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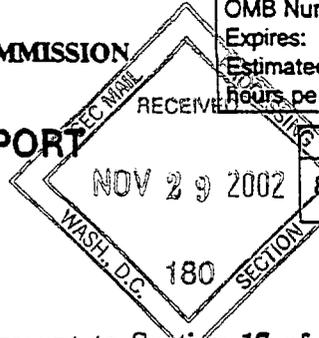


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UNITED STATES
EXCHANGE COMMISSION
Washington, D.C. 20549

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



SEC FILE NUMBER
~~001628~~

8-44

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 10/1/01 AND ENDING 9/30/02
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

H C DENISON CO.

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

618 N 7TH STREET

OFFICIAL USE ONLY
FIRM ID. NO.

(No. and Street)
SHEBOYGAN WI 53081
(City) (State) (Zip Code)

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

JAMES A TESTWIDE

920-457-9451

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

SCHENCK SC

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

712 RIVERFRONT DRIVE SUITE 301 SHEBOYGAN, WI 53081
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED

DEC 13 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).

PS 12/9/02

OATH OR AFFIRMATION

JAMES TESTWUIDE

swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of H C DENISON CO. as of

SEPTEMBER 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:

Three horizontal lines for listing exceptions.

Signature of James Testwuide, Title: PRESIDENT

Signature of Kathryn A. Kultgen, 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 CASH FLOWS.
(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.
X (o) INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL STRUCTURE REQUIRED BY SEC RULE 17a-5.

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

H. C. DENISON CO.

Financial Statements

September 30, 2002

Together With Independent Auditors' Report

H. C. DENISON CO.

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BETTER PEOPLE. BETTER RESULTS.

Independent Auditors' Report

To the Board of Directors
H.C. Denison Co.
Sheboygan, Wisconsin

We have audited the accompanying statement of financial condition of H. C. Denison Co. as of September 30, 2002, and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of H. C. Denison Co. as of September 30, 2002 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.

Schenck SC

Certified Public Accountants

Sheboygan, Wisconsin
October 25, 2002

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities

Notes payable	\$ 506,000	
Payables:		
Customers	135,889	
Brokers and dealers	133,241	
Other	12,936	
Securities sold, not yet purchased, at market value	49,508	
Accrued liabilities:		
Salaries, commissions and related withholdings	55,510	
Property taxes	<u>7,044</u>	
Total liabilities		\$ 900,128

Stockholders' equity

Common stock, no par value:		
Authorized, 1,524 shares		
Issued and outstanding, 801 shares	792,000	
Retained earnings	<u>192,886</u>	
Total stockholders' equity		<u>984,886</u>
		<u>\$ 1,885,014</u>

H. C. DENISON CO.

Statement of Operations
Year ended September 30, 2002

Revenues

Commissions	\$ 1,481,747
Net dealer inventory and security gains	391,022
Interest and dividends	65,670
Other	<u>23,510</u>

Total revenues \$ 1,961,949

Expenses

Employee compensation and benefits	1,250,311
Communications	174,657
Promotional costs	47,457
Occupancy and equipment	166,288
Interest	25,475
Professional fees	78,506
Bank and clearing charges	87,944
Non-compete agreement	25,000
Other	<u>72,063</u>

Total expenses 1,927,701

Net income \$ 34,248

See notes to financial statements.

H. C. DENISON CO.

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

	<u>Shares</u>	<u>Common Stock</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance, October 1, 2001	801	\$ 792,000	\$ 158,638	\$ 950,638
Net income	<u>-</u>	<u>-</u>	<u>34,248</u>	<u>34,248</u>
Balance, September 30, 2002	<u>801</u>	<u>\$ 792,000</u>	<u>\$ 192,886</u>	<u>\$ 984,886</u>

See notes to financial statements.

H. C. DENISON CO.

Statement of Cash Flows
Year ended September 30, 2002

<u>Operating activities</u>		
Net income	\$	34,248
Adjustments to reconcile net income to net cash used for operating activities:		
Depreciation		16,775
Decrease (increase) in:		
Cash - Restricted		119,409
Receivables		334,410
Securities owned		(139,970)
Federal tax deposit		3,628
Increase (decrease) in:		
Payables		(725,014)
Securities sold, not yet purchased		49,508
Accrued liabilities		<u>(11,400)</u>
Net cash used for operating activities	\$	(318,406)
<u>Investing activity</u>		
Purchase of property and equipment		(29,154)
<u>Financing activities</u>		
Net increase in notes payable		<u>266,000</u>
<u>Cash and cash equivalents - Unrestricted</u>		
Net decrease		(81,560)
Beginning of year		<u>419,268</u>
End of year	\$	<u>337,708</u>
<u>Supplemental disclosures of cash flow information</u>		
Cash paid for interest	\$	23,378

See notes to financial statements.

H. C. DENISON CO.

Notes to Financial Statements
September 30, 2002

Note 1 - Nature of business and significant accounting policies

A. Nature of business

H. C. Denison Co. (Company) is a broker and dealer in securities with offices in Sheboygan and Manitowoc, Wisconsin. The Company is registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD).

B. Use of estimates

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

C. Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

D. Securities owned and revenue recognition of securities transactions

Customers' and brokers' and dealers' securities and commodities transactions are recorded on a settlement date basis with related commission income and expenses recorded on a trade date basis. Securities and commodities transactions of the Company are recorded on a trade date basis.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net on the statement of financial condition.

Marketable securities are valued at market value and securities not readily marketable are valued at fair value as determined by the Board of Directors. The resulting difference between cost and market (or fair value) is included in income.

E. Property, equipment and depreciation

Property and equipment are stated at cost. Expenditures for additions and improvements are capitalized while replacements, maintenance and repairs which do not improve or extend the lives of the respective assets are expensed currently as incurred. Properties sold or otherwise disposed of are removed from the property accounts, with gains or losses on disposal credited or charged to operations.

Depreciation is provided over the estimated useful lives of the respective assets, using the straight-line method.

H. C. DENISON CO.

Notes to Financial Statements, Continued
September 30, 2002

Note 1 - Nature of business and significant accounting policies, continued

F. Income taxes

The Company has elected, by consent of its stockholders, to be taxed as an S corporation under the provisions of the Internal Revenue Code and Wisconsin Statutes. Under those provisions, the Company does not pay federal and Wisconsin corporate income taxes on its taxable income. Instead, the stockholders are liable for their respective shares of the Company's taxable income on their individual tax returns. The Company periodically makes distributions to the stockholders for income taxes.

Note 2 - Concentration of credit risk

The Company maintains cash deposits at several banks located in the Sheboygan, Wisconsin area. Deposits at each bank are insured by the Federal Deposit Insurance Corporation up to \$100,000 per entity. The Company's cash deposits, at times, exceed these limits.

Note 3 - Cash - Restricted for reserve requirement

The Company is required to maintain sufficient bank accounts and qualified securities as a reserve to protect customer interests pursuant to Securities and Exchange Commission Rule 15c3-3. At September 30, 2002, cash restricted for reserve requirement consists of:

Cash on deposit	\$	22,070
Certificates of deposit		<u>48,311</u>
	\$	<u>70,381</u>

Note 4 - Cash - Restricted at clearing house

The Company is required to maintain cash balances at Depository Trust and Clearing Corporation. These restricted cash balances fluctuate periodically based on activity. Depository Trust and Clearing Corporation holds securities owned by the Company and is the Company's primary clearing agent.

Note 5 - Due from and due to customers and brokers and dealers

Accounts receivable from and payable to customers include amounts due on cash and margin transactions. Securities owned and not yet paid for by customers are held as collateral for receivables. Such collateral is not reflected in the financial statements.

Accounts receivable from and payable to brokers and dealers consist of cash due or payable on security transactions. The security transactions are settled when the underlying securities are delivered. Securities sold but not yet delivered are held as collateral for monies due upon delivery. Securities held as collateral pending payment are not reflected in the financial statements. Monies owed against securities not yet received are held pending receipt of securities.

H. C. DENISON CO.

Notes to Financial Statements, Continued
September 30, 2002

Note 6 - Securities owned

Marketable securities owned at September 30, 2002 consist of trading and investment securities at market values as follows:

Stocks	\$ 131,427
Corporate bonds	354,056
U.S. Government obligations	192,399
Municipal bonds	<u>401,464</u>
	<u>\$ 1,079,346</u>

Securities not readily marketable include investment securities (a) for which there is no market on a securities exchange or no independent publicly quoted market, (b) that cannot be publicly offered or sold unless registration has been effected under the Securities Act of 1933, or (c) that cannot be offered or sold because of other arrangements, restrictions, or conditions applicable to the securities or to the Company. At September 30, 2002, these securities at estimated fair values consisted of stocks of \$1,012.

Note 7 - Notes payable

Community Bank

At September 30, 2002, the Company had available an unsecured line of credit of \$500,000 which matures February 1, 2003. The \$500,000 is personally guaranteed by the majority stockholder of the Company. There was \$425,000 outstanding at September 30, 2002. The interest rate charged is the bank's prime rate (4.75% at September 30, 2002).

American National Bank

At September 30, 2002, the Company had available lines of credit totaling \$600,000 which mature December 31, 2002. There was \$81,000 outstanding at September 30, 2002. The interest rate charged is the 30-day LIBOR rate plus 250 basis points (4.34% at September 30, 2002). These lines of credit are secured by specific securities in inventory and guaranteed by the majority stockholder of the Company.

Note 8 - Stock repurchase agreement

Pursuant to an agreement among stockholders, the Company or the primary stockholder is required under certain circumstances to purchase certain individual stockholder's common stock at book value, as defined. At September 30, 2002, neither the Company nor the primary stockholder was obligated to purchase any shares under this agreement.

H. C. DENISON CO.

Notes to Financial Statements, Continued
September 30, 2002

Note 9 - Net capital requirements

The Company is subject to Rule 15c3-1 under the Securities Exchange Act of 1934 which requires that aggregate indebtedness, as defined, shall not exceed fifteen times net capital as defined (15.0 to 1.0). At September 30, 2002, the Company had net capital of \$831,384, which was \$581,384 in excess of its required net capital of \$250,000. Its aggregate indebtedness to net capital ratio was .84 to 1.0.

These calculations of excess net capital and the net capital ratio were prepared on a settlement date basis of accounting. Results from the use of a settlement date basis of accounting do not vary materially from those that would be obtained by use of a trade date basis of accounting.

Note 10 - Profit-sharing plan

The Company has a profit-sharing plan covering substantially all of its employees. The Board of Directors determined that for the year ended September 30, 2002, no contribution would be made to the plan. The plan also contains a 401(k) voluntary salary reduction feature.

Note 11 - Related party transactions and lease commitment

The Company leases its Sheboygan office facility from a former stockholder for \$9,000 per month, increasing annually based on the increase in the consumer price index, under a noncancelable operating lease which expires December 1, 2012. The Company is required to pay real estate taxes, insurance and the cost of the normal repairs and maintenance to the building.

The Company leases its Manitowoc office facility from an unrelated party on a month-to-month basis for \$400 per month. In addition, the Company must pay all costs of normal repairs and maintenance to the building.

Following is a schedule by years of future minimum rental payments required under operating leases that have initial noncancelable lease terms in excess of one year as of September 30, 2002:

<u>Year ending</u> <u>September 30,</u>	
2003	\$ 108,000
2004	108,000
2005	108,000
2006	108,000
2007	108,000
Thereafter	<u>558,000</u>
	<u>\$ 1,098,000</u>

H. C. DENISON CO.

Notes to Financial Statements, Continued
September 30, 2002

Note 11 - Related party transactions and lease commitment, continued

Rent expense under all operating leases amounted to \$112,000 for the year ended September 30, 2002.

During the year ended September 30, 1998, the Company entered into a non-compete agreement with a former stockholder. The agreement specifies certain non-compete requirements which remain in effect through December 31, 2007. Under terms of the agreement, the Company will make equal monthly payments to the former stockholder of \$2,084 through the end of the agreement, provided that the former stockholder complies with the requirements of the non-compete agreement.

SUPPLEMENTAL INFORMATION



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Independent Auditors' Report on Supplemental Information

To the Board of Directors
H. C. Denison Co.
Sheboygan, Wisconsin

We have audited the accompanying financial statements of H. C. Denison Co. as of and for the year ended September 30, 2002, and have issued our report thereon dated October 25, 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 Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplemental 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.

Schenck SC

Certified Public Accountants

Sheboygan, Wisconsin
October 25, 2002

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

ROKER OR DEALER

H C DENISON CO.

as of 9/30/02

COMPUTATION OF NET CAPITAL

Total ownership equity (from Statement of Financial Condition - Item 1800)	\$	973,578	3480
Deduct: Ownership equity not allowable for net capital	(3490
Total ownership equity qualified for net capital		973,578	3500
Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital			3520
B. Other (deductions) or allowable credits (List)			3525
Total capital and allowable subordinated liabilities	\$	973,578	3530
Deductions and/or charges:			
A. Total non-allowable assets from			
Statement of Financial Condition (Note B and C)	\$	62,564	3540
1. Additional charges for customers' and non-customers' security accounts			
			3550
2. Additional charges for customers' and non-customers' commodity accounts			
			3560
B. Aged fail-to-deliver:			
		0	3570
1. Number of items			
		3450	
C. Aged short security differences-less			
reserve of	\$	3460	3580
number of items		3470	
D. Secured demand note deficiency			
			3590
E. Commodity futures contracts and spot commodities			
proprietary capital charges			3600
F. Other deductions and/or charges			
			3610
G. Deductions for accounts carried under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x)			
			3615
H. Total deductions and/or charges			
		62,564	3620
Other additions and/or allowable credits (List)			
			3630
Net Capital before haircuts on securities positions	\$	911,014	3640
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. Bankers' acceptances, certificates of deposit and commercial paper			
			3680
2. U.S. and Canadian government obligations			
		7,078	3690
3. State and municipal government obligations			
		23,725	3700
4. Corporate obligations			
		29,535	3710
5. Stocks and warrants			
		19,292	3720
6. Options			
			3730
7. Arbitrage			
			3732
8. Other securities			
			3734
D. Unlike concentration			
			3650
E. Other: List			
			3736
Total			
		79,630	3740
Net Capital	\$	831,384	3750

OMIT PENNIES

NOTE: THE INFORMATION CONTAINED IN THIS SCHEDULE I IS IN AGREEMENT IN ALL MATERIAL RESPECTS WITH THE UNAUDITED FOCUS REPORT, PART II FILED BY THE COMPANY AS OF SEPTEMBER 30, 2002. THESE SCHEDULES HAVE BEEN PREPARED ON A SETTLEMENT DATE BASIS OF ACCOUNTING. THE ACCOMPANYING FINANCIAL STATEMENTS HAVE BEEN PREPARED ON A TRADE DATE BASIS OF ACCOUNTING. RESULTS FROM THE USE OF A SETTLEMENT DATE BASIS OF ACCOUNTING DO NOT VARY MATERIALLY FROM THOSE THAT WOULD BE OBTAINED BY USE OF A TRADE DATE BASIS OF ACCOUNTING.

SCHEDULE I
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT CONTINUED
PART II

BROKER OR DEALER **H C DENISON CO.** as of **9/30/02**

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

1. Minimum net capital required (6-2/3% of line 19)	\$	46,434	3756
2. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	\$	250,000	3758
3. Net capital requirement (greater of line 11 or 12)	\$	250,000	3760
4. Excess net capital (line 10 less 13)	\$	581,384	3770
5. Excess net capital at 1000% (line 10 less 10% of line 19)	\$	761,733	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

6. Total A.I. liabilities from Statement of Financial Condition	\$	766,887	3790
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
18. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts (15c3-1 (c) (1) (viii))	\$	70,381	3838
19. Total aggregate indebtedness	\$	696,506	3840
20. Percentage of aggregate indebtedness to net capital (line 19 ÷ by line 10)	%	84%	3850
21. Percentage of Aggregate Indebtedness to net capital <u>after</u> anticipated capital withdrawals (line 19 — by line 10 less Item 4880 page 11)	%	84%	3853

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. Percentage of Net Capital to Aggregate Debits (line 10 ÷ by line 17 page 8)	%		3851
27. Percentage of Net Capital, <u>after</u> anticipated capital withdrawals, to Aggregate Debits (line 10 less Item 4880 page 11 — by line 17 page 8)	%		3854
28. Net capital in excess of 5% of combined aggregate debit items or \$120,000	\$		3920

OTHER RATIOS

Part C

29. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%		3860
30. Options deductions: Net Capital ratio (1000% test) total deductions exclusive of liquidating equity under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(a) — Net Capital	%		3852

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 notes 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

H. C. DENISON CO.

Reconciliation of Company's Computation of Net Capital Under
Rule 15c3-1 of the Securities Exchange Commission with
Computation Based on Audited Amounts

As of September 30, 2002

Net capital, as reported in Company's Part II (Unaudited) Focus Report	\$ 811,138
Net audit adjustments	<u>20,246</u>
Net capital, per above computation	<u>\$ 831,384</u>
Total ownership equity from statement of financial condition (Trade date basis)	\$ 984,886
Commissions from conversion to settlement date basis	<u>(11,308)</u>
Total ownership equity, Line 1 (Settlement date basis)	<u>\$ 973,578</u>

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER

H C DENISON CO.

as of 9/30/02

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALERS UNDER RULE 15c3-3
(See Rule 15c3-3, Exhibit A and Related Notes)

CREDIT BALANCES

1. Free credit balances and other credit balances in customers' security accounts (see Note A, Exhibit A, Rule 15c3-3)	\$ 135,466	4340
2. Monies borrowed collateralized by securities carried for the accounts of customers (see Note B)		4350
3. Monies payable against customers' securities loaned (see Note C)		4360
4. Customers' securities failed to receive (see Note D)	0	4370
5. Credit balances in firm accounts which are attributable to principal sales to customers	49,508	4380
6. Market value of stock dividends, stock splits and similar distributions receivable outstanding over 30 calendar days		4390
7. **Market value of short security count differences over 30 calendar days old		4400
8. **Market value of short securities and credits (not to be offset by longs or by debits) in all suspense accounts over 30 calendar days		4410
9. Market value of securities which are in transfer in excess of 40 calendar days and have not been confirmed to be in transfer by the transfer agent or the issuer during the 40 days	0	4420
10. Other (List)	0	4425
11. TOTAL CREDITS	\$ 184,974	4430

DEBIT BALANCES

12. **Debit balances in customers' cash and margin accounts excluding unsecured accounts and accounts doubtful of collection net of deductions pursuant to Note E, Exhibit A, Rule 15c3-3	\$ 66,273	4440
13. Securities borrowed to effectuate short sales by customers and securities borrowed to make delivery on customers' securities failed to deliver		4450
14. Failed to deliver of customers' securities not older than 30 calendar days	49,263	4460
15. Margin required and on deposit with the Options Clearing Corporation for all option contracts written or purchased in customer accounts (See Note F)		4465
16. Other (List)	0	4469
17. **Aggregate debit items	\$ 115,536	4470
18. **less 3% (for alternative method only — see Rule 15c3-1 (f) (5) (i))		4471
19. **TOTAL 15c3-3 DEBITS	\$ 115,536	4472

RESERVE COMPUTATION

20. Excess of total debits over total credits (line 19 less line 11)	\$ 0	4480
21. Excess of total credits over total debits (line 11 less line 19)	69,438	4490
22. If computation permitted on a monthly basis enter 105% of excess of total credits over total debits		4500
23. Amount held on deposit in Reserve Bank Account(s) including value of qualified securities at end of reporting period	70,381	4510
24. Amount of deposit (or withdrawal) including \$ 4515 value of qualified securities	75,000	4520
25. New amount in Reserve Bank Account(s) after adding deposit or subtracting withdrawal including \$ 145,381 4525 value of qualified securities	145,381	4530
26. Date of deposit (MMDDYY)	10/02/02	4540

OMIT PENNIES

FREQUENCY OF COMPUTATION

27. Daily 4332 Weekly 4333 Monthly 4334

**In the event the Net Capital Requirement is computed under the alternative method, this "Reserve Formula" shall be prepared in accordance with the requirements of paragraph (f) of Rule 15c3-1

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

BROKER OR DEALER

H C DENISON CO.

as of 9/30/02

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALERS UNDER RULE 15c3-3 (continued)

EXEMPTIVE PROVISIONS

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 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 4335 4570
- D. (k) (3)—Exempted by order of the Commission 4580

Information for Possession or Control Requirements Under Rule 15c3-3

State the market valuation and the number of items of:

1. Customers' fully paid securities and excess margin securities not in the respondent's possession or control as of the report date (for which instructions to reduce to possession or control had been issued as of the report date) but for which the required action was not taken by respondent within the time frames specified under Rule 15c3-3, Notes A and B \$ - 4586
A. Number of Items - 4587

2. Customers' fully paid securities and excess margin securities for which instructions to reduce to possession or control had not been issued as of the report date, excluding items arising from “temporary lags which result from normal business operations” as permitted under Rule 15c3-3, Notes B, C and D \$ - 4588
A. Number of Items - 4589

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3. The system and procedures utilized in complying with the requirement to maintain physical possession or control of customers' fully paid and excess margin securities have been tested and are functioning in a manner adequate to fulfill the requirements of Rule 15c3-3 Yes 4584 No 4585

NOTES

- A—Do not include in item one customers' fully paid and excess margin securities required by Rule 15c3-3 to be in possession or control but for which no action was required by the respondent as of the report date or required action was taken by respondent within the time frames specified under Rule 15c3-3.
- B—State separately in response to items one and two whether the securities reported in response thereto were subsequently reduced to possession or control by the respondent.
- C—Be sure to include in item two only items not arising from “temporary lags which result from normal business operations” as permitted under Rule 15c3-3.
- D—Item two must be responded to only with report which is filed as of the date selected for the broker's or dealer's annual audit of financial statements, whether or not such date is the end of a calendar quarter. The response to item two should be filed within 60 calendar days after such date, rather than with the remainder of this report. This information may be required on a more frequent basis by the Commission or the designated examining authority in accordance with Rule 17a-5(a)(2)(iv).

NOTE: THE INFORMATION CONTAINED IN THIS SCHEDULE II IS IN AGREEMENT IN ALL MATERIAL RESPECTS WITH THE UNAUDITED FOCUS REPORT, PART II FILED BY THE COMPANY AS OF SEPTEMBER 30, 2002. THE SCHEDULES HAVE BEEN PREPARED ON A SETTLEMENT DATE BASIS OF ACCOUNTING. THE ACCOMPANYING FINANCIAL STATEMENTS HAVE BEEN PREPARED ON A TRADE DATE BASIS OF ACCOUNTING. RESULTS FROM THE USE OF A SETTLEMENT DATE BASIS OF ACCOUNTING DO NOT VARY MATERIALLY FROM THOSE THAT WOULD BE OBTAINED BY USE OF A TRADE DATE BASIS OF ACCOUNTING.



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Independent Auditors' Report on Internal Control
Structure Required by SEC Rule 17a-5

To the Board of Directors
H. C. Denison Co.
Sheboygan, Wisconsin

In planning and performing our audit of the financial statements of H. C. Denison Co. for the year ended September 30, 2002, we considered its internal control structure, 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 the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, we have made a study of the practices and procedures followed by H. C. Denison Co. including tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g), (1) in 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) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13; (3) in 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; and (4) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of 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 preparation of financial statements in accordance 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 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 structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components elements do 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 September 30, 2002 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the Securities and Exchange Commission, and other regulatory agencies which 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.

Schenck SC

Certified Public Accountants

Sheboygan, Wisconsin
October 25, 2002

