

AS
3/13

js 3/11



13014129

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

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

MAR 1 - 2013

SEC FILE NUMBER
8- 53268

Washington DC

FACING PAGE

400

**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: HA&W Strategic Partners, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

Five Concourse Parkway, Suite 1000

(No. and Street)

Atlanta

(City)

GA

(State)

30328

(Zip Code)

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

Nick Bhandari

(404) 898-8246

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Baker Tilly Virchow Krause, LLP

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

225 South Sixth Street, Suite 2300

(Address)

Minneapolis

(City)

MN

(State)

55402

(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)

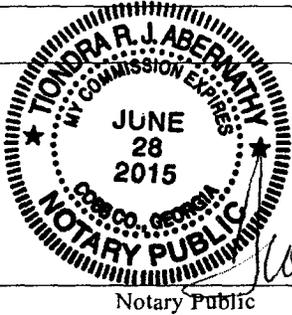
SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

AS
3/14

OATH OR AFFIRMATION

I, Nick Bhandari, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of HA&W Strategic Partners, 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:



Handwritten signature of Tondra R. J. Abernathy

Notary Public

Handwritten signature of the President

Signature

President

Title

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

- (a) Facing Page.
(b) Statement of Financial Condition.
(c) Statement of Income (Loss).
(d) Statement of CASH FLOWS
(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).

Washington DC
400

HA&W STRATEGIC PARTNERS, LLC
Atlanta, Georgia

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2012 and 2011



BAKER TILLY

Candor. Insight. Results.

SEC
Mail Processing
Section

MAR 1 - 2013
Washington DC
400

HA&W STRATEGIC PARTNERS, LLC
Atlanta, Georgia

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2012 and 2011

HA&W STRATEGIC PARTNERS, LLC

TABLE OF CONTENTS As of and for the Years Ended December 31, 2012 and 2011

Independent Auditors' Report	1 - 2
Financial Statements	
Statements of Financial Condition	3
Statements of Operations	4
Statements of Member's Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7 - 8
Supplemental Information	
Computation of Net Capital and Aggregate Indebtedness Under Rule 15c3-1 of the Securities and Exchange Commission	9
Independent Auditors' Supplementary Report on Internal Accounting Control	10 - 11

INDEPENDENT AUDITORS' REPORT

Member and Board of Directors
HA&W Strategic Partners, LLC
Atlanta, Georgia

Report on the Financial Statements

We have audited the accompanying statements of financial condition of HA&W Strategic Partners, LLC as of December 31, 2012 and 2011, and the related statements of operations, member'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 audits 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 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 HA&W Strategic Partners, LLC 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.

Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information on page 7 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.

Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota
February 27, 2013

HA&W STRATEGIC PARTNERS, LLC

STATEMENTS OF FINANCIAL CONDITION
As of December 31, 2012 and 2011

	ASSETS	<u>2012</u>	<u>2011</u>
CASH		\$ 130,192	\$ 529,928
COMMISSIONS RECEIVABLE		<u>41,369</u>	<u>46,298</u>
TOTAL ASSETS		<u>\$ 171,561</u>	<u>\$ 576,226</u>
LIABILITIES AND MEMBER'S EQUITY			
LIABILITIES			
Accrued expenses		\$ 7,083	\$ 5,824
Forgivable loan payable		<u>-</u>	<u>321,036</u>
Total Liabilities		7,083	326,860
MEMBER'S EQUITY		<u>164,478</u>	<u>249,366</u>
TOTAL LIABILITIES AND MEMBER'S EQUITY		<u>\$ 171,561</u>	<u>\$ 576,226</u>

See accompanying notes to financial statements.

HA&W STRATEGIC PARTNERS, LLC

STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
REVENUES	\$ 716,888	\$ 589,808
EXPENSES	<u>112,781</u>	<u>71,721</u>
INCOME FROM OPERATIONS	604,107	518,087
OTHER INCOME	<u>-</u>	<u>64,207</u>
NET INCOME	<u>\$ 604,107</u>	<u>\$ 582,294</u>

See accompanying notes to financial statements.

HA&W STRATEGIC PARTNERS, LLC

STATEMENTS OF MEMBER'S EQUITY
For the Years Ended December 31, 2012 and 2011

BALANCE, December 31, 2010	\$ 132,526
Distributions to member	(465,454)
2011 net income	<u>582,294</u>
BALANCE, December 31, 2011	249,366
Distributions to member	(688,995)
2012 net income	<u>604,107</u>
BALANCE, December 31, 2012	<u>\$ 164,478</u>

HA&W STRATEGIC PARTNERS, LLC

STATEMENTS OF CASH FLOWS For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 604,107	\$ 582,294
Adjustments to reconcile net income to net cash flows from operating activities:		
Forgiveness of forgivable loan	-	(64,207)
Changes in operating assets and liabilities:		
Commissions receivable	4,929	(6,249)
Accrued expenses	<u>1,259</u>	<u>(2,055)</u>
Net Cash Flows from Operating Activities	<u>610,295</u>	<u>509,783</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from forgivable loan	-	385,243
Payments of forgivable loan	(321,036)	-
Distributions to member	<u>(688,995)</u>	<u>(465,454)</u>
Net Cash Flows from Financing Activities	<u>(1,010,031)</u>	<u>(80,211)</u>
Net Change in Cash	(399,736)	429,572
CASH - Beginning of Year	<u>529,928</u>	<u>100,356</u>
CASH - END OF YEAR	<u>\$ 130,192</u>	<u>\$ 529,928</u>
Supplemental cash flow disclosures		
Cash paid for interest	\$ 24,023	\$ -

See accompanying notes to financial statements.

HA&W STRATEGIC PARTNERS, LLC

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended December 31, 2012 and 2011

NOTE 1 - Summary of Significant Accounting Policies

Nature of Business

HA&W Strategic Partners, LLC (the Company) was organized in Georgia as a limited liability company on August 15, 1999. The Company offers money management services to the public. The Company is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority (FINRA).

Cash

The Company maintains its cash in financial institutions and money market mutual funds. The balances, at times, may exceed federally insured limits.

Commissions Receivable

Commissions receivable are unsecured and no allowance for doubtful accounts is considered necessary by management at December 31, 2012 and 2011.

Revenue Recognition

Commission income is recorded on a trade-date basis.

Income Taxes

The Company is not a taxpaying entity for federal and state income tax purposes. The Company's taxable income or loss is taxed on the sole member's income tax returns. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements.

With few exceptions, the Company is no longer subject to U.S. federal, state or local income tax examinations by tax authorities for the years before 2009. The Company is not currently under examination by any taxing jurisdiction. In the event of any future tax assessments, the Company has elected to record the income taxes and any related interest and penalties as income tax expense on the Company's statements of operations.

Management's Use of Estimates

The preparation 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 the 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.

NOTE 2 - Related Party

The Company has an agreement with HA&W Capital Partners, LLC (parent), the sole member, to pay a percentage of shared expenses. Shared overhead costs are allocated based on the Company's revenue as a percentage of the parent's total revenue. Shared expenses incurred by the Company were \$56,640 and \$47,520 for the years ended December 31, 2012 and 2011. Accrued expenses at December 31, 2012 and 2011 were \$4,720 and \$0 and were comprised of shared expenses owed to the parent. Direct broker-dealer expenses are paid by the Company.

HA&W STRATEGIC PARTNERS, LLC

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 31, 2012 and 2011

NOTE 3 - Forgivable Loan Payable

In January 2011, a broker advanced an unsecured forgivable loan of \$385,243 to the Company to offset expenses associated with the transfer of business from the previous broker. The loan was subject to a promissory note which bore interest at 6.25% annually. The forgivable loan and accrued interest was to be repaid or forgiven in six annual installments over a period of six years. Installment forgiveness was to be granted annually if expected production benchmarks are achieved. The Company changed broker-dealer relationships and repaid the outstanding loan balance and accrued interest in February 2012. The Company realized a gain of \$0 and \$64,207 on the forgiveness of principal for the years ended December 31, 2012 and 2011. The forgivable loan balance was \$0 and \$321,036 as of December 31, 2012 and 2011.

NOTE 4 - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital 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. Net capital and the related net capital ratio fluctuate on a daily basis. At December 31, 2012 and 2011, the Company had net capital of \$143,796 and \$209,277 which was \$138,796 and \$187,508 in excess of its required net capital of \$5,000 and \$21,769. The Company's net capital ratio was 0.05 to 1 and 1.56 to 1 at December 31, 2012 and 2011.

No material differences exist between the net capital calculated above and the net capital computed and reported in the Company's December 31, 2012 FOCUS filing. Per Rule 15c3-3 of the Securities and Exchange Commission Uniform Net Capital Rule, the Company is exempt under the (k)(1) exemption.

NOTE 5 - Subsequent Events

The Company has evaluated subsequent events occurring through February 27, 2013, the date that the financial statements were available to be issued, for events requiring recording or disclosure in the Company's financial statements.

SUPPLEMENTAL INFORMATION

HA & W STRATEGIC PARTNERS, LLC

COMPUTATION OF NET CAPITAL AND AGGREGATE INDEBTEDNESS UNDER RULE 15C3-1 OF THE SECURITIES AND EXCHANGE COMMISSION As of December 31, 2012

COMPUTATION OF NET CAPITAL

Total member's equity	\$ 164,478
Total non-allowable assets	<u>(20,682)</u>
Net capital before haircuts on securities positions	143,796
Haircuts on securities positions	<u>-</u>
Net capital	<u>\$ 143,796</u>

COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities from statement of financial condition	<u>\$ 7,083</u>
---	-----------------

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Minimum net capital requirement	<u>\$ 5,000</u>
Excess net capital at 1,500 percent	<u>\$ 138,796</u>
Excess net capital at 1,000 percent	<u>\$ 143,088</u>
Ratio: Aggregate indebtedness to net capital	<u>.05 to 1</u>

RECONCILIATION WITH COMPANY'S COMPUTATION

Net capital as reported in Company's Part II FOCUS report, Form X-17a-5 (unaudited) as of December 31, 2012	\$ 143,797
Net audit adjustments	<u>(1)</u>
Net capital per above	<u>\$ 143,798</u>

**INDEPENDENT AUDITORS' SUPPLEMENTARY REPORT
ON INTERNAL ACCOUNTING CONTROL**

Board of Governors
HA&W Strategic Partners, LLC
Atlanta, Georgia

In planning and performing our audit of the financial statements of HA&W Strategic Partners, 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 computation 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.

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 a 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, 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. However, we identified a certain deficiency in internal control that we consider to be a significant deficiency. There is a lack of segregation of duties in the accounting department. Additionally, there are no controls in place to compensate for the lack of segregation of duties. Without appropriate segregation of duties, or compensating controls within the accounting department, it is possible the Company may not be able to successfully prevent an error or misstatement from occurring. We communicated this in writing to management and the sole member on February 27, 2013.

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 Governors, 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.

Baker Tilly Virchow Krause, LLP

Minneapolis, Minnesota
February 27, 2013

