

Kayne Anderson MLP Investment CO
Form DEF 14A
May 02, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

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))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

KAYNE ANDERSON MLP INVESTMENT COMPANY
KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Table of Contents

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- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
** Fee paid previously with preliminary materials.

** Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Table of Contents

Kayne Anderson MLP Investment Company (NYSE : KYN)

Kayne Anderson Energy Total Return Fund, Inc. (NYSE : KYE)

May 2, 2014

Dear Fellow Stockholder:

You are cordially invited to attend the combined 2014 Annual Meeting of Stockholders of Kayne Anderson MLP Investment Company (KYN) and Kayne Anderson Energy Total Return Fund, Inc. (KYE) to be held on:

June 18, 2014

8:00 a.m. Central Time

Four Seasons Hotel

Fairfield Room

1300 Lamar Street

Houston, TX 77010

For the purposes of these proxy materials, KYN and KYE will each be referred to as a Company and collectively as the Companies. For each Company, the matters scheduled for consideration at the meeting are (i) the election of one director of the Company and (ii) the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014.

Enclosed with this letter are (i) answers to questions you may have about the proposals, (ii) the formal notice of the meeting, (iii) the proxy statement, which gives detailed information about the proposals and why the Board of Directors of each Company recommends that you vote to approve them, and (iv) an actual written proxy for you to sign and return. If you have any questions about the enclosed proxy or need any assistance in voting your shares, please call 1-877-657-3863.

Your vote is important. Please complete, sign, and date the enclosed proxy card and return it in the enclosed envelope. This will ensure that your vote is counted, even if you cannot attend the meeting in person.

Sincerely,

Kevin S. McCarthy

Chairman of the Board of Directors,

CEO and President of KYN and KYE

Table of Contents

TABLE OF CONTENTS

<u>ANSWERS TO SOME IMPORTANT QUESTIONS</u>	1
<u>NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS</u>	2
<u>GENERAL INFORMATION</u>	3
<u>PROPOSAL ONE: ELECTION OF DIRECTOR</u>	5
<u>NOMINEE FOR DIRECTOR WHO IS NOT AN INTERESTED PERSON</u>	6
<u>REMAINING DIRECTORS WHO ARE NOT INTERESTED PERSONS</u>	7
<u>REMAINING DIRECTOR WHO IS AN INTERESTED PERSON</u>	8
<u>DIRECTOR COMPENSATION</u>	9
<u>COMMITTEES OF THE BOARD OF DIRECTORS</u>	10
<u>INFORMATION ABOUT EACH DIRECTOR S QUALIFICATIONS, EXPERIENCE, ATTRIBUTES OR SKILLS</u>	13
<u>PROPOSAL TWO: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	16
<u>INDEPENDENT ACCOUNTING FEES AND POLICIES</u>	16
<u>JOINT AUDIT COMMITTEE REPORT</u>	17
<u>INFORMATION ABOUT EXECUTIVE OFFICERS</u>	19
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	21
<u>SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS</u>	22
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	25
<u>CORPORATE GOVERNANCE</u>	26
<u>OTHER MATTERS</u>	28
<u>MORE INFORMATION ABOUT THE MEETING</u>	28
<u>INVESTMENT ADVISER</u>	30
<u>ADMINISTRATOR</u>	30
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	30
<u>STOCKHOLDER PROPOSALS</u>	31

Table of Contents

KAYNE ANDERSON MLP INVESTMENT COMPANY

KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.

ANSWERS TO SOME IMPORTANT QUESTIONS

Q. WHAT AM I BEING ASKED TO VOTE FOR ON THIS PROXY?

A. This proxy contains the following proposals for each Company:

Proposal One the election of one Class I Director to serve until the Company's 2017 Annual Meeting of Stockholders and until his successor is duly elected and qualified. The director currently serving in Class I is Gerald I. Isenberg. His current term will expire at the Company's 2014 Annual Meeting of Stockholders and the Company's Board of Directors has nominated him for re-election at the meeting.

For each Company, the election of Mr. Isenberg requires the affirmative vote of the holders of a majority of the Company's Common Stock and Preferred Stock outstanding as of April 29, 2014 (the Record Date) voting together as a single class.

Proposal Two the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for its fiscal year ending November 30, 2014. Approval of Proposal Two requires the affirmative vote of a majority of the votes cast by the holders of the Company's Common Stock and Preferred Stock outstanding as of the Record Date, voting together as a single class.

Q. HOW DOES THE BOARD OF DIRECTORS SUGGEST THAT I VOTE?

A. The Board of Directors of each Company unanimously recommends that you vote FOR all proposals on the enclosed proxy card.

Q. HOW CAN I VOTE?

A. If your shares in either Company are held in Street Name by a broker or bank, you will receive information regarding how to instruct your bank or broker to vote your shares. If you are a stockholder of record of either Company, you may authorize the persons named as proxies on the enclosed proxy card to cast the votes you are entitled to cast at the meeting by completing, signing, dating and returning the enclosed proxy card. For either Company, stockholders of record or their duly authorized proxies also may vote in person if able to attend the meeting. However, even if you plan to attend the meeting, we urge you to return your proxy card. That will ensure that your vote is cast should your plans change.

Q. CAN I VIEW THE PROXY STATEMENT AND ANNUAL REPORT ON THE INTERNET?

A. Yes. The proxy statement and Annual Report are available on the Internet at www.kaynefunds.com/kyn/sec-filings for KYN and at www.kaynefunds.com/kyc/sec-filings for KYE.

This information summarizes information that is included in more

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detail in the proxy statement. We urge you to read the proxy statement carefully.

If you have questions, call 1-877-657-3863.

1

Table of Contents

Kayne Anderson MLP Investment Company

Kayne Anderson Energy Total Return Fund, Inc.

NOTICE OF 2014 ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of: Kayne Anderson MLP Investment Company

Kayne Anderson Energy Total Return Fund, Inc.

NOTICE IS HEREBY GIVEN that the combined 2014 Annual Meeting of Stockholders of Kayne Anderson MLP Investment Company and Kayne Anderson Energy Total Return Fund, Inc., each a Maryland corporation, will be held on June 18, 2014 at 8:00 a.m. Central Time in the Fairfield Room of the Four Seasons Hotel, 1300 Lamar Street, Houston, TX 77010 to consider and vote on the following matters as more fully described in the accompanying proxy statement. For the purposes of these proxy materials, KYN and KYE will each be referred to as a Company and collectively as the Companies.

Below are the proposals for each Company:

1. To elect one Class I Director of the Company, such director to hold office until the 2017 Annual Meeting of Stockholders and until his successor is duly elected and qualified;
2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2014;
3. To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record of each Company as of the close of business on April 29, 2014 are entitled to notice of and to vote at the combined 2014 Annual Meeting of Stockholders (or any adjournment or postponement of the meeting thereof).

By Order of the Boards of Directors of the Companies,

David J. Shladovsky

Secretary

May 2, 2014

Houston, Texas

Table of Contents

Kayne Anderson MLP Investment Company

Kayne Anderson Energy Total Return Fund, Inc.

811 Main Street, 14th Floor

Houston, TX 77002

1-877-657-3863

COMBINED PROXY STATEMENT

2014 ANNUAL MEETING OF STOCKHOLDERS

JUNE 18, 2014

This combined proxy statement is being sent to you by the Boards of Directors of Kayne Anderson MLP Investment Company (KYN) and Kayne Anderson Energy Total Return Fund, Inc. (KYE), each a Maryland corporation. For the purposes of this proxy statement, KYN and KYE will each be referred to as a Company and collectively as the Companies. The Board of Directors of each Company is asking you to complete, sign, date and return the enclosed proxy card, permitting your votes to be cast at the 2014 Annual Meeting of Stockholders (the Annual Meeting) to be held on:

June 18, 2014

8:00 a.m. Central Time

Four Seasons Hotel

Fairfield Room

1300 Lamar Street

Houston, TX 77010

Stockholders of record of each Company at the close of business on April 29, 2014 (the Record Date) are entitled to vote at the Annual Meeting. As a stockholder of a Company, you are entitled to one vote for each share of Common Stock of that Company and one vote for each share of Preferred Stock of that Company you hold on each matter on which holders of such shares are entitled to vote. This combined proxy statement and the enclosed proxy are first being mailed to stockholders on or about May 9, 2014.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 18, 2014: You should have received a copy of the Annual Report for the fiscal year ended November 30, 2013 for each Company in which you own either Common or Preferred Stock. If you would like another copy of the Annual Report, please write us at the address shown at the top of this page or call us at 1-877-657-3863. The Annual Report will be sent to you without charge. This proxy statement and our Annual Reports can be accessed on our website at www.kaynefunds.com/kyn/sec-filings for KYN and at www.kaynefunds.com/kye/sec-filings for KYE or on the website of the Securities and Exchange Commission (the SEC) at www.sec.gov.

KA Fund Advisors, LLC (KAFA), a subsidiary of Kayne Anderson Capital Advisors, L.P. (KACALP) and together with KAFA, Kayne Anderson), externally manages and advises each Company pursuant to an investment management agreement. KAFA is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. Kayne Anderson is a leading investor in both public and private energy companies. At March 31, 2014, Kayne Anderson managed approximately \$26 billion, including \$23 billion in securities of energy companies. Kayne Anderson may be contacted at the address listed above.

Table of Contents

This combined proxy statement sets forth the information that each Company's stockholders should know in order to evaluate each of the following proposals. The following table presents a summary of the proposals for each Company and the stockholders of the Company whose votes are being solicited with respect to each proposal. Please refer to the discussion of each proposal in this proxy statement for information regarding votes required for the approval of each proposal.

Proposals for Each Company

1. To elect one Class I Director of the Company, such director to hold office until the 2017 Annual Meeting of Stockholders and until his successor is duly elected and qualified.

2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2014.

3. To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.

Who votes on the proposals?

For each Company, the holders of the Company's Common Stock (as defined herein) and Preferred Stock, voting together as a single class, on the election of Gerald I. Isenberg as a Class I Director

For each Company, the holders of the Company's Common Stock and Preferred Stock, voting together as a single class

For each Company, the holders of the Company's Common Stock and Preferred Stock, voting together as a single class

Table of Contents**PROPOSAL ONE****ELECTION OF DIRECTOR**

Under each Company's charter, the Board of Directors (the Board) of each Company is divided into three classes (Class I, Class II and Class III) of approximately equal size. The Board of each Company currently has five directors as follows:

Class	Term*	Directors	Elected By	
			Common Stockholders	Preferred Stockholders
I	3-year term until 2014	Gerald I. Isenberg	X	X
		Steven C. Good		X
II	3-year term until 2015	Kevin S. McCarthy	X	X
		Anne K. Costin	X	X
III	3-year term until 2016	William H. Shea, Jr.		X

*For each Company, each director serves a three-year term until the Annual Meeting of Stockholders for the designated year and until his or her successor has been duly elected and qualified.

For each Company, the director whose term is expiring at this year's Annual Meeting is the Class I director, Gerald I. Isenberg. The Board of each Company has nominated him for re-election at the Annual Meeting, to serve for a term of three years (until the 2017 Annual Meeting of Stockholders) and until his successor has been duly elected and qualified.

Pursuant to the terms of each Company's mandatory redeemable preferred stock (the Preferred Stock), the holders of Preferred Stock are entitled as a class, to the exclusion of the holders of the Company's common stock, \$0.001 par value per share (the Common Stock), to elect two directors of the Company (the Preferred Directors). The Board of each Company has designated Steven C. Good and William H. Shea, Jr. as the Preferred Directors. The terms of the Preferred Stock for each Company further provide that the remaining nominees shall be elected by holders of Common Stock and Preferred Stock voting together as a single class.

Therefore, for each Company, the holders of the Company's Common Stock and Preferred Stock, voting together as a single class, are being asked to vote for Mr. Isenberg as a Class I Director of the Company.

The Board of each Company knows of no reason why the nominee listed below will be unable to serve, and the nominee has consented to serve if elected. If a nominee is unable to serve or for good cause will not serve because of an event not now anticipated, the persons named as proxies may vote for another person designated by the Board of each Company. The persons named as proxies on the accompanying proxy card intend to vote at the Annual Meeting (unless otherwise directed) FOR the election of Mr. Isenberg as the Company's director.

The following tables set forth the nominee's and each remaining director's name and year of birth; position(s) with each Company and length of time served; principal occupations during the past five years; and other directorships held during the past five years. The address for the nominee and directors is 811 Main Street, 14th Floor, Houston, TX 77002.

All the directors listed above currently serve on the Board of Directors of KYN and KYE, and Mr. McCarthy also serves on the Board of Directors of Kayne Anderson Midstream/Energy Fund, Inc. (KMF) and Kayne Anderson Energy Development Company (KED). KYN, KYE, KMF and KED are closed-end investment companies registered under the Investment Company Act of 1940, as amended (the 1940 Act) that are advised by KAFA.

Table of Contents

For each Company, the directors who are not interested persons, as defined in the 1940 Act, of the Company, Kayne Anderson or the Company's underwriters in offerings of its securities from time to time are referred to herein as Independent Directors. None of the Company's Independent Directors (other than Mr. Isenberg), nor any of their immediate family members, has ever been a director, officer or employee of Kayne Anderson or its affiliates. From 1998 to 2002, Mr. Isenberg was a board member of Kayne Anderson Rudnick Mutual Funds, whose investment adviser, Kayne Anderson Rudnick Investment Management, LLC, was formerly an affiliate of KACALP.

The Board of Directors of each Company has adopted a mandatory retirement policy. No director may be nominated or stand for re-election if that director would have his or her 75th birthday before the stockholders' meeting at which that director would be elected. Once elected, a director may complete his or her term even if that director turns 75 during such three-year term.

For information regarding each Company's executive officers and their compensation, please refer to Information About Executive Officers and Compensation Discussion and Analysis below.

NOMINEE FOR DIRECTOR WHO IS NOT AN INTERESTED PERSON

Name	Position(s)	Principal Occupations	Number of	Other
	Held with		Portfolios in	Directorships
(Year Born)	Term of Office/ Time of Service	During Past Five Years	Fund Complex(1)	Held by Director
			Overseen by	During Past
			Director	Five Years
Gerald I. Isenberg (born 1940)	Director of each Company since 2005. 3-year term (until the 2014 Annual Meeting of Stockholders).	Professor Emeritus at the University of Southern California School of Cinema-Television since 2007. Chief Financial Officer of Teeccino Caffe Inc., a privately owned beverage manufacturer and distributor.	2	Current: Teeccino Caffe Inc. (beverage manufacturer and distributor) Caucus for Television Producers, Writers & Directors Foundation (not-for-profit organization) Prior: Kayne Anderson Rudnick Mutual Funds ⁽¹⁾ from 1998

- (1) The 1940 Act requires the term "Fund Complex" to be defined to include closed-end funds advised by the Company's investment adviser, KAFA and included KYN, KYE, KMF and KED.

Table of Contents**REMAINING DIRECTORS WHO ARE NOT INTERESTED PERSONS**

Name	Position(s) Held with Each Company, Term of Office/ Time of Service	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director During Past Five Years
Anne K. Costin (born 1950)	Director of each Company since inception. 3-year term (until the 2016 Annual Meeting of Stockholders).	Professor at the Amsterdam Institute of Finance from 2007 to 2013. Adjunct Professor in the Finance and Economics Department of Columbia University Graduate School of Business in New York from 2004 to 2007. As of March 1, 2005, Ms. Costin retired after a 28-year career at Citigroup. During the seven years prior to her retirement, Ms. Costin was Managing Director and Global Deputy Head of the Project & Structured Trade Finance product group within Citigroup's Investment Banking Division.	2	None
Steven C. Good (born 1942)	Director of each Company since inception. 3-year term (until the 2015 Annual Meeting of Stockholders).	Independent consultant since February 2010, when he retired from CohnReznick LLP, where he had been an active partner since 1976. CohnReznick LLP offers accounting, tax and business advisory services to middle market private and publicly-traded companies, their owners and their management. Founded Block, Good and Gagerman in 1976, which later evolved in stages into CohnReznick LLP.	2	Current: OSI Systems, Inc. (specialized electronic products) Prior: California Pizza Kitchen, Inc. (restaurant chain) Arden Realty, Inc. (real estate investment trust)
William H. Shea, Jr. (born 1954)	Director of each Company since March 2008. 3-year term (until the 2016 Annual Meeting of Stockholders).	Private investor since March 2014. Chief Executive Officer of the general partner of PVR Partners, L.P. (PVR) from March 2010 to March 2014. Chief Executive Officer and President of the general partner of Penn Virginia GP Holdings, L.P. (PVG), from March 2010 to March 2011. Private investor	2	Current: Niska Gas Storage Partners LLC (natural gas storage)

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from June 2007 to March 2010. From September 2000 to June 2007, President, Chief Executive Officer and Director (Chairman from May 2004 to June 2007) of Buckeye Partners L.P. (BPL). From May 2004 to June 2007, President, Chief Executive Officer and Chairman of Buckeye GP Holdings L.P. (BGH) and its predecessors.

USA Compression Partners, LP (natural gas compression MLP)

Prior:

BGH (general partner of BPL)

BPL (midstream MLP)

Gibson Energy ULC (midstream energy)

PVG (owned general partner of PVR)

PVR (midstream MLP)

Penn Virginia Corporation (oil and gas exploration and production company)

- (1) The investment adviser to the Kayne Anderson Rudnick Mutual Funds, Kayne Anderson Rudnick Investment Management, LLC, formerly was an affiliate of KACALP.

Table of Contents**REMAINING DIRECTOR WHO IS AN INTERESTED PERSON**

Name	Position(s) Held with Each Company, Term of Office/ Time of Service	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director During Past Five Years
(Year Born) Kevin S. McCarthy(1) (born 1959)	Chairman of the Board of Directors, President and Chief Executive Officer of each Company since inception. 3-year term as a director (until the 2015 Annual Meeting of Stockholders), elected annually as an officer.	Senior Managing Director of KACALP since June 2004 and of KAFA since 2006. President and Chief Executive Officer of KYN, KYE, KED and KMF since inception (KYN inception in 2004, KYE inception in 2005, KED inception in 2006 and KMF inception in 2010). Global Head of Energy at UBS Securities LLC from November 2000 to May 2004.	4	Current: KED KMF Emerge Energy Services LP (frac sand MLP) Range Resources Corporation (oil and gas exploration and production company) Prior: Clearwater Natural Resources, L.P. (coal mining) Direct Fuels Partners, L.P. (transmix refining and fuels distribution)

International Resource
Partners LP (coal mining)

K-Sea Transportation
Partners LP (shipping
MLP)

ProPetro Services, Inc.
(oilfield services)

(1) Mr. McCarthy is an interested person of the Companies by virtue of his employment relationship with Kayne Anderson.

Table of Contents**DIRECTOR COMPENSATION**

For each Company, directors and officers who are interested persons by virtue of their employment by Kayne Anderson, including all executive officers, serve without any compensation from the Company. For each Company, for the fiscal year ended November 30, 2013:

Each Independent Director who served on the Board of Directors of both KYN and KYE received an annual retainer of \$90,000 for his or her service on both boards. Effective December 1, 2013, the annual retainer was increased to \$110,000. The Independent Directors, voting separately, have authority to set their compensation. KYN and KYE each paid a *pro rata* portion of this retainer quarterly based on their average total assets for the quarter. As of February 28, 2014, 81% and 19% of the quarterly retainer was allocated to KYN and KYE, respectively.

For each Company, the chairperson of the Audit Committee received additional compensation of \$7,500 annually.

For each Company, each Independent Director received \$2,500 per regular Board meeting attended in person, \$2,000 per regular Board meeting attended via telephone and \$1,500 per special Board meeting attended via telephone.

For each Company, each Audit Committee member received \$1,500 per Audit Committee meeting, and each member of any other Board committee received \$500 per other committee meeting. Committee meeting fees were not paid unless the meeting exceeded 15 minutes in duration.

The Independent Directors were reimbursed for expenses incurred as a result of attendance at meetings of the Board of Directors and its committees.

The following table sets forth the compensation paid by each Company during the fiscal year ended November 30, 2013 to the Independent Directors. No compensation is paid to directors who are interested persons. Neither Company has a retirement or pension plans or any compensation plans under which the Company's equity securities were authorized for issuance.

Director Compensation Table

Name	KYN	KYE	Total Compensation from the Fund Complex
Independent Directors			
Anne K. Costin	\$ 103,785	\$ 37,715	\$ 141,500
Steven C. Good	104,785	44,215	149,000
Gerald I. Isenberg	99,785	37,215	137,000
William H. Shea, Jr.	99,785	34,715	134,500
Interested Director			
Kevin S. McCarthy	None	None	None

Table of Contents

COMMITTEES OF THE BOARD OF DIRECTORS

Each Company's Board currently has three standing committees: the Audit Committee, the Valuation Committee and the Nominating Committee. The following committee descriptions and the directors serving on the committees apply to both Companies:

Audit Committee. Ms. Costin and Messrs. Good, Shea, and Isenberg, each an Independent Director, serve on the Audit Committee. Mr. Good currently serves as Chairman of the Audit Committee. The Audit Committee operates under a written charter (the Audit Committee Charter), which was adopted and approved by the Board and established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the 1934 Act). The Audit Committee Charter conforms to the applicable listing standards of the New York Stock Exchange (the NYSE). The Audit Committee Charter is available on the Companies' website (www.kaynefunds.com). The Audit Committee, among others, approves and recommends to the Board the election, retention or termination of the Company's independent auditors; approves services to be rendered by such auditors; monitors and evaluates each auditors' performance; reviews the results of the Company's audit; determines whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report; monitors the accounting and reporting policies and procedures of the Company and the Company's compliance with regulatory requirements; and responds to other matters as outlined in the Audit Committee Charter. Each Audit Committee member is independent under the applicable NYSE listing standard. The Board has determined that the Audit Committee has one audit committee financial expert; that member is Mr. Good.

Valuation Committee. Ms. Costin and Messrs. McCarthy, Good and Isenberg serve on the Valuation Committee. The Valuation Committee is responsible for the oversight of the Company's valuation procedures and the valuation of the Company's securities in accordance with such procedures. The Valuation Committee operates under a written charter adopted and approved by the Board, a copy of which is available on the Companies' website (www.kaynefunds.com).

Nominating Committee. Ms. Costin and Messrs. Good, Isenberg and Shea, each an Independent Director, are members of the Nominating Committee. The Nominating Committee is responsible for appointing and nominating Independent Directors to the Board. Each Nominating Committee member is independent under the applicable NYSE listing standards. The Nominating Committee operates under a written charter adopted and approved by the Board (the Nominating Committee Charter), a copy of which is available on the Companies' website (www.kaynefunds.com). The Nominating Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a director. The Nominating Committee expects to seek referrals for candidates to consider for nomination from a variety of sources, including current directors, the Company's management, investment adviser and counsel, will consider nominees properly recommended by stockholders, and may also engage a search firm to identify or evaluate or assist in identifying or evaluating candidates. As set forth in the Nominating Committee Charter, in evaluating candidates for a position on the Board, the Committee considers a variety of factors, including, as appropriate:

the candidate's knowledge in matters relating to the investment company or to the energy industry;

any experience possessed by the candidate as a director or senior officer of public companies;

the candidate's educational background;

the candidate's reputation for high ethical standards and personal and professional integrity;

Table of Contents

any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications;

the candidate's perceived ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly and work collaboratively with other members of the Board;

the candidate's ability to qualify as an independent director for purposes of the 1940 Act, the candidate's independence from the Company's service providers and the existence of any other relationships that might give rise to a conflict of interest or the appearance of a conflict of interest; and

such other factors as the Nominating Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other transitions (*e.g.*, whether or not a candidate is an audit committee financial expert under the federal securities laws).

The Nominating Committee also considers diversity, including gender, race and national origin, education, professional experience, skills and viewpoints in identifying nominees for director. The Nominating Committee does not have a formal policy with respect to diversity; however, the Board and the Nominating Committee believe that it is important that the Board members represent diverse skills, backgrounds, experiences and perspectives.

Prior to making a final recommendation to the Board, the Nominating Committee of each Company may conduct personal interviews with the candidates it believes to be the most qualified.

If there is no vacancy on the Board, the Board will not actively seek recommendations from other parties, including stockholders. When a vacancy on the Board occurs and nominations are sought to fill such vacancy, the Nominating Committee may seek nominations from those sources it deems appropriate in its discretion, including the Company's stockholders.

The Nominating Committee considers nominees properly recommended by stockholders. To submit a recommendation for nomination as a candidate for a position on the Board of either Company, stockholders of such Company shall mail the recommendation to the Secretary of the Company at 811 Main Street, 14th Floor, Houston, TX 77002. Such recommendation shall include the following information: (a) evidence of stock ownership of the person or entity recommending the candidate; (b) a full description of the proposed candidate

(4)	*	46,557,967
(4)		95.1%
Keith R. Coogan		1,000
	*	
Cecil H. Moore, Jr.		1,512
(4)		
Table of Contents		21

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	*	
George E. Poston		2,500
	*	
Glenn R. Simmons		1,208
(4)		
	*	
R. Gerald Turner		2,036
	*	
Steven L. Watson		5,233
(4)		
	*	
Ulfert Fiand		-0-
	-0-	
H. Joseph Maas		-0-
	-0-	
Gregory M. Swalwell		-0-
	-0-	
James W. Brown		-0-
	-0-	
All our current directors and executive officers as a group		

(15 persons)

46,571,456

(4)

95.1%

* Less than 1%.

(1) Except as otherwise noted, the listed entities, individuals or group have sole investment power and sole voting power as to all shares set forth opposite their names.

(2) The percentages are based on 48,953,049 shares of our common stock outstanding as of the record date.

(3) The business address of Valhi, NL and Harold C. and Annette C. Simmons is Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. The business address of TFMC is 1007 Orange Street, Suite 1400, Wilmington, Delaware 19801.

(4) Valhi and TFMC are the direct holders of approximately 83.1% and 0.5% of the outstanding shares of NL common stock, respectively. TIMET is the direct holder of 100% of the outstanding shares of common stock of TFMC. VHC, Annette C. Simmons, the CMRT, Harold C. Simmons, NL, the Foundation, the CDCT No. 2 and Valhi are the holders of approximately 31.0%, 11.5%, 9.5%, 3.2%, 1.4%, 0.3%, 0.1% and less than 0.1%, respectively, of the outstanding shares of TIMET common stock. NL's percentage ownership of TIMET common stock includes 0.4% directly owned by a wholly owned subsidiary of NL. The ownership of TIMET common stock by Ms. Simmons includes 20,957,533 shares of TIMET common stock that she has the right to acquire upon conversion of 1,571,815 shares of TIMET series A preferred stock that she directly holds. The percentage ownership of TIMET common stock held by Ms. Simmons assumes the full conversion of only the shares of TIMET series A preferred stock she owns.

VHC, the Foundation, the CDCT No. 2 and the CMRT are the direct holders of approximately 92.1%, 0.9%, 0.4% and 0.1%, respectively, of the outstanding common stock of Valhi. VGI, National and Contran are the direct holders of 87.4%, 10.3% and 2.3%, respectively, of the outstanding common stock of VHC. National, NOA and Dixie Holding are the direct holders of approximately 73.3%, 11.4% and 15.3%, respectively, of the outstanding VGI common stock. Contran and NOA are the direct holders of approximately 85.7% and 14.3%, respectively, of the outstanding National common stock. Contran and Southwest are the direct holders of approximately 49.9% and 50.1%, respectively, of the outstanding NOA common stock. Dixie Rice is the direct holder of 100% of the outstanding common stock of Dixie Holding. Contran is the holder of 100% of the outstanding common stock of Dixie Rice and approximately 90.1% of the outstanding common stock of Southwest.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons, of which Mr. Simmons is the sole trustee, or held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of these trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by these trusts. Mr. Simmons, however, disclaims beneficial ownership of any Contran shares these trusts hold.

The Foundation directly holds approximately 0.3% of the outstanding shares of TIMET common stock and 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation.

The CDCT No. 2 directly holds approximately 0.1% of the outstanding shares of TIMET common stock and 0.4% of the outstanding shares of Valhi common stock. U.S. Bank National Association serves as the trustee of the CDCT No. 2. Contran established the CDCT No. 2 as an irrevocable "rabbi trust" to assist Contran in meeting certain deferred compensation obligations that it owes to Harold C. Simmons. If the CDCT No. 2 assets are insufficient to satisfy such obligations, Contran must satisfy the balance of such obligations. Pursuant to the terms of the CDCT No. 2, Contran retains the power to vote the shares held by the CDCT No. 2, retains dispositive power over such shares and may be deemed the indirect beneficial owner of such shares.

The CMRT directly holds approximately 9.5% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Contran sponsors this trust to permit the collective investment by master trusts that maintain assets of certain employee defined benefit plans Contran and related entities adopt. Harold C. Simmons is the sole trustee of this trust and a member of the investment committee for this trust. Contran's board of directors selects the trustee and members of this trust's investment committee. Certain of our executive officers and Glenn R. Simmons are participants in one or more of the employee defined benefit plans that invest through this trust. Each of such persons disclaims beneficial ownership of any of the shares this trust holds, except to the extent of his or her individual vested beneficial interest, if any, in the plan assets this trust holds.

Harold C. Simmons is the chairman of the board and chief executive officer of us and NL and the chairman of the board of each of TIMET, Valhi, VHC, VGI, National, NOA, Dixie Holding, Dixie Rice, Southwest and Contran.

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By virtue of the holding of the offices, the stock ownership and his services as trustee, all as described above, (a) Harold C. Simmons may be deemed to control certain of such entities and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of shares directly held by certain of such other entities. However, Mr. Simmons disclaims beneficial ownership of the shares beneficially owned, directly or indirectly, by any of such entities, except to the extent of his vested beneficial interest, if any, in shares held by the CMRT and his interest as a beneficiary of the CDCT No. 2. Mr. Harold Simmons disclaims beneficial ownership of all shares of our common stock beneficially owned, directly or indirectly, by Valhi, NL or TFMC.

All of our directors or executive officers who are also directors or executive officers of Valhi, NL, TFMC or their parent companies disclaim beneficial ownership of the shares of our common stock that such companies directly or indirectly hold.

Annette C. Simmons is the wife of Harold C. Simmons. She is the direct owner of 36,356 shares of our common stock, 256,575 shares of NL common stock, 152,627 shares of TIMET common stock, 1,571,815 shares of TIMET series A preferred stock and 43,400 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such shares. Mr. Simmons disclaims all such beneficial ownership.

The Annette Simmons Grandchildren's Trust, a trust of which Harold C. Simmons and Annette C. Simmons are co-trustees and the beneficiaries of which are the grandchildren of Annette C. Simmons, is the direct holder of 17,432 shares of TIMET common stock and 36,500 shares of Valhi common stock. Mr. Simmons, as co-trustee of this trust, has the power to vote and direct the disposition of the shares of Valhi common stock this trust directly holds. Mr. Simmons disclaims beneficial ownership of any shares of that this trust holds.

Harold C. Simmons is the direct owner of 5,255 shares of our common stock, 554,300 shares of NL common stock, 5,114,515 shares of TIMET common stock and 3,383 shares of Valhi common stock.

NL and one of its subsidiaries directly hold 3,522,967 and 1,186,200 shares of Valhi common stock, respectively. Since NL is a majority owned subsidiary of Valhi, and pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and its subsidiary hold as treasury stock for voting purposes. For the purposes of calculating the percentage ownership of the outstanding shares of Valhi common stock as of the record date in this proxy statement, such shares are not deemed outstanding.

Contran is the sole owner of Valhi's 6% series A preferred stock and VHC's 2% convertible preferred stock. Messrs. Harold and Glenn Simmons and Watson each own one director qualifying share of Dixie Rice and Southwest.

Valhi has pledged 14,987,305 shares of our common stock as security. VHC has pledged 3,304,992 shares of TIMET common stock as security.

The business address of Contran, the CDCT No. 2, the CMRT, Dixie Holding, the Foundation, National, NOA, NL, TIMET, Valhi, VGI and VHC is Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. The business address of Dixie Rice is 600 Pasquiere Street, Gueydan, Louisiana 70542. The business address of Southwest is 402 Canal Street, Houma, Louisiana 70360.

We understand that Contran and related entities may consider acquiring or disposing of shares of our common stock through open market or privately negotiated transactions, depending upon future developments, including, but not limited to, the availability and alternative uses of funds, the performance of our common stock in the market, an assessment of our business and prospects, financial and stock market conditions and other factors deemed relevant by such entities. We may similarly consider acquisitions of shares of our common stock and acquisitions or dispositions of securities issued by related entities.

Ownership of Related Companies. Some of our directors and executive officers own equity securities of several companies related to us.

Ownership of NL and Valhi. The following table and footnotes set forth the beneficial ownership, as of the record date, of the shares of common stock of NL and Valhi held by each of our directors, each named executive officer and all of our current directors and executive officers as a group. All information is taken from or based upon ownership filings made by such individuals or entities with the SEC or upon information provided by such individuals or entities.

Name of Beneficial Owner	NL Common Stock		Valhi Common Stock	
	Amount and Nature of Beneficial Ownership (1)	Percent of Class	Amount and Nature of Beneficial Ownership (1)	Percent of Class
		(1)(2)		(1)(3)
Harold C. Simmons	554,300(4)	1.1%	3,383(4)	*
Valhi, Inc.	40,387,531(4)	83.1%	n/a	n/a

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TIMET Finance Management Company.	222,100(4)	*	-0-	-0-
Valhi Holding Company	-0-(4)	-0-	105,098,763(4)	92.1%
Contran Corporation	-0-(4)	-0-	439,400(4)(6)	*
Harold Simmons Foundation, Inc	-0-(4)	-0-	1,006,500(4)	*
The Combined Master Retirement Trust	-0-(4)	-0-	115,000(4)	*
Annette C. Simmons	256,575(4)	*	43,400(4)	*
Annette Simmons Grandchildren's Trust	-0-(4)	-0-	36,500(4)	*
	41,420,506	85.3%	106,742,946	93.5%
Keith R. Coogan.	-0-	-0-	-0-	-0-
Cecil H. Moore, Jr.	2,000	*	-0-	-0-
George E. Poston	-0-	-0-	-0-	-0-
Glenn R. Simmons	10,000(4)	*	22,247(4)(7)	*
R. Gerald Turner	1,000	*	-0-	-0-
Steven L. Watson	10,000(4)	*	67,246(4)(5)	*
Ulfert Fiand	1,200(5)	*	-0-	-0-
H. Joseph Maas	1,200(5)	*	-0-	-0-
Gregory M. Swalwell	-0-	-0-	81,166(5)	*
James W. Brown	-0-	-0-	-0-	-0-
All our current directors and executive officers as a group (15 persons)	41,453,506(4)(5)	85.3%	106,978,605(4)(5)(6)(7)	93.6%

* Less than 1%.

- (1) Except as otherwise noted, the listed entities, individuals or group have sole investment power and sole voting power as to all shares set forth opposite their names. The number of shares and percentage of ownership for each individual or group assumes the exercise by such individual or group (exclusive of others) of stock options that such individual or group may exercise within 60 days subsequent to the record date.
- (2) The percentages are based on 48,586,034 shares of NL common stock outstanding as of the record date.
- (3) The percentages are based on 114,156,078 shares of Valhi common stock outstanding as of the record date. For purposes of calculating the outstanding shares of Valhi common stock as of the record date, 3,522,967 and 1,186,200 shares of Valhi common stock held by NL and a wholly owned subsidiary of NL, respectively, are treated as treasury stock for voting purposes and excluded from the amount of Valhi common stock outstanding.
- (4) See footnote 4 to the ownership of Kronos Worldwide table above for a description of certain relationships among the individuals, entities or groups appearing in this table. All our directors or executive officers who are also directors or executive officers of Valhi, TFMC, VHC,

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Contran, the Foundation or their parent companies disclaim beneficial ownership of the shares of NL or Valhi common stock that such entities directly or indirectly own.

Other than the securities he holds directly, Harold C. Simmons disclaims beneficial ownership of any and all securities that his wife, Annette C. Simmons, directly or indirectly owns.

VHC has pledged 13,920,000 shares of Valhi common stock as security.

(5) The shares of NL or Valhi common stock shown as beneficially owned by such person or group include the following number of shares such person or group has the right to acquire upon the exercise of stock options that such person or group may exercise within 60 days subsequent to the record date:

Name of Beneficial Owner	Shares of NL Common Stock Issuable Upon the Exercise of Stock Options On or Before June 1, 2007	Shares of Valhi Common Stock Issuable Upon the Exercise of Stock Options On or Before June 1, 2007
Steven L. Watson	-0-	50,000
Ulfert Fiand	1,200	-0-
H. Joseph Maas	1,200	-0-
Gregory M. Swalwell	-0-	80,000
All our current directors and executive officers as a group (15 persons)	10,000	195,000

(6) Represents the 439,400 shares of Valhi common stock the CDCT No. 2 directly holds.

(7) The shares of Valhi common stock shown as beneficially owned by Glenn R. Simmons include 800 shares his wife holds in her retirement account, with respect to which shares he disclaims beneficial ownership.

ELECTION OF DIRECTORS

Our bylaws provide that the board of directors shall consist of one or more members as determined by our board of directors or stockholders. The board of directors has currently set the number of directors at seven. The directors elected at the meeting will hold office until our 2008 Annual Meeting of Stockholders and until their successors are duly elected and qualified or their earlier removal or resignation.

All of the nominees are currently members of our board of directors whose terms will expire at the meeting. All of the nominees have agreed to serve if elected. If any nominee is not available for election at the meeting, all shares represented by a proxy card will be voted FOR an alternate nominee to be selected by the board of directors, unless the stockholder executing such proxy card withholds authority to vote for such nominee. The board of directors believes that all of its nominees will be available for election at the meeting and will serve if elected.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE **FOR** THE ELECTION OF THE FOLLOWING NOMINEES FOR DIRECTOR.

Nominees for Director. The respective nominees have provided the following information.

Keith R. Coogan, age 54, has served on our board of directors since 2004. Mr. Coogan is currently a private investor. From 2002 to September 2006, Mr. Coogan served as chief executive officer of Software Spectrum, Inc., a global business-to-business software services provider that Level 3 Communications, Inc. sold to Insight Enterprises Inc. in September 2006 and that, from 1991 to 2002, was a publicly held corporation. From 1990 to 2002, he served in various other executive officer positions with Software Spectrum, Inc., including vice president of finance and operations and chief operating officer. He is also a director of TIMET and a member of TIMET's audit committee, management development and compensation committee and nominations committee. Mr. Coogan is a member of our audit committee and management development and compensation committee.

Cecil H. Moore, Jr., age 67, has served on our board of directors since 2003. Mr. Moore is currently a private investor and retired from KPMG LLP in 2000 after 37 years in which he served in various capacities with the public accounting firm. Among other positions, he served as managing partner of the firm's Dallas, Texas business unit from 1990 to 1999. Prior to 1990, Mr. Moore was partner-in-charge of the audit and accounting practice of the firm's Dallas, Texas business unit for 12 years. Mr. Moore is also a director and chairman of the audit committee of Perot Systems Corporation, a worldwide provider of information technology services and business solutions. He is chairman of our audit committee and on the board of directors and audit committee of NL.

George E. Poston, age 71, has served on our board of directors since 2003. From 2002 to 2003, he served as a director of NL. He has been president of Poston Real Estate Co., a privately held commercial real estate investment company, and president of Poston Capital Co., a privately held investment company, since 1970. Mr. Poston is a member of our audit committee and management development and compensation committee.

Glenn R. Simmons, age 79, has served on our board of directors since 2003. Mr. Simmons has been vice chairman of the board of Valhi and Contran since prior to 2002. He has been chairman of the board of CompX and Keystone since prior to 2002 and also serves on the board of directors of NL and TIMET. In 2004, Keystone filed a voluntary petition for reorganization under federal bankruptcy laws and emerged from the bankruptcy proceedings in 2005. Mr. Simmons has been an executive officer or director of various companies related to Valhi and Contran since 1969. He is a brother of Harold C. Simmons.

Harold C. Simmons, age 75, has served as our chairman of the board and chief executive officer since 2003. Mr. Simmons has served as chief executive officer of NL since 2003 and chairman of the board of NL since prior to 2002. He also has served as chairman of the board of TIMET since 2005, chief executive officer of TIMET from 2005 to 2006 and vice chairman of the board of TIMET from 2004 to 2005. Mr. Simmons has been chairman of the board of Valhi and Contran since prior to 2002 and was chief executive officer of Valhi in 2002 and prior years. Mr. Simmons has been an executive officer or director of various companies related to Valhi and Contran since 1961. Mr. Simmons is a brother of Glenn R. Simmons.

Dr. R. Gerald Turner, age 61, has served on our board of directors since 2003. In 2003, he was a director of NL. He has served since 1995 as president of Southern Methodist University in Dallas, Texas. He held previous executive and administrative positions at the University of Mississippi, the University of Oklahoma and Pepperdine University. He serves on the board of directors of J.C. Penney Company, Inc., American Beacon Advisors Funds and First Broadcasting Investment Partners, LLC. Dr. Turner is a member of our audit committee and chairman of our management development and compensation committee.

Steven L. Watson, age 56, has served as our vice chairman of the board since 2004 and on our board of directors since 2003. Mr. Watson has been chief executive officer of Valhi since 2002 and president and a director of Valhi and Contran since 1998. He has also served as TIMET's chief executive officer since 2006 and vice chairman of the board since 2005. Mr. Watson is also a director of CompX, Keystone and NL. Mr. Watson has served as an executive officer or director of various companies related to Valhi and Contran since 1980.

EXECUTIVE OFFICERS

Set forth below is certain information relating to our executive officers. Each executive officer serves at the pleasure of the board of directors. Biographical information with respect to Harold C. Simmons and Steven L. Watson is set forth under the nominees for director subsection above.

Name	Age	Position(s)
Harold C. Simmons	75	Chairman of the Board and Chief Executive Officer
Steven L. Watson	56	Vice Chairman of the Board
Ulfert Fiand	58	President, Manufacturing and Technology
H. Joseph Maas	55	President, Sales and Marketing
Douglas C. Weaver	65	Senior Vice President, Development
Robert D. Graham	51	Vice President and General Counsel
Tim C. Hafer	45	Vice President and Controller
Kelly D. Luttmer.	43	Vice President and Tax Director
John A. St. Wrba.	50	Vice President and Treasurer
Gregory M. Swalwell	50	Vice President, Finance and Chief Financial Officer

Dr. Ulfert Fiand has served as our president, manufacturing and technology since 2004 and previously served as our senior vice president, manufacturing and technology since 2003. Since 2001, he has served as president, manufacturing and technology of KII. Dr. Fiand joined KII in 1988, and previously served as group leader and director of chloride process technology, director of process technology and vice president of production & process technology.

H. Joseph Maas has served as our president, sales and marketing since 2004 and served as our senior vice president, sales and marketing since 2003. From 1985 to 2003, Mr. Maas served as our director of marketing and later as our vice president of marketing. From 1978 to 2003, Mr. Maas held several positions in commercial development, marketing and planning for various divisions of NL (Rheox and Spencer Kellogg).

Douglas C. Weaver has served as our senior vice president, development since 2003. Mr. Weaver served as our vice president, development since 1998. Prior to that, Mr. Weaver served in various manufacturing, engineering and planning capacities with NL since joining NL in 1973.

Robert D. Graham has served as vice president and general counsel of us and NL since 2003, executive vice president of TIMET since 2006, vice president of TIMET from 2004 to 2006 and vice president of Valhi and Contran since 2002. From 1997 to 2002, Mr. Graham served as an executive officer and later as executive vice president and general counsel of Software Spectrum, Inc. From 1985 to 1997, Mr. Graham was a partner in the law firm of Locke Purnell Rain Harrell (A Professional Corporation), a predecessor to Locke Liddell & Sapp LLP.

Tim C. Hafer has served as vice president and controller of us and NL since May 2006. He served as director - finance and control of us and NL from 2003 to May 2006. For 2003 and prior years, Mr. Hafer served as an assistant controller of Valhi and Contran. Mr. Hafer has served in financial accounting positions with various companies related to Valhi and Contran since 1999.

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Kelly D. Luttmner has served as vice president of us, CompX, Contran, NL and Valhi since 2004, vice president and tax director of TIMET since 2006, tax director of us and NL since 2003 and tax director of CompX, Valhi and Contran since 1998. Ms. Luttmner has served in tax accounting positions with various companies related to Valhi and Contran since 1989.

John A. St. Wrba has served as our vice president since 2004 and our treasurer since 2003. He has also served as vice president and treasurer of Valhi since 2005, Contran since 2004 and NL since 2003. He was NL's assistant treasurer from 2002 to 2003. From 2000 until 2002, he was assistant treasurer of Kaiser Aluminum & Chemical Corporation, a leading producer of fabricated aluminum products.

Gregory M. Swalwell has served as chief financial officer of us and NL since 2004, vice president, finance of us and NL since 2003 and vice president and controller of Valhi and Contran since prior to 2001. Mr. Swalwell has served in accounting positions with various companies related to Valhi and Contran since 1988.

CORPORATE GOVERNANCE

Controlled Company Status, Director Independence and Committees. Because of Valhi's direct and indirect ownership of approximately 95.0% of our common stock, we are considered a controlled company under the listing standards of the NYSE. Pursuant to the listing standards, a controlled company may choose not to have a majority of independent directors, independent compensation, nominating or corporate governance committees or charters for these committees. We have chosen not to have an independent nominating or corporate governance committee or charters for these committees. Our board of directors believes that the full board of directors best represents the interests of all of our stockholders and that it is appropriate for all matters that would be considered by a nominating or corporate governance committee to be considered and acted upon by the full board of directors. Applying the NYSE director independence standards without any additional categorical standards, the board of directors has determined that Keith R. Coogan, Cecil H. Moore, Jr., George E. Poston and R. Gerald Turner are independent and have no material relationship with us other than serving as our directors. While the members of our management development and compensation committee currently satisfy the independence requirements of the NYSE, we have chosen not to satisfy all of the NYSE listing standards for a compensation committee.

2006 Meetings and Standing Committees of the Board of Directors. The board of directors held three meetings and took action by written consent on two occasions in 2006. Each director participated in at least 90% of such meetings and of the 2006 meetings of the committees on which he or she served at the time. It is expected that each director will attend our annual meetings of stockholders, which are held immediately before the annual meetings of the board of directors. All of our directors attended our 2006 annual stockholder meeting.

The board of directors has established and delegated authority to two standing committees, which are described below. The board of directors is expected to elect the members of the standing committees at the board of directors annual meeting immediately following the annual stockholder meeting. The board of directors from time to time may establish other committees to assist it in the discharge of its responsibilities.

Audit Committee. Our audit committee assists with the board of directors' oversight responsibilities relating to our financial accounting and reporting processes and auditing processes. The purpose, authority, resources and responsibilities of our audit committee are more specifically set forth in our audit committee charter. Applying the requirements of the NYSE listing standards (without additional categorical standards) and SEC regulations, as applicable, the board of directors has determined that:

- each member of our audit committee is independent, financially literate and has no material relationship with us other than serving as our director; and

· Mr. Cecil H. Moore, Jr. is an "audit committee financial expert."

No member of our audit committee serves on more than three public company audit committees. For further information on the role of our audit committee, see the audit committee report in this proxy statement. The current members of our audit committee are Cecil H. Moore, Jr. (chairman), Keith R. Coogan, George E. Poston and R. Gerald Turner. Our audit committee held seven meetings in 2006.

Management Development and Compensation Committee. The principal responsibilities of our management development and compensation committee are:

- to recommend to the board of directors whether or not to approve any proposed charge to us or any of our privately owned subsidiaries pursuant to an ISA with a related party;
- to review, approve and administer certain matters regarding our employee benefit plans or programs, including annual segment profit bonus awards under our Share-in-Performance Plan;
- to review, approve, administer and grant awards under our equity compensation plan; and
- to review and administer such other compensation matters as the board of directors may direct from time to time.

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As discussed above, the board of directors has determined that each member of our management development and compensation committee is independent by applying the NYSE director independence standards (without additional categorical standards). In certain instances under our 2003 Long-Term Incentive Plan, a plan allowing for grants of cash or equity performance awards, the management development and compensation committee may delegate its authority to administer this plan to certain individuals, which delegation authority the committee has not utilized. With respect to the role of our executive officers in determining or recommending the amount or form of executive compensation, see the compensation discussion and analysis section of this proxy statement. With respect to director compensation, our executive officers make recommendations on such compensation directly to our board of directors for its consideration without involving the management development and compensation committee. The current members of our management development and compensation committee are R. Gerald Turner (chairman), Keith R. Coogan and George E. Poston. Our management development and compensation committee held one meeting in 2006.

Non-Management and Independent Director Meetings. Pursuant to our corporate governance guidelines our non-management directors are entitled to meet on a regular basis throughout the year, and will meet at least once annually, without management participation. Our independent directors also meet at least once annually, without management participation. The chairman of our audit committee presides at all of these meetings.

Stockholder Proposals and Director Nominations for the 2008 Annual Meeting of Stockholders. Stockholders may submit proposals on matters appropriate for stockholder action at our annual stockholder meetings, consistent with rules adopted by the SEC. We must receive such proposals not later than December 18, 2007 to be considered for inclusion in the proxy statement and form of proxy card relating to our annual meeting of stockholders in 2008. Our bylaws require that the proposal must set forth a brief description of the proposal, the name and address of the proposing stockholder as they appear on our books, the number of shares of our common stock the stockholder holds and any material interest the stockholder has in the proposal.

The board of directors will consider the director nominee recommendations of our stockholders. Our bylaws require that a nomination set forth the name and address of the nominating stockholder, a representation that the stockholder will be a stockholder of record entitled to vote at the annual stockholder meeting and intends to appear in person or by proxy at the meeting to nominate the nominee, a description of all arrangements or understandings between the stockholder and the nominee (or other persons pursuant to which the nomination is to be made), such other information regarding the nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC and the consent of the nominee to serve as a director if elected.

The board of directors has no specific minimum qualifications for director candidates. The board of directors will consider a potential director nominee's ability to satisfy the need, if any, for any required expertise on the board of directors or one of its committees. Historically, our management has recommended director nominees to the board of directors. Because under the NYSE listing standards we may be deemed to be a controlled company, the board of directors believes that additional policies or procedures with regard to the consideration of director candidates recommended by its stockholders are not appropriate.

For proposals or director nominations to be brought at the 2008 annual meeting of stockholders but not included in the proxy statement for such meeting, our bylaws require that the proposal or nomination must be delivered or mailed to our principal executive offices in most cases no later than March 2, 2008. Proposals and nominations should be addressed to: Corporate Secretary, Kronos Worldwide, Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697.

Stockholder Communications. Stockholders and other interested parties who wish to communicate with the board of directors or its non-management directors may do so through the following procedures. Such communications not involving complaints or concerns regarding accounting, internal accounting controls and auditing matters related to us may be sent to the attention of our corporate secretary at Kronos Worldwide Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697. Provided that any such communication relates to our business or affairs and is within the function of our board of directors or its committees, and does not relate to insignificant or inappropriate matters, such communications, or summaries of such communications, will be forwarded to the chairman of our audit committee, who also serves as the presiding director of our non-management and independent director meetings.

Complaints or concerns regarding accounting, internal accounting controls and auditing matters, which may be made anonymously, should be sent to the attention of our general counsel with a copy to our chief financial officer at the same address as our corporate secretary. These complaints or concerns will be forwarded to the chairman of our audit committee. We will keep these complaints or concerns confidential and anonymous, to the extent feasible, subject to applicable law. Information contained in such a complaint or concern may be summarized, abstracted and aggregated for purposes of analysis and investigation.

Compensation Committee Interlocks and Insider Participation. As discussed above, for 2006 the management development and compensation committee was composed of R. Gerald Turner, Keith R. Coogan and George E. Poston. No member of the committee:

was an officer or employee of ours during 2006 or any prior year;

had any related party relationships with us that requires disclosure under applicable SEC rules; or

had any interlock relationships within the scope of the intent of applicable SEC rules.

Code of Business Conduct and Ethics. We have adopted a code of business conduct and ethics. The code applies to all of our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and controller. Only the board of directors may amend the code. Only our audit committee or other committee of the board of directors with specific delegated authority may grant a waiver of this code. We will disclose amendments to or waivers of the code as required by law and the applicable rules of the NYSE.

Corporate Governance Guidelines. We have adopted corporate governance guidelines to assist the board of directors in exercising its responsibilities. Among other things, the corporate governance guidelines provide for director qualifications, for independence standards and responsibilities, for approval procedures for ISAs and that our audit committee chairman presides at all meetings of the non-management or independent directors.

Availability of Corporate Governance Documents. A copy of each our audit committee charter, code of business conduct and ethics and corporate governance guidelines is available on our website at www.kronosww.com under the corporate section. In addition, any person may obtain a copy of these three documents without charge, by sending a written request to the attention of our corporate secretary at Kronos Worldwide Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

AND OTHER INFORMATION

Compensation Discussion and Analysis. We employed two of our named executive officers in 2006. The rest of our named executive officers who provided their services to us in 2006 under our ISA with Contran were employees of Contran. We also have one additional former executive officer employed by Contran who is included in the summary compensation table based on his charge to us under this ISA in 2006.

Compensation of Our Named Executive Officers Employed by Us. In 2006, we employed the following named executive officers:

Name	Position(s)
Ulfert Fiand	President, Manufacturing and Technology
H. Joseph Maas	President, Sales and Marketing

Overview. Prior to 2004, we decided to forego long-term compensation (other than defined benefit and contribution retirement plans), and implemented a compensation program that is primarily cash-based, with minimal perquisites. Our objectives for the primarily cash-based compensation program as it relates to our named executive officers employed by us are to:

- have a total individual compensation package that is easy to understand; and

- achieve a balanced compensation package that would attract and retain highly qualified executive officers and appropriately reflect each such officer's individual performance, contributions and general market value.

As a result, annual compensation for our named executive officers employed by us primarily consists of base salaries and segment profit bonus awards under our Share-in-Performance Plan.

We do not base our employed named executive officer compensation on any specific measure of our financial performance other than segment profit, as described below, with respect to segment profit bonus awards and matching contributions under our savings plan. We determine the amount of each component of such compensation solely on our collective business judgment and experience, without performing any independent market research. We do not enter into any written employment agreements with our employed named executive officers.

Base Salaries. We have established the annual base salaries for our employed named executive officers on a position-by-position basis based on responsibility and experience. We pay this portion of each of our employed named executive officer's compensation to provide him with a reliable amount of compensation for the year, subject to his continued at-will employment and satisfactory performance for his services at the level of his responsibilities. Lawrence A. Wigdor, our chief operations management consultant and former president and chief executive officer, has the responsibility to conduct annual internal reviews of our employed named executive officer salary levels and make recommendations to our chief financial officer and vice chairman of the board on adjustments, if any, to their salaries. Our chief financial officer and vice chairman of the board then make such changes to the recommendations, if any, as they may deem appropriate before presenting recommendations on salary adjustments to our chief executive officer. Our chief executive officer then approves any annual adjustments to the salaries of our employed named executive officers after making such adjustments to the recommendations, if any, that he chooses. These salary adjustments are subsequently reported to our management development and compensation committee. All of these recommendations and the determinations are based on:

- our evaluations of the past year annual base-salary amounts with adjustments made as result of our financial position, inflation, past and potential future individual performance and contributions or alternative career opportunities that might be available to our named executive officers employed by us, although we do not have any specific formula for applying these factors; and

- our collective business judgment and experience, without performing any independent market research.

In the first quarter of 2006, our chief executive officer approved increases of approximately 5.0% in the base salaries for our employed named executive officers that became effective in April 2006. We increased these base salaries primarily to account for inflation and for additional recognition of prior promotions. We did not utilize any specific measure of our financial performance in determining the amount of these increases. The 2006 salaries for our named executive officers employed by us are disclosed in their salary column in the summary compensation table in this proxy statement.

Segment Profit Bonus Awards. We pay segment profit bonus awards to our key employees, including our employed named executive officers, to motivate them to achieve higher levels of performance in attaining our corporate goals and reward them for such performance. Segment profit bonus awards under our Share-in-Performance Plan constitute a significant portion of the potential annual cash compensation for our employed named executive officers. Segment profit bonus awards are based on our achieving annual predetermined segment profit levels. For purposes of this plan, segment profit is defined as income before taxes, interest expense and certain general corporate items. The general corporate items excluded from segment profit include corporate expenses and interest income not attributable to our titanium dioxide operations. We use segment profit to determine our bonus awards because segment profit is how we assess the performance of our titanium dioxide operations.

In the first quarter of each year, our chief financial officer, with the assistance of our chief operations management consultant, makes recommendations to our board of directors regarding our business plan for the year after reviewing market conditions and our operations, competitive position, marketing opportunities and strategies for maximizing financial performance. Our board of directors approves our business plan with such modifications as it deems appropriate, if any. Based on the recommendations of our chief financial officer and vice chairman of the board, with the assistance of our chief operations management consultant, our chief executive officer determines the three segment profit levels that management will recommend to our management development and compensation committee. These three levels are a threshold, target and a maximum level. Pursuant to the Share-in-Performance Plan, if segment profits fall below the minimum level, we do not pay any segment profit bonus award. We pay target level awards if we achieve at, around or in excess of the target level but not the maximum level. The maximum level segment profit bonus is paid only if we achieve segment profit at or above the maximum level. The target level is set at the segment profit level projected by the business plan. The threshold level is generally set at about 60% of the target level and the maximum level is generally set at about 140% of the target level. We set the segment profit levels with an expectation that we will pay target level segment profit bonuses each year. The segment profit levels are then presented to our management development and compensation committee, which then approves such segment profit levels after making such adjustments to the recommendations, if any, that it chooses.

For each segment profit level, the actual amount of the segment profit bonus awarded to a participant as a percentage of his or her base salary varies within pre-established ranges that we do not change from year to year. We use different ranges for each of the three segment profit levels. For each of the three segment profit levels, we use different ranges depending on the responsibility and experience of the named executive officer. Based on the segment profit level actually achieved each year, and using the range applicable for our employed named executive officers, the actual amount of the segment profit bonus awarded to a participant is determined based on the individual's performance rating for the year. For our employed named executive officers, our chief operations management consultant, with the assistance of our chief financial officer, determines the performance rating in the first quarter of the following year.

For 2006, our management development and compensation committee approved, based on management's recommendation, a minimum segment profit level at 63% of the target level, a target segment profit level at the level projected by the 2006 business plan and a maximum segment profit level at 140% of the target level. Based on management's recommendation and in order to lessen the effect of certain uncontrollable events that might affect performance under the business plan, the committee also approved the payment of reduced target level awards if we were to achieve segment profit at 90% or higher of the target level but not achieve the target level, which award would be reduced by the pro rata amount by which the achieved segment profit was less than the target level.

In the first quarter of the 2007, we determined that we had achieved 2006 segment profits at the target level. As a function of this determination and the performance rating the officer received for 2006, each of our employed named executive officers received the 2006 segment profit bonus award set forth next to his name in the non-equity incentive plan compensation column of the summary compensation table in this proxy statement. The ranges of base salary our employed named executive officers would have received as a segment profit bonus award for 2006 had we achieved a different segment profit level or the officer had received a different performance rating for 2006 is set forth in the grants of plan-based awards table in this proxy statement.

Defined Benefit Plans. Historically, we offered pension plan benefits to our employees, including our employed named executive officers. However, to reduce our pension liabilities and promote retirement savings through defined contribution plans or as similar a plan as foreign jurisdictions may allow:

- in 1996, we suspended all future accruals under our domestic pension plan and closed the plan to new participants; and
- we closed participation in the Bayer Pensionskasse defined benefit pension plan to employees hired by our German operations on or after January 1, 2005.

Mr. Maas participates in the domestic pension plan. Dr. Fiand participates in the Bayer Pensionskasse and is the only employed named executive officer who participates in a pension plan that continues to accrue benefits on behalf of its participants. The increase for financial statement reporting purposes in the actuarial present value of Dr. Fiand's accumulated pension benefit under this plan in 2006 is included in the change in pension value and nonqualified deferred compensation earnings column in the summary compensation table.

Historically, we offered non-qualified, unfunded, defined benefit supplemental retirement plans to our executive officers to compensate them for certain income restrictions that affect their participation level under our pension plans. In 2004, we terminated these supplemental retirement

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plans for our domestic employees. Currently, Dr. Fiand is the only named executive officer that continues to accrue benefits under such a supplemental plan. Dr. Fiand's supplement defined benefit compensation is provided by the Supplemental Pension Promise and the Individual Pension Promise provided by our German operations. The increase or decrease for financial statement reporting purposes in the actuarial present value of Dr. Fiand's accumulated benefit under these supplemental plans in 2006 is also included in the same column of the summary compensation table as the increase in his accumulated pension plan benefit.

See the pension benefits section in this proxy statement for descriptions of each of these plans and additional information regarding Dr. Fiand's and Mr. Maas' benefits under them.

Defined Contribution Plans. To promote retirement savings for our employees, we pay annual contributions to our domestic employees, including one of our employed named executive officers, under our savings plan, which is a 401(k) defined contribution plan. Our annual contributions to this plan consist of three components: matching contributions pursuant to the savings feature of the plan, retirement contributions and transition contributions. We added the retirement and transition contributions to the plan to compensate our domestic employees for the termination of pension benefits.

The same segment profit levels approved by the management development and compensation committee with respect to the Share-in-Performance Plan determine the amount of the matching contribution we make to a participant's account under our savings plan. We contribute the following percentages of a participant's contributions for a plan year depending on the highest segment profit we achieve in that year up to 8% of the participant's annual eligible compensation as defined in the plan:

Threshold Level	Target Level	Maximum Level
25%	50%	75%

We also annually make:

· retirement contributions to a participant's account under the savings plan equal to 4% of the participant's annual eligible compensation as defined in the plan; and

· transition contributions for participants actively employed by us on April 1, 1996.

The transition contributions are a function of each participant's compensation, age and years of service on April 1, 1996. Each participant who receives these annual contributions has a different formula for determining the contribution. The formula for Mr. Maas is 1.5% of his annual eligible compensation as defined in the plan.

Mr. Maas received all of these contributions in 2006 under the savings plan, which are included in the all other compensation column in the summary compensation table in this proxy statement.

Equity-Based Compensation. Prior to 2004, we decided to forego the grant of any equity compensation to our employees, although we continue to grant annual awards of stock to our directors. We also do not have any security ownership requirements or guidelines for our management or directors. We do not currently anticipate any equity-based compensation will be granted in 2007, other than the annual grants of stock to our directors. See the director compensation section in this proxy statement for a discussion of these annual grants. The dollar amount for option awards appearing in the summary compensation table represents the income we recognized for financial statement reporting purposes in 2006 for options to purchase NL common stock held by the named executive officer. These options were granted to the officer when we were a wholly owned subsidiary of NL. The dollar amount of stock awards appearing in the summary compensation table represents the value recognized for financial statement reporting purposes of shares of our common stock we granted to Messrs. Harold Simmons and Watson in 2006 for their director services.

Perquisites and Other Personal Benefits. In 2006, we continued to pay certain perquisites or other personal benefits to our named executive officers employed by us because they were minimal or generally expected in the country where the officer was employed. For 2006, we paid annual automobile expenses for Dr. Fiand and life insurance for our domestic named executive officers employed by us. The cost of these perquisites and other personal benefits for each of our employed named executive officers is included in his all other compensation column of the summary compensation table.

Compensation of Our Named Executive Officers Employed by Contran. During 2006, we paid Contran a fee for services provided pursuant to our ISA with Contran, which fee was approved by our independent directors, after receiving the recommendation of our management development and compensation committee. Such services provided under this ISA included the services of the following current and former executive officers of ours:

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Name	Positions with Kronos Worldwide
Harold C. Simmons	Chairman of the Board and Chief Executive Officer
Steven L. Watson	Vice Chairman of the Board
Robert D. Graham	Vice President and General Counsel
Tim C. Hafer	Vice President and Controller
Kelly D. Luttmer	Vice President and Tax Director
John A. St. Wrba	Vice President and Treasurer
Gregory M. Swalwell	Vice President, Finance and Chief Financial Officer
James W. Brown	Former Vice President and Controller

The charge under this ISA reimburses Contran for its cost of employing the personnel who provide the services by allocating such cost to us based on the estimated time such personnel were expected to devote to us over the year. The amount of the fee we paid in 2006 under this ISA for a person who provided services to us represents, in management's view, the reasonable equivalent of "compensation" for such services. See the intercorporate services agreements part of the certain relationships and transactions section of this proxy statement for the aggregate amount we paid to Contran in 2006 under this ISA. Under the various ISAs among Contran and its subsidiaries, we share the cost of the employment of our named executive officers employed by Contran with Contran and certain of its other publicly held subsidiaries. For our named executive officers employed by Contran, the portion of the annual charge we paid in 2006 to Contran under this ISA attributable to each of their services is set forth in footnote 2 to the summary compensation table in this proxy statement. Footnote 2 also sets forth the cash fees we paid to each of Messrs. Simmons and Watson for their director services. The amount charged under the ISA and the cash director fees are not dependent upon our financial performance.

We believe the cost of the services received under the ISA with Contran, after considering the quality of the services received, is fair to us and is no less favorable to us than we could otherwise obtain from an unrelated third party for comparable services, based solely on our collective business judgment and experience without performing any independent market research.

In late 2005, Contran's senior management, including certain of our named executive officers, estimated the number of hours (out of a standard 2,080-hour year) that each Contran employee, including our named executive officers, was expected to devote in 2006 to Contran and its subsidiaries, including us. Contran's senior management then allocated Contran's cost of employing each of its employees among Contran and its various subsidiaries based on the ratio of the estimated hours of service devoted to each company and the total number of standard hours in the year. The cost of each officer's services that is allocated for 2006 was the sum of the following:

- the annualized base salary of such officer at the beginning of 2006;

- the bonus Contran paid such officer (other than bonuses for specific matters) in 2005, which served as a reasonable approximation of the bonus that may be paid in 2006; and

- a 21% overhead factor applied to the base salary for the cost of medical and life insurance benefits, social security and medicare taxes, unemployment taxes, disability insurance, defined benefit and defined contribution plan benefits, professional education and licensing and costs of providing an office, equipment and supplies related to the provision of such services.

Contran's senior management then made such adjustments to the details of the proposed ISA charge as they deemed necessary for accuracy, overall reasonableness and fairness to us.

In the first quarter of 2006, the proposed 2006 charge under our ISA with Contran was presented to our management development and compensation committee to determine whether the committee would recommend that our board of directors approve the ISA charge. During such presentation, the committee was informed of:

- the quality of the services Contran provides;

- the \$1.0 million charge to us for the services of Harold C. Simmons as our chief executive officer;

- the comparison of the ISA charge and number of full-time equivalent employees reflected in the charge by department for 2005 and proposed for 2006; and

- the comparison of the 2005 and proposed 2006 charges by department and in total and such amounts as a percentage of Contran's similarly calculated costs for its departments and in total for those years.

After such presentations and following further discussion and review, our management development and compensation committee recommended that our board of directors approve the proposed 2006 ISA fee after concluding that:

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·the cost to employ the additional personnel necessary to provide the quality of the services provided by Contran would exceed the proposed 2006 aggregate fee to be charged by Contran to us under this ISA; and

·the cost for such services would be no less favorable than could otherwise be obtained from an unrelated third party for comparable services.

In reaching its recommendation, our management development and compensation committee did not review any 2006 ISA charge from Contran to any other publicly held sister or subsidiary company, which charges were separately reviewed by the management development and compensation committee of the applicable company.

Based on the recommendations of our committee, our independent directors approved the proposed 2006 ISA charge effective January 1, 2006 with our other directors abstaining.

For financial reporting and income tax purposes, the ISA fee is expensed as incurred on a quarterly basis. Contran has implemented a limit of \$1.0 million on any individual's charge to a publicly held company in order to enhance the deductibility by the company of the charge for tax purposes under Section 162(m) of the Internal Revenue Code of 1986, if such section were somehow to be deemed applicable. Section 162(m) generally disallows a tax deduction to publicly held companies for non-performance based compensation over \$1.0 million paid to the company's chief executive officer and four other most highly compensated executive officers.

Deductibility of Compensation. It is our general policy to structure the performance-based portion of the compensation of our executive officers in a manner that enhances our ability to deduct fully such compensation under Section 162(m) of the Internal Revenue Code.

Compensation Committee Report. The management development and compensation committee has reviewed with management the compensation discussion and analysis section in this proxy statement. Based on the committee's review and the discussion with management, the committee recommended to the board of directors that the compensation discussion and analysis be included in this proxy statement.

The following individuals, in the capacities indicated, hereby submit the foregoing report.

R. Gerald Turner

*Chairman of our Management
Development and Compensation
Committee*

Keith R. Coogan

*Member of our Management
Development and Compensation
Committee*

George E. Poston

*Member of our Management
Development and Compensation
Committee*

Summary of Cash and Certain Other Compensation of Executive Officers. The summary compensation table below provides information concerning compensation we and our subsidiaries paid or accrued for services rendered during 2006 by our chief executive officer, chief financial officer and each of the three other most highly compensated individuals (in certain instances, based on ISA charges to us and our subsidiaries) who were our executive officers at December 31, 2006 and one former executive officer. Messrs. Harold C. Simmons, Steven L. Watson, Gregory M. Swalwell and James W. Brown were employees of Contran for 2006 and provided their services to us and our subsidiaries pursuant to the ISA between us and Contran. For a discussion of this ISA, see the intercorporate services agreements part of the certain relationships and transactions section of this proxy statement.

2006 SUMMARY COMPENSATION TABLE (1)

Name and Principal Position	Year	Salary	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation	All Other Compensation	Total
						Earnings		
Harold C. Simmons <i>Chairman of the Board and Chief Executive Officer</i>	2006	\$1,023,000(2)	\$14,995(3)	\$-0-	\$-0-	\$-0-	\$-0-	\$1,037,995
Steven L. Watson <i>Vice Chairman of the Board</i>	2006	510,700(2)	14,995(3)	-0-	-0-	-0-	-0-	525,695

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Ulfert Fiand (4) <i>President, Manufacturing and Technology</i>	2006	255,339	-0-	(3,126)(5)	178,800(6)	7,049(7)	11,200(8)	449,262
H. Joseph Maas <i>President, Sales and Marketing</i>	2006	247,000	-0-	(3,126)(5)	159,100(6)	(9)	23,313(10)	426,287
Gregory M. Swalwell <i>Vice President, Finance and Chief Financial Officer</i>	2006	228,600(2)	-0-	-0-	-0-	-0-	-0-	228,600
James W. Brown (11) <i>Former Vice President and Controller</i>	2006	429,300(2)	-0-	-0-	-0-	-0-	-0-	429,300

(1) Certain non-applicable columns have been omitted from this table.

(2) The amounts shown in the 2006 summary compensation table as salary for each of these named executive officers include the portion of the fees we paid to Contran pursuant to the ISA between us and Contran with respect to the services such officer rendered to us and our subsidiaries. The amount shown in the table as salary for Messrs. Simmons and Watson also includes director cash compensation we paid to each of them in 2006. The components of salary shown in the 2006 summary compensation table for each of these named executive officers are as follows.

	2006
<i>Harold C. Simmons</i>	
Contran ISA Fee	\$1,000,000
Kronos Worldwide Director Fees Earned or Paid in Cash	23,000
	\$ 1,023,000
<i>Steven L. Watson</i>	
Contran ISA Fee	\$487,700(a)
Kronos Worldwide Director Fees Earned or Paid in Cash	23,000
	\$ 510,700
<i>Gregory M. Swalwell</i>	
Contran ISA Fee	\$228,600(a)
<i>James W. Brown</i>	
Contran ISA Fee	\$429,300(a)

(a) Includes amounts allocated to KII under the ISA between us Contran.

(3) Stock awards to these named executive officers in 2006 consisted of shares of our common stock we granted to Messrs. Simmons and Watson for their director services. See the 2006 grants of plan-based awards table below for more details regarding these grants.

(4) Dr. Fiand receives his cash compensation in euros. We report these amounts in the summary compensation table above in U.S. dollars based on an average exchange rate for 2006 of \$1.2486 per €1.00.

(5) Represents the compensation income we recognized in 2006 for financial statement reporting purposes of the options to purchase NL common stock held by these named executive officers. NL granted these stock options when we were a wholly owned subsidiary of NL. We account for these options to purchase NL common stock using the liability method of FAS 123R, under which we re-measure the fair value of all outstanding stock options at each balance sheet date until the options are exercised or otherwise settled. We use the closing market price of NL's common stock at each balance sheet date to determine the fair value, which fair value cannot be less than zero. For financial statement reporting purposes, we recognize compensation expense or income, as applicable, to reflect increases or decreases in the aggregate fair value

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of all outstanding stock options. The aggregate fair value of the outstanding stock options decreased during 2006, principally because the December 31, 2006 closing market price of NL's common stock was lower as compared to December 31, 2005. As a result, we recognized compensation income in 2006 related to these stock options. To the extent we recognize compensation income for financial reporting purposes related to these stock options, such as we did in 2006, we report the corresponding reduction in compensation expense with respect to the change in stock option values reported in this table.

- (6) Represents amounts we granted and awarded for services provided in the year of the grant pursuant to our Share-in-Performance Plan. See our discussion of the segment profit bonus awards in the compensation discussion and analysis section of this proxy statement and the 2006 grants of plan-based awards table below for more details regarding these awards.
- (7) Represents the following changes from December 31, 2005 to December 31, 2006 in the actuarial present value of Dr. Fiand's accumulated benefit under the following plans for financial statement reporting purposes:

Year	Bayer Pensionskasse (a)	Supplemental Pension Promise (b)	Individual Pension Promise (c)	Total
2006	\$4,073	\$7,377	\$(4,401)	\$7,049

(a) A defined benefit pension plan for employees of our German operations.

(b) A non-qualified, unfunded defined benefit supplemental retirement plan for employees of our German operations that supplements their pension benefits.

(c) A non-qualified, unfunded defined benefit supplemental retirement plan for certain highly compensated employees of our German operations that also supplements their pension benefits.

For purposes of calculating these changes in the present value of his accumulated benefits, we assumed the following (actual benefits will be based on actual future facts and circumstances):

- his credited service and eligible earnings as of September 30, 2006 (the measurement date we use for financial statement reporting purposes for these plans) would not change;
 - his early retirement at age 60 without reducing his benefits;
 - the commencement of the payments of his benefits under these plans at attaining age 60;
 - payments continuing for his life expectancy derived from a mortality table; and
- discount rates for present value calculations at September 30, 2005 and 2006 of 4.0% and 4.5%, respectively, which rates are the same rates we used for financial statement reporting purposes in determining the present value of our aggregate accumulated benefits for all participants under these plans.

For more details regarding these pension plan benefits, see the pension benefits section of this proxy statement.

- (8) Represents an annual car allowance we pay for the benefit of Dr. Fiand.
- (9) The change from December 31, 2005 to December 31, 2006 in the actuarial present value of Mr. Maas' accumulated benefit under our domestic pension plan was a negative \$8,875. This negative change is a result of our suspension of all future accruals in 1996 and the increase in the discount rate from September 30, 2005 to September 30, 2006 that we used for financial statement reporting purposes in measuring our obligations under this plan. Pursuant to SEC rules, we do not report any negative changes in this column, but instead disclose the negative change in a footnote. For more details regarding these pension plan benefits, see the pension benefits section of this proxy statement. For purposes of calculating the change in the present value of his accumulated benefits under this plan from 2005 to 2006, we assumed the following (actual benefits will be based on actual future facts and circumstances):

- his credited service and eligible earnings as of September 30, 2006 (the measurement date we use for financial statement reporting purposes for these plans) would not change;
 - his early retirement at age 62 without reducing his benefits;
 - the commencement of the payments of his benefits under these plans at attaining age 62;
 - the choice of a single life annuity as the method to receive payments under the plan;
 - payments continuing for his life expectancy derived from a mortality table; and
- discount rates for present value calculations at September 30, 2005 and 2006 of 5.5% and 5.8%, respectively, which rates are the same rates we used for financial statement reporting purposes in determining the present value of our aggregate accumulated benefits for all participants under these plans.

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(10) As shown below, all other compensation for Mr. Maas consisted of the following payments for his benefit:

matching contributions pursuant to the savings feature of our savings plan;
retirement contributions pursuant to our savings plan;
transition payments paid pursuant to our savings plan; and
life insurance premiums we paid for his benefit.

Named Executive Officer	Year	Savings Plan		Savings Plan		Total
		Savings Plan Match	Retirement Contributions	Transition Contributions	Life Insurance Premiums (a)	
H. Joseph Maas	2006	\$8,800	\$8,800	\$3,300	\$2,413	\$23,313

(a) Under the terms of the life insurance policy provided by these premiums, Mr. Maas was entitled to a cash surrender value of approximately \$11,473 at December 31, 2006.

See the discussion of our savings plan contributions in the compensation discussion and analysis section of this proxy statement.

(11) In May 2006, Mr. Brown ceased to hold the titles of our vice president and controller. Concurrently, TIMET appointed Mr. Brown as its vice president, corporate finance. While he provided services to us, Mr. Brown spent a substantial amount of his time on the documentation and testing of our internal control over financial reporting. Following Mr. Brown's appointment as an officer of TIMET, we elected Mr. Hafer, also a Contran employee, to become our vice president and controller.

2006 Grants of Plan-Based Awards. The following table sets forth details of:

the stock awards we granted to certain of our named executive officers in 2006 for their services as directors; and

the ranges of the potential segment profit awards our employed named executive officers could have received if we had achieved a different segment profit level for 2006 or the officer had achieved a different performance rating for 2006.

Messrs. Swalwell and Brown were not entitled to any of our plan-based awards in 2006.

2006 GRANTS OF PLAN-BASED AWARDS (1)

Name	Grant Date	Date of Approval	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) (2)	Grant Date Fair Value of Stock and Option Awards (2)
			Threshold	Target	Maximum		
Harold C. Simmons	.05/24/06	01/01/04(2)	n/a	n/a	n/a	500(2)	\$14,995(2)
Steven L. Watson	.05/24/06	01/01/04(2)	n/a	n/a	n/a	500(2)	14,995(2)
Ulfert Fiand (3)	(4)	02/21/06(4)	\$35,747 to \$153,203	\$56,175 to \$217,038	\$89,369 to \$306,407	n/a	n/a
H. Joseph Maas	(4)	02/21/06(4)	\$34,580 to \$148,200	\$54,340 to \$209,950	\$86,450 to \$296,400	n/a	n/a

(1) Certain non-applicable columns have been omitted from this table.

(2) As preapproved in 2004 by our management development and compensation committee, on the day of each of our annual stockholder meetings each of our directors elected on that day receives a grant of shares of our common stock under our 2003 Long-Term Incentive Plan

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as determined by the following formula based on the closing price of a share of the common stock on the date of such meeting.

Range of Closing Price Per Share on the Date of Grant	Shares of Common Stock to Be Granted
Under \$5.00	2,000
\$5.00 to \$9.99	1,500
\$10.00 to \$20.00	1,000
Over \$20.00	500

These shares are fully vested and tradable immediately on the date of grant, other than restrictions under applicable securities laws. For the purposes of this table and financial statement reporting, these stock awards were valued at the \$29.99 closing price per share of our common stock on their date of grant.

(3) Dr. Fiand receives his cash compensation in euros. We report these amounts in the table above in U.S. dollars based on an average exchange rate for 2006 of \$1.2486 per €1.00.

(4) In the first quarter of 2007, we determined and paid 2006 segment profit bonuses to Dr. Fiand and Mr. Maas, which bonuses are reported in the non-equity incentive plan compensation column in the above summary compensation table. As described in the compensation discussion and analysis section of this proxy statement, in February 2006, our management development and compensation committee approved under our Share in Performance Plan threshold, target and maximum segment profit levels. The ranges of amounts reported in this 2006 grants of plan-based awards table are the ranges of segment profit bonuses each of these named executive officers could have received based on each of the 2006 segment profit level targets and the possible ranges of the 2006 individual performance ratings the named executive officer might have received. For purposes of these calculations, the base salary used was the actual base salary paid through 2006, which is the same amount on which the actual segment profit bonus awards were determined.

Outstanding Equity Awards at December 31, 2006. The following table provides information with respect to the outstanding stock options to purchase shares of NL common stock held by our named executive officers as of December 31, 2006 that were granted for services they provided to us when we were a wholly owned subsidiary of NL. Dr. Fiand and Mr. Maas were the only named executive officers that held such stock options at December 31, 2006.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2006 (1)

Name	Option Awards			
	Number of Shares Underlying Unexercised Options at December 31, 2006 (#)		Option Exercise Price	Option Expiration Date
	Exercisable	Unexercisable		
Ulfert Fiand	1,200(2)	-0-	\$11.4850	02/07/11
H. Joseph Maas	1,200(2)	-0-	11.4850	02/07/11

(1) Certain non-applicable columns have been omitted from this table.

(2) These stock options vested at a rate of 20% on each of the first five anniversary dates of the date of grant of the stock option, which date of grant was the tenth anniversary prior to the expiration date of the stock option.

Option Exercises and Stock Vested. During 2006, no named executive officer exercised any stock options or had any stock awards vest. For stock awards granted to Messrs Harold Simmons and Watson in 2006 that had no vesting restrictions, see the 2006 grants of plan-based awards table above.

Pension Benefits. Only Dr. Fiand and Mr. Maas are eligible for pension benefits for which we are obligated to pay. The following table sets forth, among other things, information regarding the actuarial present value of their accumulated pension benefits.

2006 PENSION BENEFITS (1)

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefits
Ulfert Fiand	Bayer Pensionskasse	19	\$139,000(2)
	Supplemental Pension Promise	19	283,600(2)
	Individual Pension Promise	19	105,000(2)
			\$527,600(2)
H. Joseph Maas	Retirement Program of NL Industries, Inc.	17.5	\$332,000(3)

(1) Certain non-applicable columns have been omitted from this table.

(2) Dr. Fiand will receive his pension and supplemental pension benefits in euros. We report these amounts in the table above in U.S. dollars based on an average exchange rate for 2006 of \$1.2486 per €1.00. For purposes of calculating the present values of his accumulated benefits, we assumed the following (actual benefits will be based on actual future facts and circumstances):

- his credited service and eligible earnings as of September 30, 2006 (the measurement date used for financial statement reporting purposes for these plans) would not change;

- his early retirement at age 60 without reducing his benefits;

- the commencement of the payments of his benefits under these plans at attaining age 60; payments continuing for his life expectancy derived from a mortality table; and

- a discount rate for the present value calculation at September 30, 2006 of 4.5%, which rate is the same rate we used for financial statement reporting purposes in determining the present value of our aggregate accumulated benefits for all participants under these plans.

(3) For purposes of calculating this present value of Mr. Maas' accumulated benefit, we assumed following (actual benefits will be based on actual future facts and circumstances):

- his credited service and final eligible earnings as of September 30, 2006 (the measurement date used for financial statement reporting purposes for this plan) would not change;

- his early retirement at age 62 without reducing his benefits;

- the commencement of the payments of his benefits under these plans at attaining age 62; the choice of a single life annuity as the method to receive payments under the plan; payments continuing for his life expectancy derived from a mortality table; and

- a discount rate for the present value calculation at September 30, 2006 of 5.8%, which rate is the same rate we used for financial statement reporting purposes in determining the present value of our aggregate accumulated benefits for all participants under this plan.

Bayer Pensionskasse, Supplemental Pension Promise and Individual Pension Promise. All of our employees in Germany (including wage earners) who have contributed for five years and are less than 55 years of age are covered by the Bayer Pensionskasse. Each employee contributes 2% of eligible earnings excluding bonus, up to the social security contribution ceiling (currently €63,000) and the Bayer Pensionskasse provides an annual benefit of 44% of such employee's accumulated contributions (with a minimum benefit of approximately €13 per month). The purpose of this plan is to provide funded, tax-qualified benefits up to the German social security contribution ceiling, which is currently of €63,000.

The Supplemental Pension Promise also covers all employees of the German operations who have completed ten years of service. Our German operations accrue 11.25% of the participants' eligible annual earnings excluding bonus in excess of the social security contribution ceiling, up to a maximum of €111,000. The Supplemental Pension Promise provides an annual retirement benefit of 20% of all accruals made by our German operations. The purpose of this plan is to provide participants with a benefit in excess of what would be provided under the Bayer Pensionskasse due to the German social security contribution ceiling.

The Individual Pension Promise covers each of the sixteen department heads of our German operations. The Individual Pension Promise provides an annual retirement benefit of €6,135 to the sixteen department heads. The purpose of this plan is to provide certain of our more highly compensated German employees with a benefit in excess of what would be provided under the Bayer Pensionskasse and the Supplemental Pension Promise due to the combined ceiling of €111,000 of those plans.

Dr. Fiand is eligible to receive a pension through the Bayer Pensionskasse, the Supplemental Pension Promise and the Individual Pension Promise. Benefits for each of these plans are payable upon retirement and the attainment of ages specified in the plans. In each case under these three plans, he will be eligible to retire and receive unreduced benefits at age 60.

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Domestic Defined Benefit Pension Plan. In 1996, we suspended all future accruals under our domestic defined benefit pension plan and closed the plan to new participants. The pension benefits are payable upon retirement and attainment of ages specified in the plan. Normal retirement is 65 years of age with five years of participation in the plan. However, participants can retire at age 62 with 30 years of service with unreduced benefits. After retirement, married participants, unless they choose otherwise with the consent of their spouse, receive a qualified joint and survivor annuity in exchange for a reduced benefit payout to the participant (as compared to the straight life annuity option). The purpose of this plan was to provide funded, tax-qualified benefits up to specified statutory limits on compensation and benefits. Generally, a participant's years of credited service under the plan equals the years he has worked for us. However, in certain instances, we adjusted such years of credited service on an ad hoc basis. Mr. Maas is the only named executive officer who participates in this plan. He will be eligible to retire and receive unreduced benefits under this plan at age 62 due to attaining 30 years of service under the plan (without any deviation from his actual service) prior to his 62nd birthday.

Nonqualified Deferred Compensation. We do not owe any nonqualified deferred compensation to our named executive officers.

Chief Operations Management Consultant. Following his resignation as our chief executive officer in 2003, Lawrence A. Wigdor entered into a consultancy arrangement with us pursuant to which he provides ongoing management services to our titanium dioxide operations. In 2006, Dr. Wigdor received monthly payments of \$84,000 under the arrangement. For 2006, Dr. Wigdor received an annual discretionary bonus of \$1.6 million. For the term of the arrangement, Dr. Wigdor will receive annual discretionary bonuses as determined by our chief executive officer. Under the consultancy arrangement, as amended in January 2006, if we terminate the consultancy arrangement prior to December 31, 2008, Dr. Wigdor will receive twelve months compensation and medical and dental coverage through December 31, 2008 and a pro-rata portion of any bonus for the year in which the termination occurs. The arrangement provides Dr. Wigdor various other benefits, including, medical and dental benefits and office and secretarial support at our New Jersey office.

During 2006, Dr. Wigdor did not exercise any of his previously granted options to purchase shares of NL common stock. At December 31, 2006, Dr. Wigdor held options to purchase 23,000 shares of NL common stock, of which 20,000 were exercisable at a price per share of \$11.485 and expire in February 2011 and 3,000 were exercisable at a price per share of \$5.625 and expire in February 2010. For financial statement reporting purposes, we recognized compensation income for these stock options in 2006 of \$63,350. See footnote 5 to the summary compensation table for an explanation of why we recognized compensation income for these options in 2006.

Following his resignation in 2003, Dr. Wigdor elected to receive his retirement benefits under our domestic defined benefit pension plan at an early retirement age. He began receiving monthly payments equal to an annual payment amount of \$29,439 in 2003, which will continue for the remainder of his life. The actuarial present value of his accumulated pension benefits using assumptions similar as those set forth in footnote 3 to the 2006 pension benefits table (other than the assumptions applicable prior to his retirement) was \$354,000 at September 30, 2006, the measurement date we use for the for financial statement reporting purposes for this plan. Pursuant to his employment agreement entered into in 1990, Dr. Wigdor was credited with an additional 18 years of service under this plan, which allowed him to commence receiving his retirement benefit when he retired two months before he turned 62 with only a small reduction for age. As already discussed, we do not have any plans for adjusting years of credited service under a pension plan and do this on an ad hoc basis only.

During 2006, Dr. Wigdor's sister-in-law and son were employed by us and received customary employee benefits, including medical insurance. Both persons continue to be employed by us.

Director Compensation. Our directors are entitled to receive compensation for their services as directors. Our directors receive an annual retainer of \$20,000, paid in quarterly installments, plus a fee of \$1,000 per day for attendance at meetings and at a daily rate (\$125 per hour) for other services rendered on behalf of our board of directors or its committees. For the first six months of 2006, the chairman of our audit committee and any member of our audit committee whom the board identified as an "audit committee financial expert" for purposes of the annual proxy statement received an annual retainer of \$10,000, paid in quarterly installments (provided that if one person served in both capacities only one such retainer was paid), and other members of our audit committee received an annual retainer of \$5,000, paid in quarterly installments. Effective July 1, 2006, our board of directors increased the annual retainer paid to our audit committee members. For the last six months of 2006, the chairman of our audit committee and any member of our audit committee whom the board identified as an "audit committee financial expert" for purposes of the annual proxy statement received an annual retainer of \$20,000, paid in quarterly installments (provided that if one person served in both capacities only one such retainer was paid), and other members of our audit committee received an annual retainer of \$10,000, paid in quarterly installments. If one of our directors dies while serving on our board of directors, his designated beneficiary or estate will be entitled to receive a death benefit equal to the annual retainer then in effect. We reimburse our directors for reasonable expenses incurred in attending meetings and in the performance of other services rendered on behalf of our board of directors or its committees.

As discussed in footnote 2 to the 2006 grants of plan-based awards table, on the day of each annual stockholder meeting, each of our directors elected on that date receives a grant of shares of our common stock as determined by the closing price of a share of our common stock on the date of such meeting. The following table provides information with respect to compensation our directors earned or received for 2006.

2006 DIRECTOR COMPENSATION (1)

Name	Fees Earned or Paid in Cash (2)	Stock Awards (3)	Total
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Keith R. Coogan	\$37,500	\$14,995	\$52,495
Cecil H. Moore, Jr.	43,000	14,995	57,995
George E. Poston	37,500	14,995	52,495
Glenn R. Simmons	23,000	14,995	37,995
R. Gerald Turner	36,500	14,995	51,495

(1) Certain non-applicable columns have been omitted from this table. See footnotes 2 and 3 to the 2006 summary compensation table and 2006 grants of plan-based awards table in this proxy statement for compensation Harold C. Simmons and Steven L. Watson earned or received from us for director services.

(2) Represents retainers and meeting fees the director received or earned for director services he provided to us in 2006.

(3) Represents the value of 500 shares of our common stock we granted to each of these directors. For the purposes of this table and financial statement reporting, these stock awards were valued at the closing price per share of such shares on their date of grant, which closing price and date of grant were \$29.99 and May 24, 2006, respectively.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act requires our executive officers, directors and persons who own more than 10% of a registered class of our equity securities to file reports of ownership with the SEC, the NYSE and us. Based solely on the review of the copies of such forms and representations by certain reporting persons, we believe that for 2006 our executive officers, directors and 10% stockholders complied with all applicable filing requirements under section 16(a).

CERTAIN RELATIONSHIPS AND TRANSACTIONS

Related Party Transaction Policy. As set forth in our code of business conduct and ethics, from time to time, we engage in transactions with affiliated companies. In addition, certain of our executive officers and directors serve as executive officers and directors of affiliated companies. With respect to transactions between or involving us and one or more of our affiliates, it is not a violation of the code if the transaction, in our opinion, is no less favorable to us than could be obtained from unrelated parties, or the transaction, in the absence of stockholder ratification or approval by independent directors, is fair to all companies involved. Furthermore, the code provides that:

· directors and officers owe a duty to us to advance our legitimate interests when the opportunity to do so arises; and

· they are prohibited from (a) taking for themselves personally opportunities that properly belong to us or are discovered through the use of our property, information or position; (b) using corporate property, information or position for improper personal gain; and (c) competing with our interests.

Our executive officers are responsible for applying this policy to related parties. No specific procedures are in place, however, that govern the treatment of transactions among us and our related entities, although we and such entities may implement specific procedures as appropriate for particular transactions. Provided, in our judgment, the standard set forth in the code of business conduct and ethics is satisfied, we believe, given the number of companies affiliated with Contran, that related party transactions with our affiliates, in many instances (such as achieving economies of scale), are in our best interest. In certain instances, our executive officers may seek the approval or ratification of such transactions by our independent directors, but there is no quantified threshold for seeking this approval.

Relationships with Related Parties. As set forth under the security ownership section of this proxy statement, Harold C. Simmons, through Contran, may be deemed to control us. We and other entities that may be deemed to be controlled by or related to Mr. Simmons sometimes engage in the following:

· intercorporate transactions, such as guarantees, management and expense sharing arrangements, shared fee arrangements, tax sharing agreements, joint ventures, partnerships, loans, options, advances of funds on open account and sales, leases and exchanges of assets, including securities issued by both related and unrelated parties; and

· common investment and acquisition strategies, business combinations, reorganizations, recapitalizations, securities repurchases and purchases and sales (and other acquisitions and dispositions) of subsidiaries, divisions or other business units, which transactions have involved both related and unrelated parties and have included transactions that resulted in the acquisition by one related party of an equity interest in another related party.

We periodically consider, review and evaluate and understand that Contran and related entities periodically consider, review and evaluate such transactions. Depending upon the business, tax and other objectives then relevant and restrictions under indentures and other agreements, it is

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possible that we might be a party to one or more of such transactions in the future. In connection with these activities, we may consider issuing additional equity securities or incurring additional indebtedness. Our acquisition activities have in the past and may in the future include participation in acquisition or restructuring activities conducted by other companies that may be deemed to be related to Harold C. Simmons.

Certain directors or executive officers of Contran, CompX, Keystone, NL, TIMET or Valhi also serve as our directors or executive officers. Such relationships may lead to possible conflicts of interest. These possible conflicts of interest may arise under circumstances in which such companies may have adverse interests.

Intercorporate Services Agreements. As discussed elsewhere in this proxy statement, we and certain related companies have entered into ISAs. Under the ISAs, employees of one company provide certain services, including executive officer services, to the other company on a fixed fee basis. The services rendered under the ISAs may include executive, management, financial, internal audit, accounting, tax, legal, insurance, risk management, treasury, aviation, human resources, technical, consulting, administrative, office, occupancy and other services as required from time to time in the ordinary course of the recipient's business. The fees paid pursuant to the ISAs are generally based upon an estimate of the time devoted by employees of the provider of the services to the business of the recipient and the employer's cost related to such employees, which includes the employees' cash compensation and an overhead component that takes into account other employment related costs. Each of the ISAs renews on a quarterly basis, generally subject to the termination by either party pursuant to a written notice delivered 30 days prior to the start of the next quarter. Because of the number of companies related to Contran and us, we believe we benefit from cost savings and economies of scale gained by not having certain management, financial, legal, tax and administrative staffs duplicated at each company, thus allowing certain individuals to provide services to multiple companies. With respect to a publicly held company that is a party to an ISA, the ISA and the related aggregate annual charge are approved by the independent directors of the company, generally after receiving a recommendation from the company's management development and compensation committee. See the compensation of our named executive officers employed by Contran part of the compensation discussion and analysis section in this proxy statement for a more detailed discussion on the procedures and considerations taken by our independent directors in approving the aggregate 2006 ISA fee charged by Contran to us.

In 2006, we paid Contran fees of \$6.3 million for its services under the ISA between Contran and us, including amounts for the services of certain of our named executive officers that are employees of Contran, as disclosed above in the 2006 summary compensation table. In 2007, we expect to pay Contran fees of \$6.5 million for its services under this ISA, including for the services of certain of our named executive officers that are employees of Contran. We also pay director compensation and expenses directly to Messrs. Harold and Glenn Simmons and Watson for their services as our directors, as disclosed above in the 2006 summary compensation table and the 2006 director compensation table.

Insurance Matters. We and Contran participate in a combined risk management program. Pursuant to the program, Contran and certain of its subsidiaries and related entities, including us and certain of our subsidiaries and related entities, purchase certain insurance policies as a group, with the costs of the jointly owned policies being apportioned among the participating companies. Tall Pines and EWI RE, Inc. provide for or broker these insurance policies. Tall Pines is a captive insurance company wholly owned by Valhi, and EWI is a reinsurance brokerage and risk management company wholly owned by NL. Consistent with insurance industry practices, Tall Pines and EWI receive commissions from insurance and reinsurance underwriters for the policies that they provide or broker.

With respect to certain of such jointly owned insurance policies, it is possible that unusually large losses incurred by one or more insureds during a given policy period could leave the other participating companies without adequate coverage under that policy for the balance of the policy period. As a result, Contran and certain of its subsidiaries or related companies, including us, have entered into a loss sharing agreement under which any uninsured loss is shared by those companies who have submitted claims under the relevant policy. We believe the benefits in the form of reduced premiums and broader coverage associated with the group coverage for such policies justify the risks associated with the potential for any uninsured loss.

During 2006, we paid premiums of approximately \$9.7 million for insurance policies Tall Pines provided or EWI brokered, including approximately \$1.5 million paid by Louisiana Pigment Company, L.P., a partnership of which a wholly owned subsidiary of ours and a subsidiary of Huntsman Corporation each own 50%. These amounts principally included payments for reinsurance and insurance premiums paid to unrelated third parties, but also included commissions paid to Tall Pines and EWI. Tall Pines purchases reinsurance for substantially all of the risks it underwrites. In our opinion, the amounts that we, our subsidiaries and Louisiana Pigment paid for these insurance policies and the allocation among us and our related entities of relative insurance premiums are reasonable and at least as favorable to those we or they could have obtained through unrelated insurance companies or brokers. We expect that these relationships with Tall Pines and EWI will continue in 2007. Because we believe there is no conflict of interest regarding our participation in the combined risk management program, our audit committee received a report regarding this program but our independent directors were not asked to approve it.

Tax Matters. We and our qualifying subsidiaries are members of the consolidated U.S. federal tax return of which Contran is the parent company, which we refer to as the "Contran Tax Group." As a member of the Contran Tax Group and pursuant to certain tax sharing agreements or policies, each of the members and its qualifying subsidiaries compute provisions for U.S. income taxes on a separate company basis using tax elections made by Contran. Pursuant to the tax sharing agreements or policies and using tax elections made by Contran, each of the parties makes payments or receives payments in amounts it would have paid to or received from the U.S. Internal Revenue Service had it not been a member of the Contran Tax Group but instead had been a separate taxpayer. Refunds are generally limited to amounts previously paid under the respective tax sharing agreement or policy. We and our qualifying subsidiaries are also a part of consolidated tax returns filed by Contran in certain U.S. state jurisdictions. The terms of the applicable tax sharing agreements or policies also apply to state payments to these jurisdictions.

Under applicable law, we, as well as every other member of the Contran Tax Group, are each jointly and severally liable for the aggregate federal income tax liability of Contran and the other companies included in the group for all periods in which we are included in the group. Contran's policy, however, is to indemnify us for any liability for income taxes of the Contran Tax Group in excess of our tax liability previously computed and paid by us in accordance with the tax allocation policy.

Under certain circumstances, tax regulations could require Contran to treat items differently than we would have treated them on a stand alone basis. In such instances, accounting principles generally accepted in the United States of America require us to conform to Contran's tax elections. In 2006, pursuant to our tax sharing agreement and policies with Valhi, we made net cash payment to Valhi of approximately \$5.0 million. Because the calculation of amounts payable to Valhi by us is determined pursuant to the applicable tax law in accordance with such tax sharing agreement and policies, our independent directors were not asked to approve these payments to Valhi.

Simmons Family Matters. In addition to the services he provides under our ISA with Contran as discussed under the intercorporate services agreements section above, certain family members of Harold C. Simmons also provide services to us pursuant to this ISA. In 2006, James C. Epstein (a son-in-law of Harold C. Simmons) and L. Andrew Fleck (a step-son of Harold C. Simmons) provided certain risk management and property management services, respectively, to us pursuant to this ISA. The portion of the fees we paid to Contran in 2006 pursuant to this ISA for the services of each of Messrs. Epstein and Fleck was not enough to require quantification under SEC rules. See the intercorporate services agreements section above for a more detailed discussion on the procedures and considerations taken by our independent directors in approving the aggregate 2006 ISA fee Contran charged us. As disclosed in the director compensation table in this proxy statement, Mr. Glenn Simmons (a brother of Harold C. Simmons) also received compensation in cash and stock from us for his services as a director for 2006 and is expected to continue to receive similar compensation for 2007 for such services.

AUDIT COMMITTEE REPORT

Our audit committee of the board of directors is comprised of four directors and operates under a written charter adopted by the board of directors. All members of our audit committee meet the independence standards established by the board of directors and the NYSE and promulgated by the SEC under the Sarbanes-Oxley Act of 2002. The audit committee charter is available on our website at www.kronosww.com under the corporate governance section.

Our management is responsible for, among other things, preparing its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, or "GAAP," establishing and maintaining internal control over financial reporting (as defined in Securities Exchange Act Rule 13a-15(f)) and evaluating the effectiveness of such internal control over financial reporting. Our independent registered public accounting firm is responsible for auditing our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and for expressing an opinion on the conformity of the financial statements with GAAP. Our independent registered public accounting firm is also responsible for auditing our internal control over financial reporting in accordance with such standards and for expressing an opinion on (i) management's assessment of the effectiveness of its internal control over financial reporting and (ii) the effectiveness of its internal control over financial reporting. Our audit committee assists the board of directors in fulfilling its responsibility to oversee management's implementation of our financial reporting process. In its oversight role, our audit committee reviewed and discussed the audited financial statements with management and with PwC, our independent registered public accounting firm for 2006. Our audit committee also reviewed and discussed internal control over financial reporting with management and with PwC.

Our audit committee met with PwC and discussed any issues deemed significant by our independent registered public accounting firm, including the required matters to be discussed by Statement of Auditing Standards No. 61, *Communication with Audit Committee*, as amended. PwC has provided to our audit committee written disclosures and the letter required by Independence Standards Board No. 1, *Independence Discussions with Audit Committees*, and our audit committee discussed with PwC that firm's independence. Our audit committee also concluded that PwC's provision of non-audit services to us and our related entities is compatible with PwC's independence.

Based upon the foregoing considerations, our audit committee recommended to the board of directors that our audited financial statements be included in our 2006 Annual Report on Form 10-K for filing with the SEC.

Members of our audit committee of the board of directors respectfully submit the foregoing report.

Cecil H. Moore, Jr.
Chairman of our Audit Committee

George E. Poston
Member of our Audit Committee

Keith R. Coogan
Member of our Audit Committee

R. Gerald Turner
Member of our Audit Committee

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM MATTERS

Independent Registered Public Accounting Firm. PwC served as our independent registered public accounting firm for the year ended December 31, 2006. Our audit committee has appointed PwC to review our quarterly unaudited consolidated financial statements to be included in our Quarterly Reports on Form 10-Q for the first three quarters of 2007. We expect PwC will be considered for appointment to audit our annual consolidated financial statements and internal control over financial reporting for the year ending December 31, 2007. Representatives of PwC are not expected to attend the annual meeting.

Fees Paid to PricewaterhouseCoopers LLP. The following table shows the aggregate fees that our audit committee has authorized and PwC has billed or is expected to bill to us for services rendered for 2005 and 2006. Additional fees for 2006 may subsequently be authorized and paid to PwC, in which case the amounts disclosed below for fees paid to PwC for 2006 would be adjusted to reflect such additional payments in our proxy statement relating to next year's annual stockholder meeting. In this regard, the fees shown below for 2005 have been adjusted from amounts disclosed in our proxy statement for last year's annual stockholder meeting.

Type of Fees	2005	2006
Audit Fees (1)	\$ 2,010,100	\$ 1,869,000
Audit-Related Fees (2)	19,000	5,000
Tax Fees (3)	24,100	18,000
All Other Fees	-0-	-0-
Total	\$ 2,053,200	\$ 1,892,000

- (1) Fees for the following services:
- (a) audits of consolidated year-end financial statements for each year and audit of internal control over financial reporting;
 - (b) reviews of the unaudited quarterly financial statements appearing in Forms 10-Q for each of the first three quarters of each year;
 - (c) consents and assistance with registration statements filed with the SEC; and
 - (d) normally provided statutory or regulatory filings or engagements for each year.
- (2) Fees for assurance and related services reasonably related to the audit or review of financial statements for each year. These services included employee benefit plan audits, accounting consultations and attest services concerning financial accounting and reporting standards and advice concerning internal controls.
- (3) Permitted fees for tax compliance, tax advice and tax planning services.

Preapproval Policies and Procedures. For the purpose of maintaining the independence of our independent registered public accounting firm, our audit committee has adopted policies and procedures for the preapproval of audit and permitted non-audit services the firm provides to us or any of our subsidiaries. We may not engage the firm to render any audit or permitted non-audit service unless the service is approved in advance by our audit committee pursuant to the committee's amended and restated preapproval policies and procedures that the committee approved on February 17, 2005. Pursuant to the policy:

- the committee must specifically preapprove, among other things, the engagement of our independent registered public accounting firm for audits and quarterly reviews of our financial statements, services associated with certain regulatory filings, including the filing of registration statements with the SEC, and services associated with potential business acquisitions and dispositions involving us; and
- for certain categories of permitted non-audit services of our independent registered public accounting firm, the committee may preapprove limits on the aggregate fees in any calendar year without specific approval of the service.

These permitted non-audit services include:

- audit services, such as certain consultations regarding accounting treatments or interpretations and assistance in responding to certain SEC comment letters;
- audit-related services, such as certain other consultations regarding accounting treatments or interpretations, employee benefit plan audits, due diligence and control reviews;
- tax services, such as tax compliance and consulting, transfer pricing, customs and duties and expatriate tax services; and

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· other permitted non-audit services, such as assistance with corporate governance matters and filing documents in foreign jurisdictions not involving the practice of law.

Pursuant to the policy, our audit committee has delegated preapproval authority to the chairman of the committee or his designee to approve any fees in excess of the annual preapproved limits for these categories of permitted non-audit services provided by our independent registered public accounting firm. The chairman must report any action taken pursuant to this delegated authority at the next meeting of the committee.

For 2006 our audit committee preapproved all PwC's services provided to us or any of our subsidiaries in compliance with the amended and restated preapproval policies and procedures without the use of the SEC's *de minimis* exception to such preapproval requirement.

OTHER MATTERS

The board of directors knows of no other business that will be presented for consideration at the meeting. If any other matters properly come before the meeting, the persons designated as agents in the enclosed proxy card or voting instruction form will vote on such matters in accordance with their reasonable judgment.

2006 ANNUAL REPORT ON FORM 10-K

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2006 is included as part of the annual report mailed to our stockholders with this proxy statement and may also be accessed on our website at www.kronosww.com.

ADDITIONAL COPIES

Pursuant to an SEC rule concerning the delivery of annual reports and proxy statements, a single set of these documents may be sent to any household at which two or more stockholders reside if they appear to be members of the same family. Each stockholder continues to receive a separate proxy card. This procedure, referred to as householding, reduces the volume of duplicate information stockholders receive and reduces mailing and printing expenses. A number of brokerage firms have instituted householding. Certain beneficial stockholders who share a single address may have received a notice that only one annual report and proxy statement would be sent to that address unless a stockholder at that address gave contrary instructions. If, at any time, a stockholder who holds shares through a broker no longer wishes to participate in householding and would prefer to receive a separate proxy statement and related materials, or if such stockholder currently receives multiple copies of the proxy statement and related materials at his or her address and would like to request householding of our communications, the stockholder should notify his or her broker. Additionally, we will promptly deliver a separate copy of our 2006 annual report or this proxy statement to any stockholder at a shared address to which a single copy of such documents was delivered, upon the written or oral request of the stockholder.

To obtain copies of our 2006 annual report or this proxy statement without charge, please mail your request to the attention of A. Andrew R. Louis, corporate secretary, at Kronos Worldwide, Inc., Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2697, or call him at 972.233.1700.

Kronos Worldwide, Inc.

Dallas, Texas

April 16, 2007

Kronos Worldwide, Inc.
Three Lincoln Centre
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2697

Dear Stockholder:

Kronos Worldwide, Inc. encourages you to take advantage of new and convenient ways by which you can vote your shares. You can vote your shares electronically through the internet or by telephone. This eliminates the need to return this proxy card.

Your electronic or telephonic vote authorizes the agents named on this proxy card to vote in the same manner as if you marked, signed, dated and returned this proxy card. If you vote your shares electronically or telephonically, do not mail back this proxy card.

Your vote is important. Thank you for voting.

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy - Kronos Worldwide, Inc.

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF KRONOS WORLDWIDE, INC.
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 17, 2007**

The undersigned hereby appoints Steven L. Watson, Robert D. Graham and A. Andrew R. Louis, and each of them, proxy and attorney-in-fact for the undersigned, with full power of substitution, to vote on behalf of the undersigned at the 2007 Annual Meeting of Stockholders (the "Meeting") of Kronos Worldwide, Inc., a Delaware corporation ("Kronos Worldwide"), to be held at Kronos Worldwide's corporate offices at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas on Thursday, May 17, 2007, at 10:00 a.m. (local time), and at any adjournment or postponement of the Meeting, all of the shares of common stock, par value \$0.01 per share, of Kronos Worldwide standing in the name of the undersigned or that the undersigned may be entitled to vote on the proposals set forth, and in the manner directed, on this proxy card.

THIS PROXY MAY BE REVOKED AS SET FORTH IN THE PROXY STATEMENT THAT ACCOMPANIED THIS PROXY CARD.

The proxies, if this card is properly executed, will vote in the manner directed on this card. If no direction is made, the proxies will vote "FOR" all nominees named on the reverse side of this card for election as directors and, to the extent allowed by applicable law, in the discretion of the proxies as to all other matters that may properly come before the Meeting and any adjournment or postponement thereof.

PLEASE SIGN, DATE AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE.
SEE REVERSE SIDE.

Kronos Worldwide, Inc.

Electronic Voting Instructions

You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 12:01 a.m., Central Time, on May 17, 2007.

Vote by Internet

· Log on to the Internet and go to

www.investorvote.com

· Follow the steps outlined on the secured website.

Vote by telephone

· Call toll free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

· Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes x with an **X** as shown in this example. Please do not write outside the designated areas.

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLSOED ENLVEOPE.

A Proposals - The Board of Directors recommends a vote FOR all the nominees listed.

1. Election of Directors:

For Withhold For Withhold For Withhold

01 - Keith R. Coogan " " 02 - Cecil H. Moore, Jr. " " 03 - George E. " " Poston

04 - Glenn R. Simmons " " 05 - Harold C. Simmons " " 06 - R. Gerald Turner " "

07 - Steven L. Watson " "

2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting and any adjournment or postponement thereof.

B Non-Voting Items

Change of Address - Please print new address below.

C Authorized Signature - This section must be completed for your vote to be counted. - Date and Sign Below

NOTE: Please sign exactly as the name that appears on this card. Joint owners should each sign. When signing other than in an individual capacity, please fully describe such capacity. Exact signatory hereby revokes all proxies heretofore given to vote at said Meeting and any

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adjournment or postponement thereof.

Date (mm/dd/yyyy) - Please print date below. Signature - Please keep signature within the box Signature 2 - Please keep signature within the box

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