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

REC'D S.E.C.  
MAR 01 2002  
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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

SEC FILE NUMBER  
8 42561

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

3-6-02  
FV

REPORT FOR THE PERIOD BEGINNING 01/01/01 AND ENDING 12/31/01  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Ranson Capital Corporation

OFFICIAL USE ONLY  
FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

1 Main St. North  
(No. and Street)  
Minot ND 58702  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Robert Walstad 701-852-5292  
(Area Code -- Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Brady, Martz & Associates, P.C.  
(Name -- if individual, state last, first, middle name)

PO Box 848 Minot ND 58702  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

PROCESSED  
MAR 20 2002

FOR OFFICIAL USE ONLY  
THOMSON  
FINANCIAL

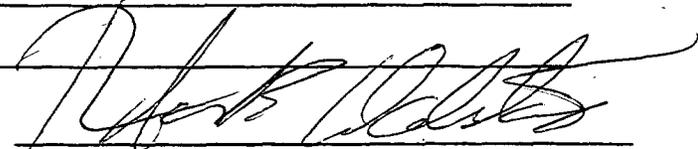
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

R

OATH OR AFFIRMATION

I, Robert Walstad, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Ranson Capital Corporation, as of December 31, ~~2001~~ 2001, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
\_\_\_\_\_  
Signature  
  
\_\_\_\_\_  
Title

  
\_\_\_\_\_  
Notary Public

CARLA BROWN  
Notary Public - North Dakota  
Ward County  
My Commission Expires February 28, 2004

This report\*\* contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**RANSON CAPITAL CORPORATION**

(A WHOLLY-OWNED SUBSIDIARY OF  
ND HOLDINGS, INC.)

FINANCIAL STATEMENTS

AS OF

DECEMBER 31, 2001 AND 2000

WITH

INDEPENDENT AUDITORS' REPORT

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY  
OF ND HOLDINGS, INC.)

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CERTIFIED PUBLIC ACCOUNTANTS  
AND CONSULTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Ranson Capital Corporation  
Minot, North Dakota 58701

We have audited the accompanying balance sheets of Ranson Capital Corporation (a wholly-owned subsidiary of ND Holdings, Inc.) as of December 31, 2001 and 2000 and the related statement of operations, stockholders' equity and cash flows for the years then ended, that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ranson Capital Corporation as of December 31, 2001 and 2000 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on page 9 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Act of 1934. This information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
BRADY, MARTZ & ASSOCIATES, P.C.

January 31, 2002

BRADY, MARTZ & ASSOCIATES, P.C.  
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Minot, ND 58702-0848 (701) 852-0196 • Fax (701) 839-5452  
OTHER OFFICES: Grand Forks, ND Bismarck, ND Thief River Falls, MN



**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
**BALANCE SHEETS**  
DECEMBER 31, 2001 AND 2000

**ASSETS**

	<u>2001</u>	<u>2000</u>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 162,071	\$ 267,459
Accounts/commissions receivable	<u>93,121</u>	<u>83,431</u>
Total current assets	<u>\$ 255,192</u>	<u>\$ 350,890</u>
<b>TOTAL ASSETS</b>	<u>\$ 255,192</u>	<u>\$ 350,890</u>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

<b>CURRENT LIABILITIES</b>		
Commissions and fees payable	<u>\$ 72,423</u>	<u>\$ 69,437</u>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, par value \$1 per share, voting, authorized 50,000 shares, issued and outstanding 24,625 shares	\$ 24,625	\$ 24,625
Additional paid-in capital	78,875	78,875
Retained earnings	<u>79,269</u>	<u>177,953</u>
Total stockholders' equity	<u>\$ 182,769</u>	<u>\$ 281,453</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 255,192</u>	<u>\$ 350,890</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
**STATEMENTS OF OPERATIONS**  
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>2001</u>	<u>2000</u>
<b>INCOME</b>		
Interest and dividends	\$ 6,275	\$ 28,720
Fees	<u>1,411,350</u>	<u>1,243,171</u>
Total income	<u>\$ 1,417,625</u>	<u>\$ 1,271,891</u>
<b>EXPENSES</b>		
Commissions and fees	\$ 605,949	\$ 481,762
Professional fees	4,400	4,735
Advertising and promotion	10,120	7,042
Printing and postage	10,730	13,633
Dues, fees, registration	9,121	5,737
Salaries	122,808	117,236
Payroll taxes	12,754	12,627
Travel	21,543	20,818
Other expenses	31,047	14,167
Less expenses absorbed by parent company	<u>(222,523)</u>	<u>(196,655)</u>
Total expenses	<u>\$ 605,949</u>	<u>\$ 481,902</u>
<b>EARNINGS BEFORE INCOME TAX EXPENSE</b>	<u>\$ 811,676</u>	<u>\$ 789,989</u>
<b>INCOME TAX EXPENSE</b>	<u>(318,000)</u>	<u>(310,000)</u>
<b>NET EARNINGS</b>	<u>\$ 493,676</u>	<u>\$ 479,989</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
**STATEMENTS OF STOCKHOLDERS' EQUITY**  
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance, January 1, 2000	\$ 24,625	\$ 78,875	\$ 1,105,964	\$ 1,209,464
Net earnings	0	0	479,989	479,989
Dividends	<u>0</u>	<u>0</u>	<u>(1,408,000)</u>	<u>(1,408,000)</u>
Balance, December 31, 2000	\$ 24,625	\$ 78,875	\$ 177,953	\$ 281,453
Net earnings	0	0	493,676	493,676
Dividends	<u>0</u>	<u>0</u>	<u>(592,360)</u>	<u>(592,360)</u>
Balance, December 31, 2001	<u>\$ 24,625</u>	<u>\$ 78,875</u>	<u>\$ 79,269</u>	<u>\$ 182,769</u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
**STATEMENTS OF CASH FLOWS**  
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>2001</u>	<u>2000</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net earnings	\$ 493,676	\$ 479,989
Effects on operating cash flows due to changes in:		
Accounts/commissions receivable	(9,690)	8,327
Commissions and fees payable	<u>2,986</u>	<u>129</u>
Net cash provided by operating activities	<u>\$ 486,972</u>	<u>\$ 488,445</u>
<b>CASH FLOWS USED BY FINANCING ACTIVITIES</b>		
Dividends	<u>\$ (592,360)</u>	<u>\$ (1,408,000)</u>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>\$ (105,388)</b>	<b>\$ (919,555)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<u>267,459</u>	<u>1,187,014</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<u><u>\$ 162,071</u></u>	<u><u>\$ 267,459</u></u>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2001 AND 2000

**NOTE 1 - NATURE OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES**

The nature of operations and significant accounting policies of Ranson Capital Corporation are presented to assist in understanding the Company's financial statements.

**Nature of Operations** - The Company is a wholly-owned subsidiary of ND Holdings, Inc. The Company's primary business is as an investment advisor and distributor for the Kansas Municipal Fund, the Kansas Insured Intermediate Fund, the Nebraska Municipal Fund and the Oklahoma Municipal Fund ("Ranson Managed Portfolios").

**Cash and Cash Equivalents** are distinguished based on liquidity. Cash and cash equivalents consist of money market and active asset accounts.

**Income Taxes** - The Company is included in the consolidated income tax returns filed by the Parent. Income taxes are calculated as if the Company filed on a separate return basis. The tax calculated is then remitted to the Company's parent on an annual basis.

**Use of Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NOTE 2 - RULE 15c3-3**

The Company operates under the provision of Paragraph (k)(1) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that Rule.

### NOTE 3 - INCOME TAXES

The Company is included in the consolidated income tax return of its parent. Income tax expense is calculated as though the Company filed a separate income tax return. The tax provision consists of the following:

<u>2001</u>	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Federal	\$ 275,000	\$ 0	\$ 275,000
State	43,000	0	43,000
Total	<u>\$ 318,000</u>	<u>\$ 0</u>	<u>\$ 318,000</u>
<u>2000</u>			
Federal	\$ 269,000	\$ 0	\$ 269,000
State	41,000	0	41,000
Total	<u>\$ 310,000</u>	<u>\$ 0</u>	<u>\$ 310,000</u>

A reconciliation of the difference between the expected income tax expense as computed at the U.S. statutory income tax rate and the Company's income tax expense is shown in the following table:

	<u>2001</u>	<u>2000</u>
Expected income tax expense at the U.S. statutory rate	\$ 275,000	\$ 269,000
The affect of:		
Increase due to state taxes, net of U.S. federal income tax effects	<u>43,000</u>	<u>41,000</u>
Income tax expense	<u>\$ 318,000</u>	<u>\$ 310,000</u>

### NOTE 4 - RELATED PARTY TRANSACTIONS

As manager for Ranson Managed Portfolios, the transactions between Ranson Capital Corporation, Inc. and Ranson Managed Portfolios are summarized below:

	<u>2001</u>	<u>2000</u>
Commission and other fee income from funds	\$ 1,411,350	\$ 1,243,171
Year end receivables	\$ 93,121	\$ 83,431

The parent company (ND Holdings, Inc.) has absorbed expenses of \$222,523 in 2001 and \$196,655 in 2000 on behalf of Ranson Capital Corporation.

**NOTE 5 - CONCENTRATIONS**

A majority of the Company's revenue is derived from management fees assessed the four mutual funds mentioned in Note 1. All trade receivables are due from these funds. The Company is economically dependent upon the operating results of these funds.

**NOTE 6 - NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2001, the Company had net capital of \$179,528 which was \$174,528 in excess of its minimum required net capital of \$5,000. The Company's net capital ratio was .40 to 1.

**NOTE 7 - ADVERTISING EXPENSE**

Advertising costs are expensed as incurred. Total advertising expense was \$10,120 and \$7,042 for the years ended December 31, 2001 and 2000, respectively. These costs were absorbed by the Company's parent company.

SUPPLEMENTARY INFORMATION

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
**SCHEDULE I**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1**  
**AS OF DECEMBER 31, 2001 AND 2000**

	<u>2001</u>	<u>2000</u>
NET CAPITAL		
Total stockholders' equity	\$ 182,769	\$ 281,453
Less non-allowable assets:		
Haircuts on securities	<u>(3,241)</u>	<u>(5,350)</u>
Net capital	<u>\$ 179,528</u>	<u>\$ 276,103</u>

AGGREGATE INDEBTEDNESS		
Commissions and fees payable	<u>\$ 72,423</u>	<u>\$ 69,437</u>

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital requirements <sub>1</sub>	<u>\$ 5,000</u>	<u>\$ 5,000</u>
Excess net capital at 1500% <sub>2</sub>	<u>\$ 174,700</u>	<u>\$ 271,474</u>
Excess net capital at 1000% <sub>2</sub>	<u>\$ 172,285</u>	<u>\$ 269,159</u>
Ratio: Aggregate indebtedness to net capital	<u>.40 to 1</u>	<u>.25 to 1</u>

RECONCILIATION WITH COMPANY'S COMPUTATION

Net capital, as reported in Company's Part II (Unaudited)		
FOCUS report	\$ 179,528	\$ 276,105
Net audit adjustments/reclassifications to allowable assets	<u>0</u>	<u>2</u>
Net capital per above	<u>\$ 179,528</u>	<u>\$ 276,103</u>

1. Minimum net capital requirements for the Company are the greater of 6⅓% of aggregate indebtedness or \$5,000.
2. Excess net capital figures at 1500% and 1000% are based on calculated minimum net capital requirements of:

	<u>2001</u>	<u>2000</u>
1500%	<u>\$ 4,828</u>	<u>\$ 4,629</u>
1000%	<u>\$ 7,243</u>	<u>\$ 6,944</u>

**RANSON CAPITAL CORPORATION**  
(A WHOLLY-OWNED SUBSIDIARY OF ND HOLDINGS, INC.)  
CLAIM OF EXEMPTION FROM RULE 15c3-3  
DECEMBER 31, 2001

The Company operates under the provisions of paragraph (k)(1) of Rule 15c3-3 which limits the Company's business to mutual funds and/or variable annuities. Therefore a schedule showing the Computation for Determination of Reserve Requirements Under Rule 15c3-3 of the Securities and Exchange Commission and the schedule of Information Relating to Possession or Control Requirements Under Rule 15c3-3 of the Securities and Exchange Commission are not required.



CERTIFIED PUBLIC ACCOUNTANTS  
AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT ON  
INTERNAL CONTROL REQUIRED  
BY RULE 17a-5 FOR A BROKER - DEALER  
CLAIMING AN EXEMPTION FROM RULE 15c3-3

Board of Directors  
Ranson Capital Corporation  
Minot, North Dakota

In planning and performing our audits of the financial statements and supplemental schedule of Ranson Capital Corporation (the Company) for the years ended December 31, 2001 and 2000, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons.
2. Recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

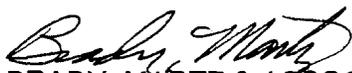
INDEPENDENT AUDITOR'S REPORT ON  
INTERNAL CONTROL REQUIRED  
BY RULE 17a-5 FOR A BROKER - DEALER  
CLAIMING AN EXEMPTION FROM RULE 15c3-3 (CONTINUED)

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in the internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2001 and 2000 to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

  
BRADY, MARTZ & ASSOCIATES, P.C.

January 31, 2002

BRADY, MARTZ & ASSOCIATES, P.C.