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FEB 27 2009

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

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

| SEC FILE NUMBER |
|-----------------|
| 8-39420         |

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: Bornhoft Group Securities Corporation

| OFFICIAL USE ONLY |
|-------------------|
| FIRM I.D. NO.     |

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

1660 Lincoln Street, Suite 100

(No. and Street)

Denver

CO

80246

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Richard E. Bornhoft 303-572-1000

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Spicer Jeffries LLP

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

5251 S. Quebec Street, Suite 200

Greenwood Village

CO

80111

(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)

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OATH OR AFFIRMATION

I, Richard E. Bornhoft, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Bornhoft Group Securities Corporation, 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:

[Handwritten Signature]
Signature

President

Title

[Handwritten Signature]
Notary Public

CARISSA L. FAVLICA
NOTARY PUBLIC
STATE OF COLORADO

My Commission Expires Jan. 6, 2013

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 of Partners' or Sole Proprietors' Capital.
(f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
(g) Computation of Net Capital (including reconciliation of X-17A-5 Part II filing with this Rule 17a-5(d) report, if applicable).
(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 15c3-3 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) Independant Auditors' Report on Internal Accounting Control.

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

**BORNHOFT GROUP SECURITIES CORPORATION**  
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SPICER JEFFRIES LLP

CERTIFIED PUBLIC ACCOUNTANTS

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GREENWOOD VILLAGE, COLORADO 80111

TELEPHONE: (303) 753-1959

FAX: (303) 753-0338

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## INDEPENDENT AUDITORS' REPORT

To the Partners of  
Bornhoft Group Securities Corporation

We have audited the accompanying statement of financial condition of Bornhoft Group Securities Corporation as of December 31, 2008, and the related statements of operations, changes in shareholder's equity and cash flows for the year then ended. 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 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 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 Bornhoft Group Securities Corporation 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 made for the purpose of forming an opinion on the financial statements taken as a whole. The information contained in the supplemental schedule listed in the accompanying index is presented for purposes of additional analysis and is not required for a fair presentation of the financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

*Spicer Jeffries LLP*

Greenwood Village, Colorado  
February 19, 2009



BORNHOFT GROUP SECURITIES CORPORATION

STATEMENT OF FINANCIAL POSITION  
DECEMBER 31, 2008

ASSETS

|                        |    |                      |
|------------------------|----|----------------------|
| Cash                   | \$ | 21,169               |
| Commissions receivable |    | 427                  |
| Prepaid expenses       |    | <u>14,137</u>        |
|                        | \$ | <u><u>35,733</u></u> |

LIABILITIES AND SHAREHOLDER'S EQUITY

**LIABILITIES:**

|                     |    |           |
|---------------------|----|-----------|
| Commissions payable | \$ | 11,127    |
| Accounts payable    |    | <u>86</u> |

*Total liabilities* 11,213

**CONTINGENCIES** (Note 4)

**SHAREHOLDER'S EQUITY** (Note 2):

|  |  |                  |
|--|--|------------------|
| Common stock, no par value; 1,000,000 shares authorized,<br>issued and outstanding |  | 6,000            |
| Additional paid-in capital   |  | 196,622          |
| Deficit  |  | <u>(178,101)</u> |

*Total shareholder's equity* 24,520

\$ 35,733

**BORNHOFT GROUP SECURITIES CORPORATION**

**STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2008**

**REVENUE:**

Concession and commission income \$ 39,696

**EXPENSES:**

Commissions 39,696  
Consulting fees 8,520  
Regulatory 5,824  
Occupancy (Note 3) 4,656  
Professional 2,000  
General and administrative 1,022  
Other 1,179

*Total expenses* 62,897

**NET LOSS** \$ (23,201)

**BORNHOFT GROUP SECURITIES CORPORATION**

**STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY**  
**YEAR ENDED DECEMBER 31, 2008**

|                                    | <u>Common<br/>Stock</u> | <u>Additional<br/>Paid-In<br/>Capital</u> | <u>Deficit</u>      | <u>Total<br/>Shareholder's<br/>Equity</u> |
|------------------------------------|-------------------------|---|---------------------|---|
| <b>BALANCES, December 31, 2007</b> | \$ 6,000                | \$ 165,339                                | \$ (154,901)        | \$ 16,439                                 |
| Capital contributed                | -                       | 31,283                                    | -                   | 31,283                                    |
| Net loss                           | -                       | -   | (23,201)            | (23,201)                                  |
| <b>BALANCES, December 31, 2008</b> | <u>\$ 6,000</u>         | <u>\$ 196,622</u>                         | <u>\$ (178,101)</u> | <u>\$ 24,520</u>                          |

The accompanying notes are an integral part of this statement.

**BORNHOFT GROUP SECURITIES CORPORATION**

**STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2008**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

|   |                 |
|---|-----------------|
| Net loss  | \$ (23,201)     |
| Adjustments to reconcile net loss to net cash used in operating activities: |                 |
| Decrease in commissions and accounts receivable                             | 2,605           |
| Increase in prepaid expenses  | (13,597)        |
| Decrease in accounts payable  | (242)           |
| Decrease in other assets  | 107             |
| Increase in commissions payable   | <u>2,775</u>    |
| <i>Net cash used in operating activities</i>                                | <u>(31,553)</u> |

**CASH FLOWS PROVIDED BY FINANCING ACTIVITIES:**

|                                   |                         |
|-----------------------------------|-------------------------|
| Capital contributed               | <u>31,283</u>           |
| <b>NET DECREASE IN CASH</b>       | <b>(270)</b>            |
| <b>CASH, at beginning of year</b> | <u>21,439</u>           |
| <b>CASH, at end of year</b>       | <b><u>\$ 21,169</u></b> |

**BORNHOFT GROUP SECURITIES CORPORATION**

**NOTES TO FINANCIAL STATEMENTS**

***NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***

**Nature of Business**

Bornhoft Group Securities Corporation (the "Company") is a Colorado corporation formed on February 11, 1988. The Company conducts business as a broker-dealer in securities. The Company's operations consist of marketing limited partnership interests in private commodity pool and investment partnerships for which an entity affiliated with the Company, through common ownership, serves as the General Partner. In addition, the Company deals in mutual funds and insurance related products.

**Commissions**

The Company records commissions and related revenue and expenses on a trade date basis.

**Clearing Agreement**

The Company, under Rule 15c3-3(k)(1), is exempt from the reserve and possession or control requirements of Rule 15c3-3 of the Securities and Exchange Commission. The Company does not carry or clear customer accounts and does not handle any customer transactions.

**Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Income Taxes**

The Company, with the consent of its shareholder, has elected to be taxed under a section of the federal and state income tax laws, which provide that, in lieu of the corporation income taxes, the shareholder separately accounts for his pro rata share of the Company's items of income, deduction, losses and credits. Therefore, these statements do not include any provision (benefit) for corporation income taxes.

***NOTE 2 - NET CAPITAL REQUIREMENTS***

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. At December 31, 2008, the Company had net capital and net capital requirements of \$9,956 and \$5,000. The Company's net capital ratio (aggregate indebtedness to net capital) was 1.13 to 1. According to Rule 15c3-1, the Company's net capital ratio shall not exceed 15 to 1.

**BORNHOFT GROUP SECURITIES CORPORATION**

**NOTES TO FINANCIAL STATEMENTS**

*(Continued)*

***NOTE 3 - RELATED PARTY TRANSACTIONS***

The shareholder of the Company also owns a controlling interest in The Bornhoft Group Corporation (TBG) which shares office space and administrative personnel with the Company. For the year ended December 31, 2008, the Company paid \$4,656 to TBG.

***NOTE 4 - FINANCIAL INSTRUMENTS AND OFF-BALANCE SHEET RISKS***

In the normal course of business, the Company's activities of marketing limited partnership interests in private commodity pool and investment partnerships expose the Company to off-balance sheet risk. In the event the purchasers of such partnership interests experience losses, claims may be made of the Company for any marketing misinformation.

The Company's financial instruments, including cash, commissions and accounts receivable, prepaid expenses, other assets and payables are carried at amounts that approximate fair value due to the short-term nature of those instruments.

**SUPPLEMENTARY INFORMATION**

**BORNHOFT GROUP SECURITIES CORPORATION**

**COMPUTATION OF NET CAPITAL PURSUANT TO NET CAPITAL RULE 15c3-1 INCLUDED IN  
THE COMPANY'S CORRESPONDING UNAUDITED FORM X-175-5 PART II FILING  
DECEMBER 31, 2008**

|  |           |                         |
|--|-----------|-------------------------|
| <b>CREDIT:</b>   |           |                         |
| Shareholder's equity   | \$        | <u>24,520</u>           |
| <b>DEBITS:</b>   |           |                         |
| Nonallowable assets:   |           |                         |
| Commissions and accounts receivable  |           | 427                     |
| Prepaid expenses   |           | <u>14,137</u>           |
| <i>Total debits</i>  |           | <u>14,565</u>           |
| <b>NET CAPITAL</b>   |           | 9,956                   |
| Minimum requirements of 6-2/3% of aggregate indebtedness of<br>\$11,213 or \$5,000, whichever is greater |           | <u>5,000</u>            |
| <i>Excess net capital</i>  | <b>\$</b> | <b><u>4,956</u></b>     |
| <b>AGGREGATE INDEBTEDNESS:</b>   |           |                         |
| Commissions payable  | \$        | 11,127                  |
| Accounts payable   |           | <u>86</u>               |
| <b>TOTAL AGGREGATE INDEBTEDNESS</b>  | <b>\$</b> | <b><u>11,213</u></b>    |
| <b>RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL</b>  |           | <b><u>1.13 to 1</u></b> |

NOTE: There are no material differences between the above computation of net capital and the corresponding computation as submitted by the Company with the unaudited Form X-17A-5 as of December 31, 2008.



**INDEPENDENT AUDITORS' REPORT ON  
INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC RULE 17a-5**

The Board of Directors of  
Bornhoft Group Securities Corporation

In planning and performing our audit of the financial statements and supplementary information of Bornhoft Group Securities 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 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 and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or 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, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

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 internal control structure policies and procedures 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, errors 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 the Company to achieve all the divisions of duties and cross-checks generally included in a system of internal accounting 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. However, although the Company generates financial statements on a timely basis in accordance with generally accepted accounting principles, it does not include footnotes to these statements. Accordingly, this is considered a control deficiency.

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.

In addition, our review indicated that the Company was in compliance with the conditions of exemption from Rule 15c3-3 pursuant to paragraph k(1) as of December 31, 2008, and no facts came to our attention to indicate that such conditions had not been complied with during the year.

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



Greenwood Village, Colorado  
February 19, 2009

**BORNHOFT GROUP SECURITIES  
CORPORATION**

**REPORT PURSUANT TO RULE 17a-5(d)**

**YEAR ENDED DECEMBER 31, 2008**