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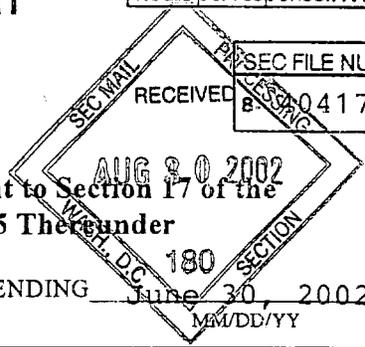
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL
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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 July 1, 2001 AND ENDING June 30, 2002
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: The Champion Group, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

28418

800 Sonterra Boulevard, Suite 230
(No. and Street)

San Antonio Texas 78258
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
C. David Gartley 210/490-1482
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Darilek, Butler & Co., P.C.

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

2702 N. Loop 1604 E., Suite 202 San Antonio Texas 78232
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED
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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)

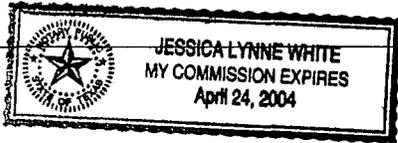
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SEC 1410 (06-02)

9/25/02

OATH OR AFFIRMATION

I, C. David Gartley, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of The Champion Group, Inc., as of June 30, 2002, 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]
Signature

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 Proprietors' 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 15c3-3 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 Required

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

INDEPENDENT AUDITORS' REPORT

Page 3

The Board of Directors
The Champion Group, Inc.
San Antonio, Texas

We have audited the accompanying statement of financial condition of The Champion Group, Inc., as of June 30, 2002, and the related statements of income, changes in stockholders' equity, and cash flows for the year 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 audit.

We conducted our audit 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 audit provides 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 The Champion Group, Inc. as of June 30, 2002, and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

San Antonio, Texas
August 13, 2002



Statement of Financial Condition
June 30, 2002

ASSETS

Current Assets:

Cash	\$	66,934
Accounts Receivable - Commissions		7,500
Accounts Receivable - Employees		6,728
Federal Income Tax Receivable		9,238
Prepaid Expenses		17,458
Total Current Assets		<u>107,858</u>

Investments 7,970

Furniture and Fixtures, Net of \$49,588 in Accumulated Depreciation 53,263

Security Deposits 5,119

Deferred Income Taxes (Note C) 1,835

\$ 176,045

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:

Accounts Payable - Trade	\$	6,087
Accrued Liabilities		13,601
Total Current Liabilities		<u>19,688</u>

Stockholders' Equity:

Common Stock, \$0.01 Par Value, 1,000,000 Shares Authorized, 350,000 Issued and Outstanding		3,500
Additional Paid In Capital		81,500
Retained Earnings		71,357
Total Stockholders' Equity		<u>156,357</u>
	\$	<u>176,045</u>

The Accompanying Notes are an Integral Part of These Financial Statements.

Statement of Income
Year ended June 30, 2002

Revenues	
Commission Income (Note D)	\$ 3,096,335
Interest Income	1,809
	<u>3,098,144</u>
Expenses	
Advertising	9,189
Business Promotion	15,075
Commissions	2,684,222
Depreciation	29,353
Dues and Subscriptions	1,963
Penalties	43
Other Taxes	3,839
Insurance - Medical	20,266
Insurance - Liability	6,312
Licenses and Examination Fees	23,766
Loss on Sales of Assets	301
Miscellaneous	409
Office	24,882
Payroll Taxes	98,745
Postage and Shipping	5,234
Professional Fees	60,573
Repairs and Maintenance	1,993
Salaries	71,830
Stock Exchange Fees	499
Storage and Equipment Rental	74,835
Telephone	2,681
Training and Education	3,010
Travel and Entertainment	17,536
Utilities	1,985
	<u>3,158,541</u>
Income (Loss) Before Provision for Federal Income Taxes	<u>(60,397)</u>
Provision for Federal Income Taxes (Note C)	
Current Federal Income Tax Benefit	(8,513)
Deferred Federal Income Tax Benefit	735
Net Deferred Tax Benefit	<u>(7,778)</u>
Net (Loss)	<u>\$ (52,619)</u>

The Accompanying Notes are an Integral Part of These Financial Statements.

Statement of Changes in Stockholders' Equity
Year ended June 30, 2002

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance - June 30, 2001	\$ 3,500	\$ 81,500	\$ 123,976	\$ 208,976
Net Income (Loss)	<u>0</u>	<u>0</u>	<u>(52,619)</u>	<u>(52,619)</u>
Balance - June 30, 2002	<u>\$ 3,500</u>	<u>\$ 81,500</u>	<u>\$ 71,357</u>	<u>\$ 156,357</u>

Statement of Cash Flows
Year ended June 30, 2002

Cash Flows from Operating Activities:

Net Income (Loss)	\$ (52,619)
Adjustments to Reconcile Net Income to Cash Provided by Operating Activities:	
Depreciation	29,353
Loss on Assets Sold	301
(Increase) Decrease in:	
Accounts Receivable - Commission	(4,812)
Accounts Receivable - Employees	(4,727)
Federal Income Tax Receivable	(9,238)
Prepaid Expenses	5,581
Deferred Income Taxes	0
Increase (Decrease) in:	
Accounts Payable	(10,410)
Accounts Payable - Stockholders	(156)
Accrued Liabilities	(3,161)
Commissions Payable	(1,514)
Federal Income Tax Payable	(931)
Net Cash Used by Operating Activities	<u>(52,333)</u>

Cash Flows from Investing Activities:

Purchase of Fixed Assets	<u>(409)</u>
Net Cash Used by Investing Activities	<u>(409)</u>

Net Decrease in Cash	(52,742)
Cash Balance - June 30, 2001	<u>119,676</u>
Cash Balance - June 30, 2002	<u>\$ 66,934</u>

Supplemental Disclosures For Statement of Cash Flows:

None

Notes to Financial Statements
June 30, 2002

Note A - Organization and Summary of Significant Accounting Policies

The Champion Group, Inc. (the Company) was incorporated under the laws of the State of Delaware on October 7, 1988 to engage in the broker/dealership of direct participation programs. The Company also sells mutual funds, stocks, fully disclosed general securities, and insurance on a commission basis.

The following is a summary of significant accounting policies of the Company. These accounting policies conform to generally accepted accounting principles (GAAP) and were utilized in preparing the accompanying financial statements.

Fixed Assets

Fixed assets are recorded at cost and depreciated over the estimated useful lives of the related assets. Depreciation is computed using the Modified Accelerated Cost Recovery System (MACRS) method of depreciation prescribed by the Internal Revenue Service for both financial and income tax reporting purposes; this method, which prescribes useful lives for the assets, does not materially differ from GAAP.

Commission Income

The Company recognizes commission income when earned under the terms of the offering memorandums for the programs sold. Under these terms, commissions are earned when available for distribution from escrow or upon the completion of significant events as specified in the offering memorandum.

Accounts Receivable

Uncollectible accounts receivable are written off and charged to operations at the time amounts are determined to be a loss to the Company. Actual amounts charged off are reported for income tax purposes. Management's judgment in determining the adequacy of, or need for, a reserve is based on their evaluations of the collectibility of accounts receivable on an account by account basis.

Notes to Financial Statements
June 30, 2002

Note A - Organization and Summary of Significant Accounting Policies (Continued)

Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statements and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets or liabilities.

Use of Estimates

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to depreciable lives of fixed assets and bad debt estimates. Accordingly, upon settlement, actual results may differ from estimated amounts.

Advertising Costs

Advertising costs are expensed as incurred.

Investments

Investments represent equity securities in a non-publicly traded domestic company. The securities were acquired by the Company in non-cash exchange for services rendered. The investment is recorded at its original cost, which is based on the value of services provided and which represents its estimated fair market value of the stock. These securities are held as available for sale by the Company. No operating income or losses have been recognized for the sale of these securities during 2002.

Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash represents cash on hand, cash in clearing deposit accounts, and cash in bank depository accounts.

Notes to Financial Statements
June 30, 2002

Note B - Related Party Transactions

The Company operates under an arrangement with Combined Resources, Inc. ("Combined") to provide marketing services for oil and gas ventures which Combined has developed. As part of this arrangement, the Company is provided with office facilities and long distance telephone service at no charge. During the year ended June 30, 2002, the Company received commissions totaling \$3,080,127 from Combined.

The Company also paid commissions to a related party who is the father of the stockholders. The total amount paid for the year ended June 30, 2002 was \$16,500.

Note C - Federal Income Taxes

The Company's effective tax rate differs from the expected federal income tax rate as follows:

Tax benefit at statutory rate	\$	(10,573)
Permanent book/tax differences		478
Temporary book/tax differences		857
Current Income tax expense benefit	\$	<u>(9,238)</u>
Adjustment for prior year different		1,460
Net deferred tax benefit	\$	<u><u>(7,778)</u></u>

The components of the deferred tax assets and liabilities are as follows:

Deferred Tax Asset:		
Depreciation - Section 179	\$	1,835
Deferred Tax Liability:		<u>0</u>
Net Deferred Tax Asset	\$	<u><u>1,835</u></u>

Note D - Major Customers

A substantial portion of the investments sold by the Company are developed by Combined Resources, Inc. (see Note B). During 2002, commissions from Combined aggregated \$3,080,127 or 99% of total commission income.

Note E - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c 3-1), which requires the maintenance of minimum net capital of the greater of 6 2/3% of aggregate indebtedness or \$5,000. As of June 30, 2002, the Company had net capital of \$63,984, which was \$58,984 in excess of its required net capital of \$5,000. The Company's net capital ratio was .31 to 1.

Notes to Financial Statements
June 30, 2002

Note F - Operating Leases

Operating Leases

The Company leases office equipment accounted for under operating leases expiring in various years through 2006. For the year ended June 30, 2002, \$69,594 of rental fees are included in storage and equipment rental.

Minimum future rental payments under non-cancelable operating leases having remaining terms in excess of 1 year as of June 30, 2002 for each of the remaining years and in the aggregate are:

Year Ended June 30,	Amount
2003	\$ 67,507
2004	63,990
2005	63,990
2006	26,037
Total minimum future rental payments	<u>\$ 221,524</u>

Note G - Concentration of Credit Risk

The Company maintains cash balances at several banks. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. At June 30, 2002, there were deposits totaling \$157,193 in excess of the FDIC coverage.

Note H - Retirement Plan

The Company established a 401(K) retirement plan in July 2000. Eligible employees of the Company may participate in the plan and make voluntary contributions pursuant to a salary reduction agreement. Employees who have completed one year of service with a minimum of 1,000 hours of service worked are eligible. Company contributions to the plan are discretionary. The Company made no contributions to the plan for the fiscal year ended June 30, 2002.

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San Antonio, Texas 78232

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Fax (210) 979-0058

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**INDEPENDENT AUDITORS' REPORT ON ADDITIONAL INFORMATION
REQUIRED BY RULE 17A-5 OF THE SECURITIES AND EXCHANGE COMMISSION**

The Board of Directors
The Champion Group, Inc.
San Antonio, Texas

Our report on our audit of the basic financial statements of The Champion Group, Inc. for the year ended June 30, 2002 appears on Page 3. That audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I and II as required by rule 17a-5 of the Securities and Exchange Commission is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such 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.

San Antonio, Texas
August 13, 2002



Schedule I - Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
June 30, 2002

Net Capital and Computation of Basic Net Capital Requirements

Total Stockholders' Equity	\$	156,357
Less: Net Assets not Allowable for Net Capital		<u>92,373</u>
Net Capital		63,984
Less: Minimum Net Capital Requirements (Greater of 6 2/3% of Aggregate Indebtedness or \$5,000)		<u>5,000</u>
Excess Net Capital	\$	<u><u>58,984</u></u>
<u>Aggregate Indebtedness</u>		
Items Included in the Statement of Financial Condition:		
Accounts Payable and Accrued Expenses	\$	<u>19,688</u>
Total Aggregate Indebtedness	\$	<u><u>19,688</u></u>
Ratio: Aggregate Indebtedness to Net Capital		<u><u>.31 to 1</u></u>

Schedule II - Other Reporting Requirements
June 30, 2002

Computation for Determination of Reserve Requirements and the Disclosure of Information Related to the Possession or Control Requirements Under Rule 15c3-3.

The computation for determination of reserve requirements and the information related to the possession or control requirements under Rule 15c3-3 are not applicable. The Company primarily deals in direct participation programs, mutual funds, and general securities. Since the Company does not hold customer securities or have customer accounts, all customer transactions are cleared through another broker dealer on a fully disclosed basis and therefore qualifies for exemption under Rule 15c3-3 (k)(2)(ii).

Reconciliation of the Computation of Net Capital Under Rule 15c3-1.

Net Capital, as Reported in Part II (Unaudited) Amended FOCUS Report	\$	55,707
Audit Adjustment - Federal Income Taxes		9,238
Year-End Adjustments		(961)
Net Capital per Schedule I	\$	<u>63,984</u>

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

The Board of Directors
The Champion Group, Inc.
San Antonio, Texas

In planning and performing our audit of the financial statements of The Champion Group, Inc. for the year ended June 30, 2002, we considered its internal control structure, including procedures 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 structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (the Commission), we have made a study of the practices and procedures (including tests of compliance with such practices and procedures), followed by The Champion Group, Inc. that we considered relevant to the objectives stated in Rule 17a-5(g)(1)(i) to make the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11). The Company did not handle securities and did not maintain customer accounts during the fiscal year; accordingly, the review objectives stated in Rule 17a-5(g)(1)(ii), (iii), and (iv) are not applicable.

The management of the Company is responsible for establishing and maintaining an internal control structure 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 internal control structure policies and procedures 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 Commission's above-mentioned objectives. The objective of an internal control structure and of the practices and procedures is to provide management with reasonable, but not absolute, assurance (1) that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and (2) that transactions are executed in conformity 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 any internal control structure or the practices and procedures referred to above, errors or irregularities 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 the internal control structure would not necessarily disclose all matters in the internal control structure 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities 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 the internal control structure, including procedures 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 Commission 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 June 30, 2002, to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the National Association of Security Dealers, Inc., the New York Stock Exchange, and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

San Antonio, Texas
August 13, 2002

A handwritten signature in cursive script, appearing to read "David Butler", followed by a small mark that could be a date or initials.