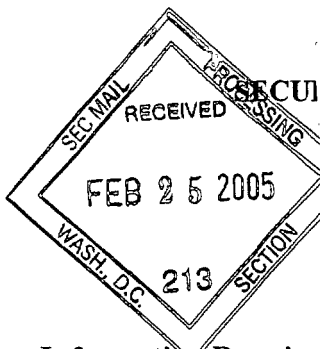




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MISSION

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|                                                |                  |
|------------------------------------------------|------------------|
| OMB APPROVAL                                   |                  |
| OMB Number:                                    | 3235-0123        |
| Expires:                                       | January 31, 2007 |
| Estimated average burden hours per response... | 12.00            |

SEC FILE NUMBER

8-52490

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

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 01/01/04 AND ENDING 12/31/04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

Wells Nelson & Associates, LLC

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

101 Park Avenue, Suite 101

(No. and Street)

Oklahoma City

(City)

OK

(State)

73102

(Zip Code)

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

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

CF & Co., L.L.P.

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

14175 Proton Rd.

(Address)

Dallas

(City)

TX

(State)

75244

(Zip Code)

**CHECK ONE:**

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

PROCESSED  
MAR 15 2005  
HOLSON  
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).

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, Edward F. Wells, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Wells Nelson & Associates, LLC, as of December 31, 2004, 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:

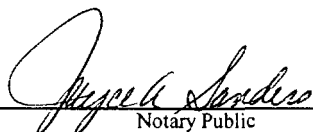
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



Signature

President

Title



Notary Public

My Commission Expires Mar. 13, 2005.

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

- ☒ (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.
- ☒ (o) Independent auditor's report on internal control

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

WELLS NELSON & ASSOCIATES, LLC  
REPORT PURSUANT TO RULE 17a-5(d)  
YEAR ENDED DECEMBER 31, 2004

WELLS NELSON & ASSOCIATES, LLC

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*CF & Co., L.L.P.*  
CERTIFIED PUBLIC ACCOUNTANTS  
& CONSULTANTS

## INDEPENDENT AUDITOR'S REPORT

Board of Directors and Members  
Wells Nelson & Associates, LLC

We have audited the accompanying statement of financial condition of Wells Nelson & Associates, LLC as of December 31, 2004 and the related statements of income, changes in members' equity, changes in liabilities subordinated to 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 Wells Nelson & Associates, LLC as of December 31, 2004, 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 made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the 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.

*CF & Co., L.L.P.*  
CF & Co., L.L.P.

Dallas, Texas  
January 13, 2005

WELLS NELSON & ASSOCIATES, LLC  
Statement of Financial Condition  
December 31, 2004

ASSETS

|                                                      |              |
|------------------------------------------------------|--------------|
| Cash and cash equivalents                            | \$ 69,001    |
| Deposits with clearing broker-dealer                 | 1,675,089    |
| Receivable from clearing broker-dealer               | 10,888       |
| Other receivables                                    | 4,000        |
| Securities owned at market value                     | 736,504      |
| Furniture, equipment and leasehold improvements, net | 84,232       |
| Other assets                                         | 12,279       |
|                                                      | <hr/>        |
|                                                      | \$ 2,591,993 |
|                                                      | <hr/>        |

LIABILITIES AND MEMBERS' EQUITY

|                                   |              |
|-----------------------------------|--------------|
| Liabilities                       |              |
| Accounts payable                  | \$ 52,026    |
| Accrued expenses                  | 524,062      |
| Payable to clearing broker-dealer | 736,504      |
| Capital lease obligation          | 7,485        |
|                                   | <hr/>        |
| Total liabilities                 | 1,320,077    |
| Members' equity                   | <hr/>        |
|                                   | 1,271,916    |
|                                   | <hr/>        |
|                                   | \$ 2,591,993 |
|                                   | <hr/>        |

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

WELLS NELSON & ASSOCIATES, LLC  
Statement of Income  
For the Year Ended December 31, 2004

Revenues:

|                                |                  |
|--------------------------------|------------------|
| Commissions                    | \$ 33,634        |
| Trading and investment gains   | 1,390,691        |
| Underwriting and advisory fees | 797,061          |
| Interest                       | 31,894           |
| Other                          | <u>98,513</u>    |
|                                | <u>2,351,793</u> |

Expenses:

|                                    |                            |
|------------------------------------|----------------------------|
| Employee compensation and benefits | 1,879,331                  |
| Brokerage and clearance fees       | 90,506                     |
| Communications                     | 91,418                     |
| Occupancy and equipment costs      | 152,871                    |
| Promotional costs                  | 162,298                    |
| Interest                           | 13,081                     |
| Data processing costs              | 19,072                     |
| Regulatory fees and expenses       | 44,540                     |
| Other                              | <u>98,046</u>              |
|                                    | <u>2,551,163</u>           |
| Net loss                           | <u><u>\$ (199,370)</u></u> |

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

WELLS NELSON & ASSOCIATES, LLC  
Statement of Changes in Members' Equity  
For the Year Ended December 31, 2004

|                            | <u>Number of<br/>Units</u> | <u>Members'<br/>Equity</u> |
|----------------------------|----------------------------|----------------------------|
| Balance, December 31, 2003 | 2,000                      | \$ 1,864,552               |
| Distributions              |                            | (393,266)                  |
| Net loss                   |                            | <u>(199,370)</u>           |
| Balance, December 31, 2004 | <u>2,000</u>               | <u>\$ 1,271,916</u>        |

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

WELLS NELSON & ASSOCIATES, LLC  
Statement of Changes in Liabilities Subordinated to the Claims of General Creditors  
For the Year Ended December 31, 2004

|                            |    |                  |
|----------------------------|----|------------------|
| Balance, December 31, 2003 | \$ | --               |
| Additions                  |    | --               |
| Retirements                |    | <u>--</u>        |
| Balance, December 31, 2004 | \$ | <u><u>--</u></u> |

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

WELLS NELSON & ASSOCIATES, LLC  
Statement of Cash Flows  
For the Year Ended December 31, 2004

**Cash flows from operating activities**

|                                                                                                 |                |
|-------------------------------------------------------------------------------------------------|----------------|
| Net loss                                                                                        | \$ (199,370)   |
| Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities: |                |
| Depreciation and amortization                                                                   | 34,331         |
| Changes in operating assets and liabilities:                                                    |                |
| Increase in deposits with clearing broker-dealer                                                | (483)          |
| Decrease in receivable from clearing broker-dealer                                              | 305,147        |
| Decrease in other receivables                                                                   | 539,519        |
| Decrease in securities owned                                                                    | 812,761        |
| Decrease in other assets                                                                        | 33,731         |
| Increase in accounts payable                                                                    | 9,333          |
| Decrease in payable to clearing broker-dealer                                                   | (812,761)      |
| Decrease in accrued expenses                                                                    | (479,781)      |
|                                                                                                 | <u>242,427</u> |
| Net cash provided by operating activities                                                       | <u>242,427</u> |

**Cash flows from investing activities**

|                                       |                |
|---------------------------------------|----------------|
| Purchase of office equipment          | <u>(1,154)</u> |
| Net cash used by investing activities | <u>(1,154)</u> |

**Cash flows from financing activities**

|                                       |                  |
|---------------------------------------|------------------|
| Repayment of capital lease obligation | (5,821)          |
| Distributions to members              | <u>(393,266)</u> |
| Net cash used by financing activities | <u>(399,087)</u> |

|                                           |                  |
|-------------------------------------------|------------------|
| Net decrease in cash and cash equivalents | (157,814)        |
| Beginning cash and cash equivalents       | <u>226,815</u>   |
| Ending cash and cash equivalents          | <u>\$ 69,001</u> |

**Supplemental Disclosures**

|                |                  |
|----------------|------------------|
| Cash paid for: |                  |
| Interest       | <u>\$ 13,081</u> |
| Income taxes   | <u>\$ --</u>     |

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

WELLS NELSON & ASSOCIATES, LLC  
Notes to Financial Statements  
December 31, 2004

Note 1 - Summary of Significant Accounting Policies

**Basis of Financial Statement Presentation**

The financial statements present the financial position and results of operations of Wells Nelson & Associates, LLC (the "Company"), an Oklahoma limited liability company, which was formed on February 7, 2000. Members of the Company include F&M Bank and Trust Company, the majority owner, and three individuals who are members of management and/or employees of the Company. The Company shall terminate on February 28, 2050, unless earlier terminated. Profit and loss are allocated to members in accordance with their percentage ownership of outstanding units. The number of membership units authorized must be approved by the majority of the board of members. Each member's liability is limited to its capital account balance.

**Business Operations**

The Company is a broker-dealer in securities registered with the Securities and Exchange Commission under (S.E.C.) Rule 15c3-3(k)(2)(ii) which provides that all the funds and securities belonging to the Company's customers would be handled by a clearing broker-dealer. In accordance with the provisions of this rule, the Company executes all of its customers' transactions on a fully-disclosed basis, through an unaffiliated clearing broker-dealer, located in Dallas, Texas, which carries the accounts and securities of the Company's customers. Principal business activities are conducting principal and agency transactions and providing underwriting and advisory services for customers primarily located in Oklahoma.

**Underwriting and Advisory Fees**

Underwriting and advisory fees include gains, losses, and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an underwriter or agent. Underwriting and advisory fees also include fees earned from providing financial advisory services. Underwriting and advisory fees are recorded at the time the underwriting is completed and the income is reasonably determinable.

**Securities Transactions**

Profit and loss arising from all securities transactions entered into for the account and risk of the Company are determined using the specific identification method and are recorded on a trade date basis. Customer's securities transactions are reported on a settlement date basis with related commission and income and expense reported on a settlement date basis. The amounts recorded for commission and income and expense for customers' securities transactions approximate the amounts that would be recorded on a trade date basis.

WELLS NELSON & ASSOCIATES, LLC  
Notes to Financial Statements  
December 31, 2004

Note 1 - Summary of Significant Accounting Policies, continued

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days, not held for sale in the ordinary course of business.

**Furniture, Equipment and Leasehold Improvements**

Furniture, equipment and leasehold improvements are stated at cost less accumulated depreciation. Depreciation is provided principally by accelerated and straight-line methods using estimated useful lives of five to seven years. Leasehold improvements are amortized over the lesser of the economic useful life of the improvement or the term of the lease.

**Income Taxes**

The Company is treated and taxed as a partnership for federal income tax purposes. Accordingly, any tax liability is the responsibility of the individual members.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company 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 statement. Actual results could differ from those estimates.

Note 2 - Deposits with Clearing Broker-Dealer

Deposits with clearing broker-dealer include cash required to be maintained at the clearing broker-dealer for clearing and trading activities.

Note 3 - Securities Owned

Marketable securities owned at December 31, 2004 are considered trading securities and consist of state and municipal obligations at fair value based on quoted market prices.

WELLS NELSON & ASSOCIATES, LLC

Notes to Financial Statements

December 31, 2004

Note 4 - Furniture, Equipment and Leasehold Improvements

A summary of furniture, equipment and leasehold improvements at December 31, 2004 is as follows:

|                                                 |                  |
|-------------------------------------------------|------------------|
| Furniture and fixtures                          | \$ 132,409       |
| Equipment                                       | 113,054          |
| Leasehold improvements                          | <u>12,243</u>    |
|                                                 | 257,706          |
| Less: accumulated depreciation and amortization | <u>173,474</u>   |
|                                                 | <u>\$ 84,232</u> |

Note 5 - Leases

The Company's facilities and certain equipment are leased under various operating leases with initial noncancelable terms in excess of one year. Rental expense related to facilities and equipment amounted to \$98,007 during 2004. One facility lease contains a renewal option.

The Company leases certain equipment under a capital lease. Assets under this capital lease are included in the caption "Furniture, equipment and leasehold improvements" in the statement of financial condition and include equipment of \$27,228 less accumulated amortization of \$24,509.

The following are the minimum lease payments that will have to be made in each of the years indicated based on capital and operating leases in effect as of December 31, 2004:

| <u>Year Ended</u><br><u>December 31,</u> | <u>Operating</u>  | <u>Capital</u>  |
|------------------------------------------|-------------------|-----------------|
| 2005                                     | \$ 43,822         | \$ 6,782        |
| 2006                                     | <u>--</u>         | <u>1,130</u>    |
| Total minimum lease payments             | 43,822            | 7,912           |
| Amount representing interest             | <u>          </u> | <u>(427)</u>    |
| Present value of minimum lease payments  | <u>\$ 43,822</u>  | <u>\$ 7,485</u> |

WELLS NELSON & ASSOCIATES, LLC  
Notes to Financial Statements  
December 31, 2004

Note 6 - Net Capital Requirements and Exemptive Provisions

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2004, the Company had net capital of \$1,127,863, which was \$1,027,863 in excess of its required net capital of \$100,000. The Company's ratio of aggregate indebtedness to net capital ratio was .52 to 1.

The Company is exempt from the Securities and Exchange Commission Customer Protection Rules (SEC Rule 15c3-3), which relate to reserves and custody of securities, under section (k)(2)(ii) of this rule.

Note 7 - Concentration of Credit Risk

Cash at one bank exceeded federally insured limits at December 31, 2004 and at various times throughout the year then ended.

Note 8 - Defined Contribution Plan

The Company adopted a 401(k) profit sharing plan covering all eligible employees, effective January 1, 2003. Participants may make deferral contributions up to the annual maximum amount allowed by the Internal Revenue Code. The Company may also make discretionary contributions and safe harbor matching contributions. Matching contributions for 2004 aggregated \$40,601.

Note 9 - Related Party Transaction

The Company earned revenues aggregating \$196,555 from transactions with F&M Bank and Trust Company during 2004.

Note 10 - Commitments and Contingent Liabilities

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 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.

The Company is required to indemnify its clearing broker/dealer if a customer fails to settle a securities transaction, according to its clearing agreement. Management was neither aware, nor had it been notified of any potentially material indemnification loss at December 31, 2004.

Supplemental Information  
Pursuant to Rule 17a-5 of the  
Securities Exchange Act of 1934

as of

December 31, 2004

## Schedule I

### WELLS NELSON & ASSOCIATES, LLC

#### Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission As of December 31, 2004

#### **Computation of Net Capital**

|                                                                                     |               |                            |
|-------------------------------------------------------------------------------------|---------------|----------------------------|
| Total ownership equity qualified for net capital                                    |               | \$ 1,271,916               |
| Deductions and/or charges                                                           |               |                            |
| Non-allowable assets:                                                               |               |                            |
| Office equipment                                                                    | \$ 84,232     |                            |
| Other receivables                                                                   | 4,000         |                            |
| Other assets                                                                        | <u>10,359</u> | <u>(98,591)</u>            |
| Net capital before haircuts on securities positions                                 |               | 1,173,325                  |
| Haircuts on securities (computed, where applicable,<br>pursuant to Rule 15c3-1(f)): |               |                            |
| Debt securities                                                                     |               | <u>(45,462)</u>            |
| Net capital                                                                         |               | <u><u>\$ 1,127,863</u></u> |

#### **Aggregate Indebtedness**

|                                                    |              |                          |
|----------------------------------------------------|--------------|--------------------------|
| Items included in statement of financial condition |              |                          |
| Accounts payable                                   | \$ 52,026    |                          |
| Accrued expenses                                   | 524,062      |                          |
| Capital lease obligation                           | <u>7,485</u> |                          |
| Total aggregate indebtedness                       |              | <u><u>\$ 583,573</u></u> |

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

**Schedule I (continued)**

WELLS NELSON & ASSOCIATES, LLC

Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission  
As of December 31, 2004

**Computation of Basic Net Capital Requirement**

|                                                                              |                     |
|------------------------------------------------------------------------------|---------------------|
| Minimum net capital required (6 2/3% of total aggregate indebtedness)        | <u>\$ 38,907</u>    |
| Minimum dollar net capital requirement of reporting broker or dealer         | <u>\$ 100,000</u>   |
| Minimum net capital requirement (greater of two minimum requirement amounts) | <u>\$ 100,000</u>   |
| Net capital in excess of minimum required                                    | <u>\$ 1,027,863</u> |
| Excess net capital at 1000%                                                  | <u>\$ 1,069,506</u> |
| Ratio: Aggregate indebtedness to net capital                                 | <u>0.52 to 1</u>    |

**Reconciliation with Company's Computation**

There were no material differences in the computation of net capital under rule 15c3-1 from the Company's computation.

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

## **Schedule II**

WELLS NELSON & ASSOCIATES, LLC  
Computation for Determination of Reserve Requirements Under  
Rule 15c3-3 of the Securities and Exchange Commission  
As of December 31, 2004

### **Exemptive Provisions**

The Company has claimed an exemption from Rule 15c 3-3 under section (k)(2)(ii), in which all customer transactions are cleared through another broker-dealer on a fully disclosed basis.

Company's clearing firm: First Southwest Company

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

Independent Auditor's Report

On Internal Control

Required By SEC Rule 17a-5

Year Ended December 31, 2004



*CF & Co., L.L.P.*  
CERTIFIED PUBLIC ACCOUNTANTS  
& CONSULTANTS

INDEPENDENT AUDITOR'S REPORT ON INTERNAL  
CONTROL REQUIRED BY SEC RULE 17a-5

Board of Directors and Members  
Wells Nelson & Associates, LLC

In planning and performing our audit of the financial statements and supplemental schedules of Wells Nelson & Associates, LLC (the "Company"), for the year ended December 31, 2004, 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.

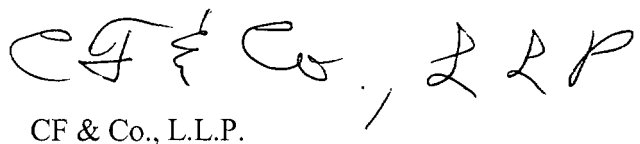
Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally 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, errors 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, 2004, 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 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.

  
CF & Co., L.L.P.

Dallas, Texas  
January 13, 2005