

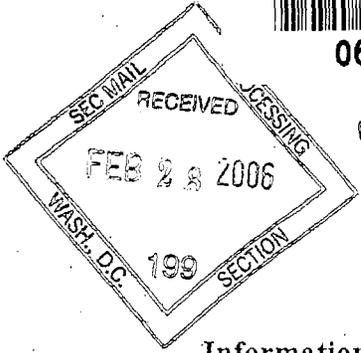
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

SEC FILE NUMBER  
8- 65927

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 01/01/05 AND ENDING 12/31/05  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: U.S. WEALTH ADVISORS, LLC  
*Formerly MDP Financial, LLC*  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY  
FIRM I.D. NO.

139 WOOD ROAD

(No. and Street)

BRAINTREE

MASSACHUSETTS

02184

(City)

(State)

(Zip Code)

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

MR. JAMES DENNIS McCARRON

781-849-9200

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

GREEN & GREEN, LLC

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

725 CANTON STREET

NORWOOD

MA

02062

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED  
MAY 06 2006  
THOMSON  
FINANCIAL

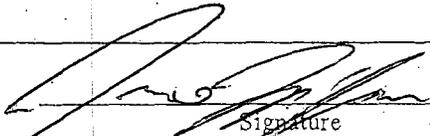
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

OATH OR AFFIRMATION

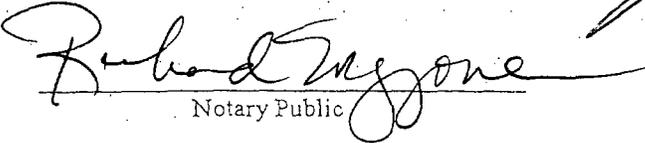
I, JAMES DENNIS McCARRON, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of U.S. WEALTH ADVISORS, LLC, as of DECEMBER 31, 2005, are true and correct. I further swear (or affirm) that neither the company 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:

NOT APPLICABLE

  
Signature

PRESIDENT

Title

  
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.
- (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 15c3-1 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).

U.S. WEALTH ADVISORS, LLC

FINANCIAL STATEMENTS

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DECEMBER 31, 2005

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INDEPENDENT AUDITORS' REPORT

To the Member of  
U.S. Wealth Advisors, LLC

We have audited the accompanying statement of financial condition of U.S. Wealth Advisors, LLC (the LLC), as of December 31, 2005, and the related statements of income, changes in member's 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 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 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 U.S. Wealth Advisors, LLC, at December 31, 2005, and the results of 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 purposes of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedules of Computation of Net Capital and Reconciliation of the Computation of Net Capital Under Rule 15c3-3, are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are 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.

GREEN & GREEN, LLC

Norwood, MA

February 22, 2006

U. S. WEALTH ADVISORS, LLC  
STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2005

**ASSETS**

Consolidated <input type="radio"/> [0198]	Unconsolidated <input checked="" type="radio"/> [0199]	<b>Allowable</b>	<b>Non-Allowable</b>	<b>Total</b>
1. Cash		46,754 [0200]		46,754 [0750]
2. Receivables from brokers or dealers:				
A. Clearance account		67 [0295]		
B. Other		[0300]	[0550]	67 [0810]
3. Receivables from non-customers		[0355]	[0600]	0 [0830]
4. Securities and spot commodities owned, at market value:				
A. Exempted securities		[0418]		
B. Debt securities		[0419]		
C. Options		[0420]		
D. Other securities		[0424]		
E. Spot commodities		[0430]		0 [0850]
5. Securities and/or other investments not readily marketable:				
A. At cost		[0130]		
B. At estimated fair value		[0440]	[0610]	0 [0860]
6. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:		[0460]	[0630]	0 [0880]
A. Exempted securities		[0150]		
B. Other securities		[0160]		

The Accompanying Notes are an Integral Part of these Financial Statements

U. S. WEALTH ADVISORS, LLC

STATEMENT OF FINANCIAL CONDITION (continued)

DECEMBER 31, 2005

7.	Secured demand notes market value of collateral:	<u>                    </u>	<u>                    </u>	<u>                    </u>
		[0470]	[0640]	[0890]
	A. Exempted securities			0
		<u>                    </u>		
		[0170]		
	B. Other securities			
		<u>                    </u>		
		[0180]		
8.	Memberships in exchanges:			
	A. Owned, at market			
		<u>                    </u>		
		[0190]		
	B. Owned, at cost		<u>                    </u>	
			[0650]	
	C. Contributed for use of the company, at market value		<u>                    </u>	<u>                    </u>
			[0660]	[0900]
9.	Investment in and receivables from affiliates, subsidiaries and associated partnerships	<u>                    </u>	<u>                    </u>	<u>                    </u>
		[0480]	204 [0670]	204 [0910]
10.	Property, furniture, equipment, leasehold improvements and rights under lease agreements, at cost-net of accumulated depreciation and amortization	<u>                    </u>	<u>                    </u>	<u>                    </u>
		[0490]	[0680]	[0920]
11.	Other assets	<u>                    </u>	<u>                    </u>	<u>                    </u>
		50,000 [0535]	236 [0735]	50,236 [0930]
12.	TOTAL ASSETS	<u>                    </u>	<u>                    </u>	<u>                    </u>
		96,821 [0540]	440 [0740]	97,261 [0940]

The Accompanying Notes are an Integral Part of these Financial Statements

U. S. WEALTH ADVISORS, LLC  
STATEMENT OF FINANCIAL CONDITION (continued)

DECEMBER 31, 2005

**LIABILITIES AND OWNERSHIP EQUITY**

Liabilities	A.I. Liabilities	Non-A.I. Liabilities	Total
13. Bank loans payable	[1045]	[1255]	[1470]
14. Payable to brokers or dealers:			0
A. Clearance account	[1114]	[1315]	[1560]
B. Other	[1115]	[1305]	[1540]
15. Payable to non-customers	[1155]	[1355]	[1610]
16. Securities sold not yet purchased, at market value		[1360]	[1620]
17. Accounts payable, accrued liabilities, expenses and other	39,317 [1205]	[1385]	39,317 [1685]
18. Notes and mortgages payable:			0
A. Unsecured	[1210]		[1690]
B. Secured	[1211]	[1390]	[1700]
19. Liabilities subordinated to claims of general creditors:			0
A. Cash borrowings:			[1710]
1. from outsiders		[1400]	
	[0970]		
2. Includes equity subordination (15c3-1(d)) of			
	[0980]		
B. Securities borrowings, at market value:			0
from outsiders		[1410]	[1720]
	[0990]		
C. Pursuant to secured demand note collateral agreements:			0
1. from outsiders		[1420]	[1730]

The Accompanying Notes are an Integral Part of these Financial Statements

U. S. WEALTH ADVISORS, LLC  
STATEMENT OF FINANCIAL CONDITION (continued)

DECEMBER 31, 2005

	[1000]			
	2. Includes equity subordination (15c3-1(d)) of			
	[1010]			
D.	Exchange memberships contributed for use of company, at market value	[1430]	0	[1740]
E.	Accounts and other borrowings not qualified for net capital purposes	[1220]	[1440]	[1750]
20.	TOTAL LIABILITIES	39,317 [1230]	0 [1450]	39,317 [1760]

Ownership Equity

	Total
21. Sole proprietorship	[1770]
22. Partnership (limited partners [1020] )	57,944 [1780]
23. Corporations:	
A. Preferred stock	[1791]
B. Common stock	[1792]
C. Additional paid-in capital	[1793]
D. Retained earnings	[1794]
E. Total	0 [1795]
F. Less capital stock in treasury	[1796]
24. TOTAL OWNERSHIP EQUITY	57,944 [1800]
25. TOTAL LIABILITIES AND OWNERSHIP EQUITY	97,261 [1810]



U. S. WEALTH ADVISORS, LLC  
STATEMENT OF INCOME (LOSS)(continued)

FOR THE YEAR ENDED DECEMBER 31, 2005

		[4200]
<b>NET INCOME</b>		
17. Net Income(loss) before Federal Income taxes and items below (Item 9 less Item 16)		<u>-93,227</u>
		[4210]
18. Provision for Federal Income taxes (for parent only)		<u>[4220]</u>
19. Equity in earnings (losses) of unconsolidated subsidiaries not included above		<u>[4222]</u>
a. After Federal income taxes of	<u>[4238]</u>	
20. Extraordinary gains (losses)		<u>[4224]</u>
a. After Federal income taxes of	<u>[4239]</u>	
21. Cumulative effect of changes in accounting principles		<u>[4225]</u>
22. Net income (loss) after Federal income taxes and extraordinary items		<u>-93,227</u>
		[4230]
<b>MONTHLY INCOME</b>		
23. Income (current monthly only) before provision for Federal income taxes and extraordinary items		<u>-42,965</u>
		[4211]

The Accompanying Notes are an Integral Part of these Financial Statements

For the Year Ended December 31, 2005

## CASH FLOWS FROM OPERATING ACTIVITIES:

Net Loss	\$ (93,227)
Adjustments to Reconcile Net Loss to Net Cash	
Used in Operating Activities:	
Changes in Operating Assets and Liabilities:	
Increase in Receivables and Receivable from Affiliate	(271)
Increase in Prepaids and Other Assets	(49,446)
Increase in Accounts Payable	39,317
NET CASH USED IN OPERATING ACTIVITIES	<u>(103,627)</u>

## CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:

Member's Capital Contributions	<u>144,000</u>
NET INCREASE IN CASH	40,373
CASH, BEGINNING OF PERIOD	<u>6,381</u>
CASH, END OF PERIOD	<u>\$ 46,754</u>

The Accompanying Notes are an Integral Part of These Financial Statements

**STATEMENT OF CHANGES**

For the Year Ended December 31, 2005

**STATEMENT OF CHANGES IN OWNERSHIP EQUITY  
(SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)**

1.	Balance, beginning of period		7,171
			[4240]
	A. Net income (loss)		-93,227
			[4250]
	B. Additions (includes non-conforming capital of	[4262] )	144,000
			[4260]
	C. Deductions (includes non-conforming capital of	[4272] )	[4270]
			57,944
2.	Balance, end of period (From item 1800)		[4290]

**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS**

3.	Balance, beginning of period		[4300]
	A. Increases		[4310]
	B. Decreases		[4320]
4.	Balance, end of period (From item 3520)		0
			[4330]

The Accompanying Notes are an Integral Part of these Financial Statements

December 31, 2005

**1. Significant Accounting Policies:**

**Reporting Entity:** U.S. Wealth Advisors, LLC (the LLC), organized on July 27, 2001, as a Massachusetts limited liability company, was reorganized on September 23, 2002, as a Delaware limited liability company. The LLC is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers (NASD). The LLC is a single-member LLC, wholly-owned by U.S. Wealth Management, LLC (the Parent). Currently, the LLC does not carry securities accounts for its customers or perform custodial functions relating to customer securities and accordingly follows the exemptive provisions under SEC rule 15c3-3.

**Name Change:** Effective November 8, 2005, the LLC changed its name from MDP Financial Services, LLC, to U.S. Wealth Advisors, LLC, with the secretary of state of the state of Delaware.

**Basis of Accounting:** The accompanying financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

**Organizational Costs:** In accordance with Statement of Position (SOP) No. 98-5, the LLC expensed organizational costs as incurred

**Advertising and Promotion Costs:** The LLC expenses advertising and promotion costs as incurred

**Income Taxes:** The LLC is a single member LLC and accordingly its taxable income is included in the Parent's federal and state income tax returns. The Parent, a limited liability company, reports its' taxable income or loss on an allocated basis to its' members in accordance with their respective percentage ownership. Therefore, no provision for federal and certain state income taxes has been included in the financial statements.

**Use of Estimates:** Preparing the LLC's financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect 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 experienced by the LLC may differ from those estimates.

**2. Related Party Transactions:**

The LLC has executed a Shared Expense Agreement with another affiliated entity wholly owned by the Parent. The Shared Expense Agreement calls for standard monthly reimbursements to the affiliated entity by the LLC for the use of office space, computers, telephones, supplies and personnel. For the year ended December 31, 2005, the LLC remitted to the affiliated entity \$21,950 and charged to expense \$50,814. As of December 31, 2005, the outstanding obligations due to the affiliated entity amounted to \$28,864.

**3. Net Capital Requirements:**

The LLC 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 (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, 2005, the LLC had \$39,317 in outstanding aggregate indebtedness and had net capital of \$57,504, which was \$52,504 in excess of its required net capital of \$5,000.

**4. Guarantees:**

Financial Accounting Standards Board Interpretation (FIN) No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*, requires the LLC to disclose information about its obligations under certain guarantee arrangements. FIN 45 defines guarantees as contracts and indemnification agreements that contingently require a guarantor to make payments to the guaranteed party based on changes in an underlying (such as an interest or foreign exchange rate, security or commodity price, an index or the occurrence or nonoccurrence of a specified event) related to an asset, liability or equity security of a guaranteed party. FIN 45 also defines guarantees as contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement as well as indirect guarantees of the indebtedness of others. Accordingly, management and the LLC both believe that no such guarantees currently exist and as of December 31, 2005, there are no such contingent liabilities applicable to these financial statements in connection with FIN 45.

DECEMBER 31, 2005

**COMPUTATION OF NET CAPITAL**

1.	Total ownership equity from Statement of Financial Condition		57,944
			[3480]
2.	Deduct ownership equity not allowable for Net Capital		[3490]
3.	Total ownership equity qualified for Net Capital		57,944
			[3500]
4.	Add:		0
	A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		[3520]
	B. Other (deductions) or allowable credits (List)		
		[3525A]	[3525B]
		[3525C]	[3525D]
		[3525E]	[3525F]
			0
			[3525]
5.	Total capital and allowable subordinated liabilities		57,944
			[3530]
6.	Deductions and/or charges:		
	A. Total nonallowable assets from Statement of Financial Condition (Notes B and C)	440	[3540]
	B. Secured demand note deficiency		[3590]
	C. Commodity futures contracts and spot commodities - proprietary capital charges		[3600]
	D. Other deductions and/or charges	[3610]	-440
			[3620]
7.	Other additions and/or credits (List)		
		[3630A]	[3630B]
		[3630C]	[3630D]
		[3630E]	[3630F]
			0
			[3630]
8.	Net capital before haircuts on securities positions		57,504
			[3640]
9.	Haircuts on securities (computed, where applicable, pursuant to 15c3-1(f)):		
	A. Contractual securities commitments		[3660]
	B. Subordinated securities borrowings		[3670]
	C. Trading and investment securities:		

U. S. WEALTH ADVISORS, LLC  
COMPUTATION OF NET CAPITAL (continued)

DECEMBER 31, 2005

1. Exempted securities		[3735]	
2. Debt securities		[3733]	
3. Options		[3730]	
4. Other securities		[3734]	
D. Undue Concentration		[3650]	
E. Other (List)			
	[3736A]		[3736B]
	[3736C]		[3736D]
	[3736E]		[3736F]
		0	0
		[3736]	[3740]
10. Net Capital			57,504
			[3750]

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

Part A

11. Minimum net capital required (6-2/3% of line 19)		2,621
		[3756]
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with <u>Note(A)</u>		5,000
		[3758]
13. Net capital requirement (greater of line 11 or 12)		5,000
		[3760]
14. Excess net capital (line 10 less 13)		52,504
		[3770]
15. Excess net capital at 1000% (line 10 less 10% of line 19)		53,572
		[3780]

**COMPUTATION OF AGGREGATE INDEBTEDNESS**

16. Total A.I. liabilities from Statement of Financial Condition		39,317
		[3790]
17. Add:		
A. Drafts for immediate credit		[3800]
B. Market value of securities borrowed for which no equivalent value is paid or credited		[3810]
C. Other unrecorded amounts (List)		

U. S. WEALTH ADVISORS, LLC  
 COMPUTATION OF NET CAPITAL (continued)

DECEMBER 31, 2005

	[3820A]	[3820B]	
	[3820C]	[3820D]	
	[3820E]	[3820F]	
		0	0
		[3820]	[3830]
19. Total aggregate indebtedness			39,317
			[3840]
20. Percentage of aggregate indebtedness to net capital (line 19 / line 10)			68
			[3850]

**OTHER RATIOS**

21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d)		%	0
			[3860]

U.S. Wealth Advisors, LLC  
Reconciliation, Including Appropriate Explanation, of the Computation of Net  
Capital Under Rule 15c3-3

For the Year Ended December 31, 2005

	<u>Q1.05</u>	<u>Q2.05</u>	<u>Q3.05</u>	<u>Q4.05</u>	<u>Total</u>	<u>Q4.05</u> <u>Adjust</u>	<u>Adjusted</u> <u>Total</u>
<b><u>Statement of Income (Loss)</u></b>							
<b><u>Revenue</u></b>							
5. Revenue from Mutual Fund Sales	\$ -	\$ -	\$ -	\$ 75	\$ 75	\$ -	\$ 75
8. Other Revenue	-	-	-	224	224	-	224
9. Total Revenue	-	-	-	299	299	-	299
<b><u>Expenses</u></b>							
11. Other Employee Compensation	-	-	-	15,900	15,900		15,900
12. Commissions Paid to Other	-	-	-	28	28		28
14. Regulatory Fees and Exp.	735	910	-	528	2,173		2,173
15. Other Expenses	10,691	7,375	14,839	40,915	73,820	1,605	75,425
16. Total Expenses	11,426	8,285	14,839	57,371	91,921	1,605	93,526
17. Net Income (Loss)	(11,426)	(8,285)	(14,839)	(57,371)	(91,622)	(1,605)	(93,227)
22. Net Income (Loss)	(11,426)	(8,285)	(14,839)	(57,371)	(91,622)	(1,605)	(93,227)
23. Income (Current Month)	\$ -	\$ -	\$ -	\$ (41,360)	\$ (41,360)	\$ -	\$ (41,360)
<b><u>Statement of Changes</u></b>							
1. Balance Beginning	\$ 7,171	\$ 6,745	\$ 11,460	\$ 16,621	\$ 7,171	\$ -	\$ 7,171
A. Net Income (Loss)	(11,426)	(8,285)	(14,839)	(57,371)	(91,622)	(1,605)	(93,227)
B. Additions	11,000	13,000	20,000	100,000	144,000		144,000
2. Balance Ending	\$ 6,745	\$ 11,460	\$ 16,621	\$ 59,250	\$ 59,549	\$ (1,605)	\$ 57,944

**Explanation of Adjustment**

Expenses relating directly to consulting services rendered prior to December 31, 2005 have been adjusted and reflected in the appropriate period in the aggregate amount of \$1,605.



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 Member of  
U.S. Wealth Advisors, LLC

In planning and performing our audit of the financial statements and supplemental schedules of U.S. Wealth Advisors, LLC (the LLC), for the year ended 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 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 LLC 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 LLC 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 LLC 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 LLC 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 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 LLC 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.

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)

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 Accounts. 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 LLC's practices and procedures were adequate at December 31, 2005, to meet the SEC's objectives.

This report is intended solely for the information and use of the Member of the LLC, management, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities and 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.

GREEN & GREEN, LLC

A handwritten signature in cursive script that reads "Green & Green, LLC". The signature is written in dark ink and is positioned below the printed name of the firm.

Norwood, MA

February 22, 2006