KANSAS CITY LIFE INSURANCE CO
Form DEF 14A
March 20, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.   )

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

þ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to § 240.14a-12

Kansas City Life Insurance Company

(Name of Registrant as Specified In Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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þ No fee required.
¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

KANSAS CITY LIFE INSURANCE COMPANY

3520 Broadway

Kansas City, Missouri

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

April 19, 2012

The Annual Meeting of Stockholders of Kansas City Life Insurance Company will be held at the Company s Home Office, 3520 Broadway, Kansas City, Missouri on April 19, 2012 at 9:00 a.m. for the following purposes:

(1) To elect five (5) directors for a term of three (3) years.

(2) To transact such other business as may properly come before the meeting.

The close of business at 4:15 p.m., March 5, 2012 has been fixed as the date of record for determining stockholders entitled to vote at the meeting, or any adjournment thereof, and only stockholders of record on said date are entitled to vote at the meeting. The stock transfer books of the Company will remain open. All stockholders are urged to attend the meeting in person or by proxy. If you do not expect to attend the meeting, you are requested by Management to date, fill in, sign and return the enclosed proxy promptly. A postage-paid envelope is enclosed for your convenience. Your attention is directed to the Proxy Statement printed on the following pages, which is being mailed to shareholders on March 20, 2012.

/s/A. Craig Mason, Jr. A. Craig Mason, Jr.	/s/R. Philip Bixby R. Philip Bixby
Vice President, General Counsel	President, CEO and
and Secretary	Chairman of the Board

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to be held on April 19, 2012:

Kansas City Life Insurance Company s 2012 Proxy Statement, Proxy Card and Annual Report

for the year ended December 31, 2011 are available at http://www.kclife.com/proxy_materials

KANSAS CITY LIFE INSURANCE COMPANY

Kansas City, Missouri

PROXY STATEMENT

The enclosed proxy is solicited by and on behalf of the Board of Directors of Kansas City Life Insurance Company (hereinafter called the Company), for use in connection with the Annual Meeting of Stockholders on April 19, 2012, at the principal office of the Company, 3520 Broadway, Kansas City, Missouri. The matters to be considered and acted upon at such meeting are (1) to elect five directors for a term of three years, and (2) to transact such other business as may properly come before the meeting or any adjournment thereof. Management does not intend to bring before the meeting any business other than the matters set forth above and knows of no other matters that may be brought before the meeting. However, if any other matters properly come before the meeting, or any adjournment or adjournments thereof, including procedural matters arising during the course thereof, the persons named in the enclosed proxy will vote the proxy according to their judgment on such matters, to the extent such proxies are not limited to the contrary.

Shares represented at the meeting by properly executed proxies in the accompanying form will be voted at the meeting and, where the stockholder giving the proxy specifies a choice by means of the ballot space provided in the form of proxy, the shares will be voted in accordance with the specification so made. If no direction is given by the stockholder, the proxy will be voted in the manner specified on the accompanying form of proxy. Any proxy delivered pursuant to this solicitation is revocable by the person executing the proxy at any time before it is exercised.

If you wish to submit a proposal for inclusion in our next Proxy Statement, we must receive the proposal on or before December 1, 2012 and you must comply with applicable SEC and NASDAQ Capital Market rules and our Bylaws.

Under our Bylaws, if you wish to bring other business before the stockholders at our 2012 Annual Meeting without including your proposal in our Proxy Statement, you must notify the Corporate Secretary of Kansas City Life Insurance Company in writing on or before March 20, 2012 and your notice must contain the specific information required in our Bylaws. These two requirements relate only to matters you wish to bring before the stockholders at an annual meeting. They do not apply to proposals that you wish to have included in our Proxy Statement.

The Company has authorized 36,000,000 shares of $1.25 par value common stock. As of January 31, 2012, 7,187,418 shares were held as treasury Stock and 11,309,262 were issued and outstanding. Each outstanding share of stock is entitled to one vote, and stockholders of record as of the close of business on March 5, 2012 shall be the stockholders entitled to vote at the meeting. In election of directors, stockholders have cumulative voting rights under Missouri law. This means each stockholder has a number of votes determined by multiplying the number of shares he or she is entitled to vote by the number of directors to be elected. This total number of votes may be voted for one nominee or distributed among several nominees.

ANNUAL REPORT

The Annual Report for 2011 and the Form 10-K are enclosed with this Proxy Statement.

SECURITY OWNERSHIP BY DIRECTORS, OFFICERS AND CERTAIN

BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of December 31, 2011 concerning each director and director nominee, each named executive officer listed in the Summary Compensation Table and each person or group owning more than five percent of the outstanding shares of the Company s $1.25 par value common stock (common stock) on the date indicated. The common stock is the Company s only class of voting securities. As described in the notes to the table set forth below, certain named persons share the power of voting and disposition with respect to certain shares of common stock. Consequently, such shares are shown as being beneficially owned by more than one person.

Name and Address	Shares Beneficially Owned	Percent of Class
5% Beneficial Owners:		
Angeline I. Bixby 307 Birch Lane Pine Mountain, GA 31822	2,358,340 (3)(7)(10) 395,785 (7)(13) 353,688 (7)(17)	27.5
JBR Interests, Ltd. 3520 Broadway Kansas City, MO 64111	2,966,312 (4)(7)	26.2
Lee M. Vogel 3810 N. Mulberry Dr. #202 Kansas City, MO 64116	7,136,783 (4)(5)(7)	63.1
Mark A. Milton, Tracy W. Knapp, and Charles R. Duffy, Jr. Trustees of the Kansas City Life Insurance Company Savings and Profit Sharing Plan and the Kansas City Life Employee Stock Plan 3520 Broadway Kansas City, MO 64111	633,919 (1)	5.6
The Midwest Trust Company of Missouri 4520 Main St. Ste. 175 Kansas City, MO 64111	2,961,212 (6)	26.2
Nancy Bixby Hudson 425 Baldwin Creek Rd. Lander, WY 82520	2,966,312 (4)(7)(14) 331,566 (8)	29.2
WEB Interest, Ltd. 3520 Broadway Kansas City, MO 64111	2,358,340 (2)(7)	20.9
R. Philip Bixby 3520 Broadway Kansas City, MO 64111	2,358,340 (7)(10)(15) 31,493 (9) 395,785 (7)(13) 326,467 (7)(16)	27.5
Walter E. Bixby 3520 Broadway Kansas City, MO 64111	2,358,340 (7)(10)(11) 18,158 (9) 395,785 (7)(13) 376,058 (7)(12)	27.8

Name and Address	Shares Beneficially Owned	Percent of Class
Directors and Executive Officers:		
Kevin G. Barth 13217 Granda Dr. Leawood, KS 66209		*
William R. Blessing 11708 Manor Leawood, KS 66211	100	*
Michael Braude 5319 Mission Woods Terr. Shawnee Mission, KS 66205	1,100	*
James T. Carr 3831 W. 57th Terr. Fairway, KS 66205	100	*
John C. Cozad 21550 Highway 92 Platte City, MO 64079	100	*
Charles R. Duffy 3520 Broadway Kansas City, MO 64111	328(9)	*
Richard L. Finn 10106 NW 74th St Weatherby Lake, MO 64152	24	*
Tracy W. Knapp 3520 Broadway Kansas City, MO 64111	13,174(9)	*
Donald E. Krebs 3520 Broadway Kansas City, MO 64111	4,759(9)	*
Cecil R. Miller 12215 Ash Overland Park, KS 66209	100	*
Mark A. Milton 3520 Broadway Kansas City, MO 64111	8,877(9)	*
Bradford T. Nordholm 90 S. Connecticut Ave. Greenwich, CT 06830	250	*
William A. Schalekamp 3418 W. 64th St. Mission Hills, KS 66208	6	*
All directors, director nominees, executive officers as a group (16 persons)	6,833,097	60.4

* Less than 1%

(1) Trustees have the power to sell Plan assets. Participants may instruct the Trustees how to vote their shares.

(2) The WEB Interests, Ltd. is a Texas limited partnership (the WEB Partnership). Each partner of the WEB Partnership has the power to dispose of that number of shares of Common Stock owned by the WEB Partnership which equals such partner s proportionate interest in the WEB Partnership.

(3) Includes (a) shares for which Ms. Bixby, as an individual general partner of the WEB Partnership, has the sole power to dispose of 177 shares; and (b) 210,658 shares for which Ms. Bixby as the sole trustee of the Angeline I. Bixby GST Trust and the Issue Trust for Angeline I. Bixby, which trusts are limited partners of the WEB Partnership, has the power of disposition.

(4) The JRB Interests, Ltd. is a Texas limited partnership (the JRB Partnership). Each partner of the JRB Partnership has the power to dispose of that number of shares of Common Stock owned by the JRB Partnership which equals such partner s proportionate interest in the JRB Partnership.

(5) Includes 2,966,312 shares for which Lee M. Vogel (Mr. Vogel), as a general partner of the JRB Partnership, shares the power of disposition. Of these shares, Mr. Vogel: (a) as a general partner of the JRB Partnership, in his individual capacity, has an indirect pecuniary interest in 185 shares; and (b) as a co-trustee (with The Midwest Trust Company of Missouri) of the Issue Trust for Lee M. Vogel, a limited partner of the JRB Partnership, shares the power to dispose of 1,022,088 shares. Mr. Vogel disclaims pecuniary interest in all but 1,944,039 shares owned by the Partnership. Also includes 7,098 shares beneficially owned by Mr. Vogel as sole trustee of the Lee M. Vogel Revocable Trust dated March 15, 2005.

(6) The Midwest Trust Company of Missouri shares the power to dispose of (a) 1,939,124 shares with Nancy Bixby Hudson, as co-trustees of the Nancy Bixby Hudson GST Trust and the Issue Trust for Nancy Bixby Hudson, which trusts are limited partners of the JRB Partnership; and (b) 1,022,088 shares with Lee M. Vogel, as co-trustees of the Issue Trust for Lee M. Vogel, a limited partner of the JRB Partnership.

(7) As reported on a Schedule 13D filed by the Bixby Family Group with the Securities and Exchange Commission on November 2, 2004, the sole voting power for all shares described herein is held by Lee M. Vogel pursuant to a Voting Agreement dated October 31, 2004. Mr. Vogel has the sole voting power for 7,136,783 shares.

(8) Nancy Bixby Hudson, as sole trustee of the Nancy Bixby Hudson Trust dated December 11, 1997, has the sole power to dispose of these shares.

(9) Approximate beneficial interest in shares held by the Trustees of Kansas City Life Insurance Company employee benefit plans. Participants have the power to vote the shares held in their account.

(10) As general partners of the WEB Interests, Ltd., a Texas limited partnership (the WEB Partnership), Walter E. Bixby, R. Philip Bixby and Angeline I. Bixby share the power to dispose of these shares, which are owned by the WEB Partnership. As general partners, in their capacity as co-trustees of the WEB Trust, Walter E. Bixby, R. Philip Bixby and Angeline I. Bixby share the power to dispose of 2,358,340 of these shares.

(11) Includes (a) 177 shares for which Walter E. Bixby, as an individual general partner of the WEB Partnership, has the sole power of disposition; and (b) 210,658 shares for which Mr. Bixby, as the sole trustee of the Walter E. Bixby, III GST Trust and the Issue Trust for Walter E. Bixby, III, which trusts are limited partners of the WEB Partnership, has the power of disposition.

(12) Includes (a) 343,615 shares which Walter E. Bixby owns directly and has the sole power of disposition; and (b) 32,443 shares for which Mr. Bixby, as custodian for certain of his minor nieces and nephews, has the sole power of disposition.

(13) These shares are held in the Walter E. Bixby Descendants Trust. R. Philip Bixby, Walter E. Bixby and Angeline I. Bixby are the co-trustees of this trust and share the power to dispose of these shares. The terms of the trust restrict the transfer of these shares.

(14) Includes 2,966,312 shares for which Nancy Bixby Hudson, as a general partner of JRB Interests, Ltd., a Texas limited partnership (the JRB Partnership), shares with the other general partners of the JRB Partnership, the power of disposition of these shares, which are owned by the JRB Partnership. Ms. Hudson (a) as a general partner of the JRB Partnership, has sole power to dispose of 185 of these shares; and (b) as a co-trustee (with The Midwest Trust Company of Missouri) of the Nancy Bixby Hudson GST Trust and the

Issue Trust for Nancy Bixby Hudson, which trusts are limited partners of the JRB Partnership, shares the power to dispose of 1,939,124 of these shares. Ms. Hudson disclaims pecuniary interest in 1,027,003 shares owned by the Partnership.

(15) Includes (a) 177 shares for which R. Philip Bixby, as an individual general partner of the WEB Partnership, has the sole power of disposition; and (b) 210,658 shares for which Mr. Bixby, as sole trustee of the R. Philip Bixby GST Trust and the Issue Trust for R. Philip Bixby, which trusts are limited partners of the WEB Partnership, has the power of disposition.

(16) Shares which R. Philip Bixby owns directly and has the sole power of disposition.

(17) Shares which Angeline I. Bixby owns directly and has the sole power of disposition.

ELECTION OF DIRECTORS

It is the intention of the persons named in the enclosed proxy form to vote such proxy for the election of the candidates listed hereafter, for the term indicated. If for any reason a nominee shall become unavailable for election, the persons named in the enclosed proxy will vote for such substituted nominee or nominees as are selected by the Board of Directors pursuant to the Company s Bylaws.

INFORMATION CONCERNING DIRECTORS

The Board is authorized for 15 directors divided into three classes serving staggered terms of three years. Information about the Company s directors and nominees is set forth below.

The Board has a Nominating Committee that evaluates candidates for nomination to the Board. Each candidate is reviewed with the understanding that the Company and its subsidiaries are primarily engaged in the insurance and financial services industry. The industry is highly regulated. Due to the nature of the insurance business, the Company has a large asset base with a significant investment portfolio. The Company also has a voting group that controls a majority of the shares of the Company. Candidates are sought for the Board who will strengthen the Company with experience or perspectives that fit the business and structure in which it operates.

In evaluating the candidates, the Nominating Committee complies with the applicable requirements for directors under the standards promulgated by the Securities and Exchange Commission and the listing standards of the NASDAQ Capital Market. The Nominating Committee may also take other factors and criteria into consideration, as it deems appropriate, including the candidate s knowledge, expertise, skills, integrity, diversity, judgment, business or other experience, and reputation in the business community. The Nominating Committee may, but is not required to, consider candidates suggested by management, other members of the Board, or shareholders.

While the Nominating Committee includes diversity among the factors and criteria it considers in nominating a candidate, the Company does not maintain a formal policy with regard to diversity of directors serving on its Board.

CANDIDATES NOMINATED BY THE BOARD FOR A THREE YEAR TERM

R. Philip Bixby
(Age 58)

Member of the:

Executive Committee (Chairman)

Nominating Committee (Chairman)

Mr. Bixby has been a Director of the Company since 1985.
Mr. Bixby is President, CEO and Chairman of the Board. He was elected Assistant Secretary in 1979; Assistant Vice President in 1982; Vice President in 1984; Senior Vice President, Operations in 1990; Executive Vice President in 1996; President and CEO in April 1998, Vice Chairman of the Board in January 2000 and Chairman of the Board in 2005. Mr. Bixby is the brother of Walter E. Bixby and the cousin of Nancy Bixby Hudson. He is also Chairman and President of Sunset Life Insurance Company of America, Chairman of Old American Insurance Company and Chairman of Sunset Financial Services, subsidiaries. The Bixby family has led the Company for over 70 years, and Mr. Bixby is part of the current voting group. Mr. Bixby has worked his way through the Company in various roles from entry level employee to management. After 33 years as an employee, he has significant industry and company experience to bring to the Board. As Chairman, he also brings a balance of concerns both as a representative of management and a representative of the shareholders.

Michael Braude
(Age 75)

Member of the:

Compensation Committee (Chairman)

Nominating Committee

Mr. Braude has been a Director of the Company since 2006.
From 1984 to 2000, he was President and CEO of the Kansas City Board of Trade. Mr. Braude also serves as a Director of the Kansas City Board of Trade, Midwest Trust Co., M.G.P. Ingredients, Inc., and Hodgson Company. He is a past chairman of the National Grain Trade Council. He is a former Trustee of the Kansas Public Employees Retirement Fund, and a Trustee of Midwest Research Institute. He writes a weekly column for the Kansas City Business Journal. Mr. Braude brings a broad range of experiences and expertise to the Board. His experiences with the Board of Trade, his expertise with other industries, and his journalistic endeavor all provide a unique perspective to the issues addressed by the Board.

John C. Cozad

(Age 67)

Mr. Cozad has been a Director of the Company since 2008.

Mr. Cozad is President of Cozad Company, LLC, a government relations company in Platte City, Missouri. He had previously been a partner at Stinson Morrison Hecker, a Kansas City law firm. He appears as an on-air commentator on Kansas City Public Television, has previously served on the Missouri Highways and Transportation Commission as Chairman and as a curator on the University of Missouri Board of Curators. Mr. Cozad brings an expertise in government relations to the Board, an important element in the highly regulated industry in which the Company operates. His expertise in regulatory issues is complemented by his experiences in both legal and public service arenas.

Tracy W. Knapp
(Age 49)

Member of the:

Executive Committee

Mr. Knapp has been a Director of the Company since 2002.

Mr. Knapp is Senior Vice President, Finance and Chief Financial Officer. He joined the Company in 1998 and was responsible for developing a banking subsidiary. Mr. Knapp was elected President and CEO of Generations Bank when it was chartered in July 2000. From 1991 to 1998, he held several positions with U.S. Credit Union including Vice President, Finance and Controller. He is also Director of Sunset Life Insurance Company of America and Old American Insurance Company, subsidiaries. Mr. Knapp brings a blended financial services background to the Board, bringing both insurance industry and other financial industries experience as a resource for the Board.

Mark A. Milton

(Age 53)

Mr. Milton has been a Director of the Company since 2009.

Mr. Milton is Senior Vice President and Actuary of the Company. He was elected Assistant Actuary in 1984; Assistant Vice President Associate Actuary in 1987; Vice President Associate Actuary in 1989; Vice President and Actuary in 2000 and to his present position in 2001. Mr. Milton is also Director, Vice President and Actuary of Sunset Life Insurance Company of America and Director of Old American Insurance Company, subsidiaries. Mr. Milton brings significant actuarial expertise to the Board, providing a knowledge base for corporate products and expertise in analyzing industry trends.

Recommendation

The Board of Directors recommends a vote FOR each of the director nominees.

DIRECTORS ELECTED APRIL 22, 2010 FOR A THREE YEAR TERM

William R. Blessing (Age 56) Member of the: Compensation Committee Executive Committee	Mr. Blessing has been a Director of the Company since 2001. Mr. Blessing retired as Senior Vice President, Corporate Strategy and Development, Embarq, a position he held since the company became independent in 2006. He had held similar duties with Sprint and related entities in various capacities since 1981. He also serves on the board of various charitable groups. Mr. Blessing s experience in management, strategy, development, and economic forecasting brings valuable management and financial analysis skills to the Board. His experience with mergers and acquisitions also brings analytical abilities for looking at the overall position of the Company and in identifying strengths and areas for improvement.
Richard L. Finn (Age 70) Member of the: Audit Committee Executive Committee	Mr. Finn has been a Director of the Company since 2004. Mr. Finn was elected Vice President of Kansas City Life in 1976; Financial Vice President in 1983; and to Senior Vice President, Finance in 1984, a position he held until he retired in January 2002. He previously served as a Director of the Company from 1983 to 2002. Mr. Finn brings a wealth of accounting and insurance industry experience to the Board. He also brings significant institutional knowledge regarding the Company.
Cecil R. Miller (Age 78) Member of the: Audit Committee (Chairman)	Mr. Miller has been a Director of the Company since 2001. Mr. Miller is a retired former partner of KPMG LLP (formerly Peat, Marwick, Mitchell & Co.) He joined KPMG LLP in 1957 and became an audit partner in 1967 specializing in insurance and agribusiness. He retired in 1990. Mr. Miller brings significant financial and auditing expertise to the Board, which are utilized by the Board generally and through his position as Chair of the Audit Committee and as its Financial Expert.
Bradford T. Nordholm (Age 55) Member of the: Audit Committee	Mr. Nordholm has been a Director of the Company since 2004. Mr. Nordholm is CEO of Starwood Energy Group Global LLC. He had previously been Founder and CEO of TYR Energy, Inc. and Chairman of TYR Capital, LLC. Mr. Nordholm brings depth to the Company in both management and finance. As a co-founder of an equity asset management group, Mr. Nordholm brings experience with analyzing the investment portfolio and business opportunities for the Company. He also has substantial financial services, utility capital markets and regulated industry experience.

DIRECTORS ELECTED APRIL 21, 2011 FOR A THREE YEAR TERM

Walter E. Bixby (Age 53) Member of the: Executive Committee Nominating Committee	Mr. Bixby has been a Director of the Company since 1996. Mr. Bixby is Vice Chairman of the Board. He was elected Assistant Vice President of the Company in 1985; Vice President, Marketing in 1990; Vice President Marketing Operations in 1992 and President of Old American Insurance Company, a subsidiary, in 1996. Mr. Bixby is the brother of R. Philip Bixby and the cousin of Nancy Bixby Hudson. He also serves as a Director of Sunset Life Insurance Company of America, Old American Insurance Company and Sunset Financial Services, subsidiaries. The Bixby family has led the Company for over 70 years, and Mr. Bixby is a member of the current voting group. Mr. Bixby has worked in various roles at the Company during his 28 years with the Company. He brings significant industry and company experience to the Board, and brings a balance of judgment both as an employee of the Company and as a significant shareholder.
Kevin G. Barth (Age 51) Member of the: Compensation Committee	Mr. Barth has been a Director of the Company since 2008. Mr. Barth has served as President, COO and Senior Lender for Commerce Bank, Kansas City, since April 2000. He is a member of the Executive Committee, the Senior Loan Committee, the Board of Directors and is Executive Vice President, Commerce Bancshares, NA. He is also a Director of the Kansas City Area Development Council and the Economic Development Corporation of Kansas City. Mr. Barth brings important financial experience to the Board and strong experience in the financial services industry. His broad experience in investments and lending provide him critical skills used to assist the Board to evaluate the Company s investment strategy and its current portfolio.
James T. Carr (Age 45)	Mr. Carr has been a Director of the Company since 2011. Mr. Carr is the President and Chief Executive Officer of the National Association of Intercollegiate Athletics, and has served in that position since September 2006. Mr. Carr joined the NAIA in 1998 as managing director and general counsel and became chief operating officer and general counsel in 2000. Mr. Carr sits on the board of directors for the *Champions of Character* Foundation, Missouri Bank and Trust and the Police Athletic League. Mr. Carr brings important management and character-building experience to the Board coupled with strong revenue building experience.
Nancy Bixby Hudson (Age 59)	Ms. Hudson has been a Director of the Company since 1996. Ms. Hudson is an investor, and is the cousin of R. Philip Bixby and Walter E. Bixby. She also serves as a Director of Sunset Life Insurance Company of America and Old American Insurance Company, subsidiaries. The Bixby family has led the Company for over 70 years, and Ms. Hudson is a member of the current voting group. Ms. Hudson is a rancher and investor, and brings a unique perspective and broader balance to the Board. Her experience allows for a strong shareholder voice that respects the history and tradition of the Company.

William A. Schalekamp
(Age 67)

Member of the:

Executive Committee

Mr. Schalekamp has been a Director of the Company since 2002.
Mr. Schalekamp retired from his position as Senior Vice President, General Counsel and Secretary of the Company effective October 31, 2010. He was elected Assistant Counsel in 1973; Associate Counsel in 1975; Assistant General Counsel in 1980; Associate General Counsel in 1984; Vice President and Chief Compliance Officer/Associate General Counsel in January 2002, and to his last position in April 2002. Mr. Schalekamp brings both institutional knowledge and strong legal skills to the Board. In his 40 years of service with the Company, he has developed an expertise in employment, real estate, investment, regulatory and litigation matters.

Board Committees

The Board has four standing Committees: Audit, Compensation, Nominating and Executive. With the exception of the Executive Committee, these Committees are governed by written charters available on the Company s website at www.kclife.com under the link FINANCIALS . The Executive Committee is governed by the Company s Bylaws and Articles of Incorporation.

Audit Committee

The primary function of the Audit Committee is to assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the qualifications, performance and independence of the independent registered public accounting firm, (3) the performance of the internal auditors, and (4) the Company s compliance with regulatory requirements. The Audit Committee also reviews and approves the terms of any new related-party agreements. The Audit Committee met five times in 2011.

The Board has determined that Director Miller qualifies as the Audit Committee Financial Expert as defined by the Securities and Exchange Commission and NASDAQ Capital Market rules.

Compensation Committee

The function of the Compensation Committee is to aid the Board in meeting its responsibilities with regard to oversight and determination of executive compensation. The Compensation Committee reviews and recommends to the Board base salaries, director compensation, the Annual Incentive Plan and the Long-Term Incentive Plan, and reviews and discusses the Compensation Disclosure and Analysis with Management. Based on their review, the Committee may recommend to the Board that it be included in the annual report on Form 10-K and, as applicable, to the Company s Proxy. The Compensation Committee met three times in 2011.

Nominating Committee

The function of the Nominating Committee is to aid the Board in meeting its responsibilities with regard to the organization and operation of the Board and selection of nominees for election to the Board. The Nominating Committee periodically reviews the appropriate size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. The Nominating Committee met once in 2011.

Executive Committee

The function of the Executive Committee is to exercise all of the authority of the Board of Directors in the management, general control and supervision of the business of the Company, subject to the general direction of the Board of Directors, as provided for in the Articles and Bylaws of the Company. The Executive Committee met twelve times in 2011.

During the year ending December 31, 2011, the Board of Directors met four times. All of the members attended 75% or more of the Board meetings and Committee meetings on which they served.

The following sets forth Committee memberships as of the date of this Proxy Statement:

Director	Audit Committee	Compensation Committee	Nominating Committee	Executive Committee
Kevin G. Barth		X		
R. Philip Bixby[1]			XX	XX
Walter E. Bixby[1]			X	X
William R. Blessing		X		X
Michael Braude		XX	X	
Richard L. Finn	X			X
Tracy W. Knapp[1]				X
Cecil W. Miller[2]	XX			
Bradford T. Nordholm	X			
William A. Schalekamp[1]				X

X = Member

XX = Committee Chair

1 Not independent directors.

2 Cecil R. Miller is the financial expert on the Audit Committee.

Because more than 50% of stockholder voting power of the Company is held pursuant to a Voting Agreement dated October 31, 2004, the Company has elected to be treated as a controlled company under the corporate governance listing standards of the NASDAQ Capital Market. Accordingly, the Company is exempt from the corporate governance listing standards requiring (1) a board consisting of a majority of directors who have been determined to be independent under the criteria set forth in the listing standards, (2) a nominating committee composed entirely of independent directors and (3) a compensation committee composed entirely of such independent directors.

Director Independence

The Board has affirmatively determined that the following directors are independent according to the listing standards of the NASDAQ Capital Market.

Director	Matters Considered by Board
Kevin G. Barth	No relationships
William R. Blessing	No relationships
Michael Braude	Former employee of Company
James T. Carr	No relationships
John C. Cozad	No relationships
Richard L. Finn	Former executive officer employee of Company
Daryl D. Jensen[1]	Former executive officer employee of a subsidiary
Cecil R. Miller	Former employee of the Company s external audit firm
Bradford T. Nordholm	No relationships

1 Mr. Jensen retired from the Board in 2011.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 requires the Company s directors and executive officers to file reports of ownership and changes in ownership of common stock. To the best of the Company s knowledge, in 2011 all required forms were filed on time with the Securities and Exchange Commission, with the exception of the following:

(a) Mr. R. Philip Bixby was late filing two Form 4 for two transactions during 2011; and

(b) Mr. Walter E. Bixby was late filing four Form 4 for four transactions during 2011.

EXECUTIVE OFFICERS

Name, Age and Position	Business Experience During Past 5 Years
R. Philip Bixby, 58 President, CEO and Chairman of the Board (PEO)	See Candidates Nominated By The Board For A Three Year Term.
Walter E. Bixby, 53 Vice Chairman of the Board	See Directors Elected April 21, 2011 for a Three Year Term
Charles R. Duffy, Jr., 64 Senior Vice President, Operations	Elected Vice President, Computer Information Services in 1989; Vice President, Insurance Administration in 1992; and to present position in 1996. Responsible for the Company s Computer Operations, Customer Services, Claims, Agency Administration, New Business, Medical, Underwriting, Human Resources, Facility Services, Distribution Services, Printing and Office Services. Director of Sunset Life Insurance Company of America, Sunset Financial Services and Old American Insurance Company, subsidiaries.
Tracy W. Knapp, 49 Senior Vice President, Finance (PFO)	See Candidates Nominated By The Board For A Three Year Term.
Donald E. Krebs, 54 Senior Vice President, Sales & Marketing	Elected Senior Vice President, Sales & Marketing in April 2004. Served as Vice President, Agency Marketing 2001 until 2004, and Regional Vice President 1996 until 2001. Responsible for Individual sales and marketing efforts for Kansas City Life. Director and Vice President of Sales & Marketing for Sunset Life Insurance Company of America; Director and Vice President of Sunset Financial Services, subsidiaries.
David A. Laird, 51 Vice President and Controller	Elected Vice President and Controller in December 2007. Mr. Laird serves as Chief Accounting Officer responsible for all corporate accounting and financial reports. Mr. Laird has been with the Company in various positions since 1982, most recently as Assistant Vice President and Assistant Controller.
A. Craig Mason, Jr., 46 Vice President, General Counsel and Secretary	Elected Vice President, General Counsel and Secretary effective November 1, 2010. As General Counsel, Mr. Mason is responsible for all legal matters involving the Company. Mr. Mason has been a member of the Legal Department since 2006. Mr. Mason was in private legal practice prior to joining the Company and has extensive experience in the insurance industry.
Mark A. Milton, 53	See Candidates Nominated By The Board For A Three Year Term.

Senior Vice President and Actuary	
Jeffrey M. Seeman, 54 Vice President, Group	Elected Vice President, Group in October 2008. Responsible for group sales and products. Formerly Product & Process Consultant, Assistant Vice President, Group Disability Claims for Lincoln National Corp. April 2006 until October 2008.

The Board of Directors has determined that the Chairman of the Audit Committee, Cecil R. Miller, an independent director, is a financial expert as required by the applicable standards of the Securities and Exchange Commission and the NASDAQ Capital Market.

The Company has adopted a Code of Ethics for Officers, Directors and Employees. Copies are available on the Company s website at http://www.kclife.com and a copy may be obtained without charge upon written request to the Company Secretary, 3520 Broadway, Kansas City, Missouri, 64111.

The Company has a standing Nominating Committee and its charter can be viewed on the Company s website at the following address: http://www.kclife.com. One of its members is an independent director. It complies with the applicable requirements for directors under the standards promulgated by the Securities and Exchange Commission and the listing standards of the NASDAQ Capital Market. The Committee takes into consideration such criteria as it deems appropriate in evaluating a candidate, including his or her knowledge, expertise, skills, integrity, diversity, judgment, business or other experience and reputation in the business community. It may (but is not required to) consider candidates suggested by Management, other members of the Board of Directors, or shareholders. Nominations are governed by the Company s Bylaws and Articles of Incorporation.

Communications with the Board

The Board provides a process for stockholders to send communications to the independent members of the Board, by mailing such communications to Cecil R. Miller, Chairman of the Audit Committee, Kansas City Life Insurance Company, 3520 Broadway, Kansas City, Missouri, 64111.

Current Board Structure

The Board of Directors is currently comprised of fourteen members, eight of whom are independent directors, with the Chairman also serving in the role of Principal Executive Officer. The Board believes that having a single person serve as Chairman and Principal Executive Officer provides unified leadership and direction, and that such a structure facilitates oversight of management and the full engagement of its independent directors.

The Board has not designated a lead independent director, but each of the Company s independent directors brings to bear substantial leadership experience in areas relevant to the Company s business. The Board of Directors believes that it has the necessary power and authority to request and obtain information from management and to retain outside consultants where appropriate. As more specifically discussed below, the Compensation Committee reports on senior management compensation with input from the entire Board and evaluates the performance of the Principal Executive Officer. In addition, the independent directors meet in executive session at least twice a year, and report to the Board and communicate with management through a representative.

COMPENSATION DISCLOSURE AND ANALYSIS

Overview

This compensation discussion describes the material elements of compensation awarded to, earned by or paid to each of our executive officers who served as named executive officers during the last completed fiscal year. This compensation discussion focuses on the information contained in the following tables and related footnotes and narrative for primarily the last completed fiscal year, but also describes compensation actions taken before or after the last completed fiscal year to the extent it enhances the understanding of our executive compensation disclosure.

The Compensation Committee s Responsibilities

The Compensation Committee of the Board is responsible for oversight of the Company s executive compensation and benefit policies to ensure that they provide the appropriate motivation to achieve superior corporate performance and stockholder value. Each year, the Committee reviews and approves the overall design of the Company s executive pay programs and the pay elements for the senior executive officers. In addition, the Committee performs an annual evaluation of the Principal Executive Officer s performance compared to pre- established performance goals and objectives, and recommends compensation actions impacting executive officers and directors to the Board.

The Committee is composed entirely of independent directors. Reports of the Committee s actions and recommendations are presented to the full Board after each meeting. The purpose of this analysis is to summarize the philosophical principles, specific program elements and other factors considered by the Committee in making decisions about executive compensation. In addition to its own work, the Committee seeks input from an outside consultant (more fully described below), the Principal Executive Officer and the Senior Vice President, Operations, to provide the Committee with information, perspectives, and recommendations on a variety of human resources matters, such as annual incentive goals and plan design changes for Board-approved compensation plans. The Company s General Counsel also advises the Committee on various legal aspects relating to compensation and employment matters. The periodic shareholder advisory vote will occur every three years, with the next scheduled advisory vote to be held at the 2014 Annual Meeting of Stockholders.

Compensation Philosophy

The Committee s guiding philosophy is to establish a compensation program that will enable the attraction, motivation and retention of quality executive leadership who will achieve competitively superior corporate performance and stockholder value creation. The compensation program is designed to be competitive with the compensation programs of other comparable employers, and to align the executive s compensation with the Company s objectives as measured against established goals. The Company employs a balanced approach to compensation that considers market pay data, achievement of individual and organization performance objectives, the Company s progress toward strategic goals, and the retention of key executive talent. The Committee bases its compensation decisions on the following core principles:

Pay is Performance Based: Executive officer pay programs are designed to align with Company performance and be competitive when compared to similar job sizes in the insurance industry. Base salary midpoints are targeted to median salary levels as provided in Hay Group s All-Insurance Industry database (competitive market). Total cash compensation (base salary + annual incentive) is targeted at median of the All-Insurance market where annual incentives are paid at target levels. To ensure our pay practices remain competitive within the industry, the Committee also reviews compensation data on base salary, annual incentives, and long-term incentives paid at a Peer Group of 9 comparable insurance companies (Peer Group). Our compensation philosophy is to provide executives the opportunity to earn total direct compensation between the 50th and 75th percentiles of the Company s competitive market where performance exceeds targeted levels, as proposed by management and affirmed by the Committee. Similarly, where performance does not meet threshold levels no incentive payout will occur, and executives will earn total direct compensation below Median levels of the competitive market. Under the Company s current pay philosophy, a significant portion of each executive s pay is at-risk with the amount realized, if any, based on Company performance. Pay levels and the portion of at-risk compensation increase as an executive assumes greater levels of responsibility and impact to the Company.

Compensation Opportunities Must Be Competitive: Competition for key management talent in the insurance industry is aggressive. The Committee carefully monitors the compensation practices of the insurance market and the industry peers to ensure the Company s compensation philosophy and pay practices are appropriately competitive.

The Committee values the opinions of our shareholders. At the April 21, 2011 annual meeting, more than 97% of the votes cast on the advisory vote on executive compensation (say-on-pay) were in favor of the named executive officer compensation program presented for consideration. The Committee considered this support in reaffirming the compensation philosophy presented above.

Program Elements

The Company s executive compensation program is composed of base salary, bonus, an annual incentive plan and long term incentive compensation. All senior executive officers participate in the same compensation program and are subject to the same pay policies. The Company uses a formal job evaluation methodology to consider both the internal and external equity of executives total compensation. Internal equity is considered in order to ensure that executives are compensated at an appropriate level relative to other Company executives, while external equity is a measure of how our compensation compares to compensation for comparable job content at other companies that are similar to our Company. Hay Group reviews each executive position using its proprietary job evaluation methodology to assess the position s relative size. In this process, Hay Group considers the breadth of responsibilities, the complexity of the role, and the role s impact on the success of the business. Once each job is valued independently, Hay Group compares the jobs to determine relative relationships and then relates these job content sizes to pay opportunity levels based on compensation market data from Hay Group s All-Insurance compensation database.

Base Salary. Base salaries are provided to compensate for the duties, competencies, experience and performance of the executive, as well as to provide a basic degree of financial security. The Committee sets base salary midpoints after considering the particular responsibilities of the executive positions and base salaries paid to similar positions in the competitive market, as adjusted for company size. Base salary midpoints for executive officers are targeted to the Median of the competitive market. Salary ranges are set with the minimum at 20 percent below midpoint and the maximum at 20 percent above midpoint.

The Peer Group of companies consists of:

American Equity Investment Life Holding Co.	Independence Holding Company
EMC Insurance Group	National Western Life Insurance Co
FBL Financial Group, Inc.	Presidential Life Corporation
Harleysville Group Inc.	United Fire and Casualty Company
Horace Mann Educators Corp.	

All executive officers are eligible for an annual merit increase to base salary, effective January 1, based primarily on performance of job responsibilities and accomplishment of predetermined performance objectives. Job responsibilities are described by a current written job description and are measured using Hay Group s proprietary job evaluation methodology (as discussed above). The Principal Executive Officer evaluates the executive officers performance and the Compensation Committee evaluates the Principal Executive Officer s performance.

In accordance with common Company practice, annual base salary increases for 2012 were developed in late 2011. The Committee approved an average 2.4% annual merit increase for senior officers.

Bonus. Discretionary bonuses are approved by the Committee and Board of Directors or Executive Committee. The discretionary bonus, if any, is paid in cash.

Annual Incentive. The Company provides the named executive officers and 76 other participants with an opportunity to earn cash incentive awards based on annual performance through the Company s Annual Incentive Plan (the AIP). Annual incentive compensation is paid in cash. The Company targets total cash (base salary + annual incentive) at median of the Hay Group All-Insurance Industry database, as adjusted for company size, when incentive awards are paid at target. Historically, the Committee has established aggressive AIP targets resulting in actual annual incentive payouts below target levels. Consequently, actual total cash received by the Company s executives has trailed median levels of the competitive market.

AIP participants are divided into six classes based on their level within the Company. Each class is assigned a target incentive opportunity, expressed as a percent of base salary. The more senior the position, the higher the percentage of the award is allocated to corporate goals in order to reflect broader job duties. Incentive opportunities for all AIP participants, with the exception of the Principal Executive Officer, are based on the achievement of three corporate goals and two individual goals. The Principal Executive Officer is incented based solely on the Company s achievement against corporate goals.

The table below provides annual incentive targets expressed as a percent of base salary for each of the Company s named executive officers.

Principal Executive Officer

Corporate Goals	Threshold	Target	Maximum
Goal 1 - Financial	14%	28%	42%
Goal 2 - Growth	14%	28%	42%
Goal 3 - Expense	7%	14%	21%
Total	**35%**	**70%**	**105%**

All other Named Executive Officers

Corporate Goals	Threshold	Target	Maximum
Goal 1 - Financial	6.8%	13.6%	20.4%
Goal 2 - Growth	6.8%	13.6%	20.4%
Goal 3 - Expense	3.4%	6.8%	10.2%
Corporate Goal Subtotal	**17.0%**	**34.0%**	**51.0%**
Individual Goal # 1	3.0%	3.0%	3.0%
Individual Goal # 2	3.0%	3.0%	3.0%
Individual Goal Subtotal	**6.0%**	**6.0%**	**6.0%**
Total	**23.0%**	**40.0%**	**57.0%**

The Committee established the following three fiscal year corporate goals for the 2011 AIP: Financial, Growth and Expense Control (discussed more fully below). These metrics were selected because they drive shareholder value and reflect the Company s emphasis on profitable growth and cost control.

For 2011, the Corporate Goals were as follows:

Weighting	Goals	Performance Measures		
40%	**Finance Goal:**	Threshold	$21.66	MM
	Operating Earnings	Target	$27.07	MM
	(Calendar Year)	Maximum	$32.49	MM
40%	**Growth Goal:**			
	Life Insurance	Threshold	$11.542	MM
	Target	Target	$11.866	MM
	Premiums	Maximum	$12.405	MM
20%	**Expense Goal:**	Threshold	$N/A	
	Controllable Expenses	Target	$72.575	MM
		Maximum	$N/A	

The Financial Goal is measured by operating earnings excluding the impact of incentive compensation plans. The Growth Goal is measured by new life insurance target premiums. The Expense Control Goal is measured by controllable expenses. Financial and Growth performance measures have a threshold, target and maximum award. The Expense Goal continues to be achieved or not achieved without threshold or maximum performance levels (the goal being achieved by expenses remaining at or below the target amount).

The AIP is designed so that no payouts are made unless the fiscal year earnings trigger is achieved. The intention of the Committee in using an earnings trigger is to prevent AIP payouts unless a specific level of earnings is achieved. For 2011, the earnings trigger of $21.66 million of net income net of the impact of incentive compensation plans was achieved and payouts have been made under the AIP. Kansas City Life also exceeded the threshold for the Financial Goal. The Company did not meet the threshold for the Growth Goal or achieve the Expense Goal.

The AIP is designed to award individual and Company performance that result in meeting important Company objectives. To address individual performance, the Company requires participants to set two individual goals that support the Corporate Goals. Achievement of each individual goal permits an additional award to the participant based on the class to which the participant belongs. Traditionally, the AIP is designed so that an award will only be paid for an individual goal if the goal is fully achieved. In February 2011, Management agreed to permit the second of Mr. Milton s two goals to include three subparts. This arrangement permitted Mr. Milton to receive a full award for completing all three subparts of his second goal or to receive 50% of the scheduled award if he completed at least 2 of the subparts. Mr. Milton completed 2 of the subparts of his second goal during 2011 and will receive an award equal to 1.5% of his base salary. Mr. Milton s first goal and the goals of the other Named Executive Officers required that an individual goal be fully achieved before any award was granted.

The Named Executive Officers (excluding the Principal Executive Officer) had goals unique to their areas of responsibility. Mr. Knapp s goals related to evaluation of alternative asset liquidity sources and the feasibility of outsourcing certain processes. Mr. Duffy s goals were related to streamlining the processing of new agent appointments and new business as well as management of employee benefit plans. Mr. Milton s goals related to the valuation process and short-term financial statement projections. Mr. Krebs goals related to operations of Sunset Financial Services and growth of the Company s distribution.

The AIP Corporate Goals and earnings trigger are annually recommended by management and approved by the Compensation Committee. In reviewing and approving AIP goals for plan year 2012, the Committee considered current economic conditions, their continued impact on investment values and projected timing for recovery of life insurance sales. The Committee s objective is to establish AIP goals at levels that will drive superior performance, but that remain attainable, to provide the desired motivational impact to AIP participants.

For 2012, the earnings trigger will be a specified net income threshold of $22.526 million. The three corporate goals will be as follows:

2012 Annual Incentive Plan Corporate Goals

Weighting	Goals	Performance Measures		
40%	**Finance Goal:**	Threshold	$22.53	MM
	Operating Earnings	Target	$28.16	MM
	(Calendar Year)	Maximum	$33.79	MM
40%	**Growth Goal:**			
	Life Insurance	Threshold	$10.017	MM
	Target	Target	$10.494	MM
	Premiums	Maximum	$10.971	MM
20%	**Expense Goal:**	Threshold	$75.749	MM
	Controllable Expenses	Target	$75.007	MM
		Maximum	$74.264	MM

Individual goals will be set by each participant under the direction of management.

Equity Compensation

The Company has determined at this time that all compensation shall be paid in cash. As a result, the Company currently offers no equity compensation or equity compensation plan to its employees.

Long Term Incentive. The Company provides executive officers with a Long Term Incentive Plan (LTIP) that annually grants Phantom Stock Options (PSOs) for three year overlapping terms. The 2009-2011 plan cycle began on January 1, 2009 and concluded on December 31, 2011. The initial face value of one PSO is the volume weighted average Company stock price from December 1, 2008 to December 31, 2008. The ending value of one PSO for this plan cycle was the volume weighted average Company stock price from December 1, 2011 to December 31, 2011. Payouts to LTIP participants are determined by the increase in the ending PSO value over the initial PSO face value plus cash dividends on Company stock accrued over the three-year cycle. Under the LTIP, dividends are payable at the end of each plan cycle, to the extent that the aggregate dividends exceed any negative share price appreciation. For the 2009-2011 plan cycle that concluded on December 31, 2011, no payouts were made as the decline in stock price between the initial and end dates exceeded dividends accrued from PSOs awarded for the 2009-2011 plan cycle.

As in 2011, the Compensation Committee granted PSO awards for 2012 under the LTIP using a percentage of base salary approach. For each executive, the Committee reviewed data from the competitive market, as adjusted for company size, provided by its compensation consultant to determine the appropriate percentage of base salary at which to set long-term incentive awards. For 2012, these percentages remain at 90% for the Chairman/CEO and 65% to 50% for other senior executives. To determine the number of PSOs to be granted under the LTIP, the option value of a PSO unit is calculated using an Expanded Black-Scholes valuation methodology.

Deductibility of Executive Compensation

In establishing total compensation for the executive officers, the Committee considers the effect of Section 162(m) of the Internal Revenue Code. Section 162(m) generally disallows a tax deduction for compensation over $1 million paid to an individual in any year unless the compensation qualifies as performance-based. The Committee seeks to design and administer the Company s compensation programs in such a manner as to preserve the deductibility of compensation paid to executives. Going forward, the Company intends to continue to provide compensation to executives in a way that maintains the future deductibility of pay and awards under the annual and long-term incentive programs.

Role of Compensation Consultant

The Compensation Committee has the authority under the Compensation Committee Charter to retain outside consultants or advisors to assist the Committee. In accordance with this authority, the Committee engaged the services of Hay Group, an independent executive compensation consultant, to provide benchmarking data, analysis and recommendations on various projects as part of the Committee s comprehensive review of executive compensation programs to evaluate whether the compensation programs are aligned with the Company s compensation philosophy and strategy. The services provided by Hay Group are subject to a master consulting agreement and project-specific engagement letters and the Committee has sole authority to terminate the relationship. Under the direction of the Compensation Committee, Hay Group interacts with members of the senior management team to provide insights into Company practices and to ensure that management is fully informed with regard to emerging best practices and market trends.

Management also engages Hay Group as needed throughout the year on projects related to job-sizing and market data for non-executive positions at the Company. The aggregate cost for Hay Group s services provided to management during 2011 did not exceed $120,000.

Conclusion

The Company and Compensation Committee are satisfied that the base salary, bonus, Annual Incentive Plan and Long Term Incentive Plan provided to the named executive officers of the Company are structured and operate to foster a performance-oriented culture and create strong alignment with the long-term best interests of the Company and its stockholders, and that compensation levels are reasonable in light of performance and industry practices.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary	Bonus	Non-Equity Incentive Plan Compensation[11]	Change in Pension Value and Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
R. Philip Bixby	2011	$ 720,000	$ 200	$ 182,208	$ 439,222[1]	$ 128,311[6][12][14]	$ 1,469,941
President, CEO and Chairman of	2010	$ 702,540	$ 200	$ 223,900	$ 648,713[1]	$ 84,938[6][12][14]	$ 1,660,291
the Board (PEO)	2009	$ 688,740	$ 200	$ 385,695	$ (208,813)[1]	$ 89,483[6][12][14]	$ 955,305
Tracy W. Knapp	2011	$ 297,660	$ 130	$ 54,591	$ 78,783[2]	$ 42,862[7][13][14]	$ 474,026