

KANSAS CITY SOUTHERN
 Form 424B3
 June 27, 2016
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 Registration No. 333-211427

Prospectus

Kansas City Southern

Offers to Exchange

up to the amount of each series of the Exchange Notes specified below and the related guarantees,

which have been registered under the Securities Act of 1933, as amended,

for

any and all of its unregistered

Outstanding Notes of the series specified below and the related guarantees

Series of Outstanding Notes to be Exchanged	Principal Amount Outstanding of Outstanding Notes	CUSIP Nos.	Series of Exchange Notes to be Issued	Maximum Principal Amount of Exchange Notes to be Issued
Floating Rate Senior Notes due 2016	\$ 244,820,000	485170 AM6 U24468 AD9	Floating Rate Senior Notes due 2016	\$ 244,820,000
2.35% Senior Notes due 2020	\$ 257,346,000	485170 AN4 U24468 AE7 485170 AZ7	2.35% Senior Notes due 2020	\$ 257,346,000
3.00% Senior Notes due 2023	\$ 439,123,000	485170 AP9 U24468 AF4	3.00% Senior Notes due 2023	\$ 439,123,000
3.85% Senior Notes due 2023	\$ 199,224,000	485170 AK0 U24468 AA5	3.85% Senior Notes due 2023	\$ 199,224,000

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485170 AY0

U24468 AG2

4.30% Senior Notes due 2043	\$ 448,651,000	485170 AJ3	4.30% Senior Notes due 2043	\$ 448,651,000
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U24468 AB3

485170 AX2

4.95% Senior Notes due 2045	\$ 499,165,000	485170 AL8	4.95% Senior Notes due 2045	\$ 499,165,000
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U24468 AC1

485170 AW4

Kansas City Southern (KCS) is offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (the Exchange Offers): (i) up to \$244,820,000 in aggregate principal amount of our new Floating Rate Senior Notes due 2016 (the 2016 Exchange Notes), which have been registered under the Securities Act of 1933, as amended (the Securities Act), for any and all of our outstanding unregistered Floating Rate Senior Notes due 2016 (the Outstanding 2016 Notes), (ii) up to \$257,346,000 in aggregate principal amount of our new 2.35% Senior Notes due 2020 (the 2020 Exchange Notes), which have been registered under the Securities Act, for any and all of our outstanding unregistered 2.35% Senior Notes due 2020 (the

Outstanding 2020 Notes), (iii) up to \$439,123,000 in aggregate principal amount of our new 3.00% Senior Notes due 2023 (the 3.00% 2023 Exchange Notes), which have been registered under the Securities Act, for any and all of our outstanding unregistered 3.00% Senior Notes due 2023 (the Outstanding 3.00% 2023 Notes), (iv) up to \$199,224,000 in aggregate principal amount of our new 3.85% Senior Notes due 2023 (the 3.85% 2023 Exchange Notes), which have been registered under the Securities Act, for any and all of our outstanding unregistered 3.85% Senior Notes due 2023 (the Outstanding 3.85% 2023 Notes), (v) up to \$448,651,000 in aggregate principal amount of our new 4.30% Senior Notes due 2043 (the 2043 Exchange Notes), which have been registered under the Securities Act, for any and all of our outstanding unregistered 4.30% Senior Notes due 2043 (the Outstanding 2043 Notes) and (vi) up to \$499,165,000 in aggregate principal amount of our new 4.95% Senior Notes due 2045 (the 2045 Exchange Notes and, together with the 2016 Exchange Notes, the 2020 Exchange Notes, the 3.00% 2023 Exchange Notes, the 3.85% 2023 Exchange Notes and the 2043 Exchange Notes, the Exchange Notes), which have been registered under the Securities Act, for any and all of our outstanding unregistered 4.95% Senior Notes due 2045 (the Outstanding 2045 Notes and, together with the Outstanding 2016 Notes, the Outstanding 2020 Notes, the Outstanding 3.00% 2023 Notes, the Outstanding 3.85% 2023 Notes and the Outstanding 2043 Notes, the Outstanding Notes); and, the Outstanding Notes, together with the Exchange Notes, the Notes).

Upon completion of the Exchange Offers, with respect to each series of Exchange Notes to be issued in the applicable Exchange Offer, KCS may redeem any related Outstanding Notes that are not exchanged in the applicable Exchange Offer in an amount up to 2% of the original aggregate principal amount of such Outstanding Notes at a redemption price of 100% of their principal amount plus accrued interest to but not including the redemption date.

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The Exchange Offers

We hereby offer to exchange all Outstanding Notes that are validly tendered and not validly withdrawn for an equal principal amount of applicable Exchange Notes which we have registered under the Securities Act.

The Exchange Offers will expire at 11:59 p.m., New York City time, on July 25, 2016 (the Expiration Date), unless extended by us.

You may withdraw tenders of Outstanding Notes at any time prior to the Expiration Date of the applicable Exchange Offer.

The terms of each series of Exchange Notes are identical in all material respects to the terms of the applicable series of Outstanding Notes, except that the Exchange Notes have been registered under the Securities Act and the transfer restrictions and registration rights relating to the Outstanding Notes do not apply to the Exchange Notes.

The exchange of Outstanding Notes for Exchange Notes will not be a taxable transaction for U.S. federal income tax purposes. You should see the discussion in the section entitled Material Federal Income Tax Considerations for more information.

Outstanding Notes that are not exchanged will remain outstanding, but will not have further registration rights.

We will not receive any proceeds from the Exchange Offers.

Each broker-dealer that receives Exchange Notes for its own account in exchange for Outstanding Notes, where such Outstanding Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. See Plan of Distribution.

See Risk Factors beginning on page 13 of this prospectus for a discussion of risks you should consider before participating in the Exchange Offers.

Neither the Securities and Exchange Commission (the SEC) nor any state securities commission has approved or disapproved the notes to be distributed in the Exchange Offers, nor have any of these organizations determined that this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus is June 27, 2016.

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ABOUT THIS PROSPECTUS

In this prospectus, unless the context requires otherwise, references to KCS, we or the Issuer mean Kansas City Southern and its consolidated subsidiaries, and references to the Exchange Note Guarantors refer to each of KCS's current and future domestic subsidiaries that guarantee the Notes.

We have not authorized anyone to provide you with information other than that contained in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are making the Exchange Offers only in jurisdictions where such offers are permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus or the date of the document incorporated herein by reference.

This prospectus incorporates by reference important business and financial information about KCS from documents filed with the SEC that have not been included herein or delivered herewith. This information is available without charge at the public reference room maintained by the SEC, located at 100 F Street, NE, Washington, D.C. 20549, and copies of all or any part of the registration statement, of which this prospectus forms a part, may be obtained from the SEC on the payment of the fees prescribed by the SEC. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. This information is also available without charge at the website that the SEC maintains at www.sec.gov. In addition, you may request copies of the documents incorporated by reference in this prospectus from us, without charge, by written or oral request directed to Kansas City Southern, Attention: Corporate Secretary, 427 West 12th Street, Kansas City, Missouri 64105, telephone (888) 800-3690, or on our website at www.KCSouthern.com. The information contained on or that can be accessed through our website (other than the specified SEC filings incorporated by reference in this prospectus) is not incorporated in, and is not a part of, this prospectus, and you should not rely on any such information in connection with your decision to exchange your Outstanding Notes for Exchange Notes. **To obtain timely delivery of documents or information, we must receive your request no later than five business days before the Expiration Date of the Exchange Offers.**

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offers must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Outstanding Notes where such Outstanding Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. KCS has agreed that, starting on the Expiration Date and ending on the close of business 180 days after the Expiration Date, it will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

We have not provided guaranteed delivery provisions in connection with the Exchange Offers. You must tender your Outstanding Notes in accordance with the procedures set forth herein.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus, including the documents incorporated by reference herein, contains forward-looking statements that are not based upon historical information and involve risks and uncertainties. You can identify these forward-looking statements by the use of such verbs as expects, anticipates, believes or similar verbs or conjugations of such verbs. Such forward-looking statements are based upon information currently available to KCS's management and KCS's management's perception thereof as of the date of this prospectus. However, such statements are dependent on and, therefore, can be influenced by, a number of external variables over which KCS's management has little or no control, including:

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 Kansas City Southern de México, S.A. de C.V.'s (KCSM) Concession by the Mexican government;

natural events such as severe weather, fire, floods, hurricanes, earthquakes or other disruptions to KCS'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 KCS'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;

changes in labor costs and labor difficulties, including strikes and work stoppages affecting either operations or customers' abilities to deliver goods for shipment;

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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;

fluctuations in the market price for KCS's common stock; and

other factors described or incorporated by reference in this prospectus.

You are strongly encouraged to consider these factors when evaluating forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the timing when, or by which, such performance or results will be achieved. As a result, actual outcomes or results could materially differ from those indicated in forward-looking statements. We are not under any obligation, and we expressly disclaim any obligation, to update or alter any forward-looking statements.

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INCORPORATION BY REFERENCE

We are incorporating by reference specified documents that KCS files with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus. We incorporate by reference into this prospectus the documents listed below that have previously been filed, and any future filings KCS makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the Expiration Date. Notwithstanding the above, we are not incorporating any documents or information deemed to have been furnished rather than filed in accordance with SEC rules.

KCS's Annual Report on Form 10-K for the fiscal year ended December 31, 2015;

KCS's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2016;

KCS's Current Reports on Form 8-K filed on February 25, 2016, March 1, 2016, March 15, 2016, May 10, 2016 and May 17, 2016; and

KCS's Definitive Proxy Statement filed on April 5, 2016.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Any person, including any beneficial owner, to whom this prospectus is delivered may request copies of this prospectus and any of the documents incorporated by reference in this prospectus, without charge, by written or oral request directed to Kansas City Southern, Attention: Corporate Secretary, 427 West 12th Street, Kansas City, Missouri 64105, telephone (888) 800-3690, or on our website at www.KCSouthern.com, or from the SEC through the SEC's website at the web address provided in the section entitled "Where You Can Find More Information." Documents incorporated by reference are available without charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference into those documents.

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SUMMARY

This summary highlights information about KCS and the Exchange Offers. Because it is a summary, it does not contain all the information that you should consider before tendering Outstanding Notes for exchange and KCS urges you to read this entire prospectus carefully, including the Risk Factors section and the information and documents incorporated by reference herein, including KCS's financial statements and notes thereto, before deciding to tender Outstanding Notes for exchange.

Our Company

KCS, 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. KCS 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 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. KCS also controls and owns 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.

KCS 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.

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, an unconsolidated joint venture company owned equally by KCS and Mi-Jack Products, Inc., 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.

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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., a wholly-owned and consolidated affiliate that provides employee services to KCSM;

Ferrocarril y Terminal del Valle de México, S.A. de C.V., 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, 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.

Recent Developments

On May 16, 2016, KCS issued \$250.0 million in aggregate principal amount of 3.125% Senior Notes due 2026 pursuant to KCS's shelf registration statement filed with the SEC. KCS intends to use the proceeds from the offering for (i) the repayment at maturity of KCS's Floating Rate Senior Notes due 2016 (\$244.8 million outstanding as of March 31, 2016) and KCSM's Floating Rate Senior Notes due 2016 (\$5.2 million outstanding as of March 31, 2016) and (ii) general corporate purposes, including the repayment of outstanding commercial paper issued by KCS.

Our Corporate Information

Our principal executive offices are located at: 427 West 12th Street, Kansas City, Missouri 64105. Our telephone number is (816) 983-1303 and we have a website accessible at www.KCSouthern.com. The information posted on our website is not incorporated into this prospectus and is not part of this prospectus.

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SUMMARY DESCRIPTION OF THE EXCHANGE OFFERS

The following summary is provided solely for your convenience. This summary is not intended to be complete. You should read the full text and more specific details contained elsewhere in this prospectus. For a more detailed description of the Exchange Notes, see Description of Exchange Notes.

Exchange Offers

We are conducting the Exchange Offers in accordance with the registration rights agreement, dated as of December 9, 2015, among KCS, the Guarantors, and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as dealer managers and solicitations agents (the Dealer Managers) (the Registration Rights Agreement), that was executed when the Outstanding Notes were issued in a transaction conducted in reliance upon the exemptions from registration provided by Rule 144A and Regulation S promulgated under the Securities Act. Accordingly, we are offering to issue:

- (i) up to \$244,820,000 in aggregate principal amount of 2016 Exchange Notes in exchange for a like principal amount of the Outstanding 2016 Notes;
- (ii) up to \$257,346,000 in aggregate principal amount of 2020 Exchange Notes in exchange for a like principal amount of the Outstanding 2020 Notes to satisfy our obligations under the Registration Rights Agreement;
- (iii) up to \$439,123,000 in aggregate principal amount of 3.00% 2023 Exchange Notes in exchange for a like principal amount of the Outstanding 3.00% 2023 Notes to satisfy our obligations under the Registration Rights Agreement;
- (iv) up to \$199,224,000 in aggregate principal amount of 3.85% 2023 Exchange Notes in exchange for a like principal amount of the Outstanding 3.85% 2023 Notes to satisfy our obligations under the Registration Rights Agreement;
- (v) up to \$448,651,000 in aggregate principal amount of 2043 Exchange Notes in exchange for a like principal amount of the Outstanding 2043 Notes to satisfy our obligations under the Registration Rights Agreement; and

(vi) up to \$499,165,000 in aggregate principal amount of 2045 Exchange Notes in exchange for a like principal amount of the Outstanding 2045 Notes to satisfy our obligations under the Registration Rights Agreement.

Expiration Date

The Exchange Offers will expire on the Expiration Date, unless extended by us in our sole discretion. We may extend any of the Exchange Offers without extending any of the other Exchange Offers.

Withdrawal; Non-Acceptance

You may withdraw any Outstanding Notes tendered in the Exchange Offers at any time prior to the applicable Expiration Date. If we decide for any reason not to accept any Outstanding Notes tendered

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for exchange, the Outstanding Notes will be returned to the registered holder at our expense promptly after the applicable Expiration Date or termination of the applicable Exchange Offer. In the case of the Outstanding Notes tendered by book-entry transfer into the Exchange Agent's (as defined below) account at The Depository Trust Company (DTC), any withdrawn or unaccepted Outstanding Notes will be credited to the tendering holder's account at DTC. For further information regarding the withdrawal of tendered Outstanding Notes, see the sections entitled "The Exchange Offers Terms of the Exchange Offers; Period for Tendering Outstanding Notes" and the "The Exchange Offers Withdrawal Rights."

Conditions to the Exchange Offers

Each of the Exchange Offers is subject to customary conditions, including the following:

the Exchange Offer does not violate applicable law or any applicable interpretations of the staff of the SEC;

the Outstanding Notes are validly tendered in accordance with the applicable Exchange Offer;

no action or proceeding would impair our ability to proceed with the Exchange Offer; and

any governmental approval has been obtained that we believe, in our sole discretion, is necessary for the completion of the Exchange Offer as outlined in this prospectus.

Procedures for Tendering the Outstanding Notes

You must do one of the following on or prior to the Expiration Date to participate in the Exchange Offers:

tender your Outstanding Notes by sending the certificates for your Outstanding Notes, in proper form for transfer, a properly completed and duly executed letter of transmittal, with any required signature guarantees, and all other documents required by the letter of transmittal, to U.S. Bank National Association, as exchange agent (the Exchange Agent), at one of the addresses listed below in the section entitled "The Exchange Offers Exchange Agent"; or

tender your Outstanding Notes by using the book-entry transfer procedures described below and transmitting a properly completed and duly executed letter of transmittal, with any required signature guarantees, or an Agent's Message (as defined below) instead of the letter of transmittal, to the Exchange Agent. In order for a book-entry transfer to constitute a valid tender of your Outstanding Notes in the applicable Exchange Offer, the Exchange Agent must receive a confirmation of book-entry transfer of your Outstanding Notes into its account at DTC prior to the Expiration Date. For more information regarding the use of book-entry transfer procedures, including a description of the required Agent's Message, see the discussion below in the section entitled "The Exchange Offers Book-Entry Transfers."

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We have not provided guaranteed delivery provisions in connection with the Exchange Offers. You must tender your Outstanding Notes in accordance with the procedures set forth in the section entitled "The Exchange Offers - Procedures for Tendering Outstanding Notes."

Special Procedures for Beneficial Owners If you are a beneficial owner whose Outstanding Notes are registered in the name of the broker, dealer, commercial bank, trust company or other nominee and you wish to tender your Outstanding Notes in the Exchange Offers, you should promptly contact the person in whose name the Outstanding Notes are registered and instruct that person to tender on your behalf. If you wish to tender in the Exchange Offers on your own behalf, prior to completing and executing the letter of transmittal (or any Agent's Message in lieu thereof) and delivering your Outstanding Notes, you must either make appropriate arrangements to register ownership of the Outstanding Notes in your name or obtain a properly completed bond power from the person in whose name the Outstanding Notes are registered.

Material Federal Income Tax Considerations The exchange of the Outstanding Notes for Exchange Notes in the Exchange Offers will not be a taxable transaction for United States federal income tax purposes. See the discussion in the section entitled "Material Federal Income Tax Considerations" for more information regarding the tax consequences to you of the Exchange Offers.

Use of Proceeds We will not receive any proceeds from the Exchange Offers.

Exchange Agent U.S. Bank National Association is the Exchange Agent for the Exchange Offers. You can find the address and telephone number of the Exchange Agent below in the section entitled "The Exchange Offers - Exchange Agent."

Resales Based on interpretations by the staff of the SEC, as set forth in no-action letters issued to third parties, we believe that the Exchange Notes you receive in the Exchange Offers may be offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act. However, you will not be able to freely transfer the Exchange Notes if:

you are our affiliate, as defined in Rule 405 under the Securities Act;

you are not acquiring the Exchange Notes in the applicable Exchange Offer in the ordinary course of your business; or

you are engaged in or intend to engage in, or have an arrangement or understanding with any person to participate in, the distribution, as defined in the Securities Act, of the Exchange Notes you will receive in the applicable Exchange Offer.

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If any of the statements above apply to you, you cannot rely on the position of the SEC staff described above and you must, therefore, comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the Exchange Notes, unless an exemption from these requirements is available to you. In that case, if you transfer any Exchange Notes without delivering a prospectus that meets the requirements of the Securities Act or without an exemption from registration of your Exchange Notes from those requirements, you may incur liability under the Securities Act. We will not assume or indemnify you against that liability. In addition, the SEC has not considered the Exchange Offers in the context of its interpretive letters and we cannot be sure that the staff of the SEC would make a similar determination with respect to the Exchange Offers as in such other circumstances.

Broker-Dealer

Each broker-dealer that receives Exchange Notes for its own account in exchange for Outstanding Notes, where such Outstanding Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. See Plan of Distribution.

Consequences of Not Exchanging
Outstanding Notes

If you do not exchange Outstanding Notes for Exchange Notes, you will not be able to offer, sell or otherwise transfer your Outstanding Notes except:

in compliance with the registration requirements of the Securities Act and any other applicable securities laws;

pursuant to an exemption from the securities laws; or

in a transaction not subject to the securities laws.

Outstanding Notes that remain outstanding after completion of the Exchange Offers will continue to bear a legend reflecting these restrictions on transfer. In addition, upon completion of the Exchange Offers, you will not be entitled to any rights to have the resale of Outstanding Notes registered under the Securities Act, and we currently do not intend to register under the Securities Act the resale of any Outstanding Notes that remain outstanding after the completion of the Exchange Offers. The transfer restrictions and the availability of Exchange Notes that are freely tradable could adversely affect the trading

market for your Outstanding Notes.

Upon completion of the Exchange Offers, with respect to each series of Exchange Notes to be issued in the applicable Exchange Offer, KCS may redeem any related Outstanding Notes that are not exchanged in the applicable Exchange Offer in an amount up to 2% of the original aggregate principal amount of such Outstanding Notes at a redemption price of 100% of their principal amount plus accrued interest to but not including the redemption date.

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SUMMARY DESCRIPTION OF THE EXCHANGE NOTES

The terms of the Exchange Notes and those of the Outstanding Notes are substantially identical, except that the transfer restrictions and registration rights relating to the Outstanding Notes do not apply to the Exchange Notes. For a more detailed description of the Exchange Notes, see the sections entitled Description of Exchange Notes.

Issuer	Kansas City Southern
Securities Offered	<p>Up to \$244,820,000 aggregate principal amount of Floating Rate Senior Notes due 2016;</p> <p>Up to \$257,346,000 aggregate principal amount of 2.35% Senior Notes due 2020;</p> <p>Up to \$439,123,000 aggregate principal amount of 3.00% Senior Notes due 2023;</p> <p>Up to \$199,224,000 aggregate principal amount of 3.85% Senior Notes due 2023;</p> <p>Up to \$448,651,000 aggregate principal amount of 4.30% Senior Notes due 2043; and</p> <p>Up to \$499,165,000 aggregate principal amount of 4.95% Senior Notes due 2045.</p>
Maturity Dates	<p>The 2016 Exchange Notes will mature on October 28, 2016.</p> <p>The 2020 Exchange Notes will mature on May 15, 2020.</p> <p>The 3.00% 2023 Exchange Notes will mature on May 15, 2023.</p> <p>The 3.85% 2023 Exchange Notes will mature on November 15, 2023.</p> <p>The 2043 Exchange Notes will mature on May 15, 2043.</p>

The 2045 Exchange Notes will mature on August 15, 2045.

Interest Rate and Payment Dates

The 2016 Exchange Notes will have a floating interest rate equal to the three-month U.S. dollar LIBOR plus 70 basis points per annum, payable in cash on July 28, 2016 and October 28, 2016.

The 2020 Exchange Notes will have an interest rate of 2.35% per annum, payable in cash on May 15 and November 15 of each year, beginning on November 15, 2016.

The 3.00% 2023 Exchange Notes will have an interest rate of 3.00% per annum, payable in cash on May 15 and November 15 of each year, beginning on November 15, 2016.

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The 3.85% 2023 Exchange Notes will have an interest rate of 3.85% per annum, payable in cash on May 15 and November 15 of each year, beginning on November 15, 2016.

The 2043 Exchange Notes will have an interest rate of 4.30% per annum, payable in cash on May 15 and November 15 of each year, beginning on November 15, 2016.

The 2045 Exchange Notes will have an interest rate of 4.95% per annum, payable in cash on February 15 and August 15 of each year, beginning on August 15, 2016.

Interest on the Exchange Notes of a series will accrue from the most recent date on which interest has been paid on the corresponding series of Outstanding Notes or, if no interest has been paid, from and including the date of issuance of the corresponding series of Outstanding Notes.

Exchange Note Guarantees

The Exchange Notes will be unconditionally guaranteed, jointly and severally, on an unsecured senior basis (each, an Exchange Note Guarantee), by each of KCS's current and future domestic subsidiaries (collectively, the Exchange Note Guarantors) that from time to time guarantee the \$800.0 million revolving credit facility of KCS (the KCS Revolving Credit Facility) or any other debt of KCS or any of KCS's significant subsidiaries that is an Exchange Note Guarantor. See Description of Exchange Notes Exchange Note Guarantees. The Exchange Notes will not be guaranteed by KCSM or any other current or future foreign subsidiary of KCS.

Ranking

The Exchange Notes (i) will be KCS's unsecured senior obligations, (ii) will rank *pari passu* in right of payment with all of KCS's existing and future senior indebtedness, (iii) will be senior in right of payment to all of KCS's future subordinated indebtedness, (iv) will be effectively subordinated to KCS's secured indebtedness, to the extent of the value of the assets securing such indebtedness and (v) will be structurally subordinated to all liabilities of KCS's subsidiaries that are not Exchange Note Guarantors.

The Exchange Note Guarantees (i) will be unsecured senior indebtedness of the applicable Exchange Note Guarantor, (ii) will rank *pari passu* in right of payment with all existing and future senior indebtedness of such Exchange Note Guarantor, (iii) will be senior in right of payment to all future subordinated obligations of such Exchange Note Guarantor, (iv)

will be effectively subordinated to the secured indebtedness of the applicable Exchange Note Guarantor, if any, to the extent of the value of the assets securing such secured indebtedness and (v) will be structurally subordinated to all liabilities of the applicable Exchange Note Guarantor's subsidiaries that are not Exchange Note Guarantors. See Description of Exchange Notes Ranking.

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As of March 31, 2016, KCS and its subsidiaries had (a) \$746.0 million of availability under the KCS Revolving Credit Facility and (b) total indebtedness of \$2,368.6 million, consisting of (i) \$2,171.6 million of senior indebtedness of KCS and the Exchange Note Guarantors, of which \$54.5 million was secured indebtedness and (ii) \$197.0 million of senior indebtedness of subsidiaries of KCS that are not Exchange Note Guarantors. In addition, on May 16, 2016, KCS issued \$250.0 million in aggregate principal amount of 3.125% Senior Notes due 2026.

Optional Redemption

KCS may redeem some or all of the Exchange Notes (other than the 2016 Exchange Notes) at any time and from time to time at the prices described under the heading **Description of Exchange Notes Optional Redemption**.

In addition, upon completion of the Exchange Offers, with respect to each series of Exchange Notes to be issued in the applicable Exchange Offer, KCS may redeem any related Outstanding Notes that are not exchanged in the applicable Exchange Offer in an amount up to 2% of the original aggregate principal amount of such Outstanding Notes at a redemption price of 100% of their principal amount plus accrued interest to but not including the redemption date.

Change of Control Repurchase Event

Upon a Change of Control Repurchase Event (as defined under **Description of Exchange Notes Certain Definitions**), KCS will be required to make an offer to repurchase each series of Exchange Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but excluding the date of repurchase. See **Description of Exchange Notes Covenants Change of Control Repurchase Event**.

Covenants

Each series of Exchange Notes will be issued as a separate series under a base indenture dated December 9, 2015, as supplemented by a separate supplemental indenture, which will contain covenants with respect to, among other things:

the creation of liens by KCS or any of KCS's significant subsidiaries that is an Exchange Note Guarantor;

the incurrence of indebtedness by subsidiaries of KCS that are not Exchange Note Guarantors; and

the merger, consolidation or sale of all or substantially all of KCS's or any Exchange Notes Guarantors' property and assets.

These covenants are subject to a number of important qualifications and exceptions. See Description of Exchange Notes' Covenants.

Denominations

The Exchange Notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Governing Law

The base indenture and the supplemental indentures are, and the Exchange Notes will be, governed by New York law.

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Taxation	For a summary of the U.S. federal income tax consequences of an investment in the Exchange Notes, see Material Federal Income Tax Considerations.
No Public Trading Market	The Exchange Notes are a new issue of securities, and there is currently no established trading market for the Exchange Notes. We do not intend to list the Exchange Notes offered hereby on any national securities exchange or to arrange for quotation on any automated dealer quotation systems. We cannot assure you that an active trading market for the Exchange Notes will develop.
Risk Factors	Tendering your Outstanding Notes in the Exchange Offers involves risks. You should carefully consider the information in the section entitled Risk Factors in this prospectus.

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The following table sets forth KCS's selected historical consolidated financial information. The selected historical consolidated financial information as of and for the three months ended March 31, 2016 and 2015 is unaudited and has been derived from KCS's unaudited historical consolidated financial statements and related notes included in KCS's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, which is incorporated by reference into this prospectus. The selected historical consolidated financial information as of December 31, 2015 and 2014 and for the years ended December 31, 2015, 2014 and 2013 has been derived from KCS's historical consolidated financial statements, which have been audited by KPMG LLP and are included in KCS's 2015 Annual Report on Form 10-K, which is incorporated by reference into this prospectus. The selected historical consolidated financial information as of December 31, 2013, 2012 and 2011 and for the years ended December 31, 2012 and 2011 has been derived from our audited financial statements that are not included or incorporated by reference into this prospectus.

This information is only a summary. You should read the data set forth in the table below in conjunction with the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in KCS's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2016 and KCS's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, which are incorporated by reference in this prospectus, and KCS's consolidated financial statements which are incorporated by reference in this prospectus.

	As of and For the Year Ended December 31,					As of and For the Three Months Ended	
	2015	2014	2013	2012	2011	March 31, 2016	2015
	<i>(in millions, except per share amount)</i>						
Earnings From Continuing Operations							
Revenues	\$ 2,418.8	\$ 2,577.1	\$ 2,369.3	\$ 2,238.6	\$ 2,098.3	\$ 562.7	\$ 603.1
Operating expenses ⁽ⁱ⁾⁽ⁱⁱ⁾⁽ⁱⁱⁱ⁾	1,615.0	1,768.0	1,630.7	1,522.7	1,486.7	374.8	424.9
Operating income	\$ 803.8	\$ 809.1	\$ 738.6	\$ 715.9	\$ 611.6	\$ 187.9	\$ 178.2