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

SEC FILE NUMBER
8-58667

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 01/01/03 AND ENDING 12/31/03
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: USA Securities, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

4484 South Pecos Road

(No. and Street)

Las Vegas
(City)

NV
(State)

89121
(Zip Code)

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

Victoria S. Luob

(702) 734-2400
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Beadle, McBride, Evans & Reeves, LLP

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

2285 Renaissance Dr. #E Las Vegas NV 89119

(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 24 2004

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)

VF 3-23

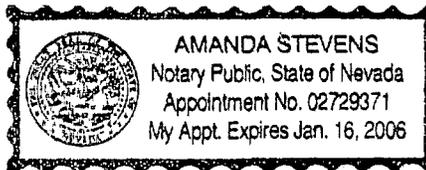
OATH OR AFFIRMATION

I, Victoria S. Loob, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of USA Securities, as of December 31, 2003, 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:

N/A

Victoria S. Loob
Signature
Fin. Op. Principal
Title

Amanda Stevens
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 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 15c3-3 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).

USA SECURITIES, LLC

FINANCIAL STATEMENTS

December 31, 2003 and 2002

TABLE OF CONTENTS

REPORT OF INDEPENDENT AUDITORS	1
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FINANCIAL STATEMENTS	
STATEMENTS OF FINANCIAL CONDITION	2
STATEMENTS OF OPERATIONS	3
STATEMENTS OF CHANGES IN MEMBERS' EQUITY	4
STATEMENTS OF CASH FLOWS	5
NOTES TO THE FINANCIAL STATEMENTS	6-7

REPORT OF INDEPENDENT AUDITOR ON SUPPLEMENTARY INFORMATION REQUIRED BY RULE 17a-5 OF THE SECURITIES AND EXCHANGE COMMISSION	8
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SUPPLEMENTARY INFORMATION	
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION	9

REPORT OF INDEPENDENT AUDITORS

To Management
USA Securities, LLC
Las Vegas, Nevada

We have audited the accompanying statements of financial condition of USA Securities, LLC as of December 31, 2003 and 2002, and the related statements of operations, members' equity and cash flows for the years 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 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 audits 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 USA Securities, LLC as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Beadle, McBride, Evans & Reeves LLP

Las Vegas, Nevada
February 16, 2004

USA SECURITIES, LLC

STATEMENTS OF FINANCIAL CONDITION

December 31,

ASSETS	2003	2002
Current assets:		
Cash	\$ 11,155	\$ 6,990
Commissions receivable from affiliate	55,800	-
Prepaid expenses	7,888	1,320
<i>Total current assets</i>	<u>74,843</u>	<u>8,310</u>
Other assets	460	-
	<u>\$ 75,303</u>	<u>\$ 8,310</u>
LIABILITIES and MEMBERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 18,846	\$ 215
<i>Total current liabilities</i>	<u>18,846</u>	<u>215</u>
Commitments	-	-
Members' equity	56,457	8,095
	<u>\$ 75,303</u>	<u>\$ 8,310</u>

See Notes to Financial Statements

USA SECURITIES, LLC

STATEMENTS OF OPERATIONS

For the years ended December 31,

	2003	2002
Revenues:		
Commissions	\$ 168,000	\$ -
General and administrative expenses	<u>159,638</u>	<u>24,028</u>
<i>Income (loss) from operations</i>	8,362	(24,028)
Other income (expenses):	<u>-</u>	<u>-</u>
Net income (loss)	<u>\$ 8,362</u>	<u>\$ (24,028)</u>

See Notes to Financial Statements

USA SECURITIES, LLC

STATEMENTS OF CHANGES IN MEMBERS' EQUITY

For the years ended December 31,

	2003	2002
Beginning balance	\$ 8,095	\$ 19,123
Member contributions	40,000	13,000
Net income	8,362	(24,028)
Member distributions	-	-
Ending balance	<u>\$ 56,457</u>	<u>\$ 8,095</u>

See Notes to Financial Statements

USA SECURITIES, LLC

STATEMENTS OF CASH FLOWS

For the years ended December 31,

	2003	2002
Cash flows from operating activities:		
Commissions received	\$ 112,200	\$ -
Cash paid to employees and vendors	(148,035)	(25,133)
<i>Net cash (used in) operating activities</i>	<u>(35,835)</u>	<u>(25,133)</u>
Cash flows from investing activities:		
<i>Net cash provided by investing activities</i>	<u>-</u>	<u>-</u>
Cash flows from financing activities:		
Member contributions	40,000	13,000
<i>Net cash provided by financing activities</i>	<u>40,000</u>	<u>13,000</u>
Increase (decrease) in cash	4,165	(12,133)
Cash, beginning of year	6,990	19,123
Cash, end of year	<u>\$ 11,155</u>	<u>\$ 6,990</u>

The following is a reconciliation of net income to net cash provided by operations:

Net income (loss)	\$ 8,362	\$ (24,028)
Adjustments to reconcile net income to net cash used in operations:		
(Increase) in commissions receivable	(55,800)	-
(Increase) in prepaid expenses	(6,568)	(1,320)
(Increase) in other assets	(460)	-
Increase in accounts payable and accrued expenses	18,631	215
Net cash (used in) operating activities	<u>\$ (35,835)</u>	<u>\$ (25,133)</u>

See Notes to Financial Statements

USA SECURITIES, LLC

NOTES TO THE FINANCIAL STATEMENTS

Note 1. Nature of business and summary of significant accounting policies

The summary of significant accounting policies is presented to assist in the understanding of the financial statements. The financial statements and notes are representations of management. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Nature of business

USA Securities, LLC (the "Company") was organized March 3, 1999 as a Nevada limited liability company with a limited duration of twenty years from the date of the operating agreement. The Company is a registered broker-dealer under SEC Rule 15c3-1(a)(2)(vi) and is a member of the National Association of Securities Dealers (NASD). The Company conducts limited securities business in California, Florida, and Nevada. Investment products offered include Direct Participation Programs, Direct Participation Interests (for LLCs), Limited Partnerships, and Real Estate Syndications. Both public and private Direct Participation offerings are sold. The Company is involved only in primary offerings. All offerings are sold on a best-efforts basis, whereby the product subscription document and customer checks are promptly forwarded to the product sponsor. The Company does not hold customer funds or securities and operates pursuant to the exemptive provision of SEC Rule 15c3-3, k(2) (i).

Financial dependence and concentrations of credit risk

The Company was organized primarily to raise equity funds for an affiliate of the Company's co-managers, and to date, all of the Company's revenues have come from this activity. Conditions negative to this affiliate or its operations would have a material adverse affect on the Company's financial condition, accordingly.

Estimates

The preparation of the financial statements in accordance 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 the disclosure of footnote information at the date of the financial statements. Actual results could differ from those estimates.

Summary of accounting policies

Commissions

Commission revenues are recorded on the entry date when funds are deposited.

Income taxes

Under the laws pertaining to federal income taxation, limited liability companies are treated as partnerships. Accordingly, no federal income tax is paid by the Company. Each individual member reports on his/her federal income tax return his/her distributive share of the Company's income, gains, losses, deductions and credits, regardless of whether or not any actual distribution is made during the year.

Fair value of financial instruments

The carrying amounts of financial instruments including cash, commissions receivable from affiliate, prepaid expenses, accounts payable and accrued expenses approximate fair value due to their short maturities.

Comprehensive income

There is no difference or reconciling items between net income and comprehensive income for the years ended December 31, 2003 and 2002.

USA SECURITIES, LLC

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Note 1. Nature of business and summary of significant accounting policies - *continued*

Advertising costs

Advertising costs are charged to expense and principally included in general and administrative expenses. The total advertising costs for the years ended December 31, 2003 and 2002 were approximately \$6,707 and \$550, respectively.

Note 2. Net capital requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC 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 the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2003, the Company had net capital of \$9,536, which was \$4,536 in excess of its required net capital of \$5,000. The Company's net capital ratio was 1.98 to 1.

Note 3. Commitments

At December 31, 2003, the Company had commitments to reimburse USA Commercial Mortgage Company, a company affiliated with the Company's co-managers. The agreement provides for a monthly reimbursement of shared expenses amounting to \$4,500 from January 2004 through March of 2004 (a total of \$13,500). The agreement will be evaluated and modified in April 2004 and every six months thereafter.

Note 4. Related party transactions

During the year ended December 31, 2003, the Company earned commission fees amounting to \$168,000. These commissions are related to raising member equity funds for USA Capital First Trust Deed Fund, LLC, an affiliate of our co-managers. \$55,800 is included as due from affiliate for funds raised from USA Capital Reality Advisors, LLC, a company related by common management, which is included in the account commissions receivable from affiliate.

During the year ended December 31, 2003, the Company raised approximately \$5,600,000 membership units for USA Capital First Trust Deed Fund, LLC, an affiliate of the Company's co-managers.

During the year ended December 31, 2003, the Company made payments for office and equipment leases used in its operations but were contracted by USA Commercial Mortgage Company, an affiliate of the Company's co-managers.

**SUPPLEMENTARY INFORMATION
PURSUANT TO RULE 17a-5 OF THE
SECURITIES EXCHANGE ACT OF 1934**

AS OF DECEMBER 31, 2003

**REPORT OF INDEPENDENT AUDITORS ON SUPPLEMENTARY INFORMATION
REQUIRED BY RULE 17a-5 OF THE SECURITIES AND EXCHANGE COMMISSION**

To Management
USA Securities, LLC
Las Vegas, Nevada

We have audited the accompanying financial statements of USA Securities, LLC as of December 31, 2003, and have issued our report thereon dated February 16, 2004. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I is presented for the 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.

Beadle McBride Evans & Reeves LLP

Las Vegas, Nevada
February 16, 2004

SCHEDULE I

USA SECURITIES, LLC

COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE
SECURITIES AND EXCHANGE COMMISSION

AS OF DECEMBER 31, 2003

Net capital:	
Total members' equity	\$ 56,457
Deductions:	
CRD deposit	(1,266)
Commission receivable	(37,307)
Prepaid expenses	(7,888)
Other asset	(460)
Net capital	<u>\$ 9,536</u>
Aggregate indebtedness	
Items included in statement of financial condition:	
Accounts payable and accrued expenses	<u>\$ 18,846</u>
Total aggregate indebtedness	<u>\$ 18,846</u>
Computation of basic net capital requirement	
Minimum net capital required:	
Company	<u>\$ 5,000</u>
Excess net capital at 1,500 percent	<u>\$ 8,280</u>
Excess net capital at 1,000 percent	<u>\$ 7,651</u>
Ratio: Aggregate indebtedness to net capital	<u>1.98 to 1</u>
Reconciliation with Company's computation (included in Part II of Form X-17a-5 as of December 31, 2003)	
Net capital, as reported in Company's Part II (unaudited) FOCUS report:	\$ 9,536
Audit adjustments to net worth	<u>-</u>
Net capital per above	<u>\$ 9,536</u>