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SECURITIES AND COMMISSION  
WASHINGTON, D.C. 20549

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

SEC FILE NUMBER  
8-49316

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 01/01/09 AND ENDING 12/31/09  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: W.G. NIELSEN & CO.

OFFICIAL USE  
ONLY  
FIRM I.D. NO.

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

3200 CHERRY CREEK SOUTH DRIVE SUITE 470

(No. and Street)

DENVER  
(City)

CO  
(State)

80209  
(Zip Code)

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

MR. WAYNE G. NIELSEN

303-830-1515

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

CAUSEY DEMGEN & MOORE INC.

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

1801 California St. Suite 4650  
(Address)

Denver  
(City)

CO  
(State)

80202  
(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)

B/11

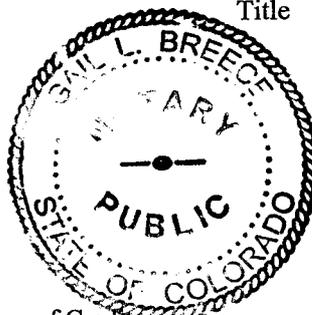
OATH OR AFFIRMATION

I, WAYNE G. NIELSEN, swear (or affirm) that to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of W.G. NIELSEN & CO., as of DECEMBER 31, 2009, 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:

Wayne G. Nielsen  
Signature

President  
Title

Gail L. Breece  
Notary Public



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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Operations
- (d) Statement of Changes in Cash Flows
- (e) Statement of Changes in Stockholder's Equity.
- (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 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audit 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.

My Commission Expires 11-08-10

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

# CAUSEY DEMGEN & MOORE INC.

Certified Public Accountants and Consultants

Suite 4650  
1801 California Street  
Denver, Colorado 80202-2681  
Telephone: (303) 296-2229  
Facsimile: (303) 296-3731  
www.cdmcpa.com

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Stockholder and Director  
W.G. Nielsen & Co.

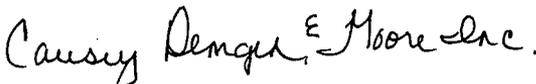
We have audited the accompanying statement of financial condition of W.G. Nielsen & Co. (the "Company") as of December 31, 2009, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our 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 W.G. Nielsen & Co. as of December 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.

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 of 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.

Denver, Colorado  
February 25, 2010

  
CAUSEY DEMGEN & MOORE INC.

**CDM**

**W.G. NIELSEN & CO.**  
**STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2009**

ASSETS

Cash and cash equivalents	\$ 49,679
Accounts receivable-trade	55,104
Property and equipment:	
Office furniture and equipment	153,729
Less accumulated depreciation	<u>(148,052)</u>
Net property and equipment	5,677
Prepaid expenses and other assets	6,194
Deferred income tax asset (Note 5)	<u>34,700</u>
	<u>\$ 151,354</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities:	
Accounts payable and accrued expenses	\$ 43,267
Deferred rent liability	<u>3,887</u>
Total liabilities	47,154
Commitments (Note 4)	
Stockholder's equity:	
Common stock, \$.01 par value; 100,000 shares authorized, 1,000 shares issued and outstanding	10
Additional paid-in capital	330,813
Accumulated deficit	<u>(226,623)</u>
Total stockholder's equity	<u>104,200</u>
	<u>\$ 151,354</u>

See accompanying notes.

**W.G. NIELSEN & CO.**  
**STATEMENT OF OPERATIONS**  
**For the Year Ended December 31, 2009**

Revenues:	
Consulting and financial advisory fees (Note 6)	\$ 833,532
Interest and other	<u>10,335</u>
	843,867
Expenses:	
Salaries and payroll taxes	172,047
Commissions	286,562
General and administration (Notes 3 & 4)	416,312
Depreciation and amortization	7,443
Registration and regulatory fees	<u>1,281</u>
	<u>883,645</u>
Loss before provision for income taxes	(39,778)
Income tax benefit (Note 5)	<u>4,100</u>
Net loss	<u>\$ (35,678)</u>

See accompanying notes.

**W.G. NIELSEN & CO.**  
**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY**  
**For the Year Ended December 31, 2009**

	Common stock		Additional	(Accumulated	Total
	Shares	Amount	paid-in capital	deficit)	Total
Balance, December 31, 2008	1,000	\$ 10	\$ 271,913	\$ (190,945)	\$ 80,978
Capital contributions	-	-	58,900	-	58,900
Net loss for the year ended December 31, 2009	-	-	-	(35,678)	(35,678)
Balance, December 31, 2009	1,000	\$ 10	\$ 330,813	\$ (226,623)	\$ 104,200

See accompanying notes.

**W.G. NIELSEN & CO.**  
**STATEMENT OF CASH FLOWS**  
**For the Year Ended December 31, 2009**

Cash flows from operating activities:	
Net loss	\$ (35,678)
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	7,443
Deferred income taxes	(4,100)
Changes in assets and liabilities:	
Accounts receivable	(42,149)
Prepaid expenses	(2,955)
Accounts payable and accrued expenses	22,853
Deferred revenue	(2,500)
Deferred rent liability	<u>3,887</u>
Total adjustments	<u>(17,521)</u>
Net cash used in operating activities	(53,199)
Cash flows from investing activities:	
Purchase investment in common stock	(2,500)
Purchase of property and equipment	<u>(3,203)</u>
Net cash used in investing activities	(5,703)
Cash flows from financing activities:	
Capital contributions	<u>58,900</u>
Net cash provided by financing activities	<u>58,900</u>
Net decrease in cash and cash equivalents	(2)
Cash and cash equivalents at the beginning of the year	<u>49,681</u>
Cash and cash equivalents at end of year	<u>\$ 49,679</u>

Supplemental disclosure of cash flow information:

During the year ended December 31, 2009, the Company paid cash for interest in the amount of \$1,654.

See accompanying notes.

**W.G. NIELSEN & CO.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2009**

1. Organization and summary of significant accounting policies

Organization:

W.G. Nielsen & Co. (the "Company") is a broker registered with the Securities and Exchange Commission (SEC) and dealer in securities under the Securities Exchange Act of 1934. The Company was incorporated in Colorado in 1996 and became licensed as a broker/dealer and commenced operations in 1997. The Company is a member of the Financial Industry Regulatory Authority (FINRA). The Company provides financial advisory and management services in the Rocky Mountain region for mergers, acquisitions, divestitures, public and private placements of debt and equity in addition to valuation services and analysis.

The Company has claimed an exemption from rule 15c3-3 of the Securities and Exchange Act of 1934. The Company participates only in direct placements and accordingly, does not hold cash or securities for the account of customers.

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 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.

Accounts receivable:

The Company considers accounts receivable to be fully collectible: accordingly, no allowance for doubtful accounts is required. If accounts become uncollectible, they will be charged to operations when that determination is made. Recoveries of receivables previously charged off are recorded when received. Receivables due greater than 90 days amounted to \$0 at December 31, 2009.

Revenue:

The Company recognizes revenues for services when the services are performed and are billable.

Advertising costs:

The Company expenses the cost of advertising as incurred. Advertising expense was \$395 for the year ended December 31, 2009.

**W.G. NIELSEN & CO.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2009**

1. Organization and summary of significant accounting policies (continued)

Concentration of credit risk:

The Company's cash demand deposits are held at financial institutions at which deposits are insured up to \$100,000 per institution by the Federal Deposit Insurance Corporation (FDIC). At various times throughout the year ended December 31, 2009, the Company's cash demand deposits exceeded the FDIC's temporary insurance limit of \$250,000.

Marketable securities owned:

Marketable securities owned are valued at market value.

Depreciation and amortization:

Property and equipment are stated at cost. Depreciation is provided by the straight-line method over the estimated useful lives of the related assets ranging from 3 to 7 years.

Investments:

Investments in common stock of non-controlled entities are recorded at cost and amounted to \$3,175 at December 31, 2009. During the year ended December 31, 2009, these investments were not evaluated for impairment. The fair value of the investments are not estimated because there have been no identified events or changes in circumstances that have an adverse effect on the fair value and it is not practicable to estimate fair value.

Income taxes:

The Company accounts for certain income and expense items differently for financial reporting and income tax purposes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities and applying enacted statutory tax rates in effect.

Cash equivalents:

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

2. Net capital requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule for fully disclosed broker/dealers (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, 2009, the Company had net capital of \$25,730 which was \$20,730 in excess of its required net capital of \$5,000. The Company had aggregate indebtedness in the amount of \$47,154; therefore, its net capital ratio was 1.83 to 1 at December 31, 2009.

**W.G. NIELSEN & CO.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2009**

3. Related party transactions

During the year ended December 31, 2009, the Company paid consulting expenses in the amount of \$30,000 to a company related to the sole shareholder.

4. Commitments

The Company leases office space, equipment, and an automobile under non-cancelable operating leases. Total rental expense was \$123,943 for the year ended December 31, 2009.

The total minimum rental commitments at December 31, 2009 are as follows:

Year ending December 31,	<u>Amount</u>
2010	\$ 123,946
2011	127,428
2012	<u>26,344</u>
	<u>\$ 277,718</u>

5. Income taxes

Income tax benefit consists of the following for the year ended December 31, 2009:

Current tax expense	\$ -
Deferred tax benefit	<u>4,100</u>
Income tax benefit	<u>\$ 4,100</u>

Temporary differences between the financial statement carrying amounts and tax basis of assets and liabilities that give rise to the net deferred tax asset relate primarily to differences in property and equipment and the use of the cash method of accounting for tax purposes. In 2009, the Company generated a net operating loss of approximately \$39,000. At December 31, 2009, the resulting net operating loss carryforward that is available to offset future taxable income is approximately \$153,000. If not used, the carryforward will expire in 2027 through 2029. Deferred tax assets and liabilities at December 31, 2009 consist of the following:

Deferred tax assets	\$ 38,500
Deferred tax liabilities	<u>(3,800)</u>
	<u>\$ 34,700</u>

**W.G. NIELSEN & CO.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2009**

6. Major customer

Revenues earned from major customers are summarized in the table below, expressed as a percentage of consulting and financial advisory fees for the year ended December 31, 2009.

Customer #1	22.0%
Customer #2	20.5%
Customer #3	11.7%

7. Profit sharing plan

The Company has established a 401(k) profit sharing plan ("the Plan"). Any employee who is 21 and has completed one year of qualifying service is eligible to participate in the Plan. Employer contributions into the Plan vest to participating employees over a six year period. The Company did not make any discretionary employer profit sharing contributions in 2009. Effective January 1, 2005 the Company elected to become a Safe Harbor 401(k) Plan. Safe Harbor non-elective contributions are equal to 3% of a participant's compensation up to \$230,000 in 2009. Safe Harbor non-elective contributions into the plan totaled \$6,404 for the year ended December 31, 2009.

8. Subsequent events

The Company has evaluated events subsequent to December 31, 2009 through February 25, 2010, which is the date the financial statements were issued. There are no material events noted in this period which would impact the results reflected in this report.

**SUPPLEMENTARY INFORMATION  
PURSUANT TO RULE 17a-5 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Schedule I**  
**W.G. NIELSEN & CO.**  
**Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission**

**As of December 31, 2009**

**NET CAPITAL**

Total stockholder's equity	\$ 104,200
Deduct non-allowable assets:	
Accounts receivable - non-allowable	(31,899)
Office furniture and equipment, net of accumulated depreciation	(5,677)
Prepays and other assets	(6,194)
Deferred income tax asset	<u>(34,700)</u>
Net Capital	<u>\$ 25,730</u>

**AGGREGATE INDEBTEDNESS**

Total liabilities	<u>\$ 47,154</u>
Total aggregate indebtedness	<u>\$ 47,154</u>

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

Minimum net capital required	\$ 5,000
Excess net capital	\$ 20,730
Ratio: Aggregate indebtedness to net capital	1.83

**RECONCILIATION WITH COMPANY'S COMPUTATION**

(included in Part IIA of Form X-17A-5 as of December 31, 2009)

Net capital, as reported in Company's Part IIA (unaudited)	
FOCUS report	\$ 28,527
Net audit adjustments	<u>(2,797)</u>
Net capital per above	<u>\$ 25,730</u>

**SCHEDULE II**  
**W.G. NIELSEN & CO.**  
**As of December 31, 2009**

**EXEMPTION CLAIMED FROM THE PROVISIONS OF RULE 15c3-3 UNDER THE  
SECURITIES AND EXCHANGE ACT OF 1934**

The information required by Schedules II, III and IV has not been provided as an exemption is claimed from the provisions of rule 15c3-3 of the Securities and Exchange Commission under Section 15c3-3(k)(2)(i). The Company participates in direct placements only and does not hold cash or securities for the account of customers. Consequently, it qualifies for the exemption from the provision of the SEC rule and Schedules II, III, and IV of FOCUS Form X-17A-5, Part III are not required.

**INDEPENDENT AUDITOR'S REPORT ON  
INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5**

The Stockholder and Director  
W.G. Nielsen & Co.

In planning and performing our audit of the financial statements and supplemental schedules of W.G. Nielsen & Co. (the Company), as of and for the year ended December 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 of the effectiveness of the Company's internal control. Accordingly, we do not express an opinion of 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
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 accounting principles

generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or 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 misstatement on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented or detected and corrected on a timely basis.

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 were adequate at December 31, 2009, to meet the SEC's objectives.

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

Denver, Colorado  
February 25, 2010

  
CAUSEY DEMGEN & MOORE INC.

# CAUSEY DEMGEN & MOORE INC.

Certified Public Accountants and Consultants

## INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION

Suite 4650  
1801 California Street  
Denver, Colorado 80202-2681  
Telephone: (303) 296-2229  
Facsimile: (303) 296-3731  
www.cdmcpa.com

The Stockholder and Director  
W.G. Nielsen & Co.

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [Transitional Assessment Reconciliation (Form SIPC-7T)] to the Securities Investor Protection Corporation (SIPC) for the Year Ended December 31, 2009, which were agreed to by W.G. Nielsen & Co. and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating W.G. Nielsen & Co.'s compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T). W.G. Nielsen & Co.'s management is responsible for W.G. Nielsen & Co.'s compliance with those requirements. This 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 those 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 we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7T with respective cash disbursement records entries in the Company's general ledger noting no differences;
2. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2009, as applicable, with the amounts reported in Form SIPC-7T for the year ended December 31, 2009, noting no differences;
3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers prepared for the Company's Focus filings, noting no differences; and
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers prepared for the Company's Focus filings supporting the adjustments 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.

Denver, Colorado  
February 25, 2010

*Casey Demgen & Moore Inc.*  
CAUSEY DEMGEN & MOORE INC.

**CDM**

SIPC-7T

(29-REV 12/09)

SECURITIES INVESTOR PROTECTION CORPORATION
805 15th St. N.W. Suite 800, Washington, D.C. 20005-2215
202-371-8300

Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

SIPC-7T

(29-REV 12/09)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

049316 FINRA DEC
W G NIELSEN & CO 15\*15
3200 CHERRY CREEK DR S STE 470
DENVER CO 80209-3229

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate on the form filed.

Name and telephone number of person to contact respecting this form.

Alexandria Lockwood (303) 830-1515

- 2. A. General Assessment [item 2e from page 2 (not less than \$150 minimum)] \$ 150
B. Less payment made with SIPC-6 filed including \$150 paid with 2009 SIPC-4 (exclude interest) ( 150 )
Date Paid January 14, 2009
C. Less prior overpayment applied ( - )
D. Assessment balance due or (overpayment) 0
E. Interest computed on late payment (see instruction E) for \_\_\_ days at 20% per annum 0
F. Total assessment balance and interest due (or overpayment carried forward) \$ 0
G. PAID WITH THIS FORM:
Check enclosed, payable to SIPC
Total (must be same as F above) \$ 0
H. Overpayment carried forward \$( - )

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

W.G. Nielsen + CO.

(Name of Corporation, Partnership or other organization)

[Signature]

(Authorized Signature)

Dated the 21 day of January, 2010.

Office Manager

(Title)

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

SIPC REVIEWER
Dates: Postmarked Received Reviewed
Calculations Documentation Forward Copy
Exceptions:
Disposition of exceptions:

**DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT**

Amounts for the fiscal period  
beginning April 1, 2009  
and ending December 31, 2009  
Eliminate cents

**Item No.**

2a. Total revenue (FOCUS Line 12; Part IIA Line 9, Code 4030)

\$ 314,090

**2b. Additions:**

(1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.

0

(2) Net loss from principal transactions in securities in trading accounts.

0

(3) Net loss from principal transactions in commodities in trading accounts.

0

(4) Interest and dividend expense deducted in determining item 2a.

0

(5) Net loss from management of or participation in the underwriting or distribution of securities.

0

(6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.

0

(7) Net loss from securities in investment accounts.

0

Total additions

0

**2c. Deductions:**

(1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.

0

(2) Revenues from commodity transactions.

0

(3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.

0

(4) Reimbursements for postage in connection with proxy solicitation.

0

(5) Net gain from securities in investment accounts.

0

(6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.

0

(7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act)

0

(8) Other revenue not related either directly or indirectly to the securities business.  
(See Instruction C):

Client retainers for non-related securities business clients.  
+ fees

314,090

(9) (i) Total interest and dividend expense (FOCUS Line 22; PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.

\$ 0

(ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960).

\$ 0

Enter the greater of line (i) or (ii)

0

Total deductions

314,090

2d. SIPC Net Operating Revenues

\$ 0

2e. General Assessment @ .0025

\$ 150

(to page 1 but not less than \$150 minimum)

**W.G. NIELSEN & CO.**  
**ANNUAL AUDITED REPORT**  
**FORM X-17A-5 PART III**  
**DECEMBER 31, 2009**