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

SEC FILE NUMBER  
8-30944

Washington, DC  
100

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 10/01/07 AND ENDING 09/30/08  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Capstone Asset Management  
*Capstone Asset Planning Company*

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

5847 San Felipe, Suite 4100

(No. and Street)

Houston

(City)

TX

(State)

77057

(Zip Code)

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

Carla Homer, Treasurer

(713) 260-9000

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Evans II, John B.

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

Three Riverway, Suite 120

(Address)

Houston

(City)

TX

(State)

77056-1909

(Zip Code)

CHECK ONE:

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

**PROCESSED**

**JDEC 10 2008**

**FOR OFFICIAL USE ONLY**

**THOMSON REUTERS**

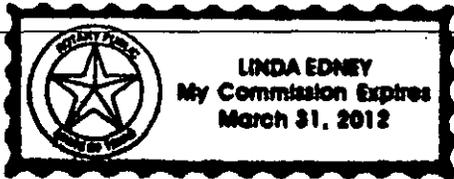
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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, Carla Homer, 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, 2008, 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:



Linda Edney  
Notary Public

Carla Homer  
Signature  
Treasurer  
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 15c3-1 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, 2008**

# CAPSTONE ASSET PLANNING COMPANY

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**John B. Evans II CPA  
3 Riverway, Ste 120  
Houston, Texas 77056**

## **INDEPENDENT AUDITOR'S REPORT**

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

I have audited the accompanying balance sheet of Capstone Asset Planning Company ("CAPCO") as of September 30, 2008, and the related statements of income and retained earnings, changes in stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my 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, 2008 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.

My 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 are 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 my opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.



**Houston, Texas  
November 3, 2008**

# CAPSTONE ASSET PLANNING COMPANY

## BALANCE SHEET

As of September 30, 2008

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### ASSETS

#### CURRENT ASSETS

Cash and cash equivalents	\$164,819
Commissions receivable	42,814
Other	<u>1,100</u>

**Total assets** \$208,733

### LIABILITIES AND STOCKHOLDER'S EQUITY

#### LIABILITIES

Commissions payable and accrued expenses	\$ 32,773
Due to affiliate	<u>10,960</u>

**Total liabilities** 43,733

#### STOCKHOLDER'S EQUITY

Capital stock - Common, \$5 par value; 5,000 shares authorized, issued and outstanding	25,000
Additional paid-in capital	110,000
Retained earnings	<u>30,000</u>

**Total stockholder's equity** 165,000

**Total liabilities and stockholder's equity** \$208,733

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See accompanying notes

**CAPSTONE ASSET PLANNING COMPANY**

**STATEMENT OF INCOME AND RETAINED EARNINGS**

Year ended September 30, 2008

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**INCOME**

Commissions, primarily under 12b-1 distribution plans \$233,747

**EXPENSES**

Registration fees and compliance costs 29,302

Costs related to 12b-1 distribution plans 188,992

Promotional expenses 9,631

Audit and legal 5,627

Miscellaneous 195

**Total expenses** 233,747

**Income before income taxes** -

**INCOME TAXES** -

**NET INCOME** -

**RETAINED EARNINGS**

Beginning of year 30,000

End of year \$ 30,000

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See accompanying notes

**CAPSTONE ASSET PLANNING COMPANY**

**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY**

Year ended September 30, 2008

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	<u>Shares</u>	<u>Common Stock</u>	<u>Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance at September 30, 2007	5,000	\$25,000	\$110,000	\$30,000	\$165,000
Additions/Deductions	-	-	-	-	-
Net Income				-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Balance at September 30, 2008	<u>5,000</u>	<u>\$25,000</u>	<u>\$110,000</u>	<u>\$30,000</u>	<u>\$165,000</u>

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See accompanying notes

**CAPSTONE ASSET PLANNING COMPANY**

**STATEMENT OF CASH FLOWS**

Year ended September 30, 2008

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**CASH FLOWS FROM OPERATING ACTIVITIES**

<i>Net income</i>	\$ -
<i>Adjustments to reconcile net income to net cash provided by (used for) operating activities</i>	
(Increase) decrease in	
Commissions receivable	(19,492)
Other	(183)
Increase (decrease) in	
Commissions payable and accrued expenses	24,423
Due to affiliate	<u>10,890</u>
<b>Net cash provided by operating activities</b>	<b>15,638</b>

**CASH AND CASH EQUIVALENTS**

Beginning of year	<u>149,181</u>
End of year	<u>\$164,819</u>

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See accompanying notes

# CAPSTONE ASSET PLANNING COMPANY

## NOTES TO FINANCIAL STATEMENTS

September 30, 2008

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### (1) SIGNIFICANT ACCOUNTING POLICIES

#### Organization

Capstone Asset Planning Company ("**CAPCO**"), 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 accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the period. Since management's judgement includes making estimates concerning the likelihood of future events, the actual results could differ from those estimates.

#### Concentrations of Credit Risk

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

CAPCO is engaged in various trading activities in which counterparties primarily include broker-dealers, banks and other financial institutions. In the event counterparties do not fulfill their obligations, CAPCO may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument.

#### Revenue Recognition

Commissions relating to 12b-1 plans and sales charge revenues are recorded on an accrual basis.

#### Income Taxes

CAPCO 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.

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

# **CAPSTONE ASSET PLANNING COMPANY**

## **NOTES TO FINANCIAL STATEMENTS**

**September 30, 2008**

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### **(2) COMMISSION REVENUE**

CAPCO is the Distributor of the shares of Capstone Series Fund, Inc. ("CSF"), Steward Funds, Inc. ("SFI") and Capstone Church Bond Fund ("CCBF") under distribution agreements with each fund. CCBF, CSF and SFI shares are sold without sales charges. CSF and SFI have distribution plans pursuant to Rule 12b-1 under the Investment Company Act of 1940. Under these plans, the Company received payments during the year ended September 30, 2008 of approximately \$175,000 for distribution, marketing and servicing of the Funds' shares. CAPCO has selling agreements with certain unaffiliated investment companies from which CAPCO received approximately \$52,600 during the year ended September 30, 2008.

### **(3) RELATED PARTY TRANSACTIONS**

Certain distribution and marketing expenses of CAPCO were incurred and paid by Capstone Asset Management Company ("CAMCO"), an affiliate of CAPCO. CAMCO, pursuant to the terms of the service agreement between CAPCO and CAMCO, charged CAPCO approximately \$100,900 for such distribution and marketing expenses during the year ended September 30, 2008. At September 30, 2008, \$10,960 was payable to CAMCO. During the year ended September 30, 2008, CAPCO received commissions and distribution fees from affiliated investment companies as described in Note 2 above.

### **(4) NET CAPITAL REQUIREMENTS**

CAPCO is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of 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, 2008, CAPCO had net capital, as defined, of \$121,086 which was \$96,086 in excess of the required minimum net capital of \$25,000. CAPCO's percentage of aggregate indebtedness to net capital was 36% at September 30, 2008.

### **(5) SUBORDINATED LIABILITIES**

CAPCO had no subordinated liabilities at any time during the year ended September 30, 2008. Therefore, the statement of changes in liabilities subordinated to claims of general creditors has not been presented for the year ended September 30, 2008.

**Independent Auditor's Report on Internal Control**

**John B. Evans II CPA**  
**3 Riverway, Ste 120**  
**Houston, Texas 77056**

Independent Auditors' Report on Internal Control  
Required by SEC Rule 17a-5

To the Board of Directors of Capstone Asset Planning Company

In planning and performing my audit of the financial statements and supplemental schedules of Capstone Asset Planning Company ("CAPCO") for the year ended September 30, 2008, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my 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 (the "SEC"), I have made a study of the practices and procedures followed by CAPCO, including tests of compliance with such practices and procedures that I considered relevant to the objectives stated in Rule 17a-5(g) related to the following:

1. Making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11); and
2. Determining compliance with the exemptive provisions of Rule 15c-3-3.

Because CAPCO does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by CAPCO related to the following:

1. Making the quarterly securities examinations, counts, verifications, and comparisons and the recordation of differences required by Rule 17a-13;
2. 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; and
3. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of CAPCO is responsible for establishing and maintaining internal control and the practices and procedures referred to in the second paragraph above. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control and of the practices and procedures referred to in the second paragraph, and to assess whether those practices and procedures can be expected to achieve the Commissions' 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 CAPCO 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 second paragraph above.

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 internal control 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. My 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 one or more of the specific internal control components does not reduce to a relative low level the risk that error or fraud in the 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.

I 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 my study, I believe that CAPCO's practices and procedures were adequate at September 30, 2008, to meet the SEC's objectives.

This report is intended solely for the information and use of CAPCO's Board of Directors and management, the SEC, and 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.

A handwritten signature in black ink, appearing to read "John A. ...".

Houston, Texas  
November 03, 2008

**END**