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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 FILE NUMBER
8-45302

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: INTEGRITY INVESTMENTS, INC OFFICIAL USE ONLY

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

221 PENSACOLA ROAD
(No. and Street)

VENICE FL 34285
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

JERE A. BERKEY, CPA
(Name - if individual, state last, first, middle name)

5420 EAGLES POINT CIRCLE #106 SARASOTA FL 34231
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

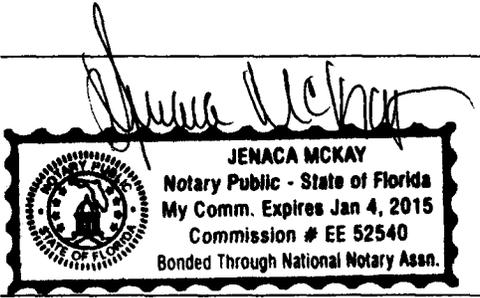
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*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

AB
3/12

OATH OR AFFIRMATION

I, RICHARD F. CURCIO, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of INTEGRITY INVESTMENTS, 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:



Notary Public

Richard F. Curcio
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).

INTEGRITY INVESTMENTS, INC.

(A CORPORATION)

FINANCIAL STATEMENTS

DECEMBER 31, 2011

Jere A. Berkey, C.P.A.

**CERTIFIED PUBLIC ACCOUNTANT
SARASOTA, FLORIDA**

INTEGRITY INVESTMENTS, INC.

(A CORPORATION)

FINANCIAL STATEMENT

Year Ended December 31, 2011

JERE A BERKEY C. P.A
5420 Eagles Point Circle # 106
Sarasota, Florida 34231

TEL (941) 924-6563

FAX (941) 927-6893

E-Mail jabs_39@hotmail.com

To the Board of Directors
Integrity Investments, Inc.
Venice, Florida

Re: Report on applying Agreed-Upon Procedures Related to an Entity's SIPC Assessment.

In accordance with Tule 17a-5(e)(4) under the Securities Exchange / Act of 1934, I have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments (General Assessment Reconciliation (Form SIPC-7) to the Securities Investor Protection corporation (SIPC) for the year ended December 31, 2011, which were agreed to by Integrity Investments, Inc. and the Securities and Exchange Commission., Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and other specified parties in evaluating Integrity Investments , Inc.'s compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Integrity Investments, Inc.'s management is responsible for the Integrity Investment, Inc. compliance with those requirements. This agreed-upon procedures engagement was consuacted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, I make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures I performed and my findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective Cash Disbursement record entries. The assessment payment was reconciled with the cancelled check on the bank statement as well as the Disbursement's Journal entry. There were no differences. Reviewed and compared the SIPC Net Operating Revenues to the Audited Financial statement as of December 31, 2011. There were no differences.
2. Compared the listed assessment payments in Form SIPC-6 for the first half of the fiscal year ending December 31, 2011 with respective Cash Disbursement record entries. The assessment payments was reconciled with the cancelled check on the bank statements as well as the Disbursement's Journal entry. There were no differences.
3. Compared any adjustments reported in form SIPC-7 with supporting schedules and working papers. Reviewed quarterly Focus Reports with audited annual Revenue per working papers and on the deduction side compared the audited Revenues from investment advisory services rendered to registered investment companies. There were no differences.
4. Proved the arithmetical accuracy of the calculations reflected in form SIPC-7 and the related schedules and working papers

Integrity Investments, Inc.
Report on Applying Agreed-upon Procedures
Related to an Entity's SIPC Assessment

5. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2011, as applicable, with the amounts reported in Form SIPC-7 for the year ended December, 31, 2011. There were no differences.

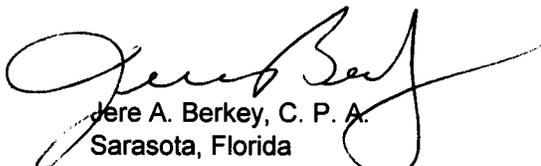
Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7. There was no overpayment applied, there were no differences.

For the Fiscal year ended December 31, 2011

General Assessment	\$	125
Payment with SIPC-6	(	125)
Prior year O/P		0
Assessment bal due	\$	0

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

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



Jere A. Berkey, C. P. A.
Sarasota, Florida
24-Feb-12

JERE A BERKEY C. P. A.
5420 Eagles Point Circle # 106
Sarasota, Florida 34231

TEL (941-924-6563 FAX (941-927-6893 E-MAIL jabs_39@hotmail.com

To the Board of Directors
Integrity Investments, Inc
Venice Florida

Re: Report on Internal Control required by SEC Rule 17a-5(g)(1)

In planning and performing my audit of the financial statements of Integrity Investments, Inc, as of and for the year ended December 31, 2011, in accordance with auditing standards generally accepted in the United States of America, I considered the company's internal control over financial reporting (internal control) as a basis for designing my auditing procedures for the purpose of expressing an opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, I do not express an opinion 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), I have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a) (11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Company in any of the following:

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

Integrity Investments, Inc.
Report on Internal Control
Required by SEC Rule 17a-5(g)(1)

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 judgements by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's previously mentioned objectives. Two of the objectives of internal control and the practice and procedures are to provide management with reasonable but not absolute assurance that the 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 risk that may become inadequate because of changes in conditions of that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of 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.

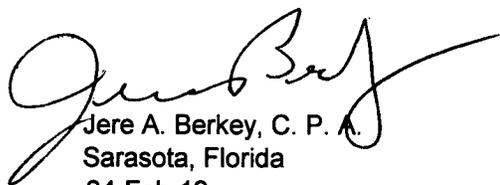
A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented or detected and corrected on a timely basis.

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

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and my study, I believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2011, to meet the SEC's objectives.

Integrity Investments, Inc.
Report on Internal Control
Required by SEC Rule 17a-5(g)(1)

This report is intended solely for the information and use by the Board of Directors, management, the SEC, (Designated self-regulatory organization), and other regulatory agencies that rely on Rule 17a5(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.



Jere A. Berkey, C. P. A.
Sarasota, Florida
24-Feb-12

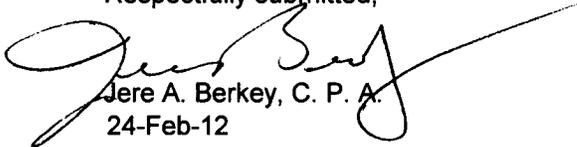
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To the Board of Directors
Integrity Investments, Inc.
Venice, Florida

In accordance with your request, I have audited your anti-money laundering procedures for compliance with regulations regarding those matters. In connection with my audit, I have not encountered any receipts of cash or foreign currencies, checks or direct wires going through the company's accounts. There have been no direct deposits of funds from clients as all of the investment activity has been made directly into the funds that the company is responsible to oversee. I therefore attest that the company has fully complied with the anti-money laundering regulations.

Respectfully submitted,


Jere A. Berkey, C. P. A.
24-Feb-12

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Certified Public Account
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Sarasota, Florida 34231

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**To the Board of Directors
Integrity Investments, Inc
Venice, Florida**

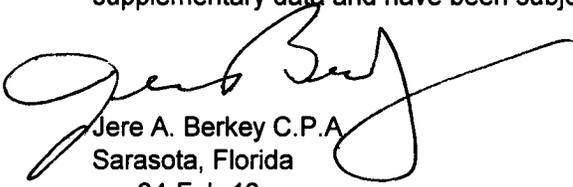
I have audited the accompanying balance sheet of Integrity Investments, Inc. as of December 31, 2011, and the related statements of loss and accumulated deficits, and cash flows for the year then ended. These financial statements are the responsibility of the Company management. My responsibility is 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 a reasonable assurance about whether the financial statements are free of material misstatements. 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.

An integral part of the audit was to determine if there were any material inadequacies in the accounting system, internal accounting controls, and procedures for safeguarding securities and practices and procedures specified in Reg. 240.17a-5. Please refer to the Supplemental Report as required under the Security and Exchange Commission Act of 1934 and (SEC) Rule 17a-5(j)

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Integrity Investments, Inc., as of December 31, 2011, and the results of its operations and cash flows for the year ended in conformity with accounting principles accepted in the United States of America.

The accompanying schedules of selling and administrative expenses are presented as supplementary data and have been subject to the same audit procedures.


Jere A. Berkey C.P.A.
Sarasota, Florida
24-Feb-12

INTEGRITY INVESTMENTS, INC
BALANCE SHEET
Year ended December 31, 2011

ASSETS

CURRENT ASSETS	\$	
Cash and cash equivalents		33,385
Accounts Receivable		9,308
Prepaid expenses		<u>1,295</u>
TOTAL CURRENT ASSETS		43,988
INVESTMENTS		
Investment in subsidiary		<u>150,000</u>
PROPERTY AND EQUIPMENT		
Office equipment		9,586
Office furniture and fixtures		27,404
Less: Accum Depreciation	(	<u>36,892</u>)
		98
OTHER ASSETS		
Leasehold Improvements		4,172
Less accumulated amortization	(	<u>1,110</u>)
TOTAL OTHER ASSETS		3,062
TOTAL ASSETS	\$	197,148

LIABILITIES & STOCKHOLDER'S EQUITY

CURRENT LIABILITIES		
Accounts payable-trade	\$	1,262
Accrued expenses		<u>11,825</u>
TOTAL CURRENT LIABILITIES		13,087
NON-CURRENT LIABILITIES		
Subordinated loan and Acc, Int pay		387,505
Stockholder's Equity		
Common stock, \$.10 par value		958,920
Additional paid-in capital		493,500
Treasury Stock	(	140,000)
Retained earnings (deficit )	(	<u>1,515,864</u>)
TOTAL STOCKHOLDER'S EQUITY	(	<u>203,444</u>)
TOTAL LIABILITIES & STOCKHOLDER'S EQUITY	\$	197,148

See accompanying notes

INTEGRITY INVESTMENTS, INC.
STATEMENT OF LOSS AND ACCUMULATED DEFICITS
For the year ended December 31, 2011

REVENUE

Commissions	\$	408,684
Consulting fees		50,000

		458,684
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SELLING EXPENSES		22,798
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GENERAL & ADMINISTRATIVE EXPENSES		495,725
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NON-OPERATING (INCOME) & EXPENSES

Interest expense	\$	18,343)
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		(18,343)
--	--	------------

NET INCOME (LOSS)		(78,092)
----------------------------	--	------------

BEGINNING RETAINED EARNINGS		(1,437,772)
------------------------------------	--	---------------

ENDING RETAINED EARNINGS	\$ (1,515,864)
---------------------------------	------	-------------

See accompanying notes

INTEGRITY INVESTMENTS, INC.
STATEMENT OF CASH FLOWS
For the year ended December 31, 2011

CASH FLOWS FROM OPERATING ACTIVITIES

Net income (loss )		\$	(	78,092)
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and Amortization				2,519
Changes in accounts receivable				53,776
Changes in prepaid assets				165
Changes in accounts payable			(	6,004)
Changes in accrued expenses			(	3,510)
Changes in accrued interest				18,323
NET CASH PROVIDED BY (USED BY) OPERATING ACTIVITIES			(	<u>12,823)</u>
NET CASH PROVIDED BY (USED BY) INVESTING ACTIVITIES				<u> </u>
NET CASH PROVIDED BY (USED BY) FINANCING ACTIVITIES				<u> </u>
NET INCREASE (DECREASE) IN CASH			(	12,823)
CASH AT BEGINNING OF PERIOD				46,208
CASH AT END OF PERIOD		\$		<u>33,385</u>

SUPPLEMENTAL DISCLOSURES:

Cash paid for: Income Taxes		\$	0	
				<u> </u>

See accompanying notes

INTEGRITY INVESTMENTS, INC.
NOTES TO FINANCIAL STATEMENTS
31-Dec-11

NOTE A- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Integrity Investments, Inc., was incorporated on September 8, 1992, and acted as a broker-dealer and distributor for the Valiant funds. Beginning in July 2007, a commission-sales agreement was entered into with the Dreyfus Cash Management Family of Funds to promote their products to Integrity's clients. The former investors in the previous Valiant Funds were rolled into the Dreyfus family of funds. Other marketing, distribution and service agreements have also been used in promoting the products to Integrity's clients.

Property and Equipment

Property and equipment are carried at cost. Depreciation is provided using the straight-line method for financial reporting purposes and accelerated MACRS 200% DB for federal income tax purposes.

Income Taxes

Beginning in 1992, the company's operations were consolidated with their wholly owned subsidiary, Integrity Management & Research, Inc. for income tax purposes. The companies have not accrued and deferred taxes for timing differences resulting from different book and tax depreciation methods because of the large not operating loss carry forward.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

NOTE B-INCOME TAXES

In the years ended December 31, 1992, through 2011, the parent and subsidiary have cumulative net operating losses for both income tax and financial reporting purposes.

The operating losses have been available to offset taxable income for subsequent years through the year ended December 31, 2011. No tax benefit was recorded in prior financial statements because of the uncertainty of future results of operations.

In the current year, no tax provisions (expense) has been recorded. Also, because of the continuing uncertainty of results of operations, no future tax benefits have been recorded

See accompanying notes

INTEGRITY INVESTMENTS, INC.
NOTES TO FINANCIAL STATEMENTS

31-Dec-11

NOTE C-INVESTMENTS AND RELATED PARTY TRANSACTIONS

Integrity Investments, Inc., is the parent to Integrity Management & Research, Inc., a wholly owned subsidiary. While Integrity Management & Research, Inc. was in a development state from inception through December 1994, considerable organization and administrative expenses were incurred which required additional funding by the parent company. The parent company acted as the promoter for the Valiant Fund shares and provided shareholder services through June 2007. In return, it received payments from the subsidiary for these services. These arrangements for services provided to the subsidiary ceased as of June 30, 2007. Beginning in July 2007, the company commenced using the Dreyfus Family of funds for their customers.

Another marketing, distribution and service agreement was completed as of January 11, 2010 with a company known as Fundcore Finance Group LLC, which will use Integrity Investments, Inc. to provide certain marketing, distribution and services with respect to the Integrity Relationships and the Fundcore Products.

The initial term of the agreement was from November 1, 2009 to October 31, 2010 with an automatic renewal of one year unless otherwise advised by Fundcore. The fees derived for services rendered were considered consulting fees. The arrangement with Fundcore terminated in May 2011.

NOTE D- CAPITAL STOCK

There were no additional shares of common stock issued or additional paid-in capital received during the year ended December 31, 2011.

NOTE E-LONG TERM SUBORDIATED LOAN PAYABLE

The Company received \$ 125,000 through the issuance of a 12% subordinated loan dated October 1, 1994. The original terms of the loan specified that the principal sum of \$ 125,000 be repaid on October 31, 1997 together with interest.

The subordinated loan agreement for equity capital was submitted to the NASD and was found acceptable as of October 28, 1996.

Permission was also requested from the NASD to allow for the subordination of the accrued interest on the subordinated loan. NASD granted permission on February 17, 1997, to allow this change to be made.

Additional requests for extensions have been submitted and approved by the NASD.

Beginning September 27, 2006, the loan principal and accrued interest were combined for a new subordinated loan of \$ 303,761 with interest thereon payable at the rate of 5% per annum

The most recent subordinated loan agreement was approved on November 10, 2010 whereby, the loan principal and accrued interest up through November 7, was combined for a new loan principal of \$ 336,475 with interest thereon payable at the rate of 5% per annum for a three year period with a maturity date of November 8, 2013

See accompanying notes

NOTE E (CONTINUED)

Further, Appendix D of section Rule 15c3-1, requires the prior written approval of NASD before any repayment of a subordinated agreement can be made. Accordingly, unsecured advances to the lender during the term of the agreement are not permitted since such advances would constitute unauthorized repayments.

Further provisions covering these agreements are contained with 17CFR240-15C3-1 to C3-3a.

NOTE F-OFFICE-CONDO BUILDING LEASE AGREEMENT

The company sold their condominium office in March 2007 with the buyer agreeing to assume the outstanding mortgage balance at that time. The buyer was a related party, Curcio Properties, LLC., whose controlling shareholder is a controlling shareholder in Integrity Investments, Inc. It has been determined that the real estate sale was a bonifide real estate/armslength transaction.

The buyer agreed to enter into a lease for a period of five years beginning March 13, 2007 and terminating on the 12th day of March 2012.

Terms of the lease call for a " Base Rent " for each lease year in the sum of \$ 33,717.96, payable in consecutive monthly installments of \$ 2,809.83, each together with applicable sales tax. The company is also responsible for the payment of all condominium fees, assessments, insurance, real estate taxes, maintenance and utility bills for said premises.

Beginning February 1, 2010, and again on February 1, 2011, the company was informed that due to an adjustment in the landlord's adjustable rate loan with their bank, there was a reduction in the monthly lease rate beginning February 1, 2010 and likewise on February 1, 2011. The new base rent for the remaining 11 months of 2011 was \$ 2,009.96. All of the previous terms and conditions of the previous lease agreement remain in effect. Management is of the opinion that a new lease agreement for similar terms as the previous lease will be in effect prior to March 1, 2012.

NOTE G-COMPANY CLAIMS, COMMITMENTS, CONTINGENCIES AND GUARANTEES

There were no claims against the company of that might be asserted against the firm that the firm was aware of as of my audit opinion date of February 24, 2012.

Also, there were no commitments, contingencies or guarantees associated with the company as of my audit opinion date of February, 24, 2012.

See accompanying notes

INTEGRITY INVESTMENTS, INC.
SCHEDULE OF SELLING, GENERAL AND ADMINISTRATIVE EXPENSES
For the year ended December 31, 2011

SELLING EXPENSES

Entertainment	\$	9,076
Travel & lodging		<u>13,632</u>
TOTAL SELLING EXPENSE	\$	<u>22,708</u>

GENERAL & ADMINISTRATIVE EXPENSES

Accounting and auditing	\$	10,000
Bank service charges		1,484
Depreciation and Amortization		2,519
Consulting Fees		53,275
Dues and subscription		3,026
Education, Training & Conference		7,209
Fund Custodial & Shareholder Fees		2,963
Insurance		59,179
Legal fees		580
Licenses & Registration fees		3,898
Office supplies & postage		1,752
Professional services		9,264
Rent-Office Building		31,491
Repairs and maintenance		1,542
Salaries		276,000
Taxes-Payroll		17,501
Telephone		12,459
Utilities		<u>1,585</u>
TOTAL GENERAL & ADMINISTRATIVE EXP.	\$	<u>495,727</u>

See accompanying notes

INTEGRITY INVESTMENTS, INC.
COMPUTATION OF NET CAPITAL REQUIREMENTS
For the year ended December 31, 2011

SCHEDULE 1	COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15C3-1	
Capital		\$ (203,444)
Add back: Subordinated loans		387,505
Deduct: Non-allowable assets		
Investment in subsidiary	150,000	
Property and Equipment	36,990	
Allowance for depreciation	(36,892)	
Prepaid expense	1,295	
Cash-propriety trading	7	
Leasehold Improvements	4,172	
Allow for amortization	(1,110)	
	154,462	
Current capital		29,599
Deduct haircuts		-----
Net allowable capital		29,599
Required capital		5,000
Excess net capital		\$ <u>24,599</u>

**SCHEDULE 2- COMPUTATION OF RESERVE REQUIREMENTS
PURSUANT TO RULE 15C3-3**

Reserve requirement is not required under exception 15c3-3(k)(1)(ii)

**SCHEDULE 3- INFORMATION RELATING TO POSSESSION OR
CONTROL REQUIREMENTS UNDER RULE 15 (C)3-3**

There is no information required under rule 15 (c) 3-3 as the company is an institutional broker dealing in mutual funds and at no time has possession of any customer securities or cash.

See accompanying notes

INTEGRITY INVESTMENTS, INC

RECONCILIATION OF COMPUTATION OF NET CAPITAL

For the year ended December 31, 2011

Reconciliation of computation of net capital pursuant to rule 15 c3-1 between audited statements and unaudited statements as of December 31, 2011

	<u>Audited</u>	<u>Un-audited</u>	<u>Difference</u>
Total Assets	\$197,148	\$197,043	\$105
Total Liabilities	400,592	400,506	86
Net Worth	(203,444	(203,463)	19
Add: subordinated loans	<u>387,505</u>	<u>387,505</u>	
Adjusted net worth	184,061	184,042	19
Less: non-allowable assets			
Investment in Subsidiary	150,000	150,000	
Furniture and fixtures	27,404	27,404	
Office Equipment	9,586	9,586	
Leasehold Improvements	4,172	4,172	
Accum. depr. And amort (	38,002)	(36,812)	1,190
Prepaid expense	1,295	-----	1,295
Cash-Proprietary trading	7	7	
Total non-allowable	154,462	154,357	105
Current capital	29,599	29,685	86
Less: hair cuts	-----	-----	
Net capital	29,599	29,685	86
Required capital	5,000	5,000	
Excess net capital	\$ 24,599	\$ 24,685	86

Explanation of differences:

The principal difference in total assets was due to adjustments for prepaid expense, depreciation and amortization. Difference in liabilities were a result of changes to accounts payable

See accompanying notes

INTEGRITY INVESTMENTS, INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
For the period September 8, 1992 (date of inception) to December 31, 2011

<u>YEAR</u>	<u>Common stock</u>		<u>Additional</u>	<u>Retained</u>
	<u>Shares</u>	<u>Amount</u>		<u>Earnings</u>
1992-93	4,000,000	\$ 400,000	\$	(\$17,512)
1994	2,617,908	261,791		(331,553)
1995	1,601,286	160,129		(471,544)
1996	210,000	21,000		(536,446)
1997	143,500	14,350		(575,326)
1998	416,500	41,650	148,500	(721,845)
1999	300,000	30,000	165,000	(729,114)
2000	300,000	30,000	180,000	(739,733)
Repurchase Treasury S/H	(200,000)			
2001	-----	-----		(726,802)
2002	-----	-----		(793,783)
2003	-----	-----		(805,450)
2004	-----	-----		(818,769)
2005	-----	-----		(846,337)
2006	-----	-----		(906,781)
2007	-----	-----		(938,434)
2008	-----	-----		(1,257,969)
2009	-----	-----		(1,427,429)
2010	-----	-----		(1,437,772)
2011	-----	-----		(1,515,864)
Balances				
December 31, 2011	9,389,194	\$ 958,920	\$493,500	(1,515,864)

See accompanying notes

INTEGRITY INVESTMENTS, INC.

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED TO CLAIM: GEN CREDITORS

The following subordinated liabilities to claims of general creditors have been approved by the NASD.

	12/31/2011
Total loan payable	\$ 366,470
Subordinated accrued interest (note 1)	21,035
	<hr/>
Total subordinated liabilities	\$ 387,505

Note (1) : The company requested permission to subordinate the accrued interest on the subordinated loan to allow it as additional capital.

Subsequent amendments to the original subordinated loan requesting an extension of the maturity date were submitted and approved by the NASD.

The latest request for an extension of the maturity date was approved by the NASD on November 8, 2010

See accompanying notes