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

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FACING PAGE

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

REPORT FOR THE PERIOD BEGINNING 01/01/08 AND ENDING 12/31/08
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER - DEALER:
 Emerging Growth Equities, Ltd.

OFFICIAL USE ONLY

FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
 1150 First Avenue

(No. and Street)

King of Prussia PA 19406-2816
(City) (State) (Zip Code)

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

Colleen Corkery 610-783-1800
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Sanville & Company

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

1514 Old York Road Abington PA 19001
(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 (3-91)

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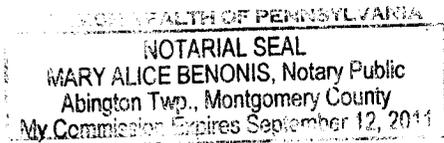
OATH OR AFFIRMATION

I, Colleen Corkery, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Emerging Growth Equities, Ltd., 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:

Colleen Corkery
Signature

Principal Financial Officer
Title

Mary Alice Benonis
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 Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- N/A (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- N/A* (m) A copy of the SIPC Supplemental Report.
- N/A (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.

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

* Minimum assessment in effect.

Sanville & Company

CERTIFIED PUBLIC ACCOUNTANTS

ROBERT F. SANVILLE, CPA
MICHAEL T. BARANOWSKY, CPA
JOHN P. TOWNSEND, CPA

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INDEPENDENT AUDITOR'S REPORT

To the Partners of
Emerging Growth Equities, Ltd.

We have audited the accompanying statement of financial condition of Emerging Growth Equities, Ltd. as of December 31, 2008, and the related statements of income, changes in partners' capital, changes in liabilities subordinated to claims of general creditors, 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 Emerging Growth Equities, Ltd. 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 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 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.

Abington, Pennsylvania
January 26, 2009


Certified Public Accountants

Emerging Growth Equities, Ltd.
Statement of Financial Condition
December 31, 2008

Assets

Cash and cash equivalents	\$	302,558
Receivables:		
Clearing broker		107,801
Other		10,988
Deposit with clearing broker		250,000
Securities owned, at market value		620
Due from affiliate		13,903
Furniture and equipment, net		28,219
Prepaid expenses, deposits and other assets		<u>64,937</u>
 Total assets	\$	<u><u>779,026</u></u>

Liabilities and Partners' Capital

Liabilities

Due to affiliate	\$	55,575
Securities sold, not yet purchased		814
Accounts payable and accrued expenses		<u>37,760</u>

Total liabilities 94,149

Partners' Capital

684,877

Total liabilities and partners' capital \$ 779,026

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

Emerging Growth Equities, Ltd.
Statement of Operations
For the Year Ended December 31, 2008

Revenue

Underwriting and corporate finance	\$ 2,059,377
Management fees from affiliate	977,830
Commissions - exchange transactions	298,154
Commissions - options	23,193
Commissions - other	311,940
Net inventory and investment gain	5,221
Revenue from sale of investment company shares	115,743
Interest and other income	<u>70,148</u>
 Total income	 <u>824,399</u>

Expenses

Executive compensation	33,725
Clerical, administrative and registered representatives' compensation	3,089,542
Regulatory fees and expenses	48,413
Other Expenses:	
Management fees	666,900
Communications and market data information	506,634
Clearing, execution fees and sundry charges	213,519
Office expense	184,430
Travel and entertainment	71,372
Equipment rental, maintenance and other equipment expense	60,752
Professional fees	36,566
Depreciation	9,536
Other	<u>45,129</u>
 Total expenses	 <u>4,966,518</u>
 Net loss	 \$ <u>(4,142,119)</u>

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

Emerging Growth Equities, Ltd.
Statement of Changes in Partners' Capital
For the Year Ended December 31, 2008

Partners' capital at January 1, 2008	\$	939,789
Net loss for the year		(1,104,912)
Contributions of capital		<u>850,000</u>
Partners' capital at December 31, 2008	\$	<u><u>684,877</u></u>

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

Emerging Growth Equities, Ltd.
Statement of Changes in Subordinated Borrowing
For the Year Ended December 31, 2008

Subordinated borrowings at January 1, 2008	\$	-
Increases:		-
Decreases:		<u>-</u>
Subordinated borrowings at December 31, 2008	\$	<u><u>-</u></u>

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

Emerging Growth Equities, Ltd.
Statement of Cash Flows
For the Year Ended December 31, 2008

Cash flows from operating activities:

Net loss	\$ (1,104,912)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	9,536
Changes in assets and liabilities	
(Increase) decrease in assets:	
Receivables:	
Clearing broker	76,259
Other	(1,438)
Securities owned	962
Due from affiliate	73,850
Prepaid expenses, deposits and other assets	41,145
Increase (decrease) in liabilities:	
Securites sold, not yet purchased	814
Accounts payable and accrued expenses	<u>(62,620)</u>
Net cash used in operating activities	<u>(966,404)</u>
Cash flows from financing activities:	
Contribution of capital	<u>850,000</u>
Cash flows from investing activities:	
Purchase of furniture and equipment	<u>(9,707)</u>
Net decrease in cash and cash equivalents	(126,111)
Cash and cash equivalents beginning of year	<u>428,669</u>
Cash and cash equivalents end of year	<u>\$ 302,558</u>

Supplemental disclosures of cash flow information

Cash paid during the year for:

Interest	\$ -
Income taxes	\$ -

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

Emerging Growth Equities, Ltd.

Notes to Financial Statements

December 31, 2008

1. Organization

Emerging Growth Equities, Ltd. ("the Company") is a registered broker dealer with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). It is a Pennsylvania limited partnership that is a wholly owned subsidiary of EGE Holdings, Ltd., a Pennsylvania limited partnership. The Company, like other broker dealers, is directly affected by general economic and market conditions, including fluctuations in volume and price level of securities, changes in interest rates and securities brokerage services, all of which have an impact on the Company's liquidity.

2. Summary of Significant Accounting Policies

Revenue – Securities transactions (and related commission revenue and expense, if applicable) are recorded on a trade date basis.

Fair Value of Securities – Securities owned and sold, but not yet purchased, are valued at market value and the resulting difference between cost and market is included in income.

The market value of securities owned, consisting of equities and debt securities, is determined by the Company utilizing quoted market prices, dealer quotes and prices obtained from independent third parties. Other securities with no ready market are valued at fair value as determined by management.

Substantially all of the Company's financial assets and liabilities are carried at market value or at amounts which, because of the short-term nature of the financial instruments, approximate current fair value.

Investment banking – Investment banking revenues include gains, losses, and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an underwriter or agent. Investment banking revenues also include fees earned from providing merger-and-acquisition and financial restructure advisory services. Investment banking management fees are recorded on offering date, sales concessions on settlement date, and underwriting fees at the time the underwriting is completed and the income is reasonably determined.

Concentration of Credit Risks – The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. Management believes the Company is not exposed to any significant credit risk related to cash.

Depreciation – Fixed asset purchases are classified as three or seven-year property for depreciation purposes. They are depreciated under accelerated methods.

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 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 may differ from those estimates and assumptions.

Emerging Growth Equities, Ltd.
Notes to Financial Statements (Continued)
December 31, 2008

2. Summary of Significant Accounting Policies (Continued)

Cash and cash equivalents – The Company includes as cash and cash equivalents amounts invested in money market mutual funds.

Income Taxes – No provision has been made for income taxes since the Company is a partnership and is not taxed at the entity level.

The Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48 – Accounting for Uncertainty in Income Taxes, on January 1, 2007. FASB Interpretation No. 48 requires that the tax effects of certain tax positions to be recognized. These tax positions must meet a “more likely than not” standard that based on their technical merits, they have a more than 50 percent likelihood of being sustained upon examination. At adoption, the financial statements must be adjusted to reflect only those tax positions that are more likely than not of being sustained. Management of the Company does not believe that any adjustments were necessary to the financial statements at adoption.

New accounting pronouncements - In March 2008, FASB issued the Statement of Financial Accounting Standards No. 161, “Disclosures about Derivative Instruments and Hedging Activities” (“SFAS 161”). SFAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. SFAS 161 requires enhanced disclosures about the Company’s derivative and hedging activities, including how such activities are accounted for and their effect on the Company’s financial position, performance and cash flows. Management is currently evaluating the impact the adoption of SFAS 161 will have on the Company’s financial statements and related disclosures.

Allocation of income, loss and cash distributions – Allocation of net income, loss and cash distributions are allocated 99.5% to EGE Holdings, Ltd. and .5% to EGE Special Purpose Corporation, the general partner which is owned by EGE Holdings, Ltd.

3. Operating Leases

The Company leases certain equipment under non-cancellable leases that expire in 2009 through 2010. Equipment lease expense for the year ended December 31, 2008 totaled \$35,485. Future minimum lease payments under operating leases are as follows:

<u>Year</u>	<u>Equipment</u>
2009	26,130
2010	7,696

4. Furniture and Equipment

Furniture and equipment is summarized as follows:

Furniture and equipment	\$ 166,551
Less accumulated depreciation	<u>(138,332)</u>
	<u>\$ 28,219</u>

Depreciation expense totaled \$9,536 for the year ended December 31, 2008.

Emerging Growth Equities, Ltd.
Notes to Financial Statements (Continued)
December 31, 2008

5. Transactions with Affiliates

EGE Holdings, Ltd. provides office space, equipment and office furnishings to the Company, for which the Company pays a management fee to EGE Holdings, Ltd. For the year ended December 31, 2008 the management fee was \$666,900. At December 31, 2008 the Company owed EGE Holdings, Ltd. \$55,575 for the management fee.

The Company also has an affiliate, EGE Advisors, Ltd. ("RIA"), which is a registered investment advisor. The Company receives fee income from RIA and pays expenses on behalf of RIA, including payroll processing. At December 31, 2008, RIA owed the Company \$13,903.

6. Deposit with and Payable to Clearing Broker

The Company maintains a clearing agreement with National Financial Services, LLC ("NFS") (See Note 8). Under the agreement the Company maintains a clearing deposit of \$250,000. NFS will finance the Company's inventory under normal margin terms. The Company pays interest on any amount payable to NFS at the prevailing National Financial Base Lending Rate (NFBLR), which was 4.75% at December 31, 2008. The Company also receives interest based on the National Financial Credit (NFC) rate when an average monthly credit balance of \$1,000 is maintained. There were no borrowings during the year ended December 31, 2008.

7. Computation for Determination of Reserve Requirements

The Company will operate in accordance with the exemptive provisions of paragraph (k)(2)(ii) of SEC Rule 15c3-3. All customer transactions are cleared through NFS.

8. Net Capital Requirements

Pursuant to the net capital provisions of the SEC, the Company is required to maintain net capital as defined under such provision. Net capital and the related net capital ratio may fluctuate on a daily basis. At December 31, 2008 the Company had net capital and capital requirements of \$566,646 and \$6,222 (minimum), respectively. The Company's net capital ratio was .16 to 1.

9. Financial Instruments with Off Balance Sheet Risk

In the normal course of business, the Company is a party to financial instruments with off balance sheet risk. These financial instruments include outstanding delayed delivery, underwriting, future commitments and options contracts that involve elements of risks in excess of the amounts recognized in the statement of financial activities. These contracts are valued at market, and unrealized gains and losses are reflected in the financial statements. As of December 31, 2008, the Company held no derivative financial instruments used for hedging purposes.

11. Profit Sharing and Saving Plan

The Company has a Profit Sharing and Savings Plan (the "Plan") which provides for discretionary Company contributions and/or a salary deferral at the option of the employees. The Plan has an optional Company matching clause, and covers substantially all employees of the Company who meet certain age and length of employment requirements.

Under the salary deferral component of the Plan, eligible employees may contribute any whole percentage of their compensation varying from 1% to 15%, up to the maximum permitted under the Internal Revenue Code, and the Company may make discretionary matching contributions. The Company made no contribution to the Plan for the year ended December 31, 2008.

Emerging Growth Equities, Ltd.
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
December 31, 2008

Schedule I

COMPUTATION OF NET CAPITAL

Total partners' capital	\$ 684,877
Deduct stockholder's equity not allowable for Net Capital:	<u>-</u>
Total stockholder's equity qualified for Net Capital	<u>684,877</u>
Deductions and/or charges:	
Non-allowable assets:	
Receivables: other	10,988
Due from affiliates	13,903
Furniture and equipment, net	28,219
Prepaid expenses, deposits and other assets	<u>64,937</u>
Total non-allowable assets	<u>118,047</u>
Net Capital before haircuts on securities positions	
Trading and investment securities:	
Other securities	<u>184</u>
Total haircuts	<u>184</u>
Net Capital	<u>\$ 566,646</u>

COMPUTATION OF AGGREGATE INDEBTEDNESS

Total aggregate indebtedness liabilities from Statement of Financial Condition

Due to affiliate	\$ 55,575
Accounts payable and accrued expenses	<u>37,760</u>
Total aggregate indebtedness	<u>\$ 93,335</u>
Percentage of aggregate indebtedness to Net Capital	16%
Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1(d)	-

Emerging Growth Equities, Ltd.
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
December 31, 2008

Schedule I (continued)

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum Net Capital (6 2/3% of \$93,335)	\$	6,222
Minimum dollar Net Capital requirement of reporting broker or dealer and minimum Net Capital requirement	\$	250,000
Net Capital requirement	\$	250,000
Excess Net Capital	\$	316,646
Excess Net Capital at 1000%	\$	557,313

RECONCILIATION BETWEEN COMPUTATION OF ANNUAL AUDIT REPORT
AND COMPUTATION IN COMPANY'S UNAUDITED FOCUS REPORT

Computation of Net Capital Under Rule 15c3-1

No material difference exists between the broker's most recent, unaudited, Part IIA filing and the Annual Audit Report.

Emerging Growth Equities, Ltd.
Computation for Determination of Reserve Requirements
Under Rule 15c3-3 of the Securities and Exchange Commission
December 31, 2008

Schedule II

The Company is exempt from the provisions of Rule 15c3-3 in accordance with Section (k)(2)(ii).

RECONCILIATION BETWEEN COMPUTATION OF ANNUAL AUDIT REPORT
AND COMPUTATION IN COMPANY'S UNAUDITED FOCUS REPORT

Computation for Determination of Reserve Requirements Under
Exhibit A of Rule 15c3-3

No material difference exists between the broker's most recent, unaudited, Part IIA filing and the Annual Audit Report.

Sanville & Company

CERTIFIED PUBLIC ACCOUNTANTS

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MICHAEL T. BARANOWSKY, CPA
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To the Partners of
Emerging Growth Equities, Ltd.

In planning and performing our audit of the financial statements and supplemental schedules of Emerging Growth Equities, Ltd. (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 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 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. 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 use of the Partners, management, the SEC, the 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.

Abington, Pennsylvania
January 26, 2009


Certified Public Accountants

Emerging Growth Equities, Ltd.
Financial Statements
and
Supplemental Schedules Pursuant
to SEC Rule 17a-5
December 31, 2008

Emerging Growth Equities, Ltd.

TABLE OF CONTENTS

December 31, 2008

ANNUAL AUDITED FOCUS REPORT FACING PAGE 1-2

**INDEPENDENT AUDITOR'S REPORT
ON THE FINANCIAL STATEMENTS** 3

FINANCIAL STATEMENTS

Statement of Financial Condition 4

Statement of Operations 5

Statement of Changes in Partners' Capital 6

Statement of Changes in Subordinated Borrowings 7

Statement of Cash Flows 8

Notes to Financial Statements 9-13

SUPPLEMENTARY INFORMATION

Schedule I – Computation of Net Capital Under Rule 15c3-1 of the Securities and
Exchange Commission 14-15

Schedule II – Computation for Determination of the Reserve Requirements Under
Rule 15c3-3 of the Securities and Exchange Commission 16

Independent Auditor's Report on Internal Control 17-18