DOLPHIN PRODUCTIONS INC
Form 10KSB
December 29, 2005

U.S. Securities and Exchange Commission

Washington D.C. 20549

Form 10-KSB

(Mark One)

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

For the fiscal year ended September 30, 2005

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ______________ to _______________

Commission file number 0-50164

DOLPHIN PRODUCTIONS, INC.

(Exact name of small business issuer as specified in its charter)

Nevada	87-0618756
(State or other jurisdiction of incorporation or organization)	(Employer Identification No.)

2068 Haun Avenue, Salt Lake City, Utah 84121

(Address of principal executive offices)

(801) 450-0716

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes (X) No ( )

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

770,000 shares of the issuers $.001 par common stock were outstanding as of September 30, 2005, the issuers most recent fiscal year end.
Securities registered pursuant to section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	N/A

Securities registered pursuant to section 12(g) of the Act:

The Companys $.001 par common stock
(770,000 shares issued and outstanding on September 30, 2005)

(Title of class)

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes X No [i.e. The Company has: (1) nominal operations; and (2) assets consisting of cash and nominal other assets].

State issuer's revenues for its most recent fiscal year: $ 1201

State the aggregate market value of the voting and nonvoting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of a specified date within the past 60 days: There is no active market for the Companys securities and, to the best of the Companys knowledge, there have been no transfers of any of the Companys securities within the last year.

See also Item 11. Of the 770,000 shares outstanding, 520,500 shares are held by officers, directors and/or other affiliates. Non-affiliates hold 249,500 shares. In November of 2005, the Companys common stock began trading on the OTC Bulletin Board under the symbol DPNP. On December 9, 2005, the last trade was at $1.45 per share. A total of 3,752 shares were traded on that date. If that price ($1.45 per share) were applied to all stock held by non-affiliates, the aggregate market value of the common stock held by non-affiliates would be approximately $360,000 ($1.45/share x 249,500 shares). The Company expresses no opinion as to the market value of the Companys common stock.

State the number of shares outstanding of each of the issuers classes of common equity, as of the latest practicable date: 770,000 shares of $.001 par common as of September 30, 2005.

Documents incorporated by reference: See Item 13, Exhibits and Reports.

PART I

ITEM 1. DESCRIPTION OF BUSINESS

HISTORY AND ORGANIZATION

Dolphin Productions, Inc., (the Company) was organized under the laws of the state of Nevada on June 26, 1998. The Company has provided musical and other performance services for concerts and public events. During the fiscal year ended September 30, 2003, the Company determined to shift its emphasis away from the presentation of concerts and toward the Internet marketing of recorded music. The Company has not presented live musical concerts during the last two fiscal years. The Company owns the rights to the domain name dolphinproductions.net. The Company has encountered substantial competitive, legal, technological and financial obstacles to its entry into the business of marketing recorded music through the Internet. The Company has not generated substantial revenues from Internet marketing of musical properties.

ITEM 2. DESCRIPTION OF PROPERTIES

In order to conserve cash, the Company closed its business office at 39 Exchange Place in Salt Lake City, Utah. The Company conducts limited operations through a single retail music store located at 5450 Green Street in Murray, Utah. A member of the Companys board of directors is the president of the corporate operator of the retail music store. The Company does not pay rent for its limited use of the retail music store.

ITEM 3. LEGAL PROCEEDINGS

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

None.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Common Stock is quoted and traded over the OTC Bulletin Board under the symbol DPNP.

RECENT SALES OF UNREGISTERED SECURITIES

No unregistered shares of the Companys common stock were issued or sold by the Company during the fiscal year ended September 30, 2005. See Statement of Stockholders Equity within the attached Financial Statements, together with the Notes to Financial Statements.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Liquidity and Capital resources

Total assets of the Company at September 30, 2005, were $10,683 consisting entirely of cash. As of September 30, 2004, the Company had a cash balance of $21,002 for a net decrease in cash of $10,319 during the year. At September 30, 2005, the Company had available unused operating loss carryforwards of approximately $45,200 which may be applied against future taxable income and which expire in 2025. See the Financial Statements and the Notes thereto.

Liabilities of the Company as of September 30, 2005, totaled $159. See Balance Sheet.

Results of Operations

The Company generated Revenues of $1201 during the fiscal year ended September 30, 2005. All revenues were generated from the sale of compact disks into the retail market. No Revenues were generated from the sale of music through the Internet. The Company has encountered significant competitive, technological, legal and financial barriers to its entry into the Internet marketing business. The Company has no assurance or current expectation that it will generate revenues in the future from the sale of recorded music over the Internet or that it will be able to generate revenues in the future.

The Net Loss for the year 2005 was ($6,505) (a loss of $0.01 per share) compared to a Net Loss of ($14,136) in 2004 (a loss of $0.03 per share).

The Company generated nominal revenue from the sale of compact discs, but has not generated any revenues from the Internet marketing of recorded music. The Company has no assurance that its present cash reserves will be sufficient to carry out a successful business plan.

Cautionary Statement Regarding Forward-Looking Statements

Statements made in this document that express the Company's or management's
Intentions, plans, beliefs, expectations or predictions of future events, are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are made pursuant to and in reliance on the safe harbor provisions of such sections. The words "believe", "expect","intend", "estimate", "anticipate", "will" and similar expressions are intended to further identify such forward-looking statements, although not all forward-looking statements contain these identifying words. Those statements are based on many assumptions and are subject to many known and unknown risks, uncertainties and other factors that could cause the Company's actual activities, results or performance to differ materially from those anticipated or projected in such forward-looking statements, including risk factors summarized below. The Company cannot guarantee future results, levels of activity, performance or achievements and investors should not place undue reliance on the Company's forward-looking statements. The forward-looking statements contained herein represent the judgment of the Company as of the date of this document, and the Company expressly disclaims any intent, obligation or undertaking to update or revise such forward-looking statements to reflect any change in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statements are based.

Risk Factors

Factors that could cause the Company's actual activities and results of performance to differ materially from the Company's or management's intentions, plans, beliefs, expectations or predictions of future events include risks and uncertainties relating to the following:

The Company has lost money historically and has embarked upon an enterprise in which it has no experience or operating history. The Company had net losses for the years ended September 30, 2005 and 2004. The Company's operations are not likely to be profitable in the near future. If the Company is not profitable in the near future, the Company will likely have difficulty sustaining its operations or obtaining funds to continue its operations. The Company competes against companies that are more experienced, better capitalized, and that have access to better technology. The Company's ability to grow and to compete will likely be constrained by its lack of capital, its lack of competitive technology and its lack of experience in the marketplace.

The Company is not likely to generate or acquire sufficient cash flow from operations to meet its future obligations or to implement a successful business plan.

The Company may seek to acquire assets that complement and/or enhance the Companys transition into the Internet marketing business. The Company may not be able to negotiate, finance or close such acquisitions. The Company may not be able to negotiate such acquisitions on acceptable terms or at all. If such acquisitions are successfully negotiated, the terms thereof may require the Company to incur additional indebtedness or issue additional equity securities. The Company may not be able to obtain such financing on acceptable terms or at all.

The terms and conditions of acquiring businesses or assets could adversely affect the value of the Company's stock. In order to consummate acquisitions, the Company may be required to take action that could adversely affect the value of the Company's stock, such as issuing additional shares of common stock, convertible preferred stock, convertible subordinated debt, or other equity-linked securities, resulting in the likely dilution of existing shareholder interests or in other adverse effects upon existing shareholders; undertaking a reverse stock split; changing the name, Board of Directors, or officers of the Company; entering into new lines of business; forming business combinations or strategic alliances with potential business partners; or taking other actions. Any one or more of these actions may adversely affect the Company and the value of the Company's common stock.

The Company's success may depend on its ability to attract and retain key personnel who are capable of managing growth in e-commerce.

Weak general economic and business conditions may adversely affect the Company's revenues and operating margins. Weak general economic and business conditions, international tensions and wars, globally, nationally, regionally or locally, may have a significant adverse effect on the Company's revenues and operating margins.

The Company faces competition from competitors that are larger, more established and better capitalized. Competition in the Internet marketing and music industries are intense. If the Company fails to compete successfully against current or future competitors, the Company's business, financial condition and operating results would be seriously harmed.

Some of the Company's competitors may develop technologies, markets and inventories that are superior to, or have greater market acceptance than, the technologies and inventory that the Company may develop, acquire or offer.

The Companys interests in intellectual property rights are revocable. The Company estimates that its inventory of recorded music and property rights has no value.

The Company's success depends upon the continued use of the Internet as a means for marketing original music and the ability of the Company to compete against larger and better capitalized companies that have an existing presence in the marketplace.

Increasing government regulations or taxation could adversely affect the Company's business. The Company is affected not only by regulations applicable to businesses generally, but also by laws, regulations and taxes directly applicable to e-commerce. Legislation, regulation or tax changes could dampen the growth of the Internet and decrease its acceptance as a commercial medium. If such a decline occurs, the decrease in the demand for the Company's services would seriously harm the Company's business and operating results. Any new laws, regulation and taxes may govern, restrict, tax or affect any of the following issues: user privacy, the pricing and taxation of goods and services offered over the Internet; the content of web sites; consumer protection; and the characteristics and quality of products and services offered over the Internet.

The Company seeks to acquire intellectual property rights to music and other artistic creations. With limited financial resources, the Company may be unable to protect the Company's intellectual property rights, if any should be acquired. The Company may not be able to safeguard, or deter misappropriation of, the Company's inventory of intellectual property rights. In addition, the Company may not be able to detect unauthorized use of the Company's intellectual property and take appropriate steps to enforce the Company's rights. If third parties infringe or misappropriate the Company's copyrights, or other proprietary information or intellectual property, the Company's business could be harmed. In addition, although the Company believes that its proprietary rights do not infringe the intellectual property rights of others, other parties may assert infringement claims against the Company or claim that the Company has violated intellectual property rights. Such claims, even if not true, could result in significant legal and other costs and may be a distraction to the Company's management.

The market for the Company's common stock is small and few shares are traded. Consequently, shareholders may find it difficult to sell their common stock in the Company.

A significant portion of the Company's stock is owned by insiders. The current directors and officers of the Company beneficially own a significant percentage of the Company's outstanding shares of common stock. Accordingly, these stockholders will have substantial influence over the Company's policies and management.

The Company has not paid dividends and does not expect to do so in the foreseeable future. The Company has not paid dividends since its inception and does not expect to in the foreseeable future, so the Company's stockholders will not be able to receive any return on their investment without selling their shares. The Company presently anticipates that all earnings, if any, will be retained for development of the Company's business. Any future dividends will be subject to the discretion of the Board of Directors and will depend on, among other things, the Company's future earnings, operating and financial condition, capital requirements, and general business conditions.

SEGMENT ANALYSIS

All of the Company's operations are conducted within a single operating segment.

ITEM 7. FINANCIAL STATEMENTS

The financial statements of the Company are set forth immediately following the signature page to this form 10-KSB.

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Furnish the information required by Item 304(b) of Regulation S-B: None.

ITEM 8A: CONTROLS AND PROCEDURES

Furnish the information required by Items 307 of Regulation S-B (17 CFR 228.307) and 308 (17 CFR.308) of Regulation S-B.

The Company's principal executive officer and principal financial officer are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have: (1) designed such disclosure controls and procedures to ensure that material information relating to the Company is made known to them, particularly during the period in which the periodic reports are being prepared; (2) designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (3) evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the fiscal year, September 30, 2005, (the "Evaluation Date").

In connection with the preparation of periodic financial statements, all corporate officers and directors are provided with complete summaries of all corporate transactions. In effect, the board of directors reviews each of the Companys transactions.

Based on their evaluation of disclosure controls and procedures as of the Evaluation Date, the principal executive officer and the principal financial officer have concluded that nothing indicated: (1) any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data; (2) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; or (3) any material weaknesses in internal controls that have been or should be identified for the Company's auditors and disclosed to the Company's auditors and the audit committee of the board of directors.

Changes in internal control over financial reporting. There was no significant change in the Company's internal control over financial reporting that occurred during the most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 8B: OTHER INFORMATION

Disclose any information required to be disclosed in a report on Form 8-K during the fourth quarter (ending September 30, 2005): None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The following table sets forth the executive officers, directors and significant employees of the Company:

Name	Age and Office
Richard H. Casper:	Age: 60. President, Director and Chairman of the Board of Directors.
Scott S. Summerhays:	Vice President and Director.
Kristy Chambers, CPA:	Director, Secretary and Chair of Audit Committee.
Pamela Lindquist:	Director, vice-president, chief accounting officer and assistant secretary.

The following are biographical summaries of the experience of the officers and directors of the Company:

Richard H. Casper: Attorney since 1982. Member of the Utah State Bar. Masters degree in Business Administration (MBA) from University of Utah (1975); practiced as CPA in California, Idaho and Utah between 1970 and 1982. Executive vice president of trucking company from 1974-1979. For the last five years, Mr. Casper has been a self-employed attorney and business consultant. He has been president and chairman of the board of directors of the Company since its inception.

Scott S. Summerhays: B.S. Degree from University of Utah (1989). Masters degree in Business Administration (MBA) from University of Utah (1991). Honors Graduate, Deans Scholar. President and Chief Operating Officer of Summerhays Music Centers, the largest dealer of music instruments in Utah. For the last five years, Mr. Summerhays has been employed by Summerhays Music Centers, Inc. He has been a director since December of 2002. Owns 5,000 shares of stock, acquired in September, 2004, as compensation.

Kristy Chambers: Bachelor of Arts degree from UCLA; masters degree in taxation from Washington School of Law. Certified Public Accountant (CPA) licensed in California and Utah. Currently Chief Financial Officer of Planned Parenthood of Utah (PPU). During the last five years, she has been comptroller and chief financial officer of PPU, of Planned Parenthood of Utah, and of McCall Management. She has been an officer of the Company from its inception in 1998. Owns 6,000 shares of the Companys stock, including 5,000 shares acquired in September of 2004 as compensation.

Pamela Lindquist: Holds a bachelors degree from Brigham Young

University. For the last five years, she has been a self-employed musician and private investigator. She has been an officer and director of the Company since its inception in 1998, with the exception of a two-month hiatus between November of 2002 and January of 2003. Owns 20,000 shares of the Companys stock, including 5,000 shares obtained as compensation in September, 2004, and 10,000 shares purchased as part of the Companys private placement of stock in September of 2004.

Audit Committee: At a meeting of the board of directors held on March 18, 2003, the Company formed an Audit and Compensation Committee chaired by Kristy Chambers, CPA. She is a CPA licensed to practice within the state of Utah and is the audit committee financial expert. As an officer of the Company, she is not independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act.

All officers and directors devote full-time to other business, employment or professional pursuits. No officer or director devotes, on average, more than four hours per month to the business of the Company.

No compensation was awarded or paid to any officers or directors during the fiscal year ended September 30, 2005. During the previous fiscal year ended September 30, 2004, the Company issued 25,000 shares of stock to officers and directors, but the Company currently has no plan or commitment to pay any officers or directors in cash or stock in the future.

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. Other than the Audit and Compensation Committee, the Company does not have any standing committees.

To the knowledge of management, during the past five years, no present or former director or executive officer of the Company:

(1) filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which such person was an executive officer at or within two years before the time of such filing;

(2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining such person from or otherwise limiting, the following activities:
(i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliate person, director or employee of any investment company, or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or
(iii) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or statesecurities laws or federal commodities laws;

(4) was the subject of any order, judgment, or decree, not subsequently reversed, suspended, or vacated, of any federal or state authority barring, suspending, or otherwise limiting for more than 60 days the right of such personto engage in any activity described above, or to be associated with persons engaged in any such activity;

(5) was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgment in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated; or

(6) was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

The Company is not subject to the requirements of Section 16(a) of the Exchange Act.

ITEM 10. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

During the fiscal year ended September 30, 2005, the Company paid no compensation to any of its officers or directors.

Bonuses and Deferred Compensation

None

Compensation Pursuant to Plans.

None.

Pension Table

None.

Other Compensation

None.

Compensation of Directors.

None.

Employment Contracts and Termination of Employment, and Change-in-Control Arrangements.

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Companys Common Stock as of September 30, 2005 for: (i) each person who is known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock, (ii) each director of the Company, (iii) each of the named executives and (iv) all directors and executive officers of the Company as a group. The following table is unchanged from September 30, 2004, when there were likewise 770,000 shares of Common Stock issued and outstanding.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Richard H. Casper President, Director and Chairman of the Board 2068 Haun Avenue Salt Lake City, Utah 84121	489,000 shares held as Personal Holdings (206,500 shares) and by rules of attribution for beneficial interests held by Casper Partners, LC, (282,500 shares) a Utah limited liability company controlled by Mr. Casper	63.506 %
Scott S. Summerhays Director	5000	0.65%
Kristy Chambers Secretary, Director	6000	0.780%
Pamela Lindquist Director, Vice-President	20000	2.597%
Directors and Officers as a Group:	520,000 shares	67.60%

Note (1): Based on 770,000 shares of common stock outstanding as of September 30, 2005 and 2004.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

TRANSACTIONS WITH MANAGEMENT AND OTHERS

During the fiscal year ended September 30, 2005, the company paid $975 to Kristy Chambers, a director, secretary and chair of the Audit and Compensation Committee for the preparation of the Companys income tax returns.

During the fiscal year ended September 30, 2005, the Company has utilized for its general operations a portion of Summerhays Music Company, without rent, at 5450 Green Street, Murray, Utah. Scott Summerhays, a director and vice-president of the Company, is President of the Summerhays Music Company.

TRANSACTIONS WITH PROMOTERS

None.

ITEM 13. EXHIBITS AND REPORTS

(a)(1)FINANCIAL STATEMENTS. The following financial statements are filed as part of this report:

Title of Document

Report of Pritchett, Siler & Hardy, Certified Public Accountants

Independent Auditors Report

Balance Sheet, September 30, 2005

Statements of Operations, for the years ended September 30, 2005, and 2004, and from inception on June 26, 1998, through September 30, 2005.

Statement of Stockholders' Equity from inception on June 26, 1998, through September 30, 2005.

Statements of Cash Flows for the years ended September 30, 2005, and 2004 and from inception on June 26, 1998 through September 30, 2005.

Notes to Financial Statements

(a)(2)FINANCIAL STATEMENT SCHEDULES. The following financial statement schedules are included as part of this report:

See Notes to Financial Statements.

(a)(3)EXHIBITS. The following exhibits are filed as part of this report:

See schedules contained within Financial Statements.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees: The aggregate fees billed for each of the last two fiscal years for professional serviced rendered by the principal accountant for the audit of the Companys annual financial statement and review of financial statements included in the Companys 10-QSB reports and services normally provided by the accountant in connection with statutory and regulatory filings or engagements were $4,875 for the fiscal year ended

September 30, 2005 and $3,690 for the fiscal year ended September 30, 2004.

Audit-Related Fees: The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of the Companys financial statements that are not reported above were $0 for the fiscal year ended September 30, 2005 and $0 for the fiscal year ended September 30, 2004.

Tax Fees: The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were $0 for the fiscal year ended September 30, 2005 and $0 for the fiscal year ended September 30, 2004.

All Other Fees: The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported above were $0 for the fiscal year ended September 30, 2005 and $0 for the fiscal year ended September 30, 2004.

At a meeting of the board of directors held on March 18, 2003, the Company formed an Audit and Compensation Committee chaired by Kristy Chambers, CPA. She is a director and corporate secretary. She is a CPA licensed to practice within the state of Utah and is the audit committee financial expert. As an officer of the Company, she is not independent as that term is used in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act. With advice from the Audit Committee, the board of directors has approved the scope and cost of the engagement of the Companys auditor. The Company does not rely upon pre-approval policies and procedures.

REPORTS ON FORM 8-K.

See 8-K dated March 21, 2005. Press release concerning trial operation of web site.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 27th day of December, 2005.

Dolphin Productions, Inc.

By: /s/ Richard H. Casper

Richard H. Casper
President and Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated on this 27th day of December, 2005.

Signature	Title
/s/ Richard H. Casper ------------------------ Richard H. Casper	Chairman and President
/s/ Pamela Lindquist	Director and Chief Financial Officer

Pamela Lindquist

PART II-OTHER INFORMATION

None

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DOLPHIN PRODUCTIONS, INC.

Date: December 27, 2005 /s/ Richard H. Casper

Richard H. Casper, President

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

FINANCIAL STATEMENTS

SEPTEMBER 30, 2005

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

CONTENTS

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

BALANCE SHEET

ASSETS

	September 30, 2005
CURRENT ASSETS:	
Cash	$ 10,683

Total Current Assets	10,683
	$ 10,683

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:	
Utah Sales Tax Payable	59
Utah Franchise Tax Payable	100
Total Current Liabilities	159
STOCKHOLDERS' EQUITY:	
Common stock, $.001 par value, 50,000,000 shares authorized, 770,000 shares issued and outstanding	770
Capital in excess of par value	55,230
Deficit accumulated during the development stage	(45,476)
Total Stockholders' Equity	10,524
	$ 10,683

The accompanying notes are an integral part of this financial statement.

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

STATEMENTS OF OPERATIONS

	For the Year Ended September 30,		From Inception on June 26, 1998 Through September 30,
	2005	2004	2005

REVENUE	$ 1,201	$ -	$ 39,091
COST OF GOODS SOLD	300	-	300
GROSS PROFIT	901	-	38,791
EXPENSES:			
Selling	-	-	4,561
General and administrative	7,417	14,111	79,398
Total Expenses	7,417	14,111	83,959
LOSS FROM OPERATIONS	(6,516)	(14,111)	(45,168)
OTHER INCOME (EXPENSE)			
Interest revenue	11	-	11
Interest expense	-	(25)	(25)
Total Other Income (Expense)	11	(25)	(14)
LOSS BEFORE INCOME TAXES	(6,505)	(14,136)	(45,182)
CURRENT TAX EXPENSE (BENEFIT)	-	-	294
NET INCOME (LOSS)	$ (6,505)	(14,136)	(45,476)
EARNINGS (LOSS) PER COMMON SHARE	$ (.01)	$ (.03)	$ (.08)

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

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

STATEMENT OF STOCKHOLDERS' EQUITY

FROM INCEPTION ON JUNE 26, 1998

THROUGH SEPTEMBER 30, 2005

Deficit

	Common Stock		Capital in Excess of	Accumulated During the Development
	Shares	Amount	Par Value	Stage
BALANCE, June 26, 1998	-	$ -	$ -	$ -
Issuance of 500,000 shares of common stock for cash of $2,000, or $.004 per share, June 1998	500,000	500	1,500	-
Net income (loss) for the period ended September 30, 1998	-	-	-	-
BALANCE, September 30, 1998	500,000	500	1,500	-
Issuance of 20,000 shares of common stock for cash of $4,000, or $.20 per share, January 1999	20,000	20	3,980	-
Net (loss) for the year ended September 30, 1999	-	-	-	(6,404)
BALANCE, September 30, 1999	520,000	520	5,480	(6,404)
Net income for the year ended September 30, 2000	-	-	-	2,184
BALANCE, September 30, 2000	520,000	520	5,480	(4,220)
Net income for the year ended September 30, 2001	-	-	-	4,331
BALANCE, September 30, 2001	520,000	520	5,480	111
Net (loss) for the year ended September 30, 2002	-	-	-	(519)
BALANCE, September 30, 2002	520,000	520	5,480	(408)
Net (loss) for the year ended September 30, 2003	-	-	-	(24,427)
BALANCE, September 30, 2003	520,000	520	5,480	(24,835)
Issuance of 225,000 shares of common stock for cash of $45,000, or $.20 per share, September 2004	225,000	225	44,775	-
Issuance of 25,000 shares of common stock for services valued at $5,000, or $.20 per share, September 2004	25,000	25	4,975	-
Net (loss) for the year ended September 30, 2004	-	-	-	(14,136)

BALANCE, September 30, 2004	770,000	770	55,230	(38,971)
Net (loss) for the year ended September 30, 2005	-	-	-	(6,505)
BALANCE, September 30, 2005	770,000	$ 770	$ 55,230	$ (45,476)

The accompanying notes are an integral part of this financial statement.

- 4 -

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

STATEMENTS OF CASH FLOWS

	For the Year Ended September 30, 2005	For the Year Ended September 30, 2004	From Inception on June 26, 1998 Through September 30, 2005
Cash Flows from Operating Activities:			
Net income (loss)	$ (6,505)	$ (14,136)	$ (45,476)
Adjustments to reconcile net income to net cash provided by operating activities:			
Non-cash expense for services rendered	-	5,000	5,000
Changes in assets and liabilities:			
(Increase) decrease in income taxes receivable	730	-	-
Increase (decrease) in accounts payable	(1,709)	649	-
Increase (decrease) in accrued expenses - related party	-	(21,500)	-
Increase (decrease) in accrued payroll taxes	(2,994)	2,994	-
Increase (decrease) in income taxes payable	100	-	100
Increase (decrease) in sales tax payable	59	-	59
Net Cash Provided (Used) by Operating Activities	(10,319)	(26,993)	(40,317)
Cash Flows from Investing Activities	-	-	-
Net Cash Provided by Investing Activities	-	-	-

Cash Flows from Financing Activities:			
Proceeds from issuance of common stock	-	45,000	51,000
Net Cash Provided by Financing Activities	-	45,000	51,000
Net Increase (Decrease) in Cash and Cash Equivalents	(10,319)	18,007	10,683
Cash and Cash Equivalents at Beginning of Period	21,002	2,995	-
Cash and Cash Equivalents at End of Period	$ 10,683	$ 21,002	$ 10,683
Supplemental Disclosures of Cash Flow Information:			
Cash paid during the period for:			
Interest	$ -	$ 25	$ 25
Income taxes	$ -	$ -	$ 1,024

Supplemental Schedule of Non-cash Investing and Financing Activities:

For the year ended September 30, 2005:

None.

For the year ended September 30, 2004:

In September 2004, the Company issued 25,000 shares of common stock for services rendered valued at $5,000.

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

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization - Dolphin Productions, Inc. ("the Company") was organized under the laws of the State of Nevada on June 26, 1998. The Company provides musical and other performance services for concerts and other events. The Company has not yet generated significant revenues from its planned principal operations and is considered a development stage company as defined in Statement of Financial Accounting Standards No. 7. The Company, at the present time, has not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

Fiscal Year - The Company's fiscal year-end is September 30th.

Cash and Cash Equivalents - The Company considers all highly liquid debt investments purchased with a maturity of three months or less to be cash equivalents.

Accounts and Loans Receivable - The Company records accounts and loans receivable at the lower of cost or fair value. The Company determines the lower of cost or fair value of non-mortgage loans on an individual asset basis. The Company recognizes interest income on an account receivable based on the stated interest rate for past-due accounts over the period that the account is past due. The Company recognizes interest income on a loan receivable based on the stated interest rate over the term of the loan. The Company accumulates and defers fees and costs associated with establishing a receivable to be amortized over the estimated life of the related receivable. The Company estimates allowances for doubtful accounts and loan losses based on the aged receivable balances and historical losses. The Company records interest income on delinquent accounts and loans receivable only when payment is received. The Company first applies payments received on delinquent accounts and loans receivable to eliminate the outstanding principal. The Company charges off uncollectible accounts and loans receivable when management estimates no possibility of collecting the related receivable. The Company considers accounts and loans receivable to be past due or delinquent based on contractual terms.

Revenue Recognition - The Company recognizes revenue from providing musical and other performances for concerts and other events for a negotiated fee in the period when the services are provided. The Company records only its fee from a concert performance and reflects the Company's expenses related to the performance as general and administrative expense. The Company recognizes revenue from the sale of compact discs when the product is delivered.

Advertising Costs - Advertising costs, except for costs associated with direct-response advertising, are charged to operations when incurred. The costs of direct-response advertising are capitalized and amortized over the period during which future benefits are expected to be received. During the years ended September 30, 2005 and 2004, advertising costs amounted to $0 and $0, respectively.

Income Taxes - The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" [See Note 4].

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES [Continued]

Earnings (Loss) Per Share - The computation of earnings (loss) per share is based on the weighted average number of shares outstanding during the period presented in accordance with Statement of Financial Accounting Standards No. 128, "Earnings Per Share" [See Note 7].

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities, the 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 could differ from those estimated by management.

Recently Enacted Accounting Standards - Statement of Financial Accounting Standards ("SFAS") No. 151, "Inventory Costs - an amendment of ARB No. 43, Chapter 4", SFAS No. 152, "Accounting for Real Estate Time-Sharing Transactions - an amendment of FASB Statements No. 66 and 67", SFAS No 153, "Exchanges of Nonmonetary Assets - an amendment of APB Opinion No. 29", SFAS No. 123 (revised 2004), "Share-Based Payment", and SFAS No 154, "Accounting Changes and Error Corrections - a replacement of APB Opinion No. 20 and FASB Statement No. 3", were recently issued. SFAS Nos. 151, 152, 153, 123 (revised 2004) and 154 have no current applicability to the Company or their effect on the financial statements would not have been significant

Restatement - On January 15, 1999, the Company effected a 5-for-2 forward stock split. The financial statements have been restated, for all periods presented, to reflect the stock split [See Note 2].

Reclassification - The financial statements for years prior to September 30, 2005 have been reclassified to conform to the headings and classifications used in the September 30, 2005 financial statements.

NOTE 2 - CAPITAL STOCK

Common Stock - During September of 2004, the Company issued 225,000 shares of its previously authorized but unissued common stock for cash of $45,000 (or $.20 per share).

During September of 2004, the Company issued 25,000 shares of its previously authorized but unissued common stock for services rendered valued at $5,000 (or $.20 per share).

During January 1999, the Company issued 20,000 shares of its previously authorized but unissued common stock for cash of $4,000 (or $.20 per share).

During June 1998, the Company issued 500,000 shares of its previously authorized but unissued common stock for cash of $2,000 (or $.004 per share).

Stock Split - On January 15, 1999, the Company effected a five-for-two common stock split. The financial statements, for all periods presented, have been restated to reflect the stock split.

NOTE 3 - RELATED PARTY TRANSACTIONS

Management Compensation and Accrued Expenses - Salary expense to the Company's President for the years ended September 30, 2005 and 2004 amounted to $0 and $2,320, respectively. At September 30, 2005, the Company owes a total of $0 in accrued salary to the Company's President.

Legal Services and Accrued Expenses - During the years ended September 30, 2005 and 2004, respectively, the Company's President provided legal services of $0 and $0 to the Company. At September 30, 2005, the Company owes a total of $0 in accrued legal fees to the Company's President.

NOTE 4 - INCOME TAXES

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". SFAS No. 109 requires the Company to provide a net deferred tax asset/liability equal to the expected future tax benefit/expense of temporary reporting differences between book and tax accounting methods and any available operating loss or tax credit carryforwards. At September 30, 2005, the Company has available unused operating loss carryforwards of approximately $45,200, which may be applied against future taxable income and which expire in 2025.

The amount of, and ultimate realization of the benefits from, the deferred tax assets for income tax purposes is dependent, in part, upon the tax laws in effect, the future earnings of the Company, and other future events, the effects of which cannot be determined. Because of the uncertainty surrounding the realization of the deferred tax assets, the Company has established a valuation allowance equal to their tax effect and, therefore, no deferred tax asset has been recognized for the deferred tax assets. The net deferred tax assets, which consist mainly of accrued compensation and net operating loss carryforward, are approximately $6,800 and $5,800 as of September 30, 2005 and 2004, respectively, with an offsetting valuation allowance of the same amount, resulting in a change in the valuation allowance of approximately $1,000 during the year ended September 30, 2005.

NOTE 5 - GOING CONCERN

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America which contemplate continuation of the Company as a going concern. However, the Company has not yet been successful in establishing profitable operations and has incurred losses in recent years. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds through loans or through additional sales of its common stock or through the possible acquisition of other companies. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations.

- 8 -

DOLPHIN PRODUCTIONS, INC.
[A Development Stage Company]

NOTES TO FINANCIAL STATEMENTS

NOTE 6 - CONTRACTS

During the year ended September 30, 2005, the Company entered into two contracts with musicians for the non-exclusive, worldwide license to publish their music. The contracts are cancellable by written notice. The loss of either of these contracts could adversely affect the Company's business and financial condition.

NOTE 7 - EARNINGS (LOSS) PER SHARE

The following data show the amounts used in computing loss per share:

	For the Year Ended September 30,		From Inception on June 26, 1998 Through September 30,
	2005	2004	2005
Net loss available to common shareholders (numerator)	$ (6,505)	$ (14,136)	$ (45,476)
Weighted average number of common shares outstanding used in loss per share for the period (denominator)	770,000	522,049	553,147

Dilutive loss per share was not presented, as the Company had no common stock equivalent shares for all periods presented that would affect the computation of diluted loss per share.