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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

FACING PAGE

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

OMB APPROVAL
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REPORT FOR THE PERIOD BEGINNING 09/01/03 AND ENDING 08/31/04  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

CENATAR Advisory Group, L.L.C. (formerly API Investments, L.L.C.)

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

17026 Cypress Rosehill

(No. and Street)

Cypress

(City)

TX

(State)

PROCESSED

NOV 01 2004

THOMSON  
FINANCIAL

77429

(Zip Code)

OFFICIAL USE ONLY
FIRM ID. NO.

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

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

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

C F & Co., L.L.P.

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

14175 Proton Rd.

(Address)

Dallas

(City)

TX

(State)

75244

(Zip Code)

CHECK ONE:

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

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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).

SEC 1410 (3-91)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, Edward Wallace, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of CENATAR Advisory Group, L.L.C. as of August 31, 2004 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:

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



*Edward Wallace*

Signature

President

Title

*Elisabeth Fingerhut*  
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 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.
- (o) Independent auditor's report on internal control

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**CENATAR ADVISORY GROUP, L.L.C.**

REPORT PURSUANT TO RULE 17a-5(d)

FOR THE YEAR ENDED  
AUGUST 31, 2004

# CENATAR ADVISORY GROUP, L.L.C.

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**CF & Co., L.L.P.**  
CERTIFIED PUBLIC ACCOUNTANTS  
& CONSULTANTS

J. King Bourland, CPA  
Jeffrey L. Cheshier, CPA  
J. Thomas Connor, CPA

Kevin J. Harris, CPA  
Bret M. Robertson, CPA  
Jack W. Savage, Jr., CPA  
Jack D. Sprawls, CPA

INDEPENDENT AUDITOR'S REPORT

To the Member  
CENATAR Advisory Group, L.L.C.

We have audited the accompanying statement of financial condition of CENATAR Advisory Group, L.L.C. (formerly API Investments, L.L.C.) as of August 31, 2004, and the related statements of income, changes in member's equity, changes in liabilities subordinated to claims of general creditors, and cash flows 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 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 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 CENATAR Advisory Group, L.L.C. as of August 31, 2004, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was made 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 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.

*CF & Co. L.L.P.*

C F & Co., L.L.P.

Dallas, Texas  
October 15, 2004

CENATAR ADVISORY GROUP, L.L.C.  
Statement of Financial Condition  
August 31, 2004

**ASSETS**

Cash	\$ 10,980
Accounts receivable	<u>5,672</u>
	<u>\$ 16,652</u>

**LIABILITIES AND MEMBER'S EQUITY**

<b>Liabilities</b>	
Accounts payable	\$ <u>5,672</u>
<b>Member's equity</b>	
Total member's equity	<u>10,980</u>
	<u>\$ 16,652</u>

The accompanying notes are an integral part of these financial statements.  
Page 2

CENATAR ADVISORY GROUP, L.L.C.  
Statement of Income  
For the Year Ended August 31, 2004

**Revenues**

Advisory fees	\$ 30,000
Other revenue	<u>136</u>
	<u>30,136</u>

**Expenses**

Promotional expenses	225
Regulatory fees and expenses	3,965
Other expenses	<u>62,713</u>
	<u>66,903</u>

Loss before income taxes (36,767)

Income tax (expense) benefit -0-

Net loss \$ (36,767)

CENATAR ADVISORY GROUP, L.L.C.  
Statement of Changes in Member's Equity  
For the Year Ended August 31, 2004

Balance, at August 31, 2003	\$ 47,747
Net loss	<u>(36,767)</u>
Balance, at August 31, 2004	<u>\$ 10,980</u>

The accompanying notes are an integral part of these financial statements.  
Page 4

CENATAR ADVISORY GROUP, L.L.C.  
Statement of Changes in Liabilities Subordinated  
to Claims of General Creditors  
For the Year Ended August 31, 2004

Balance, at August 31, 2003	\$ -0-
Increases	-0-
Decreases	<u>-0-</u>
Balance, at August 31, 2004	<u>\$ -0-</u>

The accompanying notes are an integral part of these financial statements.  
Page 5

CENATAR ADVISORY GROUP, L.L.C.  
Statement of Cash Flows  
For the Year Ended August 31, 2004

<b>Cash flows from operating activities</b>	
Net loss	\$ (36,767)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:	
Change in assets and liabilities	
Increase in accounts receivable	(5,672)
Increase in accounts payable	<u>5,672</u>
Net cash provided (used) by operating activities	<u>(36,767)</u>
<b>Cash flows from investing activities</b>	
Net cash provided (used) by investing activities	<u>-0-</u>
<b>Cash flows from financing activities</b>	
Net cash provided (used) by financing activities	<u>-0-</u>
Net decrease in cash	(36,767)
Cash at beginning of year	<u>47,747</u>
Cash at end of year	<u>\$ 10,980</u>

**Supplemental schedule of cash flow information**

Cash paid during the year for:	
Interest	<u>\$ -0-</u>
Income taxes	<u>\$ -0-</u>

The accompanying notes are an integral part of these financial statements.  
Page 6

CENATAR ADVISORY GROUP, L.L.C.  
Notes to Financial Statements  
August 31, 2004

Note 1 - Summary of Significant Accounting Policies

CENATAR Advisory Group, L.L.C. (formerly API Investments, L.L.C.) (the "Company") operates as a broker-dealer in securities registered with the Securities and Exchange Commission (S.E.C.) under Rule 15c3-3(k)(2)(i). The Company was formed in December 1999 for the purpose of providing advisory services in connection with potential mergers and acquisitions. The Company became effective with the national Association of Securities Dealers, Inc. (N.A.S.D.) on September 12, 2001.

The Company operates as a Texas Limited Liability Company (L.L.C.) and has two members, one of which is Acquisition Partners, Inc. (the "Parent"). Its members have limited personal liability for the obligations or debts of the entity.

Substantially all of the Company's revenue is derived from advisory services performed for one client, Southwest Water Company.

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due. The provision for federal income taxes differs from the expected amount using statutory rates because certain expenses included in the determination of net income are non-deductible for tax reporting purposes.

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.

Note 2 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis. At August 31, 2004, the Company had net capital of approximately \$10,980 and net capital requirements of \$5,000. The Company's ratio of aggregate indebtedness to net capital was .52 to 1. The Securities and Exchange Commission permits a ratio of no greater than 15 to 1.

CENATAR ADVISORY GROUP, L.L.C.

Notes to Financial Statements

August 31, 2004

Note 3 - Possession or Control Requirements

The Company holds no customer funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of (SEC) Rule 15c3-3(k)(2)(i).

Note 4 - Income Taxes

The Company is a single member limited liability company and as such is consolidated for income tax purposes with its Parent. Income taxes are recorded using the separate company method to comply with FASB Statement 109. Any resulting provision or benefit for income taxes is recorded as a receivable from or payable to the Parent. The Company at August 31, 2004 has a net operating loss of approximately \$36,767 which will be carried forward to offset future taxable income. The net operating loss carryforward will expire in 2019. Deferred income tax assets are approximately \$5,515 and are fully offset by a valuation allowance of \$5,515.

Note 5 - Related Party Transactions

Pursuant to a services and facilities agreement effective October 1, 2001, the Parent provides the Company with personal property, support staff, and office space. The Parent incurs general and administrative expenses on behalf of the Company. For providing these services, the Parent is entitled to receive compensation from the Company on a monthly basis upon presentation of an invoice which includes an itemization of expenses being billed. This agreement is automatically renewed on a year-to-year basis unless terminated by written notice not less than 30 days prior to the expiration of an annual term. The Company paid the Parent \$56,373 during the year ended August 31, 2004 for services provided under the agreement. This amount is reflected in other expenses.

Supplementary Information  
Pursuant to Rule 17a-5 of the  
Securities Exchange Act of 1934  
As of August 31, 2004

## Schedule I

CENATAR ADVISORY GROUP, L.L.C.  
Computation of Net Capital Under Rule 15c3-1  
of the Securities and Exchange Commission  
As of August 31, 2004

### COMPUTATION OF NET CAPITAL

Total member's equity qualified for net capital	\$ 10,980
Add:	
Other deductions or allowable credits	<u>-0-</u>
Total capital and allowable subordinated liabilities	10,980
Deductions and/or charges	<u>-0-</u>
Net capital before haircuts on securities positions	10,980
Haircuts on securities (computed, where applicable, pursuant to rule 15c3-1(f))	<u>-0-</u>
Net capital	<u>\$ 10,980</u>

### AGGREGATE INDEBTEDNESS

Items included in the statement of financial condition:	
Accounts payable	<u>\$ 5,672</u>
Total aggregate indebtedness	<u>\$ 5,672</u>

**Schedule I (continued)**

CENATAR ADVISORY GROUP, L.L.C.  
Computation of Net Capital Under Rule 15c3-1  
of the Securities and Exchange Commission  
As of August 31, 2004

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

Minimum net capital required (6 2/3% of total aggregate indebtedness)	<u>\$ 378</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 5,000</u>
Net capital requirement (greater of above two minimum requirement amounts)	<u>\$ 5,000</u>
Net capital in excess of required minimum	<u>\$ 5,980</u>
Excess net capital at 1000%	<u>\$ 10,413</u>
Ratio: Aggregate indebtedness to net capital	<u>.52 to 1</u>

**RECONCILIATION WITH COMPANY'S COMPUTATION**

The following serves to reconcile differences in the computation of net capital under Rule 15c3-1 from the Company's computation:

Net capital, as reported in the Company's Part IIA (Unaudited )Focus Report	\$ 12,153
Increase in accounts payable	<u>(1,173)</u>
Net capital per audited report	<u>\$ 10,980</u>

**Schedule II**

CENATAR ADVISORY GROUP, L.L.C.  
Computation for Determination of Reserve Requirements Under  
Rule 15c3-3 of the Securities and Exchange Commission  
As of August 31, 2004

**EXEMPTIVE PROVISIONS**

The Company has claimed an exemption from Rule 15c3-3 under Section (k)(2)(i).

Independent Auditor's Report

On Internal Control

Required By SEC Rule 17a-5

For the Year Ended

August 31, 2004



**CF & Co., L.L.P.**

CERTIFIED PUBLIC ACCOUNTANTS  
& CONSULTANTS

J. King Bourland, CPA  
Jeffrey L. Cheshier, CPA  
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Jack W. Savage, Jr., CPA  
Jack D. Sprawls, CPA

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL  
CONTROL REQUIRED BY SEC RULE 17a-5**

To the Member  
CENATAR Advisory Group, L.L.C.

In planning and performing our audit of the financial statements and supplemental schedules of CENATAR Advisory Group, L.L.C. (formerly API Investments, L.L.C.) (the "Company"), for the year ended August 31, 2004, we considered its internal control, including procedures 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 internal control.

Also, as required by rule 17a-5(g)(1) of the Securities 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 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 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 internal control policies and procedures 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 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 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 elements 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 procedures 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 August 31, 2004, to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc., and other regulatory agencies that 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.



C F & Co., L.L.P.

Dallas, Texas  
October 15, 2004