

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

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: April 30, 2013  
Estimated average burden  
hours per response. 12.00



15025787

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

SEC FILE NUMBER  
8-53406

Handwritten signature and date: 3/19

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 01/01/14 AND ENDING 12/31/14  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

CapFi Partners, LLC

OFFICIAL USE ONLY  
FIRM ID. NO.

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

1701 Pennsylvania Avenue - Suite 301

(No. and Street)

Washington

DC

20006

(City)

(State)

(Zip Code)

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

Mark James Kimsey

(917)734-3925

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

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

Michael T. Remus, CPA

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

P.O. Box 2555

Hamilton Square

NJ

08690

(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

SEC 1410 (06-02) *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 240.174-5(e)(2).*

MAR 19 2015  
SEC 1410 (06-02)

REGISTRATIONS BRANCH  
14

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

REGISTRATIONS BRANCH  
14

Handwritten signature and date: m-3/19

OATH OR AFFIRMATION

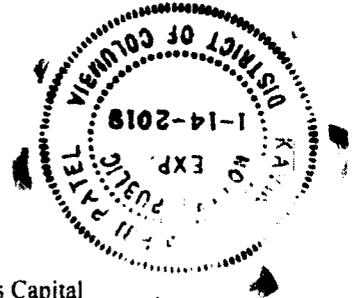
I, Mark James Kimsey, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of CapFi Partners, LLC, as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

No Exceptions

[Signature]  
Signature  
Managing Member / CEO  
Title

[Signature]  
Notary Public

KAVINA KIM BIPIN PATEL  
NOTARY PUBLIC DISTRICT OF COLUMBIA  
My Commission Expires January 14, 2019



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

- ✓ (a) Facing page.
- ✓ (b) Statement of Financial Condition.
- ✓ (c) Statement of Income (Loss).
- ✓ (d) Statement of Cash Flows
- ✓ (e) Statement of Changes in Member Equity or Partners' or Sole Proprietor's Capital
- ✓ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ✓ (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ✓ (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ✓ (l) An Oath or Affirmation.
- ✓ (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent auditor's report on internal accounting control
- (p) Schedule of segregation requirements and funds in segregation - customers' regulated commodity futures account pursuant to Rule 171-5.

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

---

---

**CapFi Partners LLC**

***FINANCIAL STATEMENTS***

***AND***

***SUPPLEMENTARY INFORMATION***

**For the Year Ended**

**December 31, 2014**

---

---

**MICHAEL T. REMUS**  
*Certified Public Accountant*  
3673 Quakerbridge Road, Suite 3  
Hamilton Square, NJ 08690

**Tel:** 609-540-1751

**Fax:** 609-570-5526

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To: The Member  
**CapFi Partners LLC**

I have audited the accompanying financial statements of CapFi Partners LLC (a Delaware Limited Liability Company) which comprise the statement of financial condition as of December 31, 2014, and the related statements of operations, changes in liabilities subordinated to claims of creditors, changes in member equity and cash flows for the year then ended, that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934 and the related notes to the financial statements and supplemental information. CapFi Partners LLC's management is responsible for these financial statements. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor was I engaged to perform, an audit of its internal control over financial reporting. My audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, I express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of CapFi Partners LLC as of December 31, 2014, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Schedule I Computation of Net Capital under Rule 15c3-1, Schedule II Computation for Determination of Reserve Requirements under Rule 15c3-3 (Exemption), Schedule III Information for Possession or Control Requirements under Rule 15c3-3 (Exemption), and Schedule of Aggregate Indebtedness has been subjected to audit procedures performed in conjunction with the audit of CapFi Partners LLC's financial statements. The supplemental information is the responsibility of CapFi Partners's management. My audit procedures included determining whether the supplemental 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 supplemental information. In forming my opinion on the supplemental information, I evaluated whether the supplemental information, including its form and content, is presented in conformity with Rule 17a-5 of the Securities Exchange Act of 1934. In my opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*Michael T. Remus*

Michael T. Remus, CPA  
Hamilton Square, New Jersey  
March 5, 2015

**CAPFI PARTNERS LLC**  
**STATEMENT OF FINANCIAL CONDITION**  
December 31, 2014

**ASSETS**

Current Assets

Cash and cash equivalents	\$ 1,020,258
Prepaid FINRA fees	2,177

Total Current Assets	<u>1,022,435</u>
----------------------	------------------

Equipment

Computer equipment	8,940
Less: Accumulated depreciation	<u>(8,940)</u>
	<u>0</u>

Total Assets	<u><u>\$ 1,022,435</u></u>
--------------	----------------------------

**LIABILITIES AND MEMBER EQUITY**

Current Liabilities

Accounts payable and accrued expenses	\$ 33,437
---------------------------------------	-----------

Total Current Liabilities	<u>33,437</u>
---------------------------	---------------

Total Liabilities	<u>33,437</u>
-------------------	---------------

Member Equity

Member capital	482,624
Member income	506,374

Total Member Equity	<u>988,998</u>
---------------------	----------------

Total Liabilities and Member Equity	<u><u>\$ 1,022,435</u></u>
-------------------------------------	----------------------------

See accompanying notes to financial statements.

**CAPFI PARTNERS LLC**  
**STATEMENT OF OPERATIONS**  
Year Ended December 31, 2014

**REVENUES**

Fee income	\$	2,553,111
Interest income		28
		<u>2,553,139</u>

**OPERATING EXPENSES**

Compensation & commissions	1,655,963
Occupancy	39,385
Professional fees	81,853
Regulatory fees	47,731
General & administrative expense	3,002
Communications	881
Insurance	4,454
Travel, entertainment & business development	213,496
	<u>2,046,765</u>

Net Income	\$	<u>506,374</u>
------------	----	----------------

See accompanying notes to financial statements.

**CAPFI PARTNERS LLC**  
**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED**  
**TO CLAIMS OF CREDITORS**  
**Year Ended December 31, 2014**

Subordinated Liabilities at December 31, 2013	\$ -
Increases	-
Decreases	-
Subordinated Liabilities at December 31, 2014	<u><u>\$ -</u></u>

See accompanying notes to financial statements.

**CAPFI PARTNERS LLC**  
**STATEMENT OF CHANGES IN MEMBER EQUITY**  
Year Ended December 31, 2014

	<u>Member Capital</u>
Balance at January 1, 2014	\$ 482,624
Net Income	506,374
Balance at December 31, 2014	<u>\$ 988,998</u>

See accompanying notes to financial statements.

**CAPFI PARTNERS LLC**

**STATEMENT OF CASH FLOWS**  
Year Ended December 31, 2014

**CASH FLOWS FROM OPERATING ACTIVITIES**

Net Income	\$	506,374
Adjustments to Reconcile Net Income to Net Cash Provided By Operating Activities:		
(Increase) Decrease in:		
Prepaid expense		(288)
Increase (Decrease) in:		
Accounts payable and accrued expenses		(19,322)
		<hr/>
Net cash provided by operating activities		486,764
<b>Cash Flows From Investing Activities</b>		-
<b>Cash Flows From Financing Activities</b>		-
Net increase in cash		486,764
Cash and cash equivalents at Beginning of Year		<hr/> 533,494
Cash and cash equivalents at End of Year	\$	<hr/> <hr/> 1,020,258
<b>Supplemental Disclosures</b>		
Cash paid for income taxes	\$	- 0 -
Cash paid for interest	\$	- 0 -

See accompanying notes to financial statements.

## **CAPFI PARTNERS LLC**

### Notes to Financial Statements

Year Ended December 31, 2014

#### **1 Organization and Nature of Business**

CapFi Partners, LLC (Formerly K&Z Partners, LLC) (the Company) is a Delaware limited liability company located in Washington, DC. The Company is a broker dealer registered with the Securities Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA) and the Securities Investor Protection Corporation - SIPC.

The Company is a financial services firm specializing in the business of providing asset and risk management consulting advice to high net worth individuals and institutions. The Company holds no customer funds or securities and does not participate in the underwriting of Securities. Accordingly, the Company claims exemption from the requirements of Rule 15c3-3 under section (k)(2)(i) of the rule.

#### **2 Significant Accounting Policies**

##### *(a) Basis of Presentation*

The financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") unless otherwise disclosed.

##### *(b) Use of Estimates*

The preparation of financial statements in conformity with 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 financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

##### *(c) Statement of Cash Flows*

For purposes of the statement of cash flows the Company has defined cash equivalents as highly liquid investments, with original maturities of less than three months, that are not held for sale in the ordinary course of business. The company has adopted the indirect method of presenting the statement of cash flows in accordance with current authoritative pronouncements. The Company includes as cash and cash equivalents amounts invested in money market funds. The Company's cash is held by a major financial institution and is insured by the Federal Deposit Insurance Corporation up to \$250,000.

##### *(d) Accounts Receivable*

There were no accounts receivable at December 31, 2014.

## CAPFI PARTNERS LLC

### Notes to Financial Statements

Year Ended December 31, 2014

#### *(e) Depreciation*

Depreciation is provided on a straight-line basis using estimated useful lives of the equipment.

Equipment is recorded at cost. Maintenance, repairs and renewals that neither materially add to the value of the property nor appreciably prolong its life are charged to expense as incurred. Gains and losses on disposition of property and equipment are included in income.

#### *(f) Revenue Recognition*

The Company recognizes revenue from advisory and retainer fees in the period received, generally when the assignment has been completed or as the advisory services are delivered.

#### *(g) Income Taxes*

The Company is treated as a sole proprietorship (disregarded entity) for federal income tax purposes. Therefore, no provision or liability for federal or state income taxes has been included in the financial statements. The Company's tax returns and the amount of income or loss allocable to the member are subject to examination by federal and state taxing authorities. In the event of an examination of the Company's tax return, the tax liability of the member could be changed if an adjustment in the Company's income or loss is ultimately determined by the taxing authorities.

Certain transactions of the Company's may be subject to accounting methods for federal and state income tax purposes which differ significantly from the accounting methods used in preparing the financial statements. Accordingly, the net income or loss of the Company and the resulting balances in the members' capital account reported for federal and state income tax purposes may differ from the balances reported for those same items in these financial statements.

The Company recognizes and measures its unrecognized tax benefits in accordance with ASC Topic 740, Income Taxes. Under that guidance the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of the financial reporting period. The measurement of unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change.

Management has determined that the Company has no uncertain tax positions that would require financial statement recognition at December 31, 2014. This determination will always be subject to ongoing evaluation as facts and circumstances may require. The Company remains subject to U.S. federal and state income tax audits for all years subsequent to 2011.

In addition, no income tax related penalties or interest have been recorded for the year ended December 31, 2014.

#### *(h) Advertising and Marketing*

Advertising and marketing costs are expensed as incurred.

#### *(i) General and Administrative Expenses*

General and administrative costs are expensed as incurred.

**CAPFI PARTNERS LLC**  
Notes to Financial Statements  
Year Ended December 31, 2014

*(j) Subsequent Events*

The Company has evaluated subsequent events occurring after the statement of financial condition date through the date of March 5, 2015 which is the date the financial statements were available to be issued. Based on this evaluation, the Company has determined that no subsequent events have occurred which require disclosure in or adjustment to the financial statements.

*(k) Fair Value Hierarchy*

FASB ASC 820 defines fair value, establishes a framework for measuring fair value, and establishes a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by FASB ASC 820, are used to measure fair value.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1.* Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2.* Inputs other than quoted prices included in Level 1 that are observable for the assets or liability either directly or indirectly.
- Level 3.* Inputs are unobservable for the assets or liability.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, the liquidity of markets, and other characteristics particular to the security. To the extent the valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining the fair value is greatest for instruments categorized in level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

For further discussion of fair value, see "Note 6 Fair Value"

**CAPFI PARTNERS LLC**  
Notes to Financial Statements  
Year Ended December 31, 2014

**3 Net Capital Requirements**

The Company is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2014, the Company had net capital of \$986,445, which was \$981,445 in excess of its required minimum net capital of \$5,000. The Company's net capital ratio was 0.339 to 1.

Advances to affiliates, contributions, distributions and other withdrawals are subject to certain notification and other requirements of Rule 15c3-1 and other regulatory rules.

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934. The Company relies on its SEC Rule 15c3-3(k)(2)(i) exemption.

**4 Leases**

The Company currently conducts its operations from facilities that are leased under a six month office service agreement dated March 20, 2013. The agreement will be automatically extended for consecutive periods of the same duration as the initial term unless and until terminated by either party by delivery of written notice of expiration at least 60 days prior to the date scheduled for expiration of the agreement.

Rental expense for the year ended December 31, 2014 under this agreement was \$39,385.

**5 Credit Risk and Concentrations**

A significant amount of the Company's revenues are related to advisory fees earned as a private placement agent for various hedge funds and high net worth individuals. There is no assurance of future revenues from these funds or individuals as agreements can generally be terminated by either party upon 30 days written notice.

The Company maintains its cash balances in a single financial institutions in amounts which, at times, exceeds federally insured limits. The Federal Deposit insurance Corporation insures the Company's bank accounts up to \$250,000. The Company has not experienced any losses on these accounts and believes it is not subject to any significant credit risk. At December 31, 2014 the Company had an uninsured balance of \$781,516.

Two of the Company's clients accounted for approximately 81% of the Company's revenues in 2014.

**CAPFI PARTNERS LLC**  
Notes to Financial Statements  
Year Ended December 31, 2014

**6 Fair Value**

Cash and cash equivalents, receivables, accounts payable and other current liabilities are reflected in the financial statements at carrying value which approximates fair value because of the short-term maturity of these instruments.

Level 1

Assets

Cash and cash equivalents                   \$ 1,020,258

Liabilities

Accrued expenses                           \$ ( 33,437)

**7 Commitments and Contingencies**

Pursuant to Securities and Exchange Commission Rule 15c3-1(e)(2) the Company may not authorize distributions to its members if such distributions cause the Company's net capital to fall below 120% of the Company's minimum net capital requirement. As of December 31, 2014 the Company was not in violation of this requirement.

The Company had no lease or equipment rental commitments (except as disclosed in Note 4 above), no underwriting commitments, no contingent liabilities, and had not been named as a defendant in any lawsuit at December 31, 2014 or during the year then ended.

**8 Related Party Transactions**

The Company has a non-exclusive agreement with the Office of James V. Kimsey to provide advisory services regarding financial and investing matters. The Company does not have discretion over any accounts or assets, and does not provide legal or tax advice. The agreement can be terminated by either party upon 30 days written notice. The parties are related by family.

The total amount of advisory fees earned during the year from this agreement were \$1,414,875.

During the year the Company paid commissions and travel expenses of \$844,036 to its managing member.

**9 Anti-Money Laundering Policies and Procedures**

The Company is required to implement policies and procedures relating to anti-money laundering, compliance, suspicious activities, and currency transaction reporting and due diligence on customers who open accounts with the Company. At December 31, 2014 the Company had implemented such policies and procedures.

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

**As of December 31, 2014**

MICHAEL T. REMUS

*Certified Public Accountant*

P.O. Box 2555

Hamilton Square, NJ 08690

Tel: 609-540-1751

Fax: 609-570-5526

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To: The Member  
**CapFi Partners LLC**

I have reviewed management's statements, included in the accompanying Schedule I Computation of Net Capital under Rule 15c3-1, Schedule II Computation for Determination of Reserve Requirements under Rule 15c3-3 (Exemption), in which (1) CapFi Partners LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which CapFi Partners LLC claimed an exemption from 17 C.F.R. §240.15c3-3: under—(k)(2)(i), (the “exemption provisions”) and (2) CapFi Partners LLC stated that CapFi Partners LLC met the identified exemption provisions throughout the most recent fiscal year without exception and Schedule III Information for Possession or Control Requirements under Rule 15c3-3 (Exemption). CapFi Partners LLC’s management is responsible for compliance with the exemption provisions and its statements.

My 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 CapFi Partners LLC’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, I do not express such an opinion.

Based on my review, I am 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 provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

*Michael T. Remus*

Michael T. Remus, CPA  
Hamilton Square, New Jersey  
March 5, 2015

**CAPFI PARTNERS LLC**

COMPUTATION OF NET CAPITAL IN ACCORDANCE WITH RULE 15c 3-1  
Year Ended December 31, 2014  
Schedule I

NET CAPITAL

Members' Capital	\$	482,624
Member Equity		<u>506,374</u>

Total Credits		<u>988,998</u>
---------------	--	----------------

Debits

Prepaid expense		2,177
Hair-cut - money market		<u>376</u>

Total Debits		<u>2,553</u>
--------------	--	--------------

NET CAPITAL	\$	<u><u>986,445</u></u>
-------------	----	-----------------------

**CAPITAL REQUIREMENTS**

6 2/3 % of aggregate indebtedness	\$	2,227
-----------------------------------	----	-------

Minimum capital requirement		<u>5,000</u>
-----------------------------	--	--------------

Net capital in excess of requirements	\$	<u><u>981,445</u></u>
---------------------------------------	----	-----------------------

Ratio of Aggregate Indebtedness to Net Capital		.0339 to 1
---	--	------------

**Reconciliation with Company's Computation (included in  
Part II of Form X-17A-5 as of December 31, 2014)  
as Amended on March 10, 2015**

Reconciliation pursuant to Rule 17a-5(d) (4) of the Audited Computations  
of Net Capital pursuant to Rule 15c 3-1

Net Capital, per above	\$	986,445
------------------------	----	---------

Net Capital, as reported in Company's Part II unaudited Focus Report		<u>986,444</u>
--	--	----------------

Difference	\$	<u><u>1</u></u>
------------	----	-----------------

There are no material differences between the net capital reflected in the above computation and the net capital reflected in the Company's FOCUS Report as of December 31, 2014.

**CapFi Partners LLC**

**SCHEDULE II COMPUTATION FOR DETERMINATION OF RESERVE  
REQUIREMENTS UNDER RULE 15c3-3 (EXEMPTION)**

**Schedule II**

**YEAR ENDED December 31, 2014**

Pursuant to Rule 17a-5(d)(4) of the audited computations of Net Capital pursuant to Rule 15c 3-1 and computation for Determination of Reserve requirements pursuant to Rule 15c 3-3 submitted by CapFi Partners LLC in my opinion no material differences exist which would materially effect the reserve requirements pursuant to Rule 15c 3-3 or its claim for exemption.

**CapFi Partners LLC**

**SCHEDULE III INFORMATION RELATING TO POSSESSION OR CONTROL  
REQUIREMENTS (EXEMPTION)**

**PURSUANT TO RULE 15c 3-3 of the Securities and Exchange Commission**

**As of December 31, 2014**

**"EXEMPT UNDER 15c3-3 (k)(2)(i)**

**Schedule III**

Pursuant to rule 15c 3-3 relating to possession or control requirements, CapFi Partners LLC has not engaged in the clearing or trading of any securities and did not hold customer funds or securities during the year ended December 31, 2014 and therefore is claiming exemption to this schedule pursuant to paragraph (k)(2)(i) of SEC Rule 15c3-3. The firm's minimum net capital requirement pursuant to paragraph (a)(2)(vi) of SEC Rule 15c3-1 will be \$5,000..

**CapFi Partners LLC**

**Exemption Report pursuant to SEC Rule 17a-5  
For the Year Ended December 31, 2014**

**CapFi Partners LLC Exemption Report**

CapFi Partners LLC (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. & 240.17a-5, "Reports to be made by certain broker dealers"). This Exemption Report was prepared as required by 17 C.F.R. & 240.17a-5(d) (1) and (4). To the best of its knowledge and belief for the year ended December 31, 2014, the Company states the following:

- The Company claimed an exemption from 17 C.F.R. & 240.15c3-3 under the following provision of 17 C.F.R. & 15c3-3(k)(2)(i)
- Management is responsible for compliance with the exemption provision. The Company met the requirements of the identified exemption provision throughout the most recent fiscal year without exception.

CapFI Partners LLC

I, Mark J Kimsey, swear (or affirm) that, to my best knowledge and belief, this Exemption Report is true and correct.

By: \_\_\_\_\_

Mark J Kimsey  
Chief Executive Office

**MICHAEL T. REMUS**  
*Certified Public Accountant*

P.O. Box 2555  
Hamilton Square, NJ 08690  
Tel: 609-540-1751  
Fax: 609-570-5526

Independent Accountants Agreed-Upon Procedures Report  
on Schedule of Assessment and Payments (Form SIPC-7)

CapFi Partners LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, I have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2014, which were agreed to by CapFi Partners LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc. and SIPC, solely to assist you and the other specified parties in evaluating CapFi Partners LLC's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). CapFi Partners LLC management is responsible for the firm'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, I 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 I performed and my findings are as follows:

1. Compared listed assessment payments on SIPC-7 (as corrected) with respective cash disbursements journals, noting no differences;
2. Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2014, as applicable, with the amounts reported in Form SIPC-7 for the year ended December 31, 2014, noting no differences;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers, noting no differences, and
4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments, noting no differences.

My findings are included on the attached SIPC General Assessment Reconciliation schedule. I was not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, I do not express such an opinion. Had I performed additional procedures, other matters might have come to my 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.

*Michael T. Remus*

Michael T. Remus, CPA  
Hamilton Square, New Jersey  
March 5, 2015

**CAPFI PARTNERS LLC**  
**SIPC General Assessment Reconciliation**  
**December 31, 2014**

General Assessment Calculation

Total Revenue	\$ 2,553,139
Revenue exempt from assessment	0
	<hr/> 2,553,139
Rate	<hr/> 0.0025
General Assessment Due	6,383
Less Payments: SIPC 6	(2,915)
Plus: Interest	<hr/>
Remaining Assessment Due	3,468
Paid with SIPC 7	<hr/> (2,146)
Balance Due	<hr/> <hr/> \$ 1,322

There is no material difference between the SIPC-7 and this reconciliation.

See Independent Accountants' Report.