

Amendment

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

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

SEC FILE NUMBER
8-53091

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 01/01/16 AND ENDING 12/31/16
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: BERCHWOOD PARTNERS LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

717 FIFTH AVENUE, 14TH FLOOR

(No. and Street)

NEW YORK NY

10022

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

WILLIAM J. ZWART

212-201-3929

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

GRASSI & CO., CPAS, P.C.

(Name - if individual, state last, first, middle name)

488 MADISON AVENUE

NEW YORK

NY

10022

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*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)

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OATH OR AFFIRMATION

WILLIAM J. ZWART

I, _____, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of BERCHWOOD PARTNERS LLC _____, as of _____ DECEMBER 31 _____, 20 16 _____, 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:

NONE

GLORIE REAGAN
Notary Public - State of New York
No. 01056120044
Qualified in Bronx County
My Commission Expires 09/09/2017

Clara Blesley
Notary Public

William J Zwart
Signature
COO / CEO
Title

SWORN TO BEFORE ME THIS

DAY OF 1st March 2017
STATE OF NEW YORK

COUNTY OF New York 15.5

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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Members
of Berchwood Partners LLC and Affiliate

We have audited the accompanying consolidating statement of financial condition of Berchwood Partners LLC and Affiliate (the "Company and Affiliate"), as of December 31, 2016. This consolidating financial statement is the responsibility of Berchwood Partners LLC and Affiliate's management. Our responsibility is to express an opinion on this consolidating financial statement 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 consolidating statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial position. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidating statement of financial position presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidating statement of financial condition referred to above presents fairly, in all material respects, the consolidating financial position of Berchwood Partners LLC and Affiliates as of December 31, 2016 in accordance with accounting principles generally accepted in the United States of America.

Grassi & Co., CPAs, P.C.

GRASSI & CO., CPAs, P.C.

New York, New York
February 28, 2017

BERCHWOOD PARTNERS LLC AND AFFILIATE

CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

<u>ASSETS</u>				
	<u>Total</u>	<u>Eliminations</u>	<u>BerchWood Partners LLC</u>	<u>BerchWood Partners LLP</u>
Cash and cash equivalents	\$ 315,976	\$ -	\$ 311,952	\$ 4,024
Cash - restricted	89,756	-	89,756	-
Fees receivable	1,079,893	-	96,200	983,693
Property and equipment, net of accumulated depreciation	27,174	-	25,553	1,621
Security deposit	40,296	-	-	40,296
Other assets	21,384	-	14,248	7,136
Investment in affiliate	-	(85,982)	85,982	-
Due from affiliate	-	(1,154,230)	1,154,230	-
TOTAL ASSETS	<u>\$ 1,574,479</u>	<u>\$ (1,240,212)</u>	<u>\$ 1,777,921</u>	<u>\$ 1,036,770</u>
<u>LIABILITIES AND MEMBERS' EQUITY</u>				
LIABILITIES:				
Accrued expenses	\$ 191,702	\$ -	\$ 139,601	\$ 52,101
Retirement plan payable	27,152	-	27,152	-
Deferred rent liability	78,299	-	62,460	15,839
Deferred income taxes	6,000	-	6,000	-
Due to affiliate	-	(1,154,230)	-	1,154,230
Total Liabilities	<u>303,153</u>	<u>(1,154,230)</u>	<u>235,213</u>	<u>1,222,170</u>
COMMITMENTS AND CONTINGENCIES				
MEMBERS' EQUITY:				
Members' Equity	1,581,525	(85,982)	1,542,708	124,799
Accumulated other comprehensive loss:				
Foreign currency translation loss, net of \$0 deferred income taxes	<u>(310,199)</u>	<u>-</u>	<u>-</u>	<u>(310,199)</u>
Total Members' Equity (Deficiency)	<u>1,271,326</u>	<u>(85,982)</u>	<u>1,542,708</u>	<u>(185,400)</u>
TOTAL LIABILITIES AND MEMBERS' EQUITY	<u>\$ 1,574,479</u>	<u>\$ (1,240,212)</u>	<u>\$ 1,777,921</u>	<u>\$ 1,036,770</u>

See the accompanying Notes to Consolidating Financial Statements.

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Organization and Principles of Consolidation:

BerchWood Partners LLC (the "Company") was organized in New York on June 8, 2000, as a limited liability company. The Company wholly owns BerchWood Limited ("BerchWood Ltd."), which is a minority partner in BerchWood Partners LLP ("Affiliate"), both located in the United Kingdom ("UK"). The Company consolidates in its consolidating financial statements, the net assets, income and expenses of the Affiliate as it is determined to be a variable interest entity and has met the criteria of consolidation under accounting principles generally accepted in the United States of America. The Company is considered the primary beneficiary as it directs the activities of both entities. All significant inter-company transactions between the Company and the Affiliate have been eliminated in consolidation. BerchWood Ltd. had no operations during the year.

Principal Business Activity:

The Company is a registered broker-dealer with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company is primarily engaged in raising capital for private equity and alternative U.S. and non-U.S. investment fund managers.

The Affiliate is registered with the UK Financial Conduct Authority ("FCA") formerly known as the Financial Services Authority ("FSA"). The Affiliate is engaged in raising capital for private equity and alternative investment fund managers in the UK and Continental Europe.

Basis of Presentation:

The accompanying consolidating financial statements are presented in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Use of Estimates:

The preparation of the consolidating financial statements in conformity with U.S. GAAP 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.

Cash and Cash Equivalents:

The Company and its Affiliate consider all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Fees Receivable and Allowance for Doubtful Accounts:

The Company's and its Affiliate's fees receivable are recorded at amounts billed to customers, and presented on the Consolidating Statement of Financial Condition net of the allowance for doubtful accounts, if required. The allowance is determined by a variety of factors, including the age of the receivables, current economic conditions, historical losses and other information management obtains regarding the financial condition of customers. The policy for determining the past due status of receivables is based on how recently payments have been received. Receivables are charged off when they are deemed uncollectible, which may arise when customers file for bankruptcy or are otherwise deemed unable to repay the amounts owed to the Company and the Affiliate.

Property and Equipment:

Property and equipment are stated at cost. Depreciation is computed on the straight-line method over the estimated useful lives of the assets.

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Income Taxes:

No provision is required for federal or state taxes on the income of the Company. Under the Internal Revenue Code and similar state regulations, the Company is treated as a partnership; accordingly, the income of the Company is taxed to the members. However, the Company is subject to the New York City Unincorporated Business Tax, and a provision has been reflected in the consolidating financial statements. Deferred income tax expense has been recognized in the consolidating financial statements primarily as a result of the Company being on a cash basis for tax purposes and relates primarily to fees receivable.

No provision is required for taxation on the profits of the Affiliate, which is a Limited Liability Partnership. Under UK tax legislation the Limited Liability Partnership is tax transparent. As a result, each member is assessed for income tax on its share of the Limited Liability Partnership's profits.

Foreign Currency Translation and Transactions:

Fees receivable denominated in foreign currencies are measured at the foreign exchange rate on the transaction date. At the balance sheet date and upon settlement, the receivable is re-measured at the then current rate

The accounts of the Affiliate are measured in its functional currency, which is the local currency (British Pounds) and translated into U.S. Dollars. All asset and liability accounts have been translated using the current rate of exchange at the balance sheet date.

NOTE 2 - NET CAPITAL REQUIREMENTS:

The Company is subject to the SEC Uniform Net Capital Rule (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. The Company maintains minimum regulatory net capital, as defined, equal to the greater of \$5,000 or 6-2/3% of aggregate indebtedness, as defined.

At December 31, 2016, the Company had net capital of \$82,739 which was \$67,458 in excess of its required minimum net capital of \$15,281. The Company's ratio of aggregate indebtedness to net capital was 2.77 to 1.

The Company is exempt from SEC Rule 15c3-3 pursuant to exemptive provisions of sub-paragraph (k)(2)(i).

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 3 - FEES RECEIVABLE:

Two customers of the Affiliate represented approximately 69% and 22% of the fees receivable at December 31, 2016.

The fees receivable of \$1,079,893 comprise amounts due from four customers at December 31, 2016, two of which have different installment arrangements.

Fees receivable are expected to be collected as follows:

<u>December 31,</u>	
2017	\$ 917,455
2018	70,960
2019	70,960
2020	<u>38,745</u>
	1,098,120
Less: Discounting	<u>18,227</u>
	<u>\$ 1,079,893</u>

The Company does not recognize interest on past due receivables. The Company has not recorded an allowance for doubtful accounts nor had a balance in doubtful accounts at the beginning of the year. All receivables are considered to be performing and none are considered to be impaired. Fees receivable of \$251,920 which are in excess of one year have been discounted to present value using an effective rate of 3.75%.

NOTE 4 - PROPERTY AND EQUIPMENT:

Property and equipment were comprised of the following at December 31, 2016:

Equipment	\$ 116,561
Furniture and fixtures	<u>48,200</u>
	164,761
Less: Accumulated depreciation	<u>137,587</u>
Property and equipment, net	<u>\$ 27,174</u>

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 5 - COMMITMENTS AND CONTINGENCIES:

Operating Leases:

The Company's lease for its New York office space expires in May 2018. The Affiliate's lease for its UK office space expires in November 2017. The future minimum payments under both noncancellable operating leases are subject to additional rentals for increases in operating expenses and real estate taxes.

A deferred rent liability representing the cumulative difference between rent paid and the amount recognized under the straight-line method of accounting has been recorded.

Future minimum lease payments under the noncancellable operating leases (including Affiliate) at December 31, 2016 are as follows:

<u>Years Ending December 31,</u>	
2017	\$ 470,691
2018	<u>165,340</u>
Total	<u>\$ 636,031</u>

The Company is obligated to obtain an irrevocable stand-by letter of credit in lieu of the security deposit on the office in New York City. The letter of credit is collateralized by a restricted certificate of deposit and is shown in cash – restricted on the Consolidating Statement of Financial Condition.

Cash Credit Risk Concentration:

The Company maintains cash balances in one financial institution, which are insured by the Federal Deposit Insurance Corporation for up to \$250,000 per institution. From time to time, the Company's balances may exceed these limits.

The Affiliate maintains cash in a foreign bank account in the UK in the amount of \$4,024 at December 31, 2016. The account is covered by the Financial Services Compensation Scheme for up to \$104,890.

BERCHWOOD PARTNERS LLC AND AFFILIATE

NOTES TO THE CONSOLIDATING STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2016

NOTE 6 - RETIREMENT PLANS:

The Company maintains a defined contribution 401(k) pension plan which covers all eligible members and employees.

In addition, the Company has a Profit Sharing Plan ("Plan") covering substantially all of its employees. Contributions to the Plan are at the discretion of the management.

NOTE 7 - SUBSEQUENT EVENTS:

The Company has evaluated events or transactions that occurred after December 31, 2016 through the date these financial statements were available to be issued. During this period, there were no material subsequent events requiring disclosure, other than \$95,000 of contributions made by members in January 2017.