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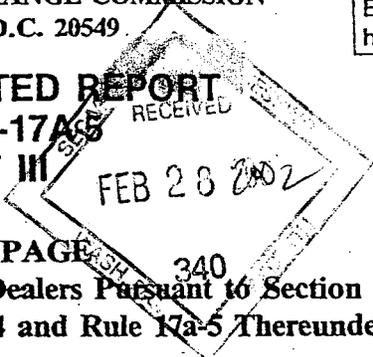


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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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



SEC FILE NUMBER
8- A007405-C7
21647

FACING PAGE 340

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 January 1, 2001 AND ENDING December 31, 2001
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Equable Securities Corporation

OFFICIAL USE ONLY
FIRM ID. NO.

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

330 N. 121st Street

(No. and Street)

Milwaukee

WI

53226

(City)

(State)

(Zip Code)

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

Victor Shier

(Area Code — Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Virchow, Krause & Company, LLP

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

115 S. 84th Street Suite 400

Milwaukee

WI

53214

(Address)

(City)

(State)

(Zip Code)

PROCESSED

MAR 20 2002

REASON

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must be supported by

OATH OR AFFIRMATION

I, Victor Shier, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Equable Securities Corporation, as of December 31, 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:

Victor A. Shier
Victor A. Shier
VICE PRESIDENT
Title

[Signature]

Notary Public

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) Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of con-
- (l)
-
-

...ous audit.

**}

EQUABLE SECURITIES CORPORATION

(A Wholly-Owned subsidiary of
Equity Enterprises, Inc.)
Milwaukee, Wisconsin

FINANCIAL STATEMENTS

Including Independent Auditors' Report

December 31, 2001 and 2000

EQUABLE SECURITIES CORPORATION
(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

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Virchow Krause & company

INDEPENDENT AUDITORS' REPORT

Board of Directors
Equable Securities Corporation
Milwaukee, Wisconsin

We have audited the accompanying balance sheets of Equable Securities Corporation as of December 31, 2001 and 2000 and the related statements of *income and retained earnings and cash flows* for the years then ended. 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 Equable Securities Corporation as of December 31, 2001 and 2000 and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Virchow, Krause & Company, LLP

Milwaukee, Wisconsin
February 4, 2002

EQUABLE SECURITIES CORPORATION

(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

BALANCE SHEETS December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 570,654	\$ 640,677
Commissions receivable	2,012	17,149
Other receivables	904	759
Prepaid expenses	23,327	12,162
Income tax refund receivable	<u>3,100</u>	<u>2,378</u>
Total Current Assets	<u>599,997</u>	<u>673,125</u>
PROPERTY AND EQUIPMENT	<u>53,893</u>	<u>66,223</u>
TOTAL ASSETS	<u>\$ 653,890</u>	<u>\$ 739,348</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ 16,088	\$ 372
Accrued expenses	186,446	219,626
Payable to affiliate	<u>14,022</u>	<u>53,875</u>
Total Current Liabilities	216,556	273,873
LONG-TERM LIABILITIES		
Deferred income taxes	<u>11,500</u>	<u>11,500</u>
Total Liabilities	<u>228,056</u>	<u>285,373</u>
STOCKHOLDERS' EQUITY		
Common stock, \$1 par value per share 50,000 shares authorized 16,000 shares issued and outstanding	16,000	16,000
Retained earnings	<u>409,834</u>	<u>437,975</u>
Total Stockholders' Equity	<u>425,834</u>	<u>453,975</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 653,890</u>	<u>\$ 739,348</u>

See accompanying notes to financial statements.

EQUABLE SECURITIES CORPORATION

(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

STATEMENTS OF INCOME AND RETAINED EARNINGS Years Ended December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
COMMISSION INCOME	\$ 4,157,306	\$ 6,972,976
COMMISSION EXPENSE	<u>2,461,363</u>	<u>4,215,697</u>
Gross Profit	<u>1,695,943</u>	<u>2,757,279</u>
SELLING AND ADMINISTRATIVE EXPENSES		
Selling and administrative expenses	1,094,641	1,863,330
Management fees	539,910	812,349
Occupancy expense	98,651	111,969
Depreciation expense	<u>17,212</u>	<u>16,029</u>
Total Operating Expenses	<u>1,750,414</u>	<u>2,803,677</u>
Operating Loss	<u>(54,471)</u>	<u>(46,398)</u>
OTHER INCOME		
Interest Income	<u>26,330</u>	<u>93,095</u>
Income (Loss) Before Taxes	(28,141)	46,697
PROVISION FOR INCOME TAXES	<u>-</u>	<u>9,846</u>
NET INCOME (LOSS)	(28,141)	36,851
RETAINED EARNINGS - Beginning of Year	<u>437,975</u>	<u>401,124</u>
RETAINED EARNINGS - END OF YEAR	<u>\$ 409,834</u>	<u>\$ 437,975</u>

See accompanying notes to financial statements. -

EQUABLE SECURITIES CORPORATION

(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

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

	<u>2001</u>	<u>2000</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ (28,141)	\$ 36,851
Adjustments to reconcile net income (loss) to net cash flows from operating activities		
Depreciation	17,212	16,030
Loss on disposal of property and equipment	-	1,342
Changes in assets and liabilities		
Commissions receivable	15,137	(1,734)
Other receivable	(145)	(307)
Prepaid expenses	(11,165)	(1,433)
Income tax refund receivable	(722)	(1,994)
Accounts payable	15,716	(228)
Accrued expenses	(33,180)	18,824
Payable to affiliate	(40,735)	(12,168)
Net Cash Flows from Operating Activities	<u>(66,023)</u>	<u>55,183</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	<u>(4,000)</u>	<u>(21,686)</u>
Net Cash Flows from Investing Activities	<u>(4,000)</u>	<u>(21,686)</u>
Net Change in Cash and Cash Equivalents	(70,023)	33,497
CASH - Beginning of Year	<u>640,677</u>	<u>607,180</u>
CASH - END OF YEAR	<u>\$ 570,654</u>	<u>\$ 640,677</u>
Supplemental cash flow disclosures		
Cash paid for income taxes	\$ 3,100	\$ 9,846

Noncash investing and financing activities

Equable Securities Corporation acquired the assets of a related party entity that discontinued operations at the end of 2001. The book value of the assets was \$882.

See accompanying notes to financial statements.

EQUABLE SECURITIES CORPORATION
(A wholly-owned subsidiary of Equity Enterprises, Inc.)

NOTES TO FINANCIAL STATEMENTS
December 31, 2001 and 2000

NOTE 1 - Summary of Significant Accounting Policies

Nature of Operations

Equable Securities Corporation is a Wisconsin corporation formed on March 2, 1977 for the purpose of conducting business as a broker-dealer in securities. The company deals in mutual funds and variable annuity investments with investment companies throughout the United States on behalf of customers in Southern Wisconsin. The Company is a wholly-owned subsidiary of Equity Enterprises, Inc.

Cash and Cash Equivalents

The company defines cash and cash equivalents as highly liquid, short-term investments with a maturity at the date of acquisition of three months or less. At December 31, 2001 and 2000, the Company had bank deposits in excess of federally insured limits by approximately \$530,258 and \$496,776, respectively.

Reserves and Custody of Securities

For transactions in mutual fund shares and variable annuity products, the Company operates under the provisions of paragraph (k)(2)(i) of Rule 15c3-3 of the Securities and Exchange Commission. Among other items, (k)(2)(i) requires that the Company carry no margin accounts, that it promptly transmits all customer funds and securities and does not otherwise hold customer funds or securities or perform custodial services for customers, and that it effectuates all such transactions through a special bank account for the exclusive benefit of its customers.

With respect to all other securities transactions, the Company operates under the provisions of paragraph (k)(2)(ii) of Rule 15c3-3 of the Securities and Exchange Commission. Essentially, the requirements of paragraph (k)(2)(ii) provide that the Company clear all transactions on behalf of customers on a fully-disclosed basis with a clearing broker-dealer and promptly transmit all customer funds and securities to the clearing broker-dealer. The clearing broker-dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker-dealer.

As a result of the above two paragraphs, the Company is exempt from the remaining provisions of Rule 15c3-3.

Commission Revenue

The Company recognizes revenue at the time applications are completed and submitted. Transactions involving registered traded securities are processed through a clearing broker-dealer and commissions are recorded on a trade date basis.

Property and Equipment

Property and equipment are stated at cost. Major expenditures for property and equipment are capitalized. Maintenance, repairs, and minor renewals are expensed as incurred. When assets are retired or otherwise disposed of, their costs and related accumulated depreciation are removed from the accounts and resulting gains or losses are included in income.

EQUABLE SECURITIES CORPORATION

(A wholly-owned subsidiary of Equity Enterprises, Inc.)

NOTES TO FINANCIAL STATEMENTS

December 31, 2001 and 2000

NOTE 1 - Summary of Significant Accounting Policies (cont.)

Property and Equipment (continued)

Depreciation of property and equipment is computed using the straight-line method for financial reporting purposes and on the accelerated method for income tax purposes. The useful lives of property and equipment for purposes of computing depreciation are:

	<u>Years</u>
Leasehold improvements	31 - 40
Office furniture and equipment	5 - 7

The major categories of property and equipment at December 31 are summarized as follows:

	<u>2001</u>	<u>2000</u>
Leasehold improvements	\$ 18,030	\$ 18,030
Office furniture and equipment	<u>179,768</u>	<u>172,837</u>
Total Property and Equipment	197,798	190,867
Less: Accumulated depreciation	<u>(143,905)</u>	<u>(124,644)</u>
Net Property and Equipment	<u>\$ 53,893</u>	<u>\$ 66,223</u>

Advertising

Advertising costs are charged to operations when incurred. Advertising expense was \$7,667 and \$12,637 for the years ended December 31, 2001 and 2000, respectively.

Income Taxes

The Company is included in the consolidated federal income tax return of its parent company. The parent company allocates the consolidated provision for federal income taxes on a separate return equivalent basis.

Deferred income taxes are provided on timing differences between financial statement and taxable income. Timing differences arise principally from the use of accelerated methods of depreciation for income tax purposes.

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.

EQUABLE SECURITIES CORPORATION
(A wholly-owned subsidiary of Equity Enterprises, Inc.)

NOTES TO FINANCIAL STATEMENTS
December 31, 2001 and 2000

NOTE 2 - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission uniform net capital rule (Rule 15c3-1), which requires the maintenance of minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 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 and 2000, the Company had net capital of \$356,072 and \$383,288, respectively, and net capital requirements of \$50,000 each year. The Company's net capital ratio for December 31, 2000 and 1999 was 0.6 to 1 and 0.7 to 1, respectively.

NOTE 3 - Related Party Transactions

Equable Securities Corporation shares office space with its parent company under a noncancellable month to month lease arrangement with the parent company's sole shareholder. Total lease expense was \$74,100 for the years ended December 31, 2001 and 2000.

Common occupancy expenses and administrative expense are allocated between the Company and its parent based upon cumulative net commission income.

The Company also has a management agreement with the parent company's sole shareholder. Under this agreement, the Company is provided certain management and administrative services by personnel of the parent company. During the term of the agreement, the sole shareholder will receive a monthly management fee equal to 12% of the Company's gross revenues for the previous month.

NOTE 4 - 401(K) Plan

The Company's parent, Equity Enterprises, Inc. has adopted a 401(k) Profit Sharing Plan and Trust for the benefit of its employees and the employees of the Equable Securities Corporation. The Plan is available to all employees who have attained twenty-one years of age and who have completed one year of service to the Company. The Plan allows for employee contributions of up to 12% of annual salary, an employer matching contribution of 50% of the employee contribution up to 3% of annual salary, and a discretionary employer contribution as determined annually. Employer contributions for the years ended December 31, 2001 and 2000, were \$62,042 and \$66,775, respectively.

NOTE 5 - Pension Plan

The Company's parent, Equity Enterprises, Inc. has adopted a Money Purchase Pension Plan and Trust for the benefit of its employees and the employees of the Equable Securities Corporation. The Plan covers all employees who have attained twenty-one years of age and have completed one year of service. Contributions are made by the employer annually equal to 6% of eligible employee compensation. Employer contributions for the years ended December 31, 2001 and 2000, were \$131,679 and \$140,399, respectively.

EQUABLE SECURITIES CORPORATION

(A wholly-owned subsidiary of Equity Enterprises, Inc.)

NOTES TO FINANCIAL STATEMENTS

December 31, 2001 and 2000

NOTE 6 - Balance Sheet Risk

As discussed in Note 1, the Company's customer securities transactions are introduced on a fully disclosed basis with its clearing broker-dealer. The clearing broker-dealer is responsible for the execution, collection and payment of funds and, receipt and delivery of securities relative to customer transactions. Off-balance sheet risk exists with respect to these transactions due to the possibility that the customers may be unable to fulfill their contractual commitments, wherein the clearing broker-dealer may charge any losses it incurs to the Company. The Company seeks to minimize this risk through procedures designed to monitor the credit worthiness of its customers.



**Virchow Krause
& company**

INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL FINANCIAL INFORMATION

Board of Directors
Equable Securities Corporation
Milwaukee, Wisconsin

We have audited the accompanying financial statements of Equable Securities Corporation (a wholly-owned subsidiary of Equity Enterprises, Inc.) as of and for the years ended December 31, 2001 and 2000 and have issued our reports thereon dated February 4, 2002 and January 25, 2001, respectively. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental financial information contained in Schedules I and II 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 Commission. Such information has been subject 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.

Milwaukee, Wisconsin
February 4, 2002

Virchow, Krause & Company, LLP

EQUABLE SECURITIES CORPORATION

(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

SCHEDULE I - COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL UNDER RULE 15c3-1 Years Ended December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
AGGREGATE INDEBTEDNESS		
Account payables	\$ 16,086	\$ 372
Accrued expenses	186,446	219,626
Payable to affiliate	14,022	53,875
Deferred income taxes	<u>11,500</u>	<u>11,500</u>
 Total Agregate Indebtedness	 <u>\$ 228,054</u>	 <u>\$ 285,373</u>
 Minimum required net capital (based on aggregate indebtedness)	 <u>\$ 15,204</u>	 <u>\$ 19,025</u>
NET CAPITAL		
Stockholder's equity	\$ 425,834	\$ 453,975
Add:		
Deferred tax liability related to property and equipment not allowable for net capital purposes	11,500	11,500
Deductions:		
Commissions receivable over 30 day	(38)	(530)
Other assets	(27,331)	(15,434)
Net property and equipment	<u>(53,893)</u>	<u>(66,223)</u>
 Net Capital	 356,072	 383,288
 Net capital requirement (Minimum)	 <u>50,000</u>	 <u>50,000</u>
 Capital in excess of minimum requirement	 <u>\$ 306,072</u>	 <u>\$ 333,288</u>
 Ratio of aggregate indebtedness to net capital	 <u>0.6 to 1</u>	 <u>0.7 to 1</u>

See auditors' report on supplemental financial information.

EQUABLE SECURITIES CORPORATION

(A Wholly-owned subsidiary of Equity Enterprises, Inc.)

SCHEDULE II - RECONCILIATION OF THE COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL WITH THAT OF THE REGISTRANT AS FILED IN PART IIA OF FORM X-17A-5 December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
AGGREGATE INDEBTEDNESS		
Aggregate indebtedness as reported by registrant in Part IIA of Form X-17A-5 as of December 31, 2001 and 2000	<u>\$ 228,054</u>	<u>\$ 285,373</u>
Aggregate indebtedness as computed in Schedule I	<u>\$ 228,054</u>	<u>\$ 285,373</u>
NET CAPITAL		
Net capital as reported by the registrant in Part IIA of Form x-17A-5 as of December 31, 2001 and 2000	\$ 344,572	\$ 371,788
Add (deduct) reconciling items:		
Deferred tax liability relating to property and equipment not allowable for net capital purposes	<u>11,500</u>	<u>11,500</u>
Net Capital as computed on Schedule I	<u>\$ 356,072</u>	<u>\$ 383,288</u>

See auditors' report on supplemental financial information.



VirchowKrause & company

INDEPENDENT AUDITORS' REPORT ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC RULE 17a-5

Board of Directors
Equable Securities Corporation
Milwaukee, Wisconsin

In planning and performing our audits of the financial statements and supplemental schedules of Equable Securities 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 internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and 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 conformity 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 and 2000, to meet the SEC's objectives.

This report is intended solely for the information and 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.

Milwaukee, Wisconsin
January 25, 2001

Virchow, Kraemer Company, LLP