

THE  
**MONARCH**  
*Cement Company*



MANUFACTURERS OF PORTLAND CEMENTS

SINCE 1908

PHONE: (620) 473-2222  
FAX: (620) 473-2447

449 1200 STREET  
P.O. BOX 1000  
HUMBOLDT, KANSAS 66748-0900

March 15, 2017

Dear Stockholder:

You are invited to attend the annual meeting of stockholders of The Monarch Cement Company to be held in the auditorium of our Company's plant offices located at 449 1200 Street, Humboldt, Kansas, on Wednesday, April 12, 2017, commencing at 1:00 p.m., local time.

The business to be conducted at the meeting is described in the accompanying notice of annual meeting and proxy statement. At this year's meeting, the agenda includes the election of three Class I directors. In addition, there will be an opportunity to meet with members of senior management and review the business and operations of our Company.

A light lunch will be provided beginning at 12:00 p.m. for stockholders and guests. Please advise Karen Emerson at 620-473-2222 Ext. 175, by Wednesday, April 5, 2017, if you plan to arrive in time for lunch.

Your vote is important. Whether or not you plan to attend the meeting, please cast your vote as soon as possible. You may vote by completing, signing and returning the enclosed proxy.

We appreciate your continued interest in and support of our Company.

Sincerely,

/s/ Debra P. Roe  
Debra P. Roe, CPA  
*Secretary-Treasurer*



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March 15, 2017

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON APRIL 12, 2017**

The annual meeting of stockholders of The Monarch Cement Company, a Kansas corporation, will be held in the auditorium of our Company's plant offices located at 449 1200 Street, Humboldt, Kansas, on Wednesday, April 12, 2017, commencing at 1:00 p.m., local time, and thereafter as it may from time to time be adjourned, for the following purposes:

1. To elect three Class I Directors to hold office for a term expiring at our 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal; and
2. To consider and act upon any other matters that properly may come before the meeting.

The proposals referred to above are more fully described in the accompanying proxy statement. Our annual report to stockholders for 2016, which contains our audited financial statements, also accompanies this notice of annual meeting and proxy statement.

Our Board of Directors has fixed the close of business on February 16, 2017 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the annual meeting. We solicit you to give your proxy to vote at the annual meeting by following the specific voting instructions appearing on the enclosed proxy, regardless of whether you plan to attend the meeting.

By Order of the Board of Directors

/s/ Debra P. Roe  
Debra P. Roe, CPA  
*Secretary-Treasurer*

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**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE  
MEETING, PLEASE FOLLOW THE SPECIFIC VOTING INSTRUCTIONS APPEARING  
ON THE ENCLOSED PROXY AND RETURN IT AS PROMPTLY AS POSSIBLE  
IN ORDER TO ENSURE YOUR REPRESENTATION AT THE MEETING.**

We encourage you to review all of the important information contained in the proxy materials before voting.

**The Monarch Cement Company  
449 1200 Street  
Humboldt, Kansas 66748**

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**PROXY STATEMENT**

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**ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD APRIL 12, 2017**

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**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING**

Although we encourage you to read this proxy statement in its entirety, we include this question and answer section to provide some background information and brief answers to several questions you might have about the annual meeting.

**Why am I receiving these materials?**

The Board of Directors of The Monarch Cement Company is providing these materials to you in connection with our annual meeting of stockholders on April 12, 2017. The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, and certain other required information. This proxy statement, the notice of annual meeting of stockholders and the accompanying proxy were first sent or given to our stockholders on or about March 15, 2017. As a stockholder of our Company, you are entitled and encouraged to vote on the items of business described in these proxy materials. Your vote is very important. For this reason, our Board is requesting that you allow your shares to be represented at the annual meeting by the persons named as proxies on the enclosed proxy.

**When and where will the annual meeting be held?**

The annual meeting of stockholders will be held on Wednesday, April 12, 2017, commencing at 1:00 p.m., local time, in the auditorium of our Company's plant offices located at 449 1200 Street, Humboldt, Kansas. You may obtain directions to the location of the annual meeting by calling us at (620) 473-2222. You do not have to attend the annual meeting to be able to vote.

**What matters will be voted on at the annual meeting?**

Stockholders will consider and vote upon the election of three Class I Directors to hold office for a term expiring at our 2020 annual meeting of stockholders and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal.

We are not aware of any business to be acted upon at the annual meeting other than the items described in this proxy statement. Your signed proxy, however, will entitle the persons named as proxy holders to vote in their discretion for any other matter that is properly presented at the meeting.

**How does our Board of Directors recommend that I vote?**

Our Board of Directors recommends that you vote "FOR" the election of each nominee for director named in this proxy statement.

**What shares can I vote?**

The only outstanding voting securities of our Company are the shares of our Capital Stock, \$2.50 par value, and our Class B Capital Stock, \$2.50 par value. As of the February 16, 2017 record date for the annual meeting, 2,616,430 shares of our Capital Stock and 1,244,359 shares of our Class B Capital Stock were issued and outstanding. Each issued and outstanding share of our Capital Stock as of the close of business on the record date is entitled to one vote on each matter submitted to a vote at the annual meeting, and each issued and outstanding share of our Class B Capital Stock as of the close of business on the record date is entitled to ten votes on each matter submitted to a vote at the annual meeting. All outstanding shares of our

Capital Stock and Class B Capital Stock as of the close of business on the record date are entitled to vote as a single class on all proposals submitted to a vote at the annual meeting.

You may vote all shares of our Capital Stock and Class B Capital Stock that you held as of the record date. This includes (i) shares held directly in your name as the stockholder of record, and (ii) shares held for you as the beneficial owner through a broker, trustee or other nominee, sometimes referred to as shares held in "street name".

### **How do I submit my vote?**

You may vote your shares by completing, signing and returning the proxy provided to you, or by attending the annual meeting and voting in person. Specific voting instructions are found on the proxy provided to you.

*Shares held by the stockholder of record.* If your shares are registered directly in your name in our transfer agent records, you are considered the stockholder of record, and these proxy materials were sent to you directly. As the stockholder of record, you have the right to grant your proxy vote directly or to vote in person at the annual meeting. We have enclosed a proxy for you to use.

*Shares held in street name.* If you hold shares in a brokerage account or through some other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker, trustee or other nominee. As the beneficial owner, you have the right to direct your broker, trustee or nominee how to vote your shares by following the instructions they provide to you. Although you may attend the annual meeting, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from your broker, trustee or nominee. We may require a recent brokerage statement or other proof of ownership for admission to the meeting. You may vote your shares by following the instruction provided to you by your broker, trustee or other nominee.

### **Can I change my proxy vote or revoke my proxy?**

If you are a stockholder of record, you may change your vote or revoke your proxy any time before your vote is used at the annual meeting by:

- submitting a valid, later-dated proxy;
- notifying our corporate secretary in writing that you have revoked your proxy; or
- completing a written ballot at the annual meeting.

Attendance at the annual meeting will not in and of itself constitute a revocation of your proxy.

If you hold shares as the beneficial owner in street name, you may change your vote by timely submitting new voting instructions to your broker, trustee or other nominee or, if you have obtained a legal proxy from your broker, trustee or nominee, by voting in person at the annual meeting.

### **How many votes are needed to conduct business at the annual meeting?**

A majority of votes represented by the holders of our Capital Stock and Class B Capital Stock entitled to vote at the annual meeting, treated as a single class, must be present or represented by proxy in order to satisfy the quorum requirement for the transaction of business at the annual meeting. Both abstentions and broker non-votes (described below under "What is the effect of a broker non-vote?") are counted as present and entitled to vote for purposes of determining a quorum. If a quorum should not be present, the annual meeting may be adjourned from time to time until a quorum is obtained.

### **How are votes counted?**

If you are a stockholder of record and you give your proxy, the shares represented by the proxy will be voted in accordance with your instructions. However, if you are a stockholder of record and you give your proxy without providing voting instructions on one or more proposals, your proxy will be voted for those unmarked proposals in accordance with the recommendation of our Board of Directors (which recommendation is identified above under "How does our Board of Directors recommend that I vote?").

If your shares are held in street name through a broker or other nominee, they will be voted in accordance with the voting instructions that you provide. If you do not provide voting instructions to your broker or nominee on any proposal, it is anticipated that your shares would not be voted on that proposal at the annual meeting.

### **What vote is required to approve the proposals at the annual meeting?**

*Election of Directors.* Directors are elected by a plurality of the votes cast, in person or by proxy, by stockholders entitled to vote at the annual meeting in the election of directors. This means that the three nominees receiving the highest number of votes at the annual meeting will be elected. Stockholders can withhold authority to vote for one or more nominees for director. Shares not voted, whether by specifically withholding authority to vote on your proxy or otherwise, will have no impact on the election of directors except to the extent the failure to vote for an individual results in another individual receiving a larger proportion of the total votes. No shares may be voted for more than three nominees at the annual meeting. Stockholders do not have cumulative voting rights in the election of directors.

*Approval of Other Matters.* Approval of all other proposals that properly may come before the annual meeting will require the affirmative vote of a majority of the votes cast, in person or by proxy, by stockholders entitled to vote at the annual meeting on the particular proposal. Stockholders may abstain from voting on these proposals. If your shares are voted to "abstain" with respect to any of these proposals, this will have the same effect as a vote against the proposal.

### **What is the effect of a broker non-vote?**

A "broker non-vote" occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or other nominee does not have discretionary voting power with respect to that proposal and has not received instructions from the beneficial owner. If you hold shares in street name through a broker or other nominee and do not provide voting instructions on any proposal, your shares may not be voted on that proposal at the annual meeting. Broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting, if the shares are otherwise properly represented at the meeting. Broker non-votes are not counted for purposes of determining the number of votes eligible to be cast on any proposal for which the broker or other nominee lacks discretionary authority, and therefore would reduce the number of affirmative votes that are necessary to approve that proposal.

### **Who pays the cost of soliciting votes at the annual meeting?**

This proxy solicitation is being made by our Board of Directors. All costs of this solicitation will be borne by our Company. Our Company may reimburse brokers, banks and other persons holding stock in their names, or in the names of nominees, for their expenses incurred in sending proxy materials to their principals and obtaining their proxies.

### **What should I do if I receive more than one set of proxy materials?**

You may receive multiple sets of proxy materials if you hold shares in more than one brokerage account or if you are a stockholder of record and have shares registered in more than one name. Please vote the shares on each proxy or voting instruction form you receive.

We have adopted a "householding" procedure which allows us, unless a stockholder withholds consent, to send one proxy statement and annual report to multiple stockholders sharing the same address. Each stockholder at a given address will receive a separate proxy or voting instruction form. If you are receiving multiple sets of proxy materials and wish to have your accounts househanded, or if you no longer wish to participate in householding and wish to revoke your consent, call our corporate secretary, Debra P. Roe, at (620) 473-2222, or send written instructions to our corporate secretary at The Monarch Cement Company, P.O. Box 1000, Humboldt, KS 66748. If you have a householding request for your brokerage account, please contact your broker.

### **Where may I obtain financial and other information about Monarch?**

Our annual report to stockholders, containing our audited financial statements for 2016, accompanies this proxy statement. This proxy statement, our annual report to stockholders and our other proxy materials are available on our internet website ([www.monarchcement.com](http://www.monarchcement.com)) and on the OTC Markets' internet website ([www.otcmarkets.com](http://www.otcmarkets.com)).

## **MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING**

### **ITEM 1: ELECTION OF DIRECTORS**

#### **What am I voting on?**

One of the purposes of this annual meeting is to elect three directors in Class I to serve for a three-year term expiring at the annual meeting of stockholders in 2020 and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal.

#### **What is the structure of our Board and how often are directors elected?**

Our Board of Directors consists of eleven directors. Our Articles of Incorporation divides the Board into three classes of directors, with directors serving staggered terms of three years and until their respective successors are duly elected and qualified, or until their respective earlier resignation or removal. The present terms of David L. Deffner, Gayle C. McMillen and Steve W. Sloan, the three directors in Class I, expire at this annual meeting. Directors in Class II (Byron J. Radcliff, Michael R. Wachter, Walter H. Wulf, Jr. and Walter H. Wulf, III ) and Class III (Jack R. Callahan, Ronald E. Callaway, Robert M. Kissick and Robert K. Radcliff), have terms expiring at the time of the annual meeting of stockholders in 2018 and 2019, respectively.

#### **Who are this year's nominees?**

Our Board of Directors has designated David L. Deffner, Gayle C. McMillen and Steve W. Sloan as the three nominees proposed for election at the annual meeting. Each of these nominees currently serves on our Board. Unless authority to vote for the nominees or a particular nominee is withheld, it is intended that the shares represented by properly executed proxies in the form enclosed will be voted for the election of these nominees as directors. The following table sets forth certain information with respect to each person nominated for election as a director at the annual meeting and each director whose term of office will continue after the annual meeting.

<u>Name</u>	<u>Age</u>	<u>Position with our Company</u>	<u>Director Since</u>
<b>NOMINEES</b>			
<b><u>Class I: New term to expire in 2020</u></b>			
David L. Deffner	66	Director	1997
Gayle C. McMillen	67	Director	1999
Steve W. Sloan	55	Director	2012
<b>DIRECTORS CONTINUING IN OFFICE</b>			
<b><u>Class II: Term to expire in 2018</u></b>			
Byron J. Radcliff	60	Director	1976
Michael R. Wachter	56	Director	1994
Walter H. Wulf, Jr.	72	Chairman of the Board, President and Director	1971
Walter H. Wulf, III	43	Director	2001
<b><u>Class III: Term to expire in 2019</u></b>			
Jack R. Callahan	85	Director	1980
Ronald E. Callaway	81	Director	1990
Robert M. Kissick	80	Vice Chairman, Vice President and Director	1972
Robert K. Radcliff	56	Director	2016

There is no arrangement or understanding between any director and any other person pursuant to which such director was selected as a director.

#### **What is the business experience of the nominees and of our continuing Board members and the basis for the conclusion that each such person should serve on our Board?**

Of the eleven members of our Board of Directors, nine are descendants of five families who invested in and have guided our Company for over 60 years. Two of these five families' ownerships date back to the purchase of the bankrupt

Monarch Portland Cement Company and its reorganization as The Monarch Cement Company in 1913. The descendants of these five families continue to own a significant share of the outstanding stock of our Company. In addition to their familiarity of the cement business through their long history of interaction with and oversight of our Company, they bring diverse backgrounds to our Board. Our Company has two additional directors who are not descendants of these long-time stockholders: Mr. Callahan, retired President of our Company; and Mr. Sloan, President and CEO of Midwest Minerals, Inc. of Pittsburg, Kansas.

Described below is the business experience of each person nominated for election as a director at the annual meeting and each director whose term of office will continue after the annual meeting, as well as the specific experience, qualifications, attributes and skills of each such person that led to the conclusion that such person should serve on our Board.

*Jack R. Callahan* is the retired former President of our Company. He has an integral understanding of our corporate-wide operations through the experience and knowledge he gained during his 40 years of employment with our Company. He began his career as a salesman and served 17 years as our President before retiring in 1997.

*Ronald E. Callaway* is a retired feed yard manager. His experience as a feed yard manager in central Kansas gives us insight into the western Kansas market area and the agricultural segment of our customer base. His many years of managerial experience include personnel supervision, purchasing oversight and risk management responsibilities. These skills, when combined with his wealth of experience and knowledge of our Company, make Mr. Callaway an important contributor to our Board of Directors.

*David L. Deffner* currently serves as Minister of Music at Christ Church Episcopal. Prior to his move to Las Vegas, he served 20 years as director of music at Davis Community Church, Davis, California. Although his residence in the state of Nevada is not part of our market area, it enables him to give us a different perspective of political climate and views, particularly in the areas of climate change and employee benefits. His business experience as a professional music director includes personnel supervision, budgeting and property management.

*Robert M. Kissick* is the retired former President of Hydraulic Power Systems, Inc., a manufacturer of construction equipment, and Chairman of the Board of that company. He has served as a Vice President of our Company since 1980 and was named Vice Chairman of the Board in 2016, although he currently is not actively involved in the daily affairs of our Company. His background in manufacturing of construction equipment gives him the ability to analyze our production processes and proposed equipment purchases and the risks associated with various courses of action. As the former principal of a construction equipment company, his business experiences are quite extensive and include personnel supervision, purchasing oversight, capital structuring, banking relations, budgeting and establishment of overall corporate strategy.

*Gayle C. McMillen* is a retired former instrumental music teacher. For the last ten years, he was an Adjunct Professor at Kansas Wesleyan University in Salina, Kansas. He currently serves as Music Coordinator for Trinity United Methodist Church. Mr. McMillen's expertise is primarily in the area of personnel. His involvement throughout the years in a variety of professional organizations in addition to his many years as a music director have resulted in his very strong personnel supervision skills, budgeting skills and the insight to cope with precarious decisions. He also has shown the ability to learn about our manufacturing processes and to ask astute questions prompting discussions of alternative options and the risks associated therewith.

*Byron J. "B. J." Radcliff* is a rancher. He has a unique combination of mechanical expertise and the ability to analyze the timing and scope of our capital budget. His personal experiences include personnel supervision, budgeting (particularly in the area of capital expenditures), the selection of large equipment (both mobile and stationary) and purchasing oversight. He also has a wealth of knowledge about our Company as a result of his and his father's years of service on our Board. He is a well-read individual, keeping abreast of current events that could have an effect on the future operations of our Company and bringing applicable issues to the attention of our Board. He is the brother of Robert K. Radcliff.

*Robert K. Radcliff* is the Vice President of Sales and Business Development at Vision, headquartered in Chicago, Illinois. He is responsible for developing new business around Vision's extensive and sophisticated suite of technological and print capabilities. He has many years of executive leadership in managing multiple projects and coordinating company resources to produce positive outcomes. He is the newest member of our Board and the son of Byron K. Radcliff (deceased), who was a member of our Board for over 50 years. Because of the relationship with both his father and brother, Mr. Radcliff came on board with an in-depth understanding of our total company operations. His historical insight and business experience will be beneficial as we evaluate our current operations, potential acquisitions and overall corporate strategy. He is the brother of Byron J. Radcliff.

*Steve W. Sloan*, President and CEO of Midwest Minerals, Inc. ("Midwest Minerals") headquartered in Pittsburg, Kansas, brings a wealth of experience in the aggregate and ready-mixed concrete industry to our Board. Midwest Minerals provides crushed limestone aggregates and agricultural lime throughout southeast Kansas, northeast Oklahoma and southwest Missouri. Mr. Sloan's current responsibilities include oversight of the financial, production, sales and regulatory affairs of Midwest Minerals' ready-mixed concrete plant and 20 aggregate quarry operations. Mr. Sloan also serves as Advisory Board Member of Commerce Bank in Pittsburg, Kansas, a subsidiary of Commerce Bancshares, Inc., and Chairman of the Board of Blue Cross and Blue Shield of Kansas. Mr. Sloan is Past Chairman of the National Stone, Sand, & Gravel Association and Past President of the Kansas Aggregate Producers Association. He has served on the audit committee of one for-profit and three not-for-profit organizations. Mr. Sloan has the experience and skill sets to provide exceptional insight and judgment relative to corporate governance, corporate strategy, budgeting, banking, financial reporting, administrative functions and risk management.

*Michael R. Wachter*, a civil engineer licensed in the state of Washington, serves as the Vice President and Director of Operations for Concrete Technology Corporation, a prestressed/precast concrete producer located in Tacoma, Washington. He is also a member of their Management Committee and Board of Directors. His career experience includes civil engineering, construction management and production management. His more recent experience and responsibilities include management of project planning efforts, production operations, a union labor force, purchasing, shipping, maintenance and capital improvements. He is a member of ASCE, ACI and PCI. His extensive knowledge and exceptional qualifications in the concrete industry directly correlates to our subsidiary operations.

*Walter H. Wulf, Jr.* has served as our Chairman of the Board since 2001 and as our President since 1997. He began working in our plant as a teenager during summer vacations. After college he served in the U.S. Army, attaining the rank of Captain. Following a tour of duty in Vietnam, Mr. Wulf returned to our Company as a salesman and later became Vice President, and then our President and Chairman of the Board. Through his leadership role and his personal and family's financial investment in our Company, Mr. Wulf has a vested interest in, and is dually committed to, our Company's success. Although he is knowledgeable in all areas of our Company's operations, his strengths are in customer relations, pricing, marketing, environmental regulations and equity investments. Mr. Wulf has enhanced his skills and experiences through participation in many professional and civic boards and committees. He is the father of Walter H. Wulf, III.

*Walter H. Wulf, III* serves as Chevrolet Zone Manager for General Motors Corporation. In addition to "growing up in the industry" with his maternal and paternal great grandfathers', his grandfather's and his father's involvement in the day-to-day operations of our business, Mr. Wulf, III gained experience outside of our industry in his positions with Chevrolet as Training and Accessories Manager, Assistant Customer Experience Manager and District Sales Manager where he was responsible for financial analysis to improve auto dealers' profitability. These positions provide him insight into the operation, maintenance and replacement of our Company's fleet of approximately 325 vehicles (primarily ready-mixed concrete trucks) and various pieces of mobile equipment, including forklifts and loaders. Furthermore, as a result of his extensive training and experience with General Motors, Mr. Wulf, III has developed personnel supervisory, compensation analysis, budgeting and risk assessment skills that are beneficial to the long-term interest of our stockholders. He is the son of Walter H. Wulf, Jr.

#### **What if a nominee is unwilling or unable to serve?**

Each of the nominees listed in this proxy statement has indicated his willingness to serve as a director if elected, and the Board of Directors has no reason to believe that any nominee will be unavailable for election. If, for some unforeseen reason, a nominee becomes unwilling or unable to serve, it is intended that shares represented by the proxies will be voted for the election of such substitute nominee as may be designated by our Board of Directors, unless the authority to vote for all nominees or for the particular nominee who has ceased to be a candidate has been withheld.

#### **How does our Board of Directors recommend that I vote?**

Our Board of Directors recommends that you vote "FOR" the election of David L. Deffner, Gayle C. McMillen and Steve W. Sloan as Class I Directors.

#### **OWNERSHIP OF COMPANY SECURITIES**

The table below sets forth information, as of February 1, 2017, with respect to the beneficial ownership of shares of our Capital Stock and Class B Capital Stock by:



- our Chief Executive Officer, our Principal Financial Officer and our other named executive officers;
- each of our current directors and director nominees; and
- our executive officers and directors as a group.

All information with respect to beneficial ownership has been furnished by the respective directors, director nominees or officers, as the case may be.

<b>Name of Beneficial Owner</b>	<b>Capital Stock Beneficially Owned</b>	<b>Percentage of Capital Stock Beneficially Owned</b>	<b>Class B Capital Stock Beneficially Owned</b>	<b>Percentage of Class B Capital Stock Beneficially Owned</b>	<b>Percentage of Capital Stock and Class B Capital Stock Beneficially Owned</b>
Jack R. Callahan	—	—	1,000 <sup>(1)</sup>	*	*
Ronald E. Callaway	10,636	*	13,337	1.07%	*
David L. Deffner	—	—	16,463	1.32%	*
Robert M. Kissick	21,028 <sup>(2)</sup>	*	39,903 <sup>(3)</sup>	3.21%	1.58%
Gayle C. McMillen	—	—	69,220 <sup>(4)</sup>	5.56%	1.79%
Byron J. Radcliff	4,050	*	1,000	*	*
Robert K. Radcliff	4,050	*	—	—	*
Steve W. Sloan	2,000 <sup>(5)</sup>	*	—	—	*
Michael R. Wachter	1,600	*	600	*	*
Walter H. Wulf, Jr.	173,102 <sup>(6)</sup>	6.62%	185,192 <sup>(7)</sup>	14.88%	9.28%
Walter H. Wulf, III	3,800 <sup>(8)</sup>	*	3,700	*	*
Debra P. Roe	1,925 <sup>(1)</sup>	*	825 <sup>(1)</sup>	*	*
N. Joan Perez	5,700	*	—	—	*
Kenneth G. Miller	600 <sup>(1)</sup>	*	—	—	*
Kent A. Webber	500 <sup>(1)</sup>	*	—	—	*
All directors and executive officers as a group (15 persons)	228,991	8.75%	331,240	26.62%	14.51%

\*Less than one percent.

- (1) Held jointly with the beneficial owner's spouse.
- (2) Includes (i) 3,528 shares held in trusts of which Robert M. Kissick is sole trustee, and (ii) 17,500 shares held in a trust of which Mr. Kissick's wife is sole trustee. Mr. Kissick disclaims beneficial ownership of the 17,500 shares held in his wife's trust.
- (3) Includes (i) 6,428 shares held in trusts of which Robert M. Kissick is sole trustee, and (ii) 33,475 shares held in a trust of which Mr. Kissick's wife is sole trustee. Mr. Kissick disclaims beneficial ownership of the 33,475 shares held in his wife's trust.
- (4) Includes 34,610 shares held in Mr. McMillen's trust and 34,610 shares held in his wife's trust.
- (5) Includes 600 shares held jointly with wife and 1,400 shares held by corporation of which his wife is a principal shareholder.
- (6) Includes (i) 8,310 shares held by Walter H. Wulf, Jr. individually, (ii) 1,900 shares held by Mr. Wulf's wife, (iii) 25,000 shares held in a trust, of which Mr. Wulf is trustee, for his benefit, (iv) 50,000 shares held in two trusts, of which Mr. Wulf is trustee, for the respective benefit of Mr. Wulf's two sisters, (v) 40,300 shares held in Walter H. Wulf Company, LLC of which Mr. Wulf is manager, for the benefit of Mr. Wulf, his two sisters and their children, (vi) 4,000 shares held in the Walter H. Wulf and May L. Wulf Charitable Foundation, of which Mr. Wulf is trustee, and (vii) 43,592 shares held in Wulf General, LLC, of which Mr. Wulf is manager, for the benefit of Mr. Wulf and his two sisters. Mr. Wulf disclaims beneficial ownership of the 1,900 shares owned by his wife and the 50,000 shares held in two trusts for the respective benefit of Mr. Wulf's two sisters.
- (7) Includes (i) 13,950 shares held by Walter H. Wulf, Jr. individually, (ii) 6,750 shares held jointly by Mr. Wulf and his wife, (iii) 1,900 shares held by Mr. Wulf's wife, (iv) 25,000 shares held in a trust, of which Mr. Wulf is trustee, for his benefit, (v) 50,000 shares held in two trusts, of which Mr. Wulf is trustee for the respective benefit of Mr. Wulf's two

sisters, and (vi) 87,592 shares held in Wulf General, LLC, of which Mr. Wulf is manager, for the benefit of Mr. Wulf and his two sisters. Mr. Wulf disclaims beneficial ownership of the 1,900 shares owned by his wife and the 50,000 shares held in two trusts for the respective benefit of Mr. Wulf's two sisters.

- (8) Includes 3,700 shares held by Walter H. Wulf, III individually and 100 shares held jointly with wife.

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By Order of the Board of Directors

Debra P. Roe, CPA  
*Secretary-Treasurer*

March 15, 2017  
Humboldt, Kansas

