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

SEC FILE NUMBER
8-69369

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 01/01/19 AND ENDING 12/31/19  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Northhill US Distribution Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

575 Fifth Ave., 39th Floor

(No. and Street)

New York

New York

10017

(City)

(State)

(Zip Code)

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

J. Clarke Gray 917-23-1263

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Baker Tilly Virchow Krause, LLP

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

One Penn Plaza

New York

New York

10017

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

**RECEIVED**  
FEB 14 2020  
Securities and Exchange Commission  
Trading and Markets

**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)

SEC 1410 (11-05)

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.

RMS

OATH OR AFFIRMATION

I, J. Clarke Gray, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Northhill US Distribution Inc. of December 31, 2019, 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:

MICAH TAYLOR  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 02TA6125117  
Qualified In New York County  
MY COMMISSION EXPIRES 12-15-2021

*[Signature]* 2/10/20  
Notary Public

*J. Clarke Gray*  
Signature  
CFO  
Title

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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss) or, if there is other comprehensive income in the period(s) presented, a Statement of Comprehensive Income (as defined in §210.1-02 of Regulation S-X).
- (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).

**NORTHILL DISTRIBUTION US INC.**  
**REPORT ON AUDIT OF THE STATEMENT OF FINANCIAL CONDITION**  
**AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2019**

**NORTHILL DISTRIBUTION US INC.**

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**AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2019**

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## Report of Independent Registered Public Accounting Firm

To the Stockholder of  
Northhill Distribution US Inc.

### Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of Northhill Distribution US Inc. (the "Company") as of December 31, 2019, and the related notes (collectively referred to as the "statement of financial condition"). In our opinion, the statement of financial condition presents fairly, in all material respects, the financial position of the Company as of December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

The statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's statement of financial condition based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement, whether due to error or fraud. Our audit included performing procedures that assess the risks of material misstatement of the statement of financial condition, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the statement of financial condition. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statement of financial condition. We believe that our audit provides a reasonable basis for our opinion.

We have served as the Company's auditor since 2015.

*Baker Tilly Virchow Krause, LLP*

New York, New York  
February 10, 2020

NORTHILL DISTRIBUTION US INC.  
Statement of Financial Condition  
December 31, 2019

	\$
ASSETS:	
Cash and cash equivalents	1,375,065
Accounts receivable from affiliates	133,777
Deferred taxes	134,694
Other assets	11,517
TOTAL ASSETS	<u>1,655,053</u>
LIABILITIES AND STOCKHOLDER'S EQUITY:	
Bonus payable	456,750
Deferred compensation	206,400
Accounts payable and accrued expenses	47,940
TOTAL LIABILITIES	<u>711,090</u>
Commitments and Contingencies	
Stockholder's Equity:	
Common stock, shares authorized, no par value, shares issued and outstanding	20
Additional paid-in capital	500,990
Retained earnings	442,953
TOTAL STOCKHOLDER'S EQUITY	<u>943,963</u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>1,655,053</u>

## **NORTHILL DISTRIBUTION US INC.**

### **Notes to Statement of Financial Condition**

**December 31, 2019**

#### **Note 1 - Nature of Business and Summary of Significant Accounting Policies**

Northill Distribution US Inc. (the “Company” or “Northill”) was incorporated on May 31, 2013 as a Delaware corporation. Northill is a wholly owned subsidiary of Northill Capital Holdings Limited (“NCHL” or the “Parent”) established under the laws of Jersey, Channel Islands on May 16, 2011 and part of the Northill Capital Group. During 2013, the Company applied to the Financial Industry Regulatory Authority (FINRA) for a license to become a broker/dealer and on January 2, 2015, the application was accepted by FINRA and Northill became a licensed broker/dealer.

The Company had previously entered into a cost plus services contract with Northill Capital (Jersey) L.P. (“NCJLP”), an entity under common control, for consulting services (see Note 4). Effective October 1, 2019, this contract was terminated and a new cost plus services contract was entered into with NCHL for consulting services (see Note 4). The Company also engages in private placement transactions with institutional and high net worth investors in the United States and sells private funds of affiliated investment managers within the Northill Capital Group.

The Company operates pursuant to section (k)(2)(i) exemptive provisions of Rule 15c3-3 of the Securities Exchange Act of 1934, and accordingly, is exempt from the remaining provisions of this Rule. The Company does not hold customer funds or securities. Under these exemptive provisions, the Computation for Determination of Reserve Requirements and Information Relating to the Possession and Control Requirements are not required.

#### **Significant Accounting Policies:**

##### Basis of Presentation

The accompanying financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

##### Use of Estimates

The preparation of financial statements, in conformity with U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of the 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.

**NORTHILL DISTRIBUTION US INC.**

**Notes to Statemen of Financial Condition**

**December 31, 2019**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies ( cont'd)**

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using enacted 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 operations in the period enacted. A valuation allowance is provided when it is more likely than not that a portion or all of a deferred tax asset will not be realized.

The Company has adopted financial reporting rules regarding recognition and measurement of tax positions taken or expected to be taken on a tax return. The Company has reviewed all open tax years which are 2016, 2017, 2018 and 2019 and concluded that there is no impact on the Company's financial statements and no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on a tax return. There were no material interest or penalties recorded during the year ended December 31, 2019.

Credit Risks

Credit risks are taken by the Company when cash balances in its bank accounts including its money market account, exceed the Federal Deposit Insurance Corporation (FDIC) insurance and when the Company's receivables from affiliates and non-affiliates are under collateralized. There have been no losses related to these risks for the year ended December 31, 2019.

Cash and Cash Equivalents

The Company has defined 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. At December 31, 2019, the Company had \$512,031 in a money market account.

**NORTHILL DISTRIBUTION US INC.**  
**Notes to Statement of Financial Condition**  
**December 31, 2019**

**Note 2 - Net Capital Requirements**

As a member of FINRA and registered with the Securities and Exchange Commission the Company is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of a minimum amount of net capital and requires that the ratio of indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. The Company does not carry customer accounts nor accept customer funds or securities.

At December 31, 2019, the Company had net capital of \$663,975, which was \$616,545 in excess of its net capital requirement of \$47,430.

**Note 3 - Income Taxes**

The deferred tax asset of \$134,694 is a result of deferred compensation not deductible in the current or prior year. The Company files tax returns with the U.S Federal Government and New York State and City.

**Note 4 - Related Party Transactions**

The Company provides non-securities business consulting services to the Northill Capital Group. It entered into a cost plus services contract with NCJLP effective June 15, 2013 and terminated this contract effective September 30, 2019. The Company has subsequently, entered into a new cost plus services contract with NCHL effective October 1, 2019 which may be terminated by either party with six months' notice.. The Company expects to continue earning revenue from consulting services under the terms of this agreement. In addition, both NCJLP and NCHL stand ready to provide additional capital or financial support to the Company if so required. At December 31, 2019, \$125,535 was owed to the Company by NCHL. At December 31, 2019, \$3,242 was owed to the Company by Capital Four AIFM A/S and \$5,000 was owed by Securis.

**NORTHILL DISTRIBUTION US INC.**

**Notes to Statement of Financial Condition**

**December 31, 2019**

**Note 5 - Commitments and Contingencies**

The Company has a short term lease with Vantage, an entity under common control. The lease can be terminated at any time with 30 days' notice.

In the normal course of its operations, the Company enters into contracts and agreements that contain indemnifications and warranties. The Company's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Company that have not yet occurred. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

Deferred compensation represents amounts of compensation payable to employees. These amounts are payable in the April following three years from the grant of the award, subject to the employee remaining in employment. The deferred awards recognized by the Company represent total amounts payable from April 2020 through to April 2022.

There are no other material commitments or contingencies. However, the nature of the Company's business subjects it to various claims, regulatory examinations, and other proceedings in the ordinary course of business. The ultimate outcome of any such action against the Company could have an adverse impact on the financial condition, results of operations, or cash flows of the Company.

**Note 6 - Defined Contribution Plan**

The Company sponsors a defined contribution plan for a key employee.

**Note 7 - Subsequent Events**

Management has evaluated the Company's events and transactions that occurred subsequent to December 31, 2019, through February 10, 2020 the date which the financial statements were issued. There were no other events or transactions that occurred during this period that materially impacted the amounts or disclosures in the Company's financial statements.