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Accounting Section

AUG 28 2012

Washington DC 402

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

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

SEC Mail Processing Section

SEC FILE NUMBER 8-65521

AUG 28 2012

Washington DC 402

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 07/01/11 AND ENDING 06/30/12 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: EDMONT CAPITAL PARTNERS, L.P.

OFFICIAL USE ONLY FIRM I.D. NO.

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

119 WEST 40TH STREET, 19TH FLOOR

(No. and Street)

NEW YORK

(City)

NY

(State)

10018

(Zip Code)

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

JEFF SWEARINGEN

(212) 867-8935, Ext. 2

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

RICH AND BANDER, LLP

(Name - if individual, state last, first, middle name)

15 WEST 28TH STREET, 7A NEW YORK

(Address)

(City)

NY

(State)

10001

(Zip Code)

CHECK ONE:

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

FOR OFFICIAL USE ONLY

*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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OATH OR AFFIRMATION

I, JEFF SWEARINGEN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of EDGEMONT CAPITAL PARTNERS, L.P., as of JUNE 30, 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:

NONE



ROLANDA K. BIES
Notary Public, State of New York
No. 01B16104550
Qualified in New York County
Commission Expires January 20, 2018

Notary Public



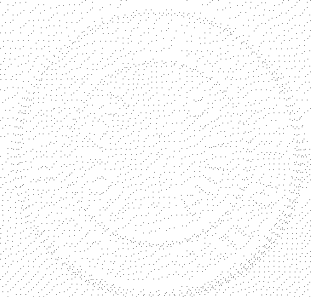
Signature

MANAGING DIRECTOR
Title

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 Partners' 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).



**EDGEMONT CAPITAL PARTNERS, L.P.
REPORT ON AUDIT OF FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION**

**Pursuant to Rule 17a-5 of
The Securities Exchange Act of 1934
SEC File No. 8-65521**

FOR THE YEAR ENDED JUNE 30, 2012

EDGEMONT CAPITAL PARTNERS, L.P.
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RICH AND BANDER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

PETER R. RICH, CPA

JONATHAN A. BANDER, CPA

Independent Auditors' Report

To the Partners of
Edgemont Capital Partners, L.P.
New York, NY

We have audited the accompanying statement of financial condition of Edgemont Capital Partners, L.P. as of June 30, 2012, and the related statements of income, changes in partners' 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 Edgemont Capital Partners, L.P. as of June 30, 2012, 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 basic financial statements taken as a whole. The supplemental information 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 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.

Rich and Bander, LLP

New York, NY
August 20, 2012

EDGEMONT CAPITAL PARTNERS, L.P.
STATEMENT OF FINANCIAL CONDITION
JUNE 30, 2012

ASSETS

Current assets

Cash and cash equivalents	\$ 147,177
Accounts receivable	121,008
Note receivable	8,281

Total current assets 276,466

Property and equipment, net of accumulated depreciation 2,136

TOTAL ASSETS \$ 278,602

LIABILITIES AND PARTNERS' EQUITY

Current liabilities

Accounts payable and accrued expenses	\$ 7,250
Due to related party	27,813

Total current liabilities 35,063

Partners' equity 243,539

TOTAL LIABILITIES AND PARTNERS' EQUITY \$ 278,602

EDGEMONT CAPITAL PARTNERS, L.P.
STATEMENT OF INCOME
FOR THE YEAR ENDED JUNE 30, 2012

Revenue	
Fee and commission revenue	<u>\$ 281,947</u>
Expenses	
Professional fees	42,268
Fines and penalties	30,000
Travel and entertainment	26,464
Rent	26,151
Payroll	24,105
Auto expenses	18,714
Consulting fees	13,717
Telecommunications	11,156
Employee benefits	10,337
Dues and subscriptions	6,050
Office expense	5,831
Payroll taxes	1,907
Licenses and permits	1,692
Insurance	999
Advertising	195
Depreciation	37
Other operating expenses	5,638
	<u>225,261</u>
Income from operations	<u>56,686</u>
Other income	
Reimbursement of FINRA fine	30,000
Interest income	585
	<u>30,585</u>
Net income	<u><u>\$ 87,271</u></u>

The accompanying notes are an integral part of these financial statements.

EDGEMONT CAPITAL PARTNERS, L.P.
STATEMENT OF CHANGES IN PARTNERS' EQUITY
FOR THE YEAR ENDED JUNE 30, 2012

	General Partner's Equity	Limited Partners' Equity (Deficit)	Total Partners' Equity
Balance at July 1, 2011	\$ 341,869	\$ (85,601)	\$ 256,268
Net income	87,271	-	87,271
Drawings	-	(100,000)	(100,000)
Balance at June 30, 2012	<u><u>\$ 429,140</u></u>	<u><u>\$ (185,601)</u></u>	<u><u>\$ 243,539</u></u>

The accompanying notes are an integral part of these financial statements.

EDGEMONT CAPITAL PARTNERS, L.P.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2012

Cash flows from operating activities:	
Net income	\$ 87,271
<i>Adjustments to reconcile net income to net cash flows provided by operating activities:</i>	
Depreciation	37
(Increase) decrease in operating assets:	
Accounts receivable	(96,008)
Prepaid expenses	742
Due from related party	127,852
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	(8,123)
Total adjustments	<u>24,500</u>
Net cash provided by operating activities	<u>111,771</u>
Cash flows from investing activities:	
Acquisition of property and equipment	(2,173)
Net cash used in investing activities	<u>(2,173)</u>
Cash flows from financing activities:	
Drawings	(100,000)
Net cash used in financing activities	<u>(100,000)</u>
Net increase in cash and cash equivalents	9,598
Cash and cash equivalents, beginning of year	137,579
Cash and cash equivalents, end of year	<u>\$ 147,177</u>
Supplemental disclosures of cash flow information:	
Cash paid during the year for:	
Interest	\$ -
Income taxes	<u>\$ -</u>

EDGEMONT CAPITAL PARTNERS, L.P.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2012

1) NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Edgemont Capital Partners, L.P. (the "Company") is a Limited Partnership registered with the Securities and Exchange Commission (SEC) and is a member the Financial Industry Regulatory Authority (FINRA). The Company was formed on December 20, 2001 under the laws of the State of Delaware and its office is located in New York, New York. The Company is exempt from rule 15c3-3 of the SEC under paragraph (k)(2)(i) of that rule.

The Company is a health care merchant banker, providing strategic advisory and capital raising services to emerging through mid-sized healthcare companies. It also engages in the private placement of securities and corporate finance consulting to institutional investors.

Basis of Accounting

Revenue and expenses are recorded on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

The Company considers all highly liquid investments, except for those held for long-term investment, with maturities of three months or less when purchased to be cash equivalents.

Accounts Receivable

Fee and commission revenue due but not yet received that is expected to be collected within one year is recorded as accounts receivable at net realizable value. If amounts become uncollectible, they will be charged to operations when that determination is made.

Property and Equipment

Property and equipment are recorded at cost. Depreciation for property and equipment is provided using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives:

	<u>Years</u>
Office equipment	5

EDGEMONT CAPITAL PARTNERS, L.P.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2012

1) NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Property and Equipment (cont'd)

Upon sale or retirement, the cost and related accumulated depreciation are eliminated from the respective accounts, and the resulting gain or loss is reported. Expenditures for major renewals and improvements that extend the useful lives of the property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Revenue Recognition

Fee and commission revenue, which includes fees earned from placement services and investment advising, is recognized when the transaction closes and realization is reasonably assured.

Advertising Costs

The Company expenses advertising costs as they are incurred. Advertising expense for the year ended June 30, 2012 was \$195.

Income Taxes

The Company is classified as a Partnership for Federal and New York State tax purposes, whereby the Company's income or loss is reported by the partners on their own income tax returns. Accordingly, no provision has been made for Federal and New York State taxes. The Company remains liable for New York City Unincorporated Business Tax.

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 disclose 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.

Date of Management's Review

Management has evaluated subsequent events through August 20, 2012, which is the date the financial statements were available to be issued.

EDGEMONT CAPITAL PARTNERS, L.P.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2012

2) FAIR VALUE MEASUREMENTS

The Company has a number of financial instruments, none of which are held for trading purposes. The Company estimates that the fair value of all financial instruments at June 30, 2012, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying statement of financial condition. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. Considerable judgment is necessarily required in interpreting market data to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

3) ACCOUNTS RECEIVABLE

Accounts receivable represents fee and commission revenue due but not collected as of the financial statement date. These amounts are generally collected within one year. The Company believes its receivables to be fully collectible; accordingly, no allowance for doubtful accounts was recorded for the year then ended.

4) NOTE RECEIVABLE

In 2009, the Company admitted an equity limited partner. In exchange for 10% of the partnership units, the Company issued an interest-free note receivable in the amount of \$24,844, with three equal payments of \$8,281 due February 12, 2009, January 1, 2010, and June 30, 2011, respectively. During the current year, the partner was given an informal one year extension on the remaining balance due as of June 30, 2012 of \$8,281.

5) PROPERTY AND EQUIPMENT

The following is a summary of property and equipment less accumulated depreciation as of June 30, 2012. Depreciation expense for the year ended June 30, 2012 was \$37.

Office equipment	\$ 2,173
Less accumulated depreciation	<u>(37)</u>
	<u>\$ 2,136</u>

During the yearended June 30, 2012, fully-depreciated equipment and related accumulated depreciation totaling \$36,219 was written-off.

EDGEMONT CAPITAL PARTNERS, L.P.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2012

6) RELATED PARTY AND EXPENSE SHARING AGREEMENT

Effective January 1, 2007, Edgemont Advisors L.P. (“Advisors”), an entity commonly owned and operated with the Company, assumed most of the Company’s non-broker dealer business. As of that date, most of the existing non-broker dealer contracts with the Company’s clients were assigned to Advisors, and the related operating expenses of that business were assumed and paid by Advisors.

Effective January 1, 2007, the Company and Advisors entered into an expense sharing agreement by which their operating expenses (i.e. office rent, office expenses, insurance, payroll related taxes, employee benefits, retirement plan contributions, professional fees, travel and entertainment, etc.) are allocated to each entity based on their respective revenue for the year. Expenses specific to Advisors, such as retirement plan contributions, NYC unincorporated business tax, taxes and licenses, and depreciation, are not allocated between the entities. Each entity is charged individually for these expenses.

The Company shall reimburse Advisors for such operating expenses by paying Advisors a monthly payment. The size of the monthly payment will be adjusted periodically to reflect the changes in the Company’s relative revenue. At the end of each fiscal quarter, the Company and Advisors shall determine whether the aggregate monthly payments made during that quarter appropriately reimbursed Advisors for operating expenses provided to the Company, and shall make such end-of-quarter adjustments as reasonably appropriate.

For the year ended June 30, 2012, the revenue of the Company represented 33% of the total revenue of both entities; therefore the Company was charged with 33% of the operating expenses of both entities.

For the year ended June 30, 2012, Advisors paid expenses totaling \$127,852 on behalf of the Company. As of June 30, 2012, the Company has a balance due to Advisors of \$27,813, classified as an interest-free short term liability.

The Company leases office space occupied by both entities. Advisors pays the monthly rent which is allocated between the entities pursuant to the expense sharing agreement discussed above.

7) CONCENTRATIONS OF RISK

The Company maintains its cash balances at a major financial institution. As of June 30, 2012, the cash balances are fully insured by the Federal Deposit Insurance Corporation (“FDIC”). The FDIC’s temporary unlimited coverage is scheduled to remain in effect until December 31, 2012.

EDGEMONT CAPITAL PARTNERS, L.P.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2012

7) CONCENTRATIONS OF RISK (CONT'D)

The Company provides service to its clients on a specific engagement basis and therefore the Company's clients may be transient and the volume of the services for specific clients may change substantially year to year.

For the year ended June 30, 2012, 40% of the Company's total fee and commission revenue was received from two clients.

8) 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. At June 30, 2012, the Company had net capital of \$112,114 which is \$107,114 in excess of required net capital of \$5,000. The Company's net capital ratio at June 30, 2012 is 0.31 to 1.

9) ANNUAL REPORT ON FORM X-17A-5

The annual report to the Securities and Exchange Commission on Form 17A-5 is available for examination and copying at the Company's office and at the regional office of the Securities and Exchange Commission.

EDGEMONT CAPITAL PARTNERS, L.P.
SCHEDULE OF COMPUTATION OF NET CAPITAL FOR BROKERS
AND DEALERS UNDER SEC RULE 15c3-1
FOR THE YEAR ENDED JUNE 30, 2012

Total partners' equity		\$ 243,539
Non-allowable assets, deductions and charges:		
Accounts receivable	\$ 121,008	
Note receivable	8,281	
Property and equipment, net	<u>2,136</u>	
Total non-allowable assets, deductions and charges		<u>131,425</u>
Net capital		<u><u>\$ 112,114</u></u>
Computation of basic net capital requirements		
Minimum net capital required (6 2/3% of aggregate indebtedness of \$26,886)		\$ 2,338
Minimum dollar net capital requirement		<u>5,000</u>
Net capital requirement		<u>5,000</u>
Excess net capital		<u><u>\$ 107,114</u></u>
Excess net capital at 1000% (net capital less 10% of total aggregate indebtedness)		<u><u>\$ 108,608</u></u>
Computation of aggregate indebtedness		
Total aggregate indebtedness in the statement of financial condition		<u><u>\$ 35,063</u></u>
Percentage of aggregate indebtedness to net capital		31%
Ratio of aggregate indebtedness to net capital		<u><u>0.31 to 1</u></u>

EDGEMONT CAPITAL PARTNERS, L.P.
SCHEDULE OF RECONCILIATION OF NET CAPITAL PER FOCUS REPORT
WITH AUDIT REPORT
FOR THE YEAR ENDED JUNE 30, 2012

Net capital, as reported in Company's Part II unaudited Focus Report	\$ 132,855
Differences due to audit adjustments	(21,522)
Non-allowable assets improperly reported in Company's Part II unaudited Focus Report	<u>781</u>
Net capital, per report pursuant to Rule 17a - 5(d)	<u><u>\$ 112,114</u></u>

EDGEMONT CAPITAL PARTNERS, L.P.
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS
UNDER SEC RULE 15c3-3
FOR THE YEAR ENDED JUNE 30, 2012

The Company is exempt from SEC Rule 15c3-3 under paragraph (k)(2)(i) of that rule.

EDGEMONT CAPITAL PARTNERS, L.P.
COMPUTATION FOR DETERMINATION OF THE RESERVE REQUIREMENTS
UNDER SEC RULE 15c3-3
FOR THE YEAR ENDED JUNE 30, 2012

The Company is exempt from SEC Rule 15c3-3 under paragraph (k)(2)(i) of that rule.

RICH AND BANDER, LLP
CERTIFIED PUBLIC ACCOUNTANTS

PETER R. RICH, CPA

JONATHAN A. BANDER, CPA

**Report on Internal Control Required by SEC Rule 17a-5 for a
Broker-Dealer Claiming Exemption From SEC Rule 15c3-3**

To the Partners of
Edgemont Capital Partners, L.P.
New York, NY

In planning and performing our audit of the financial statements of Edgemont Capital Partners, L.P. (the "Company") for the year ended June 30, 2012 (on which we issued our report dated August 20, 2012), we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing an opinion on the financial statements and not to provide assurance on the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Act of 1934, we have made a study of the practices and procedures followed by the Company (including tests of compliance with 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 and net capital under Rule 17a-3(a)(11) and for determining compliance with the exempt 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 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 internal control and of the practices and procedures, and to assess whether those practices and procedures can be expected to achieve the Securities and Exchange Commission's (the Commission) 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 acquisition, 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 accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control or the practices and procedures referred to above, errors 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.

**Report on Internal Control Required by SEC Rule 17a-5 for a
Broker-Dealer Claiming Exemption From SEC Rule 15c3-3 (Cont'd)**

Our consideration of the Company's internal control would not necessarily disclose all matters in the Company's internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the Company's internal control and its operation, including 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 Commission 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 were adequate at June 30, 2012, to meet the Commission's objectives.

This report is intended solely for the information and use of the board of directors, management, the Securities and Exchange Commission, the New York Stock Exchange, Inc., Financial Industry Regulatory Authority, Inc. 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 should not be used for any other purpose.

Rich and Bander, LLP

New York, NY
August 20, 2012