SEC



16014889

SEC Mail Processing Section MAR 1.42016

Washington DC

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

N

OMB APPROVAL
OMB Number: 3235-0123
Expires: March 31, 2016
Estimated average burden
hours per response . . . 12.00

SEC	FILE	NUMBER

8 - 69192

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder				
E PERIOD BEGINNING	1/1/2015	AND ENDING_	12/31/20	

**FACING PAGE** 

REPORT FOR THE PERIOD BEGINNING	1/1/2015	AND ENDING _	12/31/2015
-	MM/DD/YY		MM/DD/YY
A. RI	EGISTRANT IDENTIF	ICATION	
NAME OF BROKER-DEALER: Hamilton	Grant, LLC		
	,		OFFICIAL USE ONLY
			FIRM ID. NO.
ADDRESS OF PRINCIPAL PLACE OF BUSINE	SS: (Do not use P.O. Box No	o.)	
70 South Lake Avenue 7th Floor			
	(No. and Street)		
Pasadena C	Α		91101
(City)	(State)		(Zip Code)
NAME AND TELEPHONE NUMBER OF PERS	ON TO CONTACT IN REGA	ARD TO THIS REPORT	
Donald M. Bizub			(626) 793-7717
			(Area Code Telephone No.)
B. AC	COUNTANT IDENTI	FICATION	
INDEPENDENT PUBLIC ACCOUNTANT whos	se opinion is contained in this	Report*	
Marcum			
(Na	me if individual, state last, first, m	iddle na <b>m</b> e )	
2049 Century Park East, Suite 300	Los Angeles	CA	90067
(Address)	(City)	(State)	(Zip Code)
CHECK ONE:  Certified Public Accountant  Public Accountant  Accountant not resident in United Sta			
	FOR OFFICIAL USE ONI	JY	

\*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).

SEC 1410 (06-02)

Potential 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.

W

Q

#### **OATH OR AFFIRMATION**

Ι,	Donald M. I	Bizub	, swear (or affirm) that, to the
bes	st of my knowled	lge and belief the accompanying financial stat	tement and supporting schedules pertaining to the firm of
	Hamilton G	ant, LLC	, as of
	December 3	1 ,20 <u>15</u> , are true and co	orrect. I further swear (or affirm) that neither the company
nor	any partner, pro	oprietor, principal officer or director has any p	proprietary interest in any account classified solely as that of
a cu	ustomer, except	as follows:	
_			
_			
	<del></del>		
			Signature
			3. <sub>[A</sub> ,]
			CEO
	$\gamma$ $V$	$III_{\bullet}ID$	Title
(	by Al	Valle	TOYO OLARY
7	90 / /	Notary Public	JOY S. CLARK L COMM. # 2107356 2
	/ ( <i>)</i>	រីក ប	NOTARY PUBLIC • CALIFORNIA Z
	•	(	LOS ANGELES COUNTY My Comm. Exp. April 17, 2019
Thi	is report** conts	tins (check all applicable boxes):	to the state of th
_	-		
<u>4</u>	(a) Facing pag		
<u> </u>		of Financial Condition.	
<u> </u>		of Income (Loss).	
XXXXXX		of Changes in Financial Condition.	
<u>×</u>		of Changes in Stockholders' Equity or Partners	•
	(f) Statement of	of Changes in Liabilities Subordinated to Clair	ms of Creditors.
X	(g) Computation	on of Net Capital.	
X	(h) Computation	on for Determination of Reserve Requirement	ts Pursuant to Rule 15c3-3.
XXX	(i) Information	n Relating to the Possession or control Requir	rements Under Rule 15c3-3.
	(j) A Reconcil	iation, including appropriate explanation, of	the Computation of Net Capital Under Rule 15c3-1 and the
		on for Determination of the Reserve Requirem	•
7			
	solidation.	lation between the audited and unaudited Stat	tements of Financial Condition with respect to methods of con-
$\overline{\mathbf{x}}$	(l) An Oath or	Affirmation	
_		the SIPC Supplemental Report.	
		• •	social an Council de Lanco accidentation of the College Colleg
	(ii) A report de	scribing any material inadequacies found to e	exist or found to have existed since the date of the previous audit.

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

## FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION PURSUANT TO RULE 17a-5 FOR THE YEAR ENDED DECEMBER 31, 2015

# HAMILTON GRANT, LLC CONTENTS

## 

Report of Independent Registered Public Accounting Firm	1
Financial Statements	
Statement of Financial Condition	2
Statement of Operations	3
Statement of Changes in Member's Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6-9
Supplementary Information	
Schedule I - Computation of Net Capital Pursuant to Rule 15c3-1 of the Securities and Exchange Commission	10
Schedule II - Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3 of the Securities and Exchange Commission	11
Schedule III—Information Relating to Possession and Control Requirements Pursuant to Rule 15c3-3 of the Securities and Exchange Commission	12
Independent Registered Public Accounting Firm's Review Report	13
Management's Exemption Report	14



#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Managing Member of Hamilton Grant, LLC

We have audited the accompanying financial statements of Hamilton Grant, LLC which comprise the statement of financial condition as of December 31, 2015, and the related statements of operations, changes in member's equity, and cash flows for the year then ended that are filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the financial statements and supplemental information. Hamilton Grant, LLC's management is responsible for these financial statements. 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. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included 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, 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 condition of Hamilton Grant, LLC as of December 31, 2015, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The supplemental information in Schedule I – Computation of Net Capital Pursuant to Rule 15c3-1 of the Securities and Exchange Commission, Schedule II – Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3 of the Securities and Exchange Commission, and Schedule III – Information Relating to the Possession and Control Requirements Pursuant to Rule 15c3-3 of the Securities and Exchange Commission have been subjected to audit procedures performed in conjunction with the audit of Hamilton Grant, LLC's financial statements. The supplemental information is the responsibility of Hamilton Grant, 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 Rule 17a-5 of the Securities Exchange Act of 1934. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Marcunt LLP
Los Angeles, CA

March 11, 2016

MARCUMGROUP

#### STATEMENT OF FINANCIAL CONDITION

STATEMENT OF FINANCIAL CONDITION		
December 31, 2015		
ASSETS		
Cash and cash equivalents Software, net Prepaid assets	\$	144,394 28,091 2,929
Total Assets	\$	175,414
LIABILITIES AND MEMBER'S EQUITY	·	
Liabilities Accounts payable and accrued expenses Total Liabilities	<u>\$</u>	6,762 6,762
Member's equity Common units, 27,000 issued and outstanding Accumulated deficit		268,575 (99,923)
Total Member's Equity		168,652
Total Liabilities and Member's Equity	\$	175,414

#### STATEMENT OF OPERATIONS

Year Ended December 31, 2015	
Devenues	
Revenues  Merger and acquisition fees	\$ 10,500
Interest	35
	10,535
Expenses	
Marketing and advertising	13,787
Licensing	13,275
Amortization	10,805
Professional fees	8,662
Communications and data processing	2,060
Other	3,476
	52,065
Net loss	\$ (41,530)

#### STATEMENT OF CHANGES IN MEMBER'S EQUITY

Year Ended December 31, 201	Common			Accumulated	Total Member's	
	Units		Amount	_	Deficit	Equity
Balances, beginning of year	27,000	\$	268,575	\$	(58,393) \$	210,182
Net loss					(41,530)	(41,530)
Balances, end of year	27,000	\$	268,575	\$	(99,923) \$	168,652

#### STATEMENT OF CASH FLOWS

Light designation of the control of

Year Ended December 31, 2015		
Cash flows from operating activities	_	
Net loss	\$	(41,530)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization		10,805
Changes in operating assets and liabilities:  Prepaid assets		5.040
Accounts payable and accrued expenses		5,618 (58,351)
Net cash used in operating activities		(83,458)
Cash provided by investing activities		
Proceeds from maturity of securities owned		190,100
Net Cash provided by investing activities		190,100
Cash provided by financing activities		
Net increase in cash and cash equivalents		106,642
Cash and cash equivalents, beginning of year		37,752
Cash and equivalents, end of year	\$	144,394

The Company of the Co

#### NOTES TO FINANCIAL STATEMENTS

#### 1. Nature of operations and summary of significant accounting policies

#### Nature of Operations

Hamilton Grant, LLC (the "Company") was formed in the state of Delaware in 2004. Concept Brokerage Holding Corporation (the "Parent") is the sole member of the Company. The Company is a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company was formed to engage in the private placement of securities, participate in underwriting activities on a best efforts basis and provide corporate finance and merger and acquisition advisory services.

#### Basis of Presentation

The financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") as detailed in the Financial Accounting Standards Board's Accounting Standards Codification ("ASC").

#### Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

#### Valuation of Investments in Securities

In accordance with ASC 820, Fair Value Measurement, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. The Company uses a fair value hierarchy for inputs in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

#### **NOTES TO FINANCIAL STATEMENTS**

#### 1. Nature of operations and summary of significant accounting policies (continued)

Valuation of Investments in Securities (continued)

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors including, the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Company uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy.

#### Valuation Techniques

The Company values investments in securities and securities sold short that are freely tradable and are listed on a national securities exchange or reported on the NASDAQ national market at their last sales price as of the last business day of the year.

Many cash and over-the-counter ("OTC") contracts have bid and ask prices that can be observed in the marketplace. Bid prices reflect the highest price that the marketplace participants are willing to pay for an asset. Ask prices represent the lowest price that the marketplace participants are willing to accept for an asset. For securities whose inputs are based on bid-ask prices, the Company's valuation policies do not require that fair value always be a predetermined point in the bid-ask range. The Company's policy for securities traded in the OTC markets and listed securities for which no sale was reported on that date are valued at their last reported "bid" price if held long, and last reported "ask" price if sold short.

#### Software

Software is stated at cost less accumulated amortization. Betterments are capitalized. Repairs and maintenance costs are charged to expense as incurred. The Company amortizes software costs over an estimated useful life of three years on a straight line basis.

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In the event that facts and circumstances indicate that the cost of any long-lived assets, such as Software, may be impaired, an evaluation of recoverability is performed. As of December 31, 2015, management has determined that the Company's assets are not impaired.

#### NOTES TO FINANCIAL STATEMENTS

#### 1. Nature of operations and summary of significant accounting policies (continued)

#### Income Taxes

The Company is a disregarded entity for income tax purposes and as such the Company is not subject to income taxes in any jurisdiction. The earnings and losses of the Company are included in the tax return of the Parent. Each member of the Parent is responsible for the tax liability, if any, related to its proportionate share of the Company's taxable income. Accordingly, no provision for income taxes is reflected in the accompanying financial statements. Management has concluded that there are no uncertain tax positions that would require recognition in the financial statements. If the Company were to incur an income tax liability in the future, interest on any income tax liability would be reported as interest expense and penalties on any income tax liability would be recorded.

Management's conclusions regarding uncertain tax positions may be subject to review and adjustment at a later date based upon ongoing analyses of tax laws, regulations and interpretations thereof as well as other factors. Generally, federal, state and local authorities may examine the Company's tax returns (as part of the Parent's returns) for three years from the date of filing. These returns remain subject to examinations from 2012 through the current year.

#### Revenue Recognition

Merger and acquisition fees are recognized when earned which is generally when received.

#### Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

#### 2. Concentrations of credit risk

From time to time, the Company will maintain cash balances in a financial institution that may exceed the Federal Deposit Insurance Corporation ("FDIC") coverage of \$250,000. The Company has not experienced any losses in such accounts.

#### 3. Software

During 2014, the company capitalized costs associated with the development of a website. This asset was placed into service during 2015. Software consists of the following as of December 31, 2015:

Software	<u>\$38,896</u>
Less accumulated amortization	(10,805)
Software, net	\$28.091

#### NOTES TO FINANCIAL STATEMENTS

#### 4. Related party transactions

During the year ended December 31, 2015, an affiliate advanced payments of \$14,042 for expenses of the Company which were repaid during the year. The Company had no receivables from and no payables to affiliates at December 31, 2015.

#### 5. Net capital requirements and customer protection requirements

Pursuant to the Uniform Net Capital Rule (Rule 15c3-1) under the Securities and Exchange Act of 1934, the Company is required to maintain net capital as defined, equal to the greater of \$5,000 or 6 2/3% of aggregate indebtedness. As of December 31, 2015, the Company's net capital was \$137,632, which was \$132,632 in excess of its minimum requirement of \$5,000.

The Company is subject to SEC regulations which restrict the Company's ability to enter into transactions that result in a significant reduction in regulatory net capital without prior notification to or approval from the SEC.

#### 6. Subsequent events

The Company evaluated all subsequent event activity and concluded that no subsequent events have occurred that would require recognition in the financial statements or disclosures in the notes to financial statements.

## SUPPLEMENTARY INFORMATION COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION

December 31, 2015		
Total member's equity	\$	168,652
Less nonallowable assets		
Software, net		28,091
Prepaid assets	<del></del>	2,929
	<del></del>	31,020
Net capital before haircuts		137,632
Haircuts		
Security positions		-
Net capital	\$	137,632
Computation of minimum net capital required		
Aggregate indebtedness	\$	6,762
(6.67% of aggregate indebtedness, or \$5,000, whichever is greater)	\$	5,000
Excess net capital	\$	132,632
Percentage of aggregate indebtedness to net capital	<u>%</u>	4.91

There is no material difference between the computation of net capital for audit purposes and the computation of net capital in the Company's unaudited Form X-17a-5, Part IIA filling as of December 31, 2015.

SUPPLEMENTARY INFORMATION
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS PURSUANT TO
RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

**December 31, 2015** 

The Company claims an exemption under paragraph (k)(2)(i) under Rule 15c3-3.

Schedule III

#### HAMILTON GRANT, LLC

SUPPLEMENTARY INFORMATION INFORMATION RELATING TO POSSESSION AND CONTROL REQUIREMENTS PURSUANT TO RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION

**December 31, 2015** 

The Company claims an exemption under paragraph (k)(2)(i) under Rule 15c3-3.



#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have reviewed management's statements, included in the accompanying "Exemption Report", in which (1) Hamilton Grant, LLC identified the following provisions of 17 C.F.R. § 15c3-3(k) under which Hamilton Grant, LLC claimed an exemption from 17 C.F.R. § 240.15c3-3: (k)(2)(i) (the "exemption provisions") and (2) Hamilton Grant, LLC stated that Hamilton Grant, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. Hamilton Grant's management is responsible for compliance with the exemption provisions 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 Hamilton Grant, 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 on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Los Angeles, CA March 11, 2016

Marcun LLP



## Hamilton Grant, LLC Exemption Report pursuant to SEA Rule 17a-5(d)

We, as members of management of Hamilton Grant, LLC ("the Company"), are responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel a broker or dealer to file annual reports with the Securities Exchange Commission (SEC) and the broker or dealer's designated examining authority (DEA). Pursuant to that requirement, the management of the Company hereby makes the following assertion:

- 1. The Company claims exemption from Rule 15c3-3 under paragraph (k)(2)(i).
- 2. The Company has met the identified exemption provisions in paragraph (k) of Rule 15c3-3 throughout the most recent fiscal year ended December 31, 2015 without exception.

Brad Kaiser

**Chief Compliance Officer**