

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

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

SEC. FILE NO.

BNY MELLON CAPITAL MARKETS, LLC  13

8-35255  14

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

FIRM ID NO.

17454  15

32 OLD SLIP, 15TH FLOOR  20

FOR PERIOD BEGINNING (MM/DD/YY)

(No. and Street)

10/01/09  24

AND ENDING (MM/DD/YY)

NEW YORK  21 NY  22 10286  23

12/31/09  25

(City)

(State)

(Zip Code)

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

STELIANOS PROIOS  30

(212) 804-5080  31

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

OFFICIAL USE

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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) )



FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART II

Status: Accepted

BROKER OR DEALER BNY MELLON CAPITAL MARKETS, LLC	as of <u>12/31/09</u>
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STATEMENT OF FINANCIAL CONDITION

	ASSETS (continued)		
	Allowable	Nonallowable	Total
E. Stocks and warrants .....	\$ <u>410</u>		
F. Options .....	<u>420</u>		
G. Arbitrage .....	<u>422</u>		
H. Other securities .....	8,657,646 <u>424</u>		
I. Spot Commodities .....	<u>430</u>		
J. Total inventory - includes encumbered securities of ... \$ <u>120</u>			\$ <u>760,626,883</u> <u>850</u>
8. Securities owned not readily marketable:			
A. At Cost .....	\$ <u>130</u> <u>440</u>	\$ <u>610</u>	<u>860</u>
9. Other investments not readily marketable:			
..... \$ <u>140</u>			
B. At estimated fair value .....	<u>450</u>	<u>620</u>	<u>870</u>
10. Securities borrowed under subordination agreements and partners' individual and capital securities accounts, at market value:			
A. Exempted securities .....	\$ <u>150</u>		
B. Other .....	\$ <u>160</u> <u>460</u>	<u>630</u>	<u>880</u>
11. Secured demand notes-market value of collateral:			
A. Exempted securities .....	\$ <u>170</u>		
B. Other .....	\$ <u>180</u> <u>470</u>	<u>640</u>	<u>890</u>
12. Memberships in exchanges:			
A. Owned, at market value .....	\$ <u>190</u>		
B. Owned at cost .....		<u>650</u>	
C. Contributed for use of company, at market value .....		<u>660</u>	<u>900</u>
13. Investment in and receivables from affiliates, subsidiaries and associated partnerships .....	<u>480</u>	949,207 <u>670</u>	949,207 <u>910</u>
14. Property, furniture, equipment, leasehold improvements and rights under lease agreements:			
At cost (net of accumulated depreciation and amortization) .....	<u>490</u>	734,450 <u>680</u>	734,450 <u>920</u>
15. Other Assets:			
A. Dividends and interest receivable .....	6,125,307 <u>500</u>	<u>690</u>	
B. Free shipments .....	<u>510</u>	<u>700</u>	
C. Loans and advances .....	<u>520</u>	<u>710</u>	
D. Miscellaneous .....	2,301,989 <u>530</u>	60,384,136 <u>720</u>	
E. Collateral accepted under SFAS 140 .....	<u>536</u>		
F. SPE Assets .....	<u>537</u>		68,811,432 <u>930</u>
16. TOTAL ASSETS .....	\$ <u>1,121,098,781</u> <u>540</u>	\$ <u>62,663,507</u> <u>740</u>	\$ <u>1,183,762,288</u> <u>940</u>

BROKER OR DEALER  
BNY MELLON CAPITAL MARKETS, LLC as of 12/31/09

STATEMENT OF FINANCIAL CONDITION  
LIABILITIES AND OWNERSHIP EQUITY

Liabilities	A.I. Liabilities *	Non-A.I. Liabilities *	Total
17. Bank loans payable:			
A. Includable in "Formula for Reserve Requirements" .....	\$ 1030	\$ 1240	\$ 1460
B. Other .....	1040	1250	70,000,000 1470
18. Securities sold under repurchase agreements.		1260	179,000,000 1480
19. Payable to brokers or dealers and clearing organizations:			
A. Failed to receive:			
1. Includable in "Formula for Reserve Requirements" .....	1050	1270	391,468 1490
2. Other .....	1060	1280	10,611,855 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 .....	1105	1310	1560
E. Other .....	1110	1320	41,527,087 1570
20. Payable to customers:			
A. Securities accounts - including free credits of ..... \$ 950	1120		130,525 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		1360	454,362,660 1620
23. Accounts payable and accrued liabilities and expenses:			
A. Drafts payable .....	1160		1630
B. Accounts payable .....	1170		24,550,216 1640
C. Income taxes payable .....	1180		3,761,833 1650
D. Deferred income taxes .....		1370	10,154,650 1660
E. Accrued expenses and other liabilities ..	1190		25,820,774 1670
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.

FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART II

Status: Accepted

BROKER OR DEALER BNY MELLON CAPITAL MARKETS, LLC	as of <u>12/31/09</u>
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STATEMENT OF FINANCIAL CONDITION  
LIABILITIES AND OWNERSHIP EQUITY (continued)

	<u>Liabilities</u>	A.I. <u>Liabilities</u> *	Non-A.I. <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:				
A. Cash borrowings: .....			<u>1400</u>	50,000,000 <u>1710</u>
1. from outsiders \$ <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>1230</u>		\$ <u>1450</u>	\$ <u>870,311,068</u> <u>1760</u>
<u>Ownership Equity</u>				
27. Sole proprietorship .....				\$ <u>1770</u>
28. Partnership - limited partners .....	\$ <u>1020</u>			<u>1780</u>
29. Corporation: .....				
A. Preferred stock .....				<u>1791</u>
B. Common stock .....				<u>1792</u>
C. Additional paid- in capital .....			141,764,142	<u>1793</u>
D. Retained Earnings .....			171,687,078	<u>1794</u>
E. Total .....			313,451,220	<u>1795</u>
F. Less capital stock in treasury .....			( )	<u>1796</u>
30. TOTAL OWNERSHIP EQUITY .....			\$ 313,451,220	<u>1800</u>
31. TOTAL LIABILITIES AND OWNERSHIP EQUITY .....			\$ 1,183,762,288	<u>1810</u>

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

PART II

BROKER OR DEALER BNY MELLON CAPITAL MARKETS, LLC	as of <u>12/31/09</u>
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COMPUTATION OF NET CAPITAL

1. Total ownership equity (from Statement of Financial Condition - Item 1800)	\$	313,451,220	3480
2. Deduct: Ownership equity not allowable for Net Capital		( )	3490
3. Total ownership equity qualified for Net Capital		313,451,220	3500
4. Add:			
A. Liabilities subordinated to claims of general creditors allowable in computation of net capital		50,000,000	3520
B. Other (deductions) or allowable credits (List)			3525
5. Total capital and allowable subordinated liabilities	\$	363,451,220	3530
6. Deductions and/or charges:			
A. Total non-allowable assets from			
Statement of Financial Condition (Notes B and C)	\$	62,663,507	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:		4,990,065	3570
1. number of items	30		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		2,011,602	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		( 69,665,174 )	3620
7. Other additions and/or allowable credits (List)		3,304,969	3630
8. Net Capital before haircuts on securities positions	\$	297,091,015	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		249,792	3680
2. U.S. and Canadian government obligations		17,135,375	3690
3. State and municipal government obligations		28,844,584	3700
4. Corporate obligations		19,099,096	3710
5. Stocks and warrants			3720
6. Options			3730
7. Arbitrage			3732
8. Other securities		7,868,046	3734
D. Undue concentration			3650
E. Other (List)			3736
( 73,196,893 )			3740
10. Net Capital	\$	223,894,122	3750

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

BROKER OR DEALER BNY MELLON CAPITAL MARKETS, LLC	as of <u>12/31/09</u>
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**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

**Part A**

11. Minimal net capital required (6-2/3% of line 19)	\$	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)	\$	3758
13. Net capital requirement (greater of line 11 or 12)	\$	3760
14. Excess net capital (line 10 less 13)	\$	3770
15. Excess net capital at 1000% (line 10 less 10% of line 19)	\$	3780

**COMPUTATION OF AGGREGATE INDEBTEDNESS**

16. Total A.I. liabilities from Statement of Financial Condition	\$	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
18. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts(15c3-1(c)(1)(vii))	\$	3838
19. Total aggregate indebtedness	\$	3840
20. Percentage of aggregate indebtedness to net capital (line 19 divided by line 10)	%	3850
21. Percentage of aggregate indebtedness to net capital after anticipated capital withdrawals (line 19 divided by line 10 less item 4880 page 12)	%	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	\$	2,301	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)	\$	250,000	3880
24. Net capital requirement (greater of line 22 or 23)	\$	250,000	3760
25. Excess net capital (line 10 less 24)	\$	223,644,122	3910
26. Percentage of Net Capital to Aggregate Debits (line 10 divided by line 18 page 8)	%	194594.09	3851
27. Percentage of Net Capital, after anticipated capital withdrawals, to Aggregate Debits item 10 less Item 4880 page 12 divided by line 17 page 8)	%	194594.09	3854
28. Net capital in excess of the greater of: 5% of combined aggregate debit items or 120% of minimum net capital requirement	\$	223,594,122	3920

**OTHER RATIOS**

**Part C**

29. Percentage of debt to debt-equity total computed in accordance with Rule 15c3-1 (d)	%	13.76	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.