

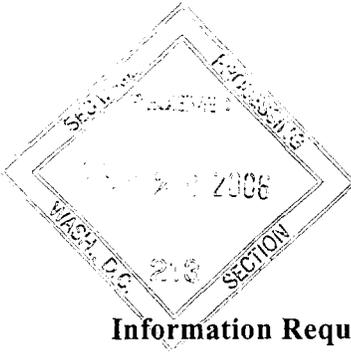


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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

SEC FILE NUMBER  
8- 66227

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 01/01/2005 AND ENDING 12/31/2005  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Summit Real Estate Investments, LLC

OFFICIAL USE ONLY

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

FIRM I.D. NO.

2701 S. Minnesota Avenue, Suite 6

(No. and Street)

Sioux Falls

(City)

SD

(State)

57105

(Zip Code)

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

Chris Eng

(605) 361-9566 x 4011

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Eide Bailly, LLP

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

200 E. 10th Street, Suite 500 Sioux Falls, SD

(Address)

(City)

(State)

57104

(Zip Code)

CHECK ONE:

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

**PROCESSED**

**APR 28 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)

SEC 1410 (06-02)

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4/27

OATH OR AFFIRMATION

I, Chris Eng, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Summit Real Estate Investments, 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 Eng  
Signature

Principal, Secretary/Treasurer  
Title

Carol Musfeldt  
Notary Public  
My Comm Expires: 1-25-2012

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).

**SUMMIT REAL ESTATE  
INVESTMENTS, LLC**

**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
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**INDEPENDENT AUDITOR'S REPORT**

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The Board of Managers  
**Summit Real Estate Investments, LLC**  
Sioux Falls, South Dakota

We have audited the accompanying statement of financial condition of **Summit Real Estate Investments, LLC**, as of December 31, 2005, and the related statements of operations, member's 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we do not express such an opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 condition of **Summit Real Estate Investments, LLC**, as of December 31, 2005, 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.

Sioux Falls, South Dakota  
February 2, 2006

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**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Statement of Financial Condition**  
**December 31, 2005**

**ASSETS**

	<u>2005</u>
<b>CURRENT ASSETS</b>	
Cash	\$ 50,249
Prepays	<u>20,290</u>
Total Current Assets	<u>70,539</u>
	<u>\$ 70,539</u>

**LIABILITIES AND MEMBER'S EQUITY**

<b>CURRENT LIABILITIES</b>	
Payables	\$ <u>3,457</u>
Total Current Liabilities	3,457
<b>MEMBER'S EQUITY</b>	
Member's Capital Contributed	-
Retained Earnings	<u>67,082</u>
Total Member's Equity	<u>67,082</u>
	<u>\$ 70,539</u>

**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Statement of Operations**  
**For the Year Ended December 31, 2005**

	<u>2005</u>
<b>REVENUE</b>	
Commissions	<u>\$ 463,750</u>
Total revenue	463,750
<b>EXPENSES</b>	
Commissions	78,500
Legal & Accounting	42,701
Overhead Expense	24,529
Business Travel	6,459
Supplies	4,516
Misc Operating Expense	<u>1,286</u>
Total expense	<u>157,991</u>
<b>NET INCOME</b>	<u><u>\$ 305,759</u></u>

**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Statement of Changes in Member's Equity**  
**December 31, 2005**

	<u>Capital Contributions</u>	<u>Retained Earnings</u>	<u>Total</u>
BALANCE, DECEMBER 31, 2004	\$ 75,000	\$ 111,323	\$ 186,323
Net income for the year		305,759	305,759
Capital contributions (withdrawals)	(75,000)		(75,000)
Distributions	<u>                    </u>	<u>(350,000)</u>	<u>(350,000)</u>
BALANCE, DECEMBER 31, 2005	<u>\$ -</u>	<u>\$ 67,082</u>	<u>\$ 67,082</u>

**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2005**

	<u>2005</u>
<b>Operating Activities</b>	
Net Income	\$ 305,759
<i>Add (deduct) change in assets and liabilities</i>	
Decrease (Increase) in Prepaids	4,096
(Decrease) Increase in Payables	3,457
<b>Net Cash Provided by Operating Activities</b>	<b>313,312</b>
<b>Financing Activities</b>	
Equity Withdrawals	(75,000)
Distributions to Members	(350,000)
<b>Net Cash Used in Financing Activities</b>	<b>(425,000)</b>
<b>Net Change in Cash and Equivalents</b>	<b>\$ (111,688)</b>
Cash and Equivalents, beginning of year	161,937
<b>Cash and Equivalents, end of year</b>	<b>\$ 50,249</b>

**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Notes to Financial Statements**  
**December 31, 2005**

**Note 1 - Principal Activity and Significant Accounting Policies**

*Nature of Business*

Summit Real Estate Investment, LLC (Company) was formed October 20, 2003 as a South Dakota company operating as a broker/dealer in securities under the Securities Exchange Act of 1934 and is a member of the National Association of Securities Dealers (NASD) and the Securities Investor Protection Corporation. The Company limits its activity to selling direct participation program securities to accredited investors. The securities are exempt in accordance with Regulation D. The Company has sales representatives in South Dakota, Arizona, and Texas. The Company will continue perpetually unless dissolved by the members.

The Company operates under the provisions of Paragraph (k)(2)(i) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. Essentially, the requirements of Paragraph (k)(2)(i) provide that the company carries no margin accounts, promptly transmits all customer funds, and delivers all customer securities and, accordingly, does not otherwise hold funds or securities for, or owe money or securities to customers. The Company does not accept money from customers, but rather all customer payments are made out directly to the fund into which the customer is investing.

*Security Transactions and Revenue Recognition*

All customer funds and commission revenue are deposited directly into an escrow account held at First National Bank of Omaha for the exclusive benefit of customers of Summit Real Estate Investments, LLC. On the last day of each month, these funds are released to Summit Hotel Properties, LLC for their intended purposes. When these funds are released, the commission revenue and related expenses are recorded.

*Personal Assets and Liabilities*

In accordance with the generally accepted method of presenting financial statements of limited liability companies, the financial statements do not include the personal assets and liabilities of the members, including their obligations for income taxes on the net income of the company or their right to a refund based on its net loss.

*Estimates*

The preparation of financial statements in conformity with generally accepted accounting principles 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.

*Concentration of Credit Risk*

The Company's cash balance is maintained in one bank deposit account. This account is periodically in excess of federally insured limits.

*Cash and Cash Equivalents*

The Company considers all highly liquid assets with an original maturity of less than three months to be cash equivalents.

## **Note 2 – Related Party Transactions**

On May 6, 2004, the Company entered into an expense agreement with The Summit Group, Inc., a company related through common ownership. Under the terms of the agreement, The Summit Group, Inc. is responsible for the Company's administrative staff support services and non-commission wages and employee benefits of the Company's employees. No consideration was given per the terms of the agreement and no amounts have been included in the financial statements. No amounts have been included in the financial statements as the amounts are exempt in accordance with NASD Notice to Members 03-63 Section 3a-e.

On May 1, 2004, the Company began leasing office space under a sublease with SOB, Inc., a company related through common ownership. Terms of the lease call for monthly payments of \$1,000 through May 2005 with automatic renewal on a month-to-month basis upon expiration of the initial term. Office lease payments to SOB, Inc. totaled \$12,000 in 2005.

Commission revenue of \$463,750 was received from Summit Hotel Properties, LLC, a company related through common ownership, in 2005.

## **Note 3 – Operating Leases**

During 2005, the Company leased its office space in Sioux Falls, SD under a monthly operating lease (Note 2). The Company also leases office space in Texas under a month-to-month operating lease of \$909, plus a variable charge of additional services. Payments under this lease totaled \$12,529 in 2005.

## **Note 4 – Reserve Requirements**

The Company is exempt from Securities and Exchanges Commission Rule 15c3-3 under section (k)(2)(i) and, therefore, is not required to make the periodic computation for determination of reserve requirements and information relating to the possession and control requirements under Rule 15c3-3 is not required herein.

## **Note 5 – Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission's uniform net capital rule 15c3-1(a)(2)(vi), 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. The rule also provides that equity capital may not be withdrawn or dividends paid if the resulting net capital ratio would exceed 10 to 1. As of December 31, the Company's net capital ratio, net capital, and net capital requirements were as follows:

	<u>2005</u>
Net Capital Ratio	<u>0:1</u>
Net Capital	<u>\$46,792</u>
Net Capital Requirement	<u>\$ 5,000</u>

The Securities and Exchange Commission has adopted certain amendments to its Net Capital Rule requiring increased minimum net capital for brokers and dealers in securities. The company is still subject to a \$5,000 minimum net capital requirement.



**INDEPENDENT AUDITOR'S REPORT ON  
SUPPLEMENTARY INFORMATION**

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The Board of Managers  
**Summit Real Estate Investments, LLC**  
Sioux Falls, South Dakota

We have audited the accompanying financial statements of **Summit Real Estate Investments, LLC**, as of and for the year ended December 31, 2005, and have issued our report thereon dated February 2, 2006. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I 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 Exchange Act of 1934. Such information has been subjected to auditing procedures applied in the audits 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.

*Eide Bailly*

Sioux Falls, South Dakota  
February 2, 2006

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**SUMMIT REAL ESTATE INVESTMENTS, LLC**  
**Schedule I - Computation of Net Capital Under Rule 15c3-1**  
**of the Securities and Exchange Commission**  
**December 31, 2005**

**NET CAPITAL**

Total member's equity from the statement of financial condition	\$ 67,082
Deductions:	
Nonallowable assets:	
Net commissions receivable in excess of liabilities	
Receivables from non-customers	
Haircuts on securities - money market funds	
Equipment	
Prepaid expenses and other assets	<u>(20,290)</u>
Net Capital	<u>\$ 46,792</u>

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS**

Minimum net capital required -	<u>\$ 5,000</u>
(higher of 6 2/3% times aggregate indebtedness or \$5,000)	
Excess net capital	<u>\$ 41,792</u>
Excess net capital at 1,000%	<u>\$ 41,792</u>
(net capital less 10% of total aggregate indebtedness)	

**AGGREGATE INDEBTEDNESS**

Total aggregate indebtedness included in the statement of financial condition	<u>\$ 3,457</u>
Ratio of aggregate indebtedness to net capital	<u>0:1</u>

**RECONCILIATION WITH COMPANY'S COMPUTATION**

Net capital per Part II of Form X-174A-5, as originally filed	\$ 48,425
Net year end adjustments	<u>(1,633)</u>
	<u>\$ 46,792</u>



## INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL

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The Board of Managers  
**Summit Real Estate Investments, LLC**  
Sioux Falls, South Dakota

In planning and performing our audit of the financial statements and supplemental schedule of **Summit Real Estate Investments, LLC**, (the Company) for the year ended December 31, 2005, we considered its internal control, including control activities for safe-guarding 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 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 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 accordance with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

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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, 2005, to meet the SEC's objectives.

This report is intended solely for the use of management, the SEC, the National Association of Securities Dealers, Inc., and other regulatory agencies which 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.

*Eide Bailly LLP*

Sioux Falls, South Dakota  
February 2, 2006