



UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549 13013356



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

SEC FILE NUMBER  
8- 659 41

**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: Blue Vista Capital, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
111 S. Wacker Drive, Suite 3300

OFFICIAL USE ONLY  
FIRM I.D. NO.

Chicago IL 60606  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Amy Vicioso (312) 324-6059  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Sassetti LLC

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

6611 W. North Avenue Oak Park IL 60302  
(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)

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OATH OR AFFIRMATION

I, Mr. Peter Stelian, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Blue Vista Capital, 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:



*Linda Piper*  
Notary Public

Peter Stelian  
Signature  
MANAGING PRINCIPAL  
Title

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).

**BLUE VISTA CAPITAL, LLC**  
**FINANCIAL STATEMENTS**  
**YEAR END**  
**DECEMBER 31, 2012**

**BLUE VISTA CAPITAL, LLC**

**FINANCIAL STATEMENTS**

**YEAR END**

**DECEMBER 31, 2012**

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To the Members  
Blue Vista Capital, LLC  
Chicago, Illinois

## INDEPENDENT AUDITORS' REPORT

### *Report on the Financial Statements*

We have audited the accompanying financial statements of **Blue Vista Capital LLC** which comprise the statement of financial condition as of December 31, 2012, and the related statements of income, changes in members' equity, changes in liabilities subordinated to claims of general creditors 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.

### *Auditors' 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 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 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 **Blue Vista Capital LLC** at 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.

**Sassetti**



CERTIFIED PUBLIC ACCOUNTANTS

*Supplementary Information*

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. Schedule I – Computation of Net Capital is presented for purposes of additional analysis and is not a required part of the financial statements. 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.

*Sassetti LLC*

February 28, 2013  
Oak Park, Illinois

**BLUE VISTA CAPITAL, LLC**  
**STATEMENT OF FINANCIAL CONDITION**

**December 31, 2012**

**ASSETS**

**ASSETS**

Cash and Cash Equivalents	\$ 142,536
Accounts Receivable	5,000
Prepaid Expense	<u>7,432</u>

TOTAL CURRENT ASSETS \$ 154,968

**FIXED ASSETS**

Office and Computer Equipment	8,451
Less: Accumulated Depreciation	<u>8,451</u>

TOTAL FIXED ASSETS -

TOTAL ASSETS \$ 154,968

**LIABILITIES AND MEMBERS' EQUITY**

**LIABILITIES**

Accounts Payable	\$ 1,758
Accrued Expenses	<u>124,791</u>

TOTAL CURRENT LIABILITIES \$ 126,549

**MEMBERS' EQUITY**

Managing Members' Equity	<u>28,419</u>
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TOTAL MEMBERS' EQUITY 28,419

TOTAL LIABILITIES AND MEMBERS' EQUITY \$ 154,968

BLUE VISTA CAPITAL, LLC

STATEMENT OF INCOME

Year Ended December 31, 2012

**REVENUES**

Success Fees	\$	296
Asset Management Service Fees		127,322
R.E. Investment Advisory Fee		95,792
Other Income		<u>-</u>

TOTAL REVENUES \$ 223,410

**EXPENSES**

License, Dues and Fees	7,535
Asset Management Fees	124,582
Insurance	414
Professional Fees	19,770
Occupancy and Administrative Expenses	75,000
Other Expenses	<u>971</u>

TOTAL EXPENSES 228,272  
(4,862)

**OTHER INCOME**

Dividend and Interest Income	<u>11</u>
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NET LOSS BEFORE TAXES (4,851)

Income Tax Benefit	<u>-</u>
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NET LOSS \$ (4,851)

**BLUE VISTA CAPITAL, LLC**  
**STATEMENT OF CHANGES IN MEMBERS' EQUITY**  
**Year Ended December 31, 2012**

	<u>Total Members' Equity</u>
Balance at December 31, 2011	\$ 33,270
Members' Contribution	-
Net Loss	(4,851)
Members' Draw	<u>-</u>
Balance at December 31, 2012	<u>\$ 28,419</u>

BLUE VISTA CAPITAL, LLC

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS

Year Ended December 31, 2012

Subordinated Borrowings at December 31, 2011	\$	-
Increases:		
Issuances of Subordinated Notes		-
Decreases:		
Payment of Subordinated Notes		<u>-</u>
Subordinated Borrowings at December 31, 2012	\$	<u>-</u>

**BLUE VISTA CAPITAL, LLC**  
**STATEMENT OF CASH FLOWS**  
**Year Ended December 31, 2012**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net Loss		\$ (4,851)
Adjustments to Reconcile Net Loss to Net		
Cash Used In Operating Activities:		
Depreciation and Amortization	\$ -	
Increase in Operating Assets:		
Accounts Receivable	(5,000)	
Prepaid Expense	(1,916)	
Increase in Operating Liabilities:		
Accounts Payable	1,758	
Accrued Expenses	<u>124,790</u>	
Total Adjustments		<u>119,632</u>
NET CASH PROVIDED BY OPERATING		
ACTIVITIES		<u>114,781</u>
Total Increase in Cash		114,781
Cash at December 31, 2011		<u>27,755</u>
Cash at December 31, 2012		<u><u>\$ 142,536</u></u>

Supplemental Cash Flows Disclosures:

Income Tax Payments		<u><u>\$ -</u></u>
Interest Payments		<u><u>\$ -</u></u>

BLUE VISTA CAPITAL, LLC

NOTES TO THE FINANCIAL STATEMENTS

Year Ended December 31, 2012

**NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS:**

The Company is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA). The Company's primary focus is on raising capital for real estate ventures and is limited to private placement of securities. They do not carry customers' accounts or clear customers' securities transactions. The Company is an Illinois Limited Liability Company.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

Revenue Recognition Policy

Investment advisory fees and asset management fees are generally recognized and recorded based upon the accrual method of accounting. Those fees are fixed in nature and are thus quantifiable on a monthly basis. Success fees are fixed in nature and are thus quantifiable on a monthly basis. Success fees on equity placement transactions are recognized and recorded upon receipt of funds directly attributed to those services provided.

Cash and Cash Equivalents

The Company considers all short-term highly liquid investments to be cash equivalents.

Allowance for Doubtful Accounts

An allowance for doubtful accounts has not been recorded. When necessary, bad debts will be recorded using the direct write-off method.

Fixed Assets

Fixed assets consist of office equipment. The Company records depreciation using tax depreciation methods over the assets' estimated useful lives of five years. Any difference between straight-line basis and tax methods is immaterial.

Income Taxes

Blue Vista Capital, LLC is a Limited Liability Company taxed as a partnership. Blue Vista Capital, LLC pays no Federal income taxes (under most circumstances), since their earnings are taxed directly to the partners. The Company's income tax returns for the years ending December 31, 2009, 2010 and 2011 are subject to examination by the taxing authorities, generally for three years after they are filed.

Statement of Cash Flows

The Company considers money market funds to be cash equivalents.

**BLUE VISTA CAPITAL, LLC**

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**

**Year Ended December 31, 2012**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D):**

Accounts Receivable

Accounts receivable are carried at the contractual agreed upon amount less an estimate for doubtful receivables based on review of all outstanding amounts on a monthly basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Subsequent Events

Management has evaluated subsequent events through February 28, 2013, the date the financial statements were available to be issued.

**NOTE 3 - CASH AND SECURITIES SEGREGATED UNDER FEDERAL AND OTHER REGULATIONS:**

Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, they do not have to comply with the reserve requirement as stated in Rule 15c3-3 of the Securities and Exchange Commission. Therefore, no segregation of cash has been made.

**NOTE 4 - COMMITMENTS AND RELATED PARTY TRANSACTIONS:**

On April 1, 2012, The Company entered into an agreement with a related party to provide professional and administrative services and furnished office space and supplies for a fee of \$8,333 per month. The Company incurred professional and administrative service costs with a related party of \$75,000 during the year ended December 31, 2012. The agreement expires on March 31, 2013 and \$0 is due under this agreement at December 31, 2012.

On October 1, 2012, The Company entered into an agreement with an affiliated company to provide investment advisory services relating to an acquisition of specified core student housing investments involving the State of Wisconsin Investment Board ("SWIB") and reimburse the related party for all expenses. As part of this agreement, Blue Vista Capital, LLC received funds of \$127,322 during 2012 and The Company owed \$124,582 to an affiliated company at year end.

**BLUE VISTA CAPITAL, LLC**

**NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**

**Year Ended December 31, 2012**

**NOTE 4 - COMMITMENTS AND RELATED PARTY TRANSACTIONS: - CONTINUED**

On January 1, 2012, The Company entered into separate investment manager agreements with five affiliated companies to oversee and manage all matters pertaining to the respective funds of each of company.

Disclosure for the funds for the year ended December 31, 2012 is as follows:

<u>Fund</u>	<u>Received during 2012</u>	<u>Due from (to) at December 31, 2012</u>
Blue Atlantic Acquisition Group,LLC	\$27,500	\$1,250
Blue Vista Sponsor Equity Fund, LLC	\$1,000	\$<208>
Blue Vista Sponsor Equity Fund II, LLC	\$27,500	\$1,250
Blue Vista Sponsor Equity Fund III, LLC	\$27,500	\$1,250
Place/BV Student Housing Fund, LLC	\$27,500	\$1,250

**NOTE 5 - 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 shall not exceed 15 to 1. At December 31, 2012, the Company had net capital of \$15,677, which was \$10,677 in excess of its required net capital of \$5,000. The Company's has outstanding indebtedness of 126,549 as of December 31, 2012.

**SCHEDULE I**

**BLUE VISTA CAPITAL, LLC**

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

**Year Ended December 31, 2012**

**Net Capital**

Total Members' Equity	\$ 28,419
Deduct: Members' Equity Not Allowable for Net Capital	-
Total Members' Equity Qualified for Net Capital	28,419
Deductions and/or charges:	
Nonallowable assets:	
Accounts Receivable	5,000
Prepaid Expenses	7,432
Net Capital Before Haircuts on Securities Positions	15,987
Haircuts on Securities:	
Money Market Instruments	307
<b>NET CAPITAL</b>	<b><u>\$ 15,680</u></b>

**Aggregate Indebtedness**

Items Included in Statement of Financial Condition	
Accounts Payable and Accrued Expenses	\$ 126,549
Items Not Included in Statement of Financial Condition	
Other Unrecorded Amounts	-
<b>TOTAL AGGREGATE INDEBTEDNESS</b>	<b><u>\$ 126,549</u></b>

**Computation of Basic Net Capital Requirement**

Minimum Net Capital Required	<u>\$ 5,000</u>
Ratio: Aggregate Indebtedness to Net Capital	<u>807.08%</u>

**Reconciliation with the Company's Computation of Net Capital**

There were no differences noted between the Company's computation of net capital and the net capital computed above.



## REPORT ON INTERNAL CONTROL

To the Members  
Blue Vista Capital, LLC  
Chicago, Illinois

In planning and performing our audit of the financial statements of Blue Vista Capital, 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 of 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 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 (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.
3. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

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.



## REPORT ON INTERNAL CONTROL (CONT'D)

Because of inherent limitations in internal control or 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, misstatement on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by charged with governance.

A *material weakness* is a deficiency, or combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the company's annual or interim 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 were adequate at December 31, 2012, to meet the SEC's objectives.

This report is intended solely for the information and use of the limited liability company members, 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.

*Sassetti LLC*

February 28, 2013  
Oak Park, Illinois

