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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

Washington, DC 125

SEC FILE NUMBER 8-08680

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 1/01/11 AND ENDING 12/31/11 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: V.M. Manning & Co., Inc.

OFFICIAL USE ONLY FIRM I.D. NO.

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

211 E. Washington Street Suite B

(No. and Street)

Greenville

SC

29601-2835

(City)

(State)

(Zip Code)

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

Nelson Arrington

864-232-9576

(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:

- [X] 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)

19 3/4/12

3/14

OATH OR AFFIRMATION

I, Nelson Arrington, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of V.M. Manning & Co., Inc., as of December 31, 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:

N/A

Nelson Arrington
Signature

President
Title

Faye B. Hall
Notary Public

My Commission Expires
November 17, 2016

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).

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125

V.M. Manning & Co., Inc.

**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

V.M. MANNING & CO., INC.
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
V.M. Manning & Co., Inc.
211 E. Washington Street Suite B
Greenville, SC 29601-2835

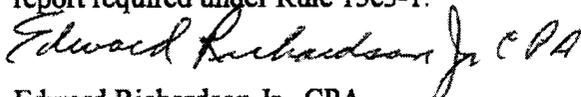
I have audited the accompanying balance sheet of V.M. Manning & Co., Inc. , as of December 31, 2011, and the related statements of income, retained earnings, changes in stockholder's equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. 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 V.M. Manning & Co., Inc. 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

V.M. Manning & Co., Inc.
BALANCE SHEET
As of December 31, 2011

ASSETS

CURRENT ASSETS

| | |
|----------------------------------|------------------|
| Cash in Bank - Checking | \$ 14,884.46 |
| Cash in Bank - Clearing Deposits | 50,000.00 |
| Investments | 57,148.87 |
| Accounts Receivable | <u>65,491.31</u> |

Total Current Assets 187,524.64

PROPERTY AND EQUIPMENT

| | |
|--------------------------------|--------------------|
| Equipment | 46,713.51 |
| Less: Accumulated Depreciation | <u>(46,713.51)</u> |

TOTAL ASSETS \$ 187,524.64

The footnotes are an integral part of the financial statements.

V.M. Manning & Co., Inc.
BALANCE SHEET
As of December 31, 2011

LIABILITIES AND STOCKHOLDERS' EQUITY

| | |
|--|----------------------|
| CURRENT LIABILITIES | |
| Accrued Payroll | \$ 10,000.00 |
| Accrued Liabilities | <u>26,243.55</u> |
| Total Current Liabilities | <u>36,243.55</u> |
| LONG-TERM LIABILITIES | |
| Total Liabilities | <u>36,243.55</u> |
| STOCKHOLDERS' EQUITY | |
| Capital Stock, par value, \$1 per share, 50,000 shares authorized, 7,500 shares issued and outstanding | 7,500.00 |
| Retained Earnings | <u>143,781.09</u> |
| Total Stockholders' Equity | <u>151,281.09</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u>\$ 187,524.64</u> |

The footnotes are an integral part of the financial statements.

V.M. Manning & Co., Inc.
STATEMENT OF INCOME

12 Months Ended
December 31, 2011

| Revenues | |
|----------------------------------|--------------------------|
| Commissions Earned | \$ 2,184.24 |
| Management Fees | 221,230.67 |
| Other Income | 13,899.40 |
| Interest Income | 16.39 |
| Dividend Income | 466.35 |
| Unrealized Gains/Losses | <u>4,990.00</u> |
| Total Revenues | <u><u>242,787.05</u></u> |
| | |
| Operating Expenses | |
| Employee compensation and ben | 161,549.01 |
| Floor brokerage, exchange, and c | 22,452.12 |
| Communications and data proces | 4,097.73 |
| Occpancy | 18,287.90 |
| Other expenses | 38,625.36 |
| Total Operating Expenses | <u>245,012.12</u> |
| | |
| Operating Income (Loss) | <u>(2,225.07)</u> |
| | |
| Net Income (Loss) | <u>\$ (2,225.07)</u> |

The footnotes are an integral part of the financial statements.

V.M. Manning & Co., Inc.
STATEMENT OF RETAINED EARNINGS

| | 12 Months Ended December 31, 2011 | |
|--|--|------------------------------|
| Beginning of Period | \$ | 143,972.00 |
| Plus: Net Income | \$ | (2,225.07) |
| Plus: Prior Period Adjustment | \$ | 1,941.16 |
| Less: Dividends Paid | | <u>0.00</u> |
| RETAINED EARNINGS END OF PERIOD | \$ | <u>143,688.09</u> |

The footnotes are an integral part of the financial statements.

V.M. Manning & Co., Inc.
STATEMENT OF CASH FLOWS
For the 12 months Ended December 31, 2011

| | <u>2011</u> |
|--|----------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | |
| Net Income (Loss) | \$ (2,225.07) |
| Adjustments to reconcile Net Income (Loss) to net Cash provided by (used in) operating activities: | |
| Prior Period Adjustment | 1,941.16 |
| Losses (Gains) on sales of Fixed Assets | 0.00 |
| Decrease (Increase) in Operating Assets: | |
| Investments | (4,701.87) |
| Accounts Receivable | 2,386.69 |
| Increase (Decrease) in Operating Liabilities: | |
| Accrued Liabilities | <u>(428.45)</u> |
| Total Adjustments | <u>(802.47)</u> |
| Net Cash Provided By (Used in) Operating Activities | (3,027.54) |
| CASH FLOWS FROM INVESTING ACTIVITIES | |
| Proceeds From Sale of Fixed Assets | <u>0.00</u> |
| Net Cash Provided By (Used in) Investing Activities | 0.00 |
| CASH FLOWS FROM FINANCING ACTIVITIES | |
| Proceeds From Sale of Stock | 0.00 |
| Treasury Stock | <u>0.00</u> |
| Net Cash Provided By (Used in) Financing Activities | 0.00 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | (3,027.54) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | <u>67,819.00</u> |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | <u>\$ 64,884.46</u> |

The footnotes are an integral part of the financial statements.

V.M. MANNING & CO., INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2011

| | Common Stock | | Paid-in Capital | | Retained Earnings | Total Stockholder's Equity |
|------------------------------|--------------|-----------------|-----------------|-------------|-------------------|----------------------------|
| | Shares | Amount | Shares | Amount | Amount | Amount |
| Balance at January 1, 2011 | 7,500 | \$ 7,500 | - | \$ - | \$ 143,972 | \$ 151,472 |
| Net Income | - | - | - | - | (2,225) | (2,225) |
| Capital Transactions | - | - | - | - | - | - |
| Prior Period Adjustments | - | - | - | - | 1,941 | 1,941 |
| Balance at December 31, 2011 | <u>7,500</u> | <u>\$ 7,500</u> | <u>-</u> | <u>\$ -</u> | <u>\$ 143,688</u> | <u>\$ 151,188</u> |

The footnotes are an integral part of the financial statements.

V.M. MANNING & CO., INC
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

V.M. Manning & Co., Inc. (the Company) was incorporated in the State of South Carolina effective May 12, 1960. The Company has adopted a calendar year.

Description of Business

The Company, located in Greenville, South Carolina, 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 held 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 Corporation 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 on the settlement date reported by the clearing firm through submitted commission statements.

Depreciation

Depreciation is calculated using the straight line method.

See accountant’s audit report

V.M. MANNING & CO., INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

Income taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consists of taxes currently due plus deferred taxes related primarily to differences between the basis of property and equipment for financial and income tax reporting. Deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. The Company is not aware of any uncertain tax positions in its tax return.

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 has revenue concentrations; the company specializing in trades of securities for its individual and institutional customers. The company also manages investment accounts for individuals.

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.

See accountant's audit report

STONINGTON CORPORATION
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

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 or securities to the clearing broker who carries the customer accounts.

NOTE D – RELATED PARTY TRANSACTIONS

As of December 31, 2011, the Company is owed from its stockholder \$10,000.00 on a non-interest bearing, unsecured loan. The Company leases its office space from a related party.

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 | \$ | 0 |
| Furniture and equipment | 3 – 7 years | | 46,714 |
| Leasehold improvements | 7 years | | 0 |
| | | | <u>46,714</u> |
| Less – accumulated depreciation | | | <u>(46,714)</u> |
| Total | | \$ | 0 |

Depreciation expense was \$0 for the year December 31, 2011.

See accountant's audit report

V. MANNING & CO., INC
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE G – RENT

The rent expense for the year was \$16,455.35; the amount paid was for the lease on the office space.

NOTE H – 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 of 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.

| | Level 1 | Level 2 | Level 3 | Total |
|------------------|------------------|------------------|----------------|------------------|
| Money Market | \$ 1,321 | \$ - | \$ - | \$ 1,321 |
| Securities Owned | 43,043 | - | - | 43,043 |
| Coins Owned | - | 12,785 | - | 12,785 |
| Total | \$ 44,364 | \$ 12,785 | \$ - | \$ 57,149 |

See accountant's audit report

V.M. MANNING & CO., INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

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

| | Fair value at Reporting Date Using | |
|--------------------------|---|--|
| | Fair Value | Quoted Price in Active markets for Identical Assets (Level 1) |
| December 31, 2011 | | |
| Money Market | \$ 1,321 | \$ 1,321 |
| Marketable Securities | 43,043 | 43,043 |
| Coins | 12,785 | 12,785 |
| Total | \$ 57,149 | \$ 57,149 |

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: interest, \$16.39, and dividends, \$466.35.

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:

| | Fair value at Reporting Date Using | |
|--------------------------|---|-------------------|
| | Carrying Value | Fair Value |
| December 31, 2011 | | |
| Money Market | \$ 1,321 | \$ 1,321 |
| Marketable Securities | 43,043 | 43,043 |
| Coins | 12,785 | 12,785 |
| Total | \$ 57,149 | \$ 57,149 |

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

| | Amortized Cost | Gross Unrealized Gain | Gross Unrealized Losses | Fair Value |
|--------------------------|-----------------------|------------------------------|--------------------------------|---------------------|
| December 31, 2011 | | | | |
| Held to Maturity: | | | | |
| Marketable Securities | 38,053.00 | 4,990.00 | 0.00 | 43,043.00 |
| Totals | \$ 38,053.00 | 4,990.00 | 0.00 | \$ 43,043.00 |

See accountant's audit report

V.M. MANNING & CO., INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

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.

See accountant's audit report

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

V. M. Manning & Co., Inc.
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: | | \$ 151,281.09 |
| Nonallowable assets: | | |
| Prepaid Expenses | 0.00 | |
| Investments | 12,785.00 | |
| Fixed Assets | 0.00 | |
| Accounts receivable – other | <u>17,970.32</u> | (30,755.32) |
| Other Charges | | |
| Other | 0.00 | |
| Haircuts | 6,482.87 | |
| Undue Concentration | <u>0.00</u> | <u>(6,482.87)</u> |
| Net allowable capital | | \$ 114,042.90 |

Computation of Basic Net Capital Requirement

| | |
|--|---------------------|
| Minimum net capital required as a percentage of aggregate indebtedness | <u>\$ 2,417.44</u> |
| Minimum dollar net capital requirement of reporting broker or dealer | <u>\$ 50,000.00</u> |
| Net capital requirement | <u>\$ 50,000.00</u> |
| Excess net capital | <u>\$ 64,042.90</u> |

Computation of Aggregate Indebtedness

| | |
|---|---------------------|
| Total Aggregate Indebtedness | <u>\$ 36,244.00</u> |
| Percentage of aggregate indebtedness to net capital | <u>31.78%</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 | \$ 118,331.00 |
| Adjustments: | |
| Change in Equity (Adjustments) | 2,034.00 |
| Change in Non-Allowable Assets | (7,715.00) |
| Change in Haircuts | (14.00) |
| Change in Undue Concentration | (0.00) |
| Change in Other Haircuts | <u>1,407.00</u> |
| NCC per Audit | <u>114,043.00</u> |
| Reconciled Difference | <u>\$ (0.00)</u> |

See accountant's audit report

V.M. Manning & Co, Inc.
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 customer transactions are cleared through another broker-dealer on a fully disclosed basis. The name of the clearing firm is Sterne Agee Leach

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 14, 2012

Board of Directors
V.M. Manning & Co., Inc.
211 E. Washington Street
Suite B
Greenville, SC 29601-2835

In planning and performing my audit of the financial statements and supplemental schedules of V.M. Manning & Co., Inc. 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 of 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

See accountant's audit report

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.

 Edward Richardson, Jr., CPA