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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**

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**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: Westchester Capital Planning, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

50 Main Street (suite 1000)
(No. and Street)

White Plains N.Y.
(City) (State)

10606
(Zip Code)

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

Michael Ross (914) 682-6809
(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Jeffrey Melegemo, CPA, P.C.
(Name - if individual, state last, first, middle name)

310 Harwood Bldg, Scarsdale, N.Y.
(Address) (City) (State)

10583
(Zip Code)

CHECK ONE:

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

PROCESSED
JUN 06 2006
THOMSON
FINANCIAL

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-3(e)(2)

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Michael Ross, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Westchester Capital Planning, Inc., as of 31 December, 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:

Michael Ross
Signature
President
Title

Maureen Decker
Notary Public

MAUREEN DECKER
Notary Public, State of New York
Qualified in Orange County
Commission expires 6-30-07

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 15c3-3 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).

WESTCHESTER CAPITAL PLANNING, INC.

AUDITED FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2005 and 2004



JEFFREY D. MELAGRANO, C.P.A., P.C.
HARWOOD BUILDING
SCARSDALE, NEW YORK 10583

Member
NY State Society of CPAs

Telephone (914) 723-3400
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Independent Auditor's Report

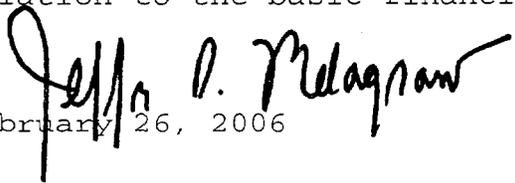
Board of Directors and Shareholders
Westchester Capital Planning, Inc.

We have audited the accompanying balance sheets of Westchester Capital Planning, Inc. as of December 31, 2005 and 2004 and the related statements of income, accumulated deficit, and cash flows for the years then ended. 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 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 Westchester Capital Planning, Inc. as of December 31, 2005 and 2004 and the results of its operations and its cash flows for the years then ended in conformity with 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 in the accompanying schedule is presented for the purpose 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.


February 26, 2006

Westchester Capital Planning, Inc.

Balance Sheet

	December 31,	
	<u>2005</u>	<u>2004</u>
ASSETS		
Current Assets		
Cash - money market funds	\$9,967	\$8,734
Total Current Assets	<u>9,967</u>	<u>8,734</u>
Fixed Assets		
Computer equipment	2,183	2,183
Accumulated depreciation	(1,996)	(1,560)
	<u>187</u>	<u>623</u>
Other Assets		
Investments		
Security deposits	540	540
Total other assets	<u>540</u>	<u>540</u>
TOTAL ASSETS	<u>\$10,694</u>	<u>\$9,897</u>
 LIABILITIES AND STOCKHOLDER'S EQUITY		
Current Liabilities		
Accrued expenses	\$2,000	\$2,000
Stockholder's Equity		
Common stock		
no par value, 200 shares authorized, issued, and outstanding	2,000	2,000
Additional paid in capital	18,422	18,422
Retained deficit	(11,728)	(12,525)
Total Stockholder's Equity	<u>8,694</u>	<u>7,897</u>
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	<u>\$10,694</u>	<u>\$9,897</u>

See notes to financial statements

Westchester Capital Planning, Inc.
Statement of Income and Retained Deficit

	Years Ended December 31,	
	<u>2005</u>	<u>2004</u>
Revenues		
Commission income	\$188,981	\$216,690
Realized (loss) gain on security sale	(524)	4,862
Interest and dividends	72	258
Total Revenue	188,529	221,810
Expenses		
Officer compensation	4,000	3,500
Payroll taxes	319	446
Auto expense	1,348	1,623
Depreciation expense	436	436
Insurance expense	994	
Licenses & registration	1,084	2,912
Legal and accounting	3,005	2,788
Rent and office services	5,318	4,739
NYS Franchise tax	100	
Postage	84	
Telephone		1,313
Total operating expenses	16,688	17,757
Net Income	171,841	204,053
Retained deficit beginning of year	(12,525)	(12,631)
Shareholder distributions	(171,044)	(203,947)
Retained deficit end of year	(\$11,728)	(\$12,525)

See notes to financial statements

Westchester Capital Planning, Inc.
Statement of Cash Flows

	Years Ended December 31,	
	<u>2005</u>	<u>2004</u>
Cash flows from operating activities:		
Net income	\$171,841	\$204,053
Adjustment to reconcile net income to cash provided by operating activities:		
Depreciation	436	437
Accounts payable	0	(589)
Cash provided by operating activities	172,277	203,901
Cash flows from investing activities:		
Fixed asset purchase	0	0
Sale (purchase) of securities	0	8,257
Cash (used) for investing activities	0	8,257
Cash flows from financing activities:		
Shareholder distribution	(171,044)	(203,947)
Cash (used) for financing activities	(171,044)	(203,947)
Increase in cash for period	1,233	8,211
Cash - beginning of period	8,734	523
Cash - end of period	\$9,967	\$8,734

See notes to financial statements

WESTCHESTER CAPITAL PLANNING, INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2005 and 2004

1 - Organization and Description of the Business

Westchester Capital Planning, Inc. (the "Company"), is a New York company, which provides financial services to investors.

2 - Summary of Significant Accounting Policies

The Company is on the accrual basis of accounting whereby income is recognized when earned and expenses are recognized when incurred.

3 - Investments

Investments are stated at cost. The fair market value of investments as of December 31, 2005 was \$0.

4 - Income Taxes

There is no provision for federal income taxes because the Company is organized as an S-corporation under federal tax law.

5 - Net Capital Requirements

As a registered broker-dealer, the Company is subject to the SEC's Uniform Net Capital Rule, which requires the maintenance of minimum net capital. At December 31, 2005 the company had a shortage of the required minimum capital in the amount of \$1,834. The Company, subsequent rectified this with the appropriate regulatory body. As of December 31, 2004 the company was in compliance with its capital requirements and had excess net capital of \$1,559. as detailed on page 5.

Westchester Capital Planning, Inc.
Statement of Net Capital

	Years Ended December 31,	
	<u>2005</u>	<u>2004</u>
Total assets	\$10,694	\$9,897
Less: total liabilities	2,000	2,000
Net worth	8,694	7,897
Less: non allowable assets	727	1,163
Current capital	7,967	6,734
Less: reduction in assets for deposit in transit	(5,000)	
Less: haircuts	199	175
Net capital	3,166	6,559
Required net capital	5,000	5,000
(Shortage) excess net capital	(\$1,834)	\$1,559
Aggregate indebtedness	\$2,000	\$2,000
Aggregate indebtedness to net capital	63.17%	30.49%

See notes to financial statements