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

CM

SEC FILE NUMBER 8-40292

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

| REPORT FOR THE PERIOD BEGINNING | 01/01/09 | _ AND ENDING _ | 12/31/09 |
|---------------------------------------|-----------------------------------|--|----------------------------|
| | MM/DD/YY | | MM/DD/YY |
| A. R | EGISTRANT IDENTIF | ICATION | |
| NAME OF BROKER - DEALER: | | | OFFICIAL USE ONLY |
| CLARK DODGE & CO., INC | | | FIRM ID. NO. |
| ADDRESS OF PRINCIPAL PLACE OF BU | SINESS: (Do not use P.O | . Box No.) | riidirib. 110. |
| TWO GANNETT DRIVE, SUITE 2-410 (No | . and Street) | | |
| | ew York | | 10604 |
| (City) | (State) | | (Zip Code) |
| NAME AND TELEPHONE NUMBER OF F | ERSON TO CONTACT I | N REGARD TO THIS | REPORT |
| JOSEPH DIMAURO | | | (914) 694-6300 |
| | | (Are | a Code - Telephone No.) |
| В. А | CCOUNTANT IDENTIF | FICATION | |
| INDEPENDENT PUBLIC ACCOUNTANT | whose opinion is containe | d in this Report* | |
| VB&T CERTIFIED PUBLIC ACCOUNTAN | NTS, PLLC | | |
| (Name - | if individual, state last, first, | middle name) | |
| | NEW YORK | NEW YORK | 19016 |
| (Address) | (City) | (State) | GE COMMISSION Pip Code) |
| CHECK ONE: | | SECURITIES AND EXCITATION OF THE CHARMEN | jed (|
| X Certified Public Accountant | | | |
| Public Accountant | | MAR - 3 | ZUIU |
| Accountant not resident in United Sta | tes or any of its possessions. | BRANCH OF RE | GISTRATIONS D ATIONS |
| | FOR OFFICIAL USE O | NLY 03 EARLING | |
| | | - | |

SEC 1410 (06-02)

J2/482P

^{*}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

| statem Decen propri | nents and nents and neutron in the n | Mauro, swear (or affirm) that, to the best of my kind supporting schedules pertaining to the firm of 1. 2009, are true and correct. I further swear (or a rincipal officer or director has any proprietary in cept as follows: | affirm) that neither the Company nor a | ny partne | | |
|---------------------------|--|--|--|-----------|--|--|
| | | | | | | |
| | | | Joseph Dil Mauro, Chief Executive Of | ficer | | |
| Swor | n and s | ubscribed to before me this <u>03</u> day of <u>M</u> | | | | |
| | | contains (check all applicable boxes): | The Ju- | Page | | |
| | | Independent Certified Public Accountants' Rep | _{ort.} Keith J. Martell | 1 | | |
| () | (a) | Facing page. | Notary Public, State of New York | | | |
| (x) (x) | (a) (b) | Balance Sheet. | No. 02MA6144327 | 2 | | |
| (x) (x) | (c) | Statement of Operations. | Qualified in Westchester County | 3 | | |
| (x) | (d) | Statement of Cash Flows. | erm Expires March 24 2016 | 4 | | |
| (x) | (e) | Statement of Changes in Stockholder's Equity. | • | 5 | | |
| () | (f) | Statement of Changes in Subordinated Liabiliti | es (not applicable). | | | |
| (x) | (1) | Notes to Financial Statements. | | 6 - 8 | | |
| | (g) | Computation of Net Capital for Brokers and De | ealers | | | |
| (x) | (8) | Durguent to Rule 15c3-1 under the Securities E | xchange Act of 1934. | 9 | | |
| () | (h) | Computation for Determination of Reserve Re- | quirements for Brokers and | • | | |
| () | (11) | Dealers Pursuant to Rule 15c3-3 under the | | | | |
| | | Securities Exchange Act of 1934. | | | | |
| () | (3) | Information Relating to the Possession or Com | rol Requirements | | | |
| () | () (i) Information Relating to the Possession of Country Requirements for Brokers and Dealers Pursuant to Rule 15c3-3 under the | | | | | |
| | | Securities Exchange Act of 1934 (not applicab | le). | | | |
| () | (j) | A Reconciliation including Appropriate Expla | inations, of the Computation of Net | | | |
| () | U) | Capital Under Rule 15c3-1 and the Computation | on for Determination of the | | | |
| | | Description Dequirements Under Rule 15c3-3 (no | t required). | | | |
| () | (k) | A Reconciliation Between the Audited and Un | audited Consolidated Statements | | | |
| () | (1/) | of Financial Condition With Respect to Metho | ds of Consolidation (not | | | |
| | | applicable). | | | | |
| (v) | (1) | An Affirmation. | | | | |
| (x) | (n) | A Converthe SIPC Supplemental Report. | | 10 | | |
| (x) (x) | (n) | A report describing any material inadequacies | found to exist or found to have | 11 - 12 | | |
| (^/ | (11) | existed since the date of the previous audit (St | pplemental Report on Internal | | | |
| | | Control). | | | | |
| | | | | | | |



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of Clark Dodge & Co., Inc.

We have audited the accompanying balance sheet of Clark Dodge & Co., Inc. as of December 31, 2009, and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended. 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 the standards of the Public Company Accounting Oversight Board (United States). 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Clark Dodge & Co., Inc. at December 31, 2009, and the results of its operations, changes in stockholder's equity, and cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 7 to the financial statements, the Company has had recurring net operating losses and this condition could raise doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information contained on page 9 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 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the examination 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.

VB&T CERTIFIED PUBLIC ACCOUNTANTS, PLLC

New York, NY February 25, 2010

CLARK DODGE & CO., INC. BALANCE SHEET DECEMBER 31, 2009

ASSETS

| Cash and cash equivalents | \$ | 225,666 |
|---|-----|---|
| Due from clearing broker | | 153,484 |
| Due from employees | | 170,855 |
| Prepaid expenses | | 38,655 |
| Other receivable | | 65,976 |
| Securities at market | | 5,340 |
| Deposit with clearing firm | | 50,000 |
| Property and equipment, net of depreciation of \$136,372 | | 103,564 |
| Security deposit | _ | 10,619 |
| Total Assets | \$_ | 824,159 |
| LIABILITIES AND STOCKHOLDER'S EQUITY | | |
| Accounts payable and accrued expenses | \$ | 326,071 |
| Accounts payable and accrued expenses Taxes payable | \$ | 326,071 2,355 |
| · · · · · · · · · · · · · · · · · · · | \$ | - |
| Taxes payable | \$ | 2,355 |
| Taxes payable Total Liabilities | \$ | 2,355 328,426 |
| Taxes payable Total Liabilities Stockholder's Equity: Common stock - no par value; 100 shares authorized and outstanding; \$5 par value | \$ | 2,355 328,426 500 |
| Taxes payable Total Liabilities Stockholder's Equity: Common stock - no par value; 100 shares authorized and outstanding; \$5 par value Additional paid-in capital | \$ | 2,355 328,426 500 2,244,085 |
| Total Liabilities Stockholder's Equity: Common stock - no par value; 100 shares authorized and outstanding; \$5 par value Additional paid-in capital Accumulated (deficit) | \$ | 2,355 328,426 500 2,244,085 (1,748,852) |
| Taxes payable Total Liabilities Stockholder's Equity: Common stock - no par value; 100 shares authorized and outstanding; \$5 par value Additional paid-in capital | \$ | 2,355 328,426 500 2,244,085 |

CLARK DODGE & CO., INC. STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2009

| Revenues: | |
|-------------------------------------|-----------------|
| Commissions | \$ 7,057,133 |
| Clearing rebates | 696,737 |
| Management fees | 130,923 |
| Annuities and life insurance | 81,157 |
| Income - mutual funds | 58,697 |
| Investment banking fees | 14,000 |
| Interest and money market dividends | 1,636 |
| Other income | 18,300 |
| Loss on securities | (34,901) |
| Total Revenue | 8,023,681 |
| Costs and Expenses: | |
| Commissions | 6,155,014 |
| Clearing and execution charges | 396,351 |
| Office salaries | 328,799 |
| Payroll taxes and employee benefits | 220,429 |
| Occupancy costs | 157,085 |
| Regulatory and license fees | 89,382 |
| Insurance | 100,298 |
| Officer salary | 174,000 |
| Office and supplies | 104,424 |
| Professional and consulting fees | 173,103 |
| Repairs - equipment and other | 26,809 |
| Telephone | 66,067 |
| Depreciation | 27,656 |
| Data services | 22,925 |
| Travel and entertainment | 43,502 |
| Taxes | 5,358 |
| SIPC fee | 14,603 |
| Total Costs and Expenses | 8,105,805 |
| Net (Loss) | \$ (82,124) |

CLARK DODGE & CO., INC. STATEMENTS OF CASH FLOW FOR THE YEAR ENDED DECEMBER 31, 2009

| Cash Flows From Operating Activities: | | |
|---|----|----------|
| Net (loss) | \$ | (82,124) |
| Adjustments to reconcile net (loss) to | | |
| net cash from operating activities: | | |
| Depreciation | | 27,656 |
| Clearing deposit | | |
| Changes in operating assets and liabilities | | |
| Decrease in due from clearing broker | | 54,837 |
| Decrease in due from employees | | 72,521 |
| Decrease in prepaid expenses | | 22,285 |
| Increase in accounts payable and accrued expenses | | 271 |
| (Increase) in other receivable | | (58,626) |
| (Increase) in securities at market | | (1,842) |
| (Increase) in security deposit | | (10,619) |
| (Decrease) in taxes payable | _ | (1,779) |
| Net Cash From Operating Activities | - | 22,580 |
| Cash Flows Used In Investing Activities: | | |
| Equipment purchased | | (47,654) |
| Net cash (Used) In Investing Activities | _ | (47,654) |
| Cash Flows From Financing Activities None | _ | - |
| Net (Decrease) In Cash | | (25,074) |
| Cash and cash equivalents, January 1, 2009 | _ | 250,740 |
| Cash and cash equivalents, December 31, 2009 | 5 | 225,666 |

CLARK DODGE & CO., INC. STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY FOR THE YEAR ENDED DECEMBER 31, 2009

| | Shares of Common Stock | | mmon tock | Additional Paid-in Accumulated Capital (deficit) | | Total Stockholder's Equity | | |
|-----------------------------|---------------------------------|-----|--------------|--|-----------|----------------------------------|----|----------|
| Balances, January 1, 2009 | \$ | 100 | \$ 500 | \$ 2 | 2,244,085 | \$ (1,666,728) | \$ | 577,857 |
| Net (loss) for the year | | - | ** | | - | (82,124) | | (82,124) |
| Balances, December 31, 2009 | \$ | 100 | \$ 500 | \$ | 2,244,085 | \$ (1,748,852) | \$ | 495,733 |

CLARK DODGE & CO., INC. NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2009

1. ORGANIZATION AND NATURE OF BUSINESS

Clark Dodge & Co., Inc. (Company) was incorporated in Florida on November 16, 1986 for the purpose of acting as a broker-dealer in securities transactions. The Company is registered with the Securities Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA). The Company has adopted December 31 as its year end.

The Company is engaged in a single line of business as a securities broker-dealer, which comprises several classes of services including options, all of which are risk-less principal and agency transactions.

The Company clears all of its transactions through a securities clearing broker. The Company acts as a broker-dealer and is exempt from Securities and Exchange Commission Rule 15c3-3 under paragraph k(2)(ii) since it uses other security firms for clearing.

Pursuant to an agreement between the Company and RBC Dain Rauscher, Inc. (Dain), securities transactions of the Company are cleared through Dain and the customers of the Company are introduced and cleared on a fully disclosed basis. The Company is exempt from provisions of Rule 15c3-3 and is not responsible for compliance with Section 4(c) of Regulation T of the Board of Governors of the Federal Reserve System, as all customers' accounts, as defined by such rules, is carried by Dain.

2. SIGNIFICANT ACCOUNTING POLICIES

Revenues

The Company earns its revenues from commissions for agency transactions and for risk-less principal transactions; income is earned from mark-ups and mark downs. The transactions are recorded on a settlement date, which is not materially different than recording transactions on a trade date.

Receivable from Clearing Broker

Receivable from clearing broker consists of money due from the Company's clearing firm, Dain, for income earned on securities transactions. Management has determined that no allowance for doubtful accounts is necessary at December 31, 2009.

Clearing Deposit

The Company is required and maintains a separate clearing deposit account at RBC Dain with a cash balance of \$50,000.

Furniture and Fixtures

Furniture and fixtures are carried at cost. Depreciation is provided using accelerated methods over their estimated useful lives of five and seven years.

CLARK DODGE & CO., INC. NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2009

Use of Estimates

The financial statements are presented in accordance with generally accepted accounting principles and prevailing industry practices, both of which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at December 31, 2009, as well as the reported amounts of revenues and expenses during the year then ended. Estimates, by their nature, are based on judgment and available information. Management believes that the estimates utilized in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates.

Income Taxes

The Company has not accrued any federal or state income tax benefits as a result of a loss carry-forward of approximately \$1,604,500, but because there is uncertainty as to their realization. The Company has provided for Franchise fees and NYC Corporation based on computations other than income.

Investment in Securities

Investment securities are valued at market value. The resulting difference between market value and cost is included in income.

The Company participated in various investment banking transactions and received share in that company as partial compensation. The shares are presented at fair value which was estimated by RBC Dain. These shares have little or no liquidity at the date of this report.

3. **DUE FROM EMPLOYEES**

The Company has receivables from registered representatives of \$170,855 as a result of loans given at the time of initial employment. Each contract has stipulations for the satisfaction of the loan based either on performance or time employed at the Company. Former employees who have violated the terms of the contract which contain a confession of judgment owe the Company \$126,855. The Company has retained an attorney to bring suit against these representatives to recoup this amount due to contractual nonperformance. Management feels confident in its collection process.

4. CONTINGENCIES

In the normal course of business, the Company is engaged in various trading and brokerage activities, including agency and risk-less principal transactions through a clearing broker.

In connection with these activities, a customer's unsettled transactions may expose the Company to off-balance-sheet risk in the event the customer is unable to fulfill its contractual obligations.

Significant credit exposure may result in the event that the Company's clearing broker is unable to fulfill their contractual obligations.

CLARK DODGE & CO., INC. NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2009

Contingencies (continued)

On February 13, 2009, an arbitration was commenced against the Company by (Claimants"), who had purchased and sold securities through the Company and the Claimants allege the investments were unsuitable and too risky. The Company maintains insurance against such eventualities. The Company believes that it has a meritorious defense against these alleged claims and intends to defend this case vigorously. The Company, as of the date of this report has paid the retention (deductible) of \$25,000 required by the insurance policy and has agreed to attend a non-binding arbitration on April 27, 2010, in order to see if a mutually acceptable agreement can be reached in order to avoid the costs of legal fees and time attendant upon protracted proceedings.

5. NET CAPITAL REQUIREMENTS

The Company is a member of FINRA and subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital of \$5,000 and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. At December 31, 2009, the Company had net capital of \$99,730 which was \$77,824 in excess of the amount required by the SEC. The Company's aggregate indebtedness to net capital was 3.29 to 1.

6. FAIR VALUE

The Company's financial instruments approximate fair value.

7. GOING CONCERN

The Company, although having shown losses in the current year and in past years does have the resources of its' sole shareholder at it disposal and does have the capacity to infuse additional capital when required. The capital resources that are needed to accomplish the Company's business plan has been provided by its only shareholder and the sole shareholder has assured the Company of his intent to contribute sufficient amounts of capital to fund the Company until such time as it is able to sustain itself.

The Company has reorganized its business plan and changed the managing officers. The Company is now earning revenues as a "registered investment advisor" and has added deferred annuities, life insurance, investment management and options to its product lines.

8. LEASE COMMITMENTS

The Company currently rents office space at a White Plains office subject to the term of a lease commencing September 1, 2008 and terminating October 31, 2013 at an annual rent of \$10,800 per month with annual increases which will bring the monthly rent to \$11,500 in 2013.

The Company also maintains a branch office at 1205 Franklin Avenue, Garden City, NY and rents office space commencing August 1, 2008 and terminating September 30, 2014 at an annual rent of \$5,309 per month with annual increases which will bring the monthly rent to \$6,212 in 2014.

CLARK DODGE & CO., INC. COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION DECEMBER 31, 2009

| NET CAPITAL: | | | _ | |
|---|------|---------|----|----------|
| Total stockholder's equity | | | \$ | 495,733 |
| Deductions and/or charges: | | | | |
| Non-allowable assets: | | | | |
| Due from employees | \$ | 170,855 | | |
| Office equipment-net | | 103,564 | | |
| Other receivable | | 65,976 | | |
| Prepaid expenses | | 38,657 | | |
| Security deposit | | 10,619 | | |
| Securities at market | | 5,340 | | 395,011 |
| Net capital before haircuts on securities positions | • | | | 100,722 |
| Haircuts on securities positions | | | | (992) |
| Undue concentration | | | | - |
| Net Capital | | | \$ | 99,730 |
| AGGREGATE INDEBTEDNESS: | | | | |
| Items included in the statement of financial condition: | | | | |
| Accounts payable and accrued expenses | | | \$ | 328,426 |
| COMPUTATION OF BASIC NET CAPITAL REQUIREMENT: | | | | |
| Minimum net capital required (6-2/3% of aggregate indel | bted | ness) | \$ | 21,906 |
| Minimum net capital required | | | \$ | 5,000 |
| Excess net capital | | | \$ | 77,824 |
| Litable not supria. | | | - | |
| Excess net capital at 1,000% | | | \$ | 66,887 |
| Percent of aggregate indebtedness to net capital | | | | 329.32% |
| The difference between the computation of net capital as computed a | ibov | e and | | |
| as reported by the Company in Part IIA of Form X-17a-5 as of Decer | | | | |
| is attributable to the following: | | • | | |
| Net capital was report by Company | | | \$ | 109,707 |
| Amortization and write-off of employee loans | | | | (41,276) |
| Addition to accrued expenses (SIPC accrual adjustment) | | | | (7,125) |
| Adjustment of depreciation | | | | 4,490 |
| Adjustment of non-allowable assets | | | | 33,934 |
| Net capital per audited report | | | \$ | 99,730 |



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Independent Accountants' Report on Applying Agreed-Upon Procedures Related to an Entity's SIPC Assessment Reconciliation

To the Board of Directors of Clark Dodge & Co., Inc.

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [Transitional Assessment Reconciliation (Form SIPC-7T)] to the Securities Investor Protection Corporation (SIPC) for the period from April 1, 2009 to December 31, 2009, which were agreed to by Clark Dodge & Co., Inc. and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC solely to assist you and the other specified parties in evaluating Clark Dodge & Co., Inc's compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T). The management of Clark Dodge & Co., Inc. is responsible for Clark Dodge & Co., Inc. and it's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1. Compared the listed assessment payments in Form SIPC-7T with respective cash disbursement records entries noting no differences;
- 2. Compared the Total Revenue amounts of the audited Form X-17A-5 for the year ended December 31, 2009 less revenues reported on the Focus reports for the period from January 1, 2009 to March 31, 2009, as applicable, with the amounts reported in Form SIPC-7T for the period from April 1, 2009 to year ended December 31, 2009 noting no differences;
- 3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers noting no differences;
- 4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers supporting the adjustments noting no differences; and
- 5. Compared the amount of any underpayment applied to the current assessment with the Form SIPC-7T on which it was originally computed noting no differences.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties

VB&T Certified Public Accountants, PLLC

February 25, 2010

Registered with the Public Company Accounting Oversight Board Member: American Institute of Certified Public Accountants



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC RULE 17a-5

To the Board of Directors of Clark Dodge & Co., Inc.

In planning and performing our audit of the financial statements and supplementary information of Clark Dodge & Co., Inc. (the "Company") for the year ended December 31, 2009, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (the "Commission"), we have made a study of the practices and procedures followed by the Company including 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 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; 2) Recordation of differences required by Rule 17a-13, or, 3) Complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining a system of internal accounting 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 Commission'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 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.

Registered with the Public Company Accounting Oversight Board Member of the American Institute of Certified Public Accountants Because of inherent limitations in internal control or 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. Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission 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 were adequate at December 31, 2009, to meet the Commission's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA), and other regulatory agencies that 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.

VB&T CERTIFIED PUBLIC ACCOUNTANTS, PLLC

New York, NY February 25, 2010

> Registered with the Public Company Accounting Oversight Board Member of the American Institute of Certified Public Accountants

CLARK DODGE & CO., INC.

(SEC I.D. No. 8-40292)

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE FOR THE YEAR ENDED DECEMBER 31, 2009

AND

INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS' REPORT AND SUPPLEMENTAL REPORT ON INTERNAL CONTROL