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

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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 1/31/2001 AND ENDING 12/31/2001  
 MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Amerest Securities Inc.

OFFICIAL USE ONLY

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

FIRM I.D. NO.

AMEREST SECURITIES 2200 ROSS AVENUE, SUITE 5300

(No. and Street)

DALLAS

TEXAS

75201

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
SCOTT BATES 972-341-3465

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

BKR CORNWELL JACKSON

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

16000 N. DALLAS PARKWAY, STE.200

DALLAS, TX

75248

(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 26 2002

THOMSON FINANCIAL

FOR OFFICIAL USE ONLY

\*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)

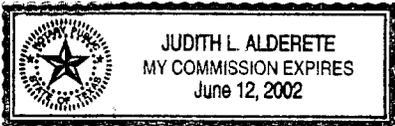
SEC 1410 (05-01)

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3-22-02

OATH OR AFFIRMATION

I, AL PARVIZIAN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of AMEREST SECURITIES, 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:



[Signature]  
Signature  
President  
Title

Judith L. Alderete  
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~~ CASH FLOW
- (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.

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

# BKR • Cornwell Jackson

*Certified Public Accountants*

16000 North Dallas Parkway  
Suite 200  
Dallas, TX 75248  
Tel: 972-991-1050  
Fax: 972-991-1060  
E-mail: [fname@cjteam.com](mailto:fname@cjteam.com)  
[www.cjteam.com](http://www.cjteam.com)

To the Board of Directors and Stockholder  
of Amerest Securities, Inc.

We have audited the accompanying statement of financial condition of Amerest Securities, Inc. (a Texas corporation) as of December 31, 2001, and the related statements of income, changes in stockholders' equity, cash flows, and liabilities subordinated to the claims of creditors for the year 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 audit.

We conducted our audit in accordance with generally accepted auditing standards. 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 Amerest Securities, Inc. as of December 31, 2001, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental financial information is presented for the purposes of additional analysis and is not a required part of the basic financial statements, but is supplemental financial information required by rule 17a-5 of the Security Exchange Act of 1934. 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.



Dallas, Texas  
February 20, 2002

**AMEREST SECURITIES, INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**AS OF DECEMBER 31, 2001**

ASSETS

	<u>2001</u>
CURRENT ASSETS:	
Cash	\$ 21,515
Accounts receivable-affiliate	7,500
Prepaid expense	25,808
Other Assets	<u>3,093</u>
 TOTAL CURRENT ASSETS	 <u>\$ 57,916</u>

LIABILITIES AND STOCKHOLDER EQUITY

CURRENT LIABILITIES:	
Accrued expenses	10,780
 STOCKHOLDER EQUITY :	
Common stock, \$.01 par value, 5,000,000 shares authorized, 100,000 shares issued and outstanding	1,000
Additional paid-in capital	22,444
Retained earnings	<u>23,692</u>
 Total Stockholder Equity	 <u>47,136</u>
 TOTAL LIABILITIES AND STOCKHOLDER EQUITY	 <u>\$ 57,916</u>

The accompanying notes are an integral part of these financial statements.

**AMEREST SECURITIES, INC.**  
**STATEMENT OF INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2001**

	<u>2001</u>
<b>REVENUES:</b>	
Commission income	\$ 857,412
Interest income	<u>1,046</u>
Total income	<u>858,458</u>
<b>EXPENSES:</b>	
Commissions	738,620
Other operating expenses	54,206
Registration expense	<u>64,339</u>
Total expenses	<u>857,165</u>
<b>INCOME BEFORE INCOME TAXES</b>	1,293
<b>CURRENT PROVISION FOR INCOME TAXES</b>	<u>108</u>
<b>NET INCOME (LOSS)</b>	<u><u>\$ 1,185</u></u>

The accompanying notes are an integral part of these financial statements.

**AMEREST SECURITIES, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY**  
**AS OF DECEMBER 31, 2001**

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Totals</u>
BALANCE, DECEMBER 31, 2000	<u>\$ 1,000</u>	<u>\$ 22,444</u>	<u>\$ 22,507</u>	<u>\$ 45,951</u>
Net Income			<u>1,185</u>	<u>1,185</u>
BALANCE, DECEMBER 31, 2001	<u>\$ 1,000</u>	<u>\$ 22,444</u>	<u>\$ 23,692</u>	<u>\$ 47,136</u>

The accompanying notes are an integral part of these financial statements.

**AMEREST SECURITIES, INC.**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2001**

	2001
Cash flows from operating activities -	
Net income (loss)	\$ 1,185
Adjustments to reconcile net earnings to net cash provided (used) by operating activities -	
Net Change:	
Accounts receivable - affiliate	(500)
Other assets	(3,093)
Prepaid Expenses	(4,593)
Accrued expenses	3,781
Accrued payroll taxes	0
Taxes payable	(2,009)
Net cash provided by operating activities	(6,414)
Net change in cash	(5,229)
Cash at the beginning of the year	26,744
Cash at end of year	\$ 21,515

**Supplemental Disclosures of Cash Flow Information**

Cash paid during the year for:

Interest	\$ -
Income taxes	\$ 2,728

**AMEREST SECURITIES, INC.**  
**STATEMENT OF LIABILITIES SUBORDINATED TO THE CLAIMS OF**  
**CREDITORS**  
**DECEMBER 31, 2001**

The Company had no liabilities subordinated to creditors at December 31, 2001.

The accompanying notes are an integral part of these financial statements.

**AMEREST SECURITIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2001**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization –**

Amerest Securities, Inc. (the Company), a Texas Corporation was incorporated in May 1996, and is a wholly owned subsidiary of Amerest, Inc. The Company operates as a securities broker-dealer firm, registered with the Securities and Exchange Commission (SEC) and securities regulatory commissions in the state of Texas. It is a member of the National Association of Securities Dealers (NASD).

**Method of Accounting –**

The accounts of the Company are maintained on the accrual method of accounting with commission revenue recorded as it is earned.

**Cash and cash equivalents –**

For the purpose of cash flow, the Company considers financial instruments with the original maturity of three months or less to be cash equivalents.

**Accounting estimates –**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States, requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

**Income taxes –**

The Company adopted Statement of Financial Accounting Standards No. 109 (SFAS No. 109), "Accounting for Income Taxes." Under SFAS No. 109, an asset and liability tax provision approach is required when applicable. Such approach results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. There were no deferred tax assets or liabilities for the year ended December 31, 2001.

## **NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital (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. At December 31, 2001, the Company had net capital of \$10,735, which was \$5,735 over the required net capital of \$5,000.

## **RELATED PARTY TRANSACTIONS**

All of the Company's revenues were generated from Arcturus Corporation ("Arcturus"), an affiliated company (having common ownership). As part of the broker-dealer contract with Arcturus, the Company receives leasehold office space and related office expenses and the use of furniture and equipment at no charge.

The Company operates under a service and support arrangement with its parent company, Amerest, Inc. ("Amerest"). Under this arrangement, Amerest provides certain funds for administrative salaries and other related activities in consideration for marketing services and sufficient personnel to conduct the sale of joint venture units related to programs in which it may become involved in from time to time. At December 31, 2001, the Company had a receivable from Amerest of \$7,500.

## **ECONOMIC DEPENDENCY**

All of the Company's business is dependent upon an affiliated company. This affiliated company originates all of the joint venture units marketed by the Company. The loss of these originations could have a material adverse effect on the Company.

SUPPLEMENTARY INFORMATION

**AMEREST SECURITIES, INC.**  
**SUPPLEMENTARY INFORMATION**  
**DECEMBER 31, 2001**

1. Computation of net capital and aggregate indebtedness under Rule 15c3-1

Stockholders' equity	\$ 47,136
Total stockholder equity	
Less non-allowable assets:	<u>36,401</u>
Net capital	10,735
 Minimum net capital required	 <u>(5,000)</u>
 Excess (deficit) net capital	 <u>\$ 5,735</u>
 Aggregate indebtedness to net capital:	
Accounts payable and accrued expenses	<u>\$ 10,780</u>
 Aggregate indebtedness	 <u>\$ 10,780</u>
 Ratio: aggregate indebtedness to net capital	 1 to 1

The difference between the above computation of net capital rule 15c3-1 and that filed with the Company's unaudited December 31, 2001 Focus Report is as follows;

December 31, 2001 FOCUS Report:	\$ 10,233
 Additional accrued expenses	 \$ 502
	<u>          </u>
 December 31, 2001 Net Capital	 <u>\$ 10,735</u>

2. Computation for determination of reserve requirements under Rule 15c3-3

The Company operates under the exemptive provisions of paragraph k,(2),I of SEC Rule 15c3-3.

3. Information relating to the possession or control requirements under Rule 15c3-3

The Company has complied with the exemptive requirements of Rule 15c3-3 and did not maintain possession or control of any customer's funds or securities as of December 31, 2001

# BKR ♦ Cornwell Jackson

*Certified Public Accountants*

Board of Directors  
Amerest Securities, Inc.  
Dallas, Texas

16000 North Dallas Parkway  
Suite 200  
Dallas, TX 75248  
Tel: 972-991-1050  
Fax: 972-991-1060  
E-mail: fname@cjteam.com  
www.cjteam.com

In planning and performing our audit of the financial statements of Amerest Securities, 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 consolidated financial statements and not to provide assurance on the 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 compliance with such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and the reserve required by rule 15c3-3(e)
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the 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 an 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.

BKR ♦ Cornwell Jackson  
*Certified Public Accountants*

16000 North Dallas Parkway  
Suite 200  
Dallas, TX 75248  
Tel: 972-991-1050  
Fax: 972-991-1060  
E-mail: [fname@cjteam.com](mailto:fname@cjteam.com)  
[www.cjteam.com](http://www.cjteam.com)

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 information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, 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.

*BKR Cornwell Jackson*

Dallas, Texas  
February 20, 2002

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AMEREST SECURITIES, INC.  
AUDITED FINANCIAL STATEMENTS

SUPPLEMENTAL FINANCIAL INFORMATION  
REQUIRED BY RULE 17A-5  
DECEMBER 31, 2001