Franchise Capital Corp.
Form 10-Q/A
April 19, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

(Mark One)
[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2005

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____________ to _______________

Commission File Number 000-26887

FRANCHISE CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	98-0353403
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

8655 E. Via De Ventura Suite G-217
Scottsdale, AZ 85058
(Address of principal executive offices)

(480) 355-8142
(Registrant'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 [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

The number of shares of the issuer's common equity outstanding as of November 7, 2005 was 71,562,852 shares of common stock, par value $.0001.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

INDEX TO FORM 10-Q/AFILING
FOR THE QUARTER ENDED SEPTEMBER 30, 2005

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EXPLANATORY NOTE:

On December 23, 2004, the company elected to be regulated as a Business Development Company (BDC) as outlined in the Investment Company Act of 1940 by filing a Form N-54A. As a BDC, the Company is no longer eligible to report on Form 10-QSB because it is an investment company and, therefore, does not qualify as a small business issuer. The Company has therefore elected to file this amended Form 10Q/A to properly present its financial information to comply with Regulation S-X.

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ITEM 1. FINANCIAL STATEMENTS

FRANCHISE CAPITAL CORPORATION
PORTFOLIO OF INVESTMENTS (UNAUDITED)

SEPTEMBER 30, 2005

	Value	Percent of Net Assets
PORTFOLIO STRUCTURE		
SHORT-TERM INVESTMENTS:		
None	$ --	--%
PRIVATE COMPANIES	1,013,134	167%
PUBLIC COMPANIES	--	--%
PRIVATE UNVESTMENT FUNDS	--	--%
TOTAL INVESTMENTS	1,013,134	167%
OTHER ASSETS & LIABILITIES (NET)	(404,767)	(67)%
NET ASSETS	$ 608,367	100%

Notes to Financial Statements are an integral part of
these Financial Statements

FRANCHISE CAPITAL CORPORATION
PORTFOLIO OF INVESTMENTS SEPTEMBER 30, 2005 (UNAUDITED)

Principal Amount/Shares		Acquisition Date	Value
PRIVATE COMPANIES (1) -- 167%			
Common Stocks-- 100%			
Restaurant companies-- 100%			
INVESTMENTS IN CONTROLLED COMPANIES:			
Membership 72.5%	Comstock Jake's Franchise Co., LLC	12/2004	$ -
Membership 50%	Cousin Vinnie's Franchise Co., LLC	12/2004	7,50
Membership 100%	Kirby Foo's Franchise Co., LLC	12/2004	7,50
Membership 50%	Kokopelli Mexican Grill Franchise Co. LLC	12/2004	690,64
ADVANCES TO CONTROLLED COMPANIES:			
	Comstock Jake's Franchise Co., LLC	12/2004	92,67
	Cousin Vinnie's Franchise Co., LLC	12/2004	90,70
	Kirby Foo's Franchise Co., LLC	12/2004	26,92
	Kokopelli Mexican Grill Franchise Co. LLC	12/2004	97,19
	TOTAL-- PRIVATE COMPANIES (Cost $512,473)		1,013,13
	TOTAL INVESTMENTS (Cost $512,473)-- 167%		1,013,13
	OTHER ASSETS & LIABILITIES (NET)-- (67)%		(404,76
	NET ASSETS-- 100.00%		$ 608,36

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1. At September 30, 2005 the Company owned 25% or more of each of the private company's outstanding common stock thereby making each a controlled affiliate as defined by the Investment Company Act of 1940. Total market value of controlled affiliated securities owned at September 30, 2005 was $1,013,134.

Notes to Financial Statements are an integral part of
these Financial Statements

FRANCHISE CAPITAL CORPORATION
STATEMENT OF ASSETS AND LIABILITIES

September 30,

	2005	
	(Unaudited)	
ASSETS:		
Controlled Affiliated Issuers at value (Cost $512,473 and $0, respectively)	$ 1,013,134	$
Cash and cash equivalents	3,801	
Purchased receivables and other assets	71,266	
Total Assets	$ 1,088,201	$
LIABILITIES:		
Accounts payable and accrued expenses	$ 58,907	$
Debentures payable (See Note 4)	220,927	
Notes payable	200,000	
Total Liabilities	479,834	
NET ASSETS	$ 608,367	$
NET ASSETS consist of:		
Preferred Series C, 12,325,000 and 13,187,500 shares outstanding	1,233	
Paid-in capital, 68,562,852 Common shares outstanding	7,163,317	
Stock subscription receivable	(64,937)	
Accumulated deficit	(6,491,246)	
Total Net Assets	$ 608,367	$
Shares Outstanding (200,000,000 of $0.0001 par value common stock authorized)	68,562,852	
NET ASSET VALUE PER SHARE	$ 0.01	$

Notes to Financial Statements are an integral part of
these Financial Statements

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FRANCHISE CAPITAL CORPORATION
STATEMENTS OF OPERATIONS
AS OF SEPTEMBER 30, 2005
(UNAUDITED)

	For the three months ended September 30, 2005	2004
INVESTMENT INCOME:		
Interest income	$ --	$ --
Dividend income	--	--
Total Income	--	--
EXPENSES:		
Interest	36,620	4,352
Administration expenses and fees	198,253	478,421

Total Expenses	234,873	482,773
NET INVESTMENT LOSS	(234,873)	(482,773)
NET REALIZED LOSS ON INVESTMENTS	(83,231)	--
NET CHANGE IN UNREALIZED GAINS AND LOSSES ON INVESTMENTS	81,380	--
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGES	(236,724)	(482,773)
INCOME FROM DISCONTINUED OPERATIONS	--	25,805
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	$(236,724)	$(456,968)

Notes to Financial Statements are an integral part of these Financial Statements

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FRANCHISE CAPITAL CORPORATION
STATEMENTS OF CHANGES IN NET ASSETS (UNAUDITED)

	For the three months ended September 30, 2005	2004
OPERATIONS:		
Net investment loss	$(234,873)	$(482,773)
Income from discontinued operations	--	25,805
Net realized and unrealized gain (loss) on investment transactions	(1,851)	--
Net decrease in net assets resulting from operations	(236,724)	(456,968)
SHAREHOLDER ACTIVITY:		
Stock sales and conversion	497,782	231,000
NET INCREASE (DECREASE) IN ASSET VALUE	261,058	(225,968)
NET ASSETS:		
Beginning of Period	347,309	(162,201)
End of Period	$ 608,367	$(388,169)

Notes to Financial Statements are an integral part of these Financial Statements

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FRANCHISE CAPITAL CORPORATION
STATEMENTS OF CASH FLOWS
AS OF SEPTEMBER 30, 2005
(UNAUDITED)

	For the three Months Ended September 30, 2005	For the three Months Ended September 30, 200
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$(236,724)	$(456,968)
Adjustments to reconcile net loss to net cash used by operating activities:		
Non-cash loss on disposition of investments	82,752	
Change in unrealized appreciation/depreciation of portfolio investments	(81,380)	
Amortization of beneficial conversion features	29,321	
Common stock issued as consideration for services		215,000
Depreciation and amortization		4,405
Amortization of deferred compensation		16,000
Impairment of goodwill		44,836
Minority interest		(2,510)
Changes in assets and liabilities (net of business acquisition)		
Prepaid expenses		(4,000)
Interest receivable		1,414
Accounts receivable		(73,523)
Other assets	(15,519)	
Deferred revenue		125,000
Accounts payable and accrued liabilities	(11,805)	(2,181)
Net Cash (Used) by Operating Activities	(233,355)	(132,527)

Notes to Financial Statements are an integral part of these Financial Statements

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FRANCHISE CAPITAL CORPORATION
STATEMENTS OF CASH FLOWS
AS OF SEPTEMBER 30, 2005
(UNAUDITED)
CONTINUED

	For the three Months Ended September 30, 2005	For the three Months Ended September 30, 200
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash advances to portfolio companies	(139,582)	--
Advances to affiliates/officers	--	(2,741)
Net Cash (Used) by Investing Activities	(139,582)	(2,741)

CASH FLOWS FROM FINANCING ACTIVITIES

Common stock issued for cash	361,378	--
Repayment of shareholder advances	(3,708)	
Proceeds from notes payable and convertible debentures	15,360	100,000
Net Cash Provided by Financing Activities	376,738	96,292
INCREASE (DECREASE) IN CASH AND EQUIVALENTS	3,801	(38,976)
CASH AND EQUIVALENTS, BEGINNING OF PERIOD	--	46,001
CASH AND EQUIVALENTS, END OF PERIOD	$ 3,801	$ 7,025
Supplemental Disclosure of Non-Cash Investing and Financing Activities:		
Conversion of debt to common stock	$ 118,500	

Notes to Financial Statements are an integral part of these Financial Statements

FRANCHISE CAPITAL CORPORATION
NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED SEPTEMBER 30, 2005 AND SEPTEMBER 30, 2004

1. ORGANIZATION AND BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and the instructions for Form 10-Q/Aand Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. All adjustments that, in the opinion of management, are necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein. The results of operations for the three months ended September 30, 2005 are not necessarily indicative of the results that will be realized for the entire fiscal year. These financial statements should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended June 30, 2005.

a. General

FRANCHISE Capital Corporation (the "Company") a Nevada corporation, was incorporated on July 6, 2001 as Cortex Systems, Inc. In December of 2004 the Company changed its name to Franchise Capital Corporation, to more accurately reflect its true business nature. The Company invests in developing and franchising casual dining restaurants. The Company is seeking to acquire additional investments within this industry and has acquired the rights to at least one concept. To date, the Company has had no revenues associated with these activities. Effective December 17, 2004, the Company as an internally managed, closed end investment company elected to be treated as a business development company under the Investment Company Act of 1940, as amended.

As a business development company, we provide long-term debt and equity investment capital to support the expansion of companies in the casual, fast food restaurant industry. We generally invest in private, small to middle market companies that lack access to public capital or whose securities may not be marketable. Today, our investment and lending activity is generally focused in private finance.

Our investment portfolio consists primarily of equity investments in companies, which may or may not constitute a controlling equity interest. At September 30, 2005 our investment portfolio totaled $1,013,134 at fair value. Our investment objective is to achieve current income.

The Company did not elect to be treated for federal income tax purposes as a regulated investment company under the Internal Revenue Code.

b. Going Concern

The Company faces many operating and industry challenges. There is no meaningful operating history to evaluate the Company's prospects for successful operations. Future losses for the Company are anticipated. The proposed plan of operations would include seeking an operating entity with which to merge. Even if successful, a merger may not result in cash flow sufficient to finance the continued expansion of a business.

The accompanying financial statements reflect the accounts of Franchise Capital Corporation, and the related results of operations. In accordance with Article 6 of Regulation S-X under the Securities Act of 1933 and Securities Exchange Act of 1934, the Company does not consolidate portfolio company investments in which the Company has a controlling interest. These financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred material operating losses, has continued operating cash flow deficiencies and has working capital deficit at September 30, 2005. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company believes that it will be successful in the management

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of its investment portfolio. However, the Company will likely require additional debt or equity capital in order to implement its business plan. The accompanying financial statements do not include any adjustments that might result from this uncertainty.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Franchise Capital Corporation changed to a Business Development Company, effective December 17, 2004. Therefore, the prior periods are no longer directly comparable. The balance sheets as of September 30, 2005, and June 30, 2005 are presented to reflect the change to a BDC. The statement of operations for the period ended September 30, 2004, is presented prior to the change to a Business Development Company and therefore is not directly comparable to the current period. The Company's Board of Directors determined that absent any other operating information, all investments are valued at cost.

CONTROLLED AFFILIATED ISSUERS - As a business development company under the Investment Company Act of 1940, all of the Company's investments must be carried at market value or fair value as determined by our Board of Directors for investments which do not have readily determinable market values. Most of the Company's assets were acquired in privately negotiated transactions and have no readily determinable market values. These securities are carried at fair value as determined by the Board of Directors under our valuation policy. Currently, our valuation policy provides for obtaining independent business valuations for those equity securities that are not traded on a national securities exchange.

With respect to private equity securities, investments are valued as indicated above by a independent business valuation company using industry valuation benchmarks, and then the value is assigned a discount reflecting the illiquid nature of the investment, as well as a minority, non-control position, if applicable. When an external event such as a purchase transaction, public offering, or subsequent equity sale occurs, the pricing indicated by the external event will be used to corroborate our private equity valuation. At September 30, 2005, the fair values of Comstock Jake's, Kokopelli, CV and Fathom Business systems was determined by a by a independent business valuation company. Of the Company's investments, only Kokopelli and Fathom have operations. Kokopelli has begun to sell franchises and Fathom has been operating since it was acquired. The investment in Fit N Healthy was effective June 30, 2005.

The Company's investment in Fit N Healthy was disposed of in August of 2005 in exchange for assumption of a $50,000 note payable by the Company to a third party. There was no gain or loss as result of that exchange.

On September 27, 2005 the Company approved the sale of Fathom Business Systems for $44,000. The Company took title to $44,000 in Fathom trade accounts receivable as consideration for the sale. This portfolio company has been operating at a loss and its sale will improve the cash flow of the Company. There was no gain or loss as result of that exchange. Previous unrealized losses were realized upon execution of this transaction.

CASH AND CASH EQUIVALENTS - Cash and cash equivalents include all short-term liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less.

INCOME TAXES - The Company provides for income taxes based on the provisions of Statement of Financial Accounting Standards No. 109, ACCOUNTING FOR INCOME TAXES, which among other things, requires that recognition of deferred income taxes be measured by the provisions of enacted tax laws in effect at the date of financial statements.

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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4. CONVERTIBLE DEBENTURE

During the year ended June 30, 2004 the Company issued a 2-year 7.5% convertible debenture amounting to Golden Gate Investors, Inc. "Golden Gate" to $85,000 with interest payable monthly and due June 9, 2006. The debenture also included non-detachable warrants for 2,500,000 shares of common stock. During the three months ended December 31, 2004, this debenture was increased to $177,438. Upon approval of the Company's change to a Business Development Company, the warrants were cancelled. As of September 30, 2005, we currently owe $220,927.

Subsequent to September 30, 2005, the Company contacted Golden Gate regarding what we believe may be securities law violations in connection with transactions involving the convertible debenture and its related warrants and agreements. Among other things, the Company believes Golden Gate violated Section 16 of the Securities Exchange Act of 1934 when they converted nearly 12% of the Company's outstanding shares and immediately resold shares in the market. The Company has terminated all agreements with Golden Gate, and is currently seeking legal counsel to advise it regarding pursuing Golden Gate for short swing profits resulting from the purchase and sale of shares.

On October 14, 2004 the Company issued a six month convertible debenture amounting to $25,000, with interest payable at the end of the term. The debenture may be converted, at the option of the holder, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. The debenture may be converted, at the option of the Company, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. As of September 30, 2005 this debenture was paid in full.

On October 4, 2004, the Company issued a six month convertible debenture amounting to $25,000, with interest payable at the end of the term. The debenture may be converted, at the option of the holder, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. The debenture may be converted, at the option of the Company, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. As of September 30, 2005 this debenture was paid in full.

On December 1, 2004, the Company issued a twelve month convertible debenture amounting to $50,000, with interest of $1,250 payable quarterly beginning March 1, 2005. The debenture may be converted, at the option of the holder, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. The debenture may be converted, at the option of the Company, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. On August 15, 2005 we sold a portfolio investment, and as part of the negotiated sales price, this debenture was assumed by the buyer.

On January 17, 2005 the Company issued a twelve month convertible debenture amounting to $35,000, with interest payable at the end of the term. The debenture may be converted, at the option of the holder, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. The debenture may be converted, at the option of the Company, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. As of September 30, 2005 this debenture was paid in full.

On July 21, 2004 the Company issued a twelve month convertible debenture amounting to $50,000, with interest payable monthly. The debenture may be converted, at the option of the holder, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. The debenture may be converted, at the option of the Company, into common shares of the Company. The conversion price is 50% of the closing bid on the day the Company receives notice of conversion. As of September 30, 2005 this debenture was paid in full.

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For the debentures issued in the period ended September 30, 2005, the Company computed the beneficial conversion feature to be equal to the face amount of the debentures. The $244,410 discount is being amortized over the terms of the debt. During the quarter ended September 30, 2005, $29,321 of the discount was amortized leaving a remaining discount of $0.

Convertible debt outstanding at September 30, 2005 is convertible into 16,944,385 shares of common stock.

5. CAPITAL STOCK

The Company declared a 6 for 1 stock split during the year ended June 30, 2003. The number of shares presented in these financial statements has been retroactively restated for all periods to reflect this stock split.

During the three months ended December 31, 2003, the Company sold 125,000 shares of its common stock for $55,000. In connection with this sale of common stock, the Company also granted 137,500 warrants to acquire the Company's common stock at $0.50 per share.

Also during the three months ended December 31, 2003, the Company granted 275,000 shares of its common stock to consultants as consideration for services rendered. The shares were valued at the trading price of the common shares aggregating to $99,966.

Additionally, during the three months ended December 31, 2003, the Company granted 675,000 shares of its common stock to consultants as consideration for services rendered. The shares were valued at the trading price of the common shares aggregating to $247,500.

The Company reacquired 15,535,000 shares of its common stock in the three month period ended December 31, 2003. The Company entered into an agreement to acquire all of the outstanding shares of "ICEBERG FOOD SYSTEMS,CORP." ("IFSC"). IFSC was owned by a former officer and director of the Company. The only holdings of IFSC were 30,000,000 shares of the Company's common stock. As part of the agreement, IFSC distributed 14,465,000 shares of the Company's common stock to its shareholder. IFSC then became a wholly owned subsidiary of the Company with its only holdings being the remaining 15,535,000 shares of the Company's common stock. Effectively, the transaction was an acquisition of treasury stock by the Company. In exchange, the Company would assume a commitment to raise capital and develop the Iceberg Drive-In concept. The rights to develop that concept were previously held by IFSC. The Company is to assist IFSC in providing up to $1,130,000. The Company has accounted for this transaction as an acquisition of treasury stock through the issuance of a note payable of $1,130,000.

During the three months ended September 30, 2004, the Company sold 140,000 shares of its common stock for $35,000.

Also during the three months ended September 30, 2004, the Company granted 3,050,000 shares of its common stock to consultants as consideration for services rendered. The shares were valued at the trading price of the common shares aggregating to $602,275.

On October 13, 2004, the Company negotiated a consulting agreement with Javelin Holdings, Inc. The agreement with Javelin provides for $15,000 upon execution of the agreement, $15,000 cash and a $30,000 60 day Convertible Note upon successful filing of requisite SEC documents. In addition, Javelin receives 5% of any Preferred Class of stock created for the benefit of the Company, 10% of any bridge financing and 5% of any subsequent funding. During October, 2004, Javelin earned finders fee of $5,000 from the Company for two short-term convertible debentures in the amount of $25,000 each.

In November 2004, the Company converted its Preferred Series B stock into common stock. This conversion resulted in the retiring of all Preferred Series B stock, and issuance of 10,000,000 shares of common stock.

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In December, 2004, the Company approved a reverse 1 for 10 common stock split.

Subsequent to September 30, 2005, the Company was notified by the Securities and Exchange Commission ("Commission") that the debentures issued by the Company were considered "senior securities" as defined by the Investment Company Act of 1940. Franchise Capital Corporation believed at the time the debentures issued were not senior securities. As a result, the Company may not be in compliance with Section 18 of the Investment Company Act of 1940 which required that the

Company maintain net assets to senior security coverage of at least 200%. Further, the Company was informed that the convertible nature of the debentures made them subject to Section 61 of the Investment Company Act which requires, among other things, that rights to acquire common stock:

* Expire within 10 years from date of grant
* Are approved by a vote of shareholders, and
* Are exercisable at a price not less than the fair market value on the date of grant.

The convertible debentures did not comply with these provisions of Section 61 at the time they were issued. . The Company is in negotiations with the remaining debenture holder to restructure the obligation into a format that is compliant with the Investment Company Act.

In conjunction with the transactions discussed in Note 4, the Company issued an aggregate of 28,577,877 shares of its common stock.

Effective December 17, 2004, the Company designated 30,000,000 shares of Series C Preferred Stock. The Series C Preferred Stock is non-interest bearing, does not have voting rights and is not entitled to receive dividends. Each share of Series C issued can be converted into Common Stock on a 1:1 basis. In the event of a liquidation event, the Series C stock automatically converts into common stock based on the foregoing formula. By designation, the Series C Preferred Stock is not affected by forward or reverse splits of the Company's common stock or other adjustments to the Company's capital structure. The Series C is entitled to name three members of the Company's Board of Directors at all times. During the quarter ended December 31, 2004, the Company issued a total of 13,500,000 shares of Series C Preferred Stock for services rendered prior to the Company's election to become a business development company.

Subsequent to September 30, 2005, the Company was notified by the Securities and Exchange Commission ("Commission") that the terms of the Series C Preferred Stock issued by the Company may be in violation of Section 23 of the Investment Company Act of 1940. As a result, the Series C holders agreed to a 1:10 reverse split of the Series C stock corresponding to the similar 1:10 reverse split of the Company's common stock on January 14, 2005. Further, the Company has restructured the terms of the Series C Preferred Stock. Most significantly, the rights of the Series C Preferred Stock to convert to common stock and provisions in the Series C Preferred Stock affording protections against capital reorganization were eliminated.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this section should be read in conjunction with the Selected Consolidated Financial and Other Data, the Selected Operating Data and our Consolidated Financial Statements and notes thereto appearing elsewhere in this Quarterly Report. This Quarterly Report, including the Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about our industry, our beliefs, and our assumptions. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", and "estimates" and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements including without limitation (1) any future economic downturn could impair our customers' ability to repay our loans and increase our non-performing assets, (2) economic downturns can disproportionately impact certain sectors in which we concentrate, and any future economic downturn could disproportionately impact the industries in which we concentrate causing us to suffer losses in our portfolio and experience diminished demand for capital in these industry sectors, (3) a contraction of available credit and/or an inability to access the equity markets could impair our lending and investment activities, (4) interest rate volatility could adversely affect our results, (5) the risks associated with the possible disruption in the Company's operations due to terrorism and (6) the risks, uncertainties and other factors we identify from time to time in our filings with the Securities and Exchange Commission, including our Form 10-Ks, Form 10-Qs and Form 8-Ks. Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be incorrect. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Quarterly Report should not be regarded as a representation by us that our plans and objectives will be achieved. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Quarterly Report.

OVERVIEW

Franchise Capital Corporation is a solutions-focused financial services company providing financing and advisory services to small and medium-sized companies throughout the United States primarily in the restaurant franchising industry. Effective December 23, 2004, we became an internally managed, non-diversified, closed-end investment company that elected to be treated as a business development company under the Investment Company Act of 1940. Franchise Capital Corporation will not elect to be treated for federal income tax purposes as a regulated investment company under the Internal Revenue Code with the filing of its federal corporate income tax return for 2004.

PORTFOLIO COMPOSITION AND ASSET QUALITY

Our primary business is lending to and investing in businesses, primarily in the restaurant franchising industry, through investments in senior debt, subordinated debt and equity-based investments, including warrants and equity appreciation rights. Though we intend to increase our level of subordinated debt and equity-based investments, we expect a substantial majority of our portfolio will continue to consist of investments in portfolio companies. The total fair value of investments in non-publicly traded securities was $1,013,134 and $1,014,430 at September 30, 2005 and June 30, 2005, respectively

The following table summarizes Franchise Capital Corporation's assets held and income from Majority Owned Companies, Controlled Companies and Other Affiliates:

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	September 30, 2005	June 30, 2005
ASSETS HELD:		
Majority Owned Companies (a):		
Investments in and advances to	1,013,134	1,014,430
Controlled Companies (b):		
Other Affiliates (c):		
Loans at fair value	0	0
Equity Investments at fair value	0	0

Three Months Ended September 30,

		2005		2004
INCOME RECOGNIZED:				
From Majority Owned Companies (a):				
Interest and fee income	$	0	$	0
From Controlled Companies (b):				
From Other Affiliates (c): 1				
Interest and fee income		0		0
Net change in unrealized appreciation (depreciation) on investments		81,380		0
Realized losses on investments		(83,231)		--

(a) Majority owned companies are generally defined under the Investment Company Act of 1940 as companies in which Franchise Capital Corporation owns more than 50% of the voting securities of the company.

(b) Controlled companies are generally defined under the Investment Company Act of 1940 as companies in which Franchise Capital Corporation owns more than 25% but not more than 50% of the voting securities of the company.

(c) Other affiliates are generally defined under the Investment Company Act of 1940 as companies in which Franchise Capital Corporation owns at least 5% but not more than 25% of the voting securities of the company.

ASSET QUALITY

Asset quality is generally a function of our underwriting and ongoing management of our investment portfolio. As a business development company, our loans and equity investments are carried at market value or, in the absence of market value, at fair value as determined by our board of directors in good faith on a quarterly basis. For the quarter ended September 30, 2005 unrealized appreciation on investments totaled $81,380 For additional information on the change in unrealized depreciation on investments, see the section entitled "Reconciliation of Net Operating Income to Net Increase (Decrease) in Stockholders' Equity from Earnings".

We monitor loan concentrations in our portfolio, both on an individual loan basis and on a sector or industry basis, to manage overall portfolio performance due to specific customer issues or specific industry issues.

We monitor individual customer's financial trends in order to assess the appropriate course of action with respect to each customer and to evaluate overall portfolio quality. We closely monitor the status and performance of each individual investment on a quarterly and, in some cases, a monthly or more frequent basis. Because we are a provider of long-term privately negotiated investment capital to growth-oriented companies and we actively manage our investments through our contract structure, we do not believe that contract exceptions such as breaches of contractual covenants or late delivery of

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financial statements are necessarily an indication of deterioration in the credit quality or the need to pursue remedies or an active workout of a portfolio investment.

When a loan becomes 90 days or more past due, or if we otherwise do not expect the customer to be able to service its debt and other obligations, we will, as a general matter, place the loan on non-accrual status and cease recognizing interest income on that loan until all principal has been paid. However, we may make exceptions to this policy if the investment is well secured and in the process of collection.

As of September 30, 2005 and June 30, 2005, none of the loans to our other affiliates were on non-accrual status.

When principal and interest on a loan is not paid within the applicable grace period, we will contact the customer for collection. At that time, we will make a determination as to the extent of the problem, if any. We will then pursue a commitment for immediate payment and will begin to more actively monitor the investment. We will formulate strategies to optimize the resolution process and will begin the process of restructuring the investment to better reflect the current financial performance of the customer. Such a restructuring may involve deferring payments of principal and interest, adjusting interest rates or warrant positions, imposing additional fees, amending financial or operating covenants or converting debt to equity. In general, in order to compensate us for any enhanced risk, we receive appropriate compensation from the customer in connection with a restructuring. During the process of monitoring a loan that is out of compliance, we will in appropriate circumstances send a notice of non-compliance outlining the specific defaults that have occurred and preserving our remedies, and initiate a review of the collateral. When a restructuring is not the most appropriate course of action, we may determine to pursue remedies available under our loan documents or at law to minimize any potential losses, including initiating foreclosure and/or liquidation proceedings.

OPERATING INCOME

Operating income includes interest income on commercial loans, advisory fees and other income. Interest income is comprised of commercial loan interest at contractual rates and upfront fees that are amortized into income over the life of the loan. Most of our loans contain lending features that adjust the rate margin based on the financial and operating performance of the borrower, which generally occurs quarterly.

THREE MONTHS ENDED

SEPTEMBER 30, 2005

CHANGE DUE TO:	
Asset growth	$ 81,380
Increase in fee income	0
Interest and other income	0
Manufacturing income	0
Total change in operating income	$ 81,380

Total operating income for the three months ended September 30, 2005 increased $50,071, to $81,380 from $31,309 for the three months ended September 30, 2004.

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OPERATING EXPENSES

Operating expenses include, employee compensation, and general and administrative expenses.

The change in operating expenses from the three months September 30, 2005 compared to the same period in 2004 is attributable to the following items:

THREE MONTHS ENDED

Total operating expenses decreased $378,339 to $60,780 for the 3 months ended September 30, 2005, from $439,119 for the three months ended September 30, 2004.

The decrease was due primarily to the reduction in our use of outside consultants.

NET OPERATING INCOME

Net operating income/loss before other income (loss) or the three months ended September 30, 2005 totaled $20,600 compared with a loss of $(407,810) for the three months ended September 30, 2004.

OTHER INCOME (LOSS)

Interest expense for the three months ended September 30, 2005 was $174,093 as compared to $4,352 for the three months ended September 30, 2004. Realized losses for the current period were $83,231.There were no realized gains or losses for the three months ended September 30, 2004.

INCOME TAXES

We are taxed under Subchapter C of the Internal Revenue Code. We did not elect to be a regulated investment company under Subchapter M of the Internal Revenue Code with the filing of our federal corporate income tax return for 2004.

NET INCOME

Net income (loss) totaled $(236,724) for the three months ended September 30, 2005 compared to $(456,968) for the three months ended September 30, 2004.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

CASH, CASH EQUIVALENTS AND CASH, SECURITIZATION ACCOUNTS

At September 30, 2005 and June 30, 2005, we had $3,801 and $11,747, respectively, in cash and cash equivalents. Our objective is to maintain sufficient cash on hand to cover current funding requirements and operations.

LIQUIDITY AND CAPITAL RESOURCES

We expect our cash on hand, future equity offerings, and cash generated from operations to be adequate to meet our cash needs at our current level of operations. We generally fund new originations using cash on hand, borrowings under our credit facilities and equity financings.

During the first quarter of 2005, the Company raised $130,232 in cash and has a subscription receivable in the amount of $64,397 from selling 6,845,170 shares of common stock issued under Regulation E.

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BORROWINGS

At September 30, 2005, we had aggregate outstanding borrowings of $4,220,927.

At June 30, 2005, we had aggregate outstanding borrowings of $587,477.

See the Notes to the Financial Statements for further discussion of our borrowings.

CRITICAL ACCOUNTING POLICIES

The financial statements are based on the selection and application of significant accounting policies, which require management to make significant estimates and assumptions. We believe that the following are some of the more critical judgment areas in the application of our accounting policies that currently affect our financial condition and results of operations.

INCOME RECOGNITION

Interest on commercial loans is computed by methods that generally result in level rates of return on principal amounts outstanding. When a loan becomes 90 days or more past due, or if we otherwise do not expect the customer to be able to service its debt and other obligations, we will, as a general matter, place the loan on non-accrual status and cease recognizing interest income on that loan until all principal has been paid. However, we may make exceptions to this policy if the investment is well secured and in the process of collection.

In accordance with GAAP, we include in income certain amounts that we have not yet received in cash, such as contractual payment-in-kind (PIK) interest, which represents contractually deferred interest added to the loan balance that is generally due at the end of the loan term. We currently do not have any interest income of this nature, but we may during future periods.

Loan origination fees are deferred and amortized as adjustments to the related loan's yield over the contractual life of the loan. In certain loan arrangements, warrants or other equity interests are received from the borrower as additional origination fees. The borrowers granting these interests are typically non-publicly traded companies. We record the financial instruments received at estimated fair value as determined by our board of directors. Fair values are determined using various valuation models which attempt to estimate the underlying value of the associated entity. These models are then applied to our ownership share considering any discounts for transfer restrictions or other terms which impact the value. Changes in these values are recorded through our statement of operations. Any resulting discount on the loan from recordation of warrant and other equity instruments are accreted into income over the term of the loan.

VALUATION OF INVESTMENTS

At September 30, 2005, approximately 98% of our total assets represented investments recorded at fair value. Value, as defined in Section 2(a)(41) of 1940 Act, is (i) the market price for those securities for which a market quotation is readily available and (ii) for all other securities and assets, fair value is as determined in good faith by the board of directors. Since there is typically no readily ascertainable market value for the investments in our portfolio, we value substantially all of our investments at fair value as determined in good faith by the board of directors pursuant to a valuation policy and a consistent valuation process. Because of the inherent uncertainty of determining the fair value of investments that do not have a readily ascertainable market value, the fair value of our investments determined in good faith by the board of directors may differ significantly from the values that would have been used had a ready market existed for the investments, and the differences could be material.

There is no single standard for determining fair value in good faith. As a result, determining fair value requires that judgment be applied to the specific facts and circumstances of each portfolio investment. Unlike banks, we are not permitted to provide a general reserve for anticipated loan losses. Instead, we must determine the fair value of each individual investment on a quarterly

basis. We will record unrealized depreciation on investments when we believe that an investment has become impaired, including where collection of a loan or realization of an equity security is doubtful. Conversely, we will record unrealized appreciation if we believe that the underlying portfolio company has appreciated in value and, therefore, our investment has also appreciated in value, where appropriate.

As a business development company, we invest primarily in illiquid securities including debt and equity securities of private companies. The structure of each debt and equity security is specifically negotiated to enable us to protect our investment and maximize our returns. We generally include many terms governing interest rate, repayment terms, prepayment penalties, financial covenants, operating covenants, ownership parameters, dilution parameters, liquidation preferences, voting rights, and put or call rights. Our investments are generally subject to some restrictions on resale and generally have no established trading market. Because of the type of investments that we make and the nature of our business, our valuation process requires an analysis of various factors. Our fair value methodology includes the examination of, among other things, the underlying investment performance, financial condition and market changing events that impact valuation.

AT DECEMBER 31, 2004, THE BOARD OF DIRECTORS ELECTED TO EMPLOY A VALUATION METHOD CONSISTING OF COST BASIS FOR THOSE PORTFOLIO COMPANIES THAT WERE NOT YET OPERATIONAL AND A METHOD OF GROSS REVENUE, NET REVENUE AND NET ASSETS FOR THOSE COMPANIES THAT ARE OPERATIONAL. THE COMPANY EMPLOYED INDEPENDENT BUSINESS VALUATION CONSULTANTS TO PROVIDE A VALUATION OF OUR EXISTING PORTFOLIO COMPANIES AND CERTAIN OTHER INVESTMENTS FOR THE YEAR ENDED JUNE 30, 2005.

VALUATION OF LOANS AND DEBT SECURITIES

As a general rule, we do not value our loans or debt securities above cost, but loans and debt securities will be subject to fair value write-downs when the asset is considered impaired. In many cases, our loan agreements allow for increases in the spread to the base index rate if the financial or operational performance of the customer deteriorates or shows negative variances from the customer's business plan and, in some cases, allow for decreases in the spread if financial or operational performance improves or exceeds the customer's plan.

VALUATION OF EQUITY SECURITIES

With respect to private equity securities, each investment is valued using industry valuation benchmarks, and then the value is assigned a discount reflecting the illiquid nature of the investment, as well as our minority, non-control position. When an external event such as a purchase transaction, public offering, or subsequent equity sale occurs, the pricing indicated by the external event will be used to corroborate our private equity valuation. Securities that are traded in the over-the-counter market or on a stock exchange generally will be valued at the prevailing bid price on the valuation date. However, restricted and unrestricted publicly traded securities may be valued at discounts from the public market value due to restrictions on sale, the size of our investment or market liquidity concerns.

RECENT DEVELOPMENT

On October 4, 2005 the Company completed a Purchase Agreement with Creative Eateries Corporation "Creative." Creative purchased from Franchise Capital its interest in Kokopelli Sonoran Grill, Comstock Jakes, Cousin Vinnie's Italian Diner, and Kirby Foo's Asian Grill. As per the Agreement, Creative is to pay $2,161,493 to Franchise Capital for their interest in the said companies which will be paid in $200,000 cash and 3,583,667 shares of Creative's common stock.

Subsequent to October 4, 2005, the Company rescinded the Purchase Agreement with Creative due to Creative's failure to meet their obligations under the Purchase Agreement. Since the rescission occurred prior to the quarter ending December

31, 2005, financial information regarding the Purchase Agreement has not, and will not, be a part of any of the Company's financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate sensitivity refers to the change in earnings that may result from the changes in the level of interest rates. Our net interest income can be affected by changes in various interest rates, including LIBOR, prime rates and commercial paper rates.

As a business development company, we use a greater portion of equity to fund our business. Accordingly, other things being equal, increases in interest rates will result in greater increases in our net interest income and reductions in interest rates will result in greater decreases in our net interest income compared with the effects of interest rate changes on our results under more highly leveraged capital structures.

Currently, we do not engage in hedging activities because we have determined that the cost of hedging the risks associated with interest rate changes outweighs the risk reduction benefit. We monitor this position on an ongoing basis.

ITEM 4. CONTROLS AND PROCEDURES

(a) Within the 90 days prior to the date of this report, Franchise Capital Corporation carried out an evaluation, under the supervision and with the participation of Franchise Capital Corporation's management, including Franchise Capital Corporation's Chief Executive Officer and President and Chief Financial Officer, of the effectiveness of the design and operation of Franchise Capital Corporation 's disclosure controls and procedures (as defined in Rule 13a-14 of the Securities Exchange Act of 1934). Based on that evaluation, the Chief Executive Officer and President and the Chief Financial Officer have concluded that Franchise Capital Corporation's current disclosure controls and procedures are effective in timely alerting them of material information relating to Franchise Capital Corporation that is required to be disclosed in Franchise Capital Corporation's SEC filings.

(b) There have not been any significant changes in the internal controls of Franchise Capital Corporation or other factors that could significantly affect these internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is not presently a party to any legal action.

ITEM 2. CHANGES IN SECURITIES

There were no material changes in securities for the quarter ended September 30, 2005, other than the debenture conversions previously discussed.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

(a) The following exhibits are either attached hereto or incorporated herein by reference as indicated:

Exhibit Number	Description
31.1	CEO Certification pursuant to SEC Release No. 33-8238, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	CFO Certification pursuant to SEC Release No. 33-8238, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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.

Dated: April 18, 2006

/s/ Edward Heisler

Edward C. Heisler, President and Chief Executive Officer (Principal Executive Officer)

Dated: April 18, 2006

/s/ Janet Crance

Janet Crance, Chief Financial Officer (Principal Accounting Officer)