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Washington, D.C. 20549

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

SEC FILE NUMBER  
8-50307

**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 12/31/02  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: FAS Corp.  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
4747 W 135th Street Suite 100  
(No. and Street)  
Leawood Kansas 66224  
(City) (State) (Zip Code)

OFFICIAL USE ONLY  
FIRM I.D. NO.

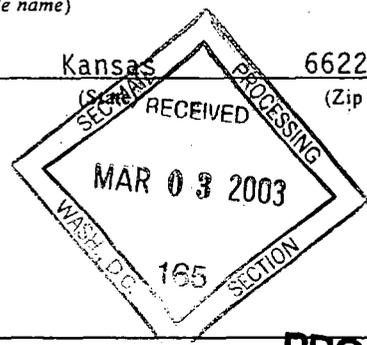
NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
John A Meier (913) 239-2300  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Larry D. Sowers, CPA, PA  
(Name - if individual, state last, first, middle name)  
4747 W 135th Street Suite 200 Leawood Kansas 66224  
(Address) (City) (State) (Zip Code)

CHECK ONE:

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



**FOR OFFICIAL USE ONLY** **PROCESSED**  
**MAR 24 2003**

\*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(b)(2)

OATH OR AFFIRMATION

I, John A. Meier, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FAS Corp., as of December 31, 20 02, 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:

*State of Kansas*  
*County of Johnson*

*Jo Ellen Tierney*  
Notary Public

**NOTARY PUBLIC**  
**Jo Ellen Tierney**  
**Exp. Date 11-18-2005**  
**STATE OF KANSAS**

*John A. Meier*  
Signature  
*Exec V. Pres*  
Title

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 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 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).

FAS CORP.  
FINANCIAL STATEMENTS AND  
AUDIT REPORT  
FOR THE YEAR ENDED  
DECEMBER 31, 2002

# LARRY D. SOWERS, CPA, PA

CERTIFIED PUBLIC ACCOUNTANT

To the Board of Directors and Stockholders of FAS Corp.  
Leawood, Kansas

## INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying balance sheet of FAS Corp. (a Kansas corporation) as of December 31, 2002, and the related statements of income, retained earnings, cash flows and statement of changes in stockholders' equity for the year 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 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 FAS Corp., 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.

  
Leawood, Kansas

February 26, 2003

FAS CORP.  
BALANCE SHEET  
DECEMBER 31, 2002

ASSETS

Current assets:	
Cash and cash equivalents (Note 1)	\$ 21,031
Total current assets	<u>21,031</u>
Other Assets:	
Organization expense, net of accumulated amortization of \$6,247 and \$6,247, respectively (Note 1)	<u>0</u>
Total other assets	<u>0</u>
Total Assets	<u>\$ 21,031</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:	
Commissions payable	\$ 2,936
Total Current Liabilities	<u>2,936</u>
Stockholders' Equity:	
Common stock, \$1 par value, 100,000 shares authorized, 10,000 shares issued and outstanding	10,000
Retained earnings	<u>8,095</u>
Total stockholders' equity	<u>18,095</u>
Total liabilities and stockholders' equity	<u>\$ 21,031</u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2002

Revenues:	
Concessions income	<u>\$ 1,519,606</u>
Total revenues	<u>1,519,606</u>
Operating Expenses:	
Amortization	624
Bank service charge	118
Commission expense	811,449
Continuing education	869
Insurance	11,660
License and permits	45
Occupancy expense	120,000
Professional fees	2,000
Brokers fees	8,229
Taxes	<u>110</u>
Total operating expenses	<u>955,104</u>
Income from operations	564,502
Other Income:	
Interest income	<u>150</u>
Total other income	<u>150</u>
Net income	<u><u>\$ 564,652</u></u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF RETAINED EARNINGS  
FOR THE YEAR ENDED DECEMBER 31, 2002

Balance, January 1, 2002	\$ 1,443
Net income for the year	564,652
Non-dividend distribution	<u>(558,000)</u>
Balance, December 31, 2002	<u>\$ 8,095</u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2002

Cash Flows from Operating Activities:	
Net income	\$ 564,652
Adjustments to reconcile net income to net cash provided by operating activities:	
Amortization	\$ 624
Decrease in commissions payable	<u>(8,179)</u>
Net cash used by operating activities	(7,555)
Cash Flows from Financing Activities:	
Dividend distributions paid to parent company	<u>(558,000)</u>
Net cash used by financing activities	<u>(558,000)</u>
Net decrease in cash	(903)
Cash and cash equivalents, beginning of year	<u>21,934</u>
Cash and cash equivalents, end of year	<u>\$ 21,031</u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2002

Balance at January 1, 2002	\$ 11,443
Net income	564,652
Deductions, including non-conforming capital of non-dividend distributions	<u>(558,000)</u>
Balance at December 31, 2002	<u>\$ 18,095</u>

See accountant's audit report.  
The accompanying notes are an integral part  
of these financial statements.

FAS CORP.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2002

Note 1 - Summary of significant accounting policies

Nature of business

FAS Corp. was formed in June, 1997. FAS Corp. is a limited activity broker/dealer registered with the Securities & Exchange Commission and a member of NASD. The Company deals exclusively in shares of investment companies and sales of variable life and variable annuity contracts.

Cash and cash equivalents

For purposes of reporting cash flows, the Company considers all cash accounts which are not subject to withdrawal restrictions or penalties, and certificates of deposits with original maturities of 90 days or less to be cash or cash equivalents. At December 31, 2002, no cash deposits exceed federally insured limits.

Concessions receivable

Management believes that all concessions receivable as of December 31, 2002, were fully collectible. Therefore, no allowance for doubtful accounts was recorded.

Other assets/Amortization

Amortizable assets are recorded at cost. Amortization is calculated by the straight-line method over the useful lives of the assets. Total amortization for the year ended December 31, 2002, was \$624.

Income taxes

The Company, with the consent of its shareholders, has elected to be taxed under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the shareholders of an S corporation are taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for Federal or state income taxes has been included in these financial statements.

Concentrations of credit risk

Concentrations of credit risk with respect to concessions receivable are limited since the credit worthiness of the concession payors as determined by AM Best Company ratings are A+ and higher.

See accountant's audit report.

FAS CORP.  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2002

Note 2 - Net capital and required net capital

Net capital and required net capital as required by the computation in accordance with Rule 15c3-1 is as follows.

Computation of Net Capital

Total ownership equity qualified for net capital	\$ 18,095
Less: Total non-allowable assets	<u>0</u>
Net capital	<u>\$ 18,095</u>

Computation of Basic Net Capital Requirements

Minimum net capital required	\$ -0-
Minimum dollar requirement	<u>5,000</u>
Net capital requirement	5,000
Excess net capital	<u>13,095</u>
Excess net capital at 100%	<u>\$ 18,095</u>

See accountant's audit report.

# LARRY D. SOWERS, CPA, PA

CERTIFIED PUBLIC ACCOUNTANT

## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTAL INFORMATION

To the Board of Directors and Stockholders of  
FAS Corp.  
Leawood, Kansas

This report is supplemental information to our report on our audit of the basic financial statements of FAS Corp for the year ended December 31, 2002. We conducted our audit in accordance with auditing standards generally accepted in the United States of America for the purpose of forming an opinion on the basic financial statements taken as a whole. The supporting schedule on the statement of no material inadequacies as of December 31, 2002, is presented for the purpose of additional analysis and is not a required part of the basic financial statements. 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.

  
Leawood, Kansas

February 26, 2003

FAS CORP.  
STATEMENT OF NO MATERIAL INADEQUACIES  
DECEMBER 31, 2002

Our audit disclosed that no material inadequacies now exist or existed since the date of the previous audit.

See accountant's audit report