



HP

So  
3/4/03

SEC 03015362  
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**

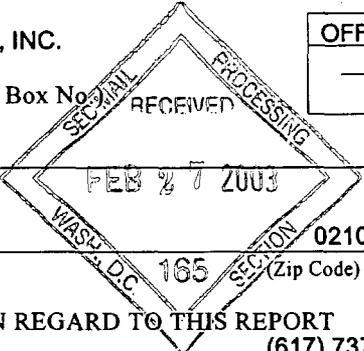
SEC FILE NUMBER  
8- 065196

**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: BLUEFIN RESEARCH PARTNERS, INC.  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
75 STATE STREET, SUITE 2510  
(No. and Street)  
BOSTON MA 02109  
(City) (State) (Zip Code)  
NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
BRIAN M. KRITZER (617) 737-5700  
(Area Code - Telephone Number)



OFFICIAL USE ONLY  
FIRM I.D. NO.

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
STEPHEN J. SUSSMAN, PLLC  
(Name - if individual, state last, first, middle name)  
12 PARMENTER ROAD LONDONDERRY NH 03053  
(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**

**FOR OFFICIAL USE ONLY**  
**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)

BP  
3/13

Handwritten scribble

OATH OR AFFIRMATION

I, BRIAN M. KRITZER, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of BLUEFIN RESEARCH PARTNERS, 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:

*B. M. Kritzer* 2/26/03  
Signature

PRESIDENT  
Title

*Philip A. Giordano*  
Notary Public  
*My Commission Expires 6/13/08*

- 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).

**BLUEFIN RESEARCH PARTNERS, INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2002**

# STEPHEN J. SUSSMAN

*Certified Public Accountant*

12 PARMENTER ROAD

LONDONDERRY, NH 03053

TEL. (603) 437-1910

FAX (603) 437-3676

## Independent Auditor's Report

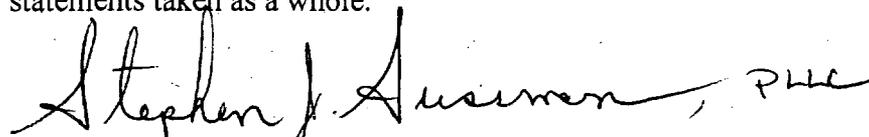
To the Board of Directors of  
BlueFin Research Partners, Inc.  
Boston, Massachusetts

We have audited the accompanying statement of financial condition of BlueFin Research Partners, Inc., (the Company) as of December 31, 2002 and the related statements of income, changes in stockholders' equity, 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 BlueFin Research Partners, Inc., as of December 31, 2002, and the results of its operations and their 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 Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 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.



Stephen J. Sussman, PLLC  
Certified Public Accountant  
Londonderry, New Hampshire  
February 24, 2003

**BLUEFIN RESEARCH PARTNERS, INC.**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2002**

**ASSETS**

Cash	\$ 1,329,717
Receivable from broker-dealers	794,454
Security deposits	126,931
Deposits with clearing organizations	251,325
Furniture, equipment and software, at cost, less accumulated depreciation of \$29,788	<u>182,703</u>
Total Assets	<u>\$ 2,685,130</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

**LIABILITIES:**

Accounts payable, accrued expenses, and other liabilities	\$ <u>13,000</u>
Total liabilities	<u>13,000</u>

**SHAREHOLDERS' EQUITY:**

Common stock, \$0.01 par value, 40,000 shares authorized, 100 issued and outstanding	1
Common stock series A, \$0.01 par value, 500,000 shares authorized, 254,297 issued and outstanding	2,543
Common stock series B, \$0.01 par value, 500,000 shares authorized, 245,678 issued and outstanding	2,457
Additional paid in capital	994,999
Retained earnings	<u>1,672,130</u>
Total shareholders' equity	<u>2,672,130</u>
Total liabilities and shareholders' equity	<u>\$ 2,685,130</u>

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

**BLUEFIN RESEARCH PARTNERS, INC.**

**STATEMENT OF INCOME**

**FOR THE YEAR ENDED DECEMBER 31, 2002**

Revenues:	
Commissions	\$ 5,946,697
Other income	75,436
Interest and dividends	<u>8,410</u>
Total revenue	<u>\$ 6,030,543</u>
Expenses:	
Employee compensation and benefits	\$ 2,789,461
Commissions, floor brokerage, and exchange fees	601,977
Communications, occupancy, and equipment rental	302,585
Other operating expenses	<u>614,420</u>
Total expenses	<u>\$ 4,308,443</u>
Net income (loss)	<u>\$ 1,722,100</u>

BLUEFIN RESEARCH PARTNERS, INC.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2002

	Common Stock Series A	Additional Paid in Capital	Common Stock Series B	Additional Paid in Capital	Common Stock	Additional Paid in Capital	Retained Earnings (Deficit)	Total
Balance at January 1, 2002	\$ 1,071	\$ 213,199	\$ 808	\$ 160,858	\$ 1	\$ 199	\$ (49,970)	\$ 326,166
Issuance of Class A shares	1,472	292,702						\$ 294,174
Issuance of Class B shares			1,649	328,041				\$ 329,690
Net income (loss)							1,722,100	\$ 1,722,100
Balance at December 31, 2002	<u>\$ 2,543</u>	<u>\$ 505,901</u>	<u>\$ 2,457</u>	<u>\$ 488,899</u>	<u>\$ 1</u>	<u>\$ 199</u>	<u>\$ 1,672,130</u>	<u>\$ 2,672,130</u>

**BLUEFIN RESEARCH PARTNERS, INC.**

**STATEMENT OF CASH FLOWS**

**FOR THE YEAR ENDED DECEMBER 31, 2002**

Cash flows from operating activities:

Net income (loss)	\$ 1,722,100
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	29,788
Increase in due from broker-dealers	(794,454)
Increase in deposit with clearing organizations	(251,325)
Increase in security deposit	(126,931)
Decrease in receivable from shareholder	175,000
Increase in accounts payable, accrued expenses, and other liabilities	<u>13,000</u>
Total adjustments	<u>(954,922)</u>
Net cash provided by operating activities	<u>767,178</u>

Cash flows from investing activities:

Purchase of furniture, equipment and software	<u>(201,575)</u>
---	------------------

Cash flows from financing activities

Proceeds from issuance of stock	<u>623,864</u>
---------------------------------	----------------

Net increase in cash 1,189,467

Cash at beginning of the year 140,250

Cash at end of the year \$ 1,329,717

Supplemental cash flow disclosures:

Interest payments	<u>\$ -</u>
Income tax payments	<u>\$ 456</u>

Disclosure of accounting policy:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

**BLUEFIN RESEARCH PARTNERS, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2002**

**NOTE 1- SIGNIFICANT ACCOUNTING POLICIES**

**Organization**

The Company was organized as a Delaware corporation on October 31, 2001, for the purpose of doing business as a broker-dealer in securities, and provider of financial services.

**Revenue and Expenses**

Commission revenue and related expenses are recognized on the accrual basis using the settlement date.

**Property and Equipment**

Property and equipment are recorded at cost. The cost of maintenance and repairs are charged to expense as incurred. Major improvements to property and equipment are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Depreciation expense for 2002 was \$29,788.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities as of 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.

**BLUEFIN RESEARCH PARTNERS, INC.**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**DECEMBER 31, 2002**

**NOTE 2- INCOME TAXES**

The company is an S corporation for federal and state income tax purposes. Accordingly, income and losses flow directly to the shareholders, and taxes are paid at that level.

**NOTE 3- NET CAPITAL**

As a broker dealer, the Company is subject to the Securities and Exchange Commission's regulations and operating guidelines, which require the Company to maintain a specified amount of net capital, as defined, and a ratio of aggregate indebtedness to net capital, as derived, not exceeding 8 to 1. The Company's net capital, as computed under 15c3-1, was \$2,259,470 at December 31, 2002, which exceeded required net capital of \$5,000 by \$2,254,470. The Ratio of aggregate indebtedness to net capital at December 31, 2002, was 0.58%.

**NOTE 4- CONCENTRATION OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities with counterparties. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the credit worthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty with which it conducts business.

The Company has cash deposits in a financial institution in excess of the amount insured by the Federal Deposit Insurance Corporation (FDIC). The excess amount was \$1,229,717 at December 31, 2002.

**NOTE 5- COMMITMENTS AND CONTINGENCIES**

The Company is committed to an operating lease for office space. Approximate future minimum lease payments of all non-cancelable operating leases for the next two years are as follows:

2003	\$244,374
2004	<u>203,645</u>
Total	<u>\$448,019</u>

Rent expense for the office space for the fiscal year 2002 was \$237,907.

**BLUEFIN RESEARCH PARTNERS, INC.**

**SUPPLEMENTARY SCHEDULES**

**DECEMBER 31, 2002**

**SCHEDULE I**

**BLUEFIN RESEARCH PARTNERS, INC.**

**COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL  
PURSUANT TO RULE 15c3-1**

**DECEMBER 31, 2002**

<b>AGGREGATE INDEBTEDNESS:</b>	
Accounts payable, accrued expenses, and other liabilities	\$ <u>13,000</u>
<b>TOTAL AGGREGATE INDEBTEDNESS</b>	<b>\$ <u>13,000</u></b>
<b>NET CAPITAL:</b>	
Common stock	\$ 5,001
Additional paid in capital	\$ 994,999
Retained earnings	<u>1,672,130</u>
	2,672,130
<b>ADJUSTMENTS TO NET CAPITAL:</b>	
Nonallowable portion of clearing deposit	(100,000)
Security deposit	(126,931)
Furniture & equipment	(182,703)
Haircuts	<u>(3,026)</u>
Net capital, as defined	<b>\$ <u>2,259,470</u></b>
<b>MINIMUM NET CAPITAL REQUIREMENT</b>	<b><u>5,000</u></b>
<b>NET CAPITAL IN EXCESS OF REQUIREMENT</b>	<b>\$ <u>2,254,470</u></b>
<b>RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL</b>	<b><u>0.58%</u></b>

There were no material differences between the audited and unaudited computation of net capital.

**SCHEDULE II**

**BLUEFIN RESEARCH PARTNERS, INC.**

**COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS FOR BROKER-DEALER UNDER  
RULE 15c3-3 OF THE SECURITIES EXCHANGE ACT OF 1934**

**DECEMBER 31, 2002**

The Company is exempt from the reserve requirements of Rule 15c3-3 as its transactions are limited such that they do not handle customer funds or securities, accordingly, the computation for determination of reserve requirements pursuant to Rule 15c3-3 and information relating to the possession or control requirement pursuant to Rule 15c3-3 are not applicable.

# STEPHEN J. SUSSMAN

*Certified Public Accountant*

12 PARMENTER ROAD

LONDONDERRY, NH 03053

TEL. (603) 437-1910

FAX (603) 437-3676

## **Independent Auditor's Report on Internal Control Structure Required by SEC Rule 17a-5**

Board of Directors  
BlueFin Research Partners, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of BlueFin Research Partners, 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 the 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 of prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

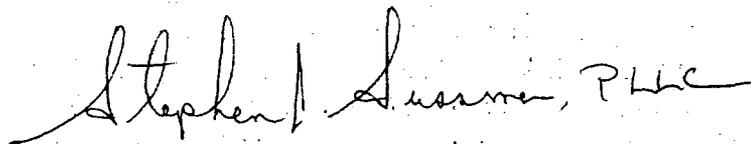
The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs 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 preparation of financial statements in conformity with accounting principles general accepted in the United States of America. 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 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 the 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 the Company's practices and procedures were adequate at December 31, 2002, to meet the SEC's objectives.

This report is intended solely for information and use of the Board of Directors, management, the Securities and Exchange Commission, The National Association of Securities Dealers, Inc. and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



Stephen J. Sussman, PLLC  
Certified Public Accountant  
Londonderry, New Hampshire  
February 24, 2003

**STEPHEN J. SUSSMAN**

*Certified Public Accountant*