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

SEC FILE NUMBER  
8- 52447

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 01-01-2004 AND ENDING 12-31-2004  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: LIATI CAPITAL, LLC

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

17 State Street, 3rd Floor  
(No. and Street)  
New York, NY 10004  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Michael W. Geffrard (212) 269-0003  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Mahmood, Mohammad A.  
(Name - if individual, state last, first, middle name)  
1170 Broadway, #806 New York, NY 10001  
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED

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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 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.

A

VF 3-28-05

OATH OR AFFIRMATION

I, Michael W. Geffrard, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Liati Capital, 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:

SUBSCRIBED AND SWORN TO BEFORE ME

THIS 2nd DAY OF MARCH 2005

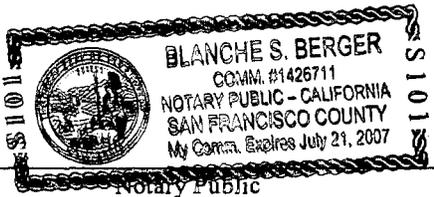
BY MICHAEL W. GEFFRARD

Blanche S. Berger  
NOTARY PUBLIC

Michael W. Geffrard  
Signature

President & CEO

Title



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 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).

# A. Mahmood, CPA, PC

*Public Accountant*

New York, NY 10001

Tel. (212) 684-1040

Fax (212) 684-6780

WWW.Consultax.net

A. Mahmood, FCA, CPA\*  
used in NY

BEST AVAILABLE COPY

To The Member of  
Liati Capital, LLC

I have examined the financial statements of Liati Capital, LLC for the year ended December 31, 2004, and have issued my report thereon dated February 28, 2005. As part of my examination, I made a study and evaluation of the Company's system of internal accounting control to the extent I considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of my study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing, and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

Also, as required by rule 17a-5 (g)(1) of the Securities and Exchange Commission, I have made a study of the practices and procedures (including tests of compliance with such practice and procedures) followed by Liati Capital, LLC that I considered relevant to the objectives stated in rule 17a-5(g)(1) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provision of rule 15c3-3.

The management of the company is responsible for establishing and maintaining a system of internal accounting 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 control 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 Commission's above-mentioned objectives. The objectives of a system 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 generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitation in any internal accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and that they may become inadequate because of changes in conditions or that the degree of compliance with them may deteriorate.

My study and evaluation made for the limited purpose described in the first paragraph would not necessarily disclose all material weakness in the system. Accordingly, I do not express an opinion on the system of internal accounting control of Liati Capital, LLC taken as a whole. However, my study and evaluation disclosed no condition that I believed to be a material weakness.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the commission to be adequate for its purpose 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2004, to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission and the National Association of Securities Dealers and should not be used for any other purpose.

New York, NY  
February 28, 2005

A handwritten signature in black ink, appearing to read "M. A. Mahmood". The signature is fluid and cursive, with a large initial "M" and a distinct "A." followed by "Mahmood".

**MM** M. A. Mahmood, CPA, PC  
*Certified Public Accountant*



# M. A. Mahmood, CPA, PC

*Certified Public Accountant*

1170 Broadway, Suite #806, New York, NY 10001

Tel. (212) 684-1040  
Fax (212) 684-6780  
WWW.Consultax.net

Mohammad A. Mahmood, FCA, CPA\*  
\* Licensed in NY

To The Member of  
Liati Capital, LLC

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

I have audited the accompanying balance sheet of Liati Capital, LLC as of December 31, 2004 and the related statements of income, changes in partner's capital and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Liati Capital, LLC as of December 31, 2004 in conformity with generally accepted accounting principles.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on pages six and seven 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 & Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

New York, NY  
February 28, 2005

Liati Capital, LLC  
Balance Sheet  
As of December 31, 2004

**ASSETS**

**CURRENT ASSETS:**

Cash at bank	8,906
Due from Affiliates	1,500
<b>Total Current Assets</b>	<u>10,406</u>

**OTHER ASSETS:**

Organization cost - net of amortization	550
<b>Total Other Assets</b>	<u>550</u>

<b>TOTAL ASSETS</b>	<u><u>10,956</u></u>
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**LIABILITIES & MEMBER'S EQUITY**

**CURRENT LIABILITIES:**

Accrued expenses	1,493
<b>Total Current Liabilities</b>	<u>1,493</u>

**MEMBER'S EQUITY:**

Member's capital	9,463
<b>Total Member's Equity</b>	<u>10,956</u>

<b>TOTAL LIABILITIES &amp; MEMBER'S EQUITY</b>	<u><u>10,956</u></u>
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The accompanying notes are an integral part of these financial statements.

(1)

 M. A. Mahmood, CPA, PC  
*Certified Public Accountant*

LIATI CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004

1. SIGNIFICANT ACCOUNTING POLICIES

The Company derives its revenues from advisory and other consulting fees in connection with the private placement of limited partnership interests in general partnerships.

2. THE COMPANY

The Company was formed in New York in February, 1998. The Company provides financial advisory and consulting services primarily related to the private placement of limited partnership interests in general partnerships. Registration as a broker-dealer under the Securities Exchange Act of 1934 was effective January 2001. The Company is a limited liability company

The company operates under an expense sharing agreement with its parent Liati Group, LLC, A New York Limited Liability Company. The expense sharing provides for Liati Group, LLC to pay all of the operating expenses of the Company, except for certain regulatory fees. As outlined in the expense sharing agreement, such payments are considered as capital contributions by the parent company.

3. NET CAPITAL REQUIREMENT

The Company is subject to Rule 15c3-1 of the Securities & Exchange Act of 1934 which requires that the ratio of aggregated indebtedness to net capital, as defined, shall not exceed 15 to 1. Net capital and the related net capital ratio may fluctuate on a daily basis. At December 31, 2004 the Company's net capital and aggregate indebtedness, as defined, were \$7,413 and \$1,493 respectively. The net capital ratio was 0.2 or 20% compared to a maximum allowable percentage of 1500%. Net capital exceeded requirements by \$2,413.

4. ANNUAL REPORT

Pursuant to Rule 17a-5 of the Securities & Exchange Commission, the Statement of Financial condition is available for examination at the Company's principal place of business, 17 State Street, Third Floor, New York, NY, and at the regional office of the Commission located 233 Broadway, New York, NY.

(5)

**LIATI CAPITAL, LLC**  
**SUPPLEMENTARY SCHEDULES**  
**DECEMBER 31, 2004**

**MM** M. A. Mahmood, CPA, PC  
*Certified Public Accountant*

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**Liati Capital, LLC**  
**Computation of Net Capital and Aggregate Indebtness**  
**Pursuant to Rule 15c3-1 (a) (2)**  
**As of December 31, 2004**

Net Capital:		
Member's equity		9,463
Deductions and Charges:		
Non-allowable assets -		
- Due from Affiliates	1500	
- Organization Costs (net of amortization)	550	2,050
Net Capital before Haircuts		7,413
Haircuts		-
<b>Net Capital</b>		<b>7,413</b>
Aggregate Indebtedness:		
Accounts payable & accrued expenses		1493
<b>Computation of Basic Net Capital Requirement:</b>		
Minimum net capital required		5,000
Excess net capital at 1,500%		2,413
Excess net capital at 1,000%		7,263
Ratio: Aggregate Indebtedness to Capital		0.20

**Statement Pursuant To Paragraph (d) (4) of Rule 17a-5**

There were no material differences between this computation of net capital and the corresponding computation prepared by Liati Capital, LLC and included in its unaudited Focus Report Part IIA as of the same date.

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

(6)

**MM** M. A. Mahmood, CPA, PC  
*Certified Public Accountant*

LIATI CAPITAL, LLC

EXEMPTION FROM RESERVE REQUIREMENTS FOR BROKER DEALERS

UNDER RULE 15c3-3 (K) (2) (i)

DECEMBER 31, 2004

The Company is exempt from reserve requirements for broker-dealers under Rule 15c3-3 subparagraph (K) (2) (i) as it carries no margin or other securities accounts, and meets all other requirements of the Rule.

(7)

**MM** M. A. Mahmood, CPA, PC  
*Certified Public Accountant*