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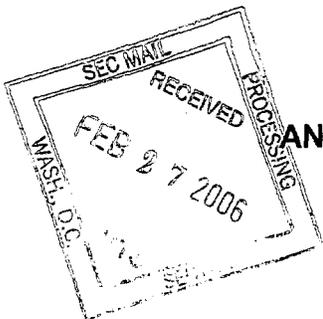
SECURITIES



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OMB APPROVAL
 OMB Number: 3235-0123
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 Hours per response . . . 12.00



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

SEC FILE NUMBER
8 - 50652

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 JANUARY 1, 2005 AND ENDING DECEMBER 31, 2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER DEALER:

AM CAPITAL, LLC

OFFICIAL USE ONLY
 FIRM ID. NO.

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

685 FIFTH AVENUE, NINTH FLOOR

(No. And Street)

NEW YORK,
(City)

NY
(State)

10022
(Zip Code)

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

ALAN BLUMENFELD

(646) 660-9600
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report *

FULVIO & ASSOCIATES, LLP

ATTN: JOHN FULVIO, CPA

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

60 EAST 42ND STREET

NEW YORK

10165

(Address)

(City)

(Zip Code)

CHECK ONE:

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

PROCESSED
 MAR 2 2 2006
 HUMSON FINANCIAL
 NY 10165
 PROCESSED
 MAR 2 2 2006
 HUMSON FINANCIAL

FOR OFFICIAL USE ONLY

(Handwritten signature)

*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 basis for the exemption. See section 240.17a-5(e)(2).

OATH OR AFFIRMATION

I, ALAN BLUMENFEJD, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of AM CAPITAL, LLC, 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:

Susan E. Vanvelson

Notary Public

SUSAN E. VANVELSON

Notary Public, State of New York

No. 01VA6045572

Qualified in Ulster County

Commission Expires July 31, 2006

[Handwritten Signature]

Signature

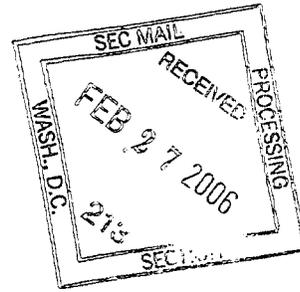
Managing Partner

Title

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 Proprietor's 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 or 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 sin the date of previous audit.
- (o) Supplemental independent Auditors Report on Internal Accounting Control.

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



AM CAPITAL, LLC

STATEMENT OF FINANCIAL CONDITION

DECEMBER 31, 2005

INDEPENDENT AUDITORS' REPORT

To the Members of
AM Capital, LLC

We have audited the accompanying statement of financial condition of AM Capital, LLC (the "Company") as of December 31, 2005. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. 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 statement referred to above presents fairly, in all material respects, the financial position of AM Capital, LLC as of December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

Fulvio & Associates LLP

New York, New York
February 8, 2006

AM CAPITAL, LLC
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2005

ASSETS

Cash	\$ 38,483
Due from Clearing Broker	3,276,078
Securities Owned, at Market Value	1,529,160
Other Assets	<u>27,919</u>
 TOTAL ASSETS	 <u>\$ 4,871,640</u>

LIABILITIES AND MEMBERS' CAPITAL

Liabilities:

Securities Sold, but not yet Purchased, at Market Value	\$ 2,223,570
Accounts Payable	<u>515,643</u>

TOTAL LIABILITIES 2,739,213

Members' Capital 2,132,427

TOTAL LIABILITIES AND MEMBERS' CAPITAL \$ 4,871,640

The accompanying notes are an integral part of this financial statement.

AM CAPITAL, LLC
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2005

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

a) Organization

AM Capital, LLC (the "Company") commenced Operations as a limited liability company in November, 1997 and is registered with the Securities and Exchange Commission (the "SEC"). They became a member of the National Association of Securities Dealers, Inc. (the "NASD") on September 10, 1998, when they commenced Operations as a broker/dealer. The Company's primary purpose is to trade and make markets in securities and to conduct business as a full service securities broker/dealer.

c) Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from the estimates that were used.

c) Securities Transactions

Transactions in securities are recorded on a trade-date basis. Securities owned or sold, but not yet purchased, are valued at market including accrued interest on bonds. All resulting gains and losses are included in members' capital.

The Company's trading activities include short sales of equity securities. Subsequent market fluctuations may require purchasing the securities at prices which may differ from the market value reflected on the statement of financial condition. In many cases, the Company limits its risk by holding offsetting security positions.

d) Depreciation and Amortization

Furniture and equipment are carried at cost, and are depreciated using the straight-line method over their estimated useful lives.

e) Operations Taxes

No provision for federal and state income taxes has been made since the Company is not a taxable entity. The members are individually liable for the taxes on their share of the Company's income or loss. The Company is liable for New York City Unincorporated Business Tax on its business operations. For the year ended December 31, 2005, there was no required accrual.

AM CAPITAL, LLC
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2005
(continued)

NOTE 2 – RECEIVABLE FROM CLEARING BROKER

The Company clears all its securities transactions including their own customer transactions through Goldman Sachs Execution & Clearing, L.P., their clearing broker, pursuant to a clearance agreement. All securities owned, and the receivables from the clearing broker reflected on the statement of financial condition, are positions carried by and amounts due from this clearing broker.

The Company has agreed to indemnify its clearing broker for losses the clearing broker may sustain as a result of the failure of the Company's customers to satisfy their obligations in connection with their delivery versus payment of securities transactions.

As of December 31, 2005, there were no customer accounts with deficiencies which presented any risks.

NOTE 3 - NET CAPITAL REQUIREMENT

As a registered broker-dealer and member of the NASD, the Company is subject to the Uniform Net Capital Rule 15c3-1 of the SEC, which requires the maintenance of minimum net capital as defined. The Company's minimum net capital is equal to the greater of \$100,000 or its market maker requirement. At December 31, 2005, the Company had net capital of \$1,717,652 which was \$1,525,152 in excess of its requirement.

NOTE 4 – SIGNIFICANT GROUP CONCENTRATION OF RISK

In the normal course of its business, the Company enters into financial transactions where the risk of potential loss due to changes in the market (market risk) or failures of the other parties to the transaction to perform (counterparty risk) exceeds the amounts recorded for the transaction.

AM CAPITAL, LLC
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 2005
(continued)

NOTE 4 – SIGNIFICANT GROUP CONCENTRATION OF RISK (continued)

The Company's policy is to continuously monitor its exposure to the market and counterparty risk through the use of a variety of financial, position and credit exposure reporting and control procedures. In addition, the Company has a policy of reviewing the customers and other counterparties with which it conducts business.

As of December 31, 2005, there were no customer accounts having debit balances which presented any risks nor was there any exposure with any other transaction conducted with any other broker.

NOTE 5 – COMMITMENTS AND CONTINGENCIES

The Company leases office space under a lease that expires August 31, 2006. The following is a schedule of future rental payments required under the lease.

<u>Year ending December 31,</u>	<u>Amount</u>
2006	<u>\$ 48,632</u>

NOTE 6 – SUBSEQUENT EVENTS

Subsequent to year end, in January 2006, the Company distributed \$300,000 to its members.