

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Date: 8/25/2008 12:42 AM
Status: Accepted

FORM
X-17A-5

FOCUS REPORT
(FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT)
PART II 11

(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

Amherst Securities Group, L.P. 13

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

7801 North Capital of Texas Highway, Suite 300 20
(No. and Street)

Austin 21 TX 22 78731 23
(City) (State) (Zip Code)

SEC. FILE NO.

8-845364 14

FIRM ID NO.

31141 15

FOR PERIOD BEGINNING (MM/DD/YY)

07/01/08 24

AND ENDING (MM/DD/YY)

07/31/08 25

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

Michael A. Sullivan, FINOP (512) 342 - 3021 30

31

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

OFFICIAL USE

32

33

34

35

36

37

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39

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))

PART II

BROKER OR DEALER

Amherst Securities Group, L.P.

as of 07/31/08

STATEMENT OF FINANCIAL CONDITION

ASSETS (continued)

	<u>Allowable</u>	<u>Nonallowable</u>	<u>Total</u>
E. Stocks and warrants	\$ 410		
F. Options	420		
G. Arbitrage	422		
H. Other securities	52,680,149 424		
I. Spot Commodities	430		
J. Total inventory - includes encumbered securities of ... \$	120		\$ 243,126,768 850
8. Securities owned not readily marketable:			
A. At Cost	\$ 130 440	\$ 610	860
9. Other investments not readily marketable:			
..... \$	140		
B. At estimated fair value	450	620	870
10. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			
A. Exempted securities	\$ 150		
B. Other	\$ 160 460	630	880
11. Secured demand notes - market value of collateral:			
A. Exempted securities	\$ 170		
B. Other	\$ 180 470	640	890
12. Memberships in exchanges:			
A. Owned, at market value	\$ 190		
B. Owned at cost		650	
C. Contributed for use of company, at market value		660	900
13. Investment in and receivables from affiliates, subsidiaries and associated partnerships	480	670	910
14. Property, furniture, equipment, leasehold improvements and rights under lease agreements:			
At cost (net of accumulated depreciation and amortization)	490	767,805 680	767,805 920
15. Other Assets:			
A. Dividends and interest receivable	1,559,118 500	(43,631) 690	
B. Free shipments	510	700	
C. Loans and advances	520	710	
D. Miscellaneous	15,880,178 530	4,038,890 720	
E. Collateral accepted under SFAS 140	536		
F. SPE Assets	537		21,434,555 930
16. TOTAL ASSETS	\$ 536,778,110 540	\$ 4,763,064 740	\$ 541,541,174 940

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
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BROKER OR DEALER
Amherst Securities Group, L.P.

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STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY

<u>Liabilities</u>	<u>A.I.</u> <u>Liabilities</u> *	<u>Non-A.I.</u> <u>Liabilities</u> *	<u>Total</u>
17. Bank loans payable:			
A. Includable in "Formula for Reserve Requirements"	\$ 1030	\$ 1240	\$ 1460
B. Other	1040	1250	1470
18. Securities sold under repurchase agreements.		96,332,396	96,332,396
19. Payable to brokers or dealers and clearing organizations:			
A. Failed to receive:			
1. Includable in "Formula for Reserve Requirements"	1050	1270	1490
2. Other	1060	1280	1500
B. Securities loaned:			
1. Includable in "Formula for Reserve Requirements"	1070		1510
2. Other	1080	1290	1520
C. Omnibus accounts:			
1. Includable in "Formula for Reserve Requirements"	1090		1530
2. Other	1095	1300	1540
D. Clearing organizations:			
1. Includable in "Formula for Reserve Requirements"	1100		1550
2. Other	2,312,652	1105	29,735,303
E. Other	13,394,544	1110	13,394,544
20. Payable to customers:			
A. Securities accounts - including free credits of	\$ 950		\$ 1580
B. Commodities accounts	1130	1330	1590
21. Payable to non customers:			
A. Securities accounts	1140	1340	1600
B. Commodities accounts	1150	1350	1610
22. Securities sold not yet purchased at market value - including arbitrage of	\$ 960		\$ 1620
23. Accounts payable and accrued liabilities and expenses:			
A. Drafts payable	1160		1630
B. Accounts payable	396,459	1170	396,459
C. Income taxes payable	1180		1650
D. Deferred income taxes		1370	1660
E. Accrued expenses and other liabilities ..	40,513,395	1190	40,513,395
F. Other	1200	1380	1680
G. Obligation to return securities		1386	1686
H. SPE Liabilities		1387	1687

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*Brokers or Dealers electing the alternative net capital requirement method need not complete these columns.

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STATEMENT OF FINANCIAL CONDITION
LIABILITIES AND OWNERSHIP EQUITY (continued)

	<u>Liabilities</u>	<u>A.I.</u> <u>Liabilities</u> *	<u>Non-A.I.</u> <u>Liabilities</u> *	<u>Total</u>
24. Notes and mortgages payable:				
A. Unsecured	\$	<u>1210</u>		\$ <u>1690</u>
B. Secured		<u>1211</u>	\$ <u>1390</u>	<u>1700</u>
25. Liabilities subordinated to claims of general creditors:				
1. from outsiders			<u>26,000,000</u> <u>1400</u>	<u>26,000,000</u> <u>1710</u>
A. Cash borrowings: \$	<u>0970</u>			
2. Includes equity subordination(15c3-1(d)) of	<u>0980</u>			
B. Securities borrowings, at market value:			<u>1410</u>	<u>1720</u>
from outsiders \$	<u>0990</u>			
C. Pursuant to secured demand note collateral agreements:			<u>1420</u>	<u>1730</u>
1. from outsiders \$	<u>1000</u>			
2. Includes equity subordination(15c3-1(d)) of	<u>1010</u>			
D. Exchange memberships contributed for use of company, at market value			<u>1430</u>	<u>1740</u>
E. Accounts and other borrowings not qualified for net capital purposes		<u>1220</u>	<u>1440</u>	<u>1750</u>
26. TOTAL LIABILITIES	\$	<u>56,617,050</u> <u>1230</u>	\$ <u>419,469,474</u> <u>1450</u>	\$ <u>476,086,524</u> <u>1760</u>
<u>Ownership Equity</u>				
27. Sole proprietorship				\$ <u>1770</u>
28. Partnership - limited partners	\$	<u>1020</u>		<u>65,454,650</u> <u>1780</u>
29. Corporation:				
A. Preferred stock				<u>1791</u>
B. Common stock				<u>1792</u>
C. Additional paid- in capital				<u>1793</u>
D. Retained Earnings				<u>1794</u>
E. Total				<u>1795</u>
F. Less capital stock in treasury			(<u>1796</u>)
30. TOTAL OWNERSHIP EQUITY				\$ <u>65,454,650</u> <u>1800</u>
31. TOTAL LIABILITIES AND OWNERSHIP EQUITY				\$ <u>541,541,174</u> <u>1810</u>

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* Brokers or Dealers electing the alternative net capital requirement method need not complete these

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BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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COMPUTATION OF NET CAPITAL

1. Total ownership equity (from Statement of Financial Condition - Item 1800)	\$	65,454,650	3480
2. Deduct: Ownership equity not allowable for Net Capital			3490
3. Total ownership equity qualified for Net Capital		65,454,650	3500
4. Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		26,000,000	3520
B. Other (deductions) or allowable credits (List)			3525
5. Total capital and allowable subordinated liabilities	\$	91,454,650	3530
6. Deductions and/or charges:			
A. Total non-allowable assets from			
Statement of Financial Condition (Notes B and C)	\$	4,763,064	3540
1. Additional charges for customers' and non-customers' security accounts			3550
2. Additional charges for customers' and non-customers' commodity accounts			3560
B. Aged fail-to-deliver:			3570
1. number of items		3450	
C. Aged short security differences-less reserve of	\$	3460	3580
number of items		3470	
D. Secured demand note deficiency			3590
E. Commodity futures contracts and spot commodities - proprietary capital charges			3600
F. Other deductions and/or charges		15,288,456	3610
G. Deductions for accounts carried under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x)			3615
H. Total deductions and/or charges			(20,051,520) 3620
7. Other additions and/or allowable credits (List)			3630
8. Net Capital before haircuts on securities positions	\$	71,403,130	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. Bankers' acceptances, certificates of deposit and commercial paper			3680
2. U.S. and Canadian government obligations		6,677,233	3690
3. State and municipal government obligations			3700
4. Corporate obligations		7,981,116	3710
5. Stocks and warrants			3720
6. Options			3730
7. Arbitrage			3732
8. Other securities		1,052,320	3734
D. Undue concentration		195,995	3650
E. Other (List)			3736 (15,906,664) 3740
10. Net Capital	\$	55,496,466	3750

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COMPUTATION OF BASIC NET CAPITAL REQUIREMENT

Part A		
11. Minimal net capital required (6-2/3% of line 19)	\$	3,774,472 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)	\$	3,774,472 3760
14. Excess net capital (line 10 less 13)	\$	51,721,994 3770
15. Excess net capital at 1000% (line 10 less 10% of line 19)	\$	49,834,761 3780

COMPUTATION OF AGGREGATE INDEBTEDNESS

16. Total A.I. liabilities from Statement of Financial Condition	\$	56,617,050 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
18. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts(15c3-1(c)(1)(vii))	\$	3838
19. Total aggregate indebtedness	\$	56,617,050 3840
20. Percentage of aggregate indebtedness to net capital (line 19 divided by line 10)	%	102.02 3850
21. Percentage of aggregate indebtedness to net capital <u>after</u> anticipated capital withdrawals (line 19 divided by line 10 less item 4880 page 12)	%	200.04 3853

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)	\$	
25. Excess net capital (line 10 less 24)	\$	3910
26. Percentage of Net Capital to Aggregate Debits (line 10 divided by line 17 page 8)	%	3851
27. Percentage of Net Capital, <u>after</u> anticipated capital withdrawals, to Aggregate Debits item 10 less Item 4880 page 12 divided by line 17 page 8)	%	3854
28. Net capital in excess of the greater of: 5% of combined aggregate debit items or 120% of minimum net capital requirement	\$	3920

OTHER

Part C		
29. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%	3860
30. Options deductions/Net Capital ratio (1000% test) total deductions exclusive of liquidating equity under Rule 15c3-1(a)(6), (a)(7) and (c)(2)(x) divided by Net Capital	%	3852

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 2% of aggregate debits if alternate 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 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.

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**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALERS UNDER RULE**
(See Rule 15c3-3, Exhibit A and Related Notes)

CREDIT BALANCES

1. Free credit balances and other credit balances in customers' security accounts (see Note A, Exhibit A, Rule 15c3-3)	\$	<u>4340</u>	
2. Monies borrowed collateralized by securities carried for the accounts of customers (see Note B)		<u>4350</u>	
3. Monies payable against customers' securities loaned (see Note C)		<u>4360</u>	
4. Customers' securities failed to receive (see Note D)		<u>4370</u>	
5. Credit balances in firm accounts which are attributable to principal sales to customers		<u>4380</u>	
6. Market value of stock dividends, stock splits and similar distributions receivable outstanding over 30 calendar days		<u>4390</u>	
7. ** Market value of short security count differences over 30 calendar days old		<u>4400</u>	
8. ** Market value of short securities and credits (not to be offset by longs or by debits) in all suspense accounts over 30 calendar days		<u>4410</u>	
9. Market value of securities which are in transfer in excess of 40 calendar days and have not been confirmed to be in transfer by the transfer agent or the issuer during the 40 days		<u>4420</u>	
10. Other (List)		<u>4425</u>	
11. TOTAL CREDITS			<u>4430</u>

DEBIT BALANCES

12. ** Debit balances in customers' cash and margin accounts excluding unsecured accounts and accounts doubtful of collection net of deductions pursuant to Note E, Exhibit A, Rule 15c3-3	\$	<u>4440</u>	
13. Securities borrowed to effectuate short sales by customers and securities borrowed to make delivery on customers' securities failed to deliver		<u>4450</u>	
14. Failed to deliver of customers' securities not older than 30 calendar days		<u>4460</u>	
15. Margin required and on deposit with the Options Clearing Corporation for all option contracts written or purchased in customer accounts (see Note F)		<u>4465</u>	
16. Margin related to security futures products written, purchased or sold in customer accounts required and on deposit with a clearing agency or a derivative clearing organization (see note G)		<u>4467</u>	
17. Other (List)		<u>4469</u>	
18. ** Aggregate debit items	\$		<u>4470</u>
19. ** Less 3% (for alternative method only - see Rule 15c3-1(f)(5)(i))		(<u>4471</u>)
20. ** TOTAL 15c3-3 DEBITS			<u>4472</u>

RESERVE COMPUTATION

21. Excess of total debits over total credits (line 20 less line 11)	\$		<u>4480</u>
22. Excess of total credits over total debits (line 11 less line 20)			<u>4490</u>
23. If computation permitted on a monthly basis, enter 105% of excess of total credits over total debits			<u>4500</u>
24. Amount held on deposit in "Reserve Bank Account(s)", including value of qualified securities, at end of reporting period		10,000	<u>4510</u>
25. Amount of deposit (or withdrawal) including \$ <u>4515</u> value of qualified securities			<u>4520</u>
26. New amount in Reserve Bank Account(s) after adding deposit or subtracting withdrawal including \$ <u>4525</u> value of qualified securities	\$	10,000	<u>4530</u>
27. Date of deposit (MMDDYY)			<u>4540</u>

FREQUENCY OF COMPUTATION

28. Daily 4332 Weekly 4333 Monthly 4334

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** In the event the Net Capital Requirement is computed under the alternative method, this "Reserve Formula" shall be prepared in accordance with the requirements of paragraph (f) of Rule 15c3-1.

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**COMPUTATION FOR DETERMINATION OF PAIB RESERVE REQUIREMENTS
FOR BROKER-**

CREDIT BALANCES

1. Free credit balances and other credit balances in proprietary accounts of introducing brokers (PAIB)	\$	<u>2110</u>	
2. Monies borrowed collateralized by securities carried for PAIB		<u>2120</u>	
3. Monies payable against PAIB securities loaned (see Note 2- PAIB)		<u>2130</u>	
4. PAIB securities failed to receive		<u>2140</u>	
5. Credit balances in firm accounts which are attributable to principal sales to PAIB		<u>2150</u>	
6. Other (List)		<u>2160</u>	
7. TOTAL PAIB CREDITS	\$		<u>2170</u>

DEBIT BALANCES

8. Debit balances in PAIB excluding unsecured accounts and accounts doubtful of collection	\$	<u>2180</u>	
9. Securities borrowed to effectuate short sales by PAIB and securities borrowed to make delivery on PAIB securities failed to deliver		<u>2190</u>	
10. Failed to deliver of PAIB securities not older than 30 calendar days		<u>2200</u>	
11. Margin required and on deposit with the Options Clearing Corporation for all option contracts written or purchased in PAIB accounts		<u>2210</u>	
12. Margin related to security futures products written, purchased or sold in PAIB accounts required and on deposit with a clearing agency or a derivative clearing organization		<u>2215</u>	
13. Other (List)		<u>2220</u>	
14. TOTAL PAIB DEBITS	\$		<u>2230</u>

RESERVE COMPUTATION

15. Excess of total PAIB debits over total PAIB credits (line 14 less line 7)	\$	<u>2240</u>	
16. Excess of total PAIB credits over total PAIB debits (line 7 less line 14)		<u>2250</u>	
17. Excess debits in customer reserve formula computation		<u>2260</u>	
18. PAIB Reserve Requirement (line 16 less line 17)		<u>2270</u>	
19. Amount held on deposit in "Reserve Bank Account(s)", including \$ <u>2275</u> value of qualified securities, at end of reporting period			<u>2280</u>
20. Amount of deposit (or withdrawal) including \$ <u>2285</u> value of qualified securities			<u>2290</u>
21. New amount in Reserve Bank Account(s) after adding deposit or subtracting \$ <u>2295</u> value of qualified securities	\$		<u>2300</u>
22. Date of deposit (MMDDYY)			<u>2310</u>

FREQUENCY OF COMPUTATION

23. Daily 2315 Weekly 2320 Monthly 2330

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**FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
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BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
 FOR BROKER-DEALERS UNDER RULE 15c3-3 (continued)**

EXEMPTIVE PROVISIONS

26. If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based (check one only)

- A. (k) (1)-\$2,500 capital category as per Rule 15c3-1\$ 4550
- B. (k) (2)(A)-"Special Account for the Exclusive Benefit of customers" maintained 4560
- C. (k) (2)(B)-All customer transactions cleared through another broker-dealer on a fully disclosed basis.
 Name of clearing firm 4335 4570
- D. (k) (3)-Exempted by order of the Commission 4580

Information for Possession or Control Requirements Under Rule 15c3-3

State the market valuation and the number of items of:

- 1. Customers' fully paid securities and excess margin securities not in the respondent's possession or control as of the report date (for which instructions to reduce to possession or control had been issued as of the report date) but for which the required action was not taken by respondent within the time frames specified under Rule 15c3-3. Notes A and B \$ 4586
 - A. Number of items 4587
 - 2. Customers' fully paid securities and excess margin securities for which instructions to reduce to possession or control had not been issued as of the report date, excluding items arising from "temporary lags which result from normal business operations" as permitted under Rule 15c3-3. Notes B,C and D 4588
 - A. Number of items \$ 4589
- OMIT PENNIES**
- 3. The system and procedures utilized in complying with the requirement to maintain physical possession or control of customers' fully paid and excess margin securities have been tested and are functioning in a manner adequate to fulfill the requirements of Rule 15c3-3 . . . Yes 4584 No 4585

NOTES

- A--Do not include in item one customers' fully paid and excess margin securities required by Rule 15c 3-3 to be in possession or control but for which no action was required by the respondent as of the report date or required action was taken by respondent within the time frames specified under Rule 15c3-3.
- B--State separately in response to items one and two whether the securities reported in response thereto were subsequently reduced to possession or control by the respondent.
- C--Be sure to include in item two only items not arising from "temporary lags which result from normal business operations" as permitted under Rule 15c3-3.
- D--Item two must be responded to only with report which is filed as of the date selected for the broker's or dealer's annual audit of financial statements, whether or not such date is the end of a calendar quarter. The response to item two should be filed within 60 calendar days after such date, rather than with the remainder of this report. This information may be required on a more frequent basis by the Commission or the designated examining authority in accordance with Rule 17a-5(a)(2)(iv).

**SUPPLEMENT TO
 FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
 PART II**

BROKER OR DEALER
Amherst Securities Group, L.P.

as of 07/31/08

**STATEMENT OF SEGREGATION REQUIREMENTS AND FUNDS IN SEGREGATION
 FOR CUSTOMERS TRADING ON U.S. COMMODITY EXCHANGES**

SEGREGATION REQUIREMENTS (Section 4d(2) of the CEAct)

1. Net ledger balance			
A. Cash		\$	<u>7010</u>
B. Securities (at market)			<u>7020</u>
2. Net unrealized profit (loss) in open futures contracts traded on a contract market			<u>7030</u>
3. Exchange traded options			
A. Add market value of open option contracts purchased on a contract market			<u>7032</u>
B. Deduct market value of open option contracts granted (sold) on a contract market		(<u>7033</u>)
4. Net equity (deficit) (add lines 1, 2, and 3)			<u>7040</u>
5. Accounts liquidating to a deficit and accounts with debit balances			
- gross amount			<u>7045</u>
Less: amount offset by customer owned securities	(<u>7047</u>)
6. Amount required to be segregated (add lines 4 and 5)		\$	<u>7060</u>

FUNDS IN SEGREGATED ACCOUNTS

7. Deposited in segregated funds bank accounts			
A. Cash			<u>7070</u>
B. Securities representing investments of customers' funds (at market)			<u>7080</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)			<u>7090</u>
8. Margins on deposit with derivatives clearing organizations of contract markets			
A. Cash		\$	<u>7100</u>
B. Securities representing investments of customers' funds (at market)			<u>7110</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)			<u>7120</u>
9. Net settlement from (to) derivatives clearing organizations of contract markets			<u>7130</u>
10. Exchange traded options			
A. Value of open long option contracts			<u>7132</u>
B. Value of open short option contracts		(<u>7133</u>)
11. Net equities with other FCMs			
A. Net liquidating equity			<u>7140</u>
B. Securities representing investments of customers' funds (at market)			<u>7160</u>
C. Securities held for particular customers or option customers in lieu of cash (at market)			<u>7170</u>
12. Segregated funds on hand (describe: _____)			<u>7150</u>
13. Total amount in segregation (add lines 7 through 12)			<u>7180</u>
14. Excess (deficiency) funds in segregation (subtract line 6 from line 13)		\$	<u>7190</u>

**SUPPLEMENT TO
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II**

Date: 8/25/2008 12:42 AM
Accepted

BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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**STATEMENT OF SEGREGATION REQUIREMENTS AND FUNDS IN SEGREGATION
FOR CUSTOMERS' DEALER OPTIONS ACCOUNTS**

1. Amount required to be segregated in accordance with Commission regulation 32.6		\$ _____	7200
2. Funds in segregated accounts			
A. Cash	\$ _____		7210
B. Securities (at market)		_____	7220
C. Total		_____	7230
3. Excess (deficiency) funds in segregation (subtract line 2.C from line 1)		\$ _____	7240

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BROKER OR DEALER
Amherst Securities Group, L.P.

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**STATEMENT OF SECURED AMOUNTS AND FUNDS HELD IN SEPARATE ACCOUNTS
FOR FOREIGN FUTURES AND FOREIGN OPTIONS CUSTOMERS
PURSUANT TO COMMISSION REGULATION 30.7**

FOREIGN FUTURES AND FOREIGN OPTIONS SECURED AMOUNTS - SUMMARY

I. Check the appropriate box to identify the amount shown on line 1. below.

- 7300** Secured amounts in only U.S. - domiciled customers' accounts
- 7310** Secured amounts in U.S. and foreign - domiciled customers' accounts
- 7320** Net liquidating equities in all accounts of customers trading on foreign boards of trade
- 7330** Amount required to be set aside pursuant to law, rule or regulation of a foreign government or a rule of a self-regulatory organization authorized thereunder.

II. Has the FCM changed the method of calculating the amount to be set aside in separate accounts since the last financial report it filed ?

- Yes **7340** If yes, explain the change below
- No **7350**

1. Amount to be set aside in separate section 30.7 accounts	\$ _____ 7360
2. Total funds in separate section 30.7 accounts (page T10-4, line 8)	_____ 7370
3. Excess (deficiency) - (subtract line 1 from line 2)	\$ _____ 7380

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BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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**STATEMENT OF SECURED AMOUNTS AND FUNDS HELD IN SEPARATE ACCOUNTS
FOR FOREIGN FUTURES AND FOREIGN OPTIONS CUSTOMERS
PURSUANT TO COMMISSION REGULATION 30.7**

FUNDS DEPOSITED IN SEPARATE REGULATION 30.7 ACCOUNTS

1. Cash in banks		
A. Banks located in the United States	\$	7500
B. Other banks designated by the Commission		
Name(s):	7510	7520 \$ 7530
2. Securities		
A. In safekeeping with banks located in the United States	\$	7540
B. In safekeeping with other banks designated by the Commission		
Name(s):	7550	7560 7570
3. Equities with registered futures commission merchants		
A. Cash	\$	7580
B. Securities		7590
C. Unrealized gain (loss) on open futures contracts		7600
D. Value of long option contracts		7610
E. Value of short option contracts	(7615 7620
4. Amounts held by clearing organizations of foreign boards of trade		
Name(s):	7630	
A. Cash	\$	7640
B. Securities		7650
C. Amount due to (from) clearing organizations - daily variation		7660
D. Value of long option contracts		7670
E. Value of short option contracts	(7675 7680
5. Amounts held by members of foreign boards of trade		
Name(s):	7690	
A. Cash	\$	7700
B. Securities		7710
C. Unrealized gain (loss) on open futures contracts		7720
D. Value of long option contracts		7730
E. Value of short option contracts	(7735 7740
6. Amounts with other depositories designated by a foreign board of trade		
Name(s):	7750	7760
7. Segregated funds on hand (describe: _____)		
		7765
8. Total funds in separate section 30.7 accounts (to page T10-3 line 2)		\$ 7770

A. If any securities shown are other than the types of securities referred to in CFTC Regulation 1.25, attach a separate schedule detailing the obligations shown on each such line.

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COMPUTATION OF CFTC MINIMUM NET CAPITAL REQUIREMENT

Net Capital required

A. Risk-Based Requirement

i. Amount of Customer Risk

Maintenance Margin 7415

ii. Enter 8% of line A.i

7425

iii. Amount of Non-Customer Risk

Maintenance Margin requirement 7435

iv. Enter 4% of line A.iii

7445

v. Add lines A.ii and A.iv.

7455

B. Minimum Dollar Amount Requirement

(Enter \$500,000 if a member of NFA)

7465

C. Other NFA Requirement

7475

D. Minimum CFTC Net Capital

Enter the greatest of lines A, B or C

7490

Note: If amount on Line D (7490) is greater than minimum net capital requirement computed on Line 3760 (Page 6) then enter this greater amount on Line 3760. The greater of the amount required by SEC or CFTC is the minimum net capital requirement.

CFTC Early Warning Level

7495

Note: If the minimum CFTC Net Capital Requirement computed on Line D (7490) is the:

- (1) Risk Based Requirement, enter 110% of Line A (7455) or
- (2) Minimum Dollar Amount Requirement, enter 150% of Line B (7465) or
- (3) Other NFA Requirement, enter 150% of Line C (7475).

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT

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PART II

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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 withdrawn (cash amount and/or Net Capital Value of Securities)	(MMDDYY) Withdrawal or Maturity Date	Expect to Renew (Yes or No)
1 4600	Ellington Capital	OUT 4602	829,302 4603	08/31/08 4604	NO 4605
1 4610	Ellington Capital	OUT 4612	364,000 4613	08/31/08 4614	NO 4615
2 4620	New Ellington Partners	OUT 4622	8,750,000 4623	08/31/08 4624	YES 4625
2 4630	Ellington Mortgage Partners	OUT 4632	17,250,000 4633	08/31/08 4634	YES 4635
4640		4642	4643	4644	4645
4650		4652	4653	4654	4655
4660		4662	4663	4664	4665
4670		4672	4673	4674	4675
4680		4682	4683	4684	4685
4690		4692	4693	4694	4695

TOTAL \$ 27,193,302 4699*

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* To agree with the total on Recap (Item No. 4880)

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

**Capital Withdrawals
PART II**

BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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RECAP

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

1. Equity Capital

A. Partnership Capital:

1. General Partners	\$		4700
2. Limited		364,000	4710
3. Undistributed Profits		829,302	4720
4. Other (describe below)			4730
5. Sole Proprietorship			4735

B. Corporation Capital:

1. Common Stock			4740
2. Preferred Stock			4750
3. Retained Earnings (Dividends and Other)			4760
4. Other (describe below)			4770

2. Subordinated Liabilities

A. Secured Demand Notes		26,000,000	4780
B. Cash Subordinations			4790
C. Debentures			4800
D. Other (describe below)			4810

3. Other Anticipated Withdrawals

A. Bonuses			4820
B. Voluntary Contributions to Pension or Profit Sharing Plans			4860
C. Other (describe below)			4870

Total

	\$	27,193,302	4880
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4. Description of Other

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

1. Balance, beginning of period	\$	65,156,337	4240
A. Net income (loss)		2,020,710	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)	\$	65,454,650	4290

**STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED
TO CLAIMS OF GENERAL CREDITORS**

3. Balance, beginning of period	\$	26,000,000	4300
A. Increases			4310
B. Decreases			4320
4. Balance, end of period (From item 3520)	\$	26,000,000	4330

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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART II

Date: 8/25/2008 12:42 AM
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BROKER OR DEALER Amherst Securities Group, L.P.	as of <u>07/31/08</u>
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FINANCIAL AND OPERATIONAL DATA

	Valuation	Number
1. Month end total number of stock record breaks unresolved over three business days.		
A. breaks long	\$ 4890	4900
B. breaks short	\$ 4910	4920
2. Is the firm in compliance with Rule 17a-13 regarding periodic count and verification of securities positions and locations at least once in each calendar quarter? (Check one)	Yes <input checked="" type="checkbox"/> 4930	No <input type="checkbox"/> 4940
A) If response is negative attach explanation of steps being taken to comply with Rule 17a-13.		
3. Personnel employed at end of reporting period:		
A. Income producing personnel		45 4950
B. Non-income producing personnel (all other)		31 4960
C. Total		76 4970
4. Actual number of tickets executed during current month of reporting period		817 4980
5. Number of corrected customer confirmations mailed after settlement date		4990

	No. of Items	Debit (Short Value)	No. of Items	Credit (Long Value)
6. Money differences	5000	\$ 5010	5020	\$ 5030
7. Security suspense accounts	5040	\$ 5050	5060	\$ 5070
8. Security difference accounts	5080	\$ 5090	5100	\$ 5110
9. Commodity suspense accounts	5120	\$ 5130	5140	\$ 5150
10. Open transactions with correspondents, other brokers, clearing organizations, depositories and interoffice and intercompany accounts which could result in a charge-unresolved amounts over 30 calendar days	5160	\$ 5170	5180	\$ 5190
11. Bank account reconciliations-unresolved amounts over 30 calendar days	5200	\$ 5210	5220	\$ 5230
12. Open transfers over 40 calendar days, not confirmed	5240	\$ 5250	5260	\$ 5270
13. Transactions in reorganization accounts-over 60 calendar days	5280	\$ 5290	5300	\$ 5310
14. Total	5320	\$ 5330	5340	\$ 5350

	No. of Items	Ledger Amount		Market Value
15. Failed to deliver 5 business days or longer (21 business days or longer in the case of Municipal Securities)	5360	\$ 5361		5362
16. Failed to receive 5 business days or longer (21 business days or longer in the case of Municipal Securities)	5363	\$ 5364		5365
17. Security concentrations (See instructions in Part I):				
A. Proprietary positions		\$ 18,636,079		5370
B. Customers' accounts under Rule 15c3-3				5374
18. Total of personal capital borrowings due within six months				5378
19. Maximum haircuts on underwriting commitments during the period				5380
20. Planned capital expenditures for business expansion during next six months				5382
21. Liabilities of other individuals or organizations guaranteed by respondent				5384
22. Lease and rentals payable within one year				2,316,958 5386
23. Aggregate lease and rental commitments payable for entire term of the lease				
A. Gross				3,307,286 5388
B. Net				5390

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FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT
PART I (OR PART II)

07/25/2008 12:42 AM
 Status: Accepted

BROKER OR DEALER

Amherst Securities Group, L.P.

as of 07/31/08

FINANCIAL AND OPERATIONAL DATA
Operational Deductions From Capital (Note A)

	I	II	III	IV
	No. of Items	Debits (Short Value)	Credits (Long Value)	Deductions In Computing Net Capital
1. Money suspense and balancing differences	5610	\$ 5810	\$ 6010	\$ 6012
2. Security suspense and differences with related money balances	L 5620	5820	6020	6022
	S 5625	5825	6025	6027
3. Market value of short and long security sus- pense and differences without related money (other than reported in line 4., below)	5630	5830	6030	6032
4. Market value of security record breaks	5640	5840	6040	6042
5. Unresolved reconciling differences with others:				
A. Correspondents and Broker/Dealers	L 5650	5850	6050	6052
	S 5655	5855	6055	6057
B. Depositories	5660	5860	6060	6062
C. Clearing Organizations	L 5670	5870	6070	6072
	S 5675	5875	6075	6077
D. Inter-company Accounts	5680	5880	6080	6082
E. Bank Accounts and Loans	5690	5890	6090	6092
F. Other	5700	5900	6100	6102
G. (Offsetting) Items A. through F. TOTAL Line 5	5720	() 5920	() 6120	
	5730	5930	6130	6132
6. Commodity Differences	5740	5940	6140	6142
7. Open transfers and reorganization account items over 40 days not confirmed or verified	5760	5960	6160	6162
8. TOTAL (Line 1.-7.)	5770	\$ 5970	\$ 6170	\$ 6172
9. Lines 1.-6. resolved subsequent to report date	5775	\$ 5975	\$ 6175	\$ 6177
10. Aged Fails --to deliver	5780	\$ 5980	\$ 6180	\$ 6182
--to receive	5785	\$ 5985	\$ 6185	\$ 6187
		(Omit 000's)	(Omit 000's)	(Omit Pennies)

NOTE A This section must be completed as follows:

- All member organizations must complete column IV, lines 1. through 8. and 10., reporting deductions from capital as of the report date whether resolved subsequently or not (see instructions relative to each line item).
- a. Columns I, II and III of lines 1. through 8. and 10. must be completed when a Part II filing is required.
 b. Columns I, II and III of lines 1. through 8. must be completed with a Part I filing, only if the total deduction on line 8 column IV equals or exceeds 25% of excess net capital as of the prior month end reporting date. All columns of line 10. require completion.
- A response to line 9., cols. I through IV and the "Potential Operational Charges Not Deducted From Capital" schedule on p. 3 are required only if:
 - the parameters cited in 2.b. above exist, and
 - the total deduction, line 8. column IV, for the current month exceeds the total deductions for the prior month by 50% or more.
- All columns and line items (1. through 10.) must be answered if required. If respondent has nothing to report enter -0-.

Other Operational Data (Items 1., 2. and 3. below require an answer)

Item 1. Have the accounts enumerated on line 5.A. through F. above been reconciled with statements received from others within 35 days for lines 5.A. through D. and 65 days for lines 5.E. and F. prior to the report date and have all reconciling difference been appropriately comprehended in the computation of net capital at the report date? If this has not been done in all respects, answer No.

Yes 5600
 No 5601

Item 2. Do the respondent's books reflect a concentrated position (See Instruction) in commodities? If yes report the totals (\$000 omitted) in accordance with the specific instructions; If No answer -0- for:

A. Firm Trading and Investment Accounts A. 5602
 B. Customers' and Non-Customers' and Other Accounts B. 5603

Item 3. Does respondent have any planned operational changes? (Answer Yes or No based on specific instructions.)

Yes 5604
 No 5605