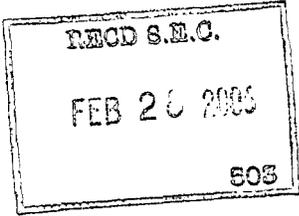


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OMB APPROVAL	
OMB Number:	3235-0123
Expires:	January 31, 2007
Estimated average burden hours per response.....	12.00

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

SEC FILE NUMBER
8-26224

FACING PAGE

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

REPORT FOR THE PERIOD BEGINNING 01/01/2005 AND ENDING 12/31/2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Wharton Equity Corp

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

994 Old Eagle School Road

(No. and Street)

Wayne

(City)

PA

(State)

19087

(Zip Code)

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

Malcolm A. Morrison

(610) 293-1484

(Area Code - Telephone Number)

OFFICIAL USE ONLY
FIRM I.D. NO.

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Cogen Sklar LLP

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

150 Monument Road, Suite 500

(Address)

Bala Cynwyd

(City)

PA

(State)

19004

(Zip Code)

PROCESSED

CHECK ONE:

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

MAY 18 2006

**THOMSON
FINANCIAL**

[Handwritten signature]

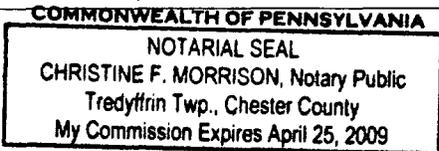
FOR OFFICIAL USE ONLY

*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)

[Handwritten initials]

OATH OR AFFIRMATION

I, Malcolm A. Morrison, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Wharton Equity Corporation, as of December 31, 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:



M. A. Morrison

Signature

President

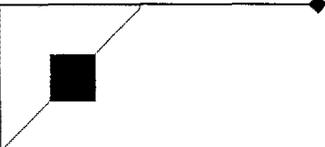
Title

Christine F. Morrison
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).



WHARTON EQUITY CORPORATION
FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

COGEN SKLAR LLP

Certified Public Accountants
Business Consultants

150 Monument Road . Suite 500
Bala Cynwyd . PA . 19004 . USA

WHARTON EQUITY CORPORATION

C O N T E N T S

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INDEPENDENT AUDITORS' REPORT

To the Stockholder
Wharton Equity Corporation
Wayne, Pennsylvania

We have audited the accompanying statements of financial condition of Wharton Equity Corporation as of December 31, 2005 and 2004, and the related statements of income, cash flows and changes in stockholder's equity 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 audits 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 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 Wharton Equity Corporation at December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules on pages 8-9 are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are 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.

Cogen Sklar LLP

January 18, 2006

WHARTON EQUITY CORPORATION
 STATEMENTS OF FINANCIAL CONDITION
 DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 182,385	\$ 139,446
Concessions receivable	130,880	211,217
Brokerage house deposits	55,495	54,002
Prepaid expenses	<u>34,226</u>	<u>7,228</u>
TOTAL ASSETS	<u><u>\$ 402,986</u></u>	<u><u>\$ 411,893</u></u>
LIABILITIES		
CURRENT LIABILITIES		
Commissions payable	\$ 119,912	\$ 182,326
Accounts payable and accrued expenses	2,000	2,429
Income taxes payable	<u>10,323</u>	<u>2,550</u>
TOTAL LIABILITIES	<u>132,235</u>	<u>187,305</u>
STOCKHOLDER'S EQUITY		
COMMON STOCK - no par value; 1,000 shares authorized, issued and outstanding	8,025	8,025
ADDITIONAL PAID-IN CAPITAL	36,475	36,475
RETAINED EARNINGS	<u>226,251</u>	<u>180,088</u>
TOTAL STOCKHOLDER'S EQUITY	<u>270,751</u>	<u>224,588</u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u><u>\$ 402,986</u></u>	<u><u>\$ 411,893</u></u>

The accompanying notes are an integral part of these financial statements.

WHARTON EQUITY CORPORATION
 STATEMENTS OF INCOME
 YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
REVENUE		
Concessions	\$ 3,392,810	\$ 3,133,908
Miscellaneous	13,790	1,405
Interest	4,118	459
	<u>3,410,718</u>	<u>3,135,772</u>
 OPERATING EXPENSES	 <u>3,351,732</u>	 <u>3,124,708</u>
 INCOME BEFORE INCOME TAXES	 58,986	 11,064
 PROVISION FOR INCOME TAXES	 <u>12,823</u>	 <u>3,675</u>
 NET INCOME	 <u>\$ 46,163</u>	 <u>\$ 7,389</u>

The accompanying notes are an integral part of these financial statements.

WHARTON EQUITY CORPORATION
 STATEMENTS OF CASH FLOWS
 YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 46,163	\$ 7,389
Adjustments to reconcile net income to net increase in cash		
(Increase) decrease in assets		
Concessions receivable	80,337	(151,953)
Brokerage house deposits	(1,493)	(459)
Income tax refund due	-	17,000
Prepaid expenses	(26,998)	(39)
Increase (decrease) in liabilities		
Commissions payable	(62,414)	128,987
Accounts and taxes payable	7,344	2,746
	<u>42,939</u>	<u>3,671</u>
 NET INCREASE IN CASH	 42,939	 3,671
 CASH - BEGINNING OF YEAR	 <u>139,446</u>	 <u>135,775</u>
 CASH - END OF YEAR	 <u><u>\$ 182,385</u></u>	 <u><u>\$ 139,446</u></u>
 SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the year for:		
Income taxes	<u><u>\$ 3,927</u></u>	<u><u>\$ -</u></u>

The accompanying notes are an integral part of these financial statements.

WHARTON EQUITY CORPORATION
 STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY
 YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total Stockholder's Equity</u>
BALANCE - JANUARY 1, 2004	\$ 8,025	\$ 36,475	\$ 172,699	\$ 217,199
NET INCOME FOR THE YEAR ENDED DECEMBER 31, 2004	<u>-</u>	<u>-</u>	<u>7,389</u>	<u>7,389</u>
BALANCE - DECEMBER 31, 2004	8,025	36,475	180,088	224,588
NET INCOME FOR THE YEAR ENDED DECEMBER 31, 2005	<u>-</u>	<u>-</u>	<u>46,163</u>	<u>46,163</u>
BALANCE - DECEMBER 31, 2005	<u>\$ 8,025</u>	<u>\$ 36,475</u>	<u>\$226,251</u>	<u>\$ 270,751</u>

The accompanying notes are an integral part of these financial statements.

WHARTON EQUITY CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Formation and Nature of Operations

Wharton Equity Corporation was incorporated in Delaware on March 16, 1981. The Company sells investments on a concession basis to customers located throughout the United States.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the use of estimates based on management's knowledge and experience. Accordingly, actual results could differ from those estimates.

Concessions Receivable

Concessions are recognized as income on the date they become payable by the dealer or insurance company. The Company considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts has been established. If accounts become uncollectible, they will be charged to operations when that determination is made. Bad debt expense has not been material.

Income Taxes

The Company follows Statement of Financial Accounting Standards No. 109 (SFAS No. 109), "Accounting for Income Taxes." Under SFAS No. 109, an asset and liability approach is required. Such an approach would result in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities.

Since there are no temporary differences, no provision for deferred taxes is necessary.

Comprehensive Income

Comprehensive income is a more inclusive financial reporting methodology that includes disclosure of certain financial information that historically has not been recognized in the calculation of net income. Since the Company has no items of other comprehensive income, comprehensive income is equal to net income.

Reclassifications

Certain reclassifications have been made to the 2004 financial statements to conform to the 2005 presentations.

NOTE 2 – CONCENTRATION OF CREDIT RISK INVOLVING CASH

During the year, the Company may have deposits with major financial institutions, which exceed Federal Depository Insurance limits. These financial institutions have strong credit ratings, and management believes that credit risk related to these deposits is minimal.

The Company is engaged in various trading and brokerage activities in which counterparties primarily include broker-dealers, banks, and other financial institutions. In the event the counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument.

WHARTON EQUITY CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

NOTE 3 – CORPORATE INCOME TAXES

Current income tax expense for the years ended December 31, 2005 and 2004 consists of the following:

	2005	2004
Federal	\$ 8,543	\$ 2,585
State	4,280	1,090
	\$ 12,823	\$ 3,675

NOTE 4 – NET CAPITAL

Pursuant to the net capital provision of Rule 15c3-1 of the Securities Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provision. Net capital may fluctuate on a daily basis. The Company had net capital as defined under Rule 15c3-1 of \$236,225 and \$188,469 at December 31, 2005 and 2004; net capital requirements were \$50,000 at December 31, 2005 and 2004.

NOTE 5 – LEASES

For the years ended December 31, 2005 and 2004, total rental expense under leases amounted to \$15,768 and \$16,581. At December 31, 2005, the Company was obligated under a noncancellable operating lease arrangement for office facilities as follows:

YEAR ENDING DECEMBER 31,	LEASE OBLIGATION
2006	\$12,120

WHARTON EQUITY CORPORATION
SCHEDULES OF OPERATING EXPENSES
YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
Commissions	\$ 2,971,021	\$ 2,743,299
Payroll - officers	180,000	180,000
Payroll - office	72,525	66,765
Payroll taxes and benefits	41,426	43,491
Office supplies and expense	27,192	34,685
Rent	15,768	16,581
Insurance	3,823	3,786
Donations	600	-
Professional fees	12,070	15,219
Registration fees	6,843	3,843
Telephone	6,132	4,586
Miscellaneous taxes	280	240
Publications and subscriptions	<u>14,052</u>	<u>12,213</u>
TOTAL OPERATING EXPENSES	<u><u>\$ 3,351,732</u></u>	<u><u>\$ 3,124,708</u></u>

WHARTON EQUITY CORPORATION
 COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF THE
 SECURITIES AND EXCHANGE COMMISSION
 AS OF DECEMBER 31, 2005

CAPITAL AND ALLOWABLE SUBORDINATED LIABILITIES	
Total stockholder's equity qualified for net capital	<u>\$270,751</u>
DEDUCTIONS	
Non-allowable assets:	
Prepaid expenses	34,226
Petty Cash	300
	<u>34,526</u>
NET CAPITAL	<u><u>\$236,225</u></u>
AGGREGATE INDEBTEDNESS	
Items included in statement of financial condition:	
Commissions payable	\$119,912
Accounts and taxes payable	12,323
	<u>132,235</u>
Total aggregate indebtedness	<u><u>\$132,235</u></u>
COMPUTATION OF BASIC NET CAPITAL REQUIREMENT	
MINIMUM NET CAPITAL REQUIRED: (BASED ON AGGREGATE INDEBTEDNESS)	<u><u>\$ 8,818</u></u>
MINIMUM DOLLAR NET CAPITAL REQUIREMENT OF REPORTING DEALER	<u><u>\$ 50,000</u></u>
NET CAPITAL REQUIREMENT	<u><u>\$ 50,000</u></u>
EXCESS NET CAPITAL	<u><u>\$186,225</u></u>
RATIO: AGGREGATE INDEBTEDNESS TO NET CAPITAL	<u><u>55.98%</u></u>

The Form X-17A-5 reconciliation is not included as there are no material differences from the Company's computation.

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

Wharton Equity Corporation
Wayne, Pennsylvania

In planning and performing our audit of the financial statements and supplemental schedules of Wharton Equity Corporation for the year ended December 31, 2005, 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 and 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 accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure 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.

Wharton Equity Corporation
Independent Auditors' Report
(Continued)

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 one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by 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 no matters involving internal control, including control activities for safeguarding securities that we consider to be material weaknesses 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 December 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.

Cozen Seltin LLP

January 18, 2006