

AB  
2/19

SECUI

SION



13010175

SEO  
Mail Processing  
Section

FEB 14 2013

Washington DC

401

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

| OMB APPROVAL  |                |
|---|----------------|
| OMB Number:   | 3235-0123      |
| Expires:  | April 30, 2013 |
| Estimated average burden<br>hours per response..... | 12.00          |

| SEC FILE NUMBER |
|-----------------|
| 8- 053586       |

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, 2012 AND ENDING December 31, 2012  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Saints Advisors, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
475 Sansome Street, Suite 1850

|                      |                   |              |
|----------------------|-------------------|--------------|
| <u>San Francisco</u> | <u>California</u> | <u>94111</u> |
| (City)               | (State)           | (Zip Code)   |

| NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT |                                |
|---|--------------------------------|
| <u>Irina Kogan</u>  | <u>(415) 321-6840</u>          |
|   | (Area Code - Telephone Number) |

| OFFICIAL USE ONLY    |
|----------------------|
| <u>FIRM I.D. NO.</u> |

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Breard & Associates, Inc. Certified Public Accountants

|                                      |                   |                   |              |
|--------------------------------------|-------------------|-------------------|--------------|
| <u>9221 Corbin Avenue, Suite 170</u> | <u>Northridge</u> | <u>California</u> | <u>91324</u> |
| (Address)                            | (City)            | (State)           | (Zip Code)   |

CHECK ONE:

- 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)

Call  
2/19/13

Call  
2/19/13

OATH OR AFFIRMATION

I, Kenneth Sawyer, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Saints Advisors, LLC, as

of December 31, 20 12, 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:

State of CALIFORNIA  
County of SAN FRANCISCO  
Subscribed and sworn to (or affirmed) before me on this 4<sup>th</sup> day of FEBRUARY 2013 by KENNETH B. SAWYER proved to me on the basis of satisfactory evidences to be the person who appeared before me.

[Handwritten Signature]

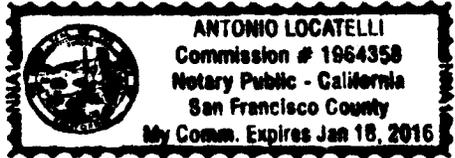
Signature

CEO

Title

[Handwritten Signature]

Notary Public



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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

**SEC  
Mail Processing  
Section**

**FEB 14 2013**

**Washington DC  
401**

**Saints Advisors, LLC  
Report Pursuant to Rule 17a-5 (d)  
Financial Statements  
For the Year Ended December 31, 2012**

## **Independent Auditor's Report**

Board of Directors  
Saints Advisors, LLC:

### **Report on the Financial Statements**

We have audited the accompanying statement of financial condition of Saints Advisors, LLC, (the Company) as of December 31, 2012, and the related statements of operations, changes in member's equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

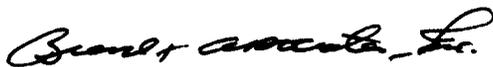
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saints Advisors, LLC as of December 31, 2012, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Other Matter***

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in Schedules I, II, and III is presented for purposes of additional analysis and is not a required part of the 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 in Schedules I, II, and III 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 in Schedules I, II, and III is fairly stated in all material respects in relation to the financial statements as a whole.



Breard & Associates, Inc.  
Certified Public Accountants

Oakland, California  
January 30, 2013

**Saints Advisors, LLC**  
**Statement of Financial Condition**  
**December 31, 2012**

**Assets**

|                     |           |                      |
|---------------------|-----------|----------------------|
| Cash                | \$        | 14,692               |
| Prepaid expense     |           | <u>285</u>           |
| <b>Total assets</b> | <b>\$</b> | <b><u>14,977</u></b> |

**Liabilities and Member's Equity**

**Liabilities**

|                                       |              |
|---------------------------------------|--------------|
| Accounts payable and accrued expenses | <u>5,650</u> |
| <b>Total liabilities</b>              | <b>5,650</b> |

Commitments and contingencies

**Member's equity**

|  |                         |
|--|-------------------------|
| Member's equity                              | <u>9,327</u>            |
| <b>Total member's equity</b>                 | <b><u>9,327</u></b>     |
| <b>Total liabilities and member's equity</b> | <b><u>\$ 14,977</u></b> |

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

**Saints Advisors, LLC**  
**Statement of Operations**  
**For the Year Ended December 31, 2012**

|  |                       |
|--|-----------------------|
| <b>Revenues</b>                                      | \$ <u>          -</u> |
| <br>   |                       |
| <b>Expenses</b>                                      |                       |
| Communications                                       | 116                   |
| Professional fees                                    | 16,382                |
| Occupancy expense                                    | 631                   |
| Other operating expenses                             | <u>16,402</u>         |
| <b>Total expenses</b>                                | <u>33,531</u>         |
| <b>Net income (loss) before income tax provision</b> | (33,531)              |
| <br>   |                       |
| <b>Income tax provision</b>                          | <u>800</u>            |
| <b>Net income (loss)</b>                             | <u>\$ (34,331)</u>    |

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

**Saints Advisors, LLC**  
**Statement of Changes in Liabilities Subordinated**  
**to the Claims of General Creditors**  
**For the Year Ended December 31, 2012**

|                                     | <u>Amount</u> |
|-------------------------------------|---------------|
| <b>Balance at December 31, 2011</b> | \$ -          |
| Increase:                           |               |
| Issuance of subordinated notes      | -             |
| Accrual of interest                 | -             |
| Decrease:                           |               |
| Payment of subordinated notes       | -             |
| Payment of interest                 | -             |
| <b>Balance at December 31, 2012</b> | <u>\$ -</u>   |

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

**Saints Advisors, LLC**  
**Statement of Changes in Member's Equity**  
**For the Year Ended December 31, 2012**

|                                     | <u>Member's<br/>Equity</u> |
|-------------------------------------|----------------------------|
| <b>Balance at December 31, 2011</b> | \$ 16,658                  |
| Member's contributions              | 27,000                     |
| Net income (loss)                   | <u>(34,331)</u>            |
| <b>Balance at December 31, 2012</b> | <u>\$ 9,327</u>            |

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

**Saints Advisors, LLC**  
**Statement of Cash Flows**  
**For the Year Ended December 31, 2012**

|  |                |                                |
|--|----------------|--------------------------------|
| <b>Cash flow from operating activities:</b>  |                |                                |
| Net income (loss)  |                | \$ (34,331)                    |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                |                                |
| Depreciation expense   | \$ 9,241       |                                |
| (Increase) decrease in assets:   |                |                                |
| Prepaid expense  | (120)          |                                |
| Increase (decrease) in liabilities:  |                |                                |
| Accounts payable and accrued expenses  | 5,650          |                                |
| Payable to related party   | <u>(1,837)</u> |                                |
| Total adjustments  |                | <u>12,934</u>                  |
| <b>Net cash provided by (used in) operating activities</b>   |                | <b>(21,397)</b>                |
| <b>Net cash provided by (used in) in investing activities</b>                                      |                | <b>-</b>                       |
| <b>Cash flow from financing activities:</b>  |                |                                |
| Member's contribution  | <u>27,000</u>  |                                |
| <b>Net cash provided by (used in) financing activities</b>   |                | <b><u>27,000</u></b>           |
| <b>Net increase (decrease) in cash</b>   |                | <b>5,603</b>                   |
| <b>Cash at beginning of year</b>   |                | <b><u>9,089</u></b>            |
| <b>Cash at end of year</b>   |                | <b><u><u>\$ 14,692</u></u></b> |

**Supplemental disclosure of cash flow information:**

Cash paid during the year for:

|              |        |
|--------------|--------|
| Interest     | \$ -   |
| Income taxes | \$ 800 |

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

**Saints Advisors, LLC**  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*General*

Saints Advisors, LLC (the "Company"), a Delaware limited liability company, was formed on May 26, 2000. The Company operates as a registered broker/dealer in securities under the provisions of the Securities Exchange Act of 1934. The Company is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC").

The Company is an investment banking advisory firm, providing a range of merger and acquisition ("M&A") solutions, corporate development and other consulting services to public and nonpublic companies in the technology industry.

Under its membership agreement with FINRA and pursuant to Rule 15c3-3(k)(2)(i), the Company conducts business on a fully disclosed basis and does not execute or clear securities transactions for customers. Accordingly, the Company is exempt from the requirement of Rule 15c3-3 under the Securities Exchange Act of 1934 pertaining to the possession or control of customer assets and reserve requirements.

*Summary of Significant Accounting Policies*

The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

For purposes relating to the statement of cash flows, the Company has defined cash equivalents as highly liquid investments, with original maturities of less than three months, that are not held for sale in the ordinary course of business.

The Company receives fees in accordance with terms stipulated in its engagement contracts. Fees are recognized as earned. The Company also receives success fees when transactions are completed. Success fees are recognized when earned, the Company has no further continuing obligations, and collection is reasonably assured.

**Saints Advisors, LLC**  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 1: GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**  
**(Continued)**

Auto and equipment are stated at cost. Repairs and maintenance to these assets are charged to expense as incurred; major improvements enhancing the function and/or useful life are capitalized. When items are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gains or losses arising from such transactions are recognized. As of December 31, 2012, all of the fixed assets are fully depreciated.

The Company is treated as a disregarded entity for federal income tax purposes, in accordance with single member limited liability company rules. All tax effects of the Company's income or loss are passed through to the member. Therefore, no provision or liability for Federal Income Taxes is included in these financial statements.

The Company has evaluated events subsequent to the balance sheet date for items requiring recording or disclosure in the financial statements. The evaluation was performed through January 30, 2013, which is the date the financial statements were available to be issued. Based upon this review, the Company has determined that there were no events which took place that would have a material impact on its financial statements.

**Note 2: INCOME TAXES**

As mentioned in Note 1, the Company is treated as a disregarded entity for federal income tax purposes, in accordance with single member limited liability company rules. Therefore, no provision or liability for Federal Income Taxes is included in these financial statements. However the Company is subject to a minimum franchise tax and gross receipts fee in California for limited liability companies.

At December 31, 2012, the Company recorded California State income taxes of \$800.

**Saints Advisors, LLC**  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 3: RELATED PARTY TRANSACTIONS**

The Company pays a quarterly reimbursement to an affiliated company, Saints Capital Services LLC ("Saints"), in consideration for certain expenses paid on the Company's behalf. Saints is a Delaware company incorporated to manage Saints Capital VI, L.P., Saints Capital Dakota, L.P., Saints Capital Everest, L.P., Saints Capital Falcon, L.P., Saints Rustic Canyon, L.P., and Saints Capital Granite, L.P.. Saints and the Company share common ownership. For the year ended December 31, 2012, expenses incurred by the Company in respect of the expense sharing agreement with Saints totaled \$2,129 of which \$631 represented rent expense.

It is possible that the terms of certain of the related party transactions are not the same as those that would result for transactions among wholly unrelated parties.

**Note 4: OPTION PLAN**

In November 2000, the Company established an option plan. Under the option plan, the Company is authorized to grant options to purchase 10,000,000 membership units to its employees, directors and consultants. Options granted generally vest in installments over a four-year period, commencing on the grant date. Options expire ten years from the date of grant.

A summary of activity under the option plan is set forth below:

| <u>Exercise</u>                | <u>Outstanding</u> | <u>Options Price</u> |
|--------------------------------|--------------------|----------------------|
| Outstanding, December 31, 2011 | 3,000,000          | \$ 0.01              |
| Options issued (canceled), net | -                  | 0.01                 |
| Outstanding, December 31, 2012 | <u>3,000,000</u>   | <u>\$ 0.01</u>       |

At December 31, 2012, options to purchase 6,994,167 membership units were available for grant.

A summary of activity under the option plan is set forth below:

| <u>Options Outstanding</u> |                    |  | <u>Options Vested and Exercisable</u> |                               |                                 |
|----------------------------|--------------------|--|---------------------------------------|-------------------------------|---------------------------------|
| Exercise Price             | Number Outstanding | Weighted Average Remaining Contractual Life ( years) | Weighted Average Exercise Price       | Number Vested and Outstanding | Weighted Average Exercise Price |
| \$ 0.01                    | 3,000,000          | 0.7  | \$ 0.01                               | 3,000,000                     | \$ 0.01                         |

**Saints Advisors, LLC**  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 5: COMMITMENTS AND CONTINGENCIES**

*Going-Concern*

The Company had very little activity for the year ended December 31, 2012, and also had limited activity in the previous year. This inactivity has resulted in no revenues in the past two years and corresponding operating losses. This brings into question the Company's ability to continue as a going concern. To provide needed liquidity, the sole member will continue to capitalize the Company to fund its continuing operations. In addition, the Company, with the assistance of its sole member, is currently exploring new business opportunities.

**Note 6: RECENTLY ISSUED ACCOUNTING STANDARDS**

In June of 2009, the Financial Accounting Standards Board (the "FASB") implemented a major restructuring of U.S. accounting and reporting standards. This restructuring established the Accounting Standards Codification ("Codification" or "ASC") as the source of authoritative accounting principles ("GAAP") recognized by the FASB. The principles embodied in the Codification are to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States. New accounting pronouncements are incorporated into the ASC through the issuance of Accounting Standards Updates ("ASUs").

For the year ending December 31, 2012, various ASUs issued by the FASB were either newly issued or had effective implementation dates that would require their provisions to be reflected in the financial statements for the year then ended. The Company has reviewed the following ASU releases to determine relevance to the Company's operations:

| <u>ASU No.</u> | <u>Title</u>   | <u>Effective Date</u>   |
|----------------|--|-------------------------|
| 2011-04        | Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IRFSs (May 2011). | After December 15, 2011 |
| 2011-05        | Comprehensive Income (Topic 220): Presentation of Comprehensive Income (June 2011).  | After December 15, 2011 |
| 2011-08        | Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment (September 2011).  | After December 15, 2011 |

**Saints Advisors, LLC**  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 6: RECENTLY ISSUED ACCOUNTING STANDARDS**

**(Continued)**

|         |   |                          |
|---------|---|--------------------------|
| 2011-11 | Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities (December 2011).   | After January 1, 2013    |
| 2011-12 | Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (December 2011). | After December 15, 2011  |
| 2012-02 | Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment (July 2012).  | After September 15, 2012 |

The Company has either evaluated or is currently evaluating the implications, if any, of each of these pronouncements and the possible impact they may have on the Company's financial statements. In most cases, management has determined that the pronouncement has either limited or no application to the company and, in all cases, implementation would not have a material impact on the financial statements taken as a whole.

**Note 7: 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. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. Net capital and aggregate indebtedness change day to day, but on December 31, 2012, the Company had net capital of \$9,042 which was \$4,042 in excess of its required net capital of \$5,000; and the Company's ratio of aggregate indebtedness (\$5,650) to net capital was 0.62 to 1, which is less than the 15 to 1 maximum allowed.

**Saints Advisors, LLC**  
**Schedule I - Computation of Net Capital Requirements**  
**Pursuant to Rule 15c3-1**  
**As of December 31, 2012**

**Computation of net capital**

|                                   |           |              |
|-----------------------------------|-----------|--------------|
| Member's equity                   | \$        | <u>9,327</u> |
| <b>Total member's equity</b>      | <b>\$</b> | <b>9,327</b> |
| Less: Non-allowable assets        |           |              |
| Prepaid expense                   |           | <u>(285)</u> |
| <b>Total non-allowable assets</b> |           | <u>(285)</u> |
| <b>Net capital</b>                |           | <b>9,042</b> |

**Computation of net capital requirements**

|  |           |                     |
|--|-----------|---------------------|
| Minimum net capital requirements               |           |                     |
| 6 2/3 percent of net aggregate indebtedness    | \$        | 377                 |
| Minimum dollar net capital required            | \$        | <u>5,000</u>        |
| Net capital required (greater of above)        |           | <u>(5,000)</u>      |
| <b>Excess net capital</b>                      | <b>\$</b> | <b><u>4,042</u></b> |
| Ratio of aggregate indebtedness to net capital |           | 0.62 : 1            |

There was no material difference between net capital computation shown here and the net capital computation shown on the Company's unaudited Form X-17A-5 report dated December 31, 2012.

*See independent auditor's report*

**Saints Advisors, LLC**  
**Schedule II - Computation for Determining of Reserve**  
**Requirements Pursuant to Rule 15c3-3**  
**As of December 31, 2012**

A computation of reserve requirements is not applicable to Saints Advisors, LLC as the Company qualifies for exemption under Rule 15c3-3(k)(2)(i).

*See independent auditor's report*

**Saints Advisors, LLC**  
**Schedule III - Information Relating to Possession or Control**  
**Requirements Pursuant to Rule 15c3-3**  
**As of December 31, 2012**

Information relating to possession or control requirements is not applicable to Saints Advisors, LLC as the Company qualifies for exemption under Rule 15c3-3(k)(2)(i).

*See independent auditor's report*

**Saints Advisors, LLC**  
**Supplementary Accountant's Report**  
**on Internal Accounting Control**  
**Report Pursuant to Rule 17a-5**  
**For the Year Ended December 31, 2012**

Board of Directors  
Saints Advisors, LLC:

In planning and performing our audit of the financial statements of Saints Advisors, LLC (the Company), as of and for the year ended December 31, 2012, 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 previously 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.

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



Breard & Associates, Inc.  
Certified Public Accountants

Oakland, California  
January 30, 2013