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

cm

SEC FILE NUMBER  
043929

**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 1/1/06 AND ENDING 12/31/06  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Gulfstar Group I Ltd

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

OFFICIAL USE ONLY  
FIRM I.D. NO.

(No. and Street)

(City)

(State)

(Zip Code)

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

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Harper + Pearson Co. P.C.

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

(Address)

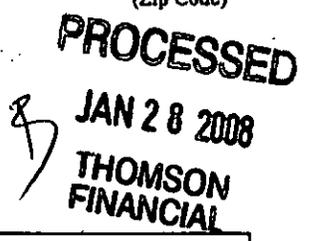
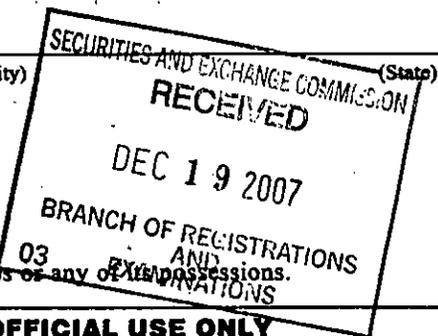
(City)

(State)

(Zip Code)

**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)

1/25/08

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2006 and 2005**

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## INDEPENDENT AUDITOR'S REPORT

To the Partners  
GulfStar Group I, Ltd.  
Houston, Texas

We have audited the accompanying consolidated statements of financial condition of GulfStar Group I, Ltd. (the Partnership) and Subsidiary as of December 31, 2006 and 2005, and the related consolidated statements of income, changes in partners' capital and cash flows for the years then ended. These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in the United States. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of GulfStar Group I, Ltd. and Subsidiary as of December 31, 2006 and 2005, and the results of their operations and their cash flows for the years then ended, in conformity with generally accepted accounting principles in the United States.

Our audits were made 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 consolidated financial statements, but is supplementary information required by Rule 17a-5 under the Securities and Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audits of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

*Harper & Pearson Company, P.C.*

Houston, Texas  
February 28, 2007

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
DECEMBER 31, 2006 AND 2005**

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<b>ASSETS</b>	<u>2006</u>	<u>2005</u>
Cash and cash equivalents	\$ 192,975	\$ 28,299
Accounts receivables	149,086	-
Investment securities, at estimated fair value - not readily marketable	<u>3,199,992</u>	<u>7,579,579</u>
 TOTAL ASSETS	 <u>\$ 3,542,053</u>	 <u>\$ 7,607,878</u>
 <b>LIABILITIES AND CAPITAL</b>		
Minority interest in subsidiary	\$ 2,097,328	\$ 1,340,012
Partners' capital	<u>1,444,725</u>	<u>6,267,866</u>
 TOTAL LIABILITIES AND CAPITAL	 <u>\$ 3,542,053</u>	 <u>\$ 7,607,878</u>

The accompanying notes are an integral part of this financial statement.

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**

	<u>2006</u>	<u>2005</u>
Revenues		
Commissions and retainer	\$ 60,000	\$ 70,000
Unrealized gain on investment securities	18,840	3,895,637
Gain (Loss) on sale of investments	2,505,048	(16,760)
Investment income	<u>288,323</u>	<u>131,459</u>
Total Revenues	<u>2,872,211</u>	<u>4,080,336</u>
Expenses		
Management fees	69,854	69,854
Licenses and registration	6,460	7,536
Professional fees	-	12,335
Other	<u>109</u>	<u>71</u>
Total Expenses	<u>76,423</u>	<u>89,796</u>
Income Before Minority Interest	2,795,788	3,990,540
Minority Interest in Subsidiary Net Income	<u>(757,316)</u>	<u>(1,163,913)</u>
Net Income	<u>\$ 2,038,472</u>	<u>\$ 2,826,627</u>

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

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL  
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**

	<u>General Partner</u>	<u>Limited Partners</u>	<u>Total</u>
Balance, December 31, 2004	\$ 3,101	\$ 4,626,844	\$ 4,629,945
Contributions	-	1,364,000	1,364,000
Preferred Distributions	-	(2,465,931)	(2,465,931)
Ordinary Distributions	-	(86,775)	(86,775)
Net Income	<u>28,266</u>	<u>2,798,361</u>	<u>2,826,627</u>
Balance, December 31, 2005	31,367	6,236,499	6,267,866
Contributions	-	200,000	200,000
Preferred Distributions	-	(5,519,105)	(5,519,105)
Ordinary Distributions	-	(1,542,508)	(1,542,508)
Net Income	<u>20,385</u>	<u>2,018,087</u>	<u>2,038,472</u>
Balance, December 31, 2006	<u>\$ 51,752</u>	<u>\$ 1,392,973</u>	<u>\$ 1,444,725</u>

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

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2006 AND 2005**

	<u>2006</u>	<u>2005</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash received from customers	\$ 60,000	\$ 70,000
Investment income	288,323	131,459
Cash paid for management fees and expenses	<u>(76,423)</u>	<u>(89,796)</u>
Net cash provided by operating activities	<u>271,900</u>	<u>111,663</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Principal receipts	1,138,646	55,564
Purchase of investments	-	(1,363,730)
Sale of investments	<u>5,615,743</u>	<u>2,001,179</u>
Net cash provided by investing activities	<u>6,754,389</u>	<u>693,013</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Capital contributions	200,000	1,364,000
Capital distributions	<u>(7,061,613)</u>	<u>(2,552,706)</u>
Net cash used by financing activities	<u>(6,861,613)</u>	<u>(1,188,706)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	164,676	(384,030)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>28,299</u>	<u>412,329</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	<u>\$ 192,975</u>	<u>\$ 28,299</u>
<b>RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES</b>		
Net income	\$ 2,038,472	\$ 2,826,627
Unrealized gain on investment securities	(18,840)	(3,895,637)
(Gain) Loss on sale of investments	(2,505,048)	16,760
Minority interest in subsidiary net income	<u>757,316</u>	<u>1,163,913</u>
Net cash provided by operating activities	<u>\$ 271,900</u>	<u>\$ 111,663</u>

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

**NOTE A            BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The Partnership maintains its accounts on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Accounting principles followed by the Partnership and the methods of applying those principles which materially affect the determination of financial position, results of operations and cash flows are summarized below:

Description of Business – GulfStar Group I, Ltd. (a Texas limited partnership) ("the Partnership") located in Houston, Texas is a private investment banking firm. Accordingly, the Partnership has claimed an exemption from Rule 15c3-3 under section (K)(2)(ii). The Partnership is registered as a Broker-Dealer with the Securities and Exchange Commission, and a member of the National Association of Securities Dealers, Inc. (NASD).

Statement Presentation – The unclassified consolidated statement of financial condition is presented in accordance with industry standards.

Revenue Recognition – Commissions are recognized when trades settle and receivables are recorded at that time.

Income Taxes – The Partnership's income, losses, and tax credits will be included in the income tax returns of the partners. Accordingly, the Partnership does not record a provision for Federal income taxes.

Cash and Cash Equivalents – The Partnership considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Investments – The Partnership holds various non-marketable securities through its subsidiary, GulfStar Merchant Banking. All securities are valued at estimated fair value at December 31, 2006, as determined by management.

Estimates - The preparation of the consolidated 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation - The Partnership owns 69.993% of the limited partnership interest of the Subsidiary. Consolidation of the limited partnership interest is the result of same management control of the operations of both entities. All intercompany activities and balances have been eliminated in consolidation.

**NOTE B            ORGANIZATION**

The Partnership's general partner is GulfStar Group GP, LLC, owning a 0.01% interest. GulfStar Investment of Nevada Inc. and IBC Subsidiary Corporation (IBC) own 29.997% and 69.993% in limited partnership interests, respectively. The Partnership will remain in existence until December 31, 2050.

A limited partnership agreement (Merchant Banking Partnership) was entered into effective October 2, 2000, by GulfStar Group GP, LLC, as general partner, owning a 0.01% interest, GulfStar Investment of Nevada, Inc. and the Partnership as the limited partners, owning a 29.997% and 69.993% interest, respectively to create GulfStar Merchant Banking, Ltd. GulfStar Merchant Banking Ltd. was organized (i) to buy, hold, and otherwise invest in securities which, in the general partner's sole discretion, are suitable for the Merchant Banking Partnership and to thereafter dispose of the same; (ii) to receive, hold and dispose of noncash compensation item's; (iii) to exercise all rights, powers, privileges, and other incidents of ownership or possession with respect to securities held or owned by the Merchant Banking Partnership; (iv) to enter into, make, and perform all contracts and other undertakings; and (v) to engage in all activities and transactions as may be necessary, advisable, or desirable to carry out the foregoing. The Merchant Banking Partnership shall continue until August 31, 2050 unless sooner terminated in accordance with any provision of the Agreement. As of December 31, 2006 the Partnership has funded 100% of the Merchant Banking Partnership capital contributions.

All Partnership profits, losses, and distributions are to be allocated to the partners in proportion to their respective percentage interests. IBC, a limited partner, was entitled to a preferred return of its capital contributions plus interest on those capital contributions of twelve percent per annum. All of IBC's contributions to the partnership were returned in 2005 and 2006. Future distributions will be according to partnership sharing ratios.

**NOTE C            MANAGEMENT AGREEMENT**

Effective January 1, 2001 the Partnership earns revenues solely from the private placement of, or the investment in, equity and debt securities. The Partnership will utilize the services of GulfStar II, Ltd. (GulfStar II) (an affiliated company) for the day-to-day operation and management of the Partnership's business, including financial services management, information systems, bookkeeping, recordkeeping, clerical services, furnishing office space, equipment, and supplies; assisting in compliance with all reporting and administrative obligations of the Partnership; assisting in preparation and updating of a business plan, preparation of budgets, providing marketing and sales support, obtaining research, analysis, and informational services; and arranging for monitoring of legal, accounting, and other professional services. As compensation for these services the Partnership pays GulfStar II a management fee, payable quarterly in arrears or at such other times as the parties may mutually agree. Fees are based on a percentage of private placement fee revenues and a specific allocation of incremental overhead.

Effective August 1, 2004, the management fees were payable in monthly increments. Total fees, paid by the Partnership, pursuant to the agreement were \$69,854 for the years ended December 31, 2006 and 2005. Effective August 1, 2004, GulfStar II also agreed to pay the Partnership a retainer fee on a monthly basis. Total retainer fees received by the Partnership were \$60,000 for the years ended December 31, 2006 and 2005.

**NOTE D NET CAPITAL REQUIREMENTS**

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Partnership is required to maintain a minimum net capital, and comply with a ratio of aggregate indebtedness to net capital as defined under such provisions. Net capital and the related ratio of aggregate indebtedness to net capital may fluctuate on a daily basis.

At December 31, 2006 and 2005, the Partnership had net capital of \$27,000 and \$6,382, respectively, and a net capital requirement of \$5,000. The Partnership's ratio of aggregate indebtedness to net capital was zero at December 31, 2006 and 2005. The Securities and Exchange Commission permits a ratio of aggregate indebtedness to net capital for the Partnership at this time of no greater than 15 to 1.

**NOTE E CONCENTRATIONS AND CREDIT RISK**

The Partnership's bank balances, which were \$192,975 at December 31, 2006, are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. It is the Partnership's practice to utilize high net worth financial institutions to minimize credit risk.

The Partnership holds various investments which are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the consolidated statement of financial condition.

**NOTE F CONSOLIDATED SUBSIDIARY**

The following is a summary of financial information of the Partnership's consolidated subsidiary, GulfStar Merchant Banking, Ltd. as of December 31, 2006:

	2006	2005
Cash	\$ 112,613	\$ 21,917
Investments and receivables	3,349,078	7,579,579
Total Assets	\$ 3,461,691	\$ 7,601,496
Partners' Capital	\$ 3,461,691	\$ 7,601,496

The accounts of the subsidiary are not included in the computation of the Partnership's net capital under Rule 15c3-1.

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2006 AND 2005**

**NOTE G      INVESTMENT SECURITIES**

Investment securities represent investments in senior subordinated notes, common stock and partnership interests. The investment securities, all of which are not readily marketable, are carried at estimated fair value as determined by management. The cost and fair market value of investment securities is as follows:

	2006		2005	
	Cost	Fair Value	Cost	Fair Value
Saber Petroleum	\$ 861,354	\$ 2,277,154	\$ 2,000,000	\$ 3,415,800
Barret Kendall 12% SSN	500,000	71,040	500,000	119,436
J&R Founder's Fund	200,000	376,119	200,000	245,000
CAIC Holding Company, Inc.	775	102,620	775	775
Trajen	-	-	811,600	3,425,509
RIMCO Production Company	-	373,059	-	373,059
<b>Total Investments</b>	<b><u>\$ 1,562,129</u></b>	<b><u>\$ 3,199,992</u></b>	<b><u>\$ 3,512,375</u></b>	<b><u>\$ 7,579,579</u></b>

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY**  
**SCHEDULE I**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15C3-1**  
**OF THE SECURITIES AND EXCHANGE COMMISSION**  
**DECEMBER 31, 2006**

<b>NET CAPITAL</b>	
Total partners' capital and minority interest qualified for net capital	<u>\$ 3,542,053</u>
Total capital and allowable subordinated liabilities	3,542,053
Deductions and/or charges	
Nonallowable assets:	
Securities not readily marketable	(3,199,992)
Other	<u>(315,061)</u>
<b>NET CAPITAL BEFORE HAIRCUTS ON SECURITIES POSITION</b>	<b>27,000</b>
Haircuts on securities	<u>-</u>
Net capital	<u>\$ 27,000</u>
<b>COMPUTATION ON BASIC NET CAPITAL REQUIREMENTS</b>	
Minimum net capital required (12.5% of total aggregate indebtedness)	<u>\$ -</u>
Minimum dollar net capital requirement	<u>\$ 5,000</u>
Net capital requirement (greater of above two minimum requirement amounts)	<u>\$ 5,000</u>
Excess net capital	<u>\$ 22,000</u>
Ratio: Aggregate indebtedness to net capital	<u>N/A</u>

Note: The above computation does not differ materially from the computation of net capital under Rule 15c3-1 as of December 31, 2006, filed with the Securities and Exchange Commission by the Partnership on Part IIA of Form X-17a-5.

See independent auditor's report.

**GULFSTAR GROUP I, LTD. AND SUBSIDIARY  
SCHEDULE II  
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS  
AND INFORMATION RELATING TO POSSESSION OR CONTROL OF SECURITIES  
UNDER RULE 15C3-3 OF THE SECURITIES AND EXCHANGE COMMISSION  
DECEMBER 31, 2006**

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Exemption Provisions

The Partnership has claimed an exemption from Rule 15c3-3 under Section (k)(2)(ii), in which a "Special Account for the Exclusive Benefit of Customers" is maintained.

*END*

See independent auditor's report.