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

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13913

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

SECURITIES AND EXCHANGE COMMISSION  
RECEIVED  
DEC 08 2003  
DIVISION OF MARKET REGULATION

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 11/1/02 AND ENDING 10/31/03  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: DBA  
MELVIN H. KOPELMAN MAYFAIR PLANNING ASSOCIATES  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
6 BLUE FERN LANE

OFFICIAL USE ONLY  
FIRM ID. NO.

(No. and Street) (City) (State) (Zip Code)  
RANDOLPH N.J. 07869

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Katrynah L Talbert 704-586-7322  
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Katrynah L Talbert  
(Name - if individual, state last, first, middle names)  
5900 Carpenter Dr Charlotte NC 28226  
(Address) (City) (State) (Zip Code)

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

PROCESSED  
FEB 13 2004  
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).

BB  
2/11



**KAURYN HILL TALBERT**

**Certified Public Accountant**

5940 Carpenter Drive  
CHARLOTTE, NC 28226

November 24, 2003

Attention: Sherry Lawrence  
NASD Regulation Inc.  
Systems Support  
9500 May West Avenue, 3<sup>rd</sup> floor  
Rockville, MD 20850

Re: Annual Report Mayfair Planning Associates- October 31, 2003

Gentlemen:

Enclosed is the Annual report for Mayfair Planning Associates for the period ending October 31, 2003. The following items highlighted below are provided for your information:

Statement of Cash Flows  
See Attached

Requirement under SEC Rule 15c2-1

In accordance with my audit of Mayfair Planning Associates for the period ended October 31, 2003, there were no instances noted where the sole proprietor's excess personal liabilities, which have not been incurred in the course of business as broker or dealer, exceed the personal assets, appropriate to the business.

Reconciliation of Net Capital

There were no material differences noted to the computation of net capital per my audit and the corresponding Focus Part IVA.

Internal Accounting System

No material inadequacies were noted in the internal accounting system or internal controls of Mayfair Planning Associates. Procedures are in place to ensure the safeguarding of assets.

SIPC Supplemental Report

Pursuant to Rule 17A-5(e)(4), this filing requirement applies to all firms whose gross revenues are greater than \$500,000 including those exempt from SIPC assessments. Mayfair Planning Associates is therefore exempt from this filing.

OATH OR AFFIRMATION

I, MELVIN H. KUPELMAN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MAYFAIR PLANNING ASSOCIATES, as of 10/31/03 19, 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:

NONE

Melvin H. Kupelman  
Signature  
Principal - R/P  
Title

Ellamae Pascarella  
Notary Public



Ellamae Pascarella  
Commission #DD258908  
Expires: Oct 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

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 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).

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

BROKER OR DEALER

Mayfair Planning Associates

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

as of (MM/DD/YY) 10/31/03

SEC FILE NO. \_\_\_\_\_

Consolidated

Unconsolidated

99
98
198
199

**ASSETS**

Allowable

Non-Allowable

Total

1. Cash	\$ <u>9,465</u>	<u>200</u>	\$ <u>9,465</u>	<u>750</u>
2. Receivables from brokers or dealers:				
A. Clearance account		<u>295</u>		
B. Other		<u>300</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>418</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 \$	<u>130</u>			
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 \$	<u>150</u>			
B. Other securities \$	<u>160</u>			
7. Secured demand notes: market value of collateral:		<u>470</u>	<u>640</u>	<u>890</u>
A. Exempted securities \$	<u>170</u>			
B. Other securities \$	<u>180</u>			
8. Memberships in exchanges:				
A. Owned, at market \$	<u>190</u>			
B. Owned, at cost			<u>650</u>	
C. Contributed for use of the company, at market value			<u>660</u>	<u>900</u>
9. Investment in and receivables from affiliates, subsidiaries and associated 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 (Petty cash)		<u>535</u>	<u>25</u>	<u>25</u>
12. TOTAL ASSETS	\$	<u>540</u>	\$ <u>740</u>	\$ <u>940</u>

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

BROKER OR DEALER

Mayfair Planning Associates

as of 10/31/03

**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	\$ 1470
14. Payable to brokers or dealers:			
A. Clearance account.....	1114	1318	1560
B. Other.....	1115	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.....	1205	1385	1685
18. Notes and mortgages payable:			
A. Unsecured.....	1210		1690
B. Secured.....	1211	1390	1700
19. Liabilities subordinated to claims of general creditors:			
A. Cash borrowings:			
1. from outsiders \$ 970			
2. Includes equity subordination (15c3-1 (d)) of .... \$ 990			
B. Securities borrowings, at market value:...		1410	1720
from outsiders \$ 990			
C. Pursuant to secured demand note collateral agreements:.....		1420	1730
1. from outsider: \$ 1000			
2. Includes equity subordination (15c3-1 (d)) of .... \$ 1010			
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	1760
20. TOTAL LIABILITIES.....	\$ 1230	\$ 1450	\$ 1760

**Ownership Equity**

21. Sole proprietorship.....		\$ 9,490	\$ 1770
22. Partnership (limited partners).....	\$ 1020		\$ 1780
23. Corporation:			
A. Preferred stock.....			1791
B. Common stock.....			1792
C. Additional paid-in capital.....			1793
D. Retained earnings.....			1794
E. Total.....			1795
F. Less capital stock in treasury.....			1796
24. TOTAL OWNERSHIP EQUITY.....		\$ 9,490	\$ 1800
25. TOTAL LIABILITIES AND OWNERSHIP EQUITY.....		\$ 9,490	\$ 1810

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

**BROKER OR DEALER**

Mayfair Planning Associates

as of

10/21/03

**COMPUTATION OF NET CAPITAL**

1. Total ownership equity from Statement of Financial Condition.....	\$	9,490	3480
2. Deduct ownership equity not allowable for Net Capital.....	1	0	3490
3. Total ownership equity qualified for Net Capital.....		9,490	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.....	\$	9,490	3530
6. Deductions and/or charges:			
A. Total nonallowable assets from Statement of Financial Condition (Notes B and C) \$ 25.00			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
7. Other additions and/or allowable credits (List).....		25	3620
8. Net capital before haircuts on securities positions.....	1	9,465	3630
9. Haircuts on securities (computed, where applicable, pursuant to 15c3-1 (f)):	20	0	3640
A. Contractual securities commitments.....	\$		3660
B. Subordinated securities borrowings.....			3670
C. Trading and investment securities:			
1. Exempted securities.....	18		3735
2. Debt securities.....			3733
3. Options.....			3730
4. Other securities.....			3734
D. Undue Concentration.....			3650
E. Other (List).....			3736
10. Net Capital.....	\$	9,465	3740
			3750

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

**BROKER OR DEALER** Mayfair Planning Associates

as of 10/31/03

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

**Part A**

11. Minimum net capital required (6-2/3% of line 19)	\$	-0-	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)	\$	5,000.00	3758
13. Net capital requirement (greater of line 11 or 12)	\$	5,000.00	3760
14. Excess net capital (line 10 less 13)	\$	4,465	3770
15. Excess net capital at 1000% (line 10 less 10% of line 19)	\$		3780

**COMPUTATION OF AGGREGATE INDEBTEDNESS**

16. Total A.I. liabilities from Statement of Financial Condition	\$	0	3790
17. Add:			
A. Drafts for immediate credit	y \$	3800	
B. Market value of securities borrowed for which no equivalent value is paid or credited	\$	3810	
C. Other unrecorded amounts (List)	\$	3820	3830
19. Total aggregate indebtedness	\$		3840
20. Percentage of aggregate indebtedness to net capital (line 19 ÷ by line 10)	%		3850
21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%		3860

**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)	y \$	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.

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

**BROKER OR DEALER** Mayfair Planning Associates

For the period (MMDDYY) from 11/1/02 3932 to 10/31/03 393  
 Number of months included in this statement 1 393

**STATEMENT OF INCOME (LOSS)**

**REVENUE**

1. Commissions:		
a. Commissions on transactions in exchange listed equity securities executed on an exchange .....	\$	393
b. Commissions on listed option transactions .....	<u>23</u>	393
c. All other securities commissions .....		393
d. Total securities commissions .....		394
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 .....	<u>24</u>	3955
5. Revenue from sale of investment company shares .....		3970
6. Commodities revenue .....		3990
7. Fees for account supervision, investment advisory and administrative services .....		3975
8. Other revenue .....		10,321
9. Total revenue .....	\$	<u>10,321</u>

**EXPENSES**

10. Salaries and other employment costs for general partners and voting stockholder officers .....	\$	4120
11. Other employee compensation and benefits .....	<u>27</u>	4115
12. Commissions paid to other broker-dealers .....		4140
13. Interest expense .....		4075
a. Includes interest on accounts subject to subordination agreements .....	<u>4075</u>	
14. Regulatory fees and expenses .....		323
15. Other expenses .....		789
16. Total expenses .....	\$	<u>11,122</u>

**NET INCOME**

17. Net income (loss) before Federal income taxes and items below (Item 9 less Item 16) .....	\$	9,209	4210
18. Provision for Federal income taxes (for parent only) .....	<u>28</u>		4220
19. Equity in earnings (losses) of unconsolidated subsidiaries not included above .....			4222
a. After Federal income taxes of .....	<u>4238</u>		
20. Extraordinary gains (losses) .....			4224
a. After Federal income taxes of .....	<u>4239</u>		
21. Cumulative effect of changes in accounting principles .....			4225
22. Net income (loss) after Federal income taxes and extraordinary items .....	\$	<u>9,209</u>	4230

**MONTHLY INCOME**

23. Income (current month only) before provision for Federal income taxes and extraordinary items .....	\$	767	4211
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**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA**

**BROKER OR DEALER**    Mayfair Planning Associates

For the period (MMDDYY) from 11/1/02 to 10/31/03

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

1. Balance, beginning of period .....	\$	<u>10,693</u>	<u>4240</u>
A. Net income (loss) .....		<u>9,209</u>	<u>4250</u>
B. Additions (Includes non-conforming capital of .....	\$	<u>4262</u>	<u>4260</u>
C. Deductions (Includes non-conforming capital of .....	\$	<u>9,870</u>	<u>4270</u>
2. Balance, end of period (From item 1800) .....	\$	<u>10,032</u>	<u>4290</u>

**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS**

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

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

**BROKER OR DEALER**     Mayfair Planning Associates

as of 10/31/08

**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 ..... k-1 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      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)	
Y 24	4600	4601	4602	4603	4604	4605
Y 23	4610	4611	4612	4613	4614	4615
Y 24	4620	4621	4622	4623	4624	4625
Y 23	4630	4631	4632	4633	4634	4635
Y 22	4640	4641	4642	4643	4644	4645
Y 21	4650	4651	4652	4653	4654	4655
Y 20	4660	4661	4662	4663	4664	4665
Y 19	4670	4671	4672	4673	4674	4675
Y 18	4680	4681	4682	4683	4684	4685
Y 17	4690	4691	4692	4693	4694	4695
TOTAL \$ <u>Y 22</u> <span style="border: 1px solid black; padding: 0 5px;">N/A</span> <span style="border: 1px solid black; padding: 0 5px;">4699</span>						

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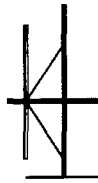
Instructions: Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period 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.

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

Mayfair Planning Associates  
Statement of Cash Flows  
For The Year Ended October 31, 2003

	Oct. 31, <u>2003</u>
CASH FLOWS FROM OPERATING ACTIVITIES	
Net Income	\$9,209
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:	
Changes in Operating Assets and Liabilities	
Draws received	(9,870)
Other Expenses	<u>684</u>
Cash Flows From Operating Activities	23
Cash Flows From Investing Activities	
Interest on CD	0
Interest on checking	84
Increase (Decrease) in capital	<u>(614)</u>
Cash Flows From Investing Activities	<u>(530)</u>
Increase (Decrease) in Cash and Cash Equivalents	(507)
Cash and Cash Equivalents, Beginning	<u>9,997</u>
Cash and Cash Equivalents, Ending	<u>\$9,490</u>

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**KATRYNAH L. TALBERT**

**Certified Public Accountant**

5900 Carpenter Drive  
CHARLOTTE, NC 28226

SECURITIES AND EXCHANGE COMMISSION  
RECEIVED  
DEC 08 2003  
DIVISION OF MARKET REGULATION

Melvin H. Kopelman  
Mayfair Planning Associates  
6 Blue Fern Lane  
Randolph, New Jersey 07869

Gentlemen;

I have audited the accompanying balance sheet of Mayfair Planning Associates, as of October 31, 2003 and the related statement of income 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 generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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 Mayfair Planning Associates, as of October 31, 2003 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

*Katrynah L. Talbert*

November 24, 2003

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TELEPHONE (704) 586-7322 FAX (704) 586-7554