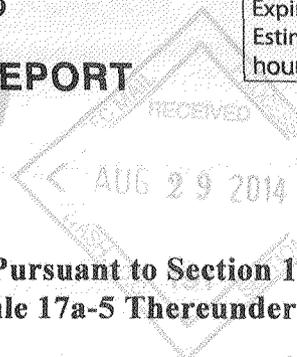


UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0123
Expires: March 31, 2016
Estimated average burden
hours per response..... 12.00



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



SEC FILE NUMBER
8-49443

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 07/01/2013 AND ENDING 06/30/2014
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: PricewaterhouseCoopers Corporate Finance LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

1 North Wacker Drive

(No. and Street)

Chicago
(City)

IL
(State)

60606
(Zip Code)

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

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Crowe Horwath LLP

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

10 West Madison
(Address)

Chicago
(City)

IL
(State)

60602
(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)

9/3/14

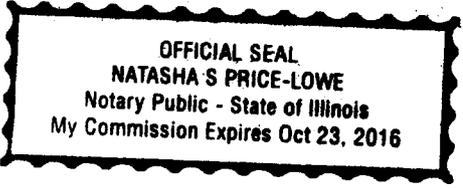
9/4/14

OATH OR AFFIRMATION

I, Tom Fenton, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of PricewaterhouseCoopers Corporate Finance LLC, as of June 30, 2014, 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:

Tom Fenton
Signature
President
Title

[Signature]
Notary Public



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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

**REPORT PURSUANT TO RULE 17a-5(d) AND
REPORT OF INDEPENDENT AUDITORS**

**PRICEWATERHOUSECOOPERS
CORPORATE FINANCE LLC**

June 30, 2014

**This report is deemed CONFIDENTIAL in accordance with
Rule 17a-5(e)(3) under the Securities and Exchange Act of 1934.
A statement of financial condition, bound separately, has been filed with the Securities
and Exchange Commission simultaneously herewith as a Public Document.**

C O N T E N T S

	<u>Pages</u>
Report of Independent Registered Public Accounting Firm	1
Financial Statements	
Statement of Financial Condition	2
Statement of Operations	3
Statement of Changes in Member's Capital	4
Statement of Cash Flows	5
Notes to Financial Statements	6 - 9
Supplementary Information	
Computation of Net Capital Pursuant to Rule 15c3-1 of the Securities and Exchange Commission	10
Statement Regarding Rule 15c3-3	12

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of
PricewaterhouseCoopers Corporate Finance, LLC
Chicago, Illinois

We have audited the accompanying statement of financial condition of PricewaterhouseCoopers Corporate Finance, LLC ("the Company") as of June 30, 2014, and the related statements of operations, changes in member's capital, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PricewaterhouseCoopers Corporate Finance, LLC as of June 30, 2014, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The Computation of Net Capital Pursuant to Rule 15c3-1 and the Statement Regarding Rule 15c3-3 of the Securities and Exchange Commission (the "Supplementary Information") has been subjected to audit procedures performed in conjunction with the audit of The Company's financial statements. The Supplementary Information is the responsibility of the Company's management. Our audit procedures included determining whether the Supplementary Information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the Supplementary Information. In forming our opinion on the Supplementary Information, we evaluated whether the Supplementary Information, including its form and content is presented in conformity with 17 C.F.R. § 240.17a-5. In our opinion, the Supplementary Information is fairly stated, in all material respects, in relation to the financial statements as a whole.



Crowe Horwath LLP

Oak Brook, Illinois
August 27, 2014

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT OF FINANCIAL CONDITION

June 30, 2014

ASSETS

Cash and cash equivalents	\$4,754,665
Accounts receivable	1,836,197
Other assets	<u>136,012</u>
Total assets	<u>\$6,726,874</u>

LIABILITIES AND MEMBER'S CAPITAL

Accounts payable and accrued expenses	\$1,201,866
Due to affiliates	1,799,010
Member's capital	<u>3,725,998</u>
Total liabilities and Member's capital	<u>\$6,726,874</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT OF OPERATIONS

Year ended June 30, 2014

Revenues	
Fee income and related expenses	<u>\$6,230,432</u>
Total revenue	6,230,432
Operating expenses	
Employee compensation and benefits	4,982,188
Practice development	734,538
Other personnel-related expenses	339,773
Technology and research	123,209
Office and administrative expenses	430,606
Occupancy	<u>73,231</u>
Total operating expenses	<u>6,683,545</u>
Net loss	<u>\$ (453,113)</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT OF CHANGES IN MEMBER'S CAPITAL

Year ended June 30, 2014

Member's capital, beginning of year	\$ 4,179,111
Net loss	<u>(453,113)</u>
Member's capital, end of year	<u>\$ 3,725,998</u>

The accompanying notes are an integral part of this statement

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT OF CASH FLOWS

Year ended June 30, 2014

Cash flows - operating activities	
Net loss	\$ (453,113)
Adjustments to reconcile net loss to net cash provided by operating activities	
Changes in operating assets and liabilities	
Decrease (increase) in operating assets	
Accounts receivable, less allowance for doubtful accounts	682,969
Other assets	23,237
Increase (decrease) in operating liabilities	
Accounts payable and accrued expenses	(869,412)
Due to affiliates	<u>683,782</u>
Net cash - operating activities	<u>67,463</u>
Net increase in cash and cash equivalents	67,463
Cash and cash equivalents at beginning of year	<u>4,687,202</u>
Cash and cash equivalents at end of year	<u>\$ 4,754,665</u>

The accompanying notes are an integral part of this statement

NOTES TO FINANCIAL STATEMENTS

June 30, 2014

NOTE A - GENERAL BUSINESS

PricewaterhouseCoopers Corporate Finance LLC (the “Company”) is registered with the Securities and Exchange Commission (the “SEC”) as a broker-dealer and is a member of the Financial Industry Regulatory Authority (“FINRA”). The Company was organized as a limited liability company under the laws of the state of Delaware. As such, its member liabilities in the Company’s obligations and debts shall be limited to the amounts of their capital contributions.

The Company engages in the investment banking business by providing financial advisory services to institutional customers, advising and arranging capital sourcing, mergers and acquisitions. Its activities also include privately placing equity and debt securities on behalf of corporations, partnerships, business trusts, and limited liability companies on a “best efforts” basis with clients located throughout the United States.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Cash and Cash Equivalents

Cash and cash equivalents include cash balances held in financial institutions.

2. Accounts Receivable

Accounts receivable are reported at their outstanding balances.

Management periodically evaluates the adequacy of the allowance for doubtful accounts by considering the Company’s past receivables loss experience, known and inherent risks in the accounts receivable population, adverse situations that may affect a client’s ability to pay, and current economic conditions.

The allowance for doubtful accounts is increased by charges to bad debt expense and decreased by charge offs of the accounts receivable balances. Accounts receivable are considered past due based on their payment terms. Accounts receivable are charged off based on management’s case-by-case determination that they are uncollectible.

Management believes that all accounts receivable are substantially collectible at June 30, 2014. No material allowances and no material provisions have been provided.

(continued)

NOTES TO FINANCIAL STATEMENTS

June 30, 2014

NOTE B - SUMMARY OF ACCOUNTING POLICIES (continued)

3. Fee Income and Revenue Recognition

Fee income represents amounts recognized in connection with advisory services fees and related expenses. In connection with these activities, the Company receives retainer fees for services to be provided. Revenue from advisory services is recognized when performance is substantially completed. When applicable, advisory services fees received in advance of performance are treated as deferred revenue.

4. Income Taxes

No provision for Federal, state, or city income taxes has been made since the Company is not a taxable entity and the member is individually liable for the taxes on their shares of the Company's income or loss. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

5. 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 in determining 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 C - MEMBER'S CAPITAL

The Company's limited liability agreement calls for the Company's profits and losses to be allocated in proportion to the capital contributions of the member.

(continued)

NOTES TO FINANCIAL STATEMENTS

June 30, 2014

NOTE D - RELATED PARTY TRANSACTIONS

1. Fee Income

Approximately 25%, or \$1,550,111, of the total revenues earned is a result of subcontracts from member firms of PricewaterhouseCoopers International Ltd. (PwC Network) or PricewaterhouseCoopers LLP (PwC), the Company's parent. In addition, all revenues are processed by PwC, on behalf of the Company.

The Company has an agreement with PricewaterhouseCoopers Corporate Finance Inc. ("PwCCF Canada," an affiliate of PwC) to provide U.S.-based broker-dealer services via Registered Representative Consulting Agreements.

2. Intercompany Transactions

Net revenues were collected and expenditures processed by PwC on behalf of the Company. Collections are processed by PwC and deposited directly into the Company's accounts.

PwC charges the Company for substantially all office and administrative expenses, and certain other operating expenses. These expenses are allocated to the Company based upon a predetermined formula, which totaled \$302,319 for the year ended June 30, 2014. At June 30, 2014, the amount due to PwC was \$1,799,010, which represents the net amount of revenues collected and expenditures paid and allocated by PwC. In addition, the Company earned \$1,550,111 of revenue from the PwC Network for the year ended June 30, 2014.

3. Employee Benefit Plans

PwC maintains a defined contribution plan covering all employees of PwC and certain related entities, including the Company. The Plan provides that employees who have attained age 21 may voluntarily contribute from 1% to 100% of their pre-tax compensation to the Plan and/or from 1% to 100% of post-tax compensation to the Plan, with the total amount of contributions not to exceed 100% of compensation. The Company matches employee contributions in the amount of 25% of the first 6% of compensation contributed to the Plan. The Company also makes a profit sharing contribution of 5% (8% for Managing Directors, and 7% for grandfathered Directors) of compensation regardless of the employees' contributions.

The Company also participates in PwC's cash balance pension plan, with allocations for its employees made in the same amount as the prior profit sharing contributions. Expense related to the cash balance pension plan totaled \$24,127 for the year ended June 30, 2014.

(continued)

NOTES TO FINANCIAL STATEMENTS

June 30, 2014

NOTE D - RELATED PARTY TRANSACTIONS (continued)

4. Retirement Wealth Building Plan

Beginning July 1, 2008, the Company began making contributions to the plan for all employees, except for student interns or employees on international assignment but not on the payroll in the United States of America. The Company will pay 100% of the contributions made to the plan as well as all of the administrative and record keeping fees. The Company will make contributions for each employee on a bi-monthly basis. Special one-time contributions may also be made depending on the circumstances. The amount of contribution for each employee is based on the employee's benefit service and position. Expenses totaled \$164,794 for the year ended June 30, 2014.

NOTE E - CONCENTRATION OF CREDIT RISK

The Company is subject to credit risk at June 30, 2014, as the majority of all cash and cash equivalents are held at one financial institution, in excess of the federally insured amount of \$250,000.

NOTE F - NET CAPITAL REQUIREMENT

As a registered broker-dealer under the Securities Exchange Act of 1934 (the "Act") and member of FINRA, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1 under the Act. The Company is required to maintain minimum net capital, as defined, of 6-2/3% of aggregate indebtedness or \$5,000, whichever is greater. Net capital and aggregate indebtedness change from day to day, but, as of June 30, 2014, the Company had net capital of \$2,545,938, which exceeded minimum net capital requirements by \$2,398,689.

NOTE G - CONTINGENT LIABILITIES

During the ordinary course of business, the Company is a party to claims and legal actions for which loss contingencies may arise. Loss contingencies are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. As of June 30, 2014, the Company is not involved with any outstanding actions.

SUPPLEMENTARY INFORMATION

PricewaterhouseCoopers Corporate Finance LLC

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

June 30, 2014

Net capital	
Member's capital	\$ 3,725,998
Deductions and/or charges	
Nonallowable assets	
Accounts receivable, less allowance for doubtful accounts	1,836,197
Other	<u>136,012</u>
	1,972,209
Other additions and/or credits	
Discretionary bonus pool	<u>792,149</u>
Net capital before haircuts on securities positions	2,545,938
Haircuts on securities	<u>-</u>
Net capital	2,545,938
Minimum net capital requirement - the greater of 6-2/3% of aggregate indebtedness of \$2,208,727 or \$5,000	<u>147,249</u>
Excess net capital	<u>\$ 2,398,689</u>
Percent of aggregate indebtedness to net capital	<u>86.75%</u>
Schedule of aggregate indebtedness	
Accounts payable and accrued expenses less discretionary bonus pool	\$ 409,717
Due to affiliates	<u>1,799,010</u>
	<u>\$ 2,208,727</u>

NOTE: Differences between this computation and the PricewaterhouseCoopers Corporate Finance LLC's corresponding unaudited FOCUS report filed on July 23, 2014 are reconciled below.

RECONCILIATION WITH THE COMPANY'S COMPUTATION:

Net capital, as reported in the Company's originally filed unaudited FOCUS report	\$ 2,545,938
Net adjustments to capital	<u>0</u>
Net capital, as reported above	<u>\$ 2,545,938</u>

	<u>Originally Reported</u>	<u>Adjustment</u>	<u>Revised</u>
Member's Capital: Adjustment to total revenues	\$3,425,998	\$300,000	\$3,725,998
Nonallowable Assets: Accounts Receivable	\$1,496,197	\$340,000	\$1,836,197
Discretionary Bonus Pool: Adjustment to bonus	\$ 752,149	\$ 40,000	\$ 792,149

Adjustment to estimated revenue earned through June 30, 2014 based on subsequent event and related adjustment to compensation bonus. All adjustments were detected and posted by management.

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT REGARDING RULE 15c3-3

June 30, 2014

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

**REPORT PURSUANT TO RULE 17a-5(d) AND
REPORT OF INDEPENDENT AUDITORS**

**PRICEWATERHOUSECOOPERS
CORPORATE FINANCE LLC**

June 30, 2014

C O N T E N T S

	<u>Pages</u>
Report of Independent Registered Public Accounting Firm	1
Financial Statement	
Statement of Financial Condition	2
Notes to Financial Statement	3 - 6

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of
PricewaterhouseCoopers Corporate Finance, LLC
Chicago, Illinois

We have audited the accompanying statement of financial condition of PricewaterhouseCoopers Corporate Finance, LLC ("the Company") as of June 30, 2014. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of PricewaterhouseCoopers Corporate Finance, LLC as of June 30, 2014 in conformity with accounting principles generally accepted in the United States of America.



Crowe Horwath LLP

Oak Brook, Illinois
August 27, 2014

PricewaterhouseCoopers Corporate Finance LLC

STATEMENT OF FINANCIAL CONDITION

June 30, 2014

ASSETS

Cash and cash equivalents	\$4,754,665
Accounts receivable	1,836,197
Other assets	<u>136,012</u>
Total assets	<u>\$6,726,874</u>

LIABILITIES AND MEMBER'S CAPITAL

Accounts payable and accrued expenses	\$1,201,866
Due to affiliates	1,799,010
Member's capital	<u>3,725,998</u>
Total liabilities and Member's capital	<u>\$6,726,874</u>

The accompanying notes are an integral part of this statement.

PricewaterhouseCoopers Corporate Finance LLC

NOTES TO FINANCIAL STATEMENT

June 30, 2014

NOTE A - GENERAL BUSINESS

PricewaterhouseCoopers Corporate Finance LLC (the "Company") is registered with the Securities and Exchange Commission (the "SEC") as a broker-dealer and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company was organized as a limited liability company under the laws of the state of Delaware. As such, its member liabilities in the Company's obligations and debts shall be limited to the amounts of their capital contributions.

The Company engages in the investment banking business by providing financial advisory services to institutional customers, advising and arranging capital sourcing, mergers and acquisitions. Its activities also include privately placing equity and debt securities on behalf of corporations, partnerships, business trusts, and limited liability companies on a "best efforts" basis with clients located throughout the United States.

NOTE B - SUMMARY OF ACCOUNTING POLICIES

1. Cash and Cash Equivalents

Cash and cash equivalents include cash balances held in financial institutions.

2. Accounts Receivable

Accounts receivable are reported at their outstanding balances.

Management periodically evaluates the adequacy of the allowance for doubtful accounts by considering the Company's past receivables loss experience, known and inherent risks in the accounts receivable population, adverse situations that may affect a client's ability to pay, and current economic conditions.

The allowance for doubtful accounts is increased by charges to bad debt expense and decreased by charge offs of the accounts receivable balances. Accounts receivable are considered past due based on their payment terms. Accounts receivable are charged off based on management's case-by-case determination that they are uncollectible.

Management believes that all accounts receivable is substantially collectible at June 30, 2014. No material allowances and no material provisions have been provided.

(continued)

NOTES TO FINANCIAL STATEMENT

June 30, 2014

NOTE B - SUMMARY OF ACCOUNTING POLICIES (continued)

3. Income Taxes

No provision for Federal, state, or city income taxes has been made since the Company is not a taxable entity and the member is individually liable for the taxes on their shares of the Company's income or loss. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

4. 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 in determining 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 C - MEMBER'S CAPITAL

The Company's limited liability agreement calls for the Company's profits and losses to be allocated in proportion to the capital contributions of the member.

(continued)

NOTES TO FINANCIAL STATEMENT

June 30, 2014

NOTE D - RELATED PARTY TRANSACTIONS

1. Intercompany Transactions

Receivables are collected and payables are processed by PricewaterhouseCoopers LLP (PwC) on behalf of the Company. Collections are processed by PwC and deposited directly into the Company's accounts.

At June 30, 2014, the amount due to PwC was \$1,799,010, which represents the net amount of receivables collected and payables paid and allocated by PwC.

2. Employee Benefit Plans

PwC maintains a defined contribution plan covering all employees of PwC and certain related entities, including the Company. The Plan provides that employees who have attained age 21 may voluntarily contribute from 1% to 100% of their pre-tax compensation to the Plan and/or from 1% to 100% of post-tax compensation to the Plan, with the total amount of contributions not to exceed 100% of compensation. The Company matches employee contributions in the amount of 25% of the first 6% of compensation contributed to the Plan. The Company also makes a profit sharing contribution of 5% (8% for Managing Directors, and 7% for grandfathered Directors) of compensation regardless of the employees' contributions.

The Company also participates in PwC's cash balance pension plan, with allocations for its employees made in the same amount as the prior profit sharing contributions.

3. Retirement Wealth Building Plan

Beginning July 1, 2008, the Company began making contributions to the plan for all employees, except for student interns or employees on international assignment but not on the payroll in the United States of America. The Company will pay 100% of the contributions made to the plan as well as all of the administrative and recording keeping fees. The Company will make contributions for each employee on a bi-monthly basis. Special one-time contributions may also be made depending on the circumstances. The amount of contribution for each employee is based on the employee's benefit service and position.

NOTE E - CONCENTRATION OF CREDIT RISK

The Company is subject to credit risk at June 30, 2014, as the majority of all cash and cash equivalents are held at one financial institution, in excess of the federally insured amount of \$250,000.

(continued)

NOTES TO FINANCIAL STATEMENT

June 30, 2014

NOTE F - NET CAPITAL REQUIREMENT

As a registered broker-dealer under the Securities Exchange Act of 1934 (the "Act") and member of FINRA, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1 under the Act. The Company is required to maintain minimum net capital, as defined, of 6-2/3% of aggregate indebtedness or \$5,000, whichever is greater. Net capital and aggregate indebtedness change from day to day, but, as of June 30, 2014, the Company had net capital of \$2,545,938, which exceeded minimum net capital requirements by \$2,398,689.

NOTE G - CONTINGENT LIABILITIES

During the ordinary course of business, the Company is a party to claims and legal actions for which loss contingencies may arise. Loss contingencies are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. As of June 30, 2014, the Company is not involved with any outstanding actions.

**INDEPENDENT ACCOUNTANTS' REPORT
ON APPLYING AGREED-UPON PROCEDURES**

To the Member of
PricewaterhouseCoopers Corporate Finance LLC
Chicago, Illinois

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 General Assessment Reconciliation (Form SIPC-7) to the Securities Investor Protection Corporation (SIPC) for the year ended June 30, 2014 which were agreed to by PricewaterhouseCoopers Corporate Finance LLC (the "Company"), the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and the other specified parties in evaluating the Company's compliance with the applicable instructions of the Form SIPC-7. The Company's management is responsible for the Company'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 record entries noting no differences;
2. Compared the amounts reported in the annual audited financial statements with the amounts reported in Form SIPC-7 for the year ended June 30, 2014 noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers supporting adjustments noting no adjustments or differences;
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the schedules and working papers supporting adjustments noting no differences; and
5. Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was computed noting there was no overpayment applied.

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.

A handwritten signature in black ink that reads "Crowe Horwath LLP". The signature is written in a cursive, flowing style.

Crowe Horwath LLP

Oak Brook, Illinois
August 27, 2014

General Assessment Reconciliation

For the fiscal year ended 6/30/2014

(Read carefully the instructions in your Working Copy before completing this Form)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

049443 FINRA JUN
PRICewaterhouseCOOPERS CORPORATE FINANCE LLC
ATTN:KRISTEN KELLY
1 N WACKER DR 10TH FL
CHICAGO IL 60606-2807

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate on the form filed.

Name and telephone number of person to contact respecting this form.
Kristen Kelly 312 298 3211

- 2. A. General Assessment (item 2e from page 2) \$ 15,576
- B. Less payment made with SIPC-6 filed (exclude interest) (3,191)
- _____ Date Paid
- C. Less prior overpayment applied ()
- D. Assessment balance due or (overpayment) 12,385
- E. Interest computed on late payment (see instruction E) for _____ days at 20% per annum _____
- F. Total assessment balance and interest due (or overpayment carried forward) \$ 12,385
- G. PAID WITH THIS FORM:
Check enclosed, payable to SIPC
Total (must be same as F above) \$ 12,385
- H. Overpayment carried forward \$()

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):
NONE

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

PricewaterhouseCoopers Corporate Finance LLC
(Name of Corporation, Partnership or other organization)
Austin Kelly
(Authorized Signature)
CCO
(Title)

Dated the 13th day of August, 20 14.

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

SIPC REVIEWER

Dates: _____ Postmarked _____ Received _____ Reviewed _____

Calculations _____ Documentation _____ Forward Copy _____

Exceptions: _____

Disposition of exceptions: _____

**DETERMINATION OF SIPC NET OPERATING REVENUES
AND GENERAL ASSESSMENT**

Amounts for the fiscal period
beginning 7/1/2013
and ending 6/30/2014

Eliminate cents

<p>Item No. 2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)</p>	<p><u>\$ 6,230,432</u></p>
<p>2b. Additions:</p> <p>(1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above.</p> <p>(2) Net loss from principal transactions in securities in trading accounts.</p> <p>(3) Net loss from principal transactions in commodities in trading accounts.</p> <p>(4) Interest and dividend expense deducted in determining item 2a.</p> <p>(5) Net loss from management of or participation in the underwriting or distribution of securities.</p> <p>(6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities.</p> <p>(7) Net loss from securities in investment accounts.</p> <p align="center">Total additions</p>	<p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p align="center">—</p>
<p>2c. Deductions:</p> <p>(1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.</p> <p>(2) Revenues from commodity transactions.</p> <p>(3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.</p> <p>(4) Reimbursements for postage in connection with proxy solicitation.</p> <p>(5) Net gain from securities in investment accounts.</p> <p>(6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.</p> <p>(7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).</p> <p>(8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C):</p> <p align="center">(Deductions in excess of \$100,000 require documentation)</p> <p>(9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income. \$ _____</p> <p>(ii) 40% of margin interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960). \$ _____</p> <p>Enter the greater of line (i) or (ii)</p> <p align="center">Total deductions</p>	<p>_____</p> <p align="center">—</p>
<p>2d. SIPC Net Operating Revenues</p>	<p><u>\$ 6,230,432</u></p>
<p>2e. General Assessment @ .0025</p>	<p><u>\$ 15,576</u></p> <p>(to page 1, line 2.A.)</p>

EXEMPTION REPORT PURSUANT TO RULE 17a-5(d)

**PRICewaterhouseCOOPERS
CORPORATE FINANCE LLC**

June 30, 2014

PricewaterhouseCoopers Corporate Finance LLC

EXEMPTION REPORT PURSUANT TO RULE 17a-5(d)

June 30, 2014

CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.....	1
EXEMPTION REPORT PURSUANT TO RULE 17a-5(d).....	2

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of
PricewaterhouseCoopers Corporate Finance LLC
Chicago, Illinois

We have reviewed management's statements, included in the accompanying Exemption Report Pursuant to Rule 17a-5(d), in which (1) PricewaterhouseCoopers Corporate Finance LLC ("the Company") identified the following provisions of 17 C.F.R. § 15c3-3(k) under which the Company claimed an exemption from 17 C.F.R. § 240.15c3-3: (k)(2)(i) (the "exemption provisions") and (2) the Company stated that the Company met the identified exemption provisions throughout the period from June 1, 2014 to June 30, 2014 without exception. The Company's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the Company's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the conditions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.



Crowe Horwath LLP

Oak Brook, Illinois
August 27, 2014

PricewaterhouseCoopers Corporate Finance LLC

EXEMPTION REPORT PURSUANT TO RULE 17a-5(d)

June 30, 2014

PricewaterhouseCoopers Corporate Finance LLC (the "Company") is registered with the Securities and Exchange Commission (the "SEC") as a broker-dealer and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company has determined that it is exempt from Rule 15c3-3 under the provision of paragraph (k)(2)(i) as the Company does not carry margin accounts or hold or execute securities transactions for customers. The Company met the identified exemption provisions throughout the period from June 1, 2014 to June 30, 2014 without exception.