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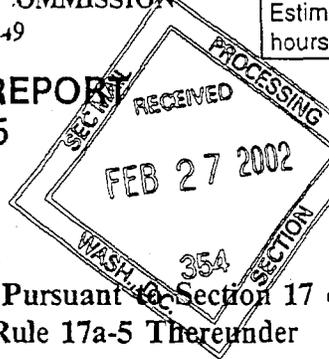
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COMMISSION

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	September 30, 1998
Estimated average burden hours per response . . .	12.00

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



SEC FILE NUMBER
8-51133

FACING PAGE

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 01/01/01 AND ENDING 12/31/01
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Clemensen Capital Company, LLC

OFFICIAL USE ONLY
FIRM ID. NO.

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

207-87 Shearwater Court

(No. and Street)

Jersey City,

New Jersey

07305

(City)

(State)

(Zip Code)

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

Mariel Clemensen

(201) 333-5605

(Area Code — Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Simontacchi & Company, LLP

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

170 E. Main Street,

Rockaway,

NJ

07866

(Address)

(City)

(State)

Zip Code

CHECK ONE:

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

PROCESSED

MAR 21 2002

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).

3/21/02

OATH OR AFFIRMATION

I, Kathy K. Efrem, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Clemensen Capital Company, LLC, as of December 31, 2001, 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:

Kathy K Efrem
Signature
Financial and Operations Principal
Title

Carl Goodman
Notary Public

CARL GOODMAN
Notary Public, State of New York
No. 01G09821038
Qualified in Rockland County
Commission Expires March 30, 2002

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~~ Cash Flows.
- (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).

**CLEMENSEN CAPITAL COMPANY, LLC
REPORT ON AUDIT OF FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
PURSUANT TO RULE 17a-5 OF
THE SECURITIES EXCHANGE ACT OF 1934
DECEMBER 31, 2001**

**CLEMENSEN CAPITAL COMPANY, LLC
REPORT ON AUDIT OF FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
PURSUANT TO RULE 17a-5 OF
THE SECURITIES EXCHANGE ACT OF 1934
DECEMBER 31, 2001**

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SIMONTACCHI & COMPANY, LLP

CERTIFIED PUBLIC ACCOUNTANTS

170 E. MAIN STREET
ROCKAWAY, NEW JERSEY 07866

TEL: (973) 664-1140
FAX: (973) 664-1145

Independent Auditors' Report

**To The Members
Clemensen Capital Company, LLC
Pt. Liberte, New Jersey**

We have audited the accompanying statement of financial condition of Clemensen Capital Company, LLC as of December 31, 2001, and the related statements of operations, changes in members' equity, and cash flows for the year ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of Clemensen Capital Company, LLC's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. 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 Clemensen Capital Company, LLC as of December 31, 2001, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplemental information required by Rule 17a-5 under the Securities 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.

Simontacchi & Company, LLP

February 15, 2002
Rockaway, NJ

**CLEMENSEN CAPITAL COMPANY, LLC
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2001**

ASSETS

Cash and cash equivalents	\$15,639
Prepaid expenses	1,302
Miscellaneous receivables	606
Office equipment net of accumulated depreciation of \$5,408	<u>8,519</u>
Total Assets	<u>\$26,066</u>

LIABILITIES AND MEMBERS' EQUITY

Liabilities:

Accrued expenses	\$ 3,500
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Members' Equity:

22,566

Total Liabilities and Members' Equity

\$26,066

**CLEMENSEN CAPITAL COMPANY, LLC
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2001**

Expenses:

Rent and office expense	8,709
Legal and accounting	14,882
Outside consultants	5,748
Advertising and Marketing	8,364
Office supplies and repairs	625
State registration fee	200
Insurance	5,038
Vehicle expenses	563
Regulatory fees and expenses	870
Miscellaneous and bank charges	667
Depreciation	<u>2,785</u>
Total Expenses	<u>(48,451)</u>
Net Loss	<u>\$(48,451)</u>

See accountants' report and notes to financial statement

CLEMENSEN CAPITAL COMPANY, LLC
STATEMENT OF CHANGES IN MEMBERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2001

Balance, January 1, 2001	\$ 53,017
Capital Contributions	18,000
Net loss for the year	<u>(48,451)</u>
Balance, December 31, 2001	<u>\$ 22,566</u>

See accountants' report and notes to financial statement

**CLEMENSEN CAPITAL COMPANY, LLC
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2001**

Cash Flows Used in operating Activities:

Net loss \$(48,451)

Adjustments to reconcile net income to net cash
provided by operating activities:

Depreciation 2,785

Change in operating assets and liabilities

Decrease in prepaid expenses 1,063

Decrease in accrued expenses (6,899)

Decrease in receivables 15,987

Net cash used in operating activities (35,515)

Cash Flows From Financing Activities:

Capital contributed 18,000

Cash Provided by Financing Activities 18,000

Net Decrease in Cash and Cash Equivalents (17,515)

Cash and Cash Equivalents - beginning 33,154

Cash and Cash Equivalents - ending \$ 15,639

Cash Expended for Taxes \$ - 0 -

Cash Expended for Interest Expense \$ - 0 -

**CLEMENSEN CAPITAL COMPANY, LLC
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2001**

Note 1 Organization and Nature of Operations

Clemensen Capital Company, LLC (the Company), is a broker-dealer registered with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers, Inc. ("NASD").

The Company provides financial advisory, investment banking, and securities financing services primarily to various overseas companies.

The Company does not carry security accounts for customers, execute trades, or perform custodial functions relating to customer securities and, accordingly, is exempt from the provisions of the Securities and Exchange Commission rule 15c3-3.

Note 2 Summary of Significant Accounting Policies

a. **Basis of Accounting**

The accompanying financial statements have been prepared using the accrual method of accounting.

b. **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles 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 reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

c. **Cash and Cash Equivalents**

Cash and cash equivalents are short term and highly liquid instruments with maturity dates of three months or less when purchased.

d. **Office Equipment and Depreciation**

Office equipment is stated at cost less accumulated depreciation. Depreciation is provided using the Straight Line method over their estimated useful lives (5 years).

CLEMENSEN CAPITAL COMPANY, LLC
NOTES TO FINANCIAL STATEMENTS (Cont'd)
FOR THE YEAR ENDED DECEMBER 31, 2001

Note 2 **Summary of Significant Accounting Policies (cont'd)**

e. **Income Taxes**

The Company is a Limited Liability Company and is treated as a partnership for income tax purposes. Accordingly, the accompanying financial statements do not include a provision for Federal or State income taxes. Taxes, if any, are the responsibility of the members.

Note 3 **Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission 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, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). As of December 31, 2001, the Company had net capital of \$12,139 which was \$7,139 in excess of its required net capital of \$5,000.

Note 4 **Related Party Transactions**

The members provide office space to the Company. Subsequent to May 2000, the space was provided at no charge.

**CLEMENSEN CAPITAL COMPANY, LLC
SUPPLEMENTAL INFORMATION
REQUIRED BY RULE 17A-5 OF
THE SECURITIES AND EXCHANGE ACT OF 1934**

CLEMENSEN CAPITAL COMPANY, LLC
SUPPLEMENTAL INFORMATION - SCHEDULE I
DECEMBER 31, 2001

Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Act of 1934:

Total members' equity	\$ 22,566
Deductions and/or charges:	
Non-allowable assets	<u>(10,427)</u>
Net Capital	<u>\$ 12,139</u>
Aggregate Indebtedness	<u>\$ 3,500</u>

Computation of Basic Net Capital Requirement:

Minimum net capital requirement (based on aggregate indebtedness)	\$ 233
Minimum dollar requirement	<u>5,000</u>
Net capital requirement (greater of minimum net capital or dollar requirement)	<u>5,000</u>
Excess Net Capital	<u>7,139</u>
Ratio: Aggregate Indebtedness to Net Capital	<u>29%</u>

There are no material difference between the computation of net capital computed on Schedule 1 and as reported by the Company in Part II-A of the FOCUS Report as of December 31, 2001.

CLEMENSEN CAPITAL COMPANY, LLC
SUPPLEMENTAL INFORMATION - SCHEDULE II
DECEMBER 31, 2001

Statement of Non-Allowable Assets:

Prepaid expenses	\$ 1,302
Miscellaneous receivables	606
Office equipment net of accumulated depreciation	<u>8,519</u>
Total	<u><u>\$10,427</u></u>

Independent Auditors' Report on Internal Control

**To The Members
Clemensen Capital Company, LLC**

In planning and performing our audit of the financial statements and supplemental schedules of Clemensen Capital Company, LLC for the year ended December 31, 2001, we considered its internal control in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the 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 (including tests of compliance with such practices and procedures) followed by Clemensen Capital Company, LLC that we considered relevant to the objectives stated in Rule 17a-5(g)(1) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedures 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 quarterly securities examinations, counts, verifications, and comparisons.
2. Recordation of differences required by Rule 17a-13.
3. 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.

The management of the Company is responsible for establishing and maintaining an internal accounting control structure 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 internal 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 a 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 managements' authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles.

Independent Auditors' Report on Internal Control (Cont'd)

Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any 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 the internal control would not necessarily disclose all matters in the internal control that might be material weaknesses under the 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 errors 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 and 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 as of December 31, 2001 to meet the SEC's objectives.

This report recognizes that it is not practicable in an organization the size of Clemensen Capital Company, LLC to achieve all divisions of duties and cross-checks generally included in an internal control structure and that alternatively, greater reliance must be placed on surveillance by the Managing Member.

This report is intended solely for the use of management and the Securities and Exchange Commission, National Association of Securities Dealers, Inc. and other regulatory agencies, that rely on Rule 17a-5(g) under the Securities and 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.

Simontacchi & Company, LLP

February 15, 2002
Rockaway, NJ