

Keane Financial, LLC
(a wholly-owned subsidiary of Keane UPRR, LLC)

Financial Statement
(Confidential Pursuant to Rule 17a-5(e)(3))
Year Ended December 31, 2017

Keane Financial, LLC
(a wholly-owned subsidiary of Keane UPRR, LLC)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

| | |
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| OMB APPROVAL | |
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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 01/01/2017 AND ENDING 12/31/2017
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: **Keane Financial, LLC**

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

450 Seventh Avenue, Suite 905

OFFICIAL USE ONLY

FIRM I.D. NO.

(No. and Street)

New York

New York

10123

(City)

(State)

(Zip Code)

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

Melissa Steinrock, (646)770-9207

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

WIPFLI L.L.P.

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

2 West Baltimore Avenue

Media

PA

19063

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:



Certified Public Accountant



Public Accountant



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


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)

OATH OR AFFIRMATION

I, Melissa Steinrock, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Keane Financial, LLC, as of December 31, 2017, 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


PAULA ROTHFELD ESQ
NOTARY PUBLIC, State of New York
No. 02RO6223470
Qualified in Nassau County
Commission Expires June 14, 2018

Notary Public

President
Title

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 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 15c3-1 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).*

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Managers and Managing Member
of Keane Financial, LLC

Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of Keane Financial, LLC as of December 31, 2017, and the related notes (collectively referred to as the "financial statement"). In our opinion, the statement of financial condition presents fairly, in all material respects, the financial position of Keane Financial, LLC as of December 31, 2017 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

This financial statement is the responsibility of Keane Financial LLC's management. Our responsibility is to express an opinion on Keane Financial LLC's financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to Keane Financial LLC in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.



We have served as Keane Financial LLC's auditor since 2016.

Media, Pennsylvania
February 26, 2018

Keane Financial, LLC
(a wholly-owned subsidiary of Keane UPRR, LLC)

Statement of Financial Condition

December 31, 2017

Assets

| | |
|---|-------------------|
| Cash segregated under Federal and other regulations | \$1,337,070 |
| Cash and cash equivalents | 704,049 |
| Due from Parent | 246,933 |
| Other assets | 3,687 |
| | <hr/> \$2,291,739 |

Liabilities and Member's Equity

Liabilities:

| | |
|--|-----------|
| Outstanding checks due to customers | \$989,696 |
| Bank account overdrafts | 53,091 |
| Accrued expenses and other liabilities | 118,523 |
| Due to Parent | 102,582 |

| | |
|--------------------------|------------------|
| Total Liabilities | 1,263,892 |
|--------------------------|------------------|

Commitments (Notes 3 and 6)

| | |
|------------------------|--------------------------------|
| Member's Equity | 1,027,847 |
| | <hr/> \$2,291,739 <hr/> |

See accompanying notes to financial statements.

Keane Financial, LLC
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Notes to Financial Statements

1. Business

Keane Financial, LLC ("Company"), is engaged in assisting the Company's indirect parent Venio LLC ("Venio"), to update security holder accounts, exchange, or tender shares registered to inactive, deceased, untendered or lost security holders. Venio performs its services at the request of transfer agents or issuers. The Company is registered as a broker/dealer under the provisions of the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). The Company is a wholly-owned subsidiary of Keane UPRR, LLC (the "Parent"), which is a wholly owned subsidiary of Venio.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Cash and Cash Equivalents

The Company considers all highly liquid investments, with original maturities of 90 days or less when purchased as cash equivalents.

Concentrations of Credit Risk

Cash and cash equivalents held at financial institutions, at times, may exceed the amount insured by the Federal Deposit Insurance Corporation. Management believes that it limits its credit exposure by placing its temporary cash investments in, what it believes to be, high credit quality institutions.

Revenue Recognition

The Company recognizes revenue from its services as provided to Venio under the terms of its Brokerage Service Agreement. Under the Brokerage Service Agreement, the Company's revenue is in the form of a monthly administrative fee plus per item or value based processing fees (depending on which transfer agent the item is processed through).

Keane Financial, LLC
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Notes to Financial Statements

2. Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could significantly differ from those estimates.

Income Taxes

No provision for Federal, state and local income taxes has been made in the accompanying financial statements, as the Company is a disregarded entity for income tax purposes. The ultimate responsibility for the provision of income taxes is with Keane Holdings Inc. and its wholly owned subsidiary Venio Holdings Corp. the 100% owner of Venio, which, as stated previously is the 100% owner of the Parent.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority's widely understood administrative practices and precedents. If this threshold is met, the Company measures the tax benefit as the largest amount of benefit that is more likely than not being realized upon ultimate settlement. The Company is subject to potential examination by taxing authorities in various jurisdictions. The open tax years under potential examination vary by jurisdiction. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the statement of income. As of December 31, 2017, there was no impact to the financial statements related to accounting for uncertain income tax positions.

Commissions

The Company does not earn commissions, but rather all revenue is earned from Venio under the Brokerage Service Agreement more fully described under the Revenue Recognition and Related Party Transactions sections. Commissions the Company pays, and related expenses, are recorded on a trade-date basis as securities transactions occur.

3. Regulatory Net Capital Requirements

The Company is subject to the Securities Exchange Commission ("SEC") Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum regulatory net capital and requires that the ratio of aggregate indebtedness to regulatory net capital, both as defined under Rule 15c3-1, shall not exceed 15 to 1. The rule of "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting aggregate indebtedness to regulatory net capital ratio would exceed 10 to 1. Regulatory net capital and aggregate indebtedness may fluctuate on a daily basis.

The Company has a minimum regulatory net capital requirement of \$250,000. As of December 31, 2017, the Company had regulatory net capital of \$777,218. The regulatory net capital ratio was .28 to 1 at December 31, 2017. See Statement of Financial Condition.

Keane Financial, LLC
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Notes to Financial Statements

4. Cash Segregated Under Federal and Other Regulations

Cash of \$1,337,070 has been segregated in a special reserve account for the exclusive benefit of customers under Rule 15c3-3 of the SEC.

5. Related Party Transactions

Under a written Support Service Agreement (“Agreement”), Venio provides certain administrative, operating and other services (including serving as the employer of all full-time and shared Company employees) for which the costs are allocated to the Company. Venio also pays expenses of or attributable to the Company under the Agreement and the Company reimburses Venio. As of December 31, 2017, \$102,582 is due to Venio and is included in the statement of financial condition related to the Agreement.

Under a written Brokerage Service Agreement which took effect on June 1, 2015, the Company provides such services as are necessary for Venio to fulfill the obligations of its agreement with shareholders or legal claimants. These services may include, but not be limited to, performing quality control checks to ensure transfer instructions are complete and accurate; providing Medallion Signature Guarantees on shareholder or legal claimant transfer instructions; delivering instructions to transfer agents; facilitating the re-registration or transfer of shares with the appropriate transfer agent; engaging a third-party clearing broker and delivering instructions to electronically transfer shares into the Company’s omnibus account with the clearing broker; providing trade instructions to a clearing broker; and taking receipt of sale proceeds, re-issued dividends and proceeds that represent only Venio’s fee in the Company’s cash account; segregating Venio’s fees from customer funds and delivering the fees to Venio on a recurring basis; issuing checks to shareholders or legal claimants; addressing complaints arising out of the liquidation of shares and processing requests for refunds, buy-backs of shares; and issuing Form 1099 statements to shareholders and legal claimants for all sales of shares executed by the Company. As of December 31, 2017, \$246,933 is included in Due from Parent in the statement of financial condition related to the Agreement.

Under a written Sublease Agreement dated June 26, 2017, Venio sublet approximately 1,656 square feet of its office space in New York City to Lovell Minnick Partners, Inc. (“LMP”). LMP is the parent company of Lovell Minnick Equity Partners III and Lovell Minnick Equity Partners III-A which owns substantially all of Keane Holdings Inc. The Sublease Agreement provided sublease rent to Venio of approximately \$32,000 in 2017 and is expected to provide approximately \$140,000 in 2018. A portion of Venio’s net rent is allocated to the Company through the Support Service Agreement. The Sublease Agreement expires on May 30, 2019.

6. Lease Commitment

The Company shares the office space as a joint tenant with an affiliate under a sublease agreement with its Parent expiring in 2019. The Company’s share of the future minimum annual rental payments including the sublease rent from LMP, and excluding other rent-related expenses, approximates:

Keane Financial, LLC
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Notes to Financial Statements

| <i>Year ending December 31,</i> | | |
|---------------------------------|----|---------|
| 2018 | \$ | 151,140 |
| 2019 | | 63,750 |
| | \$ | 214,890 |

7. Member's Equity

The Company has 1,000 authorized membership units all of which are owned by Keane UPRR, LLC.

8. Subsequent Events

Management has evaluated the possibility of subsequent events existing in the Company's financial statements through February 26, 2018, the date the financial statement was available to be issued. Management has determined that there are no material events that would require disclosure in the Company's financial statement.

9. Indemnifications

In the normal course of its business, the Company indemnifies and guarantees certain service providers, such as clearing and custody agents, against specified potential losses in connection with their acting as an agent of, or providing services to, the Company or its affiliates. The maximum potential amount of future payments that the Company could be required to make under these indemnifications cannot be estimated. However, the Company believes that it is unlikely that it will have to make material payments under these arrangements and has not recorded any contingent liability in the financial statement for these indemnifications.