

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
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 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BARTLETT AND COMPANY 4900 MAIN STREET, SUITE 1200 KANSAS CITY, MO 64112	1b Three-digit plan number (PN) ▶ <u>002</u>	1c Effective date of plan <u>05/01/1982</u>		
	2b Employer Identification Number (EIN) <u>43-1210295</u>	2c Sponsor's telephone number <u>816-753-6300</u>	2d Business code (see instructions) <u>424500</u>	

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.	10/03/2013	MIKE KOEPPEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2013	MIKE KOEPPEN
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address 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
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
5 Total number of participants at the beginning of the plan year		5 671
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	624
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	54
d Subtotal. Add lines 6a , 6b , and 6c	6d	678
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	678
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	678
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	65
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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
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) ☒ <u>1</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

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

(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	05/01/2011	05/30/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 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).

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

RONALD E. WOELK

**4551 WEST 107TH STREET, THIRD FLOOR
OVERLAND PARK, KS 66607**

(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	24445

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 lines 7b and 7c(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 line 7e(5) from line 7d)	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 line 9c(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, line 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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
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 Asset and Liability Statement			
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	38966	207606
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	3939346	3104848
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	35926	96352
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	20943	5714
(2) U.S. Government securities.....	1c(2)	1552819	4837311
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	2000537	1877695
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	6616182	5202886
(5) Partnership/joint venture interests	1c(5)	4312970	2180611
(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	28991469
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	25276	24445
(15) Other	1c(15)		

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	42066301	46528937

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	42066301	46528937
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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)	3104848	
(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)		3104848
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	285	
(B) U.S. Government securities	2b(1)(B)	47992	
(C) Corporate debt instruments	2b(1)(C)	94891	
(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)		143168
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	138089	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	833352	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		971441
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	8292142	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	7566848	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		725294
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	179453	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		179453

		(a) Amount	(b) Total
(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)		1578108
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6702312

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2239676	
(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)		2239676
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		2239676

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		4462636
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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.			

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 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, 2012 AND 2011

INDEPENDENT AUDITORS' REPORT

The Trustees
Bartlett and Company Profit Sharing Plan and Trust:

Report on the Financial Statements

We have audited the accompanying financial statements of the Bartlett and Company Profit Sharing Plan and Trust, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

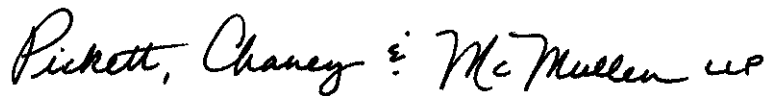
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets and Schedule of Reportable Transactions, together referred to as "supplemental information," are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental 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 audit 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 as a whole.

A handwritten signature in black ink that reads "Rickett, Chaney & McMullen CP". The signature is written in a cursive, flowing style.

Overland Park, KS
September 3, 2013

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS		
Investments, at fair value (notes 2 and 3):		
Mutual funds	\$ 19,026,224	\$ 20,575,395
Limited partnerships	2,180,611	4,312,970
Common stocks	5,202,886	6,616,182
U.S. Government obligations	4,837,312	1,552,819
Money market funds	9,954,217	2,952,396
Corporate debt securities	1,877,695	2,000,537
Life insurance	<u>24,445</u>	<u>25,276</u>
Total investments	43,103,390	38,035,575
Cash	70,919	55,454
Employer contribution receivable	3,104,848	3,939,346
Receivable for unsettled sales of investments	201,952	-
Accrued investment income	<u>47,828</u>	<u>35,926</u>
Total Assets	<u>46,528,937</u>	<u>42,066,301</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 46,528,937</u></u>	<u><u>\$ 42,066,301</u></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, 2012

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Investment income (notes 2 and 3):	
Interest and dividends	\$ 1,114,609
Net appreciation in fair value of investments	<u>2,482,855</u>
Net investment gain	3,597,464
Employer contribution (notes 1 and 2)	<u>3,104,848</u>
Total additions	6,702,312

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO -

Distributions of benefits to participants	<u>2,239,676</u>
---	------------------

NET INCREASE 4,462,636

NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>42,066,301</u>
End of year	<u>\$ 46,528,937</u>

See notes to financial statements.

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2012 AND 2011

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, 2012 were approximately \$385,228.

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, 2012 and 2011, the income fund assets available for benefits were \$1,180,187 and \$1,139,636 respectively, and net investment income for the year ended December 31, 2012 was \$527.

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, money market 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. 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 and money market funds are deducted from income generated by those funds.

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, 2012:

	Fair Value Measurements at Reporting Date Using			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Fixed Income	\$3,681,986	\$3,681,986	—	—
International	1,434,996	1,434,996	—	—
Index Funds	2,155,570	2,155,570	—	—
Balanced Funds	6,357,582	6,357,582	—	—
Growth Funds	2,882,683	2,882,683	—	—
Bond Funds	1,504,410	1,504,410	—	—
Exchange Traded Funds	797,387	797,387	—	—
Other Funds	211,610	211,610	—	—
Common Stock:				
Health Care	564,924	564,924	—	—
Information Technology	931,516	931,516	—	—
Energy	568,672	568,672	—	—
Consumer Products	1,067,075	1,067,075	—	—
Industrials	703,172	703,172	—	—
Financials	1,143,452	1,143,452	—	—
Other Stocks	224,075	224,075	—	—
Money Market Funds	9,954,217	9,954,217	—	—
U.S. Government obligations	4,837,312	—	\$4,837,312	—
Corporate Debt Securities	1,877,695	—	1,877,695	—
Limited Partnerships	2,180,611	—	—	\$2,180,611
Life Insurance Policies (CSV)	24,445	—	24,445	—
Total	\$43,103,390	\$34,183,327	\$6,739,452	\$2,180,611

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

	<u>Fair Value Measurements at Reporting Date Using</u>			
	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 Stocks:				
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	<u>\$38,035,575</u>	<u>\$30,143,973</u>	<u>\$3,578,632</u>	<u>\$4,312,970</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, 2012.

	<u>Limited Partnerships</u>
Balance at December 31, 2011	\$4,312,970
Sales	(2,239,221)
Distributions	-
Unrealized gains/(losses) included in income	106,862
Balance at December 31, 2012	<u>\$2,180,611</u>

Effective January 2012, the Plan became subject to ASU 2011-04. ASU 2011-04 expands the fair value disclosure requirements for Level 3 financial assets.

The following table presents the Plan's Level 3 financial assets, including the valuation techniques used to measure the fair value of these assets at December 31, 2012:

Asset	Fair Value	Principal Valuation Technique	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Deephaven Global Multi-Strategy Fund, Ltd. (a)	\$ 17,673	Net Asset Value	\$ -	Monthly	90 days
Para International Fund, Ltd. (a)	33,378	Net Asset Value	-	Quarterly	45 days
PAW Partners, L.P. (a)	28,057	Net Asset Value	-	Quarterly	90 days
Protégé Partners QP Fund, Ltd. (a)	1,110,744	Net Asset Value	-	Semi-annually	75 days
Shepherd Fund, Ltd. (a)	448,532	Net Asset Value	-	Annually	90 days
Thirteen Partners Offshore, Ltd. (b)	542,227	Net Asset Value	-	Annually	95 days

a. These funds were all redeemed in 2013.

b. Thirteen Partners Offshore, Ltd. makes investments in Hedge Funds that invest in a wide-ranging group of global securities and equities. This limited partnership determines its net asset value as of the last business day of each month.

The Plan administrator assesses the reasonableness of the principal valuation by reviewing fund investment data received from the limited partnerships and industry and market conditions.

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 3, 2013, 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, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	\$ 1,577,456
Limited partnerships	106,862
Common stocks	797,140
Debt securities and life insurance	<u>1,397</u>
	<u>\$ 2,482,855</u>

The fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2012 and 2011 is as follows:

	2012	2011
Scout International Fund	*	\$ 2,406,534
Scout Mid Cap Fund	*	2,351,467
BMO Government Money Fund	*	2,859,565
Fidelity Cash Reserves	\$ 8,377,257	*
Federal Home Loan Mtg Corp.	2,593,300	*

* 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.; Fidelity Investments; and BMO Harris Bank, N.A.

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 740, the plan administrator has determined that as of December 31, 2012, there are no tax positions that would require recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

* * * * *

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, 2012

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	\$ 1,562,488	\$ 1,562,488
*	Baird Money Fund	Money Market	14,032	14,032
*	Fidelity Cash Reserves	Money Market	8,377,257	8,377,257
*	JP Morgan Money Fund	Money Market	440	440
	Money Market Funds		9,954,217	9,954,217
	3M Co.	Common stock	58,776	58,495
	Affiliated Managers Group Inc.	Common stock	38,534	48,806
	Allergan Inc.	Common stock	78,098	91,730
	Anheuser Busch Inbev	Common stock	50,471	74,736
	Apache Corp.	Common stock	101,374	67,903
	Apple, Inc.	Common stock	201,026	239,478
	Beam Inc.	Common stock	47,717	51,316
	Berkshire Hathaway Inc.	Common stock	73,479	80,282
	Boeing Co.	Common stock	92,379	97,215
	Bristol Myers Squibb Co.	Common stock	82,547	82,290
	Broadcom Corp.	Common stock	77,301	73,560
	Celgene Corp.	Common stock	45,520	51,006
	Chevron Corp.	Common stock	85,350	91,378
	Cognizant Tech Solutions Corp.	Common stock	62,384	67,233
	Commerce Bancshares, Inc.	Common stock	11,973	99,080
	Continental Resources Inc.	Common stock	47,689	44,462
	Costco Whsl Corp.	Common stock	76,042	95,768
	Covidien PLC	Common stock	80,594	90,363
	CVS Caremark Corp.	Common stock	86,206	108,062
	Danaher Corp.	Common stock	86,074	100,900
	Disney Walt Co.	Common stock	89,456	94,352
	Duke Energy Hldg Corp.	Common stock	74,689	86,768
	EMC Corp.	Common stock	86,444	84,882
	Exxon Mobil Corp.	Common stock	125,664	132,854
	General Elec Co.	Common stock	71,437	71,051
	Google Inc.	Common stock	99,495	113,181
	Hartford Finl Svcs Group Inc.	Common stock	62,846	65,076
	Home Depot Inc.	Common stock	81,966	136,070
	IAC/Interactivecorp	Common stock	67,823	70,154
	International Business Machs Corp.	Common stock	55,750	63,212
	Intuitive Surgical Inc.	Common stock	46,585	41,681
	Joy Global Inc.	Common stock	48,189	59,315

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, 2012

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
	JP Morgan Chase & Co.	Common stock	\$ 127,951	\$ 134,545
	Mastercard Inc.	Common stock	47,997	49,128
	Mondelez Intl Inc.	Common stock	72,983	67,960
	National Oilwell Varco Inc.	Common stock	80,677	80,311
	Occidental Pete Corp.	Common stock	105,599	83,505
	Oracle Corp.	Common stock	84,256	85,799
	O'Reilly Automotive Inc.	Common stock	55,516	81,372
	Petsmart Inc.	Common stock	48,034	56,381
	Philip Morris Intl Inc.	Common stock	122,849	150,970
	Praxair, Inc.	Common stock	62,805	67,859
	Salesforce.Com Inc.	Common stock	73,142	84,891
	Schlumberger LTD	Common stock	79,381	68,259
	Starbucks Corp.	Common stock	56,508	79,372
	Suntrust Bks Inc.	Common stock	50,252	49,187
	The ADT Corporation	Common stock	70,307	90,748
	Thermo Fisher Corp	Common stock	78,204	89,611
	Toronto Dominion BK Ont	Common stock	64,665	72,945
	Tyco International Ltd	Common stock	47,521	53,820
*	UMB Financial Corp.	Common stock	3,695	337,414
	Union Pacific Corp.	Common stock	68,562	86,747
	UnitedHealth Group Inc	Common stock	97,037	118,243
	United Technologies Corp.	Common stock	85,940	84,880
	US Bancorp.	Common stock	42,507	52,541
	Verizon Communications Inc.	Common stock	59,496	69,448
	Wells Fargo & Co.	Common stock	105,607	123,732
	Wyerhaeuser Co.	Common stock	63,488	79,843
	Yum Brands Inc.	Common stock	70,411	70,716
	Total common stocks		4,319,268	5,202,886
	ALPS EFT Trust Alerian MLP	Mutual fund	627,736	605,537
	Allianz Funds Multi Strategy Trust	Mutual fund	1,097,295	1,199,560
	Calamos Global Dynamic Income Fund	Mutual fund	815,689	937,291
	Central Fund of Canada, Ltd. Class A	Mutual fund	34,987	147,210
	DoubleLine Total Return Bond Fund	Mutual fund	1,513,663	1,504,410
	ING Risk Managed Natural Resources Fund	Mutual fund	1,313,073	842,707
	International Growth & Income Fund	Mutual fund	1,083,049	1,247,879
	Ishares Gold Trust	Mutual fund	100,174	94,418
	MFS intermediate Income Trust	Mutual fund	66,360	64,400
	NFJ Dividend Interest & Prem Strat Fund	Mutual fund	1,486,123	1,196,810
	PIMCO All Asset All Authority	Mutual fund	1,963,509	2,031,004
	PIMCO High Yield Fund	Mutual fund	1,041,963	1,377,543
	PIMCO Total Return	Mutual fund	1,155,119	1,247,225
	Powershares ETF Water Port	Mutual fund	217,122	353,223
	Tortoise Power & Energy Infrastructure Fund	Mutual fund	585,248	676,889

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, 2012

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
	American Century Mid Cap Value Fund	Mutual fund	\$ 500,000	\$ 493,187
	Dodge & Cox International Stock Fund	Mutual fund	199,902	210,028
	Ishares Comex Gold Tr	Mutual fund	452,833	702,968
	LKCM Small Cap Equity Fund Instl	Mutual fund	829,300	792,097
	Metropolitan West High Yield Bond Fund	Mutual fund	352,175	369,979
*	Scout Mid Cap Fund	Mutual fund	935,952	1,019,652
*	Scout International Fund	Mutual fund	1,088,935	1,224,968
*	Scout Core Bond Fund	Mutual fund	302,888	305,519
	Victory Fund for Income	Mutual fund	389,755	381,720
	Total mutual funds		18,152,850	19,026,224
	Deephaven Global Multi-Strategy Fund, Ltd.	Limited partnership	6,503	17,673
	Para International Fund, Ltd.	Limited partnership	-	33,378
	PAW Partners, L.P.	Limited partnership	-	28,057
	Protégé Partners QP Fund, Ltd.	Limited partnership	1,000,000	1,110,744
	Shepherd Fund, Ltd.	Limited partnership	527,479	448,532
	Thirteen Partners Offshore, Ltd.	Limited partnership	500,000	542,227
	Total limited partnerships		2,033,982	2,180,611
	Federal Home Loan Mtg Corp.	2,500,000, 1.75%, mat 9/1/15	2,595,650	2,593,300
	Federal Home Ln Mtg Corp Partn Gold Group	118,952, 3.00%, mat 9/1/21	125,049	125,275
	Federal Home Ln Mtg Corp Partn Gold Group	84,202, 5.00%, mat 11/1/19	90,464	90,591
	Federal Home Ln Mtg Corp Partn Gold Group	77,048, 3.50%, mat 10/1/31	81,599	82,358
	Federal Natl Mtg Assn	98,074, 2.50%, mat 9/1/27	102,012	102,631
	Federal Natl Mtg Assn	91,474, 3.00%, mat 6/1/22	96,333	96,593
	Government Natl Mtg Assn Gtd REMIC	146,694, 1.704%, mat 8/16/33	148,161	149,264
	Government Natl Mtg Assn Gtd REMIC	123,157, 1.771%, mat 11/16/38	124,388	126,396
	Government National Mortgage Assn.	46,026, 5.00%, mat 3/20/17	47,263	50,342
	Government National Mortgage Assn.	6,821, 5.50%, mat 7/15/17	6,928	7,373
	Government National Mortgage Assn.	13,111, 5.50%, mat 6/20/17	13,306	14,126
	Government National Mortgage Assn.	143,812, 5.50%, mat 11/15/18	150,306	156,166
	Government National Mortgage Assn.	84,144, 5.00%, mat 12/15/18	86,668	92,259
	Government National Mortgage Assn.	11,689, 5.50%, mat 12/15/20	11,696	13,007
	U.S. Treasury Bill	1,000,000, mat 1/24/13	999,479	999,479
	U.S. Treasury Notes	138,000, mat 11/15/15	137,995	138,152
	Total debt securities-US Government and governmental agencies		4,817,297	4,837,312

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, 2012

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	
Bank Amer Corp.	75,000 6.00%, mat 9/1/17	\$ 80,300	\$ 87,826	
Bellsouth Corp Nt	175,000, 5.20%, mat 12/15/16	174,531	200,713	
Bunge Ltd Fin Corp.	75,000, 3.20%, mat 6/15/17	74,832	78,272	
Daimler Finance North Amer LLC	125,000, 2.25%, mat 7/31/19	124,916	125,946	
Ford Motor Credit Co.	75,000, 6.63%, mat 8/15/17	86,618	87,635	
General Elec Cap Corp, Med Term Nts	125,000, 5.40%, mat 2/15/17	143,032	143,762	
Goldman Sachs Group Inc NT	90,000, 3.63%, mat 2/7/16	91,207	95,267	
Health Care REIT Inc.	125,000, 4.70%, mat 9/15/17	132,897	139,434	
Hewlett Packard Co. Global NT	80,000, 2.63%, mat 12/9/14	80,430	80,942	
Hyundai Cap Amer Inc.	100,000, 4.00%, mat 6/8/17	104,034	107,927	
JP Morgan Chase & Co.	200,000, 3.70%, mat 1/20/15	201,682	210,576	
Morgan Stanley NT	75,000, 5.45%, mat 1/9/17	76,025	82,993	
Rio Tinto Fin USA Ltd Gtd NT	100,000, 9.00%, mat 5/1/19	139,833	137,353	
Unitedhealth Group Inc NT	125,000, 5.00%, mat 8/15/14	137,790	132,995	
Vale Overseas LTD Gtd NT	125,000, 6.25%, mat 1/11/16	142,025	140,638	
Wachovia Corp Global Medium	25,000, 5.50%, mat 5/1/13	24,490	25,415	
Total Corporate Debt Securities		1,814,642	1,877,695	
AIG SunAmerica Life Assurance Co.	Life insurance policies	24,445	24,445	
Total investments		\$ 41,116,701	\$ 43,103,390	

* Represents a party-in-interest.

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, 2012

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

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

Single Transactions:

None

Series Transactions:

BMO Government	Money Market Fund				
	163 Purchases	\$ 21,974,484		\$ 21,974,484	\$ 21,974,484
	58 Sales		\$ 23,271,560	23,271,560	23,271,560

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, 2012

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	\$ 1,562,488	\$ 1,562,488
*	Baird Money Fund	Money Market	14,032	14,032
*	Fidelity Cash Reserves	Money Market	8,377,257	8,377,257
*	JP Morgan Money Fund	Money Market	440	440
	Money Market Funds		9,954,217	9,954,217
	3M Co.	Common stock	58,776	58,495
	Affiliated Managers Group Inc.	Common stock	38,534	48,806
	Allergan Inc.	Common stock	78,098	91,730
	Anheuser Busch Inbev	Common stock	50,471	74,736
	Apache Corp.	Common stock	101,374	67,903
	Apple, Inc.	Common stock	201,026	239,478
	Beam Inc.	Common stock	47,717	51,316
	Berkshire Hathaway Inc.	Common stock	73,479	80,282
	Boeing Co.	Common stock	92,379	97,215
	Bristol Myers Squibb Co.	Common stock	82,547	82,290
	Broadcom Corp.	Common stock	77,301	73,560
	Celgene Corp.	Common stock	45,520	51,006
	Chevron Corp.	Common stock	85,350	91,378
	Cognizant Tech Solutions Corp.	Common stock	62,384	67,233
	Commerce Bancshares, Inc.	Common stock	11,973	99,080
	Continental Resources Inc.	Common stock	47,689	44,462
	Costco Whsl Corp.	Common stock	76,042	95,768
	Covidien PLC	Common stock	80,594	90,363
	CVS Caremark Corp.	Common stock	86,206	108,062
	Danaher Corp.	Common stock	86,074	100,900
	Disney Walt Co.	Common stock	89,456	94,352
	Duke Energy Hldg Corp.	Common stock	74,689	86,768
	EMC Corp.	Common stock	86,444	84,882
	Exxon Mobil Corp.	Common stock	125,664	132,854
	General Elec Co.	Common stock	71,437	71,051
	Google Inc.	Common stock	99,495	113,181
	Hartford Finl Svcs Group Inc.	Common stock	62,846	65,076
	Home Depot Inc.	Common stock	81,966	136,070
	IAC/Interactivecorp	Common stock	67,823	70,154
	International Business Machs Corp.	Common stock	55,750	63,212
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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, 2012

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
	JP Morgan Chase & Co.	Common stock	\$ 127,951	\$ 134,545
	Mastercard Inc.	Common stock	47,997	49,128
	Mondelez Intl Inc.	Common stock	72,983	67,960
	National Oilwell Varco Inc.	Common stock	80,677	80,311
	Occidental Pete Corp.	Common stock	105,599	83,505
	Oracle Corp.	Common stock	84,256	85,799
	O'Reilly Automotive Inc.	Common stock	55,516	81,372
	Petsmart Inc.	Common stock	48,034	56,381
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	Salesforce.Com Inc.	Common stock	73,142	84,891
	Schlumberger LTD	Common stock	79,381	68,259
	Starbucks Corp.	Common stock	56,508	79,372
	Suntrust Bks Inc.	Common stock	50,252	49,187
	The ADT Corporation	Common stock	70,307	90,748
	Thermo Fisher Corp	Common stock	78,204	89,611
	Toronto Dominion BK Ont	Common stock	64,665	72,945
	Tyco International Ltd	Common stock	47,521	53,820
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	UnitedHealth Group Inc	Common stock	97,037	118,243
	United Technologies Corp.	Common stock	85,940	84,880
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	Wells Fargo & Co.	Common stock	105,607	123,732
	Wyerhaeuser Co.	Common stock	63,488	79,843
	Yum Brands Inc.	Common stock	70,411	70,716
	Total common stocks		4,319,268	5,202,886
	ALPS EFT Trust Alerian MLP	Mutual fund	627,736	605,537
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	Central Fund of Canada, Ltd. Class A	Mutual fund	34,987	147,210
	DoubleLine Total Return Bond Fund	Mutual fund	1,513,663	1,504,410
	ING Risk Managed Natural Resources Fund	Mutual fund	1,313,073	842,707
	International Growth & Income Fund	Mutual fund	1,083,049	1,247,879
	Ishares Gold Trust	Mutual fund	100,174	94,418
	MFS intermediate Income Trust	Mutual fund	66,360	64,400
	NFJ Dividend Interest & Prem Strat Fund	Mutual fund	1,486,123	1,196,810
	PIMCO All Asset All Authority	Mutual fund	1,963,509	2,031,004
	PIMCO High Yield Fund	Mutual fund	1,041,963	1,377,543
	PIMCO Total Return	Mutual fund	1,155,119	1,247,225
	Powershares ETF Water Port	Mutual fund	217,122	353,223
	Tortoise Power & Energy Infrastructure Fund	Mutual fund	585,248	676,889

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, 2012

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
	American Century Mid Cap Value Fund	Mutual fund	\$ 500,000	\$ 493,187
	Dodge & Cox International Stock Fund	Mutual fund	199,902	210,028
	Ishares Comex Gold Tr	Mutual fund	452,833	702,968
	LKCM Small Cap Equity Fund Instl	Mutual fund	829,300	792,097
	Metropolitan West High Yield Bond Fund	Mutual fund	352,175	369,979
*	Scout Mid Cap Fund	Mutual fund	935,952	1,019,652
*	Scout International Fund	Mutual fund	1,088,935	1,224,968
*	Scout Core Bond Fund	Mutual fund	302,888	305,519
	Victory Fund for Income	Mutual fund	389,755	381,720
	Total mutual funds		18,152,850	19,026,224
	Deephaven Global Multi-Strategy Fund, Ltd.	Limited partnership	6,503	17,673
	Para International Fund, Ltd.	Limited partnership	-	33,378
	PAW Partners, L.P.	Limited partnership	-	28,057
	Protégé Partners QP Fund, Ltd.	Limited partnership	1,000,000	1,110,744
	Shepherd Fund, Ltd.	Limited partnership	527,479	448,532
	Thirteen Partners Offshore, Ltd.	Limited partnership	500,000	542,227
	Total limited partnerships		2,033,982	2,180,611
	Federal Home Loan Mtg Corp.	2,500,000, 1.75%, mat 9/1/15	2,595,650	2,593,300
	Federal Home Ln Mtg Corp Partn Gold Group	118,952, 3.00%, mat 9/1/21	125,049	125,275
	Federal Home Ln Mtg Corp Partn Gold Group	84,202, 5.00%, mat 11/1/19	90,464	90,591
	Federal Home Ln Mtg Corp Partn Gold Group	77,048, 3.50%, mat 10/1/31	81,599	82,358
	Federal Natl Mtg Assn	98,074, 2.50%, mat 9/1/27	102,012	102,631
	Federal Natl Mtg Assn	91,474, 3.00%, mat 6/1/22	96,333	96,593
	Government Natl Mtg Assn Gtd REMIC	146,694, 1.704%, mat 8/16/33	148,161	149,264
	Government Natl Mtg Assn Gtd REMIC	123,157, 1.771%, mat 11/16/38	124,388	126,396
	Government National Mortgage Assn.	46,026, 5.00%, mat 3/20/17	47,263	50,342
	Government National Mortgage Assn.	6,821, 5.50%, mat 7/15/17	6,928	7,373
	Government National Mortgage Assn.	13,111, 5.50%, mat 6/20/17	13,306	14,126
	Government National Mortgage Assn.	143,812, 5.50%, mat 11/15/18	150,306	156,166
	Government National Mortgage Assn.	84,144, 5.00%, mat 12/15/18	86,668	92,259
	Government National Mortgage Assn.	11,689, 5.50%, mat 12/15/20	11,696	13,007
	U.S. Treasury Bill	1,000,000, mat 1/24/13	999,479	999,479
	U.S. Treasury Notes	138,000, mat 11/15/15	137,995	138,152
	Total debt securities-US Government and governmental agencies		4,817,297	4,837,313

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, 2012

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
	Bank Amer Corp.	75,000 6.00%, mat 9/1/17	\$ 80,300	\$ 87,826
	Bellsouth Corp Nt	175,000, 5.20%, mat 12/15/16	174,531	200,713
	Bunge Ltd Fin Corp.	75,000, 3.20%, mat 6/15/17	74,832	78,272
	Daimler Finance North Amer LLC	125,000, 2.25%, mat 7/31/19	124,916	125,946
	Ford Motor Credit Co.	75,000, 6.63%, mat 8/15/17	86,618	87,635
	General Elec Cap Corp, Med Term Nts	125,000, 5.40%, mat 2/15/17	143,032	143,762
	Goldman Sachs Group Inc NT	90,000, 3.63%, mat 2/7/16	91,207	95,267
	Health Care REIT Inc.	125,000, 4.70%, mat 9/15/17	132,897	139,434
	Hewlett Packard Co. Global NT	80,000, 2.63%, mat 12/9/14	80,430	80,942
	Hyundai Cap Amer Inc.	100,000, 4.00%, mat 6/8/17	104,034	107,927
	JP Morgan Chase & Co.	200,000, 3.70%, mat 1/20/15	201,682	210,576
	Morgan Stanley NT	75,000, 5.45%, mat 1/9/17	76,025	82,993
	Rio Tinto Fin USA Ltd Gtd NT	100,000, 9.00%, mat 5/1/19	139,833	137,353
	Unitedhealth Group Inc NT	125,000, 5.00%, mat 8/15/14	137,790	132,995
	Vale Overseas LTD Gtd NT	125,000, 6.25%, mat 1/11/16	142,025	140,638
	Wachovia Corp Global Medium	25,000, 5.50%, mat 5/1/13	24,490	25,416
	Total Corporate Debt Securities		1,814,642	1,877,695
	AIG SunAmerica Life Assurance Co.	Life insurance policies	24,445	24,445
	Total investments		\$ 41,116,701	\$ 43,103,390

* Represents a party-in-interest.

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, 2012

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

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

Single Transactions:

None

Series Transactions:

BMO Government	Money Market Fund				
	163 Purchases	\$ 21,974,484		\$ 21,974,484	\$ 21,974,484
	58 Sales		\$ 23,271,560	23,271,560	23,271,560