



COMMISSION

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

FACING PAGE Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

01/01/06 12/31/06 REPORT FOR THE PERIOD BEGINNING AND ENDING MM/DD/YY MM/DD/YY A. REGISTRANT IDENTIFICATION NAME OF BROKER-DEALER: TVA Capital, LLC OFFICIAL USE ONLY ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.) FIRM I.D. NO. 130 Theory, Suite 200 (No. and Street) Irvine CA 92617 (City) (State) (Zip Code) NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT 6792105 ELLIDT (Area Code - Telephone Number) **B. ACCOUNTANT IDENTIFICATION** INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report* Allen, Haight & Monaghan LLP (Name - if individual, state last, first, middle name) 92612 2302 Martin St. Ste. 475 Irvine CA (Zip Code) (City) (State) (Address) **CHECK ONE:** □ Certified Public Accountant MAR 2 8 2007 ☐ Public Accountant THOMSON 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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SEC 1410 (06-02)

OATH OR AFFIRMATION

Elliott B Reiff	, swear (or affirm) that, to the best of
my knowledge and belief the accompanying finar Allen Haight & Monaghan LLP	ncial statement and supporting schedules pertaining to the firm of
of February 26	, 2007 , 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 f	follows:
	Signature Managing Member
\wedge	
Notary Public This report ** contains (check all applicable boxe (a) Facing Page. (b) Statement of Financial Condition. (c) Statement of Income (Loss).	My Comm. Expires Jul 11, 2007
 ☑ (d) Statement of Changes in Financial Condi ☑ (e) Statement of Changes in Stockholders' E ☑ (f) Statement of Changes in Liabilities Subo ☑ (g) Computation of Net Capital. 	quity or Partners' or Sole Proprietors' Capital.
 ⋈ (h) Computation for Determination of Reserving ⋈ (i) Information Relating to the Possession of Operation (ii) A Reconciliation, including appropriate e Computation for Determination of the Reserving 	
consolidation. ☑ (I) An Oath or Affirmation. ☐ (m) A copy of the SIPC Supplemental Report	· t.
x (o) Independent Auditor's Report on Internal Co.	cies found to exist or found to have existed since the date of the previous audit. ntrol tain portions of this filing, see section 240.17a-5(e)(3).



INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL

The Members TVA Capital, LLC

In planning and performing our audit of the financial statements and supplemental schedule of TVA Capital LLC (the Company) for the year ended December 31, 2006, 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 compliance with 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 the quarterly securities examinations, counts, verifications and comparisons and recordation of differences required by Rule 17a-13
- (2) 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 one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by 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, 2006 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc. 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.

Ebruary 26, 2007 Monaghan LLB

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2006

INDEX

Annual Audited Report Form X-17A-5 Part III

Notes to Financial Statements

Supplementary Information

Other Compliance Matters

Financial StatementsIndependent Auditor's Report1Statement of Financial Condition2Statement of Operations3Statement of Changes in Members' Capital4Statement of Changes in Liabilities Subordinated to Claims of General Creditors5Statement of Cash Flows6

Computation of Aggregate Indebtedness and Net Capital Under Rule 15c3-1

7 - 9

10

11



INDEPENDENT AUDITOR'S REPORT

The Members TVA Capital, LLC

We have audited the accompanying statement of financial condition of TVA Capital, LLC as of December 31, 2006 and the related statements of operations, changes in members' capital, changes in liabilities subordinated to claims of general creditors, 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 Company's management. Our responsibility is to express an opinion on these financial statements based upon 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 TVA Capital, LLC as of December 31, 2006, 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 supplementary information contained on pages 10 and 11 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.

When, Laid & Monayan LLP February 26, 2007

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2006

ASSETS

Current assets:	
Cash	\$ 31,922
Fees receivable, net	19,500
Prepaid expenses	 80
Total assets	\$ 51,502
LIABILITIES AND MEMBERS' CAPITAL	
Current liabilities:	
Accounts payable and accrued expenses	12,915
Accrued income taxes	900
Deferred revenue	4,750
Total current liabilities	18,565
Long term liabilities:	
Subordinated notes payable (Note 2)	 12,395
Total liabilities	30,960
Members' capital (Note 3)	 20,542
Total liabilities and members' capital	\$ 51,502

STATEMENT OF OPERATIONS

Advisory fees	\$ 255,375
Operating expenses	•
Regulatory fees	18,208
Professional fees	37,005
General and administrative, including rent of \$26,574	 211,946
Total operating expenses	 267,159
(Loss) from operations	(11,784)
Interest expense (Note 2)	 1,052
(Loss) before provision for income taxes	(12,836)
Provision for income taxes	 2,672
Net (loss)	\$ (15,508)

STATEMENT OF CHANGES IN MEMBERS' CAPITAL

Balance at December 31, 2005	2	13,/50
Capital contributions		22,300
Net (loss)		(15,508)
Balance at December 31, 2006	_\$	20,542

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS

Subordinated borrowings at December 31, 2005	\$	11,343
Increases:		1.050
Interest payable on subordinated notes		1,052
Decreases:		
Payments on subordinated notes	<u></u>	<u>-</u>
Subordinated borrowings at December 31, 2006	_\$	12,395

STATEMENT OF CASH FLOWS

Cash flows from operating activities: Net (loss) Adjustments to reconcile net (loss) to net cash (used in)	\$	(15,508)
operating activities:		
(Increase) decrease in:		
Fees receivable		(1,240)
Prepaid expenses		1,266
Increase (decrease) in:		
Interest payable to members		1,052
Accounts payable and accrued expenses		8,904
Accrued income taxes		900
Deferred revenue		(1,576)
Net cash (used in) operating activities		(6,202)
Cash flows from financing activities:		
Capital contributions		22,300
Net cash provided by financing activities		22,300
Net increase in cash		16,098
Cash, beginning of year	<u></u>	15,824
Cash, end of year		31,922
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the year for:		
Interest	\$	
Income taxes	\$	1,772

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2006

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

TVA Capital, LLC (the "Company"), a California Limited Liability Company, is a registered broker-dealer under the Securities and Exchange Act of 1934 and is a member of the National Association of Security Dealers, Inc. ("NASD"). The Company acts as an agent in offering of private debt and equity placements for early stage companies seeking growth capital. Private placements would be offered to United States or foreign institutions and accredited investors, as defined under Regulation D of the Securities and Exchange Commission ("SEC"). The Company also provides fee-based consulting and mentoring services, introductions to resource providers or to sources of non-equity, non-debt capital on a commission basis. The Company operates from offices in Irvine, California occupied on a month-to-month basis.

The Company does not provide investment advisory services and is not registered as an investment advisor. The Company does not carry security accounts for customers and does not perform custodial functions relating to customer securities and is therefore, exempt from provisions of Rule 15c3-3 of the Securities and Exchange Commission.

Use of Estimates

The preparation of financial statements 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.

Fair Value of Financial Instruments

Statement of Financial Accounting Standards ("SFAS") No. 107 "Disclosures About Fair Value of Financial Instruments", requires that the Company disclose estimated fair values for its financial instruments. Fair values are based upon estimates using present value or other valuation techniques in cases where quoted market prices are not available.

Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets, and, in many cases, could not be realized in immediate settlement of the instruments and all non-financial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2006

NOTE 1 – <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</u> (Continued)

Fair Value of Financial Instruments (continued)

At December 31, 2006, management believes that the carrying amounts of cash, fees receivable, and accounts payable and accrued expenses approximate fair value because of the short maturity of these instruments. It is not practical to estimate the fair value of subordinated notes and interest payable to members due to their related party nature.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company did not have any cash equivalents at December 31, 2006.

Concentrations

The Company maintains substantially all of its cash with a financial institution. At times, cash balances may be in excess of the amounts insured by the Federal Deposit Insurance Corporation ("FDIC"). Cash in bank balances did not exceed the FDIC limit at December 31, 2006.

Fees receivable at December 31, 2006 were due from two clients of the Company.

Fees Receivable

The Company utilizes the allowance method of accounting for losses from uncollectible accounts. Under this method, an allowance is provided based upon historical experience, management's evaluation of outstanding fees receivable, and the specific assessment of the collectibility of past due accounts at the end of each year. Individual uncollectible accounts are written off against the allowance when collection of the individual accounts appears doubtful. At December 31, 2006 the Company determined that an allowance of \$10,000 was necessary.

Revenue Recognition

The Company receives advisory fees in accordance with terms outlined in agreements between the Company and its clients. The Company recognizes these fees as revenue as the services are provided. The agreements require substantial delivery of services to the client in the first sixty days of the term; accordingly, a significant portion of retainer fees received are recognized as income during that period. The remaining fees are recognized as income ratably in the remaining period of the agreement on a straight-line basis. Deferred revenue represents retainer fees received but attributable to the unexpired portion of the representative agreements as of December 31, 2006.

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2006

NOTE 1 – <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</u> (Continued)

Income Taxes

The Company is treated as a partnership for federal and state income tax purposes. No provision has been made for federal income taxes in the accompanying financial statements since such taxes are the responsibility of the Company's respective members. The Company is obligated to pay a minimum state tax of \$800 plus a fee based on net revenue. The 2006 provision for income taxes includes an underaccrual of 2005 income taxes.

NOTE 2 – SUBORDINATED NOTES PAYABLE

The Company had existing notes payable to its members totaling \$10,500 as of December 31, 2006. These loans bear interest at 10% per annum and mature on April 30, 2010. The proceeds received from these notes were used for working capital purposes. Subordinated interest payable on these promissory notes as of December 31, 2006 totaled \$1,895.

Pursuant to the note agreements, the obligations of the Company with respect to the payment of the principal and interest on these notes shall be subordinated in right of payment to all claims of existing and future creditors of the Company for matters occurring prior to the notes' maturity dates.'

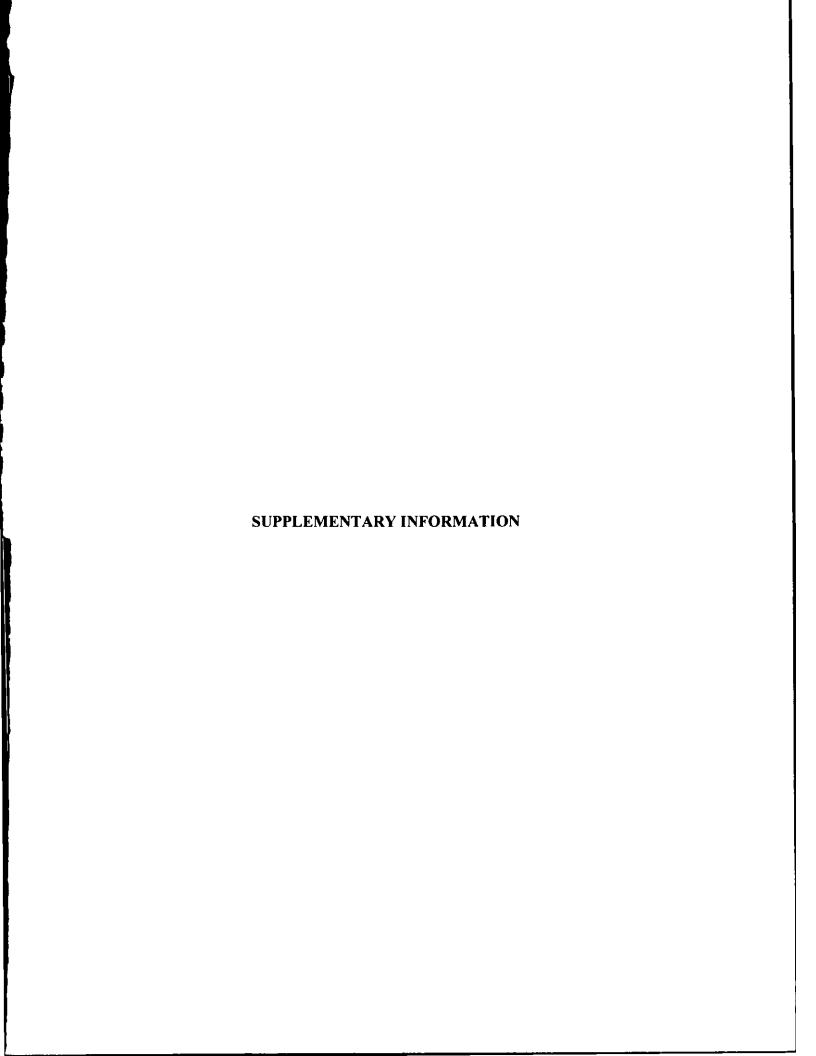
Consistent with the provisions of 17 CFR240.15c3-1, subordinated notes and interest relating to these notes from owners may be included as regulatory net capital when such notes are approved by NASD. In the prior year, NASD approved subordinated notes totaling \$10,500 (see Note 3).

At the option of the Company, payment of all or any part of the notes payable prior to maturity date may be made by the Company only upon receipt of a prior written approval of the NASD, but in no event may any prepayment be made within one year.

NOTE 3 – <u>NET CAPITAL REQUIREMENTS</u>

The Company is subject to the Uniform Net Capital Rule of the Securities and Exchange Commission (Rule 15c3-1) which requires the maintenance of a minimum amount of net capital and that the ratio of aggregate indebtedness to net capital, both of which are defined, should not exceed 15 to 1. In the computation of the net capital requirements, NASD's approved subordinated loans and interest on these loans can be used as additional capital (see Note 2).

The Rule 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, 2006, the Company had net capital and net capital requirements of \$13,357 and \$5,000, respectively. In addition, at December 31, 2006, the Company's net capital ratio is 1.39 to 1.



COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL UNDER RULE 15c3-1

YEAR ENDED DECEMBER 31, 2006

Aggregate indebtedness:

Accounts payable and accrued expenses Accrued income taxes Deferred revenue	\$ 12,915 900 4,750
	\$ 18,565
Net capital:	
Members capital	\$ 20,542
Additions:	12,395
Approved subordinated loans and interest	12,393
Deductions:	
Fees receivable, net	(19,500)
Prepaid expenses	 (80)
	13,357
Minimum net capital requirement	
(greater of 6-2/3% of aggregate indebtedness or \$5,000)	 5,000
Net capital in excess of minimum requirement	\$ 8,357
Ratio of aggregate indebtedness to net capital	 1.39

There were no material differences between the amounts represented in the computation of net capital set forth above and the amount as reported in the Company's audited Part II focus report. Net capital as stated above differed from the amount reported in the focus report by \$1,600, which relates to adjustments to income tax expense and accrued liabilities.

OTHER COMPLIANCE MATTERS

YEAR ENDED DECEMBER 31, 2006

1. Computation of Reserve Requirements Pursuant to Rule 15c3-3

Because the Company does not hold funds or securities for the amount of any customers, as defined by Securities and Exchange Commission Rule 15c3-3, no reserve is required and this schedule is not applicable. Consequently, a reserve requirement was not calculated in Part II of Form X-17A-5 of this Company's FOCUS report as of December 31, 2006 and reconciliation to that calculation is not included herein.

2. Information Relating to Possession and Control Requirements under Rule 15c3-3

The Company is exempt from Rule 15c3-3 under the exceptive provision of section (k)(2)(i) and accordingly, has no possession or control requirements.

