

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



02021460

SEC FILE NUMBER

8- 36128

**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 01/01/01 AND ENDING 12/31/01
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

RFS Partners

OFFICIAL USE ONLY

FIRM ID. NO.

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

44 Montgomery Street, Suite 2100

(No. and Street)

San Francisco

California

94104

(City)

(State)

(Zip Code)

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

Stephen Rogers

(415) 398-2727

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Tait, Weller & Baker

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

8 Penn Center Plaza, Suite 800

Philadelphia,

PA

19103

(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 22 2002

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FINANCIAL

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*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)

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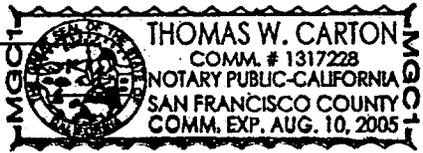
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OATH OR AFFIRMATION

I, Stephen Rogers, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of RFS Partners, 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:

Stephen Rogers
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 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) Auditors' Report on Internal Control.

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

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Partners
RFS Partners
San Francisco, California

We have audited the accompanying statement of financial condition of RFS Partners as of December 31, 2001, and the related statements of income (loss), changes in ownership 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 RFS Partners 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 of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements, taken as a whole. The information contained in Pages 3, 4, 6 and 7 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 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.

Tait, Weller & Baker

Philadelphia, Pennsylvania
February 1, 2002

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER RFS Partners

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**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND
CERTAIN OTHER BROKERS OR DEALERS**

as of (MM/DD/YY) 12/31/01

SEC FILE NO. 8-36128

| | | |
|----------------|---|-----|
| Consolidated | | 99 |
| Unconsolidated | X | 98 |
| | | 198 |
| | | 199 |

ASSETS

| | <u>Allowable</u> | | <u>Non-Allowable</u> | | <u>Total</u> |
|--|------------------|-----|----------------------|-----|-------------------|
| 1. Cash | \$ 222 | 200 | | | \$ 222 750 |
| 2. Receivables from brokers or dealers: | | | | | |
| A. Clearance account | | 295 | | | |
| B. Other | | 300 | \$ 550 | | 810 |
| 3. Receivables from non-customers | | 355 | 600 | | 955 |
| 4. Securities and spot commodities owned, at market value: | | | | | |
| A. Exempted securities | 1,080 | 418 | | | |
| B. Debt securities | | 419 | | | |
| C. Options | | 420 | | | |
| D. Other securities | 50,571 | 424 | | | |
| E. Spot commodities | | 430 | | | 51,651 850 |
| 5. Securities and/or other investments not readily marketable: | | | | | |
| A. At cost \$ | | 130 | | | |
| B. At estimated fair value | | 440 | 3,900 | 610 | 3,900 860 |
| 6. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value: | | | | | |
| A. Exempted securities \$ | | 150 | | | |
| B. Other securities \$ | | 160 | | | |
| 7. Secured demand notes: | | 470 | | 640 | 1,110 |
| market value of collateral: | | | | | |
| A. Exempted securities \$ | | 170 | | | |
| B. Other securities \$ | | 180 | | | |
| 8. Memberships in exchanges: | | | | | |
| A. Owned, at market \$ | | 190 | | | |
| B. Owned, at cost | | | | 650 | |
| C. Contributed for use of the company, at market value | | | | 660 | 900 |
| 9. Investment in and receivables from affiliates, subsidiaries and associated partnerships | | 480 | 758,831 | 670 | 758,831 910 |
| 10. Property, furniture, equipment, leasehold improvements and rights under lease agreements, at cost-net of accumulated depreciation and amortization | | 490 | | 680 | 920 |
| 11. Other assets | | 535 | | 735 | 930 |
| 12. TOTAL ASSETS | \$ 51,873 | 540 | \$ 762,731 | 740 | \$ 814,604 940 |

OMIT PENNIES

See notes to financial statements

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER **RFS Partners**

as of 12/31/01

**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING
AND CERTAIN OTHER BROKERS OR DEALERS**

LIABILITIES AND OWNERSHIP EQUITY

| <u>Liabilities</u> | <u>A.I. Liabilities</u> | <u>Non-A.I. Liabilities</u> | <u>Total</u> |
|--|-----------------------------|---------------------------------|--------------|
| 13. Bank loans payable | \$ 1045 | \$ 1255 | \$ 1470 |
| 14. Payable to brokers or dealers: | | | |
| A. Clearance account | 1114 | 1315 | 1560 |
| B. Other | 1115 | 1305 | 1540 |
| 15. Payable to non-customers | 1155 | 1355 | 1610 |
| 16. Securities sold not yet purchased, at market value | | 1360 | 1620 |
| 17. Accounts payable, accrued liabilities, expenses and other | 1205 | 1385 | 1685 |
| 18. Notes and mortgages payable: | | | |
| A. Unsecured | 1210 | | 1690 |
| B. Secured | 1211 | 1390 | 1700 |
| 19. Liabilities subordinated to claims of general creditors: | | | |
| A. Cash borrowings: | | | |
| 1. from outsiders \$ | 970 | | |
| 2. Includes equity subordination (15c3-1 (d)) of \$ | 980 | | |
| B. Securities borrowings, at market value:... | | | |
| from outsiders \$ | 990 | 1410 | 1720 |
| C. Pursuant to secured demand note collateral agreements: | | | |
| 1. from outsider: \$ | 1000 | 1420 | 1730 |
| 2. Includes equity subordination (15c3-1 (d)) of \$ | 1010 | | |
| D. Exchange memberships contributed for use of company, at market value | | 1430 | 1740 |
| E. Accounts and other borrowings not qualified for net capital purposes | 1220 | 1440 | 1750 |
| 20. TOTAL LIABILITIES | \$ NONE 1230 | \$ NONE 1450 | \$ NONE 1760 |

Ownership Equity

| | | |
|--|---------|-----------------|
| 21. Sole proprietorship | | \$ 1770 |
| 22. Partnership (limited partners | \$ 1020 | 814,604 1780 |
| 23. Corporation: | | |
| A. Preferred stock | | 1791 |
| B. Common stock | | 1792 |
| C. Additional paid-in capital | | 1793 |
| D. Retained earnings | | 1794 |
| E. Total | | 1795 |
| F. Less capital stock in treasury | | 1796 |
| 24. TOTAL OWNERSHIP EQUITY | | \$ 814,604 1800 |
| 25. TOTAL LIABILITIES AND OWNERSHIP EQUITY | | \$ 814,604 1810 |

OMIT PENNIES

See notes to financial statements

**FINANCIAL AND OPERATION COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER

RFS Partners

as of 12/31/01

COMPUTATION OF NET CAPITAL

| | | |
|---|---------------------------|--------|
| 1. Total ownership equity from Statement of Financial Condition..... | \$ 814,604 | 3480 |
| 2. Deduct ownership equity not allowable for Net Capital | ▼ ¹⁹ () | 3490 |
| 3. Total ownership equity qualified for Net Capital | 814,604 | 3500 |
| 4. Add: | | |
| A. Liabilities subordinated to claims of general creditors allowable in computation of net capital..... | | 3520 |
| B. Other (deductions) or allowable credits (List)..... | | 3525 |
| 5. Total capital and allowable subordinated liabilities..... | \$ 814,604 | 3530 |
| 6. Deductions and/or charges: | | |
| A. Total nonallowable assets from Statement of Financial Condition (Notes B and C) ¹⁷ \$ 762,731 | | 3540 |
| B. Secured demand note deficiency..... | | 3590 |
| C. Commodity futures contracts and spot commodities- proprietary capital charges..... | | 3600 |
| D. Other deductions and/or charges..... | | 3610 |
| 7. Other additions and/or allowable credits (List)..... | ((762,731)) | 3620 |
| 8. Net capital before haircuts on securities positions | ▼ ²⁰ \$ 51,873 | 3640 |
| 9. Haircuts on securities (computed, where applicable, pursuant to 15c3-1 (f)): | | |
| A. Contractual securities commitments | \$ | 3660 |
| B. Subordinated securities borrowings | | 3670 |
| C. Trading and investment securities: | | |
| 1. Exempted securities | ▼ ¹⁸ | 3735 |
| 2. Debt securities | | 3733 |
| 3. Options | | 3730 |
| 4. Other securities (40,632 x .07) (1,302 x .02) (9,939 x .15)..... | 4,361 | 3734 |
| D. Undue Concentration | | 3650 |
| E. Other (List)..... | | 3736 |
| 10. Net Capital | \$ | 47,512 |
| | | 3750 |

OMIT PENNIES

Net capital reported on unaudited FOCUS Report
Net capital as reported above

\$47,512
\$47,512

See notes to financial statements

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER RFS Partners

as of 12/31/01

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

| | | | |
|---|----|--------|------|
| 11. Minimum net capital required (6-2/3% of line 19) | \$ | 0 | 3756 |
| 12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A) | \$ | 5,000 | 3758 |
| 13. Net capital requirement (greater of line 11 or 12) | \$ | 5,000 | 3760 |
| 14. Excess net capital (line 10 less 13) | \$ | 42,512 | 3770 |
| 15. Excess net capital at 1000% (line 10 less 10% of line 19) | \$ | 47,512 | 3780 |

COMPUTATION OF AGGREGATE INDEBTEDNESS

| | | | |
|--|----|------|------|
| 16. Total A.I. liabilities from Statement of Financial Condition | \$ | 0 | 3790 |
| 17. Add: | | | |
| A. Drafts for immediate credit | \$ | 3800 | |
| B. Market value of securities borrowed for which no equivalent value is paid or credited | \$ | 3810 | |
| C. Other unrecorded amounts (List) | \$ | 3820 | 3830 |
| 19. Total aggregate indebtedness | \$ | 0 | 3840 |
| 20. Percentage of aggregate indebtedness to net capital (line 19 ÷ by line 10) | % | 0 | 3850 |
| 21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d) | % | N/A | 3860 |

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

| | | | |
|--|----|-----|------|
| 22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirements pursuant to Rule 15c3-3 prepared as of the date of the net capital computation including both brokers or dealers and consolidated subsidiaries' debits | \$ | N/A | 3870 |
| 23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A) | \$ | | 3880 |
| 24. Net capital requirement (greater of line 22 or 23) | \$ | | 3760 |
| 25. Excess net capital (line 10 less 24) | \$ | | 3910 |
| 26. Net capital in excess of: | | | |
| 5% of combined aggregate debit items or \$120,000 | \$ | N/A | 3920 |

OMIT PENNIES

NOTES:

- (A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:
1. Minimum dollar net capital requirement, or
 2. 6-2/3% of aggregate indebtedness or 2% of aggregate debits if alternative method is used.
- (B) Do not deduct the value of securities borrowed under subordination agreements or secured demand note covered by subordination agreements not in satisfactory form and the market values of memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.
- (C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

See notes to financial statements

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER RFS Partners

For the period (MMDDYY) from 01/01/01 ³⁹³² to 12/31/01 ³⁹³³
 Number of months included in this statement 12 ³⁹³¹

STATEMENT OF INCOME (LOSS)

REVENUE

| | | |
|---|---------------|--------|
| 1. Commissions: | | |
| a. Commissions on transactions in exchange listed equity securities executed on an exchange | \$ | 3935 |
| b. Commissions on listed option transactions | ²¹ | 3938 |
| c. All other securities commissions | | 3939 |
| d. Total securities commissions | | 3940 |
| 2. Gains or losses on firm securities trading accounts | | |
| a. From market making in options on a national securities exchange | | 3945 |
| b. From all other trading | | 3949 |
| c. Total gain (loss) | | 3950 |
| 3. Gains or losses on firm securities investment accounts | | 3952 |
| | (2,363) | |
| 4. Profit (loss) from underwriting and selling groups | ²⁶ | 3955 |
| 5. Revenue from sale of investment company shares | | 3970 |
| 6. Commodities revenue | | 3990 |
| 7. Fees for account supervision, investment advisory and administrative services | | 3975 |
| 8. Other revenue | | 18,335 |
| 9. Total revenue | \$ | 15,972 |

EXPENSES

| | | | |
|---|---------------|--------|------|
| 10. Salaries and other employment costs for general partners and voting stockholder officers | \$ | | 4120 |
| 11. Other employee compensation and benefits | ²⁷ | | 4115 |
| 12. Commissions paid to other broker-dealers | | | 4140 |
| 13. Interest expense | | | 4075 |
| a. Includes interest on accounts subject to subordination agreements | | 4070 | |
| 14. Regulatory fees and expenses | | 10,883 | 4195 |
| 15. Other expenses | | 4,629 | 4100 |
| 16. Total expenses | \$ | 15,512 | 4200 |

NET INCOME

| | | | |
|--|---------------|------|------|
| 17. Net income (loss) before Federal income taxes and items below (Item 9 less Item 16) | \$ | 460 | 4210 |
| 18. Provision for Federal income taxes (for parent only) | ²⁸ | | 4220 |
| 19. Equity in earnings (losses) of unconsolidated subsidiaries not included above | | | 4222 |
| a. After Federal income taxes of | | 4238 | |
| 20. Extraordinary gains (losses) | | | 4224 |
| a. After Federal income taxes of | | 4239 | |
| 21. Cumulative effect of changes in accounting principles | | | 4225 |
| 22. Net income (loss) after Federal income taxes and extraordinary items | \$ | 460 | 4230 |

MONTHLY INCOME

| | | | |
|--|----|-----|------|
| 23. Income (current month only) before provision for Federal income taxes and extraordinary items | \$ | N/A | 4211 |
|--|----|-----|------|

See notes to financial statements

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER RFS Partners

For the period (MMDDYY) from 01/01/01 to 12/31/01

**STATEMENT OF CHANGES IN OWNERSHIP EQUITY
(SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)**

| | | | |
|---|----|-----------|------|
| 1. Balance, beginning of period | \$ | 880,484 | 4240 |
| A. Net income (loss) | | 460 | 4250 |
| B. Additions (Includes non-conforming capital of | \$ | 4262 | 4260 |
| C. Deductions (Includes non-conforming capital of | \$ | 4272 | 4270 |
| | | 93,155 | 4260 |
| | | (159,495) | 4270 |
| 2. Balance, end of period (From item 1800) | \$ | 814,604 | 4290 |

**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED
TO CLAIMS OF GENERAL CREDITORS**

| | | | |
|--|----|-----|------|
| 3. Balance, beginning of period | \$ | N/A | 4300 |
| A. Increases | | | 4310 |
| B. Decreases | | | 4320 |
| 4. Balance, end of period (From item 3520) | \$ | N/A | 4330 |

OMIT PENNIES

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

| | | |
|-------------------------|--------------|-----------------------|
| BROKER OR DEALER | RFS Partners | as of <u>12/31/01</u> |
|-------------------------|--------------|-----------------------|

Exemptive Provision Under Rule 15c3-3

25. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based (check one only)

- | | | |
|--|-------------------------------------|-------------|
| A. (k) (1)—\$2,500 capital category as per Rule 15c3-1 . . . (\$5,000) | <input checked="" type="checkbox"/> | 4550 |
| B. (k) (2)(A)—"Special Account for the Exclusive Benefit of customers" maintained | | 4560 |
| C. (k) (2)(B)—All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm <input type="checkbox"/> | | 4570 |
| D. (k) (3)—Exempted by order of the Commission | | 4580 |

Ownership Equity and Subordinated Liabilities maturing or proposed to be withdrawn within the next six months and accruals, (as defined below), which have not been deducted in the computation of Net Capital.

| Type of Proposed withdrawal or Accrual See below for code to enter | Name of Lender or Contributor | Insider or Outsider? (In or Out) | Amount to be Withdrawn (cash amount and/or Net Capital Value of Securities) | (MMDDYY) Withdrawal or Maturity Date | Expect to Renew (yes or no) | |
|---|-------------------------------|-------------------------------------|---|---|--------------------------------|-------------|
| 22 | 4600 | 4601 | 4602 | 4603 | 4604 | 4605 |
| 23 | 4610 | 4611 | 4612 | 4613 | 4614 | 4615 |
| 24 | 4620 | 4621 | 4622 | 4623 | 4624 | 4625 |
| 25 | 4630 | 4631 | 4632 | 4633 | 4634 | 4635 |
| 26 | 4640 | 4641 | 4642 | 4643 | 4644 | 4645 |
| 27 | 4650 | 4651 | 4652 | 4653 | 4654 | 4655 |
| 28 | 4660 | 4661 | 4662 | 4663 | 4664 | 4665 |
| 29 | 4670 | 4671 | 4672 | 4673 | 4674 | 4675 |
| 30 | 4680 | 4681 | 4682 | 4683 | 4684 | 4685 |
| 31 | 4690 | 4691 | 4692 | 4693 | 4694 | 4695 |
| TOTAL \$ <input type="checkbox"/> N/A | | | | | | 4699 |

OMIT PENNIES

Instructions: Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period following the report date including the proposed redemption of stock and payments of liabilities secured by fixed assets (which are considered allowable assets in the capital computation pursuant to Rule 15c3-1(c)(2)(iv)), which could be required by the lender on demand or in less than six months.

- WITHDRAWAL CODE: DESCRIPTION**
1. Equity Capital
 2. Subordinated Liabilities
 3. Accruals
 4. 15c3-1(c)(2)(iv) Liabilities

See notes to financial statements

RFS PARTNERS

STATEMENT OF CASH FLOWS

Year ended December 31, 2001

INCREASE (DECREASE) IN CASH

Cash flows from operating activities

| | |
|---|-----------------|
| Dividends and fees received | \$ 18,335 |
| Filing fees and operating expenses paid | <u>(15,512)</u> |

| | |
|--|--------------|
| Net cash provided by operating activities | <u>2,823</u> |
|--|--------------|

Cash flows from investing activities

| | |
|-----------------------------------|----------------|
| Purchase of investment securities | <u>(2,974)</u> |
|-----------------------------------|----------------|

| | |
|---|----------------|
| Net cash used for investing activities | <u>(2,974)</u> |
|---|----------------|

| | |
|-----------------------------|-------|
| Net decrease in cash | (151) |
|-----------------------------|-------|

Cash

| | |
|-------------------|------------|
| Beginning of year | <u>373</u> |
|-------------------|------------|

| | |
|--------------------|----------------------|
| End of year | <u><u>\$ 222</u></u> |
|--------------------|----------------------|

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

| | |
|---------------------|--------------|
| Net income | \$ 460 |
| Loss on investments | <u>2,363</u> |

| | |
|--|------------------------|
| Net cash provided by operating activities | <u><u>\$ 2,823</u></u> |
|--|------------------------|

See notes to financial statements

December 31, 2001

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- (A) RFS Partners (the "*Company*") is a California limited partnership and the general partner of CCM Partners which is the investment manager of the California Investment Trust Fund Group.
- (B) To date, the Company has not engaged in any activities relating to broker-dealer transactions.

(2) REGULATORY REQUIREMENTS

The Company is exempt from the provisions of Rule 15c-3-3 of the Securities Exchange Act of 1934 (reserve requirement for brokers and dealers) in that all transactions would be limited to the purchase, sale and redemption of shares of a registered investment company; it does not hold funds or securities for customers; and it promptly transmits all funds and delivers all securities in connection with its activities as a broker or dealer.

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined, equal to the greater of \$5,000 or 6-2/3% of aggregate indebtedness. Net capital and the related net capital ratio may fluctuate on a daily basis. At December 31, 2001, the Company had net capital of \$47,512, and net capital requirements of \$5,000. The percentage of aggregate indebtedness to net capital was 0%.

**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
ON INTERNAL CONTROL STRUCTURE REQUIRED BY SEC RULE 17a-5**

**To the Partners
RFS Partners
San Francisco, California**

In planning and performing our audit of the financial statements of RFS Partners (the "*Company*") for the year ended December 31, 2001, we considered its internal control, 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.

We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a3(a)(11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13, or in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

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 Commission's above-mentioned objectives. Two of the objectives of an internal control structure 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 accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure 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 the internal control 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 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 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 December 31, 2001, to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934, and is not intended to be and should not be used by anyone other than these specified parties.

Tart, Weller & Baker

Philadelphia, Pennsylvania
February 1, 2002