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

SEC FILE NUMBER
8-35542

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 10/01/03 AND ENDING 12/31/03
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: SYDNEY PREVOR AND CO., INC.

OFFICIAL USE ONLY

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

FIRM I.D. NO.

AMERICAN AIRLINES BLDG. STE 401

(No. and Street)

SANTURCE

(City)

PR

(State)

00911-1952

(Zip Code)

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

SYDNEY PREVOR

787-722-0915

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

IRVING KLEIN, HOWARD KLEIN & COMPANY

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

1776 EAST JERICHO TURNPIKE SUITE 1 HUNTINGTON NY

(Address)

(City)

(State)

11743

(Zip Code)

CHECK ONE:

☒ Certified Public Accountant

☐ Public Accountant

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

PROCESSED

MAR 24 2004

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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)

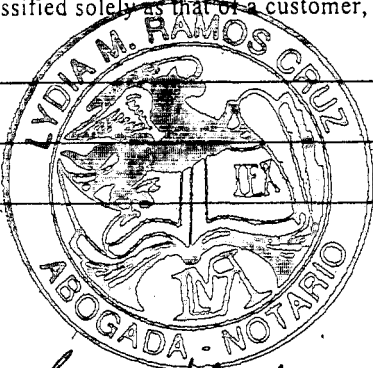
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Att. 456

OATH OR AFFIRMATION

I, SYDNEY PROCTOR, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SYDNEY PROCTOR & CO INC, as of December 31, 2001, 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:



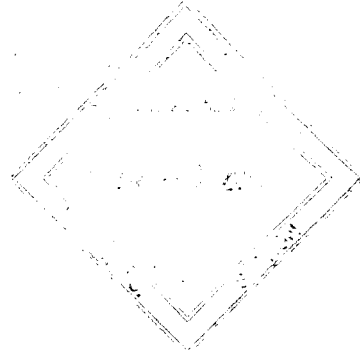
Lydia M. Ramos Cruz
Notary Public
4/16/04

Sydney Proctor
Signature
President
Title

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

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



SYDNEY PREVOR AND CO., INC.

FINANCIAL REPORT

Year Ended December 31, 2003

**IRVING KLEIN,
HOWARD KLEIN & COMPANY**
CERTIFIED PUBLIC ACCOUNTANTS

**IRVING KLEIN
HOWARD KLEIN & COMPANY**

CERTIFIED PUBLIC ACCOUNTANTS

1776 EAST JERICO TURNPIKE, SUITE 1
HUNTINGTON, NEW YORK 11743-5713

TELEPHONE (631) 499-6666
FACSIMILE (631) 499-6880

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders
of Sydney Prevot And Co., Inc.

We have audited the accompanying balance sheets of Sydney Prevot And Co., Inc. as of December 31, 2003 and December 31, 2002, and the related statements of income, retained earnings, and cash flows for the years 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 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 Sydney Prevot And Co., Inc., 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.

Irving Klein, Howard Klein & Company

IRVING KLEIN, HOWARD KLEIN & COMPANY

Huntington, New York
February 9, 2004

SYDNEY PREVOR AND CO., INC.

BALANCE SHEET

DECEMBER 31

2003

2002

ASSETS

CURRENT ASSETS:

Cash	\$2,196	\$46,694
Accounts receivable	7,189	2,802
Securities inventory	974,852	272,544
Prepaid expense	3,831	2,777

Total Current Assets

988,068 324,817

PROPERTY AND EQUIPMENT:

Less accumulated depreciation	34,951	34,951
	<u>34,951</u>	<u>34,951</u>

Net Book Value

0 0

OTHER ASSETS:

Rent security deposit	717	717
Deposit with clearing institution	96,881	96,881

Total Other Assets

97,598 97,598

Total Assets

\$1,085,666 \$422,415

LIABILITIES AND SHAREHOLDER'S EQUITY

CURRENT LIABILITIES:

Accounts payable	\$20,000	\$3,356
Due to shareholder	116,937	
Margin account	377,889	100,681
Due to clearing house - current portion	33,334	33,333

Total Current Liabilities

548,159 137,370

LONG TERM DEBT DUE TO CLEARING HOUSE

33,334 66,667

SHAREHOLDER'S EQUITY:

Common stock - authorized 200 shared - no par value issued and outstanding - 200 shares	225,000	225,000
Retained earnings	279,174	(6,622)

Total Shareholder's Equity

504,174 218,378

Total Liabilities And Shareholder's Equity

\$1,085,666 \$422,415

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

SYDNEY PREVOR AND CO., INC.

STATEMENT OF INCOME AND RETAINED EARNINGS

JANUARY 1 TO DECEMBER 31,	2003	2002
REVENUE:		
Commissions, underwriting and management	\$83,064	\$195,113
Trading	382,797	(411,211)
Interest and dividends	10,862	1,934
 Total Revenue	476,723	(214,164)
EXPENSES:		
Salaries		20,500
Commissions	18,006	3,861
Payroll taxes	1,204	1,985
Rent, parking and utilities	21,109	12,394
Communications and postage	58,785	11,920
Insurance and medical	18,254	12,843
Professional fees	12,759	1,315
Research and trade publications	646	387
Advertising and promotion	19,689	3,862
NASD expenses	3,458	2,438
Automobile expense	2,417	(128)
Interest	8,479	9,200
Office and Miscellaneous	10,302	10,978
Education expense	900	
Travel	3,967	1,200
Office lunch and refreshments	0	550
Depreciation and amortization	0	4,000
Local taxes and fees	10,953	1,889
 Total Expenses	190,928	99,195
NET INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	285,795	(313,359)
PROVISION FOR INCOME TAXES	0	0
 Net Income (Loss) For Year	285,795	(313,359)
RETAINED EARNINGS AT BEGINNING OF YEAR	(6,622)	306,737
RETAINED EARNINGS (DEFICIT) AT END OF YEAR	\$279,174	(\$6,622)

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

SYDNEY PREVOR AND CO., INC.

STATEMENT OF CASH FLOWS

JANUARY 1 TO DECEMBER 31,

2003

2002

CASH FLOWS FROM OPERATING ACTIVITIES:

Income (loss) from operations	\$285,795	(\$313,359)
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Adjustments to reconcile income to cash provided by (applied to)
operating activities:

Depreciation and amortization	0	4,000
(Increase) decrease in:		
Accounts receivable	(4,388)	37,891
Securities inventory	(702,308)	251,889
Unexpired insurance and prepaid expense	(1,054)	593
Other assets	0	13,134

Increase (decrease) in:		
Accounts payable	133,581	(170,096)

Cash Provided By (Used In) Operating Activities	<u>(288,373)</u>	<u>(175,947)</u>
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CASH FLOWS FROM INVESTING ACTIVITIES:

Additions to property and equipment		
Proceeds from sale of property and equipment		44,000

Cash Provided By (Used In) Investing Activities		<u>44,000</u>
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CASH FLOWS FROM FINANCING ACTIVITIES:

Margin account	277,208	77,436
Borrowings	(33,333)	100,000

Cash Provided By (Used In) Financing Activities	<u>243,875</u>	<u>177,436</u>
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Increase (Decrease) In Cash And Cash Equivalents	(44,498)	45,488
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CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	46,694	1,206
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CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$2,196</u>	<u>\$46,694</u>
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The accompanying notes are an integral part of the financial statements.

SYDNEY PREVOR AND CO., INC.
NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2003

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION:

The Company was organized in February, 1986 in New York to act as an introducing securities broker dealer and was authorized to commence similar operations in Puerto Rico in June 1987.

The Company commenced dealing in securities in 1991 by sale of securities to customers in the ordinary course of business. Orders are received from customers and placed via a correspondent New Jersey based investment banker who also maintains all accounts for the customers.

INVESTMENTS:

Investments are carried at the lower of cost or market and are short term in nature.

SECURITIES INVENTORY:

Inventory of dealer securities is carried at the lower of costs or market and may be sold in response to changes in interest rates and market risks changes. Accordingly, the securities have been classified as "available for sale" and reflected at their aggregate fair value, which approximates their actual costs, in the accompanying balance sheets at December 31, 2003 and 2002.

PROPERTY AND EQUIPMENT:

Property and equipment are stated at cost and depreciated principally under the straight line method over a five year period.

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

SYDNEY PREVOR AND CO., INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2003

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

expenses during the reporting period. Actual results could differ from those estimates.

FAIR VALUE DISCLOSURES:

The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards No. 107 "Disclosure About Fair Value of Financial Instruments". This statement extends existing fair value disclosure practices for some instruments by requiring all entities to disclose the fair value of financial instruments, both assets and liabilities, recognized in the statement of financial position for which it is practical to estimate fair values.

As of December 31, 2003 and 2002, the Company's accounts receivables, investment securities and margin loan account balances approximated fair value due to their short-term maturity. The carrying amount of other long term assets is also assumed to approximate their fair value.

CASH FLOW DISCLOSURES:

For purposes of the statement of cash flows, cash and cash equivalents only include unrestricted cash balances in banks.

CONCENTRATION OF CREDIT RISK:

Financial instruments that potentially expose the Company to concentrations of credit risk include its bank accounts and accounts with its correspondent securities broker. The Company maintains these accounts at reputable institutions. While the Company attempts to limit any financial exposure, its deposit balances may, at times exceed federally insured limits or may not be federally insured. The Company has not experienced any losses on such accounts.

REVENUE RECOGNITION:

Commissions and underwriting income are recognized as income, net of clearing and transaction fees and other items deducted by the clearing house, upon the transaction

SYDNEY PREVOR AND CO., INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2003

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

settlement date.

Revenue or expense on sale of securities inventory is recognized when sales occur. Adjustment, if any, to the lower of cost or market is recognized at the end of the accounting period.

NOTE 2 DEPOSIT WITH CLEARING INSTITUTION

Commencing September, 2002, the Company maintains a regulatory clearing house deposit in cash of \$96,881 with Pershing LLC who, provides clearing and custodial services for the Company and which maintains all of its customers' accounts.

NOTE 3 SECURITIES DEALER BLANKET BOND

The Company is insured under a securities dealer blanket bond expiring November 1, 2004. The limit of liability is \$200,000 and the deductible is \$5,000.

NOTE 4 NOTE PAYABLE - CLEARING HOUSE

The Company borrowed \$100,000 in September 2002 from CSFB (USA) Inc. The principal is due in three annual installments of \$33,333 commencing September 30, 2003 with interest on the unpaid principal at 8% per annum.

Under the terms of the note, each annual installment of principal and interest shall be forgiven and deemed paid by the borrower if the Clearing Agreement assigned to Pershing has not been terminated and no event of default such as bankruptcy or liquidation has occurred when such installment is due.

No interest has been accrued by the Company as it is expected that such amounts will be forgiven under the terms of the note.

To secure the obligation, the borrower granted the lender all rights and interests under the Clearing Agreement. In addition, the borrower warrants it earns at least 10% of its gross revenues or that it maintains at least 1,000 active accounts on an annual basis with unrelated persons.

SYDNEY PREVOR AND CO., INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2003

NOTE 5 INCOME TAXES AND RELATED DEFERRED TAX ASSET

The Company computes income tax on its Puerto Rican source income. It computes U.S. tax on its total income offset by foreign tax credit for taxes paid to Puerto Rico.

The Company had net income during 2003 amounting to \$285,795 which was offset by utilization of a portion of the carry forward of loss sustained during 2002 of \$313,359. The remainder of the carry forward loss of \$27,564 will be used to offset possible future taxable income. The approximate tax savings of \$7,000 and \$78,000 in 2003 and 2002 respectively is reduced by a valuation allowance of an equivalent amount due to uncertainties as to the utilization of such loss.

Sale of securities to customers in dealer transactions and adjustment to market, if any, results in ordinary income or loss for income tax purposes.

NOTE 6 COMMITMENTS

The Company occupies its office space on a month to month basis.

The company leases office space in New York on an as needed basis.