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

SEC FILE NUMBER
8-01-15260

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 October 1, 2004 AND ENDING September 30, 2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: First Wilshire Securities
Management Inc.
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

OFFICIAL USE ONLY
FIRM I.D. NO.

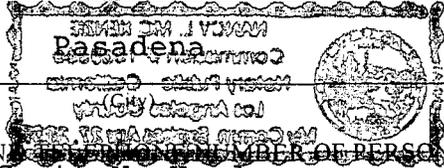
1224 E. Green Street, Suite 200

(No. and Street)
Pasadena
California

91106

(State)

(Zip Code)



NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Scott W. Hood 626, 796-6622

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Lichter, Yu and Associates

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

16133 Ventura Blvd., Suite 520 Encino

CA

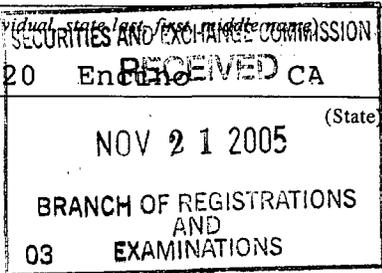
91436

(Address)

(City)

(State)

(Zip Code)



PROCESSED
JAN 25 2006
THOMSON FINANCIAL

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)

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Handwritten initials and date: am 1/23/06

OATH OR AFFIRMATION

I, Scott W. Hood, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of First Wilshire Securities Management, Inc., as of September 30, 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:

Not applicable

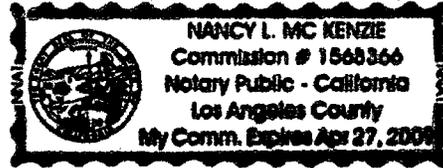
Subscribed and Sworn to on October 12, 2005

[Handwritten Signature]
Signature

President and CEO

Title

[Handwritten 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 15c3-1 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.

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

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.

FINANCIAL STATEMENTS

SEPTEMBER 30, 2005 AND 2004

LICHTER, YU & ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

LOS ANGELES:
16133 VENTURA BOULEVARD
SUITE 520
ENCINO, CA 91436
(818) 789-0265 TELEPHONE
(818) 784-3292 FACSIMILIE

SAN DIEGO:
9191 TOWNE CENTRE DRIVE
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SAN DIEGO, CA 92122
(858) 320-2808 TELEPHONE
(858) 320-2828 FACSIMILIE

INDEPENDENT AUDITOR'S REPORT

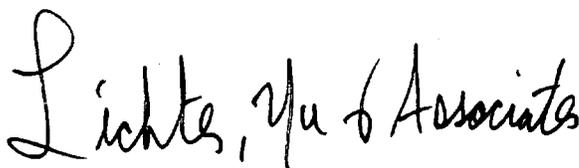
The Board of Directors
First Wilshire Securities Management, Inc.
Pasadena, California

We have audited the accompanying statements of financial condition of First Wilshire Securities Management, Inc. as of September 30, 2005 and 2004, and the related statements of revenue, expense and changes in stockholders' equity, and cash flows for the years then ended 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 audits.

We conducted our audit in accordance with U.S. 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 evidence, on a test basis, 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 audits provide 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 First Wilshire Securities Management, Inc. as of September 30, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II and III 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 of the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audits 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.



November 11, 2005
San Diego, California

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
STATEMENTS OF FINANCIAL CONDITION
SEPTEMBER 30, 2005 AND 2004

ASSETS

	2005	2004
Current Assets		
Cash	\$495,065	\$224,630
Receivable from brokers and dealers	130,943	135,465
Other receivable, related party	2,400	3,579
Securities	212,564	216,996
Loan receivable	50,000	0
Prepaid expenses	7,400	0
Total Current Assets	898,372	580,670
Fixed Assets		
Furniture and equipment net of accumulated depreciation of \$134,710 and \$124,242, respectively.	40,787	16,004
Total Fixed Assets	40,787	16,004
Other Assets		
Deposits and other assets	8,500	4,854
Total Other Assets	8,500	4,854
Total Assets	\$947,659	\$601,528

LIABILITIES AND EQUITY

Current Liabilities		
Accounts payable	\$10,048	\$10,610
Income tax payable	800	1,900
Accrued expenses	492,711	190,018
Total Current Liabilities	503,559	202,528
Equity		
Common stock, 33,950 shares authorized and outstanding, \$1 par value	33,950	33,950
Additional paid in capital	74,410	74,410
Retained earnings	335,740	290,640
Total Stockholders' Equity	444,100	399,000
Total Liabilities and Stockholders' Equity	\$947,659	\$601,528

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
STATEMENTS OF REVENUE AND EXPENSE
FOR THE YEARS ENDED SEPTEMBER 30, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
Revenue		
Commissions and fees	\$4,426,532	\$2,994,058
Total Revenue	<u>4,426,532</u>	<u>2,994,058</u>
Expense		
Commissions	576,037	380,961
Salaries and payroll taxes	3,090,317	1,944,720
Occupancy and equipment expenses	216,798	79,730
Professional services	48,761	65,440
Clearing charges	164,902	141,348
Other expenses	278,238	328,824
Total Expenses	<u>4,375,053</u>	<u>2,941,023</u>
Income from operations	<u>51,478</u>	<u>53,034</u>
Total Other (Income) and Expense		
Interest income	(9,403)	(2,234)
Interest expense	0	20
Dividend income	(3,560)	(3,262)
Realized trading (gain) loss	(1,826)	110
Unrealized investment (gain) loss	(624)	3,060
Depreciation and amortization	10,468	5,755
Total Other (Income) and Expense	<u>(4,945)</u>	<u>3,449</u>
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	<u>56,423</u>	<u>49,585</u>
Income tax provision	<u>11,323</u>	<u>11,500</u>
NET INCOME (LOSS)	<u>\$45,100</u>	<u>\$38,085</u>

See Accompanying Notes and Auditor's Report

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	\$45,100	\$38,085
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	10,468	5,755
Decrease (Increase) in receivable from Brokers and Dealers	4,522	(33,093)
Decrease (Increase) in other receivable	1,179	17,595
Decrease (Increase) in prepaid expenses and deposits	(11,046)	2,165
(Decrease) Increase in accounts payable	(562)	3,461
(Decrease) Increase in accrued expenses	302,693	(17,380)
Total Adjustments	<u>307,254</u>	<u>(21,497)</u>
Net cash provided by (used in) operations	<u>352,354</u>	<u>16,588</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Issuance of loan	(50,000)	0
Proceeds from sale of securities	182,022	123,413
Purchase of securities	(190,526)	0
Purchase of furniture and equipment	(22,315)	(9,897)
Net cash provided by (used in) investing activities	<u>(80,819)</u>	<u>113,516</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from sale of common stock	0	40,000
Net cash provided by (used in) financing activities	<u>0</u>	<u>40,000</u>
Net change in cash	<u>271,535</u>	<u>170,104</u>
Cash at beginning of period	<u>224,630</u>	<u>54,526</u>
Cash at end of period	<u>\$496,165</u>	<u>\$224,630</u>
Supplemental cash flow disclosures:		
Income tax payments	<u>\$11,563</u>	<u>\$6,444</u>
Interest payments	<u>\$0</u>	<u>\$20</u>

See Accompanying Notes and Auditor's Report

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED SEPTEMBER 30, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
Common Stock		
Balance at beginning of year	\$33,950	\$58,200
Cancellation of treasury stock	0	(29,100)
Sale of common stock	0	4,850
Balance at end of year	<u>33,950</u>	<u>33,950</u>
Additional paid in capital		
Balance at beginning of year	74,410	78,520
Cancellation of treasury stock	0	(39,260)
Sale of common stock	0	35,150
Balance at end of year	<u>74,410</u>	<u>74,410</u>
Retained earnings		
Balance at beginning of year	290,640	382,841
Cancellation of treasury stock	0	(130,286)
Net income (loss) for year	45,100	38,085
Balance at end of year	<u>335,740</u>	<u>290,640</u>
Treasury stock		
Balance at beginning of year	0	(198,646)
Cancellation of treasury stock	0	198,646
Balance at end of year	<u>0</u>	<u>0</u>
Total Equity	<u>\$444,100</u>	<u>\$399,000</u>

See Accompanying Notes and Auditor's Report

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2005 AND 2004

Note A - Nature of Activities

The Company was incorporated in California to operate as a registered broker dealer as a member of the National Association of Securities Dealers, Inc on September 10, 1973.

Note B - Accounting Policies

Revenue Recognition

The Company recognizes income and expense on the accrual basis for financial and income tax reporting purposes.

Commissions and related clearing expenses are recorded on a settlement date basis.

Estimates

Management uses estimates and assumptions in preparing financial statements in accordance with the accrual basis of accounting. Those estimates and assumptions affect the reported amounts of assets and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Investments

Investments that were held during the year ended September 30, 2005 and 2004 consisted of mutual funds and stocks.

Investments were comprised of the following at September 30, 2005 and 2004 :

<u>Type of Investments</u>	<u>2005</u>	<u>2004</u>
Stocks	\$ 6,497	\$ 10,593
Mutual funds	206,067	206,403
Total	<u>\$212,564</u>	<u>\$ 216,996</u>

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2005 AND 2004

Note B - Accounting Policies (Continued)

Property and Equipment

Property and equipment are carried at cost. Depreciation is computed using the straight line method over the estimated useful lives of the assets, as follows:

Automobiles	5 years
Leasehold Improvements	Balance of lease at time of improvement
Furniture and Fixtures	3 to 10 years
Office Equipment	3 to 10 years

Customer Transactions

The Company does not hold inventory for customers. All funds belonging to customers are held in a separate bank account for the exclusive benefit of customers. Securities transactions are cleared through another broker-dealer on a fully disclosed basis.

Note C - Cash

The Company maintains its cash balances at banks and a brokerage house located in Pasadena, and Los Angeles, California. The bank balances are insured by the Federal Deposit Insurance Corporation and the brokerage account by the Securities Investor Protection Corporation up to \$100,000 and \$10,000,000, respectively. As of September 30, 2005 and 2004, there were \$183,031 and \$0 uninsured cash balances respectively.

Note D - Net Capital

Pursuant to the net capital provisions of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis. At September 30, 2005 and 2004, the Company had net capital requirements of \$100,000 and net capital of approximately \$316,788 and \$323,530, respectively.

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2005 AND 2004

Note E - K2B Exemption

The Company relied on Section K(2)(ii) of the Securities and Exchange Commission Rule 15c3-3 to exempt them from the provisions of the rule.

Note F - Commitments

The Company leases office facilities and some of its equipment under non-cancelable operating leases. These leases expire at various dates through 2005 and may contain renewal options. Rent expense for years ended September 30, 2005 and 2004 was \$216,789 and \$79,730 respectively. The increase in rent expense of \$137,059 is directly related to an invoice in the amount of \$146,364 that the Company received from its landlord on September 9, 2005. The invoice was for charges, here-to-for not billed by the landlord, for increased building maintenance costs for the years 2001 through 2004. The Company has accrued the total amount due but is currently negotiating the payment amount with the landlord.

On June 15, 2005 the Company entered into a new lease for an office to begin on October 21, 2005. The terms of the lease are for 84 months with monthly rent of \$7,400. The future minimum lease obligation resulting from these agreements are as follows:

Fiscal year ending		
	2006	\$ 86,413
	2007	88,800
	2008	91,000
	2009	93,400
	Thereafter	<u>303,000</u>
	Total	<u>\$662,613</u>

Note G - Furniture and Equipment

	<u>2005</u>	<u>2004</u>
Furniture and equipment	\$146,922	\$124,607
Leasehold improvements	28,574	15,639
Total fixed assets	<u>175,496</u>	<u>140,246</u>
Accumulated depreciation	(134,709)	(124,241)
Net fixed assets	<u>\$ 40,787</u>	<u>\$ 16,004</u>

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2005 AND 2004

Note H – Stock Transactions

During the fiscal year ended September 30, 2004 the Company cancelled 29,100 shares of stock that it had held in Treasury. Accordingly, the related common stock, additional paid in capital and retained earnings accounts were reduced in proportion to the cost basis of the treasury stock.

In September 2004, the Company sold 4,850 shares of common stock to an employee and officer of the company for \$40,000 under a share purchase agreement issued on October 1, 2003.

Note I – Related Party Transactions

As of September 30, 2005 the Company generated \$520,000 in management fees for services provided to another company in which the shareholders of First Wilshire Securities Management, Inc. are shareholders.

As of September 30, 2005 and 2004, the Company had a non interest bearing loan to an employee of the Company for \$2,400 and \$3,579 respectively. The loan will be offset by future commission earned by the employee.

Note J - Income Tax Provision

At September 30, 2005 and 2004, the Company has made a \$6,400 and \$6,400 Federal and \$4,832 and \$5,835 California State Franchise Tax provision in each year, respectively.

Note K – Loan Receivable

On February 28, 2005, the Company loaned \$50,000 to another company. The terms of the loan are: interest at 12% per annum, with interest and principle due on June 30, 2006. As an incentive to make the loan, the Company also received stock warrants to purchase 10,000 shares of common stock at \$1.25 per share of a third company.

SUPPLEMENTAL SCHEDULES

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
COMPUTATION OF NET CAPITAL
AND AGGREGATE INDEBTEDNESS
SEPTEMBER 30, 2005 AND 2004

SCHEDULE I

	<u>2005</u>	<u>2004</u>
EQUITY - FISCAL YEAR ENDED	<u>\$444,100</u>	<u>\$399,000</u>
Less Non Allowable Assets		
Prepaid expenses	7,400	0
Fixed assets	40,787	16,004
Loan receivable	50,000	0
Other receivable	2,400	3,579
Managed account fee receivable	13,140	45,202
Petty cash	0	122
Deposits and other assets	<u>8,500</u>	<u>4,854</u>
Total Non Allowable Assets	<u>122,227</u>	<u>69,761</u>
Less Haircuts	<u>5,095</u>	<u>5,709</u>
NET CAPITAL	<u><u>\$316,778</u></u>	<u><u>\$323,530</u></u>
Total Liabilities	<u>503,559</u>	<u>202,528</u>
Aggregated Indebtedness	<u>503,559</u>	<u>202,528</u>
Net Capital Required	100,000	100,000
Minimum Net Capital Required (6 2/3% of Aggregated Indebtedness)	<u>33,587</u>	<u>13,509</u>
Minimum Dollar Requirement	<u>100,000</u>	<u>100,000</u>
Net Capital Requirement (greater of the two)	<u>100,000</u>	<u>100,000</u>
Excess Net Capital @ 1000% (Net Capital - 10% of Aggregate Indebtedness)	<u><u>\$266,422</u></u>	<u><u>\$303,277</u></u>

See Accompanying Notes and Auditor's Report

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
RECONCILIATION OF NET CAPITAL COMPUTATION WITH FOCUS II
SEPTEMBER 30, 2005 AND 2004

SCHEDULE II

	<u>2005</u>	<u>2004</u>
NET CAPITAL PER FOCUS II REPORT	<u>\$265,352</u>	<u>\$467,757</u>
Increase (Decrease) in income due to audit adjustments	<u>50,029</u>	<u>(144,227)</u>
NET CAPITAL	<u><u>\$316,778</u></u>	<u><u>\$323,530</u></u>
RECONCILIATION OF AUDIT ADJUSTMENTS:		
(Increase) decrease bonus accrual	\$10,000	(\$140,000)
Record fiscal year end income tax provision	0	(3,819)
Increase vacation expense accrual	2,787	(959)
Correction of retained earnings	0	(218)
Correction to expense accounts	<u>37,242</u>	<u>769</u>
Increase (Decrease) in income due to audit adjustments	<u><u>\$50,029</u></u>	<u><u>(\$144,227)</u></u>

See Accompanying Notes and Auditor's Report

FIRST WILSHIRE SECURITIES MANAGEMENT, INC.
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
AND INFORMATION RELATING TO THE POSSESSION AND CONTROL
REQUIREMENTS UNDER RULE 15C3-3

SEPTEMBER 30, 2005

Schedule III

First Wilshire Securities Management Inc. relies on Section K(2)(ii) of the Securities and Exchange Rule 15c3-3 to exempt them from the provisions of these rules.

LICHTER, YU & ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

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(858) 320-2828 FACSIMILIE

**The Board of Directors
First Wilshire Securities Management, Inc.
Pasadena, California**

In planning and performing our audit of the financial statements of First Wilshire Securities Management, Inc. as of September 30, 2005, we considered its internal control, including 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 Act of 1934, we have made a study of the practices and procedures followed by the Company including test of such practices and procedures that we considered relevant to the objectives state in Rule 17a-5(g) in making the periodic computation of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with exemptive provision of Rule 15c3-3. Because the Company does not carry security 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, verification 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 in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related cost 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 preparation of financial statements in accordance with U.S. 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 controls 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 the internal control that might be material weakness 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 errors or fraud in amount 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 no matters involving the internal control, including control activities for safeguarding securities that we consider to be material weakness as defined above.

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 September 31, 2005, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, 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, and is not intended to be and should not be used by anyone other than these specified parties.

November 11, 2005
San Diego, California

Lichte, Yu & Associates