

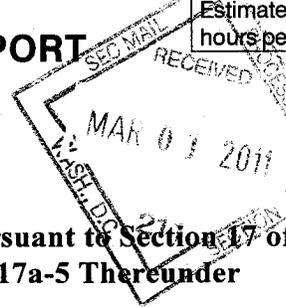


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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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



SEC FILE NUMBER
8-4852e1

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: Veber Partners, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
605 NW 11th St.

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)

Portland Oregon 97209  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Mr. Gayle Veber 503-229-4400  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Frederick K. Erickson, CPA

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

P.O. Box 395 Troutdale Oregon 97060  
(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)

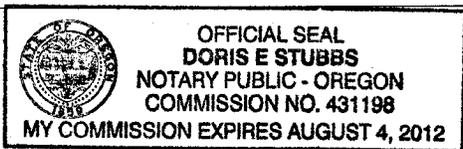
SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Gayle L. Veber, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Veber Partners, 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:



Gayle L. Veber

Signature

Managing Member

Title

Doris E. Stubbs

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).

FREDERICK K. ERICKSON  
CERTIFIED PUBLIC ACCOUNTANT  
P. O. Box 395  
TROUTDALE, OREGON 97060  
(503) 492-4411

INDEPENDENT AUDITOR'S REPORT

To the Members  
Veber Partners, L.L.C.

I have audited the accompanying statements of financial condition of Veber Partners, L.L.C. (an Oregon Limited Liability Company) as of December 31, 2010 and 2009 and the related statements of operations, changes in members' 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. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits 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 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 financial reporting. Accordingly, I 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. 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 Veber Partners, L.L.C. as of December 31, 2010 and 2009 and the result of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Frederick K. Erickson*

February 10, 2011

VEBER PARTNERS, L.L.C.

STATEMENTS OF FINANCIAL CONDITION  
AS OF DECEMBER 31, 2010 and 2009

A S S E T S

	<u>2010</u>	<u>2009</u>
CURRENT ASSETS:		
Cash	\$ 28,412	\$340,026
Accounts receivable	193,706	9,056
Prepaid expenses	1,458	9,434
	-----	-----
Total current assets	223,576	358,516
FURNITURE AND EQUIPMENT	69,744	59,155
Less-Accumulated depreciation	(54,872)	(51,071)
	-----	-----
Net furniture and equipment	14,872	8,084
NON-MARKETABLE SECURITIES (Note 5)	99	99
	-----	-----
Total assets	\$238,547	\$366,699
	=====	=====

LIABILITIES AND MEMBERS' EQUITY

CURRENT LIABILITIES:		
Accounts payable	\$ 19,034	\$ 3,707
Accrued liabilities-		
Accrued compensated absences	1,120	265
	-----	-----
Total current liabilities	20,154	3,972
COMMITMENTS (Note 4)		
MEMBERS' EQUITY	218,393	362,727
	-----	-----
Total liabilities and equity	\$238,547	\$366,699
	=====	=====

The accompanying notes are an integral part of these statements.

VEBER PARTNERS, L.L.C.

STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
REVENUES:		
Financial consulting and retainer fees	\$ 397,177	\$159,810
Success fees	1,117,428	662,312
	-----	-----
Total revenue	1,514,605	822,122
OPERATING EXPENSES:		
Employee compensation and benefits	413,677	314,854
Payroll taxes	20,299	19,422
Member compensation and benefits	914	1,737
Advertising and promotion	2,402	2,059
Business information services	929	799
Professional and consulting fees	64,530	43,978
Rent	93,600	93,600
General and administrative expense	91,334	63,450
Depreciation	3,801	2,939
	-----	-----
Total operating expenses	691,486	542,838
	-----	-----
Operating income	823,119	279,284
OTHER INCOME:		
Interest income	-	5,470
	-----	-----
Net income	\$ 823,119	\$284,754
	=====	=====

The accompanying notes are an integral part of these statements.

VEBER PARTNERS, L.L.C.

STATEMENTS OF CHANGES IN MEMBERS' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2010 and 2009

BALANCE, December 31,2008	\$211,350
Cash distributions to members	(133,377)
Net income for 2009	284,754
	-----
BALANCE, December 31,2009	362,727
Cash distributions to members	(967,453)
Net income for 2009	823,119
	-----
BALANCE, December 31, 2010	\$218,393
	=====

The accompanying notes are an integral part of this statement.

VEBER PARTNERS, L.L.C.

STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2010 and 2009

	<u>2010</u>	<u>2009</u>
CASH PROVIDED (USED):		
Operations-		
Net income	\$823,119	\$284,754
Expenses in net income not using cash-		
Depreciation expense	3,801	2,939
Changes in assets and liabilities		
affecting operations-		
(Increase) decrease in receivables	(184,650)	172,388
(Increase) decrease in prepaids	7,976	(7,887)
Increase (decrease) in payables	15,327	(5,267)
Increase (decrease) in accruals	855	(966)
	-----	-----
Cash provided in operations	666,428	445,961
	-----	-----
Investing-		
Purchase of equipment	(10,589)	(1,457)
	-----	-----
Cash used by investing	(10,589)	(1,457)
	-----	-----
Financing-		
Distributions to members	(967,453)	(133,377)
	-----	-----
Cash used by financing	(967,453)	(133,377)
	-----	-----
Increase (decrease) in cash	(311,614)	311,127
CASH, Beginning of year	340,026	28,899
	-----	-----
CASH, End of year	\$ 28,412	\$340,026
	=====	=====

The accompanying notes are an integral part of these statements.

VEBER PARTNERS, L.L.C.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Description of the Business

Veber Partners, L.L.C. (the Company) was formed in November 1994 as a successor to the financial consulting business of Nova Northwest, Inc. The Company provides private investment banking services to middle market companies principally in the Pacific Northwest.

The Company is organized as a manager managed, limited liability company under the laws of the State of Oregon. The Company has two members, Gayle and Carol Veber, who share equally in income, loss, and capital of the Company. Gayle Veber is the managing member. The Company will terminate on December 31, 2024 unless the members choose to extend it.

Broker-Dealer Status

In 1996 the Company became a registered broker-dealer and was admitted to the National Association of Securities Dealers (NASD) presently known as the Financial Industry Regulatory Authority (FINRA). As a registered broker-dealer the Company is required to comply with the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1). The Company does not generate revenue from securities brokerage and does not maintain customer accounts. Accordingly, under Rule 15c3-3(k)2(ii) the Company is exempt from the disclosures required by Rule 15c3-3 relating to possession or control of customer securities because they do not take possession of such securities or maintain accounts on behalf of customers.

Basis of Accounting

The Company keeps its books and prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

## Advertising

The Company expenses advertising costs as they are incurred. Total advertising expense was \$2,402 and \$2,059 in 2010 and 2009, respectively.

## Revenue Recognition and Accounts Receivable

The Company has three principal sources of revenues: financial consulting fees, retainers, and success fees. Typically, all fees are negotiated between the Company and its clients. The Company records revenue when it is earned and in accordance with the terms of its contracts with its clients. Accounts receivable represent billings to clients which remain unpaid at the balance sheet date. Management evaluates trade accounts on a regular basis and when an account is considered uncollectible, it is written off. There were no accounts written off in 2010 and 2009. At December 31, 2010 and 2009, receivables 90 days or more outstanding were \$21,246 and \$0. In management's opinion, a reserve for doubtful accounts is not required.

## Furnishings and Equipment

Furnishings and equipment are recorded at cost. Minor repairs, which do not improve or extend the useful lives of the assets are expensed as incurred. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is reflected in operations.

Depreciation is computed using the straight-line method over the estimated useful service lives of the assets.

<u>Asset Class</u>	<u>Lives</u>
Computers	5 years
Office equipment and furniture	5-7 years
Software	3-5 years
Leasehold improvements	7-15 years

Depreciation expense was \$3,801 and \$2,939 in 2010 and 2009, respectively.

## Income Taxes

For income tax purposes the Company is considered a partnership. A partnership is a pass-through entity which pays no income taxes. Rather, all items of income and expense are passed through to the member partners who include the income in their individual income tax returns. Accordingly, no provision for income taxes is included in the financial statements of the Company.

## Cash Flows

The Company presents its cash flows using the indirect method. For purposes of cash flow presentation, the Company considers all currency on hand and demand deposits with financial institutions to be cash. The Company paid no income tax in 2010 or 2009. The Company paid \$129 and \$103 in interest in 2010 and 2009, respectively.

## Uncertain Tax Positions

Effective January 1, 2009, the Company adopted the provisions of FASB ASC 740-10 (FIN 48), which prescribes a recognition threshold and measurement of attributes for the accounting and financial statement disclosure of tax positions taken or expected to be taken in a tax return. The evaluation of a tax position is a two-step process. The first step requires an entity to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. The second step requires an entity to recognize in the financial statements, each tax position that fails to meet the more-likely-than-not criteria measured at the largest amount of benefit that has a greater than 50% likelihood of being subject to audit by the Internal Revenue Service. The Company has no uncertain tax positions that do not meet the more-likely-than-not threshold at December 31, 2010. The Company's open audit periods are 2008 to 2010.

## Subsequent Events

For purposes of evaluating the effect of subsequent events on these financial statements, known events occurring through February 10, 2011, the date of the auditor's report have been considered.

## Reclassification

Certain reclassifications have been made to prior year balances to conform to current financial statement presentation.

## 2. CONCENTRATIONS:

The Company's revenues are generated by a limited number of clients. In 2010, the three largest clients accounted for 97% of revenue and the largest client accounted for 76% of total revenue. In 2009, the three largest clients accounted for 70% of revenue and the largest client accounted for 44% of revenue. Given the nature of the Company's business, revenues in 2011 are likely to be generated by different customers than those who generated revenues in the past.

3. RETIREMENT PLAN:

The Company sponsors a defined contribution retirement plan. The plan covers all employees who are 21 years old. The plan has a thrift feature (i.e. a 401(k) provision) which allows participants to contribute a portion of their wages to the plan on a pretax basis. Also, at its discretion, the Company may make a contribution to the plan each year. In 2010 and 2009 the Company did not make any contributions to the plan.

4. COMMITMENTS:

The Company leases its offices under a long-term lease which extends thru 2012. The building is owned by Pearl Properties, LLC, an entity owned by Mr. and Mrs. Veber. The building lease provides that the Company pays for all utilities, taxes, insurance and maintenance. The rent was \$7,800 per month in 2010 and 2009. Total rent expense paid to Pearl Properties was \$93,600 in 2010 and 2009. The Company leases certain equipment under an operating lease extending through 2013. The equipment lease is with a third party.

The lease calls for payments as follows:

<u>Year</u> <u>Ending</u>	<u>Related</u> <u>Party</u>	<u>Equipment</u>
2011	\$ 93,600	\$3,088
2012	93,600	3,088
2013	-	2,572
Thereafter	-	-
	-----	-----
	\$187,200	\$8,748
	=====	=====

5. NON-MARKETABLE SECURITIES:

Closely held investments include warrants to purchase common stock in Instructional Technologies, Inc., and Routeware Inc. These investments are carried at cost of \$2. During 2005, the Company exercised its option to purchase 9,722 shares of Immunix, Inc., A3 preferred stock. The cost to the Company was \$97.

6. MINIMUM NET CAPITAL REQUIREMENT:

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of a minimum net capital of \$5,000 and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. The Company had net capital of \$8,257 and \$336,054 and its ratio of aggregate indebtedness to net capital was 2.44 to 1 and .012 to 1, in 2010 and 2009.

7. CREDIT RISK:

In the normal course of business the Company may provide service or advance expenses which are subsequently billed to their clients. Typically, the Company does not have access to collateral for these billings. The Company's credit history is excellent and no reserve for uncollectable receivables is considered necessary.

The Company maintains checking and money market accounts in a commercial bank. Cash in these accounts may at times exceed \$250,000. The checking accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000.

FREDERICK K. ERICKSON  
CERTIFIED PUBLIC ACCOUNTANT  
P. O. BOX 395  
TROUTDALE, OREGON 97060  
(503) 492-4411

INDEPENDENT AUDITOR'S REPORT  
ON SUPPLEMENTARY INFORMATION REQUIRED BY RULE 17a-5  
OF THE SECURITIES AND EXCHANGE COMMISSION

To the Members  
Veber Partners, L.L.C.

I have audited the accompanying financial statements of Veber Partners, L.L.C. as of and for the year ended December 31, 2010 and have issued my report thereon dated February 10, 2011. My 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, is presented for the 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.

February 10, 2011

*Frederick K. Erickson*

VEBER PARTNERS, L.L.C.

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

## NET CAPITAL:

Total members' equity at December 31, 2010	\$218,393
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## Deductions of non-allowable assets -

Client receivables	(193,706)
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Furniture and equipment, net of accumulated depreciation	(14,872)
---	----------

Prepaid expenses	(1,459)
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Other deductions	(99)
------------------	------

Total deductions	(210,136)
------------------	-----------

Net capital	8,257
-------------	-------

Minimum net capital required	(5,000)
------------------------------	---------

Excess of minimum required net capital over net capital on hand	\$ 3,257
--	----------

## AGGREGATE INDEBTEDNESS:

Items included in statement of financial condition -	
--	--

Accounts payable	\$ 19,034
------------------	-----------

Other accrued liabilities	1,120
---------------------------	-------

Total aggregate indebtedness	\$ 20,154
------------------------------	-----------

RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL	2.44 to 1
--	-----------

## RECONCILIATION WITH COMPANY'S COMPUTATION:

(Included in Part IIA Form X-17A-5 as of December 31, 2010)	
---	--

Net capital as reported in Company's Part IIA (unaudited) FOCUS report	\$ 14,283
---	-----------

Audit adjustment to accrue professional fees and SIPC assessment	(6,026)
---	---------

Net capital per above	\$ 8,257
-----------------------	----------

The accompanying notes are an integral part of this schedule.

FREDERICK K. ERICKSON  
CERTIFIED PUBLIC ACCOUNTANT  
P. O. BOX 395  
TROUTDALE, OREGON 97060  
(503) 492-4411

INDEPENDENT AUDITOR'S REPORT ON  
INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5(g) (1)

The Members

Veber Partners, L.L.C.

In planning and performing my audit of the financial statements of Veber Partners, L.L.C. (the Company), as of and for the year ended December 31, 2010, in accordance with auditing standards generally accepted in the United States of America, I considered the Company's internal control over financial reporting (internal control) as a basis for designing my auditing procedures for the purpose of expressing my opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, I do not express an opinion of the effectiveness of the Company's 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 consideration of control activities for safeguarding securities. This study included 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 (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, 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 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 previously 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 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.

My 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. I did not identify any deficiencies in internal control and control activities for safeguarding securities that I consider to be material weaknesses, as defined previously.

The Members  
Veber Partners, L.L.C.  
Page 3

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, 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 members, 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 specified parties.

*Frederick K. Erickson*

February 10, 2011

FREDERICK K. ERICKSON  
CERTIFIED PUBLIC ACCOUNTANT  
P. O. Box 395  
TROUTDALE, OREGON 97060  
(503) 492-4411

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

The Members

Veber Partners, L.L.C.

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 (General Assessment Reconciliation (Form SIPC-7)) to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2010, which were agreed to by Veber Partners, L.L.C. and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating Veber Partners, L.L.C.'s compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Veber Partners, L.L.C.'s management is responsible for the Veber Partners, L.L.C. 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. I compared the listed assessment payments in Form SIPC-7 with respective cash disbursement record entries by examining canceled checks paid to and endorsed by Securities Investor Protection Corporation (SIPC) for the period from January 1, 2010 to December 31, 2010 noting no differences.
2. I compared the amounts of the audited Form X-17A-5 for the year ended December 31, 2010, as applicable, with the amounts reported in Form SIPC-7 for the year ended December 31, 2010, noting no differences.
3. I searched for adjustments to report in Form SIPC-7 and found no adjustments to report.

4. I proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 by recalculating the results noted in SIPC-7 for the year ended December 31, 2010, noting no differences.

5. I noted there were no overpayments to apply on General Assessment Reconciliation Form SIPC-7 for the period ended December 31, 2010.

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.

February 10, 2011





**DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT**

Amounts for the fiscal period  
beginning 01/01, 2010  
and ending 12/31, 2010  
Eliminate cents

Item No.

2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)

\$ 1,514,605

2b. Additions:

- (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.
- (2) Net loss from principal transactions in securities in trading accounts.
- (3) Net loss from principal transactions in commodities in trading accounts.
- (4) Interest and dividend expense deducted in determining item 2a.
- (5) Net loss from management of or participation in the underwriting or distribution of securities.
- (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.
- (7) Net loss from securities in investment accounts.

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\_\_\_\_\_  
\_\_\_\_\_

Total additions

2c. Deductions:

- (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from 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.
- (2) Revenues from commodity transactions.
- (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.
- (4) Reimbursements for postage in connection with proxy solicitation.
- (5) Net gain from securities in investment accounts.
- (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.
- (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).
- (8) Other revenue not related either directly or indirectly to the securities business.  
(See Instruction C):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.

\$ \_\_\_\_\_

(ii) 40% of margin interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960).

\$ \_\_\_\_\_

Enter the greater of line (i) or (ii)

Total deductions

\$ 1,514,605

2d. SIPC Net Operating Revenues

\$ 3,786

2e. General Assessment @ .0025

(to page 1, line 2.A.)



VEBER PARTNERS, L.L.C.

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ANNUAL REPORT

AS OF DECEMBER 31, 2010

VEBER PARTNERS L.L.C.

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FOR THE YEAR ENDED DECEMBER 31, 2010

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