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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SEC FILE NUMBER
8- 51997

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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 01/01/02 (MM/DD/YY) AND ENDING 12/31/02 (MM/DD/YY)

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: BROKERAGEAMERICA LLC

OFFICIAL USE ONLY
FIRM ID. NO.

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

425 PARK AVE, 22nd FLOOR
(No. and Street)

NEW YORK	NY	10022
(City)	(State)	(Zip Code)

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

NORA DEFALCO 415-383-7671
(Area Code — Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

LIEBMAN, GOLDBERG & DROGIN LLP
(Name — *if individual, state last, first, middle name*)

591 STEWART AVE. SUITE 450	GARDEN CITY	NY	11530
(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 2 4 2003
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 accountan 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)*

OATH OR AFFIRMATION

I, DON CAMILLO, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of BROKERAGEAMERICA LLC, 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 soley as that of a customer, except as follows:

Signature

Title

Notary Public

Revan R. Schwartz
Notary Public, State of New York
No. 01SC8876850
Qualified in Queens County
Commission Expires Nov. 30, 2006

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).*

BROKERAGEAMERICA, LLC

For the year ended December 31, 2002

CONTENTS

LIEBMAN GOLDBERG & DROGIN LLP
Certified Public Accountants
591 Stewart Avenue, Suite 450
Garden City, New York 11530

Tel (516) 228-6600
Fax (516) 228-6664

Independent Auditors' Report

Board of Directors
BrokerageAmerica, LLC

We have audited the accompanying statement of financial condition of BrokerageAmerica, LLC ("the company) as of December 31, 2002, and the related statements of operations, changes in members' capital and cash flows for the year ended December 31, 2002 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 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 BrokerageAmerica, LLC as of December 31, 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.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information on pages 11-13 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 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.

Liebman Goldberg + Drogin LLP

Liebman Goldberg & Drogin, LLP
Garden City, New York

February 24, 2003

BROKERAGEAMERICA, LLC

STATEMENT OF FINANCIAL CONDITION

December 31, 2002

ASSETS

	Allowable	Non-Allowable	Total
Cash in bank	$ 526,760	$ -	$ 526,760
Receivables from broker dealers and clearing organizations	5,461,034	-	5,461,034
Securities owned at market value	1,012,309	-	1,012,309
Property and equipment, net of accumulated depreciation of $388,537	-	966,422	966,422
Security deposits	-	270,234	270,234
Goodwill	-	500,000	500,000
Prepaid expenses	-	305,010	305,010
Other assets	-	51,230	51,230
Total assets	$ 7,000,103	$ 2,092,896	$ 9,092,999

LIABILITIES AND STOCKHOLDERS' CAPITAL

	Aggregate Indebtedness Liabilities	Nonaggregate Indebtedness Liabilities	Total
Liabilities:			
Securities sold, not yet purchased	$ -	$ 2,759,768	$ 2,759,768
Payable to broker dealers and clearing organization	389,868	-	389,868
Accrued payroll expense	475,737	-	475,737
Accrued corporate taxes	3,925	-	3,925
Accounts payable and accrued expenses payable	911,115	-	911,115
Subordinated loans	-	9,300,000	9,300,000
Total liabilities	$ 1,780,645	$ 12,059,768	13,840,413
Commitments and Contingencies			
Members' Capital:			
Members' capital			(4,747,414)
Total liabilities and members' capital			$ 9,092,999

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

STATEMENT OF OPERATIONS

For the year ended December 31, 2002

Revenues:		
Commission income	$ 1,289,230	
Trading and investment gains	4,961,928	
Interest and other income	1,892,644	
Total revenues		$ 8,143,802
Expenses:		
Commissions	$ 1,470,070	
Salaries and related payroll benefits	7,818,036	
Professional fees	638,173	
Occupancy	815,478	
Travel and entertainment	582,073	
Telephone	362,473	
Dues and regulatory expenses	969,518	
Other administrative expenses	500,500	
Clearance and execution costs	6,768,367	
Marketing and advertising	696,258	
Office expense and postage	682,854	
Insurance	176,340	
Interest expense	600,575	
Depreciation and amortization	259,252	
Total expenses		22,339,967
Loss before provision for income taxes		(14,196,165)
Provision for income taxes		(23,082)
Net loss		$ (14,219,247)

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

STATEMENT OF CHANGES IN MEMBERS' CAPITAL

For the year ended December 31, 2002

Balance - January 1, 2002	$ 13,545,524
Write-off deferred tax asset	(6,980,983)
Contributed capital	2,907,292
Net loss	(14,219,247)
Balance - December 31, 2002	$ (4,747,414)

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

STATEMENT OF CASH FLOWS

For the year ended December 31, 2002

Cash flows from operating activities:	
Net Loss	$ (14,219,247)
Adjustments to Reconcile Net Loss to Net Cash	
Provided by (Used in) Operating Activities:	
Depreciation and amortization	259,252
(Increase) Decrease in Operating Assets:	
Receivables from brokers and dealers	(3,614,918)
Securities owned at market value	46,875
Deposits and prepaid expenses	(428,485)
Increase (Decrease) in Operating Liabilities:	-
Aggregate indebtedness	990,376
Non-aggregate indebtedness	11,568,977
Total adjustments	8,822,077
Net cash (used in) operating activities	(5,397,170)
Cash flows from investing activities:	
Purchase of equipment	(438,272)
Net cash (used in) investing activities	(438,272)
Cash flows from financing activities:	
Capital contributions	2,905,401
Net cash provided by financing activities	2,905,401
Net (decrease) in cash	(2,930,041)
Cash - beginning of year	3,456,801
Cash - end of year	$ 526,760
Supplemental disclosures:	
Income taxes paid	$ 13,814
Interest paid	$ 600,575

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

NOTES TO FINANCIAL STATEMENTS

December 31, 2002

Note 1 - Organization:

One Financial Network, LLC ("the Company") was formed as a California limited liability company on June 25, 1999. The Company is a broken-dealer registered with the Securities and Exchange Commission ("SEC") and is a member of the National Association of Securities Dealers ("NASD").

The Company began operating as an introducing broker in October, 2000. The Company does not hold funds or securities for, or owes any money or securities to customers and does not maintain accounts of, or for, customers. The agreement with the clearing broker requires the Company to assume the credit risk associated with customer transactions.

On December 17, 2001, the Company changed its name from One Financial Network, LLC to BrokerageAmerica, LLC. It previously changed its name from Investors Financial Network, LLC (original name) to The Financial Café.Com, LLC and then to One Financial Network, LLC.

Note 2 - Significant Accounting Policies:

Nature of Business:

The Company is engaged in a single line of business as a securities broker-dealer, which comprises several classes of services, including principal transactions, agency transactions, investment banking, investment advisory, and venture capital businesses.

Securities Transactions:

Securities transactions (and related commission revenues and expenses) are recorded on a settlement date basis; revenues and expenses would not be materially different if reported on a trade date basis.

Market Value of Securities:

Securities owned are stated at quoted market values with the resulting unrealized gains and losses reflected in the statement of income. Securities not readily marketable are valued at fair value as determined by management.

Note 2 - Significant Accounting Policies (Continued):

Furniture, Equipment and Leasehold Improvements:

Property and equipment are reflected at cost. For financial reporting purposes, depreciation is computed using the straight-line method over the useful life of the asset while for income tax reporting, depreciation is computed using the Modified Accelerated Cost System (MACRS) over the statutorily prescribed recovery periods.

Maintenance and repairs, which neither materially add to nor appreciably prolong the life of the property are charged to expense as they are incurred. Gains and losses on dispositions of property and equipment, as applicable, are included in income or expense.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments:

SFAS No. 107, "Disclosures About Fair Value of Financial Instruments," requires disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value. The carrying value of cash approximates fair value.

Concentration of Credit Risk:

Financial instruments, which potentially expose the Company to concentrations of credit risk, consist primarily of cash and cash equivalents. The Company maintains some of its cash balances in accounts, which exceed federally insured limits. It has not experienced any losses to date resulting from this policy.

Recent Accounting Requirements:

The Company has not completed its evaluation of the adoption of SFAS 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of." However, management believes any such effect will not be material. Adoption of this pronouncement is effective for fiscal years beginning after December 15, 1995.

Note 2 - Significant Accounting Policies (Continued):

Recent Accounting Requirements (Continued):

In June 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 143 "Accounting for Asset Retirement Obligations" ("SFAS No. 143", and in August 2001 issued Statement of Financial Accounting Standards No. 144 "Accounting for the Impairment and disposal of Long-Lived Assets" ("SFAS No. 144"). SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS No. 144, which supersedes and amends certain existing accounting and reporting pronouncements, addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS No. 143 is effective for financial statements issued for fiscal years beginning after June 15, 2002 and SFAS No. 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001. The adoption of SFAS 143 and 144 and its application to amounts currently included in the Corporation's balance sheet will no have a material impact on the Corporation's accounting and disclosures.

Note 3 - Receivable from and Deposit with Clearing Organization:

The Company clears certain of its proprietary and customer transactions through another broker-dealer on a fully disclosed basis. The receivables from broker dealers and clearing organizations represents primarily cash held by the clearing organizations for commissions generated in December 2002 and received in January 2003. The deposit with the clearing organizations is required by the clearing agreement.

As stated in Note 2, the Company records securities transactions on a settlement date basis. Further, the Company has agreed to indemnify its clearing organization for losses that the clearing organization may sustain from the customer accounts introduced by the Company.

Should a customer not fulfill his obligation on a trade date transaction through December 31, 2002, the Company may be required to buy or sell securities at prevailing market prices in the future on behalf of their customers. Subsequent to the balance sheet date, all unsettled trades at December 31, 2002 settled with no resulting liability to the Company.

The Company is engaged in various trading and brokerage activities whose counterparties include broker-dealers, banks, and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. 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 3 - Receivable from and Deposit with Clearing Organization (Continued):

Amounts receivable from and payable to broker-dealers and clearing organizations at December 31, 2002, consist of the following:

	Receivable	Payable
Payable to clearing broker	$ 0	$ 389,868
Receivable from clearing organizations	5,461,034	0
Fees and commissions receivable/payable	0	0
	$ 5,461,034	$ 389,868

Note 4 - Furniture, Equipment and Leasehold Improvements:

Furniture, equipment and leasehold improvements consists of the following:

		Life
Furniture and fixtures	$ 80,050	7 yrs.
Equipment	1,049,158	5 yrs.
Leasehold improvements	225,751	39 yrs.
Total	1,354,959	
Less: accumulated depreciation and amortization	388,537	
	$ 966,422	

Depreciation and amortization expense for the year ended December 31, 2002 amounted to $259,252.

Note 5 – Related Party Transactions:

During 2002, the company entered into an Expense Allocation Agreement with one of its affiliates, Andrew Garrett Inc. Under the agreement, each of the parties desires to receive certain administrative and other services from the other party in exchange for reimbursement and appropriate sharing of expenses set forth in the Expenses Allocation Agreement.

Note 6 - Securities Owned, and Sold, Not Yet Purchased:

Marketable securities owned, and sold, not yet purchased, consist of trading and investment securities at market values, as follows:

	Owned	Sold, Not Yet Purchased
Corporate stocks	$1,012,309	$2,759,768
Options	0	0
	$1,012,309	$2,759,768

Note 7 - Subordinated Loans:

On May 1, 2002, the Company entered into a subordinated loan agreement with a lender in the amount of $9,000,000 with interest at 10% per annum. 50% of the interest is payable monthly and 50% of the interest is added to the principal balance. As of December 31, 2002 said unpaid interest added to the subordinated loan amounted to $300,000.

The subordinated loan documents have been filed with the appropriate regulatory agencies.

Note 8 - Members' Capital:

As a result of the merger referred to in Note 1, the net deferred tax asset of $6,980,983 was a write-down to members' capital.

Note 9 - Net Capital Requirement:

The Company is subject to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, which requires the maintenance of minimum net capital, as defined. The Company has elected to use the basic method permitted by the rules, which require the Company to maintain minimum net capital equal to the greater of $100,000 or 6 2/3% of aggregate indebtedness (as defined), or a formula based upon the Company's trading markets (as defined) which amounted to $1,000,000 as of December 31, 2002. As of December 31, 2002, the Company's regulatory net capital was $1,987,482, which was $987,482 in excess of the minimum required.

Note 10- Commitments and Contingencies:

As of December 31, 2002, the Company had future minimum annual lease obligations as follows:

December 31,	2003	$ 729,785
	2004	682,069
	2005	641,650
	2006	623,452
	2007 - 2015	3,825,300
		$6,502,256

Supplemental Information

BROKERAGEAMERICA, LLC

COMPUTATION OF NET CAPITAL AND AGGREGATE INDEBTEDNESS

For the year ended December 31, 2002

Net Capital

Total ownership equity from statement of financial condition	$ (4,747,414)
Add liabilities subordinated to claims of general creditor's allowable in computation of net capital	9,300,000
Total capital	4,552,586
Deductions and/or charges a) total non-allowable assets from statement of financial condition	2,092,896
Net capital before adjustments for haircuts on securities positions and undue concentration.	2,459,690
Adjustments:	
Haircut on securities	(472,208)
Undue concentration	-
Total adjustments	(472,208)
Net capital	$ 1,987,482
Minimum net capital	$ 1,000,000
Excess net capital	$ 987,482
Aggregate indebtedness	$ 1,780,645
Percentage of aggregate indebtedness to net capital (1,780,645 ÷ 1,987,482)	89.59%

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

COMPUTATION OF DETERMINATION OF RESERVE

REQUIREMENTS PURSUANT TO RULE 15C3-3

DECEMBER 31, 2002

The Company has claimed exemption from Rule 15c3-3 based on the fact that all customer transactions are cleared through another broker dealer on a fully disclosed basis. In the opinion of the management of BrokerageAmerica LLC, the conditions of the Company's exemption from rule 15c3-3 were complied with throughout the year ended December 31, 2002.

BROKERAGEAMERICA, LLC

RECONCILIATION OF THE COMPUTATION OF NET CAPITAL

UNDER RULE 15C3-1 BETWEEN THE UNAUDITED

FOCUS REPORT AND THE AUDITED FOCUS REPORT

For the year ended December 31, 2002

Net Capital per audited focus report		$ 2,147,607
Net capital per unaudited focus report		1,961,355
Difference to be reconciled		$ 186,252
Prior year over-accrual income taxes	$ 26,929	
Adjustment to cash	(802)	
Total adjustments		$ 26,127

The accompanying notes are an integral part of these statements.

BROKERAGEAMERICA, LLC

FINANCIAL STATEMENTS
AND SCHEDULES

FOR THE YEAR ENDED DECEMBER 31, 2002

with

INDEPENDENT AUDITORS' REPORT AND SUPPLEMENTAL
REPORT ON INTERNAL CONTROL

BROKERAGEAMERICA, LLC

INDEPENDENT AUDITORS' REPORT

ON

INTERNAL ACCOUNTING CONTROL

FOR THE YEAR ENDED DECEMBER 31, 2002

LIEBMAN GOLDBERG & DROGIN LLP
Certified Public Accountants
591 Stewart Avenue, Suite 450
Garden City, New York 11530
Tel (516) 228-6600
Fax (516) 228-6664

Board of Directors
BrokerageAmerica, LLC

In planning and performing our audit of the financial statements and supplemental schedules of BrokerageAmerica, LLC (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 and 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 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, (Designated self-regulatory organization), 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.

Liebman Goldberg & Drogin LLP

Liebman Goldberg & Drogin LLP

Garden City, New York
February 24, 2003