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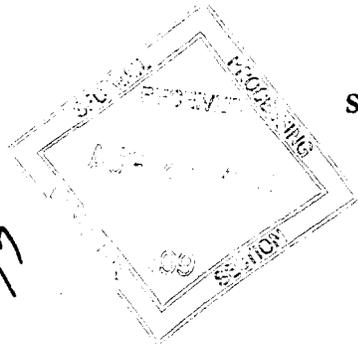
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ANNUAL AUDITED REPORT FORM X-17A-5 PART III

| SEC FILE NUMBER |
|-----------------|
| 8-15404 |

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 July 1, 2004 AND ENDING June 30, 2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: MAGUIRE INVESTMETNS, INC

| OFFICIAL USE ONLY |
|-------------------|
| FIRM I.D. NO. |

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

1862 S Broadway, Suite 100

(No. and Street)

Santa Maria, CA 93454

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Stephen P. Maguire 805-922-6901

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

James C. Chambers, Certified Public Accountant

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

1458 West Tefft

(Address)

Nipomo

(City)

CA

(State)

93444

(Zip Code)

CHECK ONE:

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

PROCESSED
 SEP 08 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)

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SEC 1410 (06-02)

MAGUIRE INVESTMENTS, INC.
AUDITED FINANCIAL STATEMENTS
JUNE 30, 2005

MAGUIRE INVESTMENTS, INC.
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JUNE 30, 2005

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JAMES C. CHAMBERS, CPA
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Cell 805-550-3475
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INDEPENDENT AUDITOR'S REPORT

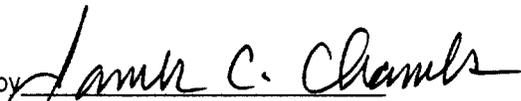
Board of Directors
Maguire Investments, Inc.
1862 S. Broadway
Santa Maria, CA 93454

We have audited the statement of financial condition of Maguire Investments, Inc. as of June 30, 2005, and the related statements of income, changes in stockholder's equity 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 statements based on our audit.

We conducted the 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 present fairly, in all material respects, the financial position of Maguire Investments, Inc. 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.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information described on page 12 is presented for the purpose 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.

by 
James C. Chambers, CPA
A Professional Corporation
August 23, 2005

MAGUIRE INVESTMENTS, INC.
STATEMENT OF FINANCIAL CONDITION
JUNE 30, 2005

ASSETS

| | |
|-------------------------------|---------------------|
| Cash on hand and in banks | \$ 589,505 |
| Securities Inventory | 603,721 |
| Investments | 2,182,343 |
| Receivable from clearinghouse | 119,490 |
| Prepaid Expenses | 10,866 |
| Income tax receivable | 78,330 |
| Fixed assets (net) | 252,936 |
| Deposit with clearinghouse | 35,000 |
| Notes receivable-officers | <u>261,039</u> |
| TOTAL ASSETS | <u>\$ 4,133,230</u> |

LIABILITIES AND STOCKHOLDER'S EQUITY

LIABILITIES

| | |
|---------------------|---------------|
| Accounts payable | \$ 11,205 |
| Accrued commissions | <u>56,454</u> |
| | <u>67,659</u> |

STOCKHOLDER'S EQUITY

| | |
|--|---------------------|
| Capital Stock-\$5 par value, 40,000 shares authorized, 10,000 shares issued & outstanding | 50,000 |
| Retained Earnings-Appropriated | 250,000 |
| Retained Earnings-Unappropriated | <u>3,765,571</u> |
| | <u>4,065,571</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u>\$ 4,133,230</u> |

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
STATEMENT OF INCOME
FOR THE YEAR ENDED JUNE 30, 2005

INCOME

| | |
|----------------------------|------------------|
| Regular Commissions | \$ 1,437,173 |
| Listed commissions | 646,586 |
| Unrealized gain | 257,211 |
| Interest income | 101,560 |
| Dividend income | 44,242 |
| Gain on sale of securities | 1,776 |
| Other income | 139 |
| | <u>2,488,687</u> |

OPERATING EXPENSES-SCHEDULE 1

| | |
|----------------------------------|-------------------|
| Execution expenses | 284,040 |
| Communications expense | 45,672 |
| Regulatory fees & expenses | 20,420 |
| Occupancy & equipment | 132,679 |
| Employee expenses | 1,335,705 |
| Promotional expenses | 86,802 |
| Other operating expenses | 202,808 |
| | <u>2,108,126</u> |
| Income from operations | 380,561 |
| PROVISION FOR INCOME TAX | <u>32,026</u> |
| NET INCOME | <u>\$ 348,535</u> |
| INCOME PER SHARE OF COMMON STOCK | <u>\$ 34.85</u> |

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
JUNE 30, 2005

| | Retained Earnings | | <u>Common</u> <u>Stock</u> | <u>Total</u> |
|---------------------------------------|-----------------------|---------------------|-------------------------------|---------------------|
| | <u>Unappropriated</u> | <u>Appropriated</u> | | |
| Stockholder's Equity July 1, 2004 | \$ 3,417,036 | \$ 250,000 | \$ 50,000 | \$ 3,717,036 |
| NET INCOME | <u>348,535</u> | <u>-</u> | <u>-</u> | <u>348,535</u> |
| Stockholder's Equity June 30, 2005 | <u>\$ 3,765,571</u> | <u>\$ 250,000</u> | <u>\$ 50,000</u> | <u>\$ 4,065,571</u> |

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2005

CASH FLOWS FROM OPERATING ACTIVITIES

| | |
|--|-----------------|
| Net Income (Loss) | \$ 348,534 |
| Adjustments to reconcile Net Income (Loss) to net Cash: | |
| Depreciation & amortization | 46,616 |
| Unrealized gain on investments | (257,211) |
| Changes in operating assets and liabilities: | |
| Securities Inventory | (2,817) |
| Investments | (3,445) |
| Receivable from clearinghouse | 36,324 |
| Prepaid Expenses | 1,146 |
| Income tax receivable | (78,330) |
| Accrued commissions | (25,276) |
| Accounts payable | (7,966) |
| Income tax payable | (40,787) |
| Note receivable (accrued interest) | (17,601) |
| Net Cash Provided By (Used In) Operating Activities | <u>\$ (813)</u> |

CASH FLOWS FROM INVESTING ACTIVITIES

| | |
|--|----------------|
| Fixed asset purchases | <u>(4,431)</u> |
| Net Cash Provided By (Used In) Investing Activities | <u>(4,431)</u> |

NET INCREASE (DECREASE) IN CASH (5,244)

CASH AT BEGINNING OF PERIOD 594,749

CASH AT END OF PERIOD \$ 589,505

SUPPLEMENTAL DISCLOSURES:

- (1) The Company considers cash to be all cash and cash equivalents with a maturity of ninety days or less.
- (2) Cash paid for interest was \$ -.
- (3) Cash paid for income tax was \$ 151,143.

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2005

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

- A. Organization
Maguire Investments is a securities broker-dealer incorporated in 1968. The Company trades in all areas of financial instruments.
- B. Basis of Accounting
The financial statements are prepared on the accrual basis of accounting, which recognizes revenue when earned and expenses as incurred.
- C. Securities Transactions
All securities and commodities transactions are recorded on a settlement date basis as well as related commission income and expense. The Company uses an independent clearinghouse under the direct method of maintaining client accounts.
- D. Securities Inventory
Inventory is valued at fair market value for financial statement purposes and the computation of net capital. 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 cost for items in inventory is \$603,456; fair market value at June 30, 2005 was \$603,721. The unrealized gain in securities inventory for the current year was \$11,998.
- E. Securities Investments
Investments are securities presented at their fair market value held in-house by the Company for long-term investment. At June 30, 2005, these investments had a cost basis of \$1,524,787 and fair market value of \$2,182,689. Unrealized income in the current year was \$245,213.
- F. Fixed Assets
Depreciation is provided for using straight-line or an accelerated method using estimated useful lives of three to ten years. Leasehold improvements are amortized over the lesser of the economic useful life of the improvement or the term of the lease.

| | <u>Cost</u> | <u>Accumulated Depreciation & Amortization</u> | <u>Net Book Value</u> |
|------------------------|------------------|--|---------------------------|
| Office furniture | \$ 60,924 | \$ 59,740 | \$1,184 |
| Automobiles | 93,013 | 21,716 | 71,297 |
| Leasehold improvements | <u>617,523</u> | <u>437,068</u> | <u>180,455</u> |
| | <u>\$771,460</u> | <u>\$518,524</u> | <u>\$252,936</u> |

The following corresponding expenses were recorded for the year ended June 30, 2005

| | |
|----------------------|-----------------|
| Depreciation expense | \$ 7,273 |
| Amortization expense | <u>39,343</u> |
| | <u>\$46,616</u> |

See independent auditors' report

NOTE 2 - CASH HELD IN RESERVE

The Company uses an independent clearinghouse for maintaining client accounts and no longer is required to maintain reserve bank accounts for the benefit of customers under rule 15(c) 3-3 of the Securities and Exchange Commission. See Note 1 (c).

Cash includes a reserve of \$9,536 held in the Mid-State Savings Account, for Mutual Fund Breakpoint Overcharges. The National Association of Securities Dealers (NASD) determined in October 2003 there were Mutual Fund break-point overcharges and estimated Maguire's portion of this overcharge to be \$9,536. The overcharges were refunded to Maguire clients in the amount of \$6,156 in April 2004. To the date of this report, NASD has not responded to the actions taken, therefore the \$9,536 is held in reserve until response is received from NASD.

NOTE 3 - RECEIVABLE FROM CLEARINGHOUSE

Under the direct method of accounting for client trades all transactions are conducted through a clearinghouse. The receivable represents commissions due to the Company which are not yet received. The Company considers all such amounts to be fully collectible, therefore, no allowance for doubtful accounts has been recorded.

NOTE 4 - RELATED PARTY TRANSACTIONS

A. Building Costs

Maguire Investments entered into a lease agreement on April 1, 1994 with its president to lease a new office building. The initial terms call for monthly rent of \$3,000 for the five-year period ending March 31, 1999, with the option to extend the term for ten additional twelve-month periods. The Company agreed to extend the lease for an additional ten years until March 31, 2009. As consideration for these terms, the Company agreed to pay all building renovation costs. Initial leasehold improvements totaled \$572,573 and are being amortized over 15 years.

B. Stock Transfer Fees

Included in stock transfer fees is \$11,092 paid to Security Transfer Co. which is a partnership owned by two officers of Maguire Investments, Inc.

C. Notes Receivable

President - A note bearing 7% annual interest, due in full with accrued interest on February 1, 2010. The balance includes total accrued interest of \$144,670 of which \$17,601 is attributed to the current year.

\$261,039

NOTE 5 - APPROPRIATED RETAINED EARNINGS

Appropriated retained earnings represent amounts reserved for the future additions and improvements to the office building. See Note 4A.

See independent auditors' report

NOTE 6 - LIABILITIES SUBORDINATED TO CLAIMS OF GENERAL CREDITORS

There were no borrowings under subordination agreements at June 30, 2005

NOTE 7 - NET CAPITAL REQUIREMENTS

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (rule 15c 3-1), 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 the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1.) At June 30, 2005, the Company had net capital of \$3,043,232 which was \$3,293,232 in excess of its required net capital of \$250,000. The Company's net capital ratio was .023 to 1.

NOTE 8 - PROVISION FOR INCOME TAX

The income tax provision of \$32,026 is calculated on taxable income for the fiscal year. No accrual of deferred income taxes has been recorded, they have been deemed immaterial to the financial statements taken as a whole. Federal and California income taxes receivable were \$63,233 and \$15,097, respectively at June 30, 2005.

NOTE 9 - EARNINGS PER SHARE

Earnings per share of common stock was computed by dividing net income by the average number of common shares outstanding for the year (10,000 shares).

SUPPLEMENTAL INFORMATION

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Jim0211@sbcglobal.net

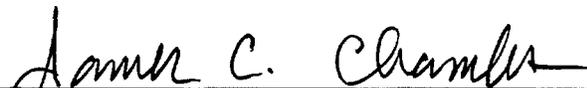
JAMES C. CHAMBERS, CPA
A PROFESSIONAL CORPORATION

Office 805-929-2066
Cell 805-550-3475
Fax 805-929-2066

INDEPENDENT AUDITORS' REPORT
ON ADDITIONAL INFORMATION

Board of Directors
Maguire Investments, Inc.
1862 S. Broadway
Santa Maria, California 93454

Our report on our audit of the basic financial statements of Maguire Investments, Inc. for June 30, 2005 appears on page 3. That audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The statements of operating expenses, changes in liabilities subordinated to claims of creditors, computation of net capital under rule 15c 3-1 of the Securities and Exchange Commission and the independent auditors' report on internal accounting control required by SEC rule 17a-5 are presented for purposes of additional analysis and are 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 taken as a whole.

by 
James C. Chambers, CPA
A Professional Corporation
August 23, 2005

MAGUIRE INVESTMENTS, INC.
SCHEDULE OF OPERATING EXPENSES
FOR THE YEAR ENDED JUNE 30, 2005

SCHEDULE 1

EXECUTION EXPENSES

| | |
|------------------------|------------|
| RPR Clearance fees | \$ 239,809 |
| RPR Execution fees | 13,642 |
| RPR Miscellaneous fees | 30,590 |
| | 284,040 |

COMMUNICATIONS EXPENSES

| | |
|---------------------------|--------|
| Postage | 10,376 |
| Telecommunication expense | 16,603 |
| Office supplies | 18,693 |
| | 45,672 |

REGULATORY FEES & EXPENSES

| | |
|------------------------------|--------|
| Licenses & fees-City & State | 8,050 |
| NASD & SIPC Assessment | 3,152 |
| NASD fidelity bond | 1,973 |
| NASD-license & exam fee | 2,366 |
| NASD & SIC regulatory fee | 2,985 |
| STAMP medalion bond | 1,895 |
| | 20,421 |

OCCUPANCY & EQUIPMENT

| | |
|-----------------------------|---------|
| Rents | 38,536 |
| Utilities | 1,214 |
| Maintenance | 4,412 |
| Liability insurance | 2,551 |
| Office equipment | 4,871 |
| ILX Systems | 72,054 |
| NYSE & ASE market data fees | 9,041 |
| | 132,679 |

EMPLOYEE EXPENSES

| | |
|---------------------------|-----------|
| Office salaries | 316,602 |
| Commissions expense | 890,908 |
| Payroll taxes | 79,586 |
| Pension plan contribution | 30,642 |
| Worker comp insurance | 14,127 |
| Other costs | 3,839 |
| | 1,335,705 |

PROMOTIONAL EXPENSES

| | |
|-----------------------|--------|
| Advertising | 25,079 |
| Subscriptions | 5,689 |
| Sales literature | 9,268 |
| Entertainment | 24,843 |
| Travel & auto expense | 21,922 |
| | 86,801 |

OTHER EXPENSES

| | |
|---------------------|---------|
| Legal & audit | 4,660 |
| Depreciation | 46,618 |
| Stock transfer fees | 11,092 |
| Contributions | 11,592 |
| Professional fees | 100,000 |
| Miscellaneous | 28,847 |
| | 202,808 |

| | |
|--------------------------|--------------|
| Total operating expenses | \$ 2,108,126 |
|--------------------------|--------------|

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
STATEMENT OF CHANGES IN LIABILITIES
SUBORDINATED TO CLAIMS OF CREDITORS
JUNE 30, 2005

| | |
|--|------|
| Balance, beginning of period, July 1, 2004 | \$ - |
| Increase | |
| Decrease | |
| Balance at end of period, June 30, 2005 | \$ - |

Note: We have examined the general ledger, transactions journals and adjusting entries for the current year. We have performed tests of transactions in compliance with the Company's system of internal control and substantive tests of the accounts ending balances in conjunction with generally accepted auditing standards and have found no material differences between unaudited and audited financial records.

See independent auditors' report on additional information

MAGUIRE INVESTMENTS, INC.
 COMPUTATION OF NET CAPITAL UNDER RULE 15C 3-1
 JUNE 30, 2005

| | |
|--|-------------------------|
| CURRENT ASSETS | |
| Cash on hand and in banks | \$ 589,480 |
| Securities at market | 2,786,064 |
| Receivable from clearinghouse | 119,490 |
| Deposit with clearinghouse | <u>35,000</u> |
| TOTAL ASSETS | <u>3,530,034</u> |
| AGGREGATE INDEBTEDNESS | |
| Accounts payable | 12,026 |
| Accrued commissions | <u>56,454</u> |
| | <u>68,480</u> |
| Current capital | 3,461,554 |
| LESS: ADJUSTMENTS | |
| Haircuts-inventory | 319,321 |
| Undue concentration | <u>99,001</u> |
| | <u>418,322</u> |
| NET CAPITAL PER AUDIT | 3,043,232 |
| Minimum net capital required | <u>(250,000)</u> |
| Excess net capital | <u>\$ 3,293,232</u> |
| Ratio: Aggregate indebtedness to net capital | .023 to 1 |

See independent auditor's report and notes to financial statements.

MAGUIRE INVESTMENTS, INC.
RECONCILIATION OF AUDITED COMPUTATION
OF NET CAPITAL AND FOCUS REPORT
JUNE 30, 2005

| | |
|----------------------------------|--------------------|
| NET CAPITAL PER FOCUS REPORT | \$3,043,577 |
| Changes in: | |
| 1. Change in undue concentration | <u>(346)</u> |
| NET CAPITAL PER AUDIT | <u>\$3,043,232</u> |

EXPLANATIONS:

1. Change in calculation due to current capital changes above.

OATH OR AFFIRMATION

I, Stephen P. Maguire, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Maguire Investments, 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:

None

Handwritten signature of Stephen P. Maguire

Signature

President

Title

SEE ATTACHED

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).

JAMES C. CHAMBERS, CPA
A PROFESSIONAL CORPORATION

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INDEPENDENT AUDITORS' REPORT ON INTERNAL
ACCOUNTING CONTROL REQUIRED BY SEC RULE 17A-5

Board of Directors
Maguire Investments, Inc.
1862 S. Broadway
Santa Maria, CA 93454

We have examined the financial statements of Maguire Investments, Inc. for the year ended June 30, 2005 and have issued our report thereon dated August 23, 2005. As part of our examination, we made a study and evaluation of the Company's system of internal accounting control (which includes the procedures for safeguarding securities) to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The 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.

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 (including tests of compliance with such practice and procedures) followed by Maguire Investments, Inc. that we considered relevant to the objectives stated in rule 17a-5(g),(1) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(1) and the reserve required by rule 15c3-3(c)(2) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13(3) in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, and (4) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by rule 15c3-3.

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 judgments by management are required to assess the expected benefits and related costs of control 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.

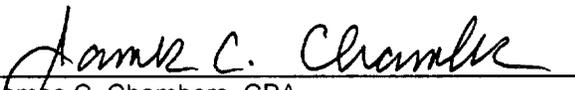
The objectives of a system and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with 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 inherent limitations in any internal accounting, control procedures 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 accounting control of Maguire Investments, Inc. taken as a whole. However, our study and evaluation disclosed no condition that we believed to be a material weakness.

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 for 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.

by 
James C. Chambers, CPA
A Professional Corporation
August 23, 2005