

SECURITIES AND EXCHANGE COMMISSION UT

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DIVISION OF TRADING & MARKETS

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 March 11, 2011

AND ENDING December 31, 2011

	MM:DD/YY		MM/DD/YY
A. R	EGISTRANT IDENTIFICATIO	N	
NAME OF BROKER-DEALER: Brandyw	ine Investment Securities, LLC		OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF B	USINESS: (Do not use P.O. Box No.)	•	FIRM I.D. NO.
2 Ponds Edge Drive			<u> </u>
	(No. and Street)		
Chadds Ford	Pennsylvania	193	17
(City)	(State)	(Zip	Code)
NAME AND TELEPHONE NUMBER OF Elliot B. Newman	PERSON TO CONTACT IN REGARD		RT 610-388-9600 ca Code – Telephone Number)
B. AC	COUNTANT IDENTIFICATIO		
INDEPENDENT PUBLIC ACCOUNTANT Beucler, Kelly & Irwin, Ltd.	200 - 2	·	
407.01 # 14	(Name - if individual, state last, first, middle	-	
125 Strafford Avenue, Suite 116 (Address)	Wayne (City)	Pennsylvania (State)	(Zip Code)
CHECK ONE:	- - ·		
Certified Public Accountant			
☐ Public Accountant			
_	nited States or any of its possessions.		
	FOR OFFICIAL USE ONLY		
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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)

SEC 1410 (06-02)

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APIN

OATH OR AFFIRMATION

I, Elliot B. Newman	, swear (or affirm) that, to the best of
my knowledge and belief the accomp Brandywine Investment Securities, LLC	anying financial statement and supporting schedules pertaining to the firm of
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	
	W3 —
	Signature
	Signature Pars. Nahar
Notary Public This report ** contains (check all app	Number of Principles April 1990 A
 ∑ (a) Facing Page. ∑ (b) Statement of Financial Conditions 	•
(c) Statement of Income (Loss).	AUII.
(d) Statement of Changes in Fina	
	kholders' Equity or Partners' or Sole Proprietors' Capital.
☐ (1) Statement of Changes in Liab ☐ (2) Computation of Net Capital.	ilities Subordinated to Claims of Creditors.
(h) Computation for Determination	on of Reserve Requirements Pursuant to Rule 15c3-3.
	ossession or Control Requirements Under Rule 15c3-3.
	propriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the
	on of the Reserve Requirements Under Exhibit A of Rule 15c3-3. audited and unaudited Statements of Financial Condition with respect to methods of
consolidation.	adding and anomatod biredineral At I manoral condition also conhect to manor of
(1) An Oath or Affirmation.	
(m) A copy of the SIPC Suppleme	
(n) A report describing any materia	al inadequacies found to exist or found to have existed since the date of the previous audit.
**For conditions of confidential treats	nent of certain portions of this filing, see section 240.17a-5(c)(3).

Financial Statements

December 31, 2011



BEUCLER, KELLY & IRWIN, LTD. CERTIFIED PUBLIC ACCOUNTANTS



Financial Statements

December 31, 2011

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INDEPENDENT AUDITORS' REPORT

To the Members Brandywine Investment Securities, LLC Chadds Ford, Pennsylvania

We have audited the accompanying statements of financial condition of Brandywine Investment Securities, LLC as of December 31, 2011 and 2010, and the related statements of income and changes in members' equity, and cash flows for the years then ended that are filed 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 audits.

We conducted our audits 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. 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 audits provide 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 Brandywine Investment Securities, LLC as of December 31, 2011 and 2010, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the supplementary schedules on pages 8 through 14 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

February 27, 2012

Beucler, Kelly & Irwin, Ltd.



BRANDYWINE INVESTMENT SECURITIES, LLC
Statements of Financial Condition
December 31, 2011 and 2010

Assets

		2011		2010
Current Assets Cash and cash equivalents Prepaid expenses	\$	46,442 218	\$	69,236 0
Total Current Assets		46,660		69,236
Other Assets Deposits		3,000		4,500
Total Other Assets		3,000	<u> </u>	4,500
Total Assets	\$	49,660	\$	73,736
Liabilities and Members'	<u>Equity</u>			
Current Liabilities Accounts payable and accrued expenses	\$	14,716	\$	14,946
Total Current Liabilities		14,716		14,946
Members' Equity	*****	34,944		58,790
Total Liabilities and Members' Equity	\$	49,660	\$	73,736

BRANDYWINE INVESTMENT SECURITIES, LLC Statements of Income and Changes in Members' Equity Years Ended December 31, 2011 and 2010

	2011		2010	
Revenues	\$	0 .	\$	0
Expenses				
General and administrative		11,950		6,802
Independent consultants		35,500		45,000
Legal and professional		44,430		30,781
Regulatory fees and expenses		1,502		3,087
Rent expense		15,464	<u></u>	15,040
Total Expenses		108,846		100,710
Net Loss	(108,846)		(100,710)
Members' Equity, Beginning		58,790		0
Member Contributions		85,000		159,500
Members' Equity, Ending	\$	34,944	\$	58,790

BRANDYWINE INVESTMENT SECURITIES, LLC Statements of Cash Flows Years Ended December 31, 2011 and 2010

	2011		2010	
Cash Flows from Operating Activities Net loss Adjustments to reconcile net loss to net cash used by operating activities:	\$ (108,846)	\$	(100,710)
Change in operating assets and liabilities: Prepaid expenses Deposits Accounts payable and accrued expenses		(218) 1,500 (230)		0 (4,500) 14,946
Net Cash Used by Operating Activities	(107,794)		(90,264)
Net Cash Provided by Investing Activities		0		0
Cash Flows from Financing Activities Member contributions		85,000		159,500
Net Cash Provided by Financing Activities		85,000		159,500
Increase (Decrease) in Cash and Cash Equivalents		(22,794)		69,236
Cash and Cash Equivalents, Beginning		69,236		0
Cash and Cash Equivalents, Ending	\$	46,442	\$	69,236
Schedule of Interest and Income Taxes Paid				
Interest	\$	0	\$	0
Income taxes	\$	0	\$	0

Notes to Financial Statements
December 31, 2011

Note 1 - Nature of Operations

Brandywine Investment Securities, LLC (the Company) is a limited liability corporation organized in the State of Delaware on December 16, 2009. The Company obtained approval for membership with the Financial Industry Regulatory Authority, Inc. (FINRA) effective March 11, 2011 and is also registered with the Securities and Exchange Commission (SEC) as a broker dealer. The Company was formed to act as a placement agent on a best-effort basis for private placements of specific purpose real estate entities and public offerings of non-exchange traded real estate investment trusts sponsored by Brandywine Real Estate Operating Company. In addition, the Company will market variable life insurance products offered by various life insurance carriers. All investment products will be offered to accredited investors and institutions.

Note 2 - Summary of Significant Accounting Principles

Cash and Cash Equivalents

Short-term investments with an original maturity of three months or less at the time of purchase are considered to be cash equivalents. Short-term investments with an original maturity greater than three months are included in investments. Cash and cash equivalents are reported at cost, which approximates market value. The Company maintains cash in one financial institution which may periodically exceed federally insured limits. Management does not consider this concentration to be a significant risk.

Recognition of Revenue

As compensation for the services rendered as a placement agent, the Company receives selling commissions based on a percentage of the total amounts invested in the offering of the applicable investment product. In addition, the Company may also receive separate dealer manager fees. The commissions and dealer manager fees will be recognized as revenue once the proceeds of the offering are disbursed to the underlying investment company. Compensation for the sale of variable life insurance products will be in the form of "success" fees paid upon completion of the transaction in the private placement business.

Income Taxes

The Company follows the accounting requirements for uncertain tax positions, FASB Accounting Standards Codification ("ASC") 740, Income Taxes. As of and during the years ended December 31, 2011 and 2010, the Company did not have a liability for any unrecognized tax benefits nor did it incur any interest or penalties associated with unrecognized tax benefits. The Company will recognize interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the statement of income and changes in members equity.

The Company was treated as a partnership for U.S. federal and Pennsylvania income tax purposes in 2010. Effective January 1, 2011, the Company elected to be classified as an S-Corporation. No income tax returns are currently under examination. The statue of limitations on the U.S. federal and Pennsylvania income tax returns remain open for the year ended December 31, 2010.

Notes to Financial Statements December 31, 2011

Note 2 - Summary of Significant Accounting Principles

Income Taxes, Continued

Each member is individually responsible for reporting income or loss, to the extent required by U.S. federal and state income tax laws and regulations based on its respective share of the Company's income and expense as reported for income tax purposes.

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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Company evaluated subsequent events and transactions for potential recognition or disclosure in the financial statements through February 27, 2012, the date the financial statements were available to be issued.

Note 3 - Related Party Transactions

The Company operates in a shared office space with an entity whose shareholder is also the majority member of the Company. The Company entered into a one-year sub-lease agreement for this office space on January 1, 2010. The sub-lease agreement will continue for any number of consecutive one year periods until either party gives written notice to terminate the lease. Rent expense for years ended December 31, 2011 and 2010 amounted to \$10,000. The Company's pro rata share of rental overhead for the years ended December 31, 2011 and 2010 amounted to \$5,464 and \$5,040, respectively.

The Company has entered into a "Central Services Agreement" with Brandywine Financial Services Corporation (a related party). This agreement covers the provision of the required administrative and office services including accounting, telephone, fax, computers, data processing, data management, payroll, consumable office supplies, and other necessary services. The Company's share of administrative and office services for the years ended December 31, 2011 and 2010 amounted to \$4,218 and \$15,514, respectively of which \$2,462 was included in account payable and accrued expenses as of December 31, 2010.

The Company utilizes the tax preparation services of a related party, Brandywine Investment Management Corporation. The tax preparation services incurred for the years ended December 31, 2011 and 2010 amounted to \$2,500 and \$600, respectively

Notes to Financial Statements December 31, 2011

Note 4 - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission 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 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn 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 \$31,726, which was \$26,726 in excess of its required net capital of \$5,000. The Company's net capital ratio was 0.46 to 1.

Note 5 - Commitments and Contingencies

The Company is obligated under a one-year sub-lease agreement for shared office space, with an entity, in which the shareholder is also the majority member of the Company (Note 3). Effective January 1, 2012, the lease automatically renewed for a one-year period. The lease requires rent in the amount of \$10,000 per year payable in equal monthly installments. Future minimum annual rental payments under this operating lease are as follows:

2012	 \$	10,000
	 5	10,000

In addition to the minimum annual rent payments mentioned above, the Company is also responsible for it's pro rata share of operating and common area charges (Note 3).

The Company has entered into various agreements for compliance and administrative services. The required payments under these agreements are as follows:

2012	 \$	21,610
	 \$	21,610

SUPPLEMENTARY INFORMATION

BRANDYWINE INVESTMENT SECURITIES, LLC
Computation of Net Capital Under Rule 15c3-1
of the Securities and Exchange Commission
December 31, 2011

Net Capital		
Total Members' Equity from Statement of Financial Condition	\$	34,944
Deduct Nonallowable Assets		
Prepaid expenses		218
Security deposit		3,000
		3,218
Net Capital Before Haircut on Securities		31,726
Haircut on Securities Held	<u></u>	0
Net Capital	\$	31,726
Aggregate Indebtedness Total Aggregate Indebtedness Liebilities from Statement of Financial Condition	\$	14,716
Total Aggregate Indebtedness Liabilities from Statement of Financial Condition	Ф	14,710
Items Not Included in Statement of Financial Condition Other unrecorded amounts		0
Total Aggregate Indebtedness	\$	14,716
Computation of Basic Net Capital Requirement		
Net Capital Required as a Percentage of Aggregate Indebtedness	\$	981
Minimum Dollar Capital Requirement of Reporting Broker-Dealer	\$	5,000
Minimum Capital Requirement	\$	5,000
Excess Net Capital	\$	26,726
Excess Net Capital at 1,000 percent	\$	30,254
Ratio: Aggregate Indebtedness to Net Capital	0	.46 to 1
Reconciliation with Company's Computation (included in Part II of Form X-17A-5 as		
of December 31, 2011)		
Net capital, as reported in the Company's Part II (unaudited) FOCUS report	\$	31,776
Reconciling Differences		
Other audit adjustments (net)		(50)
Net Capital per Above	\$	31,726

Information Relating to the Possession or Control Requirements Under Rule 15c3-3 of the Securities and Exchange Commission

A Reconciliation Including Appropriate Explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of Reserve Requirements Under Exhibit A of Rule 15c3-3

<u>December 31, 2011</u>

The Company is exempt from Rule 15c3-3 and falls under the provisions of Rule 15c3-3(k)(2)(i).



INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5(g)(1)

To the Members Brandywine Investment Securities, LLC Chadds Ford, Pennsylvania

In planning and performing our audits of the financial statements of Brandywine Investment Securities, LLC (the Company), as of and for the years ended December 31, 2011 and 2010, 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.

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5(g)(1), (Continued)

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 and correct, misstatements on a timely basis. A significant deficiency is a deficiency, or 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 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.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. 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 and Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and 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 and 2010, to meet the SEC's objectives.

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

February 27, 2012

Beucler, Kelly & Irwin, Ltd.



INDEPENDENT AUDITORS' REPORT ON APPLYING AGREED-UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION REQUIRED BY SEC RULE 17a-5(e)(4)

To the Members Brandywine Investment Securities, LLC Chadds Ford, Pennsylvania

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 [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 Brandywine Investment Securities, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating Brandywine Investment Securities, LLC's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). Brandywine Investment Securities, LLC's management is responsible for Brandywine Investment Securities, LLC'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 and our findings are as follows:

- 1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries (cancelled checks) noting no differences;
- 2. 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, noting no differences;
- 3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers noting no differences; and
- 4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences.

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.

INDEPENDENT AUDITORS' REPORT ON APPLYING AGREED-UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION REQUIRED BY SEC RULE 17a-5(e)(4) (Continued)

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.

February 27, 2012

Beucler, Kelly & Irwin, Ltd.

Schedule of Assessments and Payments to the Securities Investor Protection Corporation (SIPC)

<u>Year Ended December 31, 2011</u>

General Assessment	\$ 0
Less: Payment made with SIPC-6 filed (exclude interest)	0
Less: Prior overpayment applied	0
Assessment balance due or (overpayment)	0
Interest computed on late payment	0
Total assessment balance and interest due (or overpayment carried forward)	\$ 0