

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST 4900 MAIN STREET, SUITE 1200 KANSAS CITY, MO 64112	1b Three-digit plan number (PN) ►		002
	1c Effective date of plan 05/01/1982		
	2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) BARTLETT AND COMPANY 4900 MAIN STREET, SUITE 1200 KANSAS CITY, MO 64112		
	2b Employer Identification Number (EIN) 43-1210295 2c Sponsor's telephone number 816-753-6300 2d Business code (see instructions) 424500		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2012	JAMES HEBENSTREIT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BARTLETT AND COMPANY 4900 MAIN STREET, SUITE 1200 KANSAS CITY, MO 64112	3b Administrator's EIN 43-1210295 3c Administrator's telephone number 816-753-6300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	695
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	613
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	56
d Subtotal. Add lines 6a , 6b , and 6c	6d	669
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	671
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	671
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	81

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ 1 **A** (Insurance Information)
- (4)** ☐ **C** (Service Provider Information)
- (5)** ☐ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011	
A Name of plan BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BARTLETT AND COMPANY	D Employer Identification Number (EIN) 43-1210295

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier SUNAMERICA
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
86-0198983	60941	11578	2	05/01/2010	04/30/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

RONALD E. WOELK 7327 WEST 79TH STREET OVERLAND PARK, KS 66204

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	25276

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARTLETT AND COMPANY</u>	D Employer Identification Number (EIN) <u>43-1210295</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	23228	38966
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3994721	3939346
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	38009	35926
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1510490	20943
(2) U.S. Government securities.....	1c(2)	1531699	1552819
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	1844032	2000537
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	3961384	6616182
(5) Partnership/joint venture interests	1c(5)	4821303	4312970
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		23523336
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	26054	25276
(15) Other	1c(15)	24819757	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	42570677	42066301

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	42570677	42066301
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3939346	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3939346
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(B) U.S. Government securities	2b(1)(B)	65821	
(C) Corporate debt instruments	2b(1)(C)	81555	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		147381
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	90579	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	754949	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		845528
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4094387	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4026806	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		67581

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-427062	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-427062
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1212911
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3359863

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3864239	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3864239
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3864239

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-504376
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PICKETT, CHANEY, AND MCMULLEN, LLP

(2) EIN: 48-1246310

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BARTLETT AND COMPANY</u>	D Employer Identification Number (EIN) <u>43-1210295</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BARTLETT AND COMPANY
PROFIT SHARING PLAN AND TRUST**

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2011 and 2010



INDEPENDENT AUDITORS' REPORT

The Trustees
Bartlett and Company Profit Sharing Plan and Trust:

We have audited the accompanying statements of net assets available for benefits of the Bartlett and Company Profit Sharing Plan and Trust (the Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures appropriate for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2011 and 2010, and the changes in net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of the Year) as of December 31, 2011 and Schedule of Reportable Transactions for the year ended December 31, 2011 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

Pickett, Chaney & McMullen LLP

September 10, 2012

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments, at fair value (notes 2 and 3):		
Mutual funds	\$ 20,575,395	\$ 24,819,757
Limited partnerships	4,312,970	4,821,303
Common stocks	6,616,182	3,961,384
U.S. Government obligations	1,552,819	1,531,699
Money market funds	2,952,396	1,494,007
Corporate debt securities	2,000,537	1,844,032
Life insurance	<u>25,276</u>	<u>26,054</u>
Total investments	38,035,575	38,498,236
Cash	55,454	39,711
Employer contribution receivable	3,939,346	3,994,721
Accrued investment income	<u>35,926</u>	<u>38,009</u>
Total Assets	<u>42,066,301</u>	<u>42,570,677</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 42,066,301</u>	<u>\$ 42,570,677</u>

See notes to financial statements.

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2011

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Investment income (notes 2 and 3):	
Interest and dividends	\$ 992,909
Net depreciation in fair value of investments	<u>(1,572,392)</u>
Net investment loss	(579,483)
Employer contribution (notes 1 and 2)	<u>3,939,346</u>
Net additions	3,359,863

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO -

Distributions of benefits to participants	<u>3,864,239</u>
---	------------------

NET DECREASE (504,376)

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>42,570,677</u>
End of year	<u>\$ 42,066,301</u>

See notes to financial statements.

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

The following description of the Bartlett and Company Profit Sharing Plan and Trust (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions. References herein to "Company" include Bartlett Grain Company, L.P.; Bartlett Grain Southwest, L.P.; Bartlett Milling Company, L.P.; Bartlett Cattle Company, L.P.; Bartlett International, Inc.; Bartlett and Company; and its separate lines of business.

General – The Plan is a defined contribution plan covering substantially all full-time employees of the Company, exclusive of those employees who are covered by a collective bargaining agreement and those who derive their total compensation from commissions. Four officers of the Company are the Plan's trustees. Participant recordkeeping is performed by Company personnel, at no cost to the Plan. Investments are in the custody of various mutual fund companies, trust companies, and limited partnerships.

Eligibility - Employees are eligible to participate in the Plan upon completion of one hour of service. In order for a participant to receive an employer contribution the participant must be employed on the last day of the Plan year.

Contributions – As provided in the plan agreement, the Company, or each separate line of business ("SLOB") comprising the Company, may make a discretionary contribution to the Plan, out of its current or accumulated net income. All contributions by the Company shall be made in the form of cash or other property as determined by the trustees. The total annual contribution may not exceed the amount allowable as a deduction in the Company's federal income tax return.

Participants' Accounts – Each participant's account is credited on the last day of the Plan's fiscal year for the pro rata share of the participating employer's contribution. Each participant's share of the SLOBs contribution is determined by a formula, which first integrates the allocations with social security contributions and, within certain limitations, allocates the remainder by the percentage that a participant's compensation bears to the aggregate compensation of all such SLOBs participants. Additionally, on the last day of the Plan's fiscal year, the profit sharing account is adjusted for each participant's pro rata share of income, expenses, and adjustments to market value allocated to all employees who were participants throughout the fiscal year by the percentage that a participant's equity balance at the beginning of the year bears to the aggregate equity balances of all such participants at the beginning of the year. Forfeitures are allocated to participants employed on the last day of the Plan's fiscal year in the proportion that each participant's compensation bears to the total compensation for each SLOBs participants in the profit sharing account. Total forfeited assets allocated to eligible participants at December 31, 2011 were approximately \$411,100.

Participants age 55 or older may elect to have all, or a portion, of their profit sharing account balance invested in an income fund. Investments within the income fund are limited to short-term money market instruments, general obligations of the United States government, cash or savings deposits, longer-term debt issues, or investment contracts. Except for the types of investments, participant accounts in the income fund are handled as described above for profit sharing accounts. At December 31, 2011 and 2010, the income fund assets available for benefits were \$1,139,636 and \$1,139,553 respectively, and net investment income for the year ended December 31, 2011 was \$83.

Vesting – Participants are fully vested in their voluntary contributions made and allowed by the Plan prior to 1996. Vesting in the remainder of their accounts is based on years of service, with full vesting after six years. Prior to January 1, 2007 full vesting occurred after seven years of service. Participants are deemed fully vested upon retirement (normally at age 65), death, or permanent disability.

Payment of Benefits – Upon retirement, death, permanent disability, or termination of employment, the vested balance in the employee's accounts is paid from the assets of the Plan to the participant or participant's beneficiary in a lump sum or series of payments not to exceed the life expectancy of the participant or beneficiary.

Expenses – The majority of the cost of the Plan's general, administrative, and record maintenance services is paid by the Company.

Termination of the Plan – Although the Company has not expressed any intent to do so, it has the right to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). In the event of Plan termination, all participants will become fully vested in their account balances.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Presentation – The Plan's financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition – The Plan's investments in mutual funds, common stocks, U.S. government obligations, and corporate debt securities are stated at fair value based on quoted market prices, where available, or at the last reported sale price (bid price if no sale price is available). The investments in the limited partnerships (LPs) are stated at the fair value of the underlying investments held in the LPs portfolios, as reported in the audited LP financial statements. The money market accounts are valued at cost, which approximates fair value. Life insurance contracts are valued at cash surrender value, which approximates fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Fees charged by mutual funds are deducted from income generated by the mutual funds.

Restrictions on Investment Redemptions – The Plan is required to provide written notice of 45 or 90 days, depending on the partnership, in order to redeem a portion or all of its investment in the limited partnerships. There are no unfunded commitments for the limited partnerships.

Contributions – Contributions from participating SLOBs are accrued in the period in which they become obligations of the Company by declaration of the Company's board of directors.

Benefit Payments – Benefit distributions are reported in the year paid.

Fair Value Measurements - Effective January 1, 2008, the Plan became subject to ASC Topic 820. ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of inputs used to measure fair value are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities,
- Level 2 – Observable inputs other than quoted prices included within Level 1 such as quoted prices for similar assets and liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets, and
- Level 3 – Unobservable inputs reflecting the Companies best estimate of what inputs market participants would use in pricing the asset or liability.

The following table presents financial assets that are measured at fair value on a recurring basis at December 31, 2011:

	Fair Value Measurements at Reporting Date Using			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Fixed Income	\$2,819,201	\$2,819,201	—	—
International	3,140,830	3,140,830	—	—
Index Funds	2,623,808	2,623,808	—	—
Balanced Funds	5,972,458	5,972,458	—	—
Growth Funds	3,794,998	3,794,998	—	—
Bond Funds	2,023,900	2,023,900	—	—
Other Funds	200,200	200,200	—	—
Common Stock:				
Health Care	719,839	719,839	—	—
Information Technology	1,196,635	1,196,635	—	—
Energy	803,050	803,050	—	—
Consumer Products	1,620,363	1,620,363	—	—
Industrials	775,428	775,428	—	—
Financials	1,132,561	1,132,561	—	—
Other Stocks	368,306	368,306	—	—
Money Market Funds	2,952,396	2,952,396	—	—
U.S. Government obligations	1,552,819	—	\$1,552,819	—
Corporate Debt Securities	2,000,537	—	2,000,537	—
Limited Partnerships	4,312,970	—	—	\$4,312,970
Life Insurance Policies (CSV)	25,276	—	—	25,276
Total	\$38,035,575	\$30,143,973	\$3,553,356	\$4,338,246

The following table presents financial assets that are measured at fair value on a recurring basis at December 31, 2010:

Fair Value Measurements at Reporting Date Using				
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Fixed Income	\$2,505,025	\$2,505,025	—	—
International	3,588,729	3,588,729	—	—
Index Funds	1,981,445	1,981,445	—	—
Balanced Funds	7,175,410	7,175,410	—	—
Growth Funds	7,386,718	7,386,718	—	—
Bond Funds	1,974,220	1,974,220	—	—
Other Funds	208,210	208,210	—	—
Common Stocks:				
Health Care	391,131	391,131	—	—
Information Technology	740,256	740,256	—	—
Energy	533,834	533,834	—	—
Consumer Products	698,731	698,731	—	—
Industrials	567,638	567,638	—	—
Financials	729,926	729,926	—	—
Other Stocks	299,868	299,868	—	—
Money Market Funds	1,494,007	1,494,007	—	—
U.S. Government obligations	1,531,699	—	\$1,531,699	—
Corporate Debt Securities	1,844,032	—	1,844,032	—
Limited Partnerships	4,821,303	—	—	\$4,821,303
Life Insurance Policies (CSV)	26,054	—	—	26,054
Total	<u>\$38,498,237</u>	<u>\$30,275,149</u>	<u>\$3,375,731</u>	<u>\$4,847,357</u>

The following table presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the year ended December 31, 2011.

	Total	Limited Partnerships	Life Insurance Policies
Balance at December 31, 2010	\$4,847,357	\$4,821,303	\$26,054
Sales	(278,319)	(278,319)	-
Distributions	(1,325)	-	(1,325)
Unrealized gains/(losses) included in income	(229,467)	(230,014)	547
Balance at December 31, 2011	<u>\$4,338,246</u>	<u>\$4,312,970</u>	<u>\$25,276</u>

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties - The Plan utilizes various investment instruments. Investment securities are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the financial statements.

Subsequent Events – Subsequent events have been evaluated through September 10, 2012, which is the date the financial statements were available to be issued, and there were no material events requiring recognition or disclosure.

3. INVESTMENTS

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Mutual funds	\$ (1,212,952)
Limited partnerships	(218,364)
Common stocks	(135,534)
Debt securities and life insurance	<u>(5,542)</u>
	<u>\$ (1,572,392)</u>

The fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011 and 2010 is as follows:

	2011	2010
Scout International Fund	\$ 2,406,534	\$ 2,745,514
Scout Mid Cap Fund	2,351,467	3,283,446
BMO Government Money Fund	2,859,565	*

* Investment did not exceed stated threshold on that particular date.

Exempt party-in-interest transactions include shares of common stock and mutual funds issued and managed by UMB, N.A., shares of money market funds managed by Robert W. Baird & Co. Inc.; J.P. Morgan Securities Inc.; and Marshall & Ilsley Trust Company.

4. TAX STATUS

The Plan has received a favorable determination letter from the Internal Revenue Service, dated April 15, 2003, stating that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan is designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

In accordance with ASC Topic 605, the plan administrator has determined that as of December 31, 2011, there are no tax positions that would require recognition or disclosure in the financial statements.

* * * * *

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	BMO Government Money Fund	Money Market	\$ 2,859,565	\$ 2,859,565
*	Baird Money Fund	Money Market	15,482	15,482
*	JP Morgan Money Fund	Money Market	77,349	77,349
	Money Market Funds		2,952,396	2,952,396
	3M Co.	Common stock, 1,345 shares	121,274	109,927
	Affiliated Managers Group Inc.	Common stock, 965 shares	95,390	92,592
	Allergan Inc.	Common stock, 1,850 shares	131,260	162,319
	Altera Corp.	Common stock, 2,110 shares	97,317	78,281
	Amazon.Com Inc.	Common stock, 295 shares	63,026	51,064
	Anheuser Busch Inbev	Common stock, 2,150 shares	125,007	131,128
	Apache Corp.	Common stock, 1,705 shares	171,718	154,439
	Apple, Inc.	Common stock, 630 shares	168,954	255,150
	Bed Bath Beyond Inc.	Common stock, 1,480 shares	87,531	85,796
	Berkshire Hathaway Inc.	Common stock, 1,325 shares	108,937	101,097
	Boeing Co.	Common stock, 1,915 shares	130,057	140,465
	Broadcom Corp.	Common stock, 3,905 shares	143,532	114,651
	Cardinal Health Inc.	Common stock, 3,215 shares	139,731	130,561
	Caterpillar, Inc.	Common stock, 1,055 shares	75,048	95,583
	Chevron Corp.	Common stock, 1,255 shares	127,431	133,532
	Citrix Sys Inc.	Common stock, 1,465 shares	100,419	88,955
	Coach Inc.	Common stock, 2,000 shares	100,446	122,080
	Cognizant Tech Solutions Corp.	Common stock, 890 shares	58,034	57,236
	Commerce Bancshares, Inc.	Common stock, 2,692 shares	11,975	102,619
	Costco Whsl Corp.	Common stock, 2,010 shares	145,093	167,473
	Covidien PLC	Common stock, 2,330 shares	122,664	104,873
	CVS Caremark Corp.	Common stock, 2,605 shares	89,577	106,232
	Danaher Corp.	Common stock, 2,690 shares	117,864	126,538
	Deere & Co.	Common stock, 1,055 shares	67,180	81,604
	Discover Finl Svcs	Common stock, 4,050 shares	76,165	97,200
	Duke Energy Hldg Corp.	Common stock, 6,075 shares	109,103	133,650
	EMC Corp.	Common stock, 6,375 shares	146,807	137,318
	Exxon Mobil Corp.	Common stock, 2,280 shares	188,929	193,253
	F5 Networks Inc.	Common stock, 785 shares	58,719	83,304
	Google Inc.	Common stock, 200 shares	113,865	129,180
	Home Depot Inc.	Common stock, 3,280 shares	122,311	137,891
	International Business Machs Corp.	Common stock, 660 shares	91,248	121,361
	National Oilwell Varco Inc.	Common stock, 1,480 shares	80,898	100,625

CONTINUED

BARTLETT AND COMPANY

PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value	
Nike Inc.	Common stock, 1,315 shares	\$ 106,508	\$ 126,727	
Occidental Pete Corp.	Common stock, 1,300 shares	112,509	121,810	
Oracle Corp.	Common stock, 5,115 shares	128,569	131,200	
O'Reilly Automotive Inc.	Common stock, 1,670 shares	101,881	133,517	
Philip Morris Intl Inc.	Common stock, 2,685 shares	177,250	210,719	
Praxair, Inc.	Common stock, 1,300 shares	118,495	138,970	
Procter & Gamble	Common stock, 1,695 shares	107,746	113,073	
Progressive Corp.	Common stock, 5,265 shares	111,143	102,720	
Schlumberger LTD	Common stock, 1,455 shares	116,528	99,391	
Smucker JM Co.	Common stock, 1,710 shares	111,855	133,671	
Starbucks Corp.	Common stock, 2,195 shares	83,652	100,992	
Teva Pharmaceutical Inds LTD	Common stock, 1,565 shares	78,921	63,163	
Thermo Fisher Corp	Common stock, 2,095 shares	112,119	94,212	
Toronto Dominion BK Ont	Common stock, 2,180 shares	173,578	163,086	
* UMB Financial Corp.	Common stock, 7,700 shares	3,695	286,825	
Union Pacific Corp.	Common stock, 1,030 shares	101,578	109,118	
UnitedHealth Group Inc	Common stock, 3,250 shares	134,033	164,710	
United Technologies Corp.	Common stock, 1,535 shares	123,213	112,193	
US Bancorp.	Common stock, 2,475 shares	63,955	66,949	
Verizon Communications Inc.	Common stock, 2,385 shares	86,834	95,686	
Wells Fargo & Co.	Common stock, 4,335 shares	123,946	119,473	
Total common stocks		<u>5,865,518</u>	<u>6,616,182</u>	
ALPS EFT Trust Alerian MLP	Mutual fund, 36,245 shares	600,020	602,392	
Allianz Funds Multi Strategy Trust	Mutual fund, 41,062 shares	1,075,000	1,075,000	
Calamos Global Dynamic Income Fund	Mutual fund, 102,834 shares	755,442	750,690	
Central Fund of Canada, Ltd. Class A	Mutual fund, 7,000 shares	34,987	137,200	
ING Risk Managed Natural Resources Fund	Mutual fund, 73,075 shares	1,232,945	833,060	
International Growth & Income Fund	Mutual fund, 38,210 shares	1,050,000	1,050,000	
Ishares Comex Gold Tr	Mutual fund, 43,182 shares	452,833	657,662	
LKCM Small Cap Equity Fund Instl	Mutual fund, 37,994 shares	897,497	852,976	
Metropolitan West High Yield Bond Fund	Mutual fund, 20,531 shares	199,975	201,617	
MFS intermediate Income Trust	Mutual fund, 10,000 shares	69,354	63,000	
NFJ Dividend Interest & Prem Strat Fund	Mutual fund, 69,051 shares	1,384,997	1,106,196	
PIMCO All Asset All Authority	Mutual fund, 112,016 shares	1,165,035	1,123,520	
PIMCO Global Advantage Strategy Bond Fund	Mutual fund, 97,051 shares	1,067,532	1,086,969	
PIMCO High Yield Fund	Mutual fund, 133,737 shares	956,305	1,200,962	

CONTINUED

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	PIMCO Total Return	Mutual fund, 103,898 shares	\$ 1,075,189	\$ 1,129,370
	PIMCO Unconstrained Bond Fund	Mutual fund, 86,036 shares	952,312	936,932
	Powershares ETF Water Port	Mutual fund, 15,285 shares	184,371	257,558
	Tortoise Power & Energy Infrastructure Fund	Mutual fund, 26,882 shares	585,248	671,781
*	Scout Core Bond Fund	Mutual fund, 25,353 shares	293,005	287,251
*	Scout International Discovery Fund	Mutual fund, 87,209 shares	720,656	734,297
*	Scout International Fund	Mutual fund, 86,040 shares	2,224,304	2,406,534
*	Scout Mid Cap Fund	Mutual fund, 184,864 shares	2,084,531	2,351,467
*	Scout Small Cap Fund	Mutual fund, 71,551 shares	1,023,347	1,058,961
	Total mutual funds		<u>20,084,882</u>	<u>20,575,395</u>
	Basso Multi-Strategy Fund, Ltd.	Limited partnership, 751 shares	365,513	777
	Deephaven Global Multi-Strategy Fund, Ltd.	Limited partnership, 14 shares	14,234	36,157
	Fletcher Income Arbitrage Fund	Limited partnership, 239 shares	-	53,787
	Para International Fund, Ltd.	Limited partnership, 4,590 shares	500,000	667,393
	PAW Partners, L.P.	Limited partnership	400,000	547,629
	Protégé Partners QP Fund, Ltd.	Limited partnership, 945 shares	1,000,000	1,078,087
	Shepherd Fund, Ltd.	Limited partnership	296,285	1,424,984
	Thirteen Partners Offshore, Ltd.	Limited partnership	500,000	504,156
	Total limited partnerships		<u>3,076,032</u>	<u>4,312,970</u>
	Federal Agric Mtg Corp.	250,000, 2.17%, mat 6/1/16	250,450	261,398
	Federal Farm Credit Banks	200,000, 3.95%, mat 7/23/12	200,375	204,158
	Federal Farm Credit Banks	200,000, 1.93%, mat 5/13/15	200,000	202,252
	Federal Home Loan Banks	200,000, 4.50%, mat 9/14/12	203,498	205,860
	Federal Home Loan Mtg Corp.	250,000, 2.00%, mat 12/1/15	250,000	251,765
	Government National Mortgage Assn.	56,635 shares, 5.00%, mat 3/20/17	58,157	61,649
	Government National Mortgage Assn.	18,898 shares, 5.50%, mat 6/20/17	19,179	20,527
	Government National Mortgage Assn.	8,637 shares, 5.50%, mat 7/15/17	8,772	9,410
	Government National Mortgage Assn.	186,992 shares, 5.50%, mat 11/15/18	195,436	204,657
	Government National Mortgage Assn.	105,611 shares, 5.00%, mat 12/15/18	108,780	115,225
	Government National Mortgage Assn.	14,677 shares, 5.50%, mat 12/15/20	14,686	15,919
	Total debt securities-US Government and governmental agencies		<u>1,509,331</u>	<u>1,552,819</u>

CONTINUED

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	BP Cap Mkts PIC Gtd Sr	200,000, 3.63%, mat 5/8/14	\$ 204,973	\$ 210,168
	Bellsouth Corp Nt	250,000, 5.20%, mat 12/15/16	249,330	285,752
	Berkshire Hathaway Fin Corp Gtd Sr Nts	175,000, 4.60%, mat 5/15/13	187,103	184,072
	Caterpillar Fini Svcs Corp Medium Term Nts	250,000, 4.75%, mat 2/17/15	248,430	276,378
	John Deere Cap Corp Medium Term Nts	250,000; 4.50%, mat 4/3/13	254,355	261,933
	International Business Machines NT	125,000, 2.00%, mat 1/5/16	125,488	128,215
	JP Morgan Chase & Co	200,000, 3.70%, mat 1/20/15	201,682	207,360
	Microsoft Corp.	125,000, 2.95%, mat 6/1/14	132,101	132,784
	Wachovia Corp Global Medium	100,000, 5.50%, mat 5/1/13	97,961	105,510
	Wal-Mart Stores Inc.	100,000, 4.25%, mat 4/15/13	99,280	104,858
	Wells Fargo & Co.	100,000, 5.25%, mat 10/23/12	99,400	103,508
	Total Corporate Debt Securities		<u>1,900,103</u>	<u>2,000,537</u>
	AIG SunAmerica Life Assurance Co.	Life insurance policies	<u>25,276</u>	<u>25,276</u>
	Total investments		<u>\$ 35,413,539</u>	<u>\$ 38,035,575</u>

* Represents a party-in-interest.

CONCLUDED

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS YEAR ENDED DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(g)	(h)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date

Single Transactions:

None

Series Transactions:

BMO Government	Money Market Fund				
	153 Purchases	\$ 13,654,235		\$ 13,654,235	\$ 13,654,235
	38 Sales		\$ 12,213,817	12,213,817	12,213,817

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	BMO Government Money Fund	Money Market	\$ 2,859,565	\$ 2,859,565
*	Baird Money Fund	Money Market	15,482	15,482
*	JP Morgan Money Fund	Money Market	77,349	77,349
	Money Market Funds		<u>2,952,396</u>	<u>2,952,396</u>
	3M Co.	Common stock, 1,345 shares	121,274	109,927
	Affiliated Managers Group Inc.	Common stock, 965 shares	95,390	92,592
	Allergan Inc.	Common stock, 1,850 shares	131,260	162,319
	Altera Corp.	Common stock, 2,110 shares	97,317	78,281
	Amazon.Com Inc.	Common stock, 295 shares	63,026	51,064
	Anheuser Busch Inbev	Common stock, 2,150 shares	125,007	131,128
	Apache Corp.	Common stock, 1,705 shares	171,718	154,439
	Apple, Inc.	Common stock, 630 shares	168,954	255,150
	Bed Bath Beyond Inc.	Common stock, 1,480 shares	87,531	85,796
	Berkshire Hathaway Inc.	Common stock, 1,325 shares	108,937	101,097
	Boeing Co.	Common stock, 1,915 shares	130,057	140,465
	Broadcom Corp.	Common stock, 3,905 shares	143,532	114,651
	Cardinal Health Inc.	Common stock, 3,215 shares	139,731	130,561
	Caterpillar, Inc.	Common stock, 1,055 shares	75,048	95,583
	Chevron Corp.	Common stock, 1,255 shares	127,431	133,532
	Citrix Sys Inc.	Common stock, 1,465 shares	100,419	88,955
	Coach Inc.	Common stock, 2,000 shares	100,446	122,080
	Cognizant Tech Solutions Corp.	Common stock, 890 shares	58,034	57,236
	Commerce Bancshares, Inc.	Common stock, 2,692 shares	11,975	102,619
	Costco Whsl Corp.	Common stock, 2,010 shares	145,093	167,473
	Covidien PLC	Common stock, 2,330 shares	122,664	104,873
	CVS Caremark Corp.	Common stock, 2,605 shares	89,577	106,232
	Danaher Corp.	Common stock, 2,690 shares	117,864	126,538
	Deere & Co.	Common stock, 1,055 shares	67,180	81,604
	Discover Finl Svcs	Common stock, 4,050 shares	76,165	97,200
	Duke Energy Hldg Corp.	Common stock, 6,075 shares	109,103	133,650
	EMC Corp.	Common stock, 6,375 shares	146,807	137,318
	Exxon Mobil Corp.	Common stock, 2,280 shares	188,929	193,253
	F5 Networks Inc.	Common stock, 785 shares	58,719	83,304
	Google Inc.	Common stock, 200 shares	113,865	129,180
	Home Depot Inc.	Common stock, 3,280 shares	122,311	137,891
	International Business Machs Corp.	Common stock, 660 shares	91,248	121,361
	National Oilwell Varco Inc.	Common stock, 1,480 shares	80,898	100,625

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BARTLETT AND COMPANY

PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Nike Inc.	Common stock, 1,315 shares	\$ 106,508	\$ 126,727
	Occidental Pete Corp.	Common stock, 1,300 shares	112,509	121,810
	Oracle Corp.	Common stock, 5,115 shares	128,569	131,200
	O'Reilly Automotive Inc.	Common stock, 1,670 shares	101,881	133,517
	Philip Morris Intl Inc.	Common stock, 2,685 shares	177,250	210,719
	Praxair, Inc.	Common stock, 1,300 shares	118,495	138,970
	Procter & Gamble	Common stock, 1,695 shares	107,746	113,073
	Progressive Corp.	Common stock, 5,265 shares	111,143	102,720
	Schlumberger LTD	Common stock, 1,455 shares	116,528	99,391
	Smucker JM Co.	Common stock, 1,710 shares	111,855	133,671
	Starbucks Corp.	Common stock, 2,195 shares	83,652	100,992
	Teva Pharmaceutical Inds LTD	Common stock, 1,565 shares	78,921	63,163
	Thermo Fisher Corp	Common stock, 2,095 shares	112,119	94,212
	Toronto Dominion BK Ont	Common stock, 2,180 shares	173,578	163,086
*	UMB Financial Corp.	Common stock, 7,700 shares	3,695	286,825
	Union Pacific Corp.	Common stock, 1,030 shares	101,578	109,118
	UnitedHealth Group Inc	Common stock, 3,250 shares	134,033	164,710
	United Technologies Corp.	Common stock, 1,535 shares	123,213	112,193
	US Bancorp.	Common stock, 2,475 shares	63,955	66,949
	Verizon Communications Inc.	Common stock, 2,385 shares	86,834	95,686
	Wells Fargo & Co.	Common stock, 4,335 shares	123,946	119,473
	Total common stocks		<u>5,865,518</u>	<u>6,616,182</u>
	ALPS EFT Trust Alerian MLP	Mutual fund, 36,245 shares	600,020	602,392
	Allianz Funds Multi Strategy Trust	Mutual fund, 41,062 shares	1,075,000	1,075,000
	Calamos Global Dynamic Income Fund	Mutual fund, 102,834 shares	755,442	750,690
	Central Fund of Canada, Ltd. Class A	Mutual fund, 7,000 shares	34,987	137,200
	ING Risk Managed Natural Resources Fund	Mutual fund, 73,075 shares	1,232,945	833,060
	International Growth & Income Fund	Mutual fund, 38,210 shares	1,050,000	1,050,000
	Ishares Comex Gold Tr	Mutual fund, 43,182 shares	452,833	657,662
	LKCM Small Cap Equity Fund Instl	Mutual fund, 37,994 shares	897,497	852,976
	Metropolitan West High Yield Bond Fund	Mutual fund, 20,531 shares	199,975	201,617
	MFS Intermediate Income Trust	Mutual fund, 10,000 shares	69,354	63,000
	NFJ Dividend Interest & Prem Strat Fund	Mutual fund, 69,051 shares	1,384,997	1,106,196
	PIMCO All Asset All Authority	Mutual fund, 112,016 shares	1,165,035	1,123,520
	PIMCO Global Advantage Strategy Bond Fund	Mutual fund, 97,051 shares	1,067,532	1,086,969
	PIMCO High Yield Fund	Mutual fund, 133,737 shares	956,305	1,200,962

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BARTLETT AND COMPANY

PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	PIMCO Total Return	Mutual fund, 103,898 shares	\$ 1,075,189	\$ 1,129,370
	PIMCO Unconstrained Bond Fund	Mutual fund, 86,036 shares	952,312	936,932
	Powershares ETF Water Port	Mutual fund, 15,285 shares	184,371	257,558
	Tortoise Power & Energy Infrastructure Fund	Mutual fund, 26,882 shares	585,248	671,781
*	Scout Core Bond Fund	Mutual fund, 25,353 shares	293,005	287,251
*	Scout International Discovery Fund	Mutual fund, 87,209 shares	720,656	734,297
*	Scout International Fund	Mutual fund, 86,040 shares	2,224,304	2,406,534
*	Scout Mid Cap Fund	Mutual fund, 184,864 shares	2,084,531	2,351,467
*	Scout Small Cap Fund	Mutual fund, 71,551 shares	1,023,347	1,058,961
	Total mutual funds		<u>20,084,882</u>	<u>20,575,395</u>
	Basso Multi-Strategy Fund, Ltd.	Limited partnership, 751 shares	365,513	777
	Deephaven Global Multi-Strategy Fund, Ltd.	Limited partnership, 14 shares	14,234	36,157
	Fletcher Income Arbitrage Fund	Limited partnership, 239 shares	-	53,787
	Para International Fund, Ltd.	Limited partnership, 4,590 shares	500,000	667,393
	PAW Partners, L.P.	Limited partnership	400,000	547,629
	Protégé Partners QP Fund, Ltd.	Limited partnership, 945 shares	1,000,000	1,078,087
	Shepherd Fund, Ltd.	Limited partnership	296,285	1,424,984
	Thirteen Partners Offshore, Ltd.	Limited partnership	500,000	504,156
	Total limited partnerships		<u>3,076,032</u>	<u>4,312,970</u>
	Federal Agric Mtg Corp.	250,000, 2.17%, mat 6/1/16	250,450	261,398
	Federal Farm Credit Banks	200,000, 3.95%, mat 7/23/12	200,375	204,158
	Federal Farm Credit Banks	200,000, 1.93%, mat 5/13/15	200,000	202,252
	Federal Home Loan Banks	200,000, 4.50%, mat 9/14/12	203,498	205,860
	Federal Home Loan Mtg Corp.	250,000, 2.00%, mat 12/1/15	250,000	251,765
	Government National Mortgage Assn.	56,635 shares, 5.00%, mat 3/20/17	58,157	61,649
	Government National Mortgage Assn.	18,898 shares, 5.50%, mat 6/20/17	19,179	20,527
	Government National Mortgage Assn.	8,637 shares, 5.50%, mat 7/15/17	8,772	9,410
	Government National Mortgage Assn.	186,992 shares, 5.50%, mat 11/15/18	195,436	204,657
	Government National Mortgage Assn.	105,611 shares, 5.00%, mat 12/15/18	108,780	115,225
	Government National Mortgage Assn.	14,677 shares, 5.50%, mat 12/15/20	14,686	15,919
	Total debt securities-US Government and governmental agencies		<u>1,509,331</u>	<u>1,552,819</u>

CONTINUED

BARTLETT AND COMPANY

PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR) – AS OF DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value	
BP Cap Mkts PIC Gtd Sr	200,000, 3.63%, mat 5/8/14	\$ 204,973	\$ 210,168	
Bellsouth Corp Nt	250,000, 5.20%, mat 12/15/16	249,330	285,752	
Berkshire Hathaway Fin Corp Gtd Sr Nts	175,000, 4.60%, mat 5/15/13	187,103	184,072	
Caterpillar Fini Svcs Corp Medium Term Nts	250,000, 4.75%, mat 2/17/15	248,430	276,378	
John Deere Cap Corp Medium Term Nts	250,000; 4.50%, mat 4/3/13	254,355	261,933	
International Business Machines NT	125,000, 2.00%, mat 1/5/16	125,488	128,215	
JP Morgan Chase & Co	200,000, 3.70%, mat 1/20/15	201,682	207,360	
Microsoft Corp.	125,000, 2.95%, mat 6/1/14	132,101	132,784	
Wachovia Corp Global Medium	100,000, 5.50%, mat 5/1/13	97,961	105,510	
Wal-Mart Stores Inc.	100,000, 4.25%, mat 4/15/13	99,280	104,858	
Wells Fargo & Co.	100,000, 5.25%, mat 10/23/12	99,400	103,508	
Total Corporate Debt Securities		<u>1,900,103</u>	<u>2,000,537</u>	
AIG SunAmerica Life Assurance Co.	Life insurance policies	<u>25,276</u>	<u>25,276</u>	
Total investments		<u>\$ 35,413,539</u>	<u>\$ 38,035,575</u>	

* Represents a party-in-interest.

CONCLUDED

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

FORM 5500, SCHEDULE H, LINE PART IV, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS YEAR ENDED DECEMBER 31, 2011

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

(a)	(b)	(c)	(d)	(g)	(h)
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date

Single Transactions:

None

Series Transactions:

BMO Government	Money Market Fund				
	153 Purchases	\$ 13,654,235		\$ 13,654,235	\$ 13,654,235
	38 Sales		\$ 12,213,817	12,213,817	12,213,817