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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**

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SECTION  
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**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:  
Rockefeller Capital Partners, L.L.C.

OFFICIAL USE ONLY  
FIRM ID. NO.

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

(No. and Street) (City) (State) (Zip Code)  
Westport, CT 06880

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Richard Stoyeck (203) 341-9445  
(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
M.I. Grossman & Co., CPA's, L.L.C.

(Name - if individual, state last, first, middle name) (Address) (City) (State) (Zip Code)  
1496 Morris Avenue, Union, New Jersey 07083

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

**PROCESSED**  
MAR 21 2002

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P THOMSON FINANCIAL

\*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  
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OATH OR AFFIRMATION

I, Richard Stoyeck, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Rockefeller Capital Partners, L.L.C., 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*[Signature]*  
\_\_\_\_\_  
Partner  
\_\_\_\_\_  
Title

*[Signature: Mary Morris]*  
\_\_\_\_\_  
Notary Public  
MARY MORRIS  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Mar. 17, 2005

- 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 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).

ROCKEFELLER CAPITAL PARTNERS, L.L.C.

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

DECEMBER 31, 2001

WITH

INDEPENDENT AUDITORS' REPORT

ROCKEFELLER CAPITAL PARTNERS, L.L.C.

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Certified Public Accountants

M. I. GROSSMAN & COMPANY, L.L.C.



INDEPENDENT AUDITORS' REPORT

To the Members  
Rockefeller Capital Partners, L.L.C.

We have audited the accompanying balance sheet of Rockefeller Capital Partners, L.L.C. as at December 31, 2001, and the related statements of income, cash flows, changes in stockholders' equity and changes in liabilities subordinated to claims of general creditors for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company'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 Rockefeller Capital Partners, L.L.C. as at 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 1, 2, 3 and 4 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary 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.

M.I. Grossman & Company, L.L.C.  
Certified Public Accountants

February 14, 2002

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MORRIS I. GROSSMAN, CPA    HENRY S. MILLIN, CPA    JACK L. BOCK, CPA

1496 Morris Avenue, Union, New Jersey 07083

Tel: (908) 687-7740    E-Mail: migepa@CYBERNEX.NET    Fax: (908) 686-6043

ROCKEFELLER CAPITAL PARTNERS, L.L.C.

BALANCE SHEET

AS AT DECEMBER 31, 2001

ASSETS

Cash	\$ <u>10,857</u>
TOTAL ASSETS	\$ <u>10,857</u>

LIABILITIES AND MEMBERS' EQUITY

Accrued expenses	\$ 2,500
Members' equity:	
Members' equity	<u>8,357</u>
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$ <u>10,857</u>

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
STATEMENT OF OPERATIONS  
FOR THE YEAR ENDED DECEMBER 31, 2001

Revenues:		
Investing banking fees	\$ 3,500	
Consulting income	<u>8,000</u>	
Total revenue		\$ 11,500
General and Administrative expenses:		
Dues and subscription	\$ 3,500	
Consulting fees	3,000	
Professional fees	2,512	
Regulatory fees	1,231	
Rent	1,900	
Accounting fees	<u>2,500</u>	
Total general and administrative expenses		<u>14,643</u>
Net loss		\$ <u>(3,143)</u>

See accompanying notes and independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2001

Cash flows from operating activities:	
Net loss	\$ (3,143)
Increase (decrease) in:	
Accrued expenses	<u>2,500</u>
Net decrease in cash	(643)
Cash, beginning of year	<u>11,500</u>
Cash, end of year	<u>\$10,857</u>

See accompanying notes and independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
STATEMENT OF CHANGES IN MEMBERS' EQUITY  
FOR THE YEAR ENDED  
DECEMBER 31, 2001

	<u>Members'</u> <u>Equity</u>
Balance, beginning of year	\$11,500
Net loss	<u>(3,143)</u>
Balance, end of year	<u>\$ 8,357</u>

See accompanying notes and independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
STATEMENT OF CHANGES IN LIABILITIES  
SUBORDINATED TO CLAIMS OF GENERAL CREDITORS  
FOR THE YEAR ENDED DECEMBER 31, 2001

Balance - beginning of year	\$ -0-
Increases	<u>-0-</u>
Balance - end of year	\$ <u><u>-0-</u></u>

See accompanying notes and independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
NOTES TO FINANCIAL STATEMENT  
AS AT DECEMBER 31, 2001

Note 1 - Organization and Summary of Significant Accounting Policies:

Organization

Rockefeller Capital Partners, L.L.C. (the "Company") is a member of the National Association of Securities Dealers (NASD) and the Securities Investor Protection Corporation (SIPC).

As at December 31, 2001, the company was in compliance with all minimum capital requirements.

Note 2 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Commission, the Company is required to maintain a minimum net capital balance and requires that the ratio of aggregate indebtedness to net capital not to exceed 15 to 1. At December 31, 2001, the company had net capital of \$8,357 which was \$3,357 in excess of its minimum dollar net capital requirement.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
SUPPLEMENTAL SCHEDULE OF COMPUTATION OF NET CAPITAL  
REQUIREMENTS PURSUANT TO RULE 15c3-3  
AS AT DECEMBER 31, 2001

Schedule 1

Total stockholders' equity		\$ 8,357
Total capital		8,357
Less: Deductions and/or charges:		
Non-allowable assets		<u>-0-</u>
Net capital before haircuts on security positions		8,357
Less: Haircuts on securities		<u>-0-</u>
Net capital		8,357
Less: Greater of 6 2/3% of aggregate indebtedness or \$5,000		<u>5,000</u>
REMAINDER: Net capital in excess of all requirements		\$ <u>3,357</u>
<u>Aggregate indebtedness</u>	<u>2,500</u>	= 29.92%
Net capital	8,357	

We have compared the computation of net capital under Section 240.15C3-1 of the Securities Exchange Act, to your most recent unaudited Part IIA Filing of Form X-17a-5, and found difference of \$2,500. The difference was a result of year end closing adjustments, which were not considered material.

See independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
SUPPLEMENTAL SCHEDULE OF COMPUTATION FOR DETERMINATION OF RESERVE  
REQUIREMENTS PURSUANT TO RULE 15C3-3  
AS AT DECEMBER 31, 2001

Schedule 2

The Company is exempt from the computation for determination of reserve requirements in that a special account for the exclusive benefit of customers is maintained.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
SUPPLEMENTAL SCHEDULE OF INFORMATION RELATING TO POSSESSION OR  
CONTROL REQUIREMENTS UNDER RULE 15C3-3  
FOR THE YEAR ENDED DECEMBER 31, 2001

Schedule 3

We have found no material inadequacies in the accounting system, internal accounting control, and that procedures for safeguarding securities are adequate.

See independent auditors' report.

ROCKEFELLER CAPITAL PARTNERS, L.L.C.  
SUPPLEMENTAL SCHEDULE OF RECONCILIATION PURSUANT TO RULE 17a-5(d); 4  
AS AT DECEMBER 31, 2001

Schedule 4

The computation of net capital per the audited financial statements as at December 31, 2001, compared to the net capital computed on Form X-17a-5 (Focus Report) differed by \$2,500. The difference was a result of year end closing adjustments and these are considered normal and ordinary in nature.

See independent auditors' report.

[REDACTED]

Certified Public Accountants

M. I. GROSSMAN & COMPANY, L. L. C.



INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL  
REQUIRED BY SEC RULE 17A-5 FOR A BROKER-DEALER  
CLAIMING AN EXEMPTION FROM SEC RULE 15C-3-3

Board of Directors  
Rockefeller Capital Partners, L.L.C.  
181 Post Road West  
Westport, CT 06880

In planning and performing our audit of the financial statements of Rockefeller Capital Partners, L.L.C. for the year ended December 31, 2001, we considered its internal control, including control activities for safeguarding securities, 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 followed by the Company, including tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17A-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17A-3(a) (11) and for determining compliance with the exemptive provisions of Rule 15C-3-3. 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 making quarterly securities examinations.

The management of the Company is responsible for establishing and maintaining internal control 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 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 reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use

(cont'd...)

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or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17A-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

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

This report is intended solely for the use of management, the SEC and other regulatory agencies which rely on Rule 17A-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers and should not be used for any other purpose.



M.I. Grossman & Company, L.L.C.  
Certified Public Accountants

February 14, 2002