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

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

SEC Mail Processing  
Section

FEB 27 2012

SEC FILE NUMBER  
8-48165

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 01/01/2011 AND ENDING 12/31/2011  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Treasure Financial Corporation

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

777 S. Central Expressway Suite 101

(No. and Street)

Richardson

TX

75080

(City)

(State)

(Zip Code)

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

David Wu

972-644-9200

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Edward Richardson Jr., CPA

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

15565 Northland Dr. Suite 508 West Southfield, MI. 48075

(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)

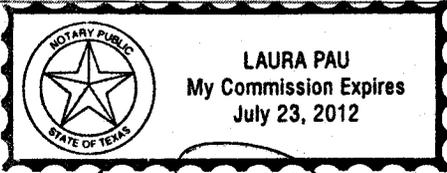
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3/1/12

OATH OR AFFIRMATION

I, David Wu, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Treasure Financial Corporation, as of December 31, 20 11, 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:

N/A



*[Signature]*  
Notary Public

*[Signature]*  
Signature  
President  
Title

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).

**Treasure Financial Corporation**

**Financial Statements and Supplemental  
Schedules Required by the  
Securities and Exchange Commission**

**For the Year Ended December 31, 2011  
(With Independent Auditor's Report Thereon)  
and  
Supplemental Report on Internal Control**

*December 31, 2011*

**TREASURE FINANCIAL CORPORATION**  
**December 31, 2011**

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Edward Richardson Jr., CPA  
15565 Northland Dr W Ste 508  
Southfield, MI 48075  
248-559-4514

### Independent Auditor's Report

February 22, 2012

Board of Directors  
Treasure Financial Corporation  
777 S. Central Expressway Suite 101  
Richardson, TX 75080

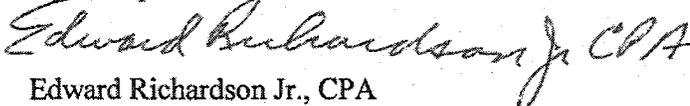
I have audited the accompanying balance sheet of Treasure Financial Corporation, as of December 31, 2011, and the related statements of income, retained earnings, changes in stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's 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 aspects, the financial position of Treasure Financial Corporation as of December 31, 2011, and the results of its operations, retained earnings, changes in stockholders equity, and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

My examination was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplemental schedules of computation of net capital, computation of basic net capital requirement, computation of aggregate indebtedness, exemptive provisions under rule 15c3-3, statement of changes in liabilities subordinated to the claims of general creditors, and the reconciliation of the computation of net capital under rule 15c3-1, are presented for additional analysis and are not a required part of the basic financial statements, but are supplementary information required by rule 17a-5 of the Securities and 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 to the basic financial statements taken as a whole.

Further, there were no material differences in the net amount reported as Net Capital in the audited Computation of Net Capital and the broker-dealer's corresponding Unaudited Part IIA of the Focus report required under Rule 15c3-1.

  
Edward Richardson Jr., CPA

**Treasure Financial Corporation**  
**BALANCE SHEET**  
**As of December 31, 2011**

**ASSETS**

**CURRENT ASSETS**

Cash - Clearing Depoist Interest Receivable	\$ 9,881.33
Cash - Clearing Deposits	45,000.00
Cash In Bank	13,047.66
Investments	43,105.32
Accounts Receivable	1,607.83
Note Receivable - Officer	63,680.00

**Total Current Assets** 176,322.14

**PROPERTY AND EQUIPMENT**

Equipment	105,495.48
Less: Accumulated Depreciation	<u>(103,041.42)</u>

**Net Property and Equipment** 2,454.06

**OTHER ASSETS**

Security Deposit	<u>1,487.00</u>
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**Total Other Assets** 1,487.00

**TOTAL ASSETS** \$ 180,263.20

**Treasure Financial Corporation**  
**BALANCE SHEET**  
**As of December 31, 2011**

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES**

Accrued Payroll	\$ 2,246.30
Accrued Liabilities	<u>2,700.00</u>

<b>Total Current Liabilities</b>	<u>4,946.30</u>
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**LONG-TERM LIABILITIES**

<b>Total Liabilities</b>	<u>4,946.30</u>
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**STOCKHOLDERS' EQUITY**

Capital Stock, par value, \$1 per share, 1,000,000 shares authorized, 47,425 shares issued and outstanding	47,425.00
Paid in Excess	183,339.00
Retained Earnings	<u>(55,447.10)</u>

<b>Total Stockholders' Equity</b>	<u>175,316.90</u>
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<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 180,263.20</u>
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**Treasure Financial Corporation**  
**STATEMENT OF INCOME**

12 Months Ended  
December 31, 2011

<b>Revenues</b>	
Commissions Earned	\$ 484,587.69
Interest Income	2,143.00
Realized Gain(loss) on Investmen	5,959.97
Unrealized Gain (loss) on Invest	<u>(54,464.34)</u>
<b>Total Revenues</b>	<u>418,226.32</u>
<b>Operating Expenses</b>	
Employee compensation and ben	226,289.76
Floor brokerage, exchange, and c	179,069.66
Communications and data proces	8,381.58
Occupancy	12,780.00
Other expenses	48,559.09
<b>Total Operating Expenses</b>	<u>475,080.09</u>
<b>Operating Income (Loss)</b>	<u>(56,853.77)</u>
<b>Net Income (Loss)</b>	<u>\$ (56,853.77)</u>

The footnotes are an integral part of the financial statements.

**Treasure Financial Corporation**  
**STATEMENT OF RETAINED EARNINGS**

	<b>12 Months Ended December 31, 2011</b>	
Beginning of Period	\$	5,382.53
Plus: Net Income	\$	(56,853.77)
Plus: Prior Period Adjustment	\$	(3,975.86)
Less: Dividends Paid		<u>0.00</u>
 <b>RETAINED EARNINGS END OF PERIOD</b>	 <b>\$</b>	 <b><u>(55,447.10)</u></b>

The footnotes are an integral part of the financial statements.

**Treasure Financial Corporation**  
**STATEMENT OF CASH FLOWS**  
**For the 12 months Ended December 31, 2011**

	<u>2011</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	
Net Income (Loss)	\$ (56,853.77)
Adjustments to reconcile Net Income (Loss) to net Cash provided by (used in) operating activities:	
Prior Period Adjustment	(3,243.50)
Depreciation and Amortization	561.35
Losses (Gains) on sales of Fixed Assets	0.00
Decrease (increase) in Operating Assets:	
Accounts Receivable	4,357.84
Note Receivable	
Investments	53,973.59
Increase (Decrease) in Operating Liabilities:	
Accrued Liabilities	385.75
Total Adjustments	<u>56,035.03</u>
<b>Net Cash Provided By (Used in) Operating Activities</b>	<b>(818.74)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	
Proceeds From Sale of Fixed Assets	<u>0.00</u>
<b>Net Cash Provided By (Used In) Investing Activities</b>	<b>0.00</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	
Proceeds From Sale of Stock	<u>0.00</u>
<b>Net Cash Provided By (Used In) Financing Activities</b>	<b>0.00</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(818.74)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<u>68,747.73</u>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u><u>\$ 67,928.99</u></u>

The footnotes are an integral part of the financial statements.

**TREASURE FINANCIAL CORPORATION**  
**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2011**

	Preferred Stock		Common Stock		Paid-in Capital		Retained Earnings	Total Stockholder's Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Amount
Balance at January 1, 2011	0	0	47,425	\$ 47,425	47,425	\$ 183,339	\$ 5,382	\$ 236,146
Net Income	-	-	-	-	-	-	(56,854)	(56,854)
Capital Transactions	-	-	-	-	-	-	-	-
Prior Period Adjustments	-	-	-	-	-	-	(3,975)	(3,975)
Balance at December 31, 2011	-	-	47,425	\$ 47,425	47,425	\$ 183,339	\$ (55,447)	\$ 175,317

**TREASURE FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES**

Accounting principles followed by the Company and the methods of applying those principles which materially affect the determination of financial position, results of operation and cash flows are summarized below:

Organization

Treasure Financial Corporation (the Company) was incorporated in the State of Texas effective February 23, 1995. The Company has adopted a calendar year.

Description of Business

The Company, located in Richardson, TX is a broker and dealer in securities registered with the Securities and Exchanges Commission ("SEC") and is a member of FINRA. The Company operates under SEC Rule 15c3-3 (k)(2)(ii), which provides that all funds and securities belonging to the Company's customers are handled by a clearing broker-dealer.

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Cash and Cash Equivalents

The Company considers as cash all short-term investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable – Recognition of Bad Debt

The Company considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Revenue Recognition

Commission revenues are recorded by the Company when the services are rendered.

Depreciation

Depreciation is calculated using the straight-line method.

**TREASURE FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

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

Financial instruments that are subject to fair value disclosure requirements are carried in the financial statements at amount that approximate fair value and include cash and cash equivalents. Fair values are based on quoted market prices and assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates reflecting varying degrees of perceived risk.

Comprehensive Income

Statement of Financial Accounting Standards (SFAS) No. 130, Reporting Comprehensive Income, establishes requirements for disclosure of Comprehensive Income that includes certain items previously not included in the statement of income, including unrealized gains and losses on available-for-sales securities and foreign currency translation adjustment among others. During the year ended December 31, 2011, the Company did not have any components of Comprehensive Income to report.

Concentrations

The company concentration is services, which is the sale of securities, stock options, and mutual funds.

**NOTE B – NET CAPITAL REQUIREMENTS**

Pursuant to the net capital provisions of Rule 15c3-3 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis.

There were no material inadequacies in the amount reported as Net Capital in the audited Computation of Net Capital and the broker-dealer's corresponding in audited Part IIA of the FOCUS report required under Rule 15c3-1.

**NOTE C – POSSESSION OR CONTROL REQUIREMENTS**

The Company does not have any possession or control of customer's funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of SEC Rule 15c-3-3(k)(2)(ii) by promptly transmitting all customer funds to the clearing broker who carries the customer accounts.

See accountant's audit report

**TREASURE FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

**NOTE D – RELATED PARTY TRANSACTIONS**

As of December 31, 2011, the Company loaned its stockholder \$63,680.00 on a non-interest bearing, unsecured loan.

**NOTE E – OTHER COMMITMENTS AND CONTINGENCIES**

Included in the Company's clearing agreement with its clearing broker-dealer is an indemnification clause. This clause relates to instances where the Company's customers fail to settle security transactions. In the event this occurs, the Company will indemnify the clearing broker-dealer to the extent of the net loss on the unsettled trade. At December 31, 2011, management of the Company had not been notified by the clearing broker-dealer, nor were they otherwise aware of any potential losses relating to this indemnification.

**NOTE F – PROPERTY, EQUIPMENT AND LEASEHOLD IMPROVEMENTS**

Property, equipment and leasehold improvements are stated at cost less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred. Depreciation is calculated on the double declining method. The following is a summary of property, equipment and leasehold improvements:

	Estimated Useful Life		
Automobile	5 years	\$	72,362
Furniture and equipment	3 – 7 years		24,255
Leasehold improvements	7 years		8,878
			<u>105,495</u>
Less – accumulated depreciation			<u>(103,041)</u>
Total		\$	2,454

Depreciation expense was \$561 for the year December 31, 2011 and is included in the operating expenses in the accompanying statement of income.

**NOTE G – ACCOUNTS RECEIVABLE**

The amount, \$1,607.83 was due from Southwest Securities, Inc., a clearing broker.

**NOTE H – INVESTMENTS**

The amount, \$43,105.32 is held at Southwest Securities, a clearing broker.

**NOTE I – RENT**

The amount was paid on lease agreement; the total expensed for the year was \$12,780.00

See accountant's audit report

**TREASURE FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

**NOTE J – ADVERTISING**

The advertising expense for the year was \$1,875.00; the entire amount was expensed as incurred.

**NOTE K – FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received to sell an assets or paid to transfer a liability in an orderly transaction between participants at the measurement date (i.e., an exit price). The guidance includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority To unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

*Level 1* – Quoted, active market prices for identical assets or liabilities. Level 1 also includes U.S. Treasury and federal agency securities and federal agency mortgage-backed securities, which are traded by dealers or brokers in active markets. Valuation are obtained from readily available pricing sources for market transactions involving identical assets or liabilities. The Company did have any Level 1 assets..

*Level 2* – Observable inputs other than Level 1, such as quoted market prices for similar assets or liabilities, quoted for identical or similar assets in inactive markets, and model derived valuations in which all significant inputs are observable in active markets. The Company did not have any Level 2 assets or liabilities.

*Level 3* – Valuation techniques in which one or more significant inputs are observable in the marketable. The company did not have any Level 3 assets or liabilities.

Fair values of assets measured on a recurring basis at December 31, 2011 are as follows:

	<b>Fair value at Reporting Date Using</b>	
	<b>Fair Value</b>	<b>Quoted Price in Active markets for Identical Assets (Level 1)</b>
December 31, 2011		
Marketable Securities	\$ 43,105.32	\$ 43,105.32
Total	<u>\$ 43,105.32</u>	<u>\$ 43,105.32</u>

See accountant's audit report

**TREASURER FINANCIAL CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

Fair values for short-term investments and long-term investments are determined by reference to quoted market prices and other relevant information generated by market transactions. The income reported from these investments was \$115.03

The carrying amounts reflected in the balance sheet for cash, money market funds, and marketable securities approximate the respective fair values due to the short maturities of those instruments. Available-for-sale marketable securities are recorded at fair value in the balance sheet. A comparison of the carrying value of those financial instruments is as follows:

	<b>Fair value at Reporting Date Using</b>	
	<b>Carrying Value</b>	<b>Fair Value</b>
<b>December 31, 2011</b>		
Money Market Funds	\$ 43,105.32	\$ 43,105.32
Total	\$ 43,105.32	\$ 43,105.32

Cost and fair value of money market funds and marketable securities at December 31, 2011 are as follows:

	<b>Amortized Cost</b>	<b>Gross Unrealized Gain</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>December 31, 2011</b>				
<b>Held to Maturity:</b>				
Marketable Securities	97,078.91	490.75	54,464.34	43,105.32
<b>Totals</b>	<b>\$ 97,078.91</b>	<b>490.75</b>	<b>54,464.34</b>	<b>\$ 43,105.32</b>

The fair value of money market funds and market securities have been measured on a recurring basis using Level 1 inputs, which are based on unadjusted quoted market prices within active markets. There have been no changes in valuation techniques and related inputs.

**Supplementary**  
**Pursuant to rule 17a-5 of the**  
**Securities and Exchange Act of 1934**  
**As of and for the Year Ended December 31, 2011**

See accountant's audit report

**Treasure Financial Corporation**  
**Supplemental Schedules Required by Rule 17a-5**  
**As of and for the year ended December 31, 2011**

**Computation of Net Capital**

Total Stockholder's equity:		\$ 175,317.00
Nonallowable assets:		
Property and Equipment	2,454.06	
Accounts Receivable – other	<u>63,680.00</u>	(66,134.06)
Other Assets:		
Haircuts on Securities Positions	1,487.00	
Net allowable capital	<u>6,466.00</u>	(7,953.00)
		\$ 101,229.94

**Computation of Basic Net Capital Requirement**

Minimum net capital required as a percentage of aggregate indebtedness	\$ <u>329.92</u>
Minimum dollar net capital requirement of reporting broker or dealer	\$ <u>5,000.00</u>
Net capital requirement	\$ <u>5,000.00</u>
Excess net capital	\$ <u>96,229.94</u>

**Computation of Aggregate Indebtedness**

Total Aggregate Indebtedness	\$ <u>4,946.30</u>
Percentage of aggregate indebtedness to net capital	<u>4.88%</u>

**Reconciliation of the Computation of Net Capital Under Rule 15c3-1**

Computation of Net Capital reported on FOCUS IIA as of December 31, 2011	\$ 100,801.00
Adjustments:	
Change in Equity (Adjustments)	(865.00)
Change in Non Allowable Assets	<u>1,294.00</u>
NCC per Audit	\$ 101,230.00
Difference	<u>\$ 0.00</u>

See accountant's audit report

**Treasure Financial Corporation**  
**Supplemental Schedules Required by Rule 17a-5**  
**As of and for the year ended December 31, 2011**

**Exemptive Provisions Rule 15c3-3**

The Company is exempt from Rule 15c3-3 because all customers' transactions are cleared through another broker-dealer on a fully disclosed basis. The name of the clearing firm is Southwest Securities, Inc.

**Statement of Changes in Liabilities Subordinated to the Claims of General Creditors**

Balance of such claims at January 1, 2011	\$ -
Additions	-
Reductions	-
Balance of such claims at December 31, 2011	<u>\$ -</u>

See accountant's audit report

**REPORT ON INTERNAL CONTROL**

**For the year ended December 31, 2011**

See accountant's audit report

Edward Richardson, Jr., CPA  
15565 Northland Suite 508 West  
Southfield, MI. 48075

February 22, 2012

Board of Directors  
Treasure Financial Corporation  
777 S. Central Expressway  
Suite 101  
Richardson, TX 75080

In planning and performing my audit of the financial statements and supplemental schedules of Treasure Financial Corporation for the year ended December 31, 2011, I considered its internal control, 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 objective 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 the preceding paragraphs. 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 paragraphs 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 accordance with accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraphs.

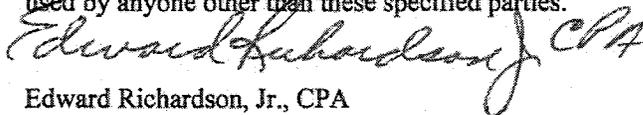
Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection or any evaluation of them

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 errors 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, I noted the following condition that I consider to be a material weakness as defined above.

Only one person is responsible for all accounting and reporting functions. Accordingly, there is no segregation of duties. Due to the size of the Company, management does not feel it is cost-effective to change this condition.

I understand that practices and procedures that accomplish the objectives referred to in the preceding paragraphs of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities and 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2011, to meet the SEC's objectives.

This report is intended solely for the information and use of management, the SEC and the regulatory agencies that rely on rule 17a-5(g) under the Securities and 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.

CPA

Edward Richardson, Jr., CPA