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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER  
8-37597

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT 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: Laguna Financial Corporation

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

650 N. First Street

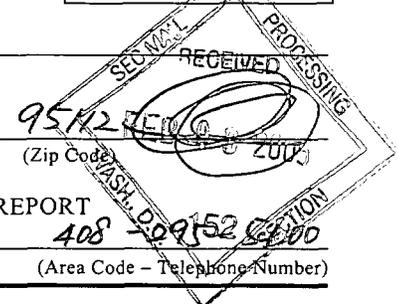
(No. and Street)

San Jose, CA

(City)

(State)

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FIRM I.D. NO.



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

Alex Alonzo

408-29952800  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Yun Ye

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

161 Stevie Court

(Address)

Fremont

(City)

CA

(State)

94539

(Zip Code)

CHECK ONE:

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

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PROCESSED

APR 04 2005

THOMSON  
FINANCIAL

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\*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)

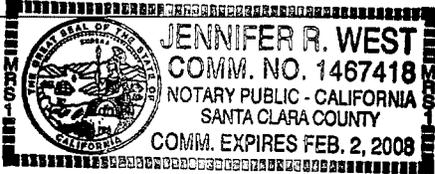
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Handwritten initials/signature

OATH OR AFFIRMATION

I, Yun Ye, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Laguna Financial 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]  
Signature  
CPA  
Title

[Signature]  
Notary Public

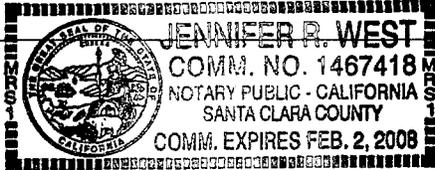
This report \*\* contains (check all applicable boxes):

- (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).

OATH OR AFFIRMATION

I, Alex Alonzo, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Laguna Financial 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:



*[Handwritten Signature]*

Signature

*President*

Title

*Jennifer R West*  
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).

LAGUNA FINANCIAL CORPORATION

AUDITED  
FINANCIAL STATEMENTS  
For the Year Ended December 31, 2004

**LAGUNA FINANCIAL CORPORATION**

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**Yun Ye, CPA**  
Fremont, California

Accountant's Audit Report

Board of Directors  
Laguna Financial Corporation  
650 North First Street  
San Jose, CA 95112

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

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above, present fairly in all material respects, the financial position of Laguna Financial Corporation as of December 31, 2004 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

My audit was made for the purpose of forming an opinion of the basic financial statements taken as a whole. The supplemental schedules and reports on pages 8 through 12 are presented for purposed of additional analysis and are not a required part of the basic financial statements, and in my opinion, is fairly stated in all material respects in relation to the basic financial statement taken as a whole.



February 25, 2005

**LAGUNA FINANCIAL CORPORATION**  
**Balance Sheet**  
**For the year ended December 31, 2004**

Assets	
Current Assets	
Cash	\$ (1,547)
Accounts Receivable	27,498
Loan Receivable	-
Total Current Assets	<u>25,950</u>
Securities Owned	
Marketable, at market value	328,608
Not readily marketable, at estimated fair value	3,300
Total investment in Securities	<u>331,908</u>
Property & Equipment: (Note 1)	
Equipment & Vehicle	15,274
Less Accumulated Depreciation value	<u>(15,274)</u>
Net property & Equipment	-
Deposit	300
Total Assets	<u>\$ 358,158</u>
Liabilities & Stockholders Equity	
Current Liabilities	
Accounts Payable	\$ -
Margin Account	101,729
Income Tax Payable	-
Other payable	112
Pension payable	10,711
Total Current Liabilities	<u>112,552</u>
Long-term Liabilities	
Total Long-term Liabilities	<u>-</u>
Total Liabilities	112,552
Stockholders Equity	
Common Stock, no par value, 1,000 shares authorized 200 shares issued & outstanding	42,000
Retained Earnings	<u>203,606</u>
Total Stockholders Equity	245,606
Total Liabilities and Stockholders Equity	<u>\$ 358,158</u>

See accompanying auditor's report and notes to financial statements

**LAGUNA FINANCIAL CORPORATION**  
**Statement of Income**  
**For the year ended December 31, 2004**

Revenue		
Commissions	\$	103,337
Dividend Income		12,823
Interest Income		0
Realized gain (loss) sale of investments		(18,749)
Unrealized holding gain (loss) on inv.		<u>85,576</u>
 Total Revenue		 182,987
 Operating Expenses:		
Administrative	\$	3,000
Bank Charges		10
Client cost		20
Dues & subscriptions		992
Filing Fees		25
Interest		5,005
Legal & professional		1,200
Library		453
License		246
Profit Sharing		10,711
Rent		6,000
Salary		84,100
Taxes/payroll		6,602
Telephone/Utilities		<u>1,127</u>
 Total Operating Expense		 119,491
 Net Income (loss) before Income Taxes		
 Income Taxes (Note 5)		
Taxes- Federal		-
Taxes- State		<u>800</u>
Total Income Taxes		800
 Net Income	\$	<u><u>62,696</u></u>

See accompanying auditor's report and notes to financial statements

**LAGUNA FINANCIAL CORPORATION**  
**Statement of Changes in Stockholders' Equity**  
**For the year ended December 31, 2004**

Balance December 31, 2002	\$ 182,910
Net Income (Loss) for the year	<u>62,696</u>
Balance December 31, 2003	<u><u>\$ 245,606</u></u>

See accompanying auditor's report and notes to financial statements

**LAGUNA FINANCIAL CORPORATION**  
**Statement of Cash Flows**  
**For the year ended December 31, 2004**

Cash flows from operating activities:	
Net Income (Loss)	62,696
Adjustments to reconcile net income to net cash provide by operating activities	
Depreciation	
Loss on sale of investments	18,749
Unrealized gain on investment	(85,576)
(Increase)Decrease in:	
Accounts Payable	-
Accounts Receivable	(6,553)
Loan Receivable	-
Prepaid Expense	(13,420)
Other Payable	10,721
Income Tax Payable	-
	<hr/>
Total Adjustment	(76,079)
Net Cash Provided by Operating	(13,382)
Cash flows from investing activities:	
Purchase of marketable securities	(154,435)
Proceeds from sale of marketable securities	62,718
Reduced (Increased) Margin Account	101,557
Capital expenditures	-
Net cash provided by (used in) investing activities	<hr/> 9,840
Cash flow from financing activities:	
Long term borrowing	-
Net cash provided by financing activities	<hr/> -
Net change in cash and equivalents	(3,542)
Net cash and equivalents, beginning 12/31/2003	1,995
Net cash and equivalents, ending 12/31/2004	<hr/> <hr/> <u>(1,547)</u>

Supplemental disclosure of Cash Flow information

Cash paid during the year for	
Income taxes	800
Interest	5,005

See accompanying auditor's report and notes to financial statements

## LAGUNA FINANCIAL CORPORATION

### NOTES TO FINANCIAL STATEMENTS

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#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization – the company was incorporated on March 6, 1987, pursuant to the laws of California to engage principally in the business of Securities Dealer/Broker.

Accounting Method – Income and expenses are reported on the accrual basis, which means that income is recognized as it is earned and expenses are recognized as they are incurred.

Property and Equipment – Property and equipment are stated at cost. The company depreciates its property and equipment using the straight line method base on the estimated useful lives of the assets.

Investment in Marketable Securities – Marketable securities are valued at market value and securities not readily marketable are valued at fair value as determined by the board of directors. The resulting difference between cost and market (or fair value) is included in income.

Aggregate Cost	Aggregate Market Value	Difference
\$246,331	\$331,907	\$85,576

#### 2. PENSION AND PROFIT SHARING PLAN

The Company's Pension Plan was terminated. Under the remaining Profit Sharing Plan, the firm is permitted to contribute a maximum of 25% of the compensation of each active participant. The contributions to the Profit Sharing Plan are discretionary.

#### 3. CAPITAL REQUIREMENTS

The company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital. For the year ended December 31, 2004, the minimum net capital requirement of the Company was \$50,000. At December 31, 2004, the company had net capital of \$151,013

## LAGUNA FINANCIAL CORPORATION

### NOTES TO FINANCIAL STATEMENTS

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#### 4. RELATED PARTY TRANSACTIONS

The company's accounting books and records and income tax returns are maintained and prepared by Alex Alonzo Accountancy Corporation (AAAC), which is 100% owned by the sole shareholder of Laguna Financial Corporation. The company pays AAAC \$750 per month for administrative and facility expense.

#### 5. INCOME TAXES

The company has made S Corporation election effective at year ended 12/31/2001. In general, S Corporation does not pay any federal income tax. Shareholders of the S Corp. must report their shares of corporation income and deductions on their own tax returns. The income tax provision consists of the following

Current tax provision:	
State Income Tax	\$ 800

#### 6. SEC RULE 15-C-3-3 EXEMPTION

The company is exempt from SEC Rule 15C-3-3 by virtue of the fact that pursuant to Section 15C-3-3(K0-2ii), the firm holds no customer securities or customer funds.

## SUPPLEMENTAL SCHEDULES AND REPORTS

February 25, 2005

U.S. Securities and Exchange Commission  
Washington D. C. 20549

Gentlemen:

I, Yun Ye, affirm that, to the best of my knowledge and belief, the balance sheet of Laguna Financial Corporation, as of December 31, 2004, and the related statements of income, retained earnings, and statement of cash flow for the period January 1, 2004 to December 31, 2004, in conformity with generally accepted accounting principles.

My examination was made in accordance with generally accepted auditing standards, and accordingly, included such tests of the accounting records and such other auditing procedures as I considered necessary in the circumstances.

I further affirm that neither the company nor any employee has a financial interest in Laguna Financial Corporation as of December 31, 2004.



Yun Ye  
Certified Public Accountant

2/25/05  
Date

**LAGUNA FINANCIAL CORPORATION**  
**Computation of Net Capital Under Rule 15c3-1**  
**of the Securities and Exchange Commission**  
**For the year ended December 31, 2004**

Net Capital	
Total Stockholder's Equity	\$ 245,606
Deduct Stockholders' Equity not allowable	-
Total Stockholder's Equity Qualified for Net Capital	245,606
Add	
A. Liabilities subordinate to claims of general creditors allowable in computation of net capital	
B. Other (deductions) of allowable credits -	
Total capital and Allowable Subordinated Liabilities	245,606
Deductions and/or Charges	
A. Non-allowable assets	
Security not readily marketable	(3,300)
Exchange membership	
Furniture, equipment and leasehold imp.	
Other assets	(17,367)
	224,939
B. Secured demand note deficiency	
C. Commodity futures contracts and spot commodities - proprietary capital charges	
D. Other deductions and/or charges	
Net Capital before Haircuts on Securities Positions	224,939
Haircut on securities	
(computed, where applicable, pursuant to rule 15c3-1(f))	
A. Contractual securities commitments	
B. Deficit in securities collateralizing secured demand notes	
C. Trading and investment securities	
1 Exempt securities	
2 Debt securities	
3 Options	
4 Other securities	(49,291)
D. Undue concentrations	(24,635)
E. Other	
Net Capital	151,013

See accompanying auditor's report and notes to financial statements

**LAGUNA FINANCIAL CORPORATION**  
**Reconciliation of Net Capital Per Audit to Net Capital Per Focus**  
**For the year ended December 31, 2004**

	<u>Per Audit</u>	<u>Per Focus</u>	<u>Difference</u>
Net Capital			
Total Stockholder's Equity	\$ 245,606	\$ 245,606	\$ 0
Deduct Stockholders' Equity not allowable	-	-	-
Total Stockholder's Equity Qualified for Net Capital	<u>245,606</u>	<u>245,606</u>	<u>0</u>
Add			
A. Liabilities subordinate to claims of general creditors allowable in computation of net capital			
B. Other (deductions) of allowable credits - Total capital and Allowable Subordinated Liabilities	245,606	245,606	0
Deductions and/or Charges			
A. Non-allowable assets			
Security not readily marketable	(3,300)	(3,300)	-
Exchange membership			
Furniture, equipment and leasehold imp.	-	-	-
Other assets	<u>(17,367)</u>	<u>(17,367)</u>	<u>-</u>
	224,939	224,939	0
B. Secured demand note deficiency			
C. Commodity futures contracts and spot commodities - proprietary capital charges			
D. Other deductions and/or charges			
Net Capital before Haircuts on Securities Positions	224,939	224,939	0
Haircut on securities (computed, where applicable, pursuant to rule 15c3-1(f))			
A. Contractual securities commitments			
B. Deficit in securities collateralizing secured demand notes			
C. Trading and investment securities			
1 Exempt securities			
2 Debt securities			
3 Options			-
4 Other securities	(49,291)	(49,291)	
D. Undue concentrations	(24,635)	(24,635)	-
E. Other			
Net Capital	<u><u>151,013</u></u>	<u><u>151,013</u></u>	<u><u>0</u></u>

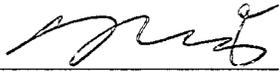
See accompanying auditor's report and notes to financial statements

February 25, 2005

U.S. Securities and Exchange Commission  
Washington D. C. 20549

Gentlemen:

I, Yun Ye, affirm that, to the best of my knowledge and belief, no material inadequacies were found to exist in regard to the Laguna Financial Corporation Financial Statements, for the year ended December 31, 2004 is accurate.



Yun Ye  
Certified Public Accountant

2/25/05

Date