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ANNUAL
FORM X-17A-5
PART III

SEC FILE NUMBER
8-47081

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:

CoView Capital, Inc.

OFFICIAL USE ONLY
FIRM ID. NO.

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

780 Third Avenue - Suite 3104

(No. and Street)

New York
(City)

NY
(State)

10017
(Zip Code)

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

Keith Moh

(212) 750-0011

(Area Code — Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Eisner LLP

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

750 Third Avenue

New York

NY

10017

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED
MAR 17 2005

FOR OFFICIAL USE ONLY THOMSON FINANCIAL

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

3/16/05
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OATH OR AFFIRMATION

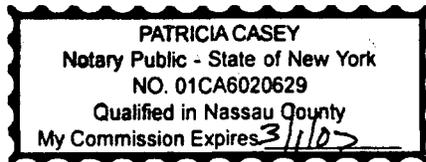
I, Keith Moh, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of CoView Capital, Inc., as of December 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Keith Moh
Signature

Chief Financial Officer

Title

Patricia Casey
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.

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

COVIEW CAPITAL, INC.
FINANCIAL STATEMENTS
DECEMBER 31, 2004
(with supplementary information)

INDEPENDENT AUDITORS' REPORT

To the Stockholder of
CoView Capital, Inc.
New York, New York

We have audited the accompanying statement of financial condition of CoView Capital, Inc. as of December 31, 2004, and the related statements of operations, changes in stockholder'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 enumerated above present fairly, in all material respects, the financial position of CoView Capital, Inc. as of December 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 conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on page 9 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.

EISNER LLP

New York, New York
January 31, 2005

COVIEW CAPITAL, INC.

Statement of Financial Condition December 31, 2004

ASSETS

Cash and cash equivalents	\$ 66,079
Certificate of deposit	13,334
Investments in nonmarketable securities, at fair value (cost \$46,500)	21,500
Investments in marketable securities, at market value (cost \$12,112)	4,890
Receivable from lawsuit settlement	165,000
Office furniture and equipment, net of accumulated depreciation of \$83,223	7,298
Other assets	<u>35,233</u>
	<u>\$ 313,334</u>

LIABILITIES

Accrued expenses	\$ <u>26,564</u>
Liability subordinated to claims of general creditors	<u>100,000</u>

Commitment

STOCKHOLDER'S EQUITY

Common stock, \$.01 par value; authorized, 1,000 shares; issued and outstanding, 100 shares	1
Additional paid-in capital	568,499
Accumulated deficit	<u>(381,730)</u>
	<u>186,770</u>
	<u>\$ 313,334</u>

COVIEW CAPITAL, INC.

**Statement of Operations
Year Ended December 31, 2004**

Revenues:

Consulting and advisory fee income	\$ 312,593
Interest income	446
Unrealized depreciation on investments	(30,270)
Litigation settlement	<u>200,000</u>
	<u>482,769</u>

Expenses:

Compensation and other benefits	188,192
Occupancy expenses	131,889
Other operating expenses	59,718
Travel and associated expenses	17,116
Professional fees	130,943
Quotation fees	18,901
Registration fees	<u>3,136</u>
	<u>549,895</u>

Net loss \$ (67,126)

COVIEW CAPITAL, INC.

Statement of Changes in Stockholder's Equity

	<u>Total</u>	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>
Balance - January 1, 2004	\$ 253,896	\$ 1	\$ 568,499	\$ (314,604)
Net loss	<u>(67,126)</u>	<u> </u>	<u> </u>	<u>(67,126)</u>
Balance - December 31, 2004	<u>\$ 186,770</u>	<u>\$ 1</u>	<u>\$ 568,499</u>	<u>\$ (381,730)</u>

COVIEW CAPITAL, INC.

**Statement of Changes in Liabilities Subordinated to Claims of General Creditors
Year Ended December 31, 2004**

Subordinated liability at January 1, 2004	\$ 0
Borrowing under subordination agreement	<u>100,000</u>
Subordinated liability at December 31, 2004	<u>\$ 100,000</u>

COVIEW CAPITAL, INC.

**Statement of Cash Flows
Year Ended December 31, 2004**

Cash flows from operating activities:

Net loss	\$ (67,126)
Adjustments to reconcile net loss to net cash used in operating activities:	
Unrealized depreciation on investments	30,270
Depreciation and amortization	6,289
Changes in:	
Receivable from lawsuit settlement	(165,000)
Other assets	(5,582)
Accrued expenses	<u>(797)</u>
Net cash used in operating activities	<u>(201,946)</u>

Cash flows from investing activities:

Purchase of certificate of deposit	<u>(112)</u>
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Cash flows from financing activities:

Proceeds from subordinated loan	<u>100,000</u>
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Net decrease in cash and cash equivalents (102,058)
Cash and cash equivalents at beginning of year 168,137

Cash and cash equivalents at end of year \$ 66,079

COVIEW CAPITAL, INC.

Notes to Financial Statements December 31, 2004

NOTE A - THE COMPANY

CoView Capital, Inc. (the "Company") is a member of the National Association of Securities Dealers, Inc. and provides investment banking services primarily in the areas of mergers and acquisitions and private placements.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

[1] Cash and cash equivalents:

The Company considers money market fund accounts to be cash equivalents for purposes of the statement of cash flows.

[2] Depreciation and amortization:

Office furniture and equipment are depreciated on a straight-line basis over their estimated useful lives, which are principally five years.

[3] Consulting fee income and revenue recognition:

Consulting fee income represents amounts received by the Company in connection with a variety of advisory services: merger and acquisition advice, structuring of sales, private placements, valuation services, fairness opinions, and other related investment banking services. In connection with certain activities, the Company receives retainer fees for services to be provided. Such retainers are treated as revenue upon completion of due diligence and the descriptive memorandum. Revenue from advisory activities is generally recognized when performance is completed.

[4] 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 in determining 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. Such estimation includes valuation of nonmarketable securities. These estimates may be adjusted as more current information becomes available.

[5] Valuation of securities:

The Company values its nonmarketable investments at fair value. Fair value is defined as the amount which the Company would expect to realize upon an orderly disposition of the investments. In determining fair value, management may take into consideration cost, valuations of comparable publicly traded companies, market conditions, underlying collateral, financial data and projections of the issuer. There can be no assurance that the fair value of the instruments will be fully realized upon their ultimate disposition.

Marketable equity securities are recorded at their market value. Unrealized gains and losses on securities are recognized currently in income.

NOTE C - INCOME TAXES

The Company is an S corporation for federal and state corporate tax purposes, and, as such, the stockholder is individually liable for federal and state income tax payments. The Company is subject to a New York State surcharge tax and a New York City general corporate tax. At December 31, 2004, the Company has a deferred tax benefit of \$15,000 which relates primarily to the net operating loss carryforwards. The Company's deferred tax asset has been fully reserved by a valuation allowance since realization of its benefit is uncertain.

COVIEW CAPITAL, INC.

Notes to Financial Statements December 31, 2004

NOTE D - NET CAPITAL REQUIREMENT

As a registered broker-dealer and member of the National Association of Securities Dealers, Inc., the Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule 15c-3-1, which requires that the Company maintain minimum net capital, as defined, of one-fifteenth of aggregate indebtedness or \$5,000, whichever is greater. Net capital and aggregate indebtedness change from day to day, but as of December 31, 2004, the Company had net capital of \$56,483, which exceeded the minimum net capital requirement of \$5,000 by approximately \$51,483. The Company's net capital ratio was .47 to 1.

NOTE E - LEASE COMMITMENT

The Company is obligated under leases for equipment and office space, which expire in November 2005. The lease for office space requires payment for certain expenses and escalations in addition to the minimum annual rentals. The Company is obligated for minimum rental payments under operating lease arrangements for office space as follows:

Year Ending
December 31,

2005

\$ 112,035

Rent expense was approximately \$132,000 for the year ended December 31, 2004.

NOTE F - PROFIT SHARING PLAN

The Company maintains a profit sharing plan for eligible employees. The Company, at its discretion, may contribute up to 3% of an employee's salary, up to a maximum of \$5,100 per employee. For the year ended December 31, 2004, there was no contribution by the Company.

NOTE G - SUBORDINATED LOAN

The subordinated liability at December 31, 2004 consists of an interest-free borrowing under a subordination agreement in the amount of \$100,000 and due on December 31, 2007.

The subordinated borrowing has been approved by the NASD and is available in computing net capital under the Uniform Net Capital Rule of the SEC. To the extent that such borrowing is required for the Company's continued compliance with minimum net capital requirements, it may not be repaid.

NOTE H - LITIGATION SETTLEMENT

Litigation settlement revenue of \$200,000 represents a settlement of a fee dispute with a client which arose in prior years. In November 2004 and January 2005, the Company received \$35,000 and \$55,000, respectively. The balance of \$110,000 is due in two installments of \$55,000 each in February 2005 and March 2005, respectively.

SUPPLEMENTARY INFORMATION

COVIEW CAPITAL, INC.**Schedule of Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission
December 31, 2004**

Total stockholder's equity from statement of financial condition	\$ 186,770
Liability subordinated to claims of general creditors allowable in computation of net capital	<u>100,000</u>
	<u>286,770</u>
Non-allowable assets:	
Investments in nonmarketable securities	21,500
Receivable from lawsuit settlement	165,000
Office furniture and equipment	7,298
Other assets	<u>35,233</u>
Total non-allowable assets	<u>229,031</u>
Net capital before haircuts	57,739
Haircuts on investments	<u>1,256</u>
Net capital	<u>\$ 56,483</u>
Net capital requirements:	
Aggregate indebtedness	<u>\$ 26,564</u>
Minimum net capital required (greater of 6 2/3% of aggregate indebtedness or \$5,000)	<u>\$ 5,000</u>
Excess net capital	<u>\$ 51,483</u>
Ratio: Aggregate indebtedness to net capital	<u>.47 to 1</u>
Reconciliation with Company's computation (included in Part II of Form X-17A-5 of December 31, 2004):	
Net capital, as reported in Company's Part II (unaudited)	\$ 50,262
Difference - Adjustments to haircuts on securities	189
Adjustment to value of marketable securities	(168)
Adjustment to accrued expenses	<u>6,200</u>
Net capital per above	<u>\$ 56,483</u>

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5 FOR A BROKER-DEALER CLAIMING AN EXEMPTION FROM SEC RULE 15c3-3

To the Stockholder of
CoView Capital, Inc.
New York, New York

In planning and performing our audit of the financial statements and supplemental schedule of CoView Capital, Inc. (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 and 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 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, error 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.

Eisner

Our consideration of the 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 error 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 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.

Our opinion regarding the adequacy of the Company's practices and procedures as stated in the preceding paragraph recognizes that it is not practicable in a company the size of CoView Capital, Inc. to achieve all the divisions of duties and cross-checks generally included in a system of internal control, and alternatively, greater reliance must be placed on surveillance by management.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, 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 by anyone other than these specified parties.

Eisner LLP

New York, New York
January 31, 2005