

3/7 AB

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: October 31, 2001  
Estimated average burden  
hours per response: . . . . 12.00



02018675

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

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

SEC FILE NUMBER  
8-52879

Uf  
3/22/02

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

RECEIVED  
FEB 28 2002  
12/31/01

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: Shoreline Pacific, LLC

OFFICIAL USE ONLY  
FIRM ID. NO.

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

3 Harbor Drive, Suite 211  
(No. and Street)

Sausalito  
(City)

California  
(State)

94965  
(Zip Code)

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

Mr. Harlan P. Kleiman

415-332-7800  
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Rowbotham & Company LLP  
(Name - if individual, state last, first, middle name)

400 Montgomery Street, Suite 600, San Francisco, CA  
(Address) (City) (State)

94104  
Zip Code

CHECK ONE:

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

PROCESSED  
MAR 26 2002  
THOMSON  
FINANCIAL

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).

Uf  
3/22/02

**SHORELINE PACIFIC, LLC**

**FINANCIAL STATEMENTS**

*For the Periods Ended December 31, 2001 and 2000*

*With*

*Report of Independent Auditors*

## TABLE OF CONTENTS

	<u>Page</u>
Report of Independent Auditors	1
Oath of Corporate Officer	2
Financial Statements:	
Statements of Financial Condition	3
Statements of Operations	4
Statements of Changes in Member's Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7
Supplementary Information:	8
Report of Independent Auditors on Supplementary Information	9
Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission	10
Computation for Determination of Reserve Requirements Under Rule 15c3-3 of the Securities and Exchange Commission	11
Information Relating to Possession or Control Requirements Under Rule 15c3-3 of the Securities and Exchange Commission	12
Reconciliation Pursuant to Rule 17a-5(d)(4) of the Securities and Exchange Commission	13
Report of Independent Auditors on Internal Control	14

Rowbotham

& COMPANY LLP



ACCOUNTANTS &  
CONSULTANTS

SAN FRANCISCO  
PALO ALTO

**Report of Independent Auditors**

To the Member:

We have audited the accompanying statements of financial condition of Shoreline Pacific, LLC as of December 31, 2001 and 2000, and the related statements of operations, changes in member's equity, and cash flows for the periods then ended. 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 audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 audits provide 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 Shoreline Pacific, LLC as of December 31, 2001 and 2000, and the results of its operations and its cash flows for the periods then ended in conformity with accounting principles generally accepted in the United States of America.

*Rowbotham & Company LLP*  
San Francisco, California  
February 15, 2002

SHORELINE PACIFIC, LLC

Oath of Corporate Officer  
December 31, 2001

I hereby affirm that the accompanying financial statements and schedules have been examined by me and, accordingly, I make the following statement:

The financial statements and schedules are true and correct and that no officer has any proprietary interest in any account classified solely as that of a customer to the best of my knowledge and belief.



Harlan P. Kleiman  
Shoreline Pacific, LLC

**SHORELINE PACIFIC, LLC**

**Statements of Financial Condition**

*As of December 31, 2001 and 2000*

**Assets**

	<u>2001</u>	<u>2000</u>
Cash	\$23,249	\$7,600
Other assets	<u>1,181</u>	<u>---</u>
Total assets	<u>\$24,430</u>	<u>\$7,600</u>

**Member's Equity**

Member's equity	<u>\$24,430</u>	<u>\$7,600</u>
-----------------	-----------------	----------------

The accompanying notes are an integral part of these financial statements.

SHORELINE PACIFIC, LLC

Statements of Operations

For the Periods Ended December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
Fees	<u>\$650,000</u>	<u>\$ ---</u>
Expenses:		
Overhead payments	600,000	---
General and administrative	<u>46,170</u>	<u>3,400</u>
Total expenses	<u>646,170</u>	<u>3,400</u>
Net income (loss)	<u>\$ 3,830</u>	<u>\$ (3,400)</u>

The accompanying notes are an integral part of these financial statements.

SHORELINE PACIFIC, LLC

**Statements of Changes in Member's Equity**  
*For the Periods Ended December 31, 2001 and 2000*

	<u>Member's Equity</u>
Balance at inception, August 30, 2000	\$ ---
Capital contributions	11,000
Net loss	<u>(3,400)</u>
Balance at December 31, 2000	7,600
Capital contributions	13,000
Net income	<u>3,830</u>
Balance at December 31, 2001	<u>\$24,430</u>

The accompanying notes are an integral part of these financial statements.

SHORELINE PACIFIC, LLC

Statements of Cash Flows  
For the Periods Ended December 31, 2001 and 2000

	<u>2001</u>	<u>2000</u>
Cash flows from operating activities:		
Net income (loss)	\$ 3,830	\$(3,400)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Other assets	<u>(1,181)</u>	<u>---</u>
Net cash provided by (used in) operating activities	<u>2,649</u>	<u>(3,400)</u>
Cash flows used in financing activities:		
Capital contribution	<u>13,000</u>	<u>11,000</u>
Net cash provided by financing activities	<u>13,000</u>	<u>11,000</u>
Increase in cash	15,649	7,600
Cash:		
At the beginning of the period	<u>7,600</u>	<u>---</u>
At the end of the period	<u>\$23,249</u>	<u>\$ 7,600</u>

The accompanying notes are an integral part of these financial statements.

# SHORELINE PACIFIC, LLC

## Notes to the Financial Statements For the Periods Ended December 31, 2001 and 2000

### 1. Summary of Significant Accounting Policies

**General** - Shoreline Pacific, LLC is a limited liability company established in August 2000. The last date on which Shoreline Pacific, LLC is to dissolve is December 31, 2045. On April 3, 2001, the National Association of Securities Dealers, Inc. approved Shoreline Pacific, LLC's membership. Shoreline Pacific, LLC will be providing financing and financial advisory services to public companies. Shoreline Pacific, LLC will not hold customer funds or safekeep customer securities.

**Basis of accounting** - The accompanying financial statements are presented in accordance with accounting principles generally accepted in the United States on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Revenue Recognition** - Shoreline Pacific, LLC's revenues are recognized when earned.

**Expense Recognition** - Shoreline Pacific, LLC's expenses are charged to expense as incurred.

**Income Taxes** - Shoreline Pacific, LLC is treated as a partnership for federal and state income tax purposes. Consequently, no provision has been made for federal or state income taxes, since these taxes are the responsibility of the member.

### 2. Related Party Transactions

In accordance with an expense sharing agreement between Shoreline Pacific, LLC and Shoreline Pacific Equity Ltd., Shoreline Pacific, LLC incurred an expense for overhead payments of \$600,000 and \$0 for periods ended December 31, 2001 and 2000. This agreement expires on March 29, 2004.

### 3. Net Capital Requirements

Shoreline Pacific, LLC 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 aggregated indebtedness to capital, both as defined, shall not exceed 15 to 1. At December 31, 2001 and 2000, Shoreline Pacific, LLC had net capital of \$23,249 and \$7,600. Net capital is \$18,249 and \$2,600 in excess of its required net capital of \$5,000. At December 31, 2001 and 2000, Shoreline Pacific, LLC's ratio of aggregated indebtedness to net capital was 0.00 to 1.

### 4. Major Customers

For the year ended December 31, 2001, approximately 93% of fees were from one customer.

Supplementary Information



**Report of Independent Auditors on Supplementary Information**

To the Member:

We have audited the accompany financial statements of Shoreline Pacific, LLC as of and for the year ended December 31, 2001, and have issued our report thereon dated February 15, 2002. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information contained in the following pages are 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 of the Securities and Exchange Commission. The supplementary information contained in the following page has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly presented in all material respects in relation to the basic financial statements taken as a whole.

*Rowbotham & Company LLP*  
San Francisco, California  
February 15, 2002

**SHORELINE PACIFIC, LLC**

**Computation of Net Capital**  
**Under Rule 15c3-1 of the Securities and Exchange Commission**  
*As of December 31, 2001*

Net Capital

Total member's equity from statement of financial condition	\$24,430
Deduct member's equity not allowed for net capital	---
Total member's equity qualified for net capital	24,430
 Add:	
Liabilities subordinated to claims of general creditors allowable in computation of net capital	---
Other (deductions) or allowable credits	---
Total capital and allowable subordinated liabilities	24,430
 Deductions and/or charges:	
Total nonallowable assets from statement of financial condition	(1,181)
Secured demand note deficiency	---
Commodity futures contracts and spot commodities – proprietary capital charges	---
Other deductions and/or charges	---
Other additions and/or credits	---
Net capital before haircuts on securities position	23,249
 Haircuts on securities:	
Contractual securities commitments	---
Subordinated securities borrowings	---
Trading and investment securities	---
Undue concentration	---
Other	---
Net capital	\$23,249
Net capital requirement	\$ 5,000
Excess net capital	\$18,249
Excess capital at 1000%	\$23,249

Aggregate Indebtedness

Total from statement of financial conditions	\$ ---
Ratio: Aggregated indebtedness to net capital	<u>0.00 to 1</u>

**SHORELINE PACIFIC, LLC**

**Computation for Determination of Reserve Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
*As of December 31, 2001***

Shoreline Pacific, LLC has no reserve requirements as of December 31, 2001, under Rule 15c3-3.

**SHORELINE PACIFIC, LLC**

**Information Relating to Possession or Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission**  
*As of December 31, 2001*

Shoreline Pacific, LLC is in compliance with provisions of Rule 15c3-3(b), 15c3-3(c), and 15c3-3(d) at December 31, 2001.

**SHORELINE PASIFIC, LLC**

**Reconciliation Pursuant to Rule 17a-5(d)(4) of the Securities and Exchange Commission**

*As of December 31, 2001*

Reconciliation of differences between Computation of Net Capital as filed by Shoreline Pacific, LLC in Part IIA and computation contained in supplementary information to the financial statements:

Net capital as reported by Shoreline Pacific, LLC in Part IIA	\$23,249
Differences	<u>---</u>
Net capital as reported	<u>\$23,249</u>



**Report of Independent Auditors on Internal Control**

To the Member:

In planning and performing our audit of the financial statements and supplementary information of Shoreline Pacific, LLC, 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, we have made a study of the practices and procedures followed by Shoreline Pacific, LLC 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 (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemption provisions of rule 15c3-3. Because Shoreline Pacific, LLC does not carry securities accounts for customers or performs custodial functions relating to customer securities, we did not review the practices and procedures followed by Shoreline Pacific, LLC 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 Shoreline Pacific, LLC 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 Securities and Exchange Commission'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 Shoreline Pacific, LLC has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in conformity with accounting principles generally accepted in the United States of America. 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, errors 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 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 the 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 Securities and Exchange Commission to be adequate for its purpose 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 Shoreline Pacific, LLC's practices and procedures were adequate at December 31, 2001, to meet the Securities and Exchange Commission's objectives.

This report is intended solely for the information and use of the member, management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc., and other national securities associations or national securities exchanges 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 those specified parties.

*Powell & Company LLP*  
San Francisco, California  
February 15, 2002

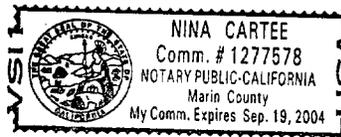
OATH OR AFFIRMATION

I, Harlan P. Kleiman, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Shoreline Pacific, 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:

None

Harlan P. Kleiman  
Signature  
President  
Title

Nina Carlee  
Notary Public



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).