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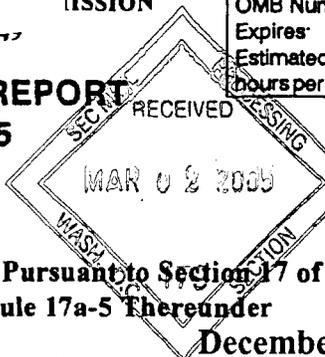
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MAR 3 2005  
THOMSON  
FINANCIAL

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



SEC FILE NUMBER  
50575

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: Bayside Financial, L.L.C  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
1431 Oakland Blvd., Suite 210

OFFICIAL USE ONLY  
FIRM I.D. NO.

(No. and Street)

Walnut Creek CA 94596  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Jeff Clark 925-906-1354  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Kevin G. Breard, C.P.A An Accountancy Corporation  
(Name - if individual, state last, first, middle name)  
9010 Corbin Avenue Suite 7 Northridge CA 91324  
(Address) (City) (State) (Zip Code)

PROCESSED

CHECK ONE:

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

MAR 31 2005

THOMSON  
FINANCIAL

**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 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.

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OATH OR AFFIRMATION

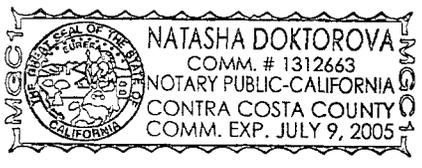
I, Jeff Clark, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Bayside Financial, L.L.C., as of December 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any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

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

State of California  
County of Contra Costa  
Subscribed and sworn (or affirmed) to before me this 4 day of Feb, 2005

[Signature]  
Signature  
President  
Title

[Signature] Natasha Doktorova  
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 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 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).

KEVIN G. BREARD, C.P.A.  
AN ACCOUNTANCY CORPORATION

Independent Auditor's Report

Board of Directors  
Bayside Financial, LLC

I have audited the accompanying statement of financial condition of Bayside Financial, LLC as of December 31, 2004, and the related statements of income, changes in members' equity, 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. 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 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 misstatements. 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 Bayside Financial, LLC as of December 31, 2004, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

My examination was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on Schedules I-III are presented for purposes of additional analysis and is not required as part of the basic financial statements, but as supplementary information required by rule 17a-5 of the Securities and Exchange Commission. Such information has been subject to the auditing procedures applied in the examination 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 and in conformity with the rules of the Securities and Exchange Commission.



Kevin G. Breard  
Certified Public Accountant

Northridge, California  
February 2, 2005

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BreardCPA@aol.com

**Bayside Financial, LLC**  
**Statement of Financial Condition**  
**December 31, 2004**

**Assets**

Cash and cash equivalents	\$ 126,886
Accounts receivable	10,998
Commissions receivable	18,005
Deposits held at clearing firm	86,888
Marketable securities, at market	3,060
Securities, not readily marketable	<u>20,015</u>
<b>Total assets</b>	<b><u>\$ 265,852</u></b>

**Liabilities and Members' equity**

**Liabilities**

Accounts payable	\$ 2,694
Commissions payable	14,933
Income taxes payable	<u>900</u>
<b>Total liabilities</b>	<b>18,527</b>

<b>Members' equity</b>	<b><u>247,325</u></b>
<b>Total liabilities and members' equity</b>	<b><u>\$ 265,852</u></b>

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

**Bayside Financial, LLC**  
**Statement of Income**  
**For the Year Ended December 31, 2004**

**Revenue**

Commission revenue	\$ 420,090
Interest revenue	21,220
Unrealized gain (loss) on marketable securities	225
Other	<u>16,803</u>
<b>Total revenue</b>	<b>458,338</b>

**Expenses**

Employee compensation	49,821
Commission expense	248,497
Occupancy	26,940
Taxes, other than income taxes	6,136
Other operating expenses	<u>108,802</u>
<b>Total expenses</b>	<b><u>440,196</u></b>

**Income (loss) before income tax provision** 18,142

**Total income tax provision** 1,700

**Net income (loss)** \$ 16,442

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

**Bayside Financial, LLC**  
**Statement of Changes in Members' Equity**  
**For the Year Ended December 31, 2004**

	<u>Members'</u> <u>Equity</u>
Balance on January 1, 2004	\$ 230,883
Net income (loss)	<u>16,442</u>
Balance on December 31, 2004	<u>\$ 247,325</u>

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

**Bayside Financial, LLC**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2004**

**Cash flows from operating activities:**

Net income (loss)		\$ 16,442
Adjustments to reconcile net income to net cash and cash equivalents provided by (used in) operating activities:		
Valuation of marketable securities to market	\$ (225)	
(Increase) decrease in:		
Deposits held at clearing firm	(4,107)	
Accounts receivable	(3,544)	
Commissions receivable	(1,518)	
(Decrease) increase in:		
Accounts payable	1,448	
Income taxes payable	3,326	
Commission payable	<u>100</u>	
Total adjustments		<u>(4,520)</u>
Net cash and cash equivalents provided by (used in) operating activities		11,922
<b>Cash flows from investing activities:</b>		-
<b>Cash flows from financing activities:</b>		<u>-</u>
Net increase (decrease) in cash and cash equivalents		11,922
Cash and cash equivalents at beginning of year		<u>114,964</u>
Cash and cash equivalents at end of year		<u><u>\$ 126,886</u></u>

**Supplemental disclosure of cash flow information:**

Cash paid during the year for

Interest		\$ -
Income taxes		\$ 2,500

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

**Bayside Financial, LLC**  
**Notes to Financial Statements**  
**December 31, 2004**

**Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*General*

Bayside Financial, LLC (the "Company"), was organized in the State of California on November 14, 1997. The Company is registered as a broker-dealer with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD), and the Securities Investors Protection Corporation (SIPC).

The Company conducts business on a fully disclosed basis whereby the execution and clearance of trades are handled by another broker/dealer. The Company does not hold customer funds and/or securities. Commission income consist of security traders of buys and sells.

*Summary of Significant Accounting Policies*

The presentation 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 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

For purposes relating to the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. The Company also includes Certificates of Deposit as cash equivalents.

Accounts receivables are stated at face amount with no allowance for doubtful accounts. An allowance for doubtful accounts is not considered necessary because probable uncollectible accounts are immaterial.

Commission income and expenses are recorded on trade date basis.

Advertising costs are expensed as incurred.

The Company's investment in marketable securities are held principally for the purpose of selling in the near term. These securities are valued at market value on the balance sheet. Mark to market accounting is used for purposes of determining unrealized gain/loss on security positions in proprietary trading and investment accounts.

The Company is treated as a disregarded entity for federal tax purposes, in accordance with single member limited liability rules. All tax effects of the Company's income or loss are passed through to the members. Therefore no federal tax provision has been provided. However the Company is subject to a gross receipts tax in California for limited liability companies.

**Bayside Financial, LLC**  
**Notes to Financial Statements**  
**December 31, 2004**

**Note 2: MARKETABLE SECURITIES**

Marketable securities consist of NASD stocks with the fair market value of \$3,060. The accounting for the mark-to-market on the proprietary trading is included in income as unrealized gain of \$225.

**Note 3: SECURITIES, NOT READILY MARKETABLE**

Securities, not readily marketable consist of \$20,015 in note convertible into equity of privately held company. These securities were offered and purchased through a Private Placement Memorandum, and are valued at estimated fair value as determined by management.

**Note 4: DEPOSITS HELD AT CLEARING FIRM**

The Company has deposited \$86,888 with U.S. Clearing as security for its transactions with them.

Interest is paid monthly on the deposit at the average overnight repurchase agreement rate.

**Note 5: INCOME TAXES**

The Company is subject to a limited liability company gross receipts tax, with a minimum provision of \$800. At December 31, 2004 the Company recorded gross receipts tax of \$900, and the minimum limited liability company income tax of \$800 for a total tax provision of \$1,700.

**Note 6: RENT EXPENSE**

Current year rent expense consists of the following:

Office rent	<u>\$ 26,940</u>
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**Note 7: RELATED-PARTY TRANSACTIONS**

The Company has an administrative agreement with an entity affiliated through common ownership whereby during the year ended December 31, 2004 the Company incurred \$10,411 for certain costs and services, including personnel, benefits, and rent.

**Bayside Financial, LLC**  
**Notes to Financial Statements**  
**December 31, 2004**

**Note 8: COMMITMENTS AND CONTINGENCIES**

The Company maintains several bank accounts at a financial institution. These accounts are insured by the Federal Deposit Insurance Corporation (FDIC), up to \$100,000. At December 31, 2004, the Company had deposits with financial institutions with uninsured cash balances totaling \$26,886. The Company has not experienced any losses in such accounts and management believes it places its cash on deposit with financial institutions which are financially stable.

**Note 9: RECENTLY ISSUED ACCOUNTING STANDARDS**

In January 2003, The Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 46, "*Consolidation of Variable Interest Entities*" ("FIN 46"). This interpretation of Accounting Research Bulletin No. 51, requires companies to consolidate the operations of all variable interest entities ("VIE's") for which they are the primary beneficiary. The term "primary beneficiary" is defined as the entity that will absorb a majority of expected losses, receive a majority of the expected residual returns, or both. This interpretation was later revised by the issuance of Interpretation No. 46R ("FIN 46R"). The revision was issued to address certain implementation issues that had arisen since the issuance of the original interpretation and to provide companies with the ability to defer the adoption of FIN 46 to periods after March 15, 2004. The implementation of FIN No. 46 and FIN 46R, had no material impact on the Company's financial statements.

On July 16, 2004, the FASB ratified the Emerging Issues Task Force ("EITF") consensus on Issue 02-14, "*Whether the Equity Method of Accounting Applies When an Investor Does Not Have an Investment in Voting Stock of an Investee but Exercises Significant Influence through Other Means*" ("EITF 02-14"). The consensus concludes that an investor should apply the equity method of accounting when it can exercise significant influence over an entity through a means other than holding voting rights. The consensus is effective for reporting periods beginning after September 15, 2004. The adoption of EITF 02-14 did not have a material impact on the Company's financial statements.

On December 16, 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), "*Share-Based Payment*" ("FASB 123R"), which addresses the accounting for employee stock options. FASB 123R requires that the cost of all employee stock options, as well as other equity-based compensation arrangements, be reflected in the financial statements based on the estimated fair value of the awards. Stock options are a valuable and important tool that have been used by many companies as a means to motivate employees and to promote business growth. The statement requires that the value of these arrangements be measured and recognized in the financial statements. FASB 123R becomes effective for reports filed after June 15, 2005. Early adoption of FASB 123R had no material effect on the Company's financial statements.

**Bayside Financial, LLC**  
**Notes to Financial Statements**  
**December 31, 2004**

**Note 10: NET CAPITAL**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Net capital and aggregate indebtedness change day to day, but on December 31, 2004, the Company had net capital of \$226,851 which was \$176,851 in excess of its required net capital of \$50,000; and the Company's ratio of aggregate indebtedness (\$18,527) to net capital was 0.08 to 1, which is less than the 15 to 1 maximum ratio allowed for a broker/dealer.

**Note 11: RECONCILIATION OF AUDITED NET CAPITAL TO UNAUDITED FOCUS**

There is a \$1,701 difference between the computation of net capital under net capital Sec. Rule 15c3-1 and the corresponding unaudited focus part IIA.

Net capital per unaudited schedule		\$ 225,150
Adjustments:		
Members' equity	\$ (1,140)	
Non-allowable assets	3,300	
Haircuts	<u>(459)</u>	
Total adjustments		<u>1,701</u>
Net capital per audited statements		<u>\$ 226,851</u>

**Bayside Financial, LLC**  
**Schedule I - Computation of Net Capital Requirements**  
**Pursuant to Rule 15c3-1**  
**As of December 31, 2004**

**Computation of net capital**

Members' equity	<u>\$ 247,325</u>	
Total members' equity		\$ 247,325
Less: Non allowable assets		
Securities, not readily marketable	<u>(20,015)</u>	
Total non-allowable assets		<u>(20,015)</u>
Net capital before haircuts		227,310
Less: Haircuts		
Haircuts on marketable securities	<u>(459)</u>	
Total haircuts		<u>(459)</u>
<b>Net Capital</b>		<b>226,851</b>

**Computation of net capital requirements**

Minimum net capital requirements		
6 2/3 percent of net aggregate indebtedness	\$ 1,235	
Minimum dollar net capital required	<u>50,000</u>	
Net capital required (greater of above)		<u>50,000</u>
<b>Excess net capital</b>		<b><u>\$ 176,851</u></b>

Ratio of aggregate indebtedness to net capital 0.08: 1

There was a \$1,701 difference between net capital shown here and net capital as reported on the Company's unaudited Form X-17A-5 report dated December 31, 2004. See Note 11.

*See independent auditor's report.*

**Bayside Financial, LLC**  
**Schedule II - Computation for Determination of Reserve**  
**Requirements Pursuant to Rule 15c3-3**  
**As of December 31, 2004**

A computation of reserve requirement is not applicable to Bayside Financial, LLC as the Company qualifies for exemption under Rule 15c3-3 (k)(2)(ii).

*See independent auditor's report.*

**Bayside Financial, LLC**  
**Schedule III - Information Relating to Possession or Control**  
**Requirements Under Rule 15c3-3**  
**As of December 31, 2004**

Information relating to possession or control requirements is not applicable to Bayside Financial, LLC as the Company qualifies for exemption under Rule 15c3-3 (k)(2)(ii).

*See independent auditor's report.*

**Bayside Financial, LLC**  
**Supplementary Accountant's Report**  
**on Internal Accounting Control**  
**Report Pursuant to 17a-5**  
**For the Year Ended December 31, 2004**

KEVIN G. BREARD, C.P.A.  
AN ACCOUNTANCY CORPORATION

Board of Directors  
Bayside Financial, LLC

In planning and performing my audit of the financial statements and supplemental schedules of Bayside Financial, LLC for the year ended December 31, 2004, I considered its internal control structure, for the purpose 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 ("SEC"), I have made a study of the practices and procedures followed by Bayside Financial, LLC including tests of such practices and procedures that I considered relevant to objectives stated in rule 17a-5(g), in making the periodic computations of aggregate indebtedness (or aggregate debits) 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 security accounts for customers or perform custodial functions relating to customer securities, I 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 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 structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements 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 17-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

*i*

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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 they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the 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 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 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, I noted no matters involving the internal control structure, including procedures for safeguarding securities, that I considered to be material weakness as defined above.

I 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 Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate material inadequacy for such purposes. Based on this understanding on my study, I 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 management, the SEC, and other regulatory agencies which rely on rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.



Kevin G. Breard  
Certified Public Accountant

Northridge, California  
February 2, 2005