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SECURITIES AND COMMISSION
ANNUAL AUDITED REPORT
FORM X-17A-5
PART III



3-4

OMB APPROVAL	
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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 AND ENDING 11/30/02
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Pembroke Securities, Inc.

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

5549 Sherry Lane, Suite 1600

(No. and Street)

Dallas

(City)

Texas

(State)

75225

(Zip Code)

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

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Cheshier & Fuller, L.L.P.

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

14175 Proton Rd.

(Address)

Dallas

(City)

TX

(State)

75244

(Zip Code)

CHECK ONE:

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

PROCESSED

MAR 10 2003

THOMSON FINANCIAL

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*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).

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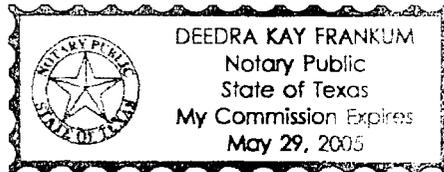
OATH OR AFFIRMATION

I, Dan Hockenbrough, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Pembrook Securities, Inc., as of November 30, 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:

Dan Hockenbrough
Signature

President
Title

Deedra K. Frankum
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 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.
- (o) Independent auditor's report on internal control

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

PEMBROOK SECURITIES, INC.

REPORT PURSUANT TO RULE 17a-5(d)

ELEVEN MONTHS ENDED NOVEMBER 30, 2002

PEMBROOK SECURITIES, INC.

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Cheshier & Fuller, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

MEMBERS:
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
SEC PRACTICE SECTION OF AICPA
TEXAS SOCIETY OF CERTIFIED
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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Pembroke Securities, Inc.

We have audited the accompanying statement of financial condition of Pembroke Securities, Inc. as of November 30, 2002, and the related statements of income, changes in stockholder's equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the eleven months 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 audit.

We conducted our audit in accordance with U. S. 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 Pembroke Securities, Inc., as of November 30, 2002, and the results of its operations and its cash flows for the eleven months then ended in conformity with U. S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 8 to the financial statements, the Company has filed a Uniform Request for Withdrawal from Broker-Dealer Registration. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Schedules 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 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 our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

CHESHER & FULLER, L.L.P.

Dallas, Texas
December 19, 2002

PEMBROOK SECURITIES, INC.
Statement of Financial Condition
November 30, 2002

ASSETS

Cash	\$ 8,500
Securities owned	416,312
Deferred Federal income taxes receivable	<u>6,023</u>
	<u>\$ 430,835</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities

Accrued expenses	\$ 8,040
Payable to Parent	4,471
Payable to Affiliate	<u>158,000</u>
	<u>170,511</u>

Stockholder's equity

Common stock, 1,000,000 shares authorized with \$.01 par value, 70,000 shares issued and outstanding	700
Additional paid in capital	69,300
Retained earnings	<u>190,324</u>
Total stockholder's equity	<u>260,324</u>
	<u>\$ 430,835</u>

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

PEMBROOK SECURITIES, INC.
Statement of Income
For the Eleven Months Ended November 30, 2002

Revenues

Securities commissions	\$ 754,192
Gains (losses) on firm securities investment account	(17,209)
Dividend income	<u>18,927</u>
	<u>755,910</u>

Expenses

Commissions and clearance paid to all other brokers	169,679
Communications	41,812
Regulatory fees and expenses	16,887
Other expenses	<u>537,880</u>
	<u>766,258</u>
Loss before income taxes	(10,348)
Provision for federal income taxes, current	(2,402)
Provision for federal income taxes - deferred	<u>6,023</u>
Net loss	<u>\$ (6,727)</u>

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

PEMBROOK SECURITIES, INC.
Statement of Changes in Stockholder's Equity
For the Eleven Months Ended November 30, 2002

	<u>Shares</u>	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balances at December 31, 2001	70,000	\$ 700	\$ 69,300	\$ 197,051	\$ 267,051
Net loss	_____	_____	_____	____(6,727)	____(6,727)
Balances at November 30, 2002	<u>70,000</u>	<u>\$ 700</u>	<u>\$ 69,300</u>	<u>\$ 190,324</u>	<u>\$ 260,324</u>

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

PEMBROOK SECURITIES, INC.
Statement of Changes in Liabilities Subordinated
to Claims of General Creditors
For the Eleven Months Ended November 30, 2002

Balance at December 31, 2001	\$ -0-
Increases	-0-
Decreases	<u>-0-</u>
Balance at November 30, 2002	<u>\$ -0-</u>

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

PEMBROOK SECURITIES, INC.
Statement of Cash Flows
For the Eleven Months Ended November 30, 2002

Cash flows from operating activities:

Net loss	\$ (6,727)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:	
Change in assets and liabilities:	
Increase in securities owned	(70,477)
Decrease in receivable from broker-dealers and clearing organizations	66,058
Decrease in other assets	1,981
Increase in deferred Federal income taxes receivable	(6,023)
Increase in accrued expenses	8,040
Decrease in payable to Parent	(487)
Increase in payable to Affiliate	15,000
Decrease in state taxes payable	<u>(69)</u>
Net cash provided (used) by operating activities	<u>7,296</u>

Cash flows from investing activities:

Net cash provided (used) by investing activities	<u>-0-</u>
--	------------

Cash flows from financing activities:

Net cash provided (used) by financing activities	<u>-0-</u>
Net increase in cash	7,296
Cash at beginning of period	<u>1,204</u>
Cash at end of period	<u>\$ 8,500</u>

Supplemental Disclosures of Cash Flow Information

Cash paid during the period for:

Interest	<u>\$ -0-</u>
Income taxes	<u>\$ 29,058</u>

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

PEMBROOK SECURITIES, INC.
Notes to Financial Statements
November 30, 2002

Note 1 - Summary of Significant Accounting Policies

Pembroke Securities, Inc. ("Company") is a broker-dealer in securities registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD). The Company operates under (SEC) Rule 15c3-3(k)(2)(ii), which provides that all funds and securities belonging to the Company's customers would be handled by a clearing broker-dealer. The Company is a Texas Corporation. Effective June 30, 1999, the Company became 80% owned by AIG Global Investment Group, Inc. ("the Parent"), a Delaware Corporation, and 20% owned by employees of John McStay Investment Counsel ("the Affiliate"). Substantially all revenue is generated from customer accounts for which the Affiliate acts as an investment advisor. The Company's customers are located throughout the United States.

Securities owned consist of short-term fixed income mutual fund shares.

Security transactions (and related commission revenue and expense) are recorded on a settlement date basis, generally the third business day following the transactions. If materially different, commission income and related expenses are recorded on a trade date basis.

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due. The provision for federal income taxes may differ from the expected amount using statutory rates because certain expenses included in the determination of net income are non-deductible for tax reporting purposes.

The preparation of financial statements in conformity with U. S. 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.

Note 2 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis. At November 30, 2002, the Company had net capital of approximately \$216,833 and net capital requirements of \$100,000. The Company's ratio of aggregate indebtedness to net capital was .79 to 1. The Securities and Exchange Commission permits a ratio of no greater than 15 to 1.

PEMBROOK SECURITIES, INC.
Notes to Financial Statements
November 30, 2002

Note 3 - Possession or Control Requirements

The Company does not have any possession or control of customer funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of (S.E.C.) Rule 15c3-3(k)(2)(ii) by promptly transmitting all customer funds and securities to the clearing broker who carries the customer accounts.

Note 4 - Income Taxes

The Company will be included in a consolidated income tax return with the Parent. Income taxes are recorded using the separate company method to comply with FASB Statement 109. Any resulting provision or benefit for income taxes is recorded as receivable from or payable to the Parent. At November 30, 2002, there was \$2,402 payable to the Parent for income taxes. Temporary differences which give rise to deferred income tax assets are primarily related to unrealized losses on securities owned.

Note 5 - Related Party Transactions

The Company is provided office facilities and certain administrative services by the Affiliate. During the eleven months ended November 30, 2002, the Company incurred a management fee for such services to the Affiliate of \$531,000, which is included in other expenses. At November 30, 2002, \$158,000 of the management fee is accrued.

Note 6 - Concentrations of Credit Risk

At various times during the eleven months ended November 30, 2002, the Company had cash balances in excess of federally insured limits of \$100,000.

Note 7 - Commitments and Contingencies

Included in the Company's clearing agreement with its clearing broker-dealer, is an indemnification clause. This clause relates to instances where the Company's customers fail to settle security transactions. In the event this occurs, the Company has indemnified the clearing broker-dealer to the extent of the net loss on the unsettled trade. At November 30, 2002, management of the Company had not been notified by the clearing broker-dealer, nor were they otherwise aware, of any potential losses relating to this indemnification. The Company terminated this clearing agreement on November 30, 2002.

PEMBROOK SECURITIES, INC.
Notes to Financial Statements
November 30, 2002

Note 8 - Going Concern

The Company has filed a Uniform Request for Withdrawal from Broker-Dealer Registration (Form BDW). This raises substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Supplemental Information
Pursuant to Rule 17a-5 of the
Securities Exchange Act of 1934
as of
November 30, 2002

Schedule I

PEMBROOK SECURITIES, INC.
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
As of November 30, 2002

COMPUTATION OF NET CAPITAL

Total stockholder's equity qualified for net capital	\$ 260,324
Add:	
Other deductions or allowable credits	<u>-0-</u>
Total capital and allowable subordinated liabilities	<u>260,324</u>
Deductions and/or charges	
Non-allowable assets	
Other assets	<u>(6,023)</u>
Net capital before haircuts on securities positions	254,301
Haircuts on securities (computed, where applicable, pursuant to rule 15c3-1(f))	<u>(37,468)</u>
Net capital	<u>\$ 216,833</u>

AGGREGATE INDEBTEDNESS

Items included in statement of financial condition	
Accrued expenses	\$ 8,040
Payable to Parent	4,471
Payable to Affiliate	<u>158,000</u>
Total aggregate indebtedness	<u>\$ 170,511</u>

Schedule I (continued)

PEMBROOK SECURITIES, INC.
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
As of November 30, 2002

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital required (6 2/3% of total aggregate indebtedness)	<u>\$ 11,373</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 100,000</u>
Net capital requirement (greater of above two minimum requirement amounts)	<u>\$ 100,000</u>
Net capital in excess of required minimum	<u>\$ 116,833</u>
Excess net capital at 1000%	<u>\$ 199,782</u>
Ratio: Aggregate indebtedness to net capital	<u>.79 to 1</u>

RECONCILIATION WITH COMPANY'S COMPUTATION

There were no material differences in the computation of net capital under Rule 15c3-1 from the Company's computation.

Schedule II

PEMBROOK SECURITIES, INC.
Computation for Determination of Reserve Requirements Under
Rule 15c3-3 of the Securities and Exchange Commission
As of November 30, 2002

EXEMPTIVE PROVISIONS

The Company has claimed an exemption from Rule 15c3-3 under section (k)(2)(ii), in which all customer transactions are cleared through another broker-dealer on a fully disclosed basis.

Independent Auditor's Report

On Internal Control

Required By SEC Rule 17a-5

Eleven Months Ended November 30, 2002



Cheshier & Fuller, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

MEMBERS:
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
SEC PRACTICE SECTION OF AICPA
TEXAS SOCIETY OF CERTIFIED
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INDEPENDENT AUDITOR'S REPORT ON INTERNAL
CONTROL REQUIRED BY SEC RULE 17a-5

The Board of Directors
Pembroke Securities, Inc.

In planning and performing our audit of the financial statements and supplemental information of Pembroke Securities, Inc. (the "Company"), for the eleven months ended November 30, 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 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 U. S. 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 November 30, 2002, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc., 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 is not intended to be and should not be used by anyone other than these specified parties.


CHESHER & FULLER, L.L.P.

Dallas, Texas
December 19, 2002