



SE

06008305

MISSION

cm

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	January 31, 2007
Estimated average burden hours per response.....	12.00

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

SEC FILE NUMBER
8- 8570

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: Frederick & Company, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)
1234 East Juneau Avenue

(No. and Street)

Milwaukee

WI

53202

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Lon Frederick (414) 271-1500

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Virchow, Krause & Company, LLP

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

115 S. 84th Street Suite 400

Milwaukee

WI

53214

(Address)

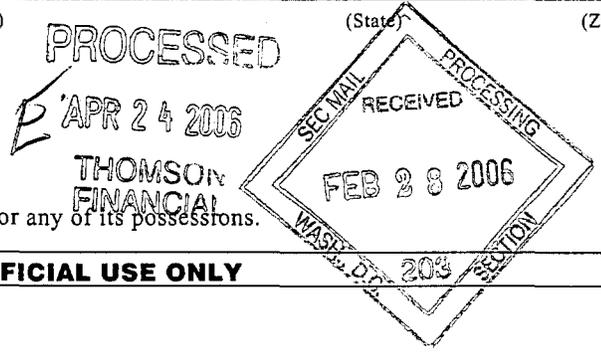
(City)

(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 240.17a-5(e)(2)

Handwritten signature

OATH OR AFFIRMATION

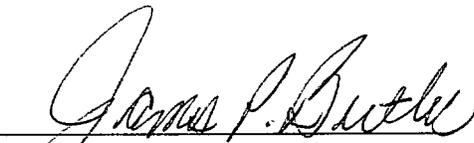
I, Lon Frederick, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Frederick & Company, Inc., as of December 31, 2005, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Signature

President

Title


Notary Public

JAMES P. BUTLER
Notary Public, State of Wisconsin
My Commission Expires March 08, 2009

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).

FREDERICK & CO., INC.

Milwaukee, Wisconsin

FINANCIAL STATEMENTS

Including Independent Auditors' Report

December 31, 2005

FREDERICK & CO., INC.

TABLE OF CONTENTS

Independent Auditors' Report	1
Financial Statements	
Statement of Financial Condition	2
Statement of Operations	3
Statement of Stockholders' Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6 - 8
Supplemental Information	
Independent Auditors' Report on Supplemental Financial Information Required By Rule 17a-5 of the Securities and Exchange Commission	9
Schedule I - Computation of Aggregate Indebtedness and Net Capital Under Rule 15c3-1	10
Report on Internal Control Required by SEC Rule 17a-5 for a Broker-Dealer Claiming an Exemption from SEC Rule 15c3-3	11 - 12



INDEPENDENT AUDITORS' REPORT

Board of Directors
Frederick & Co., Inc.
Milwaukee, Wisconsin

We have audited the accompanying statement of financial condition of Frederick & Co., Inc. as of December 31, 2005 and the related statements of operations, stockholders' equity and cash flows for the year then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. 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 of Frederick & Co., Inc. as of December 31, 2005 and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Virchow, Krause & Company, LLP

Milwaukee, Wisconsin
February 6, 2006

FREDERICK & CO., INC.

STATEMENT OF FINANCIAL CONDITION
December 31, 2005

ASSETS

ASSETS	
Cash	\$ 17,570
Securities owned:	
Marketable, at market value	760,725
Not readily marketable, at estimated fair value	231,160
Commissions receivable	61,262
Prepaid expenses	2,570
Other assets	<u>1,925</u>
TOTAL ASSETS	<u>\$ 1,075,212</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES	
Accounts payable	\$ 55,334
Loans payable to related parties	<u>226,000</u>
Total Liabilities	<u>281,334</u>
STOCKHOLDERS' EQUITY	
Common stock:	
Series A, nonvoting, \$1 par, authorized 100,000 shares; issued and outstanding 18,811 shares	18,811
Series B, voting, \$1 par, authorized 50,000 shares; issued and outstanding 42 shares	42
Additional paid-in capital	1,518,219
Accumulated deficit	<u>(743,194)</u>
Total Stockholders' Equity	<u>793,878</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,075,212</u>

See accompanying notes to financial statements.

FREDERICK & CO., INC.

STATEMENT OF OPERATIONS
Year Ended December 31, 2005

REVENUES

Commissions	\$ 142,060
Interest and dividend	9,970
Mutual fund commission	7,072
Net increase in unrealized appreciation on investments	<u>68,452</u>
Total Revenues	<u>227,554</u>

EXPENSES

Employee compensation and benefits	103,627
Legal and professional	31,296
Occupancy	13,508
Depreciation	6,170
Interest	14,026
Travel and entertainment	11,071
Art gallery	11
Office	6,499
Dues and fees	3,313
Insurance	3,102
Other	<u>2,280</u>
Total Expenses	<u>194,903</u>

NET INCOME \$ 32,651

See accompanying notes to financial statements.

FREDERICK & CO., INC.

STATEMENT OF STOCKHOLDERS' EQUITY
Year Ended December 31, 2005

	<u>Common Stock Series A</u>	<u>Common Stock Series B</u>	<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
BALANCES, December 31, 2004	\$ 18,811	\$ 42	\$ 1,518,219	\$ (775,845)	\$ 761,227
2005 net income	<u>-</u>	<u>-</u>	<u>-</u>	<u>32,651</u>	<u>32,651</u>
BALANCES, DECEMBER 31, 2005	<u>\$ 18,811</u>	<u>\$ 42</u>	<u>\$ 1,518,219</u>	<u>\$ (743,194)</u>	<u>\$ 793,878</u>

See accompanying notes to financial statements.

FREDERICK & CO., INC.

STATEMENT OF CASH FLOWS
Year Ended December 31, 2005

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	\$ 32,651
Adjustments to reconcile net income to net cash flows from operating activities	
Depreciation	6,170
Net change in unrealized gain/loss on investments	(68,452)
Changes in assets and liabilities	
Commissions receivable	(19,512)
Prepaid expenses	78
Accounts payable	<u>43,377</u>
Net Cash Flows from Operating Activities	<u>(5,688)</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of investments	<u>(69,828)</u>
Net Cash Flows from Investing Activities	<u>(69,828)</u>
Net Change in Cash and Cash Equivalents	(75,516)
CASH - Beginning of Year	<u>93,086</u>
CASH - END OF YEAR	\$ <u>17,570</u>
Supplemental cash flow disclosures	
Cash paid for interest	\$ 14,026

See accompanying notes to financial statements.

FREDERICK & CO., INC.

NOTES TO FINANCIAL STATEMENTS December 31, 2005

NOTE 1 - Summary of Significant Accounting Policies

Nature of Operations

Frederick & Co., Inc. (the "Company") is a broker-dealer registered with the Securities and Exchange Commission (SEC) and the National Association of Securities Dealers (NASD). The Company is a Wisconsin corporation organized in 1960. The focus is in the investment banking business. The Company's primary specialty is in venture capital financings.

Cash and Cash Equivalents

The Company defines cash and cash equivalents as highly liquid, short-term investments with a maturity at the date of acquisition of three months or less.

Securities Transactions

A security traded on a recognized stock exchange is valued at the last sale price. All other securities for which over-the-counter market quotations are readily available are valued at the last sale price. Any securities, including private equity securities, for which market quotations are not readily available are valued at their fair value as determined in good faith by the shareholders. These securities are initially carried at their original cost. Changes in the fair value of these securities are made when, in the judgment of the shareholders, evidence of a change in value is readily ascertainable. In retrospect, fair values so determined may not reflect the prices at which those securities could have been sold during the periods in which the particular fair values were used.

Reserves and Custody of Securities

The Company's business involves venture capital financing. Special safeguards have been established for the protection of funds received in connection with venture capital offerings. The Company has obtained an exemption from SEC Rule 15c3-3 under Subparagraph (k)(1).

Commissions Receivable

The Company uses the allowance method to account for uncollectible accounts receivable. The Company estimates the allowance based on historical collection experience and a review of the current status of accounts receivable. At December 31, 2005, no allowance for doubtful accounts is provided as all receivables are considered collectible.

Commission Revenue

The Company recognizes revenue at the time when both signed subscription agreements and the related customer payments are received by the offering company.

FREDERICK & CO., INC.

NOTES TO FINANCIAL STATEMENTS

December 31, 2005

NOTE 1 - Summary of Significant Accounting Policies (cont.)

Advertising

Advertising costs are charged to operations when incurred. There was no advertising expense incurred during the year ended December 31, 2005.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment and intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

Income Taxes

The Company has elected to be an S Corporation. Under this election, the net income or loss of the Company is allocated to the respective shareholders and included on their individual income tax returns.

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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 - Net Capital Requirements

The Company is subject to the Securities and Exchange Commission uniform net capital rule (Rule 15c3-1), which requires the maintenance of minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At December 31, 2005, the Company had net capital of \$304,540, and net capital requirements of \$5,000. The Company's ratio of aggregate indebtedness to net capital at December 31, 2005 was 0.92 to 1.

FREDERICK & CO., INC.

NOTES TO FINANCIAL STATEMENTS December 31, 2005

NOTE 3 - Loans Payable to Related Parties

The Company is indebted to its shareholders for loans payable. The total of the loans payable is \$226,000 as of December 31, 2005. The notes are unsecured, bear interest at the prime rate (7.25% at December 31, 2005) and are due December 31, 2006.

NOTE 4 - Line of Credit

At December 31, 2005, the Company had a \$300,000 line of credit financing agreement with a local bank. Interest is payable monthly at the prime rate. The line of credit expires April 30, 2006 and is collateralized by marketable securities.

There was no outstanding balance on the line of credit as of December 31, 2005.

SUPPLEMENTAL INFORMATION



INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTAL FINANCIAL INFORMATION REQUIRED
BY RULE 17A-5 OF THE SECURITIES AND EXCHANGE COMMISSION

Board of Directors
Frederick & Co., Inc.
Milwaukee, Wisconsin

We have audited the accompanying financial statements of Frederick & Co., Inc. as of and for the year ended December 31, 2005 and have issued our report thereon dated February 6, 2006. Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental financial information contained in Schedule I 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 and Exchange Act of 1934. Such information has been subject 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.

Milwaukee, Wisconsin
February 6, 2006

Virchow, Krause & Company, LLP

FREDERICK & CO., INC.

SCHEDULE I - COMPUTATION OF AGGREGATE INDEBTEDNESS AND NET CAPITAL UNDER RULE 15c3-1 December 31, 2005

AGGREGATE INDEBTEDNESS	
Accounts payable	\$ 55,334
Loans payable to related parties	<u>226,000</u>
Total Aggregate Indebtedness	<u>\$ 281,334</u>
Minimum required net capital (based on aggregate indebtedness)	<u>\$ 18,756</u>
NET CAPITAL	
Stockholders' equity	\$ 793,878
Deductions:	
Not readily marketable, at estimated fair value	(231,160)
Commissions receivable	(61,262)
Prepaid expenses	(2,570)
Other assets	(1,925)
Haircut on money market account	(337)
Haircuts on securities	(114,109)
Undue concentration	<u>(77,975)</u>
Net Capital	304,540
Net capital requirement (Minimum)	<u>5,000</u>
Capital in excess of minimum requirement	<u>\$ 299,540</u>
Ratio of aggregate indebtedness to net capital	<u>0.92 to 1</u>

There were no differences between the above calculation and the Company's calculation of net capital as reflected on the unaudited Form 17a-5, Part IIA.

COMPUTATION FOR DETERMINATION OF THE RESERVE REQUIREMENTS UNDER RULE 15C3-3

Frederick & Co., Inc. is exempt from Rule 15c3--3 under the provision of Rule 15c3-3(k)(1).

INFORMATION RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS UNDER RULE 15C3-3

Frederick & Co., Inc. is exempt from Rule 15c3-3 under the provision of Rule 15c3-3(k)(1).



REPORT ON INTERNAL CONTROL REQUIRED BY SEC RULE 17A-5 FOR A BROKER-DEALER
CLAIMING AN EXEMPTION FROM SEC RULE 15C3-3

Board of Directors
Frederick & Co., Inc.
Milwaukee, Wisconsin

In planning and performing our audit of the financial statements and supplemental schedule of Frederick & Co., Inc. (the Company), 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 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 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 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. 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
3. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customer as required by Rule 15c3-3.

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 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, error 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 SEC, 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.

Milwaukee, Wisconsin
February 6, 2006

Virchow Krause, Company, LLP