

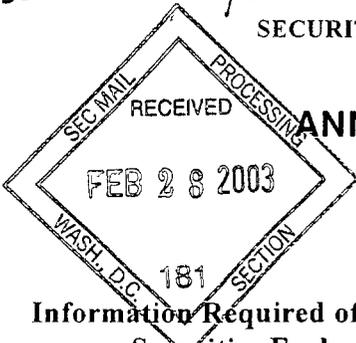


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SEC FILE NUMBER
8- 40096

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: The Griswold Company Incorporated

OFFICIAL USE ONLY
FIRM I.D. NO.

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

55 Broadway - 27th Floor

(No. and Street)

New York,

NY

10006

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Michael Sieczkowski, CPA 212-509-2100

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

David Tarlow & Co., C.P.A., P.C. d/b/a Tarlow, Elliott & Co., C.P.A.'s

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

7 Penn Plaza

New York

NY

10001

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED

MAR 18 2003

**THOMSON
FINANCIAL**

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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OATH OR AFFIRMATION

I, Robert H. McCooey, Jr., swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of The Griswold Company, Inc., 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:



Signature

President/CEO

Title

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 ~~Changes in Financial Condition~~ Cash Flows
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition 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).



TARLOW, ELLIOTT & CO., C.P.A.'S
A PROFESSIONAL CORPORATION

7 Penn Plaza, Suite 804, New York, N.Y. 10001 Tel. 212-697-8540 Fax. 212-573-6805

INDEPENDENT AUDITOR'S REPORT

To the Stockholders of
The Griswold Company, Inc.

We have audited the accompanying statement of financial condition of The Griswold Company, Inc. as of December 31, 2002, and the related statements of income, changes in stockholders' equity, changes in liability subordinated to the claims of general creditors, and cash flows for the year 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 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 The Griswold Company, Inc. 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.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Page 12 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.

Tarlow, Elliott & Co., C.P.A.'s

New York, New York
January 22, 2003

THE GRISWOLD COMPANY, INC.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2002

ASSETS

Cash and cash equivalents	\$4,375,779	
Securities owned – at market value	252,822	
Commission receivable	1,895,888	
Receivable from clearing broker	819,961	
Other receivables	160,982	
Exchange memberships owned by the Company, at cost (market value \$3,507,000)	1,020,000	
Furniture and equipment, net	151,043	
Other assets	<u>382,949</u>	
Total assets		<u>\$9,059,424</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities

Accounts payable and accrued expenses	\$5,128,146	
Securities sold, not yet purchased	48,040	
Other liabilities	<u>280,603</u>	
Total liabilities		\$5,456,789

Commitments and contingent liabilities

Stockholders' equity

Common stock – Class A, voting, \$.004 par value; authorized 4,000,000 shares, issued and outstanding 3,000,000 shares	\$ 12,000	
Common stock – Class B, nonvoting, \$.004 par value; authorized 6,000,000 shares, issued 552,404 shares and outstanding 490,570 shares	2,209	
Additional paid-in capital	1,933,825	
Treasury stock, nonvoting, 61,834 shares at cost	(111,633)	
Retained earnings	<u>1,766,234</u>	
Total stockholders' equity		<u>3,602,635</u>
Total liabilities and stockholders' equity		<u>\$9,059,424</u>

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

THE GRISWOLD COMPANY, INC.
STATEMENT OF INCOME
YEAR ENDED DECEMBER 31, 2002

<u>Revenue:</u>		
Commissions	\$22,511,757	
Interest	24,992	
Other	<u>322,562</u>	
Total revenue		\$22,859,311
Net loss from investment transactions in securities		(11,822)
<u>Expenses:</u>		
Employee compensation and benefits	13,020,353	
Exchange fees and clearance charges	3,002,867	
Professional fees	295,648	
Seat leases	2,183,193	
Interest	11,438	
Travel, meals and entertainment	634,969	
Communications	512,580	
Occupancy	243,038	
Charitable contributions	414,880	
Insurance	498,307	
Other	<u>656,762</u>	
Total expenses		<u>21,474,035</u>
Income before income tax expense		1,373,454
Income tax expense		<u>174,315</u>
Net income		<u>\$ 1,199,139</u>

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

THE GRISWOLD COMPANY, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

YEAR ENDED DECEMBER 31, 2002

	Class A Common Voting	Class B Common Nonvoting	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Total
Balance, December 31, 2001	\$ 12,000	\$ 1,110	\$ 1,418,197	\$ (17,633)	\$ 1,067,635	\$ 2,481,309
Net income					1,199,139	1,199,139
Distributions					(500,540)	(500,540)
Common stock issued 274,855 shares - Class B		1,099	515,628			516,727
Treasury stock purchased 50,000 shares - Class B				(94,000)		(94,000)
Balance, December 31, 2002	\$ 12,000	\$ 2,209	\$ 1,933,825	\$ (111,633)	\$ 1,766,234	\$ 3,602,635

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

THE GRISWOLD COMPANY, INC.

**STATEMENT OF CHANGES IN LIABILITY SUBORDINATED
TO THE CLAIMS OF GENERAL CREDITORS**

YEAR ENDED DECEMBER 31, 2002

Subordinated debenture payable at December 31, 2001	\$ 500,000
Repayment of subordinated debenture payable	(500,000)
Issuance of subordinated debenture payable	<u>-</u>
Subordinated debenture payable at December 31, 2002	<u>\$ -</u>

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

THE GRISWOLD COMPANY, INC.
STATEMENT OF CASH FLOWS
YEAR ENDED DECEMBER 31, 2002

Cash flows from operating activities:

Net income	\$1,199,139	
Adjustment to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	58,982	
(Increase) decrease in operating assets:		
Commissions receivable	113,203	
Securities owned – at market	(134,417)	
Receivable from clearing broker	(161,012)	
Other receivables	39,783	
Exchange memberships	(25,000)	
Other assets	(123,094)	
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	2,557,589	
Securities sold, not yet purchased	48,040	
Other liabilities	<u>188,199</u>	
Net cash provided by operating activities		\$3,761,412
<u>Cash flows from investing activities</u>		
Purchase of furniture and equipment		(204,629)
<u>Cash flows from financing activities:</u>		
Repayment of subordinated debt	(500,000)	
Distributions to stockholders	(500,540)	
Purchase of treasury stock	(94,000)	
Proceeds from sale of common stock	<u>516,727</u>	
Net cash used in financing activities		<u>(577,813)</u>
Net increase in cash and cash equivalents		2,978,970
Cash and cash equivalents at beginning of year		<u>1,396,809</u>
Cash and cash equivalents at end of year		<u>\$ 4,375,779</u>

Supplemental disclosures of cash flow information:

Cash paid during the year for:		
Interest		\$ 11,438
Income taxes		\$ 212,852

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

THE GRISWOLD COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS

The Griswold Company, Inc. (the "Company") is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and is a member of the New York Stock Exchange, Inc. (the "NYSE"); the Boston Stock Exchange (the "BSE"); and the National Association of Securities Dealers (the "NASD"). The Company earns commissions from activities transacted with other registered broker-dealers on the New York Stock Exchange as well as non broker-dealer customers. The Company acts as an introducing broker.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- a) **Security transactions**
Security transactions (and related commission revenue and expense) are recorded on a trade-date basis. Securities owned are stated at market value with unrealized gains and losses reflected in income.
- b) **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.
- c) **Cash equivalents**
The Company considers highly liquid investments with an original maturity of three months or less to be cash equivalents.
- d) **Furniture and equipment**
Furniture and equipment are stated at cost. Depreciation is computed using accelerated methods over the estimated useful lives of the assets.
- e) **Concentrations and credit risks**
The Company maintains cash in bank deposit accounts which, at times, may exceed federally insured limits.

**NOTE 3 - RECEIVABLE FROM CLEARING BROKER/
SECURITIES HELD AT BROKER**

The Company conducts business with one clearing broker on behalf of its customers. The Company earns commissions as an introducing broker for the transactions of its customers. The clearing and depository operations for the Company's customer accounts are performed by its clearing broker pursuant to a clearance agreement.

THE GRISWOLD COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 4 - RELATED PARTY TRANSACTIONS

The Company leases two seats on the New York Stock Exchange from related parties. Rent paid to related parties was \$659,250 for the year ended December 31, 2002.

NOTE 5 - COMMITMENTS AND CONTINGENT LIABILITIES

a) **Lease commitments**

The Company has an operating lease for office space expiring in January, 2004.

Minimum future lease payments are as follows:

Year ending December 31,

2003	\$211,885
2004	<u>17,657</u>
	<u>\$229,542</u>

Rent expense for the year ended December 31, 2002 amounted to \$211,885. The Company also has six New York Stock Exchange seat leases expiring through 2003 requiring aggregate future payments of \$1,049,750.

b) **Brokerage activities**

In the normal course of business, the Company is engaged in various brokerage activities on an agency basis through a clearing broker. In connection with these activities, a customer's unsettled transactions may expose the Company to off-balance sheet risk in the event the customer is unable to fulfill its contractual obligations. Significant credit exposure may result in the event that the Company's clearing broker is unable to fulfill their contractual obligation.

THE GRISWOLD COMPANY, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 6 - NET CAPITAL REQUIREMENTS

As a registered broker-dealer and member firm of the NYSE, BSE, and NASD, the Company is subject to the Uniform Net Capital Rule (Rule 15c3-1) of the SEC. The Company computes its net capital under the basic method permitted by the rule, which requires the maintenance of minimum net capital of 6-2/3% of aggregate indebtedness, as defined, or \$100,000, whichever is greater. At December 31, 2002, the Company had net capital of \$1,487,579, which exceeded the requirement by \$1,102,993.

NOTE 7 - EMPLOYEE BENEFIT PLANS

The Company maintains a noncontributory defined contribution profit-sharing plan and a 401(k) plan which include all eligible employees, as defined in the plans. Contributions to the plans are at the discretion of management. For the year ended December 31, 2002, \$46,600 was contributed to the 401(k) plan and \$350,000 was accrued and will be contributed subsequent to December 31, 2002 to the profit-sharing plan.

NOTE 8 - LINE OF CREDIT

At December 31, 2002, the Company had available a line of credit for \$750,000 with no outstanding balance. The line bears interest at one half percent below prime. Collateral is a first lien on business assets including accounts receivable, furniture and fixtures.

NOTE 9 - INCOME TAXES

No provision for federal income taxes has been made as the Company has elected to be treated as an S Corporation for federal income tax purposes. As such, the Company is not liable for federal income tax payments. The Company is subject to state income taxes at reduced rates and local taxes.

NOTE 10 - SUBSEQUENT EVENT

In January 2003, the Company sold an additional 10,000 shares of class A and 89,430 shares of class B stock to existing stockholders and 50,000 shares of class B stock to new stockholders. The selling price of the stock was \$1.90 per share.

SUPPLEMENTARY INFORMATION

THE GRISWOLD COMPANY, INC.

SUPPLEMENTARY INFORMATION

**COMPUTATION OF NET CAPITAL PURSUANT TO UNIFORM
NET CAPITAL RULE 15C3-1**

DECEMBER 31, 2002

Net Capital

Stockholders' equity		\$ 3,602,635
Credits – liability subordinated to claims of general creditors		<u>-</u>
		\$ 3,602,635
Debits:		
Nonallowable assets		
Securities not readily marketable	\$ 150,100	
Commission receivable	22,055	
Other receivables	160,982	
Exchange memberships, at cost	1,020,000	
Furniture and equipment	151,043	
Other assets	<u>382,949</u>	
Total debits		<u>1,887,129</u>
Net capital before haircuts on marketable securities		1,715,506
Less haircuts on securities and other charges		<u>227,927</u>
Net capital per rule 15c3-1		1,487,579
Minimum net capital requirement – 6-2/3% of aggregate indebtedness of \$5,768,789 or \$100,000, whichever is greater		<u>384,586</u>
Excess net capital		<u>\$ 1,102,993</u>
<u>Aggregate Indebtedness</u>		
Accounts payable and accrued expenses	\$5,128,146	
Securities sold, not yet purchased	48,040	
Other liabilities	280,603	
Other unrecorded amounts	<u>312,000</u>	
Total aggregate indebtedness		<u>\$ 5,768,789</u>
Ratio of aggregate indebtedness to net capital		<u>3.87 to 1</u>
<u>Reconciliation with Company's Computation (included in Part II of Form X-17-A-5 as of December 31, 2002)</u>		
Net capital, as reported in Company's Part II (Unaudited)		
FOCUS report		\$1,438,573
Reclassification of investments to allowable		<u>49,006</u>
Net capital per above		<u>\$1,487,579</u>

REPORT ON INTERNAL CONTROL STRUCTURE



TARLOW, ELLIOTT & CO., C.P.A.'S
A PROFESSIONAL CORPORATION

7 Penn Plaza, Suite 804, New York, N.Y. 10001 Tel. 212-697-8540 Fax. 212-573-6805

To the Stockholders
The Griswold Company, Inc.:

In planning and performing our audit of the financial statements and supplemental schedules of The Griswold Company, 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 (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
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, The New York Stock Exchange 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.

Tarlow, Elliott & Co., C.P.A.'s

New York, New York
January 22, 2003