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

SEC FILE NUMBER
8. 21836

**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 01/01/04 AND ENDING 12/31/04  
MM/DD/YYYY MM/DD/YY

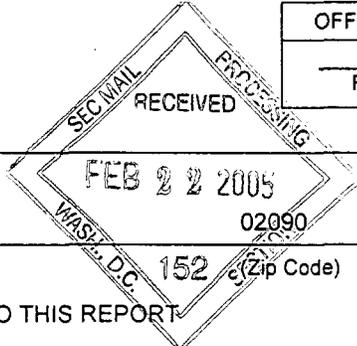
**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: MHA Financial Corporation

ADDRESS OF PRINCIPLE PLACE OF BUSINESS: (Do not use P.O. Box No.)  
4 Pheasant Hill Street

Westwood MA 02090  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
C. William Hoilman 781-769-8066  
(Area Code - Telephone Number)



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FIRM I.D. NO.

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Larry D. Liberfarb, P.C.

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

11 Vanderbilt Avenue Norwood MA 02062  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

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THOMSON FINANCIAL

PROCESSED  
MAR 11 2005  
THOMSON FINANCIAL

\*Claims for exemption from the requirements 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 240.17-a-8(e)(2)

SEC 1410 (05-01) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

OATH OR AFFIRMATION

I, C. William Hoilman, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MHA Financial Corporation, as of December 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principle officer or director has any proprietary interest in any account classified solely as that of A customer, except as follows:

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

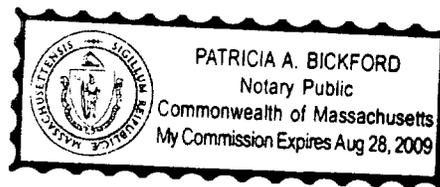
*C. William Hoilman*

Signature

President

Title

*Patricia A. Bickford*  
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 15c2-3.
- (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).

**MHA FINANCIAL CORPORATION**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2004**

# LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

## Independent Auditor's Report

To the Board of Directors of  
MHA Financial Corporation  
Westwood, MA

We have audited the accompanying statement of financial condition of MHA Financial Corporation as of December 31, 2004, and the related statements of income, changes in stockholder's equity, 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 MHA Financial Corporation as of December 31, 2004, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

  
Norwood, Massachusetts  
January 17, 2005

MHA FINANCIAL CORPORATION

STATEMENT OF FINANCIAL CONDITION

December 31, 2004

ASSETS

Cash	\$ 166,120
Receivable from broker-dealers and clearing organizations	75,565
Securities owned, at market	76,350
Other assets	<u>72,031</u>
	<u>\$ 390,066</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities:

Securities sold, not yet purchased, at market value	\$ 7,182
Accounts payable, accrued expenses and other liabilities	<u>24,703</u>
	<u>31,885</u>

Stockholder's equity:

Common stock, no par value, authorized 12,500 shares, 140 shares issued and outstanding	7,000
Additional paid-in capital	55,000
Unrealized gain (loss) on securities available for sale	(10,145)
Retained earnings	<u>306,326</u>
Total stockholder's equity	<u>358,181</u>

\$ 390,066

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

MHA FINANCIAL CORPORATION

STATEMENT OF INCOME

For the Year Ended December 31, 2004

Revenues:

Commissions	\$ 468,067
Principal transactions	(5,022)
Interest and dividends	<u>3,405</u>
	<u>466,450</u>

Expenses:

Employee compensation and benefits	50,991
Communications and data processing	9,521
Occupancy	21,110
Other expenses	<u>364,907</u>
	<u>446,529</u>

Net income 19,921

Other comprehensive income (loss)

Unrealized gain	<u>4,875</u>
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Comprehensive income \$ 24,796

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

MIHA FINANCIAL CORPORATION

STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

For the Year Ended December 31, 2004

	Common Stock	Additional Paid-In Capital	Unrealized Gain (Loss) on Securities Available For Sale	Retained Earnings	Total
Balance at January 1, 2004	\$ 7,000	\$ 55,000	\$ (15,020)	\$ 286,405	\$ 333,385
Net income				19,921	19,921
Change in unrealized gain(loss) on investments available for sale			4,875		4,875
Balance at December 31, 2004	<u>\$ 7,000</u>	<u>\$ 55,000</u>	<u>\$ (10,145)</u>	<u>\$ 306,326</u>	<u>\$ 358,181</u>

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

MHA FINANCIAL CORPORATION

STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2004

Cash Flows From Operating Activities:

Net income	\$ 19,921
Adjustments to reconcile net income to net cash used by operating activities:	
Increase in receivable from broker-dealers and clearing organizations	(5,124)
Decrease in securities owned	5,025
Increase in other assets	(69,772)
Increase in securities sold, not yet purchased	7,182
Increase in accounts payable, and accrued expenses	<u>4,253</u>

Net cash used in operating activities (38,515)

Cash Flows From Investing Activities

None -

Cash Flows From Financing Activities

None -

Decrease in cash (38,515)

Cash at beginning of the year 204,635

Cash at end of the year \$ 166,120

Supplemental cash flow disclosures:

Interest payments	\$ 0
Income tax payments	\$ 456

**MHA FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2004**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Organization and Nature of Business

The Company is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD).

Securities Transactions

Customers' securities transactions are recorded on a settlement date basis. The related commission income and expenses are also recorded on the settlement date basis.

Marketable Securities

Marketable securities are valued at market, cost is determined on the specific identification, method; realized and unrealized gains and losses for trading securities are reflected in revenue. At December 31, 2004 there was a realized loss of \$5,025.

Marketable securities classified as available for sale had an unrealized gain of \$4,875. This gain was reflected as a component of other comprehensive income.

Income Taxes

The Company operates as an S Corporation. As such, the Corporation's income or loss and credits are passed through to the stockholder, and reported on his individual income tax returns.

Statement of Cash Flows

For purposes of the Statement of Cash Flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days, that are not held for sale in the ordinary course of business.

Use of Estimates

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 amounts reported in these financial statements and accompanying notes. Actual results could differ from these estimates.

**MHA FINANCIAL CORPORATION**

**NOTES TO FINANCIAL STATEMENTS, CONTINUED**

**DECEMBER 31, 2004**

**NOTE 2 - NET CAPITAL**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c-3-1), 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. At December 31, 2004 the Company had net capital of \$256,609 which was \$206,609 in excess of its required net capital of \$50,000. The Company's net capital ratio was .12 to 1.

**NOTE 3 - RELATED PARTY TRANSACTIONS**

The Company rents office space and equipment from its sole shareholder. The rent charged was \$30,000 for the fiscal year ending December 31, 2004. At December 31, 2004 the Company did not owe any monies to the related party. Because this is a related entity operating results could vary significantly from those that would be obtained if this entity was autonomous.

**NOTE 4 - CONCENTRATIONS OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities whose counterparties include the general public. In the event counterparties do not fulfill their obligations the Company may be exposed to risk. The risk of default depends on the credit worthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty with which it conducts business.

The Company maintains cash in bank accounts in excess of the established limit insured by the Federal Deposit Insurance Corporation (FDIC).

**NOTE 5 - EMPLOYEE BENEFITS**

The Company has a SARSEP plan for all employees. Employees at their discretion may contribute up to 25% of their compensation to the plan.

**MHA FINANCIAL CORPORATION**

**SUPPLEMENTARY SCHEDULES**

**DECEMBER 31, 2004**

LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

**Independent Auditor's Report on  
Supplementary Information Required by Rule 17a-5 of the  
Securities and Exchange Commission**

To the Board of Directors of  
MHA Financial Corporation  
Westwood, MA

We have audited the accompanying financial statements of MHA Financial Corporation for the year ended December 31, 2004, and have issued our report thereon dated January 17, 2005. 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 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 of the Securities and Exchange Commission. 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.

  
Norwood, Massachusetts  
January 17, 2005

SCHEDULE I

MHA FINANCIAL CORPORATION

COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL  
PURSUANT TO RULE 15c3-1

DECEMBER 31, 2004

AGGREGATE INDEBTEDNESS:

Accounts payable and accrued expenses	\$ 24,703
Securities sold not yet purchased	<u>7,182</u>
	<u>\$ 31,885</u>

NET CAPITAL:

Common stock	\$ 7,000
Additional paid-in capital	55,000
Retained earnings	<u>296,181</u>
	\$ 358,181

ADJUSTMENTS TO NET CAPITAL:

Other assets	(72,031)
12 b-1 fees	(2,916)
Haircuts	<u>(26,625)</u>
Net Capital, as defined	<u>\$ 256,609</u>

NET CAPITAL REQUIREMENT \$ 50,000

NET CAPITAL IN EXCESS OF REQUIRMENT \$ 206,609

RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL 12.43%

Reconciliation with Company's computation of net capital:

Net capital as reported in Company's Part IIA (unaudited)	
FOCUS Report	\$ 276,664
Net audit adjustments	(1)
Increase in non-allowables and haircuts	<u>(20,054)</u>
Net capital per above	<u>\$ 256,609</u>

**SCHEDULE II**

**MHA FINANCIAL CORPORATION**

**COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS FOR BROKER/DEALERS UNDER  
RULE 15c3-3 OF THE SECURITIES EXCHANGE ACT OF 1934**

**DECEMBER 31, 2004**

MHA Financial Corporation is exempt from the reserve requirements of Rule 15c3-3 as its transactions are limited, such that they do not handle customer funds or securities, accordingly, the computation for determination of reserve requirements pursuant to Rule 15c3-3 and information relating to the possession or control requirement pursuant to Rule 15c3-3 are not applicable.

# LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

## **Independent Auditors' Report on Internal Control Required by SEC Rule 17a-5**

To The Board of Directors of  
MHA Financial Corporation

In planning and performing our audit of the financial statements of MHA Financial Corporation (the Company), for the year ended December 31, 2004, 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 compliance with such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g). Because the Company does not carry security accounts for customers or perform custodial functions relating to customers securities, we did not review the practices and procedures followed by the company in any of the following:

1. Making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and the reserve required by rule 15c3-3(e).
2. Making quarterly securities examinations, counts, verifications and comparisons, and the 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
4. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by rule 15c3-3.

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 or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity 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, 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 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 internal control, including control activities for safeguarding securities, that we consider to be material weakness 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 the Company's practices and procedures were adequate at December 31, 2004, to meet the SEC's objectives.

This report is intended solely for the information and use of the partners, 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 is not intended to be and should not be used by anyone other than these specified parties.

  
Larry D. Liberfarb, P.C.  
Norwood, Massachusetts  
January 17, 2005