

UNITED STATES



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Washington DC  
Information Required Pursuant to Rules 17a-5, 17a-12, and 18a-7 under the Securities Exchange Act of 1934  
416

FACING PAGE

FILING FOR THE PERIOD BEGINNING 01/01/21 AND ENDING 12/31/21  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF FIRM: MJ Capital Partners, LLC

TYPE OF REGISTRANT (check all applicable boxes):

- Broker-dealer
- Security-based swap dealer
- Major security-based swap participant
- Check here if respondent is also an OTC derivatives dealer

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use a P.O. box no.)

One California Plaza, 300 Grand Avenue Suite #4050

(No. and Street)

Los Angeles

CA

90071

(City)

(State)

(Zip Code)

PERSON TO CONTACT WITH REGARD TO THIS FILING

Micheal Cavallaro

(213) 278-0429

mjc@mjcpartners.com

(Name)

(Area Code - Telephone Number)

(Email Address)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose reports are contained in this filing\*

Alvarez & Associates Inc.

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

9221 Corbin Avenue Suite 165 Northridge

CA

91324

(Address)

(City)

(State)

(Zip Code)

10/16/2018

6517

(Date of Registration with PCAOB)(if applicable)

(PCAOB Registration Number, if applicable)

**FOR OFFICIAL USE ONLY**

\* Claims for exemption from the requirement that the annual reports be covered by the reports of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis of the exemption. See 17 CFR 240.17a-5(e)(1)(ii), if applicable.

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.

OATH OR AFFIRMATION

I, Michael Cavallaro, swear (or affirm) that, to the best of my knowledge and belief, the financial report pertaining to the firm of MJ Capital Partners, LLC, as of December 31, 2021, is true and correct. I further swear (or affirm) that neither the company nor any partner, officer, director, or equivalent person, as the case may be, has any proprietary interest in any account classified solely as that of a customer.

See attached CA Notary Certificate
Signed: [Signature]
Dated: 02/03/2022

Signature: [Signature]
Title: Managing Partner

Notary Public

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

- (a) Statement of financial condition.
(b) Notes to consolidated 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 cash flows.
(e) Statement of changes in stockholders' or partners' or sole proprietor's equity.
(f) Statement of changes in liabilities subordinated to claims of creditors.
(g) Notes to consolidated financial statements.
(h) Computation of net capital under 17 CFR 240.15c3-1 or 17 CFR 240.18a-1, as applicable.
(i) Computation of tangible net worth under 17 CFR 240.18a-2.
(j) Computation for determination of customer reserve requirements pursuant to Exhibit A to 17 CFR 240.15c3-3.
(k) Computation for determination of security-based swap reserve requirements pursuant to Exhibit B to 17 CFR 240.15c3-3 or Exhibit A to 17 CFR 240.18a-4, as applicable.
(l) Computation for Determination of PAB Requirements under Exhibit A to § 240.15c3-3.
(m) Information relating to possession or control requirements for customers under 17 CFR 240.15c3-3.
(n) Information relating to possession or control requirements for security-based swap customers under 17 CFR 240.15c3-3(p)(2) or 17 CFR 240.18a-4, as applicable.
(o) Reconciliations, including appropriate explanations, of the FOCUS Report with computation of net capital or tangible net worth under 17 CFR 240.15c3-1, 17 CFR 240.18a-1, or 17 CFR 240.18a-2, as applicable, and the reserve requirements under 17 CFR 240.15c3-3 or 17 CFR 240.18a-4, as applicable, if material differences exist, or a statement that no material differences exist.
(p) Summary of financial data for subsidiaries not consolidated in the statement of financial condition.
(q) Oath or affirmation in accordance with 17 CFR 240.17a-5, 17 CFR 240.17a-12, or 17 CFR 240.18a-7, as applicable.
(r) Compliance report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
(s) Exemption report in accordance with 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
(t) Independent public accountant's report based on an examination of the statement of financial condition.
(u) Independent public accountant's report based on an examination of the financial report or financial statements under 17 CFR 240.17a-5, 17 CFR 240.18a-7, or 17 CFR 240.17a-12, as applicable.
(v) Independent public accountant's report based on an examination of certain statements in the compliance report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
(w) Independent public accountant's report based on a review of the exemption report under 17 CFR 240.17a-5 or 17 CFR 240.18a-7, as applicable.
(x) Supplemental reports on applying agreed-upon procedures, in accordance with 17 CFR 240.15c3-1e or 17 CFR 240.17a-12, as applicable.
(y) Report describing any material inadequacies found to exist or found to have existed since the date of the previous audit, or a statement that no material inadequacies exist, under 17 CFR 240.17a-12(k).
(z) Other:

\*\*To request confidential treatment of certain portions of this filing, see 17 CFR 240.17a-5(e)(3) or 17 CFR 240.18a-7(d)(2), as applicable.

# Jurat

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document, to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

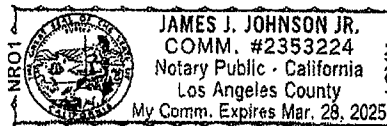
State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 03 day of February, 2022  
by Michael Cavallaro, proved to me on the basis of  
satisfactory evidence to be the person(s) who appeared before me.

James J. Johnson Jr.  
Signature

(Seal)



## OPTIONAL INFORMATION

### DESCRIPTION OF ATTACHED DOCUMENT

Annual Reports Form x-17A-b

(TITLE OR DESCRIPTION OF DOCUMENT)

Oath or Affirmation

(TITLE OR DESCRIPTION OF DOCUMENT CONTINUED)



# ALVAREZ & ASSOCIATES, INC CERTIFIED PUBLIC ACCOUNTANTS

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Those Charged with Governance and the Member of MJ Capital Partners, LLC:

### Opinion on the Financial Statements

We have audited the accompanying statement of financial condition of MJ Capital Partners, LLC (the "Company") as of December 31, 2021, the related statements of income, changes in member's equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements 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 financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, 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 financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### Supplemental Information

The information contained in Schedules I, II and III ("Supplemental Information") has been subjected to audit procedures performed in conjunction with the audit of the Company's financial statements. The Supplemental Information is the responsibility of the Company'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 17 C.F.R. § 240.17a-5. In our opinion, Schedules I, II and III are fairly stated, in all material respects, in relation to the financial statements taken as a whole.

  
Alvarez & Associates, Inc.

We have served as the Company's auditor since 2020.  
Northridge, California  
February 2, 2022

Chicago, Dallas, Los Angeles, New York, San Francisco, Seattle

9221 Corbin Avenue Suite 165  
Northridge, California 91324

800.848.0008

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**MJ CAPITAL PARTNERS, LLC**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2021**

**ASSETS**

Cash	\$	24,935
Restricted Stock - BCAL		1,573,950
Due From Parent (MJC Partners)		72,774
Other Assets		9,646
<b>TOTAL ASSETS</b>	<b>\$</b>	<b>1,681,305</b>

**LIABILITIES AND MEMBER'S EQUITY**

**LIABILITIES**

Due to Related Party	\$	500
Accrued Expenses		1,000
Income Tax Payable		7,139
<b>TOTAL LIABILITIES</b>		<b>8,639</b>
<b>MEMBER'S EQUITY</b>		
Total Member's Equity		1,672,666
<b>TOTAL LIABILITIES AND MEMBER'S EQUITY</b>	<b>\$</b>	<b>1,681,305</b>

See independent auditor's report and accompanying notes to financial statements.

**MJ Capital Partners, LLC**  
**STATEMENT OF INCOME**  
**FOR THE YEAR ENDED DECEMBER 31, 2021**

<b>Revenues</b>	
Investment Banking & Consulting Fees	\$ 100,000
Unrealized Gain On Investment	313,950
Private Placement Agent Fees	605,000
Reimbursed Expenses	<u>27,264</u>
Total Revenues	1,046,214
<b>Less Expenses</b>	
Bank Charges	75
Professional Fees	51,600
Dues & Subscriptions	420
Regulatory Fees	18,269
Salaries, Bonuses, Benefits	194,375
Rent/Occupancy	<u>60,000</u>
Total Expenses	324,739
<b>NET INCOME BEFORE INCOME TAX PROVISION</b>	<u>721,475</u>
<b>LESS PROVISION FOR INCOME TAXES</b>	<u>7,139</u>
<b>NET INCOME</b>	<u><u>\$ 714,336</u></u>

See independent auditor's report and accompanying notes to financial statements.

**MJ Capital Partners, LLC**  
**STATEMENT OF CHANGES IN MEMBER'S EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2021**

<b>MEMBER'S EQUITY – beginning of year</b>	<b>\$1,927,241</b>
<b>NET INCOME FOR THE YEAR</b>	<b>714,336</b>
<b>DISTRIBUTIONS TO MEMBER</b>	<b><u>(968,911)</u></b>
<b>MEMBER'S EQUITY – end of year</b>	<b><u>\$ 1,672,666</u></b>

See independent auditor's report and accompanying notes to financial statements.

**MJ Capital Partners, LLC  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2021**

<b>Operating Activities</b>	
Net Income	\$ 714,336
Restricted Stock - BCAL	(313,950)
Changes in assets and liabilities:	
Other Assets	(2,466)
Income Tax Payable	(41,469)
Accrued Expenses	1,000
Due from MJC Partners (parent)	167,410
Adjustments to reconcile Net Income to Net Cash provided by Operations	<u>(189,475)</u>
<b>Net Cash provided by operating activities</b>	<b>524,861</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	
Member's Equity - Distributions	<u>(968,911)</u>
Net cash used in financing activities	<u>(968,911)</u>
Net Cash decrease for period	(444,050)
Cash at beginning of period	468,985
Cash at end of period	24,935
<b>Supplemental Disclosure</b>	
Cash paid during the year for income taxes	\$ 41,469
Interest	\$ 0
Non-Cash Activities	None

See independent auditor's report and accompanying notes to financial statements

**MJ CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**Note A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Operations

MJ Capital Partners, LLC (the "Company") was acquired by Michael J. Cavallaro on December 31, 2014. The Company was organized in California on October 29, 2010. The Company operates from one location in Los Angeles, California as a limited broker-dealer engaged in providing mergers and acquisitions, advisory services, and raising capital for middle market companies and their owners. The Company is a wholly-owned subsidiary of MJC Partners LLC (the "Parent").

Basis of Accounting

The Company prepares its financial statements in the form prescribed by Rule 17a-5 under the Securities Exchange Act of 1934 using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Banking and Private Placement Fees

Investment banking revenues include gains, losses, and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an agent. Investment banking revenues also include fees earned from providing merger-and-acquisition and financial restructuring advisory services. Investment banking fees are recorded on offering date, and fees at income is reasonably determinable.

Accounts Receivable

Trade accounts receivable are reported at the amount management expects to collect from outstanding balances. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable. There were no accounts receivable nor necessary allowances at year end.

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**MJ CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**Note A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

Income Taxes

The Company is a Limited Liability Company for income tax purposes and the member is taxed on the Company's taxable income. Accordingly, no provision or liability for federal income taxes except for California income tax.

Fair Value Measurements

The Company has adopted FASB ASC 320, Investments – Debt and Equity Securities. As such, marketable securities held by the Company are classified as trading securities and stated at their fair market value based on quoted market prices. Realized gains or losses from the sale of marketable securities are computed based on specific identification of historical cost. Unrealized gains or losses on marketable securities are computed based on specific identification of recorded cost, with the change in fair value during the period included in income.

Subsequent Events

On January 13, 2022, the Company's restricted stock investment in Southern California Bancorp (BCAL) restrictions were released.

The Company has evaluated events and transactions after the date of the Statement of Financial Condition through the date the financial statements were available for issuance. There have been no other such events that require recording or disclosure in the financial statements..

**Note B – ASC 606 REVENUE RECOGNITION**

The Company earns fees from investment banking and private placement fees. The Company recognizes these revenues as its associated performance obligations are completed, in accordance with the terms of written engagement agreements with customers. These agreements provide for various billing arrangements, such as initial and on-going retainers and transaction success fees. There were no open contracts for the year ended December 31, 2021.

**MJ CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

Success fees are recognized upon the underlying transaction, at which point the Company's performance obligations have been completed; the transaction price is known or estimable; and the collection is reasonably assured. During the year ended December 31, 2021, the Company's success fees income totaled \$605,000.

Retainers are nonrefundable and generally recognized in the period billed, which corresponds to the Company's completion of its performance obligations. During the year ended December 31, 2021, the Company's retainers income totaled \$100,000.

**Note C – NET CAPITAL REQUIREMENTS**

The Company is subject to the Securities and Exchange Commission 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. 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. Net capital and aggregate indebtedness change day to day, but on December 31, 2021, the Company had net capital of \$16,296, which was \$11,296 in excess of its required net capital of \$5,000; and the Company's ratio of aggregate indebtedness of \$8,639 to net capital was 0.53 to 1, which is less than the 15 to 1 maximum allowed.

**Note D – CREDIT RISK**

The Company acts as an introducing broker to other investment managers and does not take possession of any investor funds or securities in connection with acting as a selling or placement agent. The Company has no exposure to credit risk associated with the nonperformance of the parties fulfilling any contractual obligations pursuant to securities transactions. The Company does not anticipate nonperformance by any of the parties.

The Company maintains its cash balances in one financial institution. The balances are insured by the Federal Deposit Insurance Corporation up to \$250,000.

**Note E – RELATED PARTIES**

The Company's managing director is also the majority stockholder of the Parent. The Company engages in transactions with its Parent for certain expenses which are paid by the Parent and agreed upon in an expense sharing agreement. For the year ended December 31, 2021, the Parent paid and was reimbursed for \$306,395 of the Company's expenses, and as of the year end, the Company owes \$0.00 to the holding company. The Parent owes the Company \$72,774 for advances. The Company owes the managing director \$500.

**MJ CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

**Note F – COVID-19**

The worldwide outbreak of coronavirus (COVID-19) may lead to an adverse impact on the financial markets and the overall economy. In the event such an impact were to occur and last for a sustained period of time, the operations and financial performance of the Company may be adversely affected. At this point, however, the severity of such an event is highly uncertain and cannot be predicted.

**Note G – FAIR VALUE MEASUREMENTS**

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 assets 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 in active markets for identical securities.

Level 2 – Observable inputs other than quoted prices included in level 1, such as quoted prices for similar securities in active markets; quoted prices for identical or similar securities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 – Pricing inputs are unobservable that are significant to the fair value measurement and include situations where there is little if any market activity for the investment. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

**MJ CAPITAL PARTNERS, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2021**

The following table presents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of December 31, 2021:

Assets	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Restricted Stock BCAL	<u>\$ 0.00</u>	<u>\$0.00</u>	<u>\$1,573,950</u>	<u>\$1,573,950</u>
TOTALS	<u>\$ 0.00</u>	<u>\$0.00</u>	<u>\$1,573,950</u>	<u>\$1,573,950</u>

	<u>Amounts</u>
Beginning balance at December 31, 2020	\$ 1,260,000
Unrealized gains and (losses)	313,950
Realized gains and (losses)	0.00
Purchases, Issuances and Settlements	0.00
Transfer In (Out)	<u>0.00</u>
Ending balance at December 31, 2021	<u>\$1,573,950</u>

See independent auditor's report and accompanying notes to financial statements.

**MJ CAPITAL PARTNERS, LLC**  
**COMPUTATION OF NET CAPITAL UNDER SEC RULE 15c3-1**  
**DECEMBER 31, 2021**

<b>MEMBER'S EQUITY, PER STATEMENT OF FINANCIAL CONDITION</b>	\$ 1,672,666
Less: Nonallowable assets:	
Restricted Stock - BCAL	(\$1,573,950)
Due from Parent (MJC Partners)	(72,774)
Other Assets	<u>(9,646)</u>
<b>NET CAPITAL</b>	\$ 16,296
<b>6 2/3% OF AGGREGATE INDEBTEDNESS</b>	\$576
Less: Minimum net capital required to be maintained (\$5,000 or 6 2/3% of aggregate indebtedness, whichever is greater)	<u>(\$5,000)</u>
<b>EXCESS NET CAPITAL</b>	<u>\$ 11,296</u>
<b>AGGREGATE INDEBTEDNESS</b>	<u>\$ 8,639</u>
<b>RATIO OF AGGREGATE INDEBTEDNESS TO NET CAPITAL</b>	<u>0.53 to 1</u>

NOTE: There are no material differences between the above computation of net capital and the corresponding computation as submitted by MJ Capital Partners, LLC with the most recently filed Form X-17A-5 Part II Filing as of December 31, 2021

**MJ CAPITAL PARTNERS, LLC  
COMPUTATION FOR DETERMINATION OF  
RESERVE REQUIREMENTS UNDER RULE 15c3-3( e )  
DECEMBER 31, 2021**

The Computation for Determination of the Reserve Requirements is not applicable to the Company, as the Company is no subject to the provisions of Rule 15c3-3 as the Company does not, and will not, hold customer funds or securities, and that its business activities are, and will remain as private placements and M& services. Accordingly, there are no items to report under the requirements of this rule.

See Report of Independent Registered Public Accounting Firm

**MJ CAPITAL PARTNERS, LLC  
INFORMATION RELATING TO THE  
POSSESSION OR CONTROL REQUIREMENTS UNDER RULE 15c3-3(b)  
DECEMBER 31, 2021**

Information Relating to Possession or Control Requirements for Brokers and Dealers is not applicable to the Company, as the company is not subject to the provisions of Rule 15c3-3 as the Company does not, and will not hold customer funds or securities and that its business activities are, and will remain as private placements and M&A services.

Accordingly, there are not items to report under the requirements of this Rule.

**MJ Capital Partners, LLC**  
**Report on Exemption Provisions**  
**Pursuant to Provisions of 17 C.F.R. § 15c3-3(k)**  
**For the Year Ended December 31, 2021**



**ALVAREZ & ASSOCIATES, INC**  
**CERTIFIED PUBLIC ACCOUNTANTS**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Those Charged with Governance and Member of MJ Capital Partners, LLC:

We have reviewed management's statements, included in the accompanying Assertions Regarding Exemption Provisions, in which MJ Capital Partners, LLC claimed: it is exempt from SEA Rule 15c3-3 as a non-covered firm because its business activities are performing private placements and M&A services. As a result, the Company (1) did not directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers, other than money or other consideration received and promptly transmitted in compliance with paragraph (a) or (b)(2) of Rule 15c2-4; (2) did not carry accounts of or for customers; and (3) did not carry PAB accounts (as defined in Rule 15c3-3). MJ Capital Partners, LLC did not identify any exceptions with their exempt status throughout the year ended December 31, 2021. MJ Capital Partners, LLC's management is responsible for compliance 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 MJ Capital Partners, LLC's compliance. 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 business activities of MJ Capital Partners, LLC

Alvarez & Associates, Inc.

Northridge, California  
February 2, 2022





## **Assertions Regarding Exemption Provisions**

We, as members of management of MJ Capital Partners, LLC ("the Company"), are responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel a broker or dealer to file annual reports with the Securities Exchange Commission (SEC) and the broker or dealer's designated examining authority (DEA). One of the reports to be included in the annual filing is an exemption report prepared by an independent public accountant based upon a review of assertions provided by the broker or dealer. Pursuant to that requirement, the management of the Company hereby makes the following assertions:

The Company is exempt from SEA Rule 15c3-3 as a non-covered firm because its business activities are performing private placements and M&A services. As a result, the Company (1) did not directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers, other than money or other consideration received and promptly transmitted in compliance with paragraph (a) or (b)(2) of Rule 15c2-4; (2) did not carry accounts of or for customers; and (3) did not carry PAB accounts (as defined in Rule 15c3-3) throughout the most recent year ending December 31, 2021.

Due to the Company's business activities, the Company is not subject to the custody and reserve provisions of Rule 15c3-3.

The Company did not identify any exceptions to the above throughout the year ending December 31, 2021.

**MJ Capital Partners, LLC**

A handwritten signature in dark ink, appearing to read 'Michael Cavallo', written over a horizontal line.

By: Michael Cavallo

[www.mjcpartners.com](http://www.mjcpartners.com)

300 S. Grand Ave., Suite 4050. Los Angeles, CA 90071

213-278-0429