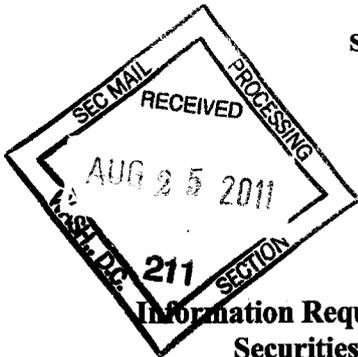


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0123 Expires: April 30, 2013 Estimated average burden hours per response . . . 12.00

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

SEC FILE NUMBER 8 - 28164

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 07/01/10 AND ENDING 06/30/11 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: PROSPERA FINANCIAL SERVICES, INC.

OFFICIAL USE ONLY FIRM ID. NO.

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

5429 LBJ FREEWAY, STE. 400

(No. and Street)

Dallas (City)

Texas (State)

75240 (Zip Code)

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

CASSANDRA GALVAN

972-581-3029 (Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

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

Brad A. Kinder, CPA

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

815 Parker Square (Address)

Flower Mound (City)

Texas (State)

75028 (Zip Code)

CHECK ONE:

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



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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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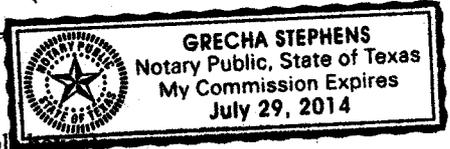
OATH OR AFFIRMATION

I, DAVID STRINGER, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of PROSPERA FINANCIAL SERVICES, INC., as of June 30, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

Signature: [Handwritten Signature]
Title: President

[Handwritten Signature]
Notary Public



This report\*\* contains (check all applicable)

- (a) Facing page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss).
(d) Statement of Cash Flows.
(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. None
(g) Computation of Net Capital.
(h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
(i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
(j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
(k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
(l) An Oath or Affirmation.
(m) A copy of the SIPC Supplemental Report.
(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
(o) Independent auditor's report on the internal control as required by SEC rule 17a-5.

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

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# BRAD A. KINDER, CPA

CERTIFIED PUBLIC ACCOUNTANT

815 PARKER SQUARE • FLOWER MOUND, TX 75028  
972-899-1170 • FAX 972-899-1172

## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Prospera Financial Services, Inc.

We have audited the accompanying statement of financial condition of Prospera Financial Services, Inc. as of June 30, 2011, and the related statements of income, changes in stockholders' 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. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Prospera Financial Services, Inc. as of June 30, 2011, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule I is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
BRAD A. KINDER, CPA

Flower Mound, Texas  
August 23, 2011

**PROSPERA FINANCIAL SERVICES, INC.**  
**Statement of Financial Condition**  
**June 30, 2011**

**Assets**

Cash and cash equivalents	\$ 2,983,767
Commissions receivable	1,354,264
Receivables and advances - related parties	15,680
Prepaid expenses	174,112
Clearing deposits	110,405
Forgivable notes receivable	381,812
Non-marketable securities	34,787
	<hr/>
<b>TOTAL ASSETS</b>	<b>\$ 5,054,827</b>
	<hr/> <hr/>

**Liabilities and Stockholders' Equity**

Liabilities

Accounts payable	\$ 149,463
Accrued expenses	2,446,663
Income taxes payable - Parent	24,691
Unfunded forgivable notes receivable	87,900
	<hr/>
Total Liabilities	2,708,717
	<hr/>

Stockholders' Equity

Preferred stock, no par value, 1,000,000 shares authorized, none issued or outstanding	-
Common stock, no par value, 1,000,000 shares authorized, 120,000 shares issued, and 86,664 shares outstanding	38,272
Non-voting common stock, no par value, 100,000 shares authorized, 12,607 shares issued and outstanding	308,765
Additional paid-in capital	379,339
Retained earnings	1,643,746
Treasury stock, 33,336 shares at cost	(24,012)
	<hr/>
Total Stockholders' Equity	2,346,110
	<hr/>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 5,054,827</b>
	<hr/> <hr/>

**PROSPERA FINANCIAL SERVICES, INC.**  
**Statement of Income**  
**Year Ended June 30, 2011**

**Revenue**

Securities commissions	\$ 13,549,398
Insurance commissions	5,461,084
Management and advisory fees	6,886,528
Other	<u>1,114,567</u>
 Total Revenue	 <u>27,011,577</u>

**Expenses**

Compensation and related costs	23,153,976
Clearing costs	706,815
Communications	425,293
Errors and bad debts	68,151
Interest expense	3,550
Management fees paid to related parties	343,221
Occupancy and equipment costs	590,981
Promotional	63,239
Professional fees and services	616,828
Regulatory fees	229,211
Other expenses	<u>481,809</u>
 Total Expenses	 <u>26,683,074</u>
 Net income before provision for income taxes	 <u>328,503</u>
 Income taxes - federal	 163,557
Income taxes - state	<u>17,000</u>
 Total current provision for income taxes	 <u>180,557</u>
 <b>NET INCOME</b>	 <b><u><u>\$ 147,946</u></u></b>

**PROSPERA FINANCIAL SERVICES, INC.**  
**Statement of Changes in Stockholders' Equity**  
**Year Ended June 30, 2011**

	Preferred Shares Issued	Common Shares Issued	Non-Voting Common Shares Issued	Treasury Shares	Common Stock	Non-Voting Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Total
Balances at June 30, 2010	-	120,000	9,629	33,336	\$ 38,272	\$ 154,832	\$ 379,339	\$ 1,495,800	\$ (24,012)	\$ 2,044,231
Issuance of non-voting common shares			2,978			153,933				153,933
Net income	-	-	-	-	-	-	-	147,946	-	147,946
Balances at June 30, 2011	-	120,000	12,607	33,336	\$ 38,272	\$ 308,765	\$ 379,339	\$ 1,643,746	\$ (24,012)	\$ 2,346,110

**PROSPERA FINANCIAL SERVICES, INC.**  
**Statement of Cash Flows**  
**Year Ended June 30, 2011**

<b>Cash Flows From Operating Activities:</b>	
Net income	\$ 147,946
Adjustments to reconcile net income to net cash provided by operating activities:	
Stock-based compensation	108,811
Forgivable notes compensation	88,555
Change in assets and liabilities	
Increase in commissions receivable	(279,645)
Decrease in receivables and advances - related parties	30,862
Increase in prepaid expenses	(32,499)
Increase in clearing deposits	(10,210)
Increase in forgivable notes receivable, net	(215,197)
Increase in non-marketable securities	(23,787)
Increase in accounts payable	77,788
Increase in accrued expenses	195,727
Increase in income taxes payable - Parent	<u>24,691</u>
Net cash provided by operating activities	<u>113,042</u>
<b>Cash Flows From Financing Activities:</b>	
Issuance of non-voting common shares	<u>45,122</u>
Net increase in cash and cash equivalents	158,164
Cash and cash equivalents at beginning of year	<u>2,825,603</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b><u><u>\$ 2,983,767</u></u></b>

**PROSPERA FINANCIAL SERVICES, INC.**  
**Statement of Cash Flows**  
**Year Ended June 30, 2011**

Supplemental Disclosures of Cash Flow Information:

Cash paid during the year for:

Interest	\$ 3,550
Income taxes paid to Parent - federal	\$ 138,866
Income taxes paid to Parent - state	\$ 17,000

Non-Cash Financing Activities

2,978 non-voting common shares, at an estimated fair value of \$153,933, were issued in January 2011 under a stock grant agreement. Cash received was \$45,122 and compensation expense recorded was \$108,811

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies**

Nature of Business:

Prospera Financial Services, Inc. (Company) was organized in July 1982 as a Texas corporation. The Company is a majority owned subsidiary of Prospera Holdings, LLC (Parent). The Company is registered with the Securities and Exchange Commission (SEC) as a broker-dealer in securities and as a registered investment advisor. The Company is also registered as an introducing broker with the Commodities Futures Trading Commission (CFTC) and the National Futures Association (NFA). The Company is a member of the Financial Industry Regulatory Authority, Inc. (FINRA).

The Company operates under the exemptive provisions of Rule 15c3-3(k)(2)(ii) of Securities Exchange Act of 1934, and, accordingly, is exempt from the remaining provisions of that Rule. The Company does not hold customer funds or securities, but as an introducing broker-dealer, will clear all transactions on behalf of customers on a fully disclosed basis through a clearing broker-dealer, and promptly transmit all customer funds and securities to the clearing broker-dealer. The clearing broker-dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker-dealer.

The Company's operations consist primarily in providing securities and insurance brokerage and management and investment advisory services to individuals located throughout the United States.

Significant Accounting Policies:

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

Substantially all the Company's financial asset and liability amounts reported in the statement of financial condition are short term in nature and approximate fair value.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies (continued)**

Cash Equivalents

Money market funds and highly liquid investments, generally certificates of deposit with an original maturity of three months or less, are reflected as cash equivalents in the accompanying statement of financial condition and for purposes of the statement of cash flows.

Forgivable Notes Receivable

Forgivable notes receivable consist of amounts paid to salespeople as retention bonuses, net of amounts repaid or forgiven over the production term. The Company recognizes compensation expense on a straight line basis over the period in which the notes are forgivable.

Non-marketable Securities

Non-marketable securities are recorded at the lower of cost or fair value. The increase or decrease in fair value is credited or charged to operations.

Treasury Stock

Treasury stock is accounted for using the cost method.

Securities Transactions

Security transactions and the related commission revenues and expenses are recorded on the trade date.

Insurance Commissions

Insurance commissions are recorded when the policies are funded by the customer and accepted by the insurance company.

Management and Advisory Services

Management and advisory fees are earned based on contractual percentages of client assets under management. The fees are recognized as revenue during the period in which the services are rendered.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies (continued)**

**Stock-Based Compensation**

The Company expenses the fair value of stock-based compensation awards to employees pursuant to SFAS No. 123, "Accounting for Stock-Based Compensation." Due to an absence of an active market for the Company's common stock, the fair value of stock compensation awards is determined by the Company at each security issuance date. The total expense for stock-based compensation awards for the year ended June 30, 2011 was \$108,811.

**Income Taxes**

The Company is included in the consolidated federal income tax return of its Parent. Income taxes are recorded using the separate company method to comply with financial reporting rules. Any resulting provision or benefit for income taxes realized is recorded as receivable from or payable to the Parent.

The Company is also subject to various state income taxes.

The Company has adopted financial reporting rules regarding recognition and measurement of tax positions taken or expected to be taken on a tax return. The Company has reviewed all open tax years and concluded that there is no impact on the Company's financial statements and no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on a tax return. As of June 30, 2011, open Federal tax years include the tax years ended June 30, 2008 through June 30, 2010.

**Note 2 - Non-Marketable Securities**

The Company's non-marketable securities consist of a sports facilities municipal bond, four season ticket seat and option certificates, and an auction rate preferred security. At June 30, 2011, fair value, cost and accumulated unrealized losses are \$34,788, \$36,000, and \$1,212, respectively.

**Note 3 - Net Capital Requirements**

The Company is subject to the SEC uniform net capital rule (Rule 15c3-1), which requires the maintenance of a minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. The Company is also subject to the net capital provisions of Regulation 1.10(d)(2) of the Commodities Futures Trading Commission Act of 1974, and is required to maintain a minimum net capital, as defined under such provisions. At June 30, 2011, the Company had net capital and net capital requirements of \$1,525,970 and \$180,581, respectively. The Company's net capital ratio was 1.78 to 1.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 4 - Transactions with Clearing Broker-dealer**

The agreement with the clearing broker-dealer provides for clearing charges at a fixed rate multiplied by the number of tickets traded by the Company. The agreement also requires the Company to maintain a minimum of \$100,000 as a deposit in accounts with the clearing broker-dealer.

**Note 5 - Commitments and Contingencies**

Operating Lease

The Company leases office space under a non-cancelable operating lease expiring in 2014. Future minimum lease commitments for each of the years ending June 30 are as Follows:

2012	\$ 241,014
2013	248,229
2014	255,557
Thereafter	<u>-</u>
	<u>\$ 744,800</u>

Rent expense for the year totaled \$225,057 and is reflected in the accompanying statement of income as occupancy and equipment costs.

Contingencies

There are currently no asserted claims or legal proceedings against the Company, however, the nature of the Company's business subjects it to various claims, regulatory examinations, and other proceedings in the ordinary course of business. The ultimate outcome of any such action against the Company could have an adverse impact on the financial condition, results of operations, or cash flows of the Company.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 6 - Profit Sharing Plan**

Prospera Financial Services 401(k) Profit Sharing Plan (Plan) to which both the Company and eligible employees may contribute was established effective April 1, 2000. Participants from the previous plan dated January 1, 1994 became immediately eligible to participate in the Plan. The Plan is on a calendar year with employee entrance dates after the completion of 1,000 hours of service on January 1 and July 1. Company contributions are voluntary and at the discretion of the board of directors.

Employee salary deferral contributions and earnings on such contributions are 100% vested. Company matching and profit sharing contributions are subject to the following vesting schedule:

<u>Years of Service</u>	<u>Vested Portion</u>
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

For the year ended June 30, 2011, Company matching and profit sharing contributions totaled \$36,140 and \$131,938, respectively, and the Company incurred \$2,438 in expenses related to the Plan. These contributions and expenses are recorded as compensation and related costs in the accompanying statement of income.

**Note 7 - Restricted Stock Grant**

In August 2007, the Company entered into an agreement with an employee whereby 9,629 shares of no par, non-voting common stock was issued subject to a vesting requirement. The vesting period for recruited revenue is from April 1, 2007 through April 30, 2013. The fair value of these shares at the time of issuance was \$40.20 per share. The shares vest upon satisfaction of the following terms:

- For each \$5 million of recruited revenue, as defined in the agreement, 10% (962.9) of the shares will vest. This vesting is limited to a total of 7,703.20 shares.
- Upon achieving a total of \$40 million of recruited revenue, if the Company achieves \$60 million of revenue during the vesting period, the remaining 20% (1,925.8) of the shares will vest.

At June 30, 2011, 1,925.8 shares have vested under this agreement.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 7 - Restricted Stock Grant (continued)**

During the year ended June 30, 2011, no compensation expense was recorded under this agreement. As of June 30, 2011 a total of \$154,832 has been expensed to compensation and potentially \$232,254 remains to be amortized as compensation expense under this agreement.

**Note 8 - Stock Appreciation Rights Plan**

The Company has a Stock Appreciation Rights Plan which allows the Board to grant units to employees or independent contractors. The units, if granted, have a vesting schedule and if a Triggering Event, as defined, occurs the employees and/or independent contractors will be entitled to up to a maximum of 10% of the Net Proceeds, as defined, realized as a result of the Triggering Event.

**Note 9 - Income Taxes**

The Company is included in the consolidated income tax return of its Parent. Income taxes are recorded using the separate company method to comply with financial reporting rules. Any resulting provision or benefit for income taxes realized is recorded as receivable from or payable to the Parent. \$24,691 is due to Parent at June 30, 2011 for income taxes and is included in income taxes payable on the accompanying statement of financial condition.

The income tax provision differs from the expense that would result from applying federal statutory rates to income before income taxes primarily due to permanent non-deductible expenses.

**Note 10 - Off-Balance-Sheet Risk Concentration of Credit Risk**

As discussed in Note I, the Company's customers' securities transactions are introduced on a fully disclosed basis with its clearing broker-dealer. The clearing broker-dealer carries all of the accounts of the customers of the Company and is responsible for execution, collection and payment of funds, and receipt and delivery of securities relative to customer transactions. Off-balance-sheet risk exists with respect to these transactions due to the possibility that customers may be unable to fulfill their contractual commitments wherein the clearing broker-dealer may charge any losses it incurs to the Company. The Company seeks to minimize this risk through procedures designed to monitor the credit worthiness of its customers and that customer transactions are executed properly by the clearing broker-dealer.

The Company has cash held at one national bank totaling \$2,075,865 or approximately 41% of the Company's total assets at June 30, 2011. The cash is held in non-interest bearing accounts and fully insured.

The Company has cash and cash equivalents, commissions' receivable, and a clearing deposit held by and due from its clearing broker-dealer of \$113,284, \$585,576, and \$100,405, respectively, totaling \$799,265 or approximately 16% of its total assets at June 30, 2011.

**PROSPERA FINANCIAL SERVICES, INC.**  
**Notes to Financial Statements**

**Note 11 - Related Party Transactions**

The Company and its Parent are under common control and the existence of that control creates operating results and financial position significantly different than if the companies were autonomous.

The Company earned \$2,740,399 in insurance commissions from a related party, of which \$288,811 are due at June 30, 2011 and are included in commissions receivable in the accompanying statement of financial condition.

The Company incurred management fees to its Parent and two other related parties of \$310,258, \$27,079, and \$5,885, respectively, totaling \$343,222 during the year. The management fees are incurred at the discretion of the Company and are not consummated on terms equivalent to those in arms length transactions.

The Company has forgivable loans to salespeople totaling \$381,812, which will be forgiven over the next three years. \$87,900 of these loans are unfunded at June 30, 2011. The Company recognized \$88,555 as compensation expense on these forgivable loans to its salespeople during the year.

The Company's Parent has forgivable loans to salespeople of the Company totaling \$32,675, which will be forgiven over the next year. As the notes are forgiven, the Company pays the Parent the amount forgiven and records compensation expense. Compensation expense on the Parent's forgivable loans totaled \$76,086 during the year.

**Note 12 - Subsequent Events**

Management has evaluated the Company's events and transactions that occurred subsequent to June 30, 2011, through August 23, 2011, the date which the financial statements were available to be issued.

There were no events or transactions that occurred during this period that materially impacted the amounts or disclosures in the Company's financial statements.

**Schedule I**

**PROSPERA FINANCIAL SERVICES, INC.**  
**Computation of Net Capital and Aggregate**  
**Indebtedness Pursuant to Rule 15c3-1**  
**June 30, 2011**

Total stockholder's equity qualified for net capital	\$ 2,346,110
Other deduction:	
Excess fidelity bond deductible	<u>13,000</u>
Total Capital	<u>2,333,110</u>
Deductions and/or charges	
Non-allowable assets:	
Commissions receivable	186,647
Receivables and advances - related parties	15,680
Prepaid expenses	174,112
Clearing deposit	10,000
Forgivable notes receivable	381,812
Non-marketable securities	<u>34,787</u>
Total deductions and/or charges	<u>803,038</u>
Net capital before haircuts on securities positions	<u>1,530,072</u>
Haircuts on securities:	
Cash equivalents	<u>4,101</u>
Net Capital	<u>\$ 1,525,971</u>
Aggregate indebtedness	
Accounts payable	\$ 149,463
Accrued expenses	2,446,663
Income taxes payable - Parent	24,691
Unfunded forgivable notes receivable	<u>87,900</u>
Total aggregate indebtedness	<u>\$ 2,708,717</u>
Computation of basic net capital requirement	
Minimum net capital required (greater of \$100,000 or 6 2/3% of aggregate indebtedness)	<u>\$ 180,581</u>
Net capital in excess of minimum requirement	<u>\$ 1,345,390</u>
Ratio of aggregate indebtedness to net capital	<u>1.78 to 1</u>

# BRAD A. KINDER, CPA

CERTIFIED PUBLIC ACCOUNTANT

815 PARKER SQUARE • FLOWER MOUND, TX 75028

972-899-1170 • FAX 972-899-1172

## INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17A-5(G)(1)

Board of Directors  
Prospera Financial Services, Inc.

In planning and performing our audit of the financial statements of Prospera Financial Services, Inc. (the Company), as of and for the year ended June 30, 2011 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

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

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a 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.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at June 30, 2011, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, Financial Industry Regulatory Authority, 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.

  
BRAD A. KINDER, CPA

Flower Mound, Texas  
August 23, 2011

# BRAD A. KINDER, CPA

CERTIFIED PUBLIC ACCOUNTANT

815 PARKER SQUARE • FLOWER MOUND, TX 75028  
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## INDEPENDENT ACCOUNTANT'S REPORT ON APPLYING AGREED-UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION

Board of Directors  
Prospera Financial Services, Inc.

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended June 2011, which were agreed to by Prospera Financial Services, Inc. and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating Prospera Financial Services, Inc.'s compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Prospera Financial Services, Inc.'s management is responsible for the Prospera Financial Services, Inc.'s compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement record entries noting no differences;
2. Compared the total revenue amounts of the audited Form X-17A-5 for the year ended June 30, 2011, with the amounts reported in Form SIPC-7 for the year ended June 30, 2011 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
5. Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was originally computed noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

*Brad A. Kinder, CPA*  
BRAD A. KINDER, CPA

Flower Mound, Texas  
August 23, 2011



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

Amounts for the fiscal period  
beginning JULY, 2010  
and ending JUNE, 2011  
Eliminate cents

**Item No.**

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

\$ 27,011,577

**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.

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):

9,273,000

172,415

638,076

(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).

\$ 76,674

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

76,674

Total deductions

10,160,165

2d. SIPC Net Operating Revenues

\$ 16,851,412

2e. General Assessment @ .0025

\$ 42,128.53

(to page 1, line 2.A.)