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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

8-00075 SEC FILE NUMBER

FACING PAGE

Information Requested 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: Shelby Cullom Davis & Co., L.P.

OFFICIAL USE ONLY FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.) 609 Fifth Avenue

(No. and street)

New York NY 10017 (City) (State) (Zip Code)

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

Warren Rosanoff (212) 207-3500 (Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

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

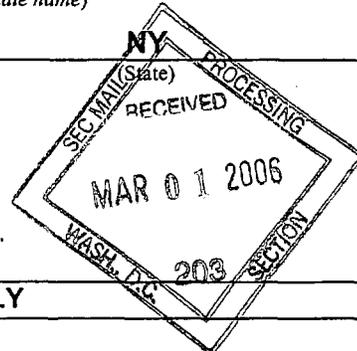
Deloitte & Touche LLP

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

Two World Financial Center New York 10281 (Address) (City) (Zip Code)

CHECK ONE:

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



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\* 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...

PROCESSED JUN 14 2006 THOMSON FINANCIAL

AFFIRMATION

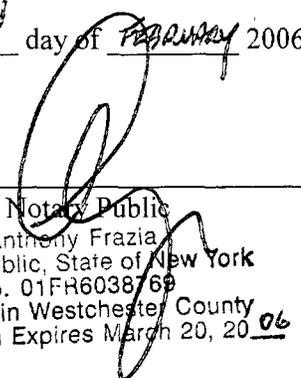
I, Warren Rosanoff, affirm that, to the best of my knowledge and belief, the accompanying financial statements and supporting supplemental schedules pertaining to Shelby Cullom Davis & Co., L.P. for the year ended December 31, 2005, are true and correct in all material respects. I further affirm that neither the Company nor any officer or director has any proprietary interest in any account classified solely as that of a customer.

  
\_\_\_\_\_  
Signature

Financial and Operations Principal  
\_\_\_\_\_  
Title

Subscribed and sworn to before me,

This 22<sup>nd</sup> day of February 2006

  
\_\_\_\_\_  
Notary Public  
Anthony Frazia  
Notary Public, State of New York  
No. 01FH6038769  
Qualified in Westchester County  
Commission Expires March 20, 2006

SHELBY CULLOM DAVIS & CO., L.P.  
(SEC I.D. No. 8-00875)

STATEMENT OF FINANCIAL CONDITION  
AS OF DECEMBER 31, 2005  
AND  
INDEPENDENT AUDITORS' REPORT  
AND  
SUPPLEMENTAL REPORT ON INTERNAL CONTROL

\* \* \* \* \*

Filed in accordance  
With Rule 17a-5(e)(3) under the Securities Exchange  
Act of 1934  
As a Public Document.

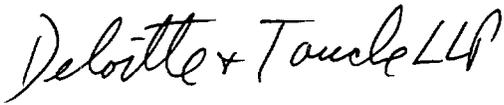
## INDEPENDENT AUDITORS' REPORT

To the Partners of  
Shelby Cullom Davis & Co., L.P.:

We have audited the accompanying statement of financial condition of Shelby Cullom Davis & Co., L.P. (the "Company") as of December 31, 2005, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement 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 statement is free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement, 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, such statement of financial condition presents fairly, in all material respects, the financial position of Shelby Cullom Davis & Co., L.P. at December 31, 2005, in conformity with accounting principles generally accepted in the United States of America.



February 22, 2006

# SHELBY CULLOM DAVIS & CO., L.P.

## STATEMENT OF FINANCIAL CONDITION DECEMBER 31, 2005

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### ASSETS

CASH	\$	611,840
RECEIVABLES FROM BROKERS AND DEALERS		485,949
DEPOSITS WITH CLEARING ORGANIZATIONS		56,214
SECURITIES OWNED (Notes 1, 2, 3 and 4):		
Marketable securities, at market value		3,580,489,360
Not readily marketable securities, at fair value		31,721,507
DIVIDENDS AND INTEREST RECEIVABLE		459,163
FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS—		
Net of accumulated depreciation of \$1,555,172		170,429
OTHER ASSETS		<u>10,078,096</u>
TOTAL		<u>\$3,624,072,558</u>

### LIABILITIES AND PARTNERS' CAPITAL

LIABILITIES:		
Securities loaned	\$	594,995,025
Bank loans		105,531,392
Payable to brokers and dealers		2,199,225
Accounts payable and accrued expenses		<u>12,757,411</u>
Total liabilities		715,483,053
PARTNERS' CAPITAL		<u>2,908,589,505</u>
TOTAL		<u>\$3,624,072,558</u>

See notes to statement of financial condition.

# SHELBY CULLOM DAVIS & CO., L.P.

## NOTES TO STATEMENT OF FINANCIAL CONDITION AS OF DECEMBER 31, 2005

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### 1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Shelby Cullom Davis & Co., L.P. (the "Company" and/or "Partnership") is a registered broker-dealer under the Securities Exchange Act of 1934, trading primarily in equity securities. Proprietary and customer transactions are cleared through another broker-dealer on a fully disclosed basis.

*Use of Estimates*—The preparation of the statement of financial condition in accordance 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 the disclosure of contingent assets and liabilities at December 31, 2005. Actual amounts could materially differ from the estimates included in the statement of financial condition.

*Cash*—Approximately 50% of cash is on demand with one financial institution.

*Securities Owned*—Proprietary securities transactions are recorded on a trade-date basis. Positions in marketable securities are presented at market value. Market value is generally based on quoted market prices. Positions in not readily marketable securities are valued at fair value.

*Securities Loaned*—Securities loaned are recorded at the amount of cash collateral received. The Company receives cash collateral in an amount approximating 85% of the market value of securities loaned.

*Receivables from and Payables to Brokers and Dealers*—The receivables from brokers and dealers represent commissions arising from brokerage activities as well as adjustments relating to trade and settlement date differences. The payable to brokers and dealers represents net rebates arising from securities loaned transactions.

*Encumbered Securities*—Encumbered securities amount to approximately \$914 million, of which approximately \$693 million are encumbered in connection with securities loaned transactions and approximately \$221 million are encumbered in connection with bank loan activities.

*Fair Value of Financial Instruments*—Statement of Financial Accounting Standards No. 107, *Disclosures About Fair Value of Financial Instruments*, requires the Company to report the fair value of financial instruments, as defined. Substantially all of the Company's assets and liabilities are carried at fair value or amounts that approximate fair value.

*Furniture and Equipment*—Furniture and equipment is recorded at cost and depreciated using accelerated methods over the estimated useful lives of five to seven years. Leasehold improvements are recorded at cost and amortized on a straight-line basis over the lesser of the economic useful life of the improvement or the term of the lease.

*Unincorporated Business Tax*—As a partnership, the Company itself is not liable for federal or state income taxes. Each partner is responsible to report separately their distributive share of Company income or loss. The Company is subject to New York City Unincorporated Business Tax.

## 2. SECURITIES OWNED

Securities owned consists of investments, at market and fair values, as follows:

Marketable Securities valued at Market Value:	
Money Market Funds	\$ 254,973,777
Equity Funds	2,190,918,092
Equity Securities	<u>1,134,597,491</u>
Total	3,580,489,360
Not Readily Marketable Securities valued at Fair Value:	
Investment Partnerships	<u>31,721,507</u>
Total Securities Owned	<u>\$3,612,210,867</u>

Approximately \$2.4 billion is invested in money market and equity funds sponsored and managed by a related party. Marketable equity securities, other than encumbered securities, are held at the Depository Trust and Clearing Company or with the clearing broker.

Securities not readily marketable consist of investments in a number of limited partnerships. Due to the inherent uncertainty as to the valuation of securities and investments stated at fair value, the estimated values may differ significantly from the values that would have been used had ready markets existed.

The Company may at times maintain security positions which involve substantial amounts and significant exposure to individual issuers and businesses. Such security positions are continuously monitored by management.

## 3. BANK LOANS

Bank loans consist of amounts borrowed on an overnight basis from two financial institutions, with interest at variable rates based on the Federal Funds rate. The interest rates on these loans were approximately 4.4% and 4.6%, respectively, at December 31, 2005. These loans are collateralized by equity funds, valued at approximately \$221 million at December 31, 2005.

The Company has committed credit lines currently totaling \$150 million, which may be utilized through issuances of letters of credit or through direct borrowings.

## 4. SECURITIES LOANED

The Company has a securities lending agreement with another broker-dealer. Under the agreement, the maximum value of securities loaned may be \$700 million. The counterparty has the right to rehypothecate such securities. The Company receives a fee for the use of its securities and pays a rebate on the cash collateral based on the federal funds rate.

The stock loan agreement mentioned above contains various financial covenants, including maintenance of \$1.0 billion of net capital, as defined in the Uniform Net Capital Rule 15c3-1 (the "Net Capital Rule") under the Securities Exchange Act of 1934 (see Note 5).

## 5. NET CAPITAL REQUIREMENTS

The Company is subject to the Uniform Net Capital Rule 15c3-1 under the Securities Exchange Act of 1934 and has elected to compute its net capital under the alternative method, which states that a broker-dealer must maintain net capital, as defined, equal to the greater of \$250,000 or 2% of aggregated debit items computed in accordance with the formula for determination of reserve requirements (SEC Rule 15c3-3). At December 31, 2005, the Company had net capital as defined of approximately \$2.3 billion, which exceeded its minimum requirement by approximately \$2.3 billion.

## 6. UNINCORPORATED BUSINESS TAX

The Company has a deferred tax asset of approximately \$300,000, which primarily relates to deferred compensation. A full valuation allowance has been provided against the deferred tax asset as management is of the opinion that it is more likely than not that these benefits will not be realized.

## 7. COMMITMENTS AND CONTINGENCIES

The Company utilized a five-year lease renewal option effective November 1, 2005. Accordingly, its non cancelable operating lease for office space in New York City will expire on October 31, 2010. The Company has been granted an option to renew at the expiration date of the lease. This lease is subject to escalation based upon increases in operating expenses and real estate taxes. The Company subleases a portion of its office space to an affiliate on a monthly basis.

The Company's future minimum rental payments required under leases for office space that have remaining noncancelable terms of one year or more at December 31, 2005 which expire October 31, 2010 are presented below:

Year Ending	Total
2006	\$743,333
2007	743,333
2008	743,333
2009	743,333
2010	619,444
Total	<u>\$3,592,776</u>

## 8. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET CREDIT RISK

The Company seeks to control off-balance-sheet risk by monitoring the market value of securities loaned in compliance with internal guidelines. Pursuant to such guidelines, the Company requires additional collateral or reduction of positions, when necessary. The Company also completes credit evaluations of all customers.

The Company receives cash collateral approximating 85% of the market value of securities loaned. In the event the other party to these transactions is unable to return the securities loaned, the Company may be exposed to the risk of replacing the securities at prevailing market prices.

The Company may, at times, maintain significant securities positions which are subject to fluctuations in market value. In order to control this risk, security positions are monitored on at least a daily basis.

The Company, as an introducing broker, clears all transactions with and for customers on a fully-disclosed basis with a clearing broker, a New York Stock Exchange member firm, and promptly transmits all customer funds and securities to the clearing broker, who carries all of the accounts of such customers. These activities may expose the Company to off-balance-sheet risk in the event that the clearing broker is unable to fulfill its obligations.

The Company utilizes the services of a clearing broker for the settlement of proprietary transactions. These activities may expose the Company to off-balance-sheet risk in the event that the clearing broker is unable to fulfill its obligations.

The Company has cash at a bank which at times may be in excess of FDIC insured limits and is exposed at that time to the credit risk resulting from this concentration of cash.

## **9. DEFINED CONTRIBUTION PLANS**

The Company sponsors a defined contribution plan under Section 401(k) of the Internal Revenue Code. The plan covers substantially all employees, and provides for participants to defer salary, up to statutory limitations. The Company matches contributions equal to 100% of eligible employees' pre-tax contributions up to 5% of total compensation not to exceed the statutory limitation.

The Company also sponsors a defined contribution profit sharing plan, which covers all employees who were employed on the last day of the plan year or who terminated employment during the plan year but worked at least 501 hours during the plan year. The Company, at its discretion, may make profit sharing contributions, which will be allocated among all eligible employees whether or not they make elective deferrals. The Company has elected to contribute 3% of compensation up to statutory limits.

The Company has also established executive deferred compensation plans for certain individuals. Participants are immediately vested and will be paid the balance of their account at the individual's election. The plan participants have to pursue their rights as general creditors should the Company become insolvent. The value of the plan assets at December 31, 2005 approximates \$9.9 million and is included in other assets and the approximate \$9.9 million liability to the participants is included in accrued expenses and other liabilities.

## **10. MANAGEMENT AND ADVISORY SERVICES**

The Company has entered into an agreement whereby parties related to the general partner provide assistance in allocating and managing the Company's capital.

## **11. PARTNERS' CAPITAL**

Under the terms of the Partnership agreement, the Partnership will terminate on December 1, 2035.

\* \* \* \*

February 22, 2006

Shelby Cullom Davis & Co., L.P.  
609 Fifth Avenue  
New York, New York 10017

Gentlemen:

In planning and performing our audit of the financial statements of Shelby Cullom Davis & Co., L.P. (the "Company") for the year ended December 31, 2005 (on which we issued our report dated February 22, 2006), we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing an 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) under the Securities Exchange Act of 1934, we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry securities 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 and of the practices and procedures, and to assess whether those practices and procedures can be expected to achieve the Securities and Exchange Commission's (the "Commission") 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 acquisition, 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 any internal control or the practices and procedures referred to above, misstatements due to error or fraud may occur and not be detected. Also, projection of any evaluation of the internal control or of such practices and procedures to future periods are subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with the practices or procedures may deteriorate.

Shelby Cullom Davis & Co., L.P.

February 22, 2006

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Our consideration of the Company's internal control would not necessarily disclose all matters in the Company's 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 the following matter involving the Company's internal control:

The size of the business and resultant limited number of employees imposes practical limitations on the effectiveness of those control policies and procedures that depend on the segregation of duties. Because this condition is inherent in the size of the Company, the specific weaknesses are not described herein and no corrective action has been taken or proposed by the Company.

The foregoing condition was considered in determining the nature, timing, and extent of audit procedures to be performed in our audit of the financial statements of the Company for the year ended December 31, 2005, and this report does not affect our report thereon dated February 22, 2006.

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 on our study, we believe that except for the effects, if any, of the condition indicated above, 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 information and use of the partners, 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.

Yours truly,

*Deloitte & Touche LLP*