

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0001550075-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

Bartlett & Co. LLC

CIK: **1550075** | IRS No.: **454316696** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-14973** | Film No.: **13550214**

Mailing Address
600 VINE STREET
SUITE 2100

CINCINNATI OH 45202

Business Address
600 VINE STREET
SUITE 2100
CINCINNATI OH 45202
(513) 621-4612

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment []; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Bartlett & Co. LLC
Address: 600 Vine Street
Suite 2100
Cincinnati, OH 45202

13F File Number: 28-14973

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas A. Steele
Title: Vice President, Secretary & Treasurer
Phone: 513-621-4612

Signature, Place, and Date of Signing:

Thomas A. Steele Cincinnati, OH January 28, 2013

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form13F Information Table Entry Total: 767
Form13F Information Table Value Total: \$1,697,844 (thousands)
List of Other Included Managers: None

<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE					OTHER MANAGERS	VOTING AUTHORITY		
			VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN CALL	PUT/ DSCRETN	INVSTMT		SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
1st Source Corporation	COM	336901103	62	2798	SH	Sole		2798			
3M Company	COM	88579Y101	3374	36338	SH	Sole		35446		892	
Abbott Laboratories	COM	002824100	41536	634138	SH	Sole		623021		11117	
Abercrombie & Fitch Co	COM	002896207	24	500	SH	Sole		500			
Acadia Realty Trust	COM	004239109	23	909	SH	Sole		909			
Accenture PLC - Class A	COM	G1151C101	20	298	SH	Sole		298			
ACCO Brands Corp	COM	00081T108	5	728	SH	Sole		728			
ACE Limited	COM	H0023R105	64	800	SH	Sole		800			
AdCare Health Systems Inc	COM	00650W300	9	1931	SH	Sole		1931			
Adobe Systems Inc.	COM	00724F101	19	500	SH	Sole		500			
Aecom Technology Corp	COM	00766T100	25	1055	SH	Sole		790		265	

AES Corporation	COM	00130H105	18	1666 SH	Sole	1666	
AFLAC Incorporated	COM	001055102	109	2053 SH	Sole	2053	
AH Belo Corp A	COM	001282102	3	680 SH	Sole	680	
Air Products and Chemicals Inc	COM	009158106	29	351 SH	Sole	351	
AK Steel Holding Corp.	COM	001547108	18	4000 SH	Sole	4000	
Alexion Pharmaceuticals Inc	COM	015351109	1	15 SH	Sole	15	
Allergan Inc.	COM	018490102	55	600 SH	Sole	600	
Alliant Energy Corporation	COM	018802108	32	726 SH	Sole	726	
Alliant Techsystem	COM	018804104	23	370 SH	Sole	337	33
Allstate Corp.	COM	020002101	160	3981 SH	Sole	3981	
Altria Group Inc.	COM	02209S103	969	30832 SH	Sole	30832	
Amazon.com Inc.	COM	023135106	8	30 SH	Sole	30	
Ameren Corp.	COM	023608102	22	700 SH	Sole	700	
American Electric Power Co	COM	025537101	69	1615 SH	Sole	1615	
American Express Company	COM	025816109	5567	96855 SH	Sole	95793	1062
American Financial Group Inc.	COM	025932104	14	360 SH	Sole	360	
American International Group	COM	026874784	0	5 SH	Sole	5	
Ameriprise Financial Incorpora	COM	03076C106	14	218 SH	Sole	218	
Amerisourcebergen Corp.	COM	03073E105	13	299 SH	Sole	299	
Amgen Inc	COM	031162100	21746	252272 SH	Sole	249127	3145
Anadarko Pete Corp.	COM	032511107	1786	24029 SH	Sole	24029	
Anixter International Inc.	COM	035290105	38	600 SH	Sole	600	
AOL Inc	COM	00184X105	5	177 SH	Sole	177	
Apache Corp	COM	037411105	14949	190432 SH	Sole	187727	2705
Apple Inc	COM	037833100	24897	46784 SH	Sole	46289	495
Applied Materials Inc.	COM	038222105	51	4500 SH	Sole	4500	
Aqua America Inc	COM	03836W103	10	393 SH	Sole	393	
Archer-Daniels-Midland Co.	COM	039483102	52	1899 SH	Sole	1899	
Ascent Capital Group	COM	043632108	82	1320 SH	Sole	1320	
Ashland Inc New	COM	044209104	40	500 SH	Sole	500	
AT&T Inc	COM	00206R102	2109	62576 SH	Sole	62576	
Atmos Energy Corporation	COM	049560105	49	1400 SH	Sole	1400	
Automatic Data Processing	COM	053015103	11283	198196 SH	Sole	197996	200
Avalonbay Communities Inc.	COM	053484101	49	361 SH	Sole	361	
Avon Products Inc	COM	054303102	1384	96378 SH	Sole	96378	
Ball Corp	COM	058498106	320	7160 SH	Sole	7160	
Ballard Power Systems, Inc.	COM	058586108	0	700 SH	Sole	700	
Bank Montreal Que	COM	063671101	54	887 SH	Sole	887	
Bank of America Corporation	COM	060505104	19	1614 SH	Sole	1614	
Bank of New York Mellon Corp	COM	064058100	1299	50553 SH	Sole	50303	250
Barrick Gold Corp.	COM	067901108	32	915 SH	Sole	915	
Baxter International Inc	COM	071813109	35658	534925 SH	Sole	528785	6140
BB&T Corp.	COM	054937107	351	12068 SH	Sole	9068	3000
BCE Inc	COM	05534B760	24	549 SH	Sole	549	
Beam Inc	COM	073730103	171	2805 SH	Sole	2805	
Belo Corporation	COM	080555105	26	3400 SH	Sole	3400	
Berkshire Hathaway Inc - Class	COM	084670702	22972	256102 SH	Sole	249180	6922
Berkshire Hathaway Inc. Class	COM	084670108	14210	106 SH	Sole	106	
Big Lots Inc.	COM	089302103	6	200 SH	Sole	200	
Biglari Holdings Inc	COM	08986R101	10	25 SH	Sole	25	
Biofuel Energy Corp	COM	09064Y307	0	12 SH	Sole	12	
Blackstone Group LP	COM	09253U108	16	1000 SH	Sole	1000	
Block H & R Inc.	COM	093671105	36	1963 SH	Sole	1963	
Bob Evans Farms Inc.	COM	096761101	40	1000 SH	Sole	1000	
Boeing Co.	COM	097023105	1386	18397 SH	Sole	17723	674
Boston Beer Co Inc Cl A	COM	100557107	4	33 SH	Sole	33	
Boston Properties Inc.	COM	101121101	1637	15472 SH	Sole	15272	200
Boston Scientific Corp.	COM	101137107	13	2300 SH	Sole	2300	
BRE Properties Inc. Cl A	COM	05564E106	25	500 SH	Sole	500	
Bristol-Myers Squibb Co.	COM	110122108	1695	51997 SH	Sole	49447	2550
Broadridge Financial Solutions	COM	11133T103	5	200 SH	Sole	200	
Brookfield Asset Management In	COM	112585104	69	1880 SH	Sole	1880	
Brown Forman Corp. CL B	COM	115637209	954	15084 SH	Sole	15084	
Brown Forman Corp. Class A	COM	115637100	235	3825 SH	Sole	3825	
Build A Bear Workshop	COM	120076104	13	3352 SH	Sole	3352	
C S X Corp.	COM	126408103	1455	73745 SH	Sole	73745	
Cabot Oil & Gas Corporation	COM	127097103	351	7050 SH	Sole	5950	1100
Campbell Soup Co.	COM	134429109	102	2910 SH	Sole	2910	
Canadian National Railroad	COM	136375102	132	1450 SH	Sole	1450	
Canadian Natural Res Ltd	COM	136385101	19074	660695 SH	Sole	650130	10565
Canadian Oil Sands LTD	COM	13643E105	165	8115 SH	Sole	8115	
Canadian Pacific Railway Ltd	COM	13645T100	20	200 SH	Sole	200	
Capital Bank Financial Corp	COM	139794101	1	33 SH	Sole	33	
Capital One Financial Corporat	COM	14040H105	6	100 SH	Sole	100	
Cardinal Health Inc.	COM	14149Y108	50	1212 SH	Sole	1212	
CareFusion Corporation	COM	14170T101	17	606 SH	Sole	606	
Carlisle Companies Inc	COM	142339100	6	100 SH	Sole	100	
Caterpillar Inc.	COM	149123101	265	2962 SH	Sole	2962	
CBS Corp New CL B	COM	124857202	10	261 SH	Sole	261	
Cenovus Energy Inc	COM	15135U109	1110	33096 SH	Sole	33096	
Cerner Corp	COM	156782104	1139	14700 SH	Sole	14700	
Cheung Kong Holdings LTD	COM	Y13213106	61	4000 SH	Sole	4000	
Chevron Corp	COM	166764100	39125	361795 SH	Sole	356815	4980
Chicos Fas Inc	COM	168615102	7	400 SH	Sole	400	
Chipotle Mexican Grill Inc	COM	169656105	133	446 SH	Sole	422	24

Chubb Corp.	COM	171232101	1941	25765	SH	Sole	24314	1451
Cigna Corp.	COM	125509109	61	1149	SH	Sole	1149	
Cimarex Energy Co	COM	171798101	42	725	SH	Sole	725	
Cincinnati Bell Inc.	COM	171871106	33	6100	SH	Sole	6100	
Cincinnati Financial Corp.	COM	172062101	5062	129271	SH	Sole	129271	
Cintas Corp.	COM	172908105	494	12072	SH	Sole	12072	
Cisco Systems Inc	COM	17275R102	3564	181405	SH	Sole	180005	1400
Citadel Broadcasting Corp	COM	17285T106	0	56	SH	Sole	56	
Citigroup Inc.	COM	172967424	33	837	SH	Sole	837	
Citrix Systems Inc.	COM	177376100	59	900	SH	Sole	900	
Clarcor Inc.	COM	179895107	67	1400	SH	Sole	1400	
Cliffs Natural Resources	COM	18683K101	11	293	SH	Sole	293	
Clorox Co.	COM	189054109	37	500	SH	Sole	500	
Coach Inc	COM	189754104	6	100	SH	Sole	100	
Coca Cola Co.	COM	191216100	6116	168719	SH	Sole	168363	356
Cognizant Technology Solutions	COM	192446102	170	2305	SH	Sole	2305	
Colgate-Palmolive Co.	COM	194162103	8738	83590	SH	Sole	83340	250
Comcast Class A New	COM	20030N200	356	9903	SH	Sole	9802	100
Comcast Corporation Class A	COM	20030N101	1155	30928	SH	Sole	29854	1074
Comdisco Holding Company Inc	COM	200334118	0	100	SH	Sole	100	
Compass Diversified Holdings	COM	20451Q104	15	1000	SH	Sole	1000	
ConocoPhillips	COM	20825C104	2965	51133	SH	Sole	49908	1225
Consolidated Edison Inc.	COM	209115104	103	1850	SH	Sole	1850	
Convergys Corp	COM	212485106	165	10073	SH	Sole	10073	
Corning Incorporated	COM	219350105	351	27849	SH	Sole	27849	
Costco Wholesale Corp	COM	22160K105	605	6130	SH	Sole	6130	
Cousins Properties	COM	222795106	6	744	SH	Sole	744	
Covanta Holding Corporation	COM	22282E102	4	200	SH	Sole	200	
Covidien PLC	COM	G2554F113	56	973	SH	Sole	973	
Cullen Frost Bankers	COM	229899109	24322	448165	SH	Sole	442765	5400
Cummins Inc	COM	231021106	106	976	SH	Sole	976	
CVS Caremark Corp	COM	126650100	18198	376388	SH	Sole	371048	5340
Darden Restaurants Inc.	COM	237194105	45	998	SH	Sole	998	
DDR Corp	COM	23317H102	22	1430	SH	Sole	1430	
DE Master Blenders 1753 N.V. O	COM	N2563N109	112	9716	SH	Sole	5416	4300
Deere Co	COM	244199105	24148	279427	SH	Sole	276742	2685
Dell Inc	COM	24702R101	73	7225	SH	Sole	6725	500
Denbury Resources Inc	COM	247916208	113	7000	SH	Sole	7000	
Dentsply International Inc.	COM	249030107	7644	192984	SH	Sole	192184	800
Devon Energy Corp New	COM	25179M103	55	1054	SH	Sole	1054	
Diamondrock Hospitality Co	COM	252784301	28	3159	SH	Sole	3159	
Diebold Inc.	COM	253651103	11	366	SH	Sole	366	
Digital Realty Trust Inc	COM	253868103	5	67	SH	Sole	67	
DIRECTV - Class A	COM	25490A309	274	5458	SH	Sole	5458	
Discover Financial Services	COM	254709108	6	160	SH	Sole	160	
Discovery Communications Inc	COM	25470F104	411	6477	SH	Sole	6477	
Dish Network Corporation	COM	25470M109	778	21370	SH	Sole	21270	100
Disney (Walt) Co	COM	254687106	27076	543796	SH	Sole	534241	9555
Dominion Res Inc Va New	COM	25746U109	180	3473	SH	Sole	2792	681
Donaldson Inc.	COM	257651109	1132	34475	SH	Sole	34475	
Donnelley (R R) & Sons Co	COM	257867101	7	800	SH	Sole	800	
Dover Corp.	COM	260003108	519	7891	SH	Sole	7891	
Dow Chemical Co	COM	260543103	1104	34140	SH	Sole	34140	
Dresser-Rand Group Inc	COM	261608103	2333	41565	SH	Sole	41445	120
DTE Energy Company	COM	233331107	223	3709	SH	Sole	3709	
Du Pont (EI) de Nemours and Co	COM	263534109	397	8827	SH	Sole	8827	
Duke Energy Corp New	COM	26441C204	1215	19047	SH	Sole	18623	424
Duke Realty Corporation	COM	264411505	42	3022	SH	Sole	3022	
Dun & Bradstreet Corp.	COM	26483E100	71	901	SH	Sole	901	
Dunkin Brands Group Inc	COM	265504100	1	24	SH	Sole	24	
Eastman Chemical Co	COM	277432100	4	52	SH	Sole	52	
Eaton Corp PLC	COM	G29183103	228	4200	SH	Sole	4200	
EchoStar Corporation A	COM	278768106	1	30	SH	Sole	10	20
Ecolab	COM	278865100	28	388	SH	Sole	250	138
Education Realty Trust REIT	COM	28140H104	16	1500	SH	Sole	1500	
Edwards Lifesciences Corp	COM	28176E108	109	1204	SH	Sole	1204	
Eldorado Gold Corporation	COM	284902103	0	32	SH	Sole	32	
EMC Corp.	COM	268648102	17055	674115	SH	Sole	662380	11735
Emeritus Corpotion	COM	291005106	2	75	SH	Sole	75	
Emerson Electric Co.	COM	291011104	11332	213975	SH	Sole	211904	2071
Enbridge Inc	COM	29250N105	11960	276079	SH	Sole	275205	874
Encana Corporation	COM	292505104	232	11754	SH	Sole	11754	
Encorium Group Inc	COM	29257R208	0	52	SH	Sole	52	
Energy Transfer Partners LP	COM	29273R109	6	149	SH	Sole	149	
Enerplus Corp	COM	292766102	4	300	SH	Sole	300	
Engility Holdings Inc	COM	29285W104	15	791	SH	Sole	791	
Ennis Inc.	COM	293389102	228	14718	SH	Sole	14718	
Ensco PLC Cl A	COM	G3157S106	387	6521	SH	Sole	6521	
Entercom Communications Corp	COM	293639100	7	1000	SH	Sole	1000	
EOG Res Inc	COM	26875P101	835	6910	SH	Sole	6910	
EQT Corporation	COM	26884L109	6	100	SH	Sole	32	68
Equity Residential	COM	29476L107	73	1281	SH	Sole	1281	
Estee Lauder Companies	COM	518439104	63	1050	SH	Sole	1050	
Exelis Inc	COM	30162A108	7	600	SH	Sole	600	
Exelon Corp	COM	30161N101	360	12100	SH	Sole	12100	

Expeditors Intl Wash Inc	COM	302130109	6	155 SH	Sole		155
Express Scripts Holding Co.	COM	30219G108	266	4921 SH	Sole	4763	158
Exxon Mobil Corp	COM	30231G102	46953	542492 SH	Sole	539593	2899
Fairfax Financial Holdings Ltd	COM	303901102	56	155 SH	Sole		155
Family Dollar Stores Inc.	COM	307000109	9	145 SH	Sole		145
Fannie Mae	COM	313586109	0	375 SH	Sole		375
Federal Realty Investment Trus	COM	313747206	47	450 SH	Sole		450
Fedex Corp	COM	31428X106	16160	176192 SH	Sole	173702	2490
Felcor Lodging Trust Inc	COM	31430F101	6	1200 SH	Sole		1200
Fidelity National Financial In	COM	31620R105	2	100 SH	Sole		100
Fidelity National Information	COM	31620M106	30	875 SH	Sole		875
Fifth Third Bancorp	COM	316773100	276	18164 SH	Sole	18164	
First Citizens Bancshares Inc	COM	31946M103	65	400 SH	Sole		400
First Finl Bancorp	COM	320209109	116	7938 SH	Sole		7938
First Horizon National Corp	COM	320517105	3	295 SH	Sole		295
First Merchants Corp.	COM	320817109	24	1600 SH	Sole		1600
First Midwest Bancorp Inc IL	COM	320867104	6	500 SH	Sole		500
First Niagara Financial Group	COM	33582V108	15	1901 SH	Sole		1901
Firstenergy Corp.	COM	337932107	192	4586 SH	Sole		4586
Fiserv Inc.	COM	337738108	79	1000 SH	Sole		1000
Flowserve Corp.	COM	34354P105	13072	89048 SH	Sole	87443	1605
Ford Motor Co.	COM	345370860	56	4300 SH	Sole		4300
Fortune Brands Home & Security	COM	34964C106	80	2725 SH	Sole		2725
Franklin Resources Inc	COM	354613101	26339	209542 SH	Sole	207202	2340
Freeport-McMoRan Copper & Gold	COM	35671D857	422	12347 SH	Sole		12347
Frontier Communications Corpor	COM	35906A108	2	535 SH	Sole		535
Fuse Science Inc	COM	36113J106	0	1400 SH	Sole		1400
Gannett Co	COM	364730101	83	4600 SH	Sole		4600
Gartner Group Inc Cl A	COM	366651107	1	13 SH	Sole		13
Gasco Energy Inc	COM	367220100	0	5000 SH	Sole		5000
Gatx Corp.	COM	361448103	24	550 SH	Sole		550
General Electric Co.	COM	369604103	8379	399168 SH	Sole	385514	13654
General Growth Properties Inc.	COM	370023103	20	1009 SH	Sole		1009
General Mills Inc.	COM	370334104	300	7424 SH	Sole		7424
General Moly Inc.	COM	370373102	13	3150 SH	Sole		3150
General Motors	COM	37045V100	2	70 SH	Sole		70
Gentex Corp.	COM	371901109	15	800 SH	Sole		800
Genuine Parts Co.	COM	372460105	455	7155 SH	Sole		7155
Gilead Sciences Inc.	COM	375558103	110	1500 SH	Sole		1500
Goldcorp Inc	COM	380956409	114	3100 SH	Sole		3100
Goldman Sachs Group Inc.	COM	38141G104	370	2902 SH	Sole		2902
Google Inc Cl A	COM	38259P508	31502	44534 SH	Sole	43904	630
Grainger WW Inc.	COM	384802104	165	817 SH	Sole		502
Great Basin Gold LTD	COM	390124105	0	8284 SH	Sole		8284
Groupe Danone	COM	F12033134	54	820 SH	Sole		820
H B Fuller Co	COM	359694106	21	600 SH	Sole		600
H J Heinz Co	COM	423074103	742	12871 SH	Sole	12871	
Hain Celestial Group Inc	COM	405217100	65	1200 SH	Sole		1000
Halliburton Co.	COM	406216101	49	1407 SH	Sole		1407
Hanesbrands Inc	COM	410345102	12	323 SH	Sole		323
Hang Lung Properites Ltd	COM	Y30166105	20	5000 SH	Sole		5000
Hanover Insurance Group Inc	COM	410867105	32	814 SH	Sole		814
Harley-Davidson Inc.	COM	412822108	305	6245 SH	Sole		6245
Hawaiian Elec Inds Inc.	COM	419870100	101	4000 SH	Sole		4000
HCP Inc	COM	40414L109	50	1116 SH	Sole		1116
Health Net Inc.	COM	42222G108	11	437 SH	Sole		437
Helmerich & Payne	COM	423452101	695	12411 SH	Sole	10811	1600
Hennes & Mauritz	COM	W41422101	59	1713 SH	Sole		1713
Henry Schein Inc.	COM	806407102	175	2179 SH	Sole		2179
Hershey Company	COM	427866108	254	3516 SH	Sole		3516
Hewlett-Packard Co	COM	428236103	479	33605 SH	Sole		33605
Highwoods Properties Inc.	COM	431284108	57	1700 SH	Sole		1700
Hillshire Brands Co	COM	432589109	27	965 SH	Sole		965
Home Depot Inc.	COM	437076102	2093	33845 SH	Sole	32644	1201
Honeywell International Inc.	COM	438516106	1314	20706 SH	Sole	19756	950
Hospira Inc	COM	441060100	45	1440 SH	Sole		100
Howard Hughes Corp	COM	44267D107	7	97 SH	Sole		97
Hubbell Inc. CL A	COM	443510102	16	200 SH	Sole		200
Hudson City Bancorp Inc.	COM	443683107	4	500 SH	Sole		500
Humana Inc.	COM	444859102	80	1168 SH	Sole		1168
Huntington Bancshares Inc.	COM	446150104	26	4050 SH	Sole		4050
Huntington Ingalls Industries	COM	446413106	0	8 SH	Sole		8
Hydrogenics Corp	COM	448883207	1	213 SH	Sole		213
Hyster-Yale Materials Handling	COM	449172105	27	550 SH	Sole		550
Illinois Tool Works	COM	452308109	18024	296403 SH	Sole	293438	2965
Ingredion Inc	COM	457187102	147	2276 SH	Sole		2276
Intel Corp	COM	458140100	24175	1172392 SH	Sole	1161473	10919
International Business Machine	COM	459200101	32294	168595 SH	Sole	164945	3650
International Paper Company	COM	460146103	52	1300 SH	Sole		1300
International Speedway Corpora	COM	460335201	11	400 SH	Sole		400
Intuit Inc.	COM	461202103	18	296 SH	Sole		296
Intuitive Surgical Inc New	COM	46120E602	167	340 SH	Sole		340
Invacare Corp.	COM	461203101	130	8000 SH	Sole		8000
ITT Corp	COM	450911201	14	600 SH	Sole		600
J.M. Smucker Company	COM	832696405	1094	12689 SH	Sole	12089	600

Jacobs Engr Group Inc Del	COM	469814107	4	100 SH	Sole	100	
Janus Capital Group Inc.	COM	47102X105	144	16872 SH	Sole	16472	400
Johnson & Johnson	COM	478160104	12869	183583 SH	Sole	179966	3617
Johnson Controls Inc.	COM	478366107	608	19840 SH	Sole	16840	3000
Joy Global Inc.	COM	481165108	13	200 SH	Sole	200	
JPMorgan Chase & Co	COM	46625H100	6630	150789 SH	Sole	146885	3904
Kansas City Southern	COM	485170302	40768	488351 SH	Sole	480864	7487
Kaydon Corp.	COM	486587108	19	800 SH	Sole	800	
Kayne Anderson MLP Investment	COM	486606106	27	900 SH	Sole	900	
KBR Inc	COM	48242W106	4	137 SH	Sole	137	
Kellogg Co	COM	487836108	161	2887 SH	Sole	2887	
Keycorp New	COM	493267108	10	1200 SH	Sole	1200	
Kimberly Clark	COM	494368103	6498	76958 SH	Sole	75223	1735
KIMCO Realty Corp.	COM	49446R109	72	3750 SH	Sole	3750	
Kinder Morgan Energy Partners	COM	494550106	985	12349 SH	Sole	11099	1250
Kinder Morgan Inc	COM	49456B101	54	1530 SH	Sole	1530	
Kindred Healthcare Inc	COM	494580103	0	4 SH	Sole	4	
Kraft Foods Group Inc	COM	50076Q106	345	7586 SH	Sole	7586	
Kroger Co.	COM	501044101	11368	436883 SH	Sole	436883	
Kubota Corp	COM	J36662138	78	6849 SH	Sole	6849	
L-3 Communications Holdings	COM	502424104	598	7805 SH	Sole	7805	
Laboratory Corp Amer Hldgs	COM	50540R409	16174	186722 SH	Sole	183622	3100
LaClede Group Inc	COM	505597104	31	800 SH	Sole	800	
Lasalle Hotel Properties SBI	COM	517942108	51	2000 SH	Sole	2000	
LCA-Vision Inc	COM	501803308	0	31 SH	Sole	31	
LCNB Corp	COM	50181P100	4	300 SH	Sole	300	
Legg Mason Inc.	COM	524901105	15	584 SH	Sole	584	
Leucadia National	COM	527288104	7	300 SH	Sole	300	
Liberty Global Inc	COM	530555101	226	3597 SH	Sole	3597	
Liberty Global Series C	COM	530555309	340	5787 SH	Sole	5787	
Lilly (Eli) & Co.	COM	532457108	455	9218 SH	Sole	5643	3575
Lincoln National Corp. Ind.	COM	534187109	9458	365165 SH	Sole	359986	5179
Linear Technology Corp.	COM	535678106	957	27913 SH	Sole	27613	300
Lockheed Martin Corp.	COM	539830109	757	8201 SH	Sole	8201	
Loews Corp.	COM	540424108	1312	32200 SH	Sole	32200	
Lorillard Inc	COM	544147101	12	100 SH	Sole	100	
Lowe's Companies Inc	COM	548661107	18219	512920 SH	Sole	505625	7295
LSI Corp	COM	502161102	0	10 SH	Sole	10	
M D U Resources Group Inc.	COM	552690109	40	1900 SH	Sole	1900	
M&T Bank Corporation	COM	55261F104	42	425 SH	Sole	425	
Mack-Cali Realty Corporation	COM	554489104	15089	577911 SH	Sole	570066	7845
Macys Inc	COM	55616P104	1360	34849 SH	Sole	34849	
Manitowoc Co Inc.	COM	563571108	31	2000 SH	Sole	2000	
Manulife Finl Corp	COM	56501R106	636	46798 SH	Sole	46798	
Marathon Oil Corporation	COM	565849106	12	400 SH	Sole	400	
Marathon Petroleum Corp	COM	56585A102	13	200 SH	Sole	200	
Marriott International Cl A	COM	571903202	75	2020 SH	Sole		2020
Marsh & McLennan Cos Inc	COM	571748102	184	5345 SH	Sole	5345	
Martin Marietta Materials	COM	573284106	650	6898 SH	Sole	6898	
Mastercard Inc	COM	57636Q104	29548	60145 SH	Sole	59395	750
Mattel Inc.	COM	577081102	22	596 SH	Sole	596	
McCormick & Co	COM	579780206	18852	296737 SH	Sole	295512	1225
McDonalds Corp	COM	580135101	30122	341485 SH	Sole	337884	3601
McKesson Corporation	COM	58155Q103	190	1961 SH	Sole	1961	
Mead Johnson Nutrition Co	COM	582839106	21	326 SH	Sole	326	
MeadWestvaco Corp	COM	583334107	70	2208 SH	Sole	2208	
Medtronic Inc	COM	585055106	1227	29904 SH	Sole	29904	
Merck & Co. Inc.	COM	58933Y105	2959	72267 SH	Sole	70067	2200
Meridian Bioscience Inc	COM	589584101	186	9189 SH	Sole	9189	
Metlife Inc	COM	59156R108	17222	522833 SH	Sole	513998	8835
Mettler Toledo International	COM	592688105	10	50 SH	Sole	50	
Michelin Cie Gen Des Etablisse	COM	F61824144	76	800 SH	Sole	800	
Microsoft Corp	COM	594918104	33857	1267597 SH	Sole	1250918	16679
Microstrategy Inc	COM	594972408	35	380 SH	Sole	380	
Milacron Inc	COM	598709301	0	2240 SH	Sole	2240	
Miller Herman Inc.	COM	600544100	26	1200 SH	Sole	1200	
Modelez Intl Inc CL A	COM	609207105	580	22783 SH	Sole	22783	
Molex Inc. Cl A	COM	608554200	35	1550 SH	Sole	1550	
Monsanto Co New	COM	61166W101	156	1650 SH	Sole	1650	
Monster Worldwide Inc	COM	611742107	12	2153 SH	Sole	2153	
Moodys Corp	COM	615369105	5	100 SH	Sole	100	
Morgan Stanley	COM	617446448	14	724 SH	Sole	724	
Mosaic Co	COM	61945C103	113	2000 SH	Sole	2000	
Motorola Solutions Inc	COM	620076307	10	171 SH	Sole	171	
Motors Liq Co GUC Trust	COM	62010U101	2	77 SH	Sole	77	
Murphy Oil Corp	COM	626717102	11	191 SH	Sole	191	
Mylan Inc	COM	628530107	50	1837 SH	Sole	1837	
Nabors Industries Ltd.	COM	G6359F103	21	1483 SH	Sole	1483	
NACCO Industries Inc	COM	629579103	33	550 SH	Sole	550	
National Oilwell Varco	COM	637071101	954	13959 SH	Sole	13934	25
NCR Corp.	COM	62886E108	26	1022 SH	Sole	1022	
New Gold, Inc.	COM	644535106	1	48 SH	Sole	48	
Newell Rubbermaid Inc.	COM	651229106	11	500 SH	Sole	500	
Newmont Mining Corp Holding Co	COM	651639106	157	3382 SH	Sole	3382	
NextEra Energy Inc	COM	65339F101	312	4510 SH	Sole	4510	

Nike Inc.	COM	654106103	430	8326 SH	Sole	8326	
Nordstrom Inc.	COM	655664100	59	1100 SH	Sole	1100	
Norfolk Southern Corp.	COM	655844108	8091	130830 SH	Sole	129480	1350
North European Oil Royalty Tru	COM	659310106	7	315 SH	Sole	315	
Northrop Grumman Corp.	COM	666807102	2	34 SH	Sole	34	
Nucor Corp	COM	670346105	70	1628 SH	Sole	1628	
Occidental Petroleum Corp.	COM	674599105	97	1266 SH	Sole	1266	
OGE Energy Corp.	COM	670837103	80	1412 SH	Sole	1412	
Omnicom Group Inc	COM	681919106	22	445 SH	Sole	445	
Oracle Corp	COM	68389X105	4517	135568 SH	Sole	130723	4845
Overseas Shipholding Group	COM	690368105	0	50 SH	Sole	50	
Owens Illinois Inc	COM	690768403	4	200 SH	Sole	200	
P G & E Corp.	COM	69331C108	1	20 SH	Sole	20	
Paccar Inc.	COM	693718108	488	10800 SH	Sole	10800	
Pall Corp.	COM	696429307	72	1200 SH	Sole	1200	
Panera Bread Company Inc	COM	69840W108	16	100 SH	Sole	100	
Parker Hannifin Corp.	COM	701094104	5	61 SH	Sole	61	
Peabody Energy Corp	COM	704549104	13	503 SH	Sole	503	
Penney (J C) Co Inc.	COM	708160106	8	400 SH	Sole	400	
Penske Automotive Group	COM	70959W103	18	600 SH	Sole	600	
Pentair Ltd	COM	H6169Q108	6	128 SH	Sole	128	
Peppco Holdings Inc	COM	713291102	29	1500 SH	Sole	1500	
Pepsico Inc	COM	713448108	32900	480789 SH	Sole	474384	6405
PerkinElmer Inc	COM	714046109	3	93 SH	Sole	93	
Perrigo Company	COM	714290103	146	1400 SH	Sole	1400	
Pfizer Inc.	COM	717081103	5621	224144 SH	Sole	218154	5990
Pharmerica Corp	COM	71714F104	0	1 SH	Sole	1	
Philip Morris International	COM	718172109	3336	39883 SH	Sole	39883	
Phillips 66	COM	718546104	469	8838 SH	Sole	8576	262
Piedmont Natural Gas Co	COM	720186105	50	1600 SH	Sole	1600	
Piper Jaffray Cos	COM	724078100	20	615 SH	Sole	615	
Plains All American Pipeline L	COM	726503105	25	546 SH	Sole	546	
Plains Expl & Prodtn Company	COM	726505100	70	1500 SH	Sole	1500	
Plum Creek Timber Company Inc.	COM	729251108	11	238 SH	Sole	238	
PNC Financial Services Group	COM	693475105	1472	25238 SH	Sole	25133	105
Polaris Industry Inc	COM	731068102	126	1500 SH	Sole	1500	
Post Properties Inc.	COM	737464107	30	600 SH	Sole	600	
Potash Corp of Saskatchewan	COM	73755L107	19004	467038 SH	Sole	462068	4970
PPG Industries Inc.	COM	693506107	993	7337 SH	Sole	7337	
PPL Corporation	COM	69351T106	11	400 SH	Sole	400	
Praxair Inc.	COM	74005P104	11030	100775 SH	Sole	99525	1250
Premier Exhibitions Inc	COM	74051E102	0	1 SH	Sole	1	
Procter & Gamble Co	COM	742718109	72734	1071355 SH	Sole	1052615	18740
Prologis Trust Sh Ben	COM	74340W103	22	600 SH	Sole	600	
Prosperity Bancshares Inc	COM	743606105	48	1150 SH	Sole	1150	
Prudential Financial Inc	COM	744320102	9	165 SH	Sole	165	
Public Service Enterprise Grou	COM	744573106	13	425 SH	Sole	425	
Public Storage	COM	74460D109	72	500 SH	Sole	500	
QEP Resources Inc	COM	74733V100	508	16790 SH	Sole	16790	
QLT Inc.	COM	746927102	16	2000 SH	Sole	2000	
Qualcomm Inc	COM	747525103	31051	501958 SH	Sole	497398	4560
Questar Corp.	COM	748356102	3528	178537 SH	Sole	176737	1800
RA Global Services Inc	COM	749216107	0	25 SH	Sole	25	
Range Resources Corp	COM	75281A109	22160	352697 SH	Sole	346837	5860
Raytheon Company	COM	755111507	787	13674 SH	Sole	13674	
Regions Financial Corp New	COM	7591EP100	2	259 SH	Sole	259	
Reinsurance Group of America I	COM	7593351604	4	67 SH	Sole	67	
Reynolds American Inc	COM	761713106	64	1548 SH	Sole	1548	
Rockwell Automation Corporatio	COM	773903109	113	1346 SH	Sole	1346	
Rockwell Collins Inc.	COM	774341101	58	1000 SH	Sole	1000	
Rouse Properties Inc	COM	779287101	1	37 SH	Sole	37	
Royal Bk Canada	COM	780087102	36	600 SH	Sole	600	
Royal Gold Inc	COM	780287108	309	3800 SH	Sole	3800	
RPM Inc. - Ohio	COM	749685103	10	335 SH	Sole	335	
Ruby Tuesday Inc.	COM	781182100	29	3680 SH	Sole	3680	
Ruth's Hospitality Group Inc	COM	783332109	1	200 SH	Sole	200	
Safeway Inc.	COM	786514208	3	150 SH	Sole		150
Schlumberger Limited	COM	806857108	27047	390301 SH	Sole	384821	5480
Schwab Charles Corp.	COM	808513105	596	41509 SH	Sole	41509	
Scotts Miracle- Gro Company	COM	810186106	62	1400 SH	Sole	400	1000
Scripps Networks	COM	811065101	17391	300262 SH	Sole	296807	3455
Seagate Technology Inc	COM	G7945M107	37	1200 SH	Sole	1200	
Sensient Technologies Corp	COM	81725T100	36	1000 SH	Sole	1000	
Sigma-Aldrich Corp.	COM	826552101	316	4300 SH	Sole	4300	
Simon Property Group Inc	COM	828806109	98	619 SH	Sole	619	
SLM Corporation	COM	78442P106	52	3049 SH	Sole	3049	
SM Energy Company	COM	78454L100	421	8060 SH	Sole	8060	
Southern Company	COM	842587107	128	2991 SH	Sole	2525	466
Spectra Energy Corp	COM	847560109	9312	340094 SH	Sole	337157	2937
Sprint Nextel Corporation	COM	852061100	44	7750 SH	Sole	7750	
St Jude Medical Inc.	COM	790849103	40	1100 SH	Sole	1100	
Stanley Black & Decker Inc	COM	854502101	136	1843 SH	Sole	1843	
Staples Inc.	COM	855030102	23	2025 SH	Sole	2025	
Starbucks Corp.	COM	855244109	270	5043 SH	Sole	5043	
Starwood Hotels & Resorts Worl	COM	85590A401	34	600 SH	Sole	600	

State Street Corp	COM	857477103	892	18972 SH	Sole	18972	
Steris Corp.	COM	859152100	45	1300 SH	Sole	1300	
Stone Energy Corp.	COM	861642106	521	25402 SH	Sole	25402	
Stryker Corp.	COM	863667101	429	7822 SH	Sole	6947	875
Sun Communities Inc.	COM	866674104	36	900 SH	Sole	900	
Suncoke Energy Inc	COM	86722A103	1	53 SH	Sole	53	
Suncor Energy Inc	COM	867224107	110	3350 SH	Sole	3350	
Suntrust Banks Inc.	COM	867914103	137	4826 SH	Sole	4826	
Symantec Corporation	COM	871503108	57	3040 SH	Sole	3040	
Sysco Corp.	COM	871829107	8313	262564 SH	Sole	262164	400
T Rowe Price Group Inc.	COM	74144T108	16	250 SH	Sole	50	200
Target Corp	COM	87612E106	10371	175267 SH	Sole	173392	1875
TD Ameritrade Hldg Corp	COM	87236Y108	12	703 SH	Sole	703	
TE Connectivity Ltd	COM	H84989104	61	1650 SH	Sole	1650	
Teco Energy Inc.	COM	872375100	12	730 SH	Sole	730	
Telephone & Data Systems Inc.	COM	879433829	221	9970 SH	Sole	9970	
Tenneco Inc	COM	880349105	70	2000 SH	Sole	2000	
Teradata Corp	COM	88076W103	54	872 SH	Sole	872	
Terex Corp.	COM	880779103	14	500 SH	Sole	500	
Texas Instruments Inc.	COM	882508104	49	1600 SH	Sole	1600	
Textron Inc.	COM	883203101	7	300 SH	Sole	300	
The ADT Corporation	COM	00101J106	33	720 SH	Sole	720	
Thermo Fisher Scientific Inc	COM	883556102	147	2305 SH	Sole	2305	
Thoratec Corp	COM	885175307	75	2000 SH	Sole	2000	
Tiffany & Co	COM	886547108	0	1 SH	Sole	1	
Time Warner Cable	COM	88732J207	90	928 SH	Sole	919	9
Time Warner Inc	COM	887317303	173	3610 SH	Sole	3574	36
TJX Companies Inc.	COM	872540109	21602	508886 SH	Sole	501951	6935
Tractor Supply Co	COM	892356106	35	400 SH	Sole	400	
Travelers Cos Inc	COM	89417E109	100	1399 SH	Sole	899	500
Trimble Nav Ltd	COM	896239100	6	100 SH	Sole	100	
Tyco International Ltd.	COM	H89128104	42	1448 SH	Sole	1448	
UDR Inc	COM	902653104	10	432 SH	Sole	432	
Under Armour Inc	COM	904311107	15	310 SH	Sole	310	
Union Pacific Corp	COM	907818108	3735	29708 SH	Sole	29708	
United Natural Foods Inc	COM	911163103	13	239 SH	Sole	239	
United Parcel Service Inc.	COM	911312106	1021	13843 SH	Sole	13093	750
United States Steel Corporatio	COM	912909108	0	10 SH	Sole	10	
United Technologies Corp	COM	913017109	35025	427087 SH	Sole	423517	3570
UnitedHealth Group Incorporate	COM	91324P102	294	5427 SH	Sole	5427	
Unum Group	COM	91529Y106	2	115 SH	Sole	115	
US Bancorp	COM	902973304	46528	1456726 SH	Sole	1443492	13234
UTI Worldwide Inc	COM	G87210103	6	475 SH	Sole	475	
V F Corp.	COM	918204108	4945	32756 SH	Sole	32546	210
Valence Technology Inc	COM	918914102	0	750 SH	Sole	750	
Valero Energy Corp New	COM	91913Y100	17	486 SH	Sole	486	
Validus Holdings LTD	COM	G9319H102	42	1224 SH	Sole	1224	
Valspar Corp.	COM	920355104	7961	127577 SH	Sole	127577	
Varian Medical Systems Inc	COM	92220P105	654	9310 SH	Sole	9310	
Vectren Corp	COM	92240G101	105	3582 SH	Sole	3582	
Verizon Communications	COM	92343V104	17357	401122 SH	Sole	398772	2350
Virtus Investment Partners Inc	COM	92828Q109	1	5 SH	Sole	5	
Visa Inc	COM	92826C839	61	400 SH	Sole	400	
Vornado Realty Trust Common Sh	COM	929042109	87	1085 SH	Sole	1085	
Vulcan Materials Co	COM	929160109	1	11 SH	Sole	11	
Wal-Mart Stores Inc	COM	931142103	1666	24421 SH	Sole	23396	1025
Walgreen Co	COM	931422109	1191	32183 SH	Sole	32183	
Walter Energy Inc	COM	93317Q105	1	32 SH	Sole	32	
Washington Federal Inc.	COM	938824109	333	19753 SH	Sole	19753	
Washington Real Estate Investo	COM	939653101	86	3300 SH	Sole	3300	
Waste Management Inc.	COM	94106L109	46	1376 SH	Sole	1376	
WellPoint Inc.	COM	94973V107	88	1448 SH	Sole	1448	
Wells Fargo & Co	COM	949746101	20317	594406 SH	Sole	586126	8280
Western Union Co	COM	959802109	4620	339450 SH	Sole	335290	4160
Weyerhaeuser Co.	COM	962166104	82	2936 SH	Sole	2936	
Whirlpool Corp	COM	963320106	10	101 SH	Sole	101	
Whiting Petroleum Corporation	COM	966387102	12323	284140 SH	Sole	281450	2690
Williams Companies Inc.	COM	969457100	52	1588 SH	Sole	1588	
Williams Sonoma Inc.	COM	969904101	121	2770 SH	Sole	2770	
Windstream Corp	COM	97381W104	24	2951 SH	Sole	2951	
Winthrop Realty Trust	COM	976391300	3	300 SH	Sole	300	
Wisconsin Energy Power	COM	976657106	7418	201310 SH	Sole	199635	1675
WFX Energy Inc	COM	98212B103	1	100 SH	Sole	100	
Wyndham Worldwide Corp	COM	98310W108	17	317 SH	Sole	317	
Xcel Energy Inc.	COM	98389B100	21	775 SH	Sole	775	
Xilinx Inc.	COM	983919101	278	7750 SH	Sole	7750	
Xylem Inc	COM	98419M100	33	1200 SH	Sole	1200	
Yahoo! Inc.	COM	984332106	8	400 SH	Sole	400	
Yum! Brands Inc.	COM	988498101	155	2338 SH	Sole	2338	
Zimmer Holdings Inc.	COM	98956P102	527	7912 SH	Sole	7912	
ABB Ltd-Spon ADR	ADR	000375204	20773	999193 SH	Sole	985273	13920
Aegon NV - ORD	ADR	007924103	7	1081 SH	Sole	1081	
AKZO Nobel NV Spons ADR	ADR	010199305	36	1599 SH	Sole	1599	
Alcatel - Lucent	ADR	013904305	0	70 SH	Sole	70	
America Movil S.A.B DE C.V.	ADR	02364W105	414	17886 SH	Sole	17886	

Anheuser-Busch InBev Spn ADR	ADR	03524A108	10652	121864	SH	Sole	121004	860
Astrazena PLC -Spons ADR	ADR	046353108	4	75	SH	Sole	75	
AXA-UAP - Sponsored ADR	ADR	054536107	96	5266	SH	Sole	5266	
Bae Systems Plc	ADR	05523R107	7	316	SH	Sole	316	
Banco Bilbao Vizcaya Argentina	ADR	05946K101	68	7200	SH	Sole	7200	
BASF SE Sponsored ADR	ADR	055262505	16	175	SH	Sole	175	
BHP Billiton Ltd	ADR	088606108	157	2001	SH	Sole	2001	
BHP Billiton PLC ADR	ADR	05545E209	7	100	SH	Sole	100	
BP P.L.C Sponsored ADR	ADR	055622104	485	11649	SH	Sole	11649	
Brazilian Distribution Company	ADR	20440T201	80	1800	SH	Sole	1800	
BT Group PLC ADR	ADR	05577E101	61	1600	SH	Sole	1600	
Canon Inc. - Spon ADR	ADR	138006309	88	2252	SH	Sole	2125	127
Cheung Kong Hong Kong ADR	ADR	166744201	133	8566	SH	Sole	8566	
China Mobile Ltd ADR	ADR	16941M109	41	700	SH	Sole	700	
CNOOC Limited ADR	ADR	126132109	16	71	SH	Sole	71	
Credicorp Ltd ADR	ADR	G2519Y108	103	700	SH	Sole	700	
Danone	ADR	23636T100	11	800	SH	Sole	800	
DBS Group Hldgs LTD Sponsored	ADR	23304Y100	88	1800	SH	Sole	1800	
Desarrolladora Homex Developme	ADR	25030W100	50	4000	SH	Sole	4000	
Diageo PLC Spnd ADR	ADR	25243Q205	22770	195317	SH	Sole	193717	1600
Fomento Economico Mexicano SAB	ADR	344419106	70	700	SH	Sole	700	
Glaxo Smithkline Sponsored PLC	ADR	37733W105	323	7430	SH	Sole	7430	
Grupo Televisa, S.A. GDS	ADR	40049J206	32	1200	SH	Sole	1200	
Honda Motor LTD AMER SHS	ADR	438128308	251	6800	SH	Sole	6800	
HSBC Holdings PLC Sponsored AD	ADR	404280406	61	1155	SH	Sole	901	254
Iberdrola S.A.	ADR	450737101	7	335	SH	Sole	335	
JA Solar Holdings Co Ltd ADR(n	ADR	466090206	0	50	SH	Sole	50	
Kao Corp	ADR	485537302	5	180	SH	Sole		180
Koninklijke Philips Electronic	ADR	500472303	6	218	SH	Sole	218	
Lee & Man Paper Mfg LTD ADR	ADR	523352102	6	1000	SH	Sole	1000	
Luxottica Group SPA Sponsored	ADR	55068R202	221	5350	SH	Sole	5350	
National Australia Bank Ltd AD	ADR	632525408	72	2750	SH	Sole	2750	
National Grid PLC	ADR	636274300	4	75	SH	Sole	75	
Nestle SA Sponsored ADR	ADR	641069406	5012	76911	SH	Sole	76911	
Nokia Corporation Sponsored AD	ADR	654902204	24	6015	SH	Sole	6015	
Novartis AG-ADR	ADR	66987V109	32473	512994	SH	Sole	508445	4549
Novo-Nordisk A/S ADR	ADR	670100205	2392	14653	SH	Sole	14653	
Pearson PLC	ADR	705015105	80	4100	SH	Sole	4100	
POSCO Sponsored ADR	ADR	693483109	58	700	SH	Sole	700	
Rio Tinto PLC Spnsrd ADR	ADR	767204100	20405	351274	SH	Sole	347243	4031
Royal Dutch Shell PLC	ADR	780259206	2038	29562	SH	Sole	29012	550
Royal Dutch Shell PLC	ADR	780259107	139	1955	SH	Sole	1955	
Sanofi ADR	ADR	80105N105	76	1600	SH	Sole	1600	
Siemens AG Sponsored ADR	ADR	826197501	11	103	SH	Sole	103	
Singapore Telecommunications L	ADR	82929R304	4	140	SH	Sole		140
Sociedad Quimca Y Minera De Ch	ADR	833635105	86	1500	SH	Sole	1500	
Syngenta AG - Sponsored ADR	ADR	87160A100	89	1100	SH	Sole	1100	
Taiwan Semiconductor Co LTD Sp	ADR	874039100	107	6226	SH	Sole	6226	
Tata Motors Ltd	ADR	876568502	31	1095	SH	Sole	1095	
Telefonica SA Spons ADR	ADR	879382208	275	20420	SH	Sole	20420	
Teva Pharmaceutical-SP ADR	ADR	881624209	259	6936	SH	Sole	6936	
Tomra Systems ASA	ADR	889905204	27	3000	SH	Sole	3000	
Total S.A.	ADR	89151E109	720	13840	SH	Sole	13840	
Toyota Motor Corporation	ADR	892331307	135	1450	SH	Sole	1450	
Unilever N V	ADR	904784709	215	5625	SH	Sole	5625	
Unilever PLC	ADR	904767704	34	880	SH	Sole	880	
Vodafone Group PLC Sponsored A	ADR	92857W209	105	4167	SH	Sole	4167	
Aberdeen Latin America Equity	ETF	00306K106	61	1671	SH	Sole	1671	
Adams Express	ETF	006212104	3721	351329	SH	Sole	351329	
ALPS Alerian MLP ETF	ETF	00162Q866	22	1355	SH	Sole	1355	
Central Fund of Canada	ETF	153501101	8	400	SH	Sole	400	
China Fund Inc	ETF	169373107	35	1628	SH	Sole	1628	
Cohen & Steers Infrastructure	ETF	19248A109	14	750	SH	Sole	750	
Consumer Discretionary Select	ETF	81369Y407	1240	26137	SH	Sole	26137	
Energy Select Sector SPDR	ETF	81369Y506	432	6052	SH	Sole	6052	
Financial Select Sector SPDR	ETF	81369Y605	52	3151	SH	Sole	3151	
First TR Clean Energy Green	ETF	33733E500	6	600	SH	Sole	600	
Guggenheim S&P 500 Equal Weigh	ETF	78355W106	43	800	SH	Sole	800	
H & Q Healthcare Fd SBI	ETF	404052102	259	14972	SH	Sole	14972	
Health Care Select Sector SPDR	ETF	81369Y209	55	1373	SH	Sole	1373	
India Fund Inc	ETF	454089103	32	1526	SH	Sole	1526	
Industrial Select Sector SPDR	ETF	81369Y704	33	858	SH	Sole	858	
iShares Core S&P 500 ETF	ETF	464287200	1079	7541	SH	Sole	7366	175
iShares Core S&P MidCap ETF	ETF	464287507	273	2688	SH	Sole	1768	920
iShares Core S&P Small-Cap ETF	ETF	464287804	90	1150	SH	Sole	400	750
iShares DJ Select Dividend Ind	ETF	464287168	23	400	SH	Sole	400	
iShares Dow Jones US Fin Svcs	ETF	464287770	59	1000	SH	Sole	1000	
iShares FTSE/Xinhua China 25 E	ETF	464287184	93	2295	SH	Sole	2295	
iShares Goldman Sachs Tech Ind	ETF	464287549	7	100	SH	Sole	100	
iShares Morningstar Small Valu	ETF	464288703	36	400	SH	Sole	400	
iShares MSCI Australia Index F	ETF	464286103	50	2000	SH	Sole	2000	
iShares MSCI Brazil	ETF	464286400	107	1905	SH	Sole	1905	
iShares MSCI Chile Investable	ETF	464286640	44	700	SH	Sole	700	
iShares MSCI EAFE Index Fund	ETF	464287465	2155	37903	SH	Sole	32603	5300
iShares MSCI Emerg Mkts Easter	ETF	464286566	41	1500	SH	Sole	1500	

iShares MSCI Emerging Mkts Ind ETF	464287234	1287	29025 SH	Sole	24425	4600
iShares MSCI EMU Index Fund ETF	464286608	19	560 SH	Sole	560	
iShares MSCI Hong Kong Index F ETF	464286871	3	150 SH	Sole	150	
iShares MSCI Japan Index Fund ETF	464286848	660	67700 SH	Sole	67700	
iShares MSCI Malaysia (Free) I ETF	464286830	47	3100 SH	Sole	3100	
iShares MSCI Pac Ex-Japan Inde ETF	464286665	31	660 SH	Sole	660	
iShares MSCI Singapore (Free) ETF	464286673	43	3125 SH	Sole	3125	
iShares MSCI South Korea Index ETF	464286772	89	1400 SH	Sole	1400	
iShares MSCI Taiwan Index ETF	464286731	38	2800 SH	Sole	2800	
iShares Nasdaq Biotechnology I ETF	464287556	486	3540 SH	Sole	3540	
iShares Russell 1000 Growth ETF	464287614	378	5770 SH	Sole	5770	
iShares Russell 1000 Index Fun ETF	464287622	262	3310 SH	Sole	3310	
iShares Russell 1000 Value Ind ETF	464287598	87	1200 SH	Sole	1200	
iShares Russell 2000 Index Fun ETF	464287655	545	6465 SH	Sole	6465	
iShares Russell 2000 Value Ind ETF	464287630	275	3645 SH	Sole	3645	
iShares Russell 3000 Index ETF	464287689	25	300 SH	Sole	300	
iShares Russell Midcap Grwth ETF	464287481	158	2520 SH	Sole	2520	
iShares Russell Midcap Index ETF	464287499	156	1380 SH	Sole	1380	
iShares S&P Gbl Energy Sector ETF	464287341	46	1200 SH	Sole	1200	
iShares S&P Global Clean Energ ETF	464288224	2	250 SH	Sole	250	
iShares S&P Global Index Fund ETF	464287572	26	400 SH	Sole	400	
iShares S&P Global Info Tech S ETF	464287291	40	600 SH	Sole	600	
iShares S&P Global Materials ETF	464288695	60	965 SH	Sole	965	
iShares S&P India Nifty 50 Ind ETF	464289529	45	1800 SH	Sole	1800	
iShares S&P Latin Amer 40 Inde ETF	464287390	39	900 SH	Sole	900	
JF China Region Fund Inc ETF	46614T107	28	2000 SH	Sole	2000	
John Hancock Financial Oppty F ETF	409735206	7	425 SH	Sole	425	
Market Vectors Nuclear Energy ETF	57060U704	6	400 SH	Sole	400	
Market Vectors Vietnam ETF ETF	57060U761	4	200 SH	Sole	200	
Materials Select Sector SPDR ETF	81369Y100	303	8080 SH	Sole	8080	
Morgan Stanley Emerging Mkts F ETF	61744G107	29	1900 SH	Sole	1900	
Morgan Stanley India Investmen ETF	61745C105	76	4088 SH	Sole	4088	
New Germany Fund Inc. ETF	644465106	49	3154 SH	Sole	3154	
Powershares Dynamic Biotech & ETF	73935X856	23	1000 SH	Sole	1000	
PowerShares QQQ Trust ETF	73935A104	78	1200 SH	Sole	1200	
PowerShares Water Resources ETF	73935X575	56	2700 SH	Sole	2700	
Royce Value Tr Inc. ETF	780910105	220	16363 SH	Sole	16363	
Schwab International Equity ET ETF	808524805	98	3600 SH	Sole	3600	
Schwab U.S. Dividend Equity ET ETF	808524797	7	230 SH	Sole	230	
Schwab U.S. Large-Cap ETF ETF	808524201	12	350 SH	Sole	350	
Schwab US Broad Market ETF ETF	808524102	458	13300 SH	Sole	13300	
Schwab US Mid-Cap ETF ETF	808524508	43	1550 SH	Sole	1550	
SPDR Dow Jones Industrial Avrg ETF	78467X109	89	680 SH	Sole	680	
SPDR Metals & Mining ETF ETF	78464A755	106	2345 SH	Sole	1970	375
SPDR S&P 500 ETF Trust ETF	78462F103	2903	20385 SH	Sole	20135	250
SPDR S&P Biotech ETF ETF	78464A870	241	2740 SH	Sole	2740	
SPDR S&P Emerging Latin Americ ETF	78463X707	165	2225 SH	Sole	2225	
SPDR S&P MidCap 400 ETF Trust ETF	78467Y107	4596	24747 SH	Sole	24747	
Swiss Helvetia Fd Inc. ETF	870875101	324	28695 SH	Sole	28695	
Templeton Dragon Fund Inc. ETF	88018T101	979	34410 SH	Sole	34060	350
US Technology Select SPDR ETF	81369Y803	1007	34919 SH	Sole	34919	
Vanguard Consumer Staples ETF ETF	92204A207	1210	13764 SH	Sole	13764	
Vanguard Dividend Appreciation ETF	921908844	9	150 SH	Sole	150	
Vanguard Extended Market VIPER ETF	922908652	1777	29375 SH	Sole	29375	
Vanguard FTSE All-World Ex-US ETF	922042775	14985	327550 SH	Sole	327550	
Vanguard Global ex-US Real Est ETF	922042676	110	2000 SH	Sole	2000	
Vanguard Growth VIPERS ETF	922908736	142	1995 SH	Sole	1995	
Vanguard High Dividend Yield E ETF	921946406	26	530 SH	Sole	500	30
Vanguard Industrials ETF ETF	92204A603	854	11990 SH	Sole	11990	
Vanguard Information Technolog ETF	92204A702	107	1545 SH	Sole	1545	
Vanguard Large-Cap VIPERS ETF	922908637	33	500 SH	Sole	500	
Vanguard MSCI EAFE ETF ETF	921943858	2365	67140 SH	Sole	65540	1600
Vanguard MSCI Emerging Markets ETF	922042858	13673	307061 SH	Sole	306921	140
Vanguard MSCI Europe ETF ETF	922042874	9	180 SH	Sole	180	
Vanguard MSCI Pacific ETF ETF	922042866	16	300 SH	Sole	300	
Vanguard REIT Index ETF ETF	922908553	16	240 SH	Sole	240	
Vanguard S&P Mid-Cap 400 Index ETF	921932885	534	7845 SH	Sole	7845	
Vanguard Small-Cap VIPERS ETF	922908751	173	2140 SH	Sole	2140	
Vanguard Total Stock Market VI ETF	922908769	4380	59775 SH	Sole	59775	
Vanguard Total World Stock Ind ETF	922042742	426	8625 SH	Sole	8625	
Vanguard Utilities ETF ETF	92204A876	292	3882 SH	Sole	3882	
Wisdomtree Asia Pacific Ex Jap ETF	97717W828	211	3050 SH	Sole	3050	
Wisdomtree Emerging Mkt High Y ETF	97717W315	498	8700 SH	Sole	8700	
Wisdomtree Large Cap Div Exch ETF	97717W307	596	11115 SH	Sole	11115	
Wisdomtree Low P/E Fund ETF	97717W547	18	400 SH	Sole	400	
American International Group W WT	026874156	0	2 SH	Sole	2	
General Motors CL A Warrants WT	37045V118	4	181 SH	Sole	181	
General Motors CL B Warrants WT	37045V126	2	181 SH	Sole	181	
Kinder Morgan Warrants WT	49456B119	0	128 SH	Sole	128	
Boardwalk Pipeline Partners LP LTD	096627104	349	14000 SH	Sole	14000	
Enbridge Energy Partners LP LTD	29250R106	260	9310 SH	Sole	9310	
Enterprise Prods Partners L P LTD	293792107	151	3024 SH	Sole	3024	
Legacy Reserves LP LTD	524707304	16	681 SH	Sole	681	
Magellan Midstream Partners LP LTD	559080106	927	21474 SH	Sole	21474	
PVR Partners LP LTD	693665101	5	200 SH	Sole	200	

Williams Partners LP	LTD	96950F104	19	398 SH	Sole	398	
Aberdeen Asia-Pacific Income F	ETF	003009107	19	2500 SH	Sole	2500	
Advent Claymore Convntl Secs & ETF		00764C109	6	375 SH	Sole	375	
BlackRock Corporate High Yield	ETF	09255M104	684	90400 SH	Sole	90400	
BlackRock Credit Allocation In	ETF	092508100	21	1519 SH	Sole	1519	
Blackrock High Income Shs	ETF	09250E107	17	7333 SH	Sole	7333	
Blackrock Income Opportunity T	ETF	092475102	1998	176167 SH	Sole	176167	
Blackrock Munivest Fund	ETF	09253R105	71	6454 SH	Sole	6454	
Blackrock Munivest Fund II	ETF	09253T101	31	1751 SH	Sole	1751	
Blackrock Muniyield Quality Fd	ETF	09254E103	66	4330 SH	Sole	4330	
Blackrock Quality Municipal Tr	ETF	09247D105	28	1700 SH	Sole	1700	
Blackrock Strategic Bond	ETF	09249G106	36	2500 SH	Sole	2500	
Calamos Convertible & High Inc	ETF	12811P108	1309	107710 SH	Sole	106060	1650
Cohen & Steers REIT PFD	ETF	19247X100	2884	169751 SH	Sole	168096	1655
Delaware Inv Co	ETF	246101109	76	5000 SH	Sole	5000	
DNP Select Income Fund	ETF	23325P104	5	500 SH	Sole	500	
DTF Tax -Free Income Inc	ETF	23334J107	34	2000 SH	Sole	2000	
Duff & Phelps Util Corp Bd Tr	ETF	26432K108	54	4400 SH	Sole	4400	
Eaton Vance Ohio Municipal Inc	ETF	27826G109	8	500 SH	Sole	500	
Invesco High Income Trust II	ETF	46131F101	29	1679 SH	Sole	1679	
Invesco Municipal Trust	ETF	46131J103	60	4191 SH	Sole	4191	
iShares Barclays 1-3 Year Cred	ETF	464288646	7471	70833 SH	Sole	70248	585
iShares Barclays 1-3 Year Trea	ETF	464287457	39	462 SH	Sole	462	
iShares Barclays 20+ Year Trea	ETF	464287432	12	100 SH	Sole	100	
iShares Barclays 3-7 Year Trea	ETF	464288661	3	25 SH	Sole	25	
iShares Barclays Agency Bond F	ETF	464288166	121	1065 SH	Sole	1000	65
iShares Barclays Int Credit Bo	ETF	464288638	5398	48506 SH	Sole	47501	1005
iShares Barclays Int Govt/Cred	ETF	464288612	320	2850 SH	Sole	2850	
iShares Barclays MBS Bond Fund	ETF	464288588	1252	11591 SH	Sole	10996	595
iShares Barclays Short Treasur	ETF	464288679	14	123 SH	Sole	123	
iShares Barclays TIPS Bond	ETF	464287176	1985	16347 SH	Sole	16247	100
iShares Core Total U.S. Bond M	ETF	464287226	53	479 SH	Sole	479	
iShares iBoxx \$ Investment Gra	ETF	464287242	29	243 SH	Sole	243	
iShares iBoxx High Yield Corp	ETF	464288513	2626	28130 SH	Sole	27560	570
iShares JPMorgan USD Emerg Mar	ETF	464288281	63	515 SH	Sole	515	
iShares S&P US Preferred Stock	ETF	464288687	3590	90617 SH	Sole	89517	1100
MFS Charter Income Trust	ETF	552727109	28	2750 SH	Sole	2750	
MFS Intermediate Income Tr	ETF	55273C107	28	4325 SH	Sole	4325	
MFS Multimarket Income Trust	ETF	552737108	22	3050 SH	Sole	3050	
Neuberger Berman Intermediate	ETF	64124P101	1267	78293 SH	Sole	78293	
Nuveen Dividend Advantage Muni	ETF	67066V101	9	600 SH	Sole	600	
Nuveen GA Div Advantage Muni 2	ETF	67072B107	12	820 SH	Sole	820	
Nuveen Mun Adv	ETF	67062H106	17	1133 SH	Sole	1133	
Nuveen Muni Opportunity Fund	ETF	670984103	102	6652 SH	Sole	6652	
Nuveen Oh Div Adv Mun	ETF	67070C107	146	8950 SH	Sole	8950	
Nuveen Ohio Qty Inc	ETF	670980101	664	34865 SH	Sole	33665	1200
Nuveen PA Invt Qty	ETF	670972108	16	1000 SH	Sole	1000	
Nuveen Performance Plus	ETF	67062P108	71	4400 SH	Sole	4400	
Nuveen Premium Income Muni II	ETF	67063W102	20	1314 SH	Sole	1314	
Nuveen Quality Pfd Income Fund	ETF	67071S101	24	2743 SH	Sole	2743	
Nuveen Quality Preferred Incom	ETF	67072C105	26	2753 SH	Sole	2753	
PIMCO Corporate & Income Opp F	ETF	72201B101	17	869 SH	Sole	869	
PIMCO Total Return ETF	ETF	72201R775	21	190 SH	Sole	190	
Pioneer High Income Tr	ETF	72369H106	16	1000 SH	Sole	1000	
PowerShares Emerging Mkts Sove	ETF	73936T573	4	123 SH	Sole	123	
PowerShares VRDO Tax-Free Week	ETF	73936T433	419	16760 SH	Sole	16760	
Putnam High Income Sec	ETF	746779107	1184	148925 SH	Sole	146675	2250
Putnam Premier Income	ETF	746853100	3667	671668 SH	Sole	662552	9116
Schwab U.S. Aggregate Bond	ETF	808524839	86	1650 SH	Sole	1650	
SPDR Barclays Capital High Yie	ETF	78464A417	12	307 SH	Sole	307	
SPDR Barclays Cptl Intrmdt Ter	ETF	78464A672	17	285 SH	Sole	285	
SPDR Series Tr Brclys	ETF	78464A359	38	950 SH	Sole	950	
SPDR Series Tr ETF	ETF	78464A490	64	1000 SH	Sole	1000	
Templeton Emerg Mkts Income	ETF	880192109	293	16955 SH	Sole	16955	
Templeton Global Income Fund	ETF	880198106	108	11400 SH	Sole	11400	
Vanguard Interm Term Corp Bd I	ETF	92206C870	381	4350 SH	Sole	4350	
Vanguard Intermediate-term B	ETF	921937819	18	200 SH	Sole	200	
Vanguard Short-Term Bond	ETF	921937827	1196	14764 SH	Sole	14764	
Vanguard Short-Term Corp Bond	ETF	92206C409	575	7160 SH	Sole	7160	
Vanguard Total Bond Market	ETF	921937835	1235	14703 SH	Sole	14703	
Western Asset Claymore Infl Li	ETF	95766R104	19	1463 SH	Sole	1463	
Western Asset Global Partners	ETF	95766G108	63	5000 SH	Sole	5000	
Western Asset Managed High Inc	ETF	95766L107	19	3100 SH	Sole	3100	
Western Asset Premier Bd	ETF	957664105	39	2500 SH	Sole	2500	
Western Asset Worldwide Income	ETF	957668106	53	3500 SH	Sole	3500	
WisdomTree Asia Local Debt	ETF	97717X842	137	2600 SH	Sole	2600	

</TABLE>