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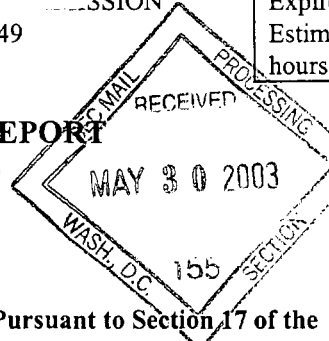
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SECURITL 03053452 MISSION  
Washington, D.C. 20549

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



SEC FILE NUMBER  
8-38672

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 4/1/02 AND ENDING 3/31/03  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER - DEALER: BB&K Fund Services, Inc.

OFFICIAL USE ONLY  
FIRM ID. NO.

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

950 Tower Lane, Suite 1900  
(No. and Street)

Foster City

CA

94404

(City)

(State)

(Zip Code)

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

Barbara V. Bailey

650-571-5800

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Deloitte & Touche LLP

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

50 Fremont Street  
(Address)

San Francisco  
(City)

CA  
(State)

94105  
(Zip Code)

CHECK ONE:

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

PROCESSED  
JUN 06 2003  
THOMSON 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).

**BB&K FUND SERVICES, INC.**  
**(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)**

**TABLE OF CONTENTS**

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This report contains (check all applicable boxes):

- Independent Auditors' Report
- (a) Facing Page
- (b) Statement of Financial Condition
- (c) Statement of Operations
- (d) Statement of Cash Flows
- (e) Statement of Changes in Stockholder's Equity
- (f) Statement of Changes in Liabilities Subordinated to Claims of General Creditors (Not Applicable)
- Notes to Financial Statements
- (g) Computation of Net Capital for Brokers and Dealers Pursuant to Rule 15c3-1 under the Securities Exchange Act of 1934
- (h) Computation for Determination of Reserve Requirements for Brokers and Dealers Pursuant to Rule 15c3-3 under the Securities Exchange Act of 1934
- (i) Information Relating to the Possession or Control Requirements for Brokers and Dealers Pursuant to Rule 15c3-3 under the Securities Exchange Act of 1934 (Not Applicable)
- (j) A Reconciliation, Including Appropriate Explanations, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of Reserve Requirements under Rule 15c3-3 (Not Required)
- (k) A Reconciliation Between the Audited and Unaudited Statements of Financial Condition With Respect to Methods of Consolidation (Not Applicable)
- (l) An Oath or Affirmation
- (m) A Copy of the SIPC Supplemental Report (Not Required)
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit (Supplemental Report on Internal Control)

OATH OR AFFIRMATION

I, Barbara V. Bailey, affirm that, to the best of my knowledge and belief, the accompanying financial statements and supplemental schedules pertaining to BB&K Fund Services, Inc. (a wholly-owned subsidiary of Bailard, Biehl & Kaiser, Inc.) (the "Company") for the year ended March 31, 2003, are true and correct. I further affirm that neither the Company nor any officer or director has any proprietary interest in any account classified solely as that of a customer.

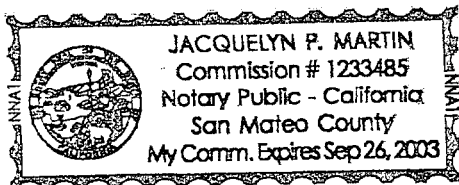
Barbara V. Bailey  
Signature

5/28/03  
Date

\_\_\_\_\_  
Secretary  
Title

Subscribed and sworn to before  
me this 28<sup>th</sup> day of May 2003

Jacquelyn P. Martin  
Notary Public



**BB&K FUND SERVICES, INC.**  
**(A Wholly-Owned Subsidiary of**  
**Bailard, Biehl & Kaiser, Inc.)**  
**(SEC. I.D. NO. 8-38672)**

**Financial Statements and Supplemental**  
**Schedules for the Year Ended March 31,**  
**2003 and Independent Auditors' Report and**  
**Supplemental Report on Internal Control**

Deloitte & Touche LLP  
50 Fremont Street  
San Francisco, California 94105-2230

Tel: (415) 783-4000  
Fax: (415) 783-4329  
www.deloitte.com



## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder of  
BB&K Fund Services, Inc.  
(a wholly-owned subsidiary of Bailard, Biehl & Kaiser, Inc.)

We have audited the accompanying statement of financial condition of BB&K Fund Services, Inc. (a wholly-owned subsidiary of Bailard, Biehl & Kaiser, Inc.) (the "Company") as of March 31, 2003 and the related statements of operations, cash flows and changes in stockholder's equity 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, such financial statements present fairly, in all material respects, the financial position of the Company at March 31, 2003, 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.

As discussed in Note 3 to the financial statements, the accompanying financial statements have been prepared from the books and records maintained by the Company and may not necessarily be indicative of the conditions that would have existed or the results of operations if the Company had been operated as an unaffiliated subsidiary of Bailard, Biehl & Kaiser, Inc.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of the Company as of March 31, 2003 appearing on pages 9 and 10 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. These schedules are the responsibility of the Company's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

*Deloitte & Touche LLP*

May 27, 2003

**BB&K FUND SERVICES, INC.**  
(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)

**STATEMENT OF FINANCIAL CONDITION**  
**MARCH 31, 2003**

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**ASSETS**

CASH AND CASH EQUIVALENTS	\$ 48,377
PREPAID EXPENSES	<u>16,154</u>
TOTAL ASSETS	<u>\$ 64,531</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

LIABILITIES:

Due to Bailard, Biehl & Kaiser, Inc., net	\$ <u>21,414</u>
Total liabilities	<u>21,414</u>

STOCKHOLDER'S EQUITY:

Common stock, no par value; 1,000,000 shares authorized; 600,000 shares issued and outstanding	163,500
Accumulated deficit	<u>(120,383)</u>
Total stockholder's equity	<u>43,117</u>

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>\$ 64,531</u>
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See notes to financial statements.

**BB&K FUND SERVICES, INC.**  
(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)

**STATEMENT OF OPERATIONS**  
**YEAR ENDED MARCH 31, 2003**

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REVENUE:	
Interest income	\$ <u>698</u>
OPERATING EXPENSES:	
Registration fees	16,677
Other	<u>8,342</u>
Total	<u>25,019</u>
INCOME (LOSS) BEFORE INCOME TAXES	(24,321)
INCOME TAX BENEFIT	<u>4,264</u>
NET LOSS	<u><u>\$ (20,057)</u></u>

See notes to financial statements.

**BB&K FUND SERVICES, INC.**

(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)

**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY  
YEAR ENDED MARCH 31, 2003**

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	<u>Common Stock</u>		<u>Accumulated</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Deficit</u>	<u>Total</u>
BALANCE, April 1, 2002	600,000	\$ 163,500	\$(100,326)	\$ 63,174
NET LOSS	_____	_____	<u>(20,057)</u>	<u>(20,057)</u>
BALANCE, March 31, 2003	<u>600,000</u>	<u>\$ 163,500</u>	<u>\$(120,383)</u>	<u>\$ 43,117</u>

See notes to financial statements.



**BB&K FUND SERVICES, INC.**  
**(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)**

**STATEMENT OF CASH FLOWS**  
**YEAR ENDED MARCH 31, 2003**

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<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Net loss	\$ (20,057)
Change in certain assets and liabilities:	
Prepaid expenses	1,689
Due to Bailard, Biehl & Kaiser, Inc., net	<u>5,557</u>
Net cash used in operating activities	(12,811)
CASH AND CASH EQUIVALENTS AS OF APRIL 1, 2002	<u>61,188</u>
CASH AND CASH EQUIVALENTS AS OF MARCH 31, 2003	<u><u>\$ 48,377</u></u>

See notes to financial statements.

**BB&K FUND SERVICES, INC.**  
(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)

**NOTES TO FINANCIAL STATEMENTS**  
**YEAR ENDED MARCH 31, 2003**

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**1. ORGANIZATION**

BB&K Fund Services, Inc. (the "Company") was incorporated on September 4, 1987 as a wholly-owned subsidiary of Bailard, Biehl & Kaiser, Inc. (the "Parent"). Bailard, Biehl & Kaiser, Inc. is a wholly-owned subsidiary of BB&K Holdings, Inc. ("BB&K Holdings"). The Company was organized for the principal purpose of engaging in brokerage activities to facilitate the distribution of Diversa Fund shares. In 1993, the Company signed a distribution agreement with Bailard, Biehl & Kaiser International Fund Group, Inc. to distribute the BB&K Bond Opportunity Fund (formerly the International Bond Fund) and the BB&K International Equity Fund. In 1995, the Company upgraded to a general broker-dealer from a limited broker-dealer in order to distribute the Bailard, Biehl & Kaiser Real Estate Investment Trust. In 2002 the Diversa Fund was liquidated and deregistered. The Company is registered as a broker/dealer with the Securities and Exchange Commission, the National Association of Securities Dealers, and various states. The Company has a distribution agreement with the Parent to distribute the BB&K Technology Exchange Fund and the Bailard, Biehl & Kaiser Tehachapi funds. The Company does not handle or maintain securities in its physical possession nor does it maintain customer accounts.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Use of Estimates* - The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

*Cash and Cash Equivalents* - The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

*Revenue Recognition* - Placement fees arise from the sale of limited liability company interests in investment products managed by the Parent and are recognized upon closing of the sale. During the year ended March 31, 2003 the Company did not earn any placement fees.

*Income Taxes* - Income taxes are calculated in accordance with Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. SFAS 109 requires the recognition of deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases. Deferred tax expense is based upon items of income and expense reported in different years in the financial statements and tax returns measured at the tax rate in effect in the year the difference originated. The Company is included in the consolidated income tax return with BB&K Holdings. However, for purposes of financial reporting, the tax provision has been prepared on a separate company basis.

**3. RELATED PARTY TRANSACTIONS**

The Parent provides various business services to the Company including the use of office space, equipment and management time. There is currently no agreement between the Company and the Parent relating to the reimbursement by the Company for such expenses incurred and no provision for the cost of such services has been reflected in the accompanying financial statements. Because of such arrangements between the Company and its Parent, the financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations if the Company had been operated as an unaffiliated entity of the Parent. Certain direct expenses of the Company, such as registration fees and subscriptions, are paid for by the Parent and are reimbursable by the Company and are reflected within statement of financial condition as a liability in Due to BB&K Inc.

**4. INCOME TAXES**

The income tax benefit consists of the following:

Current:	
Federal	\$3,172
State	<u>1,092</u>
Total	<u>\$4,264</u>

The Company's income tax benefit for the year ended March 31, 2003 differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate of 15%, primarily due to state taxes of 8.84%.

During the year ended March 31, 2003, the Company recorded a \$4,264 income tax benefit and a corresponding amount receivable from its Parent in accordance with the Company's tax sharing agreement with the Parent.

**5. NET CAPITAL REQUIREMENTS**

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 15 to 1. At March 31, 2003, the Company had net capital of \$25,995, which was \$20,995 in excess of its required net capital of \$5,000. The Company's ratio of aggregate indebtedness to net capital was 0.82 to 1.

\* \* \* \* \*

**BB&K FUND SERVICES, INC.**  
(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)

**COMPUTATION OF NET CAPITAL FOR  
BROKERS AND DEALERS PURSUANT TO RULE 15C3-1 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934  
MARCH 31, 2003**

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COMPUTATION OF NET CAPITAL:	
Stockholder's equity (from statement of financial condition)	\$43,117
Non-allowable assets - prepaid expenses	<u>16,154</u>
Net capital before haircut on securities positions	26,963
Haircuts on securities	<u>968</u>
NET CAPITAL	<u>\$25,995</u>
AGGREGATE INDEBTEDNESS:	
Total liabilities (from statement of financial condition)	<u>\$21,414</u>
COMPUTATION OF NET CAPITAL REQUIREMENT:	
Net capital requirement (6-2/3% of aggregate indebtedness)	(A) <u>\$ 1,427</u>
Minimum dollar net capital requirement	(B) <u>\$ 5,000</u>
Net capital requirement (greater of (A) or (B))	<u>\$ 5,000</u>
Excess net capital (net capital, less net capital requirement)	<u>\$20,995</u>
Excess net capital at 1,000% (net capital less 10% of aggregate indebtedness)	<u>\$23,854</u>
Ratio: Aggregate indebtedness to net capital	0.82 to 1

No material differences exist between the above information and the computation included in the Company's unaudited FOCUS Report filing, as amended on May 27, 2003, as of March 31, 2003.

**BB&K FUND SERVICES, INC.**

**(A Wholly-Owned Subsidiary of Bailard, Biehl & Kaiser, Inc.)**

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS  
FOR BROKERS AND DEALERS PURSUANT TO RULE 15C3-3 OF THE  
SECURITIES EXCHANGE ACT OF 1934  
MARCH 31, 2003**

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The Company claims exemption from Rule 15c3-3 under subparagraph (k)(1).

The Company has complied with the exemptive provisions of SEC Rule 15c3-3.

Deloitte & Touche LLP  
50 Fremont Street  
San Francisco, California 94105-2230

Tel: (415) 783-4000  
Fax: (415) 783-4329  
www.deloitte.com



May 27, 2003

BB&K Fund Services, Inc.  
(a wholly-owned subsidiary of Bailard, Biehl & Kaiser, Inc.)  
950 Tower Lane, Suite 1900  
Foster City, CA 94404-2131

In planning and performing our audit of the financial statements of BB&K Fund Services, Inc. (a wholly owned subsidiary of Bailard, Biehl & Kaiser, Inc.) (the "Company") for the year ended March 31, 2003 (on which we issued our report dated May 27, 2003), we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing an opinion on the financial statements and not to provide assurance on the Company's internal control.

Also, as required by Rule 17a-5(g)(1) under the Securities Exchange Act of 1934, we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company 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. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13 or 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, because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities.

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 internal control and of the practices and procedures, and to assess whether those practices and procedures can be expected to achieve the Securities and Exchange Commission's (the "Commission") 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 acquisition, 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 conformity 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 any internal control or the practices and procedures referred to above, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal control or of such practices and procedures to future periods are subject to the risk that they may

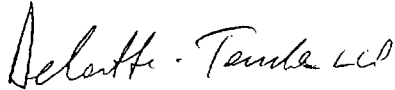
become inadequate because of changes in conditions or that the degree of compliance with the practices or procedures may deteriorate.

Our consideration of the Company's internal control would not necessarily disclose all matters in the Company's 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 internal control components does not reduce to a relatively low level the risk that misstatements caused by 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 the Company's internal control and its operation (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 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 March 31, 2003, to meet the Commission's objectives.

This report is intended solely for the information and use of the board of directors, management, the Securities and Exchange Commission, 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.

Yours truly,

A handwritten signature in cursive script, appearing to read "Deloitte - Touche LLP", is written in dark ink.