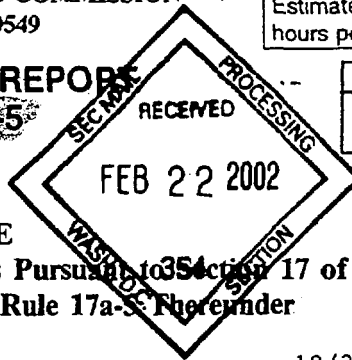




**ANNUAL AUDITED REPORT**  
**FORM X-17A-5**  
**PART III**



SEC FILE NUMBER  
8- 42215

FACING PAGE

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

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: Highland Information Services, Inc.

OFFICIAL USE ONLY  
FIRM ID. NO.

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

2545 Highland Avenue, Suite 200

(No. and Street)

Birmingham

Alabama

35205

(City)

(State)

(Zip Code)

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

William A. Terry

205-933-8664

(Area Code — Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Jones & Kirkpatrick, P.C.

(Name — if individual, state last, first, middle name)

300 Union Hill Drive, Suite 100, Birmingham, Alabama 35209

(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 12 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).

SEC 1410 (3-91)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, William A. Terry, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Highland Information Services, Inc., as of December 31, ~~19~~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:

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

W. A. Terry  
Signature  
\_\_\_\_\_  
President  
Title

Joyce K. Lawson  
Notary Public  
My Commission Expires 8-28-2002

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~~: Cash Flows
- (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.
- (o) Independent Auditors' Report on Internal Accounting Control

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

HIGHLAND INFORMATION SERVICES, INC.

FINANCIAL STATEMENTS  
AND SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2001 AND 2000  
WITH REPORT OF INDEPENDENT AUDITORS

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# REPORT OF INDEPENDENT AUDITORS

January 13, 2002

The Board of Directors and Stockholders  
Highland Information Services, Inc.  
Birmingham, Alabama

We have audited the accompanying statements of financial condition of Highland Information Services, Inc. as of December 31, 2001 and 2000, and the related statements of income, changes in stockholders' equity, changes in liabilities subordinated to claims of general creditors and cash flows for the years then ended that you are filing 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 Highland Information Services, Inc. at 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 in pages 9 through 11 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 under the Securities and Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in our audits 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.

  
Certified Public Accountants



Jones & Kirkpatrick, P.C.  
Certified Public Accountants

Suite 100

300 Union Hill Drive

Birmingham, AL 35209

Telephone: (205) 870-8824

Facsimile: (205) 870-8827

George H. Jones III, CPA

Richard E. Kirkpatrick, CPA

Karen M. Hornback, CPA

Jennifer V. Segers, CPA

Jennifer E. Saunders, CPA

HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

STATEMENTS OF FINANCIAL CONDITION  
December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
<b><u>ASSETS</u></b>		
Cash	\$ 615	\$ 310
Receivable from brokers, dealers and clearing organizations	41,695	60,941
Securities owned:		
Marketable, at market value	82,547	78,857
Not readily marketable, at estimated fair value	<u>3,300</u>	<u>3,300</u>
 TOTAL ASSETS	 <u>\$ 128,157</u>	 <u>\$ 143,408</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>		
Liabilities:		
Accounts payable	\$ 377	\$ -
Stockholders' Equity:		
Common stock, \$.01 par value; 10,000 shares authorized, 1,500 shares issued and outstanding	15	15
Additional paid-in capital	11,261	11,261
Retained earnings	<u>116,504</u>	<u>132,132</u>
 Total Stockholders' Equity	 <u>127,780</u>	 <u>143,408</u>
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	 <u>\$ 128,157</u>	 <u>\$ 143,408</u>

See accompanying notes to financial statements.

HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

STATEMENTS OF INCOME  
For the Years Ended December 31, 2001 and 2000

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	<u>2001</u>	<u>2000</u>
Revenues		
Commissions	\$1,257,927	\$1,362,320
Interest and dividends	3,585	3,628
Trading gain (loss)	<u>104</u>	<u>2,585</u>
	<u>1,261,616</u>	<u>1,368,533</u>
Expenses:		
Commission rebates	652,085	492,403
Professional fees	22,913	9,668
Other operating expenses	<u>15,446</u>	<u>6,249</u>
	<u>690,444</u>	<u>508,320</u>
Net Income	<u>\$ 571,172</u>	<u>\$ 860,213</u>

See accompanying notes to financial statements.

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
For the Years Ended December 31, 2001 and 2000

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	Common Stock	Additional Paid-In Capital	Retained Earnings	Total Stockholders' Equity
Balance at December 31, 1999	\$ 15	\$ 11,261	\$ 167,175	\$ 178,451
Net income	-	-	860,213	860,213
Cash dividends	<u>-</u>	<u>-</u>	<u>(895,256)</u>	<u>(895,256)</u>
Balance at December 31, 2000	15	11,261	132,132	143,408
Net income	-	-	571,172	571,172
Cash dividends	<u>-</u>	<u>-</u>	<u>(586,800)</u>	<u>(586,800)</u>
Balance at December 31, 2001	<u>\$ 15</u>	<u>\$ 11,261</u>	<u>\$ 116,504</u>	<u>\$ 127,780</u>

See accompanying notes to financial statements.

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

STATEMENTS OF CHANGES IN LIABILITIES  
SUBORDINATED TO CLAIMS OF GENERAL CREDITORS  
For the Years Ended December 31, 2001 and 2000

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Balance at December 31, 1999	\$ -
Activity during the year	<u>-</u>
Balance at December 31, 2000	-
Activity during the year	<u>-</u>
Balance at December 31, 2001	<u><u>\$ -</u></u>

See accompanying notes to financial statements.

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

STATEMENTS OF CASH FLOWS  
For the Years Ended December 31, 2001 and 2000

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

	<u>2001</u>	<u>2000</u>
<u>CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Net income	\$ 571,172	\$ 860,213
(Increase) decrease in operating assets:		
Receivable from brokers, dealers and clearing organizations	19,246	102,858
Securities owned	(3,690)	(9,470)
Increase (decrease) in operating liabilities:		
Accounts payable	<u>377</u>	<u>(61,109)</u>
Net cash provided by operating activities	<u>587,105</u>	<u>892,492</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES:</u>		
Cash dividends	<u>(586,800)</u>	<u>(895,256)</u>
Net cash used in financing activities	<u>(586,800)</u>	<u>(895,256)</u>
Net Increase (Decrease) in Cash	305	(2,764)
Cash at Beginning of Year	<u>310</u>	<u>3,074</u>
Cash at End of Year	<u>\$ 615</u>	<u>\$ 310</u>

See accompanying notes to financial statements.

HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

NOTES TO FINANCIAL STATEMENTS

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1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Highland Information Services, Inc. (the "Company") is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Operations - The Company is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD). The Company derives its income from a commission cost recapture program and commissions from trades from SEC registered investment advisors. All security transactions are cleared through other brokerage firms. Broadcort Capital Corporation and Bear Stearns Security Corporation serve as the primary clearing firms.

Securities transactions and related revenues are recorded in the accounts on a settlement date basis, which approximates the results of operations on a trade date basis.

Cash Equivalents - For purposes of the statement of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

Allowance for Doubtful Accounts - Management has reviewed the receivables and all accounts deemed uncollectible have been charged off. All remaining receivables are deemed by management to be collectible; therefore, no allowance for doubtful accounts has been provided.

Income Taxes - The Company's income tax status is that of an S corporation; therefore, taxable income is includable in the personal income tax returns of the stockholders and there are no income taxes recorded in the accompanying financial statements.

Concentrations of Credit Risk - The Company is engaged in various trading and brokerage activities in which counterparties primarily include broker-dealers. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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.

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NOTES TO FINANCIAL STATEMENTS (Continued)

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2. **RECEIVABLE FROM BROKERS, DEALERS AND CLEARING ORGANIZATIONS**

The balance shown as receivable from brokers, dealers and clearing organizations represents commission income receivable from its clearing firms.

3. **SECURITIES OWNED**

The Company owns shares in a mutual fund which invests in medium-term municipal debt securities, which are carried at market value. Unrealized gains and losses are included in income. Unrealized gains (losses) were \$(331) and \$(435) at December 31, 2001 and 2000, respectively.

The Company also owns warrants of the NASD to purchase shares of common stock of the NASDAQ Stock Market, Inc. under a plan of reorganization of the NASD. The warrants are carried at cost, which approximate fair value.

4. **NET CAPITAL REQUIREMENTS**

As a broker-dealer registered with the Securities and Exchange Commission (SEC), the Company is prohibited from engaging in any security transactions at a time when its "aggregate indebtedness" exceeds fifteen times its "net capital" as those terms are defined by the Uniform Net Capital Rule of the SEC. The SEC may also require a member organization to reduce its business if its net capital ratio (aggregate indebtedness divided by net capital) exceeds 12 to 1, and may prohibit expansion of its business if the ratio exceeds 10 to 1. The uniform net capital rule of the SEC requires that a minimum of \$5,000 net capital be maintained at all times. On August 15, 1991, the Company entered into an agreement with its clearing firm, Broadcort Capital Corp., which requires the Company to maintain at all times a net capital of at least \$50,000. At December 31, 2001, the Company had net capital of \$113,702, which was \$108,702 in excess of its SEC required net capital of \$5,000 and \$63,702 in excess of net capital specified in its agreement with Broadcort Capital Corp.

5. **TRANSACTIONS WITH PARTIES-IN-INTEREST**

The Company and Highland Associates, Inc. are under common ownership and common control. Both companies share personnel and office equipment, and generally combine their operations in order to operate more efficiently. All common overhead expenses have been charged to Highland Associates, Inc.

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**SUPPLEMENTARY INFORMATION**

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION  
For the Year Ended December 31, 2001

---

**Net Capital:**

Total stockholders' equity from statement of financial condition	\$ 127,780
Deduct stockholders' equity not allowable for net capital	<u>          -</u>
Total stockholders' equity qualified for net capital	127,780
Additions	<u>          -</u>
Total capital and allowable subordinated liabilities	127,780
Deductions and/or charges	<u>     (8,300)</u>
Net capital before haircuts on securities positions	119,480
Haircut on exempted security	<u>     (5,778)</u>
Net Capital	<u>\$ 113,702</u>

**Computation of Minimum Net Capital Requirements:**

Minimum net capital required (6-2/3% of aggregate indebtedness)	<u>\$      25</u>
Minimum dollar net capital requirements	<u>\$  5,000</u>
Net capital requirement (greater of above)	<u>\$  5,000</u>
Excess net capital	<u>\$ 108,702</u>
Excess net capital at 1000% (net capital - 10% of aggregate indebtedness)	<u>\$ 113,664</u>

**Computation of Aggregate Indebtedness:**

Total aggregate indebtedness - liabilities from statement of financial condition	<u>\$      377</u>
Ratio of aggregate indebtedness to net capital	<u>0.00% to 1.00%</u>

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

RECONCILIATION OF COMPUTATION OF  
NET CAPITAL PURSUANT TO RULE 17a-5(d)(4)  
For the Year ended December 31, 2001

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There were no material differences in the aggregate amount or in individual amounts between net capital as computed and reported in this schedule and net capital computed and reported in the Company's corresponding unaudited Form X-17A-5, Part IIA, filed as of December 31, 2001.

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HIGHLAND INFORMATION SERVICES, INC.  
Birmingham, Alabama

INFORMATION PURSUANT TO THE RESERVE REQUIREMENTS  
UNDER RULE 15c3-3 (EXEMPTIVE PROVISION)  
For the Year ended December 31, 2001

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If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based:

- A. (k)(1) - Limited business
- B. (k)(2)(i) - "Special account for exclusive benefit of customers" maintained
- C. (k)(2)(ii) - All customer transactions cleared through another broker-dealer on a fully disclosed basis:

Name of clearing firms:

Broadcort Capital Corp. (File Number 8-29204)

Bear Stearns Securities Corp. (File Number 8-43724)

Wilshire Associates, Inc. (File Number 8-23852)

X

There were no material differences between the above information and the Company's corresponding unaudited Form X-17A-5, Part IIA, filed as of December 31, 2001.

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## Report Of Independent Auditors On Internal Accounting Control



February 13, 2002

The Board of Directors  
Highland Information Services, Inc.  
Birmingham, Alabama

Jones & Kirkpatrick, P.C.  
Certified Public Accountants  
Suite 100  
300 Union Hill Drive  
Birmingham, AL 35209  
Telephone: (205) 870-8824  
Facsimile: (205) 870-8827

George H. Jones III, CPA  
Richard E. Kirkpatrick, CPA  
Karen M. Hornback, CPA  
Jennifer V. Segers, CPA  
Jennifer E. Saunders, CPA

In planning and performing our audit of the financial statements and supplemental schedules of Highland Information Services, Inc. (the Company), for the year ended December 31, 2001, 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 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 (or aggregate debits) 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 4(c) 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 generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

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 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 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.

*Jones & Kirpatrick, P.C.*

Certified Public Accountants