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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

MAR 1 2005

DIVISION OF MARKET REGULATION

FACING PAGE

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 1/1/04 AND ENDING 12/31/04
MM/DD YY MM/DD YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Murphy & Associates Capital LLC

OFFICIAL USE ONLY

FIRM ID NO

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

(No. and Street)

(City)

(State)

(Zip Code)

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

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Holtzouse Carter & Van Trigt

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

PROCESSED

APR 07 2005

THOMSON
FINANCIAL

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

RECD S.E.C.

MAR 01 2005

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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 1-10 (3-91)

*Contacted 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 (2025) IRS control number.

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Handwritten initials and date: 1/23/05

MURPHY & ASSOCIATES CAPITAL, LLC

FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES AND
INDEPENDENT AUDITORS' REPORT
TO THE SECURITIES
AND EXCHANGE COMMISSION

DECEMBER 31, 2004

MURPHY & ASSOCATES CAPITAL, LLC

DECEMBER 31, 2004

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Holthouse Carlin & Van Trigt LLP
Certified Public Accountants

Independent Auditors' Report

To the Members of
Murphy & Associates Capital, LLC:

We have audited the accompanying statement of financial condition of Murphy & Associates Capital, LLC, a California limited liability company, as of December 31, 2004, and the related statements of operations, changes in member'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 Security Exchange Act of 1934. These financial statements are the responsibility of the Murphy & Associates Capital, LLC'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 includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 referred to above present fairly, in all material respects, the financial position of Murphy & Associates Capital, LLC as of December 31, 2004, and the results of its operations and 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 in Schedules I, II, III, IV and V 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.

A handwritten signature in cursive script that reads "Holthouse Carlin & Van Trigt LLP".

Santa Monica, California
February 17, 2005

MURPHY & ASSOCIATES CAPITAL, LLC

STATEMENT OF FINANCIAL CONDITION

AS OF DECEMBER 31, 2004

Assets	
Current assets	
Cash and cash equivalents	\$ 166,824
Receivables	<u>3,942</u>
Total current assets	<u>170,766</u>
Equipment and furniture	
Computer equipment	22,128
Furniture	<u>7,558</u>
	29,686
Less: accumulated depreciation	<u>(2,120)</u>
	<u>27,566</u>
Other assets	
Deposits and other assets	<u>6,277</u>
Total other assets	<u>6,277</u>
Total assets	<u>\$ 204,609</u>
Liabilities and Member's Equity	
Current liabilities	
Accounts payable and accrued expenses	\$ 11,338
Total current liabilities	<u>11,338</u>
Commitments and contingencies (Notes 1, 3 and 4)	
Member's equity	<u>193,271</u>
Total liabilities and member's equity	<u>\$ 204,609</u>

See notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2004

Net revenues - investment banking fees	\$ 358,024
Operating expenses:	
Payroll costs	65,797
Marketing	40,355
General and administrative	653,307
Legal fees	520,726
Licenses and fees	10,875
Depreciation	<u>2,120</u>
Total operating expenses	<u>1,293,180</u>
Loss before state taxes	(935,156)
State taxes	<u>800</u>
Net loss	<u>\$ (935,956)</u>

See notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
STATEMENT OF CHANGES IN MEMBER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2004

	<u>Member's Interest</u>
Balance, December 31, 2003	\$ 100,000
Member's contributions - cash	1,029,227
Distribution to member	-
Net loss	<u>(935,956)</u>
Balance, December 31, 2004	<u>\$ 193,271</u>

See notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
STATEMENT OF CHANGES IN LIABILITIES
SUBORDINATED TO CLAIMS OF GENERAL CREDITORS
FOR THE YEAR ENDED DECEMBER 31, 2004

Subordinated borrowings at January 1, 2004	\$ -
Payments	-
Additions	<u>-</u>
Subordinated borrowings at December 31, 2004	<u><u>\$ -</u></u>

See notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC

STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2004

Net cash flows from operating activities:	
Net loss	\$ (935,956)
Adjustments to reconcile net loss to net cash used in operating activities	
Depreciation	2,120
Changes in operating assets and liabilities:	
Accounts receivable	(3,942)
Deposits and other assets	(6,277)
Accounts payable and accrued expenses	11,338
Net cash used in operating activities	<u>(932,717)</u>
Cash flows from investing activities:	
Acquisition of property and equipment	<u>(29,686)</u>
Cash used in investing activities	<u>(29,686)</u>
Cash flows from financing activities:	
Contributions from member	<u>1,029,227</u>
Cash provided by financing activities	<u>1,029,227</u>
Net increase in cash and cash equivalents	66,824
Cash and cash equivalents, beginning of year	<u>100,000</u>
Cash and cash equivalents, end of year	<u><u>\$ 166,824</u></u>
Supplemental disclosures of cash flow information:	
Income taxes	<u><u>\$ 800</u></u>
Interest expense	<u><u>\$ -</u></u>

See notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2004

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Business

Murphy & Associates Capital, LLC, formerly M & A Capital, LLC (the Company), a California limited liability company, was organized September 15, 2003 and is an investment advisor, with an emphasis in mergers and acquisitions, strategic planning, restructurings and workouts, and other financial advisory services. The Company is a broker-dealer registered with the Securities and Exchange Commission and National Association of Securities Dealers (NASD).

Operating Agreement

The sole member entered an Operating Agreement which has various provisions which determine, among other things, organizational matters, allocation of profits and losses, distributions to member, loans and guarantees, and the rights and duties of the member.

Revenue Recognition

Revenue from investment banking fees is recognized when services are performed and earned as determined in the agreement with the client. Investment banking fees include nonrefundable retainers and agency fees. Non-refundable retainer fees are recognized when the agreement with the client is executed and collection is reasonably assured. Fees subject to approval by the Trustee of a bankruptcy court are recognized when the fees are approved or earned pursuant to a fee application and payment has been received. Contingency fees are recognized when the services are completed and the contingency no longer exists.

Equipment and Furniture

Equipment and furniture are stated at cost. Depreciation expense is calculated on a straight-line basis method over the estimated economic useful lives of the assets, which are five to seven years. Depreciation expense for the year ended December 31, 2004 was \$2,120.

Advertising Expense

Advertising and marketing expenses are expensed as incurred. Advertising and marketing expenses of approximately \$40,355 was incurred in 2004.

Income Taxes

The Company has elected to be treated as a limited liability company for federal and state income tax purposes. Accordingly, the Company is not subject to federal income taxes and is subject to nominal state income taxes.

MURPHY & ASSOCIATES CAPITAL, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2004

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Statement of Cash Flows

For purposes of the statement of cash flows, the Company considers all highly liquid unrestricted investments with an original maturity of three months or less to be cash equivalents.

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 certain reported amounts and disclosures. The Company has not provided any allowance for client receivables as it believes all amounts are fully collectible. Accordingly, actual results could differ from those estimates.

NOTE 2. CONCENTRATION OF CREDIT RISK

The Company's cash and cash equivalents are maintained in various bank accounts. The Company may have exposure to credit risk to the extent that its cash and cash equivalents exceed amounts covered by federal deposit insurance. The Company believes that its credit risk is not significant.

During the year ended December 31, 2004, the Company had 3 clients which each accounted for more than 10 percent of its revenue.

NOTE 3. LEASE COMMITMENTS AND CONTINGENCY

(i) Office Lease

The Company entered into an office lease agreement effective May 1, 2004 which expires April 2005. The Company has the option for a one-year extension. Minimum future lease commitments under this operating lease are \$24,320. Rent expense for the year ended December 31, 2004 was \$53,558.

MURPHY & ASSOCIATES CAPITAL, LLC
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2004

NOTE 3. LEASE COMMITMENTS AND CONTINGENCY (Continued)

(ii) Litigation

The Company was involved in litigation against the sole member's former employer (Murphy Noell Capital) and one of its members. The case was filed against the Company and its sole member for claim and delivery of certain furnishings and other property alleged to be owned by the former entity jointly owned by the Company's sole member and his former employer. Said case was dismissed by the plaintiff on December 30, 2004 without prejudice. Because the case was dismissed without prejudice, it may be refilled. The Company is not aware of any information which would indicate that the case will be refilled. No amounts have been recorded in the financial statements relating to this claim except for legal fees to defend the Company and its sole member.

NOTE 4. NET CAPITAL REQUIREMENTS

As a broker-dealer, the Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC rule 15c3-1). In accordance with the net capital provisions of Rule 13c3-1(A)(2)(vi), the Company is required to maintain a minimum net capital, defined as the greater of \$5,000 or 6 2/3 percent of the Company's total aggregated indebtedness and a maximum net capital ratio of 15 to 1. The basic concept of the net capital rule is liquidity; its objective being to require a broker-dealer to have at all times sufficient liquid assets to meet its current liabilities.

At December 31, 2004, the Company had net capital of \$155,486, which exceeded the minimum requirement of \$5,000 by \$150,486, and had a net capital ratio of .07 to 1. The Company may make certain capital withdrawals, but these distributions will not cause the Company to be in violation of its net capital requirements.

NOTE 5. LIQUIDITY AND MEMBER COMMITMENT

The financial statements have been presented on the assumption that the Company will continue as a going concern. The Company has incurred a first year loss of \$935,956. The Company's ability to continue as a going concern is dependent on its ability to generate sufficient cash flow from operations and obtain capital contributions from its sole member. The Company's sole member made capital contributions of \$ 1,029,227 in 2004 in order to fund its operations and to meet the net capital requirements of the NASD. The Company's sole member intends to provide additional capital as may be required in order for the Company to meet its working capital needs as well as the net capital requirements of the NASD. In addition, the Company does not anticipate incurring significant legal fees in 2005.

MURPHY & ASSOCIATES CAPITAL, LLC
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE
SECURITIES AND EXCHANGE COMMISSION
AS OF DECEMBER 31, 2004

	Accounts From		Difference (A)
	Audited Financial Statements	Unaudited FOCUS Part II	
Total Members' Equity	\$ 193,271	\$ 203,391	\$ (10,120)
Deductions and/or Charges			
Non-allowable assets included in the following statement of financial condition captions:			
Note receivable	-	-	-
Receivable, prepaid expenses and other assets	10,219	10,219	-
Furniture and equipment, net	27,566	29,686	(2,120)
Total Non-allowable Assets	37,785	39,905	(2,120)
Net capital before haircuts	155,486	163,486	(8,000)
Haircuts on securities	-	-	-
Net capital	\$ 155,486	\$ 163,486	\$ (8,000)
Total Aggregated Indebtedness	\$ 11,338	\$ 3,338	\$ 8,000
Minimum Net Capital - 6-2/3% of Aggregated Indebtedness	\$ 756	\$ 223	
Minimum Net Capital Required	\$ 5,000	\$ 5,000	
Excess Net Capital	\$ 150,486	\$ 158,486	
Excess Net Capital at 1000%	\$ 154,352	\$ 163,152	
Ratio of Aggregated Indebtedness to Net Capital	0.07 to 1	0.02 to 1	

See auditors' report and notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
NOTES TO DIFFERENCES BETWEEN NET CAPITAL AS COMPUTED IN AUDITED
STATEMENTS AND UNAUDITED FOCUS PART II
FOR THE YEAR ENDED DECEMBER 31, 2004

Differences resulted primarily from the following audit adjustments
for the year ended December 31, 2004.

1. Adjustments to correct shareholders' equity		
a. To record depreciation expense	\$ (2,120)	
b. To accrue accounting fees	<u>(8,000)</u>	
		\$(10,120)
2 Furniture and equipment		
a. To record depreciation expense	\$ 2,120	
		<u>2,120</u>
Net capital before haircuts		<u>\$ (8,000)</u>

See auditors' report and notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS UNDER RULE 15c3-3
OF THE SECURITIES AND EXCHANGE COMMISSION OR EXCLUSION THEREFROM
AS OF DECEMBER 31, 2004

This registrant is excluded from this requirement.

See auditors' report and notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
INFORMATION RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS UNDER
RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION
OR EXCLUSION THEREFROM
AS OF ENDED DECEMBER 31, 2004

This registrant is excluded from this requirement.

See auditors' report and notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC

SCHEDULE OF RECONCILIATION, INCLUDING APPROPRIATE EXPLANATION, OF THE
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 AND THE COMPUTATION OF THE
RESERVE REQUIREMENTS UNDER EXHIBIT A OF RULE 15c3-3 OR EXCLUSION THEREFROM
AS OF DECEMBER 31, 2004

None required. The registrant is excluded from this requirement.

See auditors' report and notes to financial statements.

MURPHY & ASSOCIATES CAPITAL, LLC
SCHEDULE OF SEGREGATION REQUIREMENTS AND FUNDS IN SEGREGATION FOR
CUSTOMERS' REGULATED COMMODITY FUTURES AND OPTION ACCOUNTS
AS OF DECEMBER 31, 2004

None required. The registrant is excluded from this requirement.

See auditors' report and notes to financial statements.



Holthouse Carlin & Van Trigt LLP

Certified Public Accountants

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 Members of
Murphy & Associates Capital, LLC:

In planning and performing our audit of the financial statements and supplemental information of Murphy & Associates Capital, 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 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)(1) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a3(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 of 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 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 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.

Independent Auditors' Report on Internal Control Required by SEC Rule 17a-5 for a
Broker-Dealer Claiming an Exemption from SEC Rule 15c3-3
(Continued)

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.

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 component 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 purpose 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 members, management, the SEC, the National Association of Securities Dealers and other information and regulatory agencies that rely on Rule 17a-5(g) under the Securities and Exchange Act of 1934 in the regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in black ink that reads "Holt House Carlson & Van Tine LLP". The signature is written in a cursive, flowing style.

Santa Monica, California
February 17, 2005