

OATH OR AFFIRMATION

I, Donald J. Musso, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FinPro Capital Advisors, 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:



Signature

President

Title

Clawie York
Notary Public

my commission expires 10/7/13

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.
- (o) Independent Auditors' Report on Internal Accounting Control.

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

FINPRO CAPITAL ADVISORS, INC.
ANNUAL AUDITED REPORT
FORM X-17A-5
PART III
SEC FILE NO. 8-68864
YEAR ENDED DECEMBER 31, 2012
AND
INDEPENDENT AUDITORS' REPORT

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FRIEDMAN LLP
ACCOUNTANTS AND ADVISORS

FINPRO CAPITAL ADVISORS, INC.
ANNUAL AUDITED REPORT
FORM X-17A-5
PART III
SEC FILE NO. 8-68864
YEAR ENDED DECEMBER 31, 2012
AND
INDEPENDENT AUDITORS' REPORT

FINPRO CAPITAL ADVISORS, INC.

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FRIEDMAN LLP
ACCOUNTANTS AND ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Stockholder
of FinPro Capital Advisors, Inc.

Report on the Financial Statements

We have audited the accompanying statement of financial condition of FinPro Capital Advisors, Inc. as of December 31, 2012, and the related statements of income, changes in stockholder's equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 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 FinPro Capital Advisors, Inc. as of December 31, 2012, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information in Schedules I and II has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information in Schedules I and II is fairly stated in all material respects in relation to the financial statements as a whole.

Friedman LLP

February 15, 2013

FINPRO CAPITAL ADVISORS, INC.
STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2012

ASSETS

Cash	\$ 79,624
Other assets	667
	<hr/> \$ 80,291

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities

Accounts payable	\$ 11,000
Due to affiliate	374
	<hr/> 11,374

Stockholder's equity

Common stock, \$10 par value; 100 shares authorized, issued and outstanding	1,000
Additional paid-in capital	72,000
Accumulated deficit	(4,083)
	<hr/> 68,917
	<hr/> \$ 80,291

See notes to financial statements.

FINPRO CAPITAL ADVISORS, INC.

STATEMENT OF INCOME

YEAR ENDED DECEMBER 31, 2012

Revenues	
Advisory fees	\$ 947,991
<hr/>	
Expenses	
Employee compensation and benefits	829,259
Outside consultants	14,060
Occupancy costs	38,929
Professional fees	20,977
Regulatory fees and expenses	7,578
Insurance	1,052
Other operating expenses	6,419
	<hr/> 918,274
	<hr/>
Income before taxes	29,717
	<hr/>
Income taxes	500
Net income	\$ 29,217

FINPRO CAPITAL ADVISORS, INC.

STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

	Total	Common Stock	Additional Paid-In Capital	Accumulated Deficit
Balance, January 1, 2012	\$ 19,700	\$ 1,000	\$ 52,000	\$ (33,300)
Net income	29,217	-	-	29,217
Contributions from stockholder	60,000	-	60,000	-
Dividend to Parent	(40,000)	-	(40,000)	-
Balance, December 31, 2012	\$ 68,917	\$ 1,000	\$ 72,000	\$ (4,083)

See notes to financial statements.

FINPRO CAPITAL ADVISORS, INC.

STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2012

Cash flows from operating activities	
Net income	\$ 29,217
Adjustments to reconcile net income to net cash provided by operating activities	
Other assets	(667)
Due to affiliate	374
Accounts payable	10,500
Net cash provided by operating activities	39,424
Cash flows from financing activities	
Dividend to Parent	(40,000)
Contributions from stockholder	60,000
Net cash provided by financing activities	20,000
Net increase in cash	59,424
Cash, beginning of year	20,200
Cash, end of year	\$ 79,624
Supplemental cash flow disclosures	
Taxes paid	\$ 500

See notes to financial statements.

FINPRO CAPITAL ADVISORS, INC.

NOTES TO FINANCIAL STATEMENTS

1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

FinPro Capital Advisors, Inc. (the "Company") was incorporated on March 8, 2011 under the laws of the State of New Jersey and is a wholly owned subsidiary of FinPro, Inc. (the "Parent").

The Company provides merger and acquisition advisory services, purchase and assumption transactions, fairness opinions, and due diligence services for financial institutions. The Company does not have any trading accounts, nor does it hold cash or securities for or on behalf of any customers or clients.

The Company became a registered securities broker-dealer on May 21, 2012 with the Securities and Exchange Commission (the "SEC") and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA").

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Concentrations of Credit Risk for Cash

The Company maintains its cash balances at one financial institution. These balances are insured by the Federal Deposit Insurance Corporation subject to certain limitations.

Revenue Recognition

Revenue includes fees earned from providing both buy-side and sell-side merger-and-acquisition advisory services. Fees for these services are recorded when contractual milestones are achieved. Fees received in advance are deferred until contractual milestones are achieved.

Income Taxes

The Company is included in the consolidated federal income tax return filed by the Parent. Federal income taxes are calculated as if the companies filed on a separate return basis, and the amount of current tax or benefit calculated is either remitted or received from the Parent.

The Company is subject to the minimum state filing fee for state income tax purposes. State income tax returns are subject to examination by tax authorities.

FINPRO CAPITAL ADVISORS, INC.

NOTES TO FINANCIAL STATEMENTS

1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes (Continued)

The Company recognizes deferred tax assets and liabilities for both the expected impact of differences between the financial statements and tax basis of assets and liabilities. Deferred tax assets are reduced by a valuation allowance if it is more likely than not that some or all of the deferred tax assets will not be realized.

Subsequent Events

These financial statements were approved by management and available for issuance on February 15, 2012. Management has evaluated subsequent events through this date.

2 - RELATED PARTY TRANSACTIONS

In accordance with an expense sharing agreement, the Parent company charged the Company for its allocated share of certain overhead expenses, totaling approximately \$39,000 for the year ended December 31, 2012. Additionally, the Company reimbursed the Parent company for employee compensation, bonuses and related expenses paid on its behalf totaling approximately \$829,000 for the year ended December 31, 2012.

3 - MAJOR CUSTOMER

Advisory fees from two customers were 69% and 26% respectively of total advisory fees for the year ended December 31, 2012.

4 - REGULATORY REQUIREMENTS

As a registered broker-dealer, the Company is subject to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, which requires that the Company's aggregate indebtedness shall not exceed eight times net capital, as defined, under such provision. At December 31, 2012, the Company had net capital of \$68,250, which exceeded requirements by \$63,250. The ratio of aggregate indebtedness to net capital was 0.17 to 1 at December 31, 2012.

SUPPLEMENTARY INFORMATION

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

As of December 31, 2012

FINPRO CAPITAL ADVISORS, INC.

SCHEDULE I

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

DECEMBER 31, 2012

Computation of net capital		
Total stockholder's equity	\$	68,917
Deductions and /or charges		
Non-allowable assets		(667)
Net capital	\$	68,250
Computation of aggregate indebtedness		
Accrued expenses	\$	11,374
Aggregate indebtedness	\$	11,374
Computation of basic net capital requirement		
Minimum net capital required (12.5% of aggregate indebtedness)	\$	1,422
Minimum dollar requirement		5,000
Net capital requirement (greater of minimum net capital or dollar requirement)	\$	5,000
Excess net capital	\$	63,250
Excess net capital @ 1000%	\$	67,113
Ratio: aggregate indebtedness to net capital		0.17 to 1

There are no material differences between the preceding computation and the Company's corresponding unaudited Part II of Form X-17A-5 as of December 31, 2012.

FINPRO CAPITAL ADVISORS, INC.

SCHEDULE II

STATEMENT REGARDING SEC RULE 15c3-3

DECEMBER 31, 2012

The Company is exempt from Rule 15c3-3 of the Securities and Exchange Commission under paragraph (k)(2)(i) of that Rule.

**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL STRUCTURE
REQUIRED BY RULE 17a-5 OF THE SECURITIES AND EXCHANGE COMMISSION**

To the Stockholder
of FinPro Capital Advisors, Inc.

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

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

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

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 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, 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.

Friedman LLP

Certified Public Accountants

East Hanover, New Jersey
February 15, 2013

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FINPRO CAPITAL ADVISORS, INC.

SECURITIES INVESTOR PROTECTION
CORPORATION FORM SIPC-7

SEC FILE NO. 8-68864

YEAR ENDED DECEMBER 31, 2012

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FRIEDMAN LLP

ACCOUNTANTS AND ADVISORS

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FINPRO CAPITAL ADVISORS, INC.

**SECURITIES INVESTOR PROTECTION
CORPORATION FORM SIPC-7**

SEC FILE NO. 8-68864

YEAR ENDED DECEMBER 31, 2012



FRIEDMAN LLP

ACCOUNTANTS AND ADVISORS

INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES RELATED TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION

Mr. Donald J. Musso
FinPro Capital Advisors, Inc.

In accordance with Rule 17a-5(e)(4) under the Securities and Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments to the Securities Investor Protection Corporation ("SIPC") for the year ended December 31, 2012, which were agreed to by FinPro Capital Advisors, Inc. and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and the other specified parties in evaluating FinPro Capital Advisors, Inc.'s compliance with the applicable instructions of the General Assessment Reconciliation ("Form SIPC-7"). FinPro Capital Advisors, Inc.'s management is responsible for FinPro Capital Advisors, Inc.'s compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries noting no differences;
2. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2012, as applicable, with the amounts reported in Form SIPC-7 for the year ended December 31, 2012 noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers noting no differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

Friedman LLP

February 15, 2013

FINPRO CAPITAL ADVISORS, INC.

**SCHEDULE OF ASSESSMENT AND PAYMENTS TO THE
SECURITIES INVESTOR PROTECTION CORPORATION**

YEAR ENDED DECEMBER 31, 2012

	Date Paid	Amount
General assessment reconciliation for the year ended December 31, 2012		\$ 2,370
<u>Payment schedule:</u>		
SIPC - 6	7/24/2012	883
SIPC - 7	12/31/2012	1,487
Balance due		\$ -

See independent accountants' report on applying agreed-upon procedures.