation under the Railway Labor Act ("RLA"). Under the RLA, national labor agreements are renegotiated on an industry-wide scale when they become open for modification, but their terms remain in effect until new agreements are reached or the RLA's procedures (which include mediation, cooling-off periods, and the possibility of presidential intervention) are exhausted. Contract negotiations with the various unions generally take place over an extended period of time and the Company rarely experiences work stoppages during negotiations. Wages, health and welfare benefits, work rules and other issues have traditionally been addressed during these negotiations.

COLLECTIVE BARGAINING

Approximately 80% of KCSR employees are covered by collective bargaining agreements. These agreements do not have expiration dates, but rather remain in place until modified by subsequent agreements. KCSR participates in industry-wide multi-employer bargaining as a member of the National Carriers' Conference Committee, as well as local bargaining for agreements that are limited to KCSR's property. Multi-employer agreements are subject to a procedure that allows requests for changes to be served every five years. The last multi-employer agreements with all of the participating unions were reached and ratified during 2011 and the first half of 2012, and were retroactive to January 1, 2010. The current round of multi-employer bargaining began on January 1, 2015. The subjects of bargaining primarily concern salary and benefits payable to the various union employees. The union labor negotiation has not historically resulted in any strike, lock-out, or other disruption in the Company's business operations. The Company does not believe the expected settlements will have a material impact on the consolidated financial statements.

KCSM Servicios union employees are covered by one labor agreement, which was signed on April 16, 2012, between KCSM Servicios and the Sindicato de Trabajadores Ferrocarrileros de la República Mexicana ("Mexican Railroad Union"), for an indefinite period of time, 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. 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. On July 1, 2015, the negotiation of compensation terms and all other benefits was initiated with the Mexican Railroad Union. The anticipated resolution of this negotiation is not expected to have a material impact to the consolidated financial statements.

EXECUTIVE OFFICERS OF KCS AND SUBSIDIARIES

All executive officers are elected annually and serve at the discretion of the Board of Directors. All of the executive officers have employment agreements with KCS and/or its subsidiaries. The mailing address of the principal executive officers other than Mr. Zozaya is P.O. Box 219335, Kansas City, Missouri 64121. Mr. Zozaya's mailing address is Montes Urales No. 625, Col. Lomas de Chapultepec, C.P. 11000, Mexico D.F.

David L. Starling — Chief Executive Officer — 66 — Served in this capacity since August 1, 2010. Mr. Starling has been a director of KCS since May 6, 2010. He also served as President of KCS from July 1, 2008 to March 1, 2015 and as Chief Operating Officer of KCS from July 1, 2008 through August 1, 2010. Mr. Starling has also served as a Director and Chief Executive Officer of KCSR since July 1, 2008 and as President from July 1, 2008 to March 1, 2015. He has also served as a Director of KCSM since October 2013 and he served as Chairman of the Board of Directors of KCSM from October 2013 to June 2015. He served as Vice Chairman of the Board of Directors of KCSM from September 2009 to October 2013. Mr. Starling has served as Co-Chairman of the Board of Directors of PCRC and Panarail since October 2013. He served as Vice Chairman of the Board of Directors of PCRC and Panarail from July 2008 to September 2013. Prior to joining KCS, Mr. Starling served as President and Director General of PCRC from 1999 through June 2008.

Patrick J. Ottensmeyer — President — 58 — Served in this capacity since March 1, 2015. He served as Executive Vice President Sales and Marketing of KCS from October 16, 2008 through March 1, 2015. Mr. Ottensmeyer joined KCS in May 2006 as Executive Vice President and Chief Financial Officer. Prior to joining KCS, Mr. Ottensmeyer served as Chief Financial Officer of Intranasal Therapeutics, Inc. from 2001 to May 2006. From 2000 to 2001, he served as Corporate Vice President Finance and Treasurer for Dade-Behring Holdings, Inc. From 1993 to 1999,

Mr. Ottensmeyer served as Vice President Finance and Treasurer at Burlington Northern Santa Fe Corporation and BNSF Railway and their predecessor companies.

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Warren K. Erdman — Executive Vice President — Administration and Corporate Affairs — 57 — Served in this capacity sinc April 2010. Mr. Erdman served as Executive Vice President — Corporate Affairs from October 2007 until April 2010. He served as Senior Vice President — Corporate Affairs of KCS and KCSR from January 2006 to September 2007. Mr. Erdman served as Vice President — Corporate Affairs of KCS from April 15, 1997 to December 31, 2005 and as Vice President — Corporate Affairs of KCSR from May 1997 to December 31, 2005. Prior to joining KCS, Mr. Erdman served as Chief of Staff to United States Senator Kit Bond of Missouri from 1987 to 1997.

Michael W. Upchurch — Executive Vice President and Chief Financial Officer — 55 — Served in this capacity since October 16, 2008. Mr. Upchurch joined KCS in March 2008 as Senior Vice President Purchasing and Financial Management. From 1990 through September 2006, Mr. Upchurch served in various senior financial leadership positions at Sprint Nextel Corporation and its predecessor, Sprint Corporation, including Senior Vice President Financial Operations, Senior Vice President Finance Sprint Business Solutions and Senior Vice President Finance Long Distance Division.

José Guillermo Zozaya Delano — President and Executive Representative — KCSM — 63 — Served in this position since April 20, 2006. Mr. Zozaya has 35 years of experience in law and government relations, most recently as the Legal and Government Relations Director for ExxonMobil México, S.A. de C.V., where he spent nine years prior to joining KCSM.

Brian D. Hancock — Executive Vice President and Chief Marketing Officer — 50 — Mr. Hancock has served in this capacity since joining KCS in August 2015. Prior to joining KCS, Mr. Hancock served as Senior Vice President of Supply Chain for Family Dollar Stores, Inc. from 2013 to July 2015. From 2011 to 2013, Mr. Hancock served as President – North America for The Martin – Brower Company, L.L.C. From 2005 to 2011, he served as Vice President – Global Supply Chain for Whirlpool Corporation.

Lora S. Cheatum — Senior Vice President — Human Resources — 59 — Ms. Cheatum has served in this capacity since joinin KCS in October 2014. Ms. Cheatum previously served as Senior Vice President Global Human Resources of Layne Christensen from 2012 to October 2014. From 2010 to 2012, she served as Director — Field Operations at Fitness Together Holdings, Inc. Ms. Cheatum spent nine years with Kansas City Power & Light, from 2001 to 2010, where she was Vice President of Procurement and previously as Vice President Human Resources.

Michael J. Naatz — Senior Vice President Operations Support and Chief Information Officer — 50 — Served in this capacity since August 2014. Mr. Naatz served as Senior Vice President and Chief Information Officer of the Company from May 2012 to July 2014. Prior to joining KCS, Mr. Naatz served as President of USF Holland, a YRC Worldwide, Inc. (“YRCW”) company, from 2011 to May 2012. From 2010 to 2011, Mr. Naatz served as President and Chief Customer Officer - Customer Care Division at YRCW. From 2008 to 2010, he served as Executive Vice President and Chief Information & Service Officer at YRCW. From 2005 to 2007, he served as President — Enterprise Services Division at YRCW. From 1994 to 2005, he held various leadership positions with USF Corporation.

Jeffrey M. Songer — Senior Vice President Engineering and Chief Transportation Officer — 46 — Mr. Songer has served in this capacity since August 2014. Mr. Songer previously was Vice President and Chief Engineer for KCSR from June 2012 to July 2014. Prior to serving as KCSR’s Vice President and Chief Engineer, Mr. Songer served as Assistant Vice President — Engineering and Planning from March 2011 to June 2012, and as its General Director — Planning, Scheduling & Administration from January 2007 to March 2011.

Mary K. Stadler — Senior Vice President and Chief Accounting Officer — 56 — Served in this capacity since March 2, 2009. From April 1990 through August 2008, Ms. Stadler served in various finance leadership positions at Sprint Nextel Corporation and its predecessor, Sprint Corporation, most recently as Vice President — Assistant Controller.

William J. Wochner — Senior Vice President and Chief Legal Officer — 68 — Served in this capacity since February 2007. He served as Vice President and Interim General Counsel from December 2006 to January 2007. From September 2006 to December 2006, Mr. Wochner served as Vice President and Associate General Counsel. From March 2005 to September 2006, Mr. Wochner served as Vice President Sales and Marketing/Contracts for KCSR. From February 1993 to March 2005, Mr. Wochner served as Vice President and General Solicitor of KCSR.

There are no arrangements or understandings between the executive officers and any other person pursuant to which the executive officer was or is to be selected as an officer of KCS, except with respect to the executive officers who have entered into employment agreements designating the position(s) to be held by the executive officer.

None of the above officers is related to another, or to any of the directors of KCS.

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AVAILABLE INFORMATION

KCS's website (www.kcsouthern.com) provides at no cost KCS's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after the electronic filing of these reports is made with the Securities and Exchange Commission. In addition, KCS's corporate governance guidelines, ethics and legal compliance policy, and the charters of the Audit Committee, the Finance Committee, the Nominating and Corporate Governance Committee and the Compensation and Organization Committee of the Board of Directors are available on KCS's website. These guidelines, policies and charters are available in print without charge to any stockholder requesting them. Written requests for these materials may be made to the Corporate Secretary, P.O. Box 219335, Kansas City, Missouri 64121-9335 (or if by express delivery to 427 West 12th Street, Kansas City, Missouri 64105). From time to time, KCS publicly designates material information by posting it on the website, investors.kcsouthern.com, in lieu of press releases.

See Item 8, Financial Statements and Supplementary Data — Note 1 "Description of the Business" and Note 17 "Geographic Information" for more information on the description and general development of the Company's business and financial information about geographic areas.

Item 1A. Risk Factors

KCS, as a common carrier by rail, is required by United States and Mexican laws to transport hazardous materials, which could expose KCS to significant costs and claims.

Under United States federal statutes and applicable Mexican laws, KCS's common carrier responsibility requires it to transport hazardous materials. Any rail accident or other incident or accident on KCS's network, facilities, or at the facilities of KCS's customers involving the release of hazardous materials, including toxic inhalation hazard (or TIH) materials, could involve significant costs and claims for personal injury, property damage, and environmental penalties and remediation in excess of the Company's insurance coverage for these risks, which could have a material adverse effect on KCS's consolidated financial statements.

KCS's business is subject to regulation by federal, state and local legislatures and agencies that could impose significant cost on the Company's business operations.

KCS is subject to legislation and regulation enacted by federal, state and local legislatures and agencies in the U.S. and Mexico with respect to railroad operations. Government regulation of the railroad industry is a significant determinant of the competitiveness and profitability of railroads. Changes in legislation or regulation could have a negative impact on KCS's ability to negotiate prices for rail services, could negatively affect competition among rail carriers, or could negatively impact operating practices, resulting in reduced efficiency, increased operating costs or increased capital investment, all of which could result in a material adverse effect on KCS's consolidated financial statements.

New economic regulation in the U.S. or Mexico in current or future proceedings could change the regulatory framework within which the Company operates which could materially change the Company's business and have an adverse effect on the Company's consolidated financial statements.

Amendments to the Mexican Regulatory Railroad Service Law became effective in January 2015 and the new Mexican antitrust legislation became effective in July 2014. Under Article 47 of the Mexican Railroad Services Law and its regulations, if the Comisión Federal de Competencia Económica (Mexican Antitrust Commission or "CFCE") determines that effective competition does not exist, then the SCT has authority to impose remedies. CFCE, however, has not published guidelines regarding the factors that constitute a lack of competition. It is, therefore, unclear under what particular circumstances CFCE would deem a lack of competition to exist. If the SCT intervenes and imposes such remedies, it may negatively impact profitability. The Company continues to evaluate the Mexican government's implementation of these new laws, and unexpected adverse implementation could have a material adverse effect on KCS's business operations and consolidated financial statements.

As part of the Rail Safety Improvement Act of 2008 in the United States, Class I railroad carriers and passenger and commuter rail operators must implement Positive Train Control ("PTC"), a technology designed to help prevent train-to-train collisions, overspeed derailments, incursions into rail work zones, and entry into main line track if a switch is misaligned. PTC is required to be implemented at certain locations, including main line track where toxic

inhalation hazard movements regularly occur or where passenger operations occur. The Surface Transportation Extension Act of 2015 extended the PTC

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implementation deadline from the end of 2015 to the end of 2018, conditioned upon the filing of revised PTC Implementation Plans, with a further two-year extension possible subject to review by the Department of Transportation. PTC will add to operating costs, increase the number of employees the Company employs and require KCS to make significant investments in new safety technology. KCS's failure to meet deadlines, including any extension, could result in fines, service interruptions or penalties and could have a material adverse effect on the Company's consolidated financial statements.

KCS's inadvertent failure or inability to comply with applicable laws and regulations could have a material adverse effect on the Company's consolidated financial statements and operations, including fines, penalties, or limitations on operating activities until compliance with applicable requirements is achieved. Congress and government agencies may change the legislative or regulatory framework within which the Company operates without providing any recourse for any adverse effects on the Company's business that occur as a result of such change. Additionally, some of the regulations require KCS to obtain and maintain various licenses, permits and other authorizations. Any failure to obtain or maintain these licenses, permits, and other authorizations could adversely affect KCS's business operations.

KCSM's Mexican Concession is subject to revocation or termination in certain circumstances which would prevent KCSM from operating its railroad and would have a material adverse effect on the Company's consolidated financial statements.

KCSM operates under the Concession granted by the Mexican government until June 2047, which is renewable for an additional period of up to 50 years, subject to certain conditions. The Concession gives KCSM exclusive rights to provide freight transportation services over its rail lines for the first 30 years of the 50-year Concession, subject to certain trackage and haulage rights granted to other concessionaires. The SCT, which is principally responsible for regulating railroad services in Mexico, has broad powers to monitor KCSM's compliance with the Concession, and it can require KCSM to supply it with any technical, administrative and financial information it requests. Among other obligations, KCSM must comply with the investment commitments established in its business plan, which forms an integral part of the Concession, and must update the plan every five years. The SCT treats KCSM's business plans confidentially. The SCT also monitors KCSM's compliance with efficiency and safety standards established in the Concession. The SCT reviews, and may amend, these standards every five years.

Under the Concession, KCSM has the right to operate its rail lines, but it does not own the land, roadway or associated structures. If the Mexican government legally terminates the Concession, it would own, control, and manage such public domain assets used in the operation of KCSM's rail lines. All other property not covered by the Concession, including all locomotives and railcars otherwise acquired, would remain KCSM's property. In the event of early termination, or total or partial revocation of the Concession, the Mexican government would have the right to cause the Company to lease all service-related assets to it for a term of at least one year, automatically renewable for additional one-year terms up to five years. The amount of rent would be determined by experts appointed by KCSM and the Mexican government. The Mexican government must exercise this right within four months after early termination or revocation of the Concession. In addition, the Mexican government would also have a right of first refusal with respect to certain transfers by KCSM of railroad equipment within 90 days after revocation of the Concession.

The Mexican government may also temporarily seize control of KCSM's rail lines and its assets in the event of a natural disaster, war, significant public disturbance or imminent danger to the domestic peace or economy. In such a case, the SCT may restrict KCSM's ability to exploit the Concession in such manner as the SCT deems necessary under the circumstances, but only for the duration of any of the foregoing events. Mexican law requires that the Mexican government pay compensation if it effects a statutory appropriation for reasons of the public interest. With respect to a temporary seizure due to any cause other than international war, the Mexican Railroad Services Law and regulations provide that the Mexican government will indemnify an affected concessionaire for an amount equal to damages caused and losses suffered. However, these payments may not be sufficient to compensate KCSM for its losses and may not be made timely.

The SCT may revoke the Concession if KCSM is sanctioned on a specified number of occasions for any of the following: unjustly interrupting the operation of its rail lines or for charging rates higher than those it has registered

with the SCT; restricting the ability of other Mexican rail operators to use its rail lines; failing to make payments for damages caused during the performance of services; failing to comply with any term or condition of the Mexican Railroad Services Law and regulations or the Concession; failing to make the capital investments required under its five-year business plan filed with the SCT; or failing to maintain an obligations compliance bond and insurance coverage as specified in the Mexican Railroad Services Law and regulations. In addition, the Concession would revoke automatically if KCSM changes its nationality or assigns or creates any lien on the Concession, or if there is a change in control of KCSM without the SCT's approval. The SCT

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may also terminate the Concession as a result of KCSM's surrender of its rights under the Concession, or for reasons of public interest or upon KCSM's liquidation or bankruptcy. If the Concession is terminated or revoked by the SCT for any reason, KCSM would receive no compensation and its interest in its rail lines and all other fixtures covered by the Concession, as well as all improvements made by it, would revert to the Mexican government. Revocation or termination of the Concession could adversely affect the Company's consolidated financial statements.

KCS faces possible catastrophic loss and liability, and its insurance may not be sufficient to cover its damages or damages to others.

The operation of any railroad carries with it an inherent risk of catastrophe, mechanical failure, collision, and property loss. In the course of KCS's operations, spills or other environmental mishaps, cargo loss or damage, business interruption due to political developments, as well as labor disputes, strikes and adverse weather conditions, could result in a loss of revenues or increased liabilities and costs. Collisions, environmental mishaps, or other accidents can cause serious bodily injury, death and extensive property damage, particularly when such accidents occur in heavily populated areas. Additionally, KCS's operations may be affected from time to time by natural disasters such as earthquakes, volcanoes, floods, hurricanes or other storms. The occurrence of a major natural disaster could have a material adverse effect on KCS's consolidated financial statements. The Company maintains insurance that is consistent with industry practice and in compliance with the requirements of the Concession against the accident-related risks involved in the conduct of its business, property damage and business interruption due to natural disasters. However, this insurance is subject to a number of limitations on coverage, depending on the nature of the risk insured against. This insurance may not be sufficient to cover KCS's damages or damages to others, and this insurance may not continue to be available at commercially reasonable rates. In addition, KCS is subject to the risk that one or more of its insurers may become insolvent and would be unable to pay a claim that may be made in the future. Even with insurance, if any catastrophic interruption of service occurs, KCS may not be able to restore service without a significant interruption to operations which could have an adverse effect on KCS's consolidated financial statements.

KCS's ownership of KCSM and operations in Mexico subject it to economic and political risks.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Accordingly, Mexican governmental actions concerning the economy and state-owned enterprises could have a significant impact on Mexican private sector entities in general and on KCSM's operations in particular. KCS cannot predict the impact that the political landscape, including multiparty rule and civil disobedience, will have on the Mexican economy. Furthermore, KCS's consolidated financial statements and prospects may be affected by currency fluctuations, inflation, interest rates, regulation, taxation and other political, social and economic developments in or affecting Mexico.

The Mexican economy in the past has suffered balance of payment deficits and shortages in foreign exchange reserves. Although Mexico has imposed foreign exchange controls in the past, there are currently no exchange controls in Mexico. Pursuant to the provisions of NAFTA, if Mexico experiences serious balance of payment difficulties or the threat of such difficulties in the future, Mexico would have the right to impose foreign exchange controls on investments made in Mexico, including those made by United States and Canadian investors. Any restrictive exchange control policy could adversely affect KCS's ability to obtain U.S. dollars or to convert Mexican pesos ("pesos" or "Ps.") into dollars for purposes of making payments. This could have a material adverse effect on KCS's consolidated financial statements.

The social and political situation in Mexico could adversely affect the Mexican economy and changes in laws, public policies and government programs could be enacted, which could have an adverse effect on KCS's consolidated financial statements.

Downturns in the United States economy or in trade between the United States and Asia or Mexico and fluctuations in the peso-dollar exchange rates would likely have adverse effects on KCS's consolidated financial statements.

The level and timing of KCS's Mexican business activity is heavily dependent upon the level of United States-Mexican trade and the effects of NAFTA on such trade. The Mexican operations depend on the United States and Mexican markets for the products KCSM transports, the relative position of Mexico and the United States in these markets at any given time, and tariffs or other barriers to trade. Downturns in the United States or Mexican economies or in trade

between the United States and Mexico would likely have adverse effects on KCS's consolidated financial statements and the Company's ability to meet debt service obligations. In addition, KCS has invested significant amounts in developing its intermodal operations, including the Port of Lazaro Cardenas, in part to provide Asian importers with an alternative to the west coast ports of the United States, and the level of intermodal traffic depends, to an extent, on the volume of Asian shipments routed through Lazaro Cardenas. Reduction in trading volumes, which may be caused by factors beyond KCS's control, including increased government

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regulations regarding the safety and quality of Asian-manufactured products, may adversely affect KCS's consolidated financial statements.

Also, fluctuations in the peso-dollar exchange rates could lead to shifts in the types and volumes of Mexican imports and exports. Although a decrease in the level of exports of some of the commodities that KCSM transports to the United States may be offset by a subsequent increase in imports of other commodities KCSM hauls into Mexico and vice versa, any offsetting increase might not occur on a timely basis, if at all. Future developments in United States-Mexican trade beyond the Company's control may result in a reduction of freight volumes or in an unfavorable shift in the mix of products and commodities KCSM carries.

Severe weakening of the peso against the U.S. dollar may result in disruption of the international foreign exchange markets and may limit the ability to transfer pesos or to convert pesos into U.S. dollars for the purpose of making timely payments of interest and principal on the non-peso denominated indebtedness. Although the Mexican government currently does not restrict, and for many years has not restricted, the right or ability of Mexican or foreign persons or entities to convert pesos into U.S. dollars or to transfer foreign currencies out of Mexico, the Mexican government could, as in the past, institute restrictive exchange rate policies that could limit the ability to transfer or convert pesos into U.S. dollars or other currencies for the purpose of making timely payments and contractual commitments. Devaluation or depreciation of the peso against the U.S. dollar may also adversely affect U.S. dollar prices for KCS's securities.

Fluctuations in the peso-dollar exchange rates also have an effect on KCS's consolidated financial statements. A weakening of the peso against the U.S. dollar would cause reported peso-denominated revenues and expenses to decrease, and would increase reported foreign exchange loss due to the Company's net monetary assets that are peso-denominated. Exchange rate variations also affect the calculation of taxes under Mexican income tax law, and a strengthening of the peso against the U.S. dollar would cause an increase in the Company's cash tax obligation and effective income tax rate.

Severe weather or other natural disasters could result in significant business interruptions and expenditures.

The Company's operations may be affected by severe weather or other natural disasters. The Company operates in and along the Gulf of Mexico, and its facilities may be adversely affected by hurricanes, floods and other extreme weather conditions that could also adversely affect KCS's shipping, agricultural, chemical and other customers. Severe weather or other natural disasters could result in significant business interruption and could have a material adverse effect on KCS's consolidated financial statements.

KCS's business may be adversely affected by changes in general economic or other conditions.

KCS's operations may be adversely affected by changes in the economic conditions of the industries and geographic areas that produce and consume the freight that KCS transports. The relative strength or weakness of the United States and Mexican economies affects the businesses served by KCS. A significant and sustained decrease in crude oil prices could adversely affect the transport of crude oil by rail to the U.S. Gulf region as well as negatively impact railroad volumes related to equipment and other materials that support crude oil production. Prolonged negative changes in domestic and global economic conditions or disruptions of either or both of the financial and credit markets, including the availability of short and long-term debt financing, may affect KCS, as well as the producers and consumers of the commodities that KCS transports and may have a material adverse effect on KCS's consolidated financial statements.

The transportation industry is highly cyclical, generally tracking the cycles of the world economy. Although transportation markets are affected by general economic conditions, there are numerous specific factors within each particular market that may influence operating results. Some of KCS's customers do business in industries that are highly cyclical, including the energy, automotive, housing and agriculture industries. Any downturn or change in government policy in these industries could have a material adverse effect on operating results. Also, some of the products transported have had a historical pattern of price cyclicality which has typically been influenced by the general economic environment and by industry capacity and demand. KCS cannot assure that prices and demand for these products will not decline in the future, adversely affecting those industries and, in turn, the Company's consolidated financial statements.

Significant reductions in the volume of rail shipments due to economic or other conditions could have a material adverse effect on KCS's consolidated financial statements.

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KCS depends on the stability, availability and security of its information technology systems to operate its business.
KCS relies on information technology in all aspects of its business. A significant disruption or failure of its information technology systems, including its computer hardware, software and communications equipment, could result in service interruptions, safety failures, security failures, regulatory compliance failures or other operational difficulties.
The security risks associated with information technology systems have increased in recent years because of the increased sophistication and activities of perpetrators of cyber attacks. A failure in or breach of KCS's information technology security systems, or those of its third party service providers, as a result of cyber attacks or unauthorized access to its network could disrupt KCS's business, result in the disclosure or misuse of confidential or proprietary information, increase its costs and/or cause losses. KCS also confronts the risk that a terrorist or other third parties may seek to use its property, including KCS's information technology systems, to inflict major harm.
A significant disruption, failure or unauthorized access of KCS's information technology system could have a material adverse effect on KCS's consolidated financial statements.
Capacity constraints could adversely affect service and operating efficiency.
KCS may experience capacity constraints due to increased demand for rail services, unavailability of equipment, crew shortages, or extreme weather. Also, due to the interconnectivity between all railroads, especially in the U.S., congestion on other railroads could also result in operational inefficiencies for KCS.
Traffic congestion experienced in the U.S. or Mexican railroad system may result in overall traffic congestion which would impact the ability to move traffic to and from Mexico. In addition, the growth of cross border traffic in recent years has contributed to congestion on the international bridge at the Nuevo Laredo-Laredo border gateway, which is expected to continue in the near future. This could also result in operational inefficiencies for KCS and adversely affect KCS's operations.
Significant expansions in the capacity of the Company's network can require a substantial amount of time and investment. Although KCS constantly monitors its network in an effort to optimize its rail services, there can be no assurance that such measures will adequately address capacity constraints on a timely basis.
KCS may be subject to various claims and litigation that could have a material adverse effect on KCS's consolidated financial statements.
The Company may be exposed to the potential of various claims and litigation related to labor and employment, personal injury, commercial disputes, freight loss and other property damage, and other matters that arise in the normal course of business. Any material changes to litigation trends or a catastrophic rail accident or series of accidents involving any or all of property damage, personal injury, and environmental liability could have a material adverse effect on KCS's consolidated financial statements.
KCS competes against other railroads and other transportation providers.
The Company's domestic and international operations are subject to competition from other railroads, as well as from truck carriers, barge lines, and other maritime shippers. Many of KCS's rail competitors are much larger and have significantly greater financial and other resources than KCS, which may enable rail competitors to reduce rates and make KCS's freight services less competitive. KCS's ability to respond to competitive pressures by matching rate reductions and decreasing rates without adversely affecting gross margins and operating results will depend on, among other things, the ability to reduce operating costs. KCS's failure to respond to competitive pressures, and particularly rate competition, in a timely manner could have a material adverse effect on the Company's consolidated financial statements.
The railroad industry is dominated by a few large carriers. These larger railroads could attempt to use their size and pricing power to block other railroads' access to efficient gateways and routing options that are currently and have historically been available. In addition, if there is future consolidation in the railroad industry in the United States or Mexico, there can be no assurance that it will not have an adverse effect on the Company's consolidated financial statements.
Trucking, maritime, and barge competitors, while able to provide rate and service competition to the railroad industry, are able to use public rights-of-way, require substantially smaller capital investment and maintenance expenditures than railroads and allow for more frequent and flexible scheduling. Continuing competitive pressures, any reduction in

margins due to

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competitive pressures, developments that increase the quality or decrease the cost of alternative modes of transportation in the locations in which the Company operates, or legislation or regulations that provide motor carriers with additional advantages, such as increased size of vehicles and reduced weight restrictions, could result in downward pressure on freight rates, which in turn could have a material adverse effect on the Company's consolidated financial statements.

A key part of KCS's growth strategy is based upon the conversion of truck traffic to rail. There can be no assurance the Company will succeed in its efforts to convert traffic from truck to rail transport or that the customers already converted will be retained. If the railroad industry in general is unable to preserve its competitive advantages vis-à-vis the trucking industry, revenue growth could be adversely affected. Additionally, revenue growth could be affected by, among other factors, an expansion in the availability, or an improvement in the quality, of the trucking services offered by carriers resulting from regulatory and administrative interpretations and implementation of certain provisions of the North American Free Trade Agreement ("NAFTA"), and KCS's inability to grow its existing customer base and capture additional cargo transport market share because of competition from the shipping industry and other railroads.

KCS's business strategy, operations and growth rely significantly on agreements with other railroads and third parties.

Operation of KCS's rail network and its plans for growth and expansion rely significantly on agreements with other railroads and third parties, including joint ventures and other strategic alliances, as well as interchange, trackage rights, haulage rights and marketing agreements with other railroads and third parties that enable KCS to exchange traffic and utilize trackage the Company does not own. KCS's ability to provide comprehensive rail service to its customers depends in large part upon its ability to maintain these agreements with other railroads and third parties, and upon the performance of the obligations under the agreements by the other railroads and third parties. The termination of, or the failure to renew, these agreements could adversely affect KCS's consolidated financial statements. KCS is also dependent in part upon the financial strength and efficient performance of other railroads. There can be no assurance that KCS will not be materially adversely affected by operational or financial difficulties of other railroads.

KCS is subject to environmental regulations, which may impose significant costs on the Company's business operations.

KCS operations are subject to environmental regulation enacted by federal, state and local legislatures in the U.S. and Mexico. From time to time, certain KCS facilities have not been in compliance with environmental, health and safety laws and regulations and there can be no assurance that KCS will always be in compliance with such laws and regulations in the future. Environmental liability under federal and state law in the United States can also extend to previously owned or operated properties, leased properties and properties owned by third parties, as well as to properties currently owned and used by the Company. Environmental liabilities may also arise from claims asserted by adjacent landowners or other third parties. Given the nature of its business, the Company incurs, and expects to continue to incur, environmental compliance costs, including, in particular, costs necessary to maintain compliance with requirements governing chemical and hazardous material shipping operations, refueling operations and repair facilities. KCS presently has environmental investigation and remediation obligations at certain sites, and will likely incur such obligations at additional sites in the future.

The Company's Mexican operations are subject to Mexican federal and state laws and regulations relating to the protection of the environment, including standards for, among other things, water discharge, water supply, emissions, noise pollution, hazardous substances and transportation and handling of hazardous and solid waste. Under applicable Mexican law and regulations, administrative and criminal proceedings may be brought and economic sanctions imposed against companies that violate environmental laws, and non-complying facilities may be temporarily or permanently closed. KCSM is also subject to the laws of various jurisdictions with respect to the discharge of materials into the environment and to environmental laws and regulations issued by the governments of each of the Mexican states in which KCSM's facilities are located. The terms of KCSM's Concession from the Mexican government also impose environmental compliance obligations on KCSM. Failure to comply with any environmental laws or regulations may result in the termination of KCSM's Concession or in fines or penalties that may affect profitability.

Liabilities accrued for environmental costs represent the Company's best estimate of the probable future obligation for the remediation and settlement of these sites. However, remediation costs may exceed such estimates, due to various factors such as evolving environmental laws and regulations, changes in technology, the extent of other parties' participation, developments in environmental surveys and studies, and the extent of corrective action that may ultimately be required. The Company cannot predict the effect, if any, that unidentified environmental matters or the adoption of additional or more stringent environmental laws and regulations would have on KCS's consolidated financial statements.

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KCS's inadvertent failure or inability to comply with applicable environmental laws and regulations could have a material adverse effect on the Company's consolidated financial statements and operations, including fines, penalties, or limitations on operating activities until compliance with applicable requirements is achieved. These government agencies may change the legislative or regulatory framework within which the Company operates without providing any recourse for any adverse effects on the Company's business that occur as a result of such change. Additionally, some of the regulations require KCS to obtain and maintain various licenses, permits and other authorizations. Any failure to obtain or maintain these licenses, permits, and other authorizations could adversely affect KCS's business operations.

KCS's business is vulnerable to fluctuations in fuel costs and disruptions in fuel supplies.

KCS incurs substantial fuel costs in its railroad operations and these costs represent a significant portion of its transportation expenses. Significant price increases for fuel may have a material adverse effect on operating results. If KCS is unable to recapture its costs of fuel from its customers, operating results could be materially adversely affected. In addition, a severe disruption of fuel supplies resulting from supply shortages, political unrest, a disruption of oil imports, weather events, war, or otherwise, and the resulting impact on fuel prices could materially adversely affect KCS's consolidated financial statements.

KCS currently meets, and expects to continue to meet, fuel requirements for its Mexican operations through purchases at market prices from PEMEX Refinación ("PEMEX"), the national oil company of Mexico, a government-owned entity exclusively responsible for the distribution and sale of diesel fuel in Mexico. KCSM is party to a fuel supply contract with PEMEX of indefinite duration based on market prices. Either party may terminate the contract upon 30 days written notice to the other at any time. If the fuel contract is terminated and KCSM is unable to acquire diesel fuel from alternate sources on acceptable terms, the Mexican operations could be materially adversely affected.

Weaknesses in the short and long-term debt markets could negatively impact the Company's access to capital.

Due to the significant capital expenditures required to operate and maintain a safe and efficient railroad, the Company regularly relies on debt markets for the issuance of long-term debt instruments, bank financing and commercial paper. Instability or disruptions of the capital markets, including debt markets, or the deterioration of the Company's financial condition due to internal or external factors, could restrict or prohibit access and could increase the cost of financing sources. A significant deterioration of the Company's financial condition could also reduce credit ratings to below investment grade, limiting its access to external sources of capital, and increasing the costs of short and long-term debt financing, and could have a material adverse effect on KCS's consolidated financial statements.

KCS's business may be affected by market and regulatory responses to climate change.

KCS's operations may be adversely affected by restrictions, caps, taxes, or other controls on emissions of greenhouse gases, including diesel exhaust. Restrictions on emissions could also affect KCS's customers that use commodities that KCS transports to produce energy, use significant amounts of energy in producing or delivering the commodities KCS transports, or manufacture or produce goods that consume significant amounts of energy or burn fossil fuels, including coal-fired power plants, chemical producers, farmers and food producers, and automakers and other manufacturers. Significant cost increases, government regulation, or changes of consumer preferences for goods or services relating to alternative sources of energy or emissions reductions could materially affect the markets for the commodities KCS transports, which in turn could have a material adverse effect on KCS's consolidated financial statements. Government incentives encouraging the use of alternative sources of energy could also affect certain customers and their respective markets for certain commodities KCS transports in an unpredictable manner that could alter traffic patterns, including, for example, the impacts of ethanol incentives on farming and ethanol producers. Any of these factors, individually or in conjunction with one or more of the other factors, or other unforeseen impacts of climate change could have a material adverse effect on KCS's consolidated financial statements.

A majority of KCS's employees belong to labor unions. Strikes or work stoppages could adversely affect operations.

The Company is a party to collective bargaining agreements with various labor unions in the United States and Mexico. As of December 31, 2015, approximately 80% of KCSR and KCSM Servicios employees were covered by labor contracts subject to collective bargaining. The Company may be subject to, among other things, strikes, work stoppages or work slowdowns as a result of disputes under these collective bargaining agreements and labor contracts or KCS's potential inability to negotiate acceptable contracts with these unions. In the United States, because such

agreements are generally negotiated on an industry-wide basis, determination of the terms and conditions of labor agreements have been and could continue to be

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beyond KCS's control. KCS may, therefore, be subject to terms and conditions in industry-wide labor agreements that could have a material adverse effect on its consolidated financial statements. If the unionized workers in the United States or Mexico were to engage in a strike, work stoppage or other slowdown; if other employees were to become unionized or if the terms and conditions in future labor agreements were renegotiated, KCS could experience a significant disruption of its operations and higher ongoing labor costs. Although the U.S. Railway Labor Act imposes restrictions on the right of United States railway workers to strike, there is no law in Mexico imposing similar restrictions on the right of railway workers in that country to strike.

KCS is dependent on certain key suppliers of core rail equipment.

KCS relies on a limited number of suppliers of core rail equipment (including locomotives, rolling stock equipment, rail and ties). The capital intensive nature and complexity of such equipment creates high barriers of entry for any potential new suppliers. If any of KCS's suppliers discontinue production or experience capacity or supply shortages, this could result in increased costs or difficulty in obtaining rail equipment and materials, which could have a material adverse effect on KCS's consolidated financial statements.

The availability of qualified personnel could adversely affect KCS's operations.

Changes in demographics, training requirements and the availability of qualified personnel could negatively affect KCS's ability to meet demand for rail service. Unforeseen increases in demand for rail services may exacerbate such risks, which could have a negative impact on KCS's operational efficiency and otherwise have a material adverse effect on KCS's consolidated financial statements.

KCS's business may be affected by future acts of terrorism, war or other acts of violence or crime.

Terrorist attacks, such as an attack on the Company's chemical transportation activities, any government response thereto and war or risk of war may adversely affect KCS's consolidated financial statements. These acts may also impact the Company's ability to raise capital or its future business opportunities. KCS's rail lines and facilities could be direct targets or indirect casualties of acts of terror, which could cause significant business interruption and damage to KCS's property. In recent years, there have been reported incidents of train-related robberies in Mexico, including incidents involving KCSM's trains and infrastructure. Other acts of violence or crime could also adversely affect the Company's business.

As a result, acts of terrorism or war or acts of crime or violence could result in increased costs and liabilities and decreased revenues for KCS. In addition, insurance premiums charged for some or all of the applicable coverage currently maintained by KCS could increase dramatically or certain coverage may not be adequate to cover losses or may not be available in the future.

The price of KCS's common stock may fluctuate significantly, which may make it difficult for investors to resell common stock when they choose to or at prices they find attractive.

The price of KCS's common stock on the New York Stock Exchange ("NYSE"), listed under the ticker symbol "KSU", constantly changes. The Company expects that the market price of its common stock will continue to fluctuate.

The Company's stock price may fluctuate as a result of a variety of factors, many of which are beyond KCS's control. These factors include, but are not limited to:

- quarterly variations in operating results;
- operating results that vary from the expectations of management, securities analysts, ratings agencies and investors;
- changes in expectations as to future financial performance, including financial estimates by management, securities analysts, ratings agencies and investors;
- developments generally affecting the railroad industry;
- announcements by KCS or its competitors of significant contracts, acquisitions, joint marketing relationships, joint ventures or capital commitments;
- the assertion or resolution of significant claims or proceedings involving KCS;

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- KCS's dividend policy and limitations on the payment of dividends;
- future sales of KCS's equity or equity-linked securities;
- general domestic and international economic conditions including the availability of short and long-term financing.

In addition, from time to time the stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of KCS's common stock.

Item 1B. Unresolved Staff Comments
None.

Item 2. Properties
Track Configuration
KCSR operates over a railroad system consisting of approximately 3,400 route miles in ten states extending from the midwest and southeast portions of the United States south to the Mexican border, which includes approximately 635 miles of trackage rights that permit KCSR to operate its trains with its crews over other railroads' tracks. Under its Concession from the Mexican government, KCSM has the right to operate approximately 3,200 route miles, but does not own the land, roadway, or associated structures, and additionally has approximately 550 miles of trackage rights. The Concession requires KCSM to make investments as described in a business plan filed every five years with the Mexican government. See Item 1A, "Risk Factors — KCSM's Mexican Concession is subject to revocation or termination in certain circumstances which would prevent KCSM from operating its railroad and would have a material adverse effect on the Company's consolidated financial statements."

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Kansas City Southern Rail Network

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Equipment Configuration

As of December 31, 2015 and 2014, KCS owned and leased the following units of equipment:

	2015			2014		
	Owned	Leased	Total	Owned	Leased	Total
Freight Cars:						
Box cars	3,003	3,359	6,362	3,053	3,272	6,325
Hoppers (covered and open top)	4,048	2,116	6,164	3,012	2,559	5,571
Gondolas	3,002	1,365	4,367	1,647	2,681	4,328
Automotive	2,084	808	2,892	1,457	1,061	2,518
Flat cars (intermodal and other)	807	82	889	857	44	901
Tank cars	6	651	657	15	588	603
Total	12,950	8,381	21,331	10,041	10,205	20,246
Locomotives:						
Freight	736	121	857	687	121	808
Switching	187	—	187	187	—	187
Total	923	121	1,044	874	121	995

Average Age (in Years) of Owned and Leased Locomotives:	2015	2014
Freight	14.0	13.9
Switching	40.0	39.0
All locomotives	18.7	18.6

Property and Facilities

KCS operates numerous facilities, including terminals for intermodal and other freight, rail yards for train-building, switching, storage-in-transit (the temporary storage of customer goods in rail cars prior to shipment) and other activities; offices to administer and manage operations; dispatch centers to direct traffic on the rail network; crew quarters to house train crews along the rail line; and shops and other facilities for fueling and maintenance and repair of locomotives, freight cars and other equipment.

Capital Expenditures

The Company's cash capital expenditures for the three years ended December 31, 2015, 2014, and 2013, and planned 2016 capital expenditures are included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Capital Expenditures". See also Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Capitalization, Depreciation and Amortization of Property and Equipment (including Concession Assets)" regarding the Company's policies and guidelines related to capital expenditures.

Item 3. Legal Proceedings

The Company is subject to various legal proceedings and claims that arise in the ordinary course of business. For more information on legal proceedings, see Item 1A, "Risk Factors — KCS may be subject to various claims and litigation that could have a material adverse effect on KCS's consolidated financial statements," Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Provision for Personal Injury Claims," and — "Other Matters — Litigation," and Item 8, "Financial Statements a Supplementary Data — Note 15 Commitments and Contingencies."

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Item 4. Mine Safety Disclosures
Not applicable.

Part II

Item 5. Market for KCS's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities
Market Information
The Company's common stock is traded on the New York Stock Exchange under the ticker symbol "KSU". The following table presents for the quarters indicated the dividends declared and the high and low sales price of the Company's common and preferred stock.

	Fourth	Third	Second	First
2015				
Dividends per share:				
Common stock	$0.330	$0.330	$0.330	$0.330
$25 par preferred stock	0.250	0.250	0.250	0.250
Stock price ranges:				
$25 par preferred:				
— High	$27.10	$29.00	$28.90	$29.75
— Low	25.37	25.25	25.25	27.02
Common:				
— High	$100.40	$101.24	$108.29	$122.90
— Low	69.70	86.38	90.02	101.14
2014				
Dividends per share:				
Common stock	$0.280	$0.280	$0.280	$0.280
$25 par preferred stock	0.250	0.250	0.250	0.250
Stock price ranges:				
$25 par preferred:				
— High	$29.60	$29.00	$28.33	$27.00
— Low	26.52	26.00	25.95	24.15
Common:				
— High	$126.49	$123.95	$108.87	$123.83
— Low	109.57	106.67	95.41	88.56

Dividend Policy
Common Stock. Any declarations and payments of dividends to holders of the Company's common stock are at the discretion of the Board of Directors, which depends on many factors, including the Company's financial condition, earnings, capital requirements and other factors that the Board of Directors deems relevant. Subject to these qualifications, the Company expects to continue to pay dividends on an ongoing basis.
Holders
There were 2,283 record holders of KCS common stock on January 22, 2016; however, the number of actual holders of KCS common stock is greater due to the practice of brokerage firms registering many shares for clients in the brokerage firm's name.

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Securities Authorized for Issuance Under Equity Compensation Plans

See Part III, Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” for information about securities authorized for issuance under KCS’s equity compensation plans.

Performance Graph

The following graph shows the changes in value over the five years ended December 31, 2015, of an assumed investment of $100 in: (i) KCS’s common stock; (ii) the stocks that comprise the Dow Jones U.S. Industrial Transportation Index; and (iii) the stocks that comprise the S&P 500 Index. The table following the graph shows the value of those investments on December 31 for each of the years indicated. The values for the assumed investments depicted on the graph and in the table have been calculated assuming that any cash dividends are reinvested.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN
Among Kansas City Southern, the S&P 500 Index
and the Dow Jones U.S. Industrial Transportation Index

	2010	2011	2012	2013	2014	2015
Kansas City Southern	$100.00	$142.10	$176.27	$263.52	$262.34	$162.84
S&P 500 [1]	100.00	102.11	118.45	156.82	178.29	180.75
Dow Jones U.S. Industrial Transportation [2]	100.00	103.90	111.03	156.45	190.36	148.19

(1) The S&P 500 is a registered trademark of the McGraw-Hill Companies, Inc. The S&P 500 Index reflects the weighted average market value for 500 companies whose shares are traded on the New York Stock Exchange, American Stock Exchange and the Nasdaq Stock Market.

(2) The Dow Jones U.S. Industrial Transportation Index is a registered trademark of Dow Jones & Co., Inc., an independent company.

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Purchases of Equity Securities

On May 14, 2015, the Company announced that the Board of Directors approved a share repurchase program, pursuant to which up to $500 million in shares of common stock could be purchased through June 30, 2017. During 2015, KCS repurchased 2,133,984 shares of common stock for $194.2 million at an average price of $90.99 per share under this program. The following table presents common stock repurchases during each month for the fourth quarter of 2015:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs [1]	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may yet be purchased under the Plans or Programs [1]
October 2015	435,759	$85.03	435,759	$326,688,028
November 2015	240,000	$86.88	240,000	$305,835,712
December 2015	—	$—	—	$305,835,712
Total	675,759		675,759	

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Item 6. Selected Financial Data

The selected financial data below (in millions, except per share amounts) should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included under Item 7 of this Form 10-K as well as the consolidated financial statements and the related notes.

	2015	2014	2013	2012	2011
Earnings From Continuing Operations					
Revenues	$2,418.8	$2,577.1	$2,369.3	$2,238.6	$2,098.3
Operating expenses (i) (ii) (iii)	1,615.0	1,768.0	1,630.7	1,522.7	1,486.7
Operating income	$803.8	$809.1	$738.6	$715.9	$611.6
Net income (iv)	$485.3	$504.3	$353.3	$379.4	$331.9
Earnings per common share:					
Basic	$4.41	$4.56	$3.19	$3.44	$3.04
Diluted	4.40	4.55	3.18	3.43	3.00
Financial Position					
Total assets (v) (vi)	$8,341.0	$7,976.4	$7,283.7	$6,284.7	$5,933.2
Total long-term debt obligations, including current portion and short-term borrowings (v)	2,401.1	2,301.4	2,168.8	1,588.7	1,618.6
Total stockholders' equity	3,914.3	3,755.5	3,370.6	3,096.6	2,764.5
Total equity	4,224.7	4,064.1	3,676.6	3,400.7	3,058.7
Other Data Per Common Share					
Cash dividends declared per common share	$1.32	$1.12	$0.86	$0.78	$—

(i) During 2015 and 2014, the Company recognized pre-tax lease termination costs of $9.6 million and $38.3 million, respectively, within operating expenses due to the early termination of certain operating leases and the related purchase of equipment.

(ii) During 2012, the Company recognized a pre-tax gain of $43.0 million within operating expenses for the elimination of a deferred statutory profit sharing liability as a result of the organizational restructuring during the period.

(iii) During 2011, the Company recognized a pre-tax gain of $25.6 million within operating expenses for insurance recoveries related to 2010 hurricane damage.

(iv) During 2015, 2014, 2013, 2012 and 2011, the Company recognized pre-tax debt retirement and exchange costs of $7.6 million, $6.6 million, $119.2 million, $20.1 million and $38.7 million, respectively, related to debt restructuring activities that occurred during the periods.

(v) During the fourth quarter of 2015, the Company adopted new accounting guidance regarding the classification of debt issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of that debt liability. For the years ended December 31, 2014, 2013, 2012 and 2011, the Company reclassified $14.5 million, $20.1 million, $19.1 million, and $20.5 million, respectively, from total assets to total long-term debt obligations.

(vi) During the fourth quarter of 2015, the Company adopted new accounting guidance regarding the presentation of deferred tax assets and liabilities as non-current in a classified balance sheet. For the years ended December 31, 2014, 2013, 2012 and 2011, the Company reclassified $100.1 million, $131.6 million, $92.1 million, and $191.4 million, respectively, from total assets to noncurrent liabilities.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion of Kansas City Southern's 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 8 of this Form 10-K. This discussion should be read in conjunction with the included consolidated financial statements, the related notes, and other information included in this report.

CAUTIONARY INFORMATION

The discussions set forth in this Annual Report on Form 10-K may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In addition, management may make forward-looking statements orally or in other writings, including, but not limited to, in press releases, quarterly earnings calls, executive presentations, in the annual report to stockholders and in other filings with the Securities and Exchange Commission. Readers can usually identify these forward-looking statements by the use of such verbs as "expects," "anticipates," "believes" or similar verbs or conjugations of such verbs. These statements involve a number of risks and uncertainties. Actual results could materially differ from those anticipated by such forward-looking statements. Such differences could be caused by a number of factors or combination of factors including, but not limited to, the factors identified below and those discussed under Item 1A of this Form 10-K, "Risk Factors." Readers are strongly encouraged to consider these factors and the following factors when evaluating any forward-looking statements concerning the Company:

- the outcome of claims and litigation, including those related to environmental contamination, personal injuries and property damage;
- changes in legislation and regulations or revisions of controlling authority;
- the adverse impact of any termination or revocation of KCSM's Concession by the Mexican government;
- natural events such as severe weather, fire, floods, hurricanes, earthquakes or other disruptions to the Company's operating systems, structures and equipment or the ability of customers to produce or deliver their products and the lack of adequate insurance for such catastrophic losses;
- United States, Mexican and global economic, political and social conditions;
- the effects of the North American Free Trade Agreement, or NAFTA, on the level of trade among the United States, Mexico and Canada;
- the level of trade between the United States and Asia or Mexico;
- the effects of fluctuations in the peso-dollar exchange rate;
- the effects of adverse general economic conditions affecting customer demand and the industries and geographic areas that produce and consume the commodities KCS carries;
- the dependence on the stability, availability and security of the information technology systems to operate its business;
- the effect of demand for KCS's services exceeding network capacity or traffic congestion on operating efficiencies and service reliability;
- uncertainties regarding the litigation KCS faces and any future claims and litigation;
- the impact of competition, including competition from other rail carriers, trucking companies and maritime shippers in the United States and Mexico;
- KCS's reliance on agreements with other railroads and third parties to successfully implement its business strategy, operations and growth and expansion plans, including the strategy to convert customers from using trucking services to rail transportation services;
- compliance with environmental regulations;
- disruption in fuel supplies, changes in fuel prices and the Company's ability to recapture its costs of fuel from customers;
- material adverse changes in economic and industry conditions, including the availability of short and long-term financing, both within the United States and Mexico and globally;
- market and regulatory responses to climate change;

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- changes in labor costs and labor difficulties, including strikes and work stoppages affecting either operations or customers' abilities to deliver goods for shipment;
- KCS's reliance on certain key suppliers of core rail equipment;
- availability of qualified personnel;
- acts of terrorism, war or other acts of violence or crime or risk of such activities; and
- fluctuations in the market price for the Company's common stock.

Forward-looking statements reflect the information only as of the date on which they are made. The Company does not undertake any obligation to update any forward-looking statements to reflect future events, developments, or other information. If KCS does update one or more forward-looking statements, no inference should be drawn that additional updates will be made regarding that statement or any other forward-looking statements.

CORPORATE OVERVIEW

Kansas City Southern, a Delaware corporation, is a transportation holding company that has railroad investments in the U.S., Mexico and Panama. In the U.S., the Company serves the central and south central U.S. Its international holdings serve northeastern and central Mexico and the port cities of Lazaro Cardenas, Tampico and Veracruz, and a fifty percent interest in Panama Canal Railway Company provides ocean-to-ocean freight and passenger service along the Panama Canal. KCS's North American rail holdings and strategic alliances are primary components of a NAFTA railway system, linking the commercial and industrial centers of the U.S., Canada and Mexico. Its principal subsidiaries and affiliates include the following:

- The Kansas City Southern Railway Company ("KCSR"), a wholly-owned subsidiary;
- Kansas City Southern de México, S.A. de C.V. ("KCSM"), a wholly-owned subsidiary;
- Mexrail, Inc. ("Mexrail"), a wholly-owned consolidated subsidiary; which, in turn, wholly owns The Texas Mexican Railway Company ("Tex-Mex");
- KCSM Servicios, S.A. de C.V. ("KCSM Servicios"), a wholly-owned subsidiary;
- Meridian Speedway, LLC ("MSLLC"), a seventy percent-owned consolidated affiliate;
- Panama Canal Railway Company ("PCRC"), a fifty percent-owned unconsolidated affiliate,
- Ferrocarril y Terminal del Valle de México, S.A. de C.V. ("FTVM"), a twenty-five percent-owned unconsolidated affiliate that provides railroad services as well as ancillary services in the greater Mexico City area; and
- PTC-220, LLC ("PTC-220"), a fourteen percent-owned unconsolidated affiliate that holds the licenses to large blocks of radio spectrum and other assets for the deployment of positive train control.

EXECUTIVE SUMMARY

2015 Financial Overview

Revenues in 2015 decreased 6% from 2014, due to a 4% decrease in revenue per carload/unit and a 3% decrease in carload/unit volumes. Revenue per carload/unit decreased due to the weakening of the Mexican peso against the U.S. dollar and lower fuel surcharge, resulting from lower U.S. fuel prices. Energy revenue decreased by $74.5 million due to lower volumes in utility coal as a result of lower natural gas prices. Frac sand and metals volumes decreased due to the significant decline in new U.S crude drilling operations and metals volumes were further reduced by higher imports from foreign sources. In addition, the Company experienced service-related issues in the second and third quarters of 2015, which negatively affected revenue in certain commodities.

Operating expenses decreased 9% compared to 2014, due to the weakening of the Mexican peso against the U.S. dollar, lower U.S. fuel prices and lower incentive compensation. Expense reductions resulting from the weakening Mexican peso and lower U.S. fuel prices largely offset the revenue reductions driven by these same macroeconomic factors. These expense reductions were partially offset by increased depreciation expense. The Company's continued focus on operating expense control resulted in operating expenses as a percentage of revenues of 66.8%.

In 2015, the Company invested $648.7 million in capital expenditures. In addition, the Company purchased $144.2 million of equipment under existing operating leases and replacement equipment as certain operating leases expired, which was

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primarily funded with internally generated cash flows and debt. The Company also recognized $9.6 million of lease termination costs during 2015, which are included in operating expenses, due to the early termination of certain operating leases and the related purchase of the equipment.

The Company reported 2015 earnings of $4.40 per diluted share on consolidated net income attributable to Kansas City Southern and subsidiaries of $483.5 million for the year ended December 31, 2015, compared to annual earnings of $4.55 per diluted share on consolidated net income attributable to Kansas City Southern and subsidiaries of $502.6 million for 2014.

In May 2015, the Company announced a share repurchase program of up to $500.0 million, which expires on June 30, 2017. During 2015, KCS repurchased 2,133,984 shares of common stock for $194.2 million at an average price of $90.99 per share under this program. Management's assessment of market conditions, available liquidity and other factors will determine the timing and volume of any future repurchases.

In July 2015, KCSR issued $500.0 million principal amount of senior unsecured notes, which bear interest semiannually at a fixed annual rate of 4.95%. The net proceeds from the offering were used for the repayment of the outstanding commercial paper issued by KCSR, the repurchase of shares of KCS common stock and for other general corporate purposes.

During the fourth quarter of 2015, KCS completed an exchange offer for existing senior notes outstanding at KCSR and KCSM and replaced its credit facility to simplify its capital structure, improve its credit profile and enhance the secondary market liquidity of its debt securities. Pursuant to the exchange offer, approximately 96% or $2.0 billion of existing KCSR and KCSM senior notes were exchanged by bondholders for new KCS senior notes with the same interest rates, interest payment dates and maturity dates and substantially similar redemption provisions to the existing senior notes. In addition to the senior notes exchange, the combined KCSR and KCSM revolving credit facilities of $650.0 million were replaced with an $800.0 million KCS revolving credit facility.

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RESULTS OF OPERATIONS

Year Ended December 31, 2015, compared with the Year Ended December 31, 2014

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

	2015	2014	Change
Revenues	$2,418.8	$2,577.1	$(158.3)
Operating expenses	1,615.0	1,768.0	(153.0)
Operating income	803.8	809.1	(5.3)
Equity in net earnings of unconsolidated affiliates	18.3	21.1	(2.8)
Interest expense	(81.9)	(72.8)	(9.1)
Debt retirement and exchange costs	(7.6)	(6.6)	(1.0)
Foreign exchange loss	(56.6)	(35.5)	(21.1)
Other expense, net	(3.4)	(2.2)	(1.2)
Income before income taxes	672.6	713.1	(40.5)
Income tax expense	187.3	208.8	(21.5)
Net income	485.3	504.3	(19.0)
Less: Net income attributable to noncontrolling interest	1.8	1.7	0.1
Net income attributable to Kansas City Southern and subsidiaries	$483.5	$502.6	$(19.1)

Revenues

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

	Revenues			Carloads and Units			Revenue per Carload/Unit		
	2015	2014	% Change	2015	2014	% Change	2015	2014	% Change
Chemical and petroleum	$474.2	$453.0	5 %	259.7	246.9	5 %	$1,826	$1,835	—
Industrial and consumer products	570.4	623.3	(8 %)	320.5	347.4	(8 %)	1,780	1,794	(1 %)
Agriculture and minerals	429.3	446.6	(4 %)	238.8	233.9	2 %	1,798	1,909	(6 %)
Energy	252.3	326.8	(23 %)	280.8	299.2	(6 %)	899	1,092	(18 %)
Intermodal	381.5	395.8	(4 %)	990.3	1,019.6	(3 %)	385	388	(1 %)
Automotive	218.7	238.4	(8 %)	126.5	127.1	—	1,729	1,876	(8 %)
Carload revenues, carloads and units	2,326.4	2,483.9	(6 %)	2,216.6	2,274.1	(3 %)	$1,050	$1,092	(4 %)
Other revenue	92.4	93.2	(1 %)						
Total revenues (i)	$2,418.8	$2,577.1	(6 %)						
(i) Included in revenues:									
Fuel surcharge	$230.1	$334.7							

Revenues include revenue for transportation services and fuel surcharges. For the year ended December 31, 2015, revenues and carload/unit volumes decreased 6% and 3%, respectively, compared to the prior year. Revenue decreased by approximately 3% or $79.0 million due to the weakening of the Mexican peso against the U.S. dollar for revenue transactions denominated in Mexican pesos. The average exchange rate of Mexican pesos per U.S. dollar was Ps.15.8 for 2015 compared to Ps.13.3 for 2014.

Energy revenue decreased $74.5 million for the year ended December 31, 2015, compared to the prior year, driven by lower volumes in utility coal due to lower natural gas prices. Frac sand and metals volumes decreased due to the significant

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decline in new U.S crude drilling operations and metals volumes were further reduced by higher imports from foreign sources. In addition, the Company experienced service-related issues in the second and third quarters of 2015, which negatively affected revenue in certain commodities.

Revenue per carload/unit decreased by 4% for the year ended December 31, 2015, compared to the prior year, due to lower fuel surcharge and the weakening of the Mexican peso against the U.S. dollar, partially offset by positive pricing impacts.

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 2015

Chemical and petroleum. Revenues increased $21.2 million for the year ended December 31, 2015, compared to 2014, due to a 5% increase in carload/unit volumes. Petroleum volumes increased as a result of new business and plastics volumes increased due to lower commodity prices. Revenue per carload/unit was flat for the year ended December 31, 2015, compared to 2014, as positive pricing impacts were offset by the weakening of the Mexican peso against the U.S. dollar and lower fuel surcharge.

Industrial and consumer products. Revenues decreased $52.9 million for the year ended December 31, 2015, compared to 2014, due to an 8% decrease in carload/unit volumes and a 1% decrease in revenue per carload/unit. Metals and scrap volumes decreased due to the decline in new drilling operations in the U.S. and higher imports from foreign sources. Revenue per carload/unit decreased due to lower fuel surcharge and the weakening of the Mexican peso against the U.S. dollar, partially offset by positive pricing impacts.

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Revenues by commodity group for 2015

Agriculture and minerals. Revenues decreased $17.3 million for the year ended December 31, 2015, compared to 2014, due to a 6% decrease in revenue per carload/unit, partially offset by a 2% increase in carload/unit volumes. Revenue per carload/unit decreased due to lower fuel surcharge and the weakening of the Mexican peso against the U.S. dollar. Food products volumes increased as a result of a customer's temporary plant shutdown during the third quarter of 2014. This increase was partially offset by a decrease in grain volumes due to service-related issues in the second and third quarters of 2015.

Energy. Revenues decreased $74.5 million for the year ended December 31, 2015, compared to 2014, due to an 18% decrease in revenue per carload/unit and a 6% decrease in carload/unit volumes. Revenue per carload/unit decreased due to lower fuel surcharge, a short-term rate concession provided to a customer during the second half of 2015 and shorter average length of haul. Volumes decreased as low natural gas prices have reduced the demand for utility coal and the decline in new crude drilling operations in the U.S. has reduced the demand for frac sand. These decreases were partially offset by increased crude oil volumes due to new business.

Intermodal. Revenues decreased $14.3 million for the year ended December 31, 2015, compared to 2014, due to a 3% decrease in carload/unit volumes and a 1% decrease in revenue per carload/unit. Lower volumes due to service-related issues in the second and third quarters of 2015 and the conversion of rail traffic to truck were partially offset by volume growth driven by trans-Pacific imports via the Port of Lazaro Cardenas. Revenue per carload/unit decreased due to lower fuel surcharge.

Automotive. Revenues decreased $19.7 million for the year ended December 31, 2015, compared to 2014, due to an 8% decrease in revenue per carload/unit. Revenue per carload/unit decreased due to the weakening of the Mexican peso against the U.S. dollar, partially offset by positive pricing impacts. Volumes were flat for the year ended December 31, 2015, compared to 2014, due to service-related issues in the second and third quarters of 2015.

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Operating Expenses

Operating expenses, as shown below (in millions), decreased $153.0 million for the year ended December 31, 2015, compared to 2014, due to the weakening of the Mexican peso against the U.S. dollar and lower U.S. fuel prices, partially offset by increased depreciation expense. The weakening of the Mexican peso against the U.S. dollar resulted in an expense reduction of approximately $77.0 million for expense transactions denominated in Mexican pesos. The average exchange rate of Mexican pesos per U.S. dollar was Ps.15.8 for 2015 compared to Ps.13.3 for 2014. Lower U.S. fuel prices reduced 2015 expenses by $71.5 million.

	2015	2014	Change Dollars	Percent
Compensation and benefits	$442.2	$474.5	$(32.3)	(7%)
Purchased services	223.0	245.2	(22.2)	(9%)
Fuel	306.9	415.9	(109.0)	(26%)
Equipment costs	119.4	119.2	0.2	—
Depreciation and amortization	284.6	258.1	26.5	10%
Materials and other	229.3	216.8	12.5	6%
Lease termination costs	9.6	38.3	(28.7)	(75%)
Total operating expenses	$1,615.0	$1,768.0	$(153.0)	(9%)

Compensation and benefits. Compensation and benefits decreased $32.3 million for the year ended December 31, 2015, compared to 2014, due to the weakening of the Mexican peso of approximately $23.0 million, lower incentive compensation of $22.4 million and a reduction in post-employment liabilities due to changes in discount rates. These decreases were partially offset by annual salary rate increases and a 3% growth in headcount.

Purchased services. Purchased services expense decreased $22.2 million for the year ended December 31, 2015, compared to 2014, due to renegotiation of maintenance contracts during 2015, the weakening of the Mexican peso and lower track maintenance and corporate expenses.

Fuel. Fuel expense decreased $109.0 million for the year ended December 31, 2015, compared to 2014, due to lower U.S. diesel fuel prices of $71.5 million and the weakening of the Mexican peso of approximately $37.0 million. These decreases were partially offset by approximately $12.0 million increase due to Mexican diesel prices. The average price per gallon, including the weakening of the Mexican peso, was $2.32 in 2015, compared to $3.03 in 2014. In addition, fuel expense decreased due to improved fuel efficiency and lower fuel consumption.

Equipment costs. Equipment costs increased $0.2 million for the year ended December 31, 2015, compared to 2014, due to higher car hire expense due to longer cycle times, partially offset by lower lease expense as a result of the purchase of equipment under existing operating leases and replacement equipment as certain operating leases expired.

Depreciation and amortization. Depreciation and amortization expense increased $26.5 million for the year ended December 31, 2015, compared to 2014, due to a larger asset base, including the purchase of equipment under existing operating leases and replacement equipment as certain operating leases expired.

Materials and other. Materials and other expense increased $12.5 million for the year ended December 31, 2015, compared to 2014, due to an increase in materials and supplies, derailment expense, property taxes, environmental expense and the settlement of a litigation dispute during 2015. These increases were partially offset by the weakening of the Mexican peso, lower employee expenses and a reduction in personal injury expense recognized during 2015 as a result of changes in estimates due to favorable claim experience.

Lease termination costs. Lease termination costs were $9.6 million and $38.3 million for the years ended December 31, 2015 and 2014, respectively, due to the early termination of certain operating leases and the related purchase of the equipment.

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Non-Operating Expenses

Equity in net earnings of unconsolidated affiliates. Equity in net earnings from unconsolidated affiliates decreased $2.8 million for the year ended December 31, 2015, compared to 2014. Equity in net earnings from the operations of Ferrocarril y Terminal del Valle de Mexico, S.A. de C.V. decreased due to higher operating expenses. In addition, equity in net earnings from the operations of Panama Canal Railway Company decreased due to lower container volumes.

Interest expense. Interest expense increased $9.1 million for the year ended December 31, 2015, compared to 2014, due to higher average interest rates and average debt balances as a result of the Company's issuance of debt during the third quarter of 2015. For the year ended December 31, 2015, the average debt and short-term borrowing balances were $2,257.8 million, compared to $2,174.7 million in 2014. The average interest rate for the year ended December 31, 2015 was 3.7%, compared to 3.5% in 2014.

Debt retirement and exchange costs. Debt retirement and exchange costs were $7.6 million for the year ended December 31, 2015, related to costs that were payable to parties other than the debt holders as a result of the KCSR and KCSM senior notes exchanged with KCS. For the year ended December 31, 2014, debt retirement costs were $6.6 million, related to the call premiums, original issue discounts and write-off of unamortized debt issuance costs associated with the Company's various debt redemption activities.

Foreign exchange loss. For the years ended December 31, 2015 and 2014, foreign exchange loss was $56.6 million and $35.5 million, respectively. Foreign exchange loss includes the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos and the loss on foreign currency derivative contracts.

For the years ended December 31, 2015 and 2014, the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos resulted in a foreign exchange loss of $9.5 million and $7.6 million, respectively.

The Company enters into foreign currency derivative 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 years ended December 31, 2015 and 2014, foreign exchange loss on foreign currency derivative contracts was $47.1 million and $27.9 million, respectively.

Other expense, net. Other expense, net, increased $1.2 million for the year ended December 31, 2015 compared to 2014, due to lower miscellaneous income.

Income tax expense. Income tax expense decreased $21.5 million for the year ended December 31, 2015, compared to 2014, due to lower pre-tax income and a lower effective tax rate. The effective tax rate was 27.8% and 29.3% for the years ended December 31, 2015 and 2014, respectively. The decrease in the effective tax rate was primarily due to the more significant weakening of the Mexican peso against the U.S. dollar in 2015 as compared to 2014.

The Company enters into foreign currency derivative 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, and losses on these foreign currency derivative contracts are recorded in foreign exchange loss. The weakening of the Mexican peso during 2015 and 2014 decreased the cash tax obligation by $46.4 million and $27.7 million for the years ended December 31, 2015 and 2014, respectively. Further information on the components of the effective tax rates for the years ended December 31, 2015 and 2014, is presented in Note 11 to the Consolidated Financial Statements in Item 8.

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Year Ended December 31, 2014, compared with the Year Ended December 31, 2013

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

	2014	2013	Change
Revenues	$2,577.1	$2,369.3	$207.8
Operating expenses	1,768.0	1,630.7	137.3
Operating income	809.1	738.6	70.5
Equity in net earnings of unconsolidated affiliates	21.1	18.8	2.3
Interest expense	(72.8)	(80.6)	7.8
Debt retirement and exchange costs	(6.6)	(119.2)	112.6
Foreign exchange loss	(35.5)	(5.2)	(30.3)
Other expense, net	(2.2)	(0.8)	(1.4)
Income before income taxes	713.1	551.6	161.5
Income tax expense	208.8	198.3	10.5
Net income	504.3	353.3	151.0
Less: Net income attributable to noncontrolling interest	1.7	1.9	(0.2)
Net income attributable to Kansas City Southern and subsidiaries	$502.6	$351.4	$151.2

Revenues

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

	Revenues			Carloads and Units			Revenue per Carload/Unit		
	2014	2013	% Change	2014	2013	% Change	2014	2013	% Change
Chemical and petroleum	$453.0	$426.7	6 %	246.9	243.4	1 %	$1,835	$1,753	5 %
Industrial and consumer products	623.3	583.8	7 %	347.4	337.8	3 %	1,794	1,728	4 %
Agriculture and minerals	446.6	383.9	16 %	233.9	212.0	10 %	1,909	1,811	5 %
Energy	326.8	326.6	—	299.2	295.7	1 %	1,092	1,104	(1 %)
Intermodal	395.8	356.6	11 %	1,019.6	965.6	6 %	388	369	5 %
Automotive	238.4	201.5	18 %	127.1	110.3	15 %	1,876	1,827	3 %
Carload revenues, carloads and units	2,483.9	2,279.1	9 %	2,274.1	2,164.8	5 %	$1,092	$1,053	4 %
Other revenue	93.2	90.2	3 %						
Total revenues (i)	$2,577.1	$2,369.3	9 %						
(i) Included in revenues:									
Fuel surcharge	$334.7	$320.2							

Revenues include both revenue for transportation services and fuel surcharges. For the year ended December 31, 2014, revenues and carload/unit volumes increased 9% and 5%, respectively, compared to the prior year. Agriculture and minerals revenues increased $62.7 million for the year ended December 31, 2014, compared to the prior year, due to an increase of $57.4 million in grain revenues. During the first half 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 4% for the year ended December 31, 2014, compared to the prior year, due to positive pricing impacts, partially offset by the weakening of the Mexican peso against the U.S. dollar.

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Revenue decreased by approximately 1% or $18.0 million due to the weakening of the Mexican peso for revenue transactions denominated in Mexican pesos. The average exchange rate of Mexican pesos per U.S. dollar was Ps.13.3 for 2014 compared to Ps.12.8 for 2013.

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 2014

Chemical and petroleum. Revenues increased $26.3 million for the year ended December 31, 2014, compared to 2013, due to a 5% increase in revenue per carload/unit and a 1% increase in carload/unit volumes. Revenues increased due to positive pricing impacts in petroleum, plastics and chemicals.

Industrial and consumer products. Revenues increased $39.5 million for the year ended December 31, 2014, compared to 2013, due to a 4% increase in revenue per carload/unit and a 3% increase in carload/unit volumes. Metals and scrap revenues increased due to strong demand, positive pricing impacts and increased length of haul. Pulp and paper revenues increased due to positive pricing impacts.

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Revenues by commodity group for 2014

Agriculture and minerals. Revenues increased $62.7 million for the year ended December 31, 2014, compared to 2013, due to a 10% increase in carload/unit volumes and a 5% increase in revenue per carload/unit. Grain revenues increased $57.4 million, compared to 2013, as volumes and average length of haul were adversely affected in the first half of 2013 as a result of the severe drought conditions experienced in the Midwestern region of the United States during 2012. Record corn harvests in 2013 and 2014 also contributed to revenue growth.

Energy. Revenues increased $0.2 million for the year ended December 31, 2014, compared to 2013, due to a 1% increase in carload/unit volumes and a 1% decrease in revenue per carload/unit. The volume increase was due to strong frac sand demand driven by higher natural gas prices in the first half of the year and new drilling technologies. This increase was partially offset by volume decreases due to longer cycle times and connecting carrier fluidity in moving utility coal.

Intermodal. Revenues increased $39.2 million for the year ended December 31, 2014, compared to 2013, due to a 6% increase in in carload/unit volumes and a 5% increase in revenue per carload/unit. Volume growth was driven by conversion of cross border and domestic general commodity truck traffic to rail, and trans-Pacific imports via the Port of Lazaro Cardenas. Revenue per carload/unit increased as a result of positive pricing impacts and increased average length of haul.

Automotive. Revenues increased $36.9 million for the year ended December 31, 2014, compared to 2013, due to a 15% increase in carload/unit volumes and a 3% increase in revenue per carload/unit. Growth was driven by the opening of three automotive plants in Mexico and an increase in import/export volumes through the Port of Lazaro Cardenas. The 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 $137.3 million for the year ended December 31, 2014, when compared to 2013, due to higher carload/unit volumes and lease termination costs. Volume-based expenses increased by approximately $64.0 million in 2014, as compared to 2013. The weakening of the Mexican peso against the U.S. dollar resulted in an expense reduction of approximately $19.0 million for expense transactions denominated in Mexican pesos. The average exchange rate of Mexican pesos per U.S. dollar was Ps.13.3 for 2014 compared to Ps.12.8 for 2013.

	2014	2013	Change Dollars	Percent	
Compensation and benefits	$474.5	$441.6	$32.9	7	%
Purchased services	245.2	217.6	27.6	13	%
Fuel	415.9	389.6	26.3	7	%
Equipment costs	119.2	160.5	(41.3)	(26	%)
Depreciation and amortization	258.1	223.3	34.8	16	%
Materials and other	216.8	198.1	18.7	9	%
Lease termination costs	38.3	—	38.3	100	%
Total operating expenses	$1,768.0	$1,630.7	$137.3	8	%

Compensation and benefits. Compensation and benefits increased $32.9 million for the year ended December 31, 2014, compared to 2013, due to carload/unit volumes, including higher headcount resulting in an increase of approximately $18.0 million and annual salary rate increases of approximately $17.0 million, partially offset by the weakening of the Mexican peso.

Purchased services. Purchased services increased $27.6 million for the year ended December 31, 2014, compared to 2013, due to carload/unit volumes, increases in track and equipment maintenance and corporate expenses.

Fuel. Fuel expense increased $26.3 million for the year ended December 31, 2014, compared to 2013, due to higher consumption of $30.2 million. Higher diesel fuel prices were more than offset by the effects of the weakening of the Mexican peso. The average price per gallon, including the effects of the weakening of the Mexican peso, was $3.03 in 2014, compared to $3.05 in 2013.

Equipment costs. Equipment costs decreased $41.3 million for the year ended December 31, 2014, compared to 2013, primarily due to lower lease expense as a result of the purchase of equipment under existing operating leases and replacement equipment as certain operating leases expired, which resulted in a $30.7 million decrease. In addition, equipment costs decreased due to lower net car hire expense as a result of the increase in owned equipment.

Depreciation and amortization. Depreciation and amortization increased $34.8 million for the year ended December 31, 2014, compared to 2013, due to a larger asset base, including $14.8 million related to the purchase of equipment under existing operating leases and replacement equipment as certain operating leases expired.

Materials and other. Materials and other increased $18.7 million for the year ended December 31, 2014, compared to 2013, due to increases in casualty expense, materials and supplies 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 $38.3 million for the year ended December 31, 2014, due to the early termination of certain operating leases and the related purchase of the equipment. The Company did not incur lease termination costs during 2013.

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Non-Operating Expenses

Equity in net earnings of unconsolidated affiliates. Equity in net earnings from unconsolidated affiliates increased $2.3 million for the year ended December 31, 2014, compared to 2013. Equity in earnings from the operations of Panama Canal Railway Company (“PCRC”) increased as PCRC’s volumes were adversely affected during the first half of 2013 as the movement of containers was either trucked or rerouted to other destinations as a result of delays caused by a system implementation at the Port of Balboa.

Interest expense. Interest expense decreased $7.8 million for the year ended December 31, 2014, compared to 2013, due to lower average interest rates as a result of the Company's refinancing activities during 2013 and the utilization of the commercial paper program during 2014. These decreases were partially offset by higher average debt balances driven by financing incurred during 2013. The average interest rate for the year ended December 31, 2014 was 3.5%, compared to 4.2% in 2013. For the year ended December 31, 2014, the average debt and short-term borrowing balances were $2,174.7 million, compared to $1,852.3 million in 2013.

Debt retirement and exchange costs. Debt retirement and exchange costs were $6.6 million and $119.2 million for the years ended December 31, 2014, and 2013, respectively. The debt retirement costs include tender and call premiums, original issue discounts and the write-off of unamortized debt issuance costs associated with the Company’s various debt refinancing and redemption activities.

Foreign exchange loss. For the years ended December 31, 2014 and December 31, 2013, foreign exchange loss was $35.5 million and $5.2 million, respectively. Foreign exchange loss includes the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos and the loss on foreign currency derivative contracts. For the years ended December 31, 2014 and 2013, the re-measurement and settlement of monetary assets and liabilities denominated in Mexican pesos resulted in a foreign exchange loss of $7.6 million and $4.5 million, respectively.

The Company enters into foreign currency derivative 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 years ended December 31, 2014 and 2013, foreign exchange loss on foreign currency derivative contracts was $27.9 million and $0.7 million, respectively.

Other expense, net. Other expense, net, increased $1.4 million for the year ended December 31, 2014, compared to 2013, due to higher miscellaneous expense.

Income tax expense. Income tax expense increased $10.5 million for the year ended December 31, 2014, compared to 2013, due to higher pre-tax income, offset by a lower effective tax rate. The effective tax rate was 29.3% and 35.9% for the years ended December 31, 2014 and 2013, respectively. The decrease in the effective tax rate was primarily due to the more significant weakening of the Mexican peso against the U.S. dollar in 2014 as compared to 2013. The Company enters into foreign currency derivative 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, and losses on these foreign currency derivative contracts are recorded in foreign exchange loss. The weakening of the Mexican peso during 2014 and 2013 decreased the cash tax obligation by $27.7 million and $0.5 million for the years ended December 31, 2014 and 2013, respectively. Further information on the components of the effective tax rates for the years ended December 31, 2014 and 2013, is presented in Note 11 to the Consolidated Financial Statements in Item 8.

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, share repurchases and other commitments in the foreseeable future. The Company may, from time to time, incur debt to refinance existing indebtedness, purchase equipment under operating leases, repurchase shares or fund equipment additions or new investments.

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During 2015, the Company invested $648.7 million in capital expenditures and purchased $144.2 million of equipment under existing operating leases and replacement equipment as certain operating leases expired.

In May 2015, the Company announced a share repurchase program of up to $500.0 million, which expires on June 30, 2017. Management's assessment of market conditions, available liquidity and other factors will determine the timing and volume of any future repurchases. Share repurchases are expected to be funded by cash on hand, cash generated from operations and debt. During 2015, KCS repurchased 2,133,984 shares of common stock for $194.2 million at an average price of $90.99 per share under this program.

In July 2015, KCSR issued $500.0 million amount of senior unsecured notes, which bear interest semiannually at a fixed annual rate of 4.95%. The net proceeds from the offering were used for the repayment of the outstanding commercial paper issued by KCSR, the repurchase of shares of KCS common stock and other general corporate purposes.

During the fourth quarter of 2015, KCS completed an exchange offer for existing senior notes outstanding at KCSR and KCSM and replaced its credit facility to simplify its capital structure, improve its credit profile and enhance the secondary market liquidity of its debt securities. Pursuant to the exchange offer, approximately 96% or $2.0 billion of existing KCSR and KCSM senior notes were exchanged by bondholders for new KCS senior notes with the same interest rates, interest payment dates and maturity dates and substantially similar redemption provisions to the existing senior notes. In addition to the senior notes exchange, the combined KCSR and KCSM revolving credit facilities of $650.0 million were replaced with an $800.0 million KCS revolving credit facility.

The Company’s current financing instruments contain restrictive covenants which limit or preclude certain actions; however, the covenants are structured such that the Company expects to have sufficient flexibility to conduct its operations. The Company was in compliance with all of its debt covenants as of December 31, 2015.

For discussion regarding the agreements representing the indebtedness of KCS, see “Note 9, Short-Term Borrowings” and “Note 10, Long-Term Debt” in the “Notes to the Consolidated Financial Statements” section of this annual report on Form 10-K.

During 2015, the Company’s Board of Directors declared quarterly cash dividends of $0.33 per share or $144.8 million on its common stock. On January 28, 2016, the Company’s Board of Directors declared a cash dividend of $0.33 per share payable on April 6, 2016, to common stockholders of record as of March 14, 2016. 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 December 31, 2015, total available liquidity (the cash balance plus revolving credit facility availability) was $856.6 million, compared to available liquidity at December 31, 2014 of $847.9 million. During 2016, KCS and KCSM floating rate senior notes totaling $250.0 million will mature. The Company expects to either repay this obligation using available liquidity or refinance this obligation prior to the maturity date.

As of December 31, 2015, the total cash and cash equivalents held outside of the U.S. in foreign subsidiaries was $115.1 million. The Company expects that this cash will be available to fund company operations without incurring additional income taxes.

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 competitive position, credit measurements such as interest coverage and leverage ratios, and liquidity.

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Cash Flow Information and Contractual Obligations

Summary cash flow data follows (in millions):

	2015	2014	2013
Cash flows provided by (used for):			
Operating activities	$909.3	$906.0	$798.3
Investing activities	(873.0)	(982.9)	(833.3)
Financing activities	(247.7)	(4.6)	391.9
Net increase (decrease) in cash and cash equivalents	(211.4)	(81.5)	356.9
Cash and cash equivalents beginning of year	348.0	429.5	72.6
Cash and cash equivalents end of year	$136.6	$348.0	$429.5

During 2015, cash and cash equivalents decreased $211.4 million as a result of the repurchase of common stock of $194.2 million and higher dividend payments. During 2014, cash and cash equivalents decreased $81.5 million as a result of the purchase or replacement of certain equipment under existing leases and increased capital expenditures which were funded with borrowings incurred in 2013 and cash flows from operating activities.

Operating Cash Flows. Net cash provided by operating activities increased $3.3 million for 2015, as compared to 2014, as a decrease in net income was more than offset by higher non-cash depreciation and amortization expense and unrealized foreign exchange loss on foreign currency contracts. Additionally, materials and supplies increased due to timing of construction activities and fuel purchases. Net cash provided by operating activities increased $107.7 million for 2014, as compared to 2013, due to increased net income.

Investing Cash Flows. Net cash used for investing activities decreased $109.9 million for 2015, as compared to 2014, due to lower expenditures for the purchase or replacement of equipment under existing operating leases, partially offset by higher capital expenditures and other investing activities. Net cash used for investing activities increased $149.6 million for 2014, as compared to 2013, due higher expenditures for the purchase or replacement of equipment under operating leases and capital expenditures. Additional capital expenditure information is included within the Capital Expenditure section of Liquidity and Capital Resources.

Financing Cash Flows. Financing cash inflows are generated from the issuance of long-term debt, short-term borrowings and proceeds from the issuance of common stock under employee stock plans. Financing cash outflows are used for the repayment of debt, short-term borrowings, share repurchases and the payment of dividends and debt costs. Financing cash flows for 2015, 2014, and 2013 are discussed in more detail below:

- Net financing cash outflows for 2015 were $247.7 million due to the net repayment of short-term borrowings of $371.1 million, the repurchase of common stock of $194.2 million, the payment of dividends of $140.1 million and the payment of debt costs of $20.3 million. These cash outflows were partially offset by net proceeds from long-term debt of $473.9 million.
- Net financing cash outflows for 2014 were $4.6 million due to the net repayment of $333.0 million of long-term debt and the payment of $116.6 million of dividends, offset by the net proceeds of $448.6 million from short-term borrowings.
- Net financing cash inflows for 2013 were $391.9 million due to the net proceeds of $575.2 million from long-term borrowings, offset by the payment of $117.8 million in debt costs and $71.2 million of dividends.

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Contractual Obligations. The following table outlines the material obligations and commitments as of December 31, 2015 (in millions):

	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More than 5 years
Long-term debt and short-term borrowings (including interest and capital lease obligations) (i)	$3,960.4	$445.4	$231.8	$434.3	$2,848.9
Operating leases	311.3	68.6	103.6	60.4	78.7
Obligations due to uncertainty in income taxes	1.7	1.7	—	—	—
Capital expenditure obligations (ii)	478.1	212.2	227.8	38.1	—
Other contractual obligations (iii)	531.0	142.4	237.7	68.2	82.7
Total	$5,282.5	$870.3	$800.9	$601.0	$3,010.3

(i) For variable rate obligations, interest payments were calculated using the December 31, 2015 rate. For fixed rate obligations, interest payments were calculated based on the applicable rates and payment dates.

(ii) Capital expenditure obligations include minimum capital expenditures under the KCSM Concession agreement and other regulatory requirements.

(iii) Other contractual obligations include purchase commitments and certain maintenance agreements.

In the normal course of business, the Company enters into long-term contractual commitments for future goods and services needed for the operations of the business. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity. Such commitments are not included in the above table.

The Company is party to five utilization leases covering 874 railcars in which car hire revenue as defined in the lease agreements is shared between the lessor and the Company. The leases expire at various times through 2024. Amounts that may be due to lessors under these utilization leases vary from month to month based on car hire rental with the minimum monthly cost to the Company being zero. Accordingly, the utilization leases have been excluded from contractual obligations above.

The SCT requires KCSM to submit a five year capital expenditures plan every five years. The five year plan was submitted in 2012 for the years 2013 — 2017. KCSM expects to continue capital spending at current levels in future years and will continue to have capital expenditure obligations past 2017, which are not included in the table above.

Off-Balance Sheet Arrangements

On November 2, 2007, PCRC completed an offering of $100.0 million of 7.0% senior secured notes due November 1, 2026 (the "Notes"). The Notes are senior obligations of PCRC, secured by certain assets of PCRC. KCS has pledged its shares of PCRC as security for the Notes. The Notes are otherwise non-recourse to KCS. The Company has agreed, along with Mi-Jack Products, Inc. ("Mi-Jack"), the other 50% owner of PCRC, to each fund one-half of any debt service reserve and liquidity reserve (reserves which are required to be established by PCRC in connection with the issuance of the Notes). As of December 31, 2015, the Company's portion of these reserves was $5.3 million. The Company has issued a standby letter of credit in the amount of $5.3 million to fund its share of these reserves.

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Capital Expenditures

KCS has funded, and expects to continue to fund, capital expenditures with operating cash flows and short and long-term debt.

The following table summarizes capital expenditures by type for the years ended December 31, 2015, 2014, and 2013, respectively (in millions):

	2015	2014	2013
Roadway capital program	$306.2	$311.1	$315.7
Locomotives and freight cars	205.9	245.1	194.7
Capacity	86.6	93.0	63.1
Information technology	39.0	31.9	15.6
Other	11.0	21.6	10.0
Total capital expenditures (accrual basis)	648.7	702.7	599.1
Change in capital accruals	39.3	(34.5)	(4.3)
Total cash capital expenditures	$688.0	$668.2	$594.8
Purchase or replacement of equipment under operating leases			
Freight cars	$144.2	$224.4	$57.9
Locomotives	—	76.3	155.3
Total purchase or replacement of equipment under operating leases (accrual basis)	144.2	300.7	213.2
Change in capital accruals	—	1.4	(1.4)
Total cash purchase or replacement of equipment under operating leases	$144.2	$302.1	$211.8

Generally, the Company's capital program consists of capital replacement and equipment. For 2016, internally generated cash flows and short-term borrowings are expected to fund cash capital expenditures, which are currently estimated to be between $580.0 million and $590.0 million. In addition, the Company continuously reviews its equipment under operating leases. Any additional purchase or replacement of equipment under operating leases during 2016 is expected to be funded with internally generated cash flows and/or short-term debt.

Property Statistics

The following table summarizes certain property statistics as of December 31:

	2015	2014	2013
Track miles of rail installed	177	169	138
Cross ties installed (thousands)	829	880	929

Shelf Registration Statements and Public Securities Offerings

KCS has one current, universal shelf registration statement on file with the SEC (the "Universal Shelf" — Registration No. 333-200411). The Universal Shelf was filed on November 20, 2014 in accordance with the securities offering reform rules of the SEC that allow "well-known seasoned issuers" to register an unspecified amount of different types of securities on an immediately effective Form S-3 registration statement. The Universal Shelf will expire on November 20, 2017.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

KCS's accounting and financial reporting policies are in conformity with U.S. generally accepted accounting principles ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management believes that the following accounting policies and estimates are critical to an understanding of KCS's historical and future performance. Management has discussed the development and selection of the following critical accounting estimates with the Audit Committee of KCS's Board of Directors and the Audit Committee has reviewed the selection, application and disclosure of the Company's critical accounting policies and estimates.

Capitalization, Depreciation and Amortization of Property and Equipment (including Concession Assets)

Due to the highly capital intensive nature of the railroad industry, capitalization and depreciation of property and equipment are a substantial portion of the Company's consolidated financial statements. Net property and equipment, including concession assets, comprised approximately 92% of the Company's total assets as of December 31, 2015, and related depreciation and amortization comprised approximately 18% of total operating expenses for the year ended December 31, 2015.

KCS capitalizes costs for self-constructed additions and improvements to property including direct labor and material, indirect overhead costs, and interest during long-term construction projects. Direct costs are charged to capital projects based on the work performed and the material used. Indirect overhead costs are allocated to capital projects as a standard percentage, which is evaluated annually, and applied to direct labor and material costs. Asset removal activities are performed in conjunction with replacement activities; therefore, removal costs are estimated based on a standard percentage of direct labor and indirect overhead costs related to capital replacement projects. For purchased assets, all costs necessary to make the asset ready for its intended use are capitalized. Expenditures that significantly increase asset values, productive capacity, efficiency, safety or extend useful lives are capitalized. Repair and maintenance costs are expensed as incurred.

Property and equipment are carried at cost and are depreciated primarily on the group method of depreciation, which the Company believes closely approximates a straight line basis over the estimated useful lives of the assets measured in years. The group method of depreciation applies a composite rate to classes of similar assets rather than to individual assets. Composite depreciation rates are based upon the Company's estimates of the expected average useful lives of assets as well as expected net salvage value at the end of their useful lives. In developing these estimates, the Company utilizes periodic depreciation studies performed by an independent engineering firm. Depreciation rate studies are performed at least every three years for equipment and at least every six years for road property (rail, ties, ballast, etc.). The depreciation studies take into account factors such as:

- Statistical analysis of historical patterns of use and retirements of each asset class;
- Evaluation of any expected changes in current operations and the outlook for the continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Historical and expected salvage to be received upon retirement.

The depreciation studies may also indicate that the recorded amount of accumulated depreciation is deficient or in excess of the amount indicated by the study. Any such deficiency or excess is amortized as a component of depreciation expense over the remaining useful lives of the affected asset class, as determined by the study. The Company also monitors these factors in non-study years to determine if adjustments should be made to depreciation rates. The Company completed depreciation studies for its U.S. based assets in 2015 and KCSM in 2014. The impacts of the studies were immaterial to the consolidated financial results for all periods.

Also under the group method of depreciation, the cost of railroad property and equipment (net of salvage or sales proceeds) retired or replaced in the normal course of business is charged to accumulated depreciation with no gain or loss recognized. Actual historical costs are retired when available, such as with equipment costs. The use of estimates in recording the retirement of roadway assets is necessary as it is impractical to track individual, homogeneous network-type assets. Certain types of roadway assets are retired using statistical curves derived from the depreciation studies that indicate the relative distribution of the age of the assets retired. For other roadway assets, historical costs

are estimated by (1) deflating current costs

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using inflation indices published by the U.S. Bureau of Labor Statistics and (2) the estimated useful life of the assets as determined by the depreciation studies. The indices applied to the replacement value are selected because they closely correlate with the major costs of the items comprising the roadway assets. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of assets is completely retired, the Company continually monitors the estimated useful lives of its assets and the accumulated depreciation associated with each asset group to ensure the depreciation rates are appropriate.

Estimation of the average useful lives of assets and net salvage values requires management judgment. Estimated average useful lives may vary over time due to changes in physical use, technology, asset strategies and other factors that could have an impact on the retirement experience of the asset classes. Accordingly, changes in the assets' estimated useful lives could significantly impact future periods' depreciation expense. Depreciation and amortization expense for the year ended December 31, 2015 was $284.6 million. If the weighted average useful lives of assets were changed by one year, annual depreciation and amortization expense would change approximately $10.0 million.

Gains or losses on dispositions of land or non-group property and abnormal retirements of railroad property are recognized through income. A retirement of railroad property would be considered abnormal if the cause of the retirement is unusual in nature and its actual life is significantly shorter than what would be expected for that group based on the depreciation studies. An abnormal retirement could cause the Company to re-evaluate the estimated useful life of the impacted asset class. There were no significant gains or losses from abnormal retirements of property or equipment for any of the three years ended December 31, 2015.

Costs incurred by the Company to acquire the concession rights and related assets, as well as subsequent improvements to the concession assets, are capitalized and amortized using the group method of depreciation over the lesser of the current expected Concession term, including probable renewal of an additional 50-year term, or the estimated useful lives of the assets and rights. The Company's ongoing evaluation of the useful lives of concession assets and rights considers the aggregation of the following facts and circumstances:

- The Company's executive management is dedicated to ensuring compliance with the various provisions of the Concession and to maintaining positive relationships with the SCT and other Mexican federal, state, and municipal governmental authorities;
- During the time since the Concession was granted, the relationships between KCSM and the various Mexican governmental authorities have matured and the guidelines for operating under the Concession have become more defined with experience;
- There are no known supportable sanctions or compliance issues that would cause the SCT to revoke the Concession or prevent KCSM from renewing the Concession; and
- KCSM operations are an integral part of the KCS operations strategy, and related investment analyses and operational decisions assume that the Company's cross border rail business operates into perpetuity, and do not assume that Mexico operations terminate at the end of the current Concession term.

Based on the above factors, as of December 31, 2015, the Company continues to believe that it is probable that the Concession will be renewed for an additional 50-year term beyond the current term.

Long-lived assets are reviewed for impairment when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value would be reduced to the estimated fair value. Future cash flow estimates for an impairment review would be based on the lowest level of identifiable cash flows, which are the Company's U.S. and Mexican operations. During the years ended December 31, 2015 and 2014, management did not identify any indicators of impairment.

Provision for Personal Injury Claims

Personal injury claims represent work-related injuries and third party liabilities resulting from crossing collisions and derailments. Claims are estimated and recorded for known reported occurrences as well as for incurred but not reported ("IBNR") occurrences. Consistent with general practices within the railroad industry, the estimated liability is actuarially

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determined on an undiscounted basis. The actuarial analysis is performed semi-annually by an independent third party actuarial firm and reviewed by management. In estimating the liability, the actuarial study calculates an estimate using historical experience and estimates of claim costs as well as numerous assumptions regarding factors relevant to the derivation of an estimate of future claim costs.

Personal injury claims are subject to a significant degree of uncertainty, especially estimates related to incurred but not reported personal injuries for which a party has yet to assert a claim. In deriving an estimate of the provision for personal injury claims, management must make assumptions related to substantially uncertain matters (injury severity, claimant age and legal jurisdiction). Changes in the assumptions used for actuarial studies could have a material effect on the estimate of the provision for personal injury claims. The most sensitive assumptions for personal injury accruals are the expected average cost per claim and the projected frequency rates for the number of claims that will ultimately result in payment. Management believes that the accounting estimate related to the liability for personal injuries claims is critical to KCS's results of operations. See also Note 15 to the Consolidated Financial Statements in Item 8 of this Form 10-K.

Income Taxes

Deferred income taxes represent a net asset or liability of the Company. For financial reporting purposes, management determines the current tax liability, as well as deferred tax assets and liabilities, in accordance with the liability method of accounting for income taxes. The provision for income taxes is the sum of income taxes both currently payable and deferred into the future. Currently payable income taxes represent the liability related to the Company's U.S., state and foreign income tax returns for the current year and anticipated tax payments resulting from income tax audits, while the net deferred tax expense or benefit represents the change in the balance of net deferred tax assets or liabilities as reported on the balance sheet. The changes in deferred tax assets and liabilities are determined based upon the estimated timing of reversal of differences between the carrying amount of assets and liabilities for financial reporting purposes and the basis of assets and liabilities for tax purposes as measured using the currently enacted tax rates that will be in effect at the time these differences are expected to reverse. Additionally, management estimates whether taxable operating income in future periods will be sufficient to fully recognize any deferred tax assets. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized.

Income tax expense related to Mexican operations has additional complexities such as the impact of exchange rate variations, which can have a significant impact on the effective income tax rate.

Management believes that the assumptions and estimates related to the provision for income taxes are critical to the Company's results of operations. For the year ended December 31, 2015, income tax expense totaled $187.3 million. For every 1% change in the 2015 effective rate, income tax expense would have changed by approximately $6.7 million. For further information on the impact of foreign exchange fluctuation on income taxes, refer to Foreign Exchange Sensitivity in Item 7A.

OTHER MATTERS

Litigation. The Company is a party to various legal proceedings and administrative actions, all of which are of an ordinary, routine nature and incidental to its operations. Included in these proceedings are various tort claims brought by current and former employees for job related injuries and by third parties for injuries related to railroad operations. KCS aggressively defends these matters and has established liability provisions that management believes are adequate to cover expected costs. Although it is not possible to predict the outcome of any legal proceeding, in the opinion of the Company's management, other than those proceedings described in Note 15 to the Consolidated Financial Statements in Item 8 of this Form 10-K, such proceedings and actions should not, individually, or in the aggregate, have a material adverse effect on the Company's consolidated financial statements.

Inflation. U.S. generally accepted accounting principles require the use of historical cost, which does not reflect the effects of inflation on the replacement cost of property. Due to the capital intensive nature of KCS's business, the replacement cost of these assets would be significantly higher than the amounts reported under the historical cost basis.

Recent Accounting Pronouncements. Refer to Note 2 to the Consolidated Financial Statements in Item 8 of this Form

10-K for information relative to recent accounting pronouncements.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk

KCS utilizes various financial instruments that have certain inherent market risks. These instruments have not been entered into for trading purposes. The following information, together with information included in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 8 to the Consolidated Financial Statements in Item 8 of this Form 10-K, describe the key aspects of certain financial instruments that have market risk to KCS.

Interest Rate Sensitivity. Floating-rate indebtedness includes commercial paper borrowings, revolving credit facilities and floating rate senior notes, which totaled $330.0 million and $400.1 million at December 31, 2015 and 2014, respectively. Considering the balance of $330.0 million of variable rate debt at December 31, 2015, KCS is sensitive to fluctuations in interest rates. For example, a hypothetical 100 basis points increase in interest rates would result in additional interest expense of $3.3 million on an annualized basis for the floating-rate instruments issued by the Company as of December 31, 2015.

Based upon the borrowing rates available to KCS and its subsidiaries for indebtedness with similar terms and average maturities, the fair value of long-term debt was approximately $2,287.5 million and $1,884.1 million at December 31, 2015 and 2014, respectively, compared with a carrying value of $2,321.1 million and $1,851.3 million at December 31, 2015 and 2014, respectively.

Commodity Price Sensitivity. KCS periodically participates in diesel fuel purchase commitments and derivative financial instruments. At December 31, 2015 and 2014, KCS did not have any outstanding fuel derivative financial instruments. The Company also holds fuel inventories for use in operations. These inventories are not material to KCS's overall financial position. Fuel costs are expected to reflect market conditions in 2016; however, fuel costs are unpredictable and subject to a variety of factors outside the Company's control. Assuming annual consumption of 132 million gallons, a 10 cent change in the price per gallon of fuel would cause a $13.2 million change in operating expenses. KCS mitigates the impact of increased fuel costs through fuel surcharge revenues from customers; however, in a period of volatile fuel prices or changing customer business mix, changes in fuel expense and fuel surcharge may differ.

Foreign Exchange Sensitivity. KCS's foreign subsidiaries use the U.S. dollar as their functional currency; however, a portion of the foreign subsidiaries' revenues and expenses are denominated in Mexican pesos. Based on the volume of revenue and expense transactions denominated in Mexican pesos, revenue and expense fluctuations largely offset. The Company has exposure to fluctuations in the value of the Mexican peso against the U.S. dollar due to its net monetary assets that are denominated in Mexican pesos. The Company had Ps.477.9 million of net monetary assets at December 31, 2015.

The following table presents an estimate of the impact to the consolidated statements of income that would result from a hypothetical one Mexican peso change in the exchange rate at December 31, 2015:

	Hypothetical Change in Exchange Rate	Amount of Gain (Loss)	Affected Line Item in the Consolidated Statements of Income
Net monetary assets denominated in Mexican pesos at December 31, 2015:			
Ps.477.9 million	From Ps.17.2 to Ps.18.2	($1.5 million)	Foreign exchange gain (loss)
Ps.477.9 million	From Ps.17.2 to Ps.16.2	$1.7 million	Foreign exchange gain (loss)

Mexican income taxes 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. Most significantly, any gain or loss from the revaluation of net U.S. dollar-denominated monetary liabilities 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.

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The following table presents an estimate of the impact to the effective income tax rate and income tax expense that would result from a hypothetical one Mexican peso change in the exchange rate at December 31, 2015:

Hypothetical Change in Exchange Rate	Increase (Decrease) in Effective Income Tax Rate	Amount of Expense (Benefit)	Affected Line Item in the Consolidated Statements of Income
From Ps.17.2 to Ps.18.2	(2.7%)	($18.0 million)	Income tax expense
From Ps.17.2 to Ps.16.2	3.0%	$20.1 million	Income tax expense

The Company has and may continue to enter into foreign currency derivative instruments to hedge its exposure to fluctuations in the Mexican cash tax obligation due to changes in the value of the Mexican peso against the U.S. dollar.

As of December 31, 2015, the Company had outstanding foreign currency forward contracts with an aggregate notional amount of $300.0 million. These contracts matured on January 15, 2016, and obligated the Company to purchase a total of Ps.4,480.4 million at a weighted-average exchange rate of Ps.14.93 to each U.S. dollar. During January 2016, the Company entered into offsetting contracts with an aggregate notional amount of $251.0 million. These offsetting contracts matured on January 15, 2016, and obligated the Company to sell a total of Ps.4,480.4 million at a weighted-average exchange rate of Ps.17.85 to each U.S. dollar.

As of December 31, 2015, the Company also had zero-cost collar contracts with an aggregate notional amount of $80.0 million outstanding, which matured in January 2016, and resulted in a cash payment of $10.1 million.

During January 2016, the Company entered into foreign currency forward contracts with an aggregate notional amount of $370.0 million to hedge its exposure to fluctuations in the Mexican cash tax obligation due to changes in the value of the Mexican peso against the U.S. dollar. Contracts with an aggregate notional amount of $30.0 million will mature on April 29, 2016 and obligate the Company to purchase a total of Ps.537.2 million at an exchange rate of Ps.17.91 to each U.S. dollar. The remaining contracts with an aggregate notional amount of $340.0 million will mature on January 17, 2017 and obligate the Company to purchase a total of Ps.6,207.7 million at a weighted-average exchange rate of Ps.18.26 to each U.S. dollar.

The Company has not designated these foreign currency derivative instruments as hedging instruments for accounting purposes. The foreign currency derivative instruments will be measured at fair value each period and any change in fair value will be recognized in foreign exchange gain (loss) within the consolidated statements of income.

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Financial Statement Schedules:

All schedules are omitted because they are not applicable, are insignificant, or the required information is shown in the consolidated financial statements or notes thereto.

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Management's Report on Internal Control over Financial Reporting

The management of Kansas City Southern is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). KCS's internal control over financial reporting was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2015, based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control — Integrated Framework (2013) (commonly referred to as the COSO Framework). Based on its evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2015, based on the criteria outlined in the COSO Framework.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their attestation report, which immediately follows this report.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Kansas City Southern:

We have audited Kansas City Southern's (the Company) internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Kansas City Southern maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Kansas City Southern and subsidiaries as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated January 29, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Kansas City, Missouri

January 29, 2016

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Report of Independent Registered Public Accounting Firm
The Board of Directors and Stockholders
Kansas City Southern:

We have audited the accompanying consolidated balance sheets of Kansas City Southern and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the three-year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Kansas City Southern and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Kansas City Southern's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated January 29, 2016 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP
Kansas City, Missouri
January 29, 2016

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Kansas City Southern and Subsidiaries
Consolidated Statements of Income
Years Ended December 31,

	2015	2014	2013
	(In millions, except share and per share amounts)		
Revenues	$2,418.8	$2,577.1	$2,369.3
Operating expenses:			
Compensation and benefits	442.2	474.5	441.6
Purchased services	223.0	245.2	217.6
Fuel	306.9	415.9	389.6
Equipment costs	119.4	119.2	160.5
Depreciation and amortization	284.6	258.1	223.3
Materials and other	229.3	216.8	198.1
Lease termination costs	9.6	38.3	—
Total operating expenses	1,615.0	1,768.0	1,630.7
Operating income	803.8	809.1	738.6
Equity in net earnings of unconsolidated affiliates	18.3	21.1	18.8
Interest expense	(81.9)	(72.8)	(80.6)
Debt retirement and exchange costs	(7.6)	(6.6)	(119.2)
Foreign exchange loss	(56.6)	(35.5)	(5.2)
Other expense, net	(3.4)	(2.2)	(0.8)
Income before income taxes	672.6	713.1	551.6
Income tax expense	187.3	208.8	198.3
Net income	485.3	504.3	353.3
Less: Net income attributable to noncontrolling interest	1.8	1.7	1.9
Net income attributable to Kansas City Southern and subsidiaries	483.5	502.6	351.4
Preferred stock dividends	0.2	0.2	0.2
Net income available to common stockholders	$483.3	$502.4	$351.2
Earnings per share:			
Basic earnings per share	$4.41	$4.56	$3.19
Diluted earnings per share	$4.40	$4.55	$3.18
Average shares outstanding (in thousands):			
Basic	109,709	110,163	109,973
Potentially dilutive common shares	206	270	367
Diluted	109,915	110,433	110,340

See accompanying notes to consolidated financial statements.

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Kansas City Southern and Subsidiaries
Consolidated Statements of Comprehensive Income
Years Ended December 31,

	2015	2014	2013
	(In millions)		
Net income	$485.3	$504.3	$353.3
Other comprehensive income (loss):			
Unrealized loss on cash flow hedges arising during the period, net of tax of $(0.1) million	—	—	(0.2)
Reclassification adjustment from cash flow hedges included in net income, net of tax of less than $0.1 million and $0.3 million	—	0.1	0.7
Amortization of prior service credit, net of tax of less than $(0.1) million, $(0.1) million and $(0.1) million	(0.1)	(0.2)	(0.1)
Foreign currency translation adjustments, net of tax of $(0.8) million and $(0.7) million	(1.4)	(1.1)	—
Other comprehensive income (loss)	(1.5)	(1.2)	0.4
Comprehensive income	483.8	503.1	353.7
Less: comprehensive income attributable to noncontrolling interest	1.8	1.7	1.9
Comprehensive income attributable to Kansas City Southern and subsidiaries	$482.0	$501.4	$351.8

See accompanying notes to consolidated financial statements.

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Kansas City Southern and Subsidiaries
Consolidated Balance Sheets
December 31,

	2015	2014
	(In millions, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$136.6	$348.0
Accounts receivable, net	171.9	181.6
Materials and supplies	137.9	111.0
Other current assets	90.6	77.6
Total current assets	537.0	718.2
Investments	34.7	36.4
Property and equipment (including concession assets), net	7,705.4	7,154.7
Other assets	63.9	67.1
Total assets	$8,341.0	$7,976.4
LIABILITIES AND EQUITY		
Current liabilities:		
Long-term debt due within one year	$276.1	$24.8
Short-term borrowings	80.0	450.1
Accounts payable and accrued liabilities	401.5	423.9
Total current liabilities	757.6	898.8
Long-term debt	2,045.0	1,826.5
Deferred income taxes	1,191.1	1,056.2
Other noncurrent liabilities and deferred credits	122.6	130.8
Total liabilities	4,116.3	3,912.3
Commitments and contingencies	—	—
Stockholders' equity:		
$25 par, 4% noncumulative, preferred stock, 840,000 shares authorized, 649,736 shares issued, 242,170 shares outstanding	6.1	6.1
$.01 par, common stock, 400,000,000 shares authorized, 123,352,185 shares issued; 108,461,144 and 110,392,330 shares outstanding at December 31, 2015 and 2014, respectively	1.1	1.1
Additional paid-in capital	947.1	949.8
Retained earnings	2,964.7	2,801.7
Accumulated other comprehensive loss	(4.7)	(3.2)
Total stockholders' equity	3,914.3	3,755.5
Noncontrolling interest	310.4	308.6
Total equity	4,224.7	4,064.1
Total liabilities and equity	$8,341.0	$7,976.4

See accompanying notes to consolidated financial statements.

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Kansas City Southern and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31,

	2015	2014	2013
	(In millions)		
Operating activities:			
Net income	$485.3	$504.3	$353.3
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	284.6	258.1	223.3
Deferred income taxes	135.8	140.1	111.2
Equity in net earnings of unconsolidated affiliates	(18.3)	(21.1)	(18.8)
Share-based compensation	11.4	10.0	13.6
Excess tax benefit from share-based compensation	0.1	0.7	(4.2)
Distributions from unconsolidated affiliates	16.5	25.5	12.5
Debt retirement and exchange costs	7.6	6.6	119.2
Unrealized loss on foreign currency derivative instruments	46.0	4.3	—
Changes in working capital items:			
Accounts receivable	12.0	17.2	(14.4)
Materials and supplies	(26.2)	9.2	7.1
Other current assets	(10.1)	(10.0)	(1.8)
Accounts payable and accrued liabilities	(31.4)	(26.1)	0.3
Other, net	(4.0)	(12.8)	(3.0)
Net cash provided by operating activities	909.3	906.0	798.3
Investing activities:			
Capital expenditures	(688.0)	(668.2)	(594.8)
Purchase or replacement of equipment under operating leases	(144.2)	(302.1)	(211.8)
Property investments in MSLLC	(17.4)	(26.7)	(31.6)
Proceeds from disposal of property	4.6	9.9	8.2
Other, net	(28.0)	4.2	(3.3)
Net cash used for investing activities	(873.0)	(982.9)	(833.3)
Financing activities:			
Proceeds from short-term borrowings	10,866.2	15,368.8	—
Repayment of short-term borrowings	(11,237.3)	(14,920.2)	—
Proceeds from issuance of long-term debt	623.7	175.0	1,918.4
Repayment of long-term debt	(149.8)	(508.0)	(1,343.2)
Dividends paid	(140.1)	(116.6)	(71.2)
Shares repurchased	(194.2)	—	—
Debt costs	(20.3)	(4.9)	(117.8)
Excess tax benefit from share-based compensation	(0.1)	(0.7)	4.2
Proceeds from employee stock plans	4.2	2.0	1.5
Net cash provided by (used for) financing activities	(247.7)	(4.6)	391.9
Cash and cash equivalents:			
Net increase (decrease) during each year	(211.4)	(81.5)	356.9
At beginning of year	348.0	429.5	72.6
At end of year	$136.6	$348.0	$429.5
Supplemental cash flow information			
Non-cash investing and financing activities:			
	$43.9	$83.2	$50.1

Capital expenditures and purchase or replacement of equipment under operating lease accrued but not yet paid at end of year			
Capital lease obligations incurred	4.7	9.1	—
Non-cash asset acquisitions	7.6	5.9	56.7
Dividends accrued but not yet paid at end of year	35.9	31.0	23.8
Cash payments:			
Interest paid, net of amounts capitalized	$81.1	$72.5	$84.1
Income tax payments, net of refunds	40.3	62.9	99.2

See accompanying notes to consolidated financial statements.

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Kansas City Southern and Subsidiaries
Consolidated Statements of Changes in Equity
(in millions, except per share amounts)

	$25 Par Preferred Stock	$.01 Par Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total
Balance at December 31, 2012	$6.1	$ 1.1	$ 925.3	$2,166.5	$ (2.4)	$ 304.1	$3,400.7
Net income				351.4		1.9	353.3
Other comprehensive income					0.4		0.4
Dividends on common stock ($0.86/share)				(94.8)			(94.8)
Dividends on $25 par preferred stock ($1.00/share)				(0.2)			(0.2)
Options exercised and stock subscribed, net of shares withheld for employee taxes			(0.6)				(0.6)
Excess tax benefit from share-based compensation			4.2				4.2
Share-based compensation			13.6				13.6
Balance at December 31, 2013	6.1	1.1	942.5	2,422.9	(2.0)	306.0	3,676.6
Net income				502.6		1.7	504.3
Other comprehensive loss					(1.2)		(1.2)
Contributions from noncontrolling interest						0.9	0.9
Dividends on common stock ($1.12/share)				(123.6)			(123.6)
Dividends on $25 par preferred stock ($1.00/share)				(0.2)			(0.2)
Options exercised and stock subscribed, net of shares withheld for employee taxes			(2.0)				(2.0)
Excess tax benefit from share-based compensation			(0.7)				(0.7)
Share-based compensation			10.0				10.0
Balance at December 31, 2014	6.1	1.1	949.8	2,801.7	(3.2)	308.6	4,064.1
Net income				483.5		1.8	485.3
Other comprehensive loss					(1.5)		(1.5)
Dividends on common stock ($1.32/share)				(144.8)			(144.8)
Dividends on $25 par preferred stock ($1.00/share)				(0.2)			(0.2)
Share repurchases			(18.7)	(175.5)			(194.2)
Options exercised and stock subscribed, net of shares withheld for employee taxes			4.7				4.7
			(0.1)				(0.1)

Excess tax benefit from share-based compensation							
Share-based compensation			11.4				11.4
Balance at December 31, 2015	$6.1	$ 1.1	$ 947.1	$2,964.7	$ (4.7)	$ 310.4	$4,224.7

See accompanying notes to consolidated financial statements.

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Kansas City Southern and Subsidiaries
Notes to Consolidated Financial Statements

Note 1. Description of the Business

Kansas City Southern ("KCS" or the "Company"), a Delaware corporation, is a holding company with principal operations in rail transportation.

The Company is engaged primarily in the freight rail transportation business operating through a single coordinated rail network under one reportable business segment. The Company generates revenues and cash flows by providing its customers with freight delivery services both within its regions, and throughout North America through connections with other Class I rail carriers. KCS's customers conduct business in a number of different industries, including electric-generating utilities, chemical and petroleum products, paper and forest products, agriculture and mineral products, automotive products and intermodal transportation.

The primary subsidiaries of the Company consist of the following:

- The Kansas City Southern Railway Company ("KCSR"), a wholly-owned consolidated subsidiary. KCSR is a U.S. Class 1 railroad that services the midwest and southeast regions of the United States;
- Kansas City Southern de México, S.A. de C.V. ("KCSM"), a wholly-owned consolidated subsidiary which operates under the rights granted by the Concession acquired from the Mexican government in 1997 (the "Concession") as described below;
- Mexrail, Inc. ("Mexrail"), a wholly-owned consolidated subsidiary; which wholly owns The Texas Mexican Railway Company ("Tex-Mex");
- KCSM Servicios, S.A. de C.V. ("KCSM Servicios"), a wholly-owned consolidated subsidiary which provides employee services to KCSM;
- Meridian Speedway, LLC ("MSLLC"), a seventy percent-owned consolidated affiliate. MSLLC owns the former KCSR rail line between Meridian, Mississippi and Shreveport, Louisiana, which is the portion of the rail line between Dallas, Texas and Meridian known as the "Meridian Speedway".

Including equity investments in:

- Panama Canal Railway Company ("PCRC"), a fifty percent-owned unconsolidated affiliate which provides ocean to ocean freight and passenger services along the Panama Canal;
- Ferrocarril y Terminal del Valle de México, S.A. de C.V. ("FTVM"), a twenty-five percent-owned unconsolidated affiliate that provides railroad services as well as ancillary services in the greater Mexico City area; and
- PTC-220, LLC ("PTC-220"), a fourteen percent-owned unconsolidated affiliate that holds the licenses to large blocks of radio spectrum and other assets for the deployment of positive train control.

The KCSM Concession. KCSM holds a concession from the Mexican government until June 2047 (exclusive through 2027, subject to certain trackage and haulage rights granted to other concessionaires), which is renewable under certain conditions for an additional period of up to 50 years (the "Concession"). The Concession is to provide freight transportation services over rail lines which are a primary commercial corridor of the Mexican railroad system. KCSM has the right to use, but does not own, all track and buildings that are necessary for the rail lines' operation. KCSM is required to pay the Mexican government a concession duty equal to1.25% of gross revenues during the Concession period.

Employees and Labor Relations. KCSR participates in industry-wide multi-employer bargaining as a member of the National Carriers' Conference Committee, as well as local bargaining for agreements that are limited to KCSR's property. Approximately 80% of KCSR employees are covered by collective bargaining agreements. Long-term settlements agreements were reached and ratified during 2011 and the first half of 2012 covering all of the participating unions. These agreements were in effect through December 2015, and will remain in effect until new agreements are reached.

KCSM Servicios union employees are covered by one labor agreement, which was signed on April 16, 2012, between KCSM Servicios and the Sindicato de Trabajadores Ferrocarrileros de la República Mexicana ("Mexican Railroad Union"), for an indefinite period of time, 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

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

renegotiation on an annual basis and all other benefits are subject to negotiation every two years. On July 1, 2015, the negotiation of compensation terms and all other benefits was initiated with the Mexican Railroad Union. Union labor negotiations have not historically resulted in any strike, boycott, or other disruption in the Company's business operations.

Note 2. Significant Accounting Policies

Principles of Consolidation. The accompanying consolidated financial statements are presented using the accrual basis of accounting and include the Company and its majority-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year presentation.

The equity method of accounting is used for all entities in which the Company or its subsidiaries have significant influence, but not a controlling interest. The Company evaluates less-than-majority-owned investments for consolidation pursuant to consolidation and variable interest entity guidance. The Company does not have any less-than-majority-owned investments requiring consolidation.

Use of Estimates. The accounting and financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant items subject to such estimates and assumptions include those related to the recoverability and useful lives of assets, personal injury claims, litigation provisions and income taxes. Changes in facts and circumstances may result in revised estimates and actual results could differ from those estimates.

Revenue Recognition. The Company recognizes freight revenue based upon the percentage of completion of a commodity movement as a shipment moves from origin to destination, with the related expense recognized as incurred. Other revenues, in general, are recognized when the product is shipped, as services are performed or contractual obligations are fulfilled.

Foreign Exchange Gain (Loss). For financial reporting purposes, foreign subsidiaries maintain records in U.S. dollars, which is the functional currency. The dollar is the currency that reflects the economic substance of the underlying events and circumstances relevant to the entity. Monetary assets and liabilities denominated in pesos are remeasured into dollars using current exchange rates. The difference between the exchange rate on the date of the transaction and the exchange rate on the settlement date, or balance sheet date if not settled, is included in the income statement as foreign exchange gain or loss.

Cash Equivalents. Short-term liquid investments with an initial maturity of three months or less are classified as cash and cash equivalents.

Accounts Receivable, net. Accounts receivable are net of an allowance for uncollectible accounts as determined by historical experience and adjusted for economic uncertainties or known trends. Accounts are charged to the allowance when a customer enters bankruptcy, when an account has been transferred to a collection agent or submitted for legal action, or when a customer is significantly past due and all available means of collection have been exhausted. At December 31, 2015 and 2014, the allowance for doubtful accounts was $4.9 million and $5.3 million, respectively. For the years ended December 31, 2015, 2014 and 2013, bad debt expense was $1.0 million, $0.4 million and $0.6 million, respectively.

Materials and Supplies. Materials and supplies consisting of diesel fuel, items to be used in the maintenance of rolling stock and items to be used in the maintenance or construction of road property are valued at the lower of average cost or net realizable value.

Derivative Instruments. Derivatives are measured at fair value and recorded on the balance sheet as either assets or liabilities. Changes in the fair value of derivatives are recorded either through current earnings or as other comprehensive income, depending on hedge designation. Gains and losses on derivative instruments classified as cash flow hedges are reported in other comprehensive income and are reclassified into earnings in the periods in which earnings are impacted by the

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variability of the cash flow of the hedged item. The ineffective portion of all hedge transactions is recognized in current period earnings.

Property and Equipment (including Concession Assets). KCS capitalizes costs for self-constructed additions and improvements to property including direct labor and material, indirect overhead costs, and interest during long-term construction projects. For purchased assets, all costs necessary to make the asset ready for its intended use are capitalized. Expenditures that significantly increase asset values, productive capacity, efficiency, safety or extend useful lives are capitalized. Repair and maintenance costs are expensed as incurred.

Property and equipment are carried at cost and are depreciated primarily on the group method of depreciation, which the Company believes closely approximates a straight line basis over the estimated useful lives of the assets measured in years. The group method of depreciation applies a composite rate to classes of similar assets rather than to individual assets. Composite depreciation rates are based upon the Company's estimates of the expected average useful lives of assets as well as expected net salvage value at the end of their useful lives. In developing these estimates, the Company utilizes periodic depreciation studies performed by an independent engineering firm. Depreciation rate studies are performed at least every three years for equipment and at least every six years for road property (rail, ties, ballast, etc.). The Company completed depreciation studies for its U.S. based assets in 2015 and KCSM in 2014. The impacts of the studies were immaterial to the consolidated financial results for all periods.

Under the group method of depreciation, the cost of railroad property and equipment (net of salvage or sales proceeds) retired or replaced in the normal course of business is charged to accumulated depreciation with no gain or loss recognized. Gains or losses on dispositions of land or non-group property and abnormal retirements of railroad property are recognized through income. A retirement of railroad property would be considered abnormal if the cause of the retirement is unusual in nature and its actual life is significantly shorter than what would be expected for that group based on the depreciation studies. An abnormal retirement could cause the Company to re-evaluate the estimated useful life of the impacted asset class.

Costs incurred by the Company to acquire the concession rights and related assets, as well as subsequent improvements to the concession assets, are capitalized and amortized using the group method of depreciation over the lesser of the current expected Concession term, including probable renewal of an additional 50-year term, or the estimated useful lives of the assets and rights.

Long-lived assets are reviewed for impairment when events or circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value would be reduced to the estimated fair value. Future cash flow estimates for an impairment review would be based on the lowest level of identifiable cash flows, which are the Company's U.S. and Mexican operations. During the years ended December 31, 2015 and 2014, management did not identify any indicators of impairment.

Goodwill. Goodwill represents the excess of the purchase price over the fair value of the net identifiable assets acquired in business combinations. As of December 31, 2015 and 2014, the goodwill balance was $13.2 million, which is included in other assets in the consolidated balance sheets. Goodwill is not amortized, but is reviewed at least annually, or more frequently as indicators warrant, for impairment. An impairment loss would be recognized to the extent that the carrying amount exceeds the assets' fair values. The Company performed its annual impairment review for goodwill as of November 30, 2015 and 2014, and concluded there was no impairment.

Fair Value of Financial Instruments. Non-financial assets and liabilities are recognized at fair value on a nonrecurring basis. These assets and liabilities are measured at fair value on an ongoing basis but are subject to recognition in the financial statements only in certain circumstances. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company determines the

fair values of its financial instruments based on the fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy is broken down into three levels based upon the observability of inputs. Fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for

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identical assets or liabilities that the Company has the ability to access. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value in its entirety requires judgment and considers factors specific to the asset or liability.

Environmental Liabilities. The Company records liabilities for remediation and restoration costs related to past activities when the Company's obligation is probable and the costs can be reasonably estimated. Costs of future expenditures for environmental remediation are not discounted to their present value. Recoveries of environmental remediation costs from other parties are recorded as assets when their receipt is deemed probable. Costs of ongoing compliance activities related to current operations are expensed as incurred.

Personal Injury Claims. Personal injury claims in excess of self-insurance levels are insured up to certain coverage amounts, depending on the type of claim and year of occurrence. The Company's personal injury liability is based on actuarial studies performed on an undiscounted basis by an independent third party actuarial firm and reviewed by management. The liability is based on claims filed and an estimate of claims incurred but not yet reported. Adjustments to the liability are reflected as operating expenses in the period in which the adjustments are known. Legal fees related to personal injury claims are recorded in operating expense in the period incurred.

Health and Welfare and Postemployment Benefits. The Company provides certain medical, life and other postemployment benefits to certain active employees and retirees. The Company uses actuaries to assist management in measuring the benefit obligation and cost based on the current plan provisions, employee demographics, and assumptions about financial and demographic factors affecting the probability, timing and amount of expected future benefit payments. Significant assumptions include the discount rate, rate of increase in compensation levels, and the health care cost trend rate. Actuarial gains and losses determined at the measurement date (December 31) are recognized immediately in the consolidated statements of income.

Share-Based Compensation. The Company accounts for all share-based compensation in accordance with fair value recognition provisions. Under this method, compensation expense is measured at grant date fair value net of estimated forfeitures, and is recognized over the requisite service period in which the award is earned. The Company issues treasury stock to settle share-based awards.

Income Taxes. Deferred income tax effects of transactions reported in different periods for financial reporting and income tax return purposes are recorded under the liability method of accounting for income taxes. This method gives consideration to the future tax consequences of the deferred income tax items and immediately recognizes changes in income tax laws in the year of enactment. In addition, the Company has not provided U.S. federal income taxes on the undistributed operating earnings of its foreign subsidiaries because the Company intends to indefinitely reinvest the earnings outside the U.S. or the earnings will be remitted in a tax-free transaction.

The Company has recognized a deferred tax asset, net of a valuation allowance, for net operating loss and tax credit carryovers. The Company projects sufficient future taxable income to realize the deferred tax asset recorded less the valuation allowance. These projections take into consideration assumptions about future income, future capital expenditures and inflation rates. If assumptions or actual conditions change, the deferred tax asset, net of the valuation allowance, will be adjusted to properly reflect the expected tax benefit.

Treasury Stock. The excess of repurchase price over par value of common shares held in treasury is allocated between additional paid-in capital and retained earnings.

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

New Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers, which requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration it expects to be entitled in exchange for those goods or services. The new standard will become effective for the Company beginning with the first quarter 2018 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Interest-Imputation of Interest, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance of debt issuance costs are not affected by the amendments in this update. The standard is effective for financial statements issued for annual periods beginning after December 15, 2015, and interim periods within those annual periods. The Company early adopted the new guidance in the fourth quarter of 2015 and applied it retrospectively. The December 31, 2014 consolidated balance sheet and related disclosures were adjusted to reflect the reclassification of $14.5 million of debt issuance costs from "Other assets" to "Long-term debt." There was no other impact to the consolidated financial statements from the adoption of this guidance.

In November 2015, the FASB issued ASU No. 2015-17, Balance Sheet Classification of Deferred Taxes, which requires deferred tax assets and deferred tax liabilities be presented as noncurrent in a classified balance sheet. The standard is effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. The Company early adopted the new guidance in the fourth quarter of 2015 and applied it retrospectively. The December 31, 2014 consolidated balance sheet and related disclosures were adjusted to reflect the reclassification of $100.1 million of deferred income taxes from "Current assets" to "Noncurrent liabilities". There was no other impact to the consolidated financial statements from the adoption of this guidance.

Note 3. Earnings Per Share

Basic earnings per common share is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share adjusts basic earnings per common share for the effects of potentially dilutive common shares, if the effect is not anti-dilutive. Potentially dilutive common shares include the dilutive effects of shares issuable under the Stock Option and Performance Award Plan and shares issuable upon the conversion of preferred stock to common stock.

The following table reconciles the basic earnings per share computation to the diluted earnings per share computation (in millions, except share and per share amounts):

	2015	2014	2013
Net income available to common stockholders for purposes of computing basic and diluted earnings per share	$483.3	$502.4	$351.2
Weighted-average number of shares outstanding (in thousands):			
Basic shares	109,709	110,163	109,973
Effect of dilution	206	270	367
Diluted shares	109,915	110,433	110,340
Earnings per share:			
Basic earnings per share	$4.41	$4.56	$3.19
Diluted earnings per share	$4.40	$4.55	$3.18

Potentially dilutive shares excluded from the calculation (in thousands):	2015	2014	2013
Stock options excluded as their inclusion would be anti-dilutive	84	57	57

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

Note 4. Property and Equipment (including Concession Assets)
The following tables list the major categories of property and equipment, including concession assets, as well as the weighted-average composite depreciation rate for each category (in millions):

As of December 31, 2015	Cost	Accumulated Depreciation	Net Book Value	Depreciation Rates for 2015
Land	$218.1	$—	$218.1	N/A
Concession land rights	141.2	(23.7)	117.5	1.0%
Rail and other track material	1,814.7	(394.6)	1,420.1	1.8-3.0%
Ties	1,596.2	(357.1)	1,239.1	2.0-4.1%
Grading	878.4	(144.9)	733.5	0.9%
Bridges and tunnels	703.4	(130.7)	572.7	1.1%
Ballast	696.6	(187.7)	508.9	2.5-4.1%
Other (a)	1,095.0	(301.9)	793.1	3.0%
Total road property	6,784.3	(1,516.9)	5,267.4	2.7%
Locomotives	1,456.6	(302.7)	1,153.9	4.6%
Freight cars	809.6	(123.6)	686.0	3.9%
Other equipment	59.9	(20.7)	39.2	6.5%
Total equipment	2,326.1	(447.0)	1,879.1	4.4%
Technology and other	159.3	(120.7)	38.6	15.6%
Construction in progress	184.7	—	184.7	N/A
Total property and equipment (including concession assets)	$9,813.7	$(2,108.3)	$7,705.4	N/A

(a) Other includes signals, buildings and other road assets.

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

As of December 31, 2014	Cost	Accumulated Depreciation	Net Book Value	Depreciation Rates for 2014
Land	$216.8	$—	$216.8	N/A
Concession land rights	141.2	(22.3)	118.9	1.0%
Rail and other track material	1,707.6	(361.1)	1,346.5	1.9-3.2%
Ties	1,484.7	(312.6)	1,172.1	2.0-4.2%
Grading	839.6	(137.9)	701.7	1.0%
Bridges and tunnels	669.5	(123.8)	545.7	1.2%
Ballast	649.8	(170.0)	479.8	2.7-4.8%
Other (a)	943.5	(275.6)	667.9	3.1%
Total road property	6,294.7	(1,381.0)	4,913.7	2.8%
Locomotives	1,310.3	(238.3)	1,072.0	4.6%
Freight cars	610.6	(98.3)	512.3	4.2%
Other equipment	59.0	(18.5)	40.5	8.2%
Total equipment	1,979.9	(355.1)	1,624.8	4.6%
Technology and other	160.9	(121.9)	39.0	13.2%
Construction in progress	241.5	—	241.5	N/A
Total property and equipment (including concession assets)	$9,035.0	$(1,880.3)	$7,154.7	N/A

(a) Other includes signals, buildings and other road assets.

Concession assets, net of accumulated amortization of $538.0 million and $483.1 million, totaled $2,070.5 million and $2,007.6 million at December 31, 2015 and 2014, respectively.

The Company capitalized $0.7 million, $0.9 million, and $1.1 million of interest for the years ended December 31, 2015, 2014, and 2013, respectively.

Depreciation and amortization of property and equipment (including concession assets) totaled $284.6 million, $258.1 million and $223.3 million, for 2015, 2014, and 2013, respectively.

Note 5. Lease Termination Costs

During 2015 and 2014, the Company purchased $144.2 million and $300.7 million, respectively, of equipment under existing operating leases and replacement equipment as certain operating leases expired. For the years ended December 31, 2015 and 2014, the Company recognized $9.6 million and $38.3 million, respectively, of lease termination costs (included in operating expenses) due to the early termination of certain operating leases and the related purchase of the equipment. The Company did not incur lease termination costs during 2013.

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

Note 6. Other Balance Sheet Captions

Other Current Assets. Other current assets included the following items at December 31 (in millions):

	2015	2014
Refundable taxes	$71.6	$55.9
Prepaid expenses	16.8	17.8
Other	2.2	3.9
Other current assets	$90.6	$77.6

Accounts Payable and Accrued Liabilities. Accounts payable and accrued liabilities included the following items at December 31 (in millions):

	2015	2014
Accounts payable	$176.7	$215.0
Accrued wages and vacation	50.9	75.1
Derailments, personal injury and other claim provisions	40.7	42.4
Foreign currency derivative instruments	46.0	4.3
Dividends payable	35.9	31.0
Income and other taxes	18.8	24.8
Other	32.5	31.3
Accounts payable and accrued liabilities	$401.5	$423.9

Note 7. Fair Value Measurements

The Company’s assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy as described in Note 2 — “Significant Accounting Policies”. As of December 31, 2015, the Company’s derivative financial instruments are measured at fair value on a recurring basis and consist of foreign currency forward and option contracts, which are classified as Level 2 valuations. The Company determines the fair value of its derivative financial instrument positions based upon pricing models using inputs observed from actively quoted markets and also takes into consideration the contract terms as well as other inputs, including market currency exchange rates and in the case of option contracts, volatility, the risk-free interest rate and the time to expiration. The fair value of the foreign currency derivative instruments was a liability of $46.0 million and $4.3 million as of December 31, 2015 and 2014, respectively.

The Company’s short-term financial instruments include cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings. The carrying value of the short-term financial instruments approximates their fair value.

The fair value of the Company’s debt is estimated using quoted market prices when available. When quoted market prices are not available, fair value is estimated based on current market interest rates for debt with similar maturities and credit quality. The fair value of the Company’s debt was $2,287.5 million and $1,884.1 million at December 31, 2015 and 2014, respectively. The carrying value was $2,321.1 million and $1,851.3 million at December 31, 2015 and 2014, respectively. If the Company’s debt were measured at fair value, the fair value measurements of the individual debt instruments would have been classified as either Level 1 or Level 2 in the fair value hierarchy.

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

Note 8. Derivative Instruments

The Company enters into derivative transactions in certain situations based on management's assessment of current market conditions and perceived risks. Management intends to respond to evolving business and market conditions and in doing so, may enter into such transactions as deemed appropriate.

Credit Risk. As a result of the use of derivative instruments, the Company is exposed to counterparty credit risk. The Company manages this risk by limiting its counterparties to large financial institutions which meet the Company's credit rating standards and have an established banking relationship with the Company. As of December 31, 2015, the Company did not expect any losses as a result of default of its counterparties.

Foreign Currency Derivative Instruments. The Company's Mexican subsidiaries have net U.S. dollar-denominated monetary liabilities which, for Mexican income tax purposes, are subject to periodic revaluation based on changes in the value of the Mexican peso against the U.S. dollar. This revaluation creates fluctuations in the Company's Mexican income tax expense and the amount of income taxes paid in Mexico. The Company enters into foreign currency derivative contracts to hedge its exposure to this risk.

In the first quarter of 2015, the Company entered into foreign currency forward contracts with an aggregate notional amount of $300.0 million. These contracts matured on January 15, 2016, and obligated the Company to purchase a total of Ps.4,480.4 million at a weighted-average exchange rate of Ps.14.93 to each U.S. dollar. During January 2016, the Company entered into offsetting contracts with an aggregate notional amount of $251.0 million. These offsetting contracts matured on January 15, 2016, and obligated the Company to sell a total of Ps.4,480.4 million at a weighted-average exchange rate of Ps.17.85 to each U.S. dollar.

In the first half of 2015, the Company also entered into several foreign currency option contracts known as zero-cost collars. These contracts involve the Company's purchase of a Mexican peso call option and a simultaneous sale of a Mexican peso put option, with equivalent U.S. dollar notional amounts for each option and no net cash premium paid by the Company. During 2015, zero cost collar contracts with an aggregate notional amount of $50.0 million matured resulting in a cash payment of $4.3 million. As of December 31, 2015, the Company had outstanding zero-cost collar contracts with an aggregate notional amount of $80.0 million which matured in January 2016 and resulted in a cash payment of $10.1 million.

In the first quarter of 2014, the Company entered into foreign currency forward contracts with an aggregate notional amount of $345.0 million. These contracts matured on December 31, 2014, and obligated the Company to purchase a total of Ps.4,642.5 million at a weighted-average exchange rate of Ps.13.46 to each U.S. dollar. During October and December 2014, the Company entered into offsetting contracts with an aggregate notional amount of $30.0 million and $291.4 million, respectively. These offsetting contracts matured on December 31, 2014, and obligated the Company sell a total of Ps.403.7 million and Ps.4,238.8 million at a weighted-average exchange rate of Ps.13.46 and Ps.14.57 to each U.S. dollar, respectively.

In December 2014, the Company entered into additional foreign currency forward contracts with an aggregate notional amount of $300.0 million. These contracts matured on January 15, 2015 and obligated the Company to purchase a total of Ps.4,364.7 million at a weighted-average rate of Ps.14.55 to each U.S. dollar. During January 2015, the Company entered into offsetting contracts with an aggregate notional amount of $298.8 million. These offsetting contracts matured on January 15, 2015, and obligated the Company to sell a total of Ps.4,364.7 million at a weighted-average exchange rate of Ps.14.61 to each U.S. dollar.

In the first half of 2013, the Company entered into foreign currency forward contracts with an aggregate notional amount of $325.0 million. These contracts matured on December 31, 2013, and obligated the Company to purchase a total of Ps.4,202.3 million at a weighted-average exchange rate of Ps.12.93 to each U.S. dollar. During December 2013, the Company entered into offsetting contracts with an aggregate notional amount of $324.3 million. These offsetting contracts matured on December 31, 2013, and obligated the Company sell a total of Ps.4,202.3 million at a

weighted-average exchange rate of Ps.12.96 to each U.S. dollar.

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The Company has not designated any of the foreign currency derivative contracts as hedging instruments for accounting purposes. The Company measures the foreign currency derivative contracts at fair value each period and recognizes any change in fair value in foreign exchange loss within the consolidated statements of income.
The following table presents the fair value of derivative instruments included in the consolidated balance sheets (in millions):

	Derivative Liabilities		
	Balance Sheet Location	December 31, 2015	December 31, 2014
Derivatives not designated as hedging instruments:			
Foreign currency forward contracts	Accounts payable and accrued liabilities	$39.8	$4.3
Foreign currency zero-cost collar contracts	Accounts payable and accrued liabilities	6.2	—
Total derivative liabilities		$46.0	$4.3

The following table presents the effects of derivative instruments on the consolidated statements of income for the years ended December 31 (in millions):

	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative		
Derivatives not designated as hedging instruments:		2015	2014	2013
Foreign currency forward contracts	Foreign exchange loss	$(36.7)	$(27.9)	$(0.7)
Foreign currency zero-cost collar contracts	Foreign exchange loss	(10.4)	—	—
Total		$(47.1)	$(27.9)	$(0.7)

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Note 9. Short-Term Borrowings

Short-term borrowings at December 31 (in millions):

	2015	2014
Commercial paper	$80.0	$150.1
Other short-term borrowings	—	300.0
Total short-term borrowings	$80.0	$450.1

Commercial Paper. The Company's commercial paper program generally serves as the primary means of short-term funding. On December 9, 2015, KCS with certain of its domestic subsidiaries named therein as guarantors, entered into a new $800.0 million revolving credit facility (the "KCS Revolving Credit Facility") and also entered into agreements to establish a new $800.0 million commercial paper program for KCS (the "KCS Commercial Paper Program"). The KCS Commercial Paper Program replaced the existing $450.0 million KCSR and $200.0 million KCSM revolving commercial paper programs. As of December 31, 2015, KCS had $80.0 million of commercial paper outstanding at a weighted-average interest rate of 1.072%. As of December 31, 2014, KCSR had $150.1 million of commercial paper outstanding at a weighted-average interest rate of 0.716% and KCSM had no commercial paper outstanding.

Short-Term Borrowing. On October 22, 2014, Kansas City Southern International Investments, S.A. de C.V. ("KCSII"), a wholly-owned subsidiary of the Company, KCSR, and certain other subsidiaries of the Company that guaranty KCSR's Second Amended and Restated Credit Agreement dated as of November 21, 2012 (together with the Company and KCSR, the "Guarantors"), entered into a Credit Agreement (the "KCSII Credit Agreement") with The Bank of Tokyo-Mitsubishi UFJ, Ltd., as lender ("BTM"). Pursuant to the terms of the KCSII Credit Agreement, BTM agreed to extend credit in an aggregate principal amount of up to $300.0 million, with repayment due 90 days after the borrowing date of each loan. KCSII borrowed $100.0 million on October 22, 2014, and borrowed an additional $200.0 million on December 15, 2014. The loans had a weighted-average interest rate of 1.49% and were repaid during the first quarter of 2015 using available cash.

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Note 10. Long-Term Debt
Long-term debt at December 31 (in millions):

	2015			2014		
	Principal	Unamortized Discount and Debt Issuance Costs	Net	Principal	Unamortized Discount and Debt Issuance Costs	Net
Revolving credit facilities, variable interest rate, due 2020	$—	$ —	$—	$—	$ —	$—
KCS Floating rate senior notes, variable interest rate, 1.0232% at December 31, 2015, due 2016	244.8	1.0	243.8	—	—	—
KCS 2.35% senior notes, due 2020	239.5	2.1	237.4	—	—	—
KCS 3.0% senior notes, due 2023	439.1	5.4	433.7	—	—	—
KCS 3.85% senior notes, due 2023	195.0	2.2	192.8	—	—	—
KCS 4.3% senior notes, due 2043	437.6	9.8	427.8	—	—	—
KCS 4.95% senior notes, due 2045	476.7	7.9	468.8	—	—	—
KCSR senior notes 3.85% to 4.95%, due through 2045	40.7	0.6	40.1	650.0	11.0	639.0
KCSM senior notes 1.0232% to 3.00%, due through 2023	51.5	0.3	51.2	975.0	8.4	966.6
RRIF loans 2.96% to 4.29%, due serially through 2024	84.9	0.6	84.3	88.2	0.6	87.6
Financing agreements 5.737% to 9.310%, due serially through 2023	119.9	0.5	119.4	136.5	0.6	135.9
Capital lease obligations, due serially to 2024	21.4	—	21.4	21.8	—	21.8
Other debt obligations	0.4	—	0.4	0.4	—	0.4
Total	2,351.5	30.4	2,321.1	1,871.9	20.6	1,851.3
Less: Debt due within one year	276.1	—	276.1	24.8	—	24.8
Long-term debt	$2,075.4	$ 30.4	$2,045.0	$1,847.1	$ 20.6	$1,826.5

Revolving Credit Facility
On December 9, 2015, KCS with certain of its domestic subsidiaries named therein as guarantors, entered into a new five year $800.0 million revolving credit facility (the “KCS Revolving Credit Facility”), with a $25.0 million standby letter of credit facility which, if utilized, constitutes usage under the revolving facility. The Company also entered into agreements to establish a new $800.0 million commercial paper program for KCS (the “KCS Commercial Paper Program”). The KCS Revolving Credit Facility serves as a backstop for the KCS Commercial Paper Program which generally serves as the Company’s primary means of short-term funding. The new KCS Revolving Credit Facility and KCS Commercial Paper Program replaced the existing $450.0 million KCSR and $200.0 million KCSM revolving credit facilities and commercial paper programs.
Borrowings under the KCS Revolving Credit Facility will bear interest at floating rates. Depending on the Company’s credit rating, the margin that KCS would pay above the London Interbank Offer Rate (“LIBOR”) at any point would be

between 1.125% and 2.0%. As of December 31, 2015, the margin is 1.5% based on KCS's current credit rating. The KCS Revolving Credit Facility is guaranteed by KCSR, together with certain domestic subsidiaries named therein as guarantors (the "Subsidiary Guarantors") and matures on December 9, 2020. The KCS Revolving Credit Facility agreement contains representations, warranties, covenants (including financial covenants related to a leverage ratio and an interest

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coverage ratio) and events of default that are customary for credit agreements of this type. The occurrence of an event of default could result in the termination of the commitments and the acceleration of the repayment of any outstanding principal balance on the KCS Revolving Credit Facility and the KCS Commercial Paper Program.

As of December 31, 2015, KCS had $800.0 million available under the KCS Revolving Credit Facility, with no outstanding borrowings. As of December 31, 2014, KCSR and KCSM had $299.9 million and $200.0 million available under their respective revolving credit facilities, with no outstanding borrowings.

Debt Exchange

On November 9, 2015, KCS announced an exchange offer to simplify its capital structure, improve its credit profile and enhance the secondary market liquidity of its debt securities by providing current holders of KCSR and KCSM senior notes (collectively, the "Existing Notes") the option to obtain new securities issued by KCS (the "KCS Notes"). The KCS Note issued in exchange for an Existing Note has the same interest rate, interest payment dates and maturity date and substantially similar redemption provisions to the tendered Existing Note. The following table lists the outstanding notes that were exchanged on December 9, 2015 (in millions):

Issuer of Existing Notes	Series of Existing Notes	Principal Amount Outstanding	Principal Amount of Existing Notes Exchanged
KCSR	3.85% Senior Notes due 2023	$200.0	$195.0
KCSR	4.30% Senior Notes due 2043	450.0	437.6
KCSR	4.95% Senior Notes due 2045	500.0	476.7
KCSM	Floating Rate Senior Notes due 2016	250.0	244.8
KCSM	2.35% Senior Notes due 2020	275.0	239.5
KCSM	3.00% Senior Notes due 2023	450.0	439.1

The Company has accounted for this transaction as a debt exchange as the exchanged debt instruments are not considered to be substantially different. The cash consideration was recorded as an adjustment to the carrying value of debt, and the balance of the unamortized discount and issue costs from the Existing Notes is being amortized as an adjustment of interest expense over the term of the new KCS Notes. There was no gain or loss recognized as a result of the exchange. Costs related to the debt exchange that were payable to parties other than the debt holders totaled approximately $7.6 million and were included in debt retirement/exchange costs. In addition, holders of Existing Notes who tendered received $12.0 million for accrued and unpaid interest and cash consideration of approximately $5.1 million.

Concurrently with the exchange offers, KCS also received consents (the "Consents") from current holders of KCSR and KCSM senior notes relating to amendments to eliminate (i) covenants in the indentures governing the applicable Existing Notes with respect to (a) liens, (b) changes of control, (c) additional guarantors, (d) reports and (e) certain consolidations, mergers and sales of assets and (ii) all events of default with respect to the applicable Existing Notes, other than events of default relating to the failure to pay principal of (or premium, if any, on) and interest on such Existing Notes and the enforceability of the guarantees. On November 23, 2015, KCSR and KCSM executed a supplemental indenture to each indenture governing the Existing Notes with respect to the applicable amendments.

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Senior Notes

The Company's senior notes include certain covenants which are customary for these types of debt instruments issued by borrowers with similar credit ratings.

The KCS Notes are unsecured and unsubordinated obligations of the Company and are unconditionally guaranteed, jointly and severally, by KCSR and each current and future domestic subsidiary of KCS that guarantees the KCS Revolving Credit Facility or certain other debt of KCS or a Note Guarantor (collectively, the "Note Guarantors").

KCSR's senior notes are unconditionally guaranteed, jointly and severally, on an unsecured senior basis, by KCS and each current and future domestic subsidiary of KCS that guarantees the KCS Revolving Credit Facility or certain other debt of KCS or a note guarantor. KCSR's senior notes and the note guarantees rank pari passu in right of payment with KCSR's, KCS's and the Note Guarantors' existing and future unsecured, unsubordinated obligations.

KCSM's senior notes are denominated in U.S. dollars; are unsecured, unsubordinated obligations; rank pari passu in right of payment with KCSM's existing and future unsecured, unsubordinated obligations and are senior in right of payment to KCSM's future subordinated indebtedness.

Senior notes are redeemable at the issuer's option, in whole or in part, at any time, by paying the greater of either 100% of the principal amount to be redeemed and a formula price based on interest rates prevailing at the time of redemption and time remaining to maturity. In addition, KCSM senior notes are redeemable, in whole but not in part, at KCSM's option at any time at a redemption price of 100% of their principal amount, plus any accrued unpaid interest in the event of certain changes in the Mexican withholding tax rate.

4.95% Senior Notes. On July 27, 2015, KCSR issued $500.0 million principal amount of senior unsecured notes due August 15, 2045, which bear interest semiannually at a fixed annual rate of 4.95% (the "4.95% Senior Notes"). The 4.95% Senior Notes were issued at a discount to par value, resulting in a $1.3 million discount and a yield to maturity of 4.967%. The net proceeds from the offering were used to repay the outstanding commercial paper issued by KCSR, the repurchase of shares of KCS common stock and for other general corporate purposes. During the fourth quarter of 2015, $476.7 million of the 4.95% Senior Notes were exchanged for the equivalent amount of KCS senior notes as part of the exchange offer described above.

RRIF Loan Agreements

The following loans were made under the Railroad Rehabilitation and Improvement Financing ("RRIF") Program administered by the Federal Railroad Administration ("FRA"):

KCSR RRIF Loan Agreement. On February 21, 2012, KCSR entered into an agreement with the FRA to borrow $54.6 million to be used to reimburse KCSR for a portion of the purchase price of thirty new locomotives (the "Locomotives") acquired by KCSR in the fourth quarter of 2011. The loan bears interest at 2.96% annually and the principal balance amortizes quarterly with a final maturity of February 24, 2037. The obligations under the financing agreement are secured by a first priority security interest in the Locomotives and certain related rights. In addition, the Company has agreed to guarantee repayment of the amounts due under the financing agreement and certain related agreements. The occurrence of an event of default could result in the acceleration of the repayment of any outstanding principal balance of the loan.

Tex-Mex RRIF Loan Agreement. On June 28, 2005, Tex-Mex entered into an agreement with the FRA to borrow $50.0 million to be used for infrastructure improvements in order to accommodate growing freight rail traffic related to the NAFTA corridor. The loan bears interest at 4.29% annually and the principal balance amortizes quarterly with a final maturity of July 13, 2030. The loan is guaranteed by Mexrail, which has issued a pledge agreement in favor of the lender equal to the gross revenues earned by Mexrail on per-car fees on traffic crossing the International Rail Bridge in Laredo, Texas. In addition, the Company has agreed to guarantee the scheduled principal payment installments due to the FRA from Tex-Mex under the loan agreement on a rolling five-year basis.

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Locomotive Financing Agreements

During 2008 and 2011, KCSM entered into various financing agreements totaling $216.0 million to purchase locomotives. The agreements mature between December 2020 and September 2023, are payable on a quarterly or semi-annual basis and contain annual interest rates ranging between 5.737% and 9.310%. KCSM has either granted the lender a security interest in the locomotives to secure the loan or has secured the loans by transferring legal ownership of the locomotives to irrevocable trusts established by KCSM to which the lender is the primary beneficiary and KCSM has a right of reversion upon satisfaction of the obligations of the loan agreements. KCSM's locomotive financing agreements contain representations, warranties and covenants typical of such equipment loan agreements. Events of default in the financing agreements include, but are not limited to, certain payment defaults, certain bankruptcy and liquidation proceedings and the failure to perform any covenants or agreements contained in the financing agreements. Any event of default could trigger acceleration of KCSM's payment obligations under the terms of the financing agreements.

Debt Covenants Compliance

The Company was in compliance with all of its debt covenants as of December 31, 2015.

Other Debt Provisions

Change in Control Provisions. Certain loan agreements and debt instruments entered into or guaranteed by the Company and its subsidiaries provide for default in the event of a specified change in control of the Company or particular subsidiaries of the Company.

Leases and Debt Maturities

The Company leases transportation equipment, as well as office and other operating facilities, under various capital and operating leases. Rental expenses under operating leases were $63.9 million, $76.4 million, and $106.7 million for the years ended December 31, 2015, 2014 and 2013, respectively. Operating leases that contain scheduled rent adjustments are recognized on a straight-line basis over the term of the lease. Contingent rentals and sublease rentals were not significant. Minimum annual payments and present value thereof under existing capital leases, other debt maturities and minimum annual rental commitments under non-cancelable operating leases are as follows (in millions):

Years	Long-Term Debt	Capital Leases Minimum Lease Payments	Less Interest	Net Present Value	Total Debt	Operating Leases	Total
2016	$270.9	$7.0	$1.8	$5.2	$276.1	$68.6	$344.7
2017	22.0	4.7	1.4	3.3	25.3	62.9	88.2
2018	35.2	4.6	1.2	3.4	38.6	40.7	79.3
2019	15.5	3.4	0.9	2.5	18.0	33.8	51.8
2020	259.1	2.4	0.7	1.7	260.8	26.6	287.4
Thereafter	1,727.4	6.3	1.0	5.3	1,732.7	78.7	1,811.4
Total	$2,330.1	$28.4	$7.0	$21.4	$2,351.5	$311.3	$2,662.8

In the normal course of business, the Company enters into long-term contractual requirements for future goods and services needed for the operations of the business. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity.

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Note 11. Income Taxes

Current income tax expense represents the amounts expected to be reported on the Company's income tax returns, and deferred tax expense or benefit represents the change in net deferred tax assets and liabilities. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Valuation allowances are recorded as appropriate to reduce deferred tax assets to the amount considered likely to be realized.

Tax Expense. Income tax expense consists of the following components (in millions):

	2015	2014	2013
Current:			
Federal	$—	$(2.5)	$6.0
State and local	0.3	1.2	1.9
Foreign	51.2	70.0	79.2
Total current	51.5	68.7	87.1
Deferred:			
Federal	109.3	112.6	99.0
State and local	15.5	16.9	11.9
Foreign	11.0	10.6	0.3
Total deferred	135.8	140.1	111.2
Total income tax expense	$187.3	$208.8	$198.3

Income before income taxes consists of the following (in millions):

	2015	2014	2013
Income before income taxes:			
U.S.	$329.3	$341.8	$319.2
Foreign	343.3	371.3	232.4
Total income before income taxes	$672.6	$713.1	$551.6

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The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities follow at December 31 (in millions):

	2015	2014
Assets:		
Tax credit and loss carryovers	$85.4	$95.2
Reserves not currently deductible for tax	84.2	96.3
Other	33.9	24.5
Gross deferred tax assets before valuation allowance	203.5	216.0
Valuation allowance	(1.1)	(0.9)
Net deferred tax assets	202.4	215.1
Liabilities:		
Property	(1,314.9)	(1,194.7)
Investments	(71.3)	(68.2)
Other	(7.3)	(8.4)
Gross deferred tax liabilities	(1,393.5)	(1,271.3)
Net deferred tax liability	$(1,191.1)	$(1,056.2)

Tax Rates. Differences between the Company's effective income tax rate and the U.S. federal statutory income tax rate of 35% follow (in millions):

	2015		2014		2013	
	Dollars	Percent	Dollars	Percent	Dollars	Percent
Income tax expense using the statutory rate in effect	$235.4	35.0 %	$249.6	35.0 %	$193.1	35.0 %
Tax effect of:						
Difference between U.S. and foreign tax rate	(17.8)	(2.6 %)	(23.0)	(3.2 %)	(15.4)	(2.8 %)
Foreign exchange and inflation adjustments (i)	(41.4)	(6.2 %)	(25.6)	(3.6 %)	4.7	0.8 %
State and local income tax provision, net	10.3	1.5 %	11.7	1.6 %	8.9	1.6 %
Other, net	0.8	0.1 %	(3.9)	(0.5 %)	7.0	1.3 %
Income tax expense	$187.3	27.8 %	$208.8	29.3 %	$198.3	35.9 %

(i) Mexican income taxes 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. Most significantly, any gain or loss from the revaluation of net U.S. dollar-denominated monetary liabilities 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 derivative contracts, which are measured at fair value each period and any change in fair value is recognized in foreign exchange loss within the consolidated statements of income. Refer to Note 8 Derivative Instruments for further information.

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Difference Attributable to Foreign Investments. At December 31, 2015, the Company's cumulative undistributed earnings of foreign subsidiaries was $1,883.6 million. The Company has not provided a deferred income tax liability on the undistributed earnings because the Company intends to indefinitely reinvest the earnings outside the U.S. or remit the earnings in tax-free transactions. If the foreign earnings were to be remitted in a taxable transaction, as of December 31, 2015, the Company would incur gross federal income taxes of $659.3 million which would be partially offset by foreign tax credits.

Tax Carryovers. The Company has both U.S. federal and state net operating losses which are carried forward 20 years for federal tax purposes and from 5 to 20 years for state tax purposes. Both the federal and state loss carryovers are analyzed each year to determine the likelihood of realization. The U.S. federal loss carryover at December 31, 2015, was $61.7 million and if not used, would begin to expire in 2023. The consolidated financial statements do not reflect $16.6 million of federal loss carryovers due to a limitation on recognizing excess tax benefits related to share based compensation until they are used to reduce current taxes payable at which point will be recognized as an increase to additional paid in capital. In addition, the Company has $41.0 million of tax credit carryovers consisting primarily of $35.4 million of track maintenance credits which, if not used, will begin to expire in 2024.

The state loss carryovers arise from both combined and separate tax filings from as early as 1999. The loss carryovers may expire as early as December 31, 2016 and as late as December 31, 2035. The state loss carryover at December 31, 2015, was $462.9 million.

The Mexico federal loss carryovers at December 31, 2015, were $15.4 million and, if not used, will begin to expire in 2019. A deferred tax asset was recorded in prior periods for the expected future tax benefit of these losses which will be carried forward to reduce only Mexican income tax payable in future years. A deferred tax asset is also recorded for an asset tax credit carryover in the amount of $5.1 million, which if not used, will begin to expire in 2017.

The valuation allowance for deferred tax assets as of December 31, 2015 and 2014, was $1.1 million and $0.9 million, respectively.

The Company believes it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets, net of valuation allowances, related to loss carryovers and tax credits.

Uncertain Tax Positions. The accounting guidance for uncertainty in income taxes prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance requires the Company to recognize in the consolidated financial statements the benefit of a tax position only if the impact is more likely than not of being sustained on audit based on the technical merits of the position. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in millions):

	2015	2014
Balance at January 1,	$1.7	$3.5
Additions based on tax positions related to the current year	—	—
Additions for tax positions of prior years	—	—
Reductions for tax positions of prior years	—	(1.8)
Balance at December 31,	$1.7	$1.7

All of the unrecognized tax benefits would affect the effective income tax rate if recognized, and are reasonably possible to be resolved over the next twelve months as a result of a lapse of the statute of limitations.

Interest and penalties related to uncertain tax positions are included in income before taxes on the consolidated statements of income. Accrued interest and penalties on unrecognized tax benefits and interest and penalty expense was immaterial to the consolidated financial statements for all periods presented.

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Tax Contingencies. Tax returns filed in the U.S. for periods after 2011 and in Mexico for periods after 2009 remain open to examination by the taxing authorities. An Internal Revenue Service (the "IRS") examination has been completed and settled for the 2012 U.S. federal tax return. The Servicio de Administración Tributaria (the "SAT"), the Mexican equivalent of the IRS, is currently examining the KCSM 2009 and 2010 tax returns and the KCSM Servicios 2012 and 2013 tax returns. The Company is litigating a Value Added Tax ("VAT") audit assessment from the SAT for KCSM for the year ended December 31, 2005. While the outcome of this matter cannot be predicted with certainty, the Company does not believe, when resolved, that this dispute will have a material effect on its consolidated financial statements. However, an unexpected adverse resolution could have a material effect on the consolidated financial statements in a particular quarter or fiscal year.

NAFTA Rail, S. de R.L. de C.V. (NAFTA), a wholly-owned subsidiary of KCS, recorded a receivable from the SAT for VAT paid by NAFTA in connection with NAFTA's purchase of locomotives. NAFTA subsequently collected VAT in connection with leasing these locomotives, and offset the resulting VAT payable against the existing VAT receivable. The SAT issued a resolution in 2013 which denied this offset, and assessed payment. NAFTA litigated this resolution and in January 2015 a Mexican tax court issued a favorable ruling by dismissing the SAT resolution. The SAT appealed this tax court decision in February 2015. In June 2015, the SAT appeal was dismissed by the court. This court decision validates NAFTA's ability to offset VAT payables against the existing VAT receivable.

KCSM has not historically assessed VAT on international import transportation services provided to its customers based on a written ruling that KCSM obtained from the SAT in 2008 stating that such services were exempt from VAT (the "2008 Ruling"). Notwithstanding the 2008 Ruling, in December 2013, the SAT unofficially informed KCSM of an intended implementation of new criteria effective as of January 1, 2014, pursuant to which VAT would be assessed on all international import transportation services on the portion of the services provided within Mexico. Additionally, in November 2013, the SAT filed an action to nullify the 2008 Ruling, potentially exposing the application of the new criteria to open tax years. In February 2014, KCSM filed an action opposing the SAT's nullification action. While the SAT's unofficial communication to KCSM is not enforceable and the 2008 Ruling continues to be in effect, KCSM notified its customers in December 2013 of the potential assessment of VAT on international import transportation services; however, implementation of any VAT assessment will depend on future developments and any guidance published by the SAT. Due to the pass-through nature of VAT assessed on services provided to customers, the Company does not believe any ultimate requirement to assess VAT on international import transportation services will have a significant effect on its consolidated financial statements. However, unexpected adverse implementation criteria imposed by the SAT for open tax years could have a material effect on the consolidated financial statements of the Company in a particular quarter or fiscal year.

Note 12. Stockholders' Equity

Information regarding the Company's capital stock at December 31 follows:

	Shares Authorized		Shares Issued	
	2015	2014	2015	2014
$25 par, 4% noncumulative, preferred stock	840,000	840,000	649,736	649,736
$1 par, preferred stock	2,000,000	2,000,000	—	—
$.01 par, common stock	400,000,000	400,000,000	123,352,185	123,352,185

Shares outstanding at December 31:

	2015	2014
$25 par, 4% noncumulative, preferred stock	242,170	242,170
$.01 par, common stock	108,461,144	110,392,330

Share Repurchase Program. In May 2015, the Company announced a share repurchase program of up to $500.0 million, which expires on June 30, 2017. Management's assessment of market conditions, available liquidity and other factors will

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determine the timing and volume of repurchases. Share repurchases are expected to be funded by cash on hand, cash generated from operations and debt. During 2015, KCS repurchased 2,133,984 shares of common stock for $194.2 million at an average price of $90.99 per share under this program. The excess of repurchase price over par value is allocated between additional paid-in capital and retained earnings.

Treasury Stock. Shares of common stock in Treasury and related activity follow:

	2015	2014	2013
Balance at beginning of year	12,959,855	13,122,956	13,220,832
Shares repurchased	2,133,984	—	—
Shares issued to fund stock option exercises	(89,035)	(46,100)	(54,209)
Employee stock purchase plan shares issued	(52,736)	(33,402)	(42,391)
Nonvested shares issued	(62,936)	(121,865)	(5,723)
Nonvested shares forfeited	1,909	38,266	4,447
Balance at end of year	14,891,041	12,959,855	13,122,956

Change in Control Provisions. The Company and certain of its subsidiaries have entered into agreements with certain employees whereby, upon defined circumstances constituting a change in control of the Company or subsidiary, certain stock options become exercisable, certain benefit entitlements are automatically funded and such employees are entitled to specified cash payments upon termination of employment.

The Company and certain of its subsidiaries have established trusts to provide for the funding of corporate commitments and entitlements of certain officers, directors, employees and others in the event of a specified change in control of the Company or subsidiary. Assets held in such trusts on December 31, 2015 and 2014, were not material. Depending upon the circumstances at the time of any such change in control, the most significant of which would be the price paid for KCS common stock by a party seeking to control the Company, funding of the Company's trusts could be substantial.

Accumulated Other Comprehensive Loss. The following table summarizes the changes in the after-tax balances of each component of accumulated other comprehensive income (loss) (in millions):

	Postemployment Benefits	Foreign Currency Translation Adjustment	Unrealized Loss on Cash Flow Hedges	Accumulated Other Comprehensive Loss
Balance at December 31, 2013	$0.3	$(2.2)	$(0.1)	$(2.0)
Other comprehensive loss before reclassifications	—	(1.1)	—	(1.1)
Amounts reclassified from accumulated other comprehensive loss	(0.2)	—	0.1	(0.1)
Net current-period other comprehensive income (loss)	(0.2)	(1.1)	0.1	(1.2)
Balance at December 31, 2014	0.1	(3.3)	—	(3.2)
Other comprehensive loss before reclassifications	—	(1.4)	—	(1.4)
Amounts reclassified from accumulated other comprehensive loss	(0.1)	—	—	(0.1)
Net current-period other comprehensive loss	(0.1)	(1.4)	—	(1.5)
Balance at December 31, 2015	$—	$(4.7)	$—	$(4.7)

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The following table summarizes the effects on net income of significant amounts being reclassified out of each component of accumulated other comprehensive income (loss) for the year ended December 31 (in millions):

Details about Accumulated Other Comprehensive Income (Loss) Components	2015	2014	2013	Affected Line Item in the Consolidated Statements of Income
Unrealized losses on cash flow hedges:				
Interest rate swaps	$—	$(0.1)	$(0.6)	Interest expense
	—	—	(0.4)	Debt retirement and exchange costs
Total before tax	—	(0.1)	(1.0)	
Tax effect	—	—	0.3	Income tax expense
Net of tax	—	(0.1)	(0.7)	
Postemployment benefits:				
Amortization of prior service credit	0.1	0.3	0.2	Compensation and benefits expense
Total before tax	0.1	0.3	0.2	
Tax effect	—	(0.1)	(0.1)	Income tax expense
Net of tax	0.1	0.2	0.1	
Total reclassification for the period, net of tax	$0.1	$0.1	$(0.6)	

Cash Dividends on Common Stock. The following table presents the amount of cash dividends declared per common share by the Company's Board of Directors:

	2015	2014	2013
Cash dividends declared per common share	$1.32	$1.12	$0.86

Note 13. Share-Based Compensation

On October 7, 2008, the Company's stockholders approved the Kansas City Southern 2008 Stock Option and Performance Award Plan (the "2008 Plan"). The 2008 plan became effective on October 14, 2008 and replaced the Kansas City Southern 1991 Amended and Restated Stock Option and Performance Award Plan. The 2008 Plan provides for the granting of up to 2.3 million shares of the Company's common stock to eligible persons as defined in the 2008 Plan.

Stock Options. The exercise price for options granted under the 2008 Plan equals the closing market price of the Company's stock on the date of grant. Options generally have a 3 year vesting period and are exercisable over the 10 year contractual term, except that options outstanding become immediately exercisable upon certain defined circumstances constituting a change in control of the Company. The grant date fair value, less estimated forfeitures, is recorded to expense on a straight-line basis over the vesting period.

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The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model. The weighted-average assumptions used were as follows:

	2015		2014		2013	
Expected dividend yield	0.94	%	1.19	%	0.88	%
Expected volatility	37.11	%	45.57	%	46.12	%
Risk-free interest rate	1.82	%	1.96	%	1.11	%
Expected term (years)	6.0		6.0		6.0	
Weighted-average grant date fair value of stock options granted	$41.49		$38.31		$40.05	

The expected dividend yield is calculated as the ratio of dividends paid per share of common stock to the stock price on the date of grant. The expected volatility is based on the historical volatility of the Company's stock price over a term equal to the estimated life of the options. The risk-free interest rate is determined based on U.S. Treasury rates for instruments with terms approximating the expected life of the options granted, which represents the period of time the awards are expected to be outstanding and is based on the historical experience of similar awards.

A summary of stock option activity is as follows:

	Number of Shares	Weighted-Average Exercise Price Per Share	Weighted-Average Remaining Contractual Term In years	Aggregate Intrinsic Value In millions
Options outstanding at December 31, 2014	356,098	$60.83		
Granted	51,743	119.35		
Exercised	(89,035)	47.54		
Forfeited or expired	(1,061)	104.87		
Options outstanding at December 31, 2015	317,745	$73.94	6.4	$4.4
Vested and expected to vest at December 31, 2015	315,312	$73.67	6.4	$4.4
Exercisable at December 31, 2015	223,225	$59.40	5.5	$4.4

The aggregate intrinsic value in the table above, which is the amount by which the market value of the underlying stock exceeded the exercise price of outstanding options, represents the amount optionees would have realized if all in-the-money options had been exercised on the last business day of the period indicated.

Compensation cost of $2.0 million, $1.7 million, and $2.4 million was recognized for stock option awards for the years ended December 31, 2015, 2014, and 2013, respectively. The total income tax benefit recognized in the consolidated statements of income was $0.7 million, $0.7 million, and $0.9 million for the years ended December 31, 2015, 2014 and 2013, respectively.

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Additional information regarding stock option exercises appears in the table below (in millions):

	2015	2014	2013
Aggregate grant-date fair value of stock options vested	$2.0	$2.3	$1.8
Intrinsic value of stock options exercised	6.1	3.3	5.0
Cash received from option exercises	4.2	2.0	1.5
Tax benefit realized from options exercised during the annual period	2.3	1.3	1.9

As of December 31, 2015, $1.1 million of unrecognized compensation cost relating to nonvested stock options is expected to be recognized over a weighted-average period of 0.9 year. At December 31, 2015, there were 903,527 shares available for future grants under the 2008 Plan.

Nonvested Stock. The 2008 Plan provides for the granting of nonvested stock awards to officers and other designated employees. The grant date fair value is based on the closing market price on the date of the grant. These awards are subject to forfeiture if employment terminates during the vesting period, which is generally 3 year or 5 year vesting for employees. Awards granted to the Company's directors vest immediately on date of grant. The grant date fair value of nonvested shares, less estimated forfeitures, is recorded to compensation expense on a straight-line basis over the vesting period.

A summary of nonvested stock activity is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value
			In millions
Nonvested stock at December 31, 2014	156,693	$86.89	
Granted	51,778	112.03	
Vested	(59,779)	76.99	
Forfeited	(1,909)	100.63	
Nonvested stock at December 31, 2015	146,783	$99.61	$11.0

The fair value (at vest date) of shares vested during the years ended December 31, 2015, 2014, and 2013 was $6.4 million, $8.5 million, and $12.2 million, respectively.

The weighted-average grant date fair value of nonvested stock granted during 2015, 2014, and 2013 was $112.03, $105.04 and $103.38, respectively. Compensation cost for nonvested stock was $5.1 million, $4.0 million, and $5.6 million for the years ended December 31, 2015, 2014, and 2013, respectively. The total income tax benefit recognized in the consolidated statements of income was $1.9 million, $1.5 million, and $2.1 million for the years ended December 31, 2015, 2014, and 2013, respectively.

As of December 31, 2015, $7.5 million of unrecognized compensation costs related to nonvested stock is expected to be recognized over a weighted-average period of 1.7 years.

Performance Based Awards. The Company granted performance based nonvested stock awards during 2015 (the "2015 Awards"), 2014 (the "2014 Awards") and 2013 (the "2013 Awards"). The awards granted provide a target number of shares that generally vest at the end of a 3 year requisite service period following the grant date. In addition to the service condition, the number of nonvested shares to be received depends on the attainment of defined Company-wide performance goals based on operating ratio and return on invested capital over a three-year performance period. The number of nonvested shares ultimately earned will range between zero to 200% of the target award.

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A summary of performance based nonvested stock activity at target is as follows:

	Target Number of Shares *	Weighted-Average Grant Date Fair Value
Nonvested stock, at December 31, 2014	132,065	$ 84.24
Granted	65,979	119.35
Vested	(53,781)	66.99
Forfeited	(2,659)	101.13
Nonvested stock, at December 31, 2015	141,604	$ 106.83

* For the 2015 Awards and the 2014 Awards, participants in the aggregate can earn up to a maximum of 100,968 and 73,314 shares, respectively. For the 2013 Awards, the performance shares earned were 32,000.

The weighted-average grant date fair value of performance based nonvested stock granted during 2015, 2014 and 2013 was $119.35, $94.23 and $82.34, respectively. The Company expenses the grant date fair value of the awards which are probable of being earned over the performance periods. Compensation cost on performance based awards was $3.0 million, $3.7 million and $5.1 million for the years ended December 31, 2015, 2014 and 2013, respectively. Total income tax benefit recognized in the consolidated statements of income for performance based awards was $1.1 million, $1.3 million and $1.9 million for the years ended December 31, 2015, 2014 and 2013, respectively.

As of December 31, 2015, $1.7 million of unrecognized compensation cost related to performance based awards is expected to be recognized over a weighted-average period of 0.6 year. The fair value (at vest date) of shares vested for the year ended December 31, 2015 was $6.2 million.

Employee Stock Purchase Plan. The employee stock purchase plan (“ESPP”) provides substantially all full-time employees of the Company, certain subsidiaries and certain other affiliated entities, with the right to subscribe to an aggregate of 4.0 million shares of common stock of the Company.

Prior to January 1, 2015, eligible employees could contribute, through payroll deductions, up to 5% of their regular base compensation during six-month purchase periods. The purchase price for shares was equal to 90% of the closing market price on either the exercise date or the offering date, whichever was lower.

Effective January 1, 2015, the ESPP plan was amended to allow eligible employees to contribute up to 10% of their regular base compensation during six-month purchase periods at a purchase price equal to 85% of the closing market price on either the exercise date or the offering date, whichever is lower.

At the end of each purchase period, the accumulated deductions are applied toward the purchase of the Company’s common stock. Both the discount in grant price and the share option purchase price are valued to derive the award’s fair value. The awards vest and the expense is recognized ratably over the offering period.

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The following table summarizes activity related to the various ESPP offerings:

	Exercise Date			Received from
	Date Issued	Purchase Price	Shares Issued	Employees(i)
				In millions
July 2015 offering	January 8, 2016	$63.47	40,477	$2.6
January 2015 offering	July 6, 2015	77.52	35,097	2.7
July 2014 offering	January 9, 2015	96.48	17,639	1.7
January 2014 offering	July 10, 2014	96.76	17,026	1.6
July 2013 offering	January 13, 2014	97.58	16,376	1.6
January 2013 offering	July 12, 2013	77.53	19,292	1.5

(i) Represents amounts received from employees through payroll deductions for share purchases under applicable offering.

The fair value of the ESPP stock purchase rights is estimated on the date of grant using the Black-Scholes option pricing model. The weighted-average assumptions used for each of the respective periods were as follows:

	Year Ended December 31,		
	2015	2014	2013
Expected dividend yield	1.20 %	0.99 %	0.90 %
Expected volatility	17.00 %	19.03 %	18.30 %
Risk-free interest rate	0.10 %	0.10 %	0.13 %
Expected term (years)	0.5	0.5	0.5
Weighted-average grant date fair value	$20.55	$17.13	$14.48

Compensation expense of $1.3 million, $0.6 million, and $0.5 million was recognized for ESPP option awards for the years ended December 31, 2015, 2014, and 2013, respectively. At December 31, 2015, there were 3.7 million remaining shares available for future ESPP offerings under the plan.

Note 14. Postemployment Benefits

Health and Welfare. Certain U.S. employees that have met age and service requirements are eligible for medical benefits and life insurance coverage during retirement. The retiree medical plan is contributory and provides benefits to retirees, their covered dependents and beneficiaries. The plan provides for annual adjustments to retiree contributions, and also contains, depending on the coverage selected, certain deductibles, co-payments, co-insurance, and coordination with Medicare. Certain management employees also maintain their status under a collective bargaining agreement, which permits them access to post-retirement medical under the multi-employer plan described below. The life insurance plan is non-contributory and covers union retirees only. The Company’s policy, in most cases, is to fund benefits payable under these plans as the obligations become due.

Postemployment Benefits. Mexican law requires that the Company provide certain postemployment benefits to its Mexican union and non-union employees. These plans provide statutorily calculated benefits which are payable upon retirement, death, disability, voluntary or involuntary termination of employees based on length of service.

The Company uses December 31 as the measurement date for its postemployment benefit obligations.

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Net Periodic Benefit Cost, Plan Obligations and Funded Status

Components of the net cost (benefit) for these plans were as follows for the years ended December 31 (in millions):

	Health and Welfare			Postemployment Benefits		
	2015	2014	2013	2015	2014	2013
Service cost	$0.1	$0.1	$0.1	$0.8	$0.8	$0.9
Interest cost	0.2	0.2	0.2	1.1	1.0	0.9
Actuarial (gain) loss (i)	(0.8)	1.0	(0.9)	(1.1)	3.8	(1.0)
Foreign currency gain	—	—	—	(2.3)	(1.5)	(0.1)
Prior service credit (ii)	(0.1)	(0.3)	(0.2)	—	—	—
Net periodic cost (benefit) recognized	$(0.6)	$1.0	$(0.8)	$(1.5)	$4.1	$0.7

(i) Net benefit costs above do not include a component for the amortization of actuarial gains or losses as the Company's policy is to recognize such gains and losses immediately.

(ii) During 2005, the Company revised its medical plan to exclude prescription drug coverage available under Medicare part D. This negative plan amendment generated an unrecognized prior service benefit of $2.3 million which is being amortized over the estimated remaining life of the affected participants of 9.5 years. There is no remaining unrecognized prior service benefit as of December 31, 2015.

The following table reconciles the change in the benefit obligation and the accrued benefit cost as of and for each of the years ended December 31 (in millions):

	Health and Welfare		Postemployment Benefits	
	2015	2014	2015	2014
Benefit obligation at beginning of year	$6.3	$5.5	$16.3	$13.0
Service cost	0.1	0.1	0.8	0.8
Interest cost	0.2	0.2	1.1	1.0
Actuarial (gain) loss	(0.8)	1.0	(1.1)	3.8
Foreign currency gain	—	—	(2.3)	(1.5)
Benefits paid, net of retiree contributions	(0.4)	(0.5)	(1.0)	(0.8)
Benefit obligation at end of year	$5.4	$6.3	$13.8	$16.3

As of December 31, 2015 and 2014, the Company's health and welfare and postemployment benefit obligations were unfunded.

Assumptions

The assumptions used to determine benefit obligations and costs are selected based on current and expected market conditions. Discount rates are selected based on the rates on low risk government bonds with cash flows approximating the timing of expected benefit payments. The U.S. bond market is utilized for the U.S. health and welfare obligation and the Mexico bond market is utilized for the postemployment obligation.

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Weighted-average assumptions used to determine benefit obligations were as follows for the years ended December 31:

	Health and Welfare		Postemployment Benefits	
	2015	2014	2015	2014
Discount rate	4.00 %	3.75 %	9.00 %	8.00 %
Rate of compensation increase	n/a	n/a	4.50 %	4.50 %

Weighted-average assumptions used to determine net benefit cost for the periods were as follows for the years ended December 31:

	Health and Welfare		Postemployment Benefits	
	2015	2014	2015	2014
Discount rate	3.75 %	4.50 %	8.00 %	8.25 %
Rate of compensation increase	n/a	n/a	4.50 %	4.50 %

The following table presents the assumed health care cost trends:

	2015	2014	2013
Health care trend rate for next year	6.50 %	6.50 %	6.50 %
Ultimate trend rate	4.75 %	5.00 %	5.00 %
Year that rate reaches ultimate rate	2022	2021	2023

Cash Flows

The following table presents benefit payments expected to be paid, which reflect expected future service, as appropriate, for each of the next five years and the aggregate five years thereafter (in millions):

Year	Health and Welfare	Postemployment Benefits
2016	$0.4	$1.0
2017	0.4	1.1
2018	0.4	1.2
2019	0.4	1.3
2020	0.3	1.4
2021-2025	1.6	8.7

Multi-Employer Plan. Under collective bargaining agreements, KCSR participates in a multi-employer benefit plan, which provides certain post-retirement health care and life insurance benefits to eligible union employees and certain retirees. Premiums under this plan are expensed as incurred and were $3.3 million, $3.7 million and $3.9 million for the years ended December 31, 2015, 2014, and 2013, respectively.

401(k) and Profit Sharing Plan. The Company sponsors the KCS 401(k) and Profit Sharing Plan (the “401(k) plan”), whereby participants can choose to make contributions in the form of salary deductions pursuant to Section 401(k) of the Internal Revenue Code. The Company matches 401(k) contributions up to a maximum of 5% of compensation. The Company recognized expense of $2.9 million, $2.7 million and $2.5 million for the years ended December 31, 2015, 2014 and 2013, related to the KCS 401(k) and Profit Sharing Plan. The 401(k) plan previously included the Company’s common stock as an investment option, but it ceased being an investment option for new contributions as of January 1, 2015.

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Note 15. Commitments and Contingencies

Concession Duty. Under KCSM's 50-year Concession, which would expire in 2047 unless extended, KCSM pays concession duty expense of 1.25% of gross revenues. For the year ended December 31, 2015, the concession duty expense, which is recorded within materials and other in operating expenses, was $15.4 million, compared to $15.8 million and $14.3 million for the same periods in 2014 and 2013, respectively.

Litigation. The Company is a party to various legal proceedings and administrative actions, all of which, except as set forth below, are of an ordinary, routine nature and incidental to its operations. Included in these proceedings are various tort claims brought by current and former employees for job-related injuries and by third parties for injuries related to railroad operations. KCS aggressively defends these matters and has established liability provisions, which management believes are adequate to cover expected costs. Although it is not possible to predict the outcome of any legal proceeding, in the opinion of management, other than those proceedings described in detail below, such proceedings and actions should not, individually, or in the aggregate, have a material adverse effect on the Company's consolidated financial statements.

On April 15, 2014, a putative securities class action lawsuit was filed in the United States District Court for the Western District of Missouri against the Company and certain of its current and former officers and directors. The securities class action was styled as Gross v. Kansas City Southern, et al., 4:14-cv-00345-BCW. On April 16, 2014, the first of two shareholder derivative actions purportedly brought on behalf of the Company (which was named as a "nominal defendant") was filed in the United States District Court for the Western District of Missouri against certain of the Company's current and former directors and officers. The first derivative action was styled as Webster v. Starling, et al., 4:14-cv-00349-BCW. The second derivative action was filed on June 6, 2014, and was styled as Lerner v. Starling, et al., 4:14-cv-00509-BCW. The complaints alleged, among other things, that the Company made misrepresentations or omitted to disclose certain facts in connection with its volume guidance for fiscal year 2013. Pursuant to a joint agreement between the parties, these cases were dismissed by the District Court on June 30, 2015. These disputes were resolved without payment by the Company.

Environmental Liabilities. The Company's U.S. operations are subject to extensive federal, state and local environmental laws and regulations. The major U.S. environmental laws to which the Company is subject include, among others, the Federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA," also known as the Superfund law), the Toxic Substances Control Act, the Federal Water Pollution Control Act, and the Hazardous Materials Transportation Act. CERCLA can impose joint and several liabilities for cleanup and investigation costs, without regard to fault or legality of the original conduct, on current and predecessor owners and operators of a site, as well as those who generate, or arrange for the disposal of, hazardous substances. The Company does not believe that compliance with the requirements imposed by the environmental legislation will impair its competitive capability or result in any material additional capital expenditures, operating or maintenance costs. The Company is, however, subject to environmental remediation costs as described in the following paragraphs.

The Company's Mexico operations are subject to Mexican federal and state laws and regulations relating to the protection of the environment through the establishment of standards for water discharge, water supply, emissions, noise pollution, hazardous substances and transportation and handling of hazardous and solid waste. The Mexican government may bring administrative and criminal proceedings, impose economic sanctions against companies that violate environmental laws, and temporarily or even permanently close non-complying facilities.

The risk of incurring environmental liability is inherent in the railroad industry. As part of serving the petroleum and chemicals industry, the Company transports hazardous materials and has a professional team available to respond to and handle environmental issues that might occur in the transport of such materials.

The Company performs ongoing reviews and evaluations of the various environmental programs and issues within the Company's operations, and, as necessary, takes actions intended to limit the Company's exposure to potential liability.

Although these costs cannot be predicted with certainty, management believes that the ultimate outcome of identified matters will not have a material adverse effect on the Company's consolidated financial statements.

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Personal Injury. The Company's personal injury liability is based on semi-annual actuarial studies performed on an undiscounted basis by an independent third party actuarial firm and reviewed by management. This liability is based on personal injury claims filed and an estimate of claims incurred but not yet reported. Actual results may vary from estimates due to the number, type and severity of the injury, costs of medical treatments and uncertainties in litigation. Adjustments to the liability are reflected within operating expenses in the period in which changes to estimates are known. Personal injury claims in excess of self-insurance levels are insured up to certain coverage amounts, depending on the type of claim and year of occurrence. The personal injury liability as of December 31, 2015 is based on an updated actuarial study of personal injury claims through November 30, 2015 and review of December 2015 experience. For the years ended December 31, 2015 and 2014, the Company recorded a $6.1 million and $4.2 million reduction, respectively, in personal injury liability, due to changes in estimates as a result of the Company's claims development and settlement experience.

The personal injury liability activity was as follows (in millions):

	2015	2014
Balance at beginning of year	$29.3	$31.2
Accruals	6.8	8.8
Changes in estimate	(6.1)	(4.2)
Payments	(6.1)	(6.5)
Balance at end of year	$23.9	$29.3

Certain Disputes with Ferromex. KCSM and Ferrocarril Mexicano, S.A. de C.V. ("Ferromex") use certain trackage rights, switching services and interline services provided by each other. KCSM and Ferromex have not agreed on the rates to be charged for trackage rights and switching services for periods beginning in 1998 through December 31, 2008, or for interline services for periods beginning in 1998 through February 8, 2010.

If KCSM cannot reach an agreement with Ferromex regarding these rates, the Mexican Secretaría de Comunicaciones y Transportes ("Secretary of Communications and Transportation" or "SCT") is entitled to set the rates in accordance with Mexican law and regulations. KCSM and Ferromex both initiated administrative proceedings seeking a determination by the SCT of the rates that KCSM and Ferromex should pay each other. The SCT issued rulings in 2002 and 2008 setting the rates for these services and both KCSM and Ferromex have challenged these rulings. Although KCSM and Ferromex have challenged these matters based on different grounds and these cases continue to evolve, management believes the amounts recorded related to these matters are adequate. While the outcome of these matters cannot be predicted with certainty, the Company does not believe that, when resolved, these disputes will have a material effect on its consolidated financial statements.

Tax Contingencies. Information regarding tax contingencies is included in Note 11 Income Taxes - Tax Contingencies.

Contractual Agreements. In the normal course of business, the Company enters into various contractual agreements related to commercial arrangements and the use of other railroads' or governmental entities' infrastructure needed for the operations of the business. The Company is involved or may become involved in certain disputes involving transportation rates, product loss or damage, charges, and interpretations related to these agreements. While the outcome of these matters cannot be predicted with certainty, the Company does not believe that, when resolved, these disputes will have a material effect on its consolidated financial statements.

Credit Risk. The Company continually monitors risks related to economic changes and certain customer receivables concentrations. Significant changes in customer concentration or payment terms, deterioration of customer creditworthiness or further weakening in economic trends could have a significant impact on the collectability of the Company's receivables and its operating results. If the financial condition of the Company's customers were to deteriorate and result in an impairment of their ability to make payments, additional allowances may be required. The

Company has recorded provisions for uncollectability based on its best estimate at December 31, 2015.

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

Panama Canal Railway Company ("PCRC") Guarantees and Indemnities. At December 31, 2015, the Company had issued and outstanding $5.3 million under a standby letter of credit to fulfill its obligation to fund fifty percent of the debt service reserve and liquidity reserve established by PCRC in connection with the issuance of the 7.0% Senior Secured Notes due November 1, 2026 (the "PCRC Notes"). Additionally, KCS has pledged its shares of PCRC as security for the PCRC Notes.

Note 16. Quarterly Financial Data (Unaudited)

	Fourth	Third	Second	First	
	(In millions, except per share amounts)				
2015					
Revenues	$598.0	$631.9	$585.8	$603.1	
Operating income	218.9	219.9	186.8	178.2	(i)
Net income	140.0	131.9	112.2	101.2	
Net income attributable to Kansas City Southern and subsidiaries	139.3	131.6	111.8	100.8	
Per share data:					
Basic earnings per common share	$1.28	$1.20	$1.01	$0.91	
Diluted earnings per common share	1.28	1.20	1.01	0.91	
2014					
Revenues	$642.5	$677.5	$649.7	$607.4	
Operating income	213.9	229.4	205.8	(ii) 160.0	(iii)
Net income	141.7	138.4	130.2	94.0	
Net income attributable to Kansas City Southern and subsidiaries	141.0	138.1	129.8	93.7	
Per share data:					
Basic earnings per common share	$1.28	$1.25	$1.18	$0.85	
Diluted earnings per common share	1.28	1.25	1.18	0.85	

(i) During the first quarter of 2015, the Company recognized pre-tax lease termination costs of $9.6 million, due to the early termination of certain operating leases and the related purchase of equipment.

(ii) During the second quarter of 2014, the Company recognized pre-tax lease termination costs of $8.4 million, due to the early termination of certain operating leases and the related purchase of equipment.

(iii) During the first quarter of 2014, the Company recognized pre-tax lease termination costs of $29.9 million, due to the early termination of certain operating leases and the related purchase of equipment.

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

Note 17. Geographic Information

The Company strategically manages its rail operations as one reportable business segment over a single coordinated rail network that extends from the midwest and southeast portions of the United States south into Mexico and connects with other Class I railroads. Financial information reported at this level, such as revenues, operating income and cash flows from operations, is used by corporate management, including the Company's chief operating decision-maker, in evaluating overall financial and operational performance, market strategies, as well as the decisions to allocate capital resources.

The following tables provide information by geographic area (in millions):

	Years ended December 31,		
	2015	2014	2013
Revenues			
U.S.	$1,248.4	$1,372.2	$1,268.0
Mexico	1,170.4	1,204.9	1,101.3
Total revenues	$2,418.8	$2,577.1	$2,369.3

	Years ended December 31,	
	2015	2014
Property and equipment (including concession assets), net		
U.S.	$4,642.6	$4,311.0
Mexico	3,062.8	2,843.7
Total property and equipment (including concession assets), net	$7,705.4	$7,154.7

Note 18. Subsequent Events

Foreign Currency Hedging

During January 2016, the Company entered into foreign currency forward contracts with an aggregate notional amount of $370.0 million to hedge its exposure to fluctuations in the Mexican cash tax obligation due to changes in the value of the Mexican peso against the U.S. dollar. Contracts with an aggregate notional amount of $30.0 million will mature on April 29, 2016 and obligate the Company to purchase a total of Ps.537.2 million at an exchange rate of Ps.17.91 to each U.S. dollar. The remaining contracts with an aggregate notional amount of $340.0 million will mature on January 17, 2017 and obligate the Company to purchase a total of Ps.6,207.7 million at a weighted-average exchange rate of Ps.18.26 to each U.S. dollar.

The Company has not designated these foreign currency derivative instruments as hedging instruments for accounting purposes. The Company will measure the foreign currency derivative instruments at fair value each period and will recognize any change in fair value in foreign exchange gain (loss) within the consolidated statements of comprehensive income.

Common Stock Dividend

On January 28, 2016, the Company's Board of Directors declared a cash dividend of $0.33 per share payable on April 6, 2016, to common stockholders of record as of March 14, 2016. The aggregate amount of the dividend declared was approximately $35.8 million.

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

Note 19. Condensed Consolidating Financial Information

Pursuant to Securities and Exchange Commission ("SEC") Regulation S-X Rule 3-10 "Financial statements of guarantors and issuers of guaranteed securities registered or being registered", the Company is required to provide condensed consolidating financial information for issuers of certain of its senior notes that are guaranteed. During 2015, the Company completed a debt exchange offer whereby current holders of KCSR and KCSM Existing Notes had the option to exchange their notes for new KCS Notes. As such, condensed consolidating financial information is presented with KCS as issuer of the new KCS Notes and with KCSR as issuer of the remaining Existing Notes that were not exchanged.

As of December 31, 2015, KCS had outstanding $476.7 million principal amount of 4.95% Senior Notes due August 15, 2045, $437.6 million principal amount of 4.30% Senior Notes due May 15, 2043, $195.0 million principal amount of 3.85% Senior Notes due November 15, 2023, $439.1 million principal amount of 3.00% Senior Notes due May 15, 2023, $239.5 million principal amount of 2.35% Senior Notes due May 15, 2020 and $244.8 million principal amount of Floating Rate Senior Notes due October 28, 2016 (collectively, the "KCS Notes"), which are unsecured obligations of KCS, and are also jointly and severally and fully and unconditionally guaranteed on an unsecured senior basis by KCSR and certain wholly-owned domestic subsidiaries of KCS. The Company intends to file a registration statement on Form S-4 with the SEC for the KCS Notes, and as a result, is providing the following condensed consolidating financial information (in millions).

Condensed Consolidating Statements of Comprehensive Income - KCS Notes

	2015				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,135.9	$ 1,302.3	$(19.4)	$2,418.8
Operating expenses	4.6	779.7	849.3	(18.6)	1,615.0
Operating income (loss)	(4.6)	356.2	453.0	(0.8)	803.8
Equity in net earnings of unconsolidated affiliates	464.0	7.4	16.5	(469.6)	18.3
Interest expense	(4.6)	(84.9)	(40.1)	47.7	(81.9)
Debt retirement and exchange costs	0.1	(5.2)	(2.5)	—	(7.6)
Foreign exchange loss	—	—	(56.6)	—	(56.6)
Other income (expense), net	45.9	(3.1)	1.4	(47.6)	(3.4)
Income before income taxes	500.8	270.4	371.7	(470.3)	672.6
Income tax expense	16.5	98.3	72.5	—	187.3
Net income	484.3	172.1	299.2	(470.3)	485.3
Less: Net income attributable to noncontrolling interest	—	1.8	—	—	1.8
Net income attributable to Kansas City Southern and subsidiaries	484.3	170.3	299.2	(470.3)	483.5
Other comprehensive loss	(1.5)	—	(2.2)	2.2	(1.5)
Comprehensive income attributable to Kansas City Southern and subsidiaries	$482.8	$170.3	$ 297.0	$(468.1)	$482.0

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

Condensed Consolidating Statements of Comprehensive Income - KCS Notes—(Continued)

2014	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,242.0	$ 1,353.7	$(18.6)	$2,577.1
Operating expenses	7.6	901.0	879.1	(19.7)	1,768.0
Operating income (loss)	(7.6)	341.0	474.6	1.1	809.1
Equity in net earnings of unconsolidated affiliates	476.7	7.6	18.9	(482.1)	21.1
Interest expense	(0.1)	(83.3)	(39.6)	50.2	(72.8)
Debt retirement and exchange costs	—	(2.7)	(3.9)	—	(6.6)
Foreign exchange loss	—	—	(35.5)	—	(35.5)
Other income (expense), net	50.1	0.2	(1.2)	(51.3)	(2.2)
Income before income taxes	519.1	262.8	413.3	(482.1)	713.1
Income tax expense	16.5	99.1	93.2	—	208.8
Net income	502.6	163.7	320.1	(482.1)	504.3
Less: Net income attributable to noncontrolling interest	—	1.7	—	—	1.7
Net income attributable to Kansas City Southern and subsidiaries	502.6	162.0	320.1	(482.1)	502.6
Other comprehensive income (loss)	(1.2)	0.1	(1.8)	1.7	(1.2)
Comprehensive income attributable to Kansas City Southern and subsidiaries	$501.4	$162.1	$ 318.3	$(480.4)	$501.4

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

Condensed Consolidating Statements of Comprehensive Income - KCS Notes—(Continued)

2013	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,136.2	$ 1,251.9	$(18.8)	$2,369.3
Operating expenses	4.8	847.2	800.1	(21.4)	1,630.7
Operating income (loss)	(4.8)	289.0	451.8	2.6	738.6
Equity in net earnings of unconsolidated affiliates	318.3	9.4	15.7	(324.6)	18.8
Interest expense	(0.1)	(68.4)	(59.3)	47.2	(80.6)
Debt retirement and exchange costs	—	(1.5)	(117.7)	—	(119.2)
Foreign exchange loss	—	(1.3)	(3.9)	—	(5.2)
Other income (expense), net	44.6	5.0	(0.6)	(49.8)	(0.8)
Income before income taxes	358.0	232.2	286.0	(324.6)	551.6
Income tax expense	17.6	84.1	96.6	—	198.3
Net income	340.4	148.1	189.4	(324.6)	353.3
Less: Net income attributable to noncontrolling interest	—	1.9	—	—	1.9
Net income attributable to Kansas City Southern and subsidiaries	340.4	146.2	189.4	(324.6)	351.4
Other comprehensive income (loss)	0.4	0.5	(0.1)	(0.4)	0.4
Comprehensive income attributable to Kansas City Southern and subsidiaries	$340.8	$146.7	$ 189.3	$(325.0)	$351.8

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

Condensed Consolidating Balance Sheets - KCS Notes

	December 31, 2015				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Assets:					
Current assets	$242.8	$189.5	$ 359.5	$(254.8)	$537.0
Investments	—	3.9	30.8	—	34.7
Investments in consolidated subsidiaries	3,108.4	479.6	—	(3,588.0)	—
Property and equipment (including concession assets), net	—	3,903.2	3,803.0	(0.8)	7,705.4
Other assets	1,791.1	40.6	19.3	(1,787.1)	63.9
Total assets	$5,142.3	$4,616.8	$ 4,212.6	$(5,630.7)	$8,341.0
Liabilities and equity:					
Current liabilities	$(566.9)	$1,066.6	$ 268.0	$(10.1)	$757.6
Long-term debt	1,759.8	1,260.0	1,057.1	(2,031.9)	2,045.0
Deferred income taxes	20.9	998.4	171.8	—	1,191.1
Other liabilities	3.8	94.4	24.4	—	122.6
Stockholders' equity	3,924.7	887.0	2,691.3	(3,588.7)	3,914.3
Noncontrolling interest	—	310.4	—	—	310.4
Total liabilities and equity	$5,142.3	$4,616.8	$ 4,212.6	$(5,630.7)	$8,341.0

	December 31, 2014				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Assets:					
Current assets	$0.9	$219.0	$ 532.0	$(33.7)	$718.2
Investments	—	3.9	32.5	—	36.4
Investments in consolidated subsidiaries	2,616.0	473.4	—	(3,089.4)	—
Property and equipment (including concession assets), net	—	3,578.8	3,575.9	—	7,154.7
Other assets	1.6	38.1	27.4	—	67.1
Total assets	$2,618.5	$4,313.2	$ 4,167.8	$(3,123.1)	$7,976.4
Liabilities and equity:					
Current liabilities	$(1,156.0)	$1,599.4	$ 489.1	$(33.7)	$898.8
Long-term debt	0.2	694.1	1,132.2	—	1,826.5
Deferred income taxes	5.5	900.0	150.7	—	1,056.2
Other liabilities	3.7	95.1	32.0	—	130.8
Stockholders' equity	3,765.1	716.0	2,363.8	(3,089.4)	3,755.5
Noncontrolling interest	—	308.6	—	—	308.6
Total liabilities and equity	$2,618.5	$4,313.2	$ 4,167.8	$(3,123.1)	$7,976.4

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

Condensed Consolidating Statements of Cash Flows - KCS Notes

	2015				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:					
Net cash provided	$45.3	$356.6	$ 526.0	$(18.6)	$909.3
Investing activities:					
Capital expenditures	—	(382.8)	(305.2)	—	(688.0)
Purchase or replacement of equipment under operating leases	—	(82.8)	(61.4)	—	(144.2)
Property investments in MSLLC	—	—	(17.4)	—	(17.4)
Proceeds from repayment of loans to affiliates	293.9	—	—	(293.9)	—
Loans to affiliates	(80.0)	—	—	80.0	—
Other investing activities	(0.8)	(31.4)	6.5	2.3	(23.4)
Net cash provided (used)	213.1	(497.0)	(377.5)	(211.6)	(873.0)
Financing activities:					
Proceeds from short-term borrowings	80.0	10,786.2	—	—	10,866.2
Repayment of short-term borrowings	—	(10,937.3)	(300.0)	—	(11,237.3)
Proceeds from issuance of long-term debt	—	663.7	40.0	(80.0)	623.7
Repayment of long-term debt	—	(88.4)	(61.4)	—	(149.8)
Dividends paid	(140.1)	—	(17.8)	17.8	(140.1)
Share repurchases	(194.2)	—	—	—	(194.2)
Repayment of loans from affiliates	—	(293.9)	—	293.9	—
Other financing activities	(4.1)	(9.2)	(1.4)	(1.5)	(16.2)
Net cash provided (used)	(258.4)	121.1	(340.6)	230.2	(247.7)
Cash and cash equivalents:					
Net decrease	—	(19.3)	(192.1)	—	(211.4)
At beginning of year	0.2	29.5	318.3	—	348.0
At end of year	$0.2	$10.2	$ 126.2	$—	$136.6

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

Condensed Consolidating Statements of Cash Flows - KCS Notes—(Continued)

	2014				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:					
Net cash provided	$345.3	$379.1	$ 495.9	$(314.3)	$906.0
Investing activities:					
Capital expenditures	—	(479.5)	(190.2)	1.5	(668.2)
Purchase or replacement of equipment under operating leases	—	(203.6)	(98.5)	—	(302.1)
Property investments in MSLLC	—	—	(26.7)	—	(26.7)
Contribution to consolidated affiliates	(299.6)	—	—	299.6	—
Proceeds from repayment of loans to affiliates	70.4	—	—	(70.4)	—
Other investing activities	(1.0)	8.6	5.8	0.7	14.1
Net cash used	(230.2)	(674.5)	(309.6)	231.4	(982.9)
Financing activities:					
Proceeds from short-term borrowings	—	15,068.8	300.0	—	15,368.8
Repayment of short-term borrowings	—	(14,920.2)	—	—	(14,920.2)
Proceeds from issuance of long-term debt	—	175.0	—	—	175.0
Repayment of long-term debt	—	(423.6)	(84.4)	—	(508.0)
Dividends paid	(116.6)	—	(314.3)	314.3	(116.6)
Contribution from affiliates	—	300.4	1.4	(301.8)	—
Repayment of loans from affiliates	—	(70.4)	—	70.4	—
Other financing activities	1.3	(1.4)	(3.5)	—	(3.6)
Net cash provided (used)	(115.3)	128.6	(100.8)	82.9	(4.6)
Cash and cash equivalents:					
Net increase (decrease)	(0.2)	(166.8)	85.5	—	(81.5)
At beginning of year	0.4	196.3	232.8	—	429.5
At end of year	$0.2	$29.5	$ 318.3	$—	$348.0

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

Condensed Consolidating Statements of Cash Flows - KCS Notes—(Continued)

	2013				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:					
Net cash provided	$29.2	$316.3	$ 463.8	$(11.0)	$798.3
Investing activities:					
Capital expenditures	—	(419.4)	(175.8)	0.4	(594.8)
Purchase or replacement of equipment under operating leases	—	(130.9)	(80.9)	—	(211.8)
Property investments in MSLLC	—	—	(31.6)	—	(31.6)
Proceeds from repayment of loans to affiliates	41.5	181.4	—	(222.9)	—
Loans to affiliates	—	(69.5)	—	69.5	—
Other investing activities	(4.9)	(6.2)	10.8	5.2	4.9
Net cash provided (used)	36.6	(444.6)	(277.5)	(147.8)	(833.3)
Financing activities:					
Proceeds from issuance of long-term debt	—	687.6	1,230.8	—	1,918.4
Repayment of long-term debt	—	(344.4)	(998.8)	—	(1,343.2)
Debt costs	—	(7.5)	(110.3)	—	(117.8)
Dividends paid	(71.2)	—	(11.0)	11.0	(71.2)
Proceeds from loans from affiliates	—	—	69.5	(69.5)	—
Repayment of loans from affiliates	—	(41.5)	(181.4)	222.9	—
Other financing activities	5.7	0.7	4.9	(5.6)	5.7
Net cash provided (used)	(65.5)	294.9	3.7	158.8	391.9
Cash and cash equivalents:					
Net increase	0.3	166.6	190.0	—	356.9
At beginning of year	0.1	29.7	42.8	—	72.6
At end of year	$0.4	$196.3	$ 232.8	$—	$429.5

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

As of December 31, 2015, KCSR had outstanding $23.3 million principal amount of 4.95% Senior Notes due August 15, 2045, $12.4 million principal amount of 4.30% Senior Notes due May 15, 2043 and $5.0 million principal amount of 3.85% Senior Notes due November 15, 2023 (collectively, the "KCSR Notes") which are unsecured obligations of KCSR, and are also jointly and severally and fully and unconditionally guaranteed on an unsecured senior basis by KCS and certain wholly-owned domestic subsidiaries. The 4.95% Senior Notes were registered under KCS's shelf registration filed and automatically effective as of November 20, 2014. KCSR filed a registration statement on Form S-4 with the SEC in connection with an exchange offer with respect to the 4.30% Senior Notes and 3.85% Senior Notes, which was declared effective on May 28, 2014. As a result, the Company is providing the following condensed consolidating financial information (in millions).

Condensed Consolidating Statements of Comprehensive Income - KCSR Notes

	2015					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,112.5	$42.1	$ 1,302.3	$ (38.1)	$2,418.8
Operating expenses	4.6	760.4	38.0	849.3	(37.3)	1,615.0
Operating income (loss)	(4.6)	352.1	4.1	453.0	(0.8)	803.8
Equity in net earnings (losses) of unconsolidated affiliates	464.0	(1.4)	5.5	16.5	(466.3)	18.3
Interest expense	(4.6)	(84.8)	(0.1)	(40.1)	47.7	(81.9)
Debt retirement and exchange costs	0.1	(5.2)	—	(2.5)	—	(7.6)
Foreign exchange loss	—	—	—	(56.6)	—	(56.6)
Other income (expense), net	45.9	(3.2)	0.1	1.4	(47.6)	(3.4)
Income before income taxes	500.8	257.5	9.6	371.7	(467.0)	672.6
Income tax expense	16.5	95.2	3.1	72.5	—	187.3
Net income	484.3	162.3	6.5	299.2	(467.0)	485.3
Less: Net income attributable to noncontrolling interest	—	—	1.8	—	—	1.8
Net income attributable to Kansas City Southern and subsidiaries	484.3	162.3	4.7	299.2	(467.0)	483.5
Other comprehensive loss	(1.5)	—	—	(2.2)	2.2	(1.5)
Comprehensive income attributable to Kansas City Southern and subsidiaries	$482.8	$162.3	$4.7	$ 297.0	$ (464.8)	$482.0

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

Condensed Consolidating Statements of Comprehensive Income - KCSR Notes—(Continued)

2014	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,215.8	$48.7	$ 1,353.7	$ (41.1)	$2,577.1
Operating expenses	7.6	881.6	41.8	879.1	(42.1)	1,768.0
Operating income (loss)	(7.6)	334.2	6.9	474.6	1.0	809.1
Equity in net earnings (losses) of unconsolidated affiliates	476.7	(0.1)	5.5	18.9	(479.9)	21.1
Interest expense	(0.1)	(83.3)	—	(39.6)	50.2	(72.8)
Debt retirement and exchange costs	—	(2.7)	—	(3.9)	—	(6.6)
Foreign exchange loss	—	—	—	(35.5)	—	(35.5)
Other income (expense), net	50.1	0.2	—	(1.2)	(51.3)	(2.2)
Income before income taxes	519.1	248.3	12.4	413.3	(480.0)	713.1
Income tax expense	16.5	94.7	4.4	93.2	—	208.8
Net income	502.6	153.6	8.0	320.1	(480.0)	504.3
Less: Net income attributable to noncontrolling interest	—	—	1.7	—	—	1.7
Net income attributable to Kansas City Southern and subsidiaries	502.6	153.6	6.3	320.1	(480.0)	502.6
Other comprehensive income (loss)	(1.2)	0.1	—	(1.8)	1.7	(1.2)
Comprehensive income attributable to Kansas City Southern and subsidiaries	$501.4	$153.7	$6.3	$ 318.3	$ (478.3)	$501.4

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

Condensed Consolidating Statements of Comprehensive Income - KCSR Notes—(Continued)

2013	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Revenues	$—	$1,115.0	$42.6	$ 1,251.9	$ (40.2)	$2,369.3
Operating expenses	4.8	829.6	39.0	800.1	(42.8)	1,630.7
Operating income (loss)	(4.8)	285.4	3.6	451.8	2.6	738.6
Equity in net earnings of unconsolidated affiliates	318.3	1.1	6.3	15.7	(322.6)	18.8
Interest expense	(0.1)	(68.5)	0.1	(59.3)	47.2	(80.6)
Debt retirement and exchange costs	—	(1.5)	—	(117.7)	—	(119.2)
Foreign exchange loss	—	(1.3)	—	(3.9)	—	(5.2)
Other income (expense), net	44.6	5.1	(0.1)	(0.6)	(49.8)	(0.8)
Income before income taxes	358.0	220.3	9.9	286.0	(322.6)	551.6
Income tax expense	17.6	81.2	2.9	96.6	—	198.3
Net income	340.4	139.1	7.0	189.4	(322.6)	353.3
Less: Net income attributable to noncontrolling interest	—	—	1.9	—	—	1.9
Net income attributable to Kansas City Southern and subsidiaries	340.4	139.1	5.1	189.4	(322.6)	351.4
Other comprehensive income (loss)	0.4	0.5	—	(0.1)	(0.4)	0.4
Comprehensive income attributable to Kansas City Southern and subsidiaries	$340.8	$139.6	$5.1	$ 189.3	$ (323.0)	$351.8

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

Condensed Consolidating Balance Sheets - KCSR Notes

	December 31, 2015					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Assets:						
Current assets	$242.8	$182.7	$7.7	$ 359.5	$ (255.7)	$537.0
Investments	—	3.9	—	30.8	—	34.7
Investments in consolidated subsidiaries	3,108.4	(7.6)	477.6	—	(3,578.4)	—
Property and equipment (including concession assets), net	—	3,716.4	186.8	3,803.0	(0.8)	7,705.4
Other assets	1,791.1	40.5	—	19.3	(1,787.0)	63.9
Total assets	$5,142.3	$3,935.9	$672.1	$ 4,212.6	$ (5,621.9)	$8,341.0
Liabilities and equity:						
Current liabilities	$(566.9)	$959.6	$107.8	$ 268.0	$ (10.9)	$757.6
Long-term debt	1,759.8	1,259.9	0.1	1,057.1	(2,031.9)	2,045.0
Deferred income taxes	20.9	863.7	134.7	171.8	—	1,191.1
Other liabilities	3.8	94.2	0.2	24.4	—	122.6
Stockholders' equity	3,924.7	758.5	118.9	2,691.3	(3,579.1)	3,914.3
Noncontrolling interest	—	—	310.4	—	—	310.4
Total liabilities and equity	$5,142.3	$3,935.9	$672.1	$ 4,212.6	$ (5,621.9)	$8,341.0

	December 31, 2014					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Assets:						
Current assets	$0.9	$214.1	$5.8	$ 532.0	$ (34.6)	$718.2
Investments	—	3.9	—	32.5	—	36.4
Investments in consolidated subsidiaries	2,616.0	(4.3)	471.3	—	(3,083.0)	—
Property and equipment (including concession assets), net	—	3,385.5	193.3	3,575.9	—	7,154.7
Other assets	1.6	38.1	—	27.4	—	67.1
Total assets	$2,618.5	$3,637.3	$670.4	$ 4,167.8	$ (3,117.6)	$7,976.4
Liabilities and equity:						
Current liabilities	$(1,156.0)	$1,484.7	$115.6	$ 489.1	$ (34.6)	$898.8
Long-term debt	0.2	693.9	0.2	1,132.2	—	1,826.5
Deferred income taxes	5.5	768.2	131.8	150.7	—	1,056.2
Other liabilities	3.7	94.4	0.7	32.0	—	130.8
Stockholders' equity	3,765.1	596.1	113.5	2,363.8	(3,083.0)	3,755.5
Noncontrolling interest	—	—	308.6	—	—	308.6
Total liabilities and equity	$2,618.5	$3,637.3	$670.4	$ 4,167.8	$ (3,117.6)	$7,976.4

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

Condensed Consolidating Statements of Cash Flows - KCSR Notes

2015					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:						
Net cash provided	$45.3	$355.6	$1.0	$ 526.0	$ (18.6)	$909.3
Investing activities:						
Capital expenditures	—	(381.5)	(1.3)	(305.2)	—	(688.0)
Purchase or replacement of equipment under operating leases	—	(82.8)	—	(61.4)	—	(144.2)
Property investments in MSLLC	—	—	—	(17.4)	—	(17.4)
Proceeds from repayment of loans to affiliates	293.9	—	—	—	(293.9)	—
Loans to affiliates	(80.0)	—	—	—	80.0	—
Other investing activities	(0.8)	(30.7)	(0.7)	6.5	2.3	(23.4)
Net cash provided (used)	213.1	(495.0)	(2.0)	(377.5)	(211.6)	(873.0)
Financing activities:						
Proceeds from short-term borrowings	80.0	10,786.2	—	—	—	10,866.2
Repayment of short-term borrowings	—	(10,937.3)	—	(300.0)	—	(11,237.3)
Proceeds from issuance of long-term debt	—	663.7	—	40.0	(80.0)	623.7
Repayment of long-term debt	—	(88.3)	(0.1)	(61.4)	—	(149.8)
Dividends paid	(140.1)	—	—	(17.8)	17.8	(140.1)
Share repurchases	(194.2)	—	—	—	—	(194.2)
Repayment of loans from affiliates	—	(293.9)	—	—	293.9	—
Other financing activities	(4.1)	(9.9)	0.7	(1.4)	(1.5)	(16.2)
Net cash provided (used)	(258.4)	120.5	0.6	(340.6)	230.2	(247.7)
Cash and cash equivalents:						
Net decrease	—	(18.9)	(0.4)	(192.1)	—	(211.4)
At beginning of year	0.2	29.0	0.5	318.3	—	348.0
At end of year	$0.2	$10.1	$0.1	$ 126.2	$ —	$136.6

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

Condensed Consolidating Statements of Cash Flows - KCSR Notes—(Continued)

2014					
	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:						
Net cash provided	$345.3	$377.0	$2.1	$ 495.9	$ (314.3)	$906.0
Investing activities:						
Capital expenditures	—	(477.8)	(1.7)	(190.2)	1.5	(668.2)
Purchase or replacement of equipment under operating leases	—	(203.6)	—	(98.5)	—	(302.1)
Property investments in MSLLC	—	—	—	(26.7)	—	(26.7)
Contribution to consolidated affiliates	(299.6)	—	—	—	299.6	—
Proceeds from repayment of loans to affiliates	70.4	—	—	—	(70.4)	—
Other investing activities	(1.0)	9.7	(1.1)	5.8	0.7	14.1
Net cash used	(230.2)	(671.7)	(2.8)	(309.6)	231.4	(982.9)
Financing activities:						
Proceeds from short-term borrowings	—	15,068.8	—	300.0	—	15,368.8
Repayment of short-term borrowings	—	(14,920.2)	—	—	—	(14,920.2)
Proceeds from issuance of long-term debt	—	175.0	—	—	—	175.0
Repayment of long-term debt	—	(423.5)	(0.1)	(84.4)	—	(508.0)
Dividends paid	(116.6)	—	—	(314.3)	314.3	(116.6)
Contribution from affiliates	—	299.3	1.1	1.4	(301.8)	—
Repayment of loans from affiliates	—	(70.4)	—	—	70.4	—
Other financing activities	1.3	(1.4)	—	(3.5)	—	(3.6)
Net cash provided (used)	(115.3)	127.6	1.0	(100.8)	82.9	(4.6)
Cash and cash equivalents:						
Net increase (decrease)	(0.2)	(167.1)	0.3	85.5	—	(81.5)
At beginning of year	0.4	196.1	0.2	232.8	—	429.5
At end of year	$0.2	$29.0	$0.5	$ 318.3	$ —	$348.0

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

Condensed Consolidating Statements of Cash Flows - KCSR Notes—(Continued)

2013	Parent	KCSR	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated KCS
Operating activities:						
Net cash provided	$29.2	$313.7	$2.6	$ 463.8	$ (11.0)	$798.3
Investing activities:						
Capital expenditures	—	(417.4)	(2.0)	(175.8)	0.4	(594.8)
Purchase or replacement of equipment under operating leases	—	(130.9)	—	(80.9)	—	(211.8)
Property investments in MSLLC	—	—	—	(31.6)	—	(31.6)
Proceeds from repayment of loans to affiliates	41.5	181.4	—	—	(222.9)	—
Loans to affiliates	—	(69.5)	—	—	69.5	—
Other investing activities	(4.9)	(5.1)	(1.1)	10.8	5.2	4.9
Net cash provided (used)	36.6	(441.5)	(3.1)	(277.5)	(147.8)	(833.3)
Financing activities:						
Proceeds from issuance of long-term debt	—	687.6	—	1,230.8	—	1,918.4
Repayment of long-term debt	—	(344.3)	(0.1)	(998.8)	—	(1,343.2)
Debt costs	—	(7.5)	—	(110.3)	—	(117.8)
Dividends paid	(71.2)	—	—	(11.0)	11.0	(71.2)
Proceeds from loans from affiliates	—	—	—	69.5	(69.5)	—
Repayment of loans from affiliates	—	(41.5)	—	(181.4)	222.9	—
Other financing activities	5.7	—	0.7	4.9	(5.6)	5.7
Net cash provided (used)	(65.5)	294.3	0.6	3.7	158.8	391.9
Cash and cash equivalents:						
Net increase	0.3	166.5	0.1	190.0	—	356.9
At beginning of year	0.1	29.6	0.1	42.8	—	72.6
At end of year	$0.4	$196.1	$0.2	$ 232.8	$ —	$429.5

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure
None.

Item 9A. Controls and Procedures
(a) Disclosure Controls and Procedures
The Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the fiscal year for which this annual report on Form 10-K is filed. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the current disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted 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 management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.
(b) Changes in Internal Control over Financial Reporting
There have been no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter (the fourth quarter in the case of an annual report) that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.
(c) Internal Control over Financial Reporting
The report of management on the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) is included as "Management's Report on Internal Control over Financial Reporting" in Item 8.
KPMG LLP, the independent registered public accounting firm that audited the Company's financial statements contained herein, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2015. The attestation report is included in Item 8 of this Form 10-K.

Item 9B. Other Information
None.

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Part III

The Company has incorporated by reference certain responses to the Items of this Part III pursuant to Rule 12b-23 under the Exchange Act and General Instruction G(3) to Form 10-K. The Company's definitive proxy statement for the annual meeting of stockholders scheduled for May 5, 2016 ("Proxy Statement"), will be filed no later than 120 days after December 31, 2015.

Item 10. Directors, Executive Officers and Corporate Governance

(a) Directors of the Company

The sections of the Proxy Statement entitled "Proposal 1 — Election of Directors" and "The Board of Directors" are incorporated by reference in partial response to this Item 10.

(b) Executive Officers of the Company

See "Executive Officers of KCS and Subsidiaries" in Part I, Item 1 of this annual report incorporated by reference herein for information about the executive officers of the Company.

(c) Changes to Shareholder Nominating Procedures

The Information set forth in the Proxy Statement is incorporated by reference in partial response to this Item 10.

(d) Audit Committee and Audit Committee Financial Experts

The section of the Proxy Statement entitled "Board Committees — The Audit Committee" is incorporated by reference in partial response to this Item 10.

(e) Compliance with Section 16(a) of the Exchange Act

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

(f) Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics ("Code of Ethics") that applies to directors, officers (including, among others, the principal executive officer, principal financial officer and principal accounting officer) and employees. The Company has posted its Code of Ethics on its website (www.kcsouthern.com) and will post on its website any amendments to, or waivers from, a provision of its Code of Ethics that applies to the Company's principal executive officer, principal financial officer or principal accounting officer as required by applicable rules and regulations. The Code of Ethics is available, in print, upon written request to the Corporate Secretary, P.O. Box 219335, Kansas City, Missouri 64121-9335.

(g) Annual Certification to the New York Stock Exchange

KCS's common stock is listed on the New York Stock Exchange ("NYSE") under the ticker symbol "KSU". As a result, the Chief Executive Officer is required to make annually, and he made on June 2, 2015, a CEO's Annual Certification to the New York Stock Exchange in accordance with Section 303A.12 of the NYSE Listed Company Manual stating that he was not aware of any violations by KCS of the NYSE corporate governance listing standards.

Item 11. Executive Compensation

Information required by Item 11 of Part III is incorporated by reference from the Proxy Statement pursuant to Regulation 14A of the Exchange Act.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The section of the Proxy Statement entitled “Beneficial Ownership” is incorporated by reference in partial response to this Item 12.

Equity Compensation Plan Information

The following table provides information as of December 31, 2015, about the common stock that may be issued upon the exercise of options, warrants and rights, as well as shares remaining available for future issuance under the Company’s existing equity compensation plans.

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans-Excluding Securities Reflected in the First Column (i)
Equity compensation plans:			
Approved by security holders	506,485	$82.07	4,600,142
Not approved by security holders	—	—	—
Total	506,485	$82.07	4,600,142

(i) Includes 3,696,615 shares available for issuance under the 2009 Employee Stock Purchase Plan and 903,527 shares available for issuance under the 2008 Plan as awards in the form of Nonvested Shares, Bonus Shares, Performance Units or Performance Shares or issued upon the exercise of Options (including ISOs), stock appreciation rights or limited stock appreciation rights awarded under the 2008 Plan.

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

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information required by Item 13 of Part III is incorporated by reference from the Proxy Statement pursuant to Regulation 14A of the Exchange Act.

Item 14. Principal Accountant Fees and Services

Information required by Item 14 of Part III is incorporated by reference from the Proxy Statement pursuant to Regulation 14A of the Exchange Act.

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Part IV

Item 15. Exhibits and Financial Statement Schedules

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

(1) Financial Statements

The consolidated financial statements and related notes, together with the reports of KPMG LLP, Independent Registered Public Accounting Firm, appear in Part II Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

(2) Financial Statement Schedules

None.

(3) List of Exhibits

(a) Exhibits

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

Exhibit	Description
3.1	Amended and Restated Certificate of Incorporation of Kansas City Southern, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on May 7, 2012 (File No. 1-4717), is incorporated herein by reference as Exhibit 3.1.
3.1.1	Amendments to the Kansas City Southern Amended and Restated Certificate of Incorporation, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 5, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 3.1.1.
3.2	Kansas City Southern Bylaws, amended and restated as of September 26, 2014, filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K, filed on September 30, 2014 (File No. 1-4717), are incorporated herein by reference as Exhibit 3.2.
4.1	As permitted by Item 601(b)(4)(iii)(A) of Regulation S-K, the Company has not filed with this Annual Report on Form 10-K certain instruments defining the rights of holders of long-term debt of the Company and its subsidiaries because the total amount of securities authorized under any of such instruments does not exceed 10% of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish a copy of any such agreements to the Securities and Exchange Commission upon request.
4.2	2043 Notes Indenture, dated April 29, 2013, among KCSR, the Guarantors and U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.1 to the Company’s Current Report on Form 8-K filed on April 29, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.2.
4.2.1	First Supplemental Indenture, dated November 23, 2015, among KCSR, the Guarantors and the U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.2.1.
4.2.2	Registration Rights Agreement, dated April 29, 2013, among KCSR, the Guarantors and JPM, Merrill Lynch and Morgan Stanley, filed as exhibit 4.2 to the Company’s Current Report on Form 8-K filed on April 29, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.2.2.
4.2.3	Form of Rule 144A Restricted Global Note representing KCSR’s 4.30% Senior Notes due 2043, filed as Exhibit 4.2.2 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.2.3.

4.2.4	Form of Regulation S Restricted Global Note representing KCSR's 4.30% Senior Notes due 2043, filed as Exhibit 4.2.3 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.2.4.
4.2.5	Form of Special Global Note representing KCSR's 4.30% Senior Notes due 2043, filed as Exhibit 4.2.4 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.2.5.
4.3	2020 KCSM Notes Indenture, dated May 3, 2013, filed as exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 8, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.3.

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Exhibit	Description
4.3.1	First Supplemental Indenture, dated November 23, 2015, filed as exhibit 4.5 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.3.1.
4.3.2	2023 KCSM Notes Indenture, dated May 3, 2013, filed as exhibit 4.2 to the Company’s Current Report on Form 8-K filed on May 8, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.3.2.
4.3.3	First Supplemental Indenture, dated November 23, 2015, filed as exhibit 4.6 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.3.3.
4.3.4	Registration Rights Agreement, dated May 3, 2013, filed as exhibit 4.3 to the Company’s Current Report on Form 8-K filed on May 8, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.3.4.
4.3.5	Form of Rule 144A Restricted Global Note representing the 2.35% Senior Notes due 2020, filed as Exhibit 4.4.1 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.5.
4.3.6	Form of Regulation S Restricted Global Note representing the 2.35% Senior Notes due 2020, filed as Exhibit 4.4.2 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.6.
4.3.7	Special Global Note representing the 2.35% Senior Notes due 2020, filed as Exhibit 4.4.3 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.7.
4.3.8	Form of Rule 144A Restricted Global Note representing the 3.0% Senior Notes due 2023, filed as Exhibit 4.5.1 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.8.
4.3.9	Form of Regulation S Restricted Global Note representing the 3.0% Senior Notes due 2023, filed as Exhibit 4.5.2 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.9.
4.3.10	Special Global Note representing the 3.0% Senior Notes due 2023, filed as Exhibit 4.5.3 to the Registration Statement on Form S-4 for KCSM, filed on August 26, 2013 (File No. 333-190820), is incorporated herein by reference as Exhibit 4.3.10.
4.4	2023 Notes Indenture, dated October 29, 2013, among KCSR, the Guarantors and U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.1 to the Company’s Current Report on Form 8-K filed on October 30, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.4.
4.4.1	First Supplemental Indenture, dated November 23, 2015, among KCSR, the Guarantors and U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.4.1.
4.4.2	

	Registration Rights Agreement, dated October 29, 2013, among KCSR, the Guarantors and JPM, Merrill Lynch and Morgan Stanley, filed as exhibit 4.3 to the Company's Current Report on Form 8-K filed on October 30, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.4.2.
4.4.3	Form of Rule 144A Restricted Global Note representing KCSR's 3.85% Senior Notes due 2023, filed as Exhibit 4.4.2 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.4.3.
4.4.4	Form of Regulation S Restricted Global Note representing KCSR's 3.85% Senior Notes due 2023, filed as Exhibit 4.4.3 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.4.4.
4.4.5	Form of Special Global Note representing KCSR's 3.85% Senior Notes due 2023, filed as Exhibit 4.4.4 to the Company's Registration Statement on Form S-4 filed on April 21, 2014 (File No. 333-195413), is incorporated herein by reference as Exhibit 4.4.5.
4.5	2016 Notes Indenture, dated October 29, 2013, among KCSM and U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.1 to KCSM's Current Report on Form 8-K filed on October 30, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.5.
4.5.1	First Supplemental Indenture, dated November 23, 2015, between KCSM and U.S. Bank National Association, as trustee and paying agent, filed as exhibit 4.4 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.5.1.

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Exhibit	Description
4.5.2	Registration Rights Agreement, dated October 29, 2013, among KCSM and JPM, Merrill Lynch, Pierce, Fenner & Smith and Morgan Stanley, filed as exhibit 4.2 to KCSM's Current Report on Form 8-K filed on October 30, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.5.2
4.5.3	Form of Rule 144A Restricted Global Note representing the Floating Rate Senior Notes due 2016 (previously filed as Exhibit 4.7.2 to the Company's Registration Statement on Form S-4 filed on November 7, 2013, File No. 333-192179) is incorporated herein by reference as Exhibit 4.5.3.
4.5.4	Form of Regulation S Restricted Global Note representing the Floating Rate Senior Notes due 2016 (previously filed as Exhibit 4.7.3 to the Company's Registration Statement on Form S-4 filed on November 7, 2013, File No. 333-192179) is incorporated herein by reference as Exhibit 4.5.4.
4.5.5	Special Global Note representing the Floating Rate Senior Notes due 2016 (previously filed as Exhibit 4.7.4 to the Company's Registration Statement on Form S-4 filed on November 7, 2013, File No. 333-192179) is incorporated herein by reference as Exhibit 4.5.5.
4.6	2045 Notes Indenture, dated July 27, 2015, among KCSR, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 28, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.6.
4.6.1	First Supplemental Indenture, dated July 27, 2015, among KCSR, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.2 to the Company's Current Report on Form 8-K filed on July 28, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.6.1.
4.6.2	Second Supplemental Indenture, dated November 23, 2015, among KCSR, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 24, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.6.2.
4.6.3	Form of Note representing 4.950% Senior Notes due 2045 (included in Exhibit 4.2), filed as exhibit 4.3 to the Company's Current Report on Form 8-K filed on July 28, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.6.3.
4.7	Base Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.
4.7.1	First Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.1.
4.7.2	Second Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.3 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.2.
4.7.3	Third Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.4 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.3.

4.7.4	Fourth Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.5 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.4.
4.7.5	Fifth Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.6 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.5.
4.7.6	Sixth Supplemental Indenture, dated December 9, 2015, among KCS, the Note Guarantors and U.S. Bank National Association, as trustee, filed as exhibit 4.7 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.6.
4.7.7	Registration Rights Agreement, dated December 9, 2015, among KCS, the Note Guarantors, Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, filed as exhibit 4.8 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 4.7.7.
10.1	Form of Officer Indemnification Agreement, attached as Exhibit 10.1 to the Company's Form 10-K for the year ended December 31, 2001, filed on March 29, 2002 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.1.

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Exhibit	Description
10.2	Form of Director Indemnification Agreement, attached as Exhibit 10.2 to the Company's Form 10-K for the year ended December 31, 2001, filed on March 29, 2002 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.2.
10.3*	Directors Deferred Fee Plan, adopted August 20, 1982, as amended and restated effective May 2, 2007, filed as Exhibit 10.3 to the Company's Form 10-K for the year ended December 31, 2010, filed on February 9, 2011 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.3.
10.4*	Kansas City Southern 1991 Amended and Restated Stock Option and Performance Award Plan, as amended and restated effective as of August 7, 2007 (the "Amended 1991 Plan"), filed as Exhibit 10.2 to the Company's Form 10-Q for the quarter ended September 30, 2007, filed on October 26, 2007 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.
10.4.1*	First Amendment to the Kansas City Southern 1991 Amended and Restated Stock Option and Performance Award Plan, effective July 2, 2008, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on July 8, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.1.
10.4.2*	Form of Non-Qualified Stock Option Award Agreement for employees under the Amended 1991 Plan, filed as Exhibit 10.8.2 to the Company's Form 10-K for the year ended December 31, 2004, filed on March 30, 2005 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.2.
10.4.3*	Form of Non-Qualified Stock Option Award Agreement for Directors under the Amended 1991 Plan, filed as Exhibit 10.8.3 to the Company's Form 10-K for the year ended December 31, 2004, filed on March 30, 2005 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.3.
10.4.4*	Form of Non-Qualified Stock Option Award agreement for employees under the Amended 1991 Plan (referencing threshold dates), filed as Exhibit 10.8.4 to the Company's Form 10-K for the year ended December 31, 2004, filed on March 30, 2005 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.4.
10.4.5*	Form of Restricted Shares Award Agreement (cliff vesting) under the Amended 1991 Plan, filed as Exhibit 10.5.6 to the Company's Form 10-K for the year ended December 31, 2007, filed on February 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.5.
10.4.6*	Form of Restricted Shares Award Agreement under the Amended 1991 Plan (applicable to restricted shares to be purchased), filed as Exhibit 10.8.7 to the Company's Form 10-K for the year ended December 31, 2004, filed on March 30, 2005 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.6.
10.4.7*	Form of Restricted Shares Award Agreement (consultants) under the Amended 1991 Plan, filed as Exhibit 10.5.9 to the Company's Form 10-K for the year ended December 31, 2007, filed on February 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.7.
10.4.8*	Form of Restricted Shares Award Agreement (executive plan) under the Amended 1991 Plan, filed as Exhibit 10.5.10 to the Company's Form 10-K for the year ended December 31, 2007, filed on February 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.4.8.
10.5*	

	Employment Agreement, dated February 19, 2015, between KCSR and Patrick J. Ottensmeyer filed as Exhibit 10.9 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.5.
10.6*	Kansas City Southern Executive Plan (Amended and Restated February 18, 2015), filed as Exhibit 10.7 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.6.
10.7*	Kansas City Southern Annual Incentive Plan, amended and restated effective as of January 1, 2015, filed as Exhibit 10.1 to the Company's Form 8-K filed on May 8, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.7.
10.8	English translation of concession title granted by the Secretaría de Comunicaciones y Transportes ("SCT") in favor of Ferrocarril del Noreste, S.A. de C.V. ("FNE"), dated December 2, 1996, filed as Exhibit 10.10 to the Company's Form 10-K for the year ended December 31, 2011, filed on February 8, 2012 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.8.
10.8.1	English translation of amendment, dated February 12, 2001, filed as Exhibit 10.10.1 to the Company's Form 10-K for the year ended December 31, 2011, filed on February 8, 2012 (File No. 1-4717), of concession title granted by SCT in favor of KCSM, formerly known as FNE, December 2, 1996, is incorporated herein by reference as Exhibit 10.8.1.

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Exhibit	Description
10.8.2	English translation of amendment no. 2, dated November 22, 2006, filed as Exhibit 10.10.2 to the Company's Form 10-K for the year ended December 31, 2011, filed on February 8, 2012 (File No. 1-4717), of concession title granted by SCT in favor of KCSM, formerly known as FNE, December 2, 1996, amended February 12, 2001, is incorporated herein by reference as Exhibit 10.8.2.
10.9	Lease Agreement, originally dated June 26, 2001 and amended March 26, 2002, between KCSR and Broadway Square Partners LLP, filed as Exhibit 10.34 to the Company's Form 10-K for the year ended December 31, 2001, filed on March 29, 2002 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.9.
10.10	Agreement to Forego Compensation between A. Edward Allinson and the Company, fully executed on March 30, 2001; Loan Agreement between A. Edward Allinson and the Company, fully executed on September 18, 2001; and the Promissory Note executed by the Trustees of The A. Edward Allinson Irrevocable Trust Agreement, dated June 4, 2001, Courtney Ann Arnot, A. Edward Allinson III and Bradford J. Allinson, Trustees, as Maker, and the Company, as Holder, filed as Exhibit 10.36 to the Company's Form 10-K for the year ended December 31, 2002, filed on March 28, 2003 (File No. 1-4717), are incorporated herein by reference as Exhibit 10.10.
10.11	Agreement to Forego Compensation between Michael G. Fitt and the Company, fully executed on March 30, 2001; Loan Agreement between Michael G. Fitt and the Company, fully executed on September 7, 2001; and the Promissory Note executed by the Trustees of The Michael G. and Doreen E. Fitt Irrevocable Insurance Trust, Anne E. Skyes, Colin M-D. Fitt and Ian D.G. Fitt, Trustees, as Maker, and the Company, as Holder, filed as Exhibit 10.37 to the Company's Form 10-K for the year ended December 31, 2002, filed on March 28, 2003 (File No. 1-4717), are incorporated herein by reference as Exhibit 10.11.
10.12	Transaction Agreement, dated December 1, 2005, among the Company, KCSR, Norfolk Southern Corporation and The Alabama Great Southern Railroad Company (the "Transaction Agreement"), filed as Exhibit 10.46 to the Company's Form 10-K for the year ended December 31, 2005, filed on April 7, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.12.
10.12.1	Amendment No. 1 to the Transaction Agreement, dated January 17, 2006, filed as Exhibit 10.47 to the Company's Form 10-K for the year ended December 31, 2005, filed on April 7, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.12.1.
10.12.2	Amendment No. 2 to the Transaction Agreement, dated May 1, 2006, filed as Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2006, filed on May 9, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.12.2.
10.12.3	Limited Liability Company Agreement of Meridian Speedway, LLC, dated May 1, 2006, between the Alabama Great Southern Railroad Company and the Company, filed as Exhibit 10.3 to the Company's Form 10-Q for the quarter ended March 31, 2006, filed on May 9, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.12.3.
10.12.4	Amendment No. 1 and Waiver to Limited Liability Company Agreement, dated August 12, 2011, among Meridian Speedway, LLC, the Company, KCS Holdings, Inc. and The Alabama Great Southern Railroad Company, filed as Exhibit 10.2 to the Company's Form 10-Q for the quarter ended September 30, 2011, filed on October 21, 2011 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.12.4.

10.13	Participation Agreement, dated August 2, 2006, among KCSR, KCSR Trust 2006-1 (acting through Wilmington Trust Company, as owner trustee) ("2006 Trust"), HSH Nordbank AG, New York Branch, Wells Fargo Bank Northwest, National Association, and DVB Bank AG, filed as Exhibit 10.4 to the Company's Form 10-Q for the quarter ended September 30, 2006, filed on November 9, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.13.
10.13.1	Equipment Lease Agreement, dated August 2, 2006, between KCSR and the KCSR Trust 2006-1, filed as Exhibit 10.41 to the Company's Form 10-Q for the quarter ended September 30, 2006, filed on November 9, 2006 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.13.1.
10.14	Participation Agreement, dated September 27, 2007, among KCSR, KCSR 2007-1 Statutory Trust (acting through U.S. Bank Trust National Association, as owner trustee) ("2007 Trust"), U.S. Bank Trust National Association, GS Leasing (KCSR 2007-1) LLC, Wilmington Trust Company, and KfW, filed as Exhibit 10.51 to the Company's Form 10-K for the year ended December 31, 2007, filed on February 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.14.
10.14.1	Equipment Lease Agreement, dated September 27, 2007, between KCSR and the KCSR 2007-1 Statutory Trust, filed as Exhibit 10.52 to the Company's Form 10-K for the year ended December 31, 2007, filed on February 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.14.1.

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Exhibit	Description
10.15*	Kansas City Southern 2008 Stock Option and Performance Award Plan (Amended and Restated February 18, 2015) (the "2008 Plan"), filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.
10.15.1*	Form of Non-Qualified Stock Option Award Agreement under the 2008 Plan, filed as Exhibit 10.47.1 to the Company's Form 10-K for the year ended December 31, 2008, filed on February 17, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.1.
10.15.2*	Form of Restricted Shares Award Agreement (cliff vesting) under the 2008 Plan, filed as Exhibit 10.47.2 to the Company's Form 10-K for the year ended December 31, 2008, filed on February 17, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.2.
10.15.3*	Form of Restricted Shares Award Agreement (graded vesting) under the 2008 Plan, filed as Exhibit 10.47.3 to the Company's Form 10-K for the year ended December 31, 2008, filed on February 17, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.3.
10.15.4*	Form of Restricted Shares Award Agreement under the 2008 Plan (applicable to restricted shares to be purchased), filed as Exhibit 10.47.4 to the Company's Form 10-K for the year ended December 31, 2008, filed on February 17, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.4.
10.15.5*	Form of Restricted Shares Award and Performance Shares Award Agreement under the 2008 Plan, filed as Exhibit 10.47.5 to the Company's Form 10-K for the year ended December 31, 2008, filed on February 17, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.5.
10.15.6*	Form of Restricted Shares Award Agreement (performance based vesting) under the 2008 Plan, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on September 17, 2010 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.6.
10.15.7*	Form of Restricted Shares Award Agreement (Standard Form) under the 2008 Plan, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.7.
10.15.8*	Form of Restricted Shares Award Agreement (for use with the Executive Plan) under the 2008 Plan, filed as Exhibit 10.5 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.8.
10.15.9*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (United States Employees) under the 2008 Plan for the 2012 Long-Term Incentive Program, filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 27, 2012 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.9.
10.15.10*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Non-United States Employees) under the 2008 Plan for the 2012 Long-Term Incentive Program, filed as Exhibit 10.4 to the Company's Current Report on Form 8-K filed on February 27, 2012 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.10.
10.15.11*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (United States Employees) under the 2008 Plan for the 2013 Long-Term Incentive Program, filed as Exhibit 10.1

	to the Company's Current Report on Form 8-K filed on February 27, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.11.
10.15.12*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Non-United States Employees) under the 2008 Plan for the 2013 Long-Term Incentive Program, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 27, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.12.
10.15.13*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (United States Employees) under the 2008 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 10.15.13.
10.15.14*	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Non-United States Employees) under the 2008 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 10.15.14.

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Exhibit	Description
10.15.15	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Employees) under the 2008 Plan, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.15.
10.15.16	Form of Non-Qualified Stock Option, Restricted Share and Performance Share Award Agreement (Independent Contractors) under the 2008 Plan, filed as Exhibit 10.3 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.16.
10.15.17	Performance Share Award Agreement for David Starling dated February 18, 2015, under the 2008 Plan, filed as Exhibit 10.6 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.15.17.
10.16	Participation Agreement (KCSR 2008-1), dated as of April 1, 2008, among KCSR, KCSR 2008-1 Statutory Trust (acting through U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee) ("KCSR 2008-1 Statutory Trust"), U.S. Bank Trust National Association (only in its individual capacity as expressly provided therein), MetLife Capital, Limited Partnership (as Owners Participant), Wilmington Trust Company (as Indenture Trustee) and Export Development Canada (as Loan Participant), filed as Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2008, filed on April 24, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.16.
10.16.1	Equipment Lease Agreement (KCSR 2008-1), dated as of April 1, 2008, between KCSR 2008-1 Statutory Trust (as Lessor) and KCSR (as Lessee), filed as Exhibit 10.3 to the Company's Form 10-Q for the quarter ended March 31, 2008, filed on April 24, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.16.1.
10.17	Loan and Security Agreement, dated February 26, 2008, between KCSM and Export Development Canada, filed as Exhibit 10.1 to the Company's Form 10-Q for the quarter ended March 31, 2008, filed on April 24, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.17.
10.18	Loan Agreement, dated as of September 24, 2008, between KCSM and DVB Bank AG, filed as Exhibit 10.1 to the Company's Form 10-Q for the quarter ended September 30, 2008, filed on October 28, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.18.
10.19*	English translation of the Employment Agreement, dated April 20, 2006, between Kansas City Southern de México, S.A. de C.V. and José Guillermo Zozaya Delano, filed as Exhibit 10.4 to the Company's Form 10-Q for the quarter ended March 31, 2009, filed on April 30, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.19.
10.19.1*	English translation of Amendment Agreement to the Individual Indefinite Employment Contract of April 20, 2006, dated May 27, 2009, between KCSM and José Guillermo Zozaya Delano, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on June 2, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.19.1.
10.20*	Employment Agreement, dated August 15, 2008, between KCSR and Michael W. Upchurch, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on October 22, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.20.

10.20.1*	Amendment to Employment Agreement dated December 17, 2012, between KCSR and Michael W. Upchurch, filed as Exhibit 10.28.1 to the Company's Form 10-K for the year ended December 31, 2012, filed on February 4, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.20.1.
10.21*	Employment Agreement, dated September 10, 2008, between KCSR and David Starling, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on September 15, 2008 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.21.
10.21.1*	Addendum to Employment Agreement, dated June 28, 2010, among the Company, KCSR and David L. Starling, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, filed on June 29, 2010 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.21.1.
10.21.2*	Amendment to Employment Agreement dated December 17, 2012, between KCSR and David L. Starling, filed as Exhibit 10.29.2 to the Company's Form 10-K for the year ended December 31, 2012, filed on February 4, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.21.2.
10.21.3*	Retention Agreement dated February 18, 2015, between the Company and David Starling, filed as Exhibit 10.8 to the Company's Current Report on Form 8-K filed on February 23, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.21.3.
10.22*	Employment Agreement, dated September 28, 2009, between KCSR and Mary K. Stadler, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on October 2, 2009 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.22.

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Exhibit	Description
10.22.1*	Amendment to Employment Agreement dated December 17, 2012, between KCSR and Mary K. Stadler, filed as Exhibit 10.30.1 to the Company's Form 10-K for the year ended December 31, 2012, filed on February 4, 2013 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.22.1.
10.23	Trackage Rights Agreement, dated February 9, 2010, between KCSM and Ferromex, filed as Exhibit 10.2 to the Company's Form 10-Q for the quarter ended March 31, 2010, filed on April 27, 2010 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.23.
10.24	Form of Loan Agreement between General Electric Capital Corporation and KCSM, dated September 1, 2011, filed as Exhibit 10.1 to the Company's Form 10-Q for the quarter ended September 30, 2011, filed on October 21, 2011 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.24.
10.25	Financing Agreement dated as of February 21, 2012, between The Kansas City Southern Railway Company and the United States of America represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on February 22, 2012 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.25.
10.26	Financing Agreement between The Texas-Mexican Railway Company and the Federal Railroad Administration, dated June 28, 2005, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed on August 15, 2005 (File No. 1-04717), are incorporated herein by reference as Exhibit 10.26.
10.26.1	Pledge Agreement between Mexrail, Inc. and the Federal Railroad Administration, and Guaranty of Mexrail, Inc. in favor of the Federal Railroad Administration, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed on August 15, 2005 (File No. 1-04717), are incorporated herein by reference as Exhibit 10.26.1.
10.27	Credit Agreement dated as of October 22, 2014, by and among KCSII, the Company, the other Guarantors, and The Bank of Tokyo-Mitsubishi UFJ, Ltd, filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 24, 2014 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.27.
10.28	Credit Agreement, dated December 9, 2015, among the Company, the guarantors party thereto, the various financial institutions and other persons from time to time parties thereto as lenders, Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Citibank, N.A., as co-syndication agents and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC and Citigroup Global Markets Inc., as joint lead arrangers and joint bookrunning managers, filed as exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 15, 2015 (File No. 1-4717), is incorporated herein by reference as Exhibit 10.28.
12.1	Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of the Company
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm, is attached to this Form 10-K as Exhibit 23.1.
24.1	Power of Attorney (contained in the signature page herein).

31.1	Certification of David L Starling, Chief Executive Officer of the Company, is attached to this Form 10-K as Exhibit 31.1.
31.2	Certification of Michael W. Upchurch, Chief Financial Officer of the Company, is attached to this Form 10-K as Exhibit 31.2.
32.1	Certification of David L. Starling, Chief Executive Officer of the Company, furnished pursuant to 18 U.S.C. Section 1350, is attached to this Form 10-K as Exhibit 32.1.
32.2	Certification of Michael W. Upchurch, Chief Financial Officer of the Company, furnished pursuant to 18 U.S.C. Section 1350, is attached to this Form 10-K as Exhibit 32.2.
101	The following financial information from Kansas City Southern's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language) includes: (i) Consolidated Statements of Income for the years ended December 31, 2015, 2014 and 2013, (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014, and 2013, (iii) Consolidated Balance Sheets as of December 31, 2015 and December 31, 2014, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014, and 2013, (v) Consolidated Statements of Changes in Equity for the Three Years ended December 31, 2015, 2014, and 2013, and (vi) the Notes to Consolidated Financial Statements.

* Management contract or compensatory plan or arrangement.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) 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.

Kansas City Southern

By: /S/ DAVID L. STARLING
David L. Starling
Chief Executive Officer and Director

January 29, 2016

POWER OF ATTORNEY

Know all people by these presents, that each person whose signature appears below constitutes and appoints David L. Starling and Michael W. Upchurch, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any amendments to this annual report on Form 10-K, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or could do in person, hereby confirming all that said attorneys-in-fact and agents or either of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities indicated on January 29, 2016.

Signature	Title
/S/ DAVID L. STARLING David L. Starling	Chief Executive Officer and Director.
/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).
/S/ ROBERT J. DRUTEN Robert J. Druten	Chairman of the Board and Director.
/S/ LU M. CÓRDOVA Lu M. Córdova	Director.
/S/ HENRY R. DAVIS Henry R. Davis	Director.

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Signature	Title
/S/ ANTONIO O. GARZA, JR. Antonio O. Garza, Jr.	Director.
/S/ THOMAS A. MCDONNELL Thomas A. McDonnell	Director.
/S/ RODNEY E. SLATER Rodney E. Slater	Director.

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Index to Exhibits

Exhibit	Document
12.1	Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of the Company
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm
31.1	Certification of David L. Starling pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Michael W. Upchurch pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of David L. Starling furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Michael W. Upchurch furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from Kansas City Southern's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language) includes: (i) Consolidated Statements of Income for the years ended December 31, 2015, 2014 and 2013, (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014 and 2013, (iii) Consolidated Balance Sheets as of December 31, 2015 and December 31, 2014, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013, (v) Consolidated Statements of Changes in Equity for the three years ended December 31, 2015, 2014 and 2013, and (vi) the Notes to Consolidated Financial Statements.