

(Please read instructions before preparing Form)

This report is being filed by a/an:

- 1) Broker-dealer not registered as an SBSD or MSBSP
(stand-alone broker-dealer) 12000
- 2) Broker-dealer registered as an SBSD (broker-dealer SBSD) 12001
- 3) Broker-dealer registered as an MSBSP (broker-dealer MSBSP) 12002
- 4) SBSD without a prudential regulator and not registered as a broker-dealer (stand-alone SBSD) 12003
- 5) MSBSP without a prudential regulator and not registered as a broker-dealer (stand-alone MSBSP) ... 12004
- Check here if respondent is an OTC derivatives dealer 12005

This report is being filed by a: Firm authorized to use models 12006 U.S. person 12007 Non-U.S. person 12008

This report is being filed pursuant to (check applicable block(s)):

- 1) Rule 17a-5(a) 16
- 2) Rule 17a-5(b) 17
- 3) Special request by DEA or the Commission 19
- 4) Rule 18a-7 12999
- 5) Other (explain: _____) 26

NAME OF REPORTING ENTITY	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.
240 GREENWICH STREET 20	17454 15
(No. and Street)	FOR PERIOD BEGINNING (MM/DD/YY)
NEW YORK 21 NY 22 10286 23	11/01/22 24
(City) (State/Province) (Zip Code)	AND ENDING (MM/DD/YY)
UNITED STATES 12009	11/30/22 25
(Country)	

NAME OF PERSON TO CONTACT IN REGARD TO THIS REPORT	EMAIL ADDRESS	(AREA CODE) TELEPHONE NO.
John Conway 30	john.conway@bnymellon.com 12010	(914) 263-9884 31

NAME(S) OF SUBSIDIARIES OR AFFILIATES CONSOLIDATED IN THIS REPORT	OFFICIAL USE
_____ 32	_____ 33
_____ 34	_____ 35
_____ 36	_____ 37
_____ 38	_____ 39

Is this report consolidated or unconsolidated? Consolidated 198 Unconsolidated 199

Does respondent carry its own customer or security-based swap customer accounts? Yes 40 No 41

Check here if respondent is filing an audited report 42

EXECUTION: The registrant 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 _____, 2 _____.

Signatures of:	Names of:
1) _____ Principal Executive Officer or Comparable Officer	Robert Lynch 12011
2) _____ Principal Financial Officer or Comparable Officer	John Conway 12012
3) _____ Principal Operations Officer or Comparable Officer	Robert Barysh 12013

ATTENTION: Intentional misstatements and/or omissions of facts constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

FOCUS
Report
Part II

Items on this page to be reported by a:

- Stand-Alone Broker-Dealer
- Stand-Alone SBSD
- Broker-Dealer SBSD
- Stand-Alone MSBSP
- Broker-Dealer MSBSP

ASSETS

<u>Assets</u>	<u>Allowable</u>	<u>Non-Allowable</u>	<u>Total</u>
1. Cash	\$ 1,094,705 [200]	\$ [12014]	\$ 1,094,705 [750]
2. Cash segregated in compliance with federal and other regulations	\$ 24,500,000 [210]		\$ 24,500,000 [760]
3. Receivables from brokers/dealers and clearing organizations organizations			
A. Failed to deliver			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ [220]		
2. Other	\$ 301,964,468 [230]		\$ 301,964,468 [770]
B. Securities borrowed			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ [240]		
2. Other	\$ [250]		\$ [780]
C. Omnibus accounts			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ [260]		
2. Other	\$ [270]		\$ [790]
D. Clearing organizations			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a, or the CEA	\$ [280]		
2. Other	\$ 10,050,000 [290]		\$ 10,050,000 [800]
E. Other	\$ 50,782,316 [300]	\$ 7,342,362 [550]	\$ 58,124,678 [810]
4. Receivables from customers			
A. Securities accounts			
1. Cash and fully secured accounts	\$ 11,713,185 [310]		
2. Partly secured accounts	\$ [320]	\$ [560]	
3. Unsecured accounts		\$ 139,250 [570]	
B. Commodity accounts	\$ [330]	\$ [580]	
C. Allowance for doubtful accounts	\$ [335]	\$ [590]	\$ 11,852,435 [820]
5. Receivables from non-customers			
A. Cash and fully secured accounts	\$ [340]		
B. Partly secured and unsecured accounts	\$ [350]	\$ [600]	\$ [830]
6. Excess cash collateral pledged on derivative transactions	\$ [12015]	\$ [12016]	\$ [12017]
7. Securities purchased under agreements to resell	\$ 2,615,500,274 [360]	\$ [605]	\$ 2,615,500,274 [840]
8. Trade date receivable	\$ 481,944,113 [292]		\$ 481,944,113 [802]
9. Total net securities, commodities, and swaps positions	\$ 3,679,968,371 [12019]	\$ 14,329,515 [12022]	\$ 3,694,297,886 [12024]
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]
11. Secured demand notes – market value of collateral			
A. Exempted securities \$	[170]		
B. Other \$	[180]	\$ [470]	\$ [640]

FOCUS
Report
Part II

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<u>Assets</u>	<u>Allowable</u>	<u>Non-Allowable</u>	<u>Total</u>
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	
		\$ _____ 32	670
			\$ _____ 32 910
14. Property, furniture, equipment, leasehold improvements and rights under lease agreements At cost (net of accumulated depreciation and amortization).	\$ _____	490	
		\$ _____ 3,362,319	680
			\$ _____ 3,362,319 920
15. Other assets			
A. Dividends and interest receivable	\$ _____ 10,336,130	500	
		\$ _____	690
B. Free shipments	\$ _____	510	
		\$ _____	700
C. Loans and advances	\$ _____	520	
		\$ _____	710
D. Miscellaneous	\$ _____	530	
		\$ _____ 8,464,032	720
E. Collateral accepted under ASC 860	\$ _____	536	
F. SPE Assets	\$ _____	537	
			\$ _____ 18,800,162 930
16. TOTAL ASSETS	\$ _____ 7,187,853,562	540	
		\$ _____ 33,637,510	740
			\$ _____ 7,221,491,072 940

Note: Stand-alone MSBSPs should only complete the Allowable and Total columns.

**FOCUS
Report
Part II**

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LIABILITIES AND OWNERSHIP EQUITY

<u>Liabilities</u>	<u>A.I. Liabilities</u>	<u>Non-A.I. Liabilities</u>	<u>Total</u>
17. Bank loans payable:			
A. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a, or the CEA . . .	\$ <u>1030</u>	\$ <u>1240</u>	\$ <u>1460</u>
B. Other	\$ <u>1040</u>	\$ <u>1250</u>	\$ <u>1470</u>
18. Securities sold under repurchase agreements,		\$ <u>1260</u>	\$ 2,649,954,433 <u>1480</u>
19. Payable to brokers/dealers and clearing organizations			
A. Failed to receive:			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ <u>1050</u>	\$ <u>1270</u>	\$ 11,263,245 <u>1490</u>
2. Other	\$ <u>1060</u>	\$ <u>1280</u>	\$ 262,700,436 <u>1500</u>
B. Securities loaned			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ <u>1070</u>		\$ <u>1510</u>
2. Other	\$ <u>1080</u>	\$ <u>1290</u>	\$ <u>1520</u>
C. Omnibus accounts			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a	\$ <u>1090</u>		\$ <u>1530</u>
2. Other	\$ <u>1095</u>	\$ <u>1300</u>	\$ <u>1540</u>
D. Clearing organizations			
1. Includible in segregation requirement under 17 CFR 240.15c3-3 and its appendices or 17 CFR 240.18a-4 and 18a-4a, or the CEA	\$ <u>1100</u>		\$ <u>1550</u>
2. Other	\$ <u>1105</u>	\$ <u>1310</u>	\$ <u>1560</u>
E. Other	\$ <u>1110</u>	\$ <u>1320</u>	\$ 142,869,028 <u>1570</u>
20. Payable to customers:			
A. Securities accounts - including free credits of \$ 4,975,092 <u>950</u>	\$ <u>1120</u>		\$ 10,657,551 <u>1580</u>
B. Commodities accounts	\$ <u>1130</u>	\$ <u>1330</u>	\$ <u>1590</u>
21. Payable to non customers:			
A. Securities accounts	\$ <u>1140</u>	\$ <u>1340</u>	\$ <u>1600</u>
B. Commodities accounts	\$ <u>1150</u>	\$ <u>1350</u>	\$ <u>1610</u>
22. Excess cash collateral received on derivative transactions	\$ <u>12025</u>	\$ <u>12026</u>	\$ <u>12027</u>
23. Trade date payable	\$ <u>12031</u>	\$ <u>12037</u>	\$ 15,783,554 <u>1562</u>
24. Total net securities, commodities, and swaps positions	\$ <u>12032</u>	\$ <u>12038</u>	\$ 3,756,209,765 <u>12044</u>
25. Accounts payable and accrued liabilities and expenses			
A. Drafts payable	\$ <u>1160</u>		\$ <u>1630</u>
B. Accounts payable	\$ <u>1170</u>		\$ 6,748,811 <u>1640</u>
C. Income taxes payable	\$ <u>1180</u>		\$ 2,497,645 <u>1650</u>
D. Deferred income taxes		\$ <u>1370</u>	\$ <u>1660</u>
E. Accrued expenses and other liabilities	\$ <u>1190</u>		\$ 10,435,409 <u>1670</u>
F. Other	\$ <u>1200</u>	\$ <u>1380</u>	\$ <u>1680</u>
G. Obligation to return securities	\$ <u>12033</u>	\$ <u>1386</u>	\$ <u>1686</u>
H. SPE Liabilities	\$ <u>12045</u>	\$ <u>1387</u>	\$ <u>1687</u>

FOCUS
Report
Part II

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26. Notes and mortgages payable

A. Unsecured	\$	_____	1210	\$	_____	1690
B. Secured	\$	_____	1211	\$	_____	1700
				\$	_____	1390

LiabilitiesA.I. LiabilitiesNon-A.I. LiabilitiesTotal

27. Liabilities subordinated to claims of

A. Cash borrowings	\$	_____	1400	\$	_____	1710
1. From outsiders	\$	_____	970			
2. Includes equity subordination (Rule 15c3-1(d) or Rule 18a-1(g))						
of	\$	_____	980			
B. Securities borrowings, at market value	\$	_____	1410	\$	_____	1720
1. From outsiders	\$	_____	990			
C. Pursuant to secured demand note collateral agreements	\$	_____	1420	\$	_____	1730
1. From outsiders	\$	_____	1000			
2. Includes equity subordination (Rule 15c3-1(d) or Rule 18a-1(g))						
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	\$	_____	1750
1440				\$	_____	1760
28. TOTAL LIABILITIES	\$	_____	1230	\$	_____	1450
				\$	6,869,119,877	1760

Ownership Equity

29. Sole proprietorship	\$	_____	1770		
30. Partnership and limited liability company – including limited partners/members	\$	352,371,195	1020		
			\$	352,371,195	1780
31. Corporation					
A. Preferred stock	\$	_____	1791		
B. Common stock	\$	_____	1792		
C. Additional paid in capital	\$	_____	1793		
D. Retained Earnings	\$	_____	1794		
E. Accumulated other comprehensive income	\$	_____	1797		
F. Total	\$	_____	1795		
G. Less capital stock in treasury	\$	(_____)	1796		
32. TOTAL OWNERSHIP EQUITY (sum of Line Items 1770, 1780, 1795, and 1796)	\$	352,371,195	1800		
33. TOTAL LIABILITIES AND OWNERSHIP EQUITY (sum of Line Items 1760 and 1800)	\$	7,221,491,072	1810		

FOCUS
Report
Part II

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Broker-Dealer MSBSP (Authorized to use models)

Computation Of Net Capital

1. Total ownership equity from Item 1800	\$		3480
2. Deduct ownership equity not allowable for net capital	\$	(3490
3. Total ownership equity qualified for net capital	\$		3500
4. Add:			
A. Liabilities subordinated to claims of creditors allowable in computation of net capital	\$		3520
B. Other (deductions) or allowable credits (list)	\$		3525
5. Total capital and allowable subordinated liabilities	\$		3530
6. Deductions and/or charges:			
A. Total nonallowable assets from Statement of Financial Condition	\$		3540
1. Additional charges for customers' and non-customers' security accounts	\$		3550
2. Additional charges for customers' and non-customers' commodity accounts	\$		3560
3. Additional charges for customers' and non-customers' security-based swap accounts	\$		12047
4. Additional charges for customers' and non-customers' swap accounts	\$		12048
B. Aged fail-to-deliver:	\$		3570
1. number of items			3450
C. Aged short security differences-less reserve of	\$		3460
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	\$		3610
G. Deductions for accounts carried under Rules 15c3-1(a)(6) and (c)(2)(x)	\$		3615
H. Total deductions and/or charges (sum of Lines 6A-6G)	\$	(3620
7. Other additions and/or allowable credits (list)	\$		3630
8. Tentative net capital	\$		3640
9. Market risk exposure – for VaR firms (sum of Lines 9E, 9F, 9G, and 9H),	\$		3677
A. Total value at risk (sum of Lines 9A1-9A5)	\$		3634
Value at risk components			
1. Fixed income VaR	\$		3636
2. Currency VaR	\$		3637
3. Commodities VaR	\$		3638
4. Equities VaR	\$		3639
5. Credit derivatives VaR	\$		3641
B. Diversification benefit	\$		3642
C. Total diversified VaR (sum of Lines 9A and 9B)	\$		3643
D. Multiplication factor	\$		3645
E. Subtotal (Line 9C multiplied by Line 9D)	\$		3655
F. Deduction for specific risk, unless included in Lines 9A-9E above	\$		3646

**FOCUS
Report
Part II**

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Broker-Dealer MSBSP (Authorized to use models)

G. Risk deduction using scenario analysis (sum of Lines 9G1-9G5)	\$		3647
1. Fixed income	\$		3648
2. Currency	\$		3649
3. Commodities	\$		3651
4. Equities	\$		3652
5. Credit derivatives	\$		3653
H. Residual marketable securities (see Rule 15c3-1(c)(2)(vi) or 18a-1(c)(1)(vii), as applicable)	\$		3665
10. Market risk exposure – for Basel 2.5 firms (sum of Lines 10E, 10H, 10I, 10J, 10K, 10L, 10M, 10N, and 10O)	\$		12776
A. Total value at risk (sum of Lines 10A1-10A5)	\$		12762
Value at risk components			
1. Fixed income VaR	\$		12758
2. Currency VaR	\$		12759
3. Commodities VaR	\$		12760
4. Equities VaR	\$		12761
5. Credit derivatives VaR	\$		12029
B. Diversification benefit	\$		12763
C. Total diversified VaR (sum of Line 10A and 10B)	\$		12030
D. Multiplication factor	\$		12764
E. Subtotal (Line 10C is multiplied by Line 10D)	\$		12765
F. Total stressed VaR (SVaR)	\$		12766
G. Multiplication factor	\$		12767
H. Subtotal (Line 10F multiplied by Line 10G)	\$		12768
I. Incremental risk charge (IRC)	\$		12769
J. Comprehensive risk measure (CRM)	\$		12770
K. Specific risk – standard specific market risk (SSMR)	\$		12771
L. Specific risk – securitization (SFA / SSFA)	\$		12772
M. Alternative method for equities under Appendix A to Rule 15c3-1 or Rule 18a-1a, as applicable	\$		12773
N. Residual positions	\$		12774
O. Other	\$		12775
11. Credit risk exposure for certain counterparties (see Appendix E to Rule 15c3-1 or Rule 18a-1(e)(2), as applicable)			
A. Counterparty exposure charge (add Lines 11A1 and 11A2)	\$		3676
1. Net replacement value default, bankruptcy	\$		12049
2. Credit equivalent amount exposure to the counterparty multiplied by the credit-risk weight of the counterparty multiplied by 8%	\$		12050
B. Concentration charge	\$		3659
1. Credit risk weight ≤ 20%	\$		3656
2. Credit risk weight >20% and ≤ 50%	\$		3657
3. Credit risk weight >50%	\$		3658
C. Portfolio concentration charge	\$		3678
12. Total credit risk exposure (add Lines 11A, 11B and 11C)	\$		3688
13. Net capital (for VaR firms, subtract Lines 9 and 12 from Line 8) (for Basel 2.5 firms, subtract Lines 10 and 12 from Line 8)	\$		3750

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Stand-Alone SBSB (Not Authorized to use models)
Broker-Dealer SBSB (Not Authorized to use models)
Broker-Dealer MSBSP (Not Authorized to use models)

Computation of Net Capital

1. Total ownership equity from Item 1800	\$	352,371,195	3480
2. Deduct ownership equity not allowable for net capital	\$(3490
3. Total ownership equity qualified for net capital	\$	352,371,195	3500
4. Add:			
A. Liabilities subordinated to claims of creditors allowable in computation of net capital	\$		3520
B. Other (deductions) or allowable credits (list)	\$		3525
5. Total capital and allowable subordinated liabilities	\$	352,371,195	3530
6. Deductions and/or charges			
A. Total nonallowable assets from Statement of Financial Condition	\$	33,637,510	3540
1. Additional charges for customers' and non-customers' security accounts	\$	13,480	3550
2. Additional charges for customers' and non-customers' commodity accounts	\$		3560
3. Additional charges for customers' and non-customers' security-based swap accounts	\$		12051
4. Additional charges for customers' and non-customers' swap accounts	\$		12052
B. Aged fail-to-deliver	\$		3570
1. number of items			3450
C. Aged short security differences-less reserve of	\$		3460
number of items			3470
D. Secured demand note deficiency	\$		3590
E. Commodity futures contracts and spot commodities - proprietary capital charges	\$	1,100,840	3600
F. Other deductions and/or charges	\$	10,436,627	3610
G. Deductions for accounts carried under Rules 15c3-1(a)(6) and (c)(2)(x)	\$		3615
H. Total deductions and/or charges	\$(45,188,457)	3620
7. Other additions and/or allowable credits (list)	\$		3630
8. Tentative net capital (net capital before haircuts)	\$	307,182,738	3640
9. Haircuts on securities other than security-based swaps			
A. Contractual securities commitments	\$	12,488,381	3660
B. Subordinated securities borrowings	\$		3670
C. Trading and investment securities	\$		
1. Bankers' acceptances, certificates of deposit, commercial paper, and money market instruments	\$	2,380,477	3680
2. U.S. and Canadian government obligations	\$	12,165,033	3690
3. State and municipal government obligations	\$	8,383,474	3700
4. Corporate obligations	\$	36,023,136	3710
5. Stocks and warrants	\$	2,064,415	3720
6. Options	\$	3,028	3730
7. Arbitrage	\$		3732
8. Risk-based haircuts computed under 17 CFR 240.15c3-1a or 17 CFR 240.18a-1a	\$		12028
9. Other securities	\$		3734
D. Undue concentration	\$		3650
E. Other (List: _____)	\$	234,444	3736
10. Haircuts on security-based swaps	\$		12053
11. Haircuts on swaps	\$	32,316,795	12054
12. Total haircuts (sum of Lines 9A-9E, 10, and 11)	\$(106,059,183)	3740
13. Net capital (Line 8 minus Line 12)	\$	201,123,555	3750

**FOCUS
Report
Part II**

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Broker-Dealer SBSD (other than OTC Derivatives Dealer)
Broker-Dealer MSBSP

Calculation of Excess Tentative Net Capital (If Applicable)

1. Tentative net capital	\$		3640
2. Minimum tentative net capital requirement	\$		12055
3. Excess tentative net capital (difference between Lines 1 and 2)	\$		12056
4. Tentative net capital in excess of 120% of minimum tentative net capital requirement reported on Line 2	\$		12057

Calculation of Minimum Net Capital Requirement

5. Ratio minimum net capital requirement			
A. 62/3% of total aggregate indebtedness (Line Item 3840)	\$		3756
B. 2% of aggregate debit items as shown in the Formula for Reserve Requirements pursuant to Rule 15c3-3	\$	234,264	3870
i. Minimum CFTC net capital requirement (if applicable)	\$	7490	
C. Percentage of risk margin amount computed under 17 CFR 240.15c3-1(a)(7)(i) or (a)(10)	\$		12058
D. For broker-dealers engaged in reverse repurchase agreements, 10% of the amounts in 17 CFR 240.15c3-1(a)(9)(i)-(iii)	\$		12059
E. Minimum ratio requirement (sum of Lines 5A, 5B, 5C, and/or 5D, as applicable)	\$	234,264	12060
6. Fixed-dollar minimum net capital requirement	\$	250,000	3880
7. Minimum net capital requirement (greater of Lines 5E and 6)	\$	250,000	3760
8. Excess net capital (Item 3750 minus Item 3760)	\$	200,873,555	3910
9. Net capital and tentative net capital in relation to early warning thresholds			
A. Net capital in excess of 120% of minimum net capital requirement reported on Line 7	\$	200,823,555	12061
B. Net capital in excess of 5% of combined aggregate debit items as shown in the Formula for Reserve Requirements pursuant to Rule 15c3-3.	\$	200,537,896	3920

Computation of Aggregate Indebtedness (If Applicable)

10. Total aggregate indebtedness liabilities from Statement of Financial Condition (Item 1230)	\$		3790
11. 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
D. Total additions (sum of Line Items 3800, 3810, and 3820)	\$		3830
12. Deduct: Adjustment based on deposits in Special Reserve Bank Accounts (see Rule 15c3-1(c)(1)(vii))	\$		3838
13. Total aggregate indebtedness (sum of Line Items 3790 and 3830)	\$		3840
14. Percentage of aggregate indebtedness to net capital (Item 3840 divided by Item 3750)	%		3850
15. Percentage of aggregate indebtedness to net capital <u>after</u> anticipated capital withdrawals (Item 3840 divided by Item 3750 less Item 4880)	%		3853

Calculation of Other Ratios

16. Percentage of net capital to aggregate debits (Item 3750 divided by Item 4470)	%	1717.07	3851
17. Percentage of net capital, <u>after</u> anticipated capital withdrawals, to aggregate debits (Item 3750 less Item 4880, divided by Item 4470)	%	1717.07	3854
18. Percentage of debt to debt-to-equity total, computed in accordance with Rule 15c3-1(d)	%	0.00	3860
19. Options deductions/net capital ratio (1000% test) total deductions exclusive of liquidating equity under Rule 15c3-1(a)(6) and (c)(2)(x) divided by net capital	%		3852