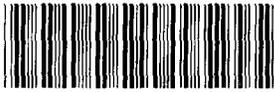


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AB 3/23/06

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

SEC FILE NUMBER
8-16608

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 01/01/05 AND ENDING 12/31/05
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Roosevelt Equity Corporation

OFFICIAL USE ONLY
FIRM I.D. NO.

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

5250 South Sixth Street Road

(No. and Street)

Springfield

(City)

Illinois

(State)

62703

(Zip Code)

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

Theodore C. Miller

(217) 241-6300

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Brown Smith Wallace LLC

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

1050 N Lindbergh Blvd.

(Address)

St. Louis,

(City)

Missouri

63132

(Zip Code)

CHECK ONE:

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

PROCESSED
MAY 16 2006

THOMSON
FINANCIAL

RECEIVED
FEB 28 2006
SEC. MGMT. SECTION
WASHINGTON, D.C.

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 signature/initials

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

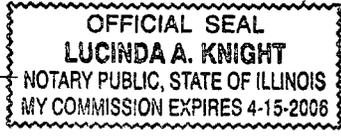
I, Theodore C. Miller, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Roosevelt Equity Corporation, as of December 31, 2005, are true and correct. I further swear (or affirm) that neither the company 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:

Theodore C. Miller
Signature

Treasurer

Title

Lucinda A. Knight
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).

Independent Auditors' Report

To the Members
Roosevelt Equity Corporation
Springfield, Illinois

We have audited, in accordance with auditing standards generally accepted in the United States of America, the statement of financial condition of Roosevelt Equity Corporation as of December 31, 2005, and the related statements of income (loss), changes in shareholder's equity, and cash flows for the year then ended, and have issued our report thereon dated February 23, 2006.

In connection with our audit, nothing came to our attention that caused us to believe that the company was not eligible for claiming exclusion from membership in the Securities Investor Protection Corporation (SPIC) under Section 78ccc(a)(2)(A)(ii) of the Securities Investor Protection Act of 1970, as explained on page 4, for the year ended December 31, 2005. However, it should be noted that our audit was not directed primarily toward obtaining knowledge of such ineligibility.

This report is intended solely for the information and use of management, the SEC, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers and should not be used for any other purpose.

Brown Smith Wallace, LLC

February 23, 2006

ROOSEVELT EQUITY CORPORATION

MEMBERSHIP STATUS IN THE SECURITIES INVESTOR PROTECTION CORPORATION

Year ended December 31, 2005

Roosevelt Equity Corporation, qualified for exclusion from membership in the Securities Investors Protection Corporation during the year ended December 31, 2005, under Section 78ccc (a)(2)(A)(ii) of the Securities Investor Protection Act of 1970. A Certification of Exclusion from Membership covering the year ended December 31, 2005 (Form SIPC-3) was filed with the National Association of Securities Dealers, Inc., 1735 K Street, NW, Washington, D.C. 20006, on January 4, 2005.

ROOSEVELT EQUITY CORPORATION

Financial Statements and Supporting Schedule

Pursuant to Rule 17a - 5 of the Securities and Exchange Commission

Year Ended December 31, 2005

Independent Auditors' Report

To the Members
Roosevelt Equity Corporation
Springfield, Illinois

We have audited the accompanying statements of financial condition of Roosevelt Equity Corporation (the "Company") as of December 31, 2005, and the related statements of income, changes in shareholder's equity, and cash flows for the year 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 audits.

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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 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 Roosevelt Equity Corporation as of December 31, 2005, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information included in the accompanying schedule 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 under the Securities Exchange Act of 1934. 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.

Brown Smith Wallace, LLC

February 23, 2006

Roosevelt Equity Corporation

Statement of Financial Condition

December 31, 2005

Assets:

Cash	\$	91,272
Commissions receivable		29,077
Investment in mutual funds		<u>42,116</u>
Total assets	\$	<u><u>162,465</u></u>

Liabilities:

Accrued commissions payable	\$	13,123
Income Tax Payable		<u>2,414</u>
Total liabilities		15,537

Shareholder's equity:

Common stock, \$25 par value. Authorized and issued 1,000 shares		25,000
Paid-in and contributed capital		13,389
Retained earnings		<u>108,539</u>
Total shareholder's equity		<u>146,928</u>
Total liabilities and shareholder's equity	\$	<u><u>162,465</u></u>

The accompanying notes are an integral part of this statement.

Roosevelt Equity Corporation

Statement of Income (Loss)

Period Ended December 31, 2005

Revenues:

Commission income	\$ 180,655
Investment income	3,221
Unrealized loss on investments	(594)
	<u>183,282</u>

Expenses:

Commissions paid to agents	94,948
Management fees	60,000
NASD fees	7,357
State licenses and fees	2,765
Taxes	35
Bank charges	48
Agency expense	66
Sundry-General Expense	29
	<u>165,248</u>

Net income before taxes 18,034

Income taxes 2,569

Net income \$ 15,465

Basic and diluted earnings per share \$ 15.47

Weighted average shares outstanding 1,000

The accompanying notes are an integral part of this statement.

ROOSEVELT EQUITY CORPORATION

Statement of Changes in Shareholder's Equity

Period Ended December 31, 2005

Common stock	
Balance, beginning of year	\$ 25,000
Issued during year	0
Purchase treasury stock	<u>0</u>
Balance, end of period	<u>25,000</u>
Additional paid-in and contributed capital	
Balance, beginning of year	13,389
Issued during year	0
Purchase treasury stock	<u>0</u>
Balance, end of period	<u>13,389</u>
Retained earnings	
Balance, beginning of year	93,074
Net income	<u>15,465</u>
Balance, end of period	<u>108,539</u>
Total shareholder's equity, end of period	<u>\$ 146,928</u>

The accompanying notes are an integral part of this statement.

ROOSEVELT EQUITY CORPORATION

Statement of Cash Flows

Period Ended December 31, 2005

Increase (decrease) in cash

Cash flows from operating activities:

Net income	\$ 15,465
Adjustments to reconcile net income to net cash provided by operating activities	
Unrealized loss on investments	594
Changes in assets and liabilities:	
Decrease in commissions receivable	41,936
Increase in income taxes payable	433
Decrease in commissions payable	<u>(30,594)</u>
Net cash provided by operating activities	<u>27,834</u>

Cash flows from investing activities:

Investment income reinvested	<u>(3,221)</u>
Net cash used in investing activities	<u>(3,221)</u>

Net increase in cash 24,613

Cash at December 31, 2004 66,659

Cash at December 31, 2005 \$ 91,272

The accompanying notes are an integral part of this statement.

ROOSEVELT EQUITY CORPORATION

Notes to Financial Statements

December 31, 2005

(1) Nature of Operations

Roosevelt Equity Corporation (the Company) was incorporated under the laws of the State of Delaware on June 1, 1971, for the purpose of dealing and brokering in securities. To date, activities of the Company have been limited principally to brokering shares of mutual funds, and sales of variable annuity contracts. The Company acts as an agent for its customers by placing orders. Orders of mutual funds and variable annuity contracts are placed in the customers' names, the mutual fund shares and variable annuity accumulation units are held by the respective fund's custodians, and the Company's only financial involvement is through receipt of commission (load).

(2) Summary of Significant Accounting Policies

a) Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. At December 31, 2005, the Company did not have any cash equivalents.

b) Investments Owned

Investments of brokers and dealers in securities are measured at fair value, with unrealized appreciation and depreciation included in the determination of net income. Total unrealized appreciation on investments is \$ 7,201 of which \$ (594) in unrealized loss is attributable to 2005 and is included in the current year income. Realized investment gains of \$ 3,221 on mutual funds in 2005, were designated by the Company to be reinvested for the purchase of additional mutual fund shares.

<u>Investments Owned</u>	<u>Market Value</u>	<u>Basis</u>
Mutual funds	\$ 42,116	\$ 34,915
Total	\$ 42,116	\$ 34,915

ROOSEVELT EQUITY CORPORATION

Notes to Financial Statements - Continued

December 31, 2005

c) Commission Income and Commissions Paid to Agents

Commission income is recognized as it is earned and related commissions paid to registered representatives are incurred at that time.

The Company receives substantially all mutual fund commission income from one investment company, Pioneer Services Corporation. The Company receives variable annuity commissions from Allmerica Financial Life Insurance and Annuity Company and Travelers Life and Annuity Company. Total 2005 commission income is comprised of approximately 65% mutual fund sales, and approximately 35% variable annuity sales.

The Company incurs commission expense by passing a portion of its commission (load) to the Company's independent sales force. Agent Commission expense ranges between 60% and 75% of commission income for the various products sold. Inactive sales agents forfeit the portion of residual commission income normally paid to active sales agents. As a result, actual total commission expense for the year represented approximately 55% of total commission income.

d) Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts as revenues and expenses during the reporting period. Actual results could differ from those estimates.

(3) Income Taxes

At year-end December 31, 2005, the Company had a federal and state tax payable of \$1,004 and \$1,410, respectively. Federal and state income tax expense incurred for the year ended December 31, 2005 was \$1,004 and \$1,565, while federal and state income tax paid for the same period was \$345 and \$1,636, respectively.

(4) Management Fees

During the year, the Company paid management fees to UTG, Inc., the Company's parent company. The fees are based on a fixed fee contract of \$60,000 per year. As a result, the Company incurred \$60,000 in management fees for the year ended December 31, 2005.

ROOSEVELT EQUITY CORPORATION

Notes to Financial Statements - Continued

December 31, 2005

(5) **Net Capital Requirement**

The Company is subject to the Uniform Net Capital Rule (Rule 15c 3-1) under the Securities Exchange Act of 1934, which requires that a broker-dealer's aggregate indebtedness, as defined, not exceed 15 times net capital, as defined. At December 31, 2005 the Company's net capital was \$124,657 as compared with minimum net capital of \$5,000. The Company's ratio of aggregate indebtedness to net capital was .1246 to 1.

(6) **Exemption from Determination of Reserve Requirement under Rule 15c 3-3**

For the year ended December 31, 2005 based on Section (k) (1) of the Rule 15c 3-3, the Company was exempt from the Rule 15c 3-3, under the Securities Exchange Act of 1934, which requires that a broker-dealer shall at all times maintain a "Special Reserve Bank Account for the Exclusive Benefit of Customers". No schedule of the computation of the amount that should be on deposit in the "Reserve Bank Account" under Rule 15c 3-3(e) is presented due to this exemption.

(7) **Concentration of Credit Risk**

The Company's commissions receivable have significant concentration of credit risk. At December 31, 2005, approximately 84% of receivables were due from Pioneer Services Corporation, approximately 10% of receivables were due from Allmerica Financial Life Insurance and Annuity Company, and approximately 6% of receivables were due from Travelers Life and Annuity Company.

(8) **Earnings per Share**

Basic earnings per share of common stock were computed by dividing income available to common shareholders, by the weighted average number of common shares outstanding for the year. Basic and diluted earnings per share are the same since the Company has no dilutive instruments outstanding.

Roosevelt Equity Corporation

Schedule of Net Capital

December 31, 2005

Net Capital:

Shareholder's Equity		\$	146,928
Less:			
Non-allowable assets	15,954		
Haircut	<u>6,317</u>		<u>22,271</u>
		\$	<u>124,657</u>
Aggregate Indebtedness - Payables and Accrued Expenses		\$	<u>15,537</u>
Minimum Capital Requirements		\$	<u>5,000</u>
Excess Net Capital		\$	<u>119,657</u>
Percentage of Aggregate Indebtedness to Net Capital			<u>12.46</u>

Supplemental Report On Internal Control Required By Securities And Exchange Commission Rule 17a-5

To the Members
Roosevelt Equity Corporation
Springfield, Illinois

In planning and performing our audit of the financial statements and supplemental schedule of Roosevelt Equity Corporation (the "Company") for the year ended December 31, 2005 (on which we issued our report dated February 23, 2006) 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 the Company's 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 compliance with 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 conformity with accounting principles generally accepted in the United States of America. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in 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 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 Securities and Exchange Commission, the National Association of Securities Dealers, Inc., 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.

Brown Smith Wallace, LLC

February 23, 2006