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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549ANNUAL AUDITED REPORT
FORM X-17A-5
PART III

OMB APPROVAL	
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FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 ThereunderREPORT FOR THE PERIOD BEGINNING 01/01/04 AND ENDING 12/31/04
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Investment Planning Corporation

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

2701 Cottage Way, Suite 5

(No. and Street)

Sacramento

CA

95825

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

William B. Rudd

(916) 484-7244

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Blackstock, Carley Jon

(Name - if individual, state last, first, middle name)

1435 New England Drive

Roseville

CA

95661

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
☐ Public Accountant
☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

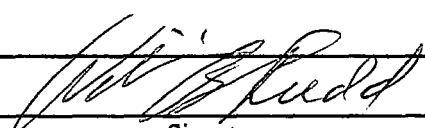
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

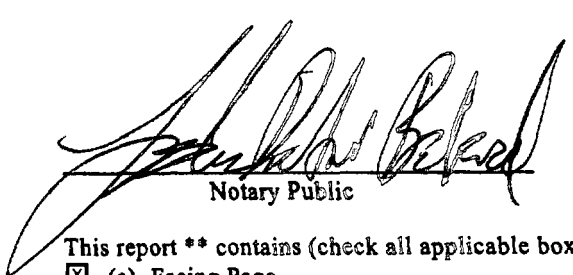
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, William B. Rudd, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Investment Planning Corporation, as of December 31, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:


Signature

President
Title


Notary Public



This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

**Investment Planning Corporation
Financial Statements**

December 31, 2004

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Carley Blackstock, Certified Public Accountant

1435 New England Drive
Roseville, CA 95661
Phone: (916) 276-1501
Email: carley@cpawork.com

Independent Auditors' Report

The Board of Directors
Investment Planning Corporation
2701 Cottage Way, Suite 5
Sacramento, CA 95824

I have audited the accompanying balance sheet of Investment Planning Corporation as of December 31, 2004, and the related statements of income and retained earnings, stockholder's equity and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

My examinations were made in accordance with auditing standards generally accepted in the United States of America and the applicable requirements of the Securities and Exchange Commission, and accordingly, include such tests of the accounting records and other auditing procedures as I considered necessary in the circumstances. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe my audits provide a reasonable basis for my opinion.

In my opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of Investment Planning Corporation as of December 31, 2004, and the results of its operations and changes in financial position for the year then ended, in conformity with accounting principles generally accepted in the United States of America.



Roseville, California
February 23, 2005

Investment Planning Corporation
BALANCE SHEET
as of December 31, 2004

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents	118,987
Investments	4,200
Commissions Receivable	922
Other Assets	<u>2,543</u>
Total current assets	126,652
 Total assets	 <u>\$ 126,652</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accrued Payroll Taxes	<u>1,283</u>
Total current liabilities	1,283

STOCKHOLDERS' EQUITY

Common stock, \$10 Par Value, Authorized 1,500 Shares, Outstanding 513 Shares	5,130
Capital in Excesss of Par	727
Retained earnings	<u>119,512</u>
Total stockholders' equity	<u>125,369</u>
 Total liabilities and stockholders' equity	 <u>\$ 126,652</u>

The accompanying notes are an integral part of this statement.

Investment Planning Corporation
STATEMENT OF INCOME & RETAINED EARNINGS
For the year ended December 31, 2004

REVENUES

Commissions	\$ 133,947
Interest	<u>2,787</u>
Total revenue	136,734

OPERATING EXPENSES

Salaries	54,347
NASD Assessment	665
General and Administration	<u>39,273</u>
	<u>94,285</u>

Earnings from operations	42,449
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Other Income (Expense)

Other Income	3,218
Unrealized Loss on Investment	<u>(4,200)</u>
	(982)

NET INCOME before tax	41,467
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Income Tax (expense)	<u>(10,819)</u>
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NET EARNINGS	\$ <u>30,648</u>
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Retained Earnings, January 01, 2004	383,839
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Cash Dividends Paid	(294,975)
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Retained Earnings December 31, 2004	\$ <u>119,512</u>
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The accompanying notes are an integral part of this statement.

Investment Planning Corporation
STATEMENT OF STOCKHOLDER'S EQUITY
Year ended December 31, 2004

Balance at beginning of year	\$ 389,696
Cash Dividends Paid	(294,975)
Net Earnings	<u>30,648</u>
Balance at end of year	\$ 125,369

The accompanying notes are an integral part of this statement.

Investment Planning Corporation
STATEMENT OF CASH FLOWS
Year ended December 31, 2004

Cash flows from operating activities:	
Net earnings (Loss)	\$ 30,648
Adjustments to reconcile net earnings to net cash used in operating activities:	
Decrease in accounts receivable	515
Increase in other assets	(1,612)
Decrease in accrued expenses	<u>(3,676)</u>
Net cash from operating activities	<u>25,875</u>
Cash flows from investing activities:	
Proceeds from sale of equipment	10,689
Unrealized Loss on Investment	<u>4,200</u>
Net cash from investing activities	<u>14,889</u>
Cash flows from financing activities:	
Cash Dividends Paid	<u>(294,975)</u>
Net cash from financing activities	<u>(294,975)</u>
Net change in cash	(254,211)
Cash at beginning of year	<u>373,198</u>
Cash at end of year	\$ 118,987
<u>Cash paid during the year for:</u>	
Income Taxes	\$ 16,330

The accompanying notes are an integral part of this statement.

Investment Planning Corporation
NOTES TO FINANCIAL STATEMENT
December 31, 2004

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Customer Funds

Investment Planning Corporation limits its activities to the sale of shares of regulated investment companies, term life insurance and annuities. The corporation handles no customer funds.

Transactions with related parties

Commissions earned and paid during the year result from efforts of the sole shareholder.

NOTE 2: INCOME TAXES

Historically there have been only insignificant variances between book income and taxable income so there is no deferred tax calculation and the estimated actual liability is used as follows:

Federal Income Tax due	\$ 6,796
State Income Tax due	<u>4,911</u>
Total	11,707
Less: Estimates paid	<u>(13,319)</u>
Total Prepaid Tax	\$ 1,612

NOTE 3: CONTINGENT LIABILITIES

The Corporation is contingently liable for rent due on leased office space. The lease renewal commenced on April 1, 2003 and ends on March 31, 2005. The following is the future minimum rental payments required:

<u>Period ended</u>	<u>Amount due</u>
12/31/05	\$2,295

Investment Planning Corporation
NOTES TO FINANCIAL STATEMENT
December 31, 2004

NOTE 4: NET CAPITAL

Regulatory provisions require Investment Planning Corporation to maintain a minimum net capital as defined in such provisions. Net capital of Investment Planning Corporation fluctuated within a narrow range last year. At December 31, 2004, computed in accordance with applicable provisions of Rule 15c 3-1 of the Securities and Exchange Act of 1934, as amended, Investment Planning Corporation had a Net Capital requirement of \$5,000. Net Capital of Investment Planning Corporation at December 31, 2004 as computed below was actually \$115,397. Investment Planning had no liabilities as of December 31, 2004 other than ordinary expense accruals.

Computation of Net Capital December 31, 2004

Total stockholder's equity	\$125,369
Adjustments:	
Non-allowable assets	(3,465)
Net Capital	<u>\$121,904</u>

Reconciliation of Net Capital to computation on page 10 of the form X-17A-5.

Net Capital Per Form X-17A-5 before Haircuts	\$121,904
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Computation of Net Capital	
Total Ownership Equity	\$125,369
Adjustments	
Non-allowable Assets	(3,465)
Haircuts on Securities	(6,507)
Revised Net Capital	<u>\$115,397</u>

SUPPLEMENTARY REPORT ON INTERNAL CONTROL

Investment Planning Corporation
2701 Cottage Way Ste 5
Sacramento CA 95825

I have examined the financial statements of Investment Planning Corporation for the year ended December 31, 2004. As part of my examination, I made a study and evaluation of the internal control accounting system to the extent I considered necessary to evaluate the system as required by generally accepted auditing standards and Rule 17A-5 of the Security and Exchange Commission. The scope of the review and tests should be sufficient to provide reasonable assurance that any material weakness existing at the date of my examination would be disclosed. Under these standards, the purposes of such evaluations are to establish a basis of reliance thereon in determining the nature, timing and extent of other auditing procedures that are necessary for expressing an opinion on the financial statements and to provide a basis of reporting material weaknesses in internal control.

There are inherent limitations that should be recognized in considering the potential effectiveness of any system of internal accounting control. In the performance of most control procedures, errors can result from misunderstanding of instructions, mistakes in judgement, carelessness, or other personal factors. Control procedures whose effectiveness depends on segregation of duties can be circumvented intentionally by management with respect to the estimates and judgements required in the preparation of the financial statements. Further, projections of any evaluation of internal accounting control to future periods is subject to the risk that the procedures may become inadequate because of changes in conditions and that the degree of compliance with such procedures may deteriorate.

Investment Planning Corporation is not engaged in a general securities business. The registrant limits its activities to the sale of shares of regulated investment companies, life insurance and annuities. In consummating these sales, the customers make their checks payable to the distributors or custodian of the fund or insurance company. Annuities, when received by the registrant are immediately delivered to the consumers in person or by mail. In mutual fund plan

Investment Planning Corporation

February 23, 2005

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accounts, the distributor or custodian holds the shares and accounts directly to the customer on a periodic basis.

My study and evaluation of the system of internal accounting control for the year ended December 31, 2004, which was made for the purposes set forth above, and would not necessarily disclose all weaknesses in the system which may have existed during the period under review, disclosed no weaknesses that I believe to be material for the size of the operation.

THE COMMISSIONER OF CORPORATIONS OF
THE STATE OF CALIFORNIA

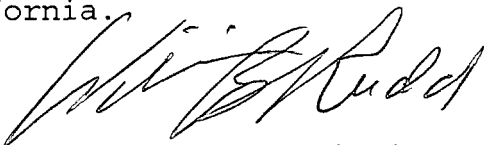
VERIFICATION FORM PURSUANT TO

RULES 260.241.2(b) AND 350.535.1(b)

(Executed Within the State of California)

I, William B. Rudd, certify under penalty of perjury,
that I have read the foregoing and annexed financial report
and supporting schedules and know the contents thereof;
that the same are true and correct to the best of my
knowledge and belief; and that neither the licensee nor
any partner, officer, or director thereof have any
proprietary interest in any account classified solely as
that of a customer.

Executed this 23rd day of February, 2005 at Sacramento,
California.



(Signature of person signing report)

President

(Title of person signing report)

Investment Planning Corporation
(Name of Licensee)

272-7721-9
(File Number)