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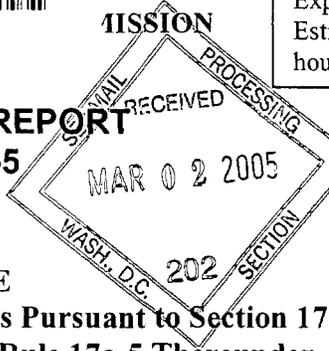
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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**



SEC FILE NUMBER

8-66495

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 January 12, 2004 ENDING December 31, 2004

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER:

Reigns Capital, Ltd.

OFFICIAL USE ONLY

FIRM ID. NO.

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

40 East 52nd Street 12th Floor

New York

(City)

(No. and Street)

New York

(State)

10022

(Zip Code)

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

Richard Panero

212-339-4244

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Lilling & Company LLP

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

10 Cutter Mill Road

Great Neck

NY

11021

(Address)

(City)

(State)

(Zip Code)

CHECK ONE

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

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FINANCIAL

* 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 exemption. See section 240,17a-5(e)(2).

Sec 1410 (06-02)

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OATH OR AFFIRMATION

I, Richard Panero swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of

Reigns Capital, Ltd., 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:

Richard Panero

Signature

Exec. V.P.

Title

George M. Leing
Notary Public

GEORGE M. LEING
Notary Public, State of New York
No. 31-4926622
Qualified in New York County
Commission Expires March 30, 2006
21

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

- (a) Facing Page
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss)
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's 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 15c3-1 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.
- (o) A report on internal control.

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

REIGNS CAPITAL, LTD.

***REPORT ON AUDIT OF FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION***

REPORT ON INTERNAL CONTROL

DECEMBER 31, 2004

Lilling & Company LLP

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders
Reigns Capital, Ltd.
New York, New York

We have audited the accompanying statement of financial condition of Reigns Capital, Ltd. as of December 31, 2004 and the related statements of operations, changes in stockholder's equity and cash flows for the period from January 12, 2004 (inception) to December 31, 2004 that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we 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. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Reigns Capital, Ltd. as of December 31, 2004 and the results of its operations and its cash flows for the initial period then ended in conformity with accounting principles generally accepted in the United States.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules 1 and 2 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



CERTIFIED PUBLIC ACCOUNTANTS

February 15, 2005

REIGNS CAPITAL, LTD.

STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2004

ASSETS

Cash	\$ 117,661
Accounts receivable	412,332
Other assets	<u>492</u>
	<u>\$ 530,485</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Liabilities

Accrued expenses	\$ 75,166
Deferred income taxes payable	166,000
Income taxes payable-current	<u>12,836</u>
	<u>254,002</u>

Stockholder's equity

Common stock, no par value; 200 shares authorized; 10 shares issued and outstanding	5,000
Paid-in capital	45,000
Retained earnings	<u>226,483</u>
	<u>276,483</u>
	<u>\$ 530,485</u>

See notes to financial statements

REIGNS CAPITAL, LTD.

**STATEMENT OF OPERATIONS
FOR THE PERIOD FROM JANUARY 12, 2004 (INCEPTION)
TO DECEMBER 31, 2004**

REVENUES

Consulting income	\$ 2,028,160
Interest income	1,821
	<hr/>
	2,029,981

EXPENSES

Salaries and payroll costs	1,446,693
Pension expense	76,666
Professional fees	41,358
Operating expenses	44,989
	<hr/>
	1,609,706

INCOME BEFORE TAXES 420,275

INCOME TAXES

193,792

NET INCOME

\$ 226,483

See notes to financial statements

REIGNS CAPITAL, LTD.

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM JANUARY 12, 2004 (INCEPTION)
TO DECEMBER 31, 2004

<i>Cash flows from operating activities</i>	
Net income	\$ 226,483
Adjustments to reconcile net income to net cash provided by operating activities:	
Deferred income taxes	166,000
(Increase) decrease in assets:	
Accounts receivable	(412,332)
Other assets	(492)
Increase (decrease) in liabilities:	
Accrued expenses	75,166
Income taxes payable-current	12,836
Total adjustments	<u>(158,822)</u>
<i>Net cash provided by operating activities</i>	<u>67,661</u>
<i>Cash flows from financing activities</i>	
Capital contribution	45,000
Issuance of common stock	5,000
<i>Net cash provided by financing activities</i>	<u>50,000</u>
NET INCREASE IN CASH	117,661
CASH - BEGINNING	<u>-</u>
CASH - END	<u><u>\$ 117,661</u></u>
Supplemental disclosures of cash flow information:	
Cash paid during the year for:	
Income taxes	\$ 15,000
Interest	<u><u>\$ -</u></u>

See notes to financial statements

REIGNS CAPITAL, LTD.

*STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
FOR THE PERIOD FROM JANUARY 12, 2004 (INCEPTION)
TO DECEMBER 31, 2004*

	<u>COMMON STOCK</u>	<u>PAID-IN CAPITAL</u>	<u>RETAINED EARNINGS</u>	<u>TOTAL</u>
<i>Balance - beginning</i>	\$ -	\$ -	\$ -	\$ -
Capital contributions	-	45,000	-	45,000
Issuance of common stock	5,000	-	-	5,000
Net income	<u>-</u>	<u>-</u>	<u>226,483</u>	<u>226,483</u>
<i>Balance - end</i>	<u>\$ 5,000</u>	<u>\$ 45,000</u>	<u>\$ 226,483</u>	<u>\$ 276,483</u>

See notes to financial statements

1. **SIGNIFICANT ACCOUNTING POLICIES**

Organization

Reigns Capital, Ltd. (the Company) is organized to be active in various aspects of the securities industry and is registered to be a broker-dealer with the National Association of Securities Dealers and the Securities and Exchange Commission. The Company is a non-clearing broker and does not handle any customer funds or securities. There were no liabilities subordinated to claims of general creditors during the year ended December 31, 2004.

The Company was incorporated and began operations on January 12, 2004. The Company became a registered broker dealer in October 2004.

The Company primarily receives revenue from consulting fees. Approximately 75% of its revenue is derived from two clients.

Income Taxes

The Company accounts for deferred income taxes using the liability method. The liability method requires the determination of deferred tax assets and liabilities based on the differences between the financial statements and income tax bases of assets and liabilities, using enacted tax rates and laws currently in effect. Additionally, net deferred tax assets are adjusted by a valuation allowance, if, based on the weight of available evidence, it is uncertain that some portion or all of the net deferred tax assets will not be realized.

Revenue Recognition

Consulting fees, capital gains and interest income are recorded on the accrual basis of accounting.

Use of Estimates in the Preparation of Financial Statements

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenue and expenses. Actual results could vary from the estimates that management uses.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2004

2. INCOME TAXES

Deferred income taxes are recognized for temporary differences between the basis of assets and liabilities for financial statement and income tax purposes. The differences relate primarily to cash basis reporting for income tax purposes and accounts receivable which is not recognized for income tax purposes. Income tax expense consists of the following:

Deferred income taxes	\$166,000
Current income taxes	<u>27,792</u>
	<u>\$193,792</u>

3. NET CAPITAL REQUIREMENT

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 and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1.) At December 31, 2004, the Company had net capital of \$27,704 which was \$21,837 in excess of its required net capital of \$5,867. The Company had a percentage of aggregate indebtedness to net capital of 318% as of December 31, 2004

4. PROFIT SHARING PLAN

The Company maintains a profit sharing plan covering its eligible employees. The Company may make discretionary contributions to the plan not to exceed statutory limitations. Voluntary employee contributions are not permitted. Contributions to the plan were approximately \$75,000 for the year ended December 31, 2004.

*Supplementary Information
Pursuant to Rule 17a-5 of the
Securities Exchange Act of 1934*

As of December 31, 2004

**COMPUTATION OF NET CAPITAL UNDER RULE 15c-3-1
OF THE SECURITIES AND EXCHANGE COMMISSION**

DECEMBER 31, 2004

NET CAPITAL

Stockholder's equity	\$ 276,483
Add: Allowable credits-deferred income taxes payable	<u>166,000</u>
Total capital	442,483
Less: Nonallowable assets	<u>412,824</u>
Net capital before haircuts on securities positions	29,659
Haircuts and undue concentration	<u>1,955</u>

NET CAPITAL \$ 27,704

AGGREGATE INDEBTEDNESS 88,002

**MINIMUM NET CAPITAL REQUIRED (6 2/3% OF AGGREGATE
INDEBTEDNESS)** 5,867

EXCESS OF NET CAPITAL OVER MINIMUM REQUIREMENTS \$ 21,837

**PERCENTAGE OF AGGREGATE INDEBTEDNESS
TO NET CAPITAL** 318%

Note:

Reconciliation with Company's computation (included in Part II of Form X-17A-5 as of December 31, 2004)

Net capital, as reported in Company's Part II (unaudited) FOCUS report	\$ 21,125
Net audit adjustments	<u>6,579</u>
Net Capital per above	<u><u>\$ 27,704</u></u>

See independent auditors' report

**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKERS AND DEALERS PURSUANT TO RULE 15c3-3
DECEMBER 31, 2004**

The Company is exempt from the provisions of Rule 15c3-3 under the Securities Exchange Act of 1934, in that the Company's activities are limited to those set forth in the conditions for exemption appearing in paragraph (k)(2)(ii) of the Rule.

See independent auditors' report

Lilling & Company LLP

Certified Public Accountants

***INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED
BY SEC RULE 17a-5 FOR A BROKER-DEALER CLAIMING AN EXEMPTION
FROM SEC RULE 15c3-3***

Board of Directors and Stockholders
Reigns Capital, Ltd.
New York, New York

In planning and performing our audit of the financial statements and supplemental schedules of Reigns Capital, Ltd. (the Company), the period from January 12, 2004 (inception) to December 31, 2004 we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted the following matter involving the internal control environment that we consider to be a material weakness as defined above. This condition was considered in determining the nature, timing and extent of the procedures to be performed in our audit of the financial statements of Reigns Capital, Ltd. for the year ended December 31, 2004, and this report does not affect our report thereon dated February, 15, 2005.

The size of the business and resultant limited number of employees imposes practical limitations on the effectiveness of those internal control structure procedures that depend on the segregation of duties. Since this condition is inherent in the size of the Company, the specific weaknesses are not described herein and no corrective action has been taken or proposed by the Company.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2004, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the NASD, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers is not intended to be and should not be used by anyone other than these specified parties.


CERTIFIED PUBLIC ACCOUNTANTS

February, 15, 2005