

KILEY PARTNERS, INC.
Financial Statements
For the Year Ended
December 31, 2007
With
Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT

To the Stockholders
Kiley Partners, Inc.

We have audited the accompanying statement of financial condition of Kiley Partners, Inc., as of December 31, 2007 and the related statements of operations, changes in stockholder's equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities and 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 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 Kiley Partners, Inc., as of December 31, 2007 and the results of its operations and its 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 the Schedules I, II and III 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 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.

February 22, 2008
Atlanta, Georgia

RUBIO CPA, PC

KILEY PARTNERS, INC.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2007

ASSETS

	<u>2007</u>
Cash and cash equivalents	\$ 88,512
Accounts receivable – clearing broker	258,381
Property and equipment, net of accumulated depreciation of \$32,924	23,386
Deposit with clearing broker	28,010
Other assets	<u>3,276</u>
 Total Assets	 <u>\$ 401,565</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

LIABILITIES

Accounts payable	\$ 34,330
Accrued payroll and other	<u>171,719</u>
 Total Liabilities	 <u>206,049</u>

STOCKHOLDER'S EQUITY

Common stock, no par value, 2,000 shares authorized, 100 shares issued and outstanding	-
Retained earnings	<u>195,516</u>
 Total Liabilities and Stockholder's Equity	 <u>\$ 401,565</u>

The accompanying notes are an integral part of these financial statements.

KILEY PARTNERS, INC.
STATEMENT OF OPERATIONS
For the Year Ended December 31, 2007

	<u>2007</u>
REVENUES	
Commissions	\$ 1,138,168
Other	<u>61,967</u>
Total revenues	<u>1,200,135</u>
GENERAL AND ADMINISTRATIVE EXPENSES	
Employee compensation and benefits	795,861
Clearing costs	95,319
Communications	14,629
Occupancy	8,647
Other operating expenses	<u>265,471</u>
Total expenses	<u>1,179,927</u>
NET INCOME	<u><u>\$ 20,208</u></u>

The accompanying notes are an integral part of these financial statements.

KILEY PARTNERS, INC.
STATEMENT OF CASH FLOWS
For the Year Ended December 31, 2007

	<u>2007</u>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	\$ 20,208
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation and amortization	57
Increase in accounts receivable - clearing broker	(159,574)
Decrease in other assets	90
Increase in accounts payable and accrued expenses	<u>128,639</u>
NET CASH USED BY OPERATING ACTIVITIES	<u>(10,580)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchase of property and equipment	<u>(23,443)</u>
NET CASH USED BY INVESTING ACTIVITIES	<u>(23,443)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Capital contribution	<u>15,000</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>15,000</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(19,023)
CASH AND CASH EQUIVALENTS BALANCE:	
Beginning of year	<u>107,535</u>
End of year	<u>\$ 88,512</u>

The accompanying notes are an integral part of these financial statements.

KILEY PARTNERS, INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
For the Year Ended December 31, 2007

Balance, December 31, 2006	\$ 160,308
Capital contributed	15,000
Net income	<u>20,208</u>
Balance, December 31, 2007	<u>\$ 195,516</u>

The accompanying notes are an integral part of these financial statements.

KILEY PARTNERS, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2007

NOTE A — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Description of Business: The Company is a registered broker dealer organized under the laws of the state of Illinois that began business in 1994. The Company became a Florida corporation during 2007. The Company is registered with the Securities and Exchange Commission, the Financial Industry Regulatory Authority and the securities commissions of appropriate states.

The Company's business is retail brokerage of marketable securities for customers located throughout the United States. The Company operates from offices located in Palm Beach County, Florida.

Cash and Cash Equivalents: The Company considers all cash and money market instruments with a maturity of ninety days or less to be cash and cash equivalents.

The Company maintains its demand deposits in a high credit quality financial institution. Balances at times may exceed federally insured limits.

Property and Equipment: Property and equipment are recorded at cost. Depreciation is provided by use of straight-line methods over the estimated useful lives of the respective assets. Maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in the results of operations.

Income Taxes: The Company has elected to be taxed as an S corporation whereby the income or losses of the Company flow through to its stockholder and no income taxes are recorded in the accompanying financial statements.

Estimates: Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses. Actual results could vary from the estimates that were assumed in preparing the financial statements.

Securities Transactions: Customer's securities transactions are reported on a settlement date basis with related commission income and expenses reported on a trade date basis.

KILEY PARTNERS, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2007

NOTE B — NET CAPITAL

The Company, as a registered broker dealer is subject to the Securities and Exchange Commission 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. At December 31, 2007, the Company had net capital of \$168,267, which was \$68,267 in excess of its required net capital of \$100,000 and its ratio of aggregate indebtedness to net capital was 1.22 to 1.0.

NOTE C — OFF BALANCE SHEET RISK

In the normal course of business, the Company's customers execute securities transactions through the Company. These activities may expose the Company to off balance sheet risk in the event the customer or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss.

NOTE D — RETIREMENT PLAN

The Company has a simplified employee pension plan covering substantially all full-time employees. The Company's contributions are discretionary. The Company's contributions for 2007 were approximately \$9,000.

NOTE E — RELATED PARTY TRANSACTIONS

The Company's administrative operations are conducted out of premises provided by its stockholder at no charge to the Company other than payment of utilities.

The above amounts and terms are not necessarily indicative of the amounts and terms that would have been incurred had comparable transactions been entered into with independent parties.

SUPPLEMENTAL INFORMATION

SCHEDULE I
KILEY PARTNERS, INC.

COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1
OF THE SECURITIES AND EXCHANGE COMMISSION ACT OF 1934
AS OF DECEMBER 31, 2007

NET CAPITAL:

Total stockholders' equity	<u>\$ 195,516</u>
Less nonallowable assets:	
Property and equipment	(23,386)
Other assets	<u>(3,276)</u>
Net capital before haircuts	168,854
Less haircuts	<u>(587)</u>
Net capital	168,267
Minimum net capital required	<u>100,000</u>
Excess net capital	<u>\$ 68,267</u>
Aggregate indebtedness	<u>\$ 206,049</u>
Net capital based on aggregate indebtedness	<u>\$ 13,737</u>
Ratio of aggregate indebtedness to net capital	<u>1.22 to 1.0</u>

RECONCILIATION WITH COMPANY'S COMPUTATION OF NET CAPITAL INCLUDED
IN PART IIA OF FORM X-17A-5 AS OF DECEMBER 31, 2007

There is no significant difference between net capital in the FOCUS report as of December 31, 2007 and net capital reported above.

KILEY PARTNERS, INC.

**SCHEDULE II
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION
AS OF DECEMBER 31, 2007**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934, pursuant to paragraph (k)(2)(ii) of the Rule.

**SCHEDULE III
INFORMATION RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS
UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION
AS OF DECEMBER 31, 2007**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934, pursuant to paragraph (k)(2)(ii) of the Rule.

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL ACCOUNTING CONTROL
REQUIRED BY RULE 17a-5**

To the Stockholders
Kiley Partners, Inc.

In planning and performing our audit of the financial statements of Kiley Partners, Inc. (formerly Kiley, Bloemers, Inc.), for the year ended December 31, 2007, we considered its internal control structure, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, we have made a study of the practices and procedures (including test of compliance with such practices and procedures) followed by Kiley Partners, Inc., that we considered relevant to the objective stated in Rule 17a-5(g). We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedure for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company related to the following: (1) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13; (2) in 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; and (3) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of the Company is responsible for establishing and maintaining an internal control structure 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 internal control structure policies and procedures 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 an internal control structure 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 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 any internal control structure or the practices and procedures referred to above, errors or irregularities 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 the internal control structure would not necessarily disclose all matters in the internal control structure 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities 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 the internal control structure 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, 2007 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the National Association of Securities Dealers 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 should not be used for any other purpose.

February 22, 2008
Atlanta, Georgia

RUBIO CPA, PC