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The foregoing discussion is qualified by reference to the full text of the three amended Share Subscription Agreements and the amended Registration Rights Agreements between the Company and the three Investors, which are filed as an exhibit to this report on Form 8-K and are incorporated herein by reference in their entirety; and, to the full text of the three Share Subscription Agreements and the Registration Rights Agreements between the Company and the three Investors which were filed as an exhibit to the report on Form 8-K on October 22, 2002. There are further terms precedent to the Agreements which must be approved by shareholders and will be submitted to shareholders for approval at the Company's next annual meeting in February, 2003.

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Item 7. Financial Statements and Exhibits

| Exhibit ----- | Description ----- |
|------------------|--|
| 1 | First Amendment to Share Subscription Agreement between the Registrant and Sean O'Connor. |
| 2 | First Amendment to Share Subscription Agreement between the Registrant and Scott Branch. |
| 3 | First Amendment to Share Subscription Agreement between the Registrant and John Radziwill. |
| 4 | First Amendment to Registration Rights Agreement between the Registrant and Sean O'Connor. |
| 5 | First Amendment to Registration Rights Agreement between the Registrant and Scott Branch. |
| 6 | First Amendment to Registration Rights Agreement between the Registrant and John Radziwill. |
| 7 | Assignment and Assumption Agreement between the Registrant, Sean O'Connor and The St. James Trust. |
| 8 | Assignment and Assumption Agreement between the Registrant, Scott Branch and Barbara Branch. |
| 9 | Assignment and Assumption Agreement between the Registrant, John Radziwill and Goldcrown Asset Management Limited. |

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Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERNATIONAL ASSETS HOLDING CORPORATION

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Date 12/06/2002

/s/ Sean M. O'Connor

Sean M. O'Connor
Chief Executive Officer

Date 12/06/2002

/s/ Jonathan C. Hinz

Jonathan C. Hinz
Chief Financial Officer

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EXHIBIT INDEX

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