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UNITED STATES  
SECURITIES AND EXCHANGE 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**

REC'D  
FEB 28 2003  
155  
SECTION

SEC FILE NUMBER  
8-36472

**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:

Spectrum Asset Management, Inc.

OFFICIAL USE ONLY

FIRM ID. NO.

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

4 High Ridge Park

(No. and Street)

Stamford, Connecticut 06905

(City)

(State)

(Zip Code)

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

Jean M. Orlando

203 322-0189

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Ernst & Young LLP

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

801 Grand Avenue, Suite 3400, Des Moines, Iowa 50309

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

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

PROCESSED

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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).

SEC 1410 (6-02)

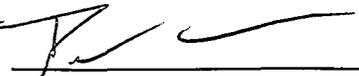
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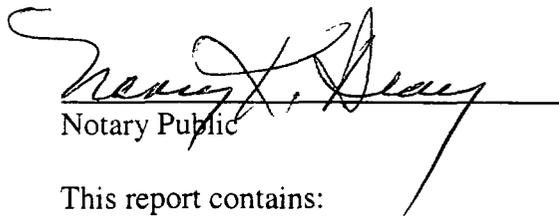
## Oath or Affirmation

I, Mark A. Lieb and I, Bernard M. Sussman, affirm that, to the best of my knowledge and belief, the accompanying financial statements and supplemental information pertaining to the firm of Spectrum Asset Management, Inc. as of December 31, 2002, are true and correct. I further affirm that neither the Company nor any principal officer or director has any proprietary interest in any account classified solely as that of a customer.

NANCY K. DRAY  
Notary Public  
My Commission Expires November 30, 2003

  
Mark A. Lieb,  
Chief Financial Officer

  
Bernard M. Sussman,  
Chief Investment Officer

  
Notary Public

This report contains:

- (a) Facing page
- (b) Statement of Financial Condition
- (c) Statement of Operations
- (d) Statement of Cash Flows
- (e) Statement of Changes in Stockholders' Equity
- (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) Independent Auditors' Supplementary Report on Internal Control

FINANCIAL STATEMENTS AND  
SUPPLEMENTAL INFORMATION

Spectrum Asset Management, Inc.  
Years Ended December 31, 2002 and 2001

Spectrum Asset Management, Inc.

Financial Statements  
and Supplemental Information

Years Ended December 31, 2002 and 2001

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## Report of Independent Auditors

The Board of Directors  
Spectrum Asset Management, Inc.

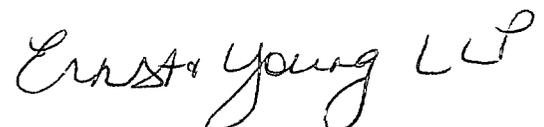
We have audited the accompanying statements of financial condition of Spectrum Asset Management, Inc. (the Company), wholly-owned in 2002 and majority owned in 2001 by Principal Global Investors, LLC (formerly Principal Capital Management, LLC), which is a wholly-owned subsidiary of Principal Life Insurance Company, as of December 31, 2002 and 2001, and the related statements of operations, changes in stockholders' 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. 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 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 position of Spectrum Asset Management, Inc. at 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.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplemental 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 our 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.

January 17, 2003



Spectrum Asset Management, Inc.

Statement of Financial Condition

	December 31	
	2002	2001
<b>Assets</b>		
Cash and cash equivalents	\$2,347,888	\$ 701,940
Management fees and commissions receivables	2,051,922	906,833
Advances to officers	-	13,397
Fixed assets, net	50,139	94,718
Other assets	4,384	7,359
Total assets	<u>\$4,454,332</u>	<u>\$1,724,247</u>
<b>Liabilities and stockholders' equity</b>		
Liabilities:		
Accounts payable and accrued expenses	\$ 58,496	\$ 44,318
Accrued compensation	1,352,957	-
Due to affiliates	2,120,213	763,554
	<u>3,531,666</u>	<u>807,872</u>
Stockholders' equity:		
Common stock, no par value – 100,000 shares authorized, issued and outstanding	663,500	663,500
Additional paid in capital	350,000	350,000
Accumulated deficit	(90,833)	(97,125)
Total stockholders' equity	<u>922,667</u>	<u>916,375</u>
Total liabilities and stockholders' equity	<u>\$4,454,332</u>	<u>\$1,724,247</u>

*See accompanying notes.*

Spectrum Asset Management, Inc.

Statement of Operations

	<b>Years Ended December 31</b>	
	<b>2002</b>	<b>2001</b>
Revenues:		
Management fees	<b>\$6,975,327</b>	\$3,363,853
Commissions	<b>2,315,109</b>	1,140,883
Other income	<b>4,762</b>	-
Interest income	<b>5,290</b>	56,816
Total revenues	<b><u>9,300,488</u></b>	<u>4,561,552</u>
Expenses:		
Compensation and related expense	<b>5,161,396</b>	3,429,246
Other operating expenses	<b>4,139,092</b>	1,202,754
Total expenses	<b><u>9,300,488</u></b>	<u>4,632,000</u>
Income (loss) before income tax benefit	<b>-</b>	(70,448)
Income tax benefit	<b>139,701</b>	11,160
Net income (loss)	<b><u>\$ 139,701</u></b>	<u>\$ (59,288)</u>

*See accompanying notes.*

Spectrum Asset Management, Inc.

Statement of Changes in Stockholders' Equity

	Common Stock	Additional Paid in Capital	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity
Balances at January 1, 2001	\$663,500	\$ -	\$1,183,243	\$1,846,743
Distribution to United Asset Management	-	-	(1,221,080)	(1,221,080)
Capital contribution from Principal Global Investors, LLC	-	350,000	-	350,000
Net loss	-	-	(59,288)	(59,288)
Balances at December 31, 2001	663,500	350,000	(97,125)	916,375
Dividend to Principal Global Investors, LLC	-	-	(133,409)	(133,409)
Net income	-	-	139,701	139,701
Balance at December 31, 2002	<b>\$663,500</b>	<b>\$350,000</b>	<b>\$ (90,833)</b>	<b>\$ 922,667</b>

See accompanying notes.

Spectrum Asset Management, Inc.

Statement of Cash Flows

	<b>Years Ended December 31</b>	
	<b>2002</b>	<b>2001</b>
<b>Operating activities</b>		
Net income (loss)	\$ 139,701	\$ (59,288)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	54,228	85,084
Changes in assets and liabilities:		
Management and commission fees receivable	(1,145,089)	137,918
Advances to officers	13,397	(13,397)
Prepaid expenses	-	10,806
Other assets	2,975	1,385
Accounts payable and accrued expenses	14,178	(278,156)
Accrued compensation	1,352,957	(415,174)
Due to affiliates	1,356,659	(312,313)
Net cash provided by (used in) operating activities	1,789,006	(843,135)
<b>Investing activities</b>		
Purchases of fixed assets	(12,001)	(27,040)
Disposal of fixed assets	2,352	-
Net cash used in investing activities	(9,649)	(27,040)
<b>Financing activities</b>		
Dividend paid to Principal Global Investors, LLC	(133,409)	-
Distribution to United Asset Management	-	(1,221,080)
Capital contribution from Principal Global Investors, LLC	-	350,000
Net cash used in financing activities	(133,409)	(871,080)
Net increase (decrease) in cash and cash equivalents	1,645,948	(1,741,255)
Cash and cash equivalents at beginning of year	701,940	2,443,195
Cash and cash equivalents at end of year	\$2,347,888	\$ 701,940

*See accompanying notes.*

# Spectrum Asset Management, Inc.

## Notes to Financial Statements

December 31, 2002

### 1. Organization

#### Organization and Nature of Business

Spectrum Asset Management, Inc. (the Company), is a registered investment advisor, broker-dealer, commodity introducing broker, and member of the National Association of Securities Dealers, Inc. (NASD), providing investment management and security investment brokerage for institutional clients. The Company is a manager of domestic investment portfolios for corporate, government, and mutual fund clients. The Company primarily specializes in the management of fixed rate preferred stock and cash. To minimize principal fluctuations the Company uses its proprietary hedging strategy to establish a cross-hedge with U.S. Treasury futures. The derivative instruments are entered into by the Company's clients and are not reported in the financial statements of the Company. The Company clears its securities transactions on a fully disclosed basis through Bear Stearns & Co. Inc.

The Company was a wholly-owned subsidiary of United Asset Management Corporation (UAM) until Principal Capital Management LLC (Principal Capital) acquired 80 percent of the Company on September 30, 2001, with the remaining 20 percent acquired by two officers of the Company. In conjunction with the purchase, the Company made a final distribution to UAM of \$1,221,080, consisting primarily of amounts due under a revenue sharing agreement. On October 1, 2002, Principal Capital changed its name to Principal Global Investors LLC (Principal Global). On October 31, 2002, Principal Global acquired the 20 percent ownership from the two officers of the Company.

The accompanying financial statements have been prepared using the Company's historical basis of accounting as carried over from UAM. The fair value adjustments related to the Principal Global purchase have not been pushed down to these financial statements.

### 2. Summary of Significant Accounting Policies

#### Cash and Cash Equivalents

The Company's cash equivalents include money market funds. The Company considers all highly liquid debt instruments with maturities of three months or less at the date of purchase.

## Spectrum Asset Management, Inc.

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

##### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. It is possible that actual experience could differ from the estimates and assumptions utilized.

##### Plant, Property, and Equipment

Furniture and equipment are recorded at cost and are depreciated using the straight-line method over their estimated useful lives which range from three to ten years. Additions and major renewals are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the lease.

##### Revenue Recognition

The majority of the Company's revenues are derived from fees for investment management services provided to institutional and other clients. During 2002, 40.8% of the Company's revenues were derived from two customers and 24.9% of the Company's revenues were derived from one customer during 2001. Investment management fees are generally a function of the overall fee rate charged to each account and the level of assets under management by the Company. Assets under management can be affected by the addition of new client accounts or client contributions to existing accounts, withdrawals of assets from or terminations of client accounts, and investment performance, which may depend on general market conditions. Investment management fees and brokerage commissions are accrued over the period in which services are performed.

For certain accounts, additional fees may be based upon the performance of those accounts relative to market benchmarks. The Company recognizes these performance-based fee revenues when all contractual obligations have been satisfied.

## Spectrum Asset Management, Inc.

### Notes to Financial Statements (continued)

#### 3. Plant, Property and Equipment

At December 31, plant, property and equipment consisted of the following:

	<u>2002</u>	<u>2001</u>
Furniture, equipment, computers and leasehold improvements	\$249,830	\$333,974
Less accumulated depreciation	(199,691)	(239,256)
	<u>\$ 50,139</u>	<u>\$ 94,718</u>

#### 4. Leases

As of December 31, 2002, future minimum rentals under operating leases for office space and certain equipment that have initial or non-cancelable lease terms in excess of one year are as follows:

2003	\$118,729
2004	120,478
2005	60,239
	<u>\$299,446</u>

Rent expense for 2002 and 2001 totaled \$120,669 and \$113,602, respectively.

#### 5. Income Taxes

As a wholly-owned or majority owned subsidiary of Principal Global, the Company's taxable income or loss is included in the consolidated income tax return filed by Principal Financial Group, Inc., which is the parent of Principal Life Insurance Company, Principal Global's parent.

Principal Financial Group, Inc. has adopted the policy of allocating income tax expense and benefits to members of its consolidated group based upon their pro-rata contribution of taxable income or loss. The Company's tax expense (benefit) is reimbursed by (paid to) its parent company as additional paid in capital or a dividend distribution. The payable for the 2001 income tax expense and the 2002 income tax benefit was settled net in 2002.

## Spectrum Asset Management, Inc.

### Notes to Financial Statements (continued)

#### 5. Income Taxes (continued)

Current and deferred income tax benefits of \$9,296 and \$8,156, respectively, for the period from January 1, 2001 to September 30, 2001 were settled with UAM as part of the final distribution. The Company's income tax expense from October 1, 2001 to December 31, 2001 was \$6,292.

The Company's income tax benefit for the year ended December 31, is as follows:

	<u>2002</u>	<u>2001</u>
Current	\$139,701	\$ 3,004
Deferred	-	8,156
	<u>\$139,701</u>	<u>\$11,160</u>

Income tax benefit for the years ended December 31, 2002 and 2001, differs from the "expected" income tax amount computed by applying the statutory federal income tax rates to loss before income tax benefits primarily due to amortization of goodwill recorded for income tax purposes.

#### 6. Related Party Transactions

Under the terms of an agreement between the Company, its principal officers (through October 31, 2002) and Principal Global, the Company pays a management fee to Principal Global based on specified percentages of the Company's management fees and commissions revenues. In connection with the agreement with Principal Global, the Company expensed \$3,367,180 in 2002 and \$367,915 for the period from October 1, 2001 to December 31, 2001. Remaining operating margins after the Company's accrual of the management fee to Principal Global represent variable compensation to be disbursed at the discretion of the Company's officers.

The Company reimburses Principal Global for employees' services and certain other operating costs, which are provided or initially paid by Principal Global and totaled \$3,813,416 in 2002 and \$467,450 in 2001.

Spectrum Asset Management, Inc.

Notes to Financial Statements (continued)

**7. Regulatory Requirements**

The Company is subject to the Securities and Exchange Commission uniform net capital rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined therein, shall not exceed 15 to 1. At December 31, 2002, the Company had defined net capital of \$980,961, which was \$745,517 in excess of its required minimum net capital of \$235,444. At December 31, 2002, the Company's ratio of aggregate indebtedness to net capital was 3.6 to 1. Various other regulatory agencies may impose additional capital requirements.

The Company is exempt from maintaining a special reserve bank account under Rule 15c3-3(k)(1).

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Supplemental Information

Spectrum Asset Management, Inc.

Computation of Net Capital – Part IIA

December 31, 2002

**Computation of Net Capital**

1. Total ownership equity from Statement of Financial Condition		\$ 922,667	
2. Deduct ownership equity not allowable for Net Capital		<u>          -</u>	
3. Total ownership equity qualified for Net Capital		<u>922,667</u>	
4. Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		<u>          -</u>	
B. Other (deductions) or allowable credits		<u>777,950</u>	
5. Total capital and allowable subordinated liabilities		<u>1,700,617</u>	
6. Deductions and/or charges:			
A. Total nonallowable assets from Statement of Financial Condition (Notes B and C)	667,698	<u>          -</u>	
B. Secured demand note deficiency		<u>          -</u>	
C. Commodity futures contracts and spot commodities – proprietary capital charges		<u>          -</u>	
D. Other deductions and/or charges	5,000	<u>672,698</u>	
7. Other additions and/or allowable credits		<u>          -</u>	
8. Net capital before haircuts on securities positions		<u>1,027,919</u>	
9. Haircuts on securities (computed, where applicable, pursuant to 15c3-1 (f)):			
A. Contractual securities commitments	\$ -	<u>          -</u>	
B. Subordinated securities borrowings		<u>          -</u>	
C. Trading and investment securities:			
1. Exempted securities		<u>          -</u>	
2. Debt securities		<u>          -</u>	
3. Options		<u>          -</u>	
4. Other securities	46,958	<u>46,958</u>	
D. Undue concentration		<u>          -</u>	
E. Other		<u>          -</u>	
10. Net Capital		<u>\$ 980,961</u>	

Spectrum Asset Management, Inc.

Computation of Net Capital (continued) – Part IIA

**Computation Basic of Net Capital Requirement**

**Part A**

11. Minimum net capital required (6-2/3% of line 19)	<u>\$ 235,444</u>
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	<u>30,000</u>
13. Net capital requirement (greater of line 11 or 12)	<u>235,444</u>
14. Excess net capital (line 10 less 13)	<u>745,517</u>
15. Excess net capital at 1000% (line 10 less 10% of line 19)	<u>627,794</u>

**Computation of Aggregate Indebtedness**

16. Total A.I. liabilities from Statement of Financial Condition	<u>\$3,531,666</u>
17. Add:	
A. Drafts for immediate credit	<u>\$ –</u>
B. Market value of securities borrowed for which no equivalent value is paid or credited	<u>–</u>
C. Other unrecorded amounts	<u>–</u>
19. Total aggregate indebtedness	<u>3,531,666</u>
20. Percentage of aggregate indebtedness to net capital (line 19 ÷ by line 10)	<u>360.02%</u>
21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	<u>–</u>

**Notes**

- (A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:
1. Minimum dollar net capital requirement, or
  2. 6-2/3% of aggregate indebtedness or 2% of aggregate debits if alternative method is used.
- (B) Do not deduct the value of securities borrowed under subordination agreements or secured demand note covered by subordination agreements not in satisfactory form and the market values of memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.
- (C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

Spectrum Asset Management, Inc.

Statement Relating to Certain Determinations  
Required Under Rule 15c3-3 – Part IIA

December 31, 2002

**Computation for Determination of Reserve Requirements  
Pursuant to Rule 15c3-3:**

**Exemptive Provision**

25. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based (check one only)
- A. (k)(1) – Limited business (mutual funds and/or variable annuities only)
  - B. (k)(2)(i) – “Special Account for the Exclusive Benefit of Customers” maintained
  - C. (k)(2)(ii) – All customer transactions cleared through another broker-dealer on a fully disclosed basis.  
Name of clearing firm: **Bear Stearns & Co., Inc.**
  - D. (k)(3) – Exempted by order of the Commission

\_\_\_\_\_  
\_\_\_\_\_  
    X      
\_\_\_\_\_

Spectrum Asset Management, Inc.

Statement Pursuant to Rule 17a-5(d)(4)

December 31, 2002

There are no differences between the computation of net capital under Rule 15c3-1 included in this audited report and the computation included in the Company's corresponding unaudited Form X-17A-5 Part IIA filing as of December 31, 2002.

## Independent Auditors' Supplementary Report on Internal Control

The Board of Directors  
Spectrum Asset Management, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of Spectrum Asset Management, Inc. (the Company) for the year ended December 31, 2002, we considered its internal control, including control activities for safeguarding securities, 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 (the 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 criteria 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; and (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 internal 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 criteria. Two of the criteria 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 accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional criteria of the practices and procedures listed in the preceding paragraph.

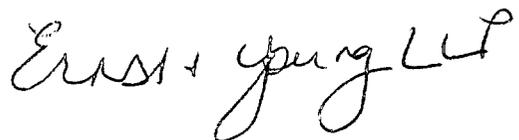
Because of inherent limitations in any internal control or the practices and procedures referred to above, misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluation of internal control to future periods are subject to the risk that internal control may become inadequate because of changes in conditions, or that the effectiveness of its 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 one or more of the specific internal control components does not reduce to a relatively low level the risk that errors 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, and its operation that we consider to be material weaknesses as defined above.

We understand that practices and procedures that meet the criteria 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 meet such criteria 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 criteria.

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

January 17, 2003

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.