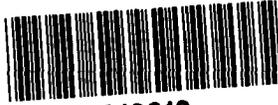


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SEC



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MISSION

SEC

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

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

Mail Processing Section

FEB 11 2013

| SEC FILE NUMBER |
|-----------------|
| 8-67360 |

FACING PAGE

Washington DC

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 01/01/12 AND ENDING 12/31/12
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: NC Securities, LLC

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
3 Bethesda Metro Center, Suite 500
(No. and Street)

Bethesda Maryland 20814
(City) (State) (Zip Code)

| OFFICIAL USE ONLY |
|-------------------|
| FIRM I.D. NO. |

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Wendy Albertini 240 395-2399
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

E. Cohen and Company, CPA's
(Name - if individual, state last, first, middle name)

One Research Court, Suite 101 Rockville MD 20850
(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)

AD
2/12/13

OATH OR AFFIRMATION

I, Darren Womer, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of NC Securities, LLC of December 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:

None

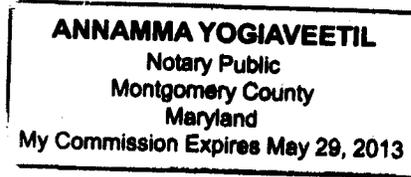
Handwritten signature of Darren J. Womer

Signature

President

Title

Handwritten signature of Annamma Yogiaveetil, Notary Public



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

- Checked 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, (g) Computation of Net Capital, (h) Computation for Determination of Reserve Requirements Pursuant to 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, (l) An Oath or Affirmation, (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).

NC SECURITIES, LLC
FINANCIAL STATEMENTS
DECEMBER 31, 2012



E. COHEN
AND COMPANY, CPAs

Building Profitable Ideas

NC SECURITIES, LLC
FINANCIAL STATEMENTS
DECEMBER 31, 2012

OATH OR AFFIRMATION

I, Darren Womer, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of NC Securities, LLC, as of December 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:

None

Signature

President

Title

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).

NC SECURITIES, LLC
FINANCIAL STATEMENTS
DECEMBER 31, 2012

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E. COHEN

AND COMPANY, CPAs

Building Profitable Ideas

Independent Auditor's Report

To the Member and Directors of
NC Securities, LLC
Bethesda, Maryland

Report on the Financial Statements

We have audited the accompanying financial statements of NC Securities, LLC which comprise the statement of financial condition as of December 31, 2012, and the related statements of operations, member's equity, and cash flows for the year then ended, 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 from 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 entity'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 entity'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 NC Securities, 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 made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information on pages 9 and 10 is presented for purposes of additional analysis, as required by Form X-17A-5, and is not a required part of the financial statements. The supplementary 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 supplementary 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 supplementary information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

E. Cohen and Company, CPAs

Rockville, Maryland
January 29, 2013

NC SECURITIES, LLC

STATEMENT OF FINANCIAL CONDITION DECEMBER 31, 2012

ASSETS

| | |
|-----------------------------|------------------------|
| Current assets | |
| Cash | \$ 8,243 |
| Prepaid expenses | <u>615</u> |
| Total current assets | <u>8,858</u> |
| Total assets | <u><u>\$ 8,858</u></u> |

LIABILITIES AND MEMBER'S EQUITY

| | |
|--|------------------------|
| Current liabilities | |
| Accounts payable | <u>\$ -</u> |
| Total current liabilities | <u>-</u> |
| Member's equity | <u>8,857</u> |
| Total liabilities and member's equity | <u><u>\$ 8,857</u></u> |

See independent auditor's report and notes to the financial statements.

NC SECURITIES, LLC

STATEMENT OF OPERATIONS YEAR ENDED DECEMBER 31, 2012

| | |
|---|-------------------------|
| Revenue | <u>\$ 100,000</u> |
| Operating expenses | |
| Regulatory compliance | 2,433 |
| Overhead allocation from Parent company | 24,000 |
| Other expenses | <u>10,100</u> |
| Total operating expenses | <u>36,533</u> |
| Net income | <u><u>\$ 63,467</u></u> |

See independent auditor's report and notes to the financial statements.

NC SECURITIES, LLC

STATEMENT OF MEMBER'S EQUITY YEAR ENDED DECEMBER 31, 2012

| | |
|------------------------------------|------------------------|
| Balance, beginning of year | \$ 13,390 |
| Net income for the year | 63,467 |
| Capital contributions for the year | 32,000 |
| Capital distributions for the year | <u>(100,000)</u> |
| Balance, end of year | <u><u>\$ 8,857</u></u> |

See independent auditor's report and notes to the financial statements.

NC SECURITIES, LLC

STATEMENT OF CASH FLOWS YEAR ENDED DECEMBER 31, 2012

| | |
|---|------------------------|
| Cash flows from operating activities | |
| Net income | \$ 63,467 |
| Adjustments to reconcile net income to net cash provided by operating activities | |
| Monthly overhead costs funded by capital contributions from the Parent company | 24,000 |
| Decrease in prepaid expenses | <u>250</u> |
| Net cash provided by operating activities | <u>87,717</u> |
| Cash flows from financing activities | |
| Capital contributions from Parent company | 8,000 |
| Capital distributions to Parent company | <u>(100,000)</u> |
| Net cash used in financing activities | <u>(92,000)</u> |
| Net decrease in cash | (4,283) |
| Cash, beginning of year | <u>12,525</u> |
| Cash, end of year | <u><u>\$ 8,242</u></u> |

See independent auditor's report and notes to the financial statements.

NC SECURITIES, LLC

NOTES TO FINANCIAL STATEMENTS YEAR ENDED DECEMBER 31, 2012

1. Organization

NC Securities, LLC (the Company) was organized on September 28, 2005, pursuant to the laws of the State of Delaware. On November 16, 2006, the Company became a registered broker/dealer entity under the regulations of the NASD, now FINRA, the Financial Industry Regulatory Authority.

2. Summary of significant accounting policies

Cash and cash equivalents

The Company considers all cash and investment accounts with original maturities of three months or less to be cash equivalents.

Use of accounting 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.

Income taxes

The Company is a limited liability company which is a pass-through entity for Federal and Maryland income tax reporting. Pass-through entities are not subject to Federal income taxes. Most states, including Maryland, also treat pass-through entities consistently with the Federal regulations. Any income or loss of pass-through entities is reported in the tax returns of the owners of the entity.

The Company, as a "single member LLC", is included in the tax return of the Parent company and does not file separate income tax returns. These tax returns for the years 2009 – 2011 remain subject to examination by the Internal Revenue Service and the State of Maryland. The 2012 Federal and state tax returns have not yet been filed.

The Company does not have any uncertainties in income taxes nor are there any unrecognized tax benefits to be disclosed as of December 31, 2012.

NC SECURITIES, LLC

NOTES TO FINANCIAL STATEMENTS (CONTINUED) YEAR ENDED DECEMBER 31, 2012

3. Related party relationships and transactions

The Company is wholly-owned by National Capital Company, LLC (“NCC”) and was formed to be the broker dealer entity for merger and acquisition transactions entered into by NCC that were deemed to be “sales of securities”. Under this arrangement, the Company is dependent on NCC for future revenue, since the Company does not independently market its services.

NCC has funded the formation and operations of the Company through contributions to capital. The Company’s ability to continue in business is dependent on NCC’s continued capital contributions and/or NCC entering into transactions from which the Company will earn revenue.

NCC provides office space and administrative services to the Company under a Management Services Agreement, as amended, that required monthly charges to the Company by NCC of \$2,000. NCC has agreed that these charges will be funded by an equal monthly contribution of capital to the Company.

As of December 31, 2012, there are no amounts due to or from NCC.

4. Net capital requirement

The Company is subject to SEC Rule 15c3, which requires the maintenance of minimum net capital in an amount equal to the greater of \$5,000 or 1/15 of total aggregate indebtedness. The Rule 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, 2012, the Company had net capital, as defined, of \$8,242, which was \$3,242 in excess of its required net capital of \$5,000. The Company’s year end ratio of aggregate indebtedness to net capital was zero to 1.

5. Subsequent events

Management of the Company has evaluated events or transactions that occurred after December 31, 2012, through January 29, 2013, the date the financial statements were available to be issued, and has determined that there are no subsequent events or transactions that should be disclosed in the financial statements.

NC SECURITIES, LLC

SUPPLEMENTARY INFORMATION DECEMBER 31, 2012

Computation of net capital

| | |
|---|-------------------------------|
| Total ownership equity from Statement of Financial Condition | \$ 8,857 |
| Deduct ownership equity not allowable for Net Capital | - |
| Total ownership equity qualified for Net Capital | <u>8,857</u> |
| Add: | |
| Liabilities subordinated to claims of general creditors | - |
| Other allowable credits | - |
| Deduct: | |
| Total nonallowable assets from Statement of Financial Condition | (615) |
| Secured demand note deficiency | - |
| Commodity futures contracts and spot commodities | - |
| Other deductions and/or charges | - |
| Less haircuts on securities: | |
| Contractual securities commitments | - |
| Subordinated securities borrowings | - |
| Trading and investment securities | - |
| Undue concentration | - |
| Other | - |
| | <u>-</u> |
| Net capital | <u><u>\$ 8,242</u></u> |
| Aggregate indebtedness | |
| Other accounts payable and accrued expenses | \$ - |
| Items not included in financial statements | - |
| | <u>-</u> |
| Aggregate indebtedness | <u><u>\$ -</u></u> |
| Computation of basic net capital requirement | |
| Minimum net capital required | <u>\$ 5,000</u> |
| Excess net capital | <u><u>\$ 3,242</u></u> |
| Ratio: Aggregate indebtedness to net capital | <u><u>0 to 1</u></u> |

NC SECURITIES, LLC

SUPPLEMENTARY INFORMATION (CONTINUED) DECEMBER 31, 2012

Reconciliation of net capital

There are no material differences between the audited Computation of Net Capital and the Company's corresponding unaudited Part IIA of Form X-17A-5 as of December 31, 2012, and accordingly, no reconciliation is required.

Computation for determination of reserve requirements

The Company is exempt from this requirement under Rule 15c3-3 under the exception provided in section (k)(2)(i), "Special Account for the Exclusive Benefit of Customers" maintained.



E. COHEN

AND COMPANY, CPAs

Building Profitable Ideas

**Independent Auditor's Report on Internal Control
Required by SEC Rule 17a-5(g)(1)**

Member and Directors of
NC Securities, LLC
Bethesda, Maryland

In planning and performing our audit of the financial statements of NC Securities, LLC (the Company), as of December 31, 2012, and for the year then ended, 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 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.

Independent Auditor's Report on Internal Control (continued)

The management of the Company is responsible for establishing and maintaining the 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 a 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.

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.

**Independent Auditor's Report on Internal Control
(continued)**

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 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 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, 2012, to meet the SEC's objectives.

This report is intended solely for the information and use of the Member and Directors, management, the SEC, 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.

E. Cohen and Company, CPAs

Rockville, Maryland
January 29, 2013