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

OMB APPROVAL

OMB Number: 3235-0123
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SEC FILE NUMBER

8-48587

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:

Kun-Lun Development Corporation

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

6080 Stewart Avenue

OFFICIAL USE ONLY

FIRM ID NO.

	(No. and Street)	
Fremont	CA	94538
(City)	(State)	(Zip Code)

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

Gilbert Kuo	(510) 661-0260
	(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this report*

Harb, Levy & Weiland LLP

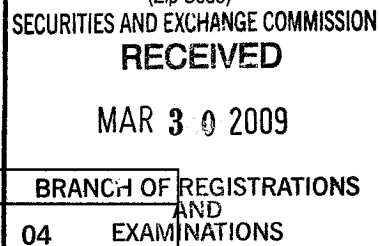
(Name - if individual, state, last, first, middle name)

The Landmark @ One Market, 6 th Floor	San Francisco	CA	94105
(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

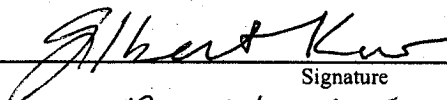


* Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

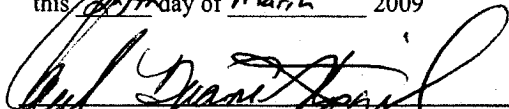
SEC 1410 (06-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless this form displays a currently valid OMB control number.

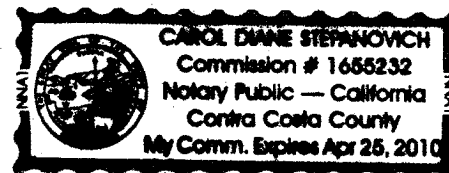
OATH OR AFFIRMATION

I, **Gilbert Kuo**, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statements and supporting schedules pertain to the firm of **Kun-Lun Development Corporation**, as of **December 31, 2008**, and 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

Subscribed and sworn to before me
this 15th day of March 2009


Notary Public



This report** contains (check all 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' Equity or Members' Equity 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.
- ☐ (o) Independent auditor's report on internal control required by SEC Rule 17a-5
- ☒ (p) Independent auditor's report on internal control required by SEC Rule 17a-5 for a Broker-Dealer claiming exemption from SEC Rule 15c3-3

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

OATH OR AFFIRMATION

I, **Gilbert Kuo**, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statements and supporting schedules pertain to the firm of **Kun-Lun Development Corporation**, as of **December 31, 2008**, and 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

Title

Subscribed and sworn to before me
this _____ day of _____ 2009

Notary Public

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- ☐ (o) Independent auditor's report on internal control required by SEC Rule 17a-5
- ☒ (p) Independent auditor's report on internal control required by SEC Rule 17a-5 for a Broker-Dealer claiming exemption from SEC Rule 15c3-3

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



Independent Auditors' Report

To the Board of Directors of
Kun-Lun Development Corporation

We have audited the accompanying statement of financial condition of Kun-Lun Development Corporation (the "Company") as of December 31, 2008, and the related statements of operations and 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 financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2008, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II, III and IV 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.

Harb, Levy & Weiland LLP

San Francisco, California
March 19, 2009

Member of NEXIA International, A Worldwide Association of Independent Accounting Firms

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e-mail: hlw@hlwcpa.com www.hlwcpa.com

Kun-Lun Development Corporation
Statement of Financial Condition
December 31, 2008

Assets

Cash	\$ 6,690
Deposit at clearing broker	53,167
Securities owned, at fair value	439,800
Receivables	2,101
Furniture and office equipment, net	<u>866</u>
 Total assets	 <u>\$ 502,624</u>

Liabilities and Stockholders' Equity

Liabilities:

Payable to clearing broker	\$ 219,239
Deferred tax liabilities	<u>74,940</u>
Total liabilities	<u>294,179</u>

Stockholders' equity:

Common stock (50,000,000 shares of no par value authorized: 6,300,000 shares issued and outstanding)	600,000
Retained earnings (deficit)	<u>(391,555)</u>
 Total stockholders' equity	 <u>208,445</u>
 Total liabilities and stockholders' equity	 <u>\$ 502,624</u>

See Accompanying Notes to Financial Statements

Kun-Lun Development Corporation
Statement of Operations
Year Ended December 31, 2008

Revenues:

Interest and dividends	\$ 42,959
Commissions	27,873
Principal transactions	(858,274)
Other	<u>17,925</u>

Total revenues	<u>(769,517)</u>
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Expenses:

Employee compensation and benefits	38,944
Interest	28,821
Professional fees	13,893
Commissions	12,657
Clearing fees	8,073
Other	<u>22,441</u>

Total expenses	<u>124,829</u>
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Loss before income taxes	(894,346)
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Income tax benefit	<u>359,834</u>
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Net loss	<u><u>\$ (534,512)</u></u>
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See Accompanying Notes to Financial Statements

Kun-Lun Development Corporation
Statement of Changes in Stockholders' Equity
Year Ended December 31, 2008

	<u>Common Stock</u>		<u>Retained</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Earnings</u>	<u>Stockholders'</u>
			<u>(Deficit)</u>	<u>Equity</u>
Balances, December 31, 2007	6,300,000	\$ 600,000	\$ 142,957	\$ 742,957
Net loss	<u>-</u>	<u>-</u>	<u>(534,512)</u>	<u>(534,512)</u>
Balances, December 31, 2008	<u>6,300,000</u>	<u>\$ 600,000</u>	<u>\$ (391,555)</u>	<u>\$ 208,445</u>

See Accompanying Notes to Financial Statements

Kun-Lun Development Corporation
Statement of Cash Flows
Year Ended December 31, 2008

Cash flows from operating activities:

Net loss	\$ (534,512)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	2,095
Deferred tax benefit	(348,053)
Increase in deposit at clearing broker	(874)
Decrease in securities owned	1,417,168
Decrease in receivables	415
Decrease in accrued liabilities	(11,743)
Decrease in payable to clearing broker	(525,120)
Total adjustments	<u>533,888</u>
Net cash used in operating activities	<u>(624)</u>

Cash flows from investing activities:

Purchase of office equipment	<u>(1,082)</u>
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Cash, beginning of year	<u>8,396</u>
Cash, end of year	<u>\$ 6,690</u>

Supplemental information:

Cash paid for interest	<u>\$ 28,821</u>
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See Accompanying Notes to Financial Statements

Kun-Lun Development Corporation
Notes to the Financial Statements
December 31, 2008

1. Summary of Business and Significant Accounting Policies

Business

Kun-Lun Development Corporation (the "Company") is a California corporation formed in 1995. The Company is registered with the Securities and Exchange Commission as a fully disclosed securities broker dealer and is a member of the Financial Regulatory Authority (FINRA). Securities transactions are cleared through Southwest Securities, Inc. on a fully disclosed basis.

Cash

Cash consists of demand deposits with a commercial bank which at times may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash balances.

Securities Owned

Securities owned are recorded at fair value. Changes in unrealized gains and losses on securities owned are included in the Company's statement of operations, as a component of principal transactions. Realized gains and losses are recorded when securities owned are sold and are also included in the Company's statement of operations, as a component of principal transactions.

Furniture and Office Equipment, net

Furniture and office equipment are recorded at cost net of accumulated depreciation. Depreciation is computed under the straight-line method over estimated useful lives of 5 to 7 years. Total accumulated depreciation is \$98,865.

Revenue Recognition

Commission revenue and related expenses arising from securities transactions are recorded on a settlement-date basis. Revenue and expenses recognized on a settlement-date basis are not materially different from a trade-date basis.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due and deferred taxes. Deferred taxes are recognized for differences between the basis of assets and liabilities for financial statements and income tax purposes. Deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

Kun-Lun Development Corporation
Notes to the Financial Statements
December 31, 2008

1. Summary of Business and Significant Accounting Policies (continued)

Income Taxes (continued)

Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ("FIN48"), establishes new guidance on recognition and measurement of certain tax positions for financial reporting purposes. The Company has elected to defer application of FIN48 until 2009 pursuant to FASB Staff Position 48-3. The Company believes it has no tax positions that would be subject to recognition or measurement under FIN48 and does not expect application of FIN48 to have a material impact on the financial statements.

Use of Estimates

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

2. Fair Value Measurement

Securities owned are presented at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various valuation approaches. SFAS No. 157 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Kun-Lun Development Corporation
Notes to the Financial Statements
December 31, 2008

2. Fair Value Measurement (continued)

Level 2 — Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The Company's securities owned measured at fair value on a recurring basis are categorized as Level 1 inputs.

3. Financial Instruments with Off-Balance Sheet Arrangements and Credit Risk

As a securities broker, the Company executes transactions with and on behalf of customers. The Company introduces these transactions for clearance to a clearing firm on a fully disclosed basis.

In the normal course of business, the Company's customer activities involve the execution of securities transactions and settlement by its clearing broker. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any potential liability related to non-performance by its customers. These activities expose the Company to off-balance-sheet risk in the event the customer is unable to fulfill its contracted obligations. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at the prevailing market prices in order to fulfill the customer's obligation. The Company seeks to control off-balance-sheet credit risk by monitoring its customers' transactions and reviewing information it receives from its clearing broker on a daily basis.

4. Related Party Transactions

A significant percentage of commission revenues are earned on securities transactions executed on behalf of the Company. Management has not determined the amount earned from these transactions that is included in revenue.

The Company operates from office premises provided by one of the Company's prior shareholders.

In 2008, the Company paid a stockholder \$38,944 in benefits and \$12,657 in commissions.

Kun-Lun Development Corporation
Notes to the Financial Statements
December 31, 2008

5. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC 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. At December 31, 2008, the Company had net capital of \$130,519 which was \$30,519 in excess of its required net capital of \$100,000. At December 31, 2008, the Company did not have aggregate indebtedness.

6. Income Taxes

Deferred tax liabilities relate primarily to the recognition of unrealized market gains and losses on securities held for investment for financial statement purposes versus recognition of gains and losses when investments are sold for tax purposes.

Net deferred tax liabilities at December 31, 2008 consist of the following:

Federal	\$ 58,221
State	<u>16,719</u>
Total	<u>\$ 74,940</u>

The components of income tax benefit for the year ended December 31, 2008 are as follows:

Current	
Federal	\$ 7,145
State	<u>4,636</u>
	<u>11,781</u>
Deferred	
Federal	277,488
State	<u>70,565</u>
	<u>348,053</u>
Income tax benefit	<u>\$ 359,834</u>

Kun-Lun Development Corporation
Notes to the Financial Statements
December 31, 2008

7. Deposit Held at Clearing Organization

Under the Company's clearing agreement, a good faith deposit of \$50,000 is required to be held with the clearing broker. As of December 31, 2008, the Company had \$53,167 on deposit with the clearing broker.

8. Payable to Clearing Broker

The payable to clearing broker of \$219,239 is for margin loans collateralized by securities owned. The interest rate charged by the clearing broker on this loan is the federal funds rate plus 2.949%.

9. Risk Concentration

At December 31, 2008, securities owned at fair value include 30,000 shares of Intel Corporation common stock (valued at \$439,800).

SUPPLEMENTARY INFORMATION

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT PART IIA

BROKER OR DEALER: Kun-Lun Development Corporation

as of December 31, 2008

1. Total ownership equity from Statement of Financial Condition.....	\$ 208,445	3480
2. Deduct ownership equity not allowable for Net Capital.....	()	3490
3. Total ownership equity qualified for Net Capital.....	\$ 208,445	3500
4. Add:		
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital.....		3520
B. Other (deductions) or allowable credits (List).....		3525
5. Total capital and allowable subordinated liabilities.....	\$ 208,445	3530
6. Deductions and/or charges:		
A. Total non-allowable assets from Statement of Financial Condition (Notes B and C).....	\$ 866	3540
B. Secured demand note delinquency.....		3590
C. Commodity futures contracts and spot commodities – proprietary capital charge.....		3600
D. Other deductions and/or charges.....		3610
	(866)	3620
7. Other additions and/or allowable credits (List).....	51,020	3630
8. Net capital before haircuts on securities positions.....	258,599	3640
9. Haircuts on securities (computed, where applicable, pursuant to 15c3-1(f):		
A. Contractual securities commitments.....		3660
B. Subordinated securities borrowings.....		3670
C. Trading and investment securities:		
1. Exempted Securities.....		3735
2. Debt securities.....		3733
3. Options.....		3730
4. Other securities.....	\$ 65,970	3734
D. Undue Concentration.....	\$ 62,110	3650
E. Other (List).....		3736
	(128,080)	3740
10. Net Capital.....	\$ 130,519	3750

OMIT PENNIES

6. Non allowable asset:

Furniture and office equipment, net

\$ 866

7. Adjustment for tax provision related to securities haircut

\$ 51,020

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT

PART IIA

BROKER OR DEALER: Kun-Lun Development Corporation as of December 31, 2008

COMPUTATION OF NET CAPITAL REQUIREMENT

Part A

11. Minimum net capital required (6 2/3% of line 19).....	\$ -	3756
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A).....	100,000	3758
13. Net capital requirement (greater of line 11 or 12)	100,000	3760
14. Excess net capital (line 10 less 13).....	30,519	3770
15. Excess net capital at 1000% (line 10 less 10% of line 19).....	130,519	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.I. liabilities from Statement of Financial Condition.....	-	3790
17. Add:		
A. Drafts for immediate credit.....	\$ 3800	
B. Market value of securities borrowed for which no equivalent value is paid or credited.....	\$ 3810	
C. Other unrecorded amounts (List).....	\$ 3820	3830
19. Total Aggregate indebtedness.....	-	3840
20. Percentage of aggregate indebtedness to net capital (line 19 / line 10).....	0.0%	3850
21. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d).....	0.0%	3860

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirement pursuant to Rule 15c3-3 prepared as of the date of the net capital computation including both brokers of dealers and consolidated subsidiaries debits.....	3970
23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement or subsidiaries computed in accordance with Note (A).....	3880
24. Net capital requirement (greater of line 22 or 23).....	3760
25. Excess capital (line 10 or 24).....	3910
26. Net capital excess of the greater of:	
A. 5% of combined aggregate debit items or \$120,000.....	3920

NOTES:

- (A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:
1. Minimum dollar net capital requirement, or
 2. 6 2/3% of aggregated indebtedness or 4% of aggregate debits if alternative method is used.
- (B) Do not deduct the value of securities borrowed under subordination agreements or secured demand note covered by subordination agreements not in satisfactory form and the market values of memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.
- (C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

SCHEDULE II

Kun-Lun Development Corporation
Computation for Determination of Reserve
Requirements Pursuant to Rule 15c3-3
December 31, 2008

The Company claims an exemption under Rule 15c3-3(k)(2)(ii) and therefore is not subject to the reserve requirements of Rule 15c3-3.

SCHEDULE III

Kun-Lun Development Corporation
Information Relating to the Possession
Or Control Requirements Under Rule 15c3-3
December 31, 2008

The Company claims an exemption under Rule 15c3-3(k)(2)(ii) and therefore is not subject to the possession or control provisions of Rule 15c3-3.

SCHEDULE IV

Kun-Lun Development Corporation Reconciliations Pursuant to Rules 15c3-1 and 15c3-3 For The Year Ended December 31, 2008

1. Reconciliation of Computation of Net Capital to Respondent's Computation

The reconciliation between Schedule I and the respondent's computation is as follows:

	<u>Net Capital</u>	<u>Aggregate Indebtedness</u>	<u>Percentage</u>
Computation per respondent	\$ 130,519	\$ -	0%
Computation per Schedule I	<u>130,519</u>	<u>-</u>	0%
Differences	<u>\$ -</u>	<u>\$ -</u>	

2. Reconciliation of Computation of Reserve Requirements to Respondent's Computations

The Company claims an exemption under Rule 15c3-3(k)(2)(ii) and therefore is not subject to the reserve requirements of Rule 15c3-3.



To the Board of Directors of
Kun-Lun Development Corporation

In planning and performing our audit of the financial statements and supplemental schedules of Kun-Lun Development Corporation (the "Company"), as of and for the year ended December 31, 2008, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

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The Landmark @ One Market, Sixth Floor, San Francisco, CA 94105 Tel: 415 974 6000 Fax: 415 974 5488
e-mail: hlw@hlwcpa.com www.hlwcpa.com

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 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 the use of management, the SEC, FINRA, 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.

Harb, Levy & Weiland LLP

San Francisco, California
March 19, 2009