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Washington, D. C. 20549

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

MAR 14 2012
SEC FILE NUMBER
8 - 67871

Washington, DC

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 JANUARY 1, 2011 AND ENDING DECEMBER 31, 2011

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

OFFICIAL USE ONLY

MISMI, INC.

FIRM ID. NO.

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

810 - 7TH AVENUE - Suite 2200

NEW YORK,

NEW YORK

10019

(City)

(State)

(Zip Code)

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

DANIEL BEATON

(603) 379 - 2478

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

LERNER & SIPKIN, CPAs, LLP

132 Nassau Street, Suite 1023

New York

NY

10038

X Certified Public Accountant

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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).

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SEC 1410 (06-02)

RH 4/11

OATH OR AFFIRMATION

I, DANIEL BEATON, swear (or affirm) that, to the best of my knowledge and belief, the accompanying financial statement and supporting schedules pertaining to the firm of MISMI, INC., as of DECEMBER 31, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, member, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

X [Signature] Signature

[Title: Finop] Title

X [Signature] Notary Public

LINDSAY BLAKEY
NOTARY PUBLIC
STATE OF NEW HAMPSHIRE
MY COMMISSION EXP JUNE 27, 2012

This report** contains (check all applicable boxes):

- (x) (a) Facing page.
(x) (b) Statement of Financial Condition.
(x) (c) Statement of Operations.
(x) (d) Statement of Cash Flows.
(x) (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
(x) (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
(x) (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.
(x) (l) An Oath or Affirmation.
(x) (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.
(x) (o) Independent Auditors' Report on Internal Accounting Control.

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

MISMI, INC.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2011

ASSETS

Cash and cash equivalents	\$ 1,967,806
Deposit with clearing broker	100,000
Accounts receivable	378,164
Investment in subsidiary	232,540
Prepaid expenses and deposits	36,827
Furniture, equipment and software development, net of accumulated depreciation and amortization of \$222,584 (Note 2(d))	236,934
Other assets	<u>24,796</u>
Total assets	<u>\$ 2,977,067</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities:

Accounts payable and accrued expenses	\$ 389,681
Total liabilities	<u>389,681</u>

Commitments and Contingencies (Note 5)

Stockholders' equity (Note 6)

Series A Preferred stock, \$0.001 par value; (liquidation preference \$4,962,007); 4,500,000 shares authorized; 4,298,183 issued and outstanding	4,298
Series B Preferred stock, \$0.001 par value; (liquidation preference \$4,009,257); 4,300,000 shares authorized; 3,411,925 issued and outstanding	3,412
Series C Preferred stock, \$0.001 par value; (liquidation preference \$2,655,481); 4,300,000 shares authorized; 3,796,714 issued and outstanding	3,797
Series D Preferred stock, \$0.001 par value; (liquidation preference \$2,500,592); 4,300,000 shares authorized; 8,180,754 issued and outstanding	8,181
Common stock, \$0.001 par value, 32,400,000 shares authorized, 8,251,834 shares issued and outstanding.	8,252
Additional paid-in capital	15,050,503
Treasury stock	(19,577)
Retained earnings	<u>(12,471,480)</u>
Total stockholders' equity	<u>2,587,386</u>
Total liabilities and stockholders' equity	<u>\$ 2,977,067</u>

The accompanying notes are an integral part of this statement.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 1 -

Nature of Business

Mismi, Inc. (The "Company") is a Delaware Corporation formed for the purpose of conducting business in the state of New York as a broker-dealer in securities.

The Company operates under the provisions of Paragraph (k)(2)(ii) of Rule 15c3-3 of the Securities and Exchange Commission and, accordingly, is exempt from the remaining provisions of that rule. Essentially, the requirements of Paragraph (k) (2) (ii) provide that the Company clears all transactions on behalf of customers on a fully disclosed basis with a clearing broker/dealer, and promptly transmits all customer funds and securities to the clearing broker/dealer. The clearing broker/dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker/dealer. The Company also operates pursuant to the (k)(2)(ii) exemptive provisions of Rule 15c3-3.

Note 2-

Going Concern Operation

The accompanying statements have been prepared assuming the Company will continue as a going concern. The Company had large loss from operations, and this raises substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty. The continued existence of the Company depends on a number of factors, including but not limited to, its ability to secure adequate sources of capital. Management believes the Company will be able to raise additional capital in the debt or equity markets sufficient to support future operations until principal operations commence.

Note 3-

Summary of Significant Accounting Policies

a) *Revenue Recognition*

Securities transactions (and the recognition of related income and expenses) are recorded on a settlement date basis, generally the third business day following the transaction date. The difference between trade and settlement date reporting is not material.

b) *Marketable Securities*

Marketable securities owned by the Company are reflected at market value with the resulting unrealized gains and losses included in income.

c) *Cash and Cash Equivalents*

For the purpose of the statement of cash flows, the Company considers money market funds maintained with banks and brokers to be cash and cash equivalents. The Company maintains cash in bank accounts which, at times, may exceed federally insured limits or where no insurance is provided. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risk on cash and cash equivalents.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 3- Summary of Significant Accounting Policies (continued)

d) Depreciation

Depreciation of furniture, equipment, and programming costs is provided on the straight-line method over the estimated useful lives of the assets ranging from three to seven years. Leasehold improvements are amortized over the lesser of their estimated useful lives or the remaining terms of the lease.

e) Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses.

f) Income Taxes

The Company accounts for income taxes under SFAS No. 109, which requires an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

g) Stock Based Compensation

The Company applies the fair value recognition provisions of FASB guidance related to stock-based compensation. Under these provisions, stock-based compensation expense is measured at the grant date based on the fair value of the award and is generally recognized as expense over the requisite service period.

h) Subsequent Events

The Company has evaluated events and transactions that occurred between December 31, 2011 and February 28, 2012, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements.

Note 4- Fair Value Measurements

The Company carries its investments at fair value. ASC 820, *Fair Value Measurements and Disclosure*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 4- Fair Value Measurements (continued)

The fair value hierarchy is categorized into three levels based on the inputs as follows:

- Level 1 - Fair values derived from unadjusted quoted prices of identical assets in active markets.
- Level 2 - Fair values derived from quoted prices of similar assets in active markets, quoted prices for identical or similar assets in markets that are not active and model driven valuations in which all significant inputs are observable in active markets.
- Level 3 - Fair values derived from inputs which are not observable in markets. The following table represents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as at December 31, 2011:

	Fair Value Measurements Using			
	Total	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Investment in Subsidiary	<u>\$232,540</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$232,540</u>

Note 5- New Accounting Standards

In June 2009, the FASB established the FASB Accounting Standards Codification ("Codification") as the sole source of authoritative accounting principles generally accepted in the United States of America. As a result, all references to accounting literature will conform to the appropriate reference within the Codification. The adoption of the Codification, which became effective during September 2009, did not have any impact on the Company's financial statements.

The Company adopted FASB guidance related to subsequent events as of December 31, 2009. This guidance establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. The adoption of this FASB guidance did not have a material effect on the Company's financial statements. The Company adopted FASB guidance on accounting for uncertainty in income taxes effective January 1, 2009. The adoption had no impact on the Company's financial statements. A tax position is recognized as a benefit at the largest amount that is more-likely-than not to be sustained in a tax examination based solely on its merits. An uncertain tax position will not be recognized if it has less than a 50% likelihood of being sustained.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 5- New Accounting Standards (continued)

Under the threshold guidelines, the Company believes no significant uncertain tax positions exist, either individually or in the aggregate, that would result in recognition of a liability for unrecognized tax benefits as of January 1, 2011 and December 31, 2011.

Note 6 - Common Stock Transactions

At the Company's inception, a former stockholder contributed partially developed technology valued at \$462,731 in exchange for 5,784,133 shares of the Company's common stock. The common stock included a liquidation preference of \$0.02 per share plus any unpaid dividends. In connection with the preferred stock issuance (Note 5), certain common shareholders received warrants to purchase 162,477 shares of the Company's preferred stock at \$0.01 per share. These warrants expire on January 29, 2018, and are considered exercised in the event of a deemed liquidation or upon the sale of the Company's common stock in a public offering, subject to a required level of proceeds to be generated from the public offering.

Note 7 - Preferred Stock Transactions

On January 31, 2008, the Company issued 4,140,930 shares of Series A preferred stock to accredited investors for \$4,320,646, of which \$480,000 was in exchange for the conversion of former debt holders. These preferred shares are convertible, at the option of the holder into common shares at a rate of \$1.0434 per common share, subject to certain anti-dilution provisions. The Series A preferred shares will automatically be converted into common shares upon vote or consent for the majority of these Series A preferred shareholders, or upon the sale of the Company's common stock in a public offering. The Series A preferred shares accrue dividends at an annual rate of 8%. No dividends have been declared since inception (December 21, 2006). Voting rights are conveyed to Series A preferred shareholders, to have the Company redeem some or all of such holder's Series A preferred stock, for a price per share equal to the per share purchase price plus all accrued but unpaid dividends. As of December 31, 2011, Series A preferred dividends in arrears were approximately \$641,000. In connection with the Series A preferred stock issuance, former convertible debt holders received warrants to purchase 47,024 shares of the Company's preferred stock at \$1.0434 per share. These warrants were exercised and converted into preferred stock during 2010 for the value that was recorded as a liability of \$17,087. During June and July 2009, the Company issued 3,009,395 shares of Series B preferred stock to accredited investors for proceeds of \$3,140,000. These preferred shares are convertible, at the option of the holder, into common shares at a rate of \$1.0434 per common share, subject to certain anti-dilution provisions.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 7 - Preferred Stock Transactions (continued)

The Series B preferred shares will automatically be converted into common shares upon vote or consent of the majority of these Series B preferred shareholders, or upon the sale of the Company's common stock in a public offering, subject to a required level of proceeds to be generated from the public offering. The value of this conversion feature on the Series B preferred stock is approximately \$10,245,000 at December 31, 2011. The Series B preferred shares accrue dividends at an annual rate of 8%. No dividends have been declared since inception. Voting rights are conveyed to Series B preferred shareholders on an as-if-converted to common stock basis. As the dividends are subject to payment based upon the Company's financial position, no dividend payable has been recorded as of December 31, 2010. Each holder of Series B preferred stock may elect, at any time after the dated six years from issuance, and upon consent of the majority of preferred shareholders, to have the Company redeem some or all of such holder's Series B preferred stock, for a price per share equal to the per share purchase price plus all accrued but unpaid dividends. As of December 31, 2011, Series B preferred dividends in arrears were approximately \$137,000.

Note 8 - Furniture and Equipment

Furniture and equipment consist of the following at December 31, 2010:

Furniture and equipment	\$270,487
Software development	<u>295,688</u>
	566,175
Less: Accumulated depreciation	<u>(329,241)</u>
	<u>\$236,934</u>

Note 9 - Stock Plan

In 2007, the Company approved the Mismi, Inc. 2007 Stock Incentive Plan (the "Plan"). The Plan was amended during 2009 to allow the Company to issue 4,666,611 shares of common stock to selected non-employees and designated employees. The Company may issue shares of common stock from either authorized and unissued shares of common stocks or from treasury shares. Grants issued under the plan are subject to certain vesting conditions as determined by the Plan's award committee as designated by the Company's Board of Directors. Generally, stock options issued under the Plan vest over a four year period, and have a 10 year life. Restricted stock awards generally vest over a period of four to six years. No shares of restricted stock were awarded during the year ended December 31, 2011. The Company awarded 2,409,304 shares of restricted stock for the period December 21, 2006 inception) through December 31, 2010, of which 1,838,730 shares were vested at December 31, 2010.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 8 - Stock Plan (continued)

The fair value of the awards issued in prior years was \$0.08 per share as determined by the fair value estimate of the Company's common stock. The restricted stock awards are subject to certain conditions surrounding termination of employment and change in control events as defined by the Plan. The Company granted stock options to certain employees and non-employees of the Company in 2010 at exercise prices which approximated fair value at the date of grant. Options granted under the Plan expire then years from the dates of grant. The weighted average grant date fair value of options granted during 2009 was \$0.04. The fair value of the options is estimated using the Black-Scholes options pricing model with the following assumptions for 2009: dividend yield 0.0%, volatility of 40%, an expected term of seven years, and a risk-free interest rate ranging from 2.46% to 3.53%.

A summary of the Company's stock option activity since inception is as follows:

	Options <u>Outstanding</u>	Weighted Average <u>Exercise Price</u>
Balance, December 31, 2007		
Options granted	419,300	\$0.08
Options exercised	-	
Options forfeited	-	
Balance, December 31, 2008	419,300	\$0.08
Options granted	1,063,370	\$0.08
Options exercised	35,397	\$0.08
Options forfeited	300,910	\$0.08
Balance, December 31, 2009	<u>\$1,146,363</u>	\$0.08

Stock options exercisable are 289,761 at December 31, 2009. Compensation expense related to the Company's stock based compensation under the restricted stock and stock option arrangements was \$53,462 for the year ended December 31, 2009 and \$161,662 for the period December 31, 2006 (inception) through December 31, 2011. Total unrecognized stock compensation expense was \$82,195 at December 31, 2011. This expense will be recognized over a weighted average period of approximately four years.

Note 10- Related Party Transactions

The Company had a lease agreement for office space with a former stockholder. Rent expense was \$109,682. Included in receivables is approximately \$20,000 by a subsidiary 50% owned by the company. Certain administrative functions of the Company are performed by officers or employees of related entities for which no fees are charged.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 11- Income Tax

At December 31, 2011, the Company had a net operating loss of approximately \$6,080,000 for income tax purposes.

Note 11- Income Tax (continued)

This carryforward will begin to expire in 2027. A valuation allowance of \$4,790,000 has been established to offset the deferred tax asset arising from this carryforward. Therefore, no deferred tax assets have been recorded on the accompanying statement of financial condition. The Company is subject to federal and New York State income taxes. The Company is not subject to examination by tax authorities before 2027.

Note 12- Commitments and Contingencies

Office Space

The Company leases its premises under a lease expiring June 30, 2013. Future approximate minimum annual rental expense for the fiscal year ended September 30, is:

2012	\$170,532
2013	\$170,532
2014	\$ 28,422 (2 months)

Other

A former stockholder paid for expenses during the start-up operations of the Company. The expenses were never recorded on the books of the Company. The amount of the expense is in dispute, and the Company and the shareholder are in discussion in an attempt to resolve. The outcome of these discussions is not expected to have a material adverse affect on the Company's financial statements.

There are agreements in place with two Directors of the Company, whereby the Directors will receive certain contingent payments when various conditions related to the Company's ability to pay such amounts are achieved, and only when permissible by regulatory requirements. As of December 31, 2011, the contingent payments are not presently payable and the timing or likelihood of this obligation cannot be reasonably estimated.

Note 13 - Financial Instruments with Off-Balance Sheet Credit Risk

As a securities broker, the Company is engaged in buying and selling securities for a diverse group of institutional and individual investors. The Company introduces these transactions for clearance to another broker-dealer on a fully disclosed basis.

MISMI, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2011

Note 13 - Financial Instruments with Off-Balance Sheet Credit Risk(continued)

The Company's exposure to credit risk associated with non-performance of customers in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile trading markets which may impair customers' ability to satisfy their obligations to the Company and the Company's ability to liquidate the collateral at an amount equal to the original contracted amount. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any exposure related to such non-performance by its customers. The Company seeks to control the aforementioned risks by requiring customers to maintain margin collateral in compliance with various regulatory requirements and the clearing broker's internal guidelines. The Company monitors its customer activity by reviewing information it receives from its clearing broker on a daily basis, and requiring customers to deposit additional collateral, or reduce positions, when necessary.

Note 14 - Net Capital Requirement

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (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 1500%. At December 31, 2011, the Company had net capital of \$1,920,616 which was \$1,899,470 in excess of its required net capital of 21,146. The Company's net capital ratio was 16.51%.

A copy of the Firm's Statement of Financial Condition as of December 31, 2011, pursuant to SEC Rule 17a-5, is available for examination at the Firm's office and at the regional office of the SEC.



LERNER & SIPKIN
CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074

Jay Lerner, C.P.A.
jlerner@lernersipkin.com

Joseph G. Sipkin, C.P.A.
jsipkin@lernersipkin.com

INDEPENDENT AUDITORS' REPORT


To the Stockholders of
Mismi, Inc.
810 Seventh Avenue
New York, NY 10019

We have audited the accompanying statement of financial condition of Mismi, Inc. as of December 31, 2011. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement 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 statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's ability to continue in the normal course of business is dependent upon the success of future operations. The Company has limited operating revenues and an operating loss, which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Mismi, Inc. as of December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.


Lerner & Sipkin, CPAs, LLP
Certified Public Accountants (NY)

New York, NY
February 28, 2011



LERNER & SIPKIN
CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074

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MAR 14 2012

Washington, DC
123

Joseph G. Sipkin, C.P.A.
jsipkin@lernerstipkin.com

Jay Lerner, C.P.A.
jlerner@lernerstipkin.com

March 13, 2012 (On Extension)

60

U. S. Securities and Exchange Commission
Office of Filings and Information Services
Branch of Registrations and Examinations
Mail Stop 8031
100 'F' Street, NE
Washington, D.C. 20549

Gentlemen:

We are pleased to enclose a 'certified' copy of the **Financial Statements** with "**Independent Auditors' Comments**", prepared by us on behalf of our client, **MISMI, INC.**, as of and for the year ended **DECEMBER 31, 2011**.

Please note that the report is marked "Confidential", so that the information contained therein is kept confidential. We have included a separate copy of the '**Statement of Financial Condition**' for all other general purposes, as well as the annual auditors' **SIPC** report (where applicable).

Will you be kind enough to acknowledge receipt of the above to us, using the enclosed envelope.

Kind Regards,

Very truly yours,

Lerner & Sipkin, CPAs, LLP

Enclosures,

Received by (stamp) _____

Date and time received _____

Printed name and signed by _____

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MAR 14 2012
Washington, DC
123

MISMI, INC.

**Schedule of the Determination of SIPC Net Operating Revenues and
General Assessment**

For the year ended December 31, 2011



LERNER & SIPKIN
CERTIFIED PUBLIC ACCOUNTANTS LLP

132 Nassau Street, New York, NY 10038 Tel 212.571.0064 / Fax 212.571.0074

Jay Lerner, C.P.A.
jlerner@lernerpsipkin.com

Joseph G. Sipkin, C.P.A.
jsipkin@lernerpsipkin.com

To the Stockholders of
Mismi, Inc.
810 7th Avenue Suite 2200
New York, NY 10019

Gentlemen:

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

- 1- Compared the listed assessment payments with respective cash disbursement records entries, noting no exceptions;
- 2- Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2011, with the amounts reported in the General Assessment Reconciliation (amended Form SIPC-7) for the year ended December 31, 2011, noting no exceptions;
- 3- Compared any adjustments reported in amended Form SIPC-7 with supporting schedules and working papers, noting no exceptions;
- 4- Proved the arithmetical accuracy of the calculations reflected in amended Form SIPC-7 and in the related schedules and working papers supporting the adjustments, noting no exceptions; and
- 5- Compared the amount of any overpayment applied with the amended Form SIPC-7 on which it was computed, noting no exceptions.

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

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

Very truly yours,

Lerner & Sipkin, CPAs, LLP (NY)
February 28, 2012

MISMI, INC.

Schedule of the Determination of SIPC Net Operating Revenues and General Assessment
For the year ended December 31, 2011

Determination of SIPC Net Operating Revenues:

Total Revenues (FOCUS line 12/ Part IIA line 9)	\$ 332,294
Additions	740,782
Deductions	<u>(579,237)</u>
SIPC Net Operating Revenues	<u>\$ 493,839</u>

Determination of General Assessment:

SIPC Net Operating Revenues:	<u>\$ 493,839</u>
General Assessment @ .0025	<u>1,235</u>

Assessment Remittance:

Less: Payment made with Form SIPC-6 in July, 2011	<u>(2)</u>
Assessment Balance Due	<u>\$ 1,233</u>

Reconciliation with the Company's Computation of SIPC Net Operating Revenues for the year ended December 31, 2011:

SIPC Net Operating Revenues as computed by the Company on amended Form SIPC-7	\$ 493,839
SIPC Net Operating Revenues as computed above	<u>493,839</u>
Difference	<u>\$ -</u>