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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

SEC Mail Processing  
Section

FACING PAGE

JAN 05 2010

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

Washington, DC  
110

SEC FILE NUMBER	
8-	49130

REPORT FOR THE PERIOD BEGINNING 11/01/08

AND ENDING 10/31/09

MM/DD/YYYY

MM/DD/YYYY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: NORTHERN CAPITAL SECURITIES CORPORATION

OFFICIAL USE ONLY

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

FIRM I.D. NO.

300 BRICKSTONE SQUARE

(No. and Street)

ANDOVER

MA

01810

(City)

(State)

(Zip Code)

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

DAVID OLDAKER

978-475-8525

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

LARRY D. LIBERFARB, P.C.

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

11 VANDERBILT AVENUE SUITE 220

NORWOOD

MA

02062

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

FOR OFFICIAL USE ONLY

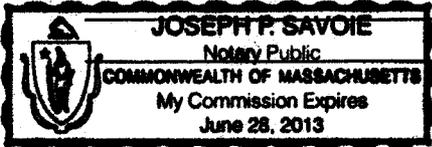
\*Claims for exemption from the requirements that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17-a-8(e)(2)

SEC 1410 (05-01) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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OATH OR AFFIRMATION

I, DAVID OLDAKER, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of NORTHERN CAPITAL SECURITIES CORPORATION, as of OCTOBER 31, 20 09, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principle officer or director has any proprietary interest in any account classified solely as that of A customer, except as follows:



Signature: [Handwritten Signature]
Title: PRESIDENT

[Handwritten Signature]
Notary Public

This report\*\* contains (check all applicable boxes):

- (a) Facing page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss).
(d) Statement of Changes in Financial Condition.
(e) Statement of Changes in Stockholders' Equity or Partners' or Sole 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 15c2-3.
(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.

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



**NORTHERN CAPITAL SECURITIES CORPORATION**

**FINANCIAL STATEMENTS**

**OCTOBER 31, 2009**

# LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

## Independent Auditor's Report

Board of Directors  
Northern Capital Securities Corporation

We have audited the accompanying statement of financial condition of Northern Capital Securities Corporation (the Company) as of October 31, 2009, and the related statements of income, changes in stockholder's 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 Northern Capital Securities Corporation as of October 31, 2009, 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.

  
Norwood, Massachusetts  
December 2, 2009

**NORTHERN CAPITAL SECURITIES CORPORATION**

**STATEMENT OF FINANCIAL CONDITION**

**October 31, 2009**

**ASSETS**

Cash	\$ 751,335
Deposit with clearing organization	100,000
Receivable from broker-dealers and clearing organizations	239,854
Furniture and equipment, at cost, less accumulated depreciation of \$25,776	<u>75,652</u>
	<u>\$ 1,166,841</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Liabilities:	
Accounts payable, accrued expenses, and other liabilities	\$ 194,429
Stockholder's equity:	
Common stock, no par value, authorized 1,000 shares, issued 12 shares	63,552
Additional paid-in capital	25,000
Retained earnings	929,119
Less 12.5 shares of common stock in treasury, at cost	<u>(45,259)</u>
Total stockholder's equity	<u>972,412</u>
	<u>\$ 1,166,841</u>

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

**NORTHERN CAPITAL SECURITIES CORPORATION**

**STATEMENT OF INCOME**

**For the Year Ended October 31, 2009**

Revenues:	
Commissions	\$ 3,623,937
Other	<u>8,213</u>
	<u>3,632,150</u>
Expenses:	
Employee compensation and benefits	2,315,109
Communications and data processing	36,285
Interest	138
Occupancy	92,141
Other expenses	<u>462,163</u>
	<u>2,905,836</u>
Income before income taxes	726,314
Income taxes	<u>617</u>
Net Income	<u>\$ 725,697</u>

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

NORTHERN CAPITAL SECURITIES CORPORATION

STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

For the Year Ended October 31, 2009

	Common Stock	Additional Paid-In Capital	Treasury Stock	Retained Earnings	Total
Balance at November 1, 2008	\$ 63,552	\$ 25,000	\$ (45,259)	\$ 378,422	\$ 421,715
Net income	-	-	-	725,697	725,697
Shareholder distributions	-	-	-	(175,000)	(175,000)
Balance at October 31, 2009	<u>\$ 63,552</u>	<u>\$ 25,000</u>	<u>\$ (45,259)</u>	<u>\$ 929,119</u>	<u>\$ 972,412</u>

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

# NORTHERN CAPITAL SECURITIES CORPORATION

## STATEMENT OF CASH FLOWS

For the Year Ended October 31, 2009

Cash flows from operating activities:	
Net income	\$ 725,697
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	20,286
(Increase) decrease in operating assets:	
Increase in receivable from broker-dealers and clearing organizations	(51,298)
Increase in deposit with clearing organization	(75,000)
(Decrease) increase in operating liabilities:	
Increase in accounts payable and accrued expenses	<u>65,439</u>
Net cash provided by operating activities	685,124
Cash flows from investing activities	
Purchase of furniture and equipment	(73,978)
Distributions to shareholder	<u>(175,000)</u>
	(248,978)
Cash flows from financing activities	
None	<u>-</u>
Increase in cash	436,146
Cash at beginning of the year	<u>315,189</u>
Cash at end of the year	<u>\$ 751,335</u>
Supplemental cash flow disclosures:	
Income tax payments	\$ 835
Interest expense	\$ 138

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

# NORTHERN CAPITAL SECURITIES CORPORATION

## NOTES TO FINANCIAL STATEMENTS

OCTOBER 31, 2009

### NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS

The Company is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority, Inc. (FINRA).

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Securities Transactions

Customers' securities transactions are recorded on a settlement date basis. The related commission income and expenses are also recorded on the settlement date basis.

#### Advertising

The Company expenses the cost of advertising as incurred. Advertising expense was \$33,864 for the fiscal year ending October 31, 2009.

#### Property and Equipment

Property and equipment are recorded at cost. The cost of maintenance and repairs is charged to operations as incurred. Major improvements to property and equipment are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

#### Income Taxes

The Company operates as an S Corporation. As such, the Corporation's income or loss and credits are passed through to the stockholder, and reported on his individual income tax returns.

#### Statement of Cash Flows

For purposes of the Statement of Cash Flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days, that are not held for sale in the ordinary course of business.

**NORTHERN CAPITAL SECURITIES CORPORATION**

**NOTES TO FINANCIAL STATEMENTS, CONTINUED**

**OCTOBER 31, 2009**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Use of 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 amounts reported in these financial statements and accompanying notes. Actual results could differ from these estimates.

**NOTE 3 - NET CAPITAL**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c-3-1), 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. The Company had net capital of \$896,760 which was \$883,798 in excess of its required net capital of \$12,962. The Company's net capital ratio was .22 to 1.

**NOTE 4 - EMPLOYEE BENEFITS**

The Company has a 401(k) savings plan for all employees. The Company at its discretion may match employee contributions to the plan. For the fiscal year ending October 31, 2009 only administrative fees were incurred by the Company.

The Company, at its discretion may make a profit sharing contribution, which is allocated to employees based on salary. For the fiscal year ending October 31, 2009, there was no contribution nor accrual.

**NOTE 5 - LONG TERM LEASES**

The Company leases its operating facility under an operating lease expiring in March, 2017. Lease expense for fiscal year 2009 was \$92,141.

**NORTHERN CAPITAL SECURITIES CORPORATION**

**NOTES TO FINANCIAL STATEMENTS, CONTINUED**

**OCTOBER 31, 2009**

**NOTE 5 - LONG TERM LEASES (Continued)**

Minimum future lease payments for non-cancelable operating leases are approximately:

2010	\$ 84,377
2011	86,313
2012	88,249
2013	90,185
2014	92,121
Thereafter	<u>230,386</u>
	<u>\$671,631</u>

The Company is also responsible for operating costs and real estate taxes for the above operating lease.

**NOTE 6 - OFF BALANCE-SHEET RISK AND CONCENTRATIONS OF CREDIT RISK**

The Company is engaged in various trading and brokerage activities whose counterparties include banks, other financial institutions, and the general public. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the credit worthiness of the counterparty or issuer of the instrument. The Company seeks to minimize this risk through procedures designed to monitor the credit worthiness of its customers.

The Company maintains cash in bank accounts in excess of the established limit insured by the Federal Deposit Insurance Corporation (FDIC).

**NORTHERN CAPITAL SECURITIES CORPORATION**

**SUPPLEMENTARY SCHEDULES**

**OCTOBER 31, 2009**

LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

**Independent Auditor's Report on  
Supplementary Information Required by Rule 17a-5 of the  
Securities and Exchange Commission**

Board of Directors  
Northern Capital Securities Corporation

We have audited the accompanying financial statements of Northern Capital Securities Corporation as of and for the year ended October 31, 2009, and have issued our report thereon dated December 2, 2009. 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.

  
Norwood, Massachusetts  
December 2, 2009

**SCHEDULE I**

**NORTHERN CAPITAL SECURITIES CORPORATION**

**COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL  
PURSUANT TO RULE 15c3-1**

**OCTOBER 31, 2009**

**AGGREGATE INDEBTEDNESS:**

Accounts payable and accrued expenses \$ 194,429

**NET CAPITAL:**

Common stock \$ 63,552  
Additional paid-in capital 25,000  
Retained earnings 929,119  
Treasury stock (45,259)  
\$ 972,412

**ADJUSTMENTS TO NET CAPITAL:**

Furniture and equipment (75,652)

Net Capital, as defined \$ 896,760

NET CAPITAL REQUIREMENT \$ 12,962

NET CAPITAL IN EXCESS OF REQUIREMENT \$ 883,798

RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL .22 to 1

**Reconciliation with Company's computation of net capital:**

Net capital as reported in Company's Part IIA (unaudited)  
FOCUS Report \$ 969,483  
Net audit adjustments 2,929  
Increase in non-allowables and haircuts (75,652)  
Net capital per above \$ 896,760

**SCHEDULE II**

**NORTHERN CAPITAL SECURITIES CORPORATION**

**COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS FOR BROKER/DEALERS UNDER  
RULE 15c3-3 OF THE SECURITIES EXCHANGE ACT OF 1934**

**OCTOBER 31, 2009**

The Company is exempt from the reserve requirements of Rule 15c3-3 as its transactions are limited, such that they do not handle customer funds or securities, accordingly, the computation for determination of reserve requirements pursuant to Rule 15c3-3 and information relating to the possession or control requirement pursuant to Rule 15c3-3 are not applicable.

# LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

## **Independent Auditors' Report on Internal Control Required by SEC Rule 17a-5**

Board of Directors  
Northern Capital Securities Corporation

In planning and performing our audit of the financial statements of Northern Capital Securities Corporation (the Company), as of and for the year ended October 31, 2009, 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 and net capital under rule 17a-3(a)(11) and determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions, 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 recordations 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 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 the Company's practices and procedures, as described in the second paragraph of the report, were adequate at September 30, 2009, to meet the SEC's objectives.

This report is intended solely for the information and use of 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.

  
Larry D. Liberfarb, PC  
Norwood, Massachusetts  
December 2, 2009

# LARRY D. LIBERFARB, P.C.

CERTIFIED PUBLIC ACCOUNTANTS  
AND FINANCIAL ADVISORS

11 Vanderbilt Avenue, Suite 220, Norwood, Massachusetts 02062  
Tel. (781) 255-8800 Fax (781) 255-9217  
E-Mail: Info@Liberfarb.com

## **Independent Auditor's Report on Applying Agreed-Upon Procedures Related to an Entity's SIPC Assessment Reconciliation**

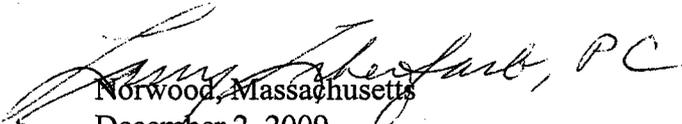
Board of Directors  
Northern Capital Securities Corporation

In accordance with rule 17a-5(e)(4) of the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying schedule of Assessments and Payments to the Securities Investor Protection Corporation (SIPC) for the seven month period ending October 31, 2009, which were agreed to by Northern Capital Securities Corporation and the Securities Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T), management is responsible for the compliance with those requirements. The agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures were performed and our findings are as follows:

1. Compared the listed assessment payment in Form SIPC-7T with respective cash disbursement record entries noting no differences;
2. Compared amounts reported on the audited Form X-17A-5 for the period April 1, 2009, to September 30, 2009, as applicable, with the amounts reported in Form SIPC-7T for the period ended October 31, 2009 noting no differences;
3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers supporting adjustments noting no differences; and
5. Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7T on which it was originally computed noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

  
Norwood, Massachusetts  
December 2, 2009

**NORTHERN CAPITAL SECURITIES CORPORATION**

**SCHEDULE OF ASSESSMENT AND PAYMENTS**

**FOR THE YEAR ENDED OCTOBER 31, 2009**

<u>Payment Date</u>	<u>To Whom Paid</u>	<u>Amount</u>
3/14/2009	SIPC	\$ 150.00
5/13/2009	SIPC	\$ 536.23
12/3/2009	SIPC	\$ 4,912.00



Monday, January 4, 2010

Securities and Exchange Commission  
100 F Street, NE  
Washington, CD 20549

SEC Mail Processing  
Section

JAN 05 2010

Washington, DC  
110

Ref: Northern Capital Securities Corporation, CRD # 40659  
Re: Revision to Audited Financial Statements

Dear Madam or Sir:

FINRA recently brought to our attention that our firm's annual audited financial statements submitted to you in early December contained an error on Schedule II as follows.

*"Northern Capital Securities Corporation is exempt under subparagraph (k)(2)(i) from the reserve requirements..."*

The subparagraph (k)(2)(i) reference was incorrect and should have been subparagraph (k)(2)(ii). As requested by our firm, our auditor has provided us with the revised annual audited report, attached for your review. No other amendments were required. The amended audited financial statements have been forwarded to FINRA and other regulatory authorities.

Respectfully,

David G. Oldaker  
President/CEO