



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

DIVISION OF  
MARKET REGULATION



04011333

Act	Securities Exchange Act of 1934
Section	17
Rule	17a-5
Public Availability	Feb. 20, 2004

February 13, 2004

PROCESSED

JUL 06 2004

THOMSON FINANCIAL B

Mr. Carl Goodman  
Managing Director  
Integrated Management Solutions  
39 Broadway, Suite 1601  
New York, NY 10006-3003

Re: Annual Audited Financial Statement Filing Requirements Under Rule 17a-5

Dear Mr. Goodman:

This is in response to your letters dated January 9, 2004 and February 11, 2004, in which you request on behalf of Goldrock Group, LLC ("Firm") an exemption from the requirement that the Firm file a certified annual report of financial statements pursuant to Rule 17a-5 under the Securities Exchange Act of 1934 (17 CFR 240.17a-5) for the firm's fiscal year ending December 31, 2003.

I understand the following facts to be pertinent to the Firm's request. The Firm's registration as a broker-dealer with the Securities and Exchange Commission ("Commission") became effective on July 24, 2003. The Firm is required, pursuant to paragraph (d) of Rule 17a-5, to file a certified annual report of financial statements on a calendar or fiscal year basis. The report must be as of the same fixed or determinable date each year unless a change is approved by the Firm's designated examining authority. The Firm chose December 31 as its year-end. Accordingly, an audited report of the Firm's financial statements must be prepared as of December 31, 2003. Because the Firm's registration with the Commission became effective on July 24, 2003, and since no business was conducted since then, you have requested an exemption for the Firm from filing annual audit reports for the year-ended December 31, 2003.

Based on the foregoing facts and representations, the Division of Market Regulation ("Division") will not recommend enforcement action to the Commission if the Firm does not file audited financial statements as of December 31, 2003. However, the annual report for the year ending December 31, 2004, must cover the entire period from July 24, 2003, the effective date of the Firm's registration with the Commission.

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Mr. Carl Goodman  
February 13, 2004  
Page 2

You should understand that this letter expresses a staff position with respect to enforcement only and does not purport to state any legal conclusion on this matter. The Division's position is confined to the facts as described herein. Any material change in circumstances may warrant a different conclusion and should be brought immediately to the Division's attention.

Sincerely,

A handwritten signature in cursive script, appearing to read "R. Grad".

Rachael Grad  
Staff Attorney

# HMS INTEGRATED MANAGEMENT SOLUTIONS

39 Broadway, Suite 1601, New York, NY 10006-3003  
(212) 509-7800 • Fax: (212) 509-8347  
Direct Dial Fax: 212-897-1698 E-Mail: cgoodman@Intman.com

January 9, 2004

Thomas McGowan Esq.  
Securities and Exchange Commission

VIA FAX 202-942-9553

Re: Goldrock Group LLC SEC File#: 8-65786

Dear Tom:

On behalf of our client, Goldrock Group LLC ("Goldrock"), we hereby request an exemption from filing audited financial statements and related schedules which would otherwise be required under Rule 17a-5 for the period ending December 31, 2003. Goldrock became registered as a broker-dealer on July 23, 2003 as a result of its joining the NASD and the NFA on that date. In addition, the firm has not commenced any securities activities as of this date.

Accordingly, Goldrock prefers to have incorporated into its December 31, 2003 audited financial statements, the period from the date of its membership in the NASD through December 31, 2004, in lieu of filing separate financial statements for the period ending December 31, 2003.

Thank you for your cooperation in this matter. Should you have any questions in this regard, please contact me directly.

Very truly yours,

Carl Goodman  
Managing Director

CG:ab  
GGR-MCGOWAN-SEC audit-ex

approved 7/24/03  
routine exam at end of June, no issues  
prelim reviews  
written startup expenses, legal fees only  
merging → being bought  
when they start out by Carter Fitzgerald  
will not of \$250,000  
they felt) Mark Volz  
Mini Firm stress net cap, no income, 2 partners

# IIMS

INTEGRATED  
MANAGEMENT  
SOLUTIONS

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E-Mail:

212-897-1698

cgoodman@intman.com

Date:

7/11, 2004

To:

THOMAS MC GOWAN

cc:

20V-942-9553

CC: Company:

RACHAEL GRAD

From:

Carl Goodman

Subject:

# of Pages:

(including this form)

Comments:

Attached are 2  
copies of the letter  
Please distribute one  
to each of the addressees

Please acknowledge the receipt of  
this fax.

**Important:** This message is intended only for the use of the individual or entity to which it is addressed and may contain information that is confidential. If the reader of this message is not the intended recipient, you are hereby notified that any copying or distribution of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and destroy this communication. Thank you.

Please call (212) 509-7800 or fax (212) 509-8347, if there are any problems receiving this transmission. Thank you.



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February 11, 2004

Thomas McGowan Esq.  
Securities and Exchange Commission

VIA FAX 202-942-9553

Re: Goldrock Group LLC

SEC File#: 8-65786

Dear Thomas:

In connection with our request for the audit exemption submitted on January 9, 2004, please be advised that Irvin Goldman ("Goldman"), the Managing Member of the Firm, has become affiliated with Cantor Fitzgerald Securities and certain of its broker-dealer subsidiaries (collectively, "Cantor Fitzgerald") and shall thus be dually registered with both Goldrock and Cantor Fitzgerald. It is Goldrock's intention for CFGGH, LLC, a Cantor affiliate and a Delaware Limited Liability Company, to acquire 100% of Goldrock. Mr. Goldman shall continue to be the Firm's designated General Securities Principal ("GSP") and will continue to manage the day-to-day business of the Firm. Messrs. Goldman, Wolf and Jonas' membership interests in Goldrock, which presently total 100% of the Firm's membership interests, shall be acquired by CFGGH, LLC. Upon approval of the change in ownership, Messrs. Wolf and Jonas will no longer have any affiliation with Goldrock.

A 1017 application was submitted to the NASD in November 2003 in connection with the proposed ownership changes outlined above. Goldrock and the NASD are in the process of finalizing such application. It is expected that Goldrock's application shall be completed by March 2004. Please note that the Firm has not commenced any business operations since it was approved as an NASD member.

Very truly yours,

Carl Goodman  
Managing Director  
CG:ab  
G00R-MCGOWAN-SEC 24011-02

CC: Rachael Grad- 202-942-9553



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February 11, 2004

Thomas McGowan Esq.  
Securities and Exchange Commission

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Re: Goldrock Group LLC

SEC File#: 8-65786

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Very truly yours,

A handwritten signature in cursive script that reads "Carl Goodman".

Carl Goodman  
Managing Director  
CG:ab

CGCR-MCGOWAN.SEC audit-xx

CC: Rachael Grad- 202-942-9553