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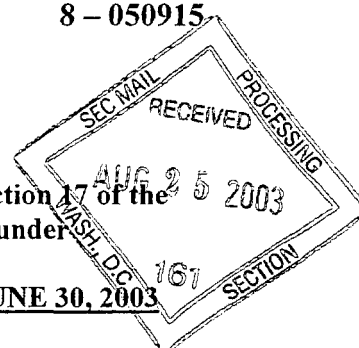
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549



03051907

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

SEC FILE NUMBER  
8 - 050915



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 JULY 1, 2002 AND ENDING JUNE 30, 2003

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

OFFICIAL USE ONLY

WOLF A. POPPER, INC.

FIRM ID. NO.

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

386 PARK AVENUE SOUTH

NEW YORK

NEW YORK

10016

(City)

(State)

(Zip Code)

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

WOLF A. POPPER, President

(212) 532-0100

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

**LERNER & SIPKIN, CPAs, LLP**

132 Nassau Street, Suite 1023

New York

NY

10038

X Certified Public Accountant

PROCESSED

FOR OFFICIAL USE ONLY

AUG 29 2003

THOMSON  
FINANCIAL

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

08-27

OATH OR AFFIRMATION

I, **WOLF A. POPPER**, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statement and supporting schedules pertaining to the firm of **WOLF A. POPPER, INC.**, as of **JUNE 30, 2003**, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, member, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

**CLEMENTINA HEWITT**  
Notary Public, State of New York  
No. 01HE5072081  
Qualified in Nassau County  
Commission Expires Jan. 21, 2007

X Wolf A. Popper  
Signature  
Pres.  
Title

X Clementina Hewitt  
Notary Public

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

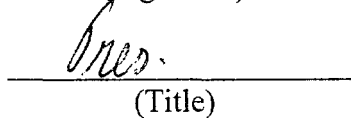
- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) 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 Auditors' Report.

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

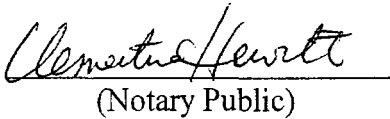
I, **WOLF A. POPPER**, swear that, to the best of my knowledge and belief, the accompanying financial statements and supporting schedule(s) pertaining to the Firm of **WOLF A. POPPER, INC.**, as of **JUNE 30, 2003**, are true and correct. I further swear that neither the Company nor any partner, proprietor, principal officer, director or member has any proprietary interest in any account classified solely as that of customer, except as follows:

No Exceptions  
-----

  
\_\_\_\_\_  
(Signature)

  
\_\_\_\_\_  
(Title)

CLEMENTINA HEWITT  
Notary Public, State of New York  
No. 01HE5072081  
Qualified in Nassau County  
Commission Expires Jan. 21, 2007

  
\_\_\_\_\_  
(Notary Public)

**WOLF A. POPPER, INC.**  
**STATEMENT OF FINANCIAL CONDITION**

JUNE 30, 2003

**WOLF A. POPPER, INC.**  
STATEMENT OF FINANCIAL CONDITION  
JUNE 30, 2003

**ASSETS**

Cash and cash equivalents	\$ 31,508
Cash - for the exclusive benefit of customers	501
Investments at market	44,435
Other assets	<u>4,835</u>
Total assets	<u>\$ 81,279</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**Liabilities:**

Accounts payable and accrued expenses	<u>\$ 13,683</u>
Total liabilities	<u>13,683</u>

**Stockholder's equity**

Common stock	
Issued and outstanding - 200 shares	20,000
Additional paid-in-capital	500
Retained earnings	<u>47,096</u>
Total stockholder's equity	<u>67,596</u>
Total liabilities and stockholder's equity	<u>\$ 81,279</u>

*The accompanying notes are an integral part of this statement.*

**WOLF A. POPPER, INC.**  
NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2003

**Note 1- Nature of Business**

Wolf A. Popper, Inc. (The "Company") is a New York State corporation licensed to conduct business as a limited broker/dealer in mutual funds, limited partnerships and variable annuities. The Company operates pursuant to the k (i) exemptive provision of SEC Rule 15c3-3.

**Note 2- Summary of Significant Accounting Policies**

*a) Revenue Recognition*

Securities transactions (and the recognition of related income and expenses) are recorded on a trade date basis.

*b) Cash and Cash Equivalents*

The Company considers demand deposited money market funds to be cash and cash equivalents.

*c) Use of Estimates*

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses.

*d) Income Taxes*

The Company accounts for income taxes under SFAS No. 109, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

**Note 3- Lease Commitments**

The Company leases its premises under a lease expiring June 30, 2004. Future approximate minimum annual rental expense for the fiscal year ended June 30 is:

2004	18,975
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The lease contains rent escalation provisions based on increased real estate taxes and other operating expenses.

**WOLF A. POPPER, INC.**  
NOTES TO FINANCIAL STATEMENTS  
JUNE 30, 2003

**Note 4-      Income Taxes**

At June 30, 2003, the Company had a net operating loss carryforward of approximately \$2,500 for income tax purposes. This carryforward will expire in 2018. Since it is doubtful that such carryforward will be utilized in the near term, a valuation allowance of \$375 has been established to offset the deferred tax asset arising from this carryforward. Therefore, no deferred tax assets have been recorded on the accompanying statement of financial condition.

**Note 5-      Net Capital Requirement**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital 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 1500%. At June 30, 2003, the Company's net capital of \$61,179 was \$56,179 in excess of the required net capital of \$5,000. The Company's net capital ratio was 22.37%.

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A copy of the Company's Statement of Financial Condition as of June 30, 2003, pursuant to SEC Rule 17a-5 is available for examination at the Company's office and at the regional office of the Securities and Exchange Commission and the office of the National Association of Securities Dealers, Inc.



**LERNER & SIPKIN**  
CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074  
E-mail: LS@lerner-sipkin.com

INDEPENDENT AUDITORS' REPORT

To the Officers and Directors of  
Wolf A. Popper, Inc.  
386 Park Avenue South  
New York, NY 10016

Gentlemen:

We have audited the accompanying statement of financial condition of Wolf A. Popper, Inc. as of June 30, 2003. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the statement of financial condition 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 statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

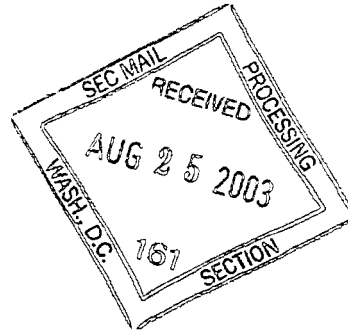
In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Wolf A. Popper, Inc. as of June 30, 2003, in conformity with accounting principles generally accepted in the United States of America.

*Lerner & Sipkin CPAs LLP*

Lerner & Sipkin, CPAS, LLP  
Certified Public Accountants (NY)

New York, NY  
August 14, 2003





**WOLF A. POPPER, INC.  
INDEPENDENT AUDITORS' REPORT ON  
INTERNAL ACCOUNTING CONTROL**

FOR THE YEAR ENDED JUNE 30, 2003



**LERNER & SIPKIN**  
CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074  
E-mail: [LS@lerner-sipkin.com](mailto:LS@lerner-sipkin.com)

To the Officers and Directors of  
Wolf A. Popper, Inc.  
386 Park Avenue South  
New York, NY 10016

Gentlemen:

In planning and performing our audit of the financial statements of Wolf A. Popper, Inc. for the year ended June 30, 2003, we considered its internal control structure, including procedures for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5 (g) (1) and (2) of the Securities and Exchange Commission, we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by Wolf A. Popper, Inc. that we considered relevant to the objectives stated in Rule 17a-5 (g), (1) in making periodic computations of aggregate indebtedness and net capital under Rule 17a-3 (a) (II); (2) in complying with the exemptive provisions of Rule 15c-3-3. We did not review the practices and procedures followed by the Company (1) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13; (2) in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System; and (3) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structure 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 internal control structure policies and procedures 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 Commission's above mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with 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 any internal control structure or the practices and procedures referred to above, errors or irregularities 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 the internal control structure would not necessarily disclose all matters in the internal control structure 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control structure, including procedures for determining compliance with the exemption provisions of Rule 15c3-3, 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 Commission 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 June 30, 2003, to meet the Commission's objectives.

This report recognizes that it is not practicable in an organization the size of Wolf A. Popper, Inc. to achieve all the divisions of duties and cross checks generally included in a system of internal accounting control and that alternatively greater reliance must be placed on surveillance by management.

Further, that no material differences existed between our computations of your net capital, or determination of the reserve requirements and your corresponding focus report part II A filing, except as noted on Schedule 1.

This report is intended solely for the use of management, the Securities and Exchange Commission, and other regulatory agencies, which rely on Rule 17a-5 (g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

Respectfully submitted,

*Lerner & Sipkin CPAs LLP*  
Lerner & Sipkin, CPAs, LLP

New York, NY  
August 14, 2003