

COMMISSION 49

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

SEC FILE NUMBER  
g. 45173

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 January 1, 2004 AND ENDING December 31, 2004  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Brockett Tamny & Co., Incorporated

OFFICIAL USE ONLY

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

FIRM I.D. NO.

550 S. Hope Street, Suite 2665

Los Angeles, California 90071

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Peter C. Brockett 213 680-4433

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Elizabeth Tractenberg, CPA

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

10680 W. Pico Blvd., Suite 260, LA CA 90064

(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 31 2005  
THOMSON FINANCIAL

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\*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.

OATH OR AFFIRMATION

I, Peter C. Brockett, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Brockett Tamny & Co., Incorporated, 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:

[Handwritten Signature]
Signature

MANAGING DIRECTOR
Title

[Handwritten Signature]
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 the books of XXXXXXXX.
(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).

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

ANNUAL AUDIT REPORT

DATE - DECEMBER 31, 2004

BROCKETT TAMNY & CO. INCORPORATED  
550 S. HOPE STREET, SUITE 2665  
LOS ANGELES, CALIFORNIA 90071

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ELIZABETH CERTIFIED  
TRACTENBERG PUBLIC  
ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

I have audited the accompanying statement of financial condition of Brockett Tamny & Co. Incorporated (the Company) as of December 31, 2004 and related statements of operations, cash flows, and changes in shareholders' equity for the year then ended. These financial statements are being filed pursuant to Rule 17a-5 of the Securities Exchange Act of 1934 and include the supplemental schedule of the net capital computation required by rule 15c3-1. 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 auditing standards generally accepted in the United States. 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, such financial statements referred to above present fairly, in all material respects, the financial condition of the Company as of December 31, 2004 and the results of its operations, cash flows and shareholders' equity for the year then ended in conformity with accounting principles generally accepted in the United States.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Supplementary Information on pages 8 to 10 is presented for purposes of additional analysis and is not a required part of the basic financial statements but includes 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 stated in all material respects in relation to the basic financial statements taken as a whole.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 10, 2005

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF FINANCIAL CONDITION  
DECEMBER 31, 2004

ASSETS

Cash			
Checking	\$	14,633	
Money market		<u>12,859</u>	\$ 27,492
Other receivable			145
Investments in securities			4,200
Warrants			6,044
Deposits			11,145
Furniture and fixtures net of depreciation of \$15,824			<u>3,040</u>
TOTAL ASSETS			<u><u>\$ 52,066</u></u>

LIABILITIES AND SHAREHOLDERS' EQUITY

LIABILITIES

Accounts payable and accrued expenses			
	\$	<u>2,893</u>	
TOTAL LIABILITIES			<u>2,893</u>

SHAREHOLDERS' EQUITY

Common stock (\$1 par value, 100,000 shares authorized and issued; 4,493 shares outstanding)			
	\$	4,472	
Paid-in capital		129,528	
Retained earnings		<u>(84,827)</u>	<u>49,173</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			<u><u>\$ 52,066</u></u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF LOSS  
FOR THE YEAR ENDED DECEMBER 31, 2004

REVENUES

Commissions earned	\$ 29,625
Consulting fees	50,000
Interest income	36
Other income	350
Loss on value of investment	<u>(7,394)</u>
 TOTAL REVENUES	 72,617
 OPERATING EXPENSES - see page 8	 <u>108,936</u>
 INCOME (LOSS) BEFORE INCOME TAX PROVISION	 (36,319)
 INCOME TAX PROVISION	 <u>800</u>
 NET LOSS	 <u><u>\$ (37,119)</u></u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2004

	Common Stock Shares	Common Stock	Paid-In Capital	Retained Earnings (Deficit)	Total
Balance, December 31, 2003	4,100	\$ 4,100	\$ 120,600	\$ (47,708)	\$ 76,992
Capital Contribution	372	372	8,928		9,300
Net Loss				(37,119)	(37,119)
Balance, December 31, 2004	<u>4,472</u>	<u>\$ 4,472</u>	<u>\$ 129,528</u>	<u>\$ (84,827)</u>	<u>\$ 49,173</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2004

Cash Flows from Operating Activities:	
Net income (loss)	\$ (37,119)
Depreciation and amortization	1,890
Changes in operating assets and liabilities:	
Receivable from officers	32,845
Investments in securities	1,350
Warrants	6,044
Other receivables	(145)
Accounts payable and accrued expenses	<u>(4,648)</u>
Net cash provided in operating activities	217
Cash Flows from Investing Activities:	<u>0</u>
Cash Flows from Financing Activities:	
Contribution of capital	<u>9,300</u>
Net increase in cash	9,516
Cash at beginning of year	<u>17,976</u>
Cash at end of year	<u><u>\$ 27,492</u></u>

SUPPLEMENTAL INFORMATION

Interest paid	<u>\$ 494</u>
Income taxes paid	<u>\$ 800</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED.  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2004

NOTE 1 - NATURE OF BUSINESS

Brockett Tamny & Co. Incorporated, the Company (a California Corporation) located in Los Angeles California was incorporated July 13, 1990.

The Company is a broker-dealer having been approved by the National Association of Securities Dealers, Inc. on April 27, 1993. The Company's business is to raise capital and provide merger and acquisition services. The Company does not hold customers' funds or securities. As a result, the Company is exempt from certain provisions and requirements of the Securities Exchange Commission.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A) Revenue Recognition - The Company recognizes revenue upon rendering of services. Receivables longer than one year are treated as deferred income.

B) Property, Equipment and Depreciation - Property and equipment are carried at cost. Depreciation is calculated on the straight-line method over estimated economic lives which are generally five years.

C) 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.

D) Income taxes - Income taxes are provided based on earnings reported for financial statement purposes. In accordance with FASB Statement No. 109, the asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax basis and financial reporting basis of assets and liabilities.

NOTE 3 - NET CAPITAL REQUIREMENT

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital (\$5,000) as defined under such provisions. See page 8 for the computation of net capital.

BROCKETT TAMNY & CO. INCORPORATED.  
NOTES TO FINANCIAL STATEMENTS - Continued  
DECEMBER 31, 2004

NOTE 4 - CONSULTING FEES - AFFILIATE

The \$50,000 received in consulting fees from a company controlled by the same individuals who control Brockett Tamny & Co., Incorporated.

NOTE 5 - COMMITMENTS AND CONTINGENCIES

The Company leases facilities in the County of Los Angeles under two separate long-term agreements expiring through 2007 and 2008. The annual rental commitments for years ending December 31, are as follows:

2005	\$ 166,074
2006	166,074
2007	44,490
2008	<u>25,504</u>
	<u>\$ 402,142</u>

The Company in turn subleases a major portion of the facilities under a sublease agreement. Rental expense for the year ending December 31, 2004 was \$40,683.

NOTE 6 - INCOME TAXES

The Company's fiscal year ends December 31, 2004. The Company will file an income tax return on the cash basis. The provision for income taxes for the year consists of the following:

Federal Current	\$ 0
State Current	<u>800</u>
	<u>\$ 800</u>

BROCKETT TAMNY & CO. INCORPORATED  
SCHEDULE OF OPERATING EXPENSES  
FOR THE YEAR ENDED DECEMBER 31, 2004

OPERATING EXPENSES

Depreciation and amortization	\$ 1,890
Fees and assessments	2,385
Insurance	17,494
Office, rent, telephone	47,902
Professional services	3,125
Salaries, wages and related expenses	30,180
Travel, meals and reimbursable expenses	2,346
All other	<u>3,614</u>
 TOTAL OPERATING EXPENSES	 <u>\$ 108,936</u>

See Accompanying Notes to Financial Statements

BROCKETT TAMNY & CO. INCORPORATED  
 COMPUTATION OF NET CAPITAL REQUIREMENTS PURSUANT  
 TO RULE 15c3-1  
 DECEMBER 31, 2004

COMPUTATION OF NET CAPITAL

Total ownership equity from statement of financial condition	\$	49,173
Nonallowable assets		
Other receivable		(145)
Warrants		(6,044)
Deposits		(11,145)
Furniture and fixtures net of depreciation of \$15,824		(3,040)
Haircuts		(630)
		(630)
NET CAPITAL	\$	28,169

COMPUTATION OF NET CAPITAL REQUIREMENTS

Minimum net aggregate indebtedness -		
6-2/3% of net aggregate indebtedness	\$	193
Minimum dollar net capital required	\$	5,000
Net Capital required (greater of above amounts)	\$	5,000
EXCESS CAPITAL	\$	23,169

Excess net capital at 1000% (net capital less 10% of aggregate indebtedness)	\$	27,880
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COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities	\$	2,893
Percentage of aggregate indebtedness to net capital		10%

The following is a reconciliation of the above net capital computation with the Company's corresponding unaudited computation pursuant to Rule 179-5(d)(4):

NET CAPITAL PER COMPANY'S COMPUTATION	\$	29,703
VARIANCE -		
Investment in securities		(1,800)
Hair cut on securities		270
Rounding		(4)
NET CAPITAL PER AUDITED REPORT	\$	28,169

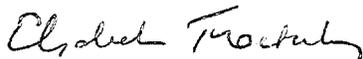
See Accompanying Notes to Financial Statements

ELIZABETH  
TRACTENBERG CERTIFIED  
PUBLIC  
ACCOUNTANT

Independent Auditor's Report on Supplemental Information

Brockett Tamny & Co., Incorporated  
Los Angeles, California

My report on my audit of the basic financial statements of Brockett Tamny & Co., Incorporated for December 31, 2004 was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules of operating expenses on Page 8 are presented for the purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, I express no opinion on them.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 10, 2005

BROCKETT TAMNY & CO. INCORPORATED

STATEMENT OF INTERNAL CONTROL

DECEMBER 31, 2004

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Report of Independent Accountant  
on Internal Accounting Control Required by SEC Rule 17a-5

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

In planning and performing my audit of the financial statements of Brockett Tamny & Co. Incorporated (hereafter referred to as the "Company") for the year ended December 31, 2004, I have considered its internal control structure, including procedures for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my 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 and Exchange Commission, I have made a study of the practice and procedures (including tests of compliance with such practices and procedures) followed by the Company that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (aggregate debts) and net capital under Rule 17a-5(a)(11) and for determining compliance with the exemptive provisions of Rule 15c-3. I did not review the practice and procedures followed by the Company: (1) in making the quarterly securities examinations, counts, verifications, and comparisons, and recordation of differences required by Rule 17a-13; (2) in complying with the Governors of Federal Reserve System; or (3) in obtaining and managing physical possession or control of all fully paid and excess margin securities of customers, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structures 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 practice 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. Two of the objectives of an internal control structure and the practices and procedures are to provide responsibility and safeguard 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 accordance with generally accepted accounting principles.

Board of Directors  
Brockett Tamny & Co. Incorporated  
Los Angeles, California

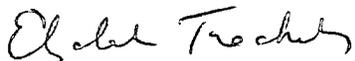
Rule 17-5(g) lists additional objectives of the practice and procedures listed in the preceding paragraph.

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 degree of compliance with them may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be a material weakness under the 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relationship 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, I noted no matters involving the accounting system and control procedures that I considered to be material weaknesses as defined above. In addition, the Company, was in compliance with the exemptive provisions of Rule 15c3-3 as of December 31, 2004 and no facts came to my attention indicating that such conditions had not been complied with during the year then ended.

I understand that the 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 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 my study, I believe that the Company's practices and procedures were adequate on December 31, 2004 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc., and other regulatory agencies which rely on Regulation 17a-5(g) under the Securities Exchange Act of 1934, and should not be used for any other purposes.



Elizabeth Tractenberg, CPA  
Los Angeles, California  
January 10, 2005