



03001631

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

503/3/03 AB

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

FACING PAGE

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

SEC FILE NO.
B-30993

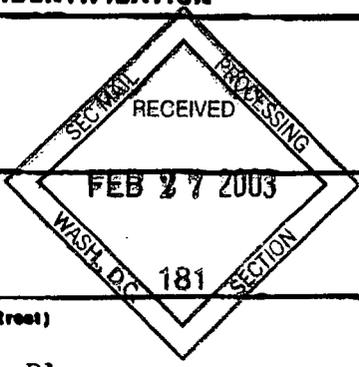
REPORT FOR THE PERIOD BEGINNING 1/1/02 AND ENDING 12/31/02
MM / DD / YY MM / DD / YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

BEACONSFIELD FINANCIAL SERVICES, INC

Official Use Only
FIRM ID. NO.



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

101 W. Mall Plaza, Suite 204

(No. and Street)

Carnegie

PA

15106

(City)

(State)

(Zip Code)

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

Richard King Rainier

412-2765600

(Area Code -- Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*
(Name -- if individual, state last, first, middle name)

Nicksich, Joseph Paul

453 Wall Avenue

Wall

PA

15148

(ADDRESS)

Number and Street

City

State

Zip Code

CHECK ONE:

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

PROCESSED

MAR 12 2003 R

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).

03-11

OATH OR AFFIRMATION

I, Richard King Rainier, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Beaconsfield Financial Svc. as of December 31, 2002, 19 , 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:

No Exceptions

Richard King Rainier
Signature

President

Title

Patricia A. Riccobelli
Notary Public

Notarial Seal
Patricia A. Riccobelli, Notary Public
Eldon Boro, Allegheny County
My Commission Expires Sept. 27, 2004

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).

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Independent Auditor's Report

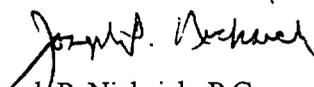
To the Board of Directors
Beaconsfield Financial Services, Inc.
Carnegie, Pennsylvania

We have audited the accompanying balance sheet of Beaconsfield Financial Services, Inc. as of December 31, 2002, and the related statements of earnings and retained earnings, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. 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 generally accepted auditing standards. 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 Beaconsfield Financial Services, Inc. as of December 31, 2002, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I 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.


Joseph P. Nicksich, P.C.
Wall, Pennsylvania
February 26, 2003

BEACONSFIELD FINANCIAL SERVICES, INC.
BALANCE SHEET
DECEMBER 31, 2002

CURRENT ASSETS

Cash and Cash Equivalents	\$ 52,862
Accounts Receivable, Commissions	34,478
Accounts Receivable, Clearance Accounts	25,000
Prepaid Expenses	1,887
Investment, At Market - Note A	<u>75,473</u>

Total Current Assets 189,700

PROPERTY AND EQUIPMENT

Furniture and Fixtures	28,083
Less: Accumulated Depreciation	<u>26,366</u>

Net Property and Equipment 1,717

Total Assets \$ 191,417

CURRENT LIABILITIES

Commissions Payable	53,620
SEP Contributions Payable	<u>31,065</u>
Total Current Liabilities	84,685

STOCKHOLDERS' EQUITY

Common Stock, \$.50 Par Value	
100,000 Shares Authorized,	
38,000 Shares Issued and	
Outstanding	19,000
Retained Earnings	<u>87,732</u>

Total Stockholders' Equity 106,732

Total Liabilities and
Stockholders' Equity \$ 191,417

The accompanying notes are an integral part of these financial statements.

BEACONSFIELD FINANCIAL SERVICES, INC.
STATEMENT OF EARNINGS AND RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 2002

INCOME	
Commissions	\$ 1,717,407
Other	<u>1,300</u>
Total Income	<u>1,718,707</u>
OPERATING, GENERAL & ADMINISTRATIVE	
Operating Expenses	1,650,365
General & Administrative Expenses	<u>74,488</u>
Total Operating, General and Administrative	<u>1,724,853</u>
Net (Loss) From Operations	<u>(6,146)</u>
OTHER INCOME	
Interest	229
Dividends	<u>1,104</u>
Total Other Income	<u>1,333</u>
Net (Loss)	<u>(4,813)</u>
Beginning Retained Earnings	<u>92,545</u>
Ending Retained Earnings	<u><u>\$ 87,732</u></u>

The accompanying notes are an integral part of these financial statements.

BEACONSFIELD FINANCIAL SERVICES, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2002

FROM OPERATING ACTIVITIES	
Net Loss	\$ (4,813)
Adjustment to Reconcile Net Income to Net Cash Provided by Operating Activities:	
Depreciation	1,145
Increase (Decrease) from Changes In:	
Accounts Receivable	(171)
Prepaid Expenses	(449)
Investments	(1,029)
Commissions payable	16,946
Salary Payable	(35,388)
SEP Payable	<u>31,065</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	7,306
CASH FLOWS FROM INVESTING ACTIVITIES:	
Acquisition of Equipment	<u>(2,862)</u>
NET CASH USED IN INVESTING ACTIVITIES	(2,862)
NET INCREASE IN CASH	4,444
CASH BALANCE AT BEGINNING OF YEAR	<u>48,418</u>
CASH BALANCE AT END OF YEAR	<u><u>\$ 52,862</u></u>

The accompanying notes are an integral part of these financial statements.

BEACONSFIELD FINANCIAL SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BACKGROUND INFORMATION

Beaconsfield Financial Services, Inc. was organized and incorporated in the Commonwealth of Pennsylvania on October 25, 1983. The Company's initial capitalization provided for it to have the authority to issue 100,000 shares of common stock with a par value of fifty cents per share.

The Company is in the financial services industry and complies with all local, state and governmental rules and regulations.

Revenues are reported as earned and costs as incurred in accordance with generally accepted accounting principles.

SECURITIES TRANSACTIONS

Securities transactions and related commission revenues and expenses are recorded on a settlement date basis, generally the fifth business day after trade date.

SECURITIES VALUATION

Securities held in firm trading and investment accounts are valued at market, and securities not readily marketable are valued at fair value as determined by management.

FULLY DISCLOSED BASIS

The Corporation is associated with Mesirow & Company, Inc., on a fully disclosed basis in connection with the execution and clearance of the securities transactions effected by the Corporation and its customers. As such, the Corporation is exempt from the requirements to maintain a special reserve bank account for the exclusive benefit of customers, as prescribed by Rule 15c3-3.

PROPERTY AND EQUIPMENT

Depreciation of property and equipment is provided by the use of accelerated cost recovery methods and amounted to \$1145 for the year ended December 31, 2002.

BEACONSFIELD FINANCIAL SERVICES, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2002

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT.)

The cost of the assets sold, retired, or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts, and any resulting gain or loss is included in operations.

Expenditures for maintenance and repairs are charged against operations. Renewals and improvements that materially extend the life of the assets are capitalized.

INCOME TAXES

There is no provision for Corporate income taxes for the year ending December 31, 2002.

NOTE B – NET CAPITAL REQUIREMENTS

Pursuant to the net capital provisions of Rule 15c(3) (1) of the Securities and Exchange Commission, the Company is required to maintain a minimum net capital balance of \$50,000.

Pursuant to Rule 17a-5, the Company is required to file a computation of net capital as of the audit date. Rule 17a-5 (d) (4) required reporting on any material differences between the audited computation and the Company's computation. There were no material differences at December 31, 2002.

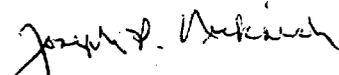
NOTE C – LEASE COMMITMENTS

The company leases office space under a renewable lease agreement. Minimum rental commitments are approximately \$18,000 for 2003.

Independent Auditor's Report on Supplementary Information Required by Rule 17a-5 of the
Securities and Exchange Commission

Board of Directors
Beaconsfield Financial Services, Inc.

We have audited the accompanying financial statements of Beaconsfield Financial Services, Inc. as of and for the year ended December 31, 2002 and have issued our report thereon dated February 26, 2003. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I and II 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.


Joseph P. Nicksich, P.C.
Wall, Pennsylvania
February 26, 2003

BEACONSFIELD FINANCIAL SERVICES, INC.
SCHEDULE I - COMPUTATION OF NET CAPITAL AND AGGREGATE INDEBTEDNESS
DECEMBER 31, 2002

Net Capital:

Total Stockholders' Equity	\$	106,732
Less: Prepaid Expenses		1,887
: Other Investments Not Readily Marketable		19,100
: Fixed Assets (Net Book Value)		<u>1,717</u>
Total Non-Allowable Assets		22,704
Net Capital Before Haircuts on Securities Positions		84,028
Haircuts on Securities:		
Other Securities		<u>3,857</u>
Net Capital		80,171
Capital Requirements		<u>50,000</u>
Net capital in Excess of Minimum Requirements	\$	<u><u>30,171</u></u>
Aggregate Indebtedness	\$	<u><u>84,685</u></u>
Ratio of Aggregate Indebtedness to Net Capital		<u><u>1.056</u></u>

The accompanying notes are an integral part of these financial statements.

BEACONSFIELD FINANCIAL SERVICES
SCHEDULE II - DETAIL OF OPERATING AND GENERAL AND ADMINISTRATIVE EXPENSES
FOR THE YEAR ENDED DECEMBER 31,2002

OPERATING EXPENSES

Advertising	\$ 10,334
Commissions	1,284,817
Depreciation	1,145
Equipment Rental	13,003
Insurance	23,010
Internet Access	3,779
Payroll Taxes	17,853
Regulatory Expenses	6,577
Rent	17,700
Repairs	1,200
Retirement Plan	50,610
Selling Expense	9,945
Telephone	9,784
Wages	200,608
	<u>200,608</u>
	<u>\$ 1,650,365</u>

GENERAL AND ADMINISTRATIVE

Auto Expense	\$ 13,344
Bank Charges	48
Contributions	562
Dues and Subscription	10,082
Legal and Accounting	6,600
Miscellaneous	806
Office Supplies and Expense	16,427
Outside Services	1,382
Postage	9,202
Travel and Entertainment	16,035
	<u>16,035</u>
	<u>\$ 74,488</u>

The accompanying notes are an integral part of these financial statements.

EXHIBIT A – INDEPENDENT AUDITOR’S REPORT ON INTERNAL CONTROL

Board of Directors
Beaconsfield Financial Services, Inc.

In planning and performing our audit of the consolidated financial statements and supplemental schedules of Beaconsfield Financial Services, Inc. (the Company), for the year ended December 31, 2002, 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 Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company 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 Company 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 Company 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 Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the 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 the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

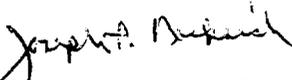
Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under the 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 on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2002, to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, NASD, 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 should not be used for any other purpose.


Joseph P. Nicksich, P.C.
Wall, Pennsylvania
February 26, 2003

FORM X-17A-5	<h1 style="margin: 0;">FOCUS REPORT</h1> <p style="margin: 0;">(Financial and Operational Combined Uniform Single Report)</p> <h2 style="margin: 0;">Part IIA 5th FOCUS</h2> <p style="margin: 0; font-size: small;">INFORMATION REQUIRED OF BROKERS AND DEALERS PERSUANT TO RULE 17</p>
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COVER

Select a filing method:

Basic Alternate [0011]

Name of Broker Dealer: BEACONSFIELD FINANCIAL SERVICE [0013]

Address of Principal Place of Business: 101 W. MALL PLAZA [0020]

CARNEGIE PA 15106

[0021] [0022] [0023]

SEC File Number: 8-30993 [0014]

Firm ID: 14634 [0015]

For Period Beginning 01/01/2002 [0024] And Ending 12/31/2002 [0025]

Name and telephone number of person to contact in regard to this report:

Name: RAINIER BETTY, SECRETARY [0030] Phone: (412) 276-5600 [0031]

Name(s) of subsidiaries or affiliates consolidated in this report:

Name: _____ [0032] Phone: _____ [0033]

Name: _____ [0034] Phone: _____ [0035]

Name: _____ [0036] Phone: _____ [0037]

Name: _____ [0038] Phone: _____ [0039]

Does respondent carry its own customer accounts? Yes [0040] No [0041]

Check here if respondent is filing an audited report [0042]

ASSETS

		Consolidated [0198]	Unconsolidated [0199]			
		Allowable		Non-Allowable		Total
1.	Cash	52,862				52,862
			[0200]			[0750]
2.	Receivables from brokers or dealers:					
	A. Clearance account	25,000				
			[0295]			
	B. Other					25,000
			[0300]		[0550]	[0810]
3.	Receivables from non-customers	34,478				34,478
			[0355]		[0600]	[0830]
4.	Securities and spot commodities owned, at market value:					
	A. Exempted securities					
			[0418]			
	B. Debt securities					
			[0419]			
	C. Options					
			[0420]			
	D. Other securities	56,373				
			[0424]			
	E. Spot commodities					56,373
			[0430]			[0850]
5.	Securities and/or other investments not readily marketable:					
	A. At cost					
			[0130]			
	B. At estimated fair value					19,100
			[0440]		[0610]	[0860]
6.	Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:					
	A. Exempted securities					
			[0460]		[0630]	[0880]
			[0150]			
	B. Other securities					
			[0160]			
7.	Secured demand notes market value of collateral:					
	A. Exempted securities					
			[0470]		[0640]	[0890]
			[0170]			

LIABILITIES AND OWNERSHIP EQUITY

	Liabilities	A.I. Liabilities	Non-A.I. Liabilities	Total
13.	Bank loans payable	[1045]	[1255]	[1470]
14.	Payable to brokers or dealers:			
	A. Clearance account	[1114]	[1315]	[1560]
	B. Other	[1115]	[1305]	[1540]
		84,685		84,685
15.	Payable to non-customers	[1155]	[1355]	[1610]
16.	Securities sold not yet purchased, at market value		[1360]	[1620]
17.	Accounts payable, accrued liabilities, expenses and other	[1205]	[1385]	[1685]
18.	Notes and mortgages payable:			
	A. Unsecured	[1210]		[1690]
	B. Secured	[1211]	[1390]	[1700]
19.	Liabilities subordinated to claims of general creditors:			
	A. Cash borrowings:			
	1. from outsiders		[1400]	[1710]
		[0970]		
	2. Includes equity subordination (15c3-1(d)) of			
		[0980]		
	B. Securities borrowings, at market value: from outsiders		[1410]	[1720]
		[0990]		
	C. Pursuant to secured demand note collateral agreements:			
	1. from outsiders		[1420]	[1730]
		[1000]		
	2. Includes equity subordination			

(15c3-1(d)) of

	[1010]		
20.	D. Exchange memberships contributed for use of company, at market value	[1430]	[1740]
	E. Accounts and other borrowings not qualified for net capital purposes	[1440]	[1750]
	84,685	[1220]	[1230]
	TOTAL LIABILITIES	[1450]	[1760]

Ownership Equity

		Total
21.	Sole proprietorship	[1770]
22.	Partnership (limited partners [1020])	[1780]
23.	Corporations:	
	A. Preferred stock	[1791]
	B. Common stock	19,000
	C. Additional paid-in capital	[1793]
	D. Retained earnings	87,732
	E. Total	106,732
	F. Less capital stock in treasury	[1795]
24.	TOTAL OWNERSHIP EQUITY	106,732
25.	TOTAL LIABILITIES AND OWNERSHIP EQUITY	191,417

STATEMENT OF INCOME (LOSS)Period Beginning 01/01/2003
[3932]Period Ending 12/31/2003
[3933]Number of months 12
[3931]**REVENUE**

1.	Commissions:		
	a.	Commissions on transactions in exchange listed equity securities executed on an exchange	84,552 [3935]
	b.	Commissions on listed option transactions	3,700 [3938]
	c.	All other securities commissions	176,767 [3939]
	d.	Total securities commissions	265,019 [3940]
2.	Gains or losses on firm securities trading accounts		
	a.	From market making in options on a national securities exchange	[3945]
	b.	From all other trading	[3949]
	c.	Total gain (loss)	[3950]
3.	Gains or losses on firm securities investment accounts		[3952]
4.	Profit (loss) from underwriting and selling groups		[3955]
5.	Revenue from sale of investment company shares	1,004,992	[3970]
6.	Commodities revenue		[3990]
7.	Fees for account supervision, investment advisory and administrative services		[3975]
8.	Other revenue	450,029	[3995]
9.	Total revenue	1,720,040	[4030]

EXPENSES

10.	Salaries and other employment costs for general partners and voting stockholder officers	158,000	
11.	Other employee compensation and benefits	1,327,425	[4120]
12.	Commissions paid to other broker-dealers		[4115]
13.	Interest expense		[4075]
	a.	Includes interest on accounts subject to subordination agreements	[4070]
14.	Regulatory fees and expenses	6,551	[419]
15.	Other expenses	232,877	[410]
16.	Total expenses	1,724,853	[420]

NET INCOME

17.	Net Income(loss) before Federal Income taxes and items below (Item 9 less Item 16)	<u>(4,813)</u>	[4210]
18.	Provision for Federal Income taxes (for parent only)		[4220]
19.	Equity in earnings (losses) of unconsolidated subsidiaries not included above		[4222]
	a. After Federal income taxes of	<u>[4238]</u>	
20.	Extraordinary gains (losses)		[4224]
	a. After Federal income taxes of	<u>[4239]</u>	
21.	Cumulative effect of changes in accounting principles		[4225]
22.	Net income (loss) after Federal income taxes and extraordinary items	<u>(4,813)</u>	[4230]
MONTHLY INCOME			
23.	Income (current monthly only) before provision for Federal income taxes and extraordinary items	<u>(6,530)</u>	[4211]

EXEMPTIVE PROVISIONS

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

A. (k) (1)—Limited business (mutual funds and/or variable annuities only)

[4550]

B. (k) (2)(i)—"Special Account for the Exclusive Benefit of customers" maintained

[4560]

C. (k) (2)(ii)—All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm(s)

[4570]

Clearing Firm SEC#s	Name	Product Code
8-28816 [4335A]	Mesirow Financial, Inc [4335A2]	All [4335E]
8- [4335C]	 [4335C2]	 [4335E]
8- [4335E]	 [4335E2]	 [4335F]
8- [4335G]	 [4335G2]	 [4335F]
8- [4335I]	 [4335I2]	 [4335E]

D. (k) (3)—Exempted by order of the Commission

[4580]

OTHER RATIOS

21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d)

% 0
[3860]

SCHEDULED WITHDRAWALS

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

<u>Type of Proposed Withdrawal or Accrual</u>	<u>Name of Lender or Contributor</u>	<u>Insider or Outsider</u>	<u>Amount to be Withdrawn (cash amount and/or Net Capital Value of Securities)</u>	<u>Withdrawal or Maturity Date (MMDDYYYY)</u>	<u>Expect to Renew</u>
— [4600]	_____	[4601]	_____	[4603]	[4605]
— [4610]	_____	[4611]	_____	[4613]	[4615]
— [4620]	_____	[4621]	_____	[4623]	[4625]
— [4630]	_____	[4631]	_____	[4633]	[4635]
— [4640]	_____	[4641]	_____	[4643]	[4645]
— [4650]	_____	[4651]	_____	[4653]	[4655]
— [4660]	_____	[4661]	_____	[4663]	[4665]
— [4670]	_____	[4671]	_____	[4673]	[4675]
— [4680]	_____	[4681]	_____	[4683]	[4685]
— [4690]	_____	[4691]	_____	[4693]	[4695]
		TOTAL	_____		
		\$			
				[4699]	

Omit Pennies

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

Withdrawal Code	Description
1	Equity Capital
2	Subordinated Liabilities
3	Accruals
4	15c3-1(c)(2)(iv) Liabilities

STATEMENT OF CHANGES

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

1.	Balance, beginning of period		111,545
			[4240]
	A. Net income (loss)		(4,813)
			[4250]
	B. Additions (includes non-conforming capital of	_____	_____
		[4262])	[4260]
	C. Deductions (includes non-conforming capital of	_____	_____
		[4272])	[4270]
2.	Balance, end of period (From item 1800)		106,732
			[4290]

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

3.	Balance, beginning of period		_____
			[4300]
	A. Increases		_____
			[4310]
	B. Decreases		_____
			[4320]
4.	Balance, end of period (From item 3520)		_____
			[4330]