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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- 45490

Washington DC
403
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 June 1, 2011 AND ENDING May 31, 2012
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Bodington & Company.
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY
31353
FIRM I.D. NO.

50 California Street Suite 630
(No. and Street)
San Francisco CA 94111
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Jeffrey C. Bodington 415-391-3280
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Wilson Markle Stuckey Hardesty & Bott
(Name - if individual, state last, first, middle name)

101 Larkspur Landing Circle Suite 200 Larkspur CA 94939
(Address) (City) (State) (Zip Code)

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

SECURITIES AND EXCHANGE COMMISSION
RECEIVED
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REGISTRATIONS BRANCH
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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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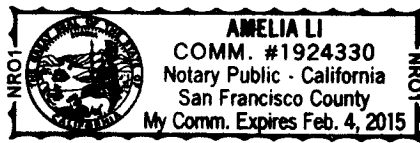
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Bodington & Company
Financial Statements
and Supplemental Information
Year ended May 31, 2012
with
Reports of Independent Auditors

WILSON
MARKLE
STUCKEY
HARDESTY
& BOTT
Chartered Public Accountants

OATH OR AFFIRMATION

I, Jeffrey C. Bodington, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Bodington & Company as of May 31, 2012 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:



Jeffrey C. Bodington

Signature

President

Title

[Signature]

Notary Public

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

- (a) Facing Page.
-
- (b) Statement of Financial Condition.
- (c) Statement of Income.
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholder's Equity.
- (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).

Contents

	<u>Page</u>
Financial Statements	
Report of Independent Auditors	1
Statement of Financial Condition	2
Statement of Operations	3
Statement of Stockholder's Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6
Supplemental Information	
Statement of Changes in Liabilities Subordinated to Claims of General Creditors	10
Computation of Net Capital under Rule 15c3-1 of the Securities and Exchange Commission	11
Reconciliation Pursuant to Rule 17a-5(d)(4)	12
Computation for Determination of Reserve Requirements	13
Information Relating to Possession or Control Requirements	13
Report of Independent Auditors on Internal Accounting Control	14

Bodington & Company

Financial Statements

and Supplemental Information

Year ended May 31, 2012

with

Reports of Independent Auditors

**WILSON
MARKLE
STUCKEY
HARDESTY
& BOTT LLP**

CERTIFIED PUBLIC
ACCOUNTANTS

DONALD WILSON
ALAN MARKLE
CHARLES STUCKEY
DAVID HARDESTY
DAVID BOTT
DAVID BAILEY
MICHAEL SMITH

Report of Independent Auditors

Board of Directors
Bodington & Company

We have audited the accompanying statement of financial condition of Bodington & Company, as of May 31, 2012, and the related statements of operations, stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the management of Bodington & Company. 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. 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 Bodington & Company as of May 31, 2012, and the results of its operations and the changes in its stockholder's equity and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

Our audit was primarily for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplemental information is required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the same auditing procedures applied in the audits 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.

Wilson Markle Stuckey Hardesty & Bott

Wilson Markle Stuckey Hardesty & Bott
June 14, 2012

-1-

Bodington & Company
Statement of Financial Condition
May 31, 2012

Assets

Current assets

Cash and cash equivalents	\$ 30,320
Accounts receivable	28,631
Prepaid expenses and other current assets	<u>2,590</u>
Total current assets	61,541

Furniture and equipment, at cost	39,006
Less accumulated depreciation	<u>(39,006)</u>

-

Total assets	<u><u>\$ 61,541</u></u>
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Liabilities and Stockholder's Equity

Current liabilities

Accounts payable	\$ 1,000
Income taxes payable, deferred	<u>8,000</u>
Total current liabilities	9,000

Stockholder's equity

Common stock, not par value, 100 shares authorized, 15 shares issued and outstanding	45,000
Retained earnings	<u>7,541</u>
Total stockholder's equity	<u>52,541</u>
Total liabilities and stockholder's equity	<u><u>\$ 61,541</u></u>

See accompanying notes

Bodington & Company
Statement of Operations
Year ended May 31, 2012

Revenues		
Commissions, fees and expense reimbursements	\$	231,155
Expenses		
Salaries		78,500
Retirement plan		50,000
Employee benefits		38,791
Payroll taxes		3,653
Consultants and outside services		40,347
Rent		18,602
Office supplies and expenses		2,230
Telephone		6,064
Accounting		6,930
Data services and trade associations		3,786
Regulatory fees		694
Insurance		630
Travel and other		<u>19,085</u>
Total expenses		<u>269,312</u>
Loss before taxes		(38,157)
Taxes on income		<u>(10,200)</u>
Net loss	\$	<u><u>(27,957)</u></u>

See accompanying notes.

Bodington & Company
Statement of Stockholder's Equity
Year ended May 31, 2012

	Common stock		Retained	Total
	<u>Shares</u>	<u>Amount</u>	<u>earnings</u>	<u>stockholder's</u>
				<u>equity</u>
Balances, May 31, 2011	15	\$ 45,000	\$ 35,498	\$ 80,498
Net loss	-	-	(27,957)	(27,957)
Balances, May 31, 2012	15	\$ 45,000	\$ 7,541	\$ 52,541

See accompanying notes.

Bodington & Company
Statement of Cash Flows
Year ended May 31, 2012

Cash flows from operating activities	
Net loss	\$ (27,957)
Adjustments to reconcile net loss to net cash provided by operating activities	
Deferred income taxes	(11,000)
Decrease in accounts receivable	51,550
Increase in prepaid expenses	-
Decrease in accounts payable	<u>111</u>
Net cash used by operating activities	<u>12,704</u>
Net increase in cash and cash equivalents	12,704
Cash and cash equivalents, beginning of year	<u>17,616</u>
Cash and cash equivalents, end of year	<u>\$ 30,320</u>
Supplemental disclosure	
Cash paid during the year for income taxes	<u>\$ 800</u>

See accompanying notes.

Bodington & Company
Notes to Financial Statements
May 31, 2012

Note 1 - Summary of significant accounting policies

Basis of presentation

Bodington & Company (the Company) is a California corporation formed in July 1996. The Company provides management consulting and investment advisory services to small and middle market power projects and power generation facilities located primarily in the United States.

The Company is registered as a broker-dealer with the Securities Exchange Commission and a member of the Financial Industry Regulatory Authority.

The Company's activities consist principally of its role as an intermediary and advisor in merger and acquisition transactions. Accordingly, the Company claims exemption from Securities Exchange Commission Rule 15c3-3 because it does not carry customer funds or handle customer securities.

Basis of accounting

The Company maintains its books on the accrual basis of accounting.

Cash and cash equivalents

For purposes of the statement of cash flows, cash and cash equivalents consist of amounts on deposit with a commercial bank in a non-interest bearing account, available on demand.

Allowance for uncollectible accounts receivable

The Company uses the allowance method to account for uncollectible accounts receivable. Under this method, the Company reviews all receivables for any problems with collection. If the Company feels that there may be a problem with collections, an allowance is provided for the receivable. When attempts to collect a specific receivable are unsuccessful, the account is considered uncollectible and is written off against the allowance. At May 31, 2012, the Company determined that an allowance for doubtful accounts was not necessary.

Income taxes

The Company files its income tax returns using the cash method of accounting. Deferred income taxes are provided on the temporary differences between accrual and cash basis income.

The Company follows accounting principles generally accepted in the United

Bodington & Company
Notes to Financial Statements
(continued)
May 31, 2012

Note 1 - Summary of significant accounting policies (continued)

Income taxes (continued)

States relating to the accounting for uncertainty in income taxes. Adoption of the provisions did not have any impact on the Company's liability for unrecognized tax benefits. Management believes that the Company has adequately addressed all tax positions and that there are no unrecorded tax liabilities. Tax years ended May 2008 to 2012 are open for examination by the Internal Revenue Service and years May 2007 to 2012 by the California Franchise Tax Board.

Furniture and equipment

Furniture and equipment are recorded at cost. Depreciation is computed using the declining balance method over estimated useful lives of from five to seven years. The Company generally capitalized individual purchases of \$1,000 or more.

Use of estimates

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts and disclosures reported in these financial statements. Actual results could differ from those estimated.

Advertising costs

Costs incurred for producing and communicating advertising are expensed when incurred. Advertising expenses were insignificant for the year ended May 31, 2012.

Estimated fair value of financial instruments

Management estimates that the aggregate net fair value of financial instruments recognized on the statements of financial condition (including receivables, payables and accrued expenses) approximates their carrying value, as such financial instruments are short-term in nature, bear interest at current market rates or are subject to repricing.

Bodington & Company
Notes to Financial Statements
(continued)
May 31, 2012

Note 2 - Income taxes

The provision for income taxes is as follows for the year ended May 31, 2012:

Current		
State	\$	800
Federal		<u>-</u>
		800
Deferred		
State		(1,000)
Federal		<u>(10,000)</u>
		<u>(11,000)</u>
Total	\$	<u>(10,200)</u>

The Company files its income tax returns using the cash method of accounting. The Company's deferred tax liability results principally from its accrual to cash temporary differences.

At May 31, 2012 the Company had federal and California net operating loss carryforwards of approximately \$14,000 that were used to reduce its deferred tax liability.

Note 3 - Lease obligation

The Company occupies its office facility under an operating lease that provides for monthly rental payments. Future minimum payments by fiscal year required under the operating lease consist of the following at May 31, 2012:

2013		\$14,587
2014		<u>1,216</u>
		<u>\$15,803</u>

Rent expense for the year ended May 31, 2012 was \$18,602, and included certain operating charges passed through to the Company by the lessor.

Bodington & Company
Notes to Financial Statements
(continued)
May 31, 2012

Note 4 - Profit-sharing plan

The Company has a profit-sharing plan for the benefit of its employee. Contributions to the plan are determined annually subject to certain maximum amounts allowable under the Internal Revenue Code. Contributions of \$50,000 were paid for the plan for the year ended May 31, 2012.

Note 5 - Net capital requirement

As a registered broker-dealer, the Company is subject to the Uniform Net Capital Rule 15c3-1 of the SEC (the "Rule"). The Rule requires the maintenance of minimum net capital, as defined under the Rule, equivalent to the greater of \$5,000 or 6.67% of aggregate indebtedness, as defined under the Rule.

As of May 31, 2012, the Company had net capital, as defined under the Rule, of \$29,320 which exceeded the minimum requirement of \$5,000 by \$24,320. The Company's aggregate indebtedness, as defined under the Rule, was 3% of its net capital.

Note 6 - Concentrations

Revenue from contracts with four customers comprised 56% of total revenues for the year ended May 31, 2012.

Note 7 - Subsequent events

The Company evaluated subsequent events for recognition and disclosure through June 14, 2012, the date which these financial statements were available to be issued. Management concluded that no material subsequent events have occurred since May 31, 2012 that required recognition or disclosure in such financial statements.

Supplemental Information
Pursuant to Rule 17a-5 of the
Securities Exchange Act of 1934

Bodington & Company
Statement of Changes in Liabilities Subordinated to Claims of General Creditors
Year ended May 31, 2012

Balance, May 31, 2011	\$ -
Increases (decreases)	<u>-</u>
Balance, May 31, 2012	<u><u>\$ -</u></u>

Bodington & Company
 Computation of Net Capital Under Rule 15c3-1 of the
 Securities and Exchange Commission
 May 31, 2012

Net Capital		
Total stockholder's equity		\$ 52,541
Non allowable assets		
Accounts receivable	(28,631)	
Prepaid expenses and other current assets	<u>(2,590)</u>	
Total non allowable assets		(31,221)
Other credits – deferred taxes		<u>8,000</u>
Net capital		<u>\$ 29,320</u>
Total aggregate indebtedness		<u>\$ 1,000</u>
Computation of Basic Net Capital Requirement		
Minimum net capital required		
(6-2/3% of total aggregate indebtedness)		<u>\$ 66</u>
Minimum dollar net capital requirement of reporting broker		<u>\$ 5,000</u>
Net capital requirement		<u>\$ 5,000</u>
Excess net capital		<u>\$ 24,320</u>
Excess net capital at 1000%		
(Net capital less 10% of aggregate indebtedness)		<u>\$ 29,220</u>
Percentage of aggregate indebtedness to net capital		3%

Bodington & Company
Reconciliation Pursuant to Rule 17a-5(d)(4)
May 31, 2012

Reconciliation with Company's Computation
(Included in Part IIA of Form X-17A-5 as of May 31, 2011)

Net capital as reported	\$ 21,320
Adjust for deferred taxes	<u>8,000</u>
Net capital as reported herein	<u>\$ 29,320</u>

Aggregate indebtedness as reported	\$ 9,000
Adjust for deferred taxes	<u>8,000</u>
Aggregated indebtedness as reported herein	<u>\$ 1,000</u>

Bodington & Company
Computation for Determination of Reserve Requirements
Under Rule 15c3-3 of the Securities and Exchange Commission
May 31, 2012

The Company is exempt from the provisions of Rule 15c3-3 under the Securities and Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(i) of Rule 15c3-3.

Bodington & Company
Information Relating to Possession or Control Requirements
Under Rule 15c3-3 of the Securities and Exchange Commission
May 31, 2012

The Company is exempt from the provisions of Rule 15c3-3 under the Securities and Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(i) of Rule 15c3-3.

Report of Independent Auditors on Internal Accounting Control
Required by SEC Rule 17a-5

CERTIFIED PUBLIC
ACCOUNTANTS

DONALD WILSON
ALAN MARKLE
CHARLES STUCKEY
DAVID HARDESTY
DAVID BOTT
DAVID BAILEY
MICHAEL SMITH

The Members
Bodington & Company

We have audited the financial statements of Bodington & Company for the year ended May 31, 2012, and have issued our report thereon dated June 14, 2012. As part of our audit, we made a study and evaluation of the Company's system of internal accounting control to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

We also studied the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedure for determining compliance with the exemptive provisions of rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13 or in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining a system of internal accounting 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 control procedures 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 Commission's above-mentioned objectives. The objectives of a system and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are

safeguarded against loss from unauthorized use of disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with 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 any internal accounting control procedures or the practices and procedures referred to above, errors or irregularities may nevertheless occur and not be detected. In addition, 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 degree of compliance with them may deteriorate.

Our study and evaluation, made for the limited purpose described in the first paragraph, would not necessarily disclose all material weaknesses in the system. Accordingly, we do not express an opinion on the system of internal accounting control of Bodington & Company, taken as a whole. No condition that may be considered a material weakness came to our attention during our study and evaluation.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures were adequate at May 31, 2011 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission and the Financial Industry Regulatory Authority and should not be used for any other purpose.


Wilson Markle Stuckey Hardesty & Bott
June 14, 2012