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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

SEC FILE NUMBER
8- 67058

Washington, DC

**106  
Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

FACING PAGE

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: HALCYON CAPITAL MARKETS LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
11 FISH COVE ROAD

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)  
MEREDITH NH 03253  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
KEVIN BOYLE (603) 297-1180  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

BRACE & ASSOCIATES, PLLC  
(Name - if individual, state last, first, middle name)  
PMB 335, 123 NASHUA RD, UNIT 17 LONDONDERRY NH 03053  
(Address) (City) (State) (Zip Code)

**CHECK ONE:**

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

<b>FOR OFFICIAL USE ONLY</b>

\*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)

3/1/11

PM

## OATH OR AFFIRMATION

I, KEVIN BOYLE, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of HALCYON CAPITAL MARKETS LLC, 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:



Kevin Boyle  
Signature

PRESIDENT

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).

**HALCYON CAPITAL MARKETS, LLC**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2010**

# BRACE & ASSOCIATES, PLLC

*Certified Public Accountant*

PMB 335, 123 NASHUA ROAD, UNIT 17

LONDONDERRY, NH 03053

TEL. (603) 889-4243

FAX (603) 882-7371

## Independent Auditor's Report

To the Member of  
Halcyon Capital Markets, LLC  
Meredith, NH

I have audited the accompanying statement of financial condition of Halcyon Capital Markets, LLC, (the Company) as of December 31, 2010, and the related statements of income, changes in member's equity, and cash flows for the year 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. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Halcyon Capital Markets, LLC, as of December 31, 2010, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained 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 my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Brace & Associates, PLLC*

Brace & Associates, PLLC  
Certified Public Accountant  
Londonderry, New Hampshire  
February 22, 2011

**HALCYON CAPITAL MARKETS, LLC**  
**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2010**

**ASSETS**

Cash and cash equivalents	\$ 34,084
Commissions receivable	4,000
Receivable from noncustomers	873
Prepaid expenses	<u>26,620</u>
Total assets	<u>\$ 65,577</u>

**LIABILITIES AND MEMBER'S EQUITY**

**LIABILITIES:**

Accounts payable, accrued expenses, and other liabilities	\$ 2,939
Due to member	<u>22,500</u>

Total liabilities 25,439

Member's equity 40,138

Total liabilities and member's equity \$ 65,577

**HALCYON CAPITAL MARKETS, LLC**

**STATEMENT OF INCOME (LOSS)**

**FOR THE YEAR ENDED DECEMBER 31, 2010**

Revenues:	
Services	\$ 1,104,563
Commission income	139,539
Interest income	<u>-</u>
	1,244,102
Expenses:	
Legal and professional fees	\$ 399,100
Commissions	123,519
Employee compensation and benefits	325,453
Occupancy	28,550
Other expenses	<u>356,991</u>
	<u>1,233,613</u>
Net income (loss)	<u>\$ 10,489</u>

**HALCYON CAPITAL MARKETS, LLC**  
**STATEMENT OF CHANGES IN MEMBER'S EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

Member's equity at beginning of year	\$ 29,649
Net income (loss)	<u>10,489</u>
Member's equity at end of year	<u>\$ 40,138</u>

# HALCYON CAPITAL MARKETS, LLC

## STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2010

Cash flows from operating activities:		
Net income (loss)		\$ 10,489
Adjustments to reconcile net income to net cash provided by operating activities:		
(Increase) decrease in operating assets:		
Increase in prepaid expenses	\$ (25,578)	
Increase in commissions receivable	(4,000)	
Decrease in receivable from noncustomers	20,803	
Increase (decrease) in operating liabilities:		
Increase in accounts payable, accrued expenses	2,007	
Increase in due to member	<u>22,500</u>	
Total adjustments		<u>15,732</u>
Net cash provided (used) by operating activities		<u>26,221</u>
Cash flows from investing activities:		
None		-
Cash flows from financing activities:		
None		<u>-</u>
Net increase in cash		26,221
Cash at beginning of the year		<u>7,863</u>
Cash at end of the year		<u>\$ 34,084</u>

### SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during the year for:

Interest	\$ 61
Income taxes	<u>\$ -</u>

Disclosure of accounting policy:

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

**HALCYON CAPITAL MARKETS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2010**

**NOTE 1- SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Nature of Business**

The Company was organized on August 5, 2005 as a Massachusetts limited liability company to conduct business as a registered broker-dealer under the Securities Exchange Act of 1934. As a limited liability company the members' liability is limited to their investment. On June 15, 2009, the member sold the Company to Halcyon Holdings and the name was changed from Sunbelt New England Equities, LLC to Halcyon Capital Markets, LLC.

**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 amount of assets and liabilities as of 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.

**Subsequent Events**

Management has evaluated subsequent events through February 22, 2011, the date which the financial statements were available to be issued.

**NOTE 2- NET CAPITAL**

As a broker dealer, the Company is subject to the Securities and Exchange Commission's regulations and operating guidelines, which require the Company to maintain a specified amount of net capital as defined, and a ratio of aggregate indebtedness to net capital as derived, not exceeding 15 to 1. The Company's net capital as computed under Rule 15c3-1, was \$8,645 at December 31, 2010, which exceeded required net capital of \$5,000 by \$3,645. The ratio of aggregate indebtedness to net capital at December 31, 2010 was 260.3%.

**NOTE 3- INCOME TAXES**

The Company has chosen to be treated as a disregarded entity for federal and state income tax purposes. A disregarded entity is not a taxpaying entity for federal or state income tax purposes. Accordingly, no income tax expense has been recorded in the statements. All income or losses will be reported on the individual member's income tax return.

**HALCYON CAPITAL MARKETS, LLC**

**NOTES TO FINANCIAL STATEMENTS (Continued)**

**DECEMBER 31, 2010**

**NOTE 4- RELATED PARTY TRANSACTIONS**

The Company has an expense sharing agreement with 1031 & TIC Investments, LLC, entities owned by some of the registered representatives of Halcyon Capital Markets, LLC. The agreement states that 1031 & TIC Investments, LLC will provide office space, telephone usage, office services, technical support, financial analysis support, business consulting and bookkeeping services to the Company for an annual fee of \$147,692, payable on a monthly basis. Either party may cancel the agreement with 30 days notice and the agreement is in effect for one year ending November 30, 2010. Expenses paid as part of this agreement during the year ending December 31, 2010 were \$28,550.

The Company paid an insurance bill on behalf of 1031 during the year for \$873 for which it is expected to be reimbursed. That amount is included with the receivables from noncustomers on the balance sheet as of December 31, 2010.

On December 23, 2010 the Company's member, Halcyon Holdings LLC sold 20% of the Company's LLC units to Bluerock Capital Markets LLC. The proceeds of this sale, \$22,500, were deposited into the Company's bank account and are included with the due to member amount on the balance sheet as of December 31, 2010.

**HALCYON CAPITAL MARKETS, LLC**  
**SUPPLEMENTARY SCHEDULES**  
**FOR THE YEAR ENDED DECEMBER 31, 2010**

HALCYON CAPITAL MARKETS, LLC

SCHEDULE I

COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL  
PURSUANT TO RULE 15c3-1

DECEMBER 31, 2010

Total ownership equity from statement of financial condition	\$ 40,138
Total nonallowable assets from statement of financial condition	<u>31,493</u>
Net capital before haircuts on securities positions	8,645
Haircuts on securities	<u>-</u>
Net capital	<u>\$ 8,645</u>
Aggregate indebtedness:	
Total A.I. liabilities from statement of financial condition	<u>\$ 22,500</u>
Total aggregate indebtedness	<u>\$ 22,500</u>
Percentage of aggregate indebtedness to net capital	<u>260.3%</u>
Computation of basic net capital requirement:	
Minimum net capital required (12.5% of A.I.)	<u>\$ 2,813</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 5,000</u>
Net capital requirement	<u>\$ 5,000</u>
Excess net capital	<u>\$ 3,645</u>
Excess net capital at 1000%	<u>\$ 6,395</u>

HALCYON CAPITAL MARKETS, LLC

RECONCILIATION OF NET CAPITAL  
PURSUANT TO RULE 15c3-1

(X-17A-5)

AT DECEMBER 31, 2010

SCHEDULE I (CONTINUED)

	FOCUS REPORT - PART IIA QUARTER ENDED <u>December 31, 2010</u>	<u>ADJUSTMENTS</u>	ANNUAL FINANCIAL STATEMENTS AT <u>December 31, 2010</u>
COMPUTATION OF NET CAPITAL			
Total ownership equity from statement of financial condition	\$ 38,281	\$ 1,857	\$ 40,138
Deductions and/or charges:			
Total nonallowable assets from statement of financial condition	27,493	4,000	31,493
Haircuts on securities	-	-	-
Total deductions	27,493	4,000	31,493
Net capital	<u>\$ 10,788</u>	<u>\$ (2,143)</u>	<u>\$ 8,645</u>

**SCHEDULE II**

**HALCYON CAPITAL MARKETS, LLC**

**COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS FOR BROKER-DEALER UNDER  
RULE 15c3-3 OF THE SECURITIES EXCHANGE ACT OF 1934**

**DECEMBER 31, 2010**

The Company is exempt from the reserve requirements of Rule 15c3-3 as its transactions are limited such that they do not handle customer funds or securities, accordingly, the computation for determination of reserve requirements pursuant to Rule 15c3-3 and information relating to the possession or control requirement pursuant to Rule 15c3-3 are not applicable.

# BRACE & ASSOCIATES, PLLC

*Certified Public Accountant*

PMB 335, 123 NASHUA ROAD, UNIT 17

LONDONDERRY, NH 03053

TEL. (603) 889-4243

FAX (603) 882-7371

## **Independent Auditor's Report on Internal Control Structure Required by SEC Rule 17a-5**

Member of  
Halcyon Capital Markets, LLC

In planning and performing my audit of the financial statements and supplemental schedules of Halcyon Capital Markets, LLC, (the Company), for the year ended December 31, 2010, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), I have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness 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, I did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining 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 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 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.

My consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, my study and evaluation disclosed that a lack of segregation of function exists. Although this condition may be considered to be a material weakness in internal control, it is a common condition in entities of this size. This condition was considered in determining the nature, timing, and extent of the procedures to be performed in my audit of the financial statements of Halcyon Capital Markets, LLC for the year ended December 31, 2010 and this report does not affect my report thereon dated February 22, 2010.

I 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2010, to meet the SEC's objectives.

This report is intended solely for the information and use of the Members, management, the Securities and Exchange Commission, the National Association of Securities Dealers Regulation, Inc., 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.

*Brace & Associates, PLLC*

Brace & Associates, PLLC  
Certified Public Accountant  
Londonderry, New Hampshire  
February 22, 2010

**BRACE & ASSOCIATES, PLLC**

*Certified Public Accountant*

**HALCYON CAPITAL MARKETS, LLC**

**SUPPLEMENTAL SIPC REPORT**

**DECEMBER 31, 2010**

# BRACE & ASSOCIATES, PLLC

*Certified Public Accountant*

PMB 335, 123 NASHUA ROAD, UNIT 17

LONDONDERRY, NH 03053

TEL. (603) 889-4243

FAX (603) 882-7371

To the Member of Halcyon Capital Markets, LLC

Meredith, NH

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, I have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments, Assessment Reconciliation (Form SIPC-7) to the Securities Investor Protection Corporation (SIPC) for the Year Ended December 31, 2010, which were agreed to by Halcyon Capital Markets, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC solely to assist you and the other specified parties in evaluating Halcyon Capital Markets, LLC's compliance with the applicable instructions of the Assessment Reconciliation (Form SIPC-7). Halcyon Capital Markets, LLC's management is responsible for the Halcyon Capital Markets, LLC'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, I 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 I performed and my findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records, noting no differences;
2. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2010, with the amounts reported in Form SIPC-7 for the year ended December 31, 2010 noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences; and

I was not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, I do not express such an opinion. Had I performed additional procedures, other matters might have come to my 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.

*Brace & Associates, PLLC*

February 22, 2011

HALCYON CAPITAL MARKETS, LLC  
DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT  
FOR THE PERIOD ENDED DECEMBER 31, 2010

**SCHEDULE OF ASSESSMENT PAYMENTS**

<b>General Assessment</b>		<b>\$ 3,110</b>
<b>Less Payments Made:</b>		
<u>Date Paid</u>	<u>Amount</u>	
<u>07-08-10</u>	<u>\$1,760</u>	
_____	_____	<u>(1,760)</u>
_____	_____	
<b>Interest on late payment(s)</b>		_____
<b>Total Assessment Balance or Overpayment</b>		<u>\$1,350</u>
<b>Payment made with Form SIPC 7</b>		<u>\$1,350</u>

**See Accountant's Report**

HALCYON CAPITAL MARKETS, LLC  
DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT  
FOR THE PERIOD ENDED DECEMBER 31, 2010

<b>Total revenue</b>	<b><u>\$1,244,102</u></b>
<b>Additions:</b>	
<b>Various (list)</b>	
<b>Total additions</b>	<b><u>\$ 0</u></b>
<b>Deductions:</b>	
<b>Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts and from transactions in security futures products</b>	<b>0</b>
<b>Revenues from commodity transactions</b>	<b>0</b>
<b>Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions</b>	<b>0</b>
<b>Net gain from securities in investment accounts</b>	<b>0</b>
<b>100% of commissions and markups earned from transactions in certificates of deposit, treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date</b>	<b>0</b>
<b>Other</b>	<b><u>0</u></b>
<b>Total deductions</b>	<b><u>\$ 0</u></b>
<b>SIPC NET OPERATING REVENUES</b>	<b><u>\$1,244,102</u></b>
<b>GENERAL ASSESSMENT @ .0025</b>	<b><u>\$ 3,110</u></b>

See Accountant's Report