

**FIRST NATIONAL CAPITAL
MARKETS, INC.**

**(A Wholly-Owned Subsidiary of
First National of Nebraska, Inc.)**

**Statement of Financial Condition
as of December 31, 2002 and
Independent Auditors' Report**

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholder of
First National Capital Markets, Inc.
Omaha, Nebraska

We have audited the accompanying statement of financial condition of First National Capital Markets, Inc. (the "Company"), a wholly-owned subsidiary of First National of Nebraska, Inc., as of December 31, 2002. This statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on this statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such statement of financial condition presents fairly, in all material respects, the financial position of the Company as of December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink that reads "Deloitte & Touche LLP". The signature is written in a cursive, flowing style.

February 14, 2003

Deloitte
Touche
Tohmatsu

FIRST NATIONAL CAPITAL MARKETS, INC.

STATEMENT OF FINANCIAL CONDITION DECEMBER 31, 2002

ASSETS

Cash and cash equivalents	\$ 925,656
Receivables:	
Commissions	53,032
Affiliate (Note D)	95,309
Other	14,595
Total Receivables	<u>162,936</u>
Prepaid expenses and other assets	15,881
Property and equipment, net (Note C)	<u>115,309</u>
Total Assets	<u>\$ 1,219,782</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

LIABILITIES:

Accrued expenses and other liabilities	\$ 103,270
Affiliate accounts payable (Note D)	68,508
Income taxes payable	<u>19,775</u>
Total Liabilities	<u>191,553</u>

COMMITMENTS AND CONTINGENCIES (Note F)

STOCKHOLDER'S EQUITY:

Common stock, \$1.00 par value; 10,000 shares authorized, issued and outstanding	10,000
Additional paid-in capital	640,000
Retained earnings	<u>378,229</u>
Total Stockholder's Equity	<u>1,028,229</u>
Total Liabilities and Stockholder's Equity	<u>\$ 1,219,782</u>

The accompanying notes are an integral part of the statement of financial condition.

FIRST NATIONAL CAPITAL MARKETS, INC.

NOTES TO STATEMENT OF FINANCIAL CONDITION YEAR ENDED DECEMBER 31, 2002

A. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

First National Capital Markets, Inc. (the “Company”) is a wholly-owned subsidiary of First National of Nebraska, Inc. (the “Parent Company”). The Company is engaged in the purchase and sale of an array of financial products including fixed income and money market securities primarily to institutional clientele. In addition, the Company offers services including bond accounting, portfolio analysis, financial reporting, and safekeeping. Service fees result from amounts collected from independent contract brokers for processing securities trades and from amounts collected for administrative and compliance services. The Company executes and clears trades through the First National Bank of Omaha Wealth Management Group, a majority-owned subsidiary of the Parent Company.

The Company had various start-up activities during 2001 through February 2002. Effective March 1, 2002, the Company commenced operations as a separate entity as a registered member of the National Association of Securities Dealers (“NASD”).

The Company is exempt (under paragraph (k)(2)(ii)) from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents - The Company considers all highly liquid investments with a maturity of three months or less when acquired to be cash equivalents.

Securities Transactions – Securities transactions are recorded on a trade-date basis.

Depreciation and Amortization - Depreciation and amortization on property and equipment is computed on a straight-line basis over the estimated useful lives of the assets ranging from 3-7 years.

Income Taxes – The Company is included in the consolidated income tax return of the Parent Company. Under the liability method used to calculate income taxes, the Parent Company provides deferred taxes for differences between the financial statement carrying amounts and tax basis of existing assets and liabilities by applying currently enacted statutory rates which are applicable to future periods.

The Company’s financial statements reflect income taxes allocated as if the Company filed separate income tax returns. Payments are made by the Company to its parent based upon the amount of income tax expense as if the Company were a separate tax-paying entity.

B. NET CAPITAL REQUIREMENTS

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain minimum net capital, as defined under such provisions. Although nonclearing broker-dealers generally have a minimum net capital requirement of \$100,000, the NASD has informed the Company that it must maintain minimum net capital of \$250,000 due to the Company's close relationship with its clearing agent (see Note A). Net capital, net capital requirement, and net capital ratio may fluctuate on a daily basis. At December 31, 2002, the Company had net capital and a net capital requirement of \$769,898 and \$250,000, respectively. The Company's ratio of aggregate indebtedness to net capital was 0.25 to 1.

C. PROPERTY AND EQUIPMENT

The Company's property and equipment consisted of the following as of December 31, 2002:

Furniture and equipment	\$ 5,906
Computer equipment	47,068
Software	<u>309,932</u>
	362,906
Accumulated depreciation and amortization	<u>(247,597)</u>
Net property and equipment	<u>\$ 115,309</u>

D. RELATED PARTY TRANSACTIONS

The Company provides services to other affiliates of the Parent Company, including First National Bank of Omaha ("FNBO"). These services include federal funds transfers, bond accounting, portfolio trades, repurchase agreements and negotiable certificates of deposit dealer services, and commercial paper management. Fees paid to and commissions earned by the Company as a result of these services amounted to approximately \$940,000 in 2002. At December 31, 2002, \$95,309 was due to the Company from affiliates for services provided.

In addition, the Company has a services agreement with the Parent Company and FNBO in which FNBO provides the Company with certain services including trade execution and clearing, purchasing, personnel, general ledger, website development, financial services, executive support, financial, operational and information systems audit services, compliance audit and consulting services, independent review of the Company's loan portfolio on a continuing basis, branding/trademark modifications and miscellaneous other corporate services. The Company is billed for such services based on various allocation methods. Operating expenses for services provided by affiliated companies totaled approximately \$630,000 in 2002. At December 31, 2002, the Company owed its affiliates \$68,508 for services provided.

Transaction terms with related parties are not necessarily indicative of the terms that would be present if the parties were unrelated.

E. EMPLOYEE BENEFIT PLANS

Employees of the Company participate in employee benefit plans sponsored by the Parent Company. Among them is a noncontributory defined benefit pension plan. The Company is allocated its share of the cost of this plan, which totaled approximately \$17,000 in 2002. As of December 31, 2002, the Company had remitted all amounts related to its share of the benefit obligation to the Parent Company; therefore, no liability existed.

In addition to providing pension benefits, the Parent Company also sponsors postretirement medical and death benefits to retired employees meeting certain eligibility requirements. The medical plan is contributory, whereby the retired employee pays a portion of the health insurance premium, and contains other cost-sharing features such as deductibles and coinsurance. Costs allocated to the Company for the postretirement benefit plan totaled approximately \$4,000 in 2002. At December 31, 2002, the Company's share of the benefit obligation was approximately \$3,700, which is recorded as a liability on the statement of financial condition.

In addition to the pension and postretirement benefit plans, the Parent Company also has a contributory defined contribution plan which covers substantially all employees. Costs allocated to the Company for the defined contribution plan was approximately \$18,000 in 2002.

F. COMMITMENTS AND CONTINGENCIES

The Company may be involved in various legal matters in the normal course of its business. At December 31, 2002, management does not believe that any such matters, either individually or in the aggregate, will materially affect the Company's results of operations or its financial position.