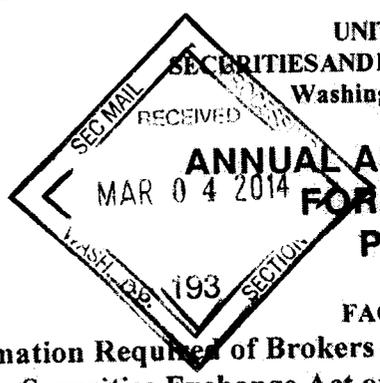


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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: February 28, 2010  
Estimated average burden  
hours per response..... 12.00

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

SEC FILE NUMBER  
8-47067

**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 1/1/2013 AND ENDING 12/31/2013  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: MARINER FINANCIAL GROUP

OFFICIAL USE ONLY  
FIRM I.D. NO.

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

9601 Katy Freeway Suite 400

(No. and Street)

Houston

TX

77024

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Steven R. Davis

713-920-9431

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Edward Richardson Jr., CPA

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

15565 Northland Dr. Suite 508 West Southfield, MI. 48075

(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**

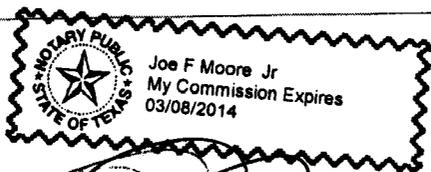
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

KW  
3/26/14

OATH OR AFFIRMATION

I, Steven R. Davis, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Mariner Investment Group 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:

N/A



[Handwritten signature of Notary Public]

Notary Public

[Handwritten signature of Steven R. Davis] Signature CF 0

President

Title

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

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



**Mariner Financial Group, Inc.**

**Financial Statements and Supplemental  
Schedules Required by the  
Securities and Exchange Commission**

**For the Year Ended December 31, 2013  
(With Independent Auditor's Report Thereon)  
and  
Supplemental Report on Internal Control**

*December 31, 2013*

**MARINER FINANCIAL GROUP, INC.**  
**December 31, 2013**

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*Edward Richardson Jr., CPA  
15565 Northland Dr W Ste 508  
Southfield, MI 48075  
248-559-4514*

## Independent Auditor's Report

Board of Directors  
Mariner Financial Group, Inc.

### **Report on the Financial Statements**

I have audited the accompanying statement of financial condition of Mariner Financial Group, Inc. as of December 31, 2013 and the related statements of income, changes in stockholder's equity, changes in liabilities to claims of general creditors, and cash flows for the year 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 presentation and fair presentation of these financial statements 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**

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my 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 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 Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

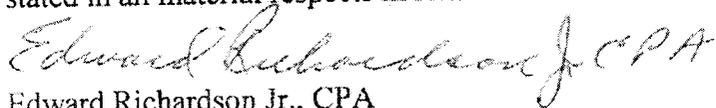
### **Opinion**

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mariner Financial Group, Inc. as of December 31, 2013, and results of operations

and its cash flows for the year then ended in accordance with principles generally accepted in the United States of America.

### **Other Matters**

My audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information contained in the Net Capital Computation 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 related directly to the underlying accounting and other records used to prepare the financial statements. The information in the Net Capital Computation 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 my opinion, the information in the Net Capital Computation is fairly stated in all material respects in relation to the financial statements as a whole.



Edward Richardson Jr., CPA  
Southfield, MI. 48075  
February 25, 2014

**Mariner Financial Group, Inc.**  
**BALANCE SHEET**  
**As of December 31, 2013**

**ASSETS**

**CURRENT ASSETS**

Cash in Bank - Checking	\$ 157,563.85
Cash in Bank - Clearing Account	25,000.00
Cash in Bank - Checking	4,862.85
Investments	54,595.97
Accounts Receivable	<u>5,589.52</u>

**Total Current Assets** 247,612.19

**PROPERTY AND EQUIPMENT**

Equipment	47,201.65
Less: Accumulated Depreciation	<u>(46,683.65)</u>

**Net Property and Equipment** 518.00

**TOTAL ASSETS** \$ 248,130.19

The footnotes are an integral part of the financial statements.

**Mariner Financial Group, Inc.**  
**BALANCE SHEET**  
**As of December 31, 2013**

**LIABILITIES AND STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES**

Commissions Payable	\$ 5,597.45
Credit Card - Suntrust Visa	495.00
Accrued Liabilities	<u>2,204.88</u>

<b>Total Current Liabilities</b>	<u>8,297.33</u>
----------------------------------	-----------------

**LONG-TERM LIABILITIES**

<b>Total Liabilities</b>	<u>8,297.33</u>
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**STOCKHOLDERS' EQUITY**

Preferred stock, Series A, no par value, 10,000 shares authorized, 200 shares issued and outstanding	5,000.00
--	----------

Common Stock, no par value, 1,000,000 shares authorized, 10,000 shares issued and outstanding	7,200.00
---	----------

Paid in Excess	30,000.00
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Retained Earnings	<u>197,632.86</u>
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<b>Total Stockholders' Equity</b>	<u>239,832.86</u>
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<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 248,130.19</u>
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The footnotes are an integral part of the financial statements.

**Mariner Financial Group, Inc.**  
**STATEMENT OF INCOME**

**12 Months Ended  
December 31, 2013**

<b>Revenues</b>	
Commissions Earned	\$ 82,400.01
Investment Income	662.47
Unrealized gain (losses) on Secur	(7,545.05)
<b>Total Revenues</b>	<u>75,517.43</u>
<b>Operating Expenses</b>	
Employee compensation and ben	1,073.11
Floor brokerage, exchange, and c	5,295.00
Communications and data proces	1,954.75
Occpancy	44,191.80
Other expenses	56,762.46
<b>Total Operating Expenses</b>	<u>109,277.12</u>
<b>Operating Income (Loss)</b>	<u>(33,759.69)</u>
<b>Net Income (Loss)</b>	<u>\$ (33,759.69)</u>

The footnotes are an integral part of the financial statements.

**Mariner Financial Group, Inc.**  
**STATEMENT OF CASH FLOWS**  
**For the 12 months Ended December 31, 2013**

2013

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net Income (Loss)	\$ (33,759.69)
Adjustments to reconcile Net Income (Loss) to net Cash provided by (used in) operating activities:	
Losses (Gains) on sales of Fixed Assets	0.00
Losses (Gains) on sales of Decrease (Increase) in Operating Assets:	
Other	1.06
Increase (Decrease) in Operating Liabilities:	
Accounts Payable	5,552.32
Accrued Liabilities	0.00
Total Adjustments	5,553.38
<b>Net Cash Provided By (Used in) Operating Activities</b>	<b>(28,206.31)</b>

**CASH FLOWS FROM INVESTING ACTIVITIES**

Capital Expenditures	(0.65)
Proceeds From Sale of Fixed Assets	0.00
<b>Net Cash Provided By (Used In) Investing Activities</b>	<b>(0.65)</b>

**CASH FLOWS FROM FINANCING ACTIVITIES**

Proceeds From Sale of Stock	0.00
Treasury Stock	0.00
<b>Net Cash Provided By (Used In) Financing Activities</b>	<b>0.00</b>

**NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS**

(28,206.96)

**CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD**

275,819.15

**CASH AND CASH EQUIVALENTS AT END OF PERIOD**

\$ 247,612.19

The footnotes are an integral part of the financial statements.

**Mariner Financial Group, Inc.**  
**STATEMENT OF RETAINED EARNINGS**

	<b>12 Months Ended December 31, 2013</b>
Beginning of Period	\$ 231,392.14
Plus: Net Income	\$ (33,759.69)
Plus: Net Unrealized Sec. Gain	0.00
Less: Prior Period Adjustment	<u>0.41</u>
<b>RETAINED EARNINGS END OF PERIOD</b>	<u>\$ 197,632.86</u>

The footnotes are an integral part of the financial statements.

**MARINER FINANCIAL GROUP, INC.**  
**STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2013**

	Preferred Stock		Common Stock		Paid-in Capital		Retained Earnings	Total Stockholder's Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Amount	Amount
Balance at January 1, 2013	200	5,000	10,000	\$ 7,200	10,000	\$ 30,000	\$ 231,392	\$ 273,592
Net Income	-	-	-	-	-	-	(33,760)	(33,760)
Capital Transactions	-	-	-	-	-	-	-	-
Prior Period Adjustments	-	-	-	-	-	-	-	-
Balance at December 31, 2013	<u>\$ 200</u>	<u>\$ 5,000</u>	<u>\$ 10,000</u>	<u>\$ 7,200</u>	<u>\$ 10,000</u>	<u>\$ 30,000</u>	<u>\$ 197,632</u>	<u>\$ 239,832</u>

The footnotes are an integral part of the financial statements.

**MARINER FINANCIAL GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2013**

**NOTE A – SUMMARY OF ACCOUNTING POLICIES**

Accounting principles followed by the Company and the methods of applying those principles which materially affect the determination of financial position, results of operation and cash flows are summarized below:

Organization

Mariner Financial Group, Inc. (the Company) was formed as a Texas corporation on January 24, 1994. The Company has adopted a calendar year.

Description of Business

The Company, located in Houston, TX is a broker and dealer in securities registered with the Securities and Exchanges Commission (“SEC”) and is a member of FINRA. The Company operates under SEC Rule 15c3-3(k)(2)(ii), which provides that all funds and securities belonging to the Company’s customers are handled by a clearing broker-dealer.

Basis of Accounting

The financial statements of the Corporation have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Cash and Cash Equivalents

The Company considers as cash all short-term investments with an original maturity of three months or less to be cash equivalents.

Accounts Receivable – Recognition of Bad Debt

The Corporation considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Revenue Recognition

Commission revenues are recorded by the Company when the service is rendered.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. All of the Company’s cash and cash equivalents are held at high credit quality financial institutions.

**MARINER FINANCIAL GROUP, INC**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2013**

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. All of the Company's cash and cash equivalents are held at high credit quality financial institutions.

Fair Value of Financial Instruments

Financial instruments that are subject to fair value disclosure requirements are carried in the financial statements at an amount that approximates fair value and include cash and cash equivalents. Fair values are based on quoted market prices and assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates reflecting varying degrees of perceived risk.

Comprehensive Income

Statement of Financial Accounting Standards (SFAS) No. 130, Reporting Comprehensive Income, establishes requirements for disclosure of comprehensive income that includes certain items previously not included in the statement of income, including unrealized gains and losses on available-for-sales securities and foreign currency translation adjustment among others. During the year ended December 31, 2013, the Company did not have any components of comprehensive income to report.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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.

Income Taxes

For federal income tax purposes, Mariner Financial Group, Inc. a limited liability company has elected to be taxed as corporation. Current provisions or benefits for income taxes are recorded based on estimates of actual income taxes or refunds thereof, as reported in federal and state tax returns.

The Company accounts for deferred income taxes using the asset liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequence attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measure using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income during the period that includes the enactment date. Additionally, deferred tax assets may be reduced by a valuation allowance to reflect benefits that may not be realized.

See accountant's audit report

**MARINER FINANCIAL GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2013**

Concentrations

The company has revenue concentrations; the firm specializes in sales of annuities and securities.

**NOTE B – NET CAPITAL REQUIREMENTS**

Pursuant to the net capital provisions of Rule 15c3-3 of the Securities and 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.

There were no material inadequacies found to exist in the computation of the ratio of aggregate indebtedness to net capital at December 31, 2013, or in the procedures followed in making the periodic computation required. At December 31, 2013, the Company had net capital of \$222,308.00 and a net capital requirement of \$5,000. The Company's ratio of aggregate indebtedness to net capital was 0.03 to 1 at December 31, 2013. The Securities and Exchange Commission permits a ratio of no greater to 15 to 1.

**NOTE C – POSSESSION OR CONTROL REQUIREMENTS**

The Company does not have any possession or control of customer's funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of SEC Rule 15c-3-3(k)(1), which provides that the firm will engage in limited business activities such as dealing in investment company shares. (ii) by promptly transmitting all customer funds to the clearing broker who carries the customer accounts.

**NOTE D – ACCOUNTS RECEIVABLE**

The accounts receivable consists of amount due from a non broker dealer, \$5,589.52.

**NOTE E – PROPERTY & EQUIPMENT**

	Estimated Useful Life		
Automobile	5 years	\$	15,701
Furniture and equipment	3 – 7 years		31,500
Leasehold improvements	7 years		0
			<u>47,201</u>
Less – accumulated depreciation			<u>(46,683)</u>
Total		\$	518

**NOTE F – ACCRUED LIABILITIES**

The Accrued liability is made of estimates of amounts for the federal income taxes and various business expenses.

**MARINER FINANCIAL GROUP, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2013**

**NOTE G – OTHER COMMITMENTS AND CONTINGENCIES**

Included in the Company's clearing agreement with its clearing broker-dealer is an indemnification clause. This clause relates to instances where the Company's customers fail to settle security transactions. In the event this occurs, the Company will indemnify the clearing broker-dealer to the extent of the net loss on the unsettled trade. At December 31, 2013, management of the Company had not been notified by the clearing broker-dealer, nor were they otherwise aware of any potential losses relating to this indemnification.

**NOTE H – COMMISSION PAYABLE**

The amount, \$5,597.45, is owed to commission agents for sales commissions.

**NOTE I – ACCRUED LIABILITIES.**

The amount, \$2,204.88, is owed to various vendors and payroll tax liabilities.

**NOTE J – RENT**

The Company leases office space. The amount of rent under this arrangement in December 31, 2013 was \$44,191.80.

**NOTE K – SIPC RECONCILIATION**

SEA Rule 17a-5(e)(4) requires a registered broker-dealer to file a supplemental report which includes procedures related to the broker-dealer's SIPC annual general assessment reconciliation or exclusion-from-membership forms. In circumstances where the broker-dealer reports \$500,000 or less in gross revenues, they are not required to file the supplemental SIPC report. The Company is exempt from filing the supplemental report under SEA Rule 17a-5(e)(4) because it is reporting less than \$500,000 in gross revenue.

**NOTE L – SUBSEQUENT EVENTS**

The Company has evaluated events subsequent to the balance sheet date for items requiring recording or disclosure in the financial statements. The evaluation was performed through February 25, 2014, which is the date the financial statements were available to be issued. Based upon this review, the Company has determined that there were no events which took place that would have a material impact on its financial statements.

**Mariner Financial Group, Inc.**  
**Supplemental Schedules Required by Rule 17a-5**  
**As of and for the year ended December 31, 2013**

**Computation of Net Capital**

Total Stockholder's equity:		\$ 239,832.86
Nonallowable assets:		
Prepaid Expense	0.00	
Property and equipment	518.00	
Accounts receivable – other	<u>5,590.00</u>	<u>(6,108.00)</u>
Other Charges		
Haircuts	3,673.00	
Undue Concentration	<u>7,744.00</u>	<u>(11,417.00)</u>
Net allowable capital		\$ 222,307.86

**Computation of Basic Net Capital Requirement**

Minimum net capital required as a percentage of aggregate indebtedness	<u>\$ 553.43</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 5,000.00</u>
Net capital requirement	<u>\$ 5,000.00</u>
Excess net capital	<u>\$ 217,307.86</u>

**Computation of Aggregate Indebtedness**

Total Aggregate Indebtedness	<u>\$ 8,297.33</u>
Percentage of aggregate indebtedness to net capital	<u>3.73%</u>

**Reconciliation of the Computation of Net Capital Under Rule 15c3-1**

Computation of Net Capital reported on FOCUS IIA as of December 31, 2013	\$ 222,308.00
Adjustments:	
Change in Equity (Adjustments)	(0.14)
Change in Non-Allowable Assets	(0.00)
Change in Haircuts	0.00
Change in Undue Concentration	<u>0.00</u>
NCC per Audit	<u>222,307.86</u>
Reconciled Difference	<u>\$ (0.00)</u>

## **Supplementary Information**

**Supplementary**  
**Pursuant to rule 17a-5 of the**  
**Securities and Exchange Act of 1934**  
**As of and for the Year Ended December 31, 2013**

See accountant's audit report

**Mariner Financial Group, Inc.**  
**Supplemental Schedules Required by Rule 17a-5**  
**As of and for the year ended December 31, 2013**

**Exemptive Provisions Rule 15c3-3**

The Company is exempt from Rule 15c3-3 because all customer transactions are cleared through another broker-dealer on a fully disclosed basis. The name of the clearing firm is Pershing LLC.

**Statement of Changes in Liabilities Subordinated to the Claims of General Creditors**

Balance of such claims at January 1, 2013	\$ -
Additions	-
Reductions	-
Balance of such claims at December 31, 2013	<u>\$ -</u>

**REPORT ON INTERNAL CONTROL**

**For the year ended December 31, 2013**

Edward Richardson, Jr., CPA  
15565 Northland Suite 508 West  
Southfield, MI. 48075

February 25, 2014

Board of Directors  
Mariner Financial Group, Inc.  
9601 Katy Freeway  
Houston, TX

In planning and performing my audit of the financial statements and supplemental schedules of Mariner Financial Group, Inc. for the year ended December 31, 2013, I considered its internal control, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements, and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), I have made a study of the practices and procedures followed by the company, including tests of such practices and procedures that I considered relevant to the objective 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, I 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.
2. Recordation of differences required by rule 17a-13.
3. 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 the preceding paragraphs. 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 paragraphs 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 of disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraphs.

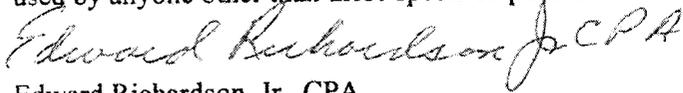
Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection or any evaluation of them

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. My consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted the following condition that I consider to be a material weakness as defined above.

Only one person is responsible for all accounting and reporting functions. Accordingly, there is no segregation of duties. Due to the size of the Company, management does not feel it is cost-effective to change this condition.

I understand that practices and procedures that accomplish the objectives referred to in the preceding paragraphs of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities and 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2013, to meet the SEC's objectives.

This report is intended solely for the information and use of management, the SEC and the regulatory agencies that rely on rule 17a-5(g) under the Securities and 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.

  
Edward Richardson, Jr., CPA