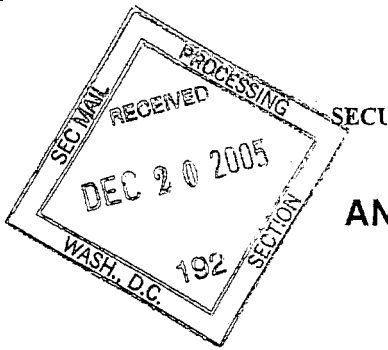


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OMB APPROVAL	
OMB Number:	3235-0123
Expires:	January 31, 2007
Estimated average burden hours per response.....	12.00

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

SEC FILE NUMBER
8-12428

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 November 1, 2004 AND ENDING October 31, 2005  
MM/DD/YY MM/DD/YY

### A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: DAVID SHERMAN & COMPANY  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
1500 Skokie Blvd - Suite 500

OFFICIAL USE ONLY
<u>36-2548981</u>
FIRM I.D. NO.

(No. and Street)

Northbrook, Illinois 60062  
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Stuart L. Pinkert (847) 509-1414  
(Area Code - Telephone Number)

### B. ACCOUNTANT IDENTIFICATION

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

Bernstein & Brown, P.C. IL License #060-003509  
(Name - if individual, state last, first, middle name)

333 Skokie Blvd - Suite 112 Northbrook, Illinois 60062-1624  
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED  
JAN 03 2006  
THOMSON FINANCIAL

FOR OFFICIAL USE ONLY

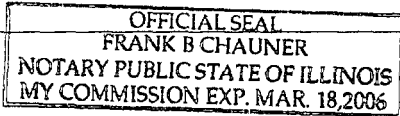
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

Handwritten signature/initials

OATH OR AFFIRMATION

I, Stuart L. Pinkert, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of DAVID SHERMAN & COMPANY, as of October 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:

NO exceptions



Stuart L. Pinkert  
Signature  
President  
Title

Frank B. Chauner  
Notary Public

This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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**INDEPENDENT AUDITOR'S REPORT**

**DAVID SHERMAN & COMPANY**

**FOR THE YEAR ENDED OCTOBER 31, 2005**

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**BERNSTEIN & BROWN, P.C.**  
*Certified Public Accountants and Consultants*

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333 Skokie Blvd., Suite 112  
Northbrook, Illinois 60062

To the Shareholder and  
Board of Directors

**DAVID SHERMAN & COMPANY**  
Northbrook, Illinois 60062

INDEPENDENT AUDITOR'S REPORT

We have audited the accompanying statement of financial condition of **DAVID SHERMAN & COMPANY**, an S corporation, as of October 31, 2005, and the related statements of income and retained earnings 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 required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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 **DAVID SHERMAN & COMPANY**, at October 31, 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 of America.

In connection with our examination of the financial statements of **DAVID SHERMAN & COMPANY**, for the year ended October 31, 2005, we have also examined the accompanying statements and schedules:

Statement of Changes in Shareholder's Equity  
Computation of Net Capital  
Reconciliation Pursuant to Rule 17a-5 (d)(4)  
Computation of Aggregated Indebtedness

The supplementary information, although not considered necessary for generally accepted accounting principles, however, in our opinion, such schedules present fairly the information required to be set forth therein, in conformity with the rules of the Securities and Exchange Commission.

*Bernstein & Brown, P.C.*

November 9, 2005



**DAVID SHERMAN & COMPANY**

Statement of Financial Condition  
October 31, 2005

ASSETS

CURRENT ASSETS

Cash in bank	\$449,861	
Commissions receivable	<u>18,509</u>	
Total Current Assets		\$468,370

PROPERTY AND EQUIPMENT

Furniture and fixtures	\$20,712	
Less: Accumulated depreciation	<u>20,712</u>	
Total Property and Equipment		0

OTHER ASSETS

Security deposit		<u>25,000</u>
Total Assets		<u>\$493,370</u>

LIABILITIES AND SHAREHOLDER'S EQUITY

LIABILITIES

Current Liabilities		
Brokers clearance fees		\$3,399
State income taxes payable		<u>2,881</u>
Total Current Liabilities		\$6,280

SHAREHOLDER'S EQUITY

Capital stock		
8,000,000 shares common stock authorized; \$.03 par value; 250,000 shares issued and outstanding	\$7,500	
Paid-in capital	109,558	
Retained earnings, per accompanying statement	<u>370,032</u>	
Total Shareholder's Equity		<u>487,090</u>

TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY \$493,370

The accompanying notes are an integral part of this statement.

DAVID SHERMAN & COMPANY

Statement of Income and Retained Earnings  
For the Year Ended October 31, 2005

---

REVENUE

Commissions	\$542,652
Administration fees	127,969
Consulting	55,675
Interest	14,287
	<hr/>
Total Revenue	<u>\$740,583</u>

EXPENSES

Broker system charges	\$600
Clearance fees	47,524
Commissions	6,940
Employee compensation and related benefits	401,505
Occupancy and equipment	11,940
Other operating expenses	36,088
Profit sharing contribution	46,000
	<hr/>
Total Expenses	<u>\$550,597</u>

INCOME BEFORE INCOME TAXES \$189,986

INCOME TAXES

State income taxes 2,896

NET INCOME TO RETAINED EARNINGS \$187,090

RETAINED EARNINGS NOVEMBER 1, 2004 280,010

LESS: DISTRIBUTION TO SHAREHOLDER 97,068

RETAINED EARNINGS OCTOBER 31, 2005 \$370,032

The accompanying notes are an integral part of this statement.





**DAVID SHERMAN & COMPANY**

Statement of Cash Flows  
For the Year Ended October 31, 2005

---

CASH FLOWS FROM OPERATING ACTIVITIES

Net income	\$187,090
Changes in assets and liabilities	
Commissions receivable	1,127
Broker fees	(485)
State income taxes payable	2,302
	<hr/>

NET CASH FLOWS FROM OPERATING ACTIVITIES \$190,034

CASH FLOWS FROM FINANCING ACTIVITIES

Distribution to shareholder	<u>(\$97,068)</u>
-----------------------------	-------------------

NET CASH FLOWS FROM FINANCING ACTIVITIES (\$97,068)

NET INCREASE IN CASH \$92,966

CASH AT BEGINNING OF YEAR 356,895

CASH AT END OF YEAR \$449,861

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

INTEREST PAID IN CASH	<u>\$0</u>
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INCOME TAXES PAID IN CASH	<u>\$593</u>
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The accompanying notes are an integral part of this statement.

**DAVID SHERMAN & COMPANY**

Notes to the Financial Statements  
October 31, 2005

---

**NOTE A: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Nature of Business - DAVID SHERMAN & COMPANY is a registered security broker dealer.

Method of Accounting - The company utilizes the accrual method of accounting for all financial purposes.

Cash Balances in Excess of Insurance Limit - The company recognizes that cash and cash accounts with maturity dates of 90 days or less as cash equivalents in financial statements. Cash includes all cash balances deposited with local financial institutions. At times such deposits may be in excess of the governmental insurance limit.

Securities Transactions - Securities transactions and related commission income and expense are recorded on the dates of the trade.

Property and Equipment - The property and equipment is stated at cost. Depreciation is computed over the useful life of the assets utilizing the straight-line method for book and financial statement purposes. For income tax purposes, the company utilized straight line and accelerated depreciation methods.

Retirement Plan - The company has a defined contribution profit sharing plan covering eligible employees.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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 may differ from those estimates.

**NOTE B: INCOME TAXES** - The company has been approved by the Internal Revenue Service as an S Corporation for income tax purposes. As such, all profits and losses flow directly to the shareholder of the company. S Corporations are subject to state income taxes.

**DAVID SHERMAN & COMPANY**

Notes to the Financial Statements  
October 31, 2005

---

**NOTE C: RETIREMENT PLAN** - The company has a defined contribution profit sharing plan covering eligible employees. Plan contributions are provided at the discretion of management. The contribution to the plan for the year ended October 31, 2005 aggregated \$46,000.

**NOTE D: NET CAPITAL REQUIREMENTS** - The company is a broker/dealer subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1). Under this rule, the company is required to maintain a "net capital" equivalent to \$5,000 effective as of July 19, 1998 or 6 2/3% of "aggregated indebtedness", whichever is greater, as these terms are defined.

Net capital and aggregated indebtedness change from day to day, but at October 31, 2005 the company had net capital and net capital requirements of approximately \$5,000 respectively. The net capital rule may effectively restrict the payment of cash dividends.

**NOTE E: COMMITMENTS** - The company has entered into a sublease for office premises that aggregates an estimated monthly base rental of twenty (20) percent of the total rent payable pursuant to the lease to April 30, 2004 plus annual rental adjustments. The sublease expires on April 30, 2009.

Future estimated minimum rental payments are as follows:

Fiscal Year Ended October 31,:

2006	\$	13,167
2007	\$	13,433
2008	\$	13,699
2009 and thereafter	\$	6,916

**NOTE F: CUSTOMER POSSESSION AND CONTROL** - The company is exempt from the full requirement of SEC Rule 15c3-3 as no customer's funds or securities are held or under the control of the broker dealer.

**SUPPLEMENTARY INFORMATION**

**DAVID SHERMAN & COMPANY**

Statement of Changes in Shareholder's Equity  
For the Year Ended October 31, 2005

---

	<u>Common Stock</u>	<u>Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance - November 1, 2004	\$7,500	\$109,558	\$280,010	\$397,068
Net Income (Schedule)			187,090	187,090
Distribution to shareholder			(97,068)	(97,068)
Balance - October 31, 2005	<u>\$7,500</u>	<u>\$109,558</u>	<u>\$370,032</u>	<u>\$487,090</u>

See Accountant's Report



**DAVID SHERMAN & COMPANY**

Computation of Net Capital  
For the Year Ended October 31, 2005

---

Total shareholder's equity from statement of financial condition	<u>\$487,090</u>
Net Capital	<u>\$487,090</u>
Minimum net capital requirements (6 2/3% X \$ 6,280)	\$419
Minimum dollar net capital requirement	\$5,000
Minimum requirement	\$5,000
Excess net capital	\$482,090
Excess net capital at 1000%	\$486,462
Total aggregated indebtedness	\$6,280
Net capital	\$487,090
Percentage of aggregate indebtedness to net capital	1.30%

See Accountant's Report



**DAVID SHERMAN & COMPANY**

Reconciliation Pursuant to Rule 17a-5 (d)(4)  
For the Year Ended October 31, 2005

---

Net capital, as previously reported	<u>\$487,090</u>
Aggregated indebtedness, as previously reported	<u>\$6,280</u>
Aggregated indebtedness, as reported herein	<u>\$6,280</u>

See Accountant's Report

DAVID SHERMAN & COMPANY

Computation of Aggregated Indebtedness  
For the Year Ended October 31, 2005

---

Total allowable liabilities from statement of financial condition	\$6,280
Deduct: Special reserve bank account deposit [15c3-1 (c)(1)(vii)]	<u>0</u>
Total Aggregated Indebtedness	<u><u>\$6,280</u></u>

See Accountant's Report





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333 Skokie Blvd., Suite 112  
Northbrook, Illinois 60062

To the Shareholder and  
Board of Directors

**DAVID SHERMAN & COMPANY**  
500 Skokie Boulevard  
Suite 525  
Northbrook, Illinois 60062

We have examined the financial statements of **DAVID SHERMAN & COMPANY**, an Illinois corporation, for the year ended October 31, 2005 and have issued our report thereon dated November 9, 2005. As part of our examination, we made a study and evaluation of the Company's system of internal accounting control to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards and Rule 17a-5 of the Securities and Exchange Commission.

This study and evaluation included the accounting system, the procedures for safeguarding securities, and practices and procedures followed by the Company:

- a) in making the periodic computations of aggregated indebtedness and net capital under Rule 17a-3(a)(11) and the reserve required by Rule 15c3-3(e);
- b) in making the quarterly securities examinations, counts, verifications and comparisons, and the reconciliation of differences required by Rule 17a-13;
- c) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

Rule 17a-5 states that the scope of the study and evaluation should be sufficient to provide reasonable assurance that any material weakness existing at the date of our examination would be disclosed. Under generally accepted auditing standards and Rule 17a-5, the purpose of such study and evaluation is to establish a basis for reliance thereon in determining the nature, timing and extent of other auditing procedures necessary for expressing an opinion on the financial statements and to provide a basis for reporting material weaknesses in internal accounting control. Our study and evaluation was more limited than would be necessary to express an opinion on the system of internal accounting control taken as a whole.

The management of **DAVID SHERMAN & COMPANY**, is responsible for establishing and maintaining a system of internal accounting control. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control procedures. The objectives of a system are to provide management with reasonable, but not absolute, assurance that assets 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. However, for the purpose of this report under Rule 17a-5, the cost-benefit relationship has to be disregarded in determining weaknesses to be reported.

Because of inherent limitations in any system of internal accounting control, errors or irregularities may nevertheless occur and not be detected. Also projections of any evaluation of the system to future periods is subject to the risk that procedures may become inadequate because of changes in conditions or that the degree of compliance with the procedures may deteriorate.

Our study and evaluation made for the limited purposes set forth in the first paragraph would not necessarily disclose all weaknesses in the system. Accordingly, we do not express an opinion on the system of internal accounting control of **DAVID SHERMAN & COMPANY**, taken as a whole. However, our study and evaluation discloses no condition that we believed to be a material weakness.

*Bernstein & Brown, P.C.*

November 9, 2005