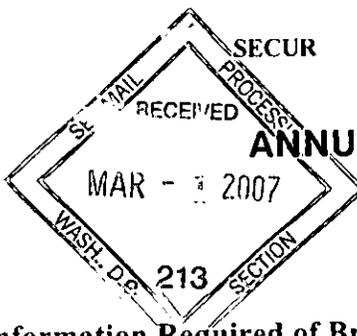


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OMB APPROVAL  
OMB Number: 3235-0123  
Expires: February 28, 2010  
Estimated average burden hours per response: 12.00

SEC FILE NUMBER  
8- 48360

**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**

REPORT FOR THE PERIOD BEGINNING 01/01/06 AND ENDING 12/31/2006  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Legacy Financial Services, Inc.

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

2090 Marina Ave.

(No. and Street)

Petaluma

CA

94955-6030

(City)

(State)

(Zip Code)

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

Jean Ferretti

(800) 496-4330

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Burr, Pilger & Mayer LLP

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

600 California St., Ste. 1300

San Francisco

CA

94108

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED

MAR 29 2007

FOR OFFICIAL USE ONLY

THOMSON  
FINANCIAL

\*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)

mm

OATH OR AFFIRMATION

I, R. Preston Pitts, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Legacy Financial Services, Inc., as of December 31, 20 06, 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:

None

State of CALIFORNIA

R. Preston Pitts  
Signature

County of SONOMA

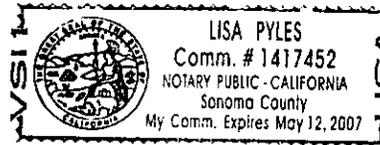
PRESIDENT  
Title

Lisa Pyles  
Notary Public

Subscribed and sworn (or affirmed) before me this 26th day of FEBRUARY, 2007 by R. PRESTON PITTS.

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).

LEGACY FINANCIAL SERVICES, INC.

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CONTENTS

	Page
Report of Independent Auditors	1
Financial Statements:	
Statement of Financial Condition	2
Statement of Operations	3
Statement of Changes in Shareholders' Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6-12
Supplementary Information:	
Schedule I - Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission	13
Schedule II - Computation for Determination of Reserve Requirements and Information Relating to Possession or Control Requirements under Rule 15c3-3 of the Securities and Exchange Commission	14
Schedule III - Information Relating to the Possession or Control Requirements under Rule 15c3-3 of the Securities and Exchange Commission	15
Report of Independent Auditors on Internal Control Required by Rule 17a-5	16-17

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**REPORT OF INDEPENDENT AUDITORS**

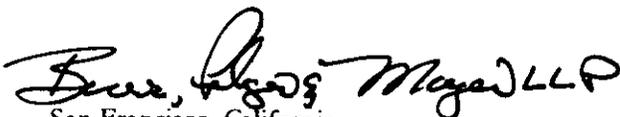
To the Board of Directors and Shareholder of  
*Legacy Financial Services, Inc.*

We have audited the accompanying statement of financial condition of Legacy Financial Services, Inc. (the Company) as of December 31, 2006, and the related statements of operations, changes in shareholders' 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 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 audits 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 Legacy Financial Services, Inc. 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 information contained in Schedules I and II 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.

  
San Francisco, California

February 27, 2007

**LEGACY FINANCIAL SERVICES, INC.**

STATEMENT OF FINANCIAL CONDITION

December 31, 2006

**ASSETS**

Cash and cash equivalents	\$ 768,383
Commissions receivable	505,838
Prepaid expenses	27,126
Due from affiliates	44,865
Deposits and other assets	<u>67,289</u>
Total assets	<u>\$ 1,413,501</u>

**LIABILITIES AND SHAREHOLDER'S EQUITY**

Liabilities:

Commissions payable	\$ 473,786
Accounts payable and accrued liabilities	165,936
Accrued compensation	110,981
Due to affiliates	<u>74,278</u>
Total liabilities	<u>824,981</u>

Commitments and contingencies (Note 3)

Shareholder's equity:

Common stock, no par value, 1,000 shares authorized, issued, and outstanding	50,000
Additional paid-in capital	4,912,965
Accumulated deficit	<u>(4,374,445)</u>
Total shareholder's equity	<u>588,520</u>

Total liabilities and shareholder's equity \$ 1,413,501

The accompanying notes are an integral part of these financial statements.

# LEGACY FINANCIAL SERVICES, INC.

## STATEMENT OF OPERATIONS for the year ended December 31, 2006

---

Income:	
Commission revenue	\$ 15,999,440
Other	<u>1,431,527</u>
Total income	<u>17,430,967</u>
Expenses:	
Commission expense	13,575,403
Compensation and benefits	1,562,670
General and administrative	1,459,144
Errors and omissions insurance	549,229
Occupancy	533,535
Other	185,310
Management fees	<u>80,916</u>
Total expenses	<u>17,946,207</u>
Net loss before tax provision	(515,240)
Income tax provision	<u>2,311</u>
Net loss	<u>\$ (517,551)</u>

The accompanying notes are an integral  
part of these financial statements.

**LEGACY FINANCIAL SERVICES, INC.**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
for the year ended December 31, 2006

	Number of Shares Out- standing	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Total
Balance, December 31, 2005	1,000	\$50,000	\$ 4,562,965	\$ (3,856,894)	\$ 756,071
Contribution from shareholder	-	-	350,000	-	350,000
Net loss	-	-	-	(517,551)	(517,551)
Balance December 31, 2006	<u>1,000</u>	<u>\$50,000</u>	<u>\$ 4,912,965</u>	<u>\$ (4,374,445)</u>	<u>\$ 588,520</u>

The accompanying notes are an integral  
part of these financial statements.

# LEGACY FINANCIAL SERVICES, INC.

## STATEMENT OF CASH FLOWS for the year ended December 31, 2006

Cash flows from operating activities:	
Net loss	\$ (517,551)
Adjustments to reconcile net loss to net cash used in operating activities—changes in operating assets and liabilities:	
Commissions receivable	(82,156)
Prepaid expenses	16,480
Deposits and other assets	(31,705)
Commissions payable	(110,109)
Accounts payable and accrued liabilities	90,007
Accrued compensation	(19,017)
Due from affiliates, net	<u>(35,192)</u>
Net cash used in operating activities	(689,243)
Cash flows from financing activities—contribution from shareholder	<u>350,000</u>
Net decrease in cash	(339,243)
Cash and cash equivalents, beginning of year	<u>1,107,626</u>
Cash and cash equivalents, end of year	<u>\$ 768,383</u>
Supplemental disclosure of cash flow information—cash received from Parent for tax benefits	<u>\$ 74,278</u>

The accompanying notes are an integral part of these financial statements.

# LEGACY FINANCIAL SERVICES, INC.

## NOTES TO FINANCIAL STATEMENTS

---

### 1. **Organization and Nature of Business**

Legacy Financial Services, Inc. (the Company or LFS), a wholly owned subsidiary of Regan Holding Corp. (the Parent), is a registered broker-dealer with the United States Securities and Exchange Commission (the SEC) and is a member of the National Association of Securities Dealers, Inc. (NASD), the Municipal Securities Regulatory Board, and the Securities Investor Protection Corporation. As a registered broker-dealer, the Company will primarily engage in the offer and sale of variable life and annuity products, mutual funds, and certain equity securities to the clients of its registered representatives (the Representatives), most of whom are not employees of the Company.

### 2. **Summary of Significant Accounting Policies**

#### **Basis of Accounting**

These financial statements are prepared in conformity with accounting principles generally accepted in the United States of America and require management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results could differ materially from those estimates.

#### **Recognition of Commission Revenue and Expense**

Commission revenue and expense from customer securities transactions are recorded on the trade date.

#### **Other Income**

Other income primarily consists of management fees, interest income and reimbursements from the Representatives for errors and omissions insurance.

#### **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and in banks and short-term investments with an original maturity of 90 days or less at the date of purchase. Their carrying amount approximates market value.

#### **Income Taxes**

The Company's operations are included in the consolidated federal income tax return of the Parent. In accordance with a tax sharing agreement with the Parent, a receivable or payable is recorded for the federal tax benefit or liability resulting from the Company's operations. The Company files tax returns in several states and its tax provision is determined on the basis of those returns, or if a combined state return is filed, the tax provision is determined on a separate company tax basis. Pursuant to the agreement, the Company receives payment from the Parent for net operating losses, net capital losses and other tax credits to the extent the benefit is deemed utilizable by the Parent. LFS uses the liability method for calculating deferred income taxes wherein deferred tax assets and liabilities are recorded based upon the difference between the financial statement and tax bases of assets and liabilities and enacted tax regulations. Deferred tax assets and liabilities are measured using currently enacted tax rates.

Continued

## LEGACY FINANCIAL SERVICES, INC.

### NOTES TO FINANCIAL STATEMENTS, Continued

#### 2. Summary of Significant Accounting Policies, continued

##### Stock Based Compensation

On January 1, 2006, the Company adopted SFAS No. 123R, *Share-Based Payment*, using the prospective application method prescribed by SFAS No. 123R. Prior to the adoption of SFAS No. 123R, the Company accounted for stock option awards to employees in accordance with APB Opinion No. 25, *Accounting for Stock Issued to Employees* (the intrinsic value method), and, accordingly, recognized no compensation expense for stock option awards to employees.

Under the prospective application method, the Company is required to record compensation expense prospectively for all employee stock options during the reporting period based upon the fair-value-based method prescribed by SFAS No. 123R. There were no stock option grants to employees in 2006.

#### 3. Commitments and Contingencies

The Company leases space in a building in Petaluma, California, that was previously owned by the Parent. On November 17, 2005, the Parent entered into an amended and restated sale/leaseback agreement for the building. The original lease was for fifteen years beginning during 2002 with a monthly rent of \$15,000 plus certain costs. Subsequent to the sale/leaseback of the building, rents continue to be due to the Parent on or before the first day of each month. Rent expense of \$182,160 was recorded in 2006 under this lease agreement.

For fiscal years ending after December 31, 2006 the approximate future minimum rental commitments under the noncancelable operating lease are as follows:

Year ending December 31:	
2007	\$ 180,000
2008	180,000
2009	180,000
2010	180,000
2011	180,000
Thereafter	<u>990,000</u>
Total minimum lease payments	<u>\$1,890,000</u>

The Company has agreed to indemnify its clearing broker-dealer for credit losses that the clearing broker-dealer may sustain from the customer accounts introduced by the Company. In the event customers fail to satisfy their obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customers obligations. Subsequent to the balance sheet date, all unsettled trades at December 31, 2006 settled with no resulting liability to the Company.

The Company clears all of its securities transactions through clearing brokers on a fully disclosed basis. Pursuant to the terms of the agreement between the Company and the clearing brokers, the clearing brokers have the right to charge the Company for losses that result from a counterparty's failure to fulfill its contractual obligations.

Continued

## LEGACY FINANCIAL SERVICES, INC.

### NOTES TO FINANCIAL STATEMENTS, Continued

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#### 3. **Commitments and Contingencies, continued**

As the right to charge the Company has no maximum amount and applies to all trades executed through the clearing broker, the Company believes there is no maximum amount assignable to this right. At December 31, 2006, the Company has recorded no liabilities with regard to the right.

In addition, the Company has the right to pursue collection or performance from the counterparties who do not perform under their contractual obligations. The Company monitors the credit standing of the clearing brokers and all counterparties with which it conducts business.

The Company is subject to legal proceedings and claims that have arisen in the ordinary course of business. Management is not aware of material asserted or unasserted litigation that required accrual that existed at December 31, 2006.

#### 4. **Shareholder's Equity**

The Company has incurred cumulative losses since its inception in 1995. The Parent has committed to make sufficient contributions to support the Company's on-going operations.

#### 5. **Related Party Transactions**

##### **Management Agreement**

The Company has an agreement (the Management Agreement) with Legacy Marketing Group (LMG), another wholly owned subsidiary of the Parent. Pursuant to the Management Agreement, the Company utilizes for its operations certain executive, finance, data processing and other personnel employed by LMG. As consideration for these services, the Company compensates LMG each month based on estimated usage (the Management Fee). Each party has the right to terminate the Management Agreement without cause upon notice of at least 30 days. Management Fees of \$80,916 are included in the accompanying statement of operations for the year ended December 31, 2006.

##### **Facilities Agreement**

The Company has an agreement (the Facilities Agreement) with the Parent whereby the Company is granted use of the Parent's office furniture and office equipment. As consideration for the use of these facilities, the Company compensates the Parent at a variable rate per month based on the Parent's actual expense (the Facilities Fee). Such amounts are payable at the beginning of each month, according to the Parent's related expenses incurred in the prior month. Each party has the right to terminate the Facilities Agreement without cause upon notice of at least 30 days. Facilities Fees of \$85,952 are included in the accompanying statement of operations for the year ended December 31, 2006.

Continued

**LEGACY FINANCIAL SERVICES, INC.**

NOTES TO FINANCIAL STATEMENTS, Continued

---

5. **Related Party Transactions, continued**

**Due to/from Affiliates**

Pursuant to the Company's tax sharing agreement with the Parent (see Notes 2 and 10), the Company had a payable to the Parent at December 31, 2006. In addition, the Company pays direct expenses on behalf of affiliated entities, Legacy Advisory Service (LAS) and Values Financial Network (VFN), for which it is reimbursed. As a result of these transactions and the management and facilities agreements the Company has the following balances due to and from affiliates.

Amounts due from affiliates at December 31, 2006 consist of the following:

Due from LAS	\$ 43,050
Due from LMG	<u>1,815</u>
	<u>\$44,865</u>

Amounts due to affiliates at December 31, 2006 consist of the following:

Due to Parent	<u>\$74,278</u>
---------------	-----------------

6. **Stock Option Plans**

The Company currently participates in two stock-based compensation plans sponsored by the Parent, the Regan Holding Corp. Producer Stock Option and Award Plan (the Representative Option Plan) and the Regan Holding Corp. 1998 Stock Option Plan (the Employee Option Plan).

Under the Representative Option Plan, the Parent may grant to LMG's producers and the Company's Representatives nonqualified stock options to purchase the Parent's common stock. 12,500,000 shares have been reserved for grant under the Representative Option Plan. The Parent granted no options to The Representatives of the Company during the year ended December 31, 2006.

Under the Employee Option Plan, the Parent may grant to employees and directors of the Company incentive stock options and nonqualified options to purchase the Parent's common stock. 8,500,000 shares have been reserved for grant under the Employee Option Plan. The employee options generally vest over four or five years and expire in ten years. The Parent granted no options to employees of the Company during the year ended December 31, 2006.

Continued

**LEGACY FINANCIAL SERVICES, INC.**

NOTES TO FINANCIAL STATEMENTS, Continued

6. **Stock Option Plans**, continued

Stock option activity was as follows:

	Shares	Total Weighted Average Exercise Price
Outstanding at December 31, 2005	410,500	\$1.36
Granted	-	-
Exercised	-	-
Forfeited	-	-
Outstanding at December 31, 2006	410,500	\$1.36
Exercisable at December 31, 2006	379,250	\$1.33

The following table summarizes information about stock options outstanding at December 31, 2006 under both plans:

Range of Exercise Prices	Outstanding Shares	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Exercisable Shares	Weighted Average Exercise Price
\$0.73-\$0.84	84,000	3.38	\$0.76	84,000	\$0.76
\$1.27-\$1.39	91,700	2.01	\$1.27	91,700	\$1.27
\$1.53-\$1.61	130,800	3.18	\$1.54	130,800	\$1.54
\$1.65-\$1.69	104,000	5.83	\$1.69	72,750	\$1.69

7. **Defined Contribution Plan**

All employees of the Company are eligible to participate in a qualified defined contribution 401(k) plan (the Plan), which is sponsored by the Parent. The Plan allows employees to defer, on a pre-tax basis, up to 70% of their compensation as contributions to the Plan, subject to certain limitations as set forth in the Internal Revenue Code. The Company matches 50% of an employee's contribution, up to a maximum of 6% of the employee's annual compensation. Expenses incurred by the Company related to the Plan during the year ended December 31, 2006 were \$20,501.

8. **Producer Compensation Deferral Plan**

During the year ended December 31, 2006, \$105,711 in commissions were deferred by the Representatives under the Regan Holding Corp. Producer Commission Deferral Plan. The Producer Commission Deferral Plan is a nonqualified tax deferral plan sponsored by the Parent. The Representatives may defer, based upon their election, up to 50% of their commissions earned. This amount, as well as matching contributions for 2005 in the amount of \$1,349 has been paid to LMG by the Company in the year ended December 31, 2006. LMG invests the amounts paid by the Company and bears any administrative expenses. All market risk relating to the plan is borne by the Representatives.

Continued

## LEGACY FINANCIAL SERVICES, INC.

### NOTES TO FINANCIAL STATEMENTS, Continued

#### 9. Regulatory Requirements

The Company is subject to the SEC Uniform Net Capital Rule, Rule 15c3-1, which requires the maintenance of minimum net capital equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness, both as defined in rule 15c3-1. In addition, the ratio of aggregate indebtedness to net capital may not exceed 12 to 1. At December 31, 2006, the Company had net capital of \$432,589 which was \$377,590 in excess of its required net capital of \$54,999. The Company's ratio of aggregate indebtedness to net capital was 1.91 to 1.

#### 10. Income Taxes

The provision for (benefit from) federal and state income taxes at December 31, 2006 consists of amounts currently receivable and amounts deferred, which are shown below:

Current tax provision (benefit):	
Federal	-
State	<u>\$2,311</u>
Total current	<u>2,311</u>
Deferred tax provision:	
Federal	-
State	<u>-</u>
Total deferred	<u>-</u>
Total income tax provision	<u>\$2,311</u>

The deferred tax balance at December 31, 2006 consists of the following:

Net operating loss carryforward	\$182,845
Vacation accrual	<u>22,582</u>
Valuation allowance	<u>(205,427)</u>
Net deferred tax asset	<u>-</u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of deferred tax assets will, or will not, be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income and the ability of the Parent to utilize future tax benefits of LFS during the periods in which temporary differences become deductible. Due to the uncertainty of realizing the benefits attributable to the deferred tax assets, the Company has recorded a full valuation allowance against the net deferred tax assets. The valuation allowance increased by \$181,815 for the year ended December 31, 2006.

The Company's effective tax rate differs from the federal statutory rate of 34%, primarily due to state taxes and the full valuation allowance.

At December 31, 2006, a payable to the Parent of \$74,278 included in due to affiliates represents payments received in excess of tax benefits earned.

Continued

**LEGACY FINANCIAL SERVICES, INC.**  
NOTES TO FINANCIAL STATEMENTS, Continued

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**11. Concentrations of Risk**

**Cash**

All cash and cash equivalents at December 31, 2006 are held by a single financial institution, which exceeds existing federal deposit insurance limits by \$797,655.

**Revenues**

During 2006, sales of one Sponsor's products comprised approximately 15% of the Company's total revenues.

**SUPPLEMENTARY INFORMATION**

## LEGACY FINANCIAL SERVICES, INC.

Computation of Net Capital  
Under Rule 15c3-1 of the Securities and Exchange Commission  
as of December 31, 2006

---

**Net capital**

Stockholders' equity (from statement of financial condition)	<u>\$588,520</u>
Deductions and/or charges—nonallowable assets:	
Prepaid expenses	27,126
Due from affiliate	44,865
Other Receivable	42,288
Nonallowable commissions	<u>26,184</u>
Total nonallowable assets	<u>140,463</u>
Net capital before haircuts on securities position	448,057
Haircuts	<u>15,468</u>
Net capital	<u>\$432,589</u>
Aggregate indebtedness	<u>\$824,981</u>
Computation of net capital requirement:	
Net capital requirements (6.67% of aggregate indebtedness)	<u>\$ 54,999 (A)</u>
Minimum dollar net capital requirement	<u>\$ 5,000 (B)</u>
Net capital requirement [greater of (A) or (B)]	<u>\$ 54,999</u>
Excess net capital (net capital, less net capital requirement)	<u>\$377,590</u>
Ratio: aggregate indebtedness to net capital	<u>1.91</u>

**There are no material differences between the above Computation of Net Capital under Rule 15c3-1 and that filed with the Company's unaudited December 31, 2006 FOCUS Report, as amended.**

**LEGACY FINANCIAL SERVICES, INC.**

Computation for Determination of Reserve Requirements and  
Information Relating to Possession or Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission

as of December 31, 2006

---

The Company has complied with the exemption provisions of Rule 15c3-3 under subparagraph (k)(2)(ii).

**LEGACY FINANCIAL SERVICES, INC.**

Information Relating to Possession and Control Requirements  
Under Rule 15c3-3 of the Securities and Exchange Commission

as of December 31, 2006

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The Company has complied with the exemption provisions of Rule 15c3-3 under subparagraph (k)(2)(ii).

**ADDITIONAL REPORT**

**BPM**<sup>®</sup>  
**BURR, PILGER & MAYER LLP**  
Accounting • Consulting • Wealth Management

**SUPPLEMENTARY REPORT OF INDEPENDENT AUDITORS ON  
INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5**

To the Board of Directors and Shareholder of  
Legacy Financial Services, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of Legacy Financial Services, Inc. (the Company) for the year ended December 31, 2006, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's 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 consideration of control activities for safeguarding securities. This study included 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 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 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.

To the Board of Directors and Shareholder of  
Legacy Financial Services, Inc.  
Page 2

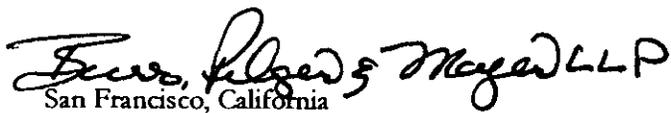
A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and 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, 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.

  
San Francisco, California  
February 27, 2007

END