

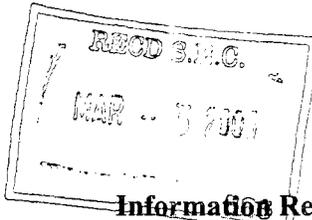


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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

BB 3/24

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

SEC FILE NUMBER
8-065180

**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:  
SPECIALTY FINANCE GROUP, LLC

OFFICIAL USE ONLY
_____
FIRM ID. NO.

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

**2505 SOUTH OCEAN BOULEVARD, SUITE 212**

(No. and Street)

**PALM BEACH**

**FL**

**33480**

(City)

(State)

(Zip Code)

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

(Area Code - Telephone No.)

**B. ACCOUNTANT DESIGNATION**

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

**P. Jason Ling, CPA, P.A.**

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

**BOCA RATON**

**FL**

**33486**

(City)

(State)

(Zip Code)

CHECK ONE:

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

**PROCESSED**  
APR 04 2005  
THOMSON FINANCIAL

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual audit 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).

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a current valid OMB control number.

SEC 1410 (06-02)

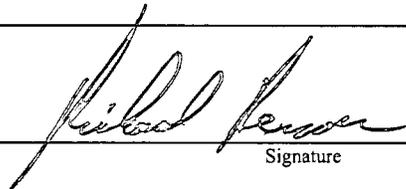
**OATH OR AFFIRMATION**

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TJA 3/24

I, RICHARD BENSON, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm or SPECIALTY FINANCE GROUP, LLC, as of December 31, 31 04 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:

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

  
\_\_\_\_\_  
Signature  
**President**  
\_\_\_\_\_  
Title

  
\_\_\_\_\_  
Public Notary

 Jeremy H Holland  
My Commission DD373326  
Expires December 14, 2008

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 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 15c3-1.
- (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).



**SPECIALTY FINANCE GROUP, LLC**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED DECEMBER 31, 2004**

**AND**

**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT**

SPECIALTY FINANCE GROUP, LLC  
FINANCIAL STATEMENTS AND SCHEDULES

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**TABLE OF CONTENTS**

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<i>Report of Independent Auditor</i>	1
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*Financial Statements*

Statement of Financial Condition	2
Statement of Operations	3
Statement of Stockholders' Equity	4
Statement of Cash Flows	5
Notes to the Financial Statements	6

*Supplementary Information*

Computation of Net Capital Pursuant to SEC Rule 15c3-1 and Reconciliation of Net Capital Pursuant to SEC Rule 17a-5(d)(4)	I
Information Pursuant to the Requirements Under SEC Rule 15c3-3	II
Report of Independent Accounts on the Internal Control Structure as Required by SEC Rule 17a-5	III

**Report of Independent Certified Public Accountant**

Members  
Specialty Finance Group, LLC

I have audited the accompanying statement of financial condition of Specialty Finance Group, LLC as of December 31, 2004, and the related statements of operations, changes in stockholders' equity, and cash flows for the years 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 audits.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. 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 Specialty Finance Group, LLC as of December 31, 2004, 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.

My audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying reconciliation of net capital 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 my opinion, is fairly presented in all material respects in relation to the basic financial statements taken as a whole.

*P. Jason Ling CPA, P.A.*

February 16, 2005

SPECIALTY FINANCE GROUP, LLC  
STATEMENT OF FINANCIAL CONDITION  
AS OF DECEMBER 31, 2004

**ASSETS**

CURRENT ASSETS:

Cash and cash equivalents	\$ 37,517
<b>TOTAL ASSETS</b>	<b><u>37,517</u></b>

**LIABILITIES AND MEMBERS' EQUITY**

CURRENT LIABILITIES

Accrued office expenses	339
Due to managing member	995
Accrued professional fees	<u>2,000</u>
<b>TOTAL LIABILITIES</b>	<b>3,334</b>

MEMBERS' EQUITY	34,183
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<b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b>	<b><u>\$ 37,517</u></b>
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SPECIALTY FINANCE GROUP, LLC  
STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2004

**REVENUES:**

Commission income	20,000
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**EXPENSES:**

Professional Fees	10,500
Office & occupancy	2,579
Telephone & Communication	1,422
Dues, licenses, and registrations	835
Quotes & research	499
Dues & subscriptions	120
Bank fees	29
Total Expenses	<u>15,984</u>

<b>NET INCOME (LOSS)</b>	<b><u><u>\$ 4,016</u></u></b>
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SPECIALTY FINANCE GROUP, LLC  
STATEMENT OF CHANGES IN MEMBERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2004

	<u>Members'</u> <u>Equity</u>
<b>Balance at beginning of year</b>	\$ 30,167
Capital Contributions	-
Net Income	4,016
<b>Balance at end of year</b>	<u>\$ 34,183</u>

SPECIALTY FINANCE GROUP, LLC  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2004

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net income (Loss)	\$ 4,016
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>	
<i>Changes in operating assets and liabilities:</i>	
decrease in accrued expenses	(465)
Increase in due to managing member	995
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<u>4,546</u>
Net increase (decrease) in cash	4,546
Cash January 1, 2004	32,971
Cash, December 31, 2004	<u>\$ 37,517</u>

SPECIALTY FINANCE GROUP, LLC  
NOTES TO FINANCIAL STATEMENTS  
YEAR ENDING DECEMBER 31, 2004

**NOTE 1. NATURE OF BUSINESS**

**Organization and Description of Business** – Specialty Finance Group, LLC (the Company) is a Florida limited liability Company formed on November 02, 2001. The Company was formed for the purpose of conducting business as a broker-dealer in private placements in direct participation programs and mergers and acquisitions service. The Company is a registered broker-dealer with the Securities and Exchange Commission and the National Association of Securities Dealers.

The Company's main office is located in Palm Beach, FL, is registered in three states (FL, NY, CT), and has one registered person. The Company's only source of revenue is from commission generated from the sale private placements of direct participation programs on a best-efforts basis.

**NOTE 2. SIGNIFICANT ACCOUNTING POLICIES**

**Commission income** – Commission income from private placements are recorded on a trade date basis as securities transactions occur.

**Income tax status** - The Company, with the consent of its sole member has elected to be taxed as a partnership under Subchapter K of the Internal Revenue Code. All taxable income or loss flows through to the members. Accordingly, no income tax expense or liability is recorded in the accompanying financial statements

**Use of estimates** - The preparation of financial statements in conformity with generally accepted accounting principles 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.

**Fair Value of Financial Instruments** - Substantially all of the Company's financial assets and liabilities are carried at market value or at amounts, which, because of their short-term nature, approximate current fair value.

**Computation of customer reserve** - The Company is exempt from customer reserve requirements and providing information relating to possession or control of securities pursuant to Rule 15c3-3 of the Securities and Exchange Act of 1934. The Company meets the exemptive provisions of Paragraph (k)(2)(i).

**NOTE 3. NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission's uniform net capital rule (Rule 15c3-1), which requires the maintenance of \$5,000 minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, not exceed 12 to 1. At December 31, 2004, the Company had net capital of \$35,178 (\$30,178 in excess of its requirement) and the Company's aggregate indebtedness to net capital ratio was 0.07 to 1 (7%).

SPECIALTY FINANCE GROUP, LLC  
NOTES TO FINANCIAL STATEMENTS  
YEAR ENDING DECEMBER 31, 2004

**NOTE 4. RELATED PARTY TRANSACTIONS**

During 2004 the Company paid \$5,000 in consulting fees to Specialty Finance Group, Inc (SFGI). SFGI is wholly owned by Richard Benson, who is the sole owner and managing member of the Company. This amount is represented in the Statement of Income as professional fees. Additionally, at December 31, 2004, the Company was indebted \$975 to Richard Benson resulting from vendor refund erroneously issued to the Company that was originally paid for personally by Mr. Benson. This amount is represented in the statement of financial condition as Due to managing member.

**NOTE 5. FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK AND  
CONCENTRATION OF CREDIT RISK**

The Company maintains cash balances at a large national bank. The cash balances are insured by the Federal Deposit Insurance Corporation up to \$100,000, but the balances may exceed that amount at any time.

SPECIALTY FINANCE GROUP, LLC  
 COMPUTATION OF NET CAPITAL PURSUANT TO SEC RULE 15c3-1  
 AS OF DECEMBER 31, 2004

Computation of Net Capital

Members' Equity:	\$ 34,183
Less: Non-allowable assets	-
Tentative Net Capital	34,183
Haircuts on securities inventory	-
Net Capital	<u>34,183</u>

Computation of Aggregate Indebtedness

Accrued office expenses	339
Due to managing member	995
Accrued professional fees	<u>2,000</u>
Total Aggregate Indebtedness	3,334
Ratio of aggregate indebtedness to net capital	0.1 to 1
Percentage of aggregate indebtedness to net capital	10%

Minimum Net Capital Requirement 5,000

Net Capital in Excess of Requirement 29,183

Reconciliation with company's calculation as reported on December 31, 2004 FOCUS report

Net Capital as reported in December 31, 2004 Form X-17A-5, Part IIA (unaudited) FOCUS report	\$ 37,517
Increase in year-end payables	<u>(3,334)</u>
Net Capital, Per Above	34,183

SPECIALTY FINANCE GROUP, LLC  
INFORMATION RELATING TO THE POSSESSION OR  
CONTROL REQUIREMENTS UNDER SEC RULE 15C3-3  
AS OF DECEMBER 31, 2004

The Company operates pursuant to the (K)(2)(i) exemption under SEC Rule 15c3-3 and does not hold customer funds or securities. The Company is therefore exempt from the reserve formula calculations and possession and control computations.

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

Members

Specialty Finance Group, LLC:

In planning and performing our audit of the financial statements and supplemental schedules of Specialty Finance Group, LLC (the Company) for the year ended December 31, 2004, we considered its internal control structure, 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 the internal control structure.

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 the procedures for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry security accounts for customers or perform custodial function relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. making the 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 Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining an internal control structure 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 structure 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 an internal control structure 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 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 any internal control structure or the practices and procedures referred to above, errors or irregularities 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 the internal control structure would not necessarily disclose all matters in the internal control structure 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 irregularities in the 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 structure 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 and 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 use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, 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 should not be used for any other purpose.

*P. Jason Levy, CPA, P.A.*

Boca Raton, Florida  
February 16, 2005