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

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: January 31, 2007  
Estimated average burden  
hours per response..... 12.00

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

SEC FILE NUMBER  
8- 67010

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 07/07/05 AND ENDING 12/31/05  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Lake Hill Capital, LLC

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

900 Third Avenue, Suite 1001

(No. and Street)

New York

New York

10022

(City)

(State)

(Zip Code)

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

Zemach Sternberg

(212) 610-2701

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

Schultz and Chez, LLP

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

PROCESSED  
MAR 17 2006  
THOMSON  
FINANCIAL

141 W. Jackson Blvd., Suite 2900

Chicago

Illinois

60604

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

SEC MAIL RECEIVED  
FEB 27 2006  
WASH. D.C. 185

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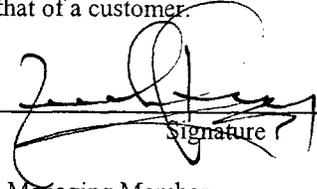
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

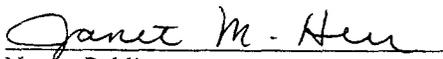
WAH  
3/16/06

## OATH OR AFFIRMATION

I, Zernach Sternberg., affirm that, to the best of my knowledge and belief, the accompanying financial statements and supplemental information pertaining to the firm of **Lake Hill Capital, LLC**, as of December 31, 2005, are true and correct. I further affirm that neither the Company nor any member, proprietor, principal officer, or director has any proprietary interest in any account classified solely as that of a customer.



  
Signature  
Managing Member  
Title

  
Notary Public

This report contains (check all applicable boxes):

- (a) Facing Page
- (b) Statement of Financial Condition
- (c) Statement of Income
- (d) Statement of Changes in Member's Equity
- (e) Statement of Cash Flows
- (f) Statement of Changes in Subordinated Borrowings

Supplemental Information:

- (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 under Requirement 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 pursuant to 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.
- (o) Independent Auditor's Report on Internal Control Structure.

**\*\* For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3)**

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# SCHULTZ & CHEZ, L.L.P.

*Certified Public Accountants*

141 West Jackson Boulevard, Suite 2900  
Chicago, Illinois 60604  
Main: (312) 332-1912  
Fax: (312) 332-3635

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
Lake Hill Capital LLC  
New York, New York

We have audited the accompanying statement of financial condition of Lake Hill Capital LLC as of December 31, 2005, and the related statements of operations, changes in members' equity and cash flows for the period July 7, 2005 (date of inception) through December 31, 2005. 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 Lake Hill Capital LLC as of December 31, 2005, and the results of its operations and its cash flows for the period July 7, 2005 (date of inception) through December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on pages 8 and 9 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 our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Schultz & Chez, LLP*

Chicago, Illinois  
January 30, 2006

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)  
**STATEMENT OF FINANCIAL CONDITION**  
DECEMBER 31, 2005

**ASSETS**

Due from clearing broker	\$	7,963,752
Options owned, at market		14,391,170
Interest receivable		83,151
Other assets		<u>10,000</u>
<b>TOTAL ASSETS</b>	<b>\$</b>	<b><u>22,448,073</u></b>

**LIABILITIES AND MEMBERS' EQUITY**

**LIABILITIES**

Options sold, not yet purchased	\$	17,022,560
Interest payable		26,359
Accounts payable and accrued expenses		<u>87,134</u>

Total Liabilities 17,136,053

Members' Equity 5,312,020

**TOTAL LIABILITIES AND MEMBERS' EQUITY** **\$** **22,448,073**

See accompanying notes.

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)

**STATEMENT OF OPERATIONS**

FOR THE PERIOD JULY 7, 2005 (DATE OF  
INCEPTION) THROUGH DECEMBER 31, 2005

**REVENUES**

Firm trading	\$	( 25,704)
Interest		<u>152,098</u>
Total Revenues		<u>126,394</u>

**EXPENSES**

Commissions and clearing fees		164,658
Interest		<u>49,716</u>

Total Expenses 214,374

NET LOSS \$ ( 87,980)

See accompanying notes.

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)

**STATEMENT OF CHANGES IN MEMBERS' EQUITY**

FOR THE PERIOD JULY 7, 2005 (DATE OF  
INCEPTION) THROUGH DECEMBER 31, 2005

Initial capital contribution	\$	5,400,000
Net loss	(	<u>87,980</u> )
Balance at December 31, 2005	\$	<u>5,312,020</u>

See accompanying notes.

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)

STATEMENT OF CASH FLOWS

FOR THE PERIOD JULY 7, 2005 (DATE OF  
INCEPTION) THROUGH DECEMBER 31, 2005

OPERATING ACTIVITIES

Net loss	\$ ( <u>87,980</u> )
Adjustments to reconcile net loss to net cash used in operating activities	
(Increase)/decrease in operating assets:	
Due from clearing broker	( 7,963,752)
Options owned, at market	( 14,391,170)
Interest receivable/payable	( 56,792)
Other assets	( 10,000)
Increase/(decrease) in operating liabilities:	
Options sold, not yet purchased	17,022,560
Accounts payable and accrued expenses	<u>87,134</u>
Total Adjustments	( <u>5,312,020</u> )
NET CASH USED IN OPERATING ACTIVITIES	( <u>5,400,000</u> )

FINANCING ACTIVITIES

Initial contribution	<u>5,400,000</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>5,400,000</u>

NET INCREASE IN CASH

CASH AT INCEPTION

CASH AT DECEMBER 31, 2005

\$ -

*Supplemental Cash flow Information:*

Cash payments for interest during the year totaled \$23,357.

Cash payments for income taxes during the year totaled \$0.

See accompanying notes.

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)  
**NOTES TO FINANCIAL STATEMENTS**  
FOR THE PERIOD JULY 7, 2005 (DATE OF  
INCEPTION) THROUGH DECEMBER 31, 2005

**(1) NATURE OF BUSINESS**

Lake Hill Capital LLC, (the "Company") engages in trading strategies primarily involving equity index derivative instruments on a proprietary basis. The company is registered as a broker/dealer with the Securities and Exchange Commission ("SEC") and is a member of the Philadelphia Stock Exchange.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Securities owned and securities sold, not yet purchased, held in firm trading accounts, are carried at market value. Securities transactions are recorded on the trade date and, accordingly, gains and losses are recorded on any unsettled transactions. Futures transactions and resulting gains and losses are recorded on the trade date. Gains and losses on open futures contracts are reflected in income.

The preparation of financial statements in conformity with generally accepted accounting principles includes the use of estimates that affect the financial statements. Accordingly, actual results could differ from those estimates.

No provision has been made for income taxes as the taxable income or loss of the Company is included in the respective income tax returns of the members.

Financial instruments recorded at fair value on the Company's statement of financial condition include securities owned and securities sold, not yet purchased. Other financial instruments are recorded by the Company at contract amounts and include receivables from and payables to clearing broker. Financial instruments carried at contract amounts, which approximate fair value, either have short-term maturities, are repriced frequently, or bear market interest rates and, accordingly, are carried at amounts approximating fair value.

The Company has not presented a Statement of Comprehensive Income because it does not have any items of "other comprehensive income".

**(3) DERIVATIVE FINANCIAL INSTRUMENTS HELD AND ISSUED FOR TRADING PURPOSES AND OTHER FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK**

In its normal course of business, the Company trades financial instruments involving off-balance-sheet market risk with securities broker/dealers and futures commission merchants. The gross notional (or contractual) amounts of derivative financial instruments represent the volume of these transactions and not the amounts potentially subject to market risk. In addition, measurement of market risk is meaningful only when all related

Lake Hill Capital LLC  
(A Delaware Limited Liability Company)

**NOTES TO FINANCIAL STATEMENTS**

FOR THE PERIOD JULY 7, 2005 (DATE OF  
INCEPTION) THROUGH DECEMBER 31, 2005

**(3) DERIVATIVE FINANCIAL INSTRUMENTS HELD AND ISSUED FOR TRADING PURPOSES AND OTHER FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK (CONTINUED)**

and offsetting transactions are taken into consideration. Market risk is the risk that a change in the level of one or more market prices, rates, indices, volatilities, correlations or other factors, such as liquidity, will result in losses for a specified position or portfolio. Financial instruments sold, but not yet purchased, entail an obligation to purchase the securities at a future date. The Company may incur a loss if the market value of the securities subsequently increases prior to the purchase of the security. Futures contracts are executed on an exchange, and cash settlement is made on a daily basis for market movements. The settlement of the aforementioned transactions is not expected to have a material adverse affect on the financial position of the Company.

As a trader, the Company is in the business of managing market risk. In management's opinion, market risk is substantially diminished when all financial instruments, including equities owned, are aggregated.

Credit risk represents the loss that the Company would incur if a counterparty fails to perform its contractual obligation to the Company. All derivative financial instruments entered into by the Company are exchange-traded. For exchange traded contracts, the Company's clearing broker, through industry clearing organizations, acts as the counterparty of specific transactions and therefore, bears the risk of delivery to and from counterparties.

**(4) CONCENTRATIONS OF CREDIT RISK**

At December 31, 2005, a credit concentration with the Company's clearing broker consisted of approximately \$5 million representing the market value of the Company's trading account. The Company monitors the credit worthiness of the clearing broker to mitigate the Company's exposure to credit risk.

**(5) REGULATORY MATTERS**

As a registered broker/dealer, the Company is subject to the SEC's 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, both as defined, shall not exceed 8 to 1. At December 31, 2005, the Company had net capital of \$4,777,329 which exceeded requirements by \$4,677,329 and the ratio of aggregate indebtedness to net capital was less than 1:1.

**(6) RELATED PARTY TRANSACTIONS**

The Company utilizes the facilities of a Member for which it did not pay a fee during the year.

SUPPLEMENTARY INFORMATION

Lake Hill Capital LLC  
 (A Delaware Limited Liability Company)  
**COMPUTATION OF NET CAPITAL,  
 PER UNIFORM NET CAPITAL RULE 15c3-1**  
 DECEMBER 31, 2005

NET CAPITAL	
Members' equity	\$ 5,312,020
Non-allowable assets	
Other assets	( <u>10,000</u> )
NET CAPITAL BEFORE HAIRCUTS ON SECURITIES	5,302,020
Haircuts on firm's inventory	( <u>524,691</u> )
NET CAPITAL	\$ <u>4,777,329</u>
COMPUTATION OF BASIC NET CAPITAL REQUIREMENT	
Minimum net capital required (Greater of 12.5% of aggregate indebtedness or \$100,000)	\$ <u>100,000</u>
EXCESS NET CAPITAL	\$ <u>4,677,329</u>
COMPUTATION OF AGGREGATE INDEBTEDNESS	
Total aggregate indebtedness - specified liabilities	
Accounts payable and accrued expenses	\$ <u>87,134</u>
TOTAL AGGREGATE INDEBTEDNESS	\$ <u>87,134</u>
Ratio of aggregate indebtedness to net capital	<u>&lt;1:1</u>

Note: There are no material differences between the audited computation of net capital and that per the Company's unaudited amended FOCUS report as filed.

Lake Hill Capital LLC  
**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS**  
**AND**  
**INFORMATION FOR THE POSSESSION OR CONTROL**  
**REQUIREMENTS PURSUANT TO RULE 15c3-3**  
DECEMBER 31, 2005

RESERVE COMPUTATION  
(see Note)

INFORMATION FOR POSSESSION OR CONTROL REQUIREMENTS  
(see Note)

NOTE: Although the Company is not exempt from Rule 15c3-3, it does not transact a business in securities with or for customers and does not carry margin accounts, credit balances or securities for any person defined as a "customer" pursuant to Rule 17a-5(c)(4). Accordingly, there are no amounts reportable under these sections.

# SCHULTZ & CHEZ, L.L.P.

*Certified Public Accountants*

141 West Jackson Boulevard, Suite 2900  
Chicago, Illinois 60604  
Main: (312) 332-1912  
Fax: (312) 332-3635

## INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL

To the Members of  
Lake Hill Capital LLC  
New York, New York

In planning and performing our audit of the financial statements of Lake Hill Capital LLC (the "Company") for the period July 7, 2005 (date of inception) through December 31, 2005, 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 consolidated financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, we have made a study of the practices and procedures followed by Lake Hill Capital LLC 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 17a-3(a)(11) and the reserve required by Rule 15c3-3(e); and (2) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13. We did not review the practices and procedures followed by the Company in complying with the requirements for prompt payment for securities under Section 8(b) of Regulation T of the Board of Governors of the Federal Reserve System 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 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 internal control 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 Commission'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 accordance with U.S. 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 or the practices and procedures referred to above, errors 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 the internal control 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 the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors 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 the internal control, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

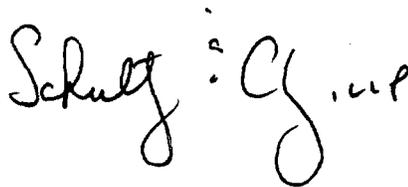
Our review indicated that Lake Hill Capital LLC, although not exempt from Rule 15c3-3, had no reporting requirements because it did not transact a business in securities directly with or for other than members of a national securities

exchange and did not carry margin accounts, credit balances or securities for any person defined as a "customer" pursuant to Rule 17a-5(c)(4) and that, as of December 31, 2005, no facts came to our attention to indicate that such conditions were not complied with during the period.

We understand that 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 our study, we believe that the Company's practices and procedures were adequate at December 31, 2005, to meet the Commission's objectives.

This report is intended solely for the use of management, the Philadelphia Stock Exchange, the Securities and Exchange Commission and other regulatory authorities who 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.

Chicago, Illinois  
January 30, 2006

A handwritten signature in cursive script, appearing to read "Schull". The signature is written in dark ink and is positioned to the right of the typed date.