





## **MMISSION**

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

OMB APPROVAL OMB Number: 3235-0123 Expires: February 28, 2010 Estimated average burden hours per response.....12.00

> SEC FILE NUMBER 8-67939

#### **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	7/1/2009 mm/dd/yy	AND ENDING	6/30/2010 mm/dd/yy	
A. REG	ISTRANT ID	ENTIFICATIO	N	
NAME OF BROKER-DEALER: Exos Secu	rities, LLC			OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)				FIRM I.D. NO.
560 Mission Street, Suite 2800	01 10			
· .	(No. and S	ŕ		
	California	94105		
(City)	(State)	(Zip Code	<del>:</del> )	
James Dullanty  B. ACC	OUNTANT II	DENTIFICATION OF THE PROPERTY	ON	415-658-9791 (Area Code – Telephone Number)
INDEPENDENT PUBLIC ACCOUNTANT  Ernst Wintter & Associates, Certified P	ublic Accountan		•	
(INA	ane – ii marviduai, si	ate iast, first, middle n	ame)	
675 Ygnacio Valley Road, Suite B-213,	Walnut Creel	k, Ca	alifornia	94596
(Address)	(City)	(Sate)	(Zip	Code)
CHECK ONE:				
Certified Public Accountant				
☐ Public Accountant				
☐ Accountant not resident in United St	tate or any of its	nossessions		
	OR OFFICIAL		<del></del>	· · · · · · · · · · · · · · · · · · ·

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SEC 1410 (06-02)

<sup>\*</sup>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).

#### **OATH OR AFFIRMATION**

I, James Dullanty, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Exos Securities, LLC as of 6/30/2010, 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:

NO	NE
STEVEN M. KETCHERSID Commission # 1886999 Notary Public - California San Francisco County My Comm. Expires Apr 24, 2014	Signature  Managing Member  Title
2/20/10	

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

Notary Public

 $\overline{\mathbf{M}}$ 

(0)

 $\sqrt{\phantom{a}}$ (a) Facing page  $\square$ (b) Statement of Financial Conditions.  $\square$ (c) Statement of Income (Loss).  $\sqrt{\phantom{a}}$ (d) Statement of Cash Flows. Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's M (e) (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.  $\square$ Computation of Net Capital. (g) Computation for Determination of Reserve Requirements Pursuant to Rule  $\square$ (h) 15c3-3.  $\overline{\mathbf{A}}$ (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3. A Reconciliation, including appropriate explanation, of the Computation of Net (i) Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirement Under Exhibit A of Rule 15c3-3. A Reconciliation between the audited and unaudited Statements of Financial (k) Condition with respect to methods of consolidation. An Oath or Affirmation.  $\square$ **(1)**  $\sqrt{\phantom{a}}$ A copy of the SIPC Supplemental Report. (m) A report describing any material inadequacies found to exist or found to have (n) existed since the date of the previous audit.

Independent Auditor's Report on Internal Accounting Control.

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

# Exos Securities, LLC June 30, 2010

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675 Ygnacio Valley Road, Suite B-213 Walnut Creek, CA 94596

(925) 933-2626 Fax (925) 944-6333

#### **Independent Auditor's Report**

Managing Member Exos Securities, LLC San Francisco, California

We have audited the accompanying statement of financial condition of Exos Securities, LLC as of June 30, 2010 and the related statement of income (loss), changes in member's equity, and cash flows, for the period then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes 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. An audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis in our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Exos Securities, LLC at June 30, 2010, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I & II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

+ Associate Solom

August 24, 2010

### **Statement of Financial Condition**

## June 30, 2010

	 <del></del>
Assets	
Cash and cash equivalents	\$ 83,085
Deposit with clearing broker	50,000
Accounts receivable	8
Total Assets	\$ 133,093
Liabilities and Member's Equity	
Accounts payable	\$ 10,113
Due to clearing broker	9,297
Due to member	 1,128
Total Liabilities	20,538
Total Member's Equity	112,555
Total Liabilities and Member's Equity	\$ 133,093

## **Statement of Income (Loss)**

## For the Year Ended June 30, 2010

Revenue	
Service revenue	\$ 24,902
Other income	17,042
Total Revenue	41,944
Expenses	
Professional fees	27,897
Clearing fees	16,223
Regulatory fees	11,031
Interest expense	405
Other operating expenses	1,409
Total Expenses	56,965
Net Income (Loss)	\$ (15,021)

## Statement of Changes in Member's Equity

## For the Year Ended June 30, 2010

	Total
June 30, 2009	\$ 52,300
Contributions	75,276
Net income (loss)	 (15,021)
June 30, 2010	\$ 112,555

## **Statement of Cash Flows**

## For the Year Ended June 30, 2010

Cash from Operating Activities Net income (loss)	\$	(15,021)
Adjustments to reconcile net income to net cash used by operating activities:		
(Increase) decrease in:		
Deposit with clearing broker		(50,000)
Accounts receivable		(8)
Increase (decrease) in:		
Accounts payable		7,013
Due to clearing broker		9,297
Due to member		1,128
Net Cash Provided (Used) by Operating Activities		(47,591)
Net Cash Provided (Used) by Investing Activities		-
Cash Flows from Financing Activities		
Capital contributions		75,276
Net Cash Provided (Used) by Financing Activities		75,276
Net Increase in Cash and Cash Equivalents		27,685
Cash and cash equivalents at beginning of period	***************************************	55,400
Cash and Cash Equivalents at End of Period	\$	83,085
Supplemental Data:		
Interest paid	\$	405
Taxes paid	\$	800
•		

#### Notes to the Financial Statements

June 30, 2010

#### 1. Organization

Exos Securities, LLC (the "Company") was organized as a Delaware limited liability company on June 2, 2008. The Company is a registered broker-dealer with the Securities and Exchange Commission and is a member of the Financial Industry Regulation Authority. The Company is a wholly owned subsidiary of Exos Advisors, LLC ("Advisors"). The Company provides general securities brokerage services to Advisors.

#### 2. Significant Accounting Policies

#### Cash and Cash Equivalents

The Company considers all demand deposits held in banks and certain highly liquid investments with original maturities of three months or less, other than those held for sale in the ordinary course of business, to be cash equivalents. Cash equivalents exclude cash held as collateral for any corporate obligation. Cash equivalents and short-term investments are stated at cost which approximates market value.

#### **Use of Estimates**

The preparation of financial statements in accordance 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 and may have impact on future periods.

#### Fair Value of Financial Instruments

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.

#### **Revenue Recognition**

Service revenue is earned from providing broker dealer services to the Company's sole member. Per the service agreement with the member, revenue is based on monthly broker dealer expenses plus a two percent mark-up. Revenue is recognized when earned.

#### **Income Taxes**

The Company, a limited liability company, is taxed as a division of its sole member under the Internal Revenue Code and a similar state statute. In lieu of income taxes, the Company passes 100% of its taxable income and expenses to its sole member. Therefore, no provision or liability for federal or state income taxes is included in these financial statements. However, the Company is subject to the annual California LLC tax of \$800.

#### **Notes to the Financial Statements**

June 30, 2010

#### 3. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission's uniform net capital rule (Rule 15c3-1) which requires the Company to maintain a minimum net capital equal to or greater than \$5,000 and a ratio of aggregate indebtedness to net capital not exceeding 15 to 1, both as defined. At June 30, 2010, the Company's net capital was \$112,547 which exceeded the requirement by \$107,547.

#### 4. Related Party Transactions

On January 1, 2010, Exos Partners, LLC sold its 100% interest in the Company to its wholly owned subsidiary, Advisors. Advisors provides office space and pays most overhead expenses for the Company. The Company's results of operations and financial position could differ significantly from those that would have been obtained if the entities were autonomous.

#### 5. Financial Instruments with Off-Balance-Sheet Credit Risk

As a securities broker, the Company executes transactions with and on the behalf of customers. The Company introduces these transactions for clearance to a clearing firm on a fully disclosed basis.

In the normal course of business, the Company's customer activities involve the execution of securities transactions and settlement by its clearing broker. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any exposure related to nonperformance by its customers. These activities may expose the Company to off-balance-sheet risk in the event the customer is unable to fulfill its contracted obligations.

In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at the prevailing market price in order to fulfill the customer's obligation.

The Company seeks to control off-the-balance-sheet credit risk by monitoring its customer transaction and reviewing information it receives from its clearing broker on a daily basis and reserving for doubtful accounts when necessary.

#### 6. Subsequent Events

The Company has evaluated subsequent events through August 24, 2010, the date which the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

#### Schedule I

# Computation of Net Capital Under Rule 15c3-1 of the Securities and Exchange Commission

As of June 30, 2010

Net Capital	
Total member's equity	\$ 112,555
Less: Non-allowable assets	
Accounts receivable	 8
Net Capital	\$ 112,547
Net minimum capital requirement of 6 2/3 % of aggregate indebtedness of	
\$31,151 or \$5,000 whichever is greater	5,000
Excess Net Capital	\$ 107,547

# Reconciliation with Company's Net Capital Computation (included in Part II of Form X-17A-5 as of June 30, 2010

There were no material differences noted in the Company's net capital computation at June 30, 2010.

Exos	Sec	urities,	LL	C
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**Schedule II** 

Computation of Determination of Reserve Requirements

Pursuant to Rule 15c3-3 of the

**Securities and Exchange Commission** 

For the period ended June 30, 2010

An exception from Rule 15c3-3 is claimed, based upon section (k)(2)(ii). All customer transactions are cleared through Pershing, LLC or otherwise processed in accordance with Rule 15c3-1(a)(2).

Information for Possession or Control Requirements Under Rule 15c3-3 For the period ended June 30, 2010

An exception from Rule 15c3-3 is claimed, based upon section (k)(2)(ii).

675 Ygnacio Valley Road, Suite B-213 Walnut Creek, CA 94596

#### Independent Auditor's Report on Internal Accounting Control Required by SEC Rule 17a-5

Managing Member Exos Securities, LLC San Francisco, California

In planning and performing our audit of the financial statements and supplemental schedules of Exos Securities, LLC (the Company), as of and for the year ended June 30, 2010, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- 1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13
- 2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. However, we identified the following deficiency in internal control that we consider to be a material weakness, as defined above. This condition was considered in determining the nature, timing, and extent of the procedures performed in our audit of the financial statements of the Company for the year ended June 30, 2010, and this report does not affect our report thereon dated August 24, 2010.

The size of the business and the resultant limited number of employees imposes practical limitations on the effectiveness of those internal control policies and procedures that depend on the segregation of duties. Because this condition is inherent in the size of the Company, the specific weaknesses are not described herein and no corrective action has been taken or proposed by the Company.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at June 30, 2010, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the FINRA, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

+ Associate.

August 24, 2010