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**IMISSION** 

OMB APPROVAL

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12.00

# FORM X-17A-5 PART III

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		AND ENDING	12/31/12
	MM/DD/YY		MM/DD/YY
A. REGI	STRANT IDENTIFI	CATION	
NAME OF BROKER-DEALER:			OFFICIAL USE ONLY
BFT Financial Group, LLC		ľ	
ADDRESS OF PRINCIPAL PLACE OF BUSINE	SS: (Do not use P.O. E	Box No.)	FIRM ID, NO.
2312 School Lane			
	(No. and Street)		
Bedford	Texas		76021
(City)	(State)		(Zip Code)
NAME AND TELEPHONE NUMBER OF PERSON	ON TO CONTACT IN	N REGARD TO THIS RE	EPORT
John A. Sivo			(817) 354-1090 x16
			(Area Code – Telephone No.)
B. ACCO	DUNTANT IDENTIF	ICATION	
INDEPENDENT PUBLIC ACCOUNTANT whos	e opinion is contained	in this Report*	
CF & Co., L.L.P.			
	individual, state last, first, m	iddle name)	
8750 N. Central Expressway, Suite 300	Dallas	TX	75231
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:    X   Certified Public Accountant     Public Accountant     Accountant not resident in United S	tates or any of its poss	essions.	
	FOR OFFICIAL USE OF	ALTA	ka iku-u-ulapula padakunan seratahian manan menindan pelangharipahan kerebapan kedam berada kalan seratahin ini B
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<sup>\*</sup>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).



### OATH OR AFFIRMATION

one	sial (	Group IIC	nts and supporting schedules pertaining to the firm , as of December 31, 20
an	d co	rrect I further swear (or affirm) that neit	her the company nor any partner, proprietor, princi
חדונים	u co lirec	tor has any proprietary interest in any acc	ount classified solely as that of a customer, except
<i>J</i> 1 C	11100	tor has any proprietary married and	•
			Signature
			Chief Executive Officer
			Title
		Notary Public	
		Notary Public	
		·	
		port** contains (check all applicable boxes)	:
	(a)	port** contains (check all applicable boxes) Facing page.	<u>:</u>
	(a) (b)	port** contains (check all applicable boxes) Facing page. Statement of Financial Condition.	:
	(a) (b) (c)	port** contains (check all applicable boxes) Facing page. Statement of Financial Condition. Statement of Income (Loss).	:
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<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

December 31, 2012

Report Pursuant to Rule 17a-5(d)



REPORT PURSUANT TO RULE 17a-5(d)

YEAR ENDED DECEMBER 31, 2012

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### INDEPENDENT AUDITOR'S REPORT

Board of Directors
BFT Financial Group, LLC

### Report on the Financial Statements

We have audited the accompanying statement of financial condition of BFT Financial Group, LLC 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 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.

#### **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 of 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 reasonable 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 BFT Financial Group, 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 conducted for the purpose of forming an opinion on the financial statements as a whole. The 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.

CF & Co., L.L.P. / LP

Dallas, Texas February 26, 2013

# BFT FINANCIAL GROUP, LLC Statement of Financial Condition December 31, 2012

### **ASSETS**

Cash Other assets	\$ 114,147 33,719
Total Assets	\$ 147,866
LIABILITIES AND MEMBERS' EQUITY	
Liabilities Accounts payable and accrued expenses	\$ 58,928
Total liabilities	58,928
Members' equity	 88,938
Total Liabilities and Members' Equity	\$ 147,866

### Statement of Income

# For the Year Ended December 31, 2012

Revenue	
Commissions	\$ 1,110,649
Investment management fees	2,630,326
Other revenue	 111,854
Total revenue	 3,852,829
Expenses	
Registered representatives compensation	3,321,281
Compensation and benefits	242,292
Communications	26,901
Occupancy and equipment costs	88,720
Advertising and promotions	34,026
Data processing	34,770
Regulatory fees	29,432
Other	 75,373
Total expenses	 3,852,795
Net Income	\$ 34

# BFT FINANCIAL GROUP, LLC Statement of Changes in Members' Equity For the Year Ended December 31, 2012

Balance, December 31, 2011	\$ 88,904
Net income	 34
Balance, December 31, 2012	\$ 88,938

# BFT FINANCIAL GROUP, LLC Statement of Changes in Liabilities Subordinated to Claims of General Creditors For the Year Ended December 31, 2012

Balance, December 31, 2011	\$ 
Additions	
Retirements	 
Balance, December 31, 2012	\$ 

### Statement of Cash Flows

### For the Year Ended December 31, 2012

Cash Flows from Operating Activities	
Net income	\$ 34
Adjustments to reconcile net income to net	
cash provided (used) by operating activities:	
Change in assets and liabilities:	
Inecrease in other assets	(17,777)
Increase in accounts payable and accrued expenses	 24,612
Net cash provided (used) by operating activities	6,869
Cash Flows from Investing Activities	 
Cash Flows from Financing Activities	 
Net increase in cash	6,869
Beginning cash	107,278
Ending cash	\$ 114,147

### **Supplemental Disclosures**

There was no cash paid for income taxes or interest.

# BFT FINANCIAL GROUP, LLC Notes to Financial Statements December 31, 2012

#### Note 1 - Accounting Policies Followed by the Company

BFT Financial Group, LLC (a Texas Limited Liability Company) (the "Company") was formed December 8, 1999 and became effective as a broker/dealer in securities registered with the Securities and Exchange Commission (SEC) on January 11, 2002. The Company operates under SEC Rule 15c3-3(k)(1) which limits the Company's business to the distribution of mutual funds and variable life insurance or annuities. Additionally, no customer funds or securities can be held, under this provision. The Company is also registered with the SEC as an investment advisor under the Investment Advisers Act of 1940.

Profit and loss are allocated to members in accordance with their percentage ownership of outstanding units. Each member's liability is limited to his capital account balance.

Commission revenues and related expenses are recorded when earned. Advisory fee revenue is earned when services are rendered.

The Company's customers are primarily individuals residing in the Dallas/Fort Worth metropolitan area and other parts of Texas, Nebraska and California.

The Company is treated and taxed as a partnership for federal income tax purposes. Accordingly, any tax liability is the responsibility of the individual members.

Any potential interest and penalty associated with a tax contingency, should one arise, would be included as a component of income tax expense in the period in which the assessment arises. The Company's income tax returns are subject to examination over the statues of limitations, generally three years from the date of filing.

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 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 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis.

At December 31, 2012, the Company had net capital of approximately \$55,219 and net capital requirements of \$5,000. The Company's ratio of aggregate indebtedness to net capital was 1.07 to 1. The Securities and Exchange Commission permits a ratio of no greater than 15 to 1.

#### Note 3 - Related Party Transactions

The Company paid an affiliate \$48,000 for office space during 2012.

Supplemental Information

Pursuant to Rule 17a-5 of the

Securities Exchange Act of 1934

For the Year Ended

December 31, 2012

### Schedule I

### BFT FINANCIAL GROUP, LLC

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

Computa	ation of I	Net Capital	ļ
---------	------------	-------------	---

Total members' equity qualified for net capital	\$ 88,938
Deductions and/or charges  Non-allowable assets: Other assets	 (33,719)
Net capital before haircuts on securities positions	55,219
Haircuts on securities (computed, where applicable, pursuant to Rule 15c3-1(f)):	 
Net capital	\$ 55,219
Aggregate Indebtedness	
Items included in statement of financial condition	
Accounts payable and accrued expenses	\$ 58,928
Total aggregate indebtedness	\$ 58,928

### Schedule I (continued)

# BFT FINANCIAL GROUP, LLC Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission

# As of December 31, 2012

### **Computation of Basic Net Capital Requirement**

Minimum net capital required (6 2/3% of total aggregate indebtedness)	\$	3,929
Minimum dollar net capital requirement of reporting broker or dealer	\$	5,000
Minimum net capital requirement (greater of two minimum requirement amounts)	\$	5,000
Net capital in excess of minimum required	\$	50,219
Excess net capital at 1000%		49,326
Ratio: Aggregate indebtedness to net capital	1.0	07 to 1

### Reconciliation with Company's Computation

There were no material differences in the computation of net capital under Rule 15c 3-1 from the Company's computation.

### Schedule II

### BFT FINANCIAL GROUP, LLC

Computation for Determination of Reserve Requirements Under
Rule 15c3-3 of the Securities and Exchange Commission
As of December 31, 2012

### **Exemptive Provisions**

The Company has claimed an exemption from Rule 15c-3-3 under section (k)(1).

Independent Auditor's Report

On the Internal Control

Required by SEC Rule 17a-5

For the Year Ended

December 31, 2012



# INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17a-5

Board of Directors BFT Financial Group, LLC

In planning and performing our audit of the financial statements and supplemental information of BFT Financial Group, 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 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

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, 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 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 was not designed to identify all deficiencies in internal control that might be material weaknesses and therefore, there can be no assurance that all material weaknesses have been identified. 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.

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, 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.

CF & Co., L.L.P.

THE CO, XXP

Dallas, Texas February 26, 2013



Independent Accountant's Report on

The SIPC Annual Assessment

Required By SEC Rule 17a-5

Year Ended December 31, 2012



# INDEPENDENT ACCOUNTANT'S REPORT ON THE SIPC ANNUAL ASSESSMENT REQUIRED BY SEC RULE 17a-5

To the Board of Directors BFT Financial Group, LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments ("Form SIPC-7") to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2012, which were agreed to by BFT Financial Group, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and the other specified parties in evaluating BFT Financial Group, LLC's compliance with the applicable instructions of the Form SIPC-7. Management is responsible for BFT Financial Group, LLC'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 disbursements records entries (cash disbursements journal) noting no differences;
- 2. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2012, 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 derived from the general ledger noting no differences; and
- 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.

CF & Co., L.L.P. / 21/

Dallas, Texas February 26, 2013 02/26/2013 09:57

(FAX)

P.002/005

185-REV 7 16.

# SECURITIES HIVESTOR REOTECTION CORPORATION 1 C. B. 1 92125 Wallangton, D.C. 20560-2155 202-271-830C General Assessment Reconciliation

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TO BE FILED BY ALL SIP	C MEMBERS WITH PIS	ICAL YEAR ENDINGS
i. Hank of Member, address. Designated Examining Aut purposes of the godfr requirement of SEC Rule 1.5-5.	burliy, 1934 Act registist	lon ng. ann month la which lighal your ends th:
083487 FINAL DEC BFT FINANCIAL GROUP LLC 18*18 2312 SCHOOL LN BEDFORD TX 76021-4648	<del></del>	Note: If any of the information shown on the making label requires optraction, places e-mail any corrections to form@elpc.org and so indicate on the form filed.
L Amended	2/15/13	Name and telephone number of person to contact respecting this form,
2. A. General Assessment (Hem 2s from page 2)  8. Less payment made with SIPC-6 filed (exclude inter	101) RNJ	6476.04
O. Less prior overpayment applied 5/75.9	97(1/1/13)	G ; ; <del>t</del> · · · (
D. Assessment balance due or (overpayment)	1 < 11-7	
E. Interest computed on late payment tree instruction	E) for deve et 20:	% par appea
F. Tulal #65-sement belance and interest due (or ava		
G. PAID WITH THIS FORM:	41.500	(0.000 100 T
H. Overpayment pariled forward	8(	
3. Subsidiaries (S) and predecessors (P) included in this	iorm (give name and 195	4 Act registration number):
The SIPG member submitting this form and the person by whom it is executed represent thereby that sit intermation contained herein is true, correct and complete.	BFT SO	a at Cap partition described the graph and british and
Dated the 11 day of 3 miles 20 3.		i Allhaguran Birralu. n
This form and the assezament payment to due 60 days for a period of not less than 8 years, the latest 2 years	office and of the flat office on analy accessible	ting al year. Retain the Working Copy of this form place.
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Postmerked Received Re	nemat.	
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and Disocultion of excaptions;	1	

# DETERMINATION OF "SIPC NET OPERATING REVENUES" AND GENERAL ASSESSMENT

Amounts for the fiscal period beginning 1/1/2012 and ending 12/31/2012

Eliminate cents

ttem No.		: <del>2,000,918</del>
28. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)		3,853,534
2b. Additions: (1) Total revenues from the securities business of subsidiaries (exce predecessors not included above.	ot foreign subsidiaries) And	
(2) Net loss from principal transactions in securities in trading accou	ints.	
(3) Net loss from principal transactions in commodities in trading acc	counts.	
(4) Interest and dividend expense deducted in determining item 2a.		
(5) Net loss from management of or participation in the underwriting	or distribution of securities.	
(6) Expenses other than advertising, printing, registration less and it profit from management of or participation in underwriting or dis	lanal tees deducted in determining hel	
(7) Net loss from securities in investment accounts.		
Total additions		
2c. Deductions:  (1) Revenues from the distribution of shares of a registered open or investment trust, from the sale of variable annuities, from the bradvisory services rendered to registered investment companies accounts, and from transactions in security futures products.		(1/110/04d)
(2) Revenues from commodity transactions.		
(3) Commissions, floor brokerage and clearance paid to other SIPC securities transactions.	members in connection with	
(4) Reimbursements for postage in connection with proxy solicitation	on.	
(5) Net gain from securities in investment accounts.		
(6) 100% of commissions and markups earned from transactions in (II) Treasury bills, bankers acceptances or commercial paper the from issuance date.	ier litting time manner at the	
(7) Direct expenses of printing advertising and legal fees incurred related to the securities business (revenue defined by Section	in connection with other revenue 16(9)(L) of the Act).	
(8) Other revenue not related either directly or indirectly to the sec (See instruction C):	curities business.	
(Deductions in excess of \$100,000 require documentation)		
(9) (i) Total interest and dividend expense (FOCUS Line 22/PART Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income.	IIA Line 13,	
(II) 40% of margin interest earned on customers securities accounts (40% of FOCUS fine 5, Code 3960).	\$	
Enter the greater of line (i) or (ii)	^ 1	WILLIAM TOWN
Tetal deductions	1,110,0	MA CAROLINATION
2d. SIPC Net Operating Revenues	2,142	TO THE NIL
2e. Ganeral Assessment @ .0025	છે.	(lo page 1, line 2.A.)