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

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REPORT FOR THE PERIOD BEGINNING April 1, 2006 AND ENDING March 31, 2007  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

Vipo Securities, Inc. and Subsidiary

OFFICIAL USE ONLY  
FIRM ID. NO.

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

100 West Broadway, Suite 310

(No. and Street)

Long Beach

California

90802

(City)

(State)

(Zip Code)

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

Michael Cratty

(562) 624-0808

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Breard & Associates, Inc. Certified Public Accountants

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

9221 Corbin Avenue, Suite 170

Northridge

California

91324

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED

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THOMSON  
FINANCIAL

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).

SEC 1410 (3-91)

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10/15

OATH OR AFFIRMATION

I, Michael Cratty, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Vipo Securities, Inc. and Subsidiary, as of March 31, 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 follows:

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

State of Montana  
County of Missoula  
Subscribed and sworn (or affirmed) to before me this 20th day of April, 2007.

Michael B. Cratty  
Signature  
President/CEO  
Title

[Signature]  
Notary Public

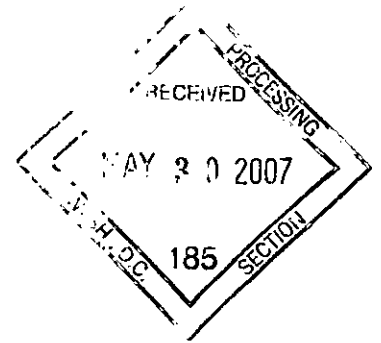


GARIA SANDAU  
NOTARY PUBLIC-MONTANA  
Residing at Missoula, Montana  
My Comm. Expires November 23, 2009

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~~ Cash Flows
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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).



**Vipo Securities, Inc. and Subsidiary**  
**Report Pursuant to Rule 17a-5 (d)**  
**Financial Statements**  
**For the Year Ended March 31, 2007**

**BREARD & ASSOCIATES, INC.**  
Certified Public Accountants

Independent Auditor's Report

Board of Directors  
Vipo Securities, Inc. and Subsidiary:

We have audited the accompanying consolidated statement of financial condition of Vipo Securities, Inc. and Subsidiary (the Company) as of March 31, 2007, and the related consolidated statements of income, changes in stockholders' 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 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Vipo Securities, Inc. and Subsidiary as of March 31, 2007, and the results of their operations and their 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, II, and III 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.



Breard & Associates, Inc.  
Certified Public Accountants

Northridge, California  
May 3, 2007

*We Focus & Care<sup>SM</sup>*

**Vipo Securities and Subsidiary**  
**Consolidated Statement of Financial Condition**  
**March 31, 2007**

**Assets**

Cash	\$ 9,066
Accounts receivable	10,000
Loan receivable from officer	12,100
Securities, not readily marketable	120,896
Furniture & fixtures, net	2,585
Prepaid expenses	<u>4,765</u>
<b>Total assets</b>	<b><u>\$ 159,412</u></b>

**Liabilities and Stockholders' Equity**

**Liabilities**

Accounts payable	\$ 1,761
Payroll expense payable	3,159
Income tax payable	<u>800</u>
<b>Total liabilities</b>	<b>5,720</b>

**Stockholders' equity**

Common stock, no par value; 50,000,000 shares authorized	
24,711,830 shares issued and outstanding	665,500
Additional paid-in capital	522,852
Accumulated deficit	<u>(1,034,660)</u>
<b>Total stockholders' equity</b>	<b><u>153,692</u></b>
<b>Total liabilities and stockholders' equity</b>	<b><u>\$ 159,412</u></b>

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

**Vipo Securities and Subsidiary**  
**Consolidated Statement of Income**  
**For the year ended March 31, 2007**

**Revenue**

Fees	\$ 143,181
Investment gains (losses)	(39,939)
Other income	<u>13,027</u>
<b>Total revenue</b>	<b>116,269</b>

**Expenses**

Communications	4,401
Occupancy	36,632
Taxes, other than income taxes	6,372
Other operating expenses	28,364
Less reimbursed expenses	<u>(3,037)</u>

**Total expenses** 72,732

**Net income (loss) before income tax provision** 43,537

**Income tax provision** 800

**Net income (loss)** \$ 42,737

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

**Vipo Securities and Subsidiary**  
**Consolidated Statement of Changes in Stockholders' Equity**  
**For the year ended March 31, 2007**

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
Balance at March 31, 2006	\$ 638,500	\$ 522,852	\$(1,077,397)	\$ 83,955
Issuance of common stock	27,000	-	-	27,000
Net income (loss)	<u>-</u>	<u>-</u>	<u>42,737</u>	<u>42,737</u>
Balance at March 31, 2007	<u>\$ 665,500</u>	<u>\$ 522,852</u>	<u>\$(1,034,660)</u>	<u>\$ 153,692</u>

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

**Vipo Securities and Subsidiary**  
**Consolidated Statement of Cash Flows**  
**For the year ended March 31, 2007**

**Cash flows from operating activities:**

Net income (loss)		\$ 42,737
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	\$ 1,436	
Loss on expiration of warrants	825	
Realized loss on investments	39,114	
(Increase) decrease in:		
Accounts receivable	(9,978)	
Loan receivable from officer	(8,000)	
Securities, not readily marketable	(100,000)	
(Decrease) increase in:		
Accounts payable	1,028	
Payroll expense payable	<u>(14,882)</u>	
Total adjustments		<u>(90,457)</u>
<b>Net cash provided by (used in) operating activities</b>		<b>(47,720)</b>

**Cash flows from investing activities:**

Purchase of furniture & fixtures	<u>(228)</u>	
<b>Net cash provided by (used in) investing activities</b>		<b>(228)</b>

**Cash flows from financing activities:**

Issuance of common stock	<u>27,000</u>	
<b>Net cash provided by (used in) financing activities</b>		<b><u>27,000</u></b>

**Net increase (decrease) in cash** (20,948)

**Cash at beginning of year** 30,014

**Cash at end of year** \$ 9,066

**Supplemental disclosure of cash flow information:**

Cash paid during the year for:

Interest	\$ —	
Income taxes		\$ 800

**Supplemental disclosure of non-cash activities:**

On January 12, 2007, the Company received \$100,000 of securities, not readily marketable as payment for services performed in lieu of cash.

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



**Vipo Securities and Subsidiary**  
**Consolidated Notes to Financial Statements**  
**March 31, 2007**

**Note 1: GENERAL & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*General*

Vipo Securities and Subsidiary (the "Company") was a Texas corporation, previously a wholly-owned subsidiary of SmithCo Partners, Inc., a California corporation ("SmithCo"). In August of 1999, Virtual IPO, Inc., purchased SmithCo, and in May of 2000, SmithCo was merged into Virtual IPO, Inc., which became the 100% owner of the Company. On December 19, 2001, "the Company," created New S & S Securities, Inc., a California corporation, which subsequently performed a reverse merger with the Company dissolving the Texas corporation. In April 2003, the Company changed its name to Vipo Securities and Subsidiary.

These financial statements include the accounts of Vipo Development LLC ("Vipo D"), a Montana Single Member Limited Liability Company. The Company is the single member of Vipo D. On December 26, 2006 Vipo D was terminated in the state of Montana and at March 31, 2007, is no longer a subsidiary of Vipo Securities. For purposes of this report, the name would remain the same.

On November 1, 2003, Virtual IPO merged with its parent company, Virtual Wall Street, Inc., and the Company became a wholly owned subsidiary of Virtual Wall Street, Inc.

On June 16, 2003, Virtual Wall Street, Inc. distributed all the common stock of the Company to Virtual Wall Street, Inc.'s own shareholders. This resulted in the Virtual Wall Street, Inc. shareholders having the same ownership in the Company as their ownership in Virtual Wall Street, Inc.

The Company is a registered Broker/Dealer in securities under the Securities and Exchange Act of 1934, a member of the National Association of Securities Dealers, Inc. ("NASD") and the Securities Investors Protection Corporation ("SIPC"). The Company conducts business in private placements and as a selling group participant in securities, both on a best efforts basis only. The Company also sells oil and gas interests and mutual funds on an application basis only.

*Summary of Significant Accounting Policies*

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

**Vipo Securities and Subsidiary**  
**Consolidated Notes to Financial Statements**  
**March 31, 2007**

**Note 1: GENERAL & SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

Furniture and fixtures are stated at cost, less accumulated depreciation. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized. Furniture and fixtures are depreciated over their estimated useful lives ranging from three (3) to five (5) years by the straight-line method.

Advertising and promotion costs are expensed as incurred. For the year ended March 31, 2007, the Company charged \$1,500 to other operating expenses for advertising costs.

Current income taxes are provided for estimated taxes payable or refundable based on tax returns filed. Deferred income taxes are recognized for the estimated future tax effects attributable to temporary differences in the basis of assets and liabilities for financial and tax reporting purposes. Measurement of current and deferred tax assets and liabilities is based on provisions of enacted federal and state tax laws.

The Company accounts for its income taxes using the Financial Accounting Standards Board Statement of Financial Accounting Standards No. 109, "Accounting for income taxes", which requires the establishment of a deferred tax asset or liability for the recognition of the future deductible or taxable amounts and operating loss and tax credit carry forwards. Deferred tax expenses or benefits are recognized as a result of the changes in the assets and liabilities during the year.

**Note 2: SECURITIES, NOT READILY MARKETABLE**

The securities, not readily marketable, valued at cost, consist of:

Restricted stock	<u>\$ 120,896</u>
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The restricted stocks were acquired directly from the issuing companies for services provided to those companies by the Company. The cost value includes a substantial discount from the stocks par value, considering minority status and the securities are not readily marketable.

For net capital purposes, these securities are classified as non-allowable assets.

**Vipo Securities and Subsidiary**  
**Consolidated Notes to Financial Statements**  
**March 31, 2007**

**Note 3: FURNITURE & FIXTURES, NET**

Furniture & fixtures are recorded at cost.

		<u>Depreciable Life Years</u>
Furniture & fixtures	\$ 5,865	3/5
Less accumulated depreciation	<u>(3,280)</u>	
Furniture & fixtures, net	<u>\$ 2,585</u>	

Depreciation expense for the year ended March 31, 2007, was \$1,436.

**Note 4: RENT EXPENSE**

Current year rent expense consists of the following:

Office rent	<u>\$ 36,632</u>
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**Note 5: INCOME TAXES**

For the year ended March 31, 2007, the Company recorded the minimum California Franchise Tax of \$800.

The Company has available at March 31, 2007, unused operating loss carry-forwards, which may be applied against future taxable income, resulting in a deferred tax asset of approximately \$119,065, that expires as follows:

Amount of unused operating loss carry-forwards	Expiration during year ended March 31,
\$ 150,040	2020
35,549	2021
828	2022
227,608	2024
199,350	2025
<u>180,391</u>	2026
<u>\$ 793,766</u>	

A 100% valuation allowance has been established against this asset since management cannot determine if it is more likely than not that the asset will be realized.

**Vipo Securities and Subsidiary**  
**Consolidated Notes to Financial Statements**  
**March 31, 2007**

**Note 6: CONCENTRATIONS OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities in which counterparties primarily include broker-dealers, banks, and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

**Note 7: RECENTLY ISSUED ACCOUNTING STANDARDS**

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109. FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The evaluation of a tax position in accordance with FIN 48 is a two-step process. The first step is to determine whether it is more-likely-than-not that a tax position will be sustained upon examination based on the technical merits of the position. The second step is measurement of any tax position that meets the more-likely-than-not recognition threshold to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. FIN 48 also provides guidance on the de-recognition of uncertain positions, financial statement classification, accounting for interest and penalties, accounting for interim periods and new disclosure requirements. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact that the adoption of FIN 48 will have on its financial position and results of operations. However, the impact is not expected to be material.

In September 2006, the FASB issued Statement of Accounting Financial Standards ("SFAS") No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The company is currently evaluating the new standard. However, adoption of SFAS 157 is not expected to have a material effect on the Company's financial statements.

**Vipo Securities and Subsidiary**  
**Consolidated Notes to Financial Statements**  
**March 31, 2007**

**Note 7: RECENTLY ISSUED ACCOUNTING STANDARDS**  
**(Continued)**

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans-an amendment of FASB Statements Nos. 87, 106, and 132(R)" ("SFAS 158"). SFAS 158 requires companies to recognize on a prospective basis the funded status of their defined benefit pension and postretirement plans as an asset or liability and to recognize changes in that funded status in the year in which the changes occur as a component of other comprehensive income, net of tax. The effective date of the pronouncement is a function of whether the Company's equity securities are traded publicly. If the entity has publicly traded securities, the effective date is for fiscal years ending after December 15, 2006. Entities without publicly traded securities must adopt the standard for fiscal years ending after June 15, 2007. The company is currently evaluating the new standard. However, adoption of SFAS 158 is not expected to have a material effect on the Company's financial statements.

**Note 8: NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Net capital and aggregate indebtedness change day to day, but on March 31, 2007, the Company's net capital of \$3,346 which was (\$1,654) in deficit of its required net capital of \$5,000; and the Company's ratio of aggregate indebtedness (\$5,720) to net capital was 1.71:1, which is less than the 15 to 1 maximum ratio allowed for a broker/dealer.

**Note 9: RECONCILIATION OF AUDITED NET CAPITAL TO UNAUDITED FOCUS**

There is an \$5,158 difference between the computation of net capital under net capital SEC. Rule 15c3-1 and the corresponding unaudited Focus part IIA.

Net capital per unaudited schedule		\$ 8,504
Adjustments:		
Accumulated deficit	\$ 2,842	
Non-allowable assets	<u>(8,000)</u>	
Total adjustments		<u>(5,158)</u>
Net capital per audited statements		<u>\$ 3,346</u>

**Vipo Securities and Subsidiary**  
**Schedule I - Computation of Net Capital Requirements**  
**Pursuant to Rule 15c3-1**  
**As of March 31, 2007**

**Computation of net capital**

**Stockholders' equity**

Common stock	\$ 665,500
Additional paid-in capital	522,852
Accumulated deficit	<u>(1,034,660)</u>

**Total stockholders' equity** \$ 153,692

Less: Non allowable assets

Commission receivable	(10,000)
Loan receivable from officer	(12,100)
Securities, not readily marketable	(120,896)
Furniture & fixtures, net	(2,585)
Prepaid expenses	<u>(4,765)</u>

Total adjustments (150,346)

**Net capital (deficiency)** 3,346

**Computation of net capital requirements**

Minimum net capital requirements

6 2/3 percent of net aggregate indebtedness	\$ 381
Minimum dollar net capital required	\$ 5,000

Net capital required (greater of above) 5,000

**Excess (deficient) net capital** \$ (1,654)

Percentage of aggregate indebtedness to net capital 1.71:1

There was a \$5,158 difference between net capital shown here and net capital as reported on the Company's unaudited Form X-17A-5 report dated March 31, 2007. See Note 9.

*See independent auditor's report.*

**Vipo Securities and Subsidiary**  
**Schedule II - Computation for Determination of Reserve**  
**Requirements Pursuant to Rule 15c3-3**  
**As of March 31, 2007**

A computation of reserve requirements is not applicable to Vipo Securities and Subsidiary as the Company qualifies for exemption under Rule 15c3-3 (k)(2)(i).

*See independent auditor's report.*

**Vipo Securities and Subsidiary**  
**Schedule III - Information Relating to Possession or Control**  
**Requirements Under Rule 15c3-3**  
**As of March 31, 2007**

Information relating to possession or control requirements is not applicable to Vipo Securities and Subsidiary as the Company qualifies for exemption under Rule 15c3-3 (k)(2)(i).

*See independent auditor's report.*



**Vipo Securities, Inc. and Subsidiary**  
**Supplementary Accountant's Report**  
**on Internal Accounting Control**  
**Report Pursuant to 17a-5**  
**For the Year Ended March 31, 2007**

**BREARD & ASSOCIATES, INC.**  
Certified Public Accountants

Board of Directors  
Vipo Securities, Inc. and Subsidiary:

In planning and performing our audit of the consolidated financial statements of Vipo Securities, Inc. and Subsidiary (the Company), as of and for the year ended March 31, 2007, 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 judgements 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 and 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.

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 that 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, as described in the second paragraph of this report, were adequate at March 31, 2007, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, 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.

*Breard & Associates, Inc.*

Breard & Associates, Inc.  
Certified Public Accountants

Northridge, California  
May 3, 2007