GETZ & ASSOCIATES
INCORPORATED

ANNUAL REPORT
AND PROXY STATEMENT

1999

Notice to the Shareholders of

Getz & Associates, Incorporated

of the

Fifth Annual Meeting of Shareholders

to be held at 3:30 o'clock PM on Tuesday, January 25, 2000,
in the Large Conference Room of the OSAS Office
Kansas State Student Union, Kansas State University
Manhattan, Kansas 66506

Dear Shareholder,

You are hereby cordially invited to attend the Annual Meeting of Shareholders of Getz & Associates, Incorporated, to be held in the Large Conference Room of the OSAS Office, Kansas State Student Union, Kansas State University, Manhattan, Kansas 66506, and to begin at 3:30 o'clock PM on Tuesday, January 25, 2000. The purpose of the meeting is to review the Corporation's performance over the past year, elect a Director to the Board of Directors of the Corporation, and to address any other business that may be properly brought before the meeting. The Corporation strongly encourages your attendance and participation at the meeting.

All Shareholders on record as of December 10, 1999, are eligible to cast a vote at the Annual Meeting of Shareholders. Please find enclosed a blue proxy postcard representing your power to vote in absence on the issue before the meeting, the election of a Director to the Board of Directors of the Corporation. Even if you plan to attend the meeting, please vote, sign, date, and return your proxy postcard to an officer of the Corporation by hand or by mail as soon as possible. If you plan to attend the meeting, please remember that you have the right to change your vote at any time prior to the announcement of the voting results. A specific request will be made at the meeting before results are announced to account for any such changes.

Also please note that a space has been provided at the bottom of your proxy postcard to indicate your choice of a recipient for your portion of the Corporation's charitable contributions for the year 2000. See the section labeled **"Charitable Contributions Plan**," following, for additional information. Remember to write your selected charity in this space so that the Corporation may accurately make contributions to these organizations.

We look forward to seeing you at the Annual Meeting of Shareholders and discussing with you the activities of the Corporation over the past year. Again, please remember to return your proxy postcard.

Most Sincerely,

Carlton A. Getz, Secretary
Getz & Associates, Incorporated

CHARITABLE CONTRIBUTIONS PLAN

During 1999, the Corporation adopted a Charitable Contributions Plan which, among other things, allows Shareholders of the Corporation to designate the recipient of their portion of the Corporation's charitable contributions for the next fiscal year. Each Shareholder's funds available for contribution is determined as a function of the number of shares of the Common Stock held by the Shareholder. For the 2000 fiscal year, this

amount is $0.02 per share of the Common Stock. For example, a Shareholder who holds 50 shares of the Corporation's Common Stock is eligible to designate the recipient of $1.00 of the Corporation's total charitable contributions for 2000. Based on the number of shares issued and outstanding as of December 10, 1999, total charitable contributions for 2000 will be $62.19.

Each Shareholder is asked to indicate on the bottom of the blue proxy postcard one of the organizations listed below to which one's contribution should go:

American Red Cross
American Cancer Society
Salvation Army
Smithsonian Institution

FIFTH ANNUAL MEETING OF SHAREHOLDERS
PROXY STATEMENT

There is only one issue before the Shareholders of the Corporation to be voted upon at the Annual Meeting of Shareholders. The Corporation has not been notified or otherwise informed of the intention of any Shareholder to bring before the meeting an alternate proposal or any other proposal for a vote of the Shareholders, although Shareholders may do so at their discretion in the proper manner. Please remember to vote, sign, date, and return your proxy postcard.

Item 1) The Bylaws of the Corporation provide for the election of a Director at every Annual Meeting of Shareholders, to serve a term on the Board of Directors to last from the Annual Meeting at which such Director shall be elected until the election of a new Director at the Annual Meeting immediately following. The Board of Directors of the Corporation is responsible for overseeing the general operations of the Corporation, establishing corporate policy, considering resolutions for carrying out corporate business, selecting the executive staff, and performing other duties beyond the daily management of the Corporation's affairs.

Only one individual has been nominated for the position of Director of the Corporation. Mr. Carlton A. Getz currently serves as the President, Secretary, and Director of the Corporation, and has done so since the Corporation was founded in 1995. Mr. Getz is not compensated for any of his duties in accordance with the Bylaws of the Corporation. Additionally, Mr. Getz is a Shareholder of the Corporation and holds a total of 1,400 shares of the Corporation's issued and outstanding common stock. Mr. Getz has certain contractual agreements with the Corporation concerning loan provisions and has also notified the Corporation that certain investments held by the Corporation are in public companies in which Mr. Getz also holds shares on a personal basis. Questions regarding these activities or other information may be asked at the Annual Meeting of Shareholders or directed to the Corporation.

The Board of Directors of the Corporation recommends a vote FOR item one.

The Board of Directors
Getz & Associates, Incorporated

PROXY STATEMENT DISCLOSURES

SHARE OWNERSHIP OF CORPORATE OFFICERS

As of December 10, 1999, the Corporation had four executive officers, listed below. The following disclosure is presented in accordance with the format prescribed by the Securities and Exchange Commission.

Name and Position	Shares of the Common Stock Held	Percent of Outstanding Shares
Carlton A. Getz President, Secretary,	1,400	45.02%

& Director		
Martin E. Kofsky Vice President	19.4896	*
Martin F. Ohmes Director of G&A Internet Resources	11.7820	*
Brian M. Glick Director of Auction Sales	- 0 -	0.00%
Total All Officers and Directors:	**1,431.2716**	**46.03%**

Notes:
* - Less than 1% of the total issued and outstanding shares of the Common Stock.

INCENTIVE STOCK OPTION PLAN

As of December 10, 1999, the Corporation had awarded options covering the purchase of four shares of the Corporation's Common Stock under the Corporation's Incentive Stock Option Plan, adopted by the Shareholders at a special meeting held in July of 1999. The number of shares covered by such options as of December 10, 1999, are presented below in a format prescribed by the Securities and Exchange Commission.

Recipient	**Shares Covered by Options**	**Expiration Date**	**Exercise Price**	**Fair Value At Expiration At Assumed Annual Growth Of**	
				5%	**10%**
Brain M. Glick	4	Sept. 10, 2009	$13.42	$24.76	$76.63

The Corporation accounts for the dilutive effects of outstanding stock options by adjusting the reported earnings per share in accordance with the book value method. In order to calculate the diluted earnings per share, the Corporation adds the number of dilutive shares of the Common Stock represented by outstanding stock options to the number of issued and outstanding shares of the Common Stock and subtracts the number of shares of the Common Stock which the Corporation would be able to acquire with the proceeds from the exercise of dilutive stock options. Dilutive stock options are those with an exercise price less than the net asset value per share. As of December 10, 1999, none of the incentive stock options issued by the Corporation were dilutive.

Annual Report to the Shareholders of

Getz & Associates, Incorporated

and the Results of the Fourth Quarter of the Corporation's Fiscal Year

12738 Saddlemaker Court
Maryland Heights, Missouri 63043-2834

INTRODUCTION

The 1999 Annual Report to the Shareholders of Getz & Associates, Incorporated, is intended to inform you of the progress of the Corporation over the past year. The report is organized to present the Corporation's activities and future perspective in a clear and concise manner. Please understand, however, that the Corporation cannot predict the future and forward-looking statements are made with the understanding that influences beyond the Corporation's control may change, either in favor or against the interests of the Corporation. Forward-looking comments are not guarantees but instead provide a perspective of management's view of how possible events may affect the Corporation's progress.

The first section of the report consists of a written description of the Corporation's 1999 fiscal year, including a general overview of the Corporation's activities followed by detailed information on the Corporation's investments and retail operations. Following the written description, you will find numerical information on the Corporation's finances and notes to these statements detailing important aspects the numerical presentations do not fully reflect.

The Corporation always appreciates feedback. Should you have any questions on information in this report or about activities not fully described or addressed herein, please direct those inquiries to the Corporation. Additionally, if you would like to see additional information of a specific nature in future reports, these comments would be appreciated so that we may do everything possible to inform you of our business and objectives.

OVERVIEW OF 1999

Financial markets remained erratic during 1999. Indices posted a strong rally at the beginning of the year, a precipitous fall in April followed by a rapid recovery in May, and thereafter literal stagnation. The rise towards the end of the year, especially in the NASDAQ, was driven by a narrow range of stocks, mostly technology securities which were already highly valued. The narrow market helped lead the Corporation to a loss of 4.1% on investments held for the entire year. Good performance from new investments and profitable retail sales, however, pushed the net asset value per share at December 10, 1999, to $12.04, a $0.20 gain from $11.84 at December 10, 1998, a 1.7% annual return.

The Corporation's investment philosophy remained intact in 1999. Early in the year, the Corporation purchased 200 shares of K-Swiss Corporation, a manufacturer of brand-name tennis and casual shoes. K-Swiss' strategy of maintaining tight control over the market of its products permits an unusually profitable position in a highly competitive industry. United Capital Corporation, of whose common stock the Corporation purchased 200 shares, manufactures automotive and electrical equipment and invests in commercial real estate. Despite weakness in manufacturing markets, the company has used profits from these businesses to expand its commercial holdings, building revenues and profits through the higher margins on leasable real estate. In late 1999, the Corporation also acquired 200 shares of Dillard's Department Stores, Incorporated, as well as 150 shares of Dillard's Capital Trust I, which holds debt issued by Dillard's. Dillard's 1998 acquisition of Mercantile Stores, Incorporated, has depressed the company's shares as earnings suffered from liquidation of discontinued products acquired through the Mercantile acquisition as well as a decline and slower-than-expected recovery in customer traffic through acquired stores. Dillard's, however, is working to reverse these trends as liquidation of discontinued products is completed and the acquired stores are converted into stores carrying the Dillard's name.

In addition to purchases, the Corporation sold three of its investments during 1999. Greyhound Lines, Incorporated, was sold through an acquisition of the company and the Corporation's shares of Atmos Energy Corporation and the Templeton World Fund were sold in late 1999 since these investments no longer fulfilled the Corporation's objectives.

Retail revenues exceeded the Corporation's goal for the second straight year, finishing at $6,163.17, well

above our $5,000 objective. Although revenues and profitability fell from 1998 to 1999, these circumstances reflected a return to normal conditions after an unusually large number of wholesale orders in 1998. Towards the end of 1999, the Corporation also inaugurated its new retail web site, linked to the Corporation's web site which itself moved to a web domain wholly owned by the Corporation. Despite having been available to customers for less than a month, the new site has already shown promising results. Consequently, the Corporation remains confident in the retail unit's future and will continue building the company's strength and position in the scripophily market.

The Corporation also continued to grow from without. In 1999, the Corporation sold 728 new shares of the Common Stock, well above the 500 share objective. The sale of these shares brought in nearly $10,000 in new investment capital, the Corporation's primary fuel for growth. Combined with retail income and partially offset by results from investments, this pushed the Corporation's assets up 34.7% to finish the year at $38,338.78.

The Corporation also placed into effect several new initiatives. The Incentive Stock Option Plan, approved by the Shareholders in July, provides the Corporation with flexibility in rewarding officers for their efforts in building our Corporation. The Plan has already proven especially important in giving a direct financial interest to those involved in the Corporation's daily operations as well as shifting some retail responsibilities away from the President so that more time may be spent concentrating on investments. In addition, the Board of Directors approved in March a Charitable Contributions Plan which formalizes the Corporation's past charitable activities and provides the Shareholders with more direct control over the direction of its contributions. The plan allows Shareholders to select the organizations to which their contributions go on an annual basis and sets a specific amount per share of the Common Stock which the Corporation will contribute in any given year.

Going forward, the Corporation remains confident with a touch of warning in its words. After three years of very strong growth, 1999 has tested our resolve in an increasingly volatile and skittish market. The Corporation remains committed to its investments and, more importantly, its investment philosophy despite short-term disappointments. I encourage you to remember that your own continuing confidence coupled with the Corporation's determination forms the seeds from which our Corporation's success will grow.

Sincerely,

Carlton A. Getz, President
Getz & Associates, Incorporated

QUARTERLY AND ANNUAL RESULTS

For the fourth quarter of 1999, the Corporation recorded a profit before extraordinary items of $207.52, or $0.067 per share, on revenues of $577.18 and expenses of $369.66. Revenues were primarily derived from retail operations, interest income, and dividend income (75.7%, 13.1%, and 9.8%, respectively). Expenses were composed of costs associated with retail sales (89.2%) with general operating expenses making up the balance. Profits were aided by the retail unit's quarterly profit margin of 24.5%, which exceeded the Corporation's goal of 20%. During the fourth quarter, the Corporation realized an extraordinary gain of $63.80 on the sale of its investments in Atmos Energy Corporation and the Templeton World Fund. Including this gain, net income for the quarter was $271.32, or $0.087 per share.

Interest income rose as the sale of new shares of the Common Stock and retail profits added to the Corporation's cash holdings. Dividend income fell due to lower dividends paid by the Templeton World Fund and the Corporation's sale of dividend-bearing shares of Atmos Energy Corporation. Meanwhile, retail sales fell slightly from the third quarter as the Corporation concentrated efforts on building and introducing the retail unit's new web site, **http://www.getzassoc.com/wwscompany**. The Corporation also received a partial refund on its 1998 Missouri State income taxes, which was classified as other income. General corporate expenses remained low as fewer costs were incurred for reporting and management of the Corporation's affairs.

For the year ended December 10, 1999, the Corporation recorded profits before extraordinary items of $771.64, or $0.248 per share of the Common Stock, on revenues of $6,639.91 and expenses of $5,868.27. Revenues were primarily derived from the Corporation's World Wide Stamp Company unit (92.8%) while dividend and interest income composed most of the balance (3.6% and 3.4%, respectively). Expenses were also concentrated in costs associated with the retail unit (88.9%) while state and federal taxes and operating expenses, at 5.1% and 4.3% respectively, composed most of the balance.

Interest income rose year over year due to a higher average cash balance maintained by the Corporation. Dividend income also rose slightly from 1998 due to higher dividend rates on existing investments and reinvestment of dividends in additional shares of dividend-bearing stock. Retail sales fell from 1998 to 1999 in part due to a shift away from large wholesale orders to smaller orders from customers which the Corporation considers "end-users", customers who do not purchase certificates for resale. Several items made up the Corporation's other income, including a customer's refusal of a refund, cancellation of a refund due to the customer's failure to cash the refund check within one year of issuance, receipt of a partial refund of the Corporation's 1998 Missouri State income taxes, and reimbursement for expenses associated with returned inventory. Fee expense for the year rose due to a change in the method of registering security sales in the State of Illinois. This fee is expected to be a non-recurring expense except in those years when substantial sales of shares are made to Illinois residents. Retail expenses rose from 1998 to 1999 despite lower retail revenues since the smaller individual orders which characterized 1999 sales are less profitable per dollar of revenue than the large wholesale orders which characterized 1998. Operating expenses, including postage and supplies, generally rose with the growth of the Corporation.

Over the course of the year, several extraordinary items affected annual results. The Corporation recorded an extraordinary gain of $402.50 on the sale of its investment in Greyhound Lines, Incorporated, in the second quarter and a gain of $63.80 on the sale of its investments in the Templeton World Fund and Atmos Energy Corporation in the fourth quarter. Offsetting these gains were two extraordinary charges, one of $200.00 in the second quarter and a second of $956.22 in the third quarter. These charges did not involve the actual expenditure of cash by the Corporation, but rather the addition of a liability to the Corporation's balance sheet. The liability represents a deferred tax liability equal to the income taxes on capital gains for which the Corporation would be liable if its entire investment portfolio were sold en masse. This accounting change negatively impacted the immediate net asset value per share of the Common Stock and reduced 1999 earnings, yet recognized an unavoidable liability which had previously only been accounted for in a note to the financial statements. As a result, future share purchases by current and new shareholders will be completed at a price per share which better reflects the actual net asset value of the Corporation. Including extraordinary items, the Corporation recorded net income of $81.72 for the year, or $0.026 per share of the Common Stock.

The Corporation's assets finished 1999 at $38,338.78, a 34.7% increase from $28,449.81 at the end of 1998. Growth in the Corporation's assets was driven by the sale of additional shares of the Common Stock and income generated by investment and retail operations. Investments remained the largest portion of the Corporation's assets at $30,867.22 (80.5%) while cash balances also rose, finishing at $7,100.81 (18.5%). Although the Corporation maintained a higher cash balance for the year, the percentage of total assets represented by cash shrunk while assets represented by investments grew from 1998 to 1999. By contrast, retail assets, the core of the retail unit which generates our most free cash flow, fell to 0.7% of assets at year end, once again illustrating the Corporation's ability to derive great benefits from a very small unit investment. Total liabilities stood at $870.86 at December 10, 1999, up from $253.44 at the end of the previous year. Liabilities rose due to the addition of the deferred tax liability to the balance sheet. Accounts payable -- debts with repayment terms of less than one year -- rose slightly from $200.08 to $201.43 while long-term liabilities fell from $53.36 to $31.34. The Corporation expects to complete payments on its long-term debt in 2000.

As of December 10, 1999, the Corporation had 3,109.4773 shares of the Common Stock issued and outstanding to 25 Shareholders in Missouri, Illinois, Kansas, and Ohio. The Corporation also had four stock options outstanding, each covering one share of the Common Stock. As of the close of the year, the exercise price of these options exceeded the purchase price per share of the Common Stock and are recorded as anti-dilutive.

DISCUSSION OF RESULTS

GENERAL ACTIVITIES

The Corporation took action to reduce operating expenses for 1999 and beyond. After the 1998 merger of Magna Bank, N.A., with Union Planters Bank, N.A., the terms of the Corporation's checking account changed such that the Corporation would have been charged $96.00 annually for banking services. Previous to the merger, the Corporation's account provided that banking fees could be avoided if a minimum balance of $1,000 was maintained. In order to avoid the new charges, the Corporation reviewed the commercial banking options in the Saint Louis area and transferred its account to St. John's Bank and Trust Company. The Corporation's new commercial checking account does not charge a monthly fee provided the Corporation maintains a minimum balance of $100.00. However, the Corporation is charged a per check fee of $0.20 for each item paid from the Corporation's account. More than balancing this expense is the lower minimum balance, which allows the Corporation to invest the

difference in interest bearing investments. As a result, the income generated from the additional free cash more than exceeds the total cost of banking fees.

The Corporation also transferred its brokerage account from Commerce Brokerage Services, Incorporated, at TD Waterhouse Securities, Incorporated. Although the Corporation earns a slightly lower rate of interest on the cash held in the account with TD Waterhouse versus Commerce, the commission charge per trade is substantially lower with TD Waterhouse than with Commerce. As a result, the commission savings the Corporation experiences with a single trade executed through TD Waterhouse rather than Commerce more than exceeds the lost interest income on an annual basis.

INVESTMENT STRATEGY & CORPORATE INVESTMENT HOLDINGS

At the close of the year, the Corporation held investments in twelve different organizations, including common stock shares of 11 companies, preferred capital debt shares of one company, and shares of a high-yield corporate bond mutual fund. The Corporation's investments are involved in such varied businesses as aviation, retailing, home-building, electric power distribution, restaurants, manufacturing, banking, and real estate. Investments held for the entire year yielded a loss of 4.1%, primarily due to operational weakness at CBRL Group, Incorporated, and rising interest rates which pressured shares of homebuilders and bank holding companies.

Going forward, the likelihood of higher interest rates will probably impact the Corporation's investments, certainly in the short-term as banking shares and home-building shares are further pressured by lower revenues and earnings. However, the Corporation believes that its investment in Pulte Corporation, the nation's largest homebuilder, remains a strong long-term commitment and that Pulte's strength will allow the company to continue building on past years' successes.

The Corporation maintains at its corporate headquarters financial records on all companies in which it holds investments. These records include annual reports, quarterly reports, dividend payment information, proxy statements, and other documentation. Shareholders are invited to review this information at any time in order to familiarize themselves with the Corporation's investments. In addition, the Corporation maintains information on investments which it has investigated or is currently investigating, although this information may not be as complete as for companies in which the Corporation holds investments. For companies in which the Corporation has held investments but has sold those investments, the Corporation disposes of all financial information at the end of the year in which the investment was sold, with the exception of the most recent annual report which is held for the duration of the year following. Financial records such as dividend payment statements and capital gains distributions are held indefinitely.

Since the Corporation's primary concentration is investments in securities, and the results of the Corporation over any period of time are primarily determined by the results of these investments, the Corporation considers it important that Shareholders be familiar with these investments. Following are brief descriptions of each of the Corporation's investments with comments on recent circumstances and the Corporation's general perspective on each.

CMP Group, Incorporated - (NYSE: CTP; WSJ: "CMP Gp") - CMP Group, Incorporated, is the holding company for Central Maine Power Company, the largest electric power distribution company in Maine. CMP Group also holds interests in related businesses, including natural gas distribution in its service territory, resource use management services for industrial and commercial customers, and telecommunications projects. During 1999, the company won its lawsuit against FPL Group, who contested its agreement to purchase the generating assets of Central Maine Power for $846 million due to changes in the regulatory environment. The proceeds of the sale were distributed to customers in the company's service territory through rate reductions and used to repay a portion of the company's debt. In September, the company agreed to and its shareholders approved an acquisition of the company by Energy East Corporation for $29.50 per share. Although the transaction is subject to a number of government approvals, the Corporation expects the acquisition to be completed in the middle of the year 2000.

Comair Holdings, Incorporated - (NASDAQ: COMR; WSJ: "Comair") - Comair Holdings, the holding company for Comair, the largest regional airline in the United States, continued to turn in strong growth throughout the year. Comair operates as a "Delta Connection" carrier, linking cities with Delta's hub in Cincinnati as well as at other locations through a sales agreements with Delta Air Lines which expired in October of 1999. Comair also has substantial independent operations serving other major markets. Comair continued to expand throughout 1999, adding regional jets to its fleet. In November, Delta Air Lines, Incorporated, initiated a tender offer for shares of Comair Holdings at $23.50 per share, with the intent of gaining voting control of the company and effecting a

merger at a later date. In the tender offer, Delta Air Lines acquired roughly 92% of the outstanding shares of Comair Holdings. The Corporation expects its shares of Comair to be converted into cash through the merger, likely to be competed in the first half of 2000.

CBRL Group, Incorporated - (NASDAQ: CBRL; WSJ: "CBRL Gp") - Formerly Cracker Barrel Old Country Stores, CBRL Group, Incorporated, was organized in early 1999 to serve as the holding company for the Cracker Barrel Old Country Stores chain as well as other dining concepts, including the much smaller Logan's Roadhouse chain and Carmine's, an Italian gourmet food concept. Over the past year, earnings have fallen due to rising costs, especially rising compensation expenses caused by a growing economy that has reduced the number of available workers and increased employee turnover. Additionally, after several years of rising same-store sales, revenues began to slip at many existing Cracker Barrel Old Country Stores, further hurting margins. In response to these events, several executives left the company and management has scaled back expansion plans to conserve cash and concentrate on rebuilding the sales base of existing stores. However, the Corporation is skeptical of the potential for success of the company's current plans. Balancing this concern is the continued basic although reduced profitability of the company and the current level at which the shares are traded, below the equity value of the company itself, which has discounted all future earnings. Although the market performance of the shares has gone from last year's "having left something to be desired" to downright miserable, the Corporation intends to hold its shares of CBRL Group while the revised management team executes its plans to an extent that the Corporation can reasonably evaluate their true potential.

Dillard's Capital Trust I Preferred Debt Securities - (NYSE: DDT; WSJ: "DillrdCapTr") - The Corporation purchased 150 preferred debt securities of Dillard's Capital Trust I in the fourth quarter of 1999. Dillard's Capital Trust I is a trust organized by Dillard's Department Stores, Incorporated, for the purpose of purchasing bonded debt of Dillard's with funds raised through the sale of the preferred debt securities. The terms of the bonds issued to the trust, among other provisions, state that each preferred debt security carries a redemption value of $25.00 and pays an annual interest rate of 7.5% of the principle value, which is passed on to the shareholders as a dividend. Aside from the income this investment offers, the Corporation believes the shares have been substantially discounted in part due to Dillard's 1998 acquisition of Mercantile Stores, Incorporated, whose short-term results have not been favorable for Dillard's.

Dillard's Department Stores, Incorporated - (NYSE: DDS; WSJ: "Dillards") - The Corporation purchased 200 shares of the common stock of Dillard's Department Stores, Incorporated, during the fourth quarter of 1999. Combined with the Corporation's investment in Dillard's Capital Trust I, investments associated with Dillard's compose a substantial portion of the Corporation's investment portfolio. Dillard's is one of the largest department store chains in the United States with locations primarily in the Southern and Midwestern U.S. In August of 1998, Dillard's acquired Mercantile Stores, Incorporated, a department store company with holdings operated under several different names. Dillard's sale of inventories acquired with Mercantile yet discontinued by the company has resulted in depressed sales margins over the last several quarters, yielding an equally depressed share value. Despite the immediate challenges facing Dillard's, the Corporation believes that management's experience and the conversion of the acquired stores into Dillard's stores will bring positive results to the company over the long-term.

Franklin AGE High Income Fund - (AGEFX) - The Franklin AGE High Income Fund invests in lower grade, high-yield corporate and government bonds. The Corporation originally purchased its shares of the Franklin AGE High Income Fund to provide a consistent source of cash to fund operations due to the fund's annual yield of approximately 9%. However, as the Corporation has grown, the importance of this income has been rendered insignificant. In addition, the Corporation's expected income from its investment in Dillard's Capital Trust I greatly exceeds the income derived from the fund. As a result, the Corporation expects to sell its shares in the fund in the year 2000.

International Airline Support Group - (AMEX: YLF; WSJ: "IntAirSupGp") - International Airline Support Group supplies of new and used replacement parts for all types of aircraft, leases aircraft and aircraft engines owned by the company, and purchases, refurbishes, and sells entire airliners. While the company's operations have been concentrated in McDonnell Douglas DC-9 and MD-80 series aircraft, the company is working to expand its parts offerings into regional jets as well as series 727, 737, and 747 Boeing aircraft. IASG also began acting as a consignment seller of parts overstock for certain airlines which allows the company to offer a wider

variety of products while minimizing required additions to inventories. Additionally, the company's joint venture which in 1998 completed a sale and lease back transaction for 20 SAS DC-9's has added considerably to the company's profits. Despite a recent stock-options conversion with which the Corporation expressed its concern, the Corporation believes that International Airline Support Group offers a good long-term investment due to its experienced management and consistent profitability.

K-Mart Corporation - (NYSE: KM; WSJ: "Kmart") - K-Mart Corporation is the third largest discount retailer in the United States. K-Mart continued to build on its gains into 1999, reporting both consistent profits and higher sales per square foot of retail space, a common industry benchmark. Early in 1999, the company's chief executive announced a strategy of converting K-Mart from a turnaround company into a growth company, adding new stores and expanding the product offering in current stores. The company has also invested heavily in remodeling older stores. However, late in 1999, K-Mart experienced a setback in its financial plan as the company was forced to take charge of several million dollars in property leases which the company guaranteed in its sale of Builder's Square several years ago. Although K-Mart expects to place a substantial number of the leases with alternate businesses, the company was forced to take a substantial charge for potential losses on the guaranteed leases, the financial impact of which could delay the company's expansion plans by consuming much needed capital. In December of 1999, K-Mart signed an online marketing agreement with Yahoo! and has stated its intent to take its online retail site, BlueLight.com, public within the next two years. Based on expected retail sales increases and the state of the general economy, however, the Corporation believes these setbacks to be temporary and continues to hold its shares of K-Mart as a long-term investment.

K-Swiss Corporation (NASDAQ: KSWS; WSJ: "KSwiss A") - K-Swiss Corporation is a manufacturer of shoes, especially tennis shoes. The company also sells related clothing featuring the company's brand name. The company's retail strategy is based on limiting the availability of its product to resellers. In doing so, the company believes it can control the availability of its product, reducing the incentive to discount its products to reduce inventories, and increasing the overall profit margin that resellers receive on its products, thereby enhancing the reseller's interest in marketing K-Swiss shoes. The company enjoys an unusually strong market brand and K-Swiss' financial position is very good. Few of the company's assets are dedicated to fixed investments such as factories and manufacturing equipment and are instead primarily in cash and securities. K-Swiss also maintains an aggressive stock repurchase program which should allow the company to continue reporting strong earnings growth per share. The Corporation considers K-Swiss an excellent long-term investment.

Optical Cable Corporation (NASDAQ: OCCF; WSJ: "OpticalCbl") - Optical Cable Corporation experienced continued pressure on sales growth throughout 1999 although the company was able to maintain its profit margin of approximately 40%. Optical Cable's management has attributed much of the slowdown in growth over the last two years to the Year 2000 bug as companies have forgone system expansion and concentrated the bulk of their technology budgets on hardware and software upgrades. The Corporation believes that Optical Cable retains a good deal of potential, yet has adopted a wait-and-see attitude to determine whether or not rapid sales growth will indeed return after the year 2000.

Pulte Corporation - (NYSE: PHM; WSJ: "Pulte") - Pulte Corporation is the largest homebuilder in the United States and recorded several strong years as interest rates remained low. The company has continued to invest in new properties while sales of new homes have remained strong and the average price per home has risen. Although higher interest rates are likely in February of 2000, Pulte's strength in market share, reputation, and management experience should help the company remain profitable in the future. The Corporation maintains its investment in Pulte Corporation as a long-term growth investment.

Union Planters Corporation - (NYSE: UPC; WSJ: "UnPlantr") - Union Planters Corporation is a bank holding company for Union Planters Bank, based in Memphis, Tennessee. Union Planters has pursued an aggressive growth-through-acquisition strategy over the last few years, adding several billion dollars in assets to the core bank holding company. Union Planters has since concentrated on working to fully integrate many of the acquisitions as earnings have come under pressure due to higher interest rates and costs associated with the consolidation of a number of the acquisitions. The Corporation currently has its investment in Union Planters Corporation under review for possible sale.

United Capital Corporation - (AMEX: AFP; WSJ: "UtdCapital") - United Capital Corporation, through

various subsidiaries, manufactures automobile parts and electrical transformers and invests in commercial real estate. The company's recent activities have concentrated on building its real estate operations, which have grown over the years as competition and rising manufacturing costs cut into the company's manufacturing businesses. However, in 1999, the company opened a new manufacturing plant in Mexico to reduce manufacturing costs and expand manufactured product lines into new industries. United Capital currently has a relatively large cash reserve ready for investment in commercial properties and spent $4.5 million in 1999 to repurchase roughly 5% of its outstanding common shares in a Dutch auction tender offer. The Corporation believes most of the future growth in United Capital's earnings will be derived from commercial real estate operations and holds United Capital as a long-term investment from this perspective.

RETAIL STRATEGY & RETAIL HOLDINGS

Retail sales for 1999 exceeded the Corporation's objectives although they fell slightly below sales from the previous year. Total retail sales for 1999 were $6,163.17, a 10.3% decline from 1998's total retail revenues of $6,881.21. The retail unit's profit margin also fell year over year, from 38.5% in 1998 to 15.3% in 1999. The fall in profit margins was due to the changing mix of orders from large wholesale orders to smaller individual orders. As a result, net income from retail operations also declined to $945.01, a 64.3% decline from total retail net income before taxes of $2,646.37 in 1998. Wholesale orders, such as those characterizing sales in 1998, tend concentrate on multiple copies of a small number of low-priced certificates. This gives the Corporation two substantial advantages: the ability to acquire large numbers of the same certificates reduces the Corporation's costs per item and the Corporation's margin on certificates sold through wholesale orders are higher than individual certificate sales. In 1999, retail sales tended toward smaller individual orders, with the exception that approximately 40% of 1999 sales were composed on the sale of a single certificate.

Retail sales also grew by geographical area. In 1999, the company sold certificates to customers in 35 U.S. states, including Alaska, and shipped certificates to overseas customers in Germany, the United Kingdom, Indonesia, Canada, the Netherlands, Austria, and Greece. Sales continued to be strong to the most populous U.S. states as well as to states in the Northeast while the southern and northern sections of the country generated few if any sales.

In late 1999, the Corporation opened its new web site, which included substantial offerings for World Wide Stamp Company. The company's online catalog allows the Corporation to maintain a ready and easily updated inventory of certificates immediately accessible to potential customers. In addition, the catalog allows the company to offer sales on certificates and classify certificates according to industry categories for easier reference. Through the online catalog, customers can use the company's shopping cart technology to order certificates, notify the company of their order, and mail payment and a receipt to the Corporation. In doing so, customers generally require less assistance in placing orders and the ease of an immediate point of sale transaction, at least in reserving certificates, adds to the probability that visitors to the site will eventually place orders with the company. The site, which as of December 10, 1999, listed 3,009 individual certificates, makes World Wide Stamp Company the largest scripophilist on the Internet.

However, the addition of easier ordering alone will not maximize potential sales. To take full advantage of an immediate ordering option, the Corporation would have to offer credit card payment through the site, allowing ordering and payment at the same time without the necessity of mailing anything to the Corporation. However, accepting credit card sales can be expensive. Acceptance of credit cards requires substantial setup fees, monthly banking fees, and fees based on the sales of the company, per transaction and as a percentage of each charge transaction. Combined, these expenses could severely impair the profitability of the online site without a substantial increase in retail sales to compensate for these additional expenses. Balancing this concern is the understanding from dealing with past customers that sales would likely increase if the company offered credit card payment. However, the Corporation cannot predict exactly how much sales would benefit. The Corporation intends to invest a portion of its retailing efforts in 2000 in evaluating the potential of credit card sales and its possible effect on retail sales. Regardless, the existing web site has been designed so that, at the company's option, it is ready to accept the addition of credit card sales at any time.

The Corporation also intends to concentrate efforts on building wholesale orders from resellers of our certificates. The Corporation has identified its largest wholesale customers and will market directly to these individuals, offering various benefits that may induce them to direct additional business towards the company. In addition, the Corporation intends to concentrate efforts on selling quantities of certificates to interior design firms, especially firms that specialize in themed environments such as bars, restaurants, and similar stores and shops. While entering this side of the business will likely prove challenging, the potential rewards of even the smallest

success are substantial.

Balance Sheet (Includes Unrealized Gains)
(Year ended December 10, 1996, 1997, 1998, and 1999, respectively.)

Assets				
CASH & ACCOUNTS:	1996	1997	1998	1999
Cash On Hand:	$11.90	$4.01	$75.26	$172.16
Corporate Checking:	$1,023.97	$1,900.43	$1,472.66	$362.42
Cash Reserves:	$2,399.85	$2,402.63	$4,294.33	$6,327.70
Retail Cash & Accounts:	$0.00	$0.00	$608.08	$238.53
Cash Equivalents:	$0.00	$0.00	$0.00	$8.50
Other Cash & Accounts:	$0.00	$357.50	$0.00	$0.00
CASH & ACCOUNTS:	$3,435.72	$4,664.57	$6,450.33	$7,109.31
INVESTMENTS				
Brokerage Account:	$8,785.62	$11,543.12	$19,838.55	$30,404.63
Direct Investments:	$1,320.71	$1,512.04	$1,508.08	$462.59
TOTAL INVESTMENTS:	$10,106.33	$13,055.16	$21,346.63	$30,867.22
OTHER ASSETS				
Cash Equivalent:	$9.60	$13.80	$31.41	$25.99
Retail Division Assets:	$0.00	$44.10	$406.60	$270.26
Pending Retail Sales:	$0.00	$0.00	$114.84	$31.00
Prepaid Expense:	$0.00	$0.00	$0.00	$35.00
Other Assets:	$110.00	$100.00	$100.00	$0.00
TOTAL OTHER ASSETS:	$119.60	$157.90	$652.85	$362.25
Assets:	$13,661.65	$17,877.63	$28,449.81	$38,338.78

Liabilities & Equity				
CURRENT LIABILITIES:				
Accounts Payable:	$0.00	$1,090.32	$46.70	$170.34
Unearned Income:	$0.00	$0.00	$153.38	$31.00
TOTAL CURRENT LIABILITIES:	$0.00	$1,090.32	$200.08	$201.34
LONG-TERM LIABILITIES:	$102.30	$78.26	$53.36	$31.34
DEFERRED LIABILITIES:				
Deferred Taxes:	$0.00	$0.00	$0.00	$638.18
TOTAL DEFERRED LIABILITIES:	$0.00	$0.00	$0.00	$638.18
EQUITY:				
Shareholder's Equity:	$13,559.35	$16,709.05	$28,196.37	$37,467.92
TOTAL EQUITY:	$13,559.35	$16,709.05	$28,196.37	$37,467.92
Total Liabilities & Equity:	$13,661.65	$17,877.63	$28,449.81	$38,338.78

Shareholder's Data:	1996	1997	1998	1999
Number of Shares Outstanding:	1615.4459	1731.9715	2380.6516	3109.4773
Net Asset Value Per Share:	$8.39	$9.64	$11.84	$12.04
Net Gain (Loss) Per Share:	$2.89	$1.25	$2.20	$0.21
Percentage Net Change:	52.5%	14.9%	22.8%	1.7%

Profit and Loss Statement
(Year ended December 10, 1996, 1997, 1998, and 1999, respectively.)

INCOME:	1996	1997	1998	1999
Interest Income:	$61.34	$119.95	$184.50	$223.28
Dividend Income:	$100.35	$189.90	$224.20	$236.13
Extraordinary Gain (Loss):	$1,593.96	$70.99	$73.92	($689.92)
Retail Operations:	$32.00	$1,223.30	$6,881.21	$6,163.17
Other Income:	$0.00	$0.00	$13.26	$17.33
TOTAL INCOME:	$1,787.65	$1,604.14	$7,377.09	$5,949.99
EXPENSES:				
Fees:	$152.00	$70.00	$70.00	$170.00
Mailings:	$36.75	$36.55	$32.42	$41.64
General Expenses:	$5.05	$19.35	$53.90	$68.18
Supplies:	$25.92	$0.78	$87.51	$70.27
Taxes (State & Federal):	$100.00	$242.15	$402.45	$298.43
Retail Operations:	$28.03	$1,072.92	$4,212.68	$5,218.16
Interest:	--	--	--	$1.59
Other Expenses:	$0.00	$23.00	$32.60	$0.00
TOTAL EXPENSES:	$347.75	$1,464.75	$4,891.56	$5,868.27
PROFIT (LOSS):				
Before Extraordinary Items:	($154.06)	$68.40	$2,411.61	$771.64
After Extraordinary Items:	$1,439.90	$139.39	$2,485.53	$81.72
Cash Earnings (Loss) Per Share:	$0.89	$0.08	$1.04	$0.03

Profit & Loss Statement
Annual Report - World Wide Stamp Company
(Year ended December 10, 1997, 1998, and 1999, respectively.)

INCOME:	1997	1998	1999
Catalog Income:	$50.00	$70.00	$0.00
Stamp Sales:	$73.05	$117.32	$0.00
Scripophily Sales:	$1,052.75	$6,190.39	$5,803.84
Postage Charges:	$47.50	$493.34	$359.33
TOTAL INCOME:	$1,223.30	$6,871.05	$6,163.17
EXPENSES:			
Advertising:	$83.45	$85.50	$121.75
Mailings/Freight:	$72.15	$287.25	$205.03
Goods:	$814.31	$3,587.34	$4,572.31
Insurance:	$11.90	$91.45	$47.70
Internet Access:	$12.00	$12.00	$226.60
Printing:	$73.20	$72.95	$0.00
Refunds:	$18.75	$12.00	$0.00
Other:	($40.20)	$76.19	$44.77
TOTAL EXPENSES:	$1,045.56	$4,224.68	$5,218.16
TOTAL PROFIT (LOSS):	$177.74	$2,646.37	$945.01
Profit Percent of Sales:	14.5%	38.5%	15.3%

Notes to the Financial Statements

Profit and Loss Statement

NOTE 1: Other Income. Other income consists of various items such as tax refunds, refund refusals by retail customers, and reimbursements for costs associated with returned inventory. Questions as to the specific composition of this category for any year may be directed to the Corporation.

NOTE 2: General Expenses. General expenses consist of expenses for services necessary for the conduct of the Corporation's daily business. An example of such a service is photocopying. Questions as to the specific composition of this category for any year may be directed to the Corporation.

NOTE 3: Supplies. Supplies are those materials purchased for the Corporation that are tangible goods. Examples of supplies include envelopes, paper, proxy cards, corporate stock certificates, etc. Questions as to the specific composition of this category for any year may be directed to the Corporation.

NOTE 4: Interest. Interest expense is associated with long-term liabilities as well as certain accounts payable. Interest was paid in the years 1996, 1997, and 1998, but was accounted for under general expenses in 1996 and under other expenses in 1997 and 1998. The Corporation began accounting for interest separately on the profit and loss statement in 1999.

NOTE 5: Other Expenses. Other expenses consist of items that do not fit into any other category listed on the profit and loss statement. In 1997 and 1998, retail returns or refunds were accounted for under this category although in 1999 returns or refunds were deducted directly from the net retail sales reported by the Corporation. In 1997 and 1998, interest payments related to liabilities were reported under other expenses. Questions as to this specific composition of this category for any year may be directed to the Corporation.

Balance Sheet

NOTE 6: Corporate Checking. Corporate checking includes $4.04 in dividend payments over which the Corporation is currently involved in a minor dispute with Franklin Templeton, a mutual fund management company. The Corporation believes it likely that the matter will be resolved in the Corporation's favor.

NOTE 7: Retail Cash & Accounts. Retail Cash & Accounts excludes $148.50 in the Corporation's retail account obligated toward a customer refund check issued by the retail unit. The Corporation is in contact with the customer and expects but does not know if the customer intends to collect this amount.

NOTE 8: Cash Equivalent. Cash Equivalent assets are assets that may be easily liquidated for cash or hold a specific dollar value. Such assets are generally composed of postage stamps and similar items.

NOTE 9: Other Assets. Other assets include illiquid items such as envelopes, folders, binders, corporate stock certificates, and other materials that would be difficult to convert into cash. For the purpose of other assets, these materials have been assigned a value of zero for this reason.

NOTE 10: Accounts Payable. Accounts Payable, also known as short-term liabilities (debt with a term of repayment of less than one year), include credit account debt owed by the Corporation and current liabilities that may be paid at any time. The Corporation's credit account is held through the Bank of America and carries a maximum credit amount of three thousand dollars ($3,000.00). In addition, the Corporation has a standing line of credit agreement with an interested person of the Corporation. Under the terms of this agreement, the Corporation may borrow at any time up to two thousand dollars ($2,000.00) at an interest rate of three and three quarters percent (3.75%) per annum. The interest payable is pro-rated for any portion of the year over which a credit remains outstanding, to be paid on December 1 of each year or on such date as the entire amount of the liability is retired by the Corporation. At this time, the Corporation does not have an outstanding balance against this credit agreement. Further details on this agreement may be found in Note 14 to the financial statements, below.

NOTE 11: Long-Term Debt. Long-term debt is any liability with a term of repayment exceeding one year. The

Corporation's entire long-term debt is outstanding to an interested person of the Corporation. In accordance with Internal Revenue Service rules, the balance of this amount is payable in monthly installments over a five (5) year period from the date the debt was recorded on the Corporation's books. The liability carries an interest rate of three and one half percent (3.5%) per annum. The Corporation has twelve (12) payments remaining on this amount. Further details on this agreement may be found in Note 14 to the financial statements, below.

NOTE 12: Deferred Tax Liabilities. Deferred tax liabilities consist of income taxes on capital gains for which the Corporation would be liable upon the sale of its investment portfolio and sales taxes collected from customers and not yet remitted to the State of Missouri. The Corporation generally does not account for income taxes on retail or investment income when received; however, at any given point in time, this amount does not exceed one quarter percent (0.25%) of the net asset value per share of the Common Stock.

NOTE 13: Accounting Changes. During the year, the Corporation changed its method of accounting for deferred taxes on capital gains on investments. Additionally, the balance sheet and profit and loss statements have been changed from previous years to add new categories that better reflect the activities of the Corporation. Questions concerning these changes may be directed to the Corporation.

NOTE 14: Interested Persons. The Corporation has outstanding agreements with a certain interested individual for the provision of certain services to the Corporation. The Corporation's entire outstanding long-term debt is owed to Mr. Carlton A. Getz, an acting director, executive officer, and Shareholder of the Corporation. The long-term debt was extended to the Corporation in order to cover expenses related to the formation of the Corporation. Additionally, the Corporation has a standing line of credit agreement with Mr. Getz, which allows the Corporation to borrow up to two thousand dollars ($2,000.00) from Mr. Getz at an interest rate of three and three quarters percent (3.75%) per annum. The Corporation has signed other such agreements with Mr. Getz in the past and has found them to be beneficial both to the Corporation and the Shareholders.