

**AIRLINK MARKETS, LLC**

**FINANCIAL STATEMENT WITH REPORT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

**For the Period from March 8, 2023 (Date of Registration) through December 31,  
2023**

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

ANNUAL REPORTS  
FORM X-17A-5  
PART III

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Information Required Pursuant to Rules 17a-5, 17a-12, and 18a-7 under the Securities Exchange Act of 1934

FILING FOR THE PERIOD BEGINNING 03/08/2023 AND ENDING 12/31/23  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF FIRM: Airlink Markets, LLC

TYPE OF REGISTRANT (check all applicable boxes):

- ☒ Broker-dealer ☐ Security-based swap dealer ☐ Major security-based swap participant  
☐ Check here if respondent is also an OTC derivatives dealer

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use a P.O. box no.)

1400 112th Ave. SE, Suite 100

(No. and Street)

Bellevue

WA

98004

(City)

(State)

(Zip Code)

PERSON TO CONTACT WITH REGARD TO THIS FILING

Brian Megenity

425-278-4040

bmegenity@bdcaonline.com

(Name)

(Area Code – Telephone Number)

(Email Address)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose reports are contained in this filing\*

Jennifer Wray CPA PLLC

(Name – if individual, state last, first, and middle name)

800 Bonaventure Way, Suite 168

Sugar Land

TX

77479

(Address)

(City)

(State)

(Zip Code)

11/30/2016

6328

(Date of Registration with PCAOB)(if applicable)

(PCAOB Registration Number, if applicable)

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\* Claims for exemption from the requirement that the annual reports be covered by the reports of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis of the exemption. See 17 CFR 240.17a-5(e)(1)(ii), if applicable.

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## OATH OR AFFIRMATION

I, Brian Megenity, swear (or affirm) that, to the best of my knowledge and belief, the financial report pertaining to the firm of Airlink Markets, LLC, as of December 31, 2023, is true and correct. I further swear (or affirm) that neither the company nor any partner, officer, director, or equivalent person, as the case may be, has any proprietary interest in any account classified solely as that of a customer.

[Signature]  
Notary Public



Signature: [Signature]

Title:  
CEO

STATE OF Georgia  
COUNTY OF Fulton  
SUBSCRIBED AND SWORN TO BEFORE ME  
THIS 22 DAY OF February, 2024.  
BY [Signature]  
NOTARY PUBLIC

### This filing\*\* contains (check all applicable boxes):

- ☒ (a) Statement of financial condition.
- ☒ (b) Notes to consolidated statement of financial condition.
- ☐ (c) Statement of income (loss) or, if there is other comprehensive income in the period(s) presented, a statement of comprehensive income (as defined in § 210.1-02 of Regulation S-X).
- ☐ (d) Statement of cash flows.
- ☐ (e) Statement of changes in stockholders' or partners' or sole proprietor's equity.
- ☐ (f) Statement of changes in liabilities subordinated to claims of creditors.
- ☐ (g) Notes to consolidated financial statements.
- ☐ (h) Computation of net capital under 17 CFR 240.15c3-1 or 17 CFR 240.18a-1, as applicable.
- ☐ (i) Computation of tangible net worth under 17 CFR 240.18a-2.
- ☐ (j) Computation for determination of customer reserve requirements pursuant to Exhibit A to 17 CFR 240.15c3-3.
- ☐ (k) Computation for determination of security-based swap reserve requirements pursuant to Exhibit B to 17 CFR 240.15c3-3 or Exhibit A to 17 CFR 240.18a-4, as applicable.
- ☐ (l) Computation for Determination of PAB Requirements under Exhibit A to § 240.15c3-3.
- ☐ (m) Information relating to possession or control requirements for customers under 17 CFR 240.15c3-3.
- ☐ (n) Information relating to possession or control requirements for security-based swap customers under 17 CFR 240.15c3-3(p)(2) or 17 CFR 240.18a-4, as applicable.
- ☐ (o) Reconciliations, including appropriate explanations, of the FOCUS Report with computation of net capital or tangible net worth under 17 CFR 240.15c3-1, 17 CFR 240.18a-1, or 17 CFR 240.18a-2, as applicable, and the reserve requirements under 17 CFR 240.15c3-3 or 17 CFR 240.18a-4, as applicable, if material differences exist, or a statement that no material differences exist.
- ☐ (p) Summary of financial data for subsidiaries not consolidated in the statement of financial condition.
- ☒ (q) Oath or affirmation in accordance with 17 CFR 240.17a-5, 17 CFR 240.17a-12, or 17 CFR 240.18a-7, as applicable.
- ☐ (r) Compliance report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- ☐ (s) Exemption report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- ☒ (t) Independent public accountant's report based on an examination of the statement of financial condition.
- ☐ (u) Independent public accountant's report based on an examination of the financial report or financial statements under 17 CFR 240.17a-5, 17 CFR 240.18a-7, or 17 CFR 240.17a-12, as applicable.
- ☐ (v) Independent public accountant's report based on an examination of certain statements in the compliance report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- ☐ (w) Independent public accountant's report based on a review of the exemption report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
- ☐ (x) Supplemental reports on applying agreed-upon procedures, in accordance with 17 CFR 240.15c3-1e or 17 CFR 240.17a-12, as applicable.
- ☐ (y) Report describing any material inadequacies found to exist or found to have existed since the date of the previous audit, or a statement that no material inadequacies exist, under 17 CFR 240.17a-12(k).
- ☐ (z) Other: \_\_\_\_\_

\*\*To request confidential treatment of certain portions of this filing, see 17 CFR 240.17a-5(e)(3) or 17 CFR 240.18a-7(d)(2), as applicable.

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# **Jennifer Wray CPA PLLC**

800 Bonaventure Way. Suite 168. Sugar Land, TX 77479  
Tel: 281-923-7665 Email: [jenniferwraycpa@yahoo.com](mailto:jenniferwraycpa@yahoo.com) [PCAOB#6328](#)

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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Member of Airlink Markets, LLC,

### **Opinion on the Financial Statements**

We have audited the accompanying statement of the financial condition of Airlink Markets, LLC as of December 31, 2023, and the related notes (collectively referred to as the "financial statement"). In our opinion, the financial statement presents fairly, in all material respects, the financial position of Airlink Markets, LLC as of December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

### **Substantial Doubt about the Company's Ability to Continue as a Going Concern**

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 1 to the financial statements, the company has suffered losses in its first year of operations and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern as a newly SEC-registered and FINRA member broker-dealer. Management's plan in regarding to these matters are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### **Basis for Opinion**

This financial statement is the responsibility of Airlink Markets, LLC's management. Our responsibility is to express an opinion on Airlink Markets, 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 Airlink Markets, 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.

Jennifer Wray CPA PLLC



We have served as Airlink Markets, LLC's auditor since 2023.

Sugar Land, Texas

February 28, 2024

**AIRLINK MARKETS, LLC**

**STATEMENT OF FINANCIAL CONDITION**

**December 31, 2023**

**ASSETS**

Cash	\$	31,128
Prepaid expenses		<u>18,695</u>
Total assets	\$	<u><u>49,823</u></u>

**LIABILITIES AND MEMBER'S EQUITY**

Accounts payable and accrued expenses	\$	21,696
Due to parent		<u>7,634</u>
Total liabilities		<u>29,330</u>
Member's contributions		322,500
Retained deficit		<u>(302,007)</u>
Total member's equity		<u>20,493</u>
Total liabilities and member's equity	\$	<u><u>49,823</u></u>

## AIRLINK MARKETS, LLC

### **NOTES TO FINANCIAL STATEMENT**

**December 31, 2023**

Note 1

#### **Organization and nature of business**

Airlink Markets, LLC (the “Company”), was formed in 2022 and is a Delaware Limited Liability Company. The Company’s sole Member is Airlink Holdings, LLC (the “Parent”). The Company’s primary business is that of a securities broker-dealer that engages in the private placement of securities in accordance with the membership agreement with the Financial Industry Regulatory Authority (“FINRA”). The Company is a registered broker under the Securities Exchange Act of 1934 as of March 8, 2023 and is a member of FINRA and the Securities Investor Protection Corporation (“SIPC”).

#### **Going Concern**

The sole member of the Parent, iCap Enterprises, Inc., filed for chapter 11 bankruptcy protection on September 29, 2023 in the Eastern District of Washington (Case No. 23-01243).

The accompanying financial statements have been prepared on a going concern basis, which contemplates the continuation of operations, the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. For the period March 8, 2023 through December 31, 2023, the Company reported a net loss of \$191,592 and negative cash flow from operating activities of \$191,359. These results and the \$31,128 of cash on hand at December 31, 2023 raise substantial doubt about the Company’s ability to continue as a going concern.

On February 22, 2024, the Parent of the Company entered a Purchase Agreement with Cathay Holding Group Co., Limited to sell all of the membership interest of the Company to Cathay Holding Group Co., Limited. The agreement is contingent on approval from the Bankruptcy Court from the Eastern District of Washington. The agreement stipulates a transfer of 20% of the membership interests on the third business day after approval from the Bankruptcy Court from the Eastern District of Washington. The agreement further stipulates a transfer of the remaining 80% of the membership interests on the third business day after approval from FINRA under Rule 1017 application.

Upon approval from the Bankruptcy Court from the Eastern District of Wash, Cathay Holding Group Co., Limited intends to fund the Company’s operations with capital contributions and to ensure compliance with the net capital rule.

Note 2

#### **Summary of significant accounting policies**

##### **Cash and Cash Equivalents**

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. There were no cash equivalents at December 31, 2023.



## AIRLINK MARKETS, LLC

### **NOTES TO FINANCIAL STATEMENT**

**December 31, 2023**

Note 2

#### **Summary of significant accounting policies (continued)**

##### **Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Such estimates include useful lives and valuation of property and equipment.

##### **Revenue recognition**

The Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance requires an entity to follow a five-step model to (a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract, (c) determine the transaction price, (d) allocate the transaction price to the performance obligations in the contract, and (e) recognize revenue when (or as) the entity satisfies a performance obligation.

In determining the transaction price, an entity may include variable consideration only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognized would not occur when the uncertainty associated with the variable consideration is resolved. Revenues from contracts with customers are comprised of placement fees. Such fees are recognized at the point in time when the Company's performance under the terms of the contractual arrangement is completed, which is typically at the close of a transaction.

##### **Fair value of financial instruments**

The carrying amounts of financial instruments, including cash, prepaid expenses, deposits, and accounts payable and accrued expenses, approximates fair value due to the short term maturities of these assets and liabilities.

##### **Income taxes**

The Company is a limited liability company treated as a disregarded entity. Accordingly, in lieu of Federal and state income taxes, the member is taxed on their proportionate share of the Company's taxable income. Therefore, no provision or liability for Federal or state taxes has been included in these financial statements. The Company's sole member's tax return remains subject to examination by the appropriate taxing jurisdiction for tax years ending after December 31, 2020.

##### **Income tax positions**

The Financial Accounting Standards Board ("FASB") has issued a standard that clarifies the accounting and recognition of income tax positions taken or expected to be taken in the Company's income tax returns.



**AIRLINK MARKETS, LLC**

**NOTES TO FINANCIAL STATEMENT**

**December 31, 2023**

**Note 2**      **Summary of significant accounting policies (continued)**

**Income tax positions**

The Company has analyzed tax positions taken for filing with the Internal Revenue Service and all state jurisdictions where it operates.

The Company believes that income tax positions will be sustained upon examination and does not anticipate any adjustments that would result in a material adverse affect on the Company's financial condition, results of operations or cash flows. Accordingly, the Company has not recorded any reserves or related accruals for interest and penalties for uncertain income tax positions.

If the Company incurs interest or penalties as a result of unrecognized tax positions the policy is to classify interest accrued with interest expense and penalties thereon with operating expenses. The Company is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Subsequent events**

For purposes of preparing financial statements the Company considered events through February 28, 2024, the date the financial statements were available for issuance.

**Note 3**      **Net capital requirements**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of a minimum net capital balance and requires that the Company's aggregate indebtedness to net capital, as defined, shall not exceed 15 to 1. At December 31, 2023 the Company's net capital was \$1,798 which was \$3,202 in deficit of its required net capital of \$5,000. The Company's aggregate indebtedness to net capital was 16.31 to 1.

**Note 4**      **Exemption from Rule 15c3-3**

The Company will not claim exemption from the provisions of Rule 15c3-3 of the SEC, in reliance on footnote 74 to SEC Release 34-70073.

**Note 5**      **Lease commitments**

The Company leases it premises on a one-year term ending December 5, 2024 for \$70 per month. Rent expense for the year ended December 31, 2023 was \$168.

**AIRLINK MARKETS, LLC**

**NOTES TO FINANCIAL STATEMENT**

**December 31, 2023**

Note 5      **Concentrations**

The Company maintains its cash at financial institutions in bank deposits, which may exceed federally-insured limits. The Company has not experienced any losses in such accounts and the Company believes it is not exposed to any significant risk with respect to cash.

Note 6      **Commitments and contingencies**

The Company does not have any commitments, guarantees or contingencies including arbitration or other litigation claims that may result in a loss or future obligation. The Company is not aware of any threats or other circumstances that may lead to the assertion of a claim at a future date.