

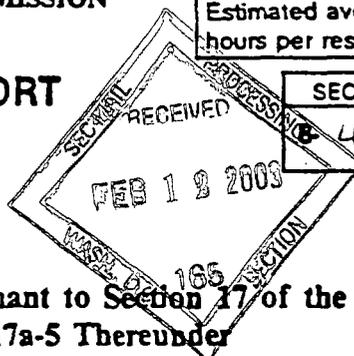


03002864  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

CM

OMB APPROVAL  
 OMB Number: 3235-0123  
 Expires: September 30, 1998  
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 hours per response ... 12.00

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



SEC FILE NUMBER  
 47728

**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 JANUARY 1, 2002 AND ENDING DECEMBER 31, 2002  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

EPI INVESTMENT GROUP, INC.

OFFICIAL USE ONLY  
 FIRM ID. NO.

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

155 N. LAKE AVENUE, SUITE 1000

(No. and Street)

PASADENA

CALIFORNIA

91101

(City)

(State)

(Zip Code)

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

OWEN P. GRAY, CPA

NOVOGRADAC & COMPANY LLP

(415) 356-8000

W. ROBERT KOHORST

EPI INVESTMENT GROUP, INC.

(Area Code - Telephone No.)  
 (626) 585-5920

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

NOVOGRADAC & COMPANY LLP

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

246 FIRST STREET, 5TH FLOOR, SAN FRANCISCO, CALIFORNIA 94105

(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 11 2003 R

THOMSON  
 FINANCIAL

*[Handwritten signature]*

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(d)(2).

OATH OR AFFIRMATION

I, W. ROBERT KOHORST, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of EPI INVESTMENT GROUP, INC., as of DECEMBER, 31, 19-2002, 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

WR Kohorst

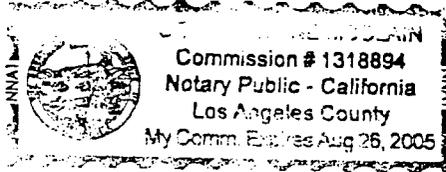
Signature

President

Title

Stacey L. McClain

Notary Public



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

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

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**EPI INVESTMENT GROUP, INC.**  
**FINANCIAL STATEMENTS**  
and  
**SUPPLEMENTAL INFORMATION**  
For the years ended December 31, 2002 and 2001  
with  
Independent Auditors' Report

**EPI INVESTMENT GROUP, INC.**  
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For the years ended December 31, 2002 and 2001

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**NOVOGRADAC  
& COMPANY** LLP  
CERTIFIED PUBLIC ACCOUNTANTS

ATLANTA  
KANSAS CITY

SAN FRANCISCO

WASHINGTON D.C.  
AUSTIN

Independent Auditors' Report

To the Board of Directors of EPI Investment Group, Inc.:

We have audited the accompanying statements of financial condition of EPI Investment Group, Inc. as of December 31, 2002 and 2001, and the related statements of operations, changes in stockholder's 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. Those standards require that we plan and perform the audits 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 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 condition of EPI Investment Group, Inc. as of December 31, 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 supplementary information included on pages 11 to 13 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 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.

*Novogradac & Company LLP*

January 16, 2003  
San Francisco, California

**EPI INVESTMENT GROUP, INC.**  
**STATEMENTS OF FINANCIAL CONDITION**  
For the years ended December 31, 2002 and 2001

	<u>2002</u>	<u>2001</u>
<b>ASSETS</b>		
Current assets:		
Cash	\$ <u>25,615</u>	\$ <u>22,916</u>
Total current assets	<u>25,615</u>	<u>22,916</u>
Other assets:		
Broker license costs	5,108	5,108
Organization costs	<u>291</u>	<u>291</u>
	5,399	5,399
Less: accumulated amortization	<u>(5,399)</u>	<u>(5,399)</u>
Total other assets	<u>---</u>	<u>---</u>
Total assets	<u>\$ 25,615</u>	<u>\$ 22,916</u>
 <b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>		
Current liabilities:		
Due to affiliates	\$ <u>4,500</u>	\$ <u>3,000</u>
Total current liabilities	<u>4,500</u>	<u>3,000</u>
Stockholder's equity:		
Common stock, \$.10 cents par value; 1,000 shares authorized, issued and outstanding	100	100
Paid-in capital	20,500	20,500
Retained earnings (deficit)	<u>515</u>	<u>(684)</u>
Total stockholder's equity	<u>21,115</u>	<u>19,916</u>
Total liabilities and stockholder's equity	<u>\$ 25,615</u>	<u>\$ 22,916</u>

see accompanying notes

**EPI INVESTMENT GROUP, INC.**  
**STATEMENTS OF OPERATIONS**  
For the years ended December 31, 2002 and 2001

	<u>2002</u>	<u>2001</u>
<b>REVENUE</b>		
Medallion guarantee service fees	\$ 27,426	\$ 34,099
Other commitment fees	<u>125,079</u>	<u>106,503</u>
Total revenue	<u>152,505</u>	<u>140,602</u>
<b>EXPENSES</b>		
General and administrative expenses	36,000	36,075
Rent expense	12,000	12,000
Management fee	72,000	72,000
Equipment rental expense	21,887	21,267
Accounting	6,547	3,000
Dues and subscriptions	1,063	691
Bank charges	398	---
Insurance	369	657
Office expenses	108	101
Other expenses	<u>114</u>	<u>---</u>
Total expenses	<u>150,486</u>	<u>145,791</u>
Net income (loss) before income taxes	2,019	(5,189)
(Provision) benefit for income taxes	<u>(820)</u>	<u>1,969</u>
Net income (loss)	<u>\$ 1,199</u>	<u>\$ (3,220)</u>

see accompanying notes

**EPI INVESTMENT GROUP, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY**  
For the years ended December 31, 2002 and 2001

	<u>Common Stock</u>		<u>Paid-In</u>		<u>Retained</u>		<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>		<u>Earnings</u>		<u>Stockholder's</u>
					<u>(Deficit)</u>		<u>Equity</u>
Balances at							
January 1, 2001	1,000	\$ 100	\$ 20,500	\$	2,536	\$	23,136
2001 net income (loss)	<u>---</u>	<u>---</u>	<u>---</u>		<u>(3,220)</u>		<u>(3,220)</u>
Balances at							
December 31, 2001	1,000	100	20,500		(684)		19,916
2002 net income (loss)	<u>---</u>	<u>---</u>	<u>---</u>		<u>1,199</u>		<u>1,199</u>
Balances at							
December 31, 2002	<u>1,000</u>	<u>\$ 100</u>	<u>\$ 20,500</u>	<u>\$</u>	<u>515</u>	<u>\$</u>	<u>21,115</u>

see accompanying notes

**EPI INVESTMENT GROUP, INC.**  
**STATEMENTS OF CASH FLOWS**  
For the years ended December 31, 2002 and 2001

	<u>2002</u>	<u>2001</u>
Cash flows from operating activities:		
Net income (loss)	\$ 1,199	\$ (3,220)
Adjustments to reconcile net loss to net cash used in operating activities:		
(Increase) decrease in accounts receivable	---	44,475
Decrease (increase) in due to affiliates	<u>1,500</u>	<u>(31,968)</u>
Net cash provided by operating activities	<u>2,699</u>	<u>9,287</u>
Net increase (decrease) in cash	<u>2,699</u>	<u>9,287</u>
Cash at beginning of year	<u>22,916</u>	<u>13,629</u>
Cash at end of year	<u>\$ 25,615</u>	<u>\$ 22,916</u>
Supplemental disclosures:		
Income taxes paid	<u>\$ 820</u>	<u>\$ ---</u>

see accompanying notes

**EPI INVESTMENT GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
For the years ended December 31, 2002 and 2001

1. Organization and nature of operations

EPI Investment Group, Inc. ("EPIIG"), a California corporation and a wholly owned subsidiary of Everest Properties, Inc. ("EPI"), was formed on August 31, 1994 to operate as a licensed broker-dealer pursuant to Section 15(b) of the Securities Exchange Act. EPIIG's purpose as a licensed broker-dealer is to sell limited partnership interests and REIT shares on the behalf of its affiliated companies.

EPIIG is exempt from special reserve requirements for brokers and dealers under Rule 15c3-3 of the Securities and Exchange Commission. This exemption is claimed under Section (k)(2)(i). EPIIG is a member of the National Association of Securities Dealers, Inc.

The parent corporation, EPI, is not a registered broker-dealer.

EPIIG is a member of the Securities Investor Protection Corporation ("SIPC"). SIPC has suspended assessments based on net operating revenue at the time of this report. Therefore, a SIPC supplemental report is not included.

2. Summary of significant accounting policies

Method of accounting

EPIIG prepares its financial statements on the accrual basis of accounting consistent with accounting principles generally accepted in the United States of America. EPIIG's year end for tax and financial reporting purposes is December 31.

Use of estimates

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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Other assets

Broker license costs and organization costs are stated at cost and are amortized using the straight-line method over five years.

Broker license costs and organization costs were fully amortized for the years ended December 31, 2002 and 2001.

3. Net capital

EPIIG does not receive or hold customer securities or cash. As a result, the minimum net capital required by the Securities and Exchange Commission under Rule 15c3-1 is the greater of \$5,000 or 6.67% of aggregate indebtedness, as defined. As of December 31, 2002 and 2001, EPIIG had net capital of \$21,115 and \$19,916, respectively, and required net capital of \$5,000.

**EPI INVESTMENT GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
For the years ended December 31, 2002 and 2001

4. Conversion from S corporation status

EPIIG was incorporated as an S corporation in the state of California upon inception. On June 30, 1995, 100% of EPIIG common stock was purchased by EPI, a C corporation. The purchase of 100% of EPIIG common stock by EPI effectively converted EPIIG into a C corporation.

5. Income taxes

EPIIG is a wholly owned subsidiary of EPI. EPIIG is included as a member in the consolidated corporate tax return of EPI. Income taxes for the consolidated group are allocated to the consolidated group members by treating each member as if it were a separate taxpayer. The allocated amount of the income taxes of the consolidated group are accounted for via an intercompany payable between the parent corporation and its affiliates. The intercompany payable account is limited to reflecting only EPIIG's current taxes.

For the years ended December 31, 2002 and 2001, the intercompany payable for income taxes was \$0 and \$1,969, respectively. There was a provision for income taxes for the year ended December 31, 2002 of \$820 and a income tax benefit of \$1,969 in 2001.

6. Related party transactions

Medallion guarantee services and other services

During 2001 and 2002, EPIIG entered into various agreements with Everest Properties II, LLC and its affiliates (the "Company") for providing the following services:

EPIIG will provide the Company and its affiliates medallion guarantee of signatures for a fee of one quarter of one percent (0.25%) of the aggregate dollar amount of the transaction for which the signature is required. EPIIG will also provide assistance in developing capital resources for use by the Company in its investment activities for a commitment fee of either between \$10,000 and \$25,000 or one half percent (0.50%) of all capital for which the Company receives a binding commitment or subscription.

For the years ended December 31, 2002 and 2001, total fees received from the Company were \$152,505 and \$140,602, respectively.

Management fee, general and administrative, and rent expense

On January 1, 1997, EPIIG entered into the Management Services Agreement with the Company in which EPIIG will pay the Company monthly fees for executive, management and administrative services rendered on behalf of EPIIG. In addition, EPIIG will also reimburse the Company for an allocated monthly rent expense. For the years ended December 31, 2002 and 2001, the following amounts were paid from EPIIG to the Company:

	<u>2002</u>	<u>2001</u>
Management Fee	\$ 72,000	\$ 72,000
General and administrative expense	36,000	36,075
Rent expense	<u>12,000</u>	<u>12,000</u>
Total	<u>\$ 120,000</u>	<u>\$ 120,075</u>

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**SUPPLEMENTAL INFORMATION**

**EPI INVESTMENT GROUP, INC.**  
**RECONCILIATION OF NET CAPITAL AND**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1**  
**SCHEDULE I**  
For the year ended December 31, 2002

Total stockholder's equity at December 31, 2002	\$ 21,115
Adjustments:	
Non-allowable assets	<u>          (—)</u>
Net capital	<u>\$ 21,115</u>
Aggregate indebtedness ("AI")	
Total liabilities in statement of financial condition	<u>\$ 4,500</u>
Computation of basic net capital requirements:	
Minimum net capital required (6.67% of AI)	<u>\$ 300</u>
Minimum dollar net capital required	<u>\$ 5,000</u>
Minimum net capital requirement	<u>\$ 5,000</u>
Excess net capital	<u>\$ 16,115</u>
Excess of net capital at 1,000% (net capital - 10% of AI)	<u>\$ 20,665</u>
Percentage of aggregate indebtedness to net capital	<u>21 to 1</u>

**EPI INVESTMENT GROUP, INC.**  
**RECONCILIATION OF NET CAPITAL PER AUDITED**  
**AND UNAUDITED FOCUS REPORT**  
**SCHEDULE II**

For the year ended December 31, 2002

Net capital per unaudited FOCUS report	\$ 21,115
Audit adjustments:	
Current year audit adjustments	<u>          -</u>
Net capital per auditors' computations	<u>\$ 21,115</u>

**EPI INVESTMENT GROUP, INC.**  
**EXEMPTION FROM CUSTOMER PROTECTION RULE 15c3-3**  
For the year ended December 31, 2002

Exemptive provision:

In the opinion of management, EPI Investment Group, Inc. is exempt from the provisions of Rule 15c3-3 in that EPI Investment Group does not receive, hold or otherwise perform custodial functions relating to customer securities.



To the Board of Directors of EPI Investment Group, Inc.:

In planning and performing the audits of the financial statements of EPI Investment Group, Inc. ("EPIIG") for the years ended December 31, 2002 and 2001, we considered its internal control structure in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements, but not to provide assurance on the internal control structure.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission ("the Commission"), we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by EPIIG that we considered relevant to the objectives stated in rule 17a-5(g)-1 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 EPIIG 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 EPIIG does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of EPIIG 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 internal control structure 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 an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which EPIIG 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 structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of the structure, practices and procedures to future periods is subject to the risks that they might become inadequate because of changes in conditions or that the effectiveness of their design and operation might 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 structure 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 no matters involving the internal control structure that we consider to 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 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 EPIIG's practices and procedures were adequate as of December 31, 2002 and 2001, to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, and the National Association of Securities Dealer, Inc., and should not be used for any other purpose.

*Nivogradac & Company LLP*

January 16, 2003  
San Francisco, California

**FORM  
X-17A-5**

# FOCUS REPORT

(Financial and Operational Combined Uniform Single Report)

Part IIA Quarterly 17a-5(a)

INFORMATION REQUIRED OF BROKERS AND DEALERS PURSUANT TO RULE 17

## COVER

Select a filing method:

Basic  Alternate  [0011]

Name of Broker Dealer:

EPI INVESTMENT GROUP, INC.  
[0013]

SEC File Number: 8-47721  
[0014]

Address of Principal Place of Business:

199 SOUTH LOS ROBLES AVENUE #4  
[0020]  
PASADENA CA 91101  
[0021] [0022] [0023]

Firm ID: 3742  
[0015]

For Period Beginning 10/01/2002 And Ending 12/31/2002  
[0024] [0025]

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

Name: W. ROBERT KOHORST, PRESIDENT Phone: 626-585-5920  
[0030] [0031]

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

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0032] [0033]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0034] [0035]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0036] [0037]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0038] [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			<u>25,615</u> [0200]		<u>25,615</u> [0750]
2.	Receivables from brokers or dealers:					
	A. Clearance account			<u>[0295]</u>		
	B. Other			<u>[0300]</u>	<u>[0550]</u>	<u>0</u> [0810]
3.	Receivables from non-customers			<u>[0355]</u>	<u>[0600]</u>	<u>0</u> [0830]
4.	Securities and spot commodities owned, at market value:					
	A. Exempted securities			<u>[0418]</u>		
	B. Debt securities			<u>[0419]</u>		
	C. Options			<u>[0420]</u>		
	D. Other securities			<u>[0424]</u>		
	E. Spot commodities			<u>[0430]</u>		<u>0</u> [0850]
5.	Securities and/or other investments not readily marketable:					
	A. At cost					
				<u>[0130]</u>		
	B. At estimated fair value			<u>[0440]</u>	<u>[0610]</u>	<u>[0860]</u>
6.	Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			<u>[0460]</u>	<u>[0630]</u>	<u>[0880]</u>
	A. Exempted securities					
				<u>[0150]</u>		
	B. Other securities			<u>[0160]</u>		
7.	Secured demand notes market value of collateral:					
	A. Exempted securities			<u>[0470]</u>	<u>[0640]</u>	<u>[0890]</u>
				<u>[0170]</u>		
	B. Other securities			<u>[0180]</u>		



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]
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	4,500 [1205]	[1385]	4,500 [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]
2. Includes equity subordination (15c3-1(d)) of [0970]			
B. Securities borrowings, at market value: from outsiders [0980]		[1410]	[1720]
C. Pursuant to secured demand note collateral agreements: [0990]			
1. from outsiders		[1420]	[1730]
2. Includes equity subordination (15c3-1(d)) of [1000]			
D. Exchange memberships contributed for use of company, at market value [1010]		[1430]	[1740]
E. Accounts and other			

	borrowings not qualified for net capital purposes			0
		[1220]	[1440]	[1750]
20.		<u>4,500</u>	<u>0</u>	<u>4,500</u>
	<b>TOTAL LIABILITIES</b>	<u>[1230]</u>	<u>[1450]</u>	<u>[1760]</u>

**Ownership Equity**

				<b>Total</b>
21.	Sole proprietorship			<u>[1770]</u>
22.	Partnership (limited partners [1020] )			<u>[1780]</u>
23.	Corporations:			
	A. Preferred stock			<u>[1791]</u>
	B. Common stock			<u>100</u>
				<u>[1792]</u>
	C. Additional paid-in capital			<u>20,500</u>
				<u>[1793]</u>
	D. Retained earnings			<u>515</u>
				<u>[1794]</u>
	E. Total			<u>21,115</u>
				<u>[1795]</u>
	F. Less capital stock in treasury			<u>[1796]</u>
24.	<b>TOTAL OWNERSHIP EQUITY</b>			<u>21,115</u>
				<u>[1800]</u>
25.	<b>TOTAL LIABILITIES AND OWNERSHIP EQUITY</b>			<u>25,615</u>
				<u>[1810]</u>

## STATEMENT OF INCOME (LOSS)

Period Beginning 10/01/2002  
[3932]Period Ending 12/31/2002  
[3933]Number of months \_\_\_\_\_  
[3931]

## REVENUE

1.	Commissions:		
a.	Commissions on transactions in exchange listed equity securities executed on an exchange		[3935]
b.	Commissions on listed option transactions		[3938]
c.	All other securities commissions		[3939]
d.	Total securities commissions		[3940]
2.	Gains or losses on firm securities trading accounts		
a.	From market making in options on a national securities exchange		[3944]
b.	From all other trading		[3944]
c.	Total gain (loss)		[3951]
3.	Gains or losses on firm securities investment accounts		[3951]
4.	Profit (loss) from underwriting and selling groups		[3951]
5.	Revenue from sale of investment company shares		[3971]
6.	Commodities revenue		[3991]
7.	Fees for account supervision, investment advisory and administrative services		[3997]
8.	Other revenue		32, 51
			[3998]
9.	Total revenue		32, 51
			[4001]

## EXPENSES

10.	Salaries and other employment costs for general partners and voting stockholder officers		[4111]
11.	Other employee compensation and benefits		18, 01
			[4111]
12.	Commissions paid to other broker-dealers		[4111]
13.	Interest expense		[4011]
a.	Includes interest on accounts subject to subordination agreements		[4070]
14.	Regulatory fees and expenses		[4111]
			18, 41
15.	Other expenses		[4111]
			36, 41
16.	Total expenses		[4211]

## NET INCOME

17.	Net Income(loss) before Federal Income taxes and items below (Item 9 less Item 16)		-3, 91
			[4211]
18.	Provision for Federal Income taxes (for parent only)		

19.	Equity in earnings (losses) of unconsolidated subsidiaries not included above		[4220]
			<hr/>
			[4222]
	a.	After Federal income taxes of	
			<hr/>
			[4238]
20.	Extraordinary gains (losses)		
			<hr/>
			[4224]
	a.	After Federal income taxes of	
			<hr/>
			[4239]
21.	Cumulative effect of changes in accounting principles		
			<hr/>
			[4225]
22.	Net income (loss) after Federal income taxes and extraordinary items		<hr/>
			-3,975
			<hr/>
			[4230]
<b>MONTHLY INCOME</b>			
23.	Income (current monthly only) before provision for Federal income taxes and extraordinary items		
			<hr/>
			12,505
			<hr/>
			[4211]

**EXEMPTIVE PROVISIONS**

5. 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- \_\_\_\_\_  
[4335A]

\_\_\_\_\_ [4335A2]

\_\_\_\_\_ [4335B]

8- \_\_\_\_\_  
[4335C]

\_\_\_\_\_ [4335C2]

\_\_\_\_\_ [4335D]

8- \_\_\_\_\_  
[4335E]

\_\_\_\_\_ [4335E2]

\_\_\_\_\_ [4335F]

8- \_\_\_\_\_  
[4335G]

\_\_\_\_\_ [4335G2]

\_\_\_\_\_ [4335H]

8- \_\_\_\_\_  
[4335I]

\_\_\_\_\_ [4335I2]

\_\_\_\_\_ [4335J]

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

[4580]

COMPUTATION OF NET CAPITAL

1.	Total ownership equity from Statement of Financial Condition			<u>21,115</u>
				[3480]
2.	Deduct ownership equity not allowable for Net Capital			<u>[3490]</u>
3.	Total ownership equity qualified for Net Capital			<u>21,115</u>
4.	Add:			[3500]
	A. Liabilities subordinated to claims of general creditors allowable in computation of net capital			<u>0</u>
				[3520]
	B. Other (deductions) or allowable credits (List)			
		<u>[3525A]</u>	<u>[3525B]</u>	
		<u>[3525C]</u>	<u>[3525D]</u>	
		<u>[3525E]</u>	<u>[3525F]</u>	<u>[3525]</u>
5.	Total capital and allowable subordinated liabilities			<u>21,115</u>
6.	Deductions and/or charges:			[3530]
	A. Total nonallowable assets from Statement of Financial Condition (Notes B and C)		<u>0</u>	
			[3540]	
	B. Secured demand note deficiency		<u>[3590]</u>	
	C. Commodity futures contracts and spot commodities - proprietary capital charges		<u>[3600]</u>	
	D. Other deductions and/or charges		<u>[3610]</u>	<u>[3620]</u>
7.	Other additions and/or credits (List)			
		<u>[3630A]</u>	<u>[3630B]</u>	
		<u>[3630C]</u>	<u>[3630D]</u>	
		<u>[3630E]</u>	<u>[3630F]</u>	<u>[3630]</u>
8.	Net capital before haircuts on securities positions			<u>21,115</u>
9.	Haircuts on securities (computed, where applicable, pursuant to 15c3-1(f)):			[3640]
	A. Contractual securities commitments		<u>[3660]</u>	
	B. Subordinated securities borrowings		<u>[3670]</u>	
	C. Trading and investment securities:			
	1. Exempted securities		<u>[3735]</u>	
	2. Debt securities		<u>[3733]</u>	
	3. Options		<u>[3730]</u>	
	4. Other securities		<u>[3734]</u>	
	D. Undue Concentration		<u>[3650]</u>	
	E. Other (List)			

	[3736A]	[3736B]	
	_____	_____	
	[3736C]	[3736D]	
	_____	_____	
	[3736E]	[3736F]	
		0	
		[3736]	0
			[3740]
10. Net Capital			21,115
			[3750]

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

**Part A**

11. Minimum net capital required (6-2/3% of line 19)	300
	[3756]
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with <u>Note(A)</u>	5,000
	[3758]
13. Net capital requirement (greater of line 11 or 12)	5,000
	[3760]
14. Excess net capital (line 10 less 13)	16,115
	[3770]
15. Excess net capital at 1000% (line 10 less 10% of line 19)	20,665
	[3780]

**COMPUTATION OF AGGREGATE INDEBTEDNESS**

16. Total A.I. liabilities from Statement of Financial Condition	4,500
	[3790]
17. 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)	
	_____
	[3820A]
	_____
	[3820C]
	_____
	[3820E]
	_____
	[3820F]
	0
	[3820]
	_____
	[3830]
19. Total aggregate indebtedness	4,500
	[3840]
20. Percentage of aggregate indebtedness to net capital (line 19 / line 10)	21
	[3850]

**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.

Type of Proposed Withdrawal or Accrual	Name of Lender or Contributor	Insider or Outsider	Amount to be Withdrawn (cash amount and/or Net Capital Value of Securities)	Withdrawal or Maturity Date (MMDDYYYY)	Expect to Renew
[4600]	[4601]	[4602]	[4603]	[4604]	[4605]
[4610]	[4611]	[4612]	[4613]	[4614]	[4615]
[4620]	[4621]	[4622]	[4623]	[4624]	[4625]
[4630]	[4631]	[4632]	[4633]	[4634]	[4635]
[4640]	[4641]	[4642]	[4643]	[4644]	[4645]
[4650]	[4651]	[4652]	[4653]	[4654]	[4655]
[4660]	[4661]	[4662]	[4663]	[4664]	[4665]
[4670]	[4671]	[4672]	[4673]	[4674]	[4675]
[4680]	[4681]	[4682]	[4683]	[4684]	[4685]
[4690]	[4691]	[4692]	[4693]	[4694]	[4695]
TOTAL \$			0		
			[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		<u>25,090</u>
			[4240]
A.	Net income (loss)		<u>-3,975</u>
			[4250]
B.	Additions (includes non-conforming capital of	<u>                    </u>	<u>                    </u>
		[4262] )	[4260]
C.	Deductions (includes non-conforming capital of	<u>                    </u>	<u>                    </u>
		[4272] )	[4270]
2.	Balance, end of period (From item 1800)		<u>21,115</u>
			[4290]

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS

3.	Balance, beginning of period		<u>                    </u>
			[4300]
A.	Increases		<u>                    </u>
			[4310]
B.	Decreases		<u>                    </u>
			[4320]
4.	Balance, end of period (From item 3520)		<u>0</u>
			[4330]

