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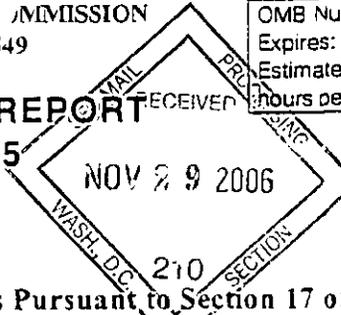
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COMMISSION

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



SEC FILE NUMBER
8-29332

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 October 1, 2005 AND ENDING September 30, 2006
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Chey Chase Securities, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

7501 Wisconsin Avenue

(No. and Street)

Bethesda,

Maryland

20814

(City)

(State)

(Zip Code)

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

Thomas J. Mudlaff

(240) 497-7241

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Ernst & Young LLP

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

8484 Westpark Drive

McLean,

VA

22102

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED

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THOMSON FINANCIAL

*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)

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, Thomas J. Mudlaff, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Chevy Chase Securities, Inc., as of September 30, 2006, 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:

Erin L. Mikulak-Raimundo
ERIN L. MIKULAK-RAIMUNDO
Notary Public, State of Maryland
My Commission Expires Oct. 1, 2007
Notary Public

[Handwritten Signature]

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).

CHEVY CHASE SECURITIES, INC.

C O N T E N T S

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of
Chevy Chase Securities, Inc.

We have audited the accompanying statements of financial condition of Chevy Chase Securities, Inc. (the "Corporation") as of September 30, 2006 and 2005, and the related statements of operations, stockholder's equity and cash flows for the years then ended. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits 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 Chevy Chase Securities, Inc. at September 30, 2006 and 2005, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

Ernst & Young LLP

McLean, Virginia
November 22, 2006

CHEVY CHASE SECURITIES, INC.
STATEMENTS OF FINANCIAL CONDITION

	September 30,	
	2006	2005
<u>ASSETS</u>		
Cash	\$ 232,639	\$ 399,064
Cash segregated under federal and other regulations	1,017,796	1,251,811
Investment securities	1,891,309	1,370,038
Accounts receivable	225,548	192,962
Deferred tax asset	241,156	196,447
Furniture and equipment, net	152,278	238,693
Prepaid expenses	30,198	27,934
	\$ 3,790,924	\$ 3,676,949
<u>LIABILITIES AND STOCKHOLDER'S EQUITY</u>		
Liabilities:		
Accounts payable to Bank	\$ 353,287	\$ 335,386
Customer deposits	997,924	1,251,811
Accounts payable and accrued expenses	1,037,503	1,015,058
	2,388,714	2,602,255
Stockholder's equity:		
Common stock, \$1 par value, 100,000 shares authorized, 1,000 shares issued and outstanding	1,000	1,000
Capital contributed in excess of par value	3,309,000	2,459,000
Retained deficit	(1,907,790)	(1,385,306)
	1,402,210	1,074,694
	\$ 3,790,924	\$ 3,676,949

The Notes to Financial Statements are an integral part of these statements.

CHEVY CHASE SECURITIES, INC.
STATEMENTS OF OPERATIONS

	Years Ended September 30,	
	2006	2005
Income:		
Commissions and fees	\$ 10,314,974	\$ 10,099,189
Interest	94,261	47,380
Total income	10,409,235	10,146,569
Expenses:		
Salaries and employee benefits	7,910,189	7,556,200
Data processing	1,105,250	1,042,604
Occupancy	330,631	381,570
Depreciation and amortization	79,750	93,414
Marketing	195,790	165,606
Other	1,653,542	1,563,554
Total expenses	11,275,152	10,802,948
Loss before income taxes	(865,917)	(656,379)
Benefit for income taxes	343,433	257,180
Net Loss	\$ (522,484)	\$ (399,199)

The Notes to Financial Statements are an integral part of these statements.

CHEVY CHASE SECURITIES, INC.
STATEMENTS OF STOCKHOLDER'S EQUITY

	<u>Common Stock</u>	<u>Capital Contributed in Excess of Par Value</u>	<u>Retained Deficit</u>	<u>Total Stockholder's Equity</u>
Balance, September 30, 2004	\$ 1,000	\$ 2,159,000	\$ (986,107)	\$ 1,173,893
Capital contribution	-	300,000	-	300,000
Net loss	-	-	(399,199)	(399,199)
Balance, September 30, 2005	\$ 1,000	\$ 2,459,000	\$ (1,385,306)	\$ 1,074,694
Capital contribution	-	850,000	-	850,000
Net loss	-	-	(522,484)	(522,484)
Balance, September 30, 2006	<u>\$ 1,000</u>	<u>\$ 3,309,000</u>	<u>\$ (1,907,790)</u>	<u>\$ 1,402,210</u>

The Notes to Financial Statements are an integral part of these statements.

CHEVY CHASE SECURITIES, INC.
STATEMENTS OF CASH FLOWS

	Years Ended September 30,	
	2006	2005
Cash flows from operating activities:		
Net loss	\$ (522,484)	\$ (399,199)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	79,750	93,414
Loss on retirement of furniture and equipment	27,214	-
Net (purchases) proceeds from maturities of investment securities	(442,048)	6,839
Accretion of discounts	(79,223)	(33,952)
Increase in accounts receivable and prepaid expenses	(34,850)	(35,853)
Increase in deferred tax asset	(44,709)	(85,122)
Increase in accounts payable to Bank	17,901	334,665
Increase (decrease) in customer deposits	(253,887)	989,157
Increase in accounts payable and accrued expenses	22,445	125,773
Net cash provided by (used in) operating activities	(1,229,891)	995,722
Cash flows from investing activities:		
Purchases of furniture and equipment	(20,549)	(90,892)
Net cash used in investing activities	(20,549)	(90,892)
Cash flows from financing activities:		
Capital contributions from parent	850,000	300,000
Net cash provided by financing activities	850,000	300,000
Net increase (decrease) in cash	(400,440)	1,204,830
Cash at beginning of year	1,650,875	446,045
Cash at end of year	\$ 1,250,435	\$ 1,650,875
Supplemental disclosure of cash flow information:		
Cash received during the year for income taxes	\$ 278,330	\$ 172,071

The Notes to Financial Statements are an integral part of these statements.

CHEVY CHASE SECURITIES, INC.
NOTES TO FINANCIAL STATEMENTS
September 30, 2006 and 2005

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES:

Chevy Chase Securities, Inc. (the "Corporation") is a licensed broker-dealer in the business of selling securities on a retail basis to the general public, including customers and depositors of Chevy Chase Bank, F.S.B. (the "Bank"). The Corporation's principal market is the Washington, DC metropolitan area. A summary of significant accounting policies of the Corporation is as follows:

Affiliation of Corporations:

The Corporation is a wholly-owned subsidiary of Chevy Chase Financial Services Corporation ("CCFS"), which is a wholly-owned subsidiary of the Bank, a federally chartered stock savings bank and a subsidiary of B. F. Saul Real Estate Investment Trust (the "Trust"). The Bank is in compliance with its regulatory capital requirements.

Use of Estimates:

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of the date of the statements of financial condition and statements of operations for the reporting period. Actual results could differ from estimates.

Cash:

Cash includes cash and cash segregated under federal and other regulations for purposes of reporting cash flows. Cash segregated under federal and other regulations represents funds deposited by customers and funds accruing to customers as a result of trades or contracts.

Investment Securities:

All investment securities at September 30, 2006 and 2005 are classified as "trading." Securities classified as "trading" are reported at fair value, with unrealized gains and losses included in earnings. Premiums and discounts are amortized or accreted using the level yield method. Realized gains and losses are determined using the specific identification method.

Furniture and Equipment:

Furniture and equipment is stated at cost, net of accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method at rates calculated to allocate the cost of the applicable assets over their estimated useful lives.

Income Taxes:

The Bank and its subsidiaries, including the Corporation, the Trust (owner of 80% of the common stock of the Bank) and the other companies in the Trust's affiliated group are parties to a tax sharing agreement. Under the agreement, the Bank and its subsidiaries compensate the Trust for federal taxes due and an expense is accrued; or the Trust compensates the Bank and its subsidiaries for federal taxes recoverable and a benefit is accrued, subject to certain limitations.

The Corporation utilizes an asset and liability approach in its accounting for income taxes, which results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between financial statement and tax basis carrying amounts. Deferred income taxes are recorded using currently enacted tax laws and rates. The Corporation establishes a valuation allowance against gross deferred tax assets to the extent the Corporation cannot determine that it is more likely than not that such assets will be realized through taxes available in carryback years, future reversals of existing taxable temporary differences or projected future taxable

CHEVY CHASE SECURITIES, INC.
NOTES TO FINANCIAL STATEMENTS
September 30, 2006 and 2005

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES (Continued):

Income Taxes (Continued):

income. The net deferred assets at September 30, 2006 and 2005 were \$241,164 and \$196,447, respectively, and primarily relate to temporary differences in compensation expense, depreciation expense, and state net operating loss carryforward. There was no valuation allowance at September 30, 2006 and 2005. The Corporation had permanent differences, representing certain expenses which are not deductible for income tax purposes. State income taxes are provided on a separate company basis; benefits are not accrued unless recognizable on a separate company basis.

The benefit for income taxes during fiscal year 2006 consisted of a current benefit amounting to \$281,368 and a deferred benefit amounting to \$62,065. The benefit for income taxes during fiscal year 2005 consisted of a current benefit amounting to \$172,071 and a deferred benefit amounting to \$85,109.

At September 30, 2006, the Corporation's state net operating loss carryforwards were approximately \$2,857,959. The net operating loss carryforwards will expire in the years 2021 through 2025.

Commissions and Fees:

Commissions and fees are recognized when services are rendered by the Corporation.

Fair Value of Financial Instruments:

Fair value of investment securities is based on quoted market prices. At September 30, 2006, the Corporation had one investment security, a short-term U.S. Government Treasury Bill with a maturity of 90 days, with a carrying amount and fair value of \$1,891,309. At September 30, 2005, the Corporation had one investment security with a carrying amount and fair value of \$1,370,038.

The Corporation's other financial instruments consist of cash, short-term receivables and payables for which their carrying amounts approximate fair value.

NOTE 2 - FURNITURE AND EQUIPMENT:

Furniture and equipment is comprised of the following:

	Estimated useful lives	September 30,	
		2006	2005
Furniture and fixtures	5 - 15 years	\$ 498,338	\$ 490,777
Automobiles	3 - 5 years	86,848	128,282
		585,186	619,059
Less:			
Accumulated depreciation		432,908	380,366
Total		<u>\$ 152,278</u>	<u>\$ 238,693</u>

Total depreciation expense was \$79,750 and \$93,414 for the years ended September 30, 2006 and 2005, respectively. The Corporation retired assets with a book value amounting to \$27,215 during the year ended September 30, 2006 and recognized a loss of \$27,214 on the retirement.

NOTE 3 - RETIREMENT PLAN:

The Corporation participates in a defined contribution profit sharing retirement plan (the "Plan") which covers those full-time employees who meet the requirements as specified in the Plan. Only corporate contributions are made to the Plan and the Plan can be modified or discontinued at any time. Corporate contributions, at the discretionary amount of up to

CHEVY CHASE SECURITIES, INC.
NOTES TO FINANCIAL STATEMENTS
September 30, 2006 and 2005

six percent of the employee's cash compensation, subject to certain limits, were \$315,057 and \$270,950 for the years ended September 30, 2006 and 2005, respectively. There are no past service costs associated with the Plan and the Corporation has no liability under the Plan other than its current contributions. The Plan owns 4% of the Bank's common stock.

NOTE 4 - TRANSACTIONS WITH RELATED PARTIES:

The Corporation had cash balances of \$1,102,131 and \$1,630,876 as of September 30, 2006 and 2005, respectively, held in various deposit accounts with the Bank. Interest earned on these accounts was \$12,539 and \$12,930 for the years ended September 30, 2006 and 2005, respectively.

Certain officers and directors of the Corporation and/or the Bank are also officers and/or directors of B. F. Saul Company, an affiliate of the Trust, and/or its subsidiaries.

The Corporation rents certain of its office space from the Bank. Total payments to the Bank were \$420,396 and \$435,933 during the years ended September 30, 2006 and 2005, respectively.

Accounts payable to the Bank consists of certain fees owed by the Corporation to the Bank, including certain expenses paid by the Bank on behalf of the Corporation.

The Bank provides certain administrative and support services to the Corporation and charges the Corporation for these services. During the years ended September 30, 2006 and 2005, the fees for these services charged to the Corporation totaled \$2,423,810 and \$2,336,243, respectively. The Bank has provided and will continue to provide financial support to the Corporation so that it can meet its financial obligations as they come due.

NOTE 5 - NET CAPITAL REQUIREMENTS:

The Corporation is subject to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934. Rule 15c3-1 requires that aggregate indebtedness, as defined, shall not exceed fifteen times net capital, as defined.

At September 30, 2006, the Corporation's net capital of \$758,256, as defined, exceeded required net capital of \$250,000 by \$508,256 and the ratio of aggregate indebtedness to net capital was 3.15 to 1.

The following table is the Corporation's net capital computation under Rule 15c3-1 at September 30, 2006 reconciled to the unaudited report originally file with the Securities and Exchange Commission as of September 30, 2006:

	<u>Originally Filed</u>	<u>Adjustments</u>	<u>Revised</u>
Total stockholder's equity	\$ 1,402,210	\$ -	\$ 1,402,210
Less non-allowable assets:			
Furniture and equipment, net	152,278	-	152,278
Accounts receivable from noncustomers	499,208	(37,731)	461,477
Other non-allowable assets	30,199	-	30,199
	<u> </u>	<u> </u>	<u> </u>
Adjusted net capital	<u>\$ 720,525</u>	<u>\$ 37,731</u>	<u>\$ 758,256</u>

NOTE 6 - RESTATED FINANCIAL STATEMENTS:

The Corporation restated its financial results for the fiscal year ended September 30, 2005 to correct an error in salaries and employee benefits. Salary and employee benefit expense of \$276,622 for several employees was inadvertently recorded to an affiliated company as opposed to the Corporation. The net effect of the error was to increase the Corporation's net loss by \$166,809 and to decrease stockholder's equity by the same amount.

CHEVY CHASE SECURITIES, INC.
Bethesda, Maryland
September 30, 2006

Computation for Determination of Reserve
Requirement Under Exhibit A
of Rule 15c3-3

Member exempt under
15c3-3(k)(2)(i) and 15c3-3(k)(2)(ii)

Information Relating to Possession
and Control Requirements Under
Rule 15c3-3

Member exempt under
15c3-3(k)(2)(i) and 15c3-3(k)(2)(ii)

Supplemental Report of Independent Registered Public Accounting Firm on Internal Control Required by Rule 17a-5

Board of Directors
Chevy Chase Securities, Inc.

In planning and performing our audit of the financial statements of Chevy Chase Securities, Inc. (the "Corporation"), for the year ended September 30, 2006, we considered its internal control, including control activities for safeguarding securities, 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 Corporation, 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 Corporation 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 Corporation in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13
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 customers as required by rule 15c3-3

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 the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional criteria 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, 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 reportable 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, and its operation 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 September 30, 2006, to meet the SEC's criteria, except for the above matter involving internal control activities and its operation that we consider to be a material weakness as defined above.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the New York Stock Exchange 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.

Ernst + Young LLP

McLean, Virginia
November 22, 2006