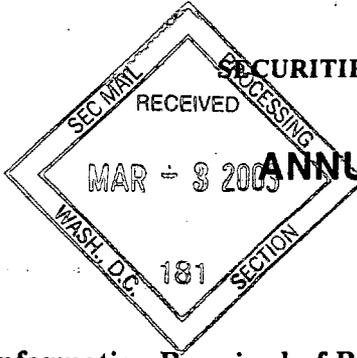




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SECURITIES AND COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	October 31, 2004
Estimated average burden hours per response.....	12.00



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

SEC FILE NUMBER
8-45173

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: Brockett Tamny & Co., Incorporated

OFFICIAL USE ONLY
FIRM I.D. NO.

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

350 S. Grand Avenue, Suite 3970

(No. and Street)

Los Angeles

California

90071

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Peter C. Brockett 213-680-4433

(Area Code - Telephone Number)

### B. ACCOUNTANT IDENTIFICATION

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

Elizabeth Tractenberg, CPA

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

10680 W. Pico Boulevard, Suite 260

Los Angeles, California

90064

(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 21 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 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)

DP 3-20

OATH OR AFFIRMATION

I, Peter C. Brockett, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Brockett Tammy & Co., Incorporated, as of December 31, 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:

None

Peter C. Brockett  
Signature

MANAGING DIRECTOR  
Title

Leticia Delgadillo  
Notary Public



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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole 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.
- (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).

State of California )  
County of Los Angeles )

Subscribed and sworn to (or affirmed) before me on this 24 day of February (month) 2003 (year).

Leticia Delgadillo  
Notary Public

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

ANNUAL AUDIT REPORT

DATE - DECEMBER 31, 2002

BROCKETT TAMNY & CO. INCORPORATED  
350 S. GRAND AVE., SUITE 3970  
LOS ANGELES, CALIFORNIA 90071

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**ELIZABETH** CERTIFIED  
**TRACTENBERG** PUBLIC  
ACCOUNTANT

REPORT OF INDEPENDENT ACCOUNTANT

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

I have audited the accompanying statement of financial condition of Brockett Tamny & Co. Incorporated (the Company) as of December 31, 2002 and related statements of income (loss), cash flows, and changes in shareholder's equity for the year then ended. These financial statements are being filed pursuant to Rule 17a-5 of the Securities Exchange Act of 1934 and include the supplemental schedule of the net capital computation required by rule 15c3-1. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the generally accepted auditing standards. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, such financial statements referred to above present fairly, in all material respects, the financial condition of the Company as of December 31, 2002 and the results of its operations, cash flows and changes in shareholders' equity for the year then ended in conformity with United States generally accepted accounting principles.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Supplementary Information on pages 10 to 13 is presented for purposes of additional analysis and is not a required part of the basic financial statements but includes 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 audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 22, 2003

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF FINANCIAL CONDITION  
DECEMBER 31, 2002

ASSETS

Cash			
Checking	\$	2,914	
Money market		<u>12,745</u>	\$15,659
Receivable from officers			41,661
Receivable from affiliates			4,844
Investments in securities			6,300
Warrants			12,087
Deposits			5,767
Furniture and fixtures net of depreciation of \$12, 044			<u>6,820</u>
 TOTAL ASSETS			 <u>\$ 93,138</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

LIABILITIES			
Accounts payable			
	\$	<u>1,112</u>	
 TOTAL LIABILITIES			 <u>1,112</u>
 SHAREHOLDERS' EQUITY			
Common stock (\$1 par value, 100,000 shares authorized and issued; 400 shares outstanding)	\$	400	
Paid-in capital		77,300	
Retained earnings		<u>14,326</u>	<u>92,026</u>
 TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			 <u>\$ 93,138</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF LOSS  
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES

Commissions	5,090
Retainers	16,375
Interest income	1,919
Loss on value of investmet	<u>(1,500)</u>

TOTAL REVENUES 21,884

OPERATING EXPENSES - see page 8 101,757

INCOME (LOSS) BEFORE INCOME TAX PROVISION (79,873)

INCOME TAX PROVISION 800

NET LOSS \$ (80,673)

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
 STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
 FOR THE YEAR ENDED DECEMBER 31, 2002

	Common Stock Shares		Common Stock		Paid-In Capital		Retained Earnings		Total
Balance, December 31, 2001	400	\$	400	\$	29,800	\$	94,999	\$	125,199
Capital Contribution					47,500				47,500
Net Loss							(80,673)		(80,673)
Balance, December 31, 2002	<u>400</u>	<u>\$</u>	<u>400</u>	<u>\$</u>	<u>77,300</u>	<u>\$</u>	<u>14,326</u>	<u>\$</u>	<u>92,026</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2002

Cash Flows from Operating Activities:	
Net income (loss)	\$ (80,673)
Depreciation and amortization	1,886
Changes in operating assets and liabilities:	
Receivable from officers	10,663
Receivable from affiliates	156
NOL federal tax refund	3,872
Investment in securities	1,500
Accounts payable	<u>(2,939)</u>
Net cash provided in operating activities	(65,535)
Cash Flows from Investing Activities:	
Purchase of equipment	<u>0</u>
Cash Flows from Financing Activities:	
Contribution of capital	<u>47,500</u>
Net increase in cash	(18,035)
Cash at beginning of year	<u>33,694</u>
Cash at end of year	<u>\$ 15,659</u>

SUPPLEMENTAL INFORMATION

Interest paid	<u>\$ 0</u>
Income taxes paid	<u>\$ 800</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED.  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2002

NOTE 1 - NATURE OF BUSINESS

Brockett Tamny & Co. Incorporated, the Company (a California Corporation) located in Los Angeles California was incorporated July 13, 1990.

The Company is a broker-dealer having been approved by the National Association of Securities Dealers, Inc. on April 27, 1993. The Company's business is to raise capital and provide merger and acquisition services. The Company does not hold customers' funds or securities. As a result, the Company is exempt from certain provisions and requirements of the Securities Exchange Commission.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A) Revenue Recognition - The Company recognizes revenue upon rendering of services. Receivables longer than one year are treated as deferred income.

B) Property, Equipment and Depreciation - Property and equipment are carried at cost. Depreciation is calculated on the straight-line method over estimated economic lives which are generally five years.

C) 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 amounts of assets and liabilities and 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.

D) Income taxes - Income taxes are provided based on earnings reported for financial statement purposes. In accordance with FASB Statement No. 109, the asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax basis and financial reporting basis of assets and liabilities.

NOTE 3 - NET CAPITAL REQUIREMENT

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital (\$5,000) as defined under such provisions. See page 8 for the computation of net capital.

BROCKETT TAMNY & CO. INCORPORATED.  
NOTES TO FINANCIAL STATEMENTS - Continued  
DECEMBER 31, 2002

NOTE 4 - NOTE RECEIVABLE - AFFILIATE

The note receivable is unsecured with interest at money market demand deposits plus 1% and is due December 1, 2000. To the extent possible and in keeping with the net capital requirement the Company may lend up to \$50,000 to its affiliate, an investment partnership. Shareholders of the Company are also partners in the investment partnership.

NOTE 5 - COMMITMENTS AND CONTINGENCIES

The Company leases facilities in the County of Los Angeles under long-term agreements expiring through 2006. The annual rental commitments for years ending December 31, are as follows:

2003	\$ 127,818
2004	127,818
2005	127,818
2006	127,818
Thereafter	<u>6,234</u>
	<u>\$ 517,506</u>

The Company in turn subleases a portion of the facilities to an affiliate company. The net rental expense for the year ending December 31, 2002 was \$9,016.

NOTE 6 - INCOME TAXES

The Company's fiscal year ends December 31, 2002. The Company will file an income tax return on the cash basis. The provision for income taxes for the year consists of the following:

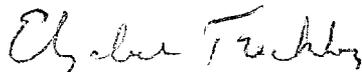
Federal Current	\$ 0
State Current	<u>800</u>
	<u>\$ 800</u>

**ELIZABETH** CERTIFIED  
**TRACTENBERG** PUBLIC  
ACCOUNTANT

Independent Auditor's Report on Supplemental Information

Brockett Tamny & Co., Incorporated  
Los Angeles, California

My report on my audit of the basic financial statements of Brockett Tamny & Co., Incorporated for December 31, 2002 was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules of operating expenses on Page 8 are presented for the purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, I express no opinion on them.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 22, 2003

BROCKETT TAMNY & CO. INCORPORATED  
SCHEDULE OF OPERATING EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 2002

OPERATING EXPENSES

Depreciation and amortization	\$ 1,886
Employee benefits	20,000
Fees and assessments	1,855
Insurance	22,784
Office, rent, telephone	6,649
Professional services	3,514
Salaries, wages and related expenses	28,352
Travel, meals and reimbursable expenses	11,096
All other	<u>5,621</u>
 TOTAL OPERATING EXPENSES	 <u>\$ 101,757</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
 COMPUTATION OF NET CAPITAL REQUIREMENTS PURSUANT  
 TO RULE 15c3-1  
 DECEMBER 31, 2002

COMPUTATION OF NET CAPITAL	
Total ownership equity from statement of financial condition	\$ 92,026
Nonallowable assets	(71,179)
Hair cut - investments in securities	<u>(945)</u>
NET CAPITAL	<u>\$ 19,902</u>
COMPUTATION OF NET CAPITAL REQUIREMENTS	
Minimum net aggregate indebtedness - 6-2/3% of net aggregate indebtedness	<u>\$ 74</u>
Minimum dollar net capital required	<u>\$ 5,000</u>
Net Capital required (greater of above amounts)	<u>\$ 5,000</u>
EXCESS CAPITAL	<u>\$ 14,902</u>
Excess net capital at 1000% (net capital less 10% of aggregate indebtedness)	<u>\$ 19,791</u>
COMPUTATION OF AGGREGATE INDEBTEDNESS	
Total liabilities	<u>\$ 1,112</u>
Percentage of aggregate indebtedness to net capital	6%
The following is a reconciliation of the above net capital computation with the Company's corresponding unaudited computation pursuant to Rule 179-5(d)(4):	
NET CAPITAL PER COMPANY'S COMPUTATION	\$ 19,903
VARIANCE - Rounding	<u>(1)</u>
NET CAPITAL PER AUDITED REPORT	<u>\$ 19,902</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
NON-ALLOWABLE ASSETS  
DECEMBER 31, 2002

NON-ALLOWABLE ASSETS

Receivable from officers	\$ 41,661
Receivable from affiliates	4,844
Warrants	12,087
Furniture and equipment	6,820
Deposits	5,767
	<u>\$ 71,179</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED

STATEMENT OF INTERNAL CONTROL

DECEMBER 31, 2002

**ELIZABETH** CERTIFIED  
**TRACTENBERG** PUBLIC  
ACCOUNTANT

Report of Independent Accountant  
on Internal Accounting Control Required by SEC Rule 17a-5

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

In planning and performing my audit of the financial statements of Brockett Tamny & Co. Incorporated (hereafter referred to as the "Company") for the year ended December 31, 2002, I have considered its internal control structure, including procedures for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements, and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practice and procedures (including tests of compliance with such practices and procedures) followed by the Company that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (aggregate debts) and net capital under Rule 17a-5(a)(11) and for determining compliance with the exemptive provisions of Rule 15c-3. I did not review the practice and procedures followed by the Company: (1) in making the quarterly securities examinations, counts, verifications, and comparisons, and recordation of differences required by Rule 17a-13; (2) in complying with the Governors of Federal Reserve System; or (3) in obtaining and managing physical possession or control of all fully paid and excess margin securities of customers, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structures 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 practice 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 responsibility and safeguard against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in accordance with generally accepted accounting principles.

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

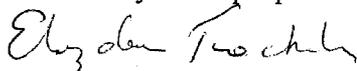
Rule 171-5(g) lists additional objectives of the practice and procedures listed in the preceding paragraph.

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 them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with them may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be a material weakness 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relationship 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, I noted no matters involving the accounting system and control procedures that I considered to be material weaknesses as defined above. In addition, the Company, was in compliance with the exemptive provisions of Rule 15c3-3 as of December 31, 2002 and no facts came to my attention indicating that such conditions had not been complied with during the year then ended.

I understand that the 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 my study, I believe that the Company's practices and procedures were adequate on December 31, 2002 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc., and other regulatory agencies which rely on Regulation 17a-5(g) under the Securities Exchange Act of 1934, and should not be used for any other purposes.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 22, 2003