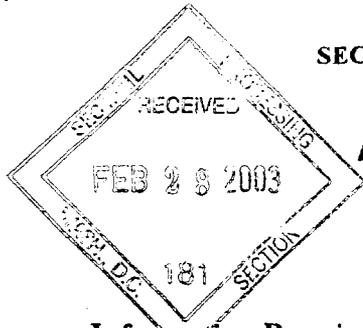


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SECURITIES



SSION

03014190

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

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

SEC FILE NUMBER 8- 05209

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:

All Funds, Inc.

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

24 North Park Terrace

(No. and Street)

Congers,

New York

10920

(City)

(State)

(Zip Code)

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

Brian Mulkeen

845-268-6827

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

Savastano, Kaufman & Company, p.c.

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

625 From Road,

Paramus

NJ

07652

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

[X] Certified Public Accountant

[ ] Public Accountant

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

PROCESSED

FOR OFFICIAL USE ONLY

APR 04 2003

THOMSON FINANCIAL

\*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)

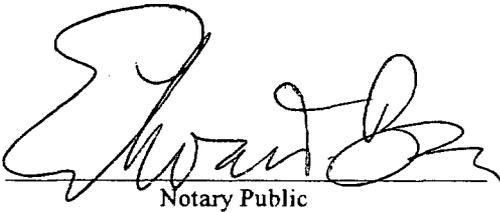
SEC 1410 (06-02)

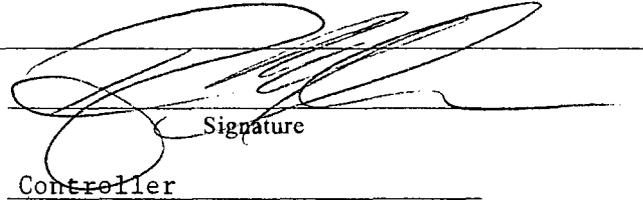
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, Brian Mulkeen, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of All Funds, Inc., 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:

\_\_\_\_\_  
\_\_\_\_\_

  
Notary Public

  
Signature  
Controller  
Title

EDWARD T. BORG  
Notary Public, State of New York  
No. 4597005  
Qualified in Rockland County  
Commission Expires March 30, 2003

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).



ALL FUNDS, INC.

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FINANCIAL STATEMENTS

DECEMBER 31, 2002 AND 2001

FORM  
X-17A-5

# FOCUS REPORT

(Financial and Operational Combined Uniform Single Report)

## Part IIA Quarterly 17a-5(a)

INFORMATION REQUIRED OF BROKERS AND DEALERS PURSUANT TO RULE 17

### COVER

Select a filing method:

Basic  Alternate  [0011]

Name of Broker Dealer: ALL FUNDS, INC.  
[0013]

SEC File Number: 8- 5209  
[0014]

Address of Principal Place  
of Business: 24 NORTH PARK TERRACE  
[0020]

Firm ID: 23  
[0015]

CONGERS NY 10920-  
[0021] [0022] 2139  
[0023]

For Period Beginning 10/01/2002 And Ending 12/31/2002  
[0024] [0025]

Name and telephone number of person to contact in regard to this report:

Name: BRIAN MULKEEN, COMPTROLLER Phone: 845-268-6827  
[0030] [0031]

Name(s) of subsidiaries or affiliates consolidated in this report:

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0032] [0033]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0034] [0035]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0036] [0037]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[0038] [0039]

Does respondent carry its own customer accounts? Yes  [0040] No  [0041]

Check here if respondent is filing an audited report  [0042]

# ASSETS

Consolidated [0198]		Unconsolidated [0199]			
		Allowable	Non-Allowable	Total	
1.	Cash	<u>76,135</u> [0200]		<u>76,135</u> [0750]	
2.	Receivables from brokers or dealers:				
	A. Clearance account	<u>30,026</u> [0295]			
	B. Other	<u>          </u> [0300]	<u>260</u> [0550]	<u>30,286</u> [0810]	
3.	Receivables from non-customers	<u>          </u> [0355]	<u>          </u> [0600]	<u>0</u> [0830]	
4.	Securities and spot commodities owned, at market value:				
	A. Exempted securities	<u>          </u> [0418]			
	B. Debt securities	<u>          </u> [0419]			
	C. Options	<u>          </u> [0420]			
	D. Other securities	<u>25,963</u> [0424]			
	E. Spot commodities	<u>          </u> [0430]		<u>25,963</u> [0850]	
5.	Securities and/or other investments not readily marketable:				
	A. At cost	<u>          </u> [0130]			
	B. At estimated fair value	<u>          </u> [0440]	<u>          </u> [0610]	<u>0</u> [0860]	
6.	Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:	<u>          </u> [0460]	<u>          </u> [0630]	<u>0</u> [0880]	



## LIABILITIES AND OWNERSHIP EQUITY

Liabilities	A.I. Liabilities	Non-A.I. Liabilities	Total
13. Bank loans payable	[1045]	[1255]	0 [1470]
14. Payable to brokers or dealers:			
A. Clearance account	[1114]	[1315]	0 [1560]
B. Other	[1115]	[1305]	0 [1540]
15. Payable to non-customers	[1155]	[1355]	0 [1610]
16. Securities sold not yet purchased, at market value		[1360]	0 [1620]
17. Accounts payable, accrued liabilities, expenses and other	48,879 [1205]	[1385]	48,879 [1685]
18. Notes and mortgages payable:			
A. Unsecured	[1210]		0 [1690]
B. Secured	[1211]	[1390]	0 [1700]
19. Liabilities subordinated to claims of general creditors:			
A. Cash borrowings:			
1. from outsiders		[1400]	0 [1710]
2. Includes equity subordination (15c3-1(d)) of	[0970]		
B. Securities borrowings, at market value:	[0980]	[1410]	0 [1720]

from outsiders

		[0990]		
C.	Pursuant to secured demand note collateral agreements:			0
			[1420]	[1730]
1.	from outsiders			
		[1000]		
2.	Includes equity subordination (15c3-1(d)) of			
		[1010]		
D.	Exchange memberships contributed for use of company, at market value			0
			[1430]	[1740]
E.	Accounts and other borrowings not qualified for net capital purposes			0
		[1220]	[1440]	[1750]
20.	<b>TOTAL LIABILITIES</b>	48,879	0	48,879
		[1230]	[1450]	[1760]

## Ownership Equity

	<b>Total</b>
21. Sole proprietorship	[1770]
22. Partnership (limited partners [1020] )	[1780]
23. Corporations:	
A. Preferred stock	[1791]
B. Common stock	10,505
	[1792]
C. Additional paid-in capital	99,000
	[1793]

	D. Retained earnings	<u>-24,569</u>
		[1794]
	E. Total	<u>84,936</u>
		[1795]
	F. Less capital stock in treasury	<u></u>
		[1796]
24.	<b>TOTAL OWNERSHIP EQUITY</b>	<u>84,936</u>
		[1800]
25.	<b>TOTAL LIABILITIES AND OWNERSHIP EQUITY</b>	<u>133,815</u>
		[1810]





**EXEMPTIVE PROVISIONS**

25. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based

- A. (k) (1)--Limited business (mutual funds and/or variable annuities only)  [4550]
- B. (k) (2)(i)--"Special Account for the Exclusive Benefit of customers" maintained  [4560]
- C. (k) (2)(ii)--All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm(s)  [4570]

Clearing Firm SEC#s	Name	Product Code
8- <u>16267</u> [4335A]	<u>UBS PAINWEBBER INC.</u> [4335A2]	<u>A11</u> [4335B]
8- _____ [4335C]	_____ [4335C2]	_____ [4335D]
8- _____ [4335E]	_____ [4335E2]	_____ [4335F]
8- _____ [4335G]	_____ [4335G2]	_____ [4335H]
8- _____ [4335I]	_____ [4335I2]	_____ [4335J]

- D. (k) (3)--Exempted by order of the Commission  [4580]

## COMPUTATION OF NET CAPITAL

1.	Total ownership equity from Statement of Financial Condition		84,936
			[3480]
2.	Deduct ownership equity not allowable for Net Capital		[3490]
3.	Total ownership equity qualified for Net Capital		84,936
			[3500]
4.	Add:		
	A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		0
			[3520]
	B. Other (deductions) or allowable credits (List)		
		[3525A]	[3525B]
		[3525C]	[3525D]
		[3525E]	[3525F]
			0
			[3525]
5.	Total capital and allowable subordinated liabilities		84,936
			[3530]
6.	Deductions and/or charges:		
	A. Total nonallowable assets from Statement of Financial Condition (Notes B and C)	1,691	
		[3540]	
	B. Secured demand note deficiency		[3590]
	C. Commodity futures contracts and spot commodities - proprietary capital charges		[3600]
	D. Other deductions and/or charges		-1,691
		[3610]	[3620]
7.	Other additions and/or credits (List)		
		[3630A]	[3630B]
		[3630C]	[3630D]
		[3630E]	[3630F]
			0
			[3630]
8.	Net capital before haircuts on securities positions		83,245
			[3640]
9.	Haircuts on securities (computed, where applicable, pursuant to 15c3-1(f)):		

A.	Contractual securities commitments	_____	[3660]	
B.	Subordinated securities borrowings	_____	[3670]	
C.	Trading and investment securities:			
1.	Exempted securities	_____	[3735]	
2.	Debt securities	_____	[3733]	
3.	Options	_____	[3730]	
4.	Other securities	_____	2,385	
		_____	[3734]	
D.	Undue Concentration	_____	[3650]	
E.	Other (List)			
		_____	[3736A]	_____
		_____	[3736C]	_____
		_____	[3736E]	_____
		_____	0	_____
		_____	[3736]	-2,385
10.	Net Capital			_____
				80,860
				_____
				[3750]

### COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

**Part A**

11.	Minimum net capital required (6-2/3% of line 19)	_____	3,258
			[3756]
12.	Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with <u>Note(A)</u>	_____	5,000
			[3758]
13.	Net capital requirement (greater of line 11 or 12)	_____	5,000
			[3760]
14.	Excess net capital (line 10 less 13)	_____	75,860
			[3770]
15.	Excess net capital at 1000% (line 10 less 10% of line 19)	_____	75,972
			[3780]

### COMPUTATION OF AGGREGATE INDEBTEDNESS

16.	Total A.I. liabilities from Statement of Financial Condition			<u>48,879</u> [3790]
17.	Add:			
	A. Drafts for immediate credit		<u>          </u> [3800]	
	B. Market value of securities borrowed for which no equivalent value is paid or credited		<u>          </u> [3810]	
	C. Other unrecorded amounts(List)			
		<u>          </u> [3820A]	<u>          </u> [3820B]	
		<u>          </u> [3820C]	<u>          </u> [3820D]	
		<u>          </u> [3820E]	<u>          </u> [3820F]	
			<u>          </u> [3820]	<u>          </u> [3830]
19.	Total aggregate indebtedness			<u>48,879</u> [3840]
20.	Percentage of aggregate indebtedness to net capital (line 19 / line 10)		%	<u>          </u> 60 [3850]

---

**OTHER RATIOS**

21.	Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d)		%	<u>          </u> 0 [3860]
-----	--	--	---	----------------------------------

## SCHEDULED WITHDRAWALS

Ownership Equity and Subordinated Liabilities maturing or proposed to be withdrawn within the next six months and accruals, (as defined below), which have not been deducted in the computation of Net Capital.

Type of Proposed Withdrawal or Accrual	Name of Lender or Contributor	Insider or Outsider	Amount to be Withdrawn (cash amount and/or Net Capital Value of Securities)	Withdrawal or Expect Maturity Date (MMDDYYYY)	Renew
[4600]	[4601]	[4602]	[4603]	[4604]	[4605]
[4610]	[4611]	[4612]	[4613]	[4614]	[4615]
[4620]	[4621]	[4622]	[4623]	[4624]	[4625]
[4630]	[4631]	[4632]	[4633]	[4634]	[4635]
[4640]	[4641]	[4642]	[4643]	[4644]	[4645]
[4650]	[4651]	[4652]	[4653]	[4654]	[4655]
[4660]	[4661]	[4662]	[4663]	[4664]	[4665]
[4670]	[4671]	[4672]	[4673]	[4674]	[4675]
[4680]	[4681]	[4682]	[4683]	[4684]	[4685]
[4690]	[4691]	[4692]	[4693]	[4694]	[4695]
TOTAL			0		
			\$ [4699]		

Omit Pennies

**Instructions** Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period following the report date including the proposed redemption of stock and payments of liabilities secured by fixed assets (which are considered allowable assets in the capital computation pursuant to Rule 15c3-1(c)(2)(iv)), which could be required by the lender on demand or in less than six months.

Withdrawal Code	Description
1	Equity Capital
2	Subordinated Liabilities
3	Accruals
4	15c3-1(c)(2)(iv) Liabilities



**FORM  
X-17A-5**

# FOCUS REPORT

(Financial and Operational Combined Uniform Single Report)

## Schedule I

INFORMATION REQUIRED OF BROKERS AND DEALERS PURSUANT TO RULE 17

Report for period beginning 01/01/2002 and ending 12/31/2002  
[8005] [8006]

SEC File Number: \_\_\_\_\_ 5209  
[8011]

Firm ID: \_\_\_\_\_ 23

1. Name of Broker Dealer: \_\_\_\_\_ ALL FUNDS, INC.  
[8020]

2. Name(s) of broker-dealer(s) merging with respondent during reporting period:

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[8053] [8057]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[8054] [8058]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[8055] [8059]

Name: \_\_\_\_\_ Phone: \_\_\_\_\_  
[8056] [8060]

3. Respondent conducts a securities business exclusively with registered broker-dealers: Yes  No  [8073]

4. Respondent is registered as a specialist on a national securities exchange: Yes  No  [8074]

5. Respondent makes markets in the following securities:

(a) equity securities Yes  No  [8075]

(b) municipals Yes  No  [8076]

(c) other debt instruments Yes  No  [8077]

6. Respondent is registered solely as a municipal bond dealer: Yes  No  [8078]

7. Respondent is an insurance company or an affiliate of an insurance company: Yes  No  [8079]

8. Respondent carries its own public accounts: Yes  No  [8084]

9. Respondent's total number of public customer accounts:

(carrying firms filing X-17A-5 Part II only)

- (a) Public customer accounts \_\_\_\_\_ [8080]
- (b) Omnibus accounts \_\_\_\_\_ [8081]

10. Respondent clears its public customer and/or proprietary accounts: Yes  No  [8085]

11. Respondent clears its public customer accounts in the following manner:

- (a) Direct Mail (New York Stock Exchange Members Only)  [8086]
- (b) Self Clearing  [8087]
- (c) Omnibus  [8088]
- (d) Introducing  [8089]
- (e) Other  [8090]
- (f) Not Applicable  [8091]

12. (a) Respondent maintains membership(s) on national securities exchange(s): Yes  No  [8100]

(b) Names of national securities exchange(s) in which respondent maintains memberships:

- (1) American  [8120]
- (2) Boston  [8121]
- (3) CBOE  [8122]
- (4) Midwest  [8123]
- (5) New York  [8124]
- (6) Philadelphia  [8125]
- (7) Pacific Coast  [8126]
- (8) Other  [8129]

13. Employees:

(a) Number of full-time employees \_\_\_\_\_ 0  
[8101]

(b) Number of full-time employees registered representatives employed by respondent included in 13(a) \_\_\_\_\_ 0  
[8102]

---

14. Number of NASDAQ stocks respondent makes market \_\_\_\_\_ 0  
[8103]

---

15. Total number of underwriting syndicates respondent was a member \_\_\_\_\_ 0  
[8104]

---

16. Number of respondent's public customer transactions:

Actual  Estimate

(a) equity securities transactions effected on a national securities exchange \_\_\_\_\_ 0  
[8107]

(b) equity securities transactions effected other than on a national securities exchange \_\_\_\_\_ 0  
[8108]

(c) commodity, bond, option, and other transactions effected on or off a national securities exchange \_\_\_\_\_ 0  
[8109]

---

17. Respondent is a member of the Securities Investor Protection Corporation Yes  No  [8111]

---

18. Number of branch offices operated by respondent \_\_\_\_\_ 0  
[8112]

---

19. (a) Respondent directly or indirectly controls, is controlled by, or is under common control with a U.S. bank Yes  No  [8130]

(b) Name of parent or affiliate \_\_\_\_\_ [8131]

(c) Type of institution \_\_\_\_\_ [8132]

---

20. Respondent is an affiliate or subsidiary of a foreign broker-dealer or bank Yes  No  [8113]

---

21. (a) Respondent is a subsidiary of a registered broker-dealer Yes  No  [8114]

(b) Name of parent \_\_\_\_\_ [8116]

---

22. Respondent is a subsidiary of a parent which is not a registered broker or dealer Yes  No  [8115]

23. Respondent sends quarterly statements to customers pursuant to Rule 10b-10(b) in lieu of daily or immediate confirmations: Yes  No  [8117]

\* Required in any Schedule I filed for the calendar year 1978 and succeeding years.

24. Aggregate Dollar Amount of Non-Exempted OTC Sales of Exchange-Listed Securities Done by Respondent During the Reporting Period 0 [8118]

N.A.S.D. Miscellaneous Information

Annual Municipal Income 1,750 [8151]



Savastano, Kaufman & Company, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Stockholders  
All Funds, Inc.

We have audited the accompanying statements of financial condition of ALL FUNDS, INC. as of December 31, 2002 and 2001, and the related statements of operations and accumulated deficit, and cash flows for the years 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 audits.

We conducted our audits 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 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 ALL FUNDS, 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 of America.

*Savastano, Kaufman & Company, P.C.*

Paramus, New Jersey  
February 18, 2003

ALL FUNDS, INC.

STATEMENTS OF FINANCIAL CONDITION



DECEMBER 31, 2002 AND 2001

	<u>2002</u>	<u>2001</u>
<u>ASSETS</u>		
Cash	\$ 23,002	\$ 61,449
Investments	79,196	10,447
Accrued interest receivable	260	252
Due from broker	30,026	19,888
Other receivables	1,205	20,547
Property, plant and equipment, at cost less accumulated depreciation of \$186,935 and \$176,214, respectively	<u>126</u>	<u>865</u>
TOTAL	<u>\$ 133,815</u>	<u>\$ 113,448</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:		
Commissions payable	\$ 313	\$ 520
Accrued expenses payable	46,666	27,401
Income taxes payable	<u>1,900</u>	<u>694</u>
Total liabilities	<u>\$ 48,879</u>	<u>\$ 28,615</u>
Stockholders' equity:		
Capital stock, no par value, 1000 shares authorized, 273 shares issued and outstanding	\$ 10,505	\$ 10,505
Additional paid in capital	99,000	99,000
Accumulated deficit	<u>( 24,569)</u>	<u>( 24,672)</u>
Total stockholders' equity	<u>\$ 84,936</u>	<u>\$ 84,833</u>
TOTAL	<u>\$ 133,815</u>	<u>\$ 113,448</u>

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

ALL FUNDS, INC.

STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT



FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

	<u>2002</u>	<u>2001</u>
Revenue:		
Commissions earned	\$ 551,860	\$ 482,952
Fees earned	51,373	57,409
Gains on principal trades	93,097	164,073
Interest income	22,437	18,390
Realized (losses) on marketable securities	0	( 63)
Unrealized gains (losses) on marketable securities	<u>( 3,384)</u>	<u>403</u>
Total revenues	<u>\$ 715,383</u>	<u>\$ 723,164</u>
Operating expenses:		
Brokerage clearance charges and equipment rental	\$ 208,606	\$ 189,363
Commissions	3,684	16,348
Depreciation	10,721	17,314
Dues and subscriptions	1,541	3,658
Insurance	3,234	2,663
Management and administrative fees	117,000	154,067
Other taxes and fees	70,644	48,212
Professional fees	61,248	48,381
Promotion	7,880	1,826
Rent	72,000	72,000
Telephone and office expenses	122,168	114,666
Travel and entertainment	<u>34,475</u>	<u>55,985</u>
Total operating expenses	<u>\$ 713,201</u>	<u>\$ 724,483</u>
Income (loss) before provision for income taxes	\$ 2,182	\$( 1,319)
Provision for income taxes	<u>2,079</u>	<u>527</u>
Net income (loss)	103	( 1,846)
Accumulated deficit, January 1,	<u>( 24,672)</u>	<u>( 22,826)</u>
Accumulated deficit, December 31,	<u>\$( 24,569)</u>	<u>\$( 24,672)</u>

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

## ALL FUNDS, INC.

## STATEMENTS OF CASH FLOWS



FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

	<u>2002</u>	<u>2001</u>
Cash flows from operating activities:		
Net income (loss)	\$ <u>103</u>	\$( <u>1,846</u> )
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	\$ 10,721	\$ 17,314
Unrealized loss on investments	3,384	0
Realized loss on sale of treasury notes	0	63
Changes in net assets and liabilities:		
(Increase) in treasury notes	0	( 341)
(Increase) decrease in accrued interest receivable	( 8)	630
(Increase) decrease in due from broker	( 10,138)	29,666
Decrease in other receivables	19,342	2,968
(Decrease) in commissions payable	( 207)	( 1,138)
Increase (decrease) in accrued expenses payable	19,265	( 24,775)
Increase in income taxes payable	<u>1,206</u>	<u>527</u>
Total adjustments	\$ <u>43,565</u>	\$ <u>24,914</u>
Net cash provided by operating activities	\$ <u>43,668</u>	\$ <u>23,068</u>
Cash flows provided from investing activities:		
Proceeds from sale of treasury notes	\$ 0	\$ 50,000
Purchases of investments	( 72,133)	0
Purchases of equipment	<u>( 9,982)</u>	<u>( 15,821)</u>
Net cash provided by (used in) investing activities	\$( <u>82,115</u> )	\$ <u>34,179</u>
Increase (decrease) in cash	\$( 38,447)	\$ 57,247
Cash - January 1,	<u>61,449</u>	<u>4,202</u>
Cash - December 31,	\$ <u>23,002</u>	\$ <u>61,449</u>

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

ALL FUNDS, INC.

NOTES TO FINANCIAL STATEMENTS



DECEMBER 31, 2002 AND 2001

1. Nature of operations:

All Funds, Inc. was incorporated in the State of New York on May 1, 1956 for the purpose of conducting business as a broker/dealer of marketable securities. The Company's office is located in Congers, New York.

2. Significant accounting policies:

Cash and cash equivalents:

For purposes of the balance sheets and statements of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

Income recognition:

Income from commissions and fees is recognized as earned; costs relating to the current period are expensed as incurred.

Property, plant and equipment:

Equipment is stated at cost. The equipment is depreciated on a tax basis using accelerated methods over the estimated useful lives of the assets when they are placed in service, ranging from 5 to 7 years. These income tax depreciation methods approximate the expense that would be calculated under the various accelerated methods which are required by generally accepted accounting principles.

Related party:

The Company conducts business with Balanced Estate Agency, Inc., a family-owned office management and real estate business. These transactions include rent and management fees. Management is of the opinion that these transactions are at terms that are no less favorable than with unrelated third parties.

Securities transactions:

Proprietary securities transactions in regular-way trades are recorded on the trade date, as if they had settled. Profit and loss arising from all securities and commodities transactions entered into for the account and risk of the Company are recorded on a trade date basis. Customers' securities and commodities transactions are reported on a settlement date basis with related commission income and expenses reported on a trade date basis.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net on the statement of financial condition.

Marketable securities are valued at market value, and securities not readily marketable are valued at fair value as determined by management.

ALL FUNDS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2002 AND 2001



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2. Significant accounting policies: (continued)

Commissions:

Commissions and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

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.

3. Investments:

The Company has investments classified as trading securities as follows:

	<u>December 31, 2002</u>		
	<u>Cost</u>	<u>Gross Unrealized Gain (Loss)</u>	<u>Market Value</u>
U.S. Treasury Notes	\$ 9,966	\$ 97	\$ 10,063
Common stocks	18,900	(3,000)	15,900
Money market funds	<u>53,233</u>	<u>0</u>	<u>53,233</u>
	<u>\$ 82,099</u>	<u>\$( 2,903)</u>	<u>\$ 79,196</u>

	<u>December 31, 2001</u>		
	<u>Cost</u>	<u>Gross Unrealized Gain</u>	<u>Market Value</u>
U.S. Treasury Notes	<u>\$ 9,966</u>	<u>\$ 481</u>	<u>\$ 10,447</u>

Proceeds from sale of securities were \$0 and \$50,000 during the years ended December 31, 2002 and 2001, respectively. (Losses) of \$0 and \$(63) were realized on those sales during the years ended December 31, 2002 and 2001, respectively.

ALL FUNDS, INC.

NOTES TO FINANCIAL STATEMENTS



DECEMBER 31, 2002 AND 2001

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4. Due from broker:

Amounts receivable from broker-dealers and clearing organizations at December 31, 2002 and 2001, consist of the following:

	<u>2002</u>	<u>2001</u>
Fees and commissions receivable	<u>\$ 30,026</u>	<u>\$ 19,888</u>

5. Principal transactions:

The Company's principal transactions revenue by reporting categories, at December 31, 2002 and 2001 are the following:

	<u>2002</u>	<u>2001</u>
Fixed income	<u>\$ 93,097</u>	<u>\$ 164,073</u>

6. Property, plant and equipment:

Depreciation expense for the years ended December 31, 2002 and 2001 totaled \$10,721 and \$17,314, respectively.

7. Related party transactions:

As disclosed in Note 1, the Company conducts business with Balanced Estate Agency, Inc., a family owned office management and real estate business. Total management fees and rent paid to this entity totaled \$189,000 and \$226,067 for the years ended December 31, 2002 and 2001, respectively.

8. Income taxes:

The components of the income tax provision for the years ended December 31, 2002 and 2001 are as follows:

	<u>2002</u>	<u>2001</u>
Federal	\$ 1,379	\$ 258
State	<u>700</u>	<u>269</u>
Total income tax provision	<u>\$ 2,079</u>	<u>\$ 527</u>

ALL FUNDS, INC.



NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2002 AND 2001

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8. Income taxes: (continued)

The Company has a capital loss carryforward of \$723 which may be used to offset future capital gains. The capital loss carryforwards will expire as follows:

<u>Years ended</u> <u>December 31,</u>	<u>Amount</u>
2004	\$ 481
2005	179
2006	<u>63</u>
	<u>\$ 723</u>

9. Concentrations of credit risk:

The Company is engaged in various trading and brokerage activities in which counterparties primarily 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.

10. Other commitments:

As a member of the National Association of Securities Dealers, Inc. (NASD), the Company is required to maintain a minimum capital balance of \$5,000.

11. Supplemental disclosures:

Supplemental disclosures of cash flow information include cash paid for income taxes for the years ended December 31, 2002 and 2001 of \$873 and \$0, respectively.



Savastano, Kaufman & Company, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY  
INFORMATION REQUIRED BY RULE 17a-5 OF THE SECURITIES  
AND EXCHANGE COMMISSION

To the Stockholders  
All Funds, Inc.

We have audited the accompanying financial statements of All Funds, Inc. as of and for the year ended December 31, 2002, and have issued our report thereon dated February 18, 2003. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the following schedules 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 under the Securities 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.

*Savastano, Kaufman & Company, P.C.*

Paramus, New Jersey  
February 18, 2003

ALL FUNDS, INC.  
SUPPLEMENTARY SCHEDULES  
DECEMBER 31, 2002



COMPUTATION OF NET CAPITAL

Total stockholders' equity from statement of financial condition	\$ 84,936
Assets not allowed for net capital computation	( 1,691)
Haircuts on securities	<u>( 2,385)</u>
Net capital	<u>\$ 80,860</u>

COMPUTATION OF BASIC NET CAPITAL

Minimum net capital required	<u>\$ 5,000</u>
Excess net capital	<u>\$ 75,860</u>
Excess net capital at 1000%	<u>\$ 75,972</u>

COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities from statement of financial condition and A.I. liabilities	<u>\$ 48,879</u>
Debt-equity ratio	N/A

There is no difference between the computation for determination of net capital and aggregate indebtedness as presented herein and as reported by the Company in Part IIA of Form X-17A-5 as of December 31, 2002.

ALL FUNDS, INC.  
SUPPLEMENTARY SCHEDULES  
DECEMBER 31, 2002



STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

Stockholders' equity, January 1, 2002	\$ 84,833
Net income for the year	<u>103</u>
Stockholders' equity, December 31, 2002	<u>\$ 84,936</u>

STATEMENT OF CHANGES IN  
LIABILITIES SUBORDINATED TO CLAIMS  
OF CREDITORS

Not Applicable

COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS UNDER RULE 15C3-3

All Funds, Inc. introduces its customers on a fully disclosed basis, and therefore, is eligible for the (K)(2)(b) exemption to SEC Rule 15C3-3.

INFORMATION RELATING TO POSSESSION OR  
CONTROL REQUIREMENTS UNDER RULE 15C3-3

Not Applicable

SCHEDULE OF SEGREGATION REQUIREMENTS AND  
FUNDS IN SEGREGATION FOR CUSTOMERS' REGULATED  
COMMODITY FUTURES AND OPTIONS ACCOUNTS

Not Applicable



Savastano, Kaufman & Company, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

To the Stockholders  
All Funds, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of All Funds, Inc. (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 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 conformity 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 information and use of the Board of Directors, management, the SEC, 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.

*Samuelson, Kaufman & Company, p.c.*

Paramus, New Jersey  
February 18, 2003