

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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 <u>BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>05/01/1982</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BARTLETT AND COMPANY</u> <u>4900 MAIN STREET, SUITE 1200</u> <u>KANSAS CITY, MO 64112</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.	10/13/2014	MICHAEL KOEPPEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	MICHAEL 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	678
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	650
b Retired or separated participants receiving benefits	6b	
c Other retired or separated participants entitled to future benefits	6c	48
d Subtotal. Add lines 6a , 6b , and 6c	6d	698
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	698
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	698
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	58
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) 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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	05/01/2012	05/30/2013

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	23548

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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			
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	207606	108075
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3104848	3099159
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	96352	204824
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	5714	1588391
(2) U.S. Government securities	1c(2)	4837311	999633
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	1877695	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	5202886	4857111
(5) Partnership/joint venture interests	1c(5)	2180611	19858992
(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)	28991469	20164482
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	24445	23548
(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	46528937	50904215

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	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	46528937	50904215
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3099159	
(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)		3099159

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	31	
(B) U.S. Government securities	2b(1)(B)	30477	
(C) Corporate debt instruments	2b(1)(C)	42293	
(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)		72801

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	67614	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	837756	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		905370

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	12732440	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	11291271	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1441169

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1195888	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1195888

		(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)		1915598
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		8629985

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4254707	
(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)		4254707
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)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4254707

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4375278
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.)			
4c		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.)			
4d		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	
4f		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	
4g		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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		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.		X	
4n		X	

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
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 Distributions					
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)					
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					
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					
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.					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

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, 2013 AND 2012

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, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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.

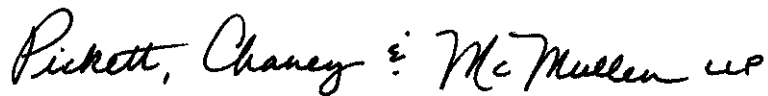
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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, 2013 and 2012, and the changes in its net assets available for benefits for the year ended December 31, 2013, 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 as of December 31, 2013 and Schedule of Reportable Transactions for the year ended December 31, 2013, 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, Kansas
September 29, 2014

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

	2013	2012
ASSETS		
Investments, at fair value (notes 2 and 3):		
Mutual funds	\$ 20,164,482	\$ 19,026,224
Limited partnerships	933,247	2,180,611
Hedge funds	18,925,745	-
Common stocks	4,857,111	5,202,886
U.S. Government obligations	999,633	4,837,312
Money market funds	1,588,391	9,954,217
Corporate debt securities	-	1,877,695
Life insurance	<u>23,548</u>	<u>24,445</u>
Total investments	47,492,157	43,103,390
Cash	108,075	70,919
Employer contribution receivable	3,099,159	3,104,848
Receivable for unsettled sales of investments	200,000	201,952
Accrued investment income	<u>4,824</u>	<u>47,828</u>
Total Assets	<u>50,904,215</u>	<u>46,528,937</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 50,904,215</u></u>	<u><u>\$ 46,528,937</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, 2013

ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:

Investment income (notes 2 and 3):	
Interest and dividends	\$ 978,171
Net appreciation in fair value of investments	<u>4,552,655</u>
Net investment gain	5,530,826
Employer contribution (notes 1 and 2)	<u>3,099,159</u>
Total additions	8,629,985

DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO -

Distributions of benefits to participants	<u>4,254,707</u>
---	------------------

NET INCREASE	4,375,278
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>46,528,937</u>
End of year	<u>\$ 50,904,215</u>

See notes to financial statements.

BARTLETT AND COMPANY PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2013 AND 2012

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, 2013 were \$195,572.

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, 2013 and 2012, the income fund assets available for benefits were \$1,222,368 and \$1,180,187, respectively, and net investment income for the year ended December 31, 2013 was \$856.

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) and hedge funds are stated at the fair value of the underlying investments held in the LPs' and hedge funds' 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 – The Plan is subject to ASC Topic 820, *Fair Value Measurements*. 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, 2013:

	<u>Fair Value Measurements at Reporting Date Using</u>			
	Total	Level 1	Level 2	Level 3
Mutual Funds:				
Index Funds	\$ 13,584,303	\$ 13,584,303	-	-
Balanced Funds	5,419,597	5,419,597	-	-
Growth Funds	408,390	408,390	-	-
Exchange Traded Funds	752,192	752,192	-	-
Common Stock:				
Information Technology	383,629	383,629	-	-
Energy	693,465	693,465	-	-
Consumer Products	1,515,843	1,515,843	-	-
Industrials	337,915	337,915	-	-
Financials	1,519,213	1,519,213	-	-
Transportation	407,046	407,046	-	-
Money Market Funds	1,588,391	1,588,391	-	-
U.S. Government obligations	999,633	-	\$ 999,633	-
Hedge Funds	18,925,745	-	-	\$ 18,925,745
Limited Partnerships	933,247	-	-	933,247
Life Insurance Policies (CSV)	23,548	-	23,548	-
Total	<u>\$ 47,492,157</u>	<u>\$ 26,609,984</u>	<u>\$ 1,023,181</u>	<u>\$ 19,858,992</u>

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 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, 2013.

	Limited Partnerships	Hedge Funds
Balance at December 31, 2012	\$2,180,611	\$ -
Purchases	-	18,150,000
Sales	(1,370,942)	(600,000)
Distributions	-	-
Unrealized gains/(losses) included in income	123,578	1,375,745
Balance at December 31, 2013	<u>\$933,247</u>	<u>\$18,925,745</u>

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, 2013:

Asset	Fair Value	Principal Valuation Technique	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Deephaven Global Multi-Strategy Fund, Ltd. (a)	\$ 17,478	Net Asset Value	\$ -	Monthly	90 days
Shepherd Fund, Ltd. (a)	299,338	Net Asset Value	-	Annually	90 days
Thirteen Partners Offshore, Ltd. (b)	616,431	Net Asset Value	-	Annually	95 days
Absolute Return Cayman Ltd. (e)	756,608	Net Asset Value	-	Monthly	15 days
AEW Real Estate Securities Value Fund (f)	385,942	Net Asset Value	-	Monthly	15 days
Babson Capital Floating Rate Inc Offshore Fund, Ltd. (g)	1,234,378	Net Asset Value	-	Monthly	30 days
Conatus Capital Overseas, Ltd. (c)	794,185	Net Asset Value	-	Quarterly	65 days
Davidson Kempner International BVI Ltd. (d)	881,860	Net Asset Value	-	Quarterly	60 days
Oldfield Emerging Markets Fund, LLC (h)	1,911,676	Net Asset Value	-	Monthly	5 days
ESG Cross Border Equity Offshore Fund (h)	733,905	Net Asset Value	-	Quarterly	60 days
Fir Tree International Value Fund USTE (i)	926,939	Net Asset Value	-	Bi-Annually	90 days
Force Capital II, Ltd. (c)	737,959	Net Asset Value	-	Quarterly	45 days
HHR Titan Offshore, Ltd. (j)	2,191,847	Net Asset Value	-	Monthly	30 days
Hoplite Offshore Fund Ltd. (c)	730,363	Net Asset Value	-	Bi-Annually	45 days
Litespeed Offshore Fund, Ltd. (c)	925,168	Net Asset Value	-	Annually	45 days
Luxor Capital Partners Offshore, Ltd. (c)	909,896	Net Asset Value	-	Quarterly - 25%	90 days
Mason Capital, Ltd. (d)	915,152	Net Asset Value	-	Annually	45 days
Southpoint Qualified Offshore Fund, Ltd. (c)	759,404	Net Asset Value	-	Quarterly	45 days
Tiger Consumer Partners Offshore, Ltd. (k)	735,230	Net Asset Value	-	Quarterly	45 days

Asset	Fair Value	Principal Valuation Technique	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
White Elm Capital Offshore, Ltd (c)	\$ 781,770	Net Asset Value	\$ -	Semi-Annually	60 days
WTC-CTF Diversified Inflation hedges Portfolio (l)	2,613,463	Net Asset Value	-	Monthly	45 days
Total Fair Value	<u>\$ 19,858,992</u>				

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. (aa)	33,378	Net Asset Value	-	Quarterly	45 days
PAW Partners, L.P. (aa)	28,057	Net Asset Value	-	Quarterly	90 days
Protégé Partners QP Fund, Ltd. (aa)	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
Total Fair Value	<u>\$ 2,180,611</u>				

aa. These funds were fully redeemed in 2013.

- a. These funds continue to be redeemed in 2014. The Plan will receive periodic proceeds from the funds until fully redeemed.
- b. Thirteen Partners Offshore, Ltd. makes investments in Hedge Funds that invest in a wide-ranging group of global securities and equities.
- c. Conatus Capital Overseas, Ltd.; Force Capital II, Ltd.; Hoplite Offshore Fund, Ltd.; Litespeed Offshore Fund, Ltd.; Luxor Capital Partners Offshore, Ltd.; Southpoint Qualified Offshore Fund, Ltd.; and White Elm Capital Offshore, Ltd. make long/short investments in a wide-ranging group of global securities and equities.
- d. Davidson Kempner International BVI, Ltd.; and Mason Capital, Ltd. make investments in global securities from issuers who are experiencing financial distress, overleveraging and/or restructuring.

- e. Absolute Return Cayman, Limited makes investments in a wide-ranging group of global securities.
- f. AEW Real Estate Securities Value Fund makes investments in securities issued by REITs and other real estate or real estate related companies.
- g. Babson Capital Offshore Fund, Ltd. invests in a portfolio of mainly senior secured loans.
- h. ESG Cross Border Equity Offshore Fund, Ltd. and Oldfield Emerging Markets Fund LLC make investments in emerging markets and other global equities.
- i. Fir Tree International Value Fund, L.P. makes investments in Hedge Funds that invest in real estate investments that are or might be leveraged.
- j. HHR Titan Offshore, Ltd. makes investments in U.S. based equities and securities.
- k. Tiger Consumer Partners Offshore, Ltd. makes long/short investments in global securities and equities within the consumer sector.
- l. WTC-CTF Diversified Inflation Hedges Portfolio makes investments in areas that offer strong performance in rising inflation environments.

All limited partnerships and hedge funds determine 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 partnership and broker and reviews 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.

3. INVESTMENTS

During the year ended December 31, 2013, 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 and equity funds	\$ 1,915,598
Limited partnerships and hedge funds	1,499,323
Common stocks	1,206,556
Debt securities and life insurance	<u>(68,822)</u>
	<u>\$ 4,552,655</u>

The fair value of investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012 is as follows:

	2013	2012
Fidelity Cash Reserves	-	\$ 8,377,257
Federal Home Loan Mtg Corp.	-	2,593,300
Tweedy Browne Fund Inc Global Value Fund	\$ 3,718,716	-
Vanguard Dev Mkts Index Admiral	4,746,731	-
Vanguard Institutional Index	4,413,772	-
Vanguard Total Bond Market Index Signal	4,423,799	-
WTC-CTF Diversified Inflation Hedges Portfolio	2,613,463	-

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.

The plan administrator has determined that as of December 31, 2013, 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 2010.

5. SUBSEQUENT EVENTS

Subsequent events have been evaluated through September 29, 2014, which is the date the financial statements were available to be issued.

The Plan was amended effective January 1, 2014 to conform to a Volume Submitter Profit Sharing Plan which received a favorable Opinion Letter from the Internal Revenue Service dated March 31, 2014. A Summary Plan Description was distributed to all participants.

* * * * *

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, 2013

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
	Commerce Money Market	Money Market	\$ 16,746	\$ 16,746
	Dreyfus Treasury Prime Fund	Money Market	34,734	34,734
*	Federated Treasury Obligations Fund	Money Market	1,456,804	1,456,804
	JP Morgan Deposit Account	Money Market	80,107	80,107
	Money Market Funds		1,588,391	1,588,391
	Aegean Marine Petroleum Network Inc.	Common stock	74,983	93,687
	Air Transport Services Group Inc.	Common stock	55,706	69,979
	Altria Group Inc.	Common stock	54,977	58,545
	Anheuser Busch Inbev	Common stock	89,621	106,460
	Argo Group International Holdings Ltd.	Common stock	57,807	62,762
	Arkansas Best Corp.	Common stock	73,628	95,988
	Atlas Air Worldwide Holdings Inc.	Common stock	90,324	92,176
	Berkshire Hathaway Inc.	Common stock	199,030	204,576
	British American Tobacco PLC	Common stock	58,670	58,983
	Brown-Forman Corporation	Common stock	51,434	56,678
	Cal Dive International Inc.	Common stock	51,299	52,340
	Chiquita Brands International Inc.	Common stock	77,125	73,125
	CIE Financiere Richmond AG	Common stock	125,543	139,827
	Cloud Peak Energy Inc.	Common stock	53,658	62,640
	CNA Financial Corp.	Common stock	59,443	70,769
	Comcast Corporation	Common stock	36,428	44,892
	Commerce Bancshares Inc.	Common stock	11,972	133,248
	Commercial Vehicle Group Inc.	Common stock	44,546	43,911
	Diageo PLC	Common stock	53,925	59,616
	Flextronics International Ltd.	Common stock	69,422	69,852
	General Cable Corp.	Common stock	79,358	78,819
	Goodyear Tire & Rubber Co.	Common stock	98,730	107,325
	Hanover Insurance Group Inc.	Common stock	40,579	47,768
	Hawaiian Holdings Inc.	Common stock	67,785	88,596
	Heineken Holding NV	Common stock	121,205	131,468
	Ingram Micro Inc.	Common stock	58,777	62,169
	Martin Marietta Materials Inc.	Common stock	36,781	37,478
	Mastercard Inc.	Common stock	106,913	150,383
	Meritor Inc.	Common stock	76,930	114,626
	Navistar International Corp.	Common stock	40,339	55,376
	Nestle SA	Common stock	192,393	216,601
	Patterson-UTI Energy Inc.	Common stock	35,981	45,576
	PBF Energy Inc.	Common stock	54,607	75,504

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, 2013

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
	Peabody Energy Corp.	Common stock	\$ 61,768	\$ 82,221
	Pernod-Ricard SA	Common stock	112,882	114,096
	PHH Corp.	Common stock	74,586	86,443
	Philip Morris Intl Inc.	Common stock	192,863	189,508
	Renewable Energy Group Inc.	Common stock	13,828	15,700
	SABMiller PLC	Common stock	117,283	123,291
	Sanmina Corp.	Common stock	70,890	70,975
	Scripps Networks Interactive Inc.	Common stock	17,619	21,603
	Star Bulk Carriers Corp.	Common stock	7,177	16,396
	Steel Dynamics Inc.	Common stock	28,053	35,172
	Supervalu Inc.	Common stock	20,905	19,975
	Swift Energy Co.	Common stock	54,674	60,885
	Tesoro Corp.	Common stock	97,152	107,640
	The Jones Group Inc.	Common stock	50,034	46,376
	Titan Machinery Inc.	Common stock	68,997	79,121
*	UMB Financial Corp.	Common stock	3,695	494,956
	Unilever NV	Common stock	90,544	91,121
	Unisys Corp.	Common stock	83,232	114,138
	Valero Energy Corp.	Common stock	67,196	97,272
	Wells Fargo & Co.	Common stock	121,097	128,482
	Total common stocks		3,754,394	4,857,111
	DFA Funds Emerging Markets Value Fund	Mutual fund	1,549,667	1,700,882
	Ishares Gold Trust	Mutual fund	1,048,226	752,192
	Tweedy Browne Fund Inc. Global Value Fund	Mutual fund	3,457,576	3,718,716
	Van Eck Global Hard Asset Fund Class I	Mutual fund	400,123	408,390
	Vanguard Dev Mkts Index Admiral	Mutual fund	4,124,913	4,746,731
	Vanguard Institutional Index	Mutual fund	3,824,540	4,413,772
	Vanguard Total Bond Market Index Signal	Mutual fund	4,453,247	4,423,799
	Total mutual funds		18,858,292	20,164,482
	Deephaven Global Multi-Strategy Fund, Ltd.	Limited partnership	2,051	17,478
	Shepherd Fund, Ltd.	Limited partnership	339,532	299,338
	Thirteen Partners Offshore, Ltd.	Limited partnership	542,351	616,431
	Total limited partnerships		883,934	933,247

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, 2013

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
	Absolute Return Cayman Ltd.	Investment/hedge fund	\$ 850,000	\$ 756,608
	AEW Real Estate Securities Value Fund	Investment/hedge fund	400,000	385,942
	Babson Capital Floating Rate Inc. Offshore Fund Ltd.	Investment/hedge fund	1,200,000	1,234,378
	Conatus Capital Overseas Ltd.	Investment/hedge fund	700,000	794,185
	Davidson Kempner International BVI Ltd.	Investment/hedge fund	850,000	881,860
	ESG Cross Border Equity Offshore Fund	Investment/hedge fund	700,000	733,905
	Fir Tree International Value Fund USTE	Investment/hedge fund	850,000	926,939
	Force Capital II Ltd.	Investment/hedge fund	700,000	737,959
	HHR Titan Offshore Fund Ltd.	Investment/hedge fund	1,800,000	2,191,847
	Hoplite Offshore Fund Ltd.	Investment/hedge fund	700,000	730,363
	Litespeed Offshore Fund Ltd.	Investment/hedge fund	850,000	925,168
	Luxor Capital Partners Offshore Ltd.	Investment/hedge fund	850,000	909,896
	Mason Capital Ltd.	Investment/hedge fund	850,000	915,152
	Oldfield Emerging Markets Fund LLC	Investment/hedge fund	1,750,000	1,911,676
	Southpoint Qualified Offshore Fund Ltd.	Investment/hedge fund	700,000	759,404
	Tiger Consumer Partners Offshore Ltd.	Investment/hedge fund	700,000	735,230
	White Elm Capital Offshore Ltd.	Investment/hedge fund	700,000	781,770
	WTC-CTF Diversified Inflation Hedges Portfolio	Investment/hedge fund	2,400,000	2,613,463
	Total investment/hedge funds		17,550,000	18,925,745
	U.S. Treasury Bill	\$1,000,000 Par, mat 2/6/2014	999,633	999,633
	Total debt securities-US Government and governmental agencies		999,633	999,633
	AIG SunAmerica Life Assurance Co.	Life insurance policies	23,548	23,548
	Total investments		\$ 43,658,192	\$ 47,492,157

* 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, 2013

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

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

Single Transactions:

None

Series Transactions:

BMO Government	Money Market Fund					
	85 Purchases	\$ 22,599,881		\$ 22,599,881	\$ 22,599,881	
	24 Sales		\$ 24,162,370	24,162,370	24,162,370	\$ -
Federated Treasury	Money Market Fund					
	40 Purchases	\$ 41,285,544		\$ 41,285,544	\$ 41,285,544	
	22 Sales		\$ 39,828,740	39,828,740	39,828,740	\$ -

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, 2013

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
	Commerce Money Market	Money Market	\$ 16,746	\$ 16,746
	Dreyfus Treasury Prime Fund	Money Market	34,734	34,734
*	Federated Treasury Obligations Fund	Money Market	1,456,804	1,456,804
	JP Morgan Deposit Account	Money Market	80,107	80,107
	Money Market Funds		1,588,391	1,588,391
	Aegean Marine Petroleum Network Inc.	Common stock	74,983	93,687
	Air Transport Services Group Inc.	Common stock	55,706	69,979
	Altria Group Inc.	Common stock	54,977	58,545
	Anheuser Busch Inbev	Common stock	89,621	106,460
	Argo Group International Holdings Ltd.	Common stock	57,807	62,762
	Arkansas Best Corp.	Common stock	73,628	95,988
	Atlas Air Worldwide Holdings Inc.	Common stock	90,324	92,176
	Berkshire Hathaway Inc.	Common stock	199,030	204,576
	British American Tobacco PLC	Common stock	58,670	58,983
	Brown-Forman Corporation	Common stock	51,434	56,678
	Cal Dive International Inc.	Common stock	51,299	52,340
	Chiquita Brands International Inc.	Common stock	77,125	73,125
	CIE Financiere Richmond AG	Common stock	125,543	139,827
	Cloud Peak Energy Inc.	Common stock	53,658	62,640
	CNA Financial Corp.	Common stock	59,443	70,769
	Comcast Corporation	Common stock	36,428	44,892
	Commerce Bancshares Inc.	Common stock	11,972	133,248
	Commercial Vehicle Group Inc.	Common stock	44,546	43,911
	Diageo PLC	Common stock	53,925	59,616
	Flextronics International Ltd.	Common stock	69,422	69,852
	General Cable Corp.	Common stock	79,358	78,819
	Goodyear Tire & Rubber Co.	Common stock	98,730	107,325
	Hanover Insurance Group Inc.	Common stock	40,579	47,768
	Hawaiian Holdings Inc.	Common stock	67,785	88,596
	Heineken Holding NV	Common stock	121,205	131,468
	Ingram Micro Inc.	Common stock	58,777	62,169
	Martin Marietta Materials Inc.	Common stock	36,781	37,478
	Mastercard Inc.	Common stock	106,913	150,383
	Meritor Inc.	Common stock	76,930	114,626
	Navistar International Corp.	Common stock	40,339	55,376
	Nestle SA	Common stock	192,393	216,601
	Patterson-UTI Energy Inc.	Common stock	35,981	45,576
	PBF Energy Inc.	Common stock	54,607	75,504

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, 2013

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
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	Pernod-Ricard SA	Common stock	112,882	114,096
	PHH Corp.	Common stock	74,586	86,443
	Philip Morris Intl Inc.	Common stock	192,863	189,508
	Renewable Energy Group Inc.	Common stock	13,828	15,700
	SABMiller PLC	Common stock	117,283	123,291
	Sanmina Corp.	Common stock	70,890	70,975
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	Star Bulk Carriers Corp.	Common stock	7,177	16,396
	Steel Dynamics Inc.	Common stock	28,053	35,172
	Supervalu Inc.	Common stock	20,905	19,975
	Swift Energy Co.	Common stock	54,674	60,885
	Tesoro Corp.	Common stock	97,152	107,640
	The Jones Group Inc.	Common stock	50,034	46,376
	Titan Machinery Inc.	Common stock	68,997	79,121
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	Total common stocks		3,754,394	4,857,111
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	Vanguard Institutional Index	Mutual fund	3,824,540	4,413,772
	Vanguard Total Bond Market Index Signal	Mutual fund	4,453,247	4,423,799
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	Shepherd Fund, Ltd.	Limited partnership	339,532	299,338
	Thirteen Partners Offshore, Ltd.	Limited partnership	542,351	616,431
	Total limited partnerships		883,934	933,247

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, 2013

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	Conatus Capital Overseas Ltd.	Investment/hedge fund	700,000	794,185
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	Force Capital II Ltd.	Investment/hedge fund	700,000	737,959
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	Mason Capital Ltd.	Investment/hedge fund	850,000	915,152
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	Southpoint Qualified Offshore Fund Ltd.	Investment/hedge fund	700,000	759,404
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	AIG SunAmerica Life Assurance Co.	Life insurance policies	23,548	23,548
	Total investments		\$ 43,658,192	\$ 47,492,157

* 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, 2013

EIN: 43-1210295, PLAN IDENTIFICATION NUMBER: 002

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

Single Transactions:

None

Series Transactions:

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Federated Treasury	Money Market Fund					
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	22 Sales		\$ 39,828,740	39,828,740	39,828,740	\$ -