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

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

SEC FILE NUMBER
8- 48909

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 01/01/07 AND ENDING 12/31/07
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Bedminster Financial Group, Ltd.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

4920 York Road, Suite 2DD1

(No. and Street)

Holicong

PA

18928

(City)

(State)

(Zip Code)

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

Robert Van Felt

215-794-9016

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Pirolli, James G. CPA

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

207 Buck Road, Suite 1C

Holland

PA

18966

(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)

SEC 1410 (08-02)

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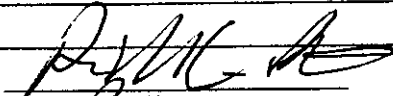
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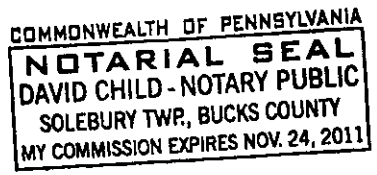
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3-12

OATH OR AFFIRMATION

I, Robert Van Pelt, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Bedminster Financial Group, Ltd., as of December 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:


Signature
President
Title


Notary Public



- 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.
 - (o) Independent Auditor's Report on Internal Accounting Control Structure Required by SEC Rule 17A-5
- **For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**BEDMINSTER FINANCIAL GROUP LTD.
FINANCIAL STATEMENTS
AND ADDITIONAL INFORMATION
FOR THE YEAR ENDED
DECEMBER 31, 2007 WITH
REPORT AND SUPPLEMENTARY REPORT
OF INDEPENDENT AUDITOR**

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BEDMINSTER FINANCIAL GROUP LTD.
FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2007

TABLE OF CONTENTS

	<u>Page</u>
Independent Auditor's Report.....	1
Financial statements	
Statements of Financial Condition.....	2
Statement of Operations.....	3
Statement of Changes in Stockholders' Equity.....	4
Statement of Cash Flows.....	5
Notes to Financial Statements.....	6-9
Additional Information	
Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission – Schedule I.....	10-11
Exemptive Provisions Under SEC Rule 15C3-3 – Schedule II.....	12
Independent Auditor's Report on Internal Control Structure Required by SEC Rule 17a-5.....	13-14

JAMES G. PIROLI
CERTIFIED PUBLIC ACCOUNTANT

TEL (215) 364-8016
FAX (215) 364-6381

207 BUCK ROAD • SUITE 1C
HOLLAND, PENNSYLVANIA 18966

INDEPENDENT AUDITOR'S REPORT

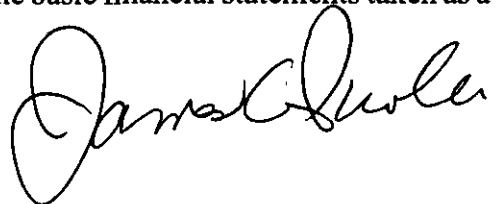
To the Board of Directors and Stockholders of
Bedminster Financial Group Ltd.
Holicong, Pennsylvania

I have audited the accompanying statement of financial condition of Bedminster Financial Group Ltd. (a Delaware corporation) as of December 31, 2007, and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities and Exchange Act of 1934. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bedminster Financial Group Ltd. at December 31, 2007, and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

My audit was 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 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 audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



February 21, 2008

BEDMINSTER FINANCIAL GROUP LTD.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2007

ASSETS

Cash	\$ 63,157
Funds held by clearing broker	24,620
Deposit with clearing broker	25,000
Commissions receivable	11,595
Prepaid expenses	9,009
Furniture, equipment, and improvements, at cost, less accumulated depreciation of \$102,230 (Note 2)	21,068
Security deposit	508
Officer loan receivable	50,000
Deferred tax asset (Note 4)	<u>22,309</u>
Total Assets	<u>\$227,266</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Accounts payable and accrued expenses	\$ 4,550
Due to clearing broker	<u>23,903</u>
Total Liabilities	<u>28,453</u>
Commitment (Note 5)	
Common stock, \$.001 par value, 100,000 shares authorized, 100 shares issued, 90 shares outstanding	-
Additional paid-in capital	1,053,687
Accumulated deficit	(844,874)
Treasury stock, 200 shares at cost	<u>(10,000)</u>
Total Stockholders' Equity	<u>198,813</u>
Total Liabilities and Stockholders' Equity	<u>\$ 227,266</u>

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

BEDMINSTER FINANCIAL GROUP LTD.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2007

REVENUES

Commission	\$ 397,504
Interest income and miscellaneous income	11,159
Insurance and annuity income	323,103
Private placement fees	145,767
Consulting fees	<u>1,122,451</u>
Total revenues	<u>1,999,984</u>

EXPENSES

Trading and clearing expenses	8,594
Officer's salary	30,000
Salaries	52,200
Payroll tax expense	7,450
Employee benefits	17,276
Sales and travel expenses	56,768
Regulatory fees and expenses	22,843
Bank service charges	66
Rent	8,726
Licenses, dues and fees	720
Office and postage	11,594
Telephone and telecommunications	18,985
Utilities	1,801
Insurance	1,782
Professional services	21,161
Outside services	68,800
Commission expense	1,523,745
Depreciation expense	800
Education and training expense	3,433
Gifts	8,246
Business meals and entertainment	16,743
Interest expense	<u>256</u>
Total Expenses	<u>1,881,989</u>

Net Income Before Provision for Income Tax Benefit (Expense)	117,995
Provision For Income Tax Benefit	<u>10,759</u>
Net Income	<u>\$ 128,754</u>

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

BEDMINSTER FINANCIAL GROUP LTD.

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2007

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Treasury Stock</u>	<u>Total Stockholders' Equity</u>
Balances at December 31, 2006	\$ -	\$1,053,687	\$(909,821)	\$(10,000)	\$133,866
Net income for the year ended December 31, 2007	-	-	128,754	-	128,754
Dividends paid to Shareholders	<u>-</u>	<u>-</u>	<u>(63,807)</u>	<u>-</u>	<u>(63,807)</u>
Balances, December 31, 2007	<u>\$ -</u>	<u>\$1,053,687</u>	<u>\$(844,874)</u>	<u>\$(10,000)</u>	<u>\$198,813</u>

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

BEDMINSTER FINANCIAL GROUP LTD.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2007

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$128,754
Adjustments to Reconcile Net Income to Net Cash provided by Operating Activities:	
Depreciation	800
(Increase) decrease in	
Funds held by clearing broker	(20,996)
Commissions receivable	38,405
Prepaid expenses	(1,499)
Security deposit	200
Deferred tax asset	(10,759)
Increase (decrease) in	
Accounts payable and accrued expenses	3,173
Due to clearing broker	<u>21,114</u>
Net Cash Provided by Operating Activities	<u>159,192</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Dividends Paid to Shareholder	<u>(63,807)</u>
Net Cash Used For Investing Activities	<u>(63,807)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Loan to officer	<u>(50,000)</u>
Net cash used for Financing Activities	<u>(50,000)</u>
Net Increase in Cash and Equivalents	45,385
CASH AND CASH EQUIVALENTS, beginning of year	<u>17,772</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 63,157</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION	
Cash paid during the year for interest	<u>\$256</u>

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

BEDMINSTER FINANCIAL GROUP LTD.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2007

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

Bedminster Financial Group Ltd. (formerly known as Prime Core, Inc.) is an introducing broker-dealer clearing accounts on a fully disclosed basis through Pershing, a Subsidiary of the Bank of New York Mellon Corporation. The Firm operates under (k)(2)(ii) Exemption to Securities and Exchange Commission Rule 15c3-3 and does not carry or clear customer accounts. The Company is also involved in financial planning for individuals and small corporations.

Revenue Recognition

Customers' securities transactions and related expenses are recorded on a settlement date basis. Commissions, private placement fees, and related clearing expenses are recorded on a trade date basis as security transactions occur. Consulting fees are recognized when earned per agreement terms.

Cash and Equivalents

For purpose of the statements of cash flows, cash equivalents include all highly liquid debt instruments with original maturities of three months or less.

Deposit at Clearing Broker

A minimum required deposit of \$25,000 is to be maintained with Pershing per the clearing agreement. This deposit is considered as cash and equivalents for the statement of cash flows purposes.

Furniture, Fixtures and Equipment

Depreciation of furniture, fixtures and equipment is computed using both straight-line and accelerated methods with estimated useful lives of five to seven years. Leasehold improvements are amortized over thirty-nine years using the straight-line method. Repairs and maintenance which do not extend the useful lives of the related assets are expensed as incurred.

Income Taxes

Deferred income taxes arise from timing differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of the assets and liabilities to which they related. Deferred taxes arising from timing differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the timing differences are expected to reverse.

BEDMINSTER FINANCIAL GROUP LTD.
NOTES TO FINANCIAL STATEMENTS (CONT'D)
FOR THE YEAR ENDED DECEMBER 31, 2007

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Use of Estimates

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

(2) FURNITURE, EQUIPMENT AND IMPROVEMENTS

Furniture, equipment and improvements at cost, less accumulated depreciation and amortization, consists of the following:

Furniture and fixtures	\$ 60,697
Equipment	37,436
Leasehold improvements	<u>25,165</u>
Subtotal	123,298
Less accumulated depreciation and amortization	<u>(102,230)</u>
Total	<u>\$ 21,068</u>

Depreciation expense charge to operations was \$800 in 2007.

(3) RELATED PARTY TRANSACTIONS

The company paid fees for services to a company wholly owned by the majority shareholder and president of Bedminster Financial Group Ltd. in 2007 in the amount of \$50,900.

(4) INCOME TAXES

The income tax provision is comprised of the following for the year ended December 31, 2007:

Current Benefit - \$10,759

Deferred taxes are recognized for temporary differences between the basis of assets and liabilities for financial statement and income tax purposes. The differences relate primarily to the future benefit of net operating loss carry forwards.

BEDMINSTER FINANCIAL GROUP LTD.
NOTES TO FINANCIAL STATEMENTS (CONT'D)
FOR THE YEAR ENDED DECEMBER 31, 2007

(4) INCOME TAXES (CONTINUED)

The company has remaining approximately \$800,196 of available net operating loss carryforwards which may be used to reduce Federal and State taxable income expiring through the years 2024, respectively.

The Company's total deferred tax asset and valuation allowance at December 31, 2007 are as follows:

Total deferred tax asset	\$106,606
Less valuation allowance	<u>(80,000)</u>
	26,606
Total deferred tax liabilities	<u>4,297</u>
Net deferred tax asset	<u>22,309</u>

The valuation allowance was decreased by \$32,000 for the year ended December 31, 2007.

The Company's provision for income taxes differs from applying the statutory U.S. federal income tax rate to income before income taxes. The primary differences result from providing for state income taxes and from deducting certain expenses for financial statement purposes but not for federal income tax purposes.

(5) COMMITMENT

The Company entered into a lease agreement in 2006 for office space in Buckingham Pennsylvania. The term of the lease is from May 2006 through April 2009 with monthly rental of \$708 which will increase by 4% annually.

Future minimum lease payments at December 31, 2007 are as follows:

2008	-	9,076
2009	-	<u>3,065</u>
Total	-	<u>\$12,141</u>

BEDMINSTER FINANCIAL GROUP LTD.
NOTES TO FINANCIAL STATEMENTS (CONT'D)
FOR THE YEAR ENDED DECEMBER 31, 2007

(6) PROFIT SHARING PLAN

The company sponsors a qualified profit sharing plan that covers substantially all full time employees. Contributions to the plan are discretionary and determined annually by management. There were no contributions to the profit sharing plan in 2007.

The plan also provides an employee savings provision (401(k) plan) whereby eligible participating employees may elect to contribute up to 15% of their compensation to an investment trust. The Company contributes an amount equal to 5% of the participant's elective contribution, up to 5% of the participant's compensation. There were no contributions to the 401(k) plan in 2007.

(7) NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission (SEC) Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. The Company has elected to compute the net capital using the regular method of Rule 15c3-1. Also, the rules of the SEC which provide that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1 must be followed. At December 31, 2007, the Company had net capital of \$84,324 which was \$79,324 in excess of its required net capital of \$5,000.

BEDMINSTER FINANCIAL GROUP LTD.
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
OF THE SECURITIES AND EXCHANGE COMMISSION
DECEMBER 31, 2007

NET CAPITAL

Total stockholders' equity		\$198,813
Deductions and/or charges		
Non-allowable assets:		
Commission receivables	\$11,595	
Prepaid expenses	9,009	
Furniture, equipment and improvements	21,068	
Security deposit	508	
Officer loan receivable	50,000	
Deferred tax asset	<u>22,309</u>	
Total Non-Allowable Assets		<u>114,489</u>
Net Capital Before Haircuts on Securities Positions		84,324
Haircuts on securities		<u>-</u>
Net Capital		<u>\$ 84,324</u>

AGGREGATE INDEBTEDNESS

Items included in statement of financial condition

Accounts payable and accrued expenses	\$ 4,550
Due to clearing broker	<u>23,903</u>
Total aggregate indebtedness	<u>\$ 28,453</u>

BEDMINSTER FINANCIAL GROUP LTD.
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
OF THE SECURITIES AND EXCHANGE COMMISSION (CONT'D)
FOR THE YEAR ENDED DECEMBER 31, 2007

COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS

Minimum net capital required (6 2/3% of total aggregate Indebtedness)	<u>\$ 1,897</u>
Minimum dollar net capital requirement	<u>5,000</u>
Net Capital Requirement	<u>5,000</u>
Excess Net Capital at 1500%	<u>79,324</u>
Excess Net Capital at 1000%	<u>81,479</u>
Ratio Aggregate Indebtedness to Net Capital	<u>.3374 to 1</u>

RECONCILIATION WITH COMPANY'S COMPUTATION

(Included in Part IIA of Form X-17A-5 as of December 31, 2007)

Net capital, as reported in company's Part IIA (Unaudited) FOCUS Report	\$90,499
Net audit adjustments	<u>(6,175)</u>
Net capital reported herein	<u>\$84,324</u>

BEDMINSTER FINANCIAL GROUP, LTD.
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
UNDER RULE 15c3-3 OF THE
SECURITIES AND EXCHANGE COMMISSION
FOR THE YEAR ENDED DECEMBER 31, 2007

Bedminster Financial Group, Ltd. claims an exemption from Rule 15c3-3 based on Section 15c3-3(k)(2)(ii) who, as an introducing broker or dealer, clears all transactions with and for customers on a fully disclosed basis with a clearing broker or dealer, and who promptly transmits all customers' funds and securities to the clearing broker or dealer which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of Rules 17a-3 and 17a-4, as are customarily made and kept by a clearing broker or dealer. The clearing broker is Pershing, a subsidiary of the Bank of New York Mellon Corporation.

INFORMATION RELATING TO POSSESSION
OR CONTROL REQUIREMENTS
UNDER RULE 15c3-3 OF THE
SECURITIES AND EXCHANGE COMMISSION
FOR THE YEAR ENDED DECEMBER 31, 2007

Bedminster Financial Group, Ltd. claims an exemption from Rule 15c3-3 based on Section 15c3-3(k)(2)(ii) who as an introducing broker or dealer, clears all transactions with and for customers on a fully disclosed basis with a clearing broker or dealer, or who promptly transmits all customer funds and securities to the clearing broker or dealer, which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of Rule 17a-3 and 17a-4, as are customarily made and kept by a clearing broker or dealer.

***INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL
STRUCTURE REQUIRED BY SEC RULE 17A-5***

To the Board of Directors and Stockholders of
Bedminster Financial Group Ltd.
Holicong, Pennsylvania

In planning and performing my audit of the financial statements of Bedminster Financial Group Ltd. for the year ended December 31, 2007, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purposes of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17-a-5(g)(1) of the Securities and Exchange Commission (SEC), I have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in the rule 17-a-5(g) in the following, as applicable:

1. Making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and the reserve required by rule 15d3-3(e)
2. Making the quarterly securities examinations, counts, verifications, and comparisons and the recordation of difference required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of the Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System
4. Obtaining and maintaining physical possession or control of the fully paid and excess margin securities of customers as required by rule 15c3-3

The management of the Company is responsible for establishing and maintaining an internal control structure 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 may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate. My 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 the specific internal control components does not reduce to a relatively low level the risk that 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, I noted no matters involving internal control, including control activities for safeguarding securities, that I consider to be material weaknesses as defined above.

I 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 purpose in accordance with the Securities and 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2007, to meet the SEC's objectives.

This report is intended solely for the use and information of the Board of Directors, management, the SEC, the Financial Industry Regulatory Authority and other regulatory agencies which 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.

A handwritten signature in cursive script, appearing to read "James D. Sullivan".

February 21, 2008

END