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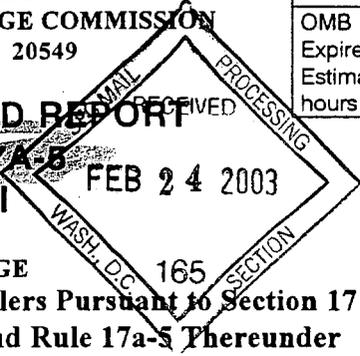
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UNITED STATES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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



SEC FILE NUMBER  
8- 53723

FACING PAGE 165

**Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/02 AND ENDING 12/31/02  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: NOBLE TRADING.COM, INC.  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
82 WALL STREET, 8TH FLOOR

OFFICIAL USE ONLY  
FIRM I.D. NO.

NEW YORK NY 10005  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
JOHN MUSCATELLA 212-810-2200  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
KAUFMANN, GALLUCCI & GRUMER LLP

ONE BATTERY PARK PLAZA NEW YORK NY 10004  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

**PROCESSED**  
MAR 13 2003

**FOR OFFICIAL USE ONLY**  
DIVISION 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)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

OATH OR AFFIRMATION

I, JOHN MUSCATELLA, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of NOBLE TRADING.COM, INC.

of DECEMBER 31, 20 02, 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:

ROSLYN S. HARPER
NOTARY PUBLIC, STATE OF NEW YORK
No. 01HA6070734
QUALIFIED IN KINGS COUNTY
MY COMMISSION EXPIRES MARCH 11, 2004

Roslyn S. Harper
Notary Public

John Muscatella
Signature

PRESIDENT

Title

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
(b) Statement of Financial Condition.
(c) Statement of Operations.
(d) Statement of 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.
(o) Independent auditor's report on internal control.

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

**NOBLE TRADING.COM, INC.**

**REPORT ON STATEMENT OF  
FINANCIAL CONDITION**

**AS OF DECEMBER 31, 2002**

**NOBLE TRADING.COM, INC.**

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KAUFMANN,  
GALLUCCI &  
GRUMER LLP

CERTIFIED PUBLIC ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Noble Trading.Com, Inc.:

We have audited the accompanying statement of financial condition of Noble Trading.Com, Inc. (the "Company") as of December 31, 2002 that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. 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 statement referred to above presents fairly, in all material respects, the financial position of Noble Trading.Com, Inc. as of December 31, 2002 in conformity with generally accepted accounting principles in the United States of America.

January 18, 2003

*Kaufmann, Gallucci & Grumer LLP*

**NOBLE TRADING.COM, INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2002**

ASSETS

|   |                   |
|---|-------------------|
| Cash and cash equivalents   | \$ 24,765         |
| Receivable from broker-dealers and clearing organizations   | 124,648           |
| Deposit with clearing organization  | 5,000             |
| Furniture, equipment and leasehold improvements, at cost, less<br>accumulated depreciation and amortization of \$11,582 | 33,475            |
| Prepaid expenses  | 22,571            |
| Other assets  | <u>23,496</u>     |
|   | \$ <u>233,955</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

Liabilities:

|                                       |               |
|---------------------------------------|---------------|
| Accounts payable and accrued expenses | \$ 31,780     |
| Income tax payable                    | <u>27,393</u> |
|                                       | <u>59,173</u> |

Commitments

Shareholders' equity :

|  |                   |
|--|-------------------|
| Common stock, no par value; authorized 200 shares,<br>issued 30 shares | 6,000             |
| Retained earnings  | <u>168,782</u>    |
| Total shareholders' equity   | <u>174,782</u>    |
|  | \$ <u>233,955</u> |

The accompanying notes are an integral part  
of this financial statement.

**NOBLE TRADING.COM, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2002**

**NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS**

Noble Trading.Com, Inc. (the "Company") was incorporated in the State of New York on August 9, 1999 and on June 14, 2002, received authorization to engage in the general business of a broker or dealer in securities. The Company is a member of the National Association of Securities Dealers and registered with the Securities and Exchange Commission.

The Company is engaged in various securities and brokerage activities in which counterparties primarily include broker-dealers, banks, and other financial institutions. The Company may be exposed to off-balance-sheet risk in the event the other broker is unable to fulfill its contracted obligation and the Company has to purchase or sell the financial instrument underlying the contract at a loss. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty with which it conducts business.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

- (a) Commission revenue and related expenses are recorded on a settlement date basis. Commission revenue and expenses would not be materially different if reported on a trade date basis.
- (b) Depreciation is computed using the straight-line method over the estimated useful lives of the assets.
- (c) The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of December 31, 2002, and the reported amounts of revenues and expenses during the year then ended. Actual results could differ from those estimates.

**NOTE 3 - RECEIVABLE FROM AND DEPOSIT WITH CLEARING ORGANIZATION**

The receivable from clearing organization represents cash held by the clearing organization for commissions generated in November and December 2002 and paid in January and February 2003. The deposit with the clearing organization is required by the clearing agreement.

**NOBLE TRADING.COM, INC.**  
**NOTES TO FINANCIAL STATEMENT**  
**DECEMBER 31, 2002**

**NOTE 4 - INCOME TAXES**

The components of the income tax provision as of December 31, 2002 were:

|         |                  |
|---------|------------------|
| Federal | \$ 9,895         |
| State   | 5,703            |
| City    | <u>4,295</u>     |
|         | <u>\$ 19,893</u> |

For 2002, the difference between the Company's effective tax rates and the statutory rates for the estimated taxes is attributable primarily to the adjustment from accrual basis to cash basis for tax purposes and other permanent and temporary timing differences.

**NOTE 5- COMMITMENTS**

The Company leases office space under an operating lease agreement expiring through August 31, 2004. The following are minimum annual lease payments for the periods ending December 31:

| Year ended         | Minimum               |
|--------------------|-----------------------|
| <u>December 31</u> | <u>Lease payments</u> |
| 2003               | 84,031                |
| 2004               | <u>51,250</u>         |
|                    | <u>\$ 135,281</u>     |

**NOTE 6 - RELATED PARTY TRANSACTIONS**

The Company has agreements whereby it pays consulting fees to affiliates for services rendered to the Company. For the year ended December 31, 2002, the total amount of consulting fees paid to affiliates was \$172,000.

**NOTE 7- NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital rule (SEC rule 15c3-1) which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1. At December 31, 2002, the Company had net capital of \$31,324 which was \$23,927 in excess of its required minimum net capital at that date of \$7,397. The Company's net capital ratio was 1.89 to 1.