



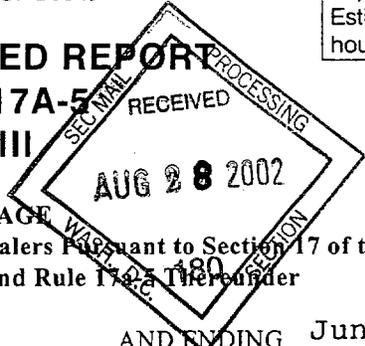
02053015

UNITED STATES EXCHANGE COMMISSION
Washington, D.C. 20549

UF9-302

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



SEC FILE NUMBER
8-49944

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: World Trade Financial Corporation

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
888 Prospect Street, Suite 330

(No. and Street)
La Jolla California 92037
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Rod Michel 858-459-8883
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Pannel Kerr Forster CPA's

(Name - if individual, state last, first, middle name)
2020 Camino Del Rio North Suite 500 San Diego, CA. 92108
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED

SEP 19 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)

UF9-302

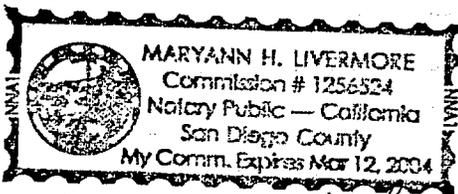
OATH OR AFFIRMATION

I, Rodney P. Michel, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of World Trade Financial Corporation, 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: 3

[Handwritten Signature]
Signature

President, CFO

Title



[Handwritten 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~~ *Cash Flows*
- (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).

WORLD TRADE FINANCIAL CORPORATION

ANNUAL FILING IN ACCORDANCE
WITH RULE 17a-5

YEARS ENDED JUNE 30, 2002 AND 2001

TOGETHER WITH INDEPENDENT AUDITORS' REPORTS THEREON

PKF

WORLD TRADE FINANCIAL CORPORATION
Years Ended June 30, 2002 and 2001

TABLE OF CONTENTS

| | <u>Page</u> |
|--|-------------|
| INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS | 1 |
| FINANCIAL STATEMENTS | |
| Statements of Financial Condition | 2 |
| Statements of Operations | 3 |
| Statements of Comprehensive Gain | 4 |
| Statements of Changes in Shareholders' Equity | 5 |
| Statements of Cash Flows | 6 - 7 |
| Notes to Financial Statements | 8 - 12 |
| SUPPLEMENTARY SCHEDULES | |
| Computation of Net Capital and Aggregate Indebtedness under Rule 15c3-1 | 13 |
| Reconciliation with Company's Computation of Net Capital and Aggregate Indebtedness under Part II of Form X-17A-5 | 14 |
| Computation of Reserve Requirements pursuant to Rule 15c3-3 | 15 |
| Information Relating to the Possession or Control Requirements under Rule 15c3-3 | 16 |
| INDEPENDENT AUDITORS' REPORT ON INTERNAL ACCOUNTING CONTROL | 17 - 18 |



Certified Public Accountants
A Professional Corporation

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San Diego, CA 92108

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INDEPENDENT AUDITORS' REPORT

Board of Directors
World Trade Financial Corporation
La Jolla, California

We have audited the accompanying statements of financial condition of World Trade Financial Corporation (a Nevada corporation) (the "Company") as of June 30, 2002 and 2001, and the related statements of operations, comprehensive gain, changes in shareholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of World Trade Financial Corporation as of June 30, 2002 and 2001 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedules on pages 13 through 16 are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are 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 audits 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 Diego, California
August 6, 2002

PKF
Certified Public Accountants
A Professional Corporation

WORLD TRADE FINANCIAL CORPORATION
 STATEMENTS OF FINANCIAL CONDITION
 June 30, 2002 and 2001

ASSETS

| | <u>2002</u> | <u>2001</u> |
|---|-------------------|-------------------|
| CURRENT ASSETS | | |
| Cash | \$ 99,685 | \$ 15,849 |
| Receivables | 88,844 | 109,264 |
| Securities owned, at market value | 45,346 | 26,723 |
| Deposits with clearing broker | 95,000 | 33,925 |
| Other assets and deposits | <u>35,389</u> | <u>23,521</u> |
| Total current assets | <u>364,264</u> | <u>209,282</u> |
| Furniture and equipment, net of accumulated depreciation of \$50,363 and \$37,615, respectively | <u>12,376</u> | <u>22,683</u> |
| Total assets | <u>\$ 376,640</u> | <u>\$ 231,965</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

| | | |
|--|-------------------|-------------------|
| CURRENT LIABILITIES: | | |
| Accounts payable | \$ 34,659 | \$ 16,330 |
| Accrued liabilities | <u>—</u> | <u>31,468</u> |
| Total liabilities | <u>34,659</u> | <u>47,798</u> |
| Commitments and contingencies (See Note 8) | | |
| SHAREHOLDERS' EQUITY: | | |
| Common stock, no par value; authorized 20,000,000; issued and outstanding shares 4,675,000 | 63,985 | 63,985 |
| Preferred stock, no par value; authorized 5,000,000; no shares issued and outstanding | — | — |
| Additional paid in capital | 1,109,228 | 1,094,228 |
| Accumulated deficit | (823,834) | (962,918) |
| Accumulated other comprehensive loss | <u>(7,398)</u> | <u>(11,128)</u> |
| Total shareholders' equity | <u>341,981</u> | <u>184,167</u> |
| Total liabilities and shareholders' equity | <u>\$ 376,640</u> | <u>\$ 231,965</u> |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
 STATEMENTS OF OPERATIONS
 For the Years Ended June 30, 2002 and 2001

| | 2002 | 2001 |
|---|------------|--------------|
| Revenues: | | |
| Commissions | \$ 682,049 | \$ 237,799 |
| Management consulting | 5,000 | 19,920 |
| Interest | 556 | 3,161 |
| Realized gains (losses) | 326,649 | (89,335) |
| Other | 38,278 | 1,282 |
| Total revenues | 1,052,532 | 172,827 |
| Expenses: | | |
| Clearing | 92,158 | 55,998 |
| Employee compensation and benefits | 294,730 | 220,635 |
| General and administrative | 187,514 | 154,929 |
| Professional services | 326,298 | 44,460 |
| Depreciation | 12,748 | 10,724 |
| Total expenses | 913,448 | 486,746 |
| Net income (loss) before income tax expense | 139,084 | (313,919) |
| Income tax expense | - | - |
| Net income (loss) | \$ 139,084 | \$ (313,919) |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
STATEMENTS OF COMPREHENSIVE GAIN
For the Years Ended June 30, 2002 and 2001

| | <u>2002</u> | <u>2001</u> |
|--|-------------------|---------------------|
| Net income (loss) | \$ 139,084 | \$ (313,919) |
| Other comprehensive gain, net of tax: | | |
| Unrealized loss on securities | (7,398) | (11,128) |
| Reclassification adjustment for realized loss on securities included in net income (loss) | <u>11,128</u> | <u>96,880</u> |
| Other comprehensive gain | <u>3,730</u> | <u>85,752</u> |
| Comprehensive income (loss), net of tax | <u>\$ 142,814</u> | <u>\$ (228,167)</u> |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
 STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
 For the Years Ended June 30, 2002 and 2001

| | Common stock Shares | Common stock Amount | Additional paid in capital | Accumulated deficit | Accumulated other comprehensive loss | Total |
|------------------------------------|------------------------|------------------------|----------------------------------|------------------------|---|-------------------|
| Balance at June 30, 2000 | 4,675,000 | \$ 63,985 | \$ 936,926 | \$ (648,999) | \$ (96,880) | \$ 255,032 |
| Other comprehensive gain | - | - | - | - | 85,752 | 85,752 |
| Capital contribution of securities | - | - | 50,000 | - | - | 50,000 |
| Capital contribution of cash | - | - | 107,302 | - | - | 107,302 |
| Net loss | - | - | - | (313,919) | - | (313,919) |
| Balance at June 30, 2001 | 4,675,000 | 63,985 | 1,094,228 | (962,918) | (11,128) | 184,167 |
| Other comprehensive gain | - | - | - | - | 3,730 | 3,730 |
| Capital contribution of cash | - | - | 15,000 | - | - | 15,000 |
| Net income | - | - | - | 139,084 | - | 139,084 |
| Balance at June 30, 2002 | <u>4,675,000</u> | <u>\$ 63,985</u> | <u>\$ 1,109,228</u> | <u>\$ (823,834)</u> | <u>\$ (7,398)</u> | <u>\$ 341,981</u> |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
 STATEMENTS OF CASH FLOWS
 For the Years Ended June 30, 2002 and 2001

| | 2002 | 2001 |
|--|------------|--------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income (loss) | \$ 139,084 | \$ (313,919) |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | |
| Depreciation | 12,748 | 10,724 |
| Loss on sale of available-for-sale securities | 11,454 | 139,113 |
| Decrease (increase) in assets: | | |
| Receivables | 20,420 | 39,954 |
| Deposits with clearing broker | (61,075) | (6,000) |
| Other assets and deposits | (11,868) | 6,356 |
| Increase (decrease) in liabilities: | | |
| Accounts payable | 18,329 | 4,375 |
| Accrued expenses | (31,468) | (2,941) |
| Net cash provided by (used in) operating activities | 97,624 | (122,338) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of available-for-sale securities | (49,799) | (37,851) |
| Proceeds from sale of available-for-sale securities | 23,451 | 30,887 |
| Purchase of furniture and equipment | (2,440) | (5,912) |
| Net cash used in investing activities | (28,788) | (12,876) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Capital contributions | 15,000 | 107,302 |
| Net cash provided by financing activities | 15,000 | 107,302 |
| Net increase (decrease) in cash | 83,836 | (27,912) |
| Cash at the beginning of the year | 15,849 | 43,761 |
| Cash at the end of the year | \$ 99,685 | \$ 15,849 |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
STATEMENTS OF CASH FLOWS (Continued)
For the Years Ended June 30, 2002 and 2001

| | <u>2002</u> | <u>2001</u> |
|--|-----------------|------------------|
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the year for: | | |
| Taxes | <u>\$ 1,600</u> | <u>\$ -</u> |
| Interest | <u>\$ 1,677</u> | <u>\$ 1,687</u> |
| Supplemental disclosure of noncash investing and financing activities: | | |
| Unrealized loss on available-for-sale securities | <u>\$ 7,398</u> | <u>\$ 11,128</u> |
| Capital contribution in the form of investment securities | <u>\$ -</u> | <u>\$ 50,000</u> |

The accompanying notes are an integral part of these financial statements

WORLD TRADE FINANCIAL CORPORATION
NOTES TO FINANCIAL STATEMENTS
June 30, 2002 and 2001

NOTE 1 - ORGANIZATION

Organization and Business

World Trade Financial Corporation (formerly known as "Amber Securities Corporation") (incorporated in Nevada on July 18, 1996), obtained a California Certificate of Qualification on September 15, 1997, and began using its current name on April 27, 1999. The Company began doing business on January 6, 1998 as a broker-dealer registered with the Securities and Exchange Commission (SEC). The Company operates as a fully disclosed broker-dealer pursuant to the exemptive provisions of the SEC Rule 15c3-3 subparagraph (k)(2)(ii). To maintain this exemption, the Company does not hold customer funds and/or securities. If any customer funds and/or securities are received, they are to be promptly forwarded. The Company's client base is in both domestic and foreign markets, and the Company utilizes the Internet to facilitate the trading activity.

NOTE 2 - ACCOUNTING POLICIES

Estimates

The financial statements are prepared on the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America, which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents include amounts on deposit with financial institutions and investments maturing within 90 days.

Receivables

All receivables are related to activity with clearing brokers. Due to these daily and recurring trade transactions, which give rise to the receivables, and the general nature of receivables, these amounts are collected usually within ten days of the closing of the transaction throughout the year. At June 30, 2002 and 2001, management believes that no allowance for doubtful accounts is necessary.

WORLD TRADE FINANCIAL CORPORATION
 NOTES TO FINANCIAL STATEMENTS
 June 30, 2002 and 2001

NOTE 2 - ACCOUNTING POLICIES (Continued)

Recognition of Revenue

Commission revenue and related sales commissions which result from the trading of securities are recorded as they are earned.

Stock Split

On May 14, 2001, the Company approved a 4,675-for-1 stock split for all of its issued and outstanding common shares.

NOTE 3 - FURNITURE AND EQUIPMENT

Furniture and equipment is recorded at cost and is depreciated on a straight-line basis over the estimated useful lives of the depreciable assets which range from three to five years. Furniture and equipment consists of the following:

| | 2002 | 2001 |
|------------------------------------|-----------|-----------|
| Furniture and fixtures | \$ 19,546 | \$ 19,546 |
| Computers and equipment | 43,193 | 40,752 |
| | 62,739 | 60,298 |
| Less: | | |
| Accumulated depreciation | (50,363) | (37,615) |
| Total furniture and equipment, net | \$ 12,376 | \$ 22,683 |

NOTE 4 - INCOME TAXES

The Company accounts for its income taxes under the asset and liability method. The objective of the asset and liability method is to establish deferred tax assets and liabilities for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. The principal temporary differences in the recognition of income and expense for tax and financial reporting purposes arise from the use of accelerated depreciation for tax purposes, payment of employees' accrued compensation, and the timing of the payment of State Franchise taxes which are not currently deductible for federal income tax purposes.

WORLD TRADE FINANCIAL CORPORATION
NOTES TO FINANCIAL STATEMENTS
June 30, 2002 and 2001

NOTE 4 - INCOME TAXES (Continued)

The Company's provision (benefit) for income taxes for the years ended June 30, 2002 and 2001 is as follows:

| | 2002 | 2001 |
|----------------------------|------|------|
| Current taxes provision: | | |
| Federal | \$ - | \$ - |
| State | - | - |
| Total current portion | - | - |
| Deferred taxes (benefit): | | |
| Federal | - | - |
| State | - | - |
| Total deferred portion | - | - |
| Provision for income taxes | \$ - | \$ - |

At June 30, 2002 and 2001, the Company's Deferred Tax Asset account is as follows:

| | | |
|---------------------------|------------|------------|
| Net operating losses | \$ 334,000 | \$ 385,000 |
| Less: valuation allowance | (334,000) | (385,000) |
| Net Deferred Tax Asset | \$ - | \$ - |

At June 30, 2002 and 2001, the Company has federal and California net operating loss carryovers of approximately \$820,000 and \$819,000, respectively, a portion of which are subject to a limitation of the amount that may be utilized each year of approximately \$1,900 per year and begin expiring in 2012.

The effective tax rate varied from the federal statutory rate of 34% for the year ended June 30, 2002 primarily as a result of the Company recognizing a tax benefit for the net operating loss carry forwards not previously recognized. The valuation allowance decreased approximately \$51,000 from 2001.

NOTE 5 - SHAREHOLDERS' EQUITY

During the years ended June 30, 2002 and 2001, shareholders of the Company made capital contributions of \$15,000 and \$157,302, respectively. Approximately \$50,000 of the contributions in 2001 were in the form of marketable securities.

On May 14, 2001, the Company's Board of Directors increased the number of shares of common stock authorized to 20,000,000 shares. The Board of Directors also established a preferred class of shares for which 5,000,000 shares were authorized. Currently there are no issued and outstanding shares of preferred stock.

WORLD TRADE FINANCIAL CORPORATION
NOTES TO FINANCIAL STATEMENTS
June 30, 2002 and 2001

NOTE 6 - ACCUMULATED OTHER COMPREHENSIVE LOSS

Effective July 1, 1999, the Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) No. 130, "Reporting Comprehensive Income." Under SFAS No. 130, the Company is required to report all changes in equity during a period, except those resulting from investments and distributions by owners, in a financial statement for the period in which they are recognized. The Company has chosen to disclose Comprehensive Income, which encompasses Net Income and Net Unrealized Gains on Securities, in the Statements of Operations and Comprehensive Income. The income tax effects allocated to and the cumulative balance of unrealized losses on securities are as follows:

| | 2002 | 2001 |
|---|-------------|-------------|
| Balance, beginning of year | \$ (11,128) | \$ (96,880) |
| Add: | | |
| Unrealized loss on securities | (7,398) | (11,128) |
| Income tax effect | — | — |
| Net unrealized loss | (18,526) | (108,008) |
| Deduct: | | |
| Realized loss on sales of securities | 11,128 | 96,880 |
| Income tax expense | — | — |
| Net realized loss included in net income | 11,128 | 96,880 |
| Net unrealized loss included in comprehensive Income | (7,398) | (11,128) |
| Balance, end of year | \$ (7,398) | \$ (11,128) |

NOTE 7 - NET CAPITAL REQUIREMENTS

The Company is subject to Rule 15c3-1 of the Securities Exchange Act of 1934, as amended, which requires that the ratio of aggregate indebtedness to net capital, as defined, not exceed 15 to 1, and that the Company maintain minimum net capital of \$100,000. At June 30, 2002 and 2001, the Company had net capital of \$186,922 and \$32,664, respectively, in excess of the required minimum net capital and the ratios of aggregate indebtedness to net capital were 0.12 to 1 and 0.36 to 1, respectively.

The Company does not carry customer accounts, nor does it hold customer securities or cash. It is exempt from Rules 15c3-3 and 17a-13 under the Securities Exchange Act of 1934.

WORLD TRADE FINANCIAL CORPORATION
NOTES TO FINANCIAL STATEMENTS
June 30, 2002 and 2001

NOTE 8 - COMMITMENTS AND CONTINGENCIES

The Company is involved in legal action and insurance claims arising in the normal course of business. Management does not believe these claims will have a material effect on the financial statements of the Company.

The Company has entered into a lease for its office space under a non-cancelable lease agreement which expires on August 31, 2002. After the expiration of this lease, the Company will pay rent on a month-to-month basis. The Company entered into a six-month lease agreement for additional office space in Irvine, California. This lease began May 1, 2000 and expired on October 31, 2000. Rent expense for the years ended June 30, 2002 and 2001 were \$39,828 and \$38,762, respectively.

The following is a schedule by year of the future minimum lease payments due at June 30:

Year Ended June 30:

| | |
|------|-----------------|
| 2003 | \$ <u>7,192</u> |
|------|-----------------|

During the year ended June 30, 2002, the principal shareholder entered into a purchase agreement to purchase real estate in the San Diego area for \$620,000 in which the Company would be guarantor on the loan. The principal shareholder plans to rent office space to the Company at the new premises. The agreement calls for the principal shareholder to secure a SBA loan for any remaining unpaid balance. The SBA loan is contingent on the Company meeting certain requirements and approval for the loan. If such approval is not granted, the purchase agreement will be voided.

SUPPLEMENTARY INFORMATION

WORLD TRADE FINANCIAL CORPORATION
 COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
 OF THE SECURITIES AND EXCHANGE COMMISSION
 For the Years Ended June 30, 2002 and 2001

| | 2002 | 2001 |
|---|------------|------------|
| Total assets | \$ 376,640 | \$ 231,965 |
| Total liabilities | (34,659) | (47,798) |
| Shareholders' equity | 341,981 | 184,167 |
| Less non-allowable assets: | | |
| Non-customer accounts receivable | - | (946) |
| Furniture, equipment and leasehold improvements | (12,376) | (22,683) |
| Haircuts on securities held | (6,802) | (4,138) |
| Undue concentrations | (492) | (215) |
| Other assets | (35,389) | (23,521) |
| Non-allowable assets | (55,059) | (51,503) |
| Net capital | \$ 286,922 | \$ 132,664 |

COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS

| | | |
|---|------------|------------|
| Minimum net capital required (6-2/3 % of aggregate indebtedness or \$100,000, whichever is greater) | \$ 100,000 | \$ 100,000 |
| Net capital in excess of amount required | \$ 186,922 | \$ 32,664 |
| Aggregate indebtedness | \$ 34,659 | \$ 47,798 |
| Ratio of aggregate indebtedness to net capital | 0.12 to 1 | 0.36 to 1 |

WORLD TRADE FINANCIAL CORPORATION
RECONCILIATION OF THE COMPUTATION OF AGGREGATE INDEBTEDNESS
AND NET CAPITAL WITH THAT OF THE COMPANY AS
INCLUDED IN PART IIA OF FORM X-17A-5
For the Years Ended June 30, 2002 and 2001

| AGGREGATE INDEBTEDNESS | <u>2002</u> | <u>2001</u> |
|--|-------------------|-------------------|
| Aggregate indebtedness as reported in Company's Part IIA (Unaudited) FOCUS report | \$ 4,727 | \$ 43,618 |
| Accrual of expenses | 27,921 | 4,180 |
| Other adjustments | <u>2,011</u> | <u>-</u> |
| Aggregate indebtedness, as adjusted | <u>\$ 34,659</u> | <u>\$ 47,798</u> |
| | | |
| NET CAPITAL | | |
| Net capital, as reported in Company's Part IIA (Unaudited) FOCUS report | \$ 316,920 | \$ 136,963 |
| Accrual of expenses | (27,921) | (4,180) |
| Other adjustment | <u>(2,077)</u> | <u>(119)</u> |
| Net capital, as adjusted | <u>\$ 286,922</u> | <u>\$ 132,664</u> |

WORLD TRADE FINANCIAL CORPORATION
COMPUTATION OF RESERVE REQUIREMENTS
PURSUANT TO RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION
For the Years Ended June 30, 2002 and 2001

The Company does not carry customer accounts; therefore, they are not required to compute reserve requirements in Part II of Form X-17A-5.

WORLD TRADE FINANCIAL CORPORATION
INFORMATION RELATING TO POSSESSION
OR CONTROL REQUIREMENTS UNDER RULE 15c3-3
OF THE SECURITIES AND EXCHANGE COMMISSION
June 30, 2002 and 2001

The Company does not hold customer securities, and consequently qualifies for exemption under the provisions of the Rule.



Certified Public Accountants
A Professional Corporation

2020 Camino del Rio North
Suite 500
San Diego, CA 92108

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INDEPENDENT AUDITORS' REPORT ON
INTERNAL ACCOUNTING CONTROL REQUIRED BY
RULE 17A-5 OF THE SECURITIES AND EXCHANGE COMMISSION

Board of Directors
World Trade Financial Corporation
La Jolla, California

In planning and performing our audit of the financial statements of World Trade Financial Corporation as of and for the year ended June 30, 2002, 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 17a-3(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 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 internal control 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. Two of the objectives of internal controls 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 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 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 would not necessarily disclose all matters in the 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 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 the following matter involving the control environment and its operation that we considered to be a material weakness as defined above. This condition was considered in determining the nature, timing and extent of the procedures to be performed in our audit of the financial statements of World Trade Financial Corporation for the year ended June 30, 2002, and this report does not affect our report thereon dated August 6, 2002.

As a result of the Company's small size, the assignment of job responsibilities does not provide an adequate segregation of duties. An effective internal control structure contemplates a segregation of duties so that no one individual processes a transaction from its inception to its completion. While we recognize that the Company is not large enough to permit an adequate segregation of duties for an effective system of internal accounting control, it is important that you be aware of this condition.

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 New York Stock Exchange and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

San Diego, California
August 6, 2002

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