



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

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

SEC  
Mail Processing  
Section

FEB 26 2015

Washington DC  
404

SEC FILE NUMBER
8-67511

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 01/01/2014 AND ENDING 12/31/2014  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: MSC-BD, LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

5 CENTERPOINTE DRIVE, SUITE 400

(No. and Street)

LAKE OSWEGO

OR

97035

(City)

(State)

(Zip Code)

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

ANTHONY DIAMOS

(404) 536-6984

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

MICHAEL D. STAR, P.A., CPA

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

2422 SOUTH ATLANTIC AVENUE

DAYTONA BEACH

FL

32118

(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)

3/2/15

OATH OR AFFIRMATION

I, ANTHONY DIAMOS, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of MSC-BD, 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:

Handwritten signature of the Financial & Operations Principal.

Signature

FINANCIAL & OPERATIONS PRINCIPAL

Title

Handwritten signature of the Notary Public.

Notary Public

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

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

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

**MSC-BD, LLC**

**FINANCIAL STATEMENTS AND  
SUPPLEMENTARY INFORMATION  
Pursuant to Rule 17a-5(d)  
YEAR ENDED DECEMBER 31, 2014**

# MSC-BD, LLC

## FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2014

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**Michael D. Star, P.A., CPA**  
2422 South Atlantic Avenue  
Daytona Beach Shores, FL 32118  
(386) 453-1383

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Director and Managing Members  
of MSC-BD, LLC

We have audited the financial statements of MSC-BD, LLC ("Company") which comprise the statement of financial condition as of December 31, 2014, and the related statements of operations, changes in member's equity, and cash flows for the year then ended December 31, 2014 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. The Company'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 that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MSC-BD, 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 information contained in the supplemental schedule listed in the accompanying index has been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**  
(Continued)

The supplemental information has been subjected to audit procedures performed in conjunction with the audit of MSC-BD, LLC's financial statements. The supplemental information is the responsibility of MSC-BD, 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 Supplementary Information is fairly stated in all material respects in relation to the financial statements as a whole



Michael D. Star, P.A., CPA  
Daytona Beach Shores, Florida  
February 17, 2015

**MSC-BD, LLC**  
**STATEMENTS OF FINANCIAL CONDITION**  
**AS OF DECEMBER 31, 2014**

<b>ASSETS</b>	<b>For Year Ended December 31, 2014</b>
<b>CURRENT ASSETS</b>	
Cash and cash equivalents	\$ 12,292
Commissions receivable	95,632
Other assets	7,124
<b>Total current assets</b>	<b>115,048</b>
Other non-current assets, less accumulated amortization	-
<b>TOTAL ASSETS</b>	<b>\$ 115,048</b>
<b>LIABILITIES AND MEMBERS' EQUITY</b>	
<b>CURRENT LIABILITIES</b>	
Commissions payable	\$ 91,729
Other accrued expenses	3,412
<b>Total current liabilities</b>	<b>95,141</b>
<b>MEMBERS' EQUITY</b>	
Undistributed earnings	19,907
<b>Total Stockholders' Equity</b>	<b>19,907</b>
<b>TOTAL LIABILITIES AND MEMBERS' EQUITY</b>	<b>\$ 115,048</b>

See notes to financial statements and auditors' report.

**MSC-BD, LLC**  
**STATEMENTS OF OPERATIONS**  
**AS OF DECEMBER 31, 2014**

	<u>2014</u>
<b>REVENUES:</b>	
Fee Income	\$ 188,730
Consulting fees	420,447
Other income	<u>9,245</u>
<b>Total revenue</b>	<b>618,422</b>
<b>EXPENSES:</b>	
Commission expenses	\$ 587,604
General operating expenses	8,591
Professional services	35,560
Regulatory fees	<u>4,507</u>
<b>Total expenses</b>	<b>636,262</b>
<b>NET (LOSS) FROM OPERATIONS</b>	<b><u>\$ (17,840)</u></b>

See notes to financial statements and auditors' report.

**MSC-BD, LLC**  
**STATEMENTS OF CHANGES IN MEMBER'S EQUITY**  
**AS OF DECEMBER 31, 2014**

	<u>Total Member's Equity</u>
Balances, December 31, 2013	\$ 8,973
Plus Capital Contributions	28,774
Less Distributions	-
Net income (loss) for 2014	<u>(17,840)</u>
Balances, December 31, 2014	<u>\$ 19,907</u>

See notes to financial statements and auditors' report.

**MSC-BD, LLC**  
**STATEMENTS OF CASH FLOWS**  
**AS OF DECEMBER 31, 2014**

	<b>2014</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Net Income (Loss)	\$ (17,840)
Adjustments to reconcile net loss to net cash:	
Depreciation and amortization expense	
Net change in operating assets and liabilities:	
Increase in commissions receivable	(90,827)
Increase in prepaid expenses	(5,111)
Increase in accounts payable	84,914
Increase in accrued expenses	2,904
Decrease in deferred revenue	
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>(25,960)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>	
Purchase of furniture, equipment & leasehold improvements	
<b>NET CASH PROVIDED BY INVESTING ACTIVITIES</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	
Net change in distributions	-
Net change Capital contributions	28,774
Net change in advances from related party	-
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>28,774</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>2,814</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b>9,478</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 12,292</b>

See notes to financial statements and auditors' report.

**NOTES TO FINANCIAL STATEMENTS**  
**YEAR ENDED DECEMBER 31, 2014**

**Note 1**

**Organization and Summary of Significant Accounting Policies**

**Organization and Business**

MSC-BD, LLC ("Company") is a Florida Limited Liability Company formed on May 23, 2011. Previously the Company was incorporated as an S Corporation on July 10, 2006. The Company is a wholly owned subsidiary of Madison Street Capital, LLC (the "Parent"), a Illinois Limited Liability Company. The Company is a broker-dealer, with a perpetual period of duration, registered with the Securities and Exchange Commission ("SEC"). The Company is a member of the Financial Industry Regulatory Authority. The Company provides accredited Investor to selectively participate in alternate private placement transactions not typically available to them. The Company also offers its investors variable annuity, mutual funds, and capital raising products.

**Rule 15c3-3 Exemption**

The Company, under Rule 15c3-3(k)(2)(i), is exempt from the reserve and possession or control requirements of Rule 15c3-3 of the Securities and Exchange Commission. The Company does not carry or clear customer accounts

**Revenue Recognition**

The Company recognizes revenue as commissions and fees are earned upon the sale of various investment vehicles. Accounts receivable are carried at their estimated collective amounts, and losses are determined on the basis of experience with the customer and current economic conditions. At December 31, 2014, management believes all receivables to be fully collectible.

**Cash Equivalents**

The Company defines cash equivalents as highly liquid investments, with original maturities of less than 90 days, which are not held for sale in the ordinary course of business.

**Income Taxes**

The Company is a Limited Liability Company ("LLC") for federal income tax reporting purposes. Therefore, the financial statements do not include a provision for income taxes since the Company is not a taxable entity. The Company is a single member LLC and is a disregarded entity for IRS purposed. Therefore, the Company has no federal, state, or local filing requirement. The Company's members are taxes on the Company's earnings.

At December 31, 2014, management has determined that the Company had no uncertain tax positions that would require financial statement recognition. This determination will always be subject to ongoing reevaluation as facts and circumstances may require. The Company's open tax years (2012 through 2014) remain subject to income tax audits.

**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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

# MSC-BD, LLC

## NOTES TO FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2014

**Note 2** *Financial Instruments and Concentration of Risk*

Financial instruments subject to risk concentration are cash and cash equivalents. The Company maintains depository cash and certificates of deposit with one banking institution. Depository accounts are insured by the Federal Depository Insurance Corporation ("FDIC") to a maximum of \$250,000 per bank, per depositor. Total cash and cash equivalents for the Company exceeding the FDIC insured limit is \$0 as of December 31, 2014.

**Note 3** Commitments, Contingencies, and Related Party Transactions

The Company has no contingencies.

**Note 4** Net Capital Requirements

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (15c3-1) ("Rule"), which requires the maintenance of minimum net capital. The Rule prohibits the Company from engaging in securities transactions at any time the Company's net capital, as defined by the Rule, is less than \$5,000, or if the ratio of aggregate indebtedness to net capital, both as defined, exceed 15 to 1 (and the rule of "applicable" exchange provides that equity capital may not be withdrawn, or cash dividends paid, if the resulting net capital ratio exceeds 12 to 1).

At December 31, 2014, the Company has net allowable capital of \$9,367 which exceeded the required net capital by \$3,024.

**Note 5** Regulatory Requirements

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934 as the Company does not hold customers' cash or securities.

**Note 6** Subsequent Events

The Company has performed an evaluation of subsequent events through the date the financial statements were issued. The evaluation did not result in any subsequent events that required disclosures and/or adjustments.

**MSC-BD, LLC**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1**  
**OF THE SECURITIES AND EXCHANGE COMMISSION**  
**DECEMBER 31, 2014**

**COMPUTATION OF NET CAPITAL**

Total member's equity from Statement of Financial Condition	\$	19,907
Deduct member's equity not allowable for net capital		-
Total member's equity qualified for net capital		<u>19,907</u>
Add:		
Liabilities subordinated to claims of general creditors allowable in computation of net capital		-
Subordinated liabilities at December 31, 2014		-
Total capital and allowable subordinated liabilities		<u>19,907</u>
Deductions and/or charges:		
Non-allowable assets:		
Furniture and equipment		-
Other current assets		10,540
Other assets		-
Commodity futures contracts and spot commodities/property capital charges		-
Other deductions and/or changes		-
Other additions and/or credits		-
Net capital before haircuts on securities positions (tentative net capital)		<u>9,367</u>
Haircuts on securities:		
Contractual securities commitments		-
Subordinated securities borrowings		-
Trading and investment securities:		
Exempted securities		-
Debt securities		-
Options		-
Other securities		-
Undue concentrations		-
Other		-
Net capital	\$	<u>9,367</u>
 <b><u>COMPUTATION OF BASIC NET CAPITAL REQUIREMENT</u></b>		
Minimum net capital required	\$	6,343
Minimum dollar net capital requirement of reporting broker-dealer	\$	5,000
Net capital requirement	<u>\$</u>	<u>6,343</u>
Excess net capital		3,024
Net capital minus the greater of 10% of AI or 120% of Required Min Cap		(147)

See notes to financial statements and auditors' report.

**MSC-BD, LLC**  
**COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1**  
**OF THE SECURITIES AND EXCHANGE COMMISSION (CONTINUED)**  
**DECEMBER 31, 2014**

**AGGREGATE INDEBTEDNESS**

Total aggregated indebtedness liabilities from Statement of Financial Condition	\$	95,141
Add:		
Drafts for immediate credit		-
Other unrecorded amounts		-
Total capital and allowable subordinated liabilities	\$	<u>95,141</u>
Ratio: Aggregate indebtedness to net capital		<u>1015.70%</u>

**RECONCILIATION WITH COMPANY'S COMPUTATION**

(Included in Part II of form X-17A-5 as of December 31, 2014)

Net capital, as reported in the Company's Part II (unaudited) FOCUS report		9,367
Net audit adjustments		-
Net capital per above		<u>9,367</u>

**NOTE:** There are no material differences between the above computation of net capital and the corresponding computation as submitted by the Company with the unaudited Form X-17A-5 Part II Filing as of December 31, 2014.

See notes to financial statements and auditors' report.

**Michael D. Star, P.A., CPA**  
2422 South Atlantic Avenue  
Daytona Beach Shores, FL 32118  
(386) 453-1383

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Members of  
MSC-BD, LLC

We have reviewed management's statements, included in the accompanying Form Custody exemption report, in which (1) MSC-BD, LLC (the "Company") identified the following provisions of 17 C.F.R. §15c3-3(k) under which the Company claimed an exemption from 17 C.F.R. §240.15c3-3(2)(i) (the "exemption provisions") and (2) the Company stated that the Company met the identified exemption provisions throughout the most recent fiscal year without exception. The Company's management is responsible for compliance with the exemption provisions and its statements.

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

Based on our review, we are no aware of any material modifications that should be made to management's statements referred to above for them to be stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 16c3-3 under the securities Exchange Act of 1934.



Michael D. Star, P.A., CPA  
Daytona Beach Shores, Florida

February 17, 2015

February 3, 2015

Michael Star  
Michael D. Star, P.A., CPA  
2422 South Atlantic Avenue  
Daytona Beach Shores, FL 32118

Dear Michael:

This is to confirm that MSC-BD, LLC, under Rule 15c3-3(k)(2)(i), is exempt from the reserve and possession or control requirements of Rule 15c3-3 of the Securities and Exchange Commission. MSC-BD, LLC does not carry or clear customer accounts.

Sincerely,

A handwritten signature in black ink, appearing to read 'ADamos', with a small arrow pointing to the right above the signature.

Anthony Damos  
FINOP  
MSC-BD, LLC

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

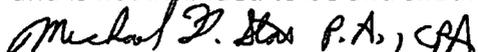
Managing Member of MSC-BD, LLC

In accordance with Rule 17a-5(e)(4) of 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 MSC-BD, 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 MSC-BD, LLC's compliance with the applicable instructions of Form SIPC-7. MSC-BD, LLC's management is responsible for MSC-BD, 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 X-17A-5 for the year ended December 31, 2014, as applicable, with the amounts reported in Form SIPC-7 with supporting schedules and working papers, 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.

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 matter 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.

  
Michael D. Star, P.A., CPA

Daytona Beach Shores, Florida

February 17, 2015