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

SEC FILE NUMBER  
866262

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

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Corporate Development Capital, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
21 Summer St, Suite 2000  
(No. and Street)  
Colorado Springs CO 80906  
(City) (State) (Zip Code)

OFFICIAL USE ONLY  
FIRM I.D. NO.

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Stoebman Hart Ryan + Co  
(Name - if individual, state last, first, middle name)  
102 N Cascade, Suite 400, Colo Spgs, CO 80903  
(Address) (City) (State)

PROCESSED  
APR 07 2005  
THOMSON FINANCIAL

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

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)

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3/31

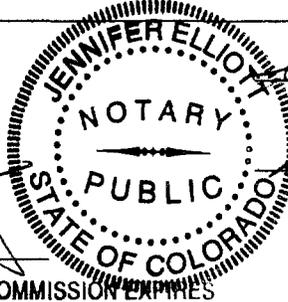
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OATH OR AFFIRMATION

I, Chris G. Mendrop, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Corporate Development Capital, LLC, as of December 31, 2005, 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:

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



Chris G. Mendrop  
Signature

President  
Title

Jennifer Elliott  
Notary Public

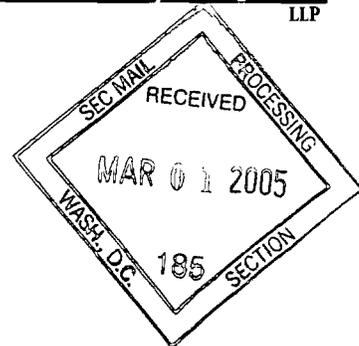
MY COMMISSION EXPIRES  
07/24/2007

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).

**stockman kast ryan + CO**  
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**CORPORATE DEVELOPMENT CAPITAL, L.L.C.**

**Financial Statements**

**For the Year Ended December 31, 2004,**

**Supplemental Schedules**

**And**

**Independent Auditors' Report**

## INDEPENDENT AUDITORS' REPORT

Board of Directors  
Corporate Development Capital, L.L.C.

We have audited the accompanying statement of financial condition of Corporate Development Capital, L.L.C. (the Company) as of December 31, 2004 and the related statements of operations, changes in members' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company'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 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 Corporate Development Capital, L.L.C. as of December 31, 2004, and the results of its operations and its 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 and II 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.

*Stockman Kast Ryan + Co, LLP*

February 18, 2005

# CORPORATE DEVELOPMENT CAPITAL, L.L.C.

## STATEMENT OF FINANCIAL CONDITION DECEMBER 31, 2004

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### ASSETS

#### CURRENT ASSETS

Cash and cash equivalents	\$ 17,356
Cash on deposit with NASD	111
Prepaid expenses	<u>1,061</u>

TOTAL	<u>\$ 18,528</u>
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### MEMBERS' EQUITY

MEMBERS' EQUITY	<u>\$ 18,528</u>
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See notes to financial statements.

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# CORPORATE DEVELOPMENT CAPITAL, L.L.C.

## STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2004

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REVENUES	
Reimbursed expenses	\$ 263
Interest	<u>158</u>
TOTAL	<u>421</u>
EXPENSES	
Registration fees	1,476
Other	<u>647</u>
TOTAL	<u>2,123</u>
NET LOSS	<u>\$ (1,702)</u>

See notes to financial statements.

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# CORPORATE DEVELOPMENT CAPITAL, L.L.C.

## STATEMENT OF CHANGES IN MEMBERS' EQUITY FOR THE YEAR ENDED DECEMBER 31, 2004

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	Members' Contributions	Accumulated Deficit	Total
BALANCE – Beginning of year	\$ 24,500	\$ (4,270)	\$ 20,230
NET LOSS	<u>                    </u>	<u>(1,702)</u>	<u>(1,702)</u>
BALANCE — End of year	<u>\$ 24,500</u>	<u>\$ (5,972)</u>	<u>\$ 18,528</u>

See notes to financial statements.

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# CORPORATE DEVELOPMENT CAPITAL, L.L.C.

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2004

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OPERATING ACTIVITIES	
Net loss	\$ (1,702)
Adjustments to reconcile net income to net cash used in operating activities:	
Changes in operating assets and liabilities:	
Cash on deposit with NASD	(539)
Prepaid expenses	<u>(1,061)</u>
Net cash used in operating activities	<u>(3,302)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,302)
CASH AND CASH EQUIVALENTS, Beginning of year	<u>20,658</u>
CASH AND CASH EQUIVALENTS, End of year	<u>\$ 17,356</u>

See notes to financial statements.

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# CORPORATE DEVELOPMENT CAPITAL, L.L.C.

## NOTES TO FINANCIAL STATEMENTS

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### 1. SIGNIFICANT ACCOUNTING POLICIES

**General** — Corporate Development Capital, L.L.C. (the Company), a Colorado limited liability company, is a broker-dealer registered with the Securities and Exchange Commission (SEC) and a member of the National Association of Securities Dealers (NASD). The Company is primarily involved in the sale and marketing of oil and gas interests and other private placement securities. No revenues have yet been generated from broker/deal activities. The Company maintains one office in Colorado Springs, Colorado.

**Cash and Cash Equivalents** — For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less at the purchase date to be cash equivalents.

**Income Taxes** — As a limited liability company, the Company's members are allocated their proportionate share of the Company's taxable income or loss for inclusion in their respective income tax returns. Therefore, no provision or liability for Federal or state income taxes has been included in the financial statements.

**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 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.

### 2. NET CAPITAL REQUIREMENTS

The Company is subject to the SEC Uniform Net Capital Rule (rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2004, the Company had net capital of \$17,356, which was \$12,356 in excess of its required net capital of \$5,000. The Company's net capital ratio was 3.47 to 1, the calculation of which is included within Supplemental Schedule I.

**CORPORATE DEVELOPMENT CAPITAL, L.L.C.**

**SUPPLEMENTAL SCHEDULES**

## CORPORATE DEVELOPMENT CAPITAL, L.L.C.

### SCHEDULE I — COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION DECEMBER 31, 2004

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Net capital:	
Total stockholders' equity	\$ 18,528
Deduct non-allowable assets:	
Prepaid expenses	1,061
Other assets	<u>111</u>
Net capital	<u>\$ 17,356</u>
Aggregate indebtedness — items included in financial statements	<u>\$ —</u>
Basic net capital requirement	<u>\$ 5,000</u>
Excess net capital	<u>\$ 12,356</u>
Ratio aggregate indebtedness to net capital	<u>—</u>
Net capital as reported in Company's Part II (unaudited) FOCUS report as of December 31, 2004	<u>\$ 17,356</u>
Net capital/minimum net capital ratio	<u>3.47</u>

# **CORPORATE DEVELOPMENT CAPITAL, L.L.C.**

**SCHEDULE II — FOCUS FORM X-17A-5, PART III**  
**DECEMBER 31, 2004**

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Corporate Development Capital, L.L.C. does not hold funds or securities for, or owe money or securities to, customers. Consequently, the Company qualified for exemption from the provision of SEC Rule 15c3-3(k)(2)(i) and Schedules II, III and IV of FOCUS Form X-17A-5, Part II.

Board of Directors  
Corporate Development Capital, L.L.C.

In planning and performing our audit of the financial statements of Corporate Development Capital, L.L.C. (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) 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 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 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 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 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 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 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 components 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 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 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 information and use of the Board of Directors, management, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Stochman Kart Ryan + Co, LLP*

February 18, 2005