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

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

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

REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2008 AND ENDING DECEMBER 31, 2008
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

WINTER ADVISORS, INC.

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

24511 SUMMERHILL AVE.

OFFICIAL USE ONLY

FIRM ID NO.

(No. and Street)

LOS ALTOS.

CALIFORNIA

94024

(City)

(State)

(Zip Code)

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

ELIZABETH COLLINS

(415) 492-8975

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

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

ROBERT R. REDWITZ & Co., An Accounting and Consulting Corporation

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

1 ALMADEN BLVD., SUITE 950

SAN JOSE

CALIFORNIA

95113

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

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*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 (06-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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3/24/09

OATH OR AFFIRMATION

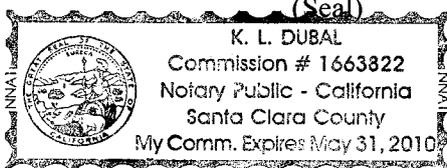
I, Charles J. Winter, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of **WINTER ADVISORS, INC.**, as of December 31, 2008 are true and correct. I further swear (or affirm) that neither the company nor 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

[Signature], CEO

(Title)

STATE OF CALIFORNIA)) ss. <u>Santa Clara</u> COUNTY OF _____)	On this <u>27th</u> day of February in the year <u>2009</u> , before me, <u>K. L. DUBAL</u> a Notary Public, State of California, duly commissioned and sworn, personally appeared <u>Charles J Winter</u> , personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) are subscribed to the within instrument, and acknowledged to me that (he/she/they) executed the same in (his/her/their) authorized capacity(ies), and that (his/her/their) signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal. <u>[Signature]</u> Notary Public, State of California My commission expires <u>5/31/2010</u>
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This report ** contains (check applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Operations.
- (d) Statement of 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 15c3-3k(2)(ii).
- (i) Information relating to the Possession or control Requirements Under Rule 15c3-3k(2)(i).
- (j) A Reconciliation including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirement Under Exhibit A of Rule 15c3-3k(2)(ii).
- (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) Certified Public Accountants' Supplementary Report on Internal Control.
- (p) Schedule of segregation requirements and funds in segregation-customers' regulated commodity futures account pursuant to Rule 171-5.

** For conditions of confidential treatment of certain portions of this filing, see section 240.17e-5(e)(3).

INDEPENDENT AUDITORS' REPORT

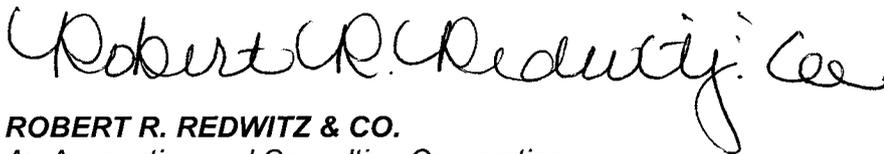
To the Board of Directors and Shareholder
of Winter Advisors, Inc.

We have audited the accompanying statements of financial condition of Winter Advisors, Inc. as of December 31, 2008 and 2007, and the related statements of operations, changes in shareholder's equity, and cash flows for the years 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. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 financial position of Winter Advisors, Inc. as of December 31, 2008 and 2007 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 purposes 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.



ROBERT R. REDWITZ & CO.
An Accounting and Consulting Corporation

San Jose, California
February 20, 2009

Winter Advisors, Inc.

Statements of Financial Condition

December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
ASSETS		
Current assets		
Cash	\$ 13,776	\$ 11,169
Accounts receivable	20,000	-
Prepaid expenses	1,204	1,197
Loan to shareholder	4,855	3,160
	<u>39,835</u>	<u>15,526</u>
Total current assets		
	<u>39,835</u>	<u>15,526</u>
Total assets	<u>\$ 39,835</u>	<u>\$ 15,526</u>
 LIABILITIES AND SHAREHOLDER'S EQUITY		
Current liabilities		
Accounts payable	\$ 3,633	\$ 1,000
	<u>3,633</u>	<u>1,000</u>
Total current liabilities		
	<u>3,633</u>	<u>1,000</u>
Shareholder's equity		
Common stock, \$0.001 par value, 1,000 shares authorized, issued and outstanding	1	1
Additional paid-in capital	47,274	34,274
Accumulated deficit	(11,073)	(19,749)
	<u>36,202</u>	<u>14,526</u>
Total shareholder's equity		
	<u>36,202</u>	<u>14,526</u>
Total liabilities and shareholder's equity	<u>\$ 39,835</u>	<u>\$ 15,526</u>

Winter Advisors, Inc.

Statements of Operations

For the Years Ended December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Revenues		
Private placement income	\$ 70,919	\$ -
Consulting income	20,000	-
Total revenues	<u>\$ 90,919</u>	<u>\$ -</u>
Expenses		
Consulting	6,100	4,648
Regulatory fees and expenses	545	4,050
Other expenses	21,705	7,301
Total expenses	<u>28,350</u>	<u>15,999</u>
Operating income (loss)	62,569	(15,999)
Other income	278	224
Income (loss) before provision for income taxes	62,847	(15,775)
Provision for income taxes	800	800
Net income (loss)	<u>\$ 62,047</u>	<u>\$ (16,575)</u>

Winter Advisors, Inc.Statements of Changes in Shareholder's Equity
For Years Ended December 31, 2008 and 2007

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
Shareholder's equity at December 31, 2006	\$ 1	\$ 9,999	\$ (3,174)	\$ 6,826
Additional paid-in capital contributions	-	24,275	-	24,275
Net loss	<u>-</u>	<u>-</u>	<u>(16,575)</u>	<u>(16,575)</u>
Shareholder's equity at December 31, 2007	1	34,274	(19,749)	14,526
Additional paid-in capital contributions	-	13,000	-	13,000
Distributions to shareholder	-	-	(53,371)	(53,371)
Net income	<u>-</u>	<u>-</u>	<u>62,047</u>	<u>62,047</u>
Shareholder's equity at December 31, 2008	<u>\$ 1</u>	<u>\$ 47,274</u>	<u>\$ (11,073)</u>	<u>\$ 36,202</u>

Winter Advisors, Inc.

Statements of Cash Flows

For the Years Ended December 31, 2008 and 2007

	2008	2007
Cash flows from operating activities:		
Net Income/(Loss)	\$ 62,047	\$ (16,575)
Adjustments to reconcile net income to net cash provided by operating activities		
Accounts receivable	(20,000)	-
Prepaid expenses	(6)	(490)
Increase (decrease) in operating liabilities		
Accounts payable	2,632	657
Net cash provided by operating activities	<u>44,673</u>	<u>(16,408)</u>
Cash flows from investing activities:		
Loans to shareholders	<u>(1,695)</u>	<u>(2,890)</u>
Net cash used by investing activities	<u>(1,695)</u>	<u>(2,890)</u>
Cash flows from financing activities:		
Shareholder contribution of additional paid-in capital	13,000	24,275
Distributions to shareholder	<u>(53,371)</u>	<u>-</u>
Net cash used by financing activities	<u>(40,371)</u>	<u>24,275</u>
Net change in cash	2,607	4,977
Beginning cash	<u>11,169</u>	<u>6,192</u>
Ending cash	<u>\$ 13,776</u>	<u>\$ 11,169</u>
Supplemental information:		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ 800</u>	<u>\$ 800</u>

Winter Advisors, Inc.
Notes to Financial Statements
December 31, 2008 and 2007

Note 1 – Summary of significant accounting policies

This summary of significant accounting policies of Winter Advisors, Inc., (the Company) is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, who is responsible for their integrity and objectivity.

Business activity

The Company was formed as a California corporation on July 26, 2006 and is registered with the Financial Industry Regulatory Authority as a Broker-Dealer effective August 31, 2007 to provide private placement of securities and merger and acquisition advisory services. The Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

Fees for advisory services are recorded when earned.

Cash and cash equivalents

For purposes of the statements of cash flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than three months that are not held for sale in the ordinary course of business.

Accounts receivable

Accounts receivable are reported at the amount management expects to collect from outstanding balances. Differences between the amount due and the amount management expects to collect are reported in the results of operations of the year in which those differences are determined, with an offsetting entry to a valuation allowance for accounts receivable. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. As of December 31, 2008 management believes all receivables are collectible and therefore, no allowance has been recorded.

Use of estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Note 2 – Development stage operations

The Company was formed July 26, 2006. Through December 31, 2007 advisory services had not yet began and the operations had been devoted primarily to raising capital, registration with the Financial Industry Regulatory Authority as a Broker-Dealer and administrative functions. During 2008 operations commenced, revenue was generated and the Company was no longer considered to be in the development stage.

Winter Advisors, Inc.

Notes to Financial Statements

December 31, 2008 and 2007

Note 3 – Net capital requirements

The Company, as a registered broker-dealer, is required under the provision of Securities Exchange Act of 1934 (the Act) Rule 15c3-1 to maintain the greater of a minimum net capital of at least \$5,000 or one-fifteenth of the aggregate indebtedness as defined under the Act. At December 31, 2008, the Company's net capital was \$6,828 and the Company's aggregate indebtedness was \$3,633, or 53% of capital.

Note 4 – Income taxes

The Company has elected to be taxed under the Sub Chapter S provisions of the Internal Revenue Code effective July 28, 2006. As a result of the election, income before tax of the Company is currently taxable to the shareholder and no federal income tax is provided in the accompanying financial statements. California Franchise Tax is provided at the greater of the minimum California Franchise Tax or 1.5% of taxable income.

Note 5 – Related party transactions

As of December 31, 2008, there was a loan receivable due from an officer and the sole shareholder of the Company. The unsecured loan is non-interest bearing and due upon demand. As of December 31, 2008, the balance was \$4,855.

Note 6 – Concentrations of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of accounts receivable. The credit risk for accounts receivable is concentrated because the entire balance due as of December 31, 2008 is from one client, although management believes the entire amount will be collected and therefore, no valuation allowance has been recorded.

SUPPLEMENTARY INFORMATION

Winter Advisors, Inc.

Schedule I - Computation of Net Capital and Aggregate Indebtedness

December 31, 2008

Total ownership equity from statement of financial condition	\$	36,202
Total non-allowable assets		<u>(29,175)</u>
Net capital before haircuts on securities positions		7,027
Haircuts on money market account		<u>(199)</u>
Net capital	\$	<u>6,828</u>
Minimum net capital required (based on aggregate indebtedness)	\$	<u>727</u>
Minimum net capital requirement	\$	<u>5,000</u>
Net capital requirement	\$	<u>5,000</u>
Excess net capital	\$	<u>1,828</u>
Excess net capital at 1000%	\$	<u>6,464</u>
Total aggregate indebtedness	\$	<u>3,633</u>
Percentage of aggregate indebtedness to net capital		<u>53%</u>

Winter Advisors, Inc.

Schedule II - Exemptive Provision Under Rule 15c3-k(2)(i)

December 31, 2008

Winter Advisors, Inc. has an exemption from the Computation for the Determination of Reserve Requirements Pursuant to Rule 15c3-3 and an exemption from Information Relating to the Possession or Control Requirements under Rule 15c3-3 due to SEC Rule 15c3-3k(2)(i) because the Company does not hold customer funds or safe keep customer securities.

Winter Advisors, Inc.

Schedule III - Reconciliation of Net Capital Pursuant to Rule 17a-5(d)(4)

December 31, 2008

Net capital as reported in Part II of the Company's FOCUS report at December 31, 2008	\$	9,881
Adjustment		<u>(3,053)</u>
Regulatory net capital, per audit	\$	<u><u>6,828</u></u>

Winter Advisors, Inc.

Certified Public Accountants' Supplementary Report
On Internal Control

**CERTIFIED PUBLIC ACCOUNTANTS' SUPPLEMENTARY REPORT
ON INTERNAL CONTROL**

To the Shareholder
Winter Advisors, Inc.
Los Altos, California

In planning and performing our audit of the financial statements and supplementary information of Winter Advisors, Inc. (the Company), for the year ended December 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered its 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 accordance with U.S. 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. This report recognizes that it is not practicable in an organization the size of Winter Advisors, Inc., to achieve all the divisions of duties and cross-checks generally included in a system of internal control and that alternatively greater reliance must be placed on surveillance by management.

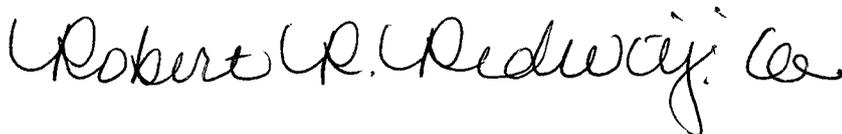
A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *significant deficiency* is a control deficiency, or combination of control 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 as described in the second paragraph of this report were adequate at December 31, 2008, to meet the SEC's objectives.

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



Robert R. Redwitz & Co.

An Accounting and Consulting Corporation

San Jose, California
February 20, 2009

Winter Advisors, Inc.

FINANCIAL STATEMENTS

DECEMBER 31, 2008

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