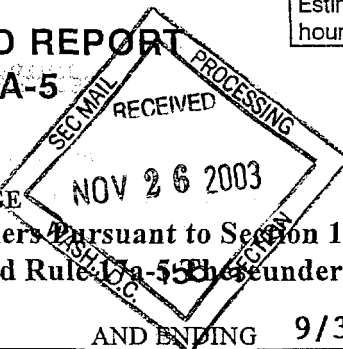


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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8- 36341

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 10/1/02 AND ENDING 9/30/03
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **Arthurs, Lestrage & Company, Incorporated**

OFFICIAL USE ONLY
FIRM I.D. NO.

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

Two Gateway Center

Pittsburgh, Pennsylvania 15222
(City) (No. and Street) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Leigh Ann Sobzack 412/566-6828

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Lally, Lally & Co. LLC

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

5700 Corporate Drive, Suite 800 Pittsburgh, Pennsylvania 15237
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED

DEC 10 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)

12/4

OATH OR AFFIRMATION

I, Leigh Ann Sobzack, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Arthurs, Lestrangle & Company, Incorporated, as of September 30, 2003, 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:

Leigh Ann Sobzack
Signature

Vice President, Controller
Title

Thomas Edward Pilarski
Notary Public

Notarial Seal
Thomas Edward Pilarski, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Mar. 18, 2004
Member, Pennsylvania Association of Notaries

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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of ~~XXXXXX~~ **Cash Flows.**
- (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 15c3-3 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 on Internal Control.**

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)

FINANCIAL STATEMENTS

SEPTEMBER 30, 2003

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
FINANCIAL STATEMENTS
SEPTEMBER 30, 2003

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INDEPENDENT AUDITORS' REPORT

Arthurs, Lestrangle & Company, Incorporated
Pittsburgh, Pennsylvania

We have audited the accompanying statement of financial condition of **Arthurs, Lestrangle & Company, Incorporated** (a wholly owned subsidiary of ALCO Holding, Inc.) as of September 30, 2003, and the related statements of operations, changes in stockholder's equity, 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 **Arthurs, Lestrangle & Company, Incorporated's** management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with U.S. generally accepted auditing standards. 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 **Arthurs, Lestrangle & Company, Incorporated** at September 30, 2003, and the results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary information on page 12 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 of 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.

Lally, Lally & Co. LLC
October 24, 2003

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
STATEMENT OF FINANCIAL CONDITION
SEPTEMBER 30, 2003

ASSETS

Cash and Cash Equivalents	\$ 400,300
Receivable From Broker-Dealers and Clearing Organization	1,058,566
Securities Owned - At Market Value	1,150,894
Furniture and Equipment - At Cost, Less Accumulated Depreciation of Approximately \$241,000	131,529
Other Assets	<u>146,266</u>
Total Assets	<u>\$ 2,887,555</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities

Accounts Payable, Accrued Expenses, and Other Liabilities	\$ 1,038,549
Securities Sold, Not Yet Purchased - At Market Value	<u>25,000</u>
Total Liabilities	<u>1,063,549</u>

Stockholder's Equity

Common Stock - No Par Value; 1,000 Shares Authorized; 100 Shares Issued and Outstanding	1,742,190
Retained Earnings	<u>81,816</u>
Total Stockholder's Equity	<u>1,824,006</u>

Total Liabilities and Stockholder's Equity	<u>\$ 2,887,555</u>
---	----------------------------

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
STATEMENT OF OPERATIONS
YEAR ENDED SEPTEMBER 30, 2003

REVENUES

Commissions	\$ 1,468,033
Net Dealer Inventory Trading Profits	933,190
Investment Banking	5,861,000
Mutual Fund Distributions	556,335
Interest and Dividends	86,604
Other	584,356
Total Revenues	<u>9,489,518</u>

EXPENSES

Employee Compensation and Benefits	4,668,999
Management Fees	1,704,297
Commissions	1,316,459
Other	538,365
Clearing Charges	338,517
Communications	296,350
Occupancy and Equipment Rentals	290,478
Office and Computer	152,994
Regulatory Fees	53,708
Professional Fees	41,409
Interest	6,126
Total Expenses	<u>9,407,702</u>
Net Income	<u>\$ 81,816</u>

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
YEAR ENDED SEPTEMBER 30, 2003

	<u>Common Stock</u>	<u>Retained Earnings</u>	<u>Total Stockholder's Equity</u>
Balances at October 1, 2002	\$ 0	\$ 0	\$ 0
Issuance of 100 Shares	1,742,190	0	1,742,190
Net Income	<u>0</u>	<u>81,816</u>	<u>81,816</u>
Balances at September 30, 2003	<u>\$ 1,742,190</u>	<u>\$ 81,816</u>	<u>\$ 1,824,006</u>

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED**(A Wholly Owned Subsidiary of ALCO Holding, Inc.)****STATEMENT OF CASH FLOWS****YEAR ENDED SEPTEMBER 30, 2003****OPERATING ACTIVITIES**

Net Income	\$	81,816
Noncash Items Included in Net Income		
Depreciation		49,538
Changes In		
Receivable From Broker-Dealer and Clearing Organization		(93,407)
Securities Owned		(105,571)
Other Assets		28,457
Accounts Payable, Accrued Expenses, and Other Liabilities		373,817
Securities Sold, Not Yet Purchased		93
Net Cash and Cash Equivalents From Operating Activities		<u>334,743</u>

INVESTING ACTIVITIES

Cash Payments for the Purchase of Equipment		<u>(11,916)</u>
---	--	-----------------

FINANCING ACTIVITIES

Issuance of Common Stock		<u>77,473</u>
--------------------------	--	---------------

Net Increase in Cash and Cash Equivalents 400,300

Cash and Cash Equivalents - Beginning 0

Cash and Cash Equivalents - Ending \$ 400,300

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Cash Paid for Interest \$ 6,126

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
STATEMENT OF CASH FLOWS
YEAR ENDED SEPTEMBER 30, 2003
(CONTINUED)

**SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING
AND FINANCING ACTIVITIES**

**Assets Contributed and Liabilities Assumed in Exchange for the Issuance of
Common Stock:**

Assets Acquired –

Cash and Cash Equivalents	\$ 77,473
Receivables, Prepaids, and Other Assets	1,139,883
Securities	1,045,323
Furniture and Equipment	<u>169,150</u>
	2,431,829

Liabilities Assumed –

Accounts Payable and Other Liabilities	<u>(689,639)</u>
	1,742,190
Cash	<u>(77,473)</u>

Noncash \$ 1,664,717

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

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
NOTES TO FINANCIAL STATEMENTS

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements of Arthurs, Lestrangle & Company, Incorporated are presented on the accrual basis of accounting and are prepared in conformity with U.S. generally accepted accounting principles. In order to facilitate the understanding of the data included in the financial statements, summarized below are the more significant accounting policies.

Organization

Arthurs, Lestrangle & Company, Incorporated (the Company) is a wholly owned subsidiary of ALCO Holding, Inc. (the Parent). The Company was incorporated in October 2002 and was organized under the laws of the Commonwealth of Pennsylvania. The Company operates as a securities broker-dealer, registered with the National Association of Security Dealers, Inc.

The Company maintains several offices throughout Pennsylvania and is headquartered in Pittsburgh, Pennsylvania. The Company executes principal (proprietary) and agency (customer) securities transactions, performs underwritings and provides investment banking services.

Securities Transactions

The Company is associated with Correspondent Services Corporation, a wholly owned subsidiary of National Financial Services, LLC, a member of the New York Stock Exchange, Inc., on a fully disclosed basis in connection with execution and clearance of the securities transactions effected by the Company and its customers. The Company does not carry securities accounts for customers or perform custodial functions relating to customer securities. As such, the Company operates under the (k)(2)(ii) exemptive provisions of Securities and Exchange Commission (SEC) Rule 15c3-3.

Investment Banking

Investment banking revenue is recognized as follows: management fees and underwriting fees at the time the underwriting is completed and income is reasonably determinable, and sales concessions on the settlement date.

Estimates Used

The Company uses estimates and assumptions in preparing financial statements in accordance with U.S. generally accepted accounting principles. Those estimates and assumptions principally relate to the valuation of securities owned and affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

The Company maintains balances on deposit with financial institutions and its clearing broker. Those organizations are located in Pennsylvania (financial institutions) and New Jersey (clearing broker). The accounts maintained at financial institutions are insured by the Federal Deposit Insurance Corporation up to \$100,000. The accounts maintained at the clearing broker are insured by the Securities Investor Protection Corporation up to \$100,000. At certain times during the year, the Company's cash balances may exceed the limits. The Company has not experienced any losses associated with these balances.

For purposes of the statement of cash flows, the Company includes amounts on deposit with banks and amounts invested in money market instruments with other financial institutions as cash and cash equivalents.

Securities Owned

Investments in securities and securities sold short (if any) traded on a national securities exchange or listed on NASDAQ are valued at the last reported sales price on the primary securities exchange on which securities have traded on the last business day of the year. Investments for which there is a limited market are valued at management's estimate of market value. The resulting difference between cost and market is included in income.

Purchases and sales of securities are recorded on a settlement-date basis. Realized gains and losses on security transactions are based on the specific-identification method. Dividends and dividends on securities sold short are recorded when received. Interest on fixed income securities owned is accrued as earned.

Furniture and Equipment

Depreciation is provided on a straight-line basis using estimated useful lives ranging from two to seven years. Depreciation expense for the year ended September 30, 2003, amounted to approximately \$49,500.

Income Taxes

The Company has elected treatment as a qualified subchapter S subsidiary (QSub) of its Parent for federal and state income taxation purposes. As a QSub, the Company's operating results are combined with its Parent's (an "S" corporation) income tax returns. This election relieves the Company of most federal and state income tax liability, with its income being taxable directly to its Parent's stockholders.

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

NOTE 2 – RECEIVABLE FROM BROKER-DEALERS AND CLEARING ORGANIZATION

Amounts receivable from broker-dealers and clearing organization at September 30, 2003, consist of the following:

Deposits and Receivables From Clearing Organization	\$	747,152
Management Fees, Financial Advisory Fees, and Commissions Receivable		<u>311,414</u>
		<u>\$ 1,058,566</u>

The Company clears its proprietary transactions and customer transactions on a fully disclosed basis through Correspondent Services Corporation. The amount receivable from the clearing organization relates to amounts due from this organization.

NOTE 3 – SECURITIES OWNED AND SOLD, NOT YET PURCHASED

Marketable securities owned and sold, not yet purchased, at September 30, 2003, consist of trading and investment securities at market values as presented below:

	<u>Owned</u>	<u>Sold, Not Yet Purchased</u>
Federal, State and Municipal Obligations	\$ 760,039	\$ 0
Corporate Stocks and Obligations	<u>390,855</u>	<u>25,000</u>
	<u>\$ 1,150,894</u>	<u>\$ 25,000</u>

The clearing and depository operations of the Company's securities transactions are provided by Correspondent Services Corporation. At September 30, 2003, substantially all securities owned, reflected in the statements of financial condition, are positions with this broker-dealer.

The Company's proprietary securities transactions are recorded on a settlement date basis. At September 30, 2003, the contractual amount of unsettled proprietary purchases and sales were approximately \$9.1 million and \$9.6 million, respectively. All unsettled trades were closed subsequent to September 30, 2003.

NOTE 4 – RETIREMENT PLAN

The Parent maintains a defined contribution profit sharing plan, which covers all employees of its Parent and related subsidiaries who meet the plan's eligibility requirements. Contributions to the plan are determined at the discretion of the Board of Directors. Additionally, qualifying employees may participate in a 401(k) savings plan, whereby eligible employees can make contributions pursuant to a salary reduction agreement. The Parent can elect to make a matching contribution of participating employees' deferrals. The Company contributed \$110,000 to the plan for the year ended September 30, 2003.

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

NOTE 5 – RELATED PARTY TRANSACTIONS

The Company has entered into an agreement with its Parent, through which the Company obtains various administrative and management services. Management fees incurred during the year ended September 30, 2003 were approximately \$1.7 million and management fees payable to the Parent were \$117,000 at September 30, 2003.

NOTE 6 – LEASING ARRANGEMENTS

The Company leases office space and equipment under several short-term and long-term agreements that expire in various years through 2006. The leases are classified as operating leases. The leases call for monthly base rents of approximately \$21,200. Certain of the leases contain provisions for additional rents for real estate tax increases and building operating costs based on the Company's pro rata share of building occupancy. For the year ended September 30, 2003, rent expense under the leases was approximately \$290,500.

Minimum future rental payments under non-cancelable operating leases having remaining lease terms in excess of one year as of September 30, 2003, for each of the next three years are:

<u>Year Ending</u> <u>September 30,</u>	
2004	\$ 202,300
2005	74,100
2006	<u>18,200</u>
	<u>\$ 294,600</u>

NOTE 7 – NET CAPITAL REQUIREMENTS

The Company, as a registered broker-dealer in securities, is subject to the net capital rule adopted by the Securities and Exchange Commission and administered by the National Association of Securities Dealers, Inc. This rule requires that the Company's "aggregate indebtedness" not exceed fifteen times its "net capital" as defined. The National Association of Securities Dealers, Inc. may require a broker-dealer to reduce its business activity if the capital ratio should exceed 12 to 1 and may prohibit a broker-dealer from expanding business if the ratio exceeds 10 to 1. At September 30, 2003, the Company's net capital under the uniform net capital rule was approximately \$1.4 million, which exceeded the minimum capital requirements by approximately \$1.1 million. The Company's ratio of aggregate indebtedness to net capital at September 30, 2003 was .75 to 1.

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
NOTES TO FINANCIAL STATEMENTS
(CONTINUED)

NOTE 8 – FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

The Company has not experienced nonperformance by customers or counterparties in the situations described in the following:

The Company's business involves the participation in underwriting activities, primarily with public entities in the state of Pennsylvania. As part of this activity, the Company executes commitments to acquire securities as part of the underwriting and executes securities sales transactions with customers.

Market risk arises should the value of the securities committed to be underwritten by the Company decline before the closing of the transaction. Credit risk is eliminated through a transaction closing at which time funds are exchanged for the underwritten securities. At September 30, 2003, the contractual amount of both committed underwriting purchases and sales was approximately \$3.8 million.

The Company's customer securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to its customers, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the customers' accounts. In connection with the activities, the Company executes and clears customer transactions involving the sale of securities not yet purchased, substantially all of which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose the Company to significant off-balance-sheet risk in the event the margin requirements are not sufficient to fully cover losses that customers may occur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customer's obligations. The Company seeks to control the risks associated with its customers activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors required margin levels daily, and pursuant to such guidelines, requires the customer to deposit additional collateral or to reduce positions when necessary. At September 30, 2003 the contractual amount of unsettled customer purchases and sales were approximately \$3.4 and \$7.7 million, respectively. All unsettled trades were closed subsequent to September 30, 2003, with no loss to the Company.

The Company's customers are located primarily in Pennsylvania; accordingly, they are subject to the economic environment of this geographic area. No off-balance-sheet credit risk exists with respect to customer securities, and collateral is not obtained.

ARTHURS, LESTRANGE & COMPANY, INCORPORATED
(A Wholly Owned Subsidiary of ALCO Holding, Inc.)
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
OF THE SECURITIES AND EXCHANGE COMMISSION
SEPTEMBER 30, 2003

Net Capital			
Stockholder's Equity		\$	<u>1,824,006</u>
Deductions			
Nonallowable Assets:			
Receivables			(173,419)
Furniture and Equipment - Net			(131,529)
Securities Owned - Nonmarketable			(12,600)
Other Assets			(50,466)
Haircuts on Securities Owned			<u>(73,425)</u>
			<u>(441,439)</u>
Net Capital		\$	<u><u>1,382,567</u></u>
Aggregate Indebtedness			
Accounts Payable, Accrued Expenses, and Other Liabilities		\$	<u><u>1,038,549</u></u>
Ratio of Aggregate Indebtedness to Net Capital			
Net Capital Requirement (Greater of 6-2/3% of Aggregate Indebtedness or \$250,000)		\$	250,000
Net Capital in Excess of Amount Required			<u>1,132,567</u>
Net Capital		\$	<u><u>1,382,567</u></u>
Ratio of Aggregate Indebtedness to Net Capital			<u><u>.75 to 1</u></u>

NOTE: The above calculation does not differ materially from the Company's computation of net capital under Rule 15c3-1 as of September 30, 2003, which was filed with the National Association of Security Dealers, Inc. on October 17, 2003.

See independent auditors' report.



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL
REQUIRED BY SEC RULE 17a-5**

Arthurs, Lestrangle & Company, Incorporated
Pittsburgh, Pennsylvania

In planning and performing our audit of the financial statements of **Arthurs, Lestrangle & Company, Incorporated** (the Company) (a wholly owned subsidiary of ALCO Holding, Inc.) for the year ended September 30, 2003, we considered its internal control, 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.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practice and procedures followed by **Arthurs, Lestrangle & Company, Incorporated** 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; and
3. Complying with the requirements for prompt payment for securities under Section 8 of the 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 judgements by management are required to assess the expected benefits and related costs of controls 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 practices and procedures are to provide management with reasonable, but not absolute, assurance that the 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 U.S. 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 the internal control 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 would not necessarily disclose all matters in the 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 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, including procedures 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 the 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 September 30, 2003, 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 Security Dealers and other regulatory agencies which 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.

Wang, Wang & Co. Inc.
October 24, 2003

