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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SEC FILE NUMBER
8- 49576

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

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REPORT FOR THE PERIOD BEGINNING January 1, 2005 AND ENDING December 31, 2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

OFFICIAL USE ONLY
41812
FIRM I.D. NO.

NAME OF BROKER-DEALER: Lighthouse Capital Corporation
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

659 Abrego Street

(No. and Street)

Monterey

(City)

CA

(State)

93940

(Zip Code)

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

Robert Zamecki

831-375-6624

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Wilson Markle Stuckey Hardesty & Bott

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

101 Larkspur Landing Circle, Ste. 200

(Address)

Larkspur

(City)

CA

(State)

94939

(Zip Code)

CHECK ONE:

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

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*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)

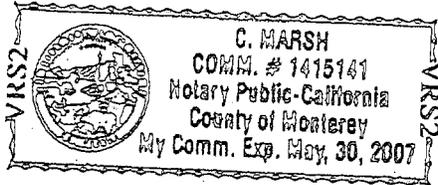
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OATH OR AFFIRMATION

I, Robert Zamecki, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Lighthouse Capital 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:

N/A



Robert Zamecki
Signature

President
Title

C. Marsh
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 Cash Flows.
- (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).

Lighthouse Capital Corporation

Financial Statements

and Supplemental Information

Year ended December 31, 2005

with

Reports of Independent Auditors

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WILSON
MARKLE
STUCKEY
HARDESTY
& BOTT

Report of Independent Auditors

The Board of Directors and Stockholder
Lighthouse Capital Corporation

We have audited the accompanying statement of financial condition of Lighthouse Capital Corporation as of December 31, 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 management of Lighthouse Capital Corporation. Our responsibility is to express an opinion on these financial statements, based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lighthouse Capital Corporation as of December 31, 2005, and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

Our audit was primarily for the purpose of forming an opinion on the basic financial statements, taken as a whole. The accompanying supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements. The supplemental information is required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the same 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.

Wilson Markle Stuckey Hardesty & Bott

Wilson Markle Stuckey Hardesty & Bott

February 17, 2006

Lighthouse Capital Corporation
Statement of Financial Condition
December 31, 2005

Assets

Current assets	
Cash and cash equivalents	\$ 115,340
Investment	4,430
Commissions receivable - securities	52,118
Commissions receivable - concessions	1,896
Accounts receivable - other	15,616
Officer receivable	31,804
Prepaid expenses	<u>7,914</u>
Total current assets	229,118
Property and equipment, at cost	50,137
Accumulated depreciation	<u>(7,571)</u>
Property and equipment, net	42,566
Deposits - rent	<u>1,700</u>
Total assets	<u><u>\$ 273,384</u></u>

See accompanying notes.

Lighthouse Capital Corporation
Statement of Financial Condition
December 31, 2005
(Continued)

Liabilities and Stockholder's Equity

Current liabilities	
Accounts payable	\$ 1,275
Commissions payable - securities	40,434
Payroll & payroll taxes payable	169
Pension payable	55,534
Income taxes payable	5,416
Deferred income taxes	<u>8,498</u>
Total current liabilities	111,326
Stockholder's equity	
Common stock; no par value; 1,000,000 shares authorized; 510,000 shares issued and outstanding	15,000
Additional paid in capital	1,331
Retained earnings	<u>145,727</u>
Total stockholder's equity	<u>162,058</u>
Total liabilities and stockholder's equity	<u><u>\$ 273,384</u></u>

See accompanying notes.

Lighthouse Capital Corporation

Statement of Income

Year ended December 31, 2005

Revenue	
Commissions	\$ 2,569,418
Conference income	8,588
Interest	67
Other	<u>2,741</u>
 Total revenue	 2,580,814
 Expenses	
Commissions	1,898,214
Officer salary and benefits	294,406
Office salary and benefits	52,234
Pension plan	58,259
Payroll taxes	14,140
Conference costs	12,780
Arbitration fees	53,031
Insurance	5,040
Office expense	28,311
Professional fees	45,114
Regulatory fees	18,958
Rent and utilities	21,242
Telephone	3,738
Travel and entertainment	19,320
Contributions	2,650
Depreciation and amortization	<u>3,070</u>
 Total expenses	 <u>2,530,507</u>
 Income before income taxes	 50,307
 Income taxes	 <u>11,877</u>
 Net income	 <u><u>\$ 38,430</u></u>

See accompanying notes.

Lighthouse Capital Corporation
Statement of Changes in Stockholder's Equity
Year ended December 31, 2005

	<u>Common stock</u>		Additional paid in capital	Retained earnings	Total Shareholder's equity
	Shares	Amount			
Balances, January 1, 2005	510,000	\$15,000	\$1,331	\$107,297	\$123,628
Net income	--	--	--	38,430	38,430
Balances, December 31, 2005	510,000	\$15,000	\$1,331	\$145,727	\$162,058

See accompanying notes.

Lighthouse Capital Corporation

Statement of Cash Flows

Year ended December 31, 2005

Cash flows from operating activities	
Net income	\$ 38,430
Adjustments to reconcile net income to net cash provided by operating activities	
Depreciation and amortization	3,070
Changes to current assets and liabilities	
Commissions receivable - securities	(33,577)
Commissions receivable - concessions	60,075
Accounts receivable - other	400
Officer receivable	45,305
Prepaid expenses	(3,228)
Investment	(67)
Accounts payable	(4,795)
Contracts payable	(3,273)
Commissions payable - securities	27,107
Commissions payable - concessions	(49,606)
Payroll & payroll taxes payable	(9,539)
Pension payable	55,534
Income taxes payable	5,416
Deferred income taxes	1,581
	<hr/>
Net cash provided by operating activities	132,833
Net cash used for financing activities:	
Acquisition of plant and equipment	<hr/> (39,668)
Increase in cash and cash equivalents	93,165
Cash, January 1, 2005	<hr/> 22,175
Cash , December 31, 2005	<hr/> <hr/> \$ 115,340
Supplemental information	
Cash paid for income taxes	<hr/> <hr/> \$ 4,880

See accompanying notes.

Lighthouse Capital Corporation
Notes to Financial Statements
December 31, 2005

Note 1 – Summary of significant accounting policies

Basis of presentation

Lighthouse Capital Corporation (the Company) is a California-based broker-dealer engaging in general securities activities. Since February 5, 1997, the Company is registered as a broker-dealer with the Securities Exchange Commission and is a member of the National Association of Securities Dealers.

Securities and mutual fund transactions clear through a clearing broker and the mutual funds, respectively. The Company does not hold customer accounts. Starting in 2004 the Company expanded its activities to include assisting clients in achieving Internal Revenue Service Section 1031 exchanges.

On March 3, 1998, the parent corporation of the Company exchanged 100% of the shares of the Company for the entire interest of Robert Zamecki in the parent corporation. Robert Zamecki is the sole stockholder of the Company.

Basis of accounting

The Company maintains its books on the accrual basis of accounting. The Company recognizes commission revenue and related expenses on the related trade date.

Cash and cash equivalents

For purposes of the statement of cash flows, cash and cash equivalents consist of amounts on deposit with a commercial bank and the clearing broker, available on demand.

Allowance of uncollectible accounts receivable

The Company uses the allowance method to account for uncollectible accounts receivable. Under this method, the Company reviews all receivables for any problems with collectibility. If the Company feels that there may be a problem with collections, an allowance is provided for the receivable. When attempts to collect a specific receivable are unsuccessful, the account is considered uncollectible and is written off against the allowance. At December 31, 2005, the Company concluded that an allowance for doubtful accounts was not necessary.

Property and equipment

Property and equipment consists primarily of furniture and computer and office equipment. The Company states property and equipment at acquisition cost. The Company computes depreciation on property and equipment using the straight-line method over the useful lives of the property and equipment, ranging from five to seven years.

Lighthouse Capital Corporation
Notes to Financial Statements
December 31, 2005
(continued)

Note 1 – Summary of significant accounting policies (continued)

Organizational costs

The Company capitalized certain costs expended to begin operations. The Company provided for amortization of those capitalized costs using the straight-line method over five years. The fully amortized costs are no longer reflected on the balance sheet of the Company.

Officer compensation

Compensation paid to the officer/stockholder of the Company is on an as availability basis. That is, regardless of the commissions earned, compensation is recorded only when the cash and net capital requirements allow for the payment. Because of this arrangement, commissions earned by the officer/stockholder are not included in commissions payable. There were no commissions owed the officer/stockholder at December 31, 2005.

Income taxes

The Company follows Statement of Financial Accounting Standard #109, "Accounting for Income Taxes." The Company records deferred income tax assets (net of a valuation allowance) and liabilities based on the difference between assets and liabilities reported for income tax purposes and within these financial statements. Differences between income tax and financial statement assets and liabilities result primarily from using accelerated depreciation, loss carryforwards and use of the cash basis of accounting for income tax purposes.

Income tax expense of \$11,877 is the amount currently paid or payable, net of the change in deferred income tax assets and liabilities, as follows:

Federal income tax – Current	\$ 6,374
Federal income tax – Deferred	960
State income tax – Current	3,922
State income tax – Deferred	<u>621</u>
Income tax expense	<u>\$11,877</u>

Lighthouse Capital Corporation
Notes to Financial Statements
December 31, 2005
(continued)

Note 1 – Summary of significant accounting policies (continued)

Use of estimates

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect amounts and disclosures reported in these financial statements. Actual results could differ from those estimated.

Note 2 – Clearing broker deposit and restricted cash and cash equivalents

The clearing broker for the Company requires the Company to maintain a minimum deposit of \$2,500. Total restricted cash is \$2,500 and is held in an escrow account by the clearing broker.

Note 3 – Investment

The investment consists of a single certificate of deposit at a commercial bank with an original maturity of 180 days. The Company states the investment at cost plus accrued interest (at 1.54%), which approximates its fair value. The investment matures January 23, 2006.

Note 4 – Accounts receivable – other

Accounts receivable – other consists principally of amounts advanced on behalf of and to be repaid by one of the independent brokers using the services of the Company.

Note 5 – Deferred revenue

Deferred revenue consists principally of sponsorship fees received in advance of a conference that the Company puts on during May of each year. There was no deferred revenue at December 31, 2005.

Lighthouse Capital Corporation
Notes to Financial Statements
December 31, 2005
(continued)

Note 6 – Rent expense

The Company relocated its offices as of August 26, 2004. The Company leases these offices under a two year lease arrangement payable at \$1,700 per month. The lease will change to a month to month operating lease as of August 14, 2006. The lease commitment for 2006 is \$12,750.

Note 7 – Commitments and contingencies

The Company, in the ordinary course of business, is named in matters arising from its activities as a broker-dealer. The Company accrues currently its estimate of the costs to settle or defend these matters and, based upon discussions with legal counsel.

In May, 2002 a claim was filed against the Company: *Susan Peregoy, Successor TTEE, the Winnette M. Elsworth Living Trust v. Lighthouse Capital Corporation, et.al.* An arbitration hearing was held in July 2003. The Company denied claimants Claim for Arbitration which alleged out-of-pocket losses of \$182,000, based upon misrepresentation and/or failing to disclose material facts in violation of Rules 2110, 2120, 2310 and 3010 of the Conduct of Rules of the NASD. However, the Arbitrator's ruled for the claimant. The Company's and its representative's share of the award amounted to \$25,000. The Company paid the claimant as directed and billed its representative for his share of the award, \$20,000. As of December 31, 2005, the representative owed the Company \$15,616.

In May, 2004 a claim was filed against the Company: *Lana Anderson v. Lighthouse Capital Corporation, et al.* The Claim for Arbitration alleged that the Company and the individual defendants caused an unsuitable investment to be made on behalf of claimant. The claimant's entire investment, approximately \$ 100,000, was lost and she sought recourse for this loss, as well as, interest and punitive damages and other costs. Prior to the scheduled arbitration hearing in March, 2005, the Company settled with the claimant for \$50,000. The Company's representative filed a cross complaint against the Company with respect to this claim for arbitration. After the Hearing on this cross complaint, the Arbitrator's ruled in favor of the Company, dismissing the cross complaint in its entirety.

Lighthouse Capital Corporation
Notes to Financial Statements
December 31, 2005
(continued)

Note 7 – Commitments and contingencies (continued)

The Department of Enforcement of the NASD has asserted that the Company was in violation of certain record keeping requirements and failed to maintain its required minimum net capital for four (4) days business days. The Company is negotiating with the NASD on a possible offer of settlement by way of an Acceptance, Waiver and Consent ("AWC") without admitting or denying the allegations and would be willing to accept a censure and a joint and several fine in full settlement of the matter. The NASD fined the Company for these violations \$\$8,215 in 2005 and agreed to being censured.

Note 8 – Net capital requirement

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of a minimum net capital, as defined, and a ratio of aggregate indebtedness to net capital not exceeding 15 to 1, and as calculated in the supplemental information section of these financial statements

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

Lighthouse Capital Corporation
Statement of Changes in Liabilities Subordinated to Claims of General Creditors
Year ended December 31, 2005

Balance, January 1, 2005	\$ --
Increases (decreases)	<u> --</u>
Balance, December 31, 2005	<u><u> --</u></u>

Lighthouse Capital Corporation
 Computation of Net Capital Under Rule 15c3-1 of the
 Securities and Exchange Commission
 December 31, 2005

Net Capital		
Total stockholders' equity		\$162,058
Petty cash	\$ 60	
Concessions receivable, net of commissions payable on concessions	1,896	
Accounts receivable – other	15,616	
Officer receivable	31,804	
Prepaid expenses	7,914	
Property and equipment, net	42,566	
Deposits – rent	1,700	
Deferred tax on non-allowable assets [SEC Rule 15c3-1(2)(i)(C)(2)]	<u>(8,498)</u>	
Total non-allowable assets		<u>(93,058)</u>
 Net capital		 <u>\$ 69,000</u>
 Total Aggregate Indebtedness		
Accounts payable	\$ 1,275	
Commissions payable – securities	40,434	
Commissions payable - concessions	-	
Payroll & payroll taxes payable	169	
Pension payable	55,534	
Income taxes payable	<u>5,416</u>	
 Total aggregate indebtedness		 <u>\$ 102,828</u>
 Computation of Basic Net Capital Requirement		
Minimum net capital required (6-2/3% of total aggregate indebtedness)		<u>\$ 6,855</u>
 Minimum dollar net capital requirement of reporting broker		 <u>\$ 5,000</u>
 Net capital		 <u>\$ 69,000</u>
 Excess net capital		 <u>\$ 62,145</u>
 Excess net capital at 1000% (Net capital less 10% of aggregate indebtedness)		 <u>\$ 58,717</u>
 Percentage of aggregate indebtedness to net capital		 149%

Lighthouse Capital Corporation
Reconciliation Pursuant to Rule 17a-5(d)(4)
December 31, 2005

Reconciliation with Company's Computation
(Included in Part IIA of Form X-17A-5 as of December 31, 2005)

Net capital, as reported in Company's Part IIA (Unaudited) FOCUS Report	\$75,941
Audit adjustments	<u>(6,941)</u>
Net capital, as reported herein	<u>\$ 69,000</u>
Aggregate indebtedness, as reported in Company's Part IIA (Unaudited) FOCUS Report	\$92,932
Audit adjustments	<u>9,896</u>
Aggregate indebtedness, as reported herein	<u>\$ 102,828</u>

Lighthouse Capital Corporation
Computation for Determination of Reserve Requirements
Under Rule 15c3-3 of the Securities and Exchange Commission
December 31, 2005

The computation for determination of the reserve requirements under Exhibit A of Rule 15c3-3 of the Securities and Exchange Commission has not been prepared because the exemption under Reg. Section 240, 15c3-3 (k)(2)(ii) is met.

Lighthouse Capital Corporation
Information Relating to Possession or Control Requirements
Under Rule 15c3-3 of the Securities and Exchange Commission
December 31, 2005

A supplementary report pursuant to Rule 17a-5(d)(4) and the information relating to possession or control requirement under Rule 15c3-3 are not required under Rule 17a-5(e)(1)(i)(A) and Rule 15c3-3(k), respectively.

W I L S O N
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& B O T T

Report of Independent Auditors on Internal Accounting Control
Required by SEC Rule 17a-5

The Board of Directors and Stockholder
Lighthouse Capital Corporation

We have audited the financial statements of Lighthouse Capital Corporation for the year ended December 31, 2005, and have issued our report thereon dated February 17 2006. As part of our audit, we made a study and evaluation of the Company's system of internal accounting control to the extent we considered necessary to evaluate the system as required by auditing standards generally accepted in the United States. 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.

We also studied the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and the procedure for determining compliance with the exemptive provisions of rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by rule 17a-13 or 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, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

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. In addition, 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 Lighthouse Capital Corporation, taken as a whole. No condition that may be considered a material weakness came to our attention during our study and evaluation.

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 were adequate at December 31, 2005 to meet the Commission's objectives.

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

Wilson Markle Stuckey Hardesty & Bott

Wilson Markle Stuckey Hardesty & Bott
February 17, 2006