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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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ANNUAL REPORTS **SEC Mail Processing**  
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PART III \*

MAR 07 2025

Washington, DC

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 01/01/24 AND ENDING 12/31/24  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF FIRM: Edgewater Capital, 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.)

6 Hutton Centre Drive, Suite 860

(No. and Street)

Santa Ana

CA

92707

(City)

(State)

(Zip Code)

PERSON TO CONTACT WITH REGARD TO THIS FILING

Christopher Kramer (714) 380-3300

ckramer@acuityadvisors.com

(Name)

(Area Code – Telephone Number)

(Email Address)

B. ACCOUNTANT IDENTIFICATION

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

Jennifer Wray CPA PLLC

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

800 Bonaventure Way, Suite 168

Sugar Land

TX

77479

(Address)

(City)

(State)

(Zip Code)

11/30/2016

6328

(Date of Registration with PCAOB)(if applicable)

(PCAOB Registration Number, if applicable)

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\* 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, Christopher Kramer, swear (or affirm) that, to the best of my knowledge and belief, the financial report pertaining to the firm of Edgewater Capital, LLC, as of 2024, 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 Certificate

FEB 19 2025

Acknowledgment Jural Copy Certificate

Signature: Christopher Kramer
Title: President

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...
(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.

CALIFORNIA NOTARIAL CERTIFICATE JURAT

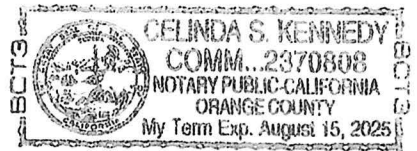
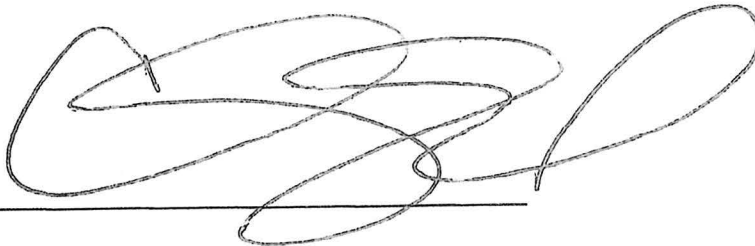
A Notary Public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

Subscribed and sworn to (or affirmed before me on this 19<sup>th</sup> day of Feb 2025  
by Christopher Kramer

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

WITNESS my hand and official seal.

SIGNATURE \_\_\_\_\_



PLACE NOTARY SEAL ABOVE

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of attached document

Title or type of document: Annual Reports Form X-17A-5 Part III

Edgewater Capital, LLC

Report Pursuant to Rule 17a-5 (d)

Financial Statements

For the Year Ended December 31, 2024

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# Jennifer Wray CPA PLLC

800 Bonaventure Way, Suite 168, Sugar Land, TX 77479  
Tel: 281-923-7665 Email: [jenniferwraycpa@yahoo.com](mailto:jenniferwraycpa@yahoo.com) PCAOB#6328

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the member of Edgewater Capital, LLC,

### Opinion on the Financial Statements

We have audited the accompanying statement of the financial condition of Edgewater Capital, LLC as of December 31, 2024, the related statements of operations, changes in member's equity, and cash flows for the year ended December 31, 2024, and the related notes and schedules (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of Edgewater Capital, LLC as of December 31, 2024, and the results of its operations and its cash flows for the year ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of Edgewater Capital, LLC's management. Our responsibility is to express an opinion on Edgewater Capital, LLC'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 Edgewater Capital, LLC 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.

### Auditor's Report on Supplemental Information

The supplementary information contained in Schedules I, II & III has been subjected to audit procedures performed in conjunction with the audit of Edgewater Capital, LLC's financial statements. The supplemental information is the responsibility of Edgewater 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 17 C.F.R. §240.17a-5. In our opinion, the Supplementary schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

Jennifer Wray CPA PLLC



We have served as Edgewater Capital, LLC's auditor since 2019.

Sugar Land, Texas

February 17, 2025

Edgewater Capital, LLC  
Statement of Financial Condition  
December 31, 2024

Assets	
Cash and Equivalents	<u>\$ 110,948</u>
Total Assets	<u>\$ 110,948</u>
Liabilities and Members' Equity	
Liabilities	
Total Liabilities	\$ <u>0</u>
Members' Equity	
Total Liabilities and Members' Equity	<u>\$ 110,948</u>

See accompanying notes to financial statements

Edgewater Capital, LLC  
Statement of Income  
For the Year Ended December 31, 2024

Revenues

Investment Banking Services	495,950
Reimbursed Expenses	3,635
Interest Income	<u>836</u>

Total Revenues 500,421

Expenses

Salaries- officers	3,400
Officer Bonus	0
Bonuses	197,500
Professional fees	10,690
Regulatory fees	4,872
Rent	840
All other expenses	<u>20,941</u>

Total Expenses 238,243

Net Operating Income 262,178

Income Tax Provision 88,759

Net Income \$ 173,419

See accompanying notes to financial statements

Edgewater Capital, LLC  
Statement of Changes in Members' Equity  
For the Year Ended December 31, 2024

	<u>Total</u>
Balance, December 31, 2023	\$ 27,529
Net Income	173,419
Member distributions	<u>(180,000)</u>
Additional Paid in Capital	90,000
Retained Earnings	0
Balance, December 31, 2024	<u>\$ 110,948</u>

See accompanying notes to financial statements

Edgewater Capital, LLC  
Statement of Cash Flows  
January through December 2024

Cash Flows from Operating Activities:	
Net Income	\$ 173,419
Changes in Operating Assets and Liabilities:	
Accounts payable	(1,056)
Net Cash Provided (Used) by Operating Activities	<u>172,363</u>
Changes in Investing Activities	
Net Cash Provided (Used) by Investing Activities	<u>0</u>
Changes in Financing Activities:	
Additional Paid In Capital	90,000
Distributions	<u>(180,000)</u>
Net Cash Provided (Used) by Financing Activities	(90,000)
Net increase in cash	82,363
Cash at beginning of period	<u>28,585</u>
Cash at end of period	<u>\$ 110,948</u>
Supplemental Cash Flow Information	
Cash paid for income tax	<u>\$ 88,759</u>

See accompanying notes to financial statements

Edgewater Capital, LLC  
Notes to Financial Statements  
December 31, 2024

**Note 1 – Organization and Nature of Business**

Edgewater Capital, LLC (the “Company”) was incorporated in the State of California on August 18, 2003. The Company is a registered broker-dealer with the Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”).

**Note 2 – Significant Accounting Policies**

**Basis of Presentation** – The Company conducts the following types of business as a securities broker-dealer, which comprises several classes of services, including:

- Broker or dealer selling tax shelters or limited partnerships in primary distributions
- Private placement of securities
- Other financial advisory services

The Company does not and will not: (1) directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers; (2) does not and will not carry accounts of or for customers; and (3) does not and will not carry PAB accounts. Under its current membership agreement, the Company is classified as a Covered Firm, and as such, will not claim an exemption from SEA Rule 15c3-3 in reliance on footnote 74 to SEC Release 34-70073, and as discussed in Q&A 8 of the related FAQ issued by SEC staff.

**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 reporting period. Actual results could differ from those estimates.

**Revenue Recognition** – Revenue is recognized in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standard Update (“ASU”) 2014-09, ASC 606. The guidance requires the company to follow a five-step model to (a) identify the contract(s) with a customer, (b) identify the performance obligations in the contract, (c) determine the transaction price, (d) allocate the transaction price to the performance obligations in the contract, and (e) recognize revenue when (or as) the entity satisfies a performance obligation.

Investment banking revenue is recognized in the form of success fees that are earned upon the closing of the transaction, or completion of the assignment. Advisory fees are recognized when non-refundable retainers are invoiced in accordance with written terms of its engagement agreements. Due to the nature of the Company’s business, the size of any one transaction may be significant to the Company’s operations for the period.

See accompanying notes to financial statements

Edgewater Capital, LLC  
Notes to Financial Statements  
December 31, 2024

Note 2...(continued)

**Income Taxes** - The Company, with consent of its Members, elected to be a California Limited Liability Company until July 31, 2018. Effective August 1, 2018, with the consent of its Member, the Company elected to be taxed as an S corporation. For tax purposes the Company is treated like a partnership, therefore in lieu of business income taxes, the Member is taxed on the Company's taxable income. Therefore, no provision or liability for Federal Income Taxes is included in these financial statements. The State of California has a similar treatment, although there exists a provision for a minimum Franchise Tax of \$800.

The accounting principles generally accepted in the United States of America provide accounting and disclosure guidance about positions taken by an organization in its tax returns that might be uncertain. Management has considered its tax positions and believes that all of the positions taken by the Company in its Federal and State organization tax returns are more likely than not to be sustained upon examination. The Company is subject to examinations by U.S. Federal and State tax authorities from 2015 to the present, generally for three years after they are filed.

Note 3 - Fair Value

Unless otherwise indicated, the fair values of all reported assets and liabilities that represent financial instruments (none of which are held for trading purposes) approximate the carrying values of such amounts.

Note 4 - Related Party

The Company has an expense sharing agreement with Shoreline Capital, Inc. owned by Christopher Kramer, as an individual (the "Affiliate"). Under this arrangement, the Company pays the Affiliate for use of its facilities, administrative and personnel costs relating to the Company. In addition, the Company pays the Affiliate for costs associated with computer maintenance, equipment rental, postage, outside services, telephone, and utilities. During the year, the Company paid the Affiliate \$4,642 of recurring and other expenses in accordance with the terms of the agreement broken down as follows:

Occupancy	\$ 840
Other administrative expenses	402
Personnel	<u>3,400</u>
Total occupancy and personnel expense	<u>\$ 4,642</u>

See accompanying notes to financial statements

Edgewater Capital, LLC  
Notes to Financial Statements  
December 31, 2024

Note 4...(continued)

It is possible that the terms of certain of the related-party transactions are not the same as those that would result from transactions among wholly unrelated parties. At December 31, 2024, the Company owed the Affiliate \$0.

Note 5 – Net Capital Requirements

The Company is subject to the SEC 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. At December 31, 2024, the Company had net capital of \$110,948 which was \$105,948 in excess of its required net capital of \$5,000. The Company's net capital ratio was 0.0%.

Any additional capital contributions necessary to meet regulatory requirements will be made by the owner as needed consistent with past practice. Notwithstanding the foregoing, Management expects the Company to be profitable in 2025 and does not expect additional capital contributions to be required.

Note 6 – Income Taxes

The Company was subject to a minimum state income tax of \$800. For the year ended December 31, 2024, the Company recorded company income tax expense of \$88,759.

Note 7- Operating Leases

The Company leases its premises from a related party (See note 4). Rent expense for the year ended December 31, 2024 was \$840.

Note 8 – Covered Firm

The Company does not and will not: (1) directly or indirectly receive, hold, or otherwise owe funds or securities for or to customers; (2) does not and will not carry accounts of or for customers; and (3) does not and will not carry PAB accounts. Under its current membership agreement, the Company is classified as a Covered Firm, and as such, will not claim an exemption from SEA Rule 15c3-3 in reliance on footnote 74 to SEC Release 34-70073, and as discussed in Q&A 8 of the related FAQ issued by SEC staff.

See accompanying notes to financial statements

Edgewater Capital, LLC  
Notes to Financial Statements  
December 31, 2024

**Note 9 – SIPC Supplementary Report Requirement**

The Company will file SIPC Supplementary Report under SEC Rule 17a-5(e) (4) for fiscal year ended December 31, 2024 by February 28, 2025.

**Note 10 – Concentration of Revenue**

One customer made up 100.0% of the current year revenue in 2024.

**Note 11 – Subsequent Events**

Management has reviewed the results of operations for the period of time from its year end December 31, 2024 through February 17, 2025, the date the financial statements were available to be issued, and has determined that no adjustments are necessary to the amounts reported in the accompanying financial statements nor have any subsequent events occurred, the nature of which would require disclosure.

**Note 12-Single Reportable Segment**

According to the guidance in FASB ASC 280, Segment Reporting, as amended by the FASB ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires the companies, including those with a single reportable segment, to disclose additional information about a reportable segment's expenses in interim and annual periods, among other requirements.

The Company is engaged in a single line of business as a securities broker-dealer, which is comprised of one class of services, including investment banking, investment advisory, and venture capital businesses. The Company has identified its President Christopher Kramer as the chief operating decision maker ("CODM"), who uses net income to evaluate the results of the business, predominantly in the forecasting process, to manage the Company. Additionally, the CODM uses excess net capital, which is not a measure of profit and loss, to make operational decisions while maintaining capital adequacy, such as whether to reinvest profits or make member distributions. The Company's operations constitute a single operating segment and therefore, a single reportable segment, because the CODM manages the business activities using information of the Company as a whole. The accounting policies used to measure the profit and loss of the segment are the same as those described in the summary of significant accounting policies. The company derived 100.0 percent of its total revenue from a single external customer in 2024.

The Following table presents the segment revenue and significant expenses for the year ended December 31, 2024.

	<u>2024</u>
Revenue	500,421
Less:	
Employment Compensation and Benefits	216,836
Floor Brokerage, Exchange, and Clearance fees	0
Technology and Communications	1,072
Interest and Dividends	0
Occupancy and equipment	1,000
Management fee and allocated corporate overhead	0
Other Expense	19,335
Provision for Income Taxes	<u>88,759</u>
Net income	173,419

The Following table presents the other required segment disclosure for the year ended December 31, 2024

	<u>2024</u>
<b>Other Segment Disclosures</b>	
Revenues from Extenral Customers	499,585
Principal Transactions	0
Interest Revenue	836
Dividend Revenue	0
Other Income	0
Total Revenues	500,421
Interest Expense	0
Depreciation and Amortization	0
Noncash Financing activity-borrowing under secured demand note collateral agreements	0
Segment assets	0
Expenditures for segment assets.	0

Edgewater Capital, LLC  
 Computation of Schedule I - Net Capital Requirements Pursuant  
 To Rule 15c3-1  
 December 31, 2024

Computation of Net Capital	
Total ownership equity from statement of financial condition	\$ 110,948
Nonallowable assets:	
Net Capital	<u>\$ 110,948</u>
Computation of Net Capital Requirements	
Minimum net aggregate indebtedness - 6.67% of net aggregate indebtedness	<u>\$ 0</u>
Minimum dollar net capital required	<u>\$ 5,000</u>
Net Capital required (greater of above amounts)	<u>\$ 5,000</u>
Excess Capital	<u>\$ 105,948</u>
Excess net capital at 1000% (net capital less 10% of aggregate indebtedness)	<u>\$ 105,948</u>
Computation of Aggregate Indebtedness	
Total liabilities	<u>\$ 0</u>
Aggregate indebtedness to net capital	0.0%

There are no material differences between the computation of net capital presented above and the computation of net capital reported in the Company's corresponding unaudited Form X-17A-5, Part IIA filing as of December 31, 2024.

EDGEWATER CAPITAL, LLC  
Schedule II - Computation for Determining of Reserve Requirements  
Pursuant to SEA Rule 15c3-3  
As of December 31, 2024

A computation of reserve requirements is not applicable to EDGEWATER CAPITAL, LLC.

EDGEWATER CAPITAL, LLC  
Schedule III - Information Relating to Possession or Control Requirements  
Pursuant to SEA Rule 15c3-3  
As of December 31, 2024

Information relating to possession or control requirements is not applicable to EDGEWATER CAPITAL, LLC.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Member of  
Edgewater Capital, LLC

We have reviewed management's statements, included in the accompanying Exemption Report, in which Edgewater Capital, LLC states 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 17C.F.R. §240.17a-5(d)(1) and (4). (1)The Company does not claim an exemption under paragraph (k) of 17 C.F.R. § 240. 15c3-3, and (2) The Company is filing this Exemption Report relying on Footnote 74 of the SEC Release No. 34-70073 adopting amendments to 17 C.F.R. § 240.17a-5 because the Company limits its business activities exclusively to receiving transaction-based compensation for identifying potential merger and acquisition opportunities for clients, or referring securities transactions to other broker-dealers, and 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 and/or funds received and promptly transmitted for effecting transactions via subscriptions on a subscription way basis where the funds are payable to the issuer or its agent and not to the Company); (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 fiscal year without exception. Edgewater Capital, LLC's management is responsible for compliance with the provisions contemplated by Footnote 74 of SEC Release No. 34-70073, adopting amendments to 17 C.F.R. § 240.17a-5 and related SEC Staff Frequently Asked Questions 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 Edgewater 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 upon the Company's business activities contemplated by Footnote 74 of the SEC Release No. 34-70073 adopting amendments to 17 C.F.R. § 240.17a-5, and related SEC Staff Frequently Asked Questions.

Jennifer Wray CPA PLLC



Sugar Land, Texas.

February 17, 2025

## Edgewater Capital, LLC's Exemption Report

Edgewater 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:

- (1) The Company does not claim an exemption under paragraph (k) of 17 C.F.R. § 240.15c3-3, and
- (2) The Company is filing this Exemption Report relying on Footnote 74 of the SEC Release No. 34-70073 adopting amendments to 17 C.F.R. § 240.17a-5 because the Company limits its business activities exclusively to receiving transaction-based compensation for identifying potential merger and acquisition opportunities for clients, or referring securities transactions to other broker-dealers, and 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 and/or funds received and promptly transmitted for effecting transactions via subscriptions on a subscription way basis where the funds are payable to the issuer or its agent and not to the Company); (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 fiscal year without exception.

  
Edgewater Capital, LLC

By:

  
Chris Kramer

Title:

President

As of:

February 11, 2025