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

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

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

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

PFA Security Asset Management, Inc.

OFFICIAL USE ONLY
FIRM ID. NO.

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

1023 Mumma Road

(No. and Street)

Lemoyne, PA 17043

(City)

(State)

(Zip Code)

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

Dennis J. Grier

(717) 761-8485

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Seligman, Freidman & Company, P.C.

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

1027 Mumma Road

Wormlesyburg, PA 17043

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED

APR 04 2002

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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).

[Handwritten signature]

OATH OR AFFIRMATION

I, Dennis J. Grier, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of PFA Security Asset Management, Inc., 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:

Notarial Seal
Lorraine M. Speidel, Notary Public
Camp Hill Boro, Cumberland County
My Commission Expires Dec. 15, 2003

Signature
Treasurer
Title

Lorraine M. Speidel
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.

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

**PFA SECURITY ASSET
MANAGEMENT, INC.**

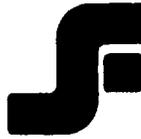
FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2001 AND
FOR THE PERIOD FROM INCEPTION
(JULY 20, 1999) TO DECEMBER 31, 2000

PFA SECURITY ASSET MANAGEMENT, INC.

TABLE OF CONTENTS

	<u>PAGE NUMBER</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
BALANCE SHEETS	2
STATEMENTS OF INCOME	3
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY	4
STATEMENTS OF CASH FLOWS	5
NOTES TO FINANCIAL STATEMENTS	6 - 7
SUPPLEMENTARY INFORMATION	
INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION REQUIRED BY RULE 17a-5 OF THE SECURITIES AND EXCHANGE COMMISSION	8
SCHEDULE OF COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION AS OF DECEMBER 31, 2001	9
INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL	10 - 11
INDEPENDENT AUDITORS' REPORT ON EXEMPTION FROM PROVISIONS FOR DETERMINATION OF RESERVE REQUIREMENTS PURSUANT TO SECURITIES AND EXCHANGE COMMISSION RULE 15c3-3	12



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INDEPENDENT AUDITORS' REPORT

Stockholders

PFA Security Asset Management, Inc.

1023 Mumma Road

Lemoyne, Pennsylvania 17043

We have audited the Balance Sheet of **PFA Security Asset Management, Inc.** as of December 31, 2001, 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 Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of **PFA Security Asset Management, Inc.** as of December 31, 2000 were audited by other auditors whose report dated January 24, 2001 expressed an unqualified opinion on those statements.

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 2001 financial statements referred to above present fairly, in all material respects, the financial position of **PFA Security Asset Management, Inc.** as of December 31, 2001, and the results of its operations and cash flows for the year then ended in conformity with auditing standards generally accepted in the United States of America.

Seligman Friedman & Company P.C.

Harrisburg, Pennsylvania
January 31, 2002

PFA SECURITY ASSET MANAGEMENT, INC.

BALANCE SHEETS

	<u>December 31,</u>	
	<u>2001</u>	<u>2000</u>
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	\$13,690	\$6,997
Accounts Receivable	2,993	0
Prepaid Expense	<u>353</u>	<u>0</u>
TOTAL ASSETS	<u>\$17,036</u>	<u>\$6,997</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Accounts Payable	\$ 2,993	\$ 0
STOCKHOLDERS' EQUITY		
Common Stock - No Par Value; 1,000 Shares Authorized; 100 Shares Issued and Outstanding	1,000	1,000
Additional Paid-In Capital	36,788	20,000
Accumulated Deficit	<u>(23,745)</u>	<u>(14,003)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>14,043</u>	<u>6,997</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$17,036</u>	<u>\$ 6,997</u>

See independent auditors' report and accompanying notes.

PFA SECURITY ASSET MANAGEMENT, INC.

STATEMENTS OF INCOME

	Year Ended		For the Period From	
	December 31, 2001		Inception (July 20, 1999) to	
	<u>Amount</u>	<u>% of Income</u>	<u>Amount</u>	<u>% of Income</u>
COMMISSION INCOME	\$151,000	100.0	\$ 0	0.0
OPERATING EXPENSES	<u>160,742</u>	<u>106.5</u>	<u>14,003</u>	<u>0.0</u>
NET LOSS	<u>\$ (9,742)</u>	<u>(6.5)</u>	<u>\$(14,003)</u>	<u>0.0</u>

See independent auditors' report and accompanying notes.

PFA SECURITY ASSET MANAGEMENT, INC.

**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
YEAR ENDED DECEMBER 31, 2001 AND FOR THE PERIOD FROM
INCEPTION (JULY 20, 1999) TO DECEMBER 31, 2000**

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
BALANCE - July 20, 1999	\$ 0	\$ 0	\$ 0	\$ 0
NET LOSS	0	0	(14,003)	(14,003)
ISSUANCE OF 100 SHARES	1,000	24,000	0	25,000
STOCKHOLDERS DISTRIBUTIONS	<u>0</u>	<u>(4,000)</u>	<u>0</u>	<u>(4,000)</u>
BALANCE - December 31, 2000	1,000	20,000	(14,003)	6,997
NET LOSS	0	0	(9,742)	(9,742)
CONTRIBUTION OF CAPITAL	0	23,000	0	23,000
STOCKHOLDERS DISTRIBUTIONS	<u>0</u>	<u>(6,212)</u>	<u>0</u>	<u>(6,212)</u>
BALANCE - December 31, 2001	<u>\$1,000</u>	<u>\$36,788</u>	<u>\$(23,745)</u>	<u>\$14,043</u>

See independent auditors' report and accompanying notes.

PFA SECURITY ASSET MANAGEMENT, INC.

STATEMENTS OF CASH FLOWS

	<u>Year Ended</u> <u>December 31, 2001</u>	<u>For the Period From</u> <u>Inception (July 20, 1999) to</u> <u>December 31, 2000</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$ (9,742)	\$(14,003)
Adjustments to Reconcile Net Loss to Net Cash Used by Operating Activities		
(Increase) Decrease in		
Accounts Receivable	(2,993)	0
Prepaid Expense	(353)	0
Increase (Decrease) in		
Accounts Payable	<u>2,993</u>	<u>0</u>
NET CASH FLOWS USED BY OPERATING ACTIVITIES	(10,095)	(14,003)
NET CASH FROM FINANCING ACTIVITIES		
Additional Paid-in Capital	23,000	24,000
Issuance of Common Stock	0	1,000
Stockholders Distributions	<u>(6,212)</u>	<u>(4,000)</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>16,788</u>	<u>21,000</u>
NET INCREASE IN CASH	6,693	6,997
CASH AND CASH EQUIVALENTS - BEGINNING	<u>6,997</u>	<u>0</u>
CASH AND CASH EQUIVALENTS - ENDING	<u>\$13,690</u>	<u>\$ 6,997</u>
SUPPLEMENTAL DISCLOSURES		
Interest Paid	<u>\$0</u>	<u>\$0</u>
Income Taxes Paid	<u>\$0</u>	<u>\$0</u>

See independent auditors' report and accompanying notes.

PFA SECURITY ASSET MANAGEMENT, INC.

NOTES TO FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2001 AND FOR THE PERIOD FROM INCEPTION (JULY 20, 1999) TO DECEMBER 31, 2000

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

PFA Security Asset Management, Inc. was incorporated in the State of Arizona on July 20, 1999. PFA Security Asset Management, Inc. is registered as a broker-dealer under the U.S. Securities Exchange Act of 1934. The corporate operations are limited to investment company products and variable insurance contracts.

Accounting Method and Revenue Recognition

The financial statements reflect the accrual method of accounting. Revenue is recognized when earned and expenses are recognized when incurred.

Accounts Receivable and Bad Debt

The Corporation writes-off any accounts deemed to be uncollectible. Potential bad debt at the end of the period is immaterial in relation to total accounts receivable. Therefore, a reserve for doubtful accounts has not been established.

Income Taxes

The Corporation has elected taxation as a Subchapter "S" Corporation for federal and state income tax purposes. Consequently, tax liabilities are the responsibility of the Corporation's stockholders. Therefore, no income tax provision is reflected in the financial statements.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Corporation considers all highly liquid debt instruments purchased with maturity of three months or less to be cash equivalents.

PFA SECURITY ASSET MANAGEMENT, INC.

NOTES TO FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2001 AND FOR THE PERIOD FROM INCEPTION (JULY 20, 1999) TO DECEMBER 31, 2000

2. CONCENTRATION OF CREDIT RISKS

The Corporation primarily transacts business within Pennsylvania. Fluctuations in the economic conditions within the Commonwealth could affect the Corporation's ability to acquire and retain clients.

3. NET CAPITAL REQUIREMENTS

The Corporation is subject to the Securities and Exchange Commission Uniform Net Capital Rule (rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregated indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange 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, the Corporation had net capital of \$13,690, which was \$8,690 in excess of its required net capital of \$5,000. The Corporation's net capital ratio was 0.22 to 1.

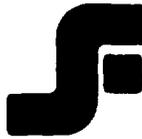
4. COMMISSION INCOME

Commission income of \$90,164 was paid by Lincoln Benefit Life Company, a Nebraska-based insurance company, for securities transactions initiated by PFA Security Asset Management, Inc. on variable annuity sales in 2001. These commission checks were made payable to Professional Asset Management Advisors, Inc. and were not recorded as commission income by PFA Security Asset Management, Inc. Some of the owners of PFA Security Asset Management, Inc. are also owners of Professional Asset Management Advisors, Inc. The Corporation's management believes that the commission checks should be made payable to PFA Security Asset Management, Inc. and are working with Lincoln Benefit to resolve this matter.

5. CHANGE IN OWNERSHIP

In July 2001, all of the Corporation's common stock was sold by the existing stockholder to a group of investors. Pursuant to that transaction, the Corporation distributed \$6,212 to the selling stockholder and received \$23,000 of equity capital from the new stockholders.

SUPPLEMENTARY INFORMATION



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Robert N. Levy, CPA, CSEP
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**INDEPENDENT AUDITORS' REPORT ON
SUPPLEMENTARY INFORMATION REQUIRED BY RULE 17a-5
OF THE SECURITIES AND EXCHANGE COMMISSION**

Stockholders

PFA Security Asset Management, Inc.

1023 Mumma Road

Lemoyne, Pennsylvania 17043

We have audited the accompanying financial statements of **PFA Security Asset Management, Inc.** as of and for the year ended December 31, 2001, and have issued our report thereon dated January 31, 2002. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the accompanying schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities 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.

Seligman Friedman & Company P.C.

Harrisburg, Pennsylvania

January 31, 2002

PFA SECURITY ASSET MANAGEMENT, INC.

**SCHEDULE OF COMPUTATION OF NET CAPITAL
UNDER RULE 15c3-1 OF THE SECURITIES AND
EXCHANGE COMMISSION AS OF DECEMBER 31, 2001**

NET CAPITAL

Stockholders' Equity - December 31, 2001	\$14,043
Nonallowable Assets	
Prepaid Expenses	<u>(353)</u>
NET CAPITAL	<u>\$13,690</u>

AGGREGATE INDEBTEDNESS

Accounts Payable	<u>\$2,993</u>
------------------	----------------

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum Net Capital Required

Company (Aggregated Indebtedness x 6.67 Percent)	<u>\$199</u>
Minimum Dollar Net Capital Required	<u>\$5,000</u>

Net Capital	\$13,690
Less: Minimum Dollar Net Capital	<u>5,000</u>
Excess Net Capital	<u>\$ 8,690</u>

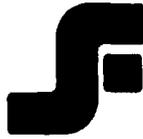
Net Capital	\$13,690
Aggregate Indebtedness x 10.0 Percent	<u>299</u>
Excess Net Capital at 1,000 Percent	<u>\$13,391</u>

Ratio: Aggregate Indebtedness to Net Capital	<u>.22 : 1</u>
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RECONCILIATION WITH CORPORATION'S COMPUTATION

(Included in Part IIA of Form X-17a-5 as of December 31, 2001)

Net Capital - As Reported in Corporation's Part IIA (Unaudited)	
FOCUS Report	\$13,690
Adjustments	<u>0</u>
NET CAPITAL PER ABOVE	<u>\$13,690</u>



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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL

Stockholders
PFA Security Asset Management, Inc.
1023 Mumma Road
Lemoyne, Pennsylvania 17043

In planning and performing our audit of the financial statements of **PFA Security Asset Management, Inc.** for the year ended December 31, 2001, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Corporation including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Corporation 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 Corporation 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 Corporation 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 Corporation 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 internal control of 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.

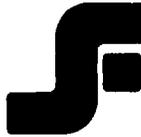
Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific 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 upon this understanding and on our study, we believe that the Corporation'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, 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.

Seligman Friedman & Company P.C.

Harrisburg, Pennsylvania
January 31, 2002



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**INDEPENDENT AUDITORS' REPORT ON EXEMPTION
FROM PROVISIONS FOR DETERMINATION OF RESERVE
REQUIREMENTS PURSUANT TO SECURITIES AND
EXCHANGE COMMISSION RULE 15c3-3**

Stockholders

PFA Security Asset Management, Inc.

1023 Mumma Road

Lemoyne, Pennsylvania 17043

Pursuant to our audit of the financial statements of **PFA Security Asset Management, Inc.** as of and for the year ended December 31, 2001, we applied additional procedures regarding the Corporation's compliance with maintaining required customer reserves pursuant to Securities and Exchange Commission Rule 15c3-3.

Management believes that the Corporation is exempt for the provisions and requirements of 15c3-3 under paragraph K-(1) of that rule. Transactions are limited to mutual funds, annuities, and liquidating sales in which the proceeds are immediately used to purchase investment company products. The Corporation does not carry securities accounts for customers or perform custodial functions relating to custodial securities.

In conducting our audit in accordance with auditing standards generally accepted in the United States of America, including supplementary information required by Rule 17a-5 of the Securities and Exchange Commission, we noted no instances of noncompliance with the exemption from provisions identified in paragraph K-(1) of Rule 15c3-3.

Seligman Friedman & Company P.C.

Harrisburg, Pennsylvania

January 31, 2002