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UNITED STATES  
SECURITIES AND EXCHANGE  
Washington, D.C.

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

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: Growth Energy Capital Advisors LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY  
FIRM I.D. NO.

2651 N. Harwood Suite 410  
(No. and Street)  
Dallas Texas 75201  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
J. Russell Weinberg 214-219-8200  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained on this Report\*  
McBee & Co., P.C.  
(Name - if individual, state last, first, middle name)  
718 Paulus Avenue Dallas Texas 75214  
(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**

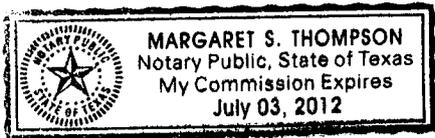
\* Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See 240.17a-5(e)(2).

kw 3/11

OATH OR AFFIRMATION

I, J. RUSSELL WEINBERG, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statements and supporting schedules pertaining to the firm of GROWTH ENERGY CAPITAL ADVISORS LLC (D.B.A.ENERGY CAPITAL SOLUTIONS 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:

None Noted



J. Russell Weinberg Signature

DIRECTOR

Title

Margaret Thompson 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 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.
(o) Independent Auditor's Report on Internal Control.
(p) Schedule of Segregation Requirements and Funds in Segregation - Customer's regulated commodity futures account pursuant to Rule 171-5

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



**McBee & Co.**

A Professional Corporation  
Certified Public Accountants

**INDEPENDENT AUDITORS' REPORT**

**Growth Energy Capital Advisors LLC  
(d.b.a. Energy Capital Solutions LLC)**

We have audited the accompanying statement of financial condition of Growth Energy Capital Advisors LLC (d.b.a. Energy Capital Solutions LLC) (the "Company") as of December 31, 2010 and 2009, and the related statements of operations and changes in member's equity, and cash flows for the years 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 financing 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 Growth Energy Capital Advisors LLC (d.b.a. Energy Capital Solutions LLC) as of December 31, 2010 and 2009, and the results of their operations and their cash flows for the years 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 Schedule I, Computation of Net Capital under Rule 15c3-1 of the Securities and Exchange Commission as of December 31, 2010 and 2009 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.

February 11, 2011

**GROWTH ENERGY CAPITAL ADVISORS LLC**  
**(d.b.a. Energy Capital Solutions LLC)**

**STATEMENT OF FINANCIAL CONDITION**  
**AS OF DECEMBER 31, 2010 AND 2009**

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	<u>2010</u>	<u>2009</u>
. . . . . <b>ASSETS</b> . . . . .		
CURRENT ASSETS		
Cash	<u>\$ 23,466</u>	<u>\$ 31,849</u>
TOTAL	<u><u>\$ 23,466</u></u>	<u><u>\$ 31,849</u></u>
. . . . . <b>LIABILITIES AND MEMBER'S EQUITY</b> . . . . .		
COMMITMENTS AND CONTINGENCIES (Note 7)		
MEMBER'S EQUITY (Note 4)	<u>23,466</u>	<u>31,849</u>
TOTAL	<u><u>\$ 23,466</u></u>	<u><u>\$ 31,849</u></u>

See Notes to Financial Statements

**GROWTH ENERGY CAPITAL ADVISORS LLC**  
**(d.b.a. Energy Capital Solutions LLC)**

**STATEMENT OF OPERATIONS AND CHANGES IN MEMBER'S EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009**

	<u>2010</u>	<u>2009</u>
REVENUE	\$ 343,097	\$ 297,527
EXPENSES		
Operating Expenses	1,793	
General and Administrative Expenses (Note 8)	<u>375,923</u>	<u>2,064,139</u>
Total	377,716	2,064,139
LOSS FROM OPERATIONS	<u>(34,619)</u>	<u>(1,766,612)</u>
NET LOSS	(34,619)	(1,766,612)
MEMBER'S EQUITY		
Beginning of Year	<u>31,849</u>	<u>1,735,961</u>
Contributions	<u>26,236</u>	<u>62,500</u>
End of Year	<u>\$ 23,466</u>	<u>\$ 31,849</u>

See Notes to Financial Statements

**GROWTH ENERGY CAPITAL ADVISORS LLC**  
**(d.b.a. Energy Capital Solutions LLC)**

**STATEMENT OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009**

	<u>2010</u>	<u>2009</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$ <u>(34,619)</u>	\$ <u>(1,766,612)</u>
Net Cash Used by Operating Activities	<u>(34,619)</u>	<u>(1,766,612)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Member's Contributions	<u>26,236</u>	<u>62,500</u>
Net Cash Provided by Financing Activities	<u>26,236</u>	<u>62,500</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(8,383)	(1,704,112)
Beginning of Year	<u>31,849</u>	<u>1,735,961</u>
End of Year	\$ <u><u>23,466</u></u>	\$ <u><u>31,849</u></u>

**GROWTH ENERGY CAPITAL ADVISORS LLC**

**(d.b.a. Energy Capital Solutions LLC)**

**NOTES TO FINANCIAL STATEMENTS**

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1. ORGANIZATION AND NATURE OF BUSINESS

Growth Energy Capital Advisors LLC (d.b.a. Energy Capital Solutions LLC) (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). The Company is a Texas limited liability company that is a wholly-owned subsidiary of LW Energy Advisors, LLC (the "Parent"). The Company is controlled by the Parent. The entities share expenses and engage in intercompany transactions (See Note 8).

The Company is governed by FINRA as a "Limited Broker Dealer" with a minimum net capital requirement of \$5,000. As such, the Company must follow certain regulations, which may limit the Company's operations to certain securities, markets and client services (for example, the Company is prohibited from holding client's cash and/or securities and may not underwrite securities placements). In addition, the Company is required to establish, test and maintain various operational procedures which may involve client and public communication, supervision and education of registered representatives, anti-money laundering, and company capitalization.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Company operates under the provisions of Paragraph (k)(2)(i) of Rule 15c3-3 of the SEC and, accordingly, is exempt from the remaining provisions of that Rule. Essentially, the requirements of Paragraph (k)(2)(i) provide that the Company will not hold customer funds or safe keep customer securities.

The Company is engaged in a single line of business as a securities broker-dealer dealing in mergers, acquisitions, and the private placement of securities throughout the United States.

## Use of Estimates in the Preparation of Financial Statements

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 the 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.

## Investment Banking

Investment banking revenues include fees from raising private capital and providing merger and acquisition advisory services to public and private energy companies. The Company is engaged by clients to provide advisory services and manage the related processes of these transactions. Advisory fee revenue and capital raising revenue are earned and paid upon successful closing of a transaction.

## Fair Value of Financial Instruments

Cash is short-term in nature and accordingly is reported in the statement of financial condition at fair value or carrying amounts that approximate fair value.

### 3. INCOME TAX

The Company is taxed as a partnership for Federal income tax purposes. Accordingly, Federal income is taxed at the member level. The Company is subject to state franchise tax. The Company files a combined state income tax return with the Parent. Any provision for state income tax represents the applicable share allocated to the Company.

### 4. NET CAPITAL REQUIREMENTS

The Company is subject to the SEC uniform net capital rule (Rule 15c3-1), which requires the maintenance of a minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides 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 and 2009, the Company had net capital of \$23,466 and \$31,849, which were \$18,466 and \$26,849 in excess of its required net capital of \$5,000, respectively. The Company's net capital ratio was 0.0 to 1 for each year.

## 5. CONCENTRATION OF CREDIT RISK

The Company's business is influenced by the U.S. and World Economy and it operates primarily within the energy industry which is dependent upon related commodity prices. The Company targets companies in the exploration and production, oil service, midstream, renewable fuels, and alternative energy sectors. This lack of diversification may cause the Company's financial results to be volatile.

## 6. LEASE COMMITMENTS

The Company leases office space under an operating lease. The monthly rental fees are paid by the Parent in accordance with the terms set forth in the Office and Administrative Services Agreement (the "Services Agreement") between the Company and the Parent. Rental fees approximated \$185,500 and \$179,400 for 2010 and 2009, respectively. The future minimum rental obligations under this operating lease agreement are noted below:

<u>Year</u>	<u>Amount</u>
2011	\$ 180,815
2012	\$ 197,698
2013	\$ 32,950
Total	<u>\$ 411,463</u>

## 7. CONTINGENCIES

In the ordinary course of conducting its business, the Company may be subjected to loss contingencies arising from lawsuits. Management believes that the outcome of such matters, if any, will not have a material impact on the Company's financial condition or results of future operations.

## 8. RELATED PARTY TRANSACTIONS

The Company derives its revenue from its association with the Parent. Per the Services Agreement in (See Note 8), the Parent will provide certain management and back-office services to the Company indefinitely, unless there is dissolution of the Company or a breach of contract, in return for a discretionary monthly fee of \$15,625 plus an additional proportional allocation service fee. The Company's operating and general and administrative expenses are paid by the Parent. For the years ended December 31, 2010 and 2009, the Company paid management fees to the Parent of approximately \$342,000 and \$2,064,000, respectively, which are reflected as general and administrative expenses in the accompanying Statement of

Operations and Changes in Member's Equity. The existence of this association creates operating results and a financial position significantly different than if the companies were autonomous.

9. SUBSEQUENT EVENTS

Subsequent events were evaluated through February 11, 2011, which is the date the financial statements were available to be issued.

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**SUPPLEMENTAL INFORMATION**

**GROWTH ENERGY CAPITAL ADVISORS LLC**  
**(d.b.a. Energy Capital Solutions LLC)**

SCHEDULE I  
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION  
AS OF DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
NET CAPITAL		
Total Member's Equity Qualified for Net Capital	\$ 23,466	\$ 31,849
Deductions		
Net Capital	<u>\$ 23,466</u>	<u>\$ 31,849</u>
AGGREGATE INDEBTEDNESS	<u>\$ nil</u>	<u>\$ nil</u>
NET CAPITAL REQUIREMENT		
Minimum Net Capital Required	<u>\$ 5,000</u>	<u>\$ 5,000</u>
Excess Net Capital	<u>\$ 18,466</u>	<u>\$ 26,849</u>
Excess Net Capital at 1000%	<u>\$ 17,466</u>	<u>\$ 31,849</u>
RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL	<u>0.0 TO 1</u>	<u>0.0 TO 1</u>

No material differences existed between the audited Computation of Net Capital and the corresponding unaudited form X-17A-5, Part IIA



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

**Growth Energy Capital Advisors LLC  
(d.b.a. Energy Capital Solutions LLC)**

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 to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2010, which were agreed to by Growth Energy Capital Advisors LLC. (d.b.a. Energy Capital Solutions LLC) (the "Company") and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating the Company's compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T). The Company's management is responsible for the Company'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 noting no differences;
2. Compared the amounts reported on the audited X-17A-5 for the year ended December 31, 2010, as applicable, with the amounts reported in Form SIPC-7T for the year ended December 31, 2010 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 the adjustment noting no differences; and
5. Compared the amount of any over-payment applied to the current assessment with the Form SIPC-7T on which it was originally computed noting note 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.

A handwritten signature in black ink, appearing to be 'M. P. [unclear]'. The signature is written in a cursive style with some overlapping strokes.

February 11, 2011



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

**Growth Energy Capital Advisors LLC  
(d.b.a. Energy Capital Solutions LLC)**

In planning and performing our audit of the financial statements of Growth Energy Capital Advisors LLC (d.b.a. Energy Capital Solutions LLC) (the "Company"), as of and for the years ended December 31, 2010 and 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 (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 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 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 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 information and use of the Board of Directors, management, the SEC, FINRA, 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.

A handwritten signature in black ink, appearing to read "R. P. [unclear] Co.", is written in a cursive style.

February 11, 2011



**McBee & Co.**

A Professional Corporation  
Certified Public Accountants

**GROWTH ENERGY CAPITAL ADVISORS LLC**

**(D.B.A. ENERGY CAPITAL SOLUTIONS LLC)**

**FINANCIAL STATEMENTS**

**AS OF**

**DECEMBER 31, 2010 AND 2009**

**AND**

**FOR THE YEARS THEN ENDED**

**AND**

**INDEPENDENT AUDITORS' REPORT**