

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

OMB APPROVAL
OMB Number: 3235-0123 Expires: Nov. 30, 2026 Estimated average burden hours per response: 12
SEC FILE NUMBER
8-69768

ANNUAL REPORTS  
FORM X-17A-5  
PART III

FACING PAGE

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

FILING FOR THE PERIOD BEGINNING 01/01/2023 AND ENDING 12/31/2023  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF FIRM: VNTR Securities 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.)

152 Madison Avenue, 7th FL

(No. and Street)

New York

NY

10016

(City)

(State)

(Zip Code)

PERSON TO CONTACT WITH REGARD TO THIS FILING

Jon Nixon

516-490-8400

jnixon@goldcrestcpa.com

(Name)

(Area Code – Telephone Number)

(Email Address)

B. ACCOUNTANT IDENTIFICATION

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

Berkower LLC

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

517 Route 1, Suite 4103

Iselin

NY

08830

(Address)

(City)

(State)

(Zip Code)

09/18/2003

217

(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, Eric Brachfeld, swear (or affirm) that, to the best of my knowledge and belief, the financial report pertaining to the firm of VNTR Securities LLC, as of 12/31, 2023, 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.

Signature: Eric Brachfeld

Title: Eric Brachfeld  
CEO

SEE ATTACHED NOTARIAL CERTIFICATE

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.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Sole Member of  
VNTR Securities LLC

### Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of VNTR Securities LLC (the “Company”) as of December 31, 2023, and the related notes (collectively referred to as the “Financial Statement”). In our opinion, the Financial Statement presents fairly, in all material respects, the financial position of the Company as of December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

This Financial Statement is the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s Financial Statement 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 Statement is 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 Statement, 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 Statement. 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 Statement. We believe that our audit provides a reasonable basis for our opinion.

We have served as the Company’s auditor since 2019.

*Berkower LLC*

Berkower LLC

Iselin, New Jersey  
March 21, 2024

**VNTR SECURITIES LLC**  
**(A WHOLLY OWNED SUBSIDIARY OF MANHATTAN VENTURE PARTNERS)**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2023**

ASSETS

Assets	
Cash	\$ 615,341
Prepaid Expenses	36,014
Due From Affiliate	<u>129,627</u>
Total Assets	<u>\$ 780,982</u>

LIABILITIES AND MEMBER'S EQUITY

Liabilities	
Commissions Payable	\$ 229,068
Accrued Expenses	36,297
Total Liabilities	<u>265,365</u>
Member's Equity	<u>515,617</u>
Total Liabilities and Member's Equity	<u>\$ 780,982</u>

See Accompanying Notes to Financial Statements.

**VNTR SECURITIES LLC**  
**(A WHOLLY OWNED SUBSIDIARY OF MANHATTAN VENTURE PARTNERS)**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**Note (1) - Nature of business**

VNTR Securities LLC (the “Company”), a Delaware limited liability company, is a registered broker-dealer under the Securities and Exchange Commission (“SEC”) and is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corp. (“SIPC”) as of December 21, 2016. The Company engages primarily in providing brokerage service of private placements and direct purchasing of negotiated private transactions for institutional customers and accredited investors from its New York City office.

The Company is a wholly owned subsidiary of Manhattan Venture Holdings, LLC (DBA Manhattan Venture Partners) (“Parent”).

**Note (2) - Summary of significant accounting policies**

***(A) Basis of Presentation***

These financial statements are presented in U.S. dollars and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

***(B) Revenue recognition:***

The Company recognizes its revenue in accordance with Accounting Standards Codification ASC 606 Revenue from Contracts with Customers (“ASC 606”).

The standard’s core principle is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASC 606 prescribes a five-step process to accomplish this core principle, including:

- Identification of the contract with the customer;
- Identification of the performance obligation(s) under the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the identified performance obligation; and
- Recognition of revenue as (or when) an entity satisfies the identified performance obligation(s).

The Company recognizes placement fee revenue upon completion of private placement transactions as this satisfies the only performance obligation identified in accordance with this standard. Selling agent fees are recognized on the completion of the transaction. Acquisition fees are recognized upon completion of the acquisition of securities.

***(C) Cash:***

The Company maintains its cash in a high credit quality financial institution. Balance at times may exceed federally insured limits of \$250,000. The Company considers highly liquid instruments with a purchased maturity date of three months or less to be cash equivalents.

At December 31, 2023, the Company’s cash balance of \$615,341 consist of cash on deposit, with \$365,341 in excess of the federally insured limits.

**VNTR SECURITIES LLC**  
**(A WHOLLY OWNED SUBSIDIARY OF MANHATTAN VENTURE PARTNERS)**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**Note (2) - Summary of significant accounting policies (Continued)**

***(D) Use of estimates:***

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 the reported amounts of revenues and expenses during the period. Actual results could vary from those estimates.

***(E) Income taxes:***

The Company is a single member limited liability company, and as such, is treated as a disregarded entity under the Internal Revenue Code (“IRC”). The IRC provides that any income or loss is passed through to the ultimate beneficial member for federal income tax purposes. Additionally, the Company’s state and local taxable income is treated in the same manner. Accordingly, the Company has not provided for federal, state or local income taxes.

The Parent files income tax returns on the accrual basis as a partnership for federal, state and local income tax purposes, which includes the Company’s income. Accordingly, no provision is made for income taxes in the accompanying financial statements.

***(F) Concentrations, risks and uncertainties:***

**Credit risk:** The Company maintains its cash with accredited financial institutions in amounts which at times exceeds federally insured limits. The Company monitors the credit standing of such financial institutions in order to limit credit risk. The Company has not experienced any losses on its deposits of cash and believes it is not exposed to any significant losses due to credit risk on cash.

**Revenue:** For the year ended December 31, 2023, the Company had three customers together that represented approximately 92% of the total revenue, each representing 44%, 31% and 17% of the total revenue respectively. No other customer represented more than 10% of total revenue.

***(G) Accounting pronouncements:***

The Company assesses the adoption impact of recently issued accounting standards by the Financial Accounting Standards Board on the Company’s financial statements as well as material updates to previous assessments, if any. There were no new accounting standards issued and not yet adopted that could have a material impact in the Company’s financial position, operating results or financial statement disclosures.

**VNTR SECURITIES LLC**  
**(A WHOLLY OWNED SUBSIDIARY OF MANHATTAN VENTURE PARTNERS)**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**Note (3) - Related parties**

The Company has an expense sharing agreement with its Parent. Administrative fees provided by the Parent for the year ended December 31, 2023 included administrative salaries and benefits, occupancy, and other administrative costs. The amount Due from Affiliates at December 31, 2023 was \$129,627. Additionally, placement fee revenue and acquisition fee revenue are earned from and due from entities related to the Company through common ownership.

**Note (4) - Net capital requirement**

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule 15c3-1. The Rule requires that the Company maintain minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn, or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). At December 31, 2023, the Company had net capital of \$349,976 which exceeded its requirement of \$17,691 by \$332,285. The Company had a ratio of aggregate indebtedness to net capital of .76 to 1 at December 31, 2023.

**Note (5) – Subsequent events**

Management has evaluated subsequent events through March 21, 2024, the date of financial statements was issued. There were no subsequent events requiring disclosures and/or adjustments.