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SECURITIES AND EXCHANGE COMMISSION
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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-40712

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 07/01/04 AND ENDING 06/30/05
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: PACIFIC FINANCIAL ASSOCIATES, INC.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

30240 RANCHO VIEJO ROAD SUITE A

(No. and Street)

SAN JUAN CAPISTRANO

CA

92675

(City)

(State)

(Zip Code)

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

CHARLES MANN

949 493 5900

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

MARLENE MCGWINIS

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

17341 IRVINE BLVD TOSTIN

(Address)

(City)

CA

(State)

92780-3010

(Zip Code)

CHECK ONE:

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

PROCESSED

SEP 14 2005

THOMSON
FINANCIAL

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)

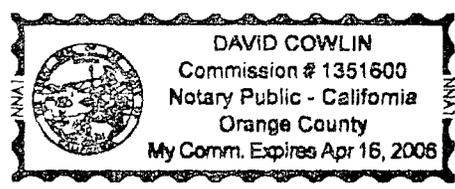
CA 9/13

OATH OR AFFIRMATION

I, CHARLES MANN, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of PACIFIC FINANCIAL ASSOCIATES INC, as of JUNE 30, 2005, 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
President
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).

PACIFIC FINANCIAL ASSOCIATES, INC.

Financial Report

June 30, 2005

CONTENTS

	Page
REPORT OF CERTIFIED PUBLIC ACCOUNTANTS ON THE FINANCIAL STATEMENTS	1
FINANCIAL STATEMENTS	
Balance Sheet	2-3
Statement of Income	4
Statement of Retained Earnings	5
Statement of Changes in Liabilities Subordinated to Claims of Creditors	6
Statement of Cash Flows	7
Notes to Financial Statements	8-11
REPORT OF CERTIFIED PUBLIC ACCOUNTANTS ON THE SUPPLEMENTARY INFORMATION	12
SUPPLEMENTARY INFORMATION	
Statement of Income Detail	
Income	13
Cost of Income	13
Operating Expenses	14
General and Administrative Expenses	14
Computation of Net Capital	15-16
Computation for Determination of Reserve Requirements	17
Information Relating to the Possession or Control Requirements	18
REPORT ON INTERNAL CONTROL STRUCTURE REQUIRED BY SEC RULE 17a-5	19-20

To the Stockholders
Pacific Financial Associates, Inc.
San Juan Capistrano, California

We have audited the accompanying balance sheet of Pacific Financial Associates, Inc.(a California corporation) as of June 30, 2005 and the related statements of income, retained earning, changes in liabilities subordinated to claims of creditors and cash flows for the year then ended. 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 generally accepted auditing standards. 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 presents fairly, in all material respects, the financial position of Pacific Financial Associates, Inc.(a California corporation) as of June 30, 2005 and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Mallory & McGinnis

Mallory & McGinnis

August 12, 2005

PACIFIC FINANCIAL ASSOCIATES, INC.
Balance Sheet
June 30, 2005

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents (Note 1)	\$ 27,139
Commissions Receivable	<u>2,204</u>

Total Current Assets	<u>29,343</u>
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PROPERTY AND EQUIPMENT (Note 1)

Auto	44,192
Equipment	75,229
Furniture and Fixtures	15,078
Leasehold Improvements	<u>40,000</u>
Total Cost	174,499

Less Accumulated Depreciation	<u>(133,162)</u>
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Property and Equipment, Net	<u>41,337</u>
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OTHER ASSETS:

Investments	<u>3,300</u>
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TOTAL ASSETS	<u><u>\$ 73,980</u></u>
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The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Balance Sheet
June 30, 2005

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES:	
Accounts Payable	\$ 278
Commissions Payable	<u>1,984</u>
Total Current Liabilities	<u>2,262</u>
LONG TERM LIABILITIES:	
Note Payable – Stockholder (Subordinated)(Note 3)	<u>30,000</u>
STOCKHOLDER'S EQUITY:	
Common Stock, no par value, authorized 100,000 shares; issued and outstanding 51,000 shares	2,000
Retained Earnings	<u>39,718</u>
Total Stockholder's Equity	<u>41,718</u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>\$ 73,980</u>

The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Statement of Income
Year Ended June 30, 2005

Income	\$ 606,321
Cost of Income	<u>212,400</u>
Gross Profit	393,921
Operating, General and Administrative Expenses	<u>385,345</u>
Operating Income	<u>8,576</u>
Other Income (Expense)	
Dividend Income	406
Interest Income	1,038
Interest Expense	<u>(3,434)</u>
Total Other Income (Expense)	<u>(1,990)</u>
Income before Provision for Income Taxes	6,586
Income Taxes (Note 2)	<u>800</u>
Net Income	<u><u>\$ 5,786</u></u>

The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Statement of Retained Earnings
Year Ended June 30, 2005

RETAINED EARNINGS	
Balance, beginning	\$ 33,932
Net Income	<u>5,786</u>
Balance, ending	<u>\$ 39,718</u>

The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Statement of Changes in Liabilities
Subordinated to Claims of Creditors
Year Ended June 30, 2005

Note Payable-Stockholder (Subordinated)	
Balance, beginning	\$ 30,000
Additions	0
Deletions	<u>0</u>
Balance, ending	<u>\$ 30,000</u>

The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Statement of Cash Flows
Year Ended June 30, 2005

CASH FLOWS FROM OPERATING ACTIVITIES	
Net Income	\$ 5,786
Adjustments to reconcile net income to net cash provided by (used in) operating activities	
Depreciation	9,651
Change in assets and liabilities:	
Increase in commissions receivable	(105)
Decrease in accounts payable	(416)
Increase in commissions payable	95
Decrease in interest payable	<u>(3,000)</u>
Net cash provided by operating activities	<u>12,011</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of equipment	<u>(5,356)</u>
Net increase in cash	6,655
Cash at beginning of year	<u>20,484</u>
Cash at end of year	<u>\$ 27,139</u>
Supplemental Disclosures of Cash Flows	
Cash payments for interest	<u>\$ 6,000</u>
Cash payments for income taxes	<u>\$ 800</u>

The notes to Financial Statements are an
integral part of these statements

PACIFIC FINANCIAL ASSOCIATES, INC.
Notes to Financial Statements
June 30, 2005

Note 1: **Summary of Significant Accounting Policies**

Organization

The Company was incorporated on September 24, 1984 pursuant to the laws of California to engage in the practice of investment consulting.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting. For income tax reporting purposes, the Company uses the cash basis method of accounting, where-by income is recognized when received and expenses are recognized when paid.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers investment money market accounts available on demand to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost. Depreciation is determined using the methods prescribed by the Internal Revenue Code, which prescribes rates and periods for various categories of assets. Use of these methods approximates amounts determined by generally accepted accounting principles.

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred.

When the property is disposed of the related costs and accumulated depreciation are removed from their respective accounts and profit or loss is recognized currently.

Off- Balance Sheet Risk

The Company maintains a bank account at a financial institution with a balance exceeding \$100,000.00, the statutory limit of federal depository insurance. Should this financial institution fail, the Company could possibly incur a material loss.

PACIFIC FINANCIAL ASSOCIATES, INC.
Notes to Financial Statements
June 30, 2005

Note 2. **Income Taxes**

Income Taxes consists of the following amount:

State \$ 800

For federal tax purposes the Company has a net operating loss carryforward of \$5,854 to offset future taxable income.

No deferred tax entry has been made for permanent or temporary differences that exist due to the immateriality of such amounts.

Note 3. **Note payable - Stockholder**

Interest at 10%, per annum principal due February 28, 2010.

The entire \$30,000 has been designated as a subordinated loan per National Association of Security Dealers, Inc. guidelines.

\$ 30,000

PACIFIC FINANCIAL ASSOCIATES, INC.
Notes to Financial Statements
June 30, 2005

Note 4. **Operating Leases**

The Company has entered into a non-cancelable triple net agreement to lease its office space from a company owned by the sole stockholder of Pacific Financial Associates, Inc. The Lease expires on February 28, 2009. The total minimum net rental commitments at June 30, 2005 under the lease are as follows:

Year Ended <u>June 30</u>	<u>Minimum Amounts</u>
2006	\$ 84,000
2007	84,000
2008	84,000
2009	<u>56,000</u>
Total minimum payments required	<u>\$ 308,000</u>

Rental expense was \$84,000 for 2005

Note 5. **Salary Deferral Plan**

The Company has a salary deferral plan for the benefit of its employees. Matching contributions to the Plan are made at the discretion of the Company's Board of Directors. The matching contribution for the year ended June 30, 2005 was \$6,000.

PACIFIC FINANCIAL ASSOCIATES, INC.
Notes to Financial Statements
June 30, 2005

Note 6. **Net Capital Requirements**

Under Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a ratio of aggregate indebtedness to net capital, as defined, not exceeding 15 to 1.

The Company's ratio at June 30, 2005 was .08 to 1.00. The basic concept of the rule is liquidity. Its object being to require a broker/dealer to have at all times sufficient liquid assets to cover its current indebtedness. At June 30, 2005 the Company had net capital of \$27,075, which was \$22,075 in excess of the amount required.

Note 7. **Reserve Requirements for Brokers and Dealers**

The Company is exempt from provisions of Rule 15c3-3 (per paragraph k (2) (ii) of such rule) under the Securities Exchange Act of 1934 as an introducing broker or dealer transacting security transactions on a fully disclosed basis. The Company does not maintain physical custody of customer funds or securities. Because of such exemption, the Company is not required to prepare a determination of Reserve Requirements for Brokers and Dealers.

Note 8. **Related Party Transactions**

The Company provided management services to Pacific Financial Associates, Inc., A Nevada corporation, which is owned 100% by the stockholder of Pacific Financial Associates, Inc., A California corporation. During the year ended June 30, 2005 the Company received management fee income of \$83,272.

Note 9. **Contingent Liability**

During the year ended June 30, 2005 the Company became a defendant for an arbitration hearing. This is a NASD arbitration case. It is not possible to determine the outcome of the case at this time. The hearing is scheduled for February 2006

To the Stockholders
Pacific Financial Associates, Inc.
San Juan Capistrano, California

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The statement of income detail, computation of net capital, computation for determination of reserve requirements, and information relating to the possession or control requirements as shown on pages 13 to 18 are presented for purposes of additional analysis and is not a required part of the basic financial statements. 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.

MALLORY & MCGINNIS

August 12, 2005

STATEMENT OF INCOME DETAIL
Year Ended June 30, 2005

INCOME:

Annuities	\$ 195,717
Mutual Funds	311,700
Insurance	7,215
A.P.S.C. Securities	122
Commissions Receivable	2,204
Management Fees	83,272
Miscellaneous	<u>6,091</u>
 Total Income	 <u>\$ 606,321</u>

COST OF INCOME:

Commissions paid to Brokers	\$ 210,416
Commissions payable to Brokers	<u>1,984</u>
 Total Cost of Income	 <u>\$ 212,400</u>

STATEMENT OF INCOME DETAIL
Year Ended June 30, 2005

OPERATING EXPENSES:

Officer Salary	\$ 206,000
Payroll Taxes	<u>8,735</u>
Total Operating Expenses	<u>214,735</u>

GENERAL AND ADMINISTRATIVE EXPENSES:

Accounting & Legal	5,221
Advertising	461
Automobile	14,601
Bank Charges	1,647
Broker/Dealer	7,437
Cleaning	6,000
Computer	1,792
Delivery & Postage	2,983
Depreciation	9,651
Dues & Subscriptions	1,818
Education & Seminars	549
Insurance	3,205
Licenses	65
Meals & Entertainment	4,456
Office	3,657
Profit Sharing	6,000
Promotion	154
Property Taxes	20
Rent	84,000
Supplies	920
Telephone	1,476
Travel	11,570
Utilities	<u>2,927</u>
Total General and Administrative Expenses	<u>170,610</u>
Total Operating, General and Administrative Expenses	<u>\$ 385,345</u>

COMPUTATION OF NET CAPITAL IN ACCORDANCE WITH
 RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION
 UNDER THE SECURITIES ACT OF 1934
 JUNE 30, 2005

	<u>Amounts from Audited Financial Statements</u>	<u>Amounts from Unaudited filings with Regulatory Agencies</u>	<u>Difference Increase (Decrease)</u>
Total Capital and allowable credits:			
Total stockholder's equity from balance sheet	\$ 41,718	\$ 48,467	\$ (6,749)
Plus: Subordinated note (Note 3)	<u>30,000</u>	<u>30,000</u>	<u>0</u>
Total Additions	<u>30,000</u>	<u>30,000</u>	<u>0</u>
Deductions and/or changes:			
Property and equipment, net	41,337	46,693	5,356
Investment	3,300	3,300	0
Other assets	<u>0</u>	<u>800</u>	<u>800</u>
Total deductions	<u>44,637</u>	<u>50,793</u>	<u>6,156</u>
Net Capital before charges on trading securities position	<u>27,081</u>	<u>27,674</u>	<u>(593)</u>
Necessary charges on trading securities position:			
Securities discounts	<u>6</u>	<u>6</u>	<u>0</u>
Total necessary charges on trading securities position	<u>6</u>	<u>6</u>	<u>0</u>
Net Capital	<u>\$ 27,075</u>	<u>\$ 27,668</u>	<u>\$ (593)</u>

COMPUTATION OF NET CAPITAL IN ACCORDANCE WITH
 RULE 15c3-1 OF THE SECURITIES AND EXCHANGE COMMISSION
 UNDER THE SECURITIES ACT OF 1934
 JUNE 30, 2005

	<u>Amounts from Audited Financial Statements</u>	<u>Amounts from Unaudited filings with Regulatory Agencies</u>	<u>Difference Increase (Decrease)</u>
Minimum Net Capital under the Securities and Exchange Act:			
Total aggregate indebtedness included in the balance sheet, less liabilities collateralized by assets used in the ordinary course of business			
	\$ <u>2,262</u>	\$ <u>25,262</u>	\$ <u>(23,000)</u>
Ratio of aggregate indebtedness to net capital			
	<u>.08</u>	<u>.91</u>	<u>(.83)</u>
Minimum net capital required			
	\$ <u>5,000</u>	<u>5,000</u>	<u>0</u>

NOTE: The difference between the audited capital computation and the Company's corresponding unaudited Form X-17A-5, Part IIA, dated June 30, 2005 is due to adjustments made subsequent to the filing of Form X-17A-5, Part IIA, in preparation for and as a result of the Company's annual audit, and the adjustments required to convert the records from a modified cash basis to an accrual basis financial statement.

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
PURSUANT TO RULE 15c3-3
JUNE 30, 2005

The Company is exempt from Rule 15c3-3 under the exemptive provisions of (k) (2) (ii) and, therefore, has no reserve requirements since it clears all transactions with and for customers on a fully disclosed basis with a clearing broker or dealer. The customers transmit all funds and securities directly to the clearing broker or dealer which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of Rules 17a-3 and 17a-4, as are customarily made and kept by a clearing broker or dealer.

INFORMATION RELATING TO THE POSSESSION OR CONTROL
REQUIREMENTS UNDER RULE 15c3-3
JUNE 30, 2005

The Company is exempt from Rule 15c3-3 under the exemptive provisions of (k) (2) (ii) and, therefore, has no possession or control requirements.

REPORT ON INTERNAL CONTROL STRUCTURE
REQUIRED BY SEC RULE 17a-5

Board of Directors
Pacific Financial Associates, Inc.

We have audited the financial statements of Pacific Financial Associates, Inc. (a California corporation) for the year ended June 30, 2005, and have issued our report thereon dated August 12, 2005. As part of our examination, we made a study and an evaluation of the company's system of internal controls to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The limited purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing, and extent of the auditing procedures necessary for expressing an opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission, we have made a study of the practices and procedures followed by Pacific Financial Associates, Inc. (a California corporation) that we considered relevant to the objectives stated in rule 17a-5(g), in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provisions of rule 15c3-3(e).

The management of the Company is responsible for establishing and maintaining a system of internal accounting control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of internal control structure policies and procedures, 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 Commission's above-mentioned objectives. The objectives of a system 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 the inherent limitations in any internal accounting control structure or the practices and procedures referred to above, errors or irregularities may nevertheless 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 degree of compliance with them may deteriorate.

Our study and evaluation made for the limited purpose described in the first paragraph would not necessarily disclose all material weaknesses in the system. Accordingly, we do not express an opinion on the system of internal controls of Pacific Financial Associates, Inc. taken as a whole. However, our study and evaluation disclosed the following condition that we believe result in more than a relatively low risk that errors or irregularities in amounts that would be material in relation to the financial statements of Pacific Financial Associates, Inc. (a California corporation) may occur and not be detected within a timely period. The Company lacks a segregation of duties in relationship to the policies and procedures for internal controls. These conditions were considered in determining the nature, timing and extent of the audit tests to be applied in our examination of the June 30, 2005 financial statements dated August 12, 2005.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission 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 of such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at June 30, 2005 to meet the Commission's objectives.

This report is intended solely for the use of management and the Securities and Exchange Commission and should not be used for any other purpose.

Mallory & McGinnis

Mallory & McGinnis
Certified Public Accountants

August 12, 2005