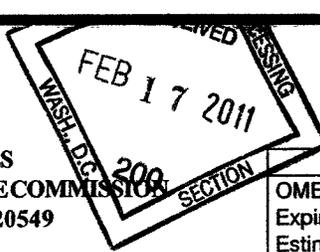


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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER
8-68260

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 03/09/10 AND ENDING 12/31/2010  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Young America Capital, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
141 East Boston Post Road

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)

Mamaroneck NY 10543  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Peter James Formanek 914-777-0100  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Weintraub & Associates, LLP  
(Name - if individual, state last, first, middle name)

200 Mamaroneck Avenue, Suite 502 White Plains NY 10601  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

FOR OFFICIAL USE ONLY

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

SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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OATH OR AFFIRMATION

I, Peter James Formanek, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Young America Capital, LLC, as of December 31, 2010, 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PAULA LYNN JACKSON  
Notary Public, State of New York  
No. 01JA6229593  
Qualified in Westchester County  
Term Expires October 18, 2014

Peter Formanek  
Signature  
Managing Partner  
Title

Paula Lynn Jackson  
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. Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

# Weintraub & Associates, LLP

Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

## INDEPENDENT AUDITORS' REPORT

To the Managing Member of  
Young America Capital, LLC  
Mamaroneck, New York

We have audited the accompanying statement of financial condition of Young America Capital, LLC as of December 31, 2010, and the related statements of operations, changes in members capital and cash flows for the period March 9, 2010 through December 31, 2010 (period of membership as a broker/dealer) 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 generally accepted auditing standards as established by the Auditing Standards Board (United States). 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 Young America Capital, LLC as of December 31, 2010, and the results of its operations and its cash flows for the period March 9, 2010 through December 31, 2010 in conformity with accounting principles generally accepted in the United States.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplementary schedules listed in the accompanying index 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.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 4, 2011

YOUNG AMERICA CAPITAL, LLC  
STATEMENT OF FINANCIAL CONDITION  
DECEMBER 31, 2010

ASSETS

Cash in bank	\$ 18,121
Prepaid expenses	<u>1,282</u>
Total Assets	<u>\$ 19,403</u>

LIABILITIES AND MEMBERS CAPITAL

Liabilities:

Accounts payable and accrued expenses	\$ 4,660
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Members Capital	<u>14,743</u>
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Total Liabilities and Members Capital	<u>\$ 19,403</u>
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See accompanying notes to financial statements.

YOUNG AMERICA CAPITAL, LLC

STATEMENT OF OPERATIONS

FOR THE PERIOD MARCH 9, 2010 THROUGH DECEMBER 31, 2010

Revenues:

Fee income	\$ 30,000
Interest income	<u>1</u>
Total Revenues	<u>30,001</u>

Expenses:

Fee expense	18,935
Rent	10,000
Professional fees	8,015
Other expenses	<u>3,161</u>
Total Expenses	<u>40,111</u>
Loss	<u>(\$ 10,110)</u>

See accompanying notes to financial statements.

YOUNG AMERICA CAPITAL, LLC

STATEMENT OF CHANGES IN MEMBERS CAPITAL

FOR THE PERIOD MARCH 9, 2010 THROUGH DECEMBER 31, 2010

Balance, March 9, 2010	\$ 24,853
Loss	( 10,110)
Balance, December 31, 2010	<u>\$ 14,743</u>

See accompanying notes to financial statements.

YOUNG AMERICA CAPITAL, LLC

STATEMENT OF CASH FLOWS

FOR THE PERIOD MARCH 9, 2010 THROUGH DECEMBER 31, 2010

Cash Flows From Operating Activities:

Loss	<u>(\$ 10,110)</u>
Adjustments to reconcile loss to net cash used in operating activities	
(Increase) decrease in operating assets:	
Prepaid expenses	( 1,282)
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	<u>2,660</u>
Total Adjustments	<u>1,378</u>
Net Cash Used In Operating Activities	( 8,732)
Cash, Beginning of Period	<u>26,853</u>
Cash, End of Year	<u>\$ 18,121</u>

See accompanying notes to financial statements.

**YOUNG AMERICA CAPITAL, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2010**

**Note (1) - Nature of business:**

Young America Capital, LLC (the "Company") is a broker-dealer registered with the Securities and Exchange Commission ("SEC"), and members of Financial Industry Regulatory Authority, Inc. ("FINRA") and the Securities Investor Protection Corp. ("SIPC"). The Company operates as (a) an advisor and placement agent of non-marketable securities, (b) an advisor providing transaction structuring and assistance to early stage and growth stage entities, and (c) an advisor for mergers and acquisitions.

The Company was approved for membership as a broker-dealer effective March 9, 2010.

**Note (2) – Summary of significant accounting policies:**

**(A) Fee income:**

The Company recognizes fee income pursuant to the terms of each respective agreement executed for their services.

**(B) Income taxes:**

The Company files income tax returns on the accrual basis as a partnership for federal and state income tax purposes. As such, the Company will not pay any income taxes, as any income or loss will be included in the income tax returns of the individual members. Accordingly, no provision is made for income taxes in the financial statements. The Company has adopted the uncertainty in income tax accounting standard. Adoption of this standard had no effect on the Company's financial statements.

As a limited liability company, the member's liability is limited to amounts reflected in their respective member account.

**(C) Cash and cash equivalents:**

For purposes of the Statement of Cash Flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents. As of December 31, 2010, there were no cash equivalents.

**(D) 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 period. Actual results could vary from those estimates.

YOUNG AMERICA CAPITAL, LLC  
NOTES TO FINANCIAL STATEMENTS  
(CONTINUED)

DECEMBER 31, 2010

**Note (2) - Summary of significant accounting policies - cont'd:**

**(E) Concentration of credit risk:**

The Company maintains its cash in accounts that, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

**(F) Subsequent events evaluation:**

Management has evaluated subsequent events through February 4, 2011, the date the financial statements were available to be issued.

**Note (3) - Related party transactions:**

The Company paid rent, utilities and occupancy costs to a company solely owned by the managing member. The total amount paid and expensed during the period March 9, 2010 through December 31, 2010 was \$10,000.

**Note (4) - Net capital requirement:**

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1. The Rule requires that the Company maintain minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2010, the Company had net capital of \$13,109, which exceeded its requirement of \$5,000 by \$8,109. The Company had a ratio of aggregate indebtedness to net capital of 0.3555 to 1 at December 31, 2010.

YOUNG AMERICA CAPITAL, LLC

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS AND  
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS  
FOR BROKERS AND DEALERS PURSUANT TO RULE 15c3-3

DECEMBER 31, 2010

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934 in that the Company's activities are limited to those set forth in the conditions for exemption appearing in Paragraph (k) (2) (ii) of that rule.

YOUNG AMERICA CAPITAL, LLC

COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1

DECEMBER 31, 2010

Computation of Net Capital

Member's Capital	\$ 14,743
Non-allowable assets:	
Deposits	<u>1,282</u>
Total non-allowable assets	<u>1,282</u>
Net capital before haircuts on proprietary positions	13,461
Haircuts	<u>352</u>
Net capital	13,109
Minimum net capital requirement - the greater of \$5,000 or 6-2/3% of aggregate indebtedness of \$4,660	<u>5,000</u>
Excess net capital	<u>\$ 8,109</u>
Ratio of aggregate indebtedness to net capital	.3555 to 1
Schedule of aggregate indebtedness:	
Accounts payable and accrued expenses	<u>\$ 4,660</u>
Total aggregate indebtedness	<u>\$ 4,660</u>

Reconciliation with the Company's computation (included in Part IIA of Form X-17-a-5 as of December 31, 2010):

Net capital, as reported in the Company's Part IIA unaudited FOCUS report	\$ 13,109
Audit adjustments affecting non-allowable assets	-
Other audit adjustments	<u>-</u>
Net capital per above	<u>\$ 13,109</u>

# Weintraub & Associates, LLP

Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

## INDEPENDENT AUDITORS' REPORT ON THE SIPC ANNUAL ASSESSMENT REQUIRED BY SEC RULE 17a-5

To the Managing Member of  
Young America Capital, LLC  
Mamaroneck, New York

In accordance with Rule 17a-5(e)(4) of the Securities and Exchange Commission, we have performed the following procedures with respect to the accompanying schedule of the Determination of SIPC Net Operating Revenues and General Assessment of Young America Capital, LLC for the period March 9, 2010 through December 31, 2010. Our procedures were performed solely to assist you in complying with Rule 17a-5(e)(4), and our report is not to be used for any other purpose. The procedures we performed are as follows:

1. Compared listed assessment payments with respective cash disbursement records entries;
2. Compared amounts reported on the audited Form X-17A-5 for the period March 9, 2010 to December 31, 2010, with amounts reported in the General Assessment Reconciliation (Form SIPC-7);
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting adjustments.

Because the above procedures do not constitute an audit made in accordance with generally accepted auditing standards, we do not express an opinion on the schedule referred to above. In connection with the procedures referred to above, nothing came to our attention that caused us to believe that the amounts shown on Form SIPC-7 were not determined in accordance with applicable instructions and forms. This report relates only to the schedule referred to above and does not extend to any financial statements of Young America Capital, LLC taken as a whole.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 4, 2011

YOUNG AMERICA CAPITAL, LLC

SCHEDULE OF THE DETERMINATION OF SIPC NET OPERATING  
REVENUES AND GENERAL ASSESSMENT

FOR THE PERIOD MARCH 9, 2010 THROUGH DECEMBER 31, 2010

Determination of SIPC Net Operating Revenues:

Total Revenue (FOCUS line 12/Part IIA line 9)	\$ 30,001
Additions	-
Deductions	<u>-</u>
SIPC Net Operating Revenues	<u>\$ 30,001</u>

Determination of General Assessment:

SIPC Net Operating Revenues	<u>\$ 30,001</u>
General Assessment @ .0025	<u>\$ 75</u>

Assessment Remittance:

General Assessment	\$ 75
Less: Payment Made With Form SIPC-6 in July 2010	( <u>150</u> )
Assessment Overpayment	( <u>\$ 75</u> )

Reconciliation with the Company's computation of SIPC Net Operating Revenues for the period  
March 9, 2010 through December 31, 2010:

SIPC Net Operating Revenues as computed by the Company on Form SIPC-7	\$ 30,001
SIPC Net Operating Revenues as computed above	<u>30,001</u>
Difference	<u>\$ -</u>

# Weintraub & Associates, LLP

Certified Public Accountants

200 Mamaroneck Avenue  
Suite 502  
White Plains, New York 10601

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

To the Managing Member of  
Young America Capital, LLC  
Mamaroneck, New York

In planning and performing our audit of the financial statements of Young America Capital, LLC for the period March 9, 2010 through December 31, 2010, we considered its internal control structure, including procedures for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by 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 tests of such practices and procedures that we consider 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. Recordation of differences required by Rule 17a-13.
3. 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 an internal control structure 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 Commission's above-mentioned objectives. Two of the objectives of an internal control structure 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.

# Weintraub & Associates, LLP

Certified Public Accountants

Because of the inherent limitations in any internal control structure or 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.

Our consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control structure, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above, except for the Company's deficiencies noted by the Financial Industry Regulatory Authority (FINRA) during their periodic examination.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission 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, 2010, to meet the Commission's objectives.

This report is intended solely for use of management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority, Inc. and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

**WEINTRAUB & ASSOCIATES, LLP**  
Certified Public Accountants

*Weintraub & Associates, LLP*

White Plains, New York  
February 4, 2011