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

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

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

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: W.E. Nightingale Brokerage Services Inc. ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.) 4957 Lakemont Blvd C-4

OFFICIAL USE ONLY FIRM I.D. NO.

Bellevue WA 98006 (City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT Thomas F Flynn 732-842-9450 (Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

PKF O'Connor Davies 665 Fifth Ave New York NY 10022 (Name - if individual, state last, first, middle name) (Address) (City) (State) (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)

Handwritten initials/signature

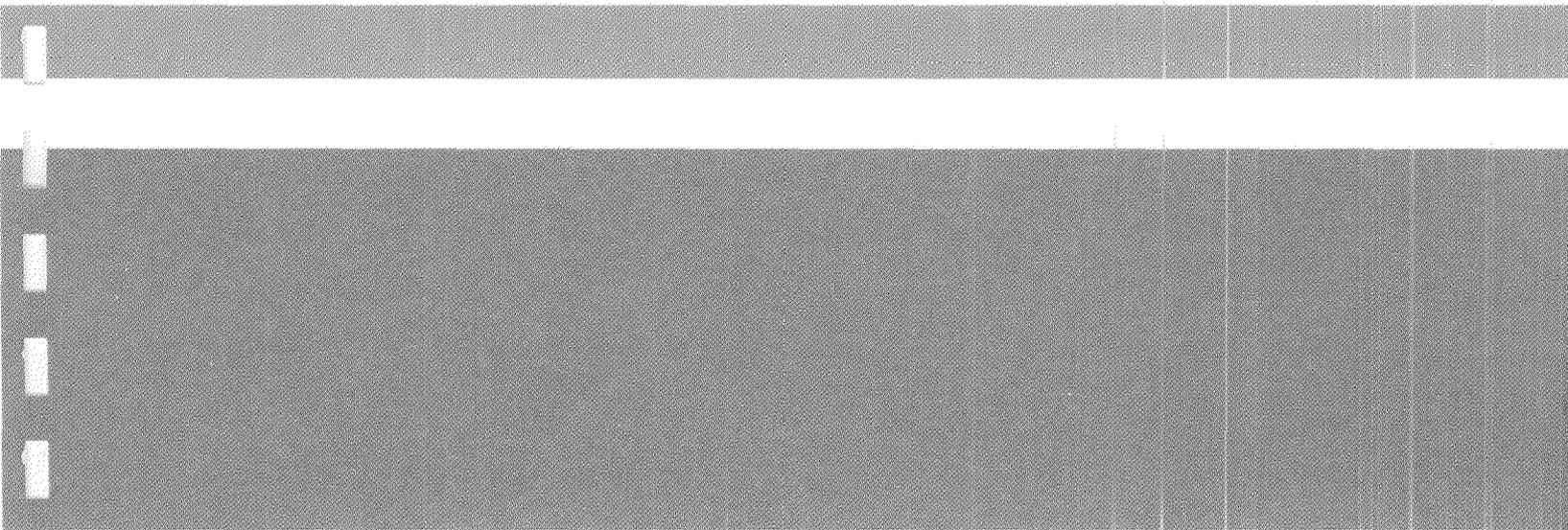
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Washington DC
401

W.E. Nightingale Brokerage Services, Inc.

Financial Statements

December 31, 2012 and 2011



W.E. Nightingale Brokerage Services, Inc.

Financial Statements

December 31, 2012 and 2011

OATH OR AFFIRMATION

I, Walter E Nightingale, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of W.E.Nightingale Brokerage Services Inc., 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:

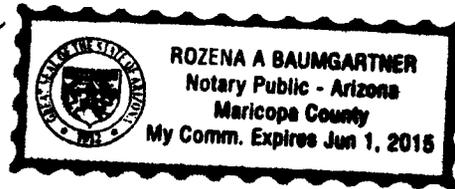
None

Walter E Nightingale
Signature
President

P

Title

Rozena A Baumgartner
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).

Independent Auditors' Report

**The Board of Directors
W.E. Nightingale Brokerage Services Inc.**

We have audited the accompanying statements of financial condition of W.E. Nightingale Brokerage Services, Inc. (the "Company"), as of December 31, 2012 and 2011, and the related statements of income, changes in stockholder's equity, and cash flows for the years 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 auditors' 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 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 W.E. Nightingale Brokerage Services Inc. as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental information shown on pages 9 and 10 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 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.

PKF O'CONNOR DAVIES

New York, New York
February 16, 2013

W.E. Nightgale Brokerage Services, Inc.

Statements of Financial Condition

	December 31,	
	2012	2011
ASSETS		
Cash and cash equivalents	\$ 247	\$ 117
Receivable from clearing broker	22,548	23,832
Advance to shareholder	-	3,224
	<u>\$ 22,795</u>	<u>\$ 27,173</u>
 LIABILITIES AND STOCKHOLDER'S EQUITY		
Liabilities		
Accounts payable	\$ 5,256	\$ 3,001
Other liabilities	-	870
Total Liabilities	<u>5,256</u>	<u>3,871</u>
Stockholder's equity		
Capital stock, \$1 par value, 2,500 shares authorized, 2,500 shares issued and outstanding	2,250	2,250
Additional paid-in capital	36,200	36,200
Retained earnings	<u>(20,911)</u>	<u>(15,148)</u>
Total Stockholder's Equity	<u>17,539</u>	<u>23,302</u>
	<u>\$ 22,795</u>	<u>\$ 27,173</u>

See notes to financial statements

W.E. Nightingale Brokerage Services, Inc.

Statements of Operations

	Year Ended	
	December 31,	
	<u>2012</u>	<u>2011</u>
REVENUES		
Commissions	<u>\$ 21,999</u>	<u>\$ 17,712</u>
Total Revenues	<u>21,999</u>	<u>17,712</u>
EXPENSES		
Clearance fees	12,748	12,974
Office	2,213	1,834
Communications	-	393
Regulatory fees	1,315	643
Professional fees	10,370	672
Travel	-	1,384
Insurance	<u>1,116</u>	<u>696</u>
Total Expenses	<u>27,762</u>	<u>18,596</u>
Net (Loss)	<u>\$ (5,763)</u>	<u>\$ (884)</u>

See notes to financial statements

W.E. Nightingale Brokerage Services, Inc.

Statements of Changes in Stockholder's Equity
Years Ended December 31, 2012 and 2011

	<u>Capital Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance at January 1, 2011	\$ 2,250	\$ 36,200	\$ (14,264)	\$ 24,186
2011				
Net (loss)	<u>-</u>	<u>-</u>	<u>(884)</u>	<u>(884)</u>
Balance at December 31, 2011	2,250	36,200	(15,148)	23,302
2012				
Net (loss)	<u>-</u>	<u>-</u>	<u>(5,763)</u>	<u>(5,763)</u>
Balance at December 31, 2012	<u>\$ 2,250</u>	<u>\$ 36,200</u>	<u>\$ (20,911)</u>	<u>\$ 17,539</u>

See notes to financial statements

W.E. Nightingale Brokerage Services, Inc.

Statements of Cash Flows

	Year Ended	
	December 31,	
	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss)	\$ (5,763)	(884)
Adjustments to reconcile net loss to net cash from operating activities		
Changes in operating assets and liabilities		
Advance to shareholder	3,224	(1,458)
Receivable from clearing broker	1,285	2,130
Other liabilities	(870)	422
Accounts payable	<u>2,255</u>	<u>(94)</u>
Net Cash from Operating Activities	<u>131</u>	<u>117</u>
Net Change in Cash and Cash Equivalents	131	117
CASH AND CASH EQUIVALENTS		
Beginning of year	<u>117</u>	<u>-</u>
End of year	<u>\$ 247</u>	<u>\$ 117</u>

See notes to financial statements

W.E. Nightingale Brokerage Services, Inc.

Notes to Financial Statements
December 31, 2012 and 2011

1. Organization

The Company is a registered broker dealer, functioning as an introducing broker and has a standard agreement with its clearing broker. All securities are introduced and cleared on a fully disclosed basis through the clearing broker.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements 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. Accordingly actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an initial maturity of three months or less to be cash equivalents.

Receivable from Clearing Broker

The Company earns commissions as an introducing broker for the transactions of its customers. The clearing and depository operations for the Company's customer accounts are performed by its clearing broker pursuant to a clearing agreement.

Revenue Recognition

Commissions on securities transactions are recorded on a trade date basis.

Income Taxes

The Company has elected S corporation status for federal income tax purposes, whereby the corporate income or loss is reported on the personal return of the shareholder. Provision has been made for corporate taxes imposed by other taxing jurisdictions.

W.E. Nightingale Brokerage Services, Inc.

Notes to Financial Statements
December 31, 2012 and 2011

2. Summary of Significant Accounting Policies (continued)

Accounting for Uncertainty in Income Taxes (continued)

Management has determined that the Company had no uncertain tax positions that would require financial statement recognition. The Company is no longer subject to U.S. federal, state or local income tax audits for periods prior to 2009.

Concentration of Credit Risk

The Company's financial instruments that are potentially exposed to concentrations of credit risk consist primarily of cash, and accounts receivable. The company places its cash with quality financial institutions. The Company's accounts receivable consists of an amount due from their clearing broker. As a consequence, concentration of credit risk is limited.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is February 16, 2013.

3. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (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. As of December 31, 2012, the Company had net capital of \$17,539 which was \$12,539 in excess of its required net capital. The company's ratio of net capital indebtedness is .30 to 1.

* * * * *

W.E. Nightgale Brokerage Services, Inc.

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

As of December 31, 2012

W.E. Nightingale Brokerage Services, Inc.

Schedule of Computation of Net Capital Under
Securities and Exchange Commission Rule 15c3-1
December 31, 2012

NET CAPITAL

Total ownership equity from statement of financial condition	\$17,539
Net Capital	<u>17,539</u>

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital requirement - 6-2/3% of aggregate indebtedness, or \$5,000, whichever is greater	<u>5,000</u>
Excess of net capital over minimum requirement	12,539
Total Aggregate Indebtedness Liabilities	\$ 5,256
Percentage of aggregate indebtedness to net capital	30%

**RECONCILIATION OF COMPUTATION OF NET CAPITAL
UNDER SECURITIES AND EXCHANGE COMMISSION RULE 15c3-1**

There are no material differences between the above calculation and the calculation included in the Company's unaudited FOCUS Report as of December 31, 2012.

See Independent Auditors' Report

W.E. Nightingale Brokerage Services, Inc.

**SCHEDULE OF COMPUTATION OF RESERVE REQUIREMENTS
UNDER EXHIBIT A OF SECURITIES AND EXCHANGE COMMISSION RULE 15c3-3
As of December 31, 2012**

The firm has claimed an exemption from Rule 15c3-3 under section (k)(2)(ii) in which all customer transactions are cleared through another stock brokerage firm on a fully disclosed basis.

**SCHEDULE RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS
UNDER SECURITIES AND EXCHANGE COMMISSION RULE 15c3-3
As of December 31, 2012**

The firm is engaged in a general securities business and carried no customer accounts on its books. All customer transactions are cleared through another stock brokerage firm on a fully disclosed basis and the firm does not have possession of customer securities.

See Independent Auditors' Report

**Independent Auditors' Report on Internal Control Structure
Required by SEC Rule 17a-5**

**The Board of Directors and Shareholders
W.E. Nightingale Brokerage Services, Inc.**

In planning and performing our audit of the financial statements of W.E. Nightingale Brokerage Services, Inc. (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 Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and 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.

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 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 previously.

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 on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at December 31, 2012, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the 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 is not intended to be and should not be used by anyone other than these specified parties.

PKF O'Connor Davies

New York, New York
February 16, 2013

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PKF North America and PKF International Ltd.