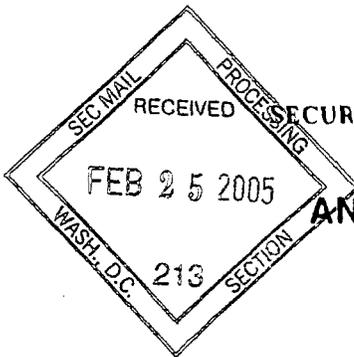


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Washington, D.C. 20549

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

SEC FILE NUMBER  
8-52350

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/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Manchester Financial Group, LLC

OFFICIAL USE ONLY  
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
4700 IDS Center, 80 South 8th Street

Minneapolis (No. and Street) MN 55402  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Alan R. Thometz 612-436-2813  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Virchow, Krause & Company, LLP

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

7900 Xerxes Avenue South, Suite 2400, Bloomington, MN 55431  
(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 15 2005  
MANCHESTER 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)

SEC 1410 (06-02)

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.

Handwritten initials/signature

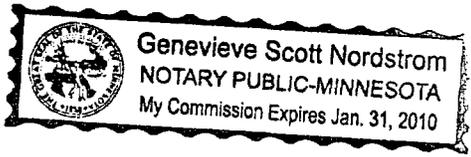
OATH OR AFFIRMATION

I, Alan R. Thometz, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Manchester Financial Group, LLC, as of December 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:

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

*Alan R. Thometz*  
Signature  
*Chief Managing Officer*  
Title

*Genevieve Scott Nordstrom*  
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~~ Cash Flows
- (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).

**MANCHESTER FINANCIAL GROUP, LLC**

Minneapolis, Minnesota

December 31, 2004 and 2003

**FINANCIAL STATEMENTS**

Including Independent Auditors' Report

# MANCHESTER FINANCIAL GROUP, LLC

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**Virchow Krause  
& company**

INDEPENDENT AUDITORS' REPORT

Board of Governors  
Manchester Financial Group, LLC  
Minneapolis, Minnesota

We have audited the accompanying statements of financial condition of Manchester Financial Group, LLC as of December 31, 2004 and 2003, and the related statements of operations, member's 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 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 Manchester Financial Group, LLC as of December 31, 2004 and 2003, 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.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information contained in the schedule presented on page 8 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.

*Virchow, Krause & Company, LLP*

Minneapolis, Minnesota  
February 1, 2005

# MANCHESTER FINANCIAL GROUP, LLC

## STATEMENTS OF FINANCIAL CONDITION December 31, 2004 and 2003

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	<b>ASSETS</b>	<u>2004</u>	<u>2003</u>
CASH		\$ 103,558	\$ 75,612
ACCOUNTS RECEIVABLE		5,608	33,508
PREPAID EXPENSES		101,709	-
OTHER ASSETS		5,299	-
GOODWILL		<u>29,739</u>	<u>29,739</u>
<b>TOTAL ASSETS</b>		<u>\$ 245,913</u>	<u>\$ 138,859</u>
	<b>LIABILITIES AND MEMBER'S EQUITY</b>		
<b>LIABILITIES</b>			
Accounts payable and accrued expenses		<u>\$ 1,365</u>	<u>\$ 54,938</u>
Total Liabilities		1,365	54,938
<b>MEMBER'S EQUITY</b>		<u>244,548</u>	<u>83,921</u>
<b>TOTAL LIABILITIES AND MEMBER'S EQUITY</b>		<u>\$ 245,913</u>	<u>\$ 138,859</u>

See accompanying notes to financial statements.

# MANCHESTER FINANCIAL GROUP, LLC

## STATEMENTS OF OPERATIONS Years Ended December 31, 2004 and 2003

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	<u>2004</u>	<u>2003</u>
REVENUES	\$ 672,613	\$ 486,500
EXPENSES	<u>404,287</u>	<u>129,723</u>
NET INCOME	<u>\$ 268,326</u>	<u>\$ 356,777</u>

See accompanying notes to financial statements.

# MANCHESTER FINANCIAL GROUP, LLC

## STATEMENTS OF MEMBER'S EQUITY Years Ended December 31, 2004 and 2003

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BALANCES, December 31, 2002	\$ 44,051
Capital contributed	12,000
Distributions	(328,907)
2003 net income	<u>356,777</u>
BALANCE, December 31, 2003	83,921
Distributions	(107,699)
2004 net income	<u>268,326</u>
BALANCE, December 31, 2004	<u>\$ 244,548</u>

See accompanying notes to financial statements.

# MANCHESTER FINANCIAL GROUP, LLC

## STATEMENTS OF CASH FLOWS Years Ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 268,326	\$ 356,777
Adjustments to reconcile net income to net cash flows from operating activities		
Changes in operating assets and liabilities		
Accounts receivable	27,900	(33,508)
Prepaid expenses	(101,709)	-
Other assets	(5,299)	-
Accounts payable and accrued expenses	(53,573)	52,625
Net Cash Flows from Operating Activities	<u>135,645</u>	<u>375,894</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Capital contributed	-	12,000
Distributions	(107,699)	(328,907)
Net Cash Flows from Financing Activities	<u>(107,699)</u>	<u>(316,907)</u>
<b>Net Change in Cash</b>	27,946	58,987
CASH - Beginning of Year	<u>75,612</u>	<u>16,625</u>
<b>CASH - END OF YEAR</b>	<u>\$ 103,558</u>	<u>\$ 75,612</u>

See accompanying notes to financial statements.

# MANCHESTER FINANCIAL GROUP, LLC

## NOTES TO FINANCIAL STATEMENTS December 31, 2004 and 2003

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### NOTE 1 - Summary of Significant Accounting Policies

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#### *Nature of Operations*

On April 12, 2002, Manchester Companies, Inc. (MCI) purchased 100 percent of the membership interests of Sirius Capital, LLC and changed the name to Manchester Financial Group, LLC (the Company). The Company is a limited liability company.

The Company was organized for the purpose of being registered with the Securities and Exchange Commission (SEC) and joining the National Association of Securities Dealers (NASD) as a broker/dealer. The Company is engaged in mergers and acquisitions, capital raising activities and financial advisory services in the upper Midwest.

#### *Revenue Recognition*

Revenues resulting from consulting fees are recognized in the period the services are provided. The Company also recognizes fees called success fees. These fees are recognized upon closing a deal.

#### *Accounts Receivable*

Accounts receivable are unsecured and do not accrue interest. No allowance for doubtful accounts was considered necessary at December 31, 2004 and 2003.

#### *Goodwill*

Goodwill is recorded at cost and is not being amortized, but is subject to annual impairment tests. The Company performed the required goodwill impairment tests and determined an impairment charge was not required at December 31, 2004 and 2003.

#### *Income Taxes*

The Company is a sole member limited liability company and, therefore, is not taxed as a separate entity; rather the income or loss is included in the sole member's income tax returns. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

#### *Management 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 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.

# MANCHESTER FINANCIAL GROUP, LLC

## NOTES TO FINANCIAL STATEMENTS December 31, 2004 and 2003

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### **NOTE 2 - Related Party Transactions**

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In December 2003, the Company amended a previous expense sharing agreement with MCI. MCI pays all expenses and then invoices the Company for their share. These expenses include, but are not limited to, rent, professional and administrative services, payroll and supplies. The Company owed MCI \$- and \$41,813 at December 31, 2004 and 2003. The Company had prepaid expenses to MCI of \$101,709 and \$- at December 31, 2004 and 2003.

The Company had revenues from a related party of \$50,000 and \$30,000 for the years ended December 31, 2004 and 2003.

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### **NOTE 3 - Net Capital Requirement**

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The Company is subject to the Securities and Exchange Commission's Uniform Net Capital 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. At December 31, 2004, the Company had net capital of \$102,193 as defined by Rule 15c3-1, which was \$97,193 in excess of its required net capital of \$5,000. The Company's net capital ratio was 0.01 to 1 at December 31, 2004.

No material differences exist between the net capital calculated above and the net capital computed and reported in the Company's December 31, 2004 amended FOCUS filing. Per Rule 15c3-3 of the Securities and Exchange Commission Uniform Net Capital Rule, the Company is exempt under the (k)(2)(i) exemption.

## MANCHESTER FINANCIAL GROUP, LLC

### COMPUTATION OF NET CAPITAL AND AGGREGATE INDEBTEDNESS UNDER RULE 15C3-1 OF THE SECURITIES AND EXCHANGE COMMISSION As of December 31, 2004

#### COMPUTATION OF NET CAPITAL

Total member's equity		\$	244,548
Deductions and/or charges:			
Non-allowable assets:			
Accounts receivable	\$	5,608	-
Other assets		<u>136,747</u>	<u>142,355</u>
Net capital before haircuts on securities owned			102,193
Haircuts on corporate securities			<u>-</u>
Net capital		\$	<u>102,193</u>

#### COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities from statement of financial condition	\$	<u>1,365</u>
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#### COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital requirement	\$	<u>5,000</u>
Excess net capital at 1,500 percent	\$	<u>97,193</u>
Excess net capital at 1,000 percent	\$	<u>102,056</u>
Ratio: Aggregate indebtedness to net capital		<u>.01 to 1</u>

#### RECONCILIATION WITH COMPANY'S COMPUTATION

Net capital as reported in Company's Part II			
Amended FOCUS report, Form X-17a-5 as of December 31, 2004	\$	102,192	
Net rounding adjustment		<u>1</u>	
Net capital per above	\$	<u>102,193</u>	



## INDEPENDENT AUDITORS' SUPPLEMENTARY REPORT ON INTERNAL ACCOUNTING CONTROL

Board of Governors  
Manchester Financial Group, LLC  
Minneapolis, Minnesota

In planning and performing our audit of the financial statements and supplemental schedule of Manchester Financial Group, LLC (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 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 (or aggregate debits) 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 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 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 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 December 31, 2004, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Governors, management, the SEC, and other regulatory agencies which 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.

*Vuechow, Krause & Company, LLP*

Minneapolis, Minnesota  
February 1, 2005