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

SEC FILE NUMBER  
8-66801

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 04/06/05 AND ENDING 12/31/05  
MM/DD/YY MM/DD/YY

A. REGISTRATION IDENTIFICATION

NAME OF BROKER-DEALER: **Blue Capital Asset Management LLC**

OFFICIAL USE ONLY  
FIRM ID. NO

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

PROCESSED

790 Estate Drive  
(No. and Street)

JUL 13 2006  
THOMSON FINANCIAL

Deerfield  
(City)

Illinois  
(State)

60615  
(Zip Code)

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

Brian Casper

(847) 267-6614

(Area Code-Telephone No)

B. ACCOUNT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Schultz and Chez, LLP

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

141 W. Jackson Blvd., Suite 2900

Chicago

IL

60604

(Address)

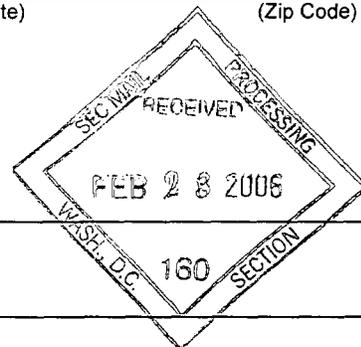
(City)

(State)

(Zip Code)

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 241.17a-5(e)(2).

## OATH OR AFFIRMATION

I, Brian Casper, affirm that, to the best of my knowledge and belief, the accompanying financial statements and supplemental information pertaining to the firm of **Blue Capital Asset Management, LLC**, as of December 31, 2005 are true and correct. I further affirm that neither the Company nor any member, proprietor, principal officer, or director has any proprietary interest in any account classified solely as that of a customer.



*Brian A Casper*

Signature

CFO

Title

*Janet M. Herr*

Notary Public

This report contains (check all applicable boxes):

- (a) Facing Page
- (b) Statement of Financial Condition
- (c) Statement of Income
- (d) Statement of Changes in Member's Equity
- (e) Statement of Cash Flows
- (f) Statement of Changes in Subordinated Borrowings

Supplemental Information:

- (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 under Requirement 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 pursuant to 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) Independent Auditors' Supplemental Report on Internal Control
- (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)**

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# SCHULTZ & CHEZ, L.L.P.

Certified Public Accountants

141 West Jackson Boulevard, Suite 2900  
Chicago, Illinois 60604  
Main: (312) 332-1912  
Fax: (312) 332-3635

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
BLUE CAPITAL ASSET MANAGEMENT LLC  
Chicago, Illinois

We have audited the accompanying statement of financial condition of Blue Capital Asset Management LLC, for the period April 6, 2005 (commencement of trading) through December 31, 2005, and the related statements of income, changes in members' equity and cash flows for the period April 6, 2005 (commencement of trading) through December 31, 2005. 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 audit.

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, 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 Blue Capital Asset Management LLC, and the results of its operations and its cash flows for the period April 6, 2005 (commencement of trading) through December 31, 2005, in conformity with U.S. 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 information contained on pages 9 and 10 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 and Exchange Commission. 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.

Chicago, Illinois  
February 18, 2006

*Schultz & Chez, LLP*

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)  
**STATEMENT OF FINANCIAL CONDITION**  
DECEMBER 31, 2005

**ASSETS**

Options owned, at market value	\$ 56,675,450
Interest receivable	8,968
Other assets	<u>10,000</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>56,694,418</u></b>

**LIABILITIES AND MEMBERS' EQUITY**

**LIABILITIES**

Payable to broker/dealer	\$ 10,623,060
Options sold, not yet purchased	38,188,985
Interest payable	90,591
Accrued expenses	5,946
Due to affiliate	<u>86,374</u>
<b>TOTAL LIABILITIES</b>	<b><u>48,994,956</u></b>
<b>MEMBERS' EQUITY</b>	<b><u>7,699,462</u></b>
<b>TOTAL LIABILITIES AND MEMBERS' EQUITY</b>	<b>\$ <u>56,694,418</u></b>

See accompanying notes.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

STATEMENT OF INCOME

FOR THE PERIOD APRIL 6, 2005 (commencement of  
trading) THROUGH DECEMBER 31, 2005

<b>REVENUES</b>	
Trading income	\$ 935,563
Interest	<u>204,187</u>
Total Revenues	<u>1,139,750</u>
<b>EXPENSES</b>	
Commission	88,895
Brokerage expense	48,379
Regulatory fees	19,583
Consulting and professional fees	15,525
Interest	121,994
Seat rental	60,930
Other	<u>84,982</u>
Total Expenses	<u>440,288</u>
NET INCOME	\$ <u>699,462</u>

See accompanying notes.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

STATEMENT OF CHANGES IN MEMBERS' EQUITY  
FOR THE PERIOD APRIL 6, 2005 (commencement of  
trading) THROUGH DECEMBER 31, 2005

Members' contributions	\$ 10,000,000
Members' withdrawals	( 3,000,000)
Net income	<u>699,462</u>
Members' Equity, December 31, 2005	\$ <u>7,699,462</u>

See accompanying notes.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

STATEMENT OF CASH FLOWS

FOR THE PERIOD APRIL 6, 2005 (commencement of  
trading) THROUGH DECEMBER 31, 2005

OPERATING ACTIVITIES	
Net income	\$ <u>699,462</u>
Adjustments to reconcile net income to net cash used in operating activities	
(Increase) decrease in operating assets:	
Options owned, net	( 18,486,465)
Interest receivable/payable, net	81,623
Other assets	( 10,000)
Increase (decrease) in operating liabilities:	
Payable to broker/dealer	10,623,060
Accrued expenses	5,946
Due to affiliates	<u>86,374</u>
Total adjustments	( <u>7,699,462</u> )
NET CASH USED IN OPERATING ACTIVITIES	( <u>7,000,000</u> )
FINANCING ACTIVITIES	
Members' contributions	10,000,000
Members' withdrawals	( <u>3,000,000</u> )
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>7,000,000</u>
NET INCREASE IN CASH	-
CASH AT BEGINNING OF PERIOD	<u>-</u>
CASH AT DECEMBER 31, 2005	\$ <u><u>-</u></u>

*Supplemental Cash Flow Information:*

Cash payments for interest during the year totaled \$31,403.

Cash payments for income taxes during the year totaled \$0.

See accompanying notes.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

**NOTES TO FINANCIAL STATEMENTS**

FOR THE PERIOD APRIL 6, 2005 (commencement of trading) THROUGH DECEMBER 31, 2005

**(1) NATURE OF BUSINESS**

BLUE CAPITAL ASSET MANAGEMENT LLC operates as a trader on various securities and futures exchanges.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Securities owned and securities sold, not yet purchased, held in firm trading and investment accounts, are carried at market value. Securities transactions are recorded on the trade date and, accordingly, gains and losses are recorded on unsettled transactions. Futures transactions and resulting gains and losses are recorded on the trade date. Gains and losses on open futures contracts are reflected in income.

The preparation of financial statements in conformity with generally accepted accounting principles includes the use of estimates that affect the financial statements. Accordingly, actual results could differ from those estimates.

No provision has been made for income taxes as the taxable income or loss of the Company is included in the respective income tax returns of the members.

Financial instruments recorded at fair value on the Company's statement of financial condition include securities owned and securities sold, not yet purchased. Other financial instruments are recorded by the Company at contract amounts and include receivables from and payables to clearing broker. Financial instruments carried at contract amounts, which approximate fair value, either have short-term maturities, are repriced frequently, or bear market interest rates and, accordingly, are carried at amounts approximating fair value.

The Company has not presented a Statement of Comprehensive Income because it does not have any items of "other comprehensive income".

**(3) DERIVATIVE FINANCIAL INSTRUMENTS**

Derivative contracts are financial instruments whose value is based upon an underlying asset, index, or reference rate or a combination of these factors. The Company enters into transactions in exchange-traded options. Options held provide the Company with the opportunity to deliver or take delivery of specified financial instruments at a contracted price. Options written (sold) obligate the Company to deliver or take delivery of specified financial instruments at a contracted price in the event the holder exercises the option. These derivative financial instruments may have market risk and/or credit risk in excess of the amounts recorded in the statement of financial condition.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

NOTES TO FINANCIAL STATEMENTS

FOR THE PERIOD APRIL 6, 2005 (commencement of trading) THROUGH DECEMBER 31, 2005

(3) **DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)**

**Market Risk**

Market risk is the potential change in an instrument's value caused by fluctuations in interest rates, equity prices volatilities, credit spreads, or other risks, such as liquidity. Exposure to market risk is influenced by a number of factors, including the relationships between financial instruments and the volatility and liquidity in the markets in which the financial instruments are traded. In many cases, the use of derivative financial instruments serves to modify or offset market risk associated with other transactions and, accordingly, serves to decrease the Company's overall exposure to market risk. The Company utilizes various analytical monitoring techniques to control its exposure to market risk.

**Credit Risk**

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. The Company's exposure to credit risk associated with counterparty nonperformance is limited to the current cost to replace all contracts in which the Company has a gain. For exchange-traded contracts, The Options Clearing Corporation and Chicago Mercantile Exchange act as the counterparties of specific transactions and, therefore, bear the risk of delivery to and from counterparties to specific positions.

**Concentration of Credit Risk**

The Company clears all of its trades through its clearing broker. In the event this clearing broker does not fulfill its obligations, the Company may be exposed to risk. The Company attempts to minimize this risk by monitoring the creditworthiness of this clearing broker.

**Guarantees**

In the normal course of trading activities, the Company trades and holds certain fair-valued derivative contracts, which may constitute guarantees under Financial Accounting Standards Board (FASB) Interpretation No. 45, "Guarantors Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45). Such contracts include written option contracts that are not settled in cash. These written option contracts obligate the Company to deliver or take delivery of specified financial instruments at a contracted price in the event the holder exercises the option.

As of December 31, 2005, the maximum payouts for these contracts are limited to the notional amounts of each contract. Maximum payouts do not represent the expected future cash requirements as the Company's written options positions are typically liquidated or expire, and are not exercised by the holder of the option. In addition, maximum payout amounts, in the case of the exercise of written call options, may be offset by the subsequent sale of the underlying financial instrument if owned by the Company. The fair values of all written option contracts as of December 31, 2005, are included in securities and derivative contracts sold, not yet purchased on the statement of financial condition.

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

**NOTES TO FINANCIAL STATEMENTS**

FOR THE PERIOD APRIL 6, 2005 (commencement of trading) THROUGH DECEMBER 31, 2005

**(4) REGULATORY MATTERS**

As a registered broker/dealer, the Company is subject to the SEC's Uniform Net Capital Rule (Rule 15c3-1) 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 8 to 1. At December 31, 2005, the Company had net capital of approximately \$3,987,000 which exceeded requirements by approximately \$3,887,000 and the ratio of aggregate indebtedness to net capital was less than 1:1.

SUPPLEMENTARY INFORMATION

Blue Capital Asset Management LLC  
(An Illinois Limited Liability Company)

COMPUTATION OF NET CAPITAL,  
PER UNIFORM NET CAPITAL RULE 15c3-1

DECEMBER 31, 2005

NET CAPITAL		
Members' equity		\$ 7,699,462
LESS:		
Non-allowable assets -		
Other assets	\$ 10,000	
Commodity charges	<u>2,184,195</u>	( <u>2,194,195</u> )
NET CAPITAL BEFORE HAIRCUTS ON SECURITIES		5,505,267
Haircuts on securities		( <u>1,518,113</u> )
NET CAPITAL		\$ <u>3,987,154</u>
COMPUTATION OF BASIC NET CAPITAL REQUIREMENT		
Minimum net capital required (Greater of 12 ½ % of aggregate indebtedness or \$100,000)		\$ <u>100,000</u>
EXCESS NET CAPITAL		\$ <u>3,887,154</u>
COMPUTATION OF AGGREGATE INDEBTEDNESS		
Total liabilities - specified liabilities		
Accrued expenses	\$ 5,946	
Due to affiliate	<u>86,374</u>	
Total Aggregate Indebtedness		\$ <u>92,320</u>
Percentage of aggregate indebtedness to net capital		<u>2%</u>

Note: There are no material differences between the audited computation of net capital and that per the Company's unaudited FOCUS report as filed.

**BLUE CAPITAL ASSET MANAGEMENT LLC  
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS**

**AND**

**INFORMATION FOR THE POSSESSION OR CONTROL  
REQUIREMENTS PURSUANT TO RULE 15c3-3**

DECEMBER 31, 2005

**RESERVE COMPUTATION**  
(see Note)

**INFORMATION FOR POSSESSION OR CONTROL REQUIREMENTS**  
(see Note)

**NOTE:** Although the Company is not exempt from Rule 15c3-3, it does not transact a business in securities with or for customers and does not carry margin accounts, credit balances or securities for any person defined as a "customer" pursuant to Rule 17a-5(c)(4). Accordingly, there are no amounts reportable under these sections.

# SCHULTZ & CHEZ, L.L.P.

Certified Public Accountants

141 West Jackson Boulevard, Suite 2900  
Chicago, Illinois 60604  
Main: (312) 332-1912  
Fax: (312) 332-3635

## INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL

To the Members of  
BLUE CAPITAL ASSET MANAGEMENT LLC  
Chicago, Illinois

In planning and performing our audit of the financial statements of BLUE CAPITAL ASSET MANAGEMENT LLC (the "Company") for the period April 6, 2005 (commencement of trading) through 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 consolidated financial statements and not to provide assurance on the internal control.

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 followed by Blue Capital Group LLC that we considered relevant to the objectives stated in Rule 17a-5(g), (1) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and the reserve required by Rule 15c3-3(e); and (2) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13. We did not review the practices and procedures followed by the Company in complying with the requirements for prompt payment for securities under Section 8(b) 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 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 internal control policies and 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. 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 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 any internal control or the practices and procedures referred to above, errors 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 the internal control would not necessarily disclose all matters in the 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 the specific internal control components does not reduce to a relatively low level the risk that errors 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 the internal control, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

Our review indicated that Blue Capital Asset Management LLC, although not exempt from Rule 15c3-3, had no reporting requirements because it did not transact a business in securities directly with or for other than members of a national securities exchange and did not carry margin accounts, credit balances or securities for any person defined as a "customer" pursuant to Rule 17a-5(c)(4) and that, as of December 31, 2005, no facts came to our attention to indicate that such conditions were not complied with during the period.

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 our study, we believe that the Company's 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 Chicago Board Options Exchange, the Securities and Exchange Commission and other regulatory authorities who 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.

Chicago, Illinois  
February 18, 2006

Schultz - CG, LLP