

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

FORM
X-17A-5

FOCUS REPORT
(FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT)
PART IIA 12

(Please read instructions before preparing Form)

This report is being filed pursuant to (Check Applicable Block(s)):

- 1) Rule 17a-5(a) 16 2) Rule 17a-5(b) 17 3) Rule 17a-11 18
4) Special request by designated examining authority 19 5) Other 26

NAME OF BROKER-DEALER

CARTY & COMPANY, INC. 13

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

6263 POPLAR AVENUE, SUITE 800 20
(No. and Street)

MEMPHIS 21 TN 22 38119 23
(City) (State) (Zip Code)

SEC. FILE NO.

8-19082 14

FIRM ID NO.

7001 15

FOR PERIOD BEGINNING (MM/DD/YY)

04/01/13 24

AND ENDING (MM/DD/YY)

06/30/13 25

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT (Area code) - Telephone No.

JOHN C. DALLOSTA JR 30

(901) 767-8940 31

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT

OFFICIAL USE

32

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DOES RESPONDENT CARRY ITS OWN CUSTOMER ACCOUNTS ? YES 40 NO 41

CHECK HERE IF RESPONDENT IS FILING AN AUDITED REPORT 42

EXECUTION:

The registrant/broker or dealer submitting this Form and its attachments and the person(s) by whom it is executed represent hereby that all information contained therein is true, correct and complete. It is understood that all required items, statements, and schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended items, statements and schedules remain true, correct and complete as previously submitted.

Dated the _____ day of _____ 20 _____

Manual Signatures of:

1) _____
Principal Executive Officer or Managing Partner

2) _____
Principal Financial Officer or Partner

3) _____
Principal Operations Officer or Partner

ATTENTION - Intentional misstatements or omissions of facts constitute Federal Criminal Violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78:f (a))

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**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER CARTY & COMPANY, INC.	N 3	<div style="text-align: right;">100</div>
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**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING, NONCLEARING AND
CERTAIN OTHER BROKERS OR DEALERS**

as of (MM/DD/YY) 06/30/13 [99]

SEC FILE NO. 8-19082 [98]

Consolidated [198]

Unconsolidated [199]

ASSETS

Allowable Non-Allowable Total

1. Cash	\$ 749,722	200		\$ 749,722	750
2. Receivables from brokers or dealers:					
A. Clearance account	100,000	295			
B. Other		300	\$ 550	100,000	810
3. Receivables from non-customers					
		355	600		830
4. Securities and spot commodities owned, at market value:					
A. Exempted securities	6,161,678	418			
B. Debt securities	7,560,576	419			
C. Options		420			
D. Other securities	1,663	424			
E. Spot commodities		430		13,723,917	850
5. Securities and/or other investments not readily marketable:					
A. At cost	\$	130			
B. At estimated fair value		440	610		860
6. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:					
A. Exempted securities	\$	150			
B. Other securities	\$	160			
7. Secured demand notes:					
Market value of collateral:					
A. Exempted securities	\$	170			
B. Other securities	\$	180			
8. Memberships in exchanges:					
A. Owned, at market	\$	190			
B. Owned, at cost			650		
C. Contributed for use of the company, at market value			680		900
9. Investment in and receivables from affiliates, subsidiaries and associated partnerships					
		480	670		910
10. Property, furniture, equipment, leasehold improvements and rights under lease agreements, at cost-net of accumulated depreciation and amortization.					
		490	184,738	184,738	920
11. Other assets					
	89,425	535	594,017	683,442	930
12. Total Assets					
	\$ 14,663,064	540	\$ 778,755	740	\$ 15,441,819

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER
CARTY & COMPANY, INC.

as of 06/30/13

**STATEMENT OF FINANCIAL CONDITION FOR NONCARRYING,
NONCLEARING AND CERTAIN OTHER BROKERS OR DEALERS
LIABILITIES AND OWNERSHIP EQUITY**

<u>Liabilities</u>	<u>A.I. Liabilities</u>	<u>Non-A.I. Liabilities</u>	<u>Total</u>
13. Bank loans payable	\$ 1045	\$ 1255	\$ 1470
14. Payable to brokers or dealers:			
A. Clearance account	1114	4,035,013 1315	4,035,013 1560
B. Other	1115	1305	1540
15. Payable to non-customers	1155	1355	1610
16. Securities sold not yet purchased, at market value		25,000 1360	25,000 1620
17. Accounts payable, accrued liabilities, expenses and other	1,020,851 1205	45,971 1385	1,066,822 1685
18. Notes and mortgages payable:			
A. Unsecured	1210		1690
B. Secured	1211	1390	1700
19. Liabilities subordinated to claims of general creditors:			
A. Cash borrowings:			
1. from outsiders \$	970		1710
2. Includes equity subordination (15c3-1(d)) of	980		
B. Securities borrowings, at market value from outsiders \$		1410	1720
C. Pursuant to secured demand note collateral agreements		1420	1730
1. from outsiders \$	1000		
2. includes equity subordination (15c3-1(d)) of	1010		
D. Exchange memberships contributed for use of company, at market value		1430	1740
E. Accounts and other borrowings not qualified for net capital purposes	1220	1440	1750
20. TOTAL LIABILITIES	\$ 1,020,851 1230	\$ 4,105,984 1450	\$ 5,126,835 1760
 <u>Ownership Equity</u>			
21. Sole proprietorship			\$ 1770
22. Partnership (limited partners)	1020		1780
23. Corporation:			
A. Preferred stock			1791
B. Common stock		2,208,790	1792
C. Additional paid-in capital			1793
D. Retained earnings		8,187,212	1794
E. Total		10,396,002	1795
F. Less capital stock in treasury		(81,018)	1796
24. TOTAL OWNERSHIP EQUITY			\$ 10,314,984 1800
25. TOTAL LIABILITIES AND OWNERSHIP EQUITY			\$ 15,441,819 1810

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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA

BROKER OR DEALER CARTY & COMPANY, INC.	as of	06/30/13
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COMPUTATION OF NET CAPITAL

1. Total ownership equity from Statement of Financial Condition	\$	10,314,984	3480
2. Deduct ownership equity not allowable for Net Capital	(3490
3. Total ownership equity qualified for Net Capital		10,314,984	3500
4. Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital			3520
B. Other (deductions) or allowable credits (List)			3525
5. Total capital and allowable subordinated liabilities	\$	10,314,984	3530
6. Deductions and/or charges:			
A. Total non-allowable assets from			
Statement of Financial Condition (Notes B and C)	\$	778,755	3540
B. Secured demand note deficiency			3590
C. Commodity futures contracts and spot commodities-proprietary capital charges			3600
D. Other deductions and/or charges		20,000	3610
		(798,755)	3620
7. Other additions and/or allowable credits (List)			3630
8. Net Capital before haircuts on securities positions	\$	9,516,229	3640
9. Haircuts on securities (computed, where applicable, pursuant to 15c3-1(f)):			
A. Contractual securities commitments	\$		3660
B. Subordinated securities borrowings			3670
C. Trading and investment securities:			
1. Exempted securities		189,505	3735
2. Debt securities		372,285	3733
3. Options			3730
4. Other securities		249	3734
D. Undue concentration			3650
E. Other (List)			3736
		(562,039)	3740
10. Net Capital	\$	8,954,190	3750

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**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER

CARTY & COMPANY, INC.

as of

06/30/13

COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A

11. Minimum net capital required (6-2/3% of line 19)	\$	68,057	3756
12. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	\$	250,000	3758
13. Net capital requirement (greater of line 11 or 12)	\$	250,000	3760
14. Excess net capital (line 10 less 13)	\$	8,704,190	3770
15. Net capital less greater of 10% of line 19 or 120% of line 12	\$	8,654,190	3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.I. liabilities from Statement of Financial Condition	\$	1,020,851	3790
17. Add:			
A. Drafts for immediate credit	\$	3800	
B. Market value of securities borrowed for which no equivalent value is paid or credited	\$	3810	
C. Other unrecorded amounts (List)	\$	3820	3830
19. Total aggregate indebtedness	\$	1,020,851	3840
20. Percentage of aggregate indebtedness to net capital (line 19 divided by line 10)	%	11.40	3850
21. Percentage of debt to debt-equity total computed in accordance with Rule 15c-3-1(d)	%	0.00	3860

COMPUTATION OF ALTERNATE NET CAPITAL REQUIREMENT

Part B

22. 2% of combined aggregate debit items as shown in Formula for Reserve Requirements pursuant to Rule 15c3-3 prepared as of the date of net capital computation including both brokers or dealers and consolidated subsidiaries' debits	\$	3870
23. Minimum dollar net capital requirement of reporting broker or dealer and minimum net capital requirement of subsidiaries computed in accordance with Note (A)	\$	3880
24. Net capital requirement (greater of line 22 or 23)	\$	3760
25. Excess net capital (line 10 less 24)	\$	3910
26. Net capital in excess of the greater of:		
5% of combined aggregate debit items or 120% of minimum net capital requirement	\$	3920

NOTES:

(A) The minimum net capital requirement should be computed by adding the minimum dollar net capital requirement of the reporting broker dealer and, for each subsidiary to be consolidated, the greater of:

1. Minimum dollar net capital requirement, or
2. 6-2/3% of aggregate indebtedness or 4% of aggregate debits if alternative method is used.

(B) Do not deduct the value of securities borrowed under subordination agreements or secured demand notes covered by subordination agreements not in satisfactory form and the market values of the memberships in exchanges contributed for use of company (contra to item 1740) and partners' securities which were included in non-allowable assets.

(C) For reports filed pursuant to paragraph (d) of Rule 17a-5, respondent should provide a list of material non-allowable assets.

**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER
CARTY & COMPANY, INC.

For the period (MMDDYY) from 04/01/13 3932 to 06/30/13 3933
 Number of months included in this statement 3 3931

REVENUE **STATEMENT OF INCOME (LOSS)**

1. Commissions:			
a. Commissions on transactions in exchange listed equity securities executed on an exchange	\$	1,618	3935
b. Commissions on listed option transactions		14,890	3938
c. All other securities commissions		33,316	3939
d. Total securities commissions		49,824	3940
2. Gains or losses on firm securities trading accounts			
a. From market making in options on a national securities exchange			3945
b. From all other trading		2,633,822	3949
c. Total gain (loss)		2,633,822	3950
3. Gains or losses on firm securities investment accounts			3952
4. Profits (losses) from underwriting and selling groups			3955
5. Revenue from sale of investment company shares		58,396	3970
6. Commodities revenue			3990
7. Fees for account supervision, investment advisory and administrative services			3975
8. Other revenue		150,170	3995
9. Total revenue		\$ 2,892,212	4030

EXPENSES

10. Salaries and other employment costs for general partners and voting stockholder officers		139,302	4120
11. Other employee compensation and benefits		272,294	4115
12. Commissions paid to other brokers-dealers		78,807	4140
13. Interest expense		34,064	4075
a. Includes interest on accounts subject to subordination agreements		4070	
14. Regulatory fees and expenses		9,682	4195
15. Other expenses		1,850,443	4100
16. Total expenses		\$ 2,384,592	4200

NET INCOME

17. Net income (loss) before Federal income taxes and items below (Item 9 less Item 16)		\$ 507,620	4210
18. Provision for Federal income taxes (for parent only)		154,000	4220
19. Equity in earnings (losses) of unconsolidated subsidiaries not included above			4222
a. After Federal income taxes of		4238	
20. Extraordinary gains (losses)			4224
a. After Federal income taxes of		4239	
21. Cumulative effect of changes in accounting principles			4225
22. Net income (loss) after Federal income taxes and extraordinary items		\$ 353,620	4230

MONTHLY INCOME

23. income (current month only) before provision for Federal Income taxes and extraordinary items		121,627	4211
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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA

BROKER OR DEALER CARTY & COMPANY, INC.

For the period (MMDDYY) from 04/01/13 to 06/30/13

STATEMENT OF CHANGES IN OWNERSHIP EQUITY
(SOLE PROPRIETORSHIP, PARTNERSHIP OR CORPORATION)

1. Balance, beginning of period	\$	9,961,364	4240
A. Net income (loss)		353,620	4250
B. Additions (includes non-conforming capital of	\$	4262	4260
C. Deductions (includes non-conforming capital of	\$	4272	4270
2. Balance, end of period (from item 1800)	\$	10,314,984	4290

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED
TO CLAIMS OF GENERAL CREDITORS

3. Balance, beginning of period	\$		4300
A. Increases			4310
B. Decreases			4320
4. Balance, end of period (from item 3520)	\$		4330

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**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART IIA**

BROKER OR DEALER CARTY & COMPANY, INC.	as of <u>06/30/13</u>
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Exemptive Provision Under Rule 15c3-3

25. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based :

- A. (k) (1) - Limited business (mutual funds and/or variable annuities only) \$ 4550
- B. (k) (2) (i) - "Special Account for the Exclusive Benefit of customers" maintained 4560
- C. (k) (2) (ii) - All customer transactions cleared through another broker-dealer on a fully disclosed basis.
 Name(s) of Clearing Firm(s) - Please separate multiple names with a semi-colon
PERSHING LLC 4335 X 4570
- D. (k) (3) - Exempted by order of the Commission 4580

**Ownership Equity and Subordinated Liabilities maturing or proposed to be
withdrawn within the next six months and accruals, (as defined below),
which have not been deducted in the computation of Net Capital.**

Type of Proposed Withdrawal or Accrual (See below for code to enter)	Name of Lender or Contributor	Insider or Outsider ? (In or Out)	Amount to be with- drawn (cash amount and/or Net Capital Value of Securities)	(MMDDYY) Withdrawal or Maturity Date	Expect to Renew (Yes or No)
4600		4601		4602	
4603		4604		4605	
4610		4611		4612	
4613		4614		4615	
4620		4621		4622	
4623		4624		4625	
4630		4631		4632	
4633		4634		4635	
4640		4641		4642	
4643		4644		4645	
4650		4651		4652	
4653		4654		4655	
4660		4661		4662	
4663		4664		4665	
4670		4671		4672	
4673		4674		4675	
4680		4681		4682	
4683		4684		4685	
4690		4691		4692	
4693		4694		4695	
TOTAL			\$ 4699	OMIT PENNIES	

Instructions: Detail listing must include the total of items maturing during the six month period following the report date, regardless of whether or not the capital contribution is expected to be renewed. The schedule must also include proposed capital withdrawals scheduled within the six month period following the report date including the proposed redemption of stock and payments of liabilities secured by fixed assets (which are considered allowable assets in the capital computation pursuant to Rule 15c3-1(c) (2) (iv)), which could be required by the lender on demand or in less than six months.

WITHDRAWAL CODE:	DESCRIPTION
1.	Equity Capital
2.	Subordinated Liabilities
3.	Accruals
4.	15c3-1(c) (2) (iv) Liabilities