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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- 30944

30994

**FACING PAGE**

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities and Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 10/01/2002 AND ENDING 9/30/2003  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER DEALER:

Capstone Asset Planning Company

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

5847 San Felipe, Suite 4100

(No. and Street)

Houston

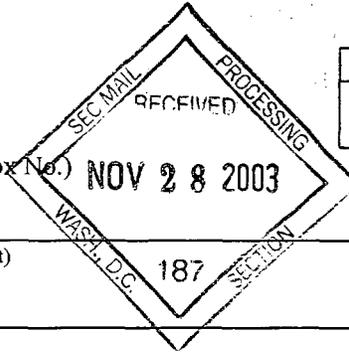
Texas

77057

(City)

(State)

(Zip Code)



OFFICIAL USE ONLY  
FIRM ID. NO.

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

Linda G. Giuffre, Treasurer

(713) 260-9000

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Briggs, Bunting & Dougherty, LLP

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

Two Penn Center Plaza, Suite 820

Philadelphia

PA

19102-1732

(Address)

(City)

(State)

(Zip Code)

**CHECK ONE:**

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

**PROCESSED**  
DEC 23 2003  
THOMSON FINANCIAL

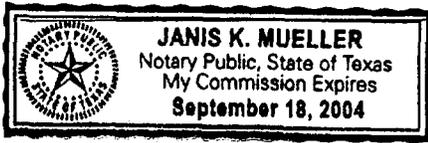
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

OATH OR AFFIRMATION

I, Linda G. Giuffre, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Capstone Asset Planning Company, as of September 30, 2003, 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:



Handwritten signature of Linda G. Giuffre over a horizontal line.

Signature

Vice President / Compliance Officer

Title

Handwritten signature of Janis K. Mueller over a horizontal line.

Notary Public

This report\*\* contains (check all applicable boxes):

- Checkboxes for report contents: (a) Facing page, (b) Statement of Financial Condition, (c) Statement of Income (Loss), (d) Statement of Cash Flows, (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3, (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation, (l) An Oath or Affirmation, (m) A Copy of the SIPC Supplemental Report, (n) 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).

**CAPSTONE ASSET PLANNING COMPANY**

*ANNUAL AUDITED REPORT*

*FORM X-17A-5*

**SEPTEMBER 30, 2003**

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**BRIGGS  
BUNTING &  
DOUGHERTY, LLP**

Certified Public Accountants and Business Advisors

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**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

**Board of Directors and Stockholders  
Capstone Asset Planning Company  
Houston, Texas**

We have audited the accompanying statement of financial condition of Capstone Asset Planning Company as of September 30, 2003, and the related statements of income, changes in ownership equity, changes in liabilities subordinated to claims of general creditors, and cash flows 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 U.S. generally accepted auditing standards. 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 Capstone Asset Planning Company as of September 30, 2003, and the results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Pages 3, 4 and 7 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 of the Securities and Exchange Commission. 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.

*Briggs, Bunting & Dougherty, LLP*

**Philadelphia, Pennsylvania  
November 6, 2003**

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA**

BROKER OR DEALER **Capstone Asset Planning Company**

**N 3**

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**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND  
CERTAIN OTHER BROKERS OR DEALERS**

as of (MM/DD/YY) 9/30/2003 99  
 SEC FILE NO. 8-30944 98  
 Consolidated  198  
 Unconsolidated  199

**ASSETS**

**Allowable**

**Non-Allowable**

**Total**

1. Cash..... \$ <u>184,550</u>	<u>200</u>		\$ <u>184,550</u>	<u>750</u>
2. Receivables from brokers or dealers:				
A. Clearance account.....	<u>295</u>			
B. Other .....	<u>300</u>	\$ <u>47,396</u>	<u>550</u>	<u>810</u>
3. Receivables from non-customers .....	<u>355</u>		<u>600</u>	<u>830</u>
4. Securities and spot commodities owned, at market value:				
A. Exempted securities.....	<u>418</u>			
B. Debt securities .....	<u>419</u>			
C. Options .....	<u>420</u>			
D. Other securities .....	<u>424</u>			
E. Spot commodities .....	<u>430</u>			<u>850</u>
5. Securities and/or other investments not readily marketable:				
A. At cost <sub>2</sub> \$ .....				
B. At estimated fair value .....	<u>440</u>		<u>610</u>	<u>860</u>
6. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value: .....				
A. Exempted securities \$ .....				
B. Other securities \$ .....	<u>460</u>		<u>630</u>	<u>880</u>
7. Secured demand notes .....				
market value of collateral:	<u>470</u>		<u>640</u>	<u>890</u>
A. Exempted securities \$ .....				
B. Other securities \$ .....				
8. Memberships in exchanges:				
A. Owned, at market \$ .....				
B. Owned, at cost .....			<u>650</u>	
C. Contributed for use of the company, at market value.....		<u>660</u>		<u>900</u>
9. Investments in and receivables from affiliates, subsidiaries and associates partnerships.....				
	<u>480</u>		<u>670</u>	<u>910</u>
10. Property, furniture, equipment, leasehold improvements and rights under lease agreements, at cost-net of accumulated depreciation and amortization .....				
	<u>490</u>		<u>680</u>	<u>920</u>
11. Other assets .....	<u>535</u>		<u>735</u>	<u>930</u>
12. <b>TOTAL ASSETS</b> .....	<u>184,550</u>	\$ <u>47,396</u>	<u>740</u>	\$ <u>231,946</u>
	<u>540</u>		<u>940</u>	

OMIT PENNIES

*See accompanying notes*

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER Capstone Asset Planning Company

as of 9/30/03

STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND  
CERTAIN OTHER BROKERS OR DEALERS

LIABILITIES AND OWNERSHIP EQUITY

<u>Liabilities</u>	<u>A.I. Liabilities</u>	<u>Non-A.I. Liabilities</u>	<u>Total</u>
13. Bank loans payable .....	\$ 1045	\$ 1255 <sup>13</sup>	\$ 1470
14. Payable to brokers or dealers:			
A. Clearance account .....	1114	1315	1560
B. Other .....	1115 <sup>10</sup>	1305	1540
15. Payable to non-customers .....	1155	1355	1610
16. Securities sold not yet purchased, at market value .....		1360	1620
17. Accounts payable, accrued liabilities, expenses and other .....	66,946 1205	1385	66,946 1685
18. Notes and mortgages payable:			
A. Unsecured .....	1210		1690
B. Secured .....	1211 <sup>12</sup>	1390 <sup>14</sup>	1700
19. Liabilities subordinated to claims of general creditors:			
A. Cash borrowings:			
1. from outsiders <sup>9</sup> \$ .....		1400	1710
2. Includes equity subordination (15c3-1(d)) of..... \$ .....			
B. Securities borrowings, at market value .....		1410	1720
from outsiders \$ .....			
C. Pursuant to secured demand note collateral agreements .....		1420	1730
1. from outsiders \$ .....			
2. Includes equity subordination (15c3-1(d)) of..... \$ .....			
D. Exchange memberships contributed for use of company, at market value .....		1430	1740
E. Accounts and other borrowings not qualified for net capital purposes .....	1220	1440	1750
20. TOTAL LIABILITIES .....	\$ 66,946 1230	\$ 1450	\$ 66,946 1760

Ownership Equity

21. Sole proprietorship .....		15	\$ 1770
22. Partnership (limited partners .....	11	\$ 1020	1780
23. Corporation:			
A. Preferred stock .....			1791
B. Common stock .....			25,000 1792
C. Additional paid-in capital .....			110,000 1793
D. Retained earnings .....			30,000 1794
E. Total .....			165,000 1795
F. Less capital stock in treasury .....		16	( ) 1796
24. TOTAL OWNERSHIP EQUITY .....			\$ 165,000 1800
25. TOTAL LIABILITIES AND OWNERSHIP EQUITY .....			\$ 231,946 1810

OMIT PENNIES

*See accompanying notes*

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER Capstone Asset Planning Company

as of 9/30/03

COMPUTATION OF NET CAPITAL

1.	Total ownership equity from Statement of Financial Condition .....	\$ 165,000	3480
2.	Deduct ownership equity not allowable for Net Capital .....	( )	3490
3.	Total ownership equity qualified for Net Capital .....	165,000	3500
4.	Add:		
	A. Liabilities subordinated to claims of general creditors allowable in computation of net capital .....		3520
	B. Other (deductions) or allowable credits (List) .....		3525
5.	Total capital and allowable subordinated liabilities .....	\$ 165,000	3530
6.	Deductions and/or charges: <span style="float: right;">17</span>		
	A. Total nonallowable assets from Statement of Financial Condition (Notes B and C) \$ 47,396		3540
	B. Secured demand note deficiency .....		3590
	C. Commodity futures contracts and spot commodities- proprietary capital charges .....		3600
	D. Other deductions and/or charges .....		3610
		( 47,396 )	3620
7.	Other additions and/or allowable credits (List) .....		3630
8.	Net capital before haircuts on securities positions .....	\$ 117,604	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 .....		3734
	D. Undue Concentration .....		3650
	E. Other (List) .....		3736
		( )	3740
10.	Net Capital .....	\$ 117,604	3750

OMIT PENNIES

There was no difference between the audited net capital and the Company's computation of net capital as filed.

*See accompanying notes*

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER **Capstone Asset Planning Company**

as of 9/30/03

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

11. Minimum net capital required (6-2/3% of line 19).....	\$	4,463	3756
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A).....	\$	25,000	3758
13. Net capital requirement (greater of line 11 or 12).....	\$	25,000	3760
14. Excess net capital (line 10 less 13).....	\$	92,604	3770
15. Excess net capital at 100% (line 10 less 10% of line 19).....	\$	110,909	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.1. liabilities from Statement of Financial Condition.....	\$	66,946	3790
17. Add:			
A. Drafts for immediate credit.....	\$	3800	
B. Market value of securities borrowed for which no equivalent value is paid or credited.....	\$	3810	
C. Other unrecorded amounts (List).....	\$	3820	3838
19. Total aggregate indebtedness.....	\$	66,946	3840
20. Percentage of aggregate indebtedness to net capital (line 19 ÷ by line 10).....	%	57	3750
21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d).....	%	N/A	3760

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirements pursuant to Rule 15c3-3 prepared as of the date of the net capital computation including both brokers or dealers and consolidated subsidiaries' debits.....	\$		3870
23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A).....	\$		3880
24. Net capital requirement (greater of line 22 or 23).....	\$		3760
25. Excess net capital (line 10 less 24).....	\$		3910
26. Net capital in excess of: 5% of combined aggregate debit items or \$120,000.....	\$		3920

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NOTES:

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

*See accompanying notes*

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER **Capstone Asset Planning Company**

For the period (MMDDYY) from 24 10/01/2002 **3932** to 9/30/2003 **3933**  
Number of months included in this statement 12 **3931**

COMPUTATION OF NET INCOME (LOSS)

REVENUE

1.	Commissions:		
	a. Commissions on transactions in exchange listed equity securities executed on an exchange.....	\$	3935
	b. Commissions on listed option transactions.....	25	3938
	c. All other securities commissions.....		3939
	d. Total securities commissions.....		3940
2.	Gains or losses on firm securities trading accounts		
	a. From market making in options on a national securities exchange.....		3945
	b. From all other trading.....		3949
	c. Total gain (loss).....		3950
3.	Gains or losses on firm securities investment accounts.....		3952
4.	Profit (loss) from underwriting and selling groups.....	26	3955
5.	Revenue from sale of investment company shares.....		3970
6.	Commodities revenue.....		3990
7.	Fees for account supervision, investment advisory and administrative services.....	215,271	3975
8.	Other revenue.....		3995
9.	Total revenue.....	215,271	4030

EXPENSES

10.	Salaries and other employment costs for general partners and voting stockholder officers.....		
	11. Other employee compensation and benefits.....	27	4120
	12. Commissions paid to other broker-dealers.....	10,358	4115
	13. Interest expense.....		4140
	a. Includes interest on accounts subject to subordination agreements.....	4070	4075
14.	Regulatory fees and expenses.....		4195
15.	Other expenses.....	204,913	4100
16.	Total expenses.....	\$ 215,271	4200

NET INCOME

17.	Net income (loss) before Federal income taxes and items below (Item 9 less Item 16).....		
	18. Provision for Federal income taxes (for parent only).....	28	4210
	19. Equity in earnings (losses) of unconsolidated subsidiaries not included above.....		4220
	a. After Federal income taxes of.....	4238	4224
20.	Extraordinary gains (losses).....		4224
	a. After Federal income taxes of.....	4239	4225
21.	Cumulative effect of changes in accounting principles.....		4225
22.	Net income (loss) after Federal income taxes and extraordinary items.....	\$ 0	4230

MONTHLY INCOME

23.	Income (current month only) before provision for Federal income taxes and extraordinary items.....		
		\$ 0	4211

*See accompanying notes*

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER    Capstone Asset Planning Company

For the period (MMDDYY) from 10/01/2002 to 9/30/2003

STATEMENT OF CHANGES IN OWNERSHIP EQUITY  
(SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)

1.	Balance, beginning of period .....	\$	165,000	4240
	A. Net income (loss) .....			4250
	B. Additions (includes non-conforming capital of ..... <sup>29</sup>		4262	4260
	C. After Federal income taxes of .....		4272	4270
2.	Balance, end of period (From item 1800) .....	\$	165,000	4290

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS

3.	Balance, beginning of period .....	\$	30	4300
	A. Increases .....			4310
	B. Decreases .....			4320
4.	Balance, end of period (From item 3520) .....	\$		4330

OMIT PENNIES

*See accompanying notes*

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA**

**BROKER OR DEALER** Capstone Asset Planning Company

as of 9/30/03

**Exemptive Provision Under Rule 15c3-3**

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

- A. (k) (1)—\$2,500 capital category as per Rule 15c3-1 ..... X 4550
- B. (k) (2)(A)—"Special Account for the Exclusive Benefit of customers" maintained ..... 4560
- C. (k) (2)(B)—All customer transactions cleared through another broker-dealer on a fully disclosed basis. Name of clearing firm 31 4335 4570
- D. (k) (3)—Exempted by order of the Commission ..... 4580

**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 See below for code to enter	Name of Lender or Contributor	Insider or Outsider? (In or Out)	Amount to be Withdrawn (cash amount and/or Net Capital Value of Securities)	(MMDDYY) Withdrawal or Maturity Date	Expect to Renew (yes or no)	
32	4600	4601	4602	4603	4604	4605
33	4610	4611	4612	4613	4614	4615
34	4620	4621	4622	4623	4624	4625
35	4630	4631	4632	4633	4634	4635
36	4640	4641	4642	4643	4644	4645
37	4650	4651	4652	4653	4654	4655
38	4660	4661	4662	4663	4664	4665
39	4670	4671	4672	4673	4674	4675
40	4680	4681	4682	4683	4684	4685
41	4690	4691	4692	4693	4694	4695
			TOTAL \$ <sup>42</sup> <u>4699</u>			
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.

<b>WITHDRAWAL CODE:</b>	<b>DESCRIPTION</b>
1.	Equity Capital
2.	Subordinated Liabilities
3.	Accruals
4.	15c3-1(c)(2)(iv) Liabilities

*See accompanying notes*

**CAPSTONE ASSET PLANNING COMPANY**

**STATEMENT OF CASH FLOWS**

**Year ended September 30, 2003**

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**CASH FLOWS FROM OPERATING ACTIVITIES**

<b>Net income</b>	\$ -
<b>Adjustments to reconcile net earnings to net cash provided by (used for) operating activities</b>	
(Increase) decrease in	
Commissions receivable	2,874
Due from parent	-
Due to parent	5,331
Increase (decrease) in	
Commissions payable and accrued expenses	(591)
Other assets	<u>(813)</u>
<b>Net cash provided by operating activities</b>	6,801
<b>CASH AND CASH EQUIVALENT</b>	
Beginning of year	<u>177,749</u>
End of year	<u>\$184,550</u>

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**See accompanying notes**

# CAPSTONE ASSET PLANNING COMPANY

## NOTES TO FINANCIAL STATEMENTS

September 30, 2003

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### (1) SIGNIFICANT ACCOUNTING POLICIES

#### Organization

Capstone Asset Planning Company (the "**Company**"), a wholly-owned subsidiary of Capstone Financial Services, Inc. ("**CFS**"), primarily serves as the Distributor for Capstone-sponsored investment companies.

#### Accounting Estimates

In preparing financial statements in conformity with generally accepted accounting principles, management makes estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

#### Cash Equivalents

For purposes of cash flows presentation, the Company considers the investment in money market funds and other short-term investments as "**cash equivalents**".

#### Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist principally of cash. The Company maintains cash balances with financial institutions which maintain high credit ratings. Generally, cash balances exceed the FDIC insurance limit.

The Company provides investment and related services to a diverse group of domestic customers including governments, corporations, and institutional and individual investors. The Company's exposure to credit risk associated with these transactions is measured on an individual customer basis, as well as by groups of customers that share similar attributes. To reduce the potential for risk concentration, credit limits are established and continually monitored in light of changing customer and market conditions.

#### Revenue Recognition

Securities transactions and related commission revenues and expenses are recorded on a settlement date basis.

The Company is reimbursed for certain expenses incurred in distributing the shares of sponsored investment companies.

#### Income Taxes

The Company provides for income taxes in accordance with the provisions of Financial Accounting Standards Board Statement No. 109, "**Accounting for Income Taxes**". This statement requires an asset and liability approach for financial accounting and reporting for income taxes.

The Company's taxable income and deductions are included in the consolidated federal return filed by CFS. Pursuant to a tax allocation agreement with CFS, the Company calculates its federal income tax liability as if it filed a separate company tax return.

#### Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

# CAPSTONE ASSET PLANNING COMPANY

## NOTES TO FINANCIAL STATEMENTS

September 30, 2003

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### (2) DISTRIBUTION FEES

The Company is the Distributor of the shares of Capstone Growth Fund, Inc., Capstone Christian Values Fund, Inc. and Capstone Social Ethics and Religious Values Fund, Inc. under distribution plans pursuant to Rule 12b-1 of the Investment Company Act of 1940. Under the plans, the Company is reimbursed for distribution and marketing costs incurred in the distribution of the Funds' shares at various rates ranging from .05% to a maximum of .25% of the respective Fund's average net assets. A portion of the distribution fees is re-allowed to dealers responsible for the sales of the shares. In the event that each of the Fund's distribution costs, in any quarter, exceed the limits of the payments to the Company, the Company may seek payment of such excess in the succeeding year if the plan limits for the succeeding year have not been reached.

### (3) RELATED PARTY TRANSACTIONS

CFS was reimbursed \$165,439 in 2003 for certain costs of the 12b-1 plans which it paid. The Company had a payable to CFS of \$56,742 at September 30, 2003.

The Company received distribution fees from Capstone Growth Fund of \$125,291 for the year ended September 30, 2003. These distribution fees were 58% of total income for the year ended September 30, 2003.

### (4) NET CAPITAL REQUIREMENTS

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined, equal to the greater of \$25,000 or 6-2/3% of aggregate indebtedness. Net capital and the related net capital ratio may fluctuate on a daily basis. At September 30, 2003, the Company had net capital of \$117,604. Net capital requirements were \$25,000 and the ratio of aggregate indebtedness to net capital was 57%.

**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS  
ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5**

**Board of Directors  
Capstone Asset Planning Company  
Houston, Texas**

In planning and performing our audit of the consolidated financial statements and supplemental schedules of Capstone Asset Planning Company (the "**Company**"), for the year ended September 30, 2003, 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 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 the 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 accordance 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 September 30, 2003, to meet the SEC's objectives.

This report is intended solely for the 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 should not be used by anyone other than these specified parties.

Briggs, Bonting & Dougherty, LLP

Philadelphia, Pennsylvania  
November 6, 2003