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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



14048103

ANNUAL REPORT Section

FORM X-17A-5  
PART III

MAR 04 2014

SEC FILE NUMBER
8-69073

FACING PAGE Washington DC  
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 01/01/13 AND ENDING 12/31/13  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: UAT Resources LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
7375 South Peoria Street, B8, Building 9, Suite 206

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)  
Englewood Colorado 80112  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
David W. Collett 747-444-9558  
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

Marcum, LLP

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

2049 Century Park East, Suite 300 Los Angeles California 90067  
(Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

DB  
3/12/14

OATH OR AFFIRMATION

I, David W. Collett, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of UAT Resources, LLC, as of December 31, 2013, 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]

Signature

COO/CFO/FINOP

Title

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).

State of California

County of Los Angeles

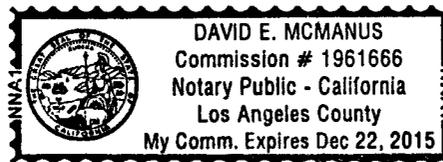
Subscribed and sworn to (or affirmed) before me this 22 day of FEB, 2014

by David W. Collett

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature [Handwritten Signature]

(Seal)



**UAT RESOURCES, LLC  
(A DEVELOPMENT STAGE COMPANY)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2013**

Filed in accordance with Rule 17a-5(e)(3) of the Securities Exchange Act of 1934 as a PUBLIC document.

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

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**INDEPENDENT AUDITORS' REPORT**

To the Board of Managers and Members of  
**UAT Resources, LLC**

***Report on the Financial Statement***

We have audited the accompanying statement of financial condition of UAT Resources, LLC (A Development Stage Company) (the "Company") as of December 31, 2013 and the related notes to the financial statement, that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934.

***Management's Responsibility for the Financial Statement***

Management is responsible for the preparation and fair presentation of this financial statement 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 this financial statement that is free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on this financial statement 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 statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, 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 statement 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 statement.

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 statement referred to above present fairly, in all material respects, the financial position of UAT Resources, LLC as of December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

***Emphasis of Matter Regarding Going Concern***

The accompanying financial statement has been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statement, the Company has suffered a net loss from operations and sustained negative cash flows from operations that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statement does not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

*Marcum LLP*

Los Angeles, CA  
February 19, 2014

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2013**

---

**Assets**

Cash and cash equivalents	\$ 344,967
Receivables	103
Prepaid expenses and other assets	4,406
Equipment and software, net of accumulated depreciation and amortization	<u>62,297</u>

**Total Assets** \$ 411,773

**Liabilities and Members' Capital**

**Liabilities**

Accrued expenses and other liabilities	\$ 320
Accounts payable	<u>14,579</u>

**Total Liabilities** \$ 14,899

**Commitments and Contingencies (Note 4)**

**Members' Capital**

Preferred interest	--
Common interest	4,979,996
Accumulated deficit	<u>(4,583,122)</u>

**Total Members' Capital** 396,874

**Total Liabilities and Members' Capital** \$ 411,773

*The accompanying notes are an integral part of these financial statements.*

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

---

**NOTE 1 - ORGANIZATION AND PRINCIPAL BUSINESS ACTIVITY**

UAT Resources, LLC (the “Company”) was formed on February 13, 2012 as a limited liability company under Delaware law and is indirectly a wholly owned subsidiary of UAT Holdings, LLC (“Parent”). All of the common units are owned by the Parent and all of the preferred units are owned by UAT, Inc. UAT, Inc. is a wholly owned subsidiary of the Parent.

Effective November 12, 2012, the Company became a registered broker-dealer with the Securities and Exchange Commission (the “SEC”) and became a member of the Financial Industry Regulatory Authority (“FINRA”). The Company is also a member of the Securities Investor Protection Corporation (“SIPC”).

The Company plans to provide cost savings programs through trading automation tools to the asset management industry through an automated, innovative and patented workflow and trading technology (the Technology). The Company will receive a percentage of the commission earned on certain securities transactions directed by the Technology to the Company’s distribution partner.

The Company claims exemption from SEC Rule 15c3-3 under paragraph (k)(2)(i), as it does not hold customer securities or funds on account, as defined.

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

***BASIS OF PRESENTATION AND CONTINUING OPERATIONS***

The accompanying statement of financial condition (“financial statement”) has been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP).

The accompanying financial statement has been prepared assuming the Company will continue as a going concern. The Company incurred a significant net loss from its operations and sustained significant negative cash flows from operations. These factors raise substantial doubts about the Company’s ability to continue as a going concern. From inception, the Company also received capital contributions from its Parent of \$4.9 million to fund operations. In view of these losses, continuation of operations is dependent upon the Company’s ability to generate sufficient sales volume through existing and new product

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

---

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***BASIS OF PRESENTATION AND CONTINUING OPERATIONS (CONTINUED)***

offerings to new clients to cover its operating expenses. The Company's plans include receiving additional capital from its Parent (assuming it has the ability to contribute), generating revenues and implementing cost cutting measures, should the need arise. The Company will consider further cost reductions, as business conditions require.

Management believes that while the Company may have adequate resources to sustain operations after implementing some of these measures for the next twelve months, there can be no assurance that the Company will be able to fully execute the plans described above. The accompanying statement of financial condition does not include any adjustments that might result from the outcome of this uncertainty.

***CASH AND CASH EQUIVALENTS***

Cash and cash equivalents include cash maintained at U.S. banks which are payable on demand. The Company considers all highly liquid investments purchased with original maturities of three months or less that are not required to be segregated under federal or other regulations to be cash equivalents. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. As of December 31, 2013, the Company's cash balance exceeded the federally insured limits of \$250,000 by approximately \$95,000.

***EQUIPMENT AND SOFTWARE***

Equipment and software are recorded at cost and depreciated over their estimated useful lives using the straight-line method. Estimated useful lives range from three to five years.

***INCOME TAXES***

The Company is a disregarded entity for federal income tax purposes and is, therefore, required to be treated as a division of its single member. The earnings and losses of the Company are included in the tax return of the Parent. The Company is not subject to income taxes in any jurisdiction. Each member of the Parent is responsible for the tax liability, if any, related to its proportionate share of the Company's taxable income. Accordingly, no provision for income taxes is reflected in the accompanying financial statements. Management has concluded that the Company is a pass-through entity and there

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

*INCOME TAXES (CONTINUED)*

are no uncertain tax positions that would require recognition in the financial statements. If the Company were to incur an income tax liability in the future, interest on any income tax liability would be reported as interest expense and penalties on any income tax liability would be reported as income taxes. For the year ended December 31, 2013, no interest or penalties were required to be recorded.

Management's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof as well as other factors. Generally, federal, state and local authorities may examine the Company's tax returns (as part of the Parent's returns) for three years from the date of filing. These returns remain subject to examinations from 2010 through the current year.

*USE OF ESTIMATES*

The preparation of statement of financial condition in conformity with U.S. generally accepted accounting principles 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 statement of financial condition. Actual results could differ from those estimates.

**NOTE 3 - EQUIPMENT AND SOFTWARE**

Equipment and software, net, are comprised of the following:

Equipment	\$ 72,364
Software	<u>23,076</u>
	95,440
Less: accumulated depreciation and amortization	<u>(33,143)</u>
<b>Total</b>	<b><u>\$ 62,297</u></b>

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

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**NOTE 4 - COMMITMENTS AND CONTINGENCIES**

***LEASES***

The Company leases office space under an operating lease. The lease is currently on month to month terms and may be terminated with 30 days advanced notice.

***EMPLOYMENT CONTRACTS AND BONUSES***

The Parent has employment contracts with two of its officers. The contracts provide for compensation, a bonus guarantee, and severance compensation if terminated without cause. Total compensation should all the employment contracts be terminated without cause amounts to \$2,900,000.

The Company has a bonus incentive plan with one if its officers, whereby a bonus of approximately \$421,000 is payable at such time that the Company is cash flow positive, has sufficient cash resources and the Board formally authorizes its payment.

***LITIGATION***

The Company is not presently the subject of any pending or threatened litigation or arbitrations.

**NOTE 5 - MEMBER INTERESTS**

The Company has two classes of member interests, preferred and common. The preferred interests are entitled to liquidation preference payments ahead of the common interest holder and income distribution payments. As of December 31, 2013, there were 11,400,000 units of preferred interests authorized, issued and outstanding and 1,000 units of common interests authorized, issued and outstanding.

**NOTE 6 - NET CAPITAL REQUIREMENTS AND CUSTOMER PROTECTION REQUIREMENTS**

Pursuant to the Uniform Net Capital Rule (Rule 15c3-1) under the Securities and Exchange Act of 1934, the Company is required to maintain net capital as defined, equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness. As of December 31, 2013, the Company had net capital of \$330,141, which was \$325,141 in excess of its requirement.

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

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**NOTE 6 - NET CAPITAL REQUIREMENTS AND CUSTOMER PROTECTION REQUIREMENTS**  
**(CONTINUED)**

The Company claims exemption from SEC Rule 15c3-3 under paragraph (k)(2)(i), as it does not hold customer securities or funds on account, as defined.

The Company is subject to SEC regulations which restrict the Company's ability to enter into transactions that result in a significant reduction in regulatory net capital without prior notification to or approval from the SEC.

**NOTE 7 - RELATED PARTIES**

The Company had no receivables from and no payables to affiliates at December 31, 2013.

**NOTE 8 - CUSTOMER CONCENTRATIONS**

The Company presently has an exclusive distribution agreement for its product with a single firm. If this major partner of the Company were to terminate its relationship, future revenues could be materially impacted.

**NOTE 9 - EQUITY-BASED COMPENSATION**

In 2012, the Parent adopted its 2012 Equity Incentive Plan (the "Plan"). The Plan provides for the granting of awards in the form of options exercisable into Class B common interest, profits interests and restricted unit awards to employees, managers, eligible consultants, and other service providers who provide valuable services to the Company. The vesting requirements, performance thresholds and other terms and conditions of options granted under the Plan are determined by the Board of Managers of the Parent. At December 31, 2013, 1,110,298 units were available for future grants under the Plan.

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

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**NOTE 9 - EQUITY-BASED COMPENSATION (CONTINUED)**

The following is a summary of option activity for the period ended December 31, 2013:

Header	Units	Weighted average exercise price	Weighted average fair value	Total Value
Outstanding at beginning of year	1,182,965	\$ 0.35	\$ 0.18	\$214,117
Granted	--	\$ --	\$ --	\$ --
Exercises	--	\$ --	\$ --	\$ --
Canceled/forfeited	235,026	\$ 0.35	\$ 0.18	\$ 42,540
Outstanding at end of year	947,939	\$ 0.35	\$ 0.18	\$171,577
Exercisable at end of year	282,032	\$ 0.35	\$ 0.18	\$ 51,048

The weighted average remaining life of the options at December 31, 2013 was 8.9 years.

The Company recognizes in its financial statements the cost resulting from all equity-based payment transactions and all equity-based payments to employees and consultants, including grants of unit options of its Parent based on their fair values on the measurement date, and recognized on a straight-line basis over the vesting period.

Compensation cost for equity-based payment awards is based on the grant date fair value. The Company uses the Black-Scholes model to estimate the fair value of options. The assessment of the estimated compensation charges will be affected by the Parent's unit price as well as assumptions regarding a number of subjective variables. During 2013, the following assumptions were applied: (1) risk-free interest rates of 0.21%, (2) an expected life of 3.5 years, (3) expected volatility of 74.7%, and (4) expected forfeitures of 0%.

**NOTE 10 - SUBSEQUENT EVENT**

The Company evaluated all subsequent event activity through the date this financial statement was available to be issued. The Company has concluded that no subsequent events have occurred that would require recognition in the financial statement or disclosures in the notes to the financial statement.

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

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

SEC FILE NUMBER
8-69073

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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 01/01/13 AND ENDING 12/31/13  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

OFFICIAL USE ONLY

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

FIRM I.D. NO.

7375 South Peoria Street, B8, Building 9, Suite 206

(No. and Street)

Englewood

Colorado

80112

(City)

(State)

(Zip Code)

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

David W. Collett

747-444-9558

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Marcum, LLP

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

2049 Century Park East, Suite 300

Los Angeles

California

90067

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant  
 Public Accountant  
 Accountant not resident in United States or any of its possessions.

SEC  
Mail Processing  
Section

MAR 04 2014

**FOR OFFICIAL USE ONLY**

Washington DC  
405

\*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

I, David W. Collett, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of UAT Resources, LLC, as of December 31, 20 13, 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]

Signature

COO/CFO/FINOP

Title

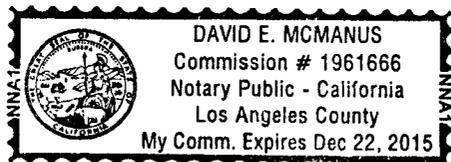
Notary Public

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

- (a) Facing Page.
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- (d) Statement of Changes in Financial Condition.
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- (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).

State of California  
 County of LOS ANGELES  
 Subscribed and sworn to (or affirmed)  
 before me this 22 day of FEB, 20 14.  
 by DAVID W. COLLETT  
 proved to me on the basis of satisfactory evidence  
 to be the person(s) who appeared before me.  
 Signature David E. McManus



(Seal)

**UAT RESOURCES, LLC  
(A DEVELOPMENT STAGE COMPANY)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2013**

Filed in accordance with Rule 17a-5(e)(3) of the Securities Exchange Act of 1934 as a PUBLIC document.

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

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**INDEPENDENT AUDITORS' REPORT**

To the Board of Managers and Members of  
**UAT Resources, LLC**

***Report on the Financial Statement***

We have audited the accompanying statement of financial condition of UAT Resources, LLC (A Development Stage Company) (the "Company") as of December 31, 2013 and the related notes to the financial statement, that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934.

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Management is responsible for the preparation and fair presentation of this financial statement 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 this financial statement that is free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on this financial statement 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 statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statement, 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 statement 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 statement.

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 statement referred to above present fairly, in all material respects, the financial position of UAT Resources, LLC as of December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

### ***Emphasis of Matter Regarding Going Concern***

The accompanying financial statement has been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statement, the Company has suffered a net loss from operations and sustained negative cash flows from operations that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statement does not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

*Marcum LLP*

Los Angeles, CA  
February 19, 2014

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2013**

---

**Assets**

Cash and cash equivalents	\$ 344,967
Receivables	103
Prepaid expenses and other assets	4,406
Equipment and software, net of accumulated depreciation and amortization	<u>62,297</u>

**Total Assets** \$ 411,773

**Liabilities and Members' Capital**

**Liabilities**

Accrued expenses and other liabilities	\$ 320
Accounts payable	<u>14,579</u>

**Total Liabilities** \$ 14,899

**Commitments and Contingencies (Note 4)**

**Members' Capital**

Preferred interest	--
Common interest	4,979,996
Accumulated deficit	<u>(4,583,122)</u>

**Total Members' Capital** 396,874

**Total Liabilities and Members' Capital** \$ 411,773

*The accompanying notes are an integral part of these financial statements.*

**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

---

**NOTE 1 - ORGANIZATION AND PRINCIPAL BUSINESS ACTIVITY**

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

***BASIS OF PRESENTATION AND CONTINUING OPERATIONS***

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**UAT RESOURCES, LLC**  
**(A DEVELOPMENT STAGE COMPANY)**

**NOTES TO THE FINANCIAL STATEMENT**

**DECEMBER 31, 2013**

---

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***BASIS OF PRESENTATION AND CONTINUING OPERATIONS (CONTINUED)***

offerings to new clients to cover its operating expenses. The Company's plans include receiving additional capital from its Parent (assuming it has the ability to contribute), generating revenues and implementing cost cutting measures, should the need arise. The Company will consider further cost reductions, as business conditions require.

Management believes that while the Company may have adequate resources to sustain operations after implementing some of these measures for the next twelve months, there can be no assurance that the Company will be able to fully execute the plans described above. The accompanying statement of financial condition does not include any adjustments that might result from the outcome of this uncertainty.

***CASH AND CASH EQUIVALENTS***

Cash and cash equivalents include cash maintained at U.S. banks which are payable on demand. The Company considers all highly liquid investments purchased with original maturities of three months or less that are not required to be segregated under federal or other regulations to be cash equivalents. The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. As of December 31, 2013, the Company's cash balance exceeded the federally insured limits of \$250,000 by approximately \$95,000.

***EQUIPMENT AND SOFTWARE***

Equipment and software are recorded at cost and depreciated over their estimated useful lives using the straight-line method. Estimated useful lives range from three to five years.

***INCOME TAXES***

The Company is a disregarded entity for federal income tax purposes and is, therefore, required to be treated as a division of its single member. The earnings and losses of the Company are included in the tax return of the Parent. The Company is not subject to income taxes in any jurisdiction. Each member of the Parent is responsible for the tax liability, if any, related to its proportionate share of the Company's taxable income. Accordingly, no provision for income taxes is reflected in the accompanying financial statements. Management has concluded that the Company is a pass-through entity and there

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**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

***INCOME TAXES (CONTINUED)***

are no uncertain tax positions that would require recognition in the financial statements. If the Company were to incur an income tax liability in the future, interest on any income tax liability would be reported as interest expense and penalties on any income tax liability would be reported as income taxes. For the year ended December 31, 2013, no interest or penalties were required to be recorded.

Management's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof as well as other factors. Generally, federal, state and local authorities may examine the Company's tax returns (as part of the Parent's returns) for three years from the date of filing. These returns remain subject to examinations from 2010 through the current year.

***USE OF ESTIMATES***

The preparation of statement of financial condition in conformity with U.S. generally accepted accounting principles 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 statement of financial condition. Actual results could differ from those estimates.

**NOTE 3 - EQUIPMENT AND SOFTWARE**

Equipment and software, net, are comprised of the following:

Equipment	\$ 72,364
Software	<u>23,076</u>
	95,440
Less: accumulated depreciation and amortization	<u>(33,143)</u>
<b>Total</b>	<b><u>\$ 62,297</u></b>

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**NOTE 4 - COMMITMENTS AND CONTINGENCIES**

***LEASES***

The Company leases office space under an operating lease. The lease is currently on month to month terms and may be terminated with 30 days advanced notice.

***EMPLOYMENT CONTRACTS AND BONUSES***

The Parent has employment contracts with two of its officers. The contracts provide for compensation, a bonus guarantee, and severance compensation if terminated without cause. Total compensation should all the employment contracts be terminated without cause amounts to \$2,900,000.

The Company has a bonus incentive plan with one if its officers, whereby a bonus of approximately \$421,000 is payable at such time that the Company is cash flow positive, has sufficient cash resources and the Board formally authorizes its payment.

***LITIGATION***

The Company is not presently the subject of any pending or threatened litigation or arbitrations.

**NOTE 5 - MEMBER INTERESTS**

The Company has two classes of member interests, preferred and common. The preferred interests are entitled to liquidation preference payments ahead of the common interest holder and income distribution payments. As of December 31, 2013, there were 11,400,000 units of preferred interests authorized, issued and outstanding and 1,000 units of common interests authorized, issued and outstanding.

**NOTE 6 - NET CAPITAL REQUIREMENTS AND CUSTOMER PROTECTION REQUIREMENTS**

Pursuant to the Uniform Net Capital Rule (Rule 15c3-1) under the Securities and Exchange Act of 1934, the Company is required to maintain net capital as defined, equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness. As of December 31, 2013, the Company had net capital of \$330,141, which was \$325,141 in excess of its requirement.

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**NOTE 6 - NET CAPITAL REQUIREMENTS AND CUSTOMER PROTECTION REQUIREMENTS**  
**(CONTINUED)**

The Company claims exemption from SEC Rule 15c3-3 under paragraph (k)(2)(i), as it does not hold customer securities or funds on account, as defined.

The Company is subject to SEC regulations which restrict the Company's ability to enter into transactions that result in a significant reduction in regulatory net capital without prior notification to or approval from the SEC.

**NOTE 7 - RELATED PARTIES**

The Company had no receivables from and no payables to affiliates at December 31, 2013.

**NOTE 8 - CUSTOMER CONCENTRATIONS**

The Company presently has an exclusive distribution agreement for its product with a single firm. If this major partner of the Company were to terminate its relationship, future revenues could be materially impacted.

**NOTE 9 - EQUITY-BASED COMPENSATION**

In 2012, the Parent adopted its 2012 Equity Incentive Plan (the "Plan"). The Plan provides for the granting of awards in the form of options exercisable into Class B common interest, profits interests and restricted unit awards to employees, managers, eligible consultants, and other service providers who provide valuable services to the Company. The vesting requirements, performance thresholds and other terms and conditions of options granted under the Plan are determined by the Board of Managers of the Parent. At December 31, 2013, 1,110,298 units were available for future grants under the Plan.

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**NOTE 9 - EQUITY-BASED COMPENSATION (CONTINUED)**

The following is a summary of option activity for the period ended December 31, 2013:

Header	Units	Weighted average exercise price	Weighted average fair value	Total Value
Outstanding at beginning of year	1,182,965	\$ 0.35	\$ 0.18	\$214,117
Granted	--	\$ --	\$ --	\$ --
Exercises	--	\$ --	\$ --	\$ --
Canceled/forfeited	235,026	\$ 0.35	\$ 0.18	\$ 42,540
Outstanding at end of year	947,939	\$ 0.35	\$ 0.18	\$171,577
Exercisable at end of year	282,032	\$ 0.35	\$ 0.18	\$ 51,048

The weighted average remaining life of the options at December 31, 2013 was 8.9 years.

The Company recognizes in its financial statements the cost resulting from all equity-based payment transactions and all equity-based payments to employees and consultants, including grants of unit options of its Parent based on their fair values on the measurement date, and recognized on a straight-line basis over the vesting period.

Compensation cost for equity-based payment awards is based on the grant date fair value. The Company uses the Black-Scholes model to estimate the fair value of options. The assessment of the estimated compensation charges will be affected by the Parent's unit price as well as assumptions regarding a number of subjective variables. During 2013, the following assumptions were applied: (1) risk-free interest rates of 0.21%, (2) an expected life of 3.5 years, (3) expected volatility of 74.7%, and (4) expected forfeitures of 0%.

**NOTE 10 - SUBSEQUENT EVENT**

The Company evaluated all subsequent event activity through the date this financial statement was available to be issued. The Company has concluded that no subsequent events have occurred that would require recognition in the financial statement or disclosures in the notes to the financial statement.