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

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

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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, 2006 AND ENDING December 31, 2006  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

OFFICIAL USE ONLY  
122129  
FIRM I.D. NO.

NAME OF BROKER-DEALER: Deson & Co.  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

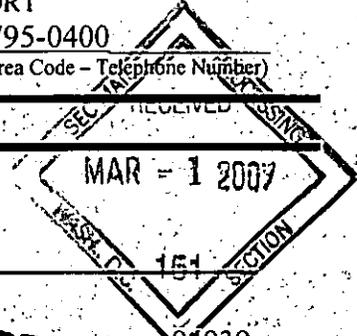
c/o Baytree Capital 40 Wall Street, 56<sup>th</sup> Floor  
(No. and Street)  
New York NY 10005  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Karen Steighner 303-795-0400  
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

Wilson Markle Stuckey Hardesty & Bott  
(Name - if individual, state last, first, middle name)  
101 Larkspur Landing Circle, Ste. 200 Larkspur CA  
(Address) (City) (State) 94939



PROCESSED

APR 11 2007

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)

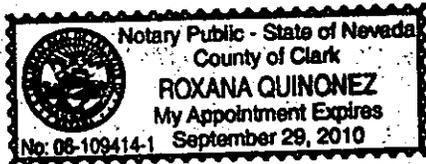
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**OATH OR AFFIRMATION**

I, Sean Deson, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Deson & Co., as of December 31, 2006, 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:

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



*[Handwritten Signature]*  
\_\_\_\_\_  
Signature

*[Handwritten Signature: Roxana Quinonez]*  
\_\_\_\_\_  
Notary Public 221.07

\_\_\_\_\_  
President  
Title

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).

**Deson & Co.**  
**Financial Statements**  
**and Supplemental Information**  
**Years ended December 31, 2006 and 2005**  
**with**  
**Reports of Independent Auditors**

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STUCKEY  
HARDESTY  
& BOTT

Report of Independent Auditors

The Board of Directors  
Deson & Co.

We have audited the accompanying statement of financial condition of Deson & Co., as of December 31, 2006 and 2005, and the related statements of operations, stockholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the management of Deson & Co. Our responsibility is to express an opinion on these financial statements, based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audits provide 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 Deson & Co. as of December 31, 2006 and 2005, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audit was primarily for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplemental information is required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the same 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.

*Wilson Markle Stuckey Hardesty & Bott*  
Wilson Markle Stuckey Hardesty & Bott  
February 7, 2007

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**Deson & Co.**  
**Statement of Financial Condition**  
**December 31, 2006 and 2005**

Assets	<u>2006</u>	<u>2005</u>
<b>Current assets</b>		
Cash and cash equivalents	\$ 188,926	\$ 339,273
Accounts receivable	-	-
Prepaid expenses	<u>75</u>	<u>150</u>
Total current assets	189,001	339,423
Furniture and equipment, at cost	20,522	20,522
Less accumulated depreciation	<u>(20,522)</u>	<u>(20,522)</u>
Net furniture and equipment	<u>-</u>	<u>-</u>
Total assets	<u><u>\$ 189,001</u></u>	<u><u>\$ 339,423</u></u>
<b>Liabilities and Stockholder's Equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 4,000	\$ 17,354
Advance from stockholder	<u>9,644</u>	<u>-</u>
Total current liabilities	13,644	17,354
<b>Stockholder's equity</b>		
Common stock	2,500	2,500
Retained earnings	<u>172,857</u>	<u>319,569</u>
Total stockholder's equity	<u>175,357</u>	<u>322,069</u>
Total liabilities and stockholder's equity	<u><u>\$ 189,001</u></u>	<u><u>\$ 339,423</u></u>

See accompanying notes

**Deson & Co.**  
**Statement of Operations**  
**Years ended December 31, 2006 and 2005**

	<u>2006</u>	<u>2005</u>
<b>Revenues</b>		
Commissions and fees	\$ 25,000	\$ 449,154
Interest income	<u>7,887</u>	<u>4,451</u>
Total revenues	32,887	453,605
 <b>Expenses</b>		
Regulatory fees and taxes	1,819	3,075
Vehicle and travel expenses	55,127	43,110
Professional fees	28,585	22,081
Data services, communications and other charges	1,648	760
Rent, office and other expenses	<u>93,320</u>	<u>81,852</u>
Total expenses	<u>180,499</u>	<u>150,878</u>
Net income (loss)	<u>\$ (147,612)</u>	<u>\$ 302,727</u>

See accompanying notes

**Deson & Co.**  
**Statement of Stockholder's Equity**  
**Years ended December 31, 2006 and 2005**

	<u>Common stock</u>	<u>Retained earnings</u>	<u>Total stockholder's equity</u>
Balances, December 31, 2004	\$ 2,500	\$ 17,742	\$ 20,242
Net income	-	302,727	302,727
Distributions to stockholder	-	(900)	(900)
Balances, December 31, 2005	2,500	319,569	323,869
Net loss	-	(147,612)	(147,612)
Stockholder contribution	-	900	900
Balances, December 31, 2006	<u>\$ 2,500</u>	<u>\$ 172,857</u>	<u>\$ 177,157</u>

See accompanying notes

**Deson & Co.**  
**Statement of Cash Flows**  
**Years ended December 31, 2006 and 2005**

	<u>2006</u>	<u>2005</u>
Cash flows from operating activities		
Net income (loss)	\$ (147,612)	\$ 302,727
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities		
Depreciation	-	9,400
Decrease in accounts receivable	-	1,000
Decrease in prepaid expenses	75	1,330
Increase (decrease) in accounts payable	(13,354)	16,862
Net cash provided (used) by operating activities	(160,891)	331,319
Cash flows from investing activities		
Purchase of furniture and equipment	-	(7,954)
Net cash used by investing activities	-	(7,954)
Cash flows from financing activities		
Loan from stockholder	9,644	-
Contributions from (distributions to) stockholder	900	(900)
Net cash provided (used) by financing activities	10,544	(900)
Net increase (decrease) in cash and cash equivalents	(150,347)	322,465
Cash and cash equivalents, beginning of year	339,273	16,808
Cash and cash equivalents, end of year	\$ 188,926	\$ 339,273

See accompanying notes

**Deson & Co.**  
Notes to Financial Statements  
December 31, 2006

**Note 1 – Basis of presentation and summary of significant accounting policies**

Basis of presentation

The accompanying financial statements include the accounts of Deson & Co. (the "Company"). The Company is wholly owned by Sean Deson.

The Company was incorporated in New York on January 11, 1999. In 2004 the Company became a broker-dealer registered with the Securities and Exchange Commission ("SEC") and a member of the National Association of Securities Dealers ("NASD").

Nature of operations

The Company provides investment consulting services.

Basis of accounting

The financial statements of the Company have been prepared under accounting principles generally accepted in the United States and reflect the following significant policies.

Revenue recognition

Commissions and fees are recorded when billed, subject to an allowance for uncollectible and/or contingent amounts.

Cash and cash equivalents

For purposes of the statement of cash flows, cash and cash equivalents consist of amounts on deposit with a commercial bank in checking and money market accounts, all available on demand.

Fair value of financial instruments

Substantially all assets and liabilities carried at historical cost or contract value approximate fair value due to their relative short-term nature.

**Deson & Co.**  
Notes to Financial Statements  
December 31, 2006

Note 1 – Basis of presentation and summary of significant accounting policies (continued)

Property and equipment

Property and equipment are recorded at cost. Depreciation is computed using the accelerated methods, including bonus first year amounts, over an estimated useful life of five years. The Company generally capitalizes additions of \$1,000 or more.

Advertising costs

Costs incurred for producing and communicating advertising are expensed when incurred.

Income taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under these provisions, the Company is not subject to federal taxes on income. Instead, the stockholder include his respective share of the Company's taxable income in his individual income tax returns.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and contingent 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.

Note 2 – Transactions with affiliated companies

The Company utilizes services and business facilities in common with other companies or activities of its owner. The Company pays for its estimated share of common costs.

**Deson & Co.**  
Notes to Financial Statements  
December 31, 2006

**Note 3 – Advance from stockholder**

The advance from stockholder is unsecured, non interest bearing and due on demand.

**Note 4 – Net capital requirement**

As a registered broker-dealer, the Company is subject to the Uniform Net Capital Rule 15c3-1 of the SEC (the "Rule"). The Rule requires the maintenance of minimum net capital, as defined under the Rule, equivalent to the greater of \$5,000 or 12.5% of aggregate indebtedness, as defined under the Rule.

As of December 31, 2006, the Company had net capital, as defined under the Rule, of \$175,282, which exceeded the minimum requirement of \$5,000 by \$170,282. The Company's aggregate indebtedness, as defined under the Rule, was \$13,644.

Supplemental Information  
Pursuant to Rule 17a-5 of the  
Securities Exchange Act of 1934

**Deson & Co.**  
**Statement of Changes in Liabilities Subordinated to Claims of General Creditors**  
**Year ended December 31, 2006**

Balance, December 31, 2005	\$ -
Increases (decreases)	<u>          -</u>
Balance, December 31, 2006	\$ -

**Deson & Co.**  
Computation of Net Capital Under Rule 15c3-1 of the  
Securities and Exchange Commission  
December 31, 2006

Net Capital

Total stockholder's equity \$ 175,357  
Adjustments to net capital pursuant to Rule 15c3-1:

    Non-allowable assets  
        Prepaid expenses (75)  
        Furniture and equipment       (-)

Net capital \$ 175,282

Total Aggregate Indebtedness

Total aggregate indebtedness \$ 13,644

Computation of Basic Net Capital Requirement

Minimum net capital required  
(6.67% of total aggregate indebtedness) \$ 909

Minimum dollar net capital requirement of reporting broker-dealer \$ 5,000

Net capital requirement \$ 5,000

Excess net capital \$ 170,282

Percentage of aggregate indebtedness to net capital 7.78%

Statement pursuant to paragraph (d)4 of Rule 17a-5 at December 31, 2006

There is no material difference between this net capital computation pursuant to Rule 15c3-1 and the corresponding computation included in the Company's unaudited Part IIA FOCUS Report filing. The insignificant difference of \$1,000 was a result of an audit adjustment to correct for a voided check disbursement.

**Deson & Co.**  
Computation for Determination of Reserve Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
December 31, 2006

The Company is exempt from the provisions of Rule 15c3-3 under the Securities and Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(ii) of Rule 15c3-3.

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**Deson & Co.**  
Information Relating to Possession or Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission  
December 31, 2006

A supplementary report pursuant to Rule 17a-5(d)(4) and the information relating to possession or control requirement under Rule 15c3-3 are not required under Rule 17a-5(e)(1)(i)(A) and Rule 15c3-3(k), respectively.

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& BOTT

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Report of Independent Auditors on Internal Accounting Control  
Required by SEC Rule 17a-5

The Board of Directors and Stockholders  
Deson & Co.

We have audited the financial statements of Deson & Co. for the year ended December 31, 2006 and 2005, and have issued our report thereon dated February 7, 2007. As part of our audit, we made a study and evaluation of the Company's system of internal accounting control to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

We also studied the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedure for determining compliance with the exemptive provisions of rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13 or in complying with the requirements for prompt payment for securities under section 10 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 a system of internal accounting 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 control 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. The objectives of a system 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 of 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 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 accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and not be detected. In addition, 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 degree of compliance with them may deteriorate.

Our study and evaluation, made for the limited purpose described in the first paragraph, would not necessarily disclose all material weaknesses in the system. Accordingly, we do not express an opinion on the system of internal accounting control of Deson & Co., taken as a whole. No condition that may be considered a material weakness came to our attention during our study and evaluation.

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 were adequate at December 31, 2006 and 2005 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission and the National Association of Securities Dealers and should not be used for any other purpose.

*Wilson Markle Stuckey Hardesty & Bott*  
Wilson Markle Stuckey Hardesty & Bott  
February 7, 2007

END