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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

SEC Mail Processing  
Section

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SEC FILE NUMBER  
8- 24841

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Washington, DC  
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:

OFFICIAL USE ONLY  
FIRM I.D.  
NO.

**SOUTHAMPTON INVESTMENT SERVICES INC**

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

**33 WHITEHALL ST, 6<sup>TH</sup> FLOOR**

(No. and Street)

**NEW YORK**  
(City)

**NEWYORK**  
(State)

**18966**  
(Zip Code)

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

**PAUL FRED**

**212-380-5180**  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

**MaloneBailey LLP, Certified Public Accounting Firm**

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

**15 Maiden Lane, Suite 1002**  
(Address)

**New York**  
(City)

**New York**  
(State)

**10038**  
(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).

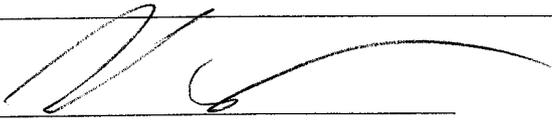
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displays a currently valid OMB control number.

### OATH OR AFFIRMATION

I, PAUL FRED, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SOUTHAMPTON INVESTMENT SERVICES INC., as of December 31, 20 10, 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:

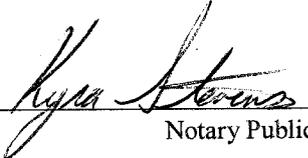
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Signature

**CEO**

Title



Notary Public

KYRA STEVENS  
Notary Public, State of New York  
No. 01ST6030359  
Qualified in Bronx County  
Commission Expires Sept. 7, 20 13

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 Proprietor's 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).

**SOUTHAMPTON INVESTMENT SERVICES INC.**

**STATEMENT OF FINANCIAL CONDITION**

**December 31, 2010**

**SOUTHAMPTON INVESTMENT SERVICES, INC.**

**DECEMBER 31, 2010**

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## INDEPENDENT AUDITORS' REPORT

To the Stockholder of  
Southampton Investment Services, Inc.

We have audited the accompanying statement of assets, liabilities and member's equity of Southampton Investment Services, Inc. (the "Company") as of December 31, 2010. 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 audits.

We conducted our audits 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 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 audits provide 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 Southampton Investment Services, Inc. (a Company in the Development Stage) as of December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

MaloneBailey LLP  
Certified Public Accounting Firm  
New York, New York  
[www.malonebailey.com](http://www.malonebailey.com)

February 25, 2011

**SOUTHAMPTON INVESTMENTS SERVICES, INC**

**STATEMENT OF ASSETS, LIABILITIES AND STOCKHOLDER'S EQUITY**

**DECEMBER 31, 2010**

ASSETS	
Cash and cash equivalents	\$ <u>42,755</u>
<b>TOTAL ASSETS</b>	<b>\$ <u><u>42,755</u></u></b>
LIABILITIES AND STOCKHOLDERS' EQUITY	
Accounts payable & Accrued Expenses	\$ 2,500
Related party note payable	<u>20,009</u>
<b>TOTAL LIABILITIES</b>	<b>22,509</b>
Commitments and contingent liabilities	-
Stockholders' equity	
Common stock, par value \$0.00, 20,000 shares authorized, issued and outstanding	-
Paid-in capital	29,156
Deficit	<u>(8,910)</u>
<b>Total Stockholders' Equity</b>	<b><u>20,246</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ <u><u>42,755</u></u></b>

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

**SOUTHAMPTON INVESTMENT SERVICES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**December 31, 2010**

**NOTE 1 – ORGANIZATION AND NATURE OF BUSINESS**

Organization

Southampton Investment Services, Inc. (an S-Corporation) (the "Company") was incorporated in the State of Pennsylvania on April 15, 1980. The Company is a broker-dealer registered with the Securities and Exchange Commission and is a member of Financial Industry Regulatory Authority (FINRA).

Nature of Business

The Company earns commission income by introducing and forwarding as a broker, transaction and accounts of customers to another broker-dealer who carries such accounts on a fully disclosed basis, and by participating in private placements.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Revenue Recognition

Commission fee income is recognized when services are provided. Related expenses are recorded when incurred.

Cash and Cash Equivalents

All short-term investments with an original maturity of three months or less are considered to be cash equivalents.

Concentration of Credit Risk

The Company is engaged in various trading and brokerage activities in which counterparties primarily include broker-dealers, banks and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty.

Additionally, cash balances are held principally at one financial institution and may exceed the \$250,000 insurable limit. The Company believes it mitigates its risk by investing in or through major financial institutions. Recoverability is dependent upon the performance of the institution.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company's 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

**SOUTHAMPTON INVESTMENT SERVICES, INC.**

**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities-Lending Activities

Securities borrowed and securities loaned transactions are generally, reported as collateralized, financings except where letters of credit or other securities are used as collateral. Securities-borrowed transactions require the Company to deposit cash, letters of credit, or other collateral with the lender. With respect to securities loaned, the Company receives collateral in the form of cash or other collateral in an amount generally in excess of the market value of securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary.

Recent Accounting Pronouncements

The Company does not expect any recent accounting pronouncements to have any material impact on its financial condition or results of operations.

NOTE 3 – NET CAPITAL

The Company is a member firm of FINRA, and is subject to the Securities and Exchange Commission Uniform Net Capital Rule 15c3-1. Net Capital is defined as at least, the greater of \$5,000 or 6 2/3% of aggregate indebtedness, as defined. Net Capital and aggregate indebtedness change daily. The Company had net capital of \$20,246 at December 31, 2010 which exceeded the regulatory requirement of \$5,000 by \$15,246. The ratio of aggregate indebtedness to net capital was 1.11 to 1 at December 31, 2010.

NOTE 4 – PROVISION FOR INCOME TAXES

Provisions for federal, state and local income taxes are calculated on reported financial statement pretax income based on current tax law. There is no difference between the expected income tax expense computed at the U.S. statutory income tax rate and the Company's expense for 2010. Prior to the acquisition of Southampton by North Star Brokerage, LLC in January 2010, Southampton Investment Services Inc. was an S Corporation, with pass-through taxation of a partnership. The acquisition of Southampton Investment Services by North Star Brokerage, LLC turned Southampton Investment Services into a single member S-Corporation, which by default changes its tax status to a C Corporation. Subsequent to the acquisition, the Company had taxable losses that resulted in an insignificant net operating loss carryforward and no deferred tax asset has been recognized.

**SOUTHAMPTON INVESTMENT SERVICES, INC.**

**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2010**

**NOTE 5 – RELATED PARTY TRANSACTIONS**

The Company is 100% owned by North Star Brokerage, LLC. Prior to December 31, 2009, the Company borrowed \$45,440 from North Star Brokerage LLC owner Paul Fred CEO. During the Fiscal year 2010 North Star Brokerage LLC forgave \$20,846 and recorded the amount to contributed capital.

**NOTE 6 – SUBSEQUENT EVENTS**

The Company has evaluated subsequent events through February 25, 2011, which is the date these financial statements were issued.