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UNITED STATES  
SECURITIES AND EXCHANGE COMI  
Washington, D.C. 20549

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VAL  
3235-0123  
Expires: April 30, 2013  
Estimated average burden  
hours per response....12.00



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

SEC FILE NUMBER  
8-53627

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 01/01/10 AND ENDING 12/31/10  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: BROADMARK CAPITAL, LLC

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

600 UNIVERSITY ST, STE 2800

(No. and Street)

SEATTLE

(City)

WA

(State)

98101

(Zip Code)

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

JOSEPH L. SCHOCKEN

(206) 623-1200

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

PETERSON SULLIVAN LLP

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

601 UNION ST STE 2300

(Address)

SEATTLE

(City)

WA

(State)

98101

(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 240.17 a-5(e)(2)

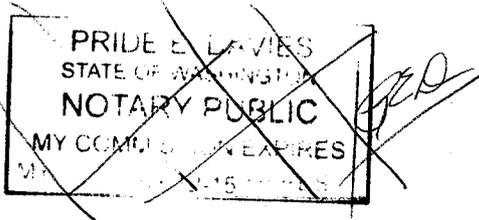
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SEC 1410 (06-02)

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OATH OR AFFIRMATION

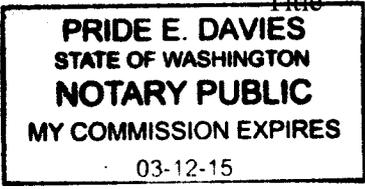
I, JOSEPH L. SCHOCKEN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of BROADMARK CAPITAL, LLC, as of DECEMBER 31, 2010, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer, or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Handwritten signature of Joseph L. Schocken over a horizontal line.

President Title

Signature of Pride E. Davies, Notary Public



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

- Checkboxes for report contents: (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. (NOT APPLICABLE), (g) Computation of Net Capital, (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3. (NOT APPLICABLE), (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3. (NOT APPLICABLE), (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. (NOT APPLICABLE), (l) An Oath or Affirmation, (m) A copy of the SIPC Supplemental Report. (See the separately bound report), (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit. (NOT APPLICABLE)

\* Reserve requirement is not applicable.

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

(o) Independent Auditors' Report on Internal Control Required by SEC Rule 17a-5 for a Broker-Dealer Claiming an Exemption from SEC Rule 15c3-3



CERTIFIED PUBLIC ACCOUNTANTS

601 UNION STREET, SUITE 2300

SEATTLE, WASHINGTON 98101

**INDEPENDENT AUDITORS' REPORT**

To the Member  
Broadmark Capital, LLC  
Seattle, Washington



We have audited the accompanying statement of financial condition of Broadmark Capital, LLC as of December 31, 2010, and the related statements of income (loss), changes in member's equity, and cash flows for the year then ended that are being filed 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. 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 Broadmark Capital, LLC as of December 31, 2010, 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.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information included 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.

*Peterson Sullivan LLP*  
February 9, 2011

# BROADMARK CAPITAL, LLC

## STATEMENT OF FINANCIAL CONDITION

December 31, 2010

### ASSETS

|  |    |                       |
|--|----|-----------------------|
| Cash and cash equivalents  | \$ | 162,379               |
| Accounts receivable, net of allowance for doubtful accounts of \$5,000       |    | 89,239                |
| Due from related parties   |    | 837                   |
| Notes receivable from related parties  |    | 565,726               |
| Prepaid expenses and other assets  |    | 8,537                 |
| Property and equipment, at cost, net of accumulated depreciation of \$75,256 |    | <u>125,747</u>        |
|  | \$ | <u><u>952,465</u></u> |

### LIABILITIES AND MEMBER'S EQUITY

|                   |    |                       |
|-------------------|----|-----------------------|
| Liabilities       |    |                       |
| Accounts payable  | \$ | 16,578                |
| Note payable      |    | <u>63,359</u>         |
| Total liabilities |    | 79,937                |
| Member's equity   |    | <u>872,528</u>        |
|                   | \$ | <u><u>952,465</u></u> |

See Notes to Financial Statements

**BROADMARK CAPITAL, LLC**  
**STATEMENT OF INCOME (LOSS)**  
For the Year Ended December 31, 2010

|                              |                                   |
|------------------------------|-----------------------------------|
| Revenues                     |                                   |
| Fee income                   | \$ 932,450                        |
| Interest income              | 7,830                             |
| Other income                 | <u>85,616</u>                     |
|                              | 1,025,896                         |
| Expenses                     |                                   |
| Wages                        | 731,330                           |
| Professional fees            | 139,116                           |
| Rent                         | 101,597                           |
| Payroll taxes and benefits   | 82,074                            |
| Travel and entertainment     | 33,790                            |
| Depreciation                 | 29,672                            |
| Business taxes               | 21,141                            |
| Telephone                    | 16,691                            |
| Office expense               | 12,926                            |
| Advertising                  | 12,057                            |
| Regulatory and trading fees  | 11,926                            |
| Auto expense                 | 10,618                            |
| Equipment lease              | 8,662                             |
| Repair and maintenance       | 7,180                             |
| Loss on sale of fixed assets | 7,126                             |
| Dues and subscriptions       | 5,459                             |
| Insurance                    | 5,272                             |
| Donations                    | 5,000                             |
| Bad debt expense             | 4,510                             |
| Postage                      | 2,920                             |
| Interest expense             | 2,080                             |
| Other                        | <u>2,804</u>                      |
|                              | <u>1,253,951</u>                  |
| <b>Net Loss</b>              | <b><u><u>\$ (228,055)</u></u></b> |

See Notes to Financial Statements

**BROADMARK CAPITAL, LLC**

**STATEMENT OF CHANGES IN MEMBER'S EQUITY**

For the Year Ended December 31, 2010

|  |                          |
|--|--------------------------|
| Balance, December 31, 2009   | \$ 1,100,983             |
| Net loss   | (228,055)                |
| Member distributions in the form of warrants (at estimated fair value) | <u>(400)</u>             |
| Balance, December 31, 2010   | <u><u>\$ 872,528</u></u> |

See Notes to Financial Statements

## BROADMARK CAPITAL, LLC

### STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2010

|   |                   |
|---|-------------------|
| Cash Flows from Operating Activities  |                   |
| Net loss  | \$ (228,055)      |
| Adjustments to reconcile net loss to net cash flows from operating activities |                   |
| Depreciation  | 29,672            |
| Warrants received for fee income  | (400)             |
| Loss on sale of fixed asset   | 7,126             |
| Change in operating assets and liabilities                                    |                   |
| Accounts receivable   | (84,296)          |
| Due to/from related parties   | 7,856             |
| Prepaid expenses and deposits   | 1,077             |
| Accounts payable  | (59,314)          |
| Net cash flows from operating activities                                      | (326,334)         |
| Cash Flows from Investing Activities  |                   |
| Purchase of fixed assets  | (52,038)          |
| Proceeds from sale of fixed asset   | 36,009            |
| Repayments on notes receivable from related parties                           | 80,000            |
| Loans made to related parties   | (69,859)          |
| Net cash flows from investing activities                                      | (5,888)           |
| Cash Flows from Financing Activities  |                   |
| Repayment of note payable   | (47,078)          |
| <b>Decrease in Cash</b>   | <b>(379,300)</b>  |
| Cash, beginning of year   | 541,679           |
| Cash, end of year   | <u>\$ 162,379</u> |
| Supplemental Disclosure for Cash Flow Information                             |                   |
| Cash paid for interest  | <u>\$ 2,080</u>   |
| Purchase of fixed assets financed by a note payable                           | <u>\$ 72,072</u>  |

See Notes to Financial Statements

## NOTES TO FINANCIAL STATEMENTS

### **Note 1. Organization and Significant Accounting Policies**

#### **Organization**

Broadmark Capital, LLC ("the Company") is a securities broker and dealer as approved by the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority. The Company is located in Seattle, Washington.

The Company is a limited liability company (or "LLC"), and as an LLC, the liability to the owner is generally limited to amounts invested into it. The Company has a single member-owner called Broadmark Holdings, LLC ("Holdings"). Holdings has a single member-owner called Tranceka, LLC ("Tranceka").

The Company's fee income is earned by locating investors for companies and performing other business advisory services. Approximately 86% of fee income was earned from four companies in 2010.

Fees associated with locating investors for companies are recognized when the services are completed. Fees associated with business advisory services are recognized on a straight-line basis over the term of the services.

#### **Estimates**

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

#### **Cash and Cash Equivalents**

The Company considers highly liquid investments purchased with a maturity of three months or less to be cash. On occasion, the Company has deposits in excess of federally insured limits.

#### **Accounts Receivable**

Accounts receivable represent advances of expenses to current and potential customers. The Company uses the allowance method to recognize accounts receivable that may not be collectible. Management regularly reviews all accounts and determines which are past due (terms vary) and may not be collectible. Any amounts that are written off are charged against the allowance. Approximately 94% of accounts receivable was due from one customer as of December 31, 2010.

## **Property and Equipment**

Depreciation of property and equipment is recognized on the straight-line basis over the estimated lives of the assets ranging from three to seven years.

## **Income Taxes**

As an LLC, the Company is not taxed at the reporting level. Instead, its items of income, loss, deduction, and credit are passed through to its member-owner. The Company does not file federal tax returns at the Company level as it is owned by a single member LLC, Holdings, which is owned by Tranceka. All federal tax filings are reported at Tranceka's level.

## **Subsequent Events**

The Company has evaluated subsequent events through the date these financial statements were available to be issued, which was the same date as the date of the independent auditors' report.

## **Note 2. Related Party Transactions**

The Company pays various office expenses each month on behalf of a company which is owned, in part, by Tranceka. The Company is reimbursed every month for these expenses. The total expenses reimbursed by this company were \$5,169 in 2010.

The Company's president is on the board of another company that is a client. Fees earned from this client were \$145,000 in 2010. The Company also paid various expenses on behalf of this client. These expenses, totaling \$2,132, were reimbursed by the client during 2010.

Also, the Company's president is Chairman of another company that is a client. Fees earned from this client were \$267,500 in 2010. The Company also paid various expenses on behalf of this client. These expenses, totaling \$4,369, were reimbursed by the client during 2010.

Holdings has partial ownership in another company that is a client. Fees earned from this client were \$9,815 in 2010. The Company did not pay any expenses on behalf of this client.

Notes receivable from related parties include:

|   |    |                |
|---|----|----------------|
| Note receivable from the Company's president, due on demand, with interest at the Internal Revenue Service ("IRS") short-term rate (0.32% at December 31, 2010) | \$ | 292,105        |
| Note receivable from Holdings, due on demand, with interest at the IRS mid-term rate (1.53% at December 31, 2010)   |    | 273,621        |
|   |    | <hr/>          |
|   | \$ | <u>565,726</u> |

Interest income earned on the notes receivable from the Company's president and Holdings amounted to \$7,802 during 2010.

### **Note 3. Note Payable**

During 2010, the Company repaid a note payable secured by a vehicle by selling the vehicle. The Company also purchased another vehicle for \$122,071 during 2010. Of the purchase amount, \$72,017 was financed by a note payable to a bank. Under this note, the Company is to make monthly payments of \$1,326 (including interest at 3.9%) until April 2015. The note is secured by the vehicle. The following is a schedule of principal payments required under the note for the years ending December 31:

|      |    |               |
|------|----|---------------|
| 2011 | \$ | 13,686        |
| 2012 |    | 14,229        |
| 2013 |    | 14,794        |
| 2014 |    | 15,382        |
| 2015 |    | 5,268         |
|      | \$ | <u>63,359</u> |

### **Note 4. Operating Lease**

The Company leases two offices under a non-cancelable operating lease which will expire on September 30, 2014. Future minimum rental payments required under the lease for the years ending December 31, are:

|      |    |                |
|------|----|----------------|
| 2011 | \$ | 105,630        |
| 2012 |    | 96,270         |
| 2013 |    | 99,507         |
| 2014 |    | 76,446         |
|      | \$ | <u>377,853</u> |

### **Note 5. Net Capital Requirements**

The Company is subject to the SEC Uniform Net Capital Rule (Rule 15c3-1). Accordingly, the Company is required to maintain a minimum level of net capital (as defined) of 6 2/3% of total aggregate indebtedness or \$5,000, whichever is greater. At December 31, 2010, the required minimum net capital was \$5,329. The Company had computed net capital of \$79,407 at December 31, 2010, which was in excess of the required net capital level by \$74,078. In addition, the Company is not allowed to have a ratio of aggregate indebtedness to net capital (as defined) in excess of 15 to 1. At December 31, 2010, the Company's ratio of aggregate indebtedness to net capital was 1.01 to 1.

S U P P L E M E N T A R Y   I N F O R M A T I O N

# BROADMARK CAPITAL, LLC

## SCHEDULE I COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1 December 31, 2010

### COMPUTATION OF NET CAPITAL

|  |    |                      |
|--|----|----------------------|
| Member's equity  | \$ | 872,528              |
| Deductions   |    |                      |
| Petty cash   |    | (200)                |
| Accounts receivable                                    |    | (89,239)             |
| Due from related parties                               |    | (837)                |
| Notes receivable from related parties                  |    | (565,726)            |
| Prepaid expenses and other assets                      |    | (8,537)              |
| Property and equipment                                 |    | (125,747)            |
|  |    | <u>(790,286)</u>     |
| Haircuts on security positions (money market accounts) |    | <u>(2,835)</u>       |
| Net capital  |    | 79,407               |
| Minimum net capital                                    |    | <u>5,329</u>         |
| Excess net capital                                     | \$ | <u><u>74,078</u></u> |

### COMPUTATION OF AGGREGATE INDEBTEDNESS

|                              |    |                      |
|------------------------------|----|----------------------|
| Accounts payable             | \$ | 16,578               |
| Note payable                 |    | <u>63,359</u>        |
| Total aggregate indebtedness | \$ | <u><u>79,937</u></u> |

### COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

|  |    |                     |
|--|----|---------------------|
| Minimum net capital required (6 2/3% of total aggregate indebtedness or \$5,000, whichever is greater) | \$ | <u><u>5,329</u></u> |
| Percentage of aggregate indebtedness to net capital  |    | 101%                |
| Ratio of aggregate indebtedness to net capital   |    | 1.01 to 1           |

Broadmark Capital, LLC is exempt from the computation of reserve requirements pursuant to Rule 15c3-3 under paragraph K(2)(i).

**BROADMARK CAPITAL, LLC**

**SCHEDULE II  
RECONCILIATION BETWEEN  
THE COMPUTATION OF NET CAPITAL PER THE BROKER'S UNAUDITED FOCUS  
REPORT, PART IIA, AND THE AUDITED COMPUTATION OF NET CAPITAL**

**December 31, 2010**

Net capital per the broker's unaudited Focus Report, Part IIA,  
and net capital as recalculated

\$ 79,407

No adjustments were proposed to net capital per the broker's unaudited Focus Report, Part IIA,  
as a result of our audit.



CERTIFIED PUBLIC ACCOUNTANTS

601 UNION STREET, SUITE 2300

SEATTLE, WASHINGTON 98101

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL  
REQUIRED BY SEC RULE 17a-5 (g)(1) FOR A BROKER-DEALER  
CLAIMING AN EXEMPTION FROM SEC RULE 15c3-3**

To the Member  
Broadmark Capital, LLC  
Seattle, Washington

In planning and performing our audit of the financial statements of Broadmark Capital, LLC ("the Company"), as of and for the year ended December 31, 2010, in accordance with auditing standards generally accepted in the United States, 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 safeguard 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, comparisons, and recordation of differences required by Rule 17a-13.
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally accepted in the United States. 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 misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control 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, as described in the second paragraph of this report, were adequate at December 31, 2010, to meet the SEC's objectives.

This report is intended solely for the use of management, the SEC, the Financial Industry Regulatory Authority, 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 specific parties.

*Peter S. Sall* LLP  
February 9, 2011

**BROADMARK CAPITAL, LLC**  
**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2010

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