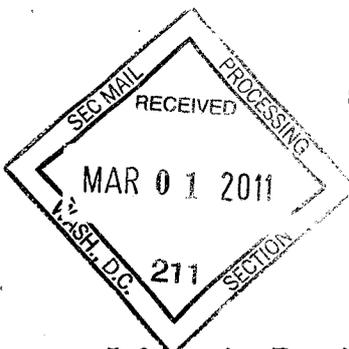




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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL
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8-4929

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 01/01/2010 AND ENDING 12/31/2010
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Bloomberg Tradebook, LLC

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

731 Lexington Avenue

(No. and Street)

New York

New York

10022

(City)

(State)

(Zip Code)

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

Raymond M. Tierney III

(212) 617-6381

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Pricewaterhouse Coopers LLP

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

300 Madison Avenue

New York

New York

10006

(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)

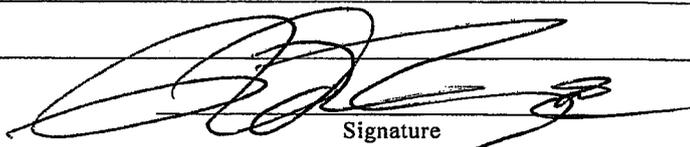
SEC 1410 (06-02)

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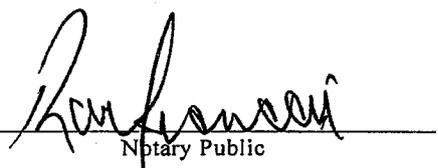
OATH OR AFFIRMATION

I, Raymond M. Tierney III, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Bloomberg Tradebook 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:


Signature

President & CEO

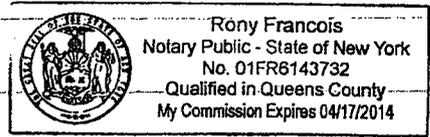
Title


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.

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





Bloomberg Tradebook LLC

Statement of Financial Condition

As of December 31, 2010

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Statement of Financial Condition	2
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Report of Independent Auditors

To The Members of Bloomberg Tradebook LLC:

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of Bloomberg Tradebook LLC (the "Company") at December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. This financial statement is the responsibility of the Company's management; our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit of this statement in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition, assessing the accounting principles used and significant estimates made by management, and evaluating the overall balance sheet presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

February 25, 2011

BLOOMBERG TRADEBOOK LLC
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2010

ASSETS

Cash and cash equivalents	\$113,076,344
Cash segregated under federal and other regulations	13,854,075
Receivable from brokers and dealers, net of allowance of \$116,865 (Note 5)	11,613,762
Receivable from affiliates	606,097
Securities owned, at fair value	5,000,358
Deferred tax assets	915,951
Other assets	1,813,985
TOTAL ASSETS	<u>\$146,880,572</u>

LIABILITIES AND MEMBERS' EQUITY

LIABILITIES

Deferred soft dollars payable	\$13,445,935
Accounts payable and accrued expenses	6,068,423
Securities sold, not yet purchased	1,322,106
Payable to affiliates	4,111,934
Deferred compensation	17,180,700
TOTAL LIABILITIES	<u>42,129,098</u>

Contingencies and guarantees (Note 9)

MEMBERS' EQUITY	<u>104,751,474</u>
TOTAL LIABILITIES AND MEMBERS' EQUITY	<u>146,880,572</u>

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

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

1. **ORGANIZATION AND NATURE OF BUSINESS**

Bloomberg Tradebook LLC (the "Company"), a Delaware Limited Liability Company, was established on March 28, 1996, and commenced operations on December 12, 1996. Bloomberg LP ("Bloomberg" or "Partnership"), a Delaware Limited Partnership, is the managing member and owns 99% of the Company. Bloomberg T-Book Inc., a Delaware Corporation, is also a member and owns 1% of the Company. The Company is a broker-dealer registered with the Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority ("FINRA").

The Company was formed to provide customers of the Bloomberg Financial Information Network ("BLOOMBERG PROFESSIONAL"), which is owned and operated by Bloomberg, with an automated trade execution, clearance and settlement system ("Tradebook System") for multiple asset classes. The Tradebook System currently processes equities, futures and options securities.

2. **SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

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 statement. The most significant estimates in the financial statements are the allowance for doubtful accounts, deferred taxes and long term incentive plan. Actual results could differ from these estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. The Company maintains cash and cash equivalents with a major, high-credit quality, financial institution. At December 31, 2010, the Company has a cash balance that exceeded the Federal Deposit Insurance Corporation ("FDIC") limit of \$250,000. In addition, \$111,895,400 was invested in commercial paper of a US commercial bank at December 31, 2010, the commercial paper matured on January 3, 2011.

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Owned, at Fair Value and Securities Sold, but Not Yet Purchased

All “securities owned, at fair value” and “securities sold, but not yet purchased” are recorded at fair value.

Soft Dollars Payable

Soft dollar arrangements are entered into between the Company and its customers, commission payments that exceed customer commitments are allocated in the respective customer accounts. Customer payments for research and research related services, which the Company provides in exchange for customer trade order flow, are reflected in these accounts.

3. FAIR VALUE MEASUREMENT

ASC 820 (*Fair Value Measurements and Disclosures*) defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and enhances disclosure requirements for fair value measurements.

In accordance with ASC 820, the Company has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Financial assets and liabilities recorded on the Statement of Financial Condition are categorized based on the inputs to the valuation techniques as follows:

Level 1. Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company has the ability to access (examples include active exchange-traded equity securities).

Level 2. Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- a) Quoted prices for identical or similar assets or liabilities in active or non-active markets (examples include corporate and municipal bonds, which trade infrequently); and
- b) Pricing models whose inputs are observable for substantially the full term of the asset or liability (examples include most over-the-counter derivatives, including interest rate swaps and forward currency contracts).

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

FAIR VALUE MEASUREMENT (continued)

Level 3. Financial assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability (examples include valuations based on internally generated data).

As required by ASC 820, when the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. Thus, a Level 3 fair value measurement may include inputs that are observable (Levels 1 and 2) and unobservable (Level 3). Gains and losses for such assets and liabilities categorized within Level 3, if any, may include changes in fair value that are attributable to both observable inputs (Levels 1 and 2) and unobservable inputs (Level 3).

A review of fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification of certain financial assets or liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the beginning of the quarter in which the reclassifications occur.

To determine the fair values, the Company uses the market approach which uses observable prices and other relevant information generated by market transactions for identical securities held by the Company or comparable publicly traded securities with similar characteristics.

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2010.

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

FAIR VALUE MEASUREMENT (continued)

Description	Fair Value Measurements on a Recurring Basis as of Decemeber 31, 2010			
	(Level 1)	(Level 2)	(Level 3)	Total
Assets:				
US Government Securities	\$ 4,996,057	\$ -	\$ -	\$ 4,996,057
Equities	4,301	-	-	4,301
Total assets	\$ 5,000,358	\$ -	\$ -	\$ 5,000,358
Liabilities:				
Securities sold, not yet purchased	\$ (1,322,106)	-	-	\$ (1,322,106)
Total liabilities	\$ (1,322,106)	\$ -	\$ -	\$ (1,322,106)

**The U.S. Government security is held on deposit at one of the Company's clearing brokers.*

4. CASH SEGREGATED UNDER FEDERAL AND OTHER REGULATIONS

At December 31, 2010, cash of \$13,854,075 is segregated in a special reserve bank account similar to those accounts established under a Securities Exchange Act Rule 15c3-3 (k)(2)(i) exemption and represent funds accruing to customers as a result of "soft dollar" transactions.

5. RECEIVABLE FROM BROKER-DEALERS AND CLEARING ORGANIZATION

Amounts receivable from broker-dealers and clearing organizations at December 31, 2010, consist of the following:

Receivable from clearing brokers	\$11,674,210
Other	56,417
	<u>11,730,627</u>
Allowance for doubtful accounts	(116,865)
Net Receivable from clearing brokers	<u>\$11,613,762</u>

6. DEFERRED COMPENSATION

The Company provides non-executive employees with compensation under various deferred compensation plans.

Effective January 1, 2009, the Company introduced a compensation plan to all non-executive employees to enhance the overall compensation plan. The new components are

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

DEFERRED COMPENSATION (continued)

supplemental to the Equity Equivalency Certificate (“EEC”) program which rewards participants based on company performance. Additions to the plan include an annual cash bonus linked to departmental performance and achievement of individual goals, and a long term incentive program (LTIP) with variable award amounts equal to a percentage of employees’ total average annual compensation over the life of the LTIP. The LTIP is based on the Partnership’s achievement of a revenue goal, and the payout amounts are linked to the timing of the achievement of this goal. The LTIP is accounted for using the sinking fund method, discounted using the rate of return on high-quality, fixed-income investments currently available whose cash flows match the timing and amount of the expected payout.

Certain employees also receive deferred compensation in the form of EECs issued in a grant letter. Each certificate is valued at the greater of \$30.30, or the increase in the Partnership’s terminal installations (for which customers are being charged at least \$700 per month) over a one-year valuation period, multiplied by \$0.0303 plus a variable amount based on growth in non-terminal revenues during the valuation period. The value of the certificate accrues interest at an annual interest rate between 7% and 10% calculated from the end of the valuation period through the month preceding the month in which vesting occurs. Effective July 2009, the minimum value of all outstanding certificates was re-valued to \$100.00, retroactive to the certificates’ issuance dates. Certificates receiving the new minimum value do not accrue interest.

An employee’s rights vest under this plan one month succeeding the month which is 12 or 24 months from the issuance date. Actual consideration for the value of the grant is due on the day the employee’s rights vest under this plan. Effective July 2009, the vesting period for outstanding certificates was changed to a common date in the first quarter of 2010. Although consideration earned on all certificates may be paid in either cash or partnership units, at the discretion of the Partnership’s parent, the Company historically settled the liabilities in cash. The grants are non-assignable and all rights granted to the employee are forfeitable if the employee does not remain employed from the date of the agreement through, and including, the vesting date.

The Company accounts for EECs in accordance with ASC 710-10, (*Compensation*). In determining the compensation cost to be recognized over the vesting period, the Company estimates at each reporting date the forecasted value of the grant awards. The forecasted value is amortized evenly over the vesting or service period of each grant, net of an allowance of estimated forfeitures.

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

DEFERRED COMPENSATION (continued)

Effective January 1, 2010, the EEC plan has been replaced by a cash bonus plan which provides all eligible employees with a bonus target which is adjusted based on terminal installations and attainment of certain revenue targets.

7. UNINCORPORATED BUSINESS TAX

The Company is a limited liability company, which is treated as a partnership for tax purposes. As a result, the income or loss of the Company is includable in the federal and state tax returns of the respective members. The Company is required to pay New York City Unincorporated Business Tax ("UBT").

UBT is accounted for using the asset and liability method pursuant to ASC 740 (*Income Taxes*). Deferred taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable to future year's differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

The components of the deferred tax assets are as follows:

Deferred tax assets:	
Deferred compensation	\$ 681, 947
Unrealized loss on investment	89,040
NOL	140,289
Allowance for doubtful accounts	4,675
Total	<u><u>\$ 915,951</u></u>

8. RELATED PARTY TRANSACTIONS

Bloomberg licenses the use of the BLOOMBERG PROFESSIONAL to the Company and provides certain services to the Company, pursuant to a license and services agreement. These services include management and operation of the Tradebook System, administration, management, office space, and other services including, but not limited to, management information systems, telecommunications, accounting and financial services, legal and other support. In consideration, the Company must pay Bloomberg a license fee. For the period January 1 through June 30, 2010, the fee paid equaled to 63% of the Company's Net Operating Income (as defined in the licenses and services agreement in effect). Beginning July 1, 2010, the fee paid equaled the product of Bloomberg's total cost incurred during the month for programming for, and hosting, the System and 120% (the "Tradebook Mark-Up") less the Total Tradebook System Credit (as defined in the licenses and services agreement in effect). Under both agreements, the

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

RELATED PARTY TRANSACTIONS (continued)

fee paid would be only to the extent that Tradebook has current Net Operating Income and such fee does not reduce the Company's net capital below the minimum net capital required by the FINRA.

In addition, the Company must pay Bloomberg a terminal rebate fee, equal to discounts received by customers on Bloomberg products. The Company also reimburses Bloomberg for expenditures that Bloomberg incurs on behalf of the Company. At December 31, 2010, \$2,477,613 is due to Bloomberg, which is included in "payable to affiliates" in the Statement of Financial Condition.

The Company also receives marketing services from certain Bloomberg subsidiaries. Pursuant to the service agreements, the Company must pay each affiliate a fee for such services, equal to the product of .50 times 110% of the operating costs. Other affiliates pay the remaining portion of the expenses reimbursement.

At December 31, 2010, \$247,266 related to these service agreements is due and included in "payable to affiliates" in the Statement of Financial condition. In addition, the Company must be reimbursed for any excess fees provided to such affiliates. At December 31, 2010, \$12,557 related to the service agreements is due and included in "receivable from affiliates" in the Statement of Financial Condition.

The Company receives executing and clearing services from an affiliate broker-dealer. As part of the arrangement, the affiliate collects commissions on behalf of the Company on settled trades. At December 31, 2010, the Company has a balance of \$1,376,735 included in "payable to affiliates" in the Statement of Financial Condition.

The Company also provides executing and clearing services to another affiliate broker-dealer. As part of the arrangement, the Company collects commissions on behalf of an affiliate on settled trades. At December 31, 2010, \$593,540 of commissions, net of expenses, is due to the affiliate and included in "receivable from affiliates" in the Statement of Financial Condition.

Due to the above related party transactions, the financial position, results of operations and cash flows of the Company may differ from those that may have been achieved had the Company operated autonomously or as an entity independent of Bloomberg and its affiliates.

9. CONTINGENCIES AND GUARANTEES

ASC 460 (*Guarantees*) requires the Company to disclose information about its obligations under certain guarantee arrangements.

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

CONTINGENCIES AND GUARANTEES (continued)

Indemnifications

In the normal course of business, the Company's business activities involve the introduction of securities transactions originating on the BLOOMBERG PROFESSIONAL service or approved computer-to-computer interfaces that are executed, cleared and settled by the clearing brokers. These transactions are subject to the credit risk of counterparties or customer non-performance. Pursuant to certain clearing agreements, the Company may be required to reimburse its clearing agents, without limit, for any losses due to any counterparty's failure to satisfy its contractual obligations. However, the transactions are collateralized by the underlying security, thereby reducing the associated risk to changes in the market value of the security through the settlement date. There was no liability recorded at December 31, 2010 for customer non performance.

In addition, the Company has the right to pursue collection or performance from its customers who do not perform under their contractual obligations. The Company monitors the credit standing of the clearing brokers and all customers with which it conducts business.

Pursuant to a transaction agreement, the Company is responsible for direct loss or damage incurred by customers of the BLOOMBERG PROFESSIONAL in the event of errors in transmission and/or processing caused by the BLOOMBERG PROFESSIONAL. The Company's liability is limited by the terms stated in the customer agreement. The Company maintains an insurance policy that provides protection against certain losses incurred in connection with the Company's normal business activities.

The Company provides representations and warranties to other counterparties in connection with a variety of commercial transactions and occasionally indemnifies them against potential losses caused by the breach of those representations and warranties. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not occurred. However, based on experience, the Company expects the risk of loss to be remote. As such, the Company believes that the fair value of such warranties is not material.

Guarantees

Pursuant to a clearing service agreement, the Company has issued a guarantee in favor of a third-party service provider for the prompt payment and settlement of security transactions processed by an affiliate. The amount of the guarantee is limited to an amount by which \$150,000,000 exceeds the tangible net worth of that affiliate as of the date of enforcement. However, the transactions are collateralized by the underlying security, thereby reducing the associated risk to changes in the market value of the security through the settlement date. As a result of the settlement of these transactions, there are no amounts to be indemnified to the guaranteed party at December 31, 2010.

BLOOMBERG TRADEBOOK LLC
NOTES TO FINANCIAL STATEMENTS

10. **NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule 15c3-1. The Company computes net capital under the alternative method, which requires that the maintenance of net capital, as defined, equal to the greater of \$250,000 or 2 percent of aggregate debit items arising from customer transactions, as defined. At December 31, 2010, the Company had net capital of \$93,229,165 and its net capital requirement was \$250,000.

The Company is exempt from SEC Rule 15c3-3 pursuant to paragraph (k)(2)(ii), because it does not carry security accounts for customers or perform custodial functions related to customer securities. The Company also claims exemption from SEC Rule 15c3-3 pursuant to paragraph (k)(2)(i), because it maintains a special reserve account for the benefit of customers.



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