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SECURITIES AND EXCHANGE COMMISSION RECEIVED

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

FACING PAGE

DIVISION OF MARKET REGULATION

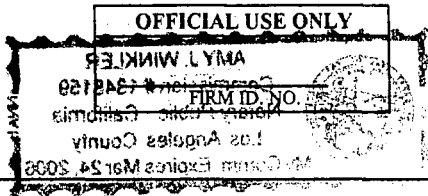
**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 1/1/2002 AND ENDING 12/31/2002  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

**NAME OF BROKER-DEALER:**

Countrywide Investment Services, Inc.



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

1515 Walnut Grove Avenue  
(No. and Street)

Rosemead CA 91770-3710  
(City) (State) (Zip Code)

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

Steven E. Hively (818) 225-3574  
(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

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

1000 Wilshire Blvd., Suite 300 Los Angeles CA 90017  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

**PROCESSED**

APR 28 2003

THOMSON FINANCIAL

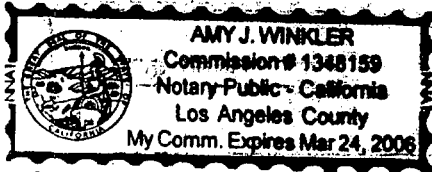
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

OATH OR AFFIRMATION

I, Steven E. Hively, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Countrywide Investment Services, Inc., as of December 31, 2002, 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



*Signature*  
signature

Chief Financial Officer  
Title

*Amy J. Winkler*  
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 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).

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Financial Statements and Report of  
Independent Certified Public Accountants

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
**(A wholly owned subsidiary of**  
**Countrywide Financial Holding Company, Inc.)**

December 31, 2002

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors  
Countrywide Investment Services, Inc.

We have audited the accompanying statement of financial condition of Countrywide Investment Services, Inc. (a wholly owned subsidiary of Countrywide Financial Holding Company, Inc.) as of December 31, 2002, 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 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, the financial statements referred to above present fairly, in all material respects, the financial position of Countrywide Investment Services, Inc. as of December 31, 2002, 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.

*Grant Thornton LLP*

Los Angeles, California  
February 21, 2003

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
(A wholly owned subsidiary of  
**Countrywide Financial Holding Company, Inc.)**  
**STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2002**

**A S S E T S**

Cash	\$ 2,528,997
Deposits	50,000
Property, equipment and leasehold improvements, at cost – net of accumulated depreciation and amortization	46,821
Prepaid expenses	38,548
Other assets	32,286
Total assets	\$ 2,696,652

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Due to affiliate	1,732,172
Total liabilities	1,732,172
Shareholder's equity	
Common stock authorized, 1,000 shares of \$1.00 par value; issued and outstanding, 1,000 shares	1,000
Additional paid-in capital	2,689,000
Accumulated deficit	(1,725,520)
Total stockholder's equity	964,480
Total liabilities and stockholder's equity	\$ 2,696,652

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
**(A wholly owned subsidiary of**  
**Countrywide Financial Holding Company, Inc.)**  
**STATEMENT OF OPERATIONS**  
**Year Ended December 31, 2002**

Revenues	
Commissions, fees and other income	\$ 106,961
Interest earned	<u>110,568</u>
Total revenues	<u>217,529</u>
Expenses	
Salaries and related expenses	651,354
Professional expenses	44,428
Occupancy expenses	32,340
Office expenses	79,145
Marketing expenses	30,309
Other operating expenses	124,006
Interest Expense	68,894
Data Processing	<u>126,162</u>
Total expenses	<u>1,156,638</u>
Loss before income taxes	(939,109)
Income tax benefit	<u>352,179</u>
NET LOSS	<u>\$ (586,930)</u>

**COUNTRYWIDE INVESTMENT SERVICES, INC.**

(A wholly owned subsidiary of  
Countrywide Financial Holding Company, Inc.)

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

**Year Ended December 31, 2002**

	<u>Number of Shares</u>	<u>Common Stock</u>	<u>Additional Paid-in- Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
Balances at December 31, 2001	1,000	\$1,000	\$1,549,000	\$(1,138,590)	\$ 411,410
Capital contributed by Parent			1,140,000		1,140,000
Net loss				(586,930)	(586,930)
Balances at December 31, 2002	<u>1,000</u>	<u>\$1,000</u>	<u>\$2,689,000</u>	<u>\$(1,725,520)</u>	<u>\$ 964,480</u>



**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
(A wholly owned subsidiary of  
**Countrywide Financial Holding Company, Inc.**)  
**STATEMENT OF CASH FLOWS**  
**Year Ended December 31, 2002**

<b>Cash flows from operating activities:</b>	
Net loss	\$ (586,930)
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation and amortization	9,929
Increase in prepaid expenses	(3,044)
Decrease in other assets	5,638
Decrease in accounts payable	(3,498)
Increase in due to affiliate	<u>570,806</u>
Net cash used by operating activities	<u>(7,099)</u>
<b>Cash flows from financing activities:</b>	
Capital contributed by Parent	<u>1,140,000</u>
Net increase in cash	1,132,901
Cash at beginning of year	<u>1,396,096</u>
Cash at end of year	<u><u>\$2,528,997</u></u>

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
**(A wholly owned subsidiary of**  
**Countrywide Financial Holding Company, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2002**

**NOTE A - GENERAL INFORMATION, ORGANIZATION AND ACCOUNTING POLICIES**

Countrywide Investment Services, Inc. (the "Company") is a broker-dealer registered with the Securities and Exchange Commission (the "SEC"), the National Association of Securities Dealers (the "NASD") and the Municipal Securities Rule Making Board. The Company became a licensed broker-dealer with the NASD on July 12, 2000. The Company engages in trades of stocks, bonds, municipal securities, mutual funds and annuities with retail customers. Transactions are cleared on a fully disclosed basis through National Financial Services, LLC ("NFS"). The Company receives customer funds and promptly transmits them to NFS, mutual fund administrators, insurance companies and other organizations, as required.

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make 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 and revenues and expenses during the reporting period. Actual results could differ from those estimates.

The accompanying financial statements have been prepared pursuant to Rule 17a-5 of the Securities Exchange Act of 1934. The classification and reporting of items appearing herein are consistent in all material respects with that Rule.

*Organization*

The Company is a wholly owned subsidiary of Countrywide Financial Holding Company, Inc. (the "Parent"), which in turn is a wholly owned subsidiary of Countrywide Financial Corporation, Inc. (CFC). During the year, CFC sold its share in the Company to the Parent.

*Commission Revenue and Expense*

Commission revenue earned from customer transactions and related expenses are recorded on a trade date basis.

*Income Taxes*

CFC and its subsidiaries, including the Company, have elected to file consolidated federal and combined state income and franchise tax returns. The policy of the Parent is for each member of the consolidated group to recognize tax expense or benefit based on that member's financial statement income or loss at the rate of 37.5%. The income tax expense or benefit is settled monthly with CFC.

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
(A wholly owned subsidiary of  
**Countrywide Financial Holding Company, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2002**

**NOTE A – SUMMARY OF SIGNIFICANT ORGANIZATIONAL AND ACCOUNTING  
POLICIES – Continued**

*Stock Option Plans*

CFC has stock option plans (the "Plans") that provide for the granting of both qualified and non qualified options to employees and directors of the Company. Options are generally granted at the average market price of the Company's common stock on the date of grant and are exercisable beginning one year from the date of grant and expire up to ten years from the date of grant. Options vest over a period of three to four years. The Company accounts for these Plans under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees", and related Interpretations. No compensation expense related to these stock options has been recognized in earnings as all options granted under the Plans had an exercise price equal to the market value of the underlying common stock on the date of the grant.

Stock option transactions for the Company under the Plans were as follows:

	Year Ended December 31, 2002
Number of Shares:	
Outstanding options at beginning of year	32,033
Options granted	2,075
Options exercised	(4,533)
Options expired or cancelled	-
Outstanding options at end of year	29,575
Weighted Average Exercise Price:	
Outstanding options at beginning of year	\$ 25.28
Options granted	43.17
Options exercised	17.55
Options expired or cancelled	-
Outstanding options at end of year	\$ 27.72
Options exercisable at end of year	25,341

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
**(A wholly owned subsidiary of**  
**Countrywide Financial Holding Company, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2002**

**NOTE A – SUMMARY OF SIGNIFICANT ORGANIZATIONAL AND ACCOUNTING  
POLICIES – Continued**

Status of the outstanding stock options under the Plans as of December 31, 2002 was as follows:

Exercise Price Range	Outstanding Options		Exercisable Options		
	Weighted Average Remaining Contractual Life (Years)	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
\$ 16.81 – \$ 25.16	2.7	15,100	\$20.34	14,933	\$20.28
25.17 – 37.75	4.2	6,800	27.16	6,533	27.13
37.76 – 48.58	6.6	7,675	42.74	3,875	48.83
<b>\$ 16.81 – \$ 48.58</b>	<b>4.0</b>	<b>29,575</b>	<b>\$27.72</b>	<b>25,341</b>	<b>\$25.65</b>

The following table illustrates the effect on net income if the Company had applied CFC's fair value recognition provision of FASB Statement No. 123, *Accounting for Stock-Based Compensation*, to stock based compensation.

	Year ended December 31, 2002
Net loss as reported	\$(586,930)
Deduct: total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	<u>(15,951)</u>
Pro forma net loss	<u>\$(602,881)</u>

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Year ended December 31, 2002
Expected life:	4.2
Risk-free interest rate:	2.93 to 4.36%
Volatility:	33%

The average fair value of options granted in 2002 was \$12.30.

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
**(A wholly owned subsidiary of**  
**Countrywide Financial Holding Company, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2002**

**NOTE B - REGULATORY REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital shall not exceed 15 to 1 (and the rules of various regulatory agencies also provide that equity capital may not be withdrawn or cash dividends paid if the resulting capital ratio would exceed 10 to 1). At December 31, 2002, the Company had net capital of \$846,825, which was \$731,347 in excess of required net capital.

The Company is exempt from the provisions of Rule 15c3-3 since the Company's activities are limited to those set forth in the conditions for exception appearing in paragraph (k)(2)(I) of that Rule. Because of such exemption, the Company is not required to prepare a determination of reserve requirements for brokers or dealers.

**NOTE C - TRANSACTIONS WITH AFFILIATES**

The Parent made a capital contribution of \$1,140,000 during the year ended December 31, 2002.

The Company paid affiliates \$35,273 for data processing services and \$32,340 for rent for the year ended December 31, 2002. The Company does not pay a management fee to affiliates for incidental management and administrative expenses. The Company had unsecured intercompany borrowings from affiliates totaling \$1,732,172 at December 31, 2002. Interest expense of \$68,894 was charged on the intercompany payable using a weighted average rate of 4.48% for the year ended December 31, 2002.

**NOTE D - EMPLOYEE BENEFIT PLANS**

Eligible full time employees are covered under the Parent's defined benefit plans, including medical, dental, life insurance, dependent care and others. A portion of the employee benefit plan expense is allocated to the Company based upon the Company's employees' participation in these plans.

Eligible full-time employees of the Company are also covered under the Parent's defined benefit pension and tax deferred savings and investment plans. A portion of the benefit plan expense is allocated to the Company based upon the percentage of the Company's salary expense to the total salary expense of the Parent and its subsidiaries and based upon the Company's employees' participation in these plans. The Company expense related to these plans was \$18,107 for the year ended December 31, 2002. Since the Company participates in these plans with other subsidiaries of the Parent, an analysis setting forth the funding status at December 31, 2002 cannot be separately determined for the Company.

**NOTE E - CONCENTRATION OF CREDIT RISK**

The Company maintains its cash balances in one financial institution located in Simi Valley, California. These balances are insured by the Federal Deposit Insurance Corporation up to \$100,000. At December 31, 2002, uninsured amounts held at this financial institution total \$2,428,997. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

**SUPPLEMENTARY INFORMATION**

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON  
SUPPLEMENTARY INFORMATION REQUIRED BY RULE 17a-5  
OF THE SECURITIES AND EXCHANGE COMMISSION

Board of Directors  
Countrywide Investment Services, Inc.

We have audited the accompanying financial statements of Countrywide Investment Services, Inc. as of and for the year ended December 31, 2002, and have issued our report thereon dated February 21, 2003. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole of Countrywide Investment Services, Inc., which are presented in the preceding section of this report. The supplementary information contained in Schedule I on the following page 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 and 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.

*Grant Thornton LLP*

Los Angeles, California  
February 21, 2003

**COUNTRYWIDE INVESTMENT SERVICES, INC.**  
(A wholly owned subsidiary of  
Countrywide Financial Holding Company, Inc.)

December 31, 2002

**SCHEDULE I**

**COMPUTATION OF NET CAPITAL  
UNDER RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION**

NET CAPITAL		
Stockholders equity		\$ 964,480
		<hr/>
Total capital		964,480
Deductions and/or charges		
Non-allowable assets:		
Property, equipment and leaseholds	\$ 46,821	
Prepaid expense	38,548	
Other assets	32,286	
		<hr/>
Total non-allowable assets	117,655	
Total deductions and/or charges		117,655
		<hr/>
Net capital before haircuts on securities		846,825
Haircuts on securities		-
Net capital		<hr/> <u>\$ 846,825</u>
 <b>COMPUTATION OF NET CAPITAL REQUIREMENT</b>		
Aggregate indebtedness		\$1,732,172
Net capital required (6 2/3 % of aggregate indebtedness)		115,478
Excess net capital		731,347

There are no material differences between the above computation and the computation included with the Company's Focus II form X-17A-5 for the year ended December 31, 2002.



REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON  
INTERNAL CONTROL REQUIRED BY RULE 17a-5  
OF THE SECURITIES AND EXCHANGE COMMISSION

Board of Directors  
Countrywide Investment Services, Inc.

In planning and performing our audit of the financial statements of Countrywide Investment Services, Inc. (the Company), for the year ended December 31, 2002, we considered its internal control, including control activities 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 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 practices and procedures followed by the Company 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 (or aggregate debits) 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 the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.
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 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 controls 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 SEC's 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 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 preceding paragraph.

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 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 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 the specific internal control components does not reduce to a relatively low level the risk that 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 internal control, 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 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 our study, we believe that the Company's practices and procedures were adequate at December 31, 2002, 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 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.

*Grant Thornton LLP*

Los Angeles, California  
February 21, 2003