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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- 29983

FACING PAGE

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

SEC MAIL RECEIVED
MAR 06 2006
SECTION

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:

Warfield Associates, Inc.

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

450 Park Avenue, Suite 1401

(No. and Street)

New York,

(City)

New York

(State)

10022

(Zip Code)

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

Thomas R. Warfield

212-319-6755

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Myer, Greene & Degge

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

P.O. Box 930

(Address)

Pearl River,

(City)

NY

(State)

10965

(Zip Code)

CHECK ONE:

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

PROCESSED
JUN 14 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-5(e)(2)

Handwritten signature/initials

OATH OR AFFIRMATION

I, Thomas R. Warfield, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Warfield Associates, Inc., as of December 31, 20 05, 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:

MARY T. BARKER
Notary Public, State of New York
No. 01BA5016820
Qualified in Rockland County
Commission Expires 3/23/09

Mary T. Barker
Notary Public

Thomas R. Warfield
Signature

President
Title

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).

WARFIELD ASSOCIATES, INC.

I N D E X

INDEPENDENT AUDITOR'S REPORT

EXHIBIT A	STATEMENT OF FINANCIAL CONDITION AS OF DECEMBER 31, 2005
Schedule 1	Statement of changes in stockholder's equity for the year ended December 31, 2005
EXHIBIT B	STATEMENT OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2005
EXHIBIT C	STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2005
FOLIO I - IV	NOTES TO FINANCIAL STATEMENTS

SUPPLEMENTAL DATA

Schedule 1	Computation of net capital computed under Rule 15c3-1 of the Securities and Exchange Commission.
Schedule 2	Computation for determination of reserve requirements for broker-dealer under Rule 15c3-3 of the Securities and Exchange Commission.

MYER, GREENE & DEGGE

CERTIFIED PUBLIC ACCOUNTANTS

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JAMES CULLEN
KENNETH F. KARDASHIAN
GERALD G. WALTERS

To the Stockholder of
Warfield Associates, Inc.

We have audited the accompanying statement of financial condition of Warfield Associates, Inc. as of December 31, 2005 and the related statements of operations, changes in stockholder'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 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 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, results of operations and cash flows of Warfield Associates, Inc. as of and for the year ended December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.

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 supplementary data 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 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.


MYER, GREENE & DEGGE

Dated at New York: February 8, 2006

EXHIBIT A

WARFIELD ASSOCIATES, INC.

STATEMENT OF FINANCIAL CONDITION

AS OF DECEMBER 31, 2005ASSETS

Cash and cash equivalents (Notes 1D and 3)	\$ 435,025
Accounts receivable	144,689
Receivable from brokers, dealers and clearing organizations (Note 3)	45,369
Marketable securities owned, at market value (Note 2)	10,554
Due from officer	391
Prepaid expenses	9,021
Fixed assets - net (Notes 1C and 4)	35,315
Deposits	<u>15,000</u>
<u>TOTAL ASSETS</u>	\$ 695,364 =====

LIABILITIES AND STOCKHOLDER'S EQUITY

Accounts payable and accrued expenses	\$ 28,684
Notes payable (Note 8)	10,124
Income taxes payable (Note 5)	<u>35,000</u>
Total Liabilities	73,808
Commitments and contingencies (Note 7)	-
Stockholder's equity - Schedule 1	<u>621,556</u>
<u>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</u>	\$ 695,364 =====

*The accompanying notes are an integral part of the
financial statements.*

EXHIBIT A
SCHEDULE 1

WARFIELD ASSOCIATES, INC.

STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2005

	Common Stock (1)		In Treasury Shares	Amount	Paid in Capital	Retained Earnings	Total
	Shares	Amount					
Balance, January 1, 2005	100	\$2,000	-	-	\$ 198,626	\$ 202,804	\$ 403,430
Purchase of Treasury Stock (Note 8)	-	-	(7)	(89,821)	-	-	(89,821)
Net Income	-	-	-	-	-	319,044	319,044
Distribution of Subchapter S Corporation Earnings	-	-	-	-	-	(11,097)	(11,097)
<u>BALANCE, DECEMBER 31, 2005</u>	100	\$2,000	(7)	\$(89,821)	\$ 198,626	\$ 510,751	\$ 621,556

(1) No par value, 200 shares authorized, 100 shares issued and 100 shares outstanding. Treasury stock is reflected at cost.

The accompanying notes are an integral part of the financial statements.

WARFIELD ASSOCIATES, INC.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2005

	<u>Amount</u>	<u>Percent To Total Revenue</u>
REVENUES (Note 1B)		
Advisory fees	\$ 1,722,235	56.26
Commissions	1,323,695	43.24
Interest, dividends & other income	<u>15,301</u>	<u>0.50</u>
Total Revenue	<u>3,061,231</u>	<u>100.00</u>
EXPENSES		
Employee compensation	2,067,390	67.53
Rent, utilities & other occupancy costs (Note 7)	192,196	6.28
Professional fees	166,936	5.45
Payroll taxes	69,544	2.27
Insurance and fringe benefits	66,024	2.15
Telephone, trading and research services	31,773	1.04
Dues, subscriptions, licenses and registrations	30,005	0.98
Office supplies and general expenses	20,682	0.68
Auto and travel	18,835	0.62
Meals and entertainment	12,260	0.40
Depreciation (Note 1C)	8,136	0.27
Charitable contributions	3,500	0.11
Marketing and advertising	2,664	0.09
Interest (Note 8)	1,466	0.05
Bank charges	391	0.01
Repairs and maintenance	<u>199</u>	<u>0.01</u>
Total Expenses	<u>2,692,001</u>	<u>87.94</u>
INCOME BEFORE INCOME TAX PROVISION	369,230	12.06
CURRENT INCOME TAX PROVISION (Note 5)		
Local	49,761	1.63
State	<u>425</u>	<u>0.01</u>
<u>NET INCOME</u>	\$ 319,044 =====	10.42 =====

The accompanying notes are an integral part of the financial statements.

WARFIELD ASSOCIATES, INC.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2005

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income	\$ 319,044
Adjustments to reconcile net income to cash provided by operations:	
Depreciation	8,136
Decrease (increase) in operating assets:	
Accounts receivable	130,418
Receivable from brokers, dealers and clearing organizations	(9,912)
Marketable securities owned, at market value	(7,254)
Due from officer	(70)
Prepaid expenses	1,438
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	(1,783)
Profit sharing plan contribution payable	(36,161)
Payroll tax liabilities	(10,129)
Notes payable	10,124
Income taxes payable	<u>28,500</u>
Cash Provided By Operations	\$ 432,351

CASH FLOWS FROM INVESTING ACTIVITIES:

Purchase of fixed assets	(<u>6,632</u>)
Cash (Applied To) Investing Activities	(6,632)

CASH FLOWS FROM FINANCING ACTIVITIES:

Purchase of treasury stock	(89,821)
Distribution of Subchapter S corporation earnings	(<u>11,097</u>)
Cash (Applied To) Financing Activities	(<u>100,918</u>)

INCREASE IN CASH AND CASH EQUIVALENTS	324,801
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>110,224</u>
<u>CASH AND CASH EQUIVALENTS, END OF YEAR (Note 1D)</u>	\$ 435,025 =====

The accompanying notes are an integral part of the financial statements.

WARFIELD ASSOCIATES, INC.

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2005

NOTE 1--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A The Company: Warfield, Banfield & Co., Inc (The Company), was incorporated on March 8, 1983 under the laws of the State of New York to carry on a general investment and management advisory business. On May 11, 1987, the Company changed its name to Warfield Associates, Inc. The Company is a broker-dealer registered with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers.
- B Revenue: Transactions for the Company's accounts in securities, short-term money market instruments and related revenue and expense are principally recorded on a trade-date basis. For purposes of determining the realized gain or loss on a sale, the cost of securities sold is based on a first in, first out method unless shares are otherwise specifically identified. Dividends are recorded on the ex-dividend date and interest income is accrued as earned.
- C Fixed Assets: Furniture, fixtures and equipment are recorded at cost. Depreciation is computed using accelerated and straight line methods over the estimated useful lives of the assets. Expenditures that materially increase the life of the related assets are capitalized. Expenditures for maintenance and repairs are charged to operations.
- D Statement of Cash Flows: For purposes of the statement of cash flows, cash equivalents include time deposits, certificates of deposit, and all highly liquid debt instruments with original maturities of 3 months or less.

NOTE 2--INVESTMENT IN SECURITIES

Marketable securities are stated at quoted market values. The Company's security investments are bought or sold short and held principally for the purpose of selling or repurchasing them in the near term and are therefore classified as trading securities. Trading securities are recorded at fair market value on the balance sheet, with the change in fair value during the period included in earnings.

Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial condition.

WARFIELD ASSOCIATES, INC.

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2005

NOTE 3--CREDIT RISK CONCENTRATION

The Company maintains its cash in bank and clearing organization deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant risk.

The entire balance of receivables due from brokers, dealers and clearing organizations is attributable to a single clearing organization.

NOTE 4--FIXED ASSETS

As of December 31, 2005 fixed assets consisted of the following:

Office equipment	\$ 75,118
Furniture and fixtures	34,778
Transportation equipment	20,331
Leasehold improvements	<u>16,173</u>
	146,400
Less: Accumulated depreciation	<u>(111,085)</u>
<u>NET TOTAL</u>	\$ 35,315 =====

NOTE 5--INCOME TAXES

The Federal income taxes on the net income for the year are payable personally by the shareholders pursuant to an election under Internal Revenue Code Section 1362(a) to be taxed as a small business corporation. In addition, the Company has elected, pursuant to Section 660 of Article 22 of the New York State tax law, to be taxed as a small business corporation. However, the Company is liable to New York City for local income taxes.

The Company's effective income tax rate is different than what would be expected if the local statutory rates were applied to income from continuing operations primarily because the Company uses different accounting methods for financial reporting and tax reporting purposes, expenses deductible for financial reporting purposes that are not deductible for tax purposes, and the fact that New York City does not recognize subchapter S corporations.

WARFIELD ASSOCIATES, INC.

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2005**NOTE 6--NET CAPITAL REQUIREMENT**

The Company is subject to the Securities and Exchange Commission's Net Capital Rule 15c3-1, which specifies uniform minimum net capital requirements for all registered brokers and dealers. At December 31, 2005, the Company had net capital, as defined, of \$407,312, which was \$402,312 in excess of its regulatory requirements.

NOTE 7--COMMITMENTS AND CONTINGENCIES

Effective November 2002, the Company entered into a lease agreement for the rental of their New York City facilities. The term of the lease expires on June 30, 2008. The lease calls for base rents, including electric, starting at \$11,492 per month and increasing periodically up to \$16,726 per month. Commencing July 1, 2003, through the expiration date, the Company will be responsible for an additional electrical inclusion factor of \$8,208 per annum. In addition, the Company is also responsible for real estate tax escalation clauses.

Minimum future payments required under the above agreement for the next three years are as follows:

2006	\$198,000
2007	198,000
2008	<u>100,000</u>
	\$496,000
	=====

NOTE 8--TREASURY STOCK

Effective May 2, 2005, in accordance with the Shareholder's Agreement dated January 1, 2004 between the Company and its shareholders, the Company purchased seven (7) shares of Warfield Associates, Inc. common stock from the sole minority shareholder.

As part of the aggregate purchase price of \$89,821, the Company issued a Promissory Note in the amount of \$44,911. This Note shall be paid in nine equal monthly installments of \$4,990, commencing June 1, 2005. These monthly payments include interest at a rate of 5.75% per annum.

WARFIELD ASSOCIATES, INC.

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2005**NOTE 9--RELATED PARTY TRANSACTIONS**

During 2005, the Company received approximately \$201,075 of advisory fees from a joint venture of which the Company's Chief Executive Officer and majority shareholder is a general partner. At December 31, 2005, the balance due from the joint venture included in accounts receivable amounted to \$20,054.

NOTE 10--SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest and income taxes are as follows:

Interest	\$ 1,466
Income taxes	21,686

NOTE 11--USE OF ESTIMATES

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

WARFIELD ASSOCIATES, INC.

SUPPLEMENTAL DATA

WARFIELD ASSOCIATES, INC.

COMPUTATION OF NET CAPITAL COMPUTED UNDER RULE 15C3-1 OF
THE SECURITIES AND EXCHANGE COMMISSIONAS OF DECEMBER 31, 2005

Total stockholders' equity		\$ 621,556
Add: liabilities subordinated to claims of general creditors allow- able in computation of net capital		-
Other allowable credits		<u>-</u>
Total capital and allowable subordinated liabilities		621,556
Deductions and/or charges:		
Total nonallowable assets	204,416	
Other deductions or charges	-	
Other additions or credits	<u>-</u>	(204,416)
Net capital before haircuts on security positions		417,140
Haircuts on trading and investment securities		(9,828)
Undue concentration on trading and investment securities		<u>-</u>
Net capital		407,312
Computation of net capital requirement:		
Minimum net capital required		<u>5,000</u>
<u>EXCESS NET CAPITAL</u>		\$ 402,312 =====
Reconciliation (pursuant to Paragraph (d)(4) of Rule 17a-5) with the Company's computation (included in Part IIA of Form X-17A-5 as of December 31, 2005):		
Net capital, as reported in Part II of the Company's FOCUS Report		\$ 451,139
Difference due to adjustments to net income and certain reclassifications		<u>(43,827)</u>
<u>NET CAPITAL PER ABOVE</u>		\$ 407,312 =====

WARFIELD ASSOCIATES, INC.

COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS
FOR BROKER-DEALER UNDER RULE 15C3-3 OF THE
SECURITIES AND EXCHANGE COMMISSION

AS OF DECEMBER 31, 2005

EXEMPTION UNDER SECTION (k)(2)(ii) HAS BEEN CLAIMED

All customer transactions are cleared through National Financial Services, LLC, on a fully disclosed basis, which files financial statements with the Securities and Exchange Commission pursuant to Rule 17a-5.

WARFIELD ASSOCIATES, INC.

INDEPENDENT AUDITOR'S REPORT ON
INTERNAL ACCOUNTING CONTROL
REQUIRED BY SEC RULE 17A-5

MYER, GREENE & DEGGE

CERTIFIED PUBLIC ACCOUNTANTS

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To the Stockholder of
Warfield Associates, Inc.

In planning and performing our audit of the financial statements of Warfield Associates Inc. for the year ended 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 financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of 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 Corporation 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 Corporation 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 preparation of financial statements in conformity 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 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 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 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 Corporation'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 Exchange Commission 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 is not intended to and should not be used by anyone other than these specified parties.


MYER, GREENE & DEGE

Dated at New York: February 8, 2006