ANNUAL REPORT

AND PROXY STATEMENT

2000

TO THE SHAREHOLDERS OF

Getz & Associates Incorporated

Getz & Associates, Incorporated
12738 Saddlemaker Court
Maryland Heights, Missouri 63043-2834

Carlton A. Getz, President & Secretary
Martin E. Kofsky, Vice President

January 12, 2001

Fellow Shareholders,

It doesn't seem that it was five years ago that I found my way through the snow and bitter cold of Manhattan, Kansas, to have the articles of incorporation of the future Getz & Associates signed and sent to the Secretary of State of Missouri. For me, it still feels as if it was yesterday.

Yet five years it has been, and an extraordinary five years at that. Getz & Associates was organized with an initial capital base of just $550.00; today, the Corporation's assets are just short of $50,000.00. At the end of 1995, twenty days after the Corporation came into existence, we had two Shareholders; at the end of 2000, I find myself surrounded by twenty-four fellow associates. In addition, our investment returns over those five years have been equally strong. The Corporation's five-year return to its initial Shareholders stands at 159.1%, an average annual return just short of 21%. Once again, as of the close of 2000, the Corporation can proudly claim every share of the Common Stock outstanding has delivered a positive return on investment to its holder.

The cause of that performance has been our dedicated adherence to an investment philosophy that commits the Corporation to considering the long-term potential of the companies in which we invest and does not waver from its principles, whatever the present market trend may be. Our objective is not occasional extraordinary gains one year or the next, but reasonable and *consistent* returns to the Shareholders year after year.

Yet any investment philosophy is purely academic without the financial backing required to realize its objectives, and providing that financial backing are the loyal and dedicated Shareholders of Getz & Associates, Incorporated. Each share of the Common Stock purchased by a Shareholder is a tangible representation of the confidence and commitment of the individuals who have decided to become a valued part of the Corporation. Every day, the Corporation works to fulfill this confidence and justify this commitment.

For me, that means investing myself in the Corporation and its business in terms of both personal effort and personal finance. As always, I once again state my commitment to purchase at least 100 additional shares of the Corporation's Common Stock during 2001, just as I have every year since 1995. I still firmly believe that one of the best guarantees for the Shareholders of wise and reasonable decisions on the part of the Corporation is my own substantial investment in the Corporation's Common Stock.

Whatever out past successes, however, the Corporation remains committed to growth in the future. While focusing on the Corporation's investment foundation, the Corporation plans to build on this foundation as well. During 2001, the Corporation will begin researching expansion into personal financial planning and financial management services. While these are long-term objectives for the Corporation, and will likely not be offered during 2001, they are in keeping with the Corporation's long-term objective of building a strong, diversified financial services company.

As I have said, it has been an extraordinary five years, a period during which the Corporation has developed a history I believe every Associate can be proud of and a strong foundation on which we can build. Fortunately, the greater part of the Corporation's history has yet to be written.

Sincerely,

Carlton A. Getz, President
Getz & Associates, Incorporated

Notice to the Shareholders of

Getz & Associates, Incorporated

of the

Sixth Annual Meeting of Shareholders

to be held at 3:00 o'clock PM on Tuesday, January 20, 2001,
at 1645 International Drive, Suite 218,
McLean, Virginia 22102

Dear Shareholder,

You are hereby cordially invited to attend the Annual Meeting of Shareholders of Getz & Associates, Incorporated, to be held at 1645 International Drive, Suite 218, McLean, Virginia, 22102, and to begin at 3:00 o'clock PM on Saturday, January 20, 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, 2000, 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 2001. 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

In 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 2001 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 2001. Based on the number of shares issued and outstanding as of December 10, 2000, total charitable contributions for 2000 will be $64.19.

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 1,500 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, 2000, the Corporation had three 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, & Director	1,500	46.74%
Martin E. Kofsky Vice President	19.4896	*
Martin F. Ohmes Director of G&A Internet Resources	11.7820	*
Total All Officers and Directors:	**1,531.2716**	**47.71%**

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

INCENTIVE STOCK OPTION PLAN

As of December 10, 2000, the Corporation had awarded options covering the purchase of twelve 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, 2000, are presented below in a format prescribed by the Securities and Exchange Commission.

Recipient by Options	Shares Covered	Expiration Dates	Ave. Exercise Price	Fair Value At Expiration At Assumed Annual Growth Of	
				5%	10%
Brian M. Glick	9	Sept. 10, 2009- Sept. 10, 2010	$13.20	$84.61	$197.00
Martin F. Ohmes	3	March 10, 2010- Sept. 10, 2010	$13.10	$29.76	$69.85

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, 2000, all 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

2000

12738 Saddlemaker Court
Maryland Heights, Missouri 63043-2834

INTRODUCTION

The 2000 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 2000 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 2000

Although 2000 started strong for the NASDAQ market and most other exchanges, weak earnings and rising concerns about the actual value of some of the companies that supported the high-flying indexes affected the last quarter of 2000, bringing the NASDAQ and the Dow Jones Industrial Averages off their highs and into negative territory for the year. The sudden shift of funds from technology and communications shares supported a broader rally in many classic investments, such as major industrials and materials. As a result, the Corporation fared rather well as investors sought out quality investments, some of which the Corporation held. Strength in our investments led the Corporation's investments held for the full year 2000 to a 23.5% gain. Shares of the Corporation's Common Stock rose from a net asset value of $12.04 at the end of 1999 to $14.25 at December 10, 2000, representing an 18.3% return to the Shareholders.

During the 2000 fiscal year, the Corporation evaluated its investment portfolio and made numerous changes in its holdings. The Corporation sold two of its investments through acquisitions. The Corporation's investment in Comair Holdings, Incorporated, was sold in an all-cash acquisition by Delta Airlines, Incorporated, at $28.50 per share, and the Corporation's shares of CMP Group, Incorporated, formerly Central Maine Power Company, were also sold in an all-cash acquisition by EnergyEast Corporation. Each of these sales resulted in gains for the Corporation.

In addition, the Corporation decided to sell four other investments due to market conditions and changing priorities. Our shares of Optical Cable Corporation were sold in the first quarter of 2000 as the market price skyrocketed when optical fiber manufacturers came into vogue for technology investors. Also in the first quarter, the Corporation sold its shares of the Franklin AGE High Income Fund as the Corporation determined the income from this investment was no longer required to defer the Corporation's operating expenses and the funds invested could be better used elsewhere. In the third quarter, the Corporation sold its investment in Union Planters Corporation after the Corporation determined that the bank's shares no longer reflected the Corporation's investment objectives. These shares were acquired by the Corporation when Union Planters purchased Magna Bank, the Corporation's first equity investment. Each of these sales resulted in a gain for the Corporation with the exception of the mutual fund, on which the Corporation recorded a small loss.

Finally, in the fourth quarter of 2000, the Corporation sold its entire investment in International Airline Support Group, Incorporated, which resulted in a loss for the Corporation of $1,681.21. The Corporation decided to sell its investment in International Airline Support Group after several actions taken by the company's management resulted in the Corporation's loss of confidence in the long-term value of the company. In addition to repricing stock options and enacting a reverse stock split, the company had begin to stray from its core businesses and involve itself in the shipment of air freight through the acquisition of a small and essentially worthless air freight carrier in the second half of 2000. While on the balance sheet the company is worth substantially more than its current market value, and would possibly represent a good liquidation investment, the Corporation no longer believes International Airline Support Group represents sufficient value as a going concern to qualify as an investment in the Corporation's portfolio.

In addition to sales of investments, the Corporation also purchased several investments in 2000. In the first quarter, the Corporation acquired 300 shares of American Freightways, Incorporated, a highly profitable and well-managed LTL (less-than-truckload) freight carrier. American Freightways is one of the few non-union trucking companies in the United States and, in recent years, has leveraged its financial strength to expand rapidly into new markets. Unfortunately, to some degree, American Freightways agreed in November of 2000 to an all-cash acquisition by FedEx Corporation at $28.13 per share. While the acquisition represented a substantial premium over the market price and a substantial gain for the Corporation, the Corporation believes that, had American Freightways remained an independent operator, the long-term value of the investment would likely have been greater.

During the second quarter of 2000, the Corporation acquired an additional 300 shares of K-Mart Corporation, adding to the Corporation's previous holding of 100 shares. The timing of this acquisition could likely have been better, as the management of K-Mart shortly afterwards announced a general restructuring and associated charges against earnings, which impacted the company's share price. Finally, in the fourth quarter of 2000, the Corporation acquired 150 shares of The Midland Company, an insurance company based in Ohio which specialized in insuring manufactured homes and other specialty insurance lines, such as classic cars. The company also operates a small river transportation operation in the Mississippi Delta region of Louisiana.

The net effect of these changes in the Corporation's investment portfolio was to substantially reduce unrealized gains on investments in the portfolio and increase net capital gains reported as income during 2000 to over $7,000. As a result, a review of the Corporation's statement of investments will show a relatively poor investment performance as virtually all of the investments in which the Corporation held the greatest gains were sold during 2000.

Retail sales fell substantially from prior years as the Corporation received no large individual orders or wholesale orders throughout 2000. Retail sales of $1,733.08 were nearly one quarter of prior years, and the year's average profit margin of 4.0%, versus the Corporation's 20% target, reflects more small individual sales, which carry narrower profit margins, and the company's efforts to sell through substantial discounts inventory acquired over time yet unsold.

Assets during 2000 rose substantially as the Corporation's investment portfolio turned in strong gains and additional shares of the Corporation's Common Stock were issued. The sale of 100 new shares of the Common Stock resulted in $1,276.00 of new paid-in capital available to the Corporation, and combined with investment gains and retail earnings, pushed assets 23.1% higher to $47,212.40. While this was just short of the Corporation's informal goal of $50,000 for the end of 2000, the Corporation hopes to more than exceed its 2000 objectives in 2001.

Despite our success in 2000, it remained a difficult year as retail sales fell and, for the first none months of the year, technology shares ruled the investment world while most other industries remained under pressure. However, whatever may come, I remain committed to and confident in the Corporation's future, and the confidence and commitment of the Shareholders only serves to strengthen the future we ave before us.

Sincerely,

Carlton A. Getz, President
Getz & Associates, Incorporated

QUARTERLY AND ANNUAL RESULTS

The financial presentation below is presented using two different methods for the accounting of taxes accrued. The fourth quarter presentation before extraordinary items does not include and adjustment to account for taxes related to extraordinary items. However, the full year presentation before extraordinary itews is made including an adjustment for taxes specifically related to extraordinary items. This difference also appears in the numerical presentation of the Corporation’s quarterly and annual results. In future periods, the Corporation intends to made adjustments to the accrual of taxes before extraordinary items to better represent the Corporation’s financial performance before extraordinary items are considered.

The Corporation’s net loss for the fourth quarter of 2000 before extraordinary items was $675.24 on revenues of $896.45 and expenses of $1,571.69. Revenues for the fourth quarter of 2000 were derived primarily from retail sales (70.0%) and investment income (29.8%). Expenses for the quarter consisted primarily of tax expense (63.3%) and retail operations (35.6%). Tax expenses were higher during the fourth quarter of 2000 due to the Corporation’s provision for an estimated $495.00 in Missouri state income taxes for 2000. Including extraordinary items, the Corporation recorded a net loss of $2,372.11 on revenues of ($784.67) and expenses of $1,587.44. Extraordinary items for the fourth quarter of 2000 consisted of the write-off of doubtful accounts related to the Corporation’s retail unit of $15.75 and a loss incurred in the sale of the Corporation’s 500 shares of International Airline Support Group, Incorporated, of $1,681.12. The calculation of income before extraordinary items does not include an adjustment for taxes on losses incurred during the fourth quarter.

Net retail income for the fourth quarter of 2000 was $68.17 on sales of $627.60 and expenses of $559.43. Sales rose substantially during the fourth quarter from prior quarters due to a concentration of large orders in the fourth quarter of 2000. The Corporation’s profit margin for the fourth quarter was 10.9%, approximately half the Corporation’s goal of 20% but in line with expectations due to the sale of fewer certificates and lower margins on certificates sold to reduce inventory.

For the year of 2000, the Corporation recorded net income before extraordinary items of $354.80 on revenues of $2,802.47 and expenses of $2,447.67, after adjusting for taxes related to extraordinary items.

Revenues for 2000 were derived primarily from retail sales (61.8%) and interest income (32.1%). Interest income rose substantially over prior years due to higher cash balances carried by the Corporation throughout the year as well as earnings from the Corporation’s investment in preferred stock purchased in November of 1999. Dividend income fell due to the sale of the Corporation’s shares of Union Planters Corporation, and CMP Group, Incorporated, which paid higher dividend rates than the average investment in the Corporation’s portfolio. Retail revenues fell substantially from prior years due to a lack of wholesale orders during 2000. Other income during 2000 consisted of tax refunds received from the State of Missouri.

Expenses for 2000 consisted primarily of retail expenses (67.9%) and tax expense (20.8%), after adjusting for taxes related to extraordinary items. Expenses for fees fell from 1999 due to the one-time expense in the prior year for a stock registration filing in the State of Illinois. Retail expenses fell substantially from 1999 due to lower levels of retail sales during 2000. Other expenses rose from 1999 primarily due to the Corporation’s inauguration of its Charitable Contributions Plan, adopted by the Board of Directors in 1999, which distributed $52.61 during 2000.

After extraordinary items, the Corporation recorded net income for 2000 of $6,241.04 on revenues of $9,993.36 and expenses of $3,752.32. Extraordinary items during the quarter consisted primarily of capital gains on investments. During 2000, the Corporation sold its shares of Optical Cable Corporation and Union

Planters Corporation based on market price and future expectations of the performance of the companies. The Corporation also sold its investments in Comair Holdings, Incorporated, and CMP Group, Incorporated, due to acquisitions of both companies. The Corporation recorded investment gains on all of these sales. The Corporation also sold its shares of the Franklin AGE High Income fund and International Airline Support Group, Incorporated, due to considerations about the future prospects of both investments. The Corporation recorded investment losses on both of these investments. Net capital gains from the sale of investments during 2000 were $7,190.89.

At the end of 2000, the Corporation had net equity for the common stock of $45,764.90, based on assets of $47,212.40 and liabilities of $1,447.50. Equity for the common stock at the end of 2000 rose 22.1% from 1999, or $8,296.98.

Assets at the end of 2000 rose $8,873.62 from 1999, or 23.1%, to $47,212.40 from $38,338.78. Assets consisted primarily of investments of $35,356.26 (74.9%) and cash and accounts of $11,558.03 (24.5%). Investments increased from the prior year due both to growth of investments from prior years and the acquisition of new investments in during 2000. Cash increased due both to the sale of investments through all-cash acquisitions and the sale of investments in the Corporation's investment portfolio. Retail assets remained relatively stable as further sales of inventory were offset by increases in inventory for orders to be completed in 2001.

Liabilities at the end of 2000 rose $576.64 from 1999, or 66.2%, to $1,447.50 from $870.86. Liabilities consisted primarily of deferred tax liabilities of $1,272.27 (87.9%) and unearned retail revenues of $155.50 (10.7%). Accounts payable fell substantially as the company reduced current debts of various sorts. Unearned revenues increased as the Corporation received funds from customers for orders to be fulfilled in 2001. Long-term liabilities fell as the Corporation continued to pay off long-term debts incurred during the Corporation's organization in 1995. The Corporation expects to repay the last of these liabilities in January of 2001. Deferred tax liabilities rose substantially due to the inclusion of estimated income taxes for the State of Missouri for 2000 which have not yet been paid and higher unrealized capital gains on investments in the Corporation's portfolio.

As of December 10, 2000, the Corporation had 3,209.4773 shares of the Common Stock issued and outstanding to 24 Shareholders in Missouri, Illinois, Kansas, and Ohio. The Corporation also had twelve stock options outstanding, each covering one share of the Common Stock. As of the close of the year, the net asset value per share of the Common Stock exceeded the exercise price of these options.

DISCUSSION OF RESULTS

INVESTMENT STRATEGY & CORPORATE INVESTMENT HOLDINGS

At the close of the year, the Corporation held investments in eight different organizations, including common stock shares of eight companies and preferred capital debt shares of one company. The Corporation's investments are involved in such varied businesses as ground freight shipping, retailing, home-building, restaurants, manufacturing, insurance, and real estate. Investments held for the entire year yielded a gain of 23.5%, primarily due to improved results at CBRL Group, Incorporated, and the shift of funds from out-of-favor securities and into more defensive investments on the general markets.

The end of 2000 brought indications of a slowing economy and the potential for falling interest rates, both of which will affect the Corporation, among other factors. A slowing economy will generally affect all investments, especially the Corporation's retailing and home-building investments. However, falling interest rates may tend to offset losses as lower interests rates tend to spur economic activity, and investments such as insurance and home-building should benefit from falling interest rates. At this time, the Corporation believes most of the risk associated with its investments is based on the overall economy and specific considerations related to each company.

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 extensive 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.

American Freightways, Incorporated - (NASDAQ: AFWY; WSJ: "AmFrtways") - The Corporation purchased 300 shares of American Freightways, Incorporated, in the first quarter of 2000. American Freightways is an LTL (less-than-truckload) freight carrier with operations throughout the Eastern and Central United States. After the company reported disappointing results in 1995 and 1996, the company's management refocused on the company's core business and has produce impressive results over the last three years. The company is one of the few non-union trucking operators in the industry and maintains shipping and delivery contracts which provide for automatic fuel surcharges, limiting the impact of high fuel prices on the company's business. On November 10, 2000, FedEx Corporation agreed to acquire the company in an all-cash transaction at $28.13 per share. The Corporation expects to tender its shares in the company through this acquisition in the first quarter of 2001.

CBRL Group, Incorporated - (NASDAQ: CBRL; WSJ: "CBRL Gp") - CBRL Group is a restaurant chain operator. The company's primary brand is the Cracker Barrel Old Country Store, while subsidiary chains include the Logan's Roadhouse concept and Carmine's, an Italian gourmet food concept. During the first three quarters of 2000, Cracker Barrel continued to suffer from narrowing profit margins and the loss of customer traffic, accutely affecting the company's share price. After several manegemtn departures and the new management's plans to scale back new construction and revise menu prices, these trends began to reverse in the last quarter of 2000. During November, the company reported substantially higher sales, customer traffic, and profits, and management indicated trends for the floowing quarter also indicated substantial improvements. Despite lower sales at some Logan's Roadhouse restaurants due to additional competition, the company has expressed confidence in recent earnings projections, and to some degree the shares have recovered. The Corporation intends to closely watch future trend development at CBRL Group during the coming quarters. However, the Corporation still views CBRL Group as a long-term investment due to both the current price of the shares as well as the positive trends indicated in recent developments.

Dillard's Capital Trust I Preferred Debt Securities - (NYSE: DDT; WSJ: "DillrdCapTr") - The Dillard Capital Trust I is a trust organized by Dillard's Department Stores, Incorporated, to purchase bond debt of Dillard's Department Stores, Incorporated, with funds raised by the trust's sale of preferred securities. The trust is organized such that interest on the bonds held by the trust is paid to the preferred security holders in the form of dividends and, in the event of the redemption of the debt held by the trust, the trust will repurchase the preferred securities at a predetermined price. The preferred securities declined during 2000, especially during the second half, as the general outlook for retail sales deteriorated and concern over management's ability to reverse negative sales trends arose. The Corporation holds these shares as a long-term value investment, but is carefully reviewing the situation and awaiting the results of the holiday retail period.

Dillard's Department Stores, Incorporated - (NYSE: DDS; WSJ: "Dillards") - Dillard's Department Stores, Incorporated, is one of the largest department store retailers in the United States. During 2000, the company continued to struggle with slowing department store sales and the integration of Mercantile Stores, Incorporated, which the company acquired in 1998. Slow sales and discounting, as well as competition from discount chains, have cut into Dillard's profit margins. Although third quarter 2000 results were disappointing, resulting in a loss before special items, the company has recently moved to reduce the debt load it acquired through the purchase of Mercantile Stores. Although the Corporation views Dillard's as a promising long-term investment, the Corporation intends to closely watch developments at the company during the coming quarters to evaluate the company's ultimate potential.

Kmart Corporation - (NYSE: KM; WSJ: "Kmart") - Kmart Corporation is the third largest discount retailer in the United States. The Corporation acquired 300 additional shares of Kmart Corporation during the third quarter of 2000. However, 2000 proved a difficult year for Kmart as all but the best retail stores struggled with slow sales growth and disappointing results. In May of 2000, Kmart's chief executive officer, Floyd Hall, left the company as scheduled. Mr. Hall had been instramental in the company's turnaround over the last several years. His successor has outlined a planned restructuring of the company, including the closing of some stores, and additional emphasis on the company's BlueLight.com online joint venture. Losses from BlueLight.com have recently affected profitability although BlueLight.com projects reaching profitability in 2001. The Corporation is carefully reviewing Kmart's actions and intends to continue to do so to see what effect the recent changes will have on the company's expansion and opening of new stores, which the Corporation views as vital to Kmart's long-term success.

K-Swiss Corporation - (NASDAQ: KSWS; WSJ: "KSwiss A") - K-Swiss Corporation is a manufacturer of shoes, especially tennis shoes, and focuses heavily on this market. The company also sells clothing featuring the company's brand name. The company believes that its retail strategy of limiting the availability of its products produces superior returns by reducing the possibility of retailer's excess inventory and the need to reduce prices to sell older products or styles, thereby increasing the retailer's interest in the company's products as high-margin items. In 2000, sales of the company's products slowed from the prior year during which record sales increases were recorded. Sales in the United States, where the company derives substantially all of its business, have slowed while sales to European retailers have risen in recent quarters. The company maintains a strong financial position, including cash and cash equivalent assets that make up nearly all of the company's total assets and shareholder equity. In addition, the company generates a very high return on equity. The company also maintains an aggressive share repurchase program. The Corporation views K-Swiss is an excellent long-term investment.

The Midland Company - (NASDAQ: MLAN; WSJ: "Midland") - The Corporation purchased 150 shares of The Midland Company during the fourth quarter of 2000. The Midland Company is an insurer specializing in manufactured homes and specialty insurance on such items as classic cars. The company also owns and operates a small river shipping business in Louisiana. The company has a strong track record of earnings growth and excellent performance in a difficult industry. The company focuses in part on building strong relationships with its customers as well as the manufacturers of manufactured homes. The Corporation views The Midland Company as a strong long-term investment due to its management's ability, strong financial position, and long-term track record of growth.

Pulte Corporation - (NYSE: PHM; WSJ: "Pulte") - In 2000, Pulte Corporation lost the distinction of being the largest homebuilder in the United States and became the second largest due to an acquisition by another large homebuilder. Regardless of this distinction, Pulte Corporation recorded another strong year, reporting substantially higher earnings in addition to continuing its share repurchase program. 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. However, indications of a slowing economy have reduced year-over-year order input for new homes, resulting in a slight decline in the company's new home backlog. While falling interest rates may offset any slowing of the economy, the ultimate result of these factors will likely take at least two quarters to be fully reflected in the company's operating performance. However, 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.

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. Many of the company's commercial properties are leased to well-known national or local retail chains and restaurants. During 2000, the company continued to modify its portfolio of commercial real estate, selling certain properties and acquiring others as opportunities arose. In addition, the company's manufacturing subsidiaries reported improved sales and profit margins in 2000 after several years of declines due to competition and falling prices. The company continues to maintain a substantial amount of cash on hand ready for additional investment in commercial properties or additional share repurchases, as occurred in 1999. 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 2000 fell substantially from the prior year. Total retail revenues for 2000 were $1,733.08, a 71.9% decline from 1999's total retail revenues of $6,163.17. The retail unit's profit margin also fell year over year, from 15.3% in 1999 to 4.0% in 2000, reflecting a shift in orders from large wholesale purchases to smaller individual sales and the company's efforts to sell unsold inventory at prices approaching the company's originial cost. As a result, net income from retail operations before taxes also declined, to $70.02, a 92.7% decline from total retail net income before taxes of $945.01 in 1999. Wholesale orders, such as those characterizing sales in 1998 and 1999, tend to 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 2000, retail sales tended toward smaller individual orders, often of a single certificate.

Retail sales were distributed across the United States and around the world. In 2000, the company sold certificates to customers in 28 U.S. states, including Alaska, and shipped certificates to overseas customers in the United Kingdom, Canada, the Netherlands, Italy, and Puerto Rico. Sales continued to be strong to the most populous U.S. states, such as California, Pennsylvania, New York, and Ohio, while the southern and northern sections of the country generated few if any sales.

In reviewing the potential of World Wide Stamp Company, the Corporation has decided to redirect some of its focus from World Wide back to the Corporation's investment concentration while at the same time redirecting World Wide's focus from small, individual orders to larger wholesale orders and concentrating on loyal repeat customers. At this time, the Corporation cannot reasonably evaluate the success of its efforts in this direction, and will likely not be able to judge its success until the end of 2001.

Balance Sheet (Includes Unrealized Gains)
(Year ended December 10, 1996, 1997, 1998, 1999, and 2000, respectively.)

Assets					
CASH & ACCOUNTS:	1996	1997	1998	1999	2000
Cash On Hand:	$11.90	$4.01	$75.26	$172.16	$50.19
Corporate Checking:	$1,023.97	$1,900.43	$1,472.66	$362.42	$383.11
Cash Reserves:	$2,399.85	$2,402.63	$4,294.33	$6,327.70	$10,547.38
Retail Cash & Accounts:	$0.00	$0.00	$722.92	$269.53	$577.35
Cash Equivalents:	$0.00	$0.00	$0.00	$8.50	$0.00
Other Cash & Accounts:	$0.00	$357.50	$0.00	$0.00	$0.00
CASH & ACCOUNTS:	$3,435.72	$4,664.57	$6,565.17	$7,140.31	$11,558.03
INVESTMENTS					
Available For Sale:	$10,106.33	$13,055.16	$21,346.63	$30,867.22	$35,356.26
TOTAL INVESTMENTS:	$10,106.33	$13,055.16	$21,346.63	$30,867.22	$35,356.26
OTHER ASSETS					
Cash Equivalent:	$9.60	$13.80	$31.41	$25.99	$14.73
Retail Division Assets:	$0.00	$44.10	$406.60	$270.26	$283.38
Prepaid Expense:	$0.00	$0.00	$0.00	$35.00	$0.00
Other Assets:	$110.00	$100.00	$100.00	$0.00	$0.00
TOTAL OTHER ASSETS:	$119.60	$157.90	$538.01	$331.25	$298.11
Assets:	$13,661.65	$17,877.63	$28,449.81	$38,338.78	$47,212.40
Liabilities & Equity					
CURRENT LIABILITIES:					
Accounts Payable:	$0.00	$1,090.32	$46.70	$170.34	$14.95
Unearned Revenues:	$0.00	$0.00	$153.38	$31.00	$155.50
TOTAL CURRENT LIABILITIES:	$0.00	$1,090.32	$200.08	$201.34	$170.45
LONG-TERM LIABILITIES:					
Long-Term Debt:	$102.30	$78.26	$53.36	$31.34	$4.78
TOTAL LONG-TERM LIABILITIES:	$102.30	$78.26	$53.36	$31.34	$4.78
DEFERRED LIABILITIES:					
Deferred Taxes:	$0.00	$0.00	$0.00	$638.18	$1,272.27
TOTAL DEFERRED LIABILITIES:	$0.00	$0.00	$0.00	$638.18	$1,272.27
EQUITY:					
Shareholder's Equity:	$13,559.35	$16,709.05	$28,196.37	$37,467.92	$45,764.90
TOTAL EQUITY:	$13,559.35	$16,709.05	$28,196.37	$37,467.92	$45,764.90
Total Liabilities & Equity:	$13,661.65	$17,877.63	$28,449.81	$38,338.78	$47,212.40

Shareholder's Data:	1996	1997	1998	1999	2000
Number of Shares Outstanding:	1615.4459	1731.9715	2380.6516	3109.4773	3209.4773
Net Asset Value Per Share:	$8.39	$9.64	$11.84	$12.04	$14.25
Net Gain (Loss) Per Share:	$2.89	$1.25	$2.20	$0.21	$2.21
Percentage Net Change:	52.5%	14.9%	22.8%	1.7%	18.3%
Number of Shareholders:	-	-	-	25	24

Profit and Loss Statement
(Year ended December 10, 1996, 1997, 1998, 1999, and 2000, respectively.)

INCOME:	1996	1997	1998	1999	2000
Interest Income:	$61.34	$119.95	$184.50	$223.28	$900.30
Dividend Income:	$100.35	$189.90	$224.20	$236.13	$167.08
Extraordinary Gain (Loss):	$1,593.96	$70.99	$73.92	($689.92)	$7,190.89
Retail Operations:	$32.00	$1,223.30	$6,881.21	$6,163.17	$1,733.08
Other Income:	$0.00	$0.00	$13.26	$17.33	$2.01
TOTAL INCOME:	$1,787.65	$1,604.14	$7,377.09	$5,949.99	$9,993.36
EXPENSES:					
Fees:	$152.00	$70.00	$70.00	$170.00	$70.00
Mailings:	$36.75	$36.55	$32.42	$41.64	$38.98
General Expenses:	$5.05	$19.35	$53.90	$68.18	$42.32
Supplies:	$25.92	$0.78	$87.51	$70.27	$28.46
Taxes (State & Federal):	$100.00	$242.15	$402.45	$298.43	$1,813.11
Retail Operations:	$28.03	$1,072.92	$4,212.68	$5,218.16	$1,663.06
Interest:	--	--	--	$1.59	$8.13
Other Expenses:	$0.00	$23.00	$32.60	$0.00	$88.26
TOTAL EXPENSES:	$347.75	$1,464.75	$4,891.56	$5,868.27	$3,752.32
PROFIT (LOSS):					
Before Extraordinary Items:	($64.89)	$79.12	$2,415.64	$737.04	$354.80
After Extraordinary Items:	$1,439.90	$139.39	$2,485.53	$81.72	$6,241.04
Cash Earnings (Loss) Per Share:	$0.89	$0.08	$1.04	$0.03	$2.01

Profit & Loss Statement
Annual Report - World Wide Stamp Company
(Year ended December 10, 1997, 1998, 1999, and 2000, respectively.)

INCOME:	1997	1998	1999	2000
Catalog Income:	$50.00	$70.00	$0.00	$0.00
Stamp Sales:	$73.05	$117.32	$0.00	$0.00
Scripophily Sales:	$1,052.75	$6,190.39	$5,803.84	$1,581.83
Postage Charges:	$47.50	$493.34	$359.33	$151.25
TOTAL INCOME:	$1,223.30	$6,871.05	$6,163.17	$1,733.08
EXPENSES:				
Advertising:	$83.45	$85.50	$121.75	$147.00
Mailings/Freight:	$72.15	$287.25	$205.03	$105.45
Goods:	$814.31	$3,587.34	$4,572.31	$1,167.88
Insurance:	$11.90	$91.45	$47.70	$9.75
Internet Access:	$12.00	$12.00	$226.60	$214.40
Printing:	$73.20	$72.95	$0.00	$0.00
Refunds:	$18.75	$12.00	$0.00	$0.00
Other:	($40.20)	$76.19	$44.77	$18.58
TOTAL EXPENSES:	$1,045.56	$4,224.68	$5,218.16	$1,663.06
TOTAL PROFIT (LOSS):	$177.74	$2,646.37	$945.01	$70.02
Profit Percent of Sales:	14.5%	38.5%	15.3%	4.0%
Sales Percent of Total Income:	79.8%	94.1%	92.8%	61.8%
Expenses Percent of Total Expense:	71.4%	86.4%	88.9%	44.3%

Profit & Loss Statement
Fourth Quarter 2000 - (September 11, 2000 - December 10, 2000)

INCOME:	Qtr. One	Qtr. Two	Qtr. Three	Qtr. Four
Interest Income:	$187.83	$235.16	$225.46	$251.85
Dividend Income:	$56.58	$47.75	$47.75	$15.00
Realized Gain (Loss):	$7,852.85	$0.00	$1,019.16	($1,681.12)
Retail Operations:	$355.25	$378.50	$371.73	$627.60
Other Income:	$0.01	$0.00	$0.00	$2.00
TOTAL INCOME:	$8,452.52	$661.41	$1,664.10	($784.67)
EXPENSES:				
Fees:	$45.00	$25.00	$0.00	$0.00
Mailings:	$24.79	$0.66	$4.62	$8.91
General Expenses:	$29.95	$1.60	$2.50	$8.27
Supplies:	$23.25	$0.00	$5.21	$0.00
Taxes (State & Federal):	$301.18	$0.00	$516.93	$995.00
Retail Operations:	$366.25	$357.66	$379.72	$559.43
Interest:	$0.26	$0.20	$7.59	$0.08
Other Expenses:	$0.00	$20.00	$52.51	$15.75
TOTAL EXPENSES:	$790.68	$405.12	$969.08	$1,587.44
NET INCOME (EXPENSE):	$7,661.84	$256.29	$695.02	($2,372.11)
Cash Earnings (Loss) Per Share:	$2.46	$0.08	$0.22	($0.74)

Portfolio Analysis
(Includes unrealized gains and losses; as of December 10, 2000.)

Shares	Company	Symbol	Cost	Current	Gain (Loss)	Return
300	American Freightways	AFWY	$4,174.50	$8,362.50	$4,188.00	100.32%
150	CBRL Group, Inc.	CBRL	$4,558.50	$3,618.75	($939.75)	-20.62%
150	Dillard's Capital Trust I	DDT	$2,674.50	$1,903.13	($771.37)	-28.84%
200	Dillard's Dept. Stores	DDS	$3,799.50	$2,387.50	($1,412.00)	-37.16%
200	K-Swiss Corporation	KSWS	$2,807.00	$5,087.50	$2,280.50	81.24%
400	Kmart Corporation	KM	$3,284.50	$2,300.00	($984.50)	-29.97%
150	The Midland Co.	MLAN	$4,432.31	$4,228.13	($204.18)	-4.61%
100	Pulte Corporation	PHM	$1,320.25	$4,343.75	$3,023.50	229.01%
200	United Capital Corp.	AFP	$3,015.39	$3,125.00	$109.61	3.64%
Totals:			$30,066.45	$35,356.26	$5,289.81	17.59%

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. Examples of such expenses are photocopying and banking fees. 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, including the Corporation's annual charitable contributions and charges for retail customer account balances of which the Corporation is doubtful of future collection. 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 the 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 was involved in a minor dispute with Franklin Templeton, a mutual fund management company, and $42.00 in refund payments from a retail supplier which the Corporation believes was lost in the mail on its way to the Corporation's bank. After the end of the 2000 fiscal year, the Corporation received the entire amount of the dividends in question. The Corporation is currently working to have a new refund issued from the retail supplier and believes this matter will likely be resolved in the Corporation's favor in early 2001.

NOTE 7: Retail Cash & Accounts. Retail Cash & Accounts includes $53.25 which represents a payment by a customer returned by the Corporation's bank as uncollectable and which has not yet been classified under accounts receivable. The Corporation has issued a request for immediate payment to the customer. At this time, the Corporation cannot determine whether this matter will be satisfactorily resolved. Failure of the customer to promptly pay the amount in question may result in a future charge against earnings should the Corporation consider collection of the account doubtful.

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 15 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 two (2) payments remaining on this amount. Further details on this agreement may be found in Note 15 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. Deferred tax liabilities also consists of the Corporation's estimated 2000 income taxes accrued but not yet paid 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 unearned income from retail operations. 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: Method of Accounting. The Corporation uses the accrual method of accounting, which recognizes income and expenses on the date the income is received or the expense is incurred. The Corporation's accounting methods do not adhere to all standards of the GAAP (Generally Accepted Accounting Principles). However, the Corporation believes that its method of accounting is sufficient for the Corporation's purposes and fully and accurately reflects the accounts, activities, and financial results of the Corporation. Questions concerning the Corporation's accounting methods may be directed to the Corporation.

NOTE 15: 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.