

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

National Stock Yards Company

2501 Exchange Avenue – Room 107
Oklahoma City, OK 73108

405-235-8675
Oknationalstockyards.com
office@okstockyards.com

Quarterly Report

For the period ending March 31, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

43,612 as of March 31, 2024 (*Current Reporting Period Date or More Recent Date*)

43,612 as of March 31, 2024 (*Most Recent Completed Fiscal Year End*)

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

National Stock Yards Company

Current State and Date of Incorporation or Registration: Delaware 3-18-1932

Standing in this jurisdiction: (e.g. active, default, inactive): Yes

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer's principal executive office:

2501 Exchange Avenue – Room 107 – Oklahoma City, OK 73108

Address of the issuer's principal place of business:

☐ Check if principal executive office and principal place of business are the same address:

2501 Exchange Avenue – Room 107 – Oklahoma City, OK 73108

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Computershare

Phone: 303-262-0710

Email: brooke.webb@computershare.com

Address: P.O. Box 50500, Louisville, KY 40233

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>NSYC</u>	
Exact title and class of securities outstanding:	<u>C01-Common</u>	
CUSIP:	<u>637858101</u>	
Par or stated value:	<u>0</u>	
Total shares authorized:	<u>73,100</u>	as of date: <u>March 31, 2024</u>
Total shares outstanding:	<u>43,612</u>	as of date: <u>March 31, 2024</u>
Total number of shareholders of record:	<u>47</u>	as of date: <u>March 31, 2024</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

N/S

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>N/A</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>N/A</u>	
Total shares authorized:	<u>N/A</u>	as of date: _____
Total shares outstanding (if applicable):	<u>N/A</u>	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

Holders of Common Stock, are entitled to receive such dividends and other distributions as may be authorized and declared by the Board of Directors from time to time. Each holder of shares of Common Stock is entitled to one vote for each share of Common Stock held on all matters submitted to a vote of stockholders of National Stock Yards Company. The holders of Common Stock vote together as a single class. Holders of Common Stock are not entitled to preemptive rights.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

N/A

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date _____	Common: _____ Preferred: _____								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Shares Outstanding on Date of This Report:	
<u>Ending Balance:</u>	
Date _____	Common: _____
	Preferred: _____

Example: A company with a fiscal year end of March 31st 2024, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through March 31, 2024 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: ☐ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Livestock - we offer cattle for sale every week at Oklahoma National Stockyards in Oklahoma City, OK. Our operations are live auctions.

Real Estate - we have properties, offices and buildings for rent and short-term or long-term lease. We also offer properties for sale.

B. List any subsidiaries, parent company, or affiliated companies.

Oklahoma National Stockyards - Oklahoma City, OK

St. Louis National Stockyards - St. Louis, IL

East St Louis Junction Railroad - St. Louis, IL

C. Describe the issuers' principal products or services.

Cattle Merchandising

Real Estate - Leasing, Rental & Merchandising

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

Oklahoma National Stockyards - The property is approximately 100 acres, consisting of over 45 acres of cattle pens, loading/unloading chutes, allies, vet chutes, receiving/load out offices and the auction barn. There are 8 buildings with 155,609 sq feet of office/warehouse space for rent/lease to various supply and Main Street Companies. The Exchange building has approximately 50 offices with 26,490 sq feet that is rented to commission firms, order buyers, finance insurance and trucking companies. The Exchange building also has 1 full-service restaurant and a 4,000 sq foot atrium.

St. Louis and East St. Louis Railroad - There are approximately 80 acres in the two properties with 2 buildings consisting of 14,000 square feet of office/warehouse space that is rented to various companies.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The leases range from year to year up to 20-year leases. Property taxes are passed on to the tenants along with their water and electricity cost. The company takes responsibility for the maintenance of HVAC units and roofs.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Chris Bakwin	CEO	P.O. Box 1542 Bozeman, MT 59771	4386	Common	10	_____
Edward J Henry	Secretary	5600 W. Lovers Lane #116-408 Dallas, TX 75029	0	N/A	0	_____
Phil Fleetwood	Director	P.O. Box 407 Marlow, Ok 73055	0	N/A	0	_____
James Reynolds	Director	19525 Millstone Crossing Drive Edmond, OK 73012	0	N/A	0	_____
Cede & Company	Owners of 5% or more	P.O. Box 5020 Bowling Green Station New York, NY10274-5020	38694.75	Common	88%	_____

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NO

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NO

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

NO

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NO

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

NO

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NO

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Zane Anderson
 Address 1: Crowe & Dunlevy
 Address 2: 324 N. Robinson Avenue Ste: 100, Oklahoma City, Ok 73102
 Phone: 405-234-3244
 Email: zane.anderson@crowedunlevy.com

Auditor

Name: Rich Prine
 Firm: Lopata, Flegel & Company, LLP
 Address 1: 600 Mason Ridge Center Drive Ste 100, St. Louis, MO 63141
 Phone: 314-336-1540
 Email: rprine@lfco.cpa

Accountant

Name: Susan A. Regier
 Firm: Regier Cox & Associates
 Address 1: 5225 N. Shartel Avenue Ste: 100, Oklahoma City, Ok 73118
 Phone: 405-767-0531
 Email: sregier@refiercox.com

Investor Relations

Name: N/A
 Firm: N/A
 Address 1: N/A
 Address 2: N/A
 Phone: N/A
 Email: N/A

All other means of Investor Communication:

Twitter: N/A
 Discord: N/A
 LinkedIn: N/A
 Facebook: N/A
 [Other] N/A

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A
 Firm: N/A
 Nature of Services: N/A
 Address 1: N/A
 Address 2: N/A
 Phone: N/A
 Email: N/A

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: **Theresa Moyers**
 Title: **Officer Manager/Assistant Secretary**
 Relationship to Issuer: **Employee**

B. The following financial statements were prepared in accordance with:

☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: **Rich Prine – Lopata, Flegel & Company**
 Title: **Partner**
 Relationship to Issuer: **Auditor & Management Consultant**
 Describe the qualifications of the person or persons who prepared the financial statements: **CPA**

Provide the following qualifying financial statements:

- ☐ Audit letter, if audited;
- ☐ Balance Sheet;
- ☐ Statement of Income;
- ☐ Statement of Cash Flows;
- ☐ Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- ☐ Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Chris Bakwin certify that:

1. I have reviewed this Disclosure Statement for National Stock Yards Company;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/15/2024

DocuSigned by: [Signature]
[Date]
A4263164C209458... [CEO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Chris Bakwin certify that:

1. I have reviewed this Disclosure Statement for National Stock Yards Company;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

5/15/2024

DocuSigned by: [Signature]
[Date]
A4263164C209458... [CFO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

NATIONAL STOCK YARDS COMPANY



QUARTERLY REPORT

QUARTERS ENDED MARCH 31, 2024 AND
2023

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Accountants and Management Consultants

600 Mason Ridge Center Drive
Suite 100
St. Louis, MO 63141
314-514-8881
314-514-8872 Fax

INDEPENDENT ACCOUNTANT'S COMPILATION REPORT

Board of Directors
National Stock Yards Company

Management is responsible for the accompanying consolidated financial statements of National Stock Yards Company (a Delaware corporation) & Subsidiaries, which comprise the consolidated balance sheets as of March 31, 2024 and 2023, and the related consolidated statements of earnings and retained earnings, and cash flows for the three month periods then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the consolidated financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. We do not express an opinion, a conclusion, nor provide any assurance on these consolidated financial statements.

Lopata, Flegel & Company LLP

St. Louis, Missouri
May 14, 2024

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

Consolidated Balance Sheets

March 31, 2024 and 2023

(See Independent Accountant's Compilation Report)

	2024	2023
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 993,490	\$ 1,651,976
Accounts receivable	117,279	32,255
Inventories	31,779	22,870
Prepaid supplies	30,326	33,139
Prepaid expenses	120,089	117,605
Land sale note receivable	-	227,881
Other receivable	25,421	-
Prepaid income taxes	102,847	-
Total Current Assets	1,421,231	2,085,726
Property and Equipment		
Buildings, equipment, and roads	11,397,959	11,215,413
Less accumulated depreciation	8,011,650	7,694,949
	3,386,309	3,520,464
Land and land development costs	1,702,150	1,702,150
	5,088,459	5,222,614
St. Louis real estate available for sale	2,155,431	2,155,431
	7,243,890	7,378,045
	<u>\$ 8,665,121</u>	<u>\$ 9,463,771</u>

The accompanying notes are an integral part of these statements.

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

Consolidated Balance Sheets - Continued

March 31, 2024 and 2023

(See Independent Accountant's Compilation Report)

	2024	2023
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 226,136	\$ 114,593
Accrued liabilities	211,393	241,401
Accrued income taxes	-	133,737
Line of credit	-	126,109
Current maturity of building construction loan	21,518	13,572
Current maturity of equipment financing	12,914	11,781
Other current liabilities	120,819	24,871
Total Current Liabilities	592,780	666,064
Long-Term Obligations		
Building loan	735,249	745,412
Equipment financing	33,680	46,692
Deferred income taxes	200,000	168,000
Total Long-Term Liabilities	968,929	960,104
Stockholders' Equity		
Common stock - stated value \$50 per share; authorized and issued 73,100 shares	3,655,000	3,655,000
Additional paid-in capital	3,518,050	3,518,050
Retained earnings	1,297,068	2,031,259
	8,470,118	9,204,309
Less common stock in treasury, at cost 29,488 shares	1,366,706	1,366,706
	7,103,412	7,837,603
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 8,665,121	\$ 9,463,771

The accompanying notes are an integral part of these statements.

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

Consolidated Statements of Earnings and Retained Earnings

Three Month Periods ended March 31, 2024 and 2023

(See Independent Accountant's Compilation Report)

	Three Month Period Ended March 31	
	2024	2023
Revenues		
Livestock operations	\$ 1,693,970	\$ 1,783,348
Real estate operations	260,863	236,145
	<u>1,954,833</u>	<u>2,019,493</u>
Operating costs and expenses		
Depreciation	80,045	71,244
Payroll expense and related benefits	565,532	441,902
Operating expenses	1,073,168	1,044,093
Administrative expenses	193,875	190,692
	<u>1,912,620</u>	<u>1,747,931</u>
Operating profit	42,213	271,562
Other income (expense)		
Interest expense	(12,315)	(11,772)
Interest income	14,608	20,954
Other income	4,686	2,096
	<u>6,979</u>	<u>11,278</u>
Earnings before income taxes	49,192	282,840
Income tax expense		
Current	15,000	82,393
	<u>15,000</u>	<u>82,393</u>
NET EARNINGS	34,192	200,447
Retained earnings - beginning of period	1,262,876	1,830,812
Retained earnings - end of period	<u>\$ 1,297,068</u>	<u>\$ 2,031,259</u>
NET EARNINGS PER COMMON SHARE	<u>\$ 0.78</u>	<u>\$ 4.60</u>

The accompanying notes are an integral part of these statements.

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

Consolidated Statements of Cash Flows

Three Month Periods ended March 31, 2024 and 2023

(See Independent Accountant's Compilation Report)

Increase (Decrease) in Cash and Cash Equivalents	Three Month Period Ended March 31	
	2024	2023
Cash flows from operating activities:		
Net earnings	\$ 34,192	\$ 200,447
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation	80,045	71,244
Changes in assets and liabilities:		
Accounts and note receivable	39,072	76,467
Other receivable	(12,789)	-
Inventories	(562)	1,971
Prepaid supplies and expenses	(27,177)	48,390
Income taxes	15,000	82,393
Accounts payable	166,599	(27,918)
Accrued liabilities	(953,687)	(1,050,488)
Other current liabilities	80,587	(14,378)
Net cash used in operating activities	(578,720)	(611,872)
Cash flows from investing activities:		
Acquisition of property and equipment	(43,886)	(226,541)
Cash flows from financing activities:		
Net borrowings (payments) on line of credit	-	(16,000)
Borrowings on construction loan	-	125,887
Payments on construction loan	(5,214)	-
Payments on equipment financing	(3,145)	(2,780)
Net cash provided by (used in) financing activities	(8,359)	107,107
Net decrease in cash and cash equivalents	(630,965)	(731,306)
Cash and cash equivalents at beginning of period	1,624,455	2,383,282
Cash and cash equivalents at end of period	\$ 993,490	\$ 1,651,976
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes, net	\$ -	\$ -
Interest	\$ 12,315	\$ 11,772

The accompanying notes are an integral part of these statements.

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

Notes To Consolidated Financial Statements

March 31, 2024 and 2023

(See Independent Accountant's Compilation Report)

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND DESCRIPTION OF BUSINESS

National Stock Yards Company, through its subsidiaries, St. Louis National Stockyards Company (SLNSY) and Oklahoma National Stock Yards Company (ONSY), operates a diversified corporation.

ONSY provides a marketplace for the exchange of livestock. Their customer base consists of livestock producers who provide animals for sale primarily to feedlots, meatpackers and other livestock operations throughout the United States.

SLNSY owns approximately 75 acres of undeveloped real estate located approximately 2 miles from downtown St. Louis, Missouri. Note F provides more detail. The East St. Louis Junction Railroad Company, a wholly owned subsidiary of SLNSY, further enhances the commercial diversity of the properties. The St. Louis property is currently for sale.

Both operating facilities provide leasing of real estate, warehouses and office space.

1. Principles of Consolidation

The consolidated financial statements include the accounts of National Stock Yards Company and its wholly-owned subsidiaries, Oklahoma National Stock Yards Company and St. Louis National Stockyards Company.

All significant intercompany transactions have been eliminated.

2. Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. The Company has cash and cash equivalents in a financial institution that at times may exceed federal deposit insurance limits. The Company has not experienced any losses in such accounts, and management believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.

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(See Independent Accountant's Compilation Report)

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND DESCRIPTION OF BUSINESS (CONTINUED)

3. Trade Accounts Receivable

Recently Adopted Standards – Allowance for Credit Losses

In June 2016, the FASB issued guidance (FASB ASC 326) which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The most significant change in this standard is a shift from the incurred loss model to the expected loss model. Under the standard, disclosures are required to provide users of the financial statements with useful information in analyzing an entity's exposure to credit risk and the measurement of credit losses. Financial assets held by the company that are subject to the guidance in FASB ASC 326 were trade accounts receivable.

The Company adopted this standard effective January 1, 2023. The impact of the adoption was not considered material to the financial statements and primarily resulted in enhanced disclosure.

Trade accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable.

There were no write-offs for the three month period ended March 31, 2024 and 2023. Note G provides disclosure of ongoing litigation as of the date of this report.

4. Property and Equipment

Land owned by St. Louis National Stockyards Company was recorded at the organization of the Company in 1932 at an amount equal to the book value of a predecessor company. The land value was subsequently reduced in the 1980's to reflect its then estimated realizable value. Additions to property and equipment are recorded at cost.

Depreciation is computed using straight-line and accelerated methods. The provision for depreciation is computed based on the Company's estimates of the useful lives of the property, which range from 3 to 40 years.

The cost of maintenance and repairs is charged to operations as incurred. Renewals and betterments which extend the lives of existing properties are capitalized. Gain or loss on the disposal of assets is reflected in operations at the time of disposal.

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NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND DESCRIPTION OF BUSINESS (CONTINUED)

5. Advertising

Advertising costs are expensed as incurred. Advertising expense for the three month periods ended March 31, 2024 and 2023 was approximately \$31,200 and \$17,400, respectively.

6. Income Taxes

The Company accounts for income taxes utilizing an asset and liability approach to financial accounting and reporting for income taxes. The difference between the financial statement and tax bases of assets and liabilities is determined annually. Deferred income tax assets and liabilities are computed for those differences that have future tax consequences using the currently enacted tax laws and rates that apply to the periods in which they are expected to affect taxable income. Valuation allowances are established, if necessary, to reduce deferred tax assets to the amount that will more likely than not be realized. Income tax expense represents the current tax payable or refundable for the period plus or minus the net change in the deferred tax assets and liabilities.

7. Revenue Recognition

The Company recognizes revenue for financial reporting purposes when it satisfies a performance obligation by transferring control over a product or service to a customer. The Company earns revenues primarily from its livestock operations and its leasing operations. Revenues earned through its leasing operations are accounted for under ASC Topic 842 *Leases*.

The Company's contracts with customers include goods and services of delivery, yardage assessments, auction, and feed, which are integrated into one overall output or performance obligation as the provision of a marketplace for the exchange of livestock. The Company's performance obligations are satisfied as the Company completes each day's obligations.

Consideration from livestock contracts is variable in nature because fees are based on the number of livestock brought to the marketplace, which can vary from period to period and is outside the Company's control. Fees at published rates are invoiced to customers daily as performance obligations are met based on the volume of livestock brought through the marketplace and payment is generally due when invoiced. The Company recognizes revenue when invoiced.

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(See Independent Accountant's Compilation Report)

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND DESCRIPTION OF BUSINESS (CONTINUED)

7. Revenue Recognition (Continued)

Receivables from livestock contracts were approximately \$60,000, \$52,000, and \$36,000 at March 31, 2024, December 31, 2023 and September 30, 2023, respectively. There were no payables from livestock contracts at the end of each of these periods.

Receivables from leasing operations were approximately \$60,000, \$106,000, and \$65,000 at March 31, 2024, December 31, 2023 and September 30, 2023, respectively. There were no payables from leasing contracts at the end of each of these periods.

Livestock and leasing operations by geographic area consisted of the following for the quarter ended March 31, 2024:

	ONSY Livestock	ONSY Leasing	SLNSY Leasing	Total
Revenues	\$ 1,693,970	\$ 248,843	\$ 12,020	\$ 1,954,833
Depreciation	45,244	33,316	1,485	80,045
Operating Expenses	1,421,253	334,414	76,908	1,832,575
Operating Profit (Loss)	\$ 227,473	\$ (118,887)	\$ (66,373)	\$ 42,213

Livestock and leasing operations by geographic area consisted of the following for the quarter ended March 31, 2023:

	ONSY Livestock	ONSY Leasing	SLNSY Leasing	Total
Revenues	\$ 1,783,348	\$ 224,125	\$ 12,020	\$ 2,019,493
Depreciation	47,109	22,650	1,485	71,244
Operating Expenses	1,302,918	267,298	106,471	1,676,687
Operating Profit (Loss)	\$ 433,321	\$ (65,823)	\$ (95,936)	\$ 271,562

8. Net Earnings Per Common Share

Net earnings per common share have been computed based on the common shares outstanding of 43,612 at March 31, 2024 and 2023.

9. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

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(See Independent Accountant's Compilation Report)

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND DESCRIPTION OF BUSINESS (CONTINUED)

10. Subsequent Events

The Company has evaluated subsequent events through May 14, 2024 which is the date the financial statements were available to be issued.

NOTE B – FINANCING ARRANGEMENTS

The Company has a \$500,000 unsecured line of credit with a bank which matures in November 2024. Interest is computed at the prime rate, which was 8.5% and 8.0% at March 31, 2024 and 2023, respectively. There was no balance at March 31, 2024. The balance of the line of credit at March 31, 2023 was \$126,109.

In June 2022, the Company entered into a finance lease to purchase equipment. The total cost of the equipment was \$69,500. The lease requires monthly interest and principal payments of \$1,390 and matures June 2027. Interest on the lease was calculated at 9.215%. The outstanding principal balance on this lease at March 31, 2024 and 2023 was \$46,594 and \$58,473, respectively.

In October 2022, the Company obtained a construction loan to fund the cost to build a warehouse for an existing tenant. The construction was completed in March 2023 with borrowings totaling \$770,206. The loan has a variable interest rate and matures October 2032. The loan includes a demand feature that will only be exercised if an event of default takes place. This loan requires interest only payments through July 2023, monthly principal and interest payments of \$5,501 through October 2027, monthly principal and interest payments of \$6,043 through September 2032, with final payment due October 2032. The outstanding principal balance at March 31, 2024 and 2023 was \$756,767 and \$758,984. The loan is collateralized by all assets of the Company.

The following is a schedule of future principal payments required under the equipment and building financing arrangements, outstanding as of March 31, 2024:

Twelve month period ending March 31,	Equipment Lease	Building Loan	Total
2025	\$ 12,914	\$ 21,518	\$ 34,432
2026	14,155	22,836	36,991
2027	15,516	24,234	39,750
2028	4,009	25,491	29,500
2029	-	27,181	27,181
Thereafter	-	635,507	635,507
	46,594	756,767	803,361
Less: current maturities	(12,914)	(21,518)	(34,432)
Long-term debt	\$ 33,680	\$ 735,249	\$ 768,929

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

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NOTE C – INCOME TAXES

The Company recognizes uncertain tax positions in the financial statements based on whether positions are more likely than not of being sustained on audit, based on the technical merits of the positions. Amounts recognized are subject to estimate and management judgment with respect to the likely outcome of each uncertain tax position. No provision for uncertain tax positions was considered necessary at March 31, 2024 or 2023. The Company is no longer subject to examination by U.S. federal or applicable state tax authorities for years before 2021. Management continually evaluates the effect of expiring statutes of limitations, changes in tax law and new authoritative rulings.

The tax effect of temporary differences giving rise to the net deferred tax assets (liabilities) as of March 31, 2024 or 2023 is as follows:

Net deferred tax asset (liability)	2024	2023
Depreciation	\$ (285,000)	\$ (280,000)
Difference between book and tax basis of land held for real estate development	65,000	65,000
Other	20,000	47,000
	<u>\$ (200,000)</u>	<u>\$ (168,000)</u>

NOTE D – EMPLOYEE BENEFIT PLANS

The Company sponsors the National Stock Yards Company Savings and Retirement Plan for the benefit of its employees. The savings component of the plan is a 401(k) plan and covers all employees of the Company who have met certain minimum age and length of service requirements. The Plan permits contributions from the employees in an amount not greater than 12% of base compensation. In addition, the Company made discretionary contributions to the plan of 8% of the eligible employees' wages in 2024 and 2023. Company contributions are vested over a six year period. Company contribution expenses were \$21,691 and \$18,969 for the three months ended March 31, 2024 and 2023, respectively. The March 2023 expenses were offset by forfeitures utilized in 2023.

NOTE E – COMMITMENTS AND LEASING

Leasing Operations

The Company leases land and commercial space under long-term and month-to-month leases to various tenants at its St. Louis and Oklahoma facilities. The long-term leases expire at various dates through July 2031.

NATIONAL STOCK YARDS COMPANY AND SUBSIDIARIES

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(See Independent Accountant's Compilation Report)

NOTE E – COMMITMENTS AND LEASING (CONTINUED)

Leasing Operations (Continued)

Two leases at the Oklahoma facility require monthly, escalating rent payments. The Company is recognizing rent revenue on a straight-line basis over the terms of the leases, resulting in an unbilled rent receivable of \$25,000, \$13,000 and \$9,000 at March 31, 2024, December 31, 2023 and September 30, 2023, respectively. Tenants who have prepaid rent resulted in deferred rent balances of \$33,000, \$40,000 and \$7,000 at March 31, 2024, December 31, 2023 and September 30, 2023, respectively.

Minimum future rentals to be received on non-cancelable leases for each of the next five calendar years and in the aggregate are:

<u>Year ending</u> <u>December 31,</u>	
2023	\$ 619,754
2024	498,540
2025	510,540
2026	510,540
2027	342,540
Thereafter	234,895
	<u>\$ 2,716,809</u>

In addition to the future rents disclosed above, the Company has a perpetual lease with an unrelated company for land with annual rent of \$48,000 as of March 31, 2024 and 2023.

NOTE F – SIGNIFICANT ESTIMATES AND CONTINGENCIES

St. Louis Real Estate Development

Management estimates that the fair value of the Company's St. Louis real estate is in excess of its carrying value and demolition costs, and accordingly, the carrying value of the St. Louis real estate has not been adjusted. However, the amounts the Company will ultimately realize from the sale or development of this property could differ materially from management's current estimate.

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NOTE F – SIGNIFICANT ESTIMATES AND CONTINGENCIES (CONTINUED)

St. Louis Real Estate – Environmental

The Company has obtained Phase I environmental assessments at its St. Louis facility at various times. These assessments have identified past uses of the property which could lead to environmental conditions, however, management is not aware of specific environmental matters which require immediate remediation. Management continues to consider the assessments and will perform the recommended investigations and testing as required to sell or develop the real estate. The ultimate liability for all environmental matters, if any, cannot be determined.

NOTE G – CLAIMS, CONTRACTS AND COMMITMENTS

St. Louis Real Estate Development

In connection with a 2020 land sale, the Company received a \$205,547 promissory note which accrued interest at 4% annually. The unpaid principal and accrued interest was due August 20, 2023 and was paid in-full.

Oklahoma National Stock Yards Litigation

In early 2024, the Company posted a tariff increase of \$5 per head, approved by the United States Department of Agriculture's Packers & Stockyards Division (PSD) on February 8, 2024, and implemented by the Company on February 26, 2024. Certain commission companies operating at the Company's Oklahoma stockyards facility disputed the tariff and filed a formal complaint with the PSD, along with litigation in Oklahoma County district court, to oppose the posted increase. The Company believes that the tariff increase is reasonable and in accordance with applicable laws, rules and regulations, including, without limitation, the governing regulations under the Packers and Stockyards Act. The Company is vigorously defending its right to operate its business and charge reasonable and appropriate fees to third parties privileged to operate at its stockyard. The PSD has the authority to review and regulate the Company's operations, and this matter remains pending before the PSD for a determination as to whether the tariff increase is reasonable and therefore effective. The Oklahoma state court litigation has been stayed pending resolution of the matter at the PSD. The increased tariff amounted to approximately \$210,000 for the period ended March 31, 2024. The Company has not recognized the tariff increase in its revenue pending resolution of the foregoing disputes.