

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

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

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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. REGI	STRANT IDENTIFI	CATION	
NAME OF BROKER-DEALER: SCA Develop	ment, LLC		OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSIN	IESS: (Do not use P.O. l	Box No.)	FIRM I.D. NO.
3000 Riverchase Galleria, Suite 500			
	(No. and Street)		
Birmingham	Alabama	352	<u>2</u> 44
(City)	(State)	(Zi	p Code)
NAME AND TELEPHONE NUMBER OF PER Lisa Byrd, President	SON TO CONTACT IN	REGARD TO THIS REPO	ORT 205-545-2734
		(2	Area Code – Telephone Numbe
B. ACCO	UNTANT IDENTIF	ICATION	
INDEPENDENT PUBLIC ACCOUNTANT who Sellers, Richardson, Holman & West, L	•	•	
216 Summit Blvd., Suite 300	3irmingham	Alabama	35243
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:			53
☐ Certified Public Accountant			
☐ Public Accountant			
☐ Accountant not resident in United	States or any of its poss	essions.	end (
F	OR OFFICIAL USE O	DNLY	
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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)



OATH OR AFFIRMATION

my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of SCA Development, LLC , 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: Signature Pulsi Lat Title This report ** contains (check all applicable boxes): (a) Facing Page.	ı, L	isa Byrd		, swear (or affirm) that, to the best of
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: Signature Pulsi Usi			cial statement an	
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: Signature Signature Source Stockward Notary Public This report ** contains (check all applicable boxes):	of	December 31	, 20 11	
Sound D. Browning Notary Public This report ** contains (check all applicable boxes):				or director has any proprietary interest in any account
Sound 5. Avourning Notary Public This report ** contains (check all applicable boxes):				Fisa Bynd
This report ** contains (check all applicable boxes):			_	Palsi det
 ☑ (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 		s 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' Eq (f) Statement of Changes in Liabilities Suboro (g) Computation of Net Capital. (h) Computation for Determination of Reserve (i) Information Relating to the Possession or (j) A Reconciliation, including appropriate exp Computation for Determination of the Res (k) A Reconciliation between the audited and consolidation. (l) An Oath or Affirmation. (m) A copy of the SIPC Supplemental Report.	ion. quity or Partners dinated to Clain e Requirements Control Require planation of the serve Requireme unaudited State	Pursuant to Rule 15c3-3. Ements Under Rule 15c3-3. Computation of Net Capital Under Rule 15c3-1 and the ents Under Exhibit A of Rule 15c3-3. Ements of Financial Condition with respect to methods of

SCA DEVELOPMENT, LLC
(A wholly owned subsidiary of SC Affiliates, LLC)

Financial Statements and Supplementary Information Year Ended December 31, 2011

SCA DEVELOPMENT, LLC (A wholly owned subsidiary of SC Affiliates, LLC)

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216 Summit Boulevard | Suite 300 | Birmingham, AL 35243 | 205-278-0001 Main | 205-278-0003 Fax | www.srhwcpa.com

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Member SCA Development, LLC Birmingham, Alabama

We have audited the accompanying statement of financial condition of SCA Development, LLC (a wholly owned subsidiary of SC Affiliates, LLC) (Company), as of December 31, 2011, and the related statements of operations, changes in member's equity, and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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. We believe that our audit provides a reasonable basis for our opinion.

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

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information contained in Schedule 1 required by Rule 17a-5 under the Securities Exchange Act of 1934 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Sellers Richardson Holman & West, LLP

February 17, 2012



(A wholly owned subsidiary of SC Affiliates, LLC)

Total liabilities and member's equity

Statement of Financial Condition

December 31, 2011

Assets		
Cash Prepaid expenses Deferred tax asset, parent company Receivable from SC Affiliates, LLC	\$ 845,9 16,2 225,6 1,098,0	295 354
Total assets	\$ 2,185,8	76
Liabilities and Member's Equity		
Liabilities Payable to SC Affiliates, LLC	\$ 1,671,1	02
Commitments and Contingencies (See Note 6)		
Member's Equity	514,7	<u>'74</u>

\$ 2,185,876

2

(A wholly owned subsidiary of SC Affiliates, LLC)

Statement of Operations

Year Ended December 31, 2011

Revenues	
Commissions	\$ 73,488
Interest income	1,268
	74,756
Expenses	
Salaries and benefits	255,155
Professional fees	40,229
Membership and filing fees	16,958
Insurance	20,438
Rent	10,806
Other operating expenses	9,312
	352,898
Loss before benefit from income taxes	(278,142)
Benefit from Income Taxes (Allocated from Parent Company)	(109,151)
Net loss	\$ (168,991)

End of year

(A wholly owned subsidiary of SC Affiliates, LLC)

Statement of Changes in Member's Equity Year Ended December 31, 2011

Member's Equity	
Beginning of year	\$ 683,765
Net loss	(168,991)

\$ 514,774

(A wholly owned subsidiary of SC Affiliates, LLC)

Statement of Cash Flows

Year Ended December 31, 2011

Cash Flows from Operating Activities Net loss	\$ (168,991)
Adjustments to reconcile net loss to net cash used in operating activities Deferred income taxes Changes in assets and liabilities: Prepaid expenses	(109,151)
Net cash used in operating activities	(278,105)
Cash Flows from Financing Activities Net change in receivable from and payable to SC Affiliates, LLC Net increase in cash	<u>279,373</u> 1,268
Cash Beginning of year	844,658
End of year	\$ 845,926

(A wholly owned subsidiary of SC Affiliates, LLC)

Notes to Financial Statements

Note 1. Nature of Business and Summary of Significant Accounting Policies

Nature of Business

On December 31, 2008, SCA Development, LLC (Company) was formed by its sole member, SC Affiliates, LLC (SCA). The Company was formed to sell direct participation programs, primarily limited partnership interests in outpatient health care facilities located throughout the United States of America, to practicing physicians. The Company is authorized to act as a broker or dealer in securities pursuant to Section 15(b) of the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority (FINRA). The Company carries no customer funds or securities and therefore is exempt from Rule 15c3-3 of the United States Securities and Exchange Commission (SEC). The Company is a wholly owned subsidiary of SCA and is included in the consolidated financial statements of SCA. The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP) and to general practice within the brokerage industry.

Basis of Accounting

The Company reports the results of its operations and its financial condition using the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with GAAP 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. Accordingly, actual results could differ from these estimates.

Risks and Uncertainties

SCA operates in a highly regulated industry and is required to comply with extensive and complex laws and regulations at the federal, state, and local government levels. These laws and regulations relate to, among other things:

- Licensure, certification, and accreditation,
- Coding and billing for services,
- Relationships with physicians and other referral sources, including physician self-referral and antikickback laws,
- Quality of medical care,
- Use and maintenance of medical supplies and equipment,
- Maintenance and security of medical records,
- Acquisition and dispensing of pharmaceuticals and controlled substances, and
- Disposals of medical hazardous waste.

(A wholly owned subsidiary of SC Affiliates, LLC)

Notes to Financial Statements

Many of these laws and regulations are expansive, and SCA does not have the benefit of significant regulatory or judicial interpretation of them. In the future, different interpretations or enforcement of these laws and regulations could subject SCA's current or past practices to allegations of impropriety or illegality or could require SCA to make changes in its investment structure, facilities, equipment, personnel, services, capital expenditure programs, operating procedures, and contractual arrangements.

If SCA is deemed to have failed to comply with applicable laws and regulations, it could be subjected to liabilities, including (1) criminal penalties, (2) civil penalties, including monetary penalties and the loss of its licenses to operate one or more of its facilities, and (3) exclusion or suspension of one or more of its facilities from participation in the Medicare, Medicaid, and other federal and state health care programs.

Given the nature of SCA's business, they are subject from time to time to various lawsuits which, depending on their outcome, may have a negative effect on SCA and, in turn, the Company.

Revenue Recognition

Revenues, which consist of commissions from the sale of limited partnership units sold by the Company, are recognized at the transaction closing date as long as there are no contingencies related to the sale. When contingencies are present, recognition of commissions are postponed until all such contingencies have been removed from the sales transaction.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. There were no cash equivalents as of December 31, 2011.

Expense Sharing Agreement

The Company is part of an expense sharing agreement with SCA such that certain general and administrative expenses are allocated to the Company primarily based on a proportion of space occupied and resources utilized. All appropriate allocations have been made as of December 31, 2011 and are included in the accompanying statement of operations.

Salaries and Benefits

The Company does not have any full-time employees. Salaries and benefits for SCA employees working on Company business are allocated entirely to the Company in accordance with the expense sharing agreement.

Income Taxes

The Company provides for income taxes using the asset and liability method as required by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, Accounting for Income Taxes. This approach recognizes the amount of federal, state, and local taxes payable or refundable for the current year, as well as deferred tax assets and liabilities for the future tax consequence of events recognized in the financial statements and income tax returns. Deferred income tax assets and liabilities are adjusted to recognize the effects of changes in tax laws or enacted tax rates. Under FASB ASC 740, a valuation allowance is required when it is more likely than not that some portion of the deferred tax assets

(A wholly owned subsidiary of SC Affiliates, LLC)

Notes to Financial Statements

will not be realized. Realization is dependent on generating sufficient future taxable income. The Company's deferred tax asset is comprised of net operating loss carryforwards as of December 31, 2011. At December 31, 2011, the Company has net federal net operating loss carryforwards of \$540,841 expiring in years through 2031 and state net operating loss carryforwards of \$572,668, expiring in years through 2026. The Company assesses its ability to recover such carryforwards and records a valuation allowance when circumstances indicate that operating loss carryforwards may not be realized.

The Company's results of operations for the year ended December 31, 2011, are included in SCA's consolidated federal income tax return. For state income tax purposes, the Company's results of operations are reported on a separately filed Alabama income tax return. The Company does not have a formal tax sharing agreement in place with SCA for 2011. However, the Company is responsible for its allocated portion of federal and state income taxes, pursuant to §1552(a)(1) of the Internal Revenue Code of 1986, as Amended.

The Company's allocated portion of these taxes is accounted for as an intercompany transaction and is reported on the accompanying statement of financial condition under the caption *Deferred tax asset, parent company*. The benefit from income taxes in the Company's financial statements has been calculated on a separate tax return basis. The deferred tax provision is determined under the liability method. Deferred tax assets and liabilities are recognized based on differences between the book and tax bases of assets and liabilities using currently enacted tax rates. The benefit from income taxes is the sum of the amount of income tax paid or refundable for the year as determined by applying the provisions of enacted tax laws to the excess of tax deductible expenses and exemptions over taxable revenue for that year and the net change during the year in the Company's deferred tax assets and liabilities.

As a single member limited liability company, the Company's taxable income or loss is allocated to its sole member.

Management has evaluated the Company's tax positions and concluded that the Company had taken no uncertain tax positions that require adjustment to the financial statements. With few exceptions, the Company is no longer subject to income tax examinations by the United States federal, state, or local tax authorities for years before 2008.

Subsequent Events

Subsequent events have been evaluated for potential recognition and disclosure through February 17, 2012, which represents the date the financial statements were available for issuance.

Note 2. Concentrations of Credit Risk

The Company maintains cash in a bank account at a high credit quality financial institution. Throughout the year ended December 31, 2011, the Company had cash on deposit with the financial institution in excess of federal depository insurance limits. The Company has not experienced and does not anticipate any credit losses on these deposits.

(A wholly owned subsidiary of SC Affiliates, LLC)

Notes to Financial Statements

Note 3. Defined Contribution Plan

SCA has a profit sharing plan that covers substantially all full-time employees. Contributions to the plan are made at the sole discretion of management. During the year ended December 31, 2011, an allocation of \$1,589 related to these contributions to the plan was charged to operations.

Note 4. Related Party Transactions

Due to the nature of the Company's business, all of its transactions are with related parties. The related parties consist of various SCA outpatient health care facilities, which buy and sell limited partnership interests during the year. All commissions are derived from transactions with these facilities. Additionally, SCA pays all of the Company's expenses and is reimbursed by the Company. The gross amounts due from and to these related parties from the Company at December 31, 2011, are shown on the statement of financial condition under the captions *Receivable from SC Affiliates*, *LLC* and *Payable to SC Affiliates*, *LLC*.

The financial position and results of operations of the Company, as reported, are not necessarily indicative of the results that would have been reported had the Company operated completely independent.

Note 5. Netting Agreement

The Securities Exchange Act Rule 15c3-1(c)(2)(iv)(C)/073 allows netting to be accomplished by recording all non-securities transactions with affiliates in a single account carried for a parent organization. The Company has a netting agreement with SCA which allows the Company to net, for balance sheet purposes, the accounts receivable and accounts payable between the two entities. Two separate accounts are maintained on each entity's general ledger. One account contains transactions relating to commissions for the various partnerships. The other account relates to the expenses of the Company and the allocations as set forth in the aforementioned expense sharing agreement.

The Company is required to show gross presentation of the intercompany receivable and payable in the computation of net capital. If the net amount of these two accounts is a receivable, then the Company would be required to show the net receivable balance as a nonallowable asset in the computation of net capital. The gross payable is used in calculating the percentage of total aggregate indebtedness to net capital.

Note 6. Contingencies

SCA operates in a highly regulated and litigious industry. As a result, various lawsuits, claims, and legal and regulatory proceedings, some of which could directly affect the Company, can be expected to be instituted or asserted against SCA. The resolution of any such lawsuits, claims, or legal and regulatory proceedings could materially and adversely affect the Company's results of operations and financial position in a given period.

Note 7. Net Capital Requirements

The Company is subject to the SEC's Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. The rule also provides that equity capital may not be withdrawn

(A wholly owned subsidiary of SC Affiliates, LLC)

Notes to Financial Statements

or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At December 31, 2011, the Company had net capital of \$272,825, which was \$161,418 in excess of its required net capital which is the greater of \$5,000 or 6-2/3 percent of its aggregate indebtedness. The Company's net capital ratio was 6.13 to 1.

Note 8. Annual Audit Report

The audited financial statements of the Company for the most recent audit period are available at the principal office of the Company, and will be mailed upon written request pursuant to SEC Rule 17a-5.

(A wholly owned subsidiary of SC Affiliates, LLC)

Computation of Net Capital and Aggregate Indebtedness Under Rule 15c3-1 of the Securities and Exchange Commission

As of December 31, 2011

Computation of net capital	
Total member's equity qualified for net capital	\$ 514,774
Deduct non-allowable assets:	
	16,295
Prepaid expenses	225,654
Deferred tax asset, parent company	
Net capital	\$ 272,825
Computation of basic net capital requirement	
Minimum net capital required (6-2/3 percent of aggregate indebtedness)	\$ 111,407
Minimum dollar net capital requirement	\$ 5,000
Net capital requirement	\$ 111,407
Excess net capital	\$ 161,418
Excess net capital at 1,000 percent (net capital less 10 percent	
of aggregate indebtedness)	\$ 105,715
Computation of aggregate indebtedness	
Total aggregate indebtedness from statement of financial condition	\$ 1,671,102
Percentage of aggregate indebtedness to net capital	613%
Reconciliation with the Company's computation	
Net capital, as reported in Company's Part IIA (unaudited) FOCUS report	\$ 272,825
Audit adjustments:	-
Net capital per calculation above	\$ 272,825



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INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17A-5(G)(1) FOR A BROKER-DEALER CLAIMING AN EXEMPTION FROM SEC RULE 15C3-3

Board of Directors and Member SCA Development, LLC Birmingham, Alabama

In planning and performing our audit of the financial statements of SCA Development, LLC (a wholly owned subsidiary of SC Affiliates, LLC) (Company), as of and for the year ended December 31, 2011 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

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

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

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



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

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

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less sever than a material weakness, yet important enough to merit attention by those charged with governance.

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

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses and therefore, there can be no assurance that all material weaknesses have been identified. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

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

This report is intended solely for the information and use of the Board of Directors, management, the SEC, and other regulatory agencies, that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be used by anyone other than these specified parties.

Sellers Richardson Holman & West, LLP

February 17, 2012