

Amended

SECURITIES



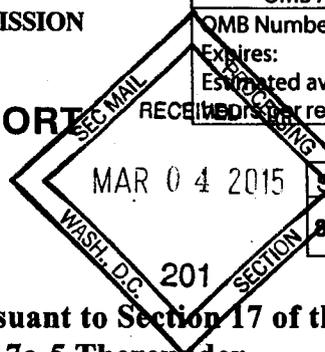
MISSION

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

ANNUAL

15026505

### FORM X-17A-5 PART III



SEC FILE NUMBER
3774

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 January 1, 2014 AND ENDING December 31, 2014  
MM/DD/YY MM/DD/YY

### A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:  
Wiley Bros. - Aintree Capital, LLC  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
40 Burton Hills Blvd., Suite 350

OFFICIAL USE ONLY
FIRM I.D. NO.

(No. and Street)

Nashville Tennessee 37215  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Lisa P. James (615) 255-6431  
(Area Code - Telephone Number)

### B. ACCOUNTANT IDENTIFICATION

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

The Baker Group, CPAs, P.C.  
(Name - if individual, state last, first, middle name)

1504 17th Avenue South Nashville Tennessee 37212  
(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)

DD  
4/24/15

OATH OR AFFIRMATION

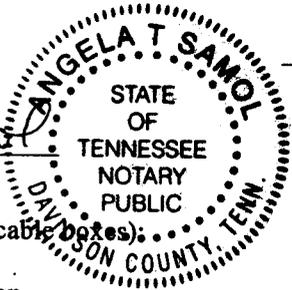
I, Lisa P. James, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Wiley Bros. - Aintree Capital, LLC, as of December 31, 2014, are true and correct. I further swear (or affirm) that neither the company 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Lisa P James  
Signature

Financial Principal  
Title

Angela T Samol  
Notary Public



- This report \*\* contains (check all applicable items):
- (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).

## TABLE OF CONTENTS

	<b>PAGE</b>
Independent Auditor's Report	1
Statement of Financial Condition	2
Statement of Income	3
Statement of Changes in Members' Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6-10
Schedule I	11
Schedule II	12
Schedule III	13
Schedule IV	14
Independent Auditor's Exemption Report	15
Firm's Exemption Report	16
Independent Auditor's Agreed-Upon Procedures Report for Form SIPC-7	17
Securities Investor Protection Corporation Form SIPC-7	18



# THE BAKER GROUP, CPAs, P.C.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Members  
of Wiley Bros. - Aintree Capital, LLC

We have audited the accompanying financial statements of Wiley Bros. - Aintree Capital, LLC (a Tennessee Limited Liability Company), which comprise the statement of financial condition as of December 31, 2014 and the related statements of income, changes in members' 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. Wiley Bros. - Aintree Capital, LLC's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our 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, we 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. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial condition of Wiley Bros. - Aintree Capital, 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 Schedules I, II, III and IV has been subjected to audit procedures performed in conjunction with the audit of Wiley Bros. - Aintree Capital, LLC's financial statements. The supplemental information is the responsibility of Wiley Bros. - Aintree Capital, LLC's management. Our 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 our opinion on the supplemental information, we 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 our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*The Baker Group, CPAs, P.C.*

Nashville, Tennessee  
February 26, 2015

**WILEY BROS. - AINTREE CAPITAL, LLC**  
**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2014**

ASSETS

Cash	\$ 717,480
Receivable from brokers and dealers	348,872
Fair value of securities owned	3,551,572
Furniture, fixtures and equipment, at cost (net of accumulated depreciation of \$596,202)	97,177
Other assets	<u>60,079</u>
	<u>\$ 4,775,180</u>

LIABILITIES AND MEMBERS' EQUITY

Note payable - secured	\$ 2,238,187
Securities sold short	0
Accrued taxes and other liabilities	597,661
Members' equity	<u>1,939,332</u>
	<u>\$ 4,775,180</u>

The accompanying notes are an integral part of these statements.

**WILEY BROS. - AINTREE CAPITAL, LLC**  
**STATEMENT OF INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

Revenues

Commissions and fees	\$ 4,851,016
Gains on securities trading accounts	2,643,874
Fees for Investment Advisory Services	1,962,184
Profits (losses) from underwriting and selling groups	22,047
Other income from the securities business	<u>468,154</u>
	<u>9,947,275</u>

Expenses

Employee compensation and benefits	6,870,670
Members' compensation	309,031
Commission and clearance paid to brokers	393,806
Communication and data processing	586,307
Interest expense	84,380
Regulatory fees and expenses	55,792
Occupancy Expenses	728,542
General and administrative expenses	<u>1,098,906</u>
	<u>10,127,434</u>
Net Income (Loss)	\$ <u>(180,159)</u>

The accompanying notes are an integral part of these statements.

**WILEY BROS. - AINTREE CAPITAL, LLC**  
**STATEMENT OF CHANGES IN MEMBERS' EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**

Beginning Members' Equity	\$ 2,061,386
Net Income (loss)	(180,159)
Members Contributions	560,000
Members' Drawings	<u>(501,895)</u>
Ending Members' Equity	<u>\$ 1,939,332</u>

The accompanying notes are an integral part of these statements.

WILEY BROS. - AINTREE CAPITAL, LLC

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2014

Cash Flows from Operating Activities	
Net income (loss)	\$ (180,159)
Adjustments to reconcile net income to net cash provided by operations	
Depreciation and amortization	69,412
(Increase) Decrease in:	
Receivable from brokers and dealers	642,695
Fair value of securities owned	(467,209)
Other assets	211,814
Increase (Decrease) in:	
Note payable	(340,784)
Securities sold short	0
Accrued taxes and other liabilities	<u>92,409</u>
Net cash provided by operating activities	<u>28,178</u>
Cash Flows from Investing Activities	
Purchase of equipment	<u>(84,186)</u>
Net cash used by investing activities	<u>(84,186)</u>
Cash Flows from Financing Activities	
Contributions from member	560,000
Distributions to members	<u>(501,895)</u>
Net cash provided by financing activities	<u>58,105</u>
Net increase (decrease) in cash	2,097
Cash at beginning of period	<u>715,383</u>
Cash at end of period	<u>\$ 717,480</u>
Supplemental Disclosures	
Interest Expense Paid	<u>\$ 84,380</u>
Taxes paid	<u>\$ 0</u>

The accompanying notes are an integral part of these statements.

**WILEY BROS. - AINTREE CAPITAL, LLC**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2014**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

Nature of Operations

This Tennessee Limited Liability Company (LLC) received a substantial members' capital contribution on May 1, 1996, and began operations as a broker-dealer on the same date. One of the founding members was Wiley Bros., Inc. which contributed a substantial part of the starting capital, and prior to May 1 had operated as a broker-dealer. After making their capital contribution, Wiley Bros., Inc. ceased operations as a broker-dealer and transferred their license to the new entity. As a Limited Liability Company, the members' liability is limited. The Company is registered with the SEC and is a member of FINRA.

Reporting Period

The Limited Liability Company's year ends on December 31, 2014.

Revenue Recognition

Security transactions are recorded in the accounts on a trade-date basis. Marketable securities at December 31, 2014 are valued at fair value in accordance with FASB ASC 820, Fair Value Measurements and Disclosures.

Property and Depreciation

Office equipment and leasehold improvements are carried at cost and are depreciated using accelerated and straight-line methods over their estimated useful lives.

Retirement Plan

The Company maintains a qualified retirement plan under Section 401(k) of the Internal Revenue Code. Under the plan, employees may elect to defer a percentage of their salary, subject to Internal Revenue Service limits. In addition, the plan allows for the Company to make discretionary contributions based on the participant's salary. Company contributions to the plan were \$283,574 for the current period.

Income Taxes

Federal income taxes are not payable by the Limited Liability Company, or provided for in this financial statement. The Limited Liability Company members are taxed individually on their share of the Limited Liability Company's earnings. State income taxes have been accrued in the amount of \$0.00.

**WILEY BROS. - AINTREE CAPITAL, LLC**

**NOTES TO FINANCIAL STATEMENTS - continued**

**DECEMBER 31, 2014**

**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: - continued**

Uncertain Tax Positions

Management has determined that the Company does not have any uncertain tax positions and associated unrecognized benefits or liabilities that materially impact the financial statements or related disclosures. Since tax matters are subject to some degree of uncertainty, there can be no assurance that the Company's tax returns will not be challenged by the taxing authorities and that the Company or its members will not be subject to additional tax, penalties, and interest as a result of such a challenge. Generally, the Company's tax returns remain open for three years for federal income tax examination.

Cash Flows

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Member Allocation

The members have an agreement as to the allocation of net earnings and distributions subject to extensive provisions as agreed to by the members.

Other Assets

Other assets consist of employee advances and loans, investment in other limited liability companies, and other receivables.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenue and expenses. Actual results could differ from those estimates.

Commissions

Commissions and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

Investment Advisory Income

Investment advisory fees are received quarterly but are recognized as earned on a pro rata basis over the term of the contract.

**WILEY BROS. - AINTREE CAPITAL, LLC**

**NOTES TO FINANCIAL STATEMENTS - continued**

**DECEMBER 31, 2014**

**NOTE 2 - FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK**

In the normal course of business the Company purchases and sells securities as both principal and/or agent. If another party to the transaction fails to perform as agreed (for example failure to deliver a security or failure to pay for a security) the Company may incur a loss if the market value of the security is different from the contract amount of the transaction.

**NOTE 3 - NET CAPITAL REQUIREMENTS**

As a registered broker-dealer, the Company is subject to the requirements of Rule 15c-3-1 under the Securities Exchange Act of 1934. At December 31, 2014, the Company's net capital of \$1,577,159 was \$1,327,159 in excess of the minimum requirement of \$250,000.

**NOTE 4 - EQUIPMENT, FURNITURE AND FIXTURES**

Equipment, furniture and fixtures consist of the following:

Computer and equipment	\$ 421,689
Office furniture and fixtures	133,914
Leasehold improvements	<u>137,776</u>
	693,379
Less: Accumulated depreciation	<u>(596,202)</u>
	\$ <u>97,177</u>
Depreciation and Amortization Expense	<u>\$69,412</u>

**NOTE 5 - RELATED PARTY TRANSACTIONS**

At December 31, 2014 amounts due from related parties, which were included in Other Liabilities, was \$10,426.

**NOTE 6 - LEASE COMMITMENTS**

The Company is the lessor of office space under an operating lease agreement. The total rental for office space was \$366,027 for the current period.

**WILEY BROS. - AINTREE CAPITAL, LLC**

**NOTES TO FINANCIAL STATEMENTS - continued**

**DECEMBER 31, 2014**

**NOTE 7 – CONCENTRATIONS OF CREDIT RISK**

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. Management believes the Company is not exposed to any significant credit risk related to cash.

**NOTE 8 – NOTE PAYABLE – SECURED**

The Company has a secured bank line of credit used to finance inventory purchases. The loan is renewed annually and has a variable interest rate that was 2.67% at December 31, 2014.

**NOTE 9 - ADVERTISING**

Advertising costs are expensed as incurred. Advertising expense was \$57,537 for the period ended December 31, 2014.

**NOTE 10 – CONTINGENT LIABILITIES**

At February 26, 2015, there were claims pending against the Company. In the opinion of management, the ultimate liabilities, if any, resulting from such claims will not materially affect the financial position of the Company.

**NOTE 11 – FAIR VALUE MEASUREMENT**

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 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access.
- Level 2 inputs are inputs (other than quoted prices included within level 1) that are observable for the asset or liability, either directly or indirectly.

**WILEY BROS. - AINTREE CAPITAL, LLC**

**NOTES TO FINANCIAL STATEMENTS - continued**

**DECEMBER 31, 2014**

**NOTE 11 – FAIR VALUE MEASUREMENT (Continued)**

- Level 3 are unobservable inputs for the asset or liability and rely on management’s own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs should be developed based on the best information available in the circumstances and may include the Company’s own data.)

The following table presents the Company’s fair value hierarchy for those assets measured at fair value on a recurring basis as of December 31, 2014.

Fair Value Measurements on a Recurring Basis  
as of December 31, 2013:

	Fair Value	Level 1
Securities owned	<u>\$3,551,572</u>	<u>\$3,551,572</u>

**NOTE 12 – DATE OF MANAGEMENT’S REVIEW**

Management has evaluated subsequent events through February 26, 2015, the date on which the financial statements were available to be issued.

WILEY BROS. - AINTREE CAPITAL, LLC

SCHEDULE I

COMPUTATION OF NET CAPITAL  
UNDER RULE 15c3-1 OF THE SEC

AS OF DECEMBER 31, 2014

Total members' equity from Statement of Financial Condition		<u>\$1,939,332</u>
Total members' equity qualified for net capital		<u>1,939,332</u>
Deductions and/or charges		
A. Non-allowable assets		
Furniture, equipment & fixtures	\$ 97,177	
Other assets	<u>26,517</u>	
Total non-allowable assets		123,694
D. Other deductions and/or charges		<u>19,903</u>
Total deductions and/or charges		<u>143,597</u>
Net capital before haircuts		1,795,735
Haircuts on securities		
Debt securities	217,387	
Other Securities	<u>1,189</u>	
Total haircuts on securities		<u>218,576</u>
NET CAPITAL		<u>\$1,577,159</u>

WILEY BROS. - AINTREE CAPITAL, LLC

SCHEDULE II

Reconciliation of Broker's Computation of Net Capital  
To Auditor's Computation of Net Capital  
Under Rule 15c3-1

	<u>Broker's Computation</u>	<u>Difference</u>	<u>Auditor's Computation</u>
1. Total ownership equity	\$1,939,332	\$ 0	\$1,939,332
3. Total	1,939,332	0	1,939,332
5. Total capital	<u>1,939,332</u>	<u>0</u>	<u>1,939,332</u>
6. A. Non-allowable assets	123,694	0	123,694
D. Other deductions and/or charges	<u>19,903</u>	<u>0</u>	<u>19,903</u>
Total deductions	<u>143,597</u>	<u>0</u>	<u>143,597</u>
8. Net capital before haircuts	1,795,735	0	1,795,735
9. Haircuts on securities: Total haircuts	<u>218,576</u>	<u>0</u>	<u>218,576</u>
10. Net capital	<u>\$1,577,159</u>	<u>\$ 0</u>	<u>\$1,577,159</u>

**WILEY BROS. - AINTREE CAPITAL, LLC**

**SCHEDULE III**

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS**

**AS OF DECEMBER 31, 2014**

Minimum net capital required	\$ <u>39,844</u>
Minimum dollar net capital requirement of reporting broker	\$ <u>250,000</u>
Net capital requirements	\$ <u>250,000</u>
Excess net capital	\$ <u>1,327,159</u>

**COMPUTATION OF AGGREGATE INDEBTEDNESS  
AND  
RATIO TO NET CAPITAL**

Accrued taxes and other liabilities	\$ <u>597,661</u>
Aggregate Indebtedness	\$ <u>597,661</u>

Percentage of aggregate indebtedness to net capital

Aggregate indebtedness	\$ <u>597,661</u>	
Net capital	\$1,577,159	37.89%

**STATEMENT OF CHANGES IN LIABILITIES  
SUBORDINATED TO CLAIMS OF CREDITORS  
FOR THE YEAR ENDED DECEMBER 31, 2014**

Beginning Balance	\$0.00
Additions	0.00
Deductions	<u>0.00</u>
Ending Balance	<u>\$0.00</u>

**WILEY BROS. - AINTREE CAPITAL, LLC**

**SCHEDULE IV**

**COMPUTATION OF RESERVE REQUIREMENTS AND  
INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS  
UNDER RULE 15c3-3 OF THE SEC**

**FOR THE YEAR ENDED DECEMBER 31, 2014**

Wiley Bros. - Aintree Capital, LLC did not carry any margin accounts, maintained no securities on hand, promptly transmitted all customer funds and did not otherwise hold funds or securities for, or owe money or securities to, customers, thereby meeting the conditions of Rule 15c3-3(k)(2)(ii) exempting it from the requirements of Customer Protection Rule 15c3-3.



# THE BAKER GROUP, CPAs, P.C.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Members of  
Wiley Bros. - Aintree Capital, LLC

We have reviewed management's statements, included in the accompanying Exemption Report, in which Wiley Bros. - Aintree Capital, LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which (1) Wiley Bros. - Aintree Capital, LLC claimed an exemption from 17 C.F.R. §240.15c3-3: (2)(ii) (the "exemption provisions") and (2) Wiley Bros. - Aintree Capital, LLC stated that Wiley Bros. - Aintree Capital, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. Wiley Bros. - Aintree Capital, LLC's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about Wiley Bros. - Aintree Capital, 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, we do not express such an opinion.

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

*The Baker Group, CPAs, P.C.*

Nashville, Tennessee  
March 2, 2015

WILEY BROS. – AINTREE CAPITAL, LLC  
EXEMPTION REPORT

Wiley Bros. – Aintree Capital, 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 brokers and 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, the Company states the following:

The Company claimed an exemption from 17 C.F.R. §240.15c3-3 under the following provisions of 17 C.F.R. §240.15c3-3(k)(2)(ii).

The Company met the identified exemption provisions in 17 C.F.R. §240.15c3-3(k)(2)(ii) throughout the most recent year without exception.

Wiley Bros. – Aintree Capital, LLC

I, Lisa P. James, swear (or affirm) that, to my best knowledge and belief, this Exemption Report is true and correct.

By: Lisa P. James  
Financial Principal

March 2, 2015



# THE BAKER GROUP, CPAs, P.C.

## INDEPENDENT ACCOUNTANT'S AGREED-UPON PROCEDURES REPORT ON SCHEDULE OF ASSESSMENT AND PAYMENTS (FORM SIPC-7)

To the Members of  
Wiley Bros. - Aintree Capital, LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments (Form SIPC-7) to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2014, which were agreed to by Wiley Bros. - Aintree Capital, LLC and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., SIPC, and, Designating Examining Authority solely to assist you and the other specified parties in evaluating Wiley Bros. - Aintree Capital LLC's compliance with the applicable instructions of Form SIPC-7. Wiley Bros. - Aintree Capital, LLC's management is responsible for Wiley Bros. - Aintree Capital, LLC's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the Public Company Accounting Oversight Board (United States). The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1) Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries, 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;
- 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; and
- 5) Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was originally computed, noting no differences (if applicable).

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

*The Baker Group, CPAs, P.C.*

Nashville, Tennessee  
February 26, 2015

General Assessment Reconciliation

2/12  
Marked

For the fiscal year ended \_\_\_\_\_

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

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

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

WILEY BROS. - AINTREE CAPITAL, LLC

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

Name and telephone number of person to contact respecting this form.

WORKING COPY

2. A. General Assessment (item 2e from page 2)

23,900  
\$ ~~23,899.70~~  
12,718.00

B. Less payment made with SIPC-6 filed (exclude interest)

7-23-14  
Date Paid

C. Less prior overpayment applied

D. Assessment balance due or (overpayment)

E. Interest computed on late payment (see instruction E) for \_\_\_\_\_ days at 20% per annum

F. Total assessment balance and interest due (or overpayment carried forward)

\$ 11,182.

G. PAID WITH THIS FORM:

Check enclosed, payable to SIPC  
Total (must be same as F above)

\$ 11,182

H. Overpayment carried forward

\$( \_\_\_\_\_ )

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):

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

(Name of Corporation, Partnership or other organization)

*Lois P. Jenner*

(Authorized Signature)

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_

(Title)

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

SIPC REVIEWER

Dates: Postmarked \_\_\_\_\_ Received \_\_\_\_\_ Reviewed \_\_\_\_\_

Calculations \_\_\_\_\_ Documentation \_\_\_\_\_ Forward Copy \_\_\_\_\_

Exceptions:

Disposition of exceptions:

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

Amounts for the fiscal period  
beginning Jan 1, 2014  
and ending Dec 31, 2014

Item No.

Eliminate cents

2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030)

\$ 9,947,275

2b. Additions:

- (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above
- (2) Net loss from principal transactions in securities in trading accounts.
- (3) Net loss from principal transactions in commodities in trading accounts.
- (4) Interest and dividend expense deducted in determining item 2a.
- (5) Net loss from management of or participation in the underwriting or distribution of securities.
- (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities
- (7) Net loss from securities in investment accounts.

Total additions

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2c. Deductions:

- (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products.
- (2) Revenues from commodity transactions
- (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions.
- (4) Reimbursements for postage in connection with proxy solicitation.
- (5) Net gain from securities in investment accounts.
- (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date.
- (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act).
- (8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C).

303,016

(Deductions in excess of \$100,000 require documentation)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income

\$ 84,380

(ii) 40% of margin interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960)

\$ \_\_\_\_\_

Enter the greater of line (i) or (ii)

Total deductions

84,380  
387,396  
955,879

2d. SIPC Net Operating Revenues

\$ \_\_\_\_\_

2e. General Assessment @ .0025

\$ 23,899.70

(to page 1, line 2.A.23,900)