STANDARD CAPITAL CORP
Form 10QSB
December 20, 2005

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

FORM 10-QSB

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITES EXCHANGE ACT OF 1934
For the quarterly period ended Nov 30, 2005

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE EXCHANGE ACT

For the transition period from to

Commission File number 0-25707

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

Delaware	91-1949078
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2429 - 128th Street, Surrey, British Columbia, Canada, V4A 3W2
(Address of principal executive offices)

1 - 604 - 538-4898
(Issuer's telephone number)

n/a
(Former name, former address, and former fiscal year, if changed since last report)

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 ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PROCEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

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

November 30, 2005: 2,285,000 common shares

Transitional Small Business Disclosure format (Check one): Yes [ ] No [X]

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PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying balance sheet of Standard Capital Corporation (a pre-exploration stage company) at November 30, 2005 (with comparative figures as at August 31, 2005) and the statement of operations for the three months ended November 30, 2005 and 2004 and the statement of cash flows for the three months ended November 30, 2005 and 2004 and for the period from September 24, 1998 (date of incorporation) to November 30, 2005 have been prepared by the Company's management in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the quarter ended November 30, 2005, are not necessarily indicative of the results that can be expected for the year ending August 31, 2006.

STANDARD CAPITAL CORPORATION
(A Pre-exploration Stage Company)

BALANCE SHEETS

November 30, 2005

(with comparative figures at August 31, 2005)

(Unaudited - Prepared by Management)

	NOVEMBER 30 2005	AUGUST 31 2005
ASSETS		
CURRENT ASSETS		
Bank	$ 11,130	$ 10
	$ 11,130	$ 10
LIABILITIES		
Accounts payable - related party	$ 31,192	28,40
Accounts payable and accrued liabilities	24,914	44,63
	56,106	73,04
STOCKHOLDERS' DEFICIENCY		
Common stock 200,000,000 shares authorized, at $0.001 par value, 2,285,000 shares issued and outstanding (August 31, 2005 - 1,295,000 shares issued and outstanding)	2,285	1,29
Capital in excess of par value	80,715	31,15
Deficit accumulated during the pre-exploration stage	(127,976)	(105,38
Total Stockholders' Deficiency	(44,976)	(72,93
	$ 11,130	$ 10

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

STANDARD CAPITAL CORPORATION
(A Pre-exploration Stage Company)

STATEMENTS OF OPERATIONS
For the three months ended November 30, 2005 and 2004 and for the period from September 24, 1998 (Date of Inception) to November 30, 2005
(Unaudited - Prepared by Management)

	FOR THE THREE MONTHS ENDED NOV 30, 2005	FOR THE THREE MONTHS ENDED NOV 30, 2004	DATE OF INCEPTION TO NOVEMBER 30, 2005
SALES	$ -	$ -	$ -
GENERAL AND ADMINISTRATIVE EXPENSES:			
Accounting and audit	1,245	1,250	39,195
Annual General Meeting costs	679	-	2,230
Bank charges and interest	143	18	1,744
Consulting fees	10,000	-	12,500
Edgar filing fees	250	250	6,429
Filing fees	12	-	675
Geological report	-	-	2,780
Incorporation costs	-	-	255
Legal fees	2,500	-	2,987
Management fees	600	600	17,400
Miscellaneous	-	-	1,600
Office expenses	784	-	2,362
Rent	300	300	8,700
Staking and exploration costs	3,100	-	12,956
Telephone	150	150	4,350
Transfer agent's fees	622	307	7,152
Travel and entertainment	2,202	-	4,661
NET LOSS	$ 22,587	$ (2,875)	$ (127,976)
NET LOSS PER COMMON SHARE			
Basic	$ 0.01	$ -	
AVERAGE OUTSTANDING SHARES			
Basic	1,958,626	1,295,000	

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

STANDARD CAPITAL CORPORATION
(A Pre-exploration Stage Company)

STATEMENTS OF CASH FLOWS

For the three months ended November 30, 2005 and 2004 and for the period from September 24, 1998 (Date of Inception) to November 30, 2005

(Unaudited - Prepared by Management)

	FOR THE THREE MONTHS ENDED NOVEMBER 30, 2005	FOR THE THREE MONTHS ENDED NOVEMBER 30, 2004	DATE OF INCEPTION TO NOVEMBER 30, 2005
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss.	$ (22,587)	$ (2,875)	$ (127,976)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Changes in assets and liabilities:			
Accounts payable	(19,725)	1,807	24,914
Accounts payable - related party	2,789	-	31,192
Capital contributions - expenses	1,050	1,050	30,450
Net Cash from Operations. .	(38,473)	(18)	(41,420)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of common stock.	49,500	-	52.550
	49,500	-	52,550

Net (decrease) increase in Cash . . .	11,027	(18)	11,130
Cash at Beginning of Period	103	68	-
CASH AT END OF PERIOD	$ 11,130	$ 50	$ 11,130

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

STANDARD CAPITAL CORPORATION
(PRE-EXPLORATION STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM SEPTEMBER 24, 1998 (DATE OF INCEPTION) TO NOVEMBER 30, 2005
(Unaudited - Prepared by Management)

	Common Shares	Stock Amount	Capital in Excess of Par Value	Accumulated Deficit
BALANCE SEPTEMBER 24, 1998 (date of inception).	-	$ -	$ -	$ -
Issuance of common shares for cash at $0.001 - January 11, 1999.	1,000,000	1,000	-	-
Issuance of common shares for cash at $0.001 - February 19, 1999	100,000	100	-	-
Issuance of common shares for cash at $0.01 - February 15, 1999.	195,000	195	1,755	-
Capital contributions - expenses	-	-	4,200	
Net operating loss for the period from September 24, 1998 to August 31, 1999.	-	-	-	(12,976)
Capital contributions - expenses	-	-	4,200	-
Net operating loss for the year ended August 31, 2000.	-	-	-	(12,392)

Capital contributions - expenses	-	-	4,200	-
Net operating loss for the year ended August 31, 2001.	-	-	-	(13,015)
Capital contributions - expenses	-	-	4,200	-
Net operating loss for the year ended August 31, 2002.	-	-	-	(13,502)
Capital contributions.	-	-	4,200	-
Net operating loss for the year ended August 31, 2003.	-	-	-	(16,219)
Capital contributions.	-	-	4,200	-
Net operating loss for the year ended August 31, 2004.	-	-	-	(24,180)
Capital contributions.	-	-	4,200	-
Net operating loss for the year ended August 31, 2005.	-	-	-	(13,105)
Issuance of common shares for cash at $0.05 - September 30, 2005. . .	990,000	990	48,510	-
Capital contributions.	-	-	1,050	-
Net operating loss for the period ended November 30, 2005	-	-	-	(22,587)
Balance as at November 30, 2005.	2,285,000	$ 2,285	$ 80,715	$ (127,976)

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

STANDARD CAPITAL CORPORATION
(A Pre-exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
November 30, 2005
(Unaudited - Prepared by Management)

1. ORGANIZATION

The Company was incorporated under the laws of the State of Delaware on September 24, 1998 with the authorized common stock of 25,000,000 shares at $0.001 par value.

The Company was organized for the purpose of acquiring and developing mineral properties. At the report date mineral claims, with unknown reserves, had been acquired. The Company has not established the existence of a commercially minable ore deposit and therefore has not reached the development stage and is considered to be in the pre-exploration stage (see note 3).

The shareholders, at the Annual General Meeting held on February 20, 2004, approved an amendment to the Certificate of Incorporation whereby the authorized share capital of the Company would be increased from 25,000,000 common shares with a par value of $0.001 per share to 200,000,000 common shares with a par value of $0.001 per share.

The Company has completed one Regulation D offering of 1,295,000 shares of its capital stock for $3,050. In addition, the Company has completed an Offering Memorandum whereby 990,000 common shares were subscribed for at a price of $0.05 per share for $49,500.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to be reversed. An allowance against deferred tax assets is recorded, when it is more likely than not, that such tax benefits will not be realized.

On November 30, 2005, the Company had a net operating loss carry forward of $127,976. The tax benefit of $38,392 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful since the Company has no operations. The loss carry forward will expire starting in 2014 through 2025.

Statement of Cash Flows

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

November 30, 2005
(Unaudited - Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Basic and Diluted Net Income (loss) Per Share

Basic net income (loss) per share amounts is computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common and common equivalent shares outstanding as if shares had been issued on the exercise of the common share rights unless the exercise becomes antidulutive and then only the basic per share amounts are shown in the report.

Unproven Mining Claim Costs

Cost of acquisition, exploration, carrying and retaining unproven properties are expensed as incurred.

Revenue Recognition

Revenue is recognized on the sale and delivery of product or the completion of services.

Advertising and Market Development

The company expenses advertising and market development costs as incurred.

Financial and Concentration Risk

The Company does not have any concentration or related financial credit risk.

Environmental Requirements

At the report date environmental requirements related to the mineral claim acquired are unknown and therefore any estimate of any future cost cannot be made.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Financial Instruments

The carrying value of financial instruments, including cash and accounts payable, are considered by management to be their estimated fair value due to their short term maturities.

STANDARD CAPITAL CORPORATION
(A Pre-exploration Stage Company)
NOTES TO FINANCIAL STATEMENTS
November 30, 2005
(Unaudited - Prepared by Management)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

3. AQUISITION OF MINERAL CLAIM

The Company acquired one 18 unit metric claim known as the Standard claim situated within the Bridge River gold camp near the town of Gold Bridge, 160 kilometres north of Vancouver, British Columbia, with an expiration date of February 23, 2006. The claims may be extended for one year by the payment of $3,780 Cdn or the completion of work on the property of $3,600 Cdn. Plus a filing fee of $180 Cdn.

4. SIGNIFICANT TRANSACTIONS WITH RELATED PARTY

On September 3, 2005, officers-directors and their family had acquired 21% of the common capital stock issued, and have made no interest, demand loans of $31,192, and have made contributions to capital of $30,450 in the form of expenses paid for the Company.

5. STOCK OPTION PLAN

At the Annual General Meeting held on February 20, 2004, the shareholders approved a Stock Option Plan (the "Plan") whereby a maximum of 5,000,000 common shares were authorized but unissued to be granted to directors, officers, consultants and non-employees who assisted in the development of the Company. The value of the stock options to be granted under the Plan will be determined on the fair market value of the Company's shares when they are listed on any established stock exchange or a national market system at the closing price as at the date of granting the option. No stock options have been granted under this Plan.

6. CAPITAL STOCK

During October and November 2005, the Company completed a private placement offering of 990,000 common shares for cash of $49,500.

7. GOING CONCERN

The Company will need additional working capital to service its debt and to develop the mineral claims acquired, which raises substantial doubt about its ability to continue as a going concern. Continuation of the Company as a going concern is dependent on obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional equity funding (Note 6), and long term financing, will enable the Company to operate for the coming year.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

The following discussion should be read in conjunction with the information contained in the financial statements of Standard Capital Corporation ("Standard") and the notes which form an integral part of the financial statements which are attached hereto.

The financial statements mentioned above have been prepared in conformity with accounting principles generally accepted in the United States of America and are stated in United States dollars.

Standard presently has minimal day-to-day operations; mainly comprising the maintaining of the Standard claim in good standing on an annual basis and preparing the various reports to be filed with the United States Securities and Exchange Commission (the "SEC") as required.

LIQUIDITY AND CAPITAL RESOURCES

Standard has had no revenue since inception and its accumulated deficit is $127,976. To date, the growth of Standard has been funded by the sale of shares and advances by its director in order to meet the requirements of filing with the SEC and maintaining the Standard claim in good standing.

The plan of operations during the next twelve months will be to maintain the Standard claim in good standing with the Province of British Columbia and meet its filing requirements. Presently Standard does not have the funds to consider any additional mineral claims. Management is considering the raising of additional funds through the sale of shares but no decision as to the price and number of shares to be issued has been decided upon.

Management estimates that a minimum of $14,315 will be required over the next twelve months to pay for such expenses as bookkeeping ($3,450), auditing ($3,585), Edgar fees ($1,500), filing fees to maintain Standard in good standing with the State of Delaware and payment to Standard's registrant ($280), exploration activities on the Standard claim ($3,300), office and miscellaneous ($500), annual general meeting mail costs, holding of meeting, etc. ($500) and payments to the transfer agent ($1,200). The above noted figure does not include amounts owed to third party creditors in the amount of $24,914 as at November 30, 2005. The amount required to cover total operating costs for the next twelve months and to settle all the outstanding amounts owed to third party creditors would be $24,914. At present Standard does not have these funds to pay for future expenses and eliminate accounts payable and therefore would be required to either sell shares in its capital stock or obtain further advances from its director. Standard's future operations and growth is dependent on its ability to raise capital for expansion and to seek revenue sources.

RESULTS OF OPERATIONS

The Standard claim

The Standard claim is located in the Bridge River gold camp near the town of Gold Bridge, 160 kilometres north of Vancouver, British Columbia. The Standard claim has had sufficient work and cash expended on it to maintain it in good standing with the Ministry of Energy and Mines until February 23, 2006. Standard has undertaken work on the Standard claim sufficient to maintain it in good standing until February 23, 2007 but has not yet filed the information with the Ministry of Energy and Mines for the Province of British Columbia. This will be done in the early part of 2006.

Historical summary of the Standard claim

The Standard claim was located and staked on January 24, 1999 by the four post staking method and, as mentioned above, is presently in good standing. This mineral claim consists of 18 units totaling 450 hectares with an area 2 miles south by 1 mile west.

The Legal Corner Post is located approximately 2 miles southeast of the Village of Bralorne and on the north side of Fergusson Creek. Access to the Standard claim is by snowmobile part way up the Fergusson Creek access trail to the 5,800 feet elevation and approximately 1 mile up Fergusson Creek.

The claim boundary is characterized by extreme topographical conditions. Sub-alpine scrub alder and hemlock trees grow at the creek elevations and rock outcropping exposure is good along peaks and ridges in the east half of the canyon. The winters are cold with generally high snowfall accumulations and summers are hot and dry.

Standard has undertaken no product research and development since inception. Management has no plans to purchase or sell any plant or significant equipment in the foreseeable future. In addition, Standard does not expect a significant change in the number of employees.

There are certain risk factors regarding Standard's operation which might affect the outcome of its ability to operate in the future. An investment in Standard's securities involves an exceptionally high degree of risk and is extremely speculative. The following risk factors reflect the potential and substantial material risks which could be involved if you decide to purchase shares in Standard.

RISKS ASSOCIATED WITH STANDARD:

1. BECAUSE STANDARD'S AUDITORS HAVE ISSUED A GOING CONCERN OPINION AND BECAUSE ITS OFFICERS AND DIRECTORS WILL NOT LOAN ANY MONEY TO IT, STANDARD MAY NOT BE ABLE TO ACHIEVE ITS OBJECTIVES AND MAY HAVE TO SUSPEND OR CEASE EXPLORATION ACTIVITY.

   Standard's auditors' report on its 2005 financial statements expressed an opinion that substantial doubt exists as to whether Standard can continue as an ongoing business for the next twelve months. Because its officers and directors are unwilling to loan or advance capital to it, Standard believes that if it does not raise additional capital through the issuance of treasury shares, Standard will be unable to conduct exploration activity and may have to cease operations and go out of business.

2. BECAUSE THE PROBABILITY OF AN INDIVIDUAL PROSPECT EVER HAVING RESERVES IS EXTREMELY REMOTE, IN ALL PROBABILITY THE STANDARD CLAIM DOES NOT CONTAIN ANY RESERVES, AND ANY FUNDS SPENT ON EXPLORATION WILL BE LOST.

Because the probability of an individual prospect ever having reserves is extremely remote, in all probability Standard's property, the Standard claim, does not contain any reserves, and any funds spent on exploration will be lost. If Standard cannot raise further funds as a result, it may have to suspend or cease operations entirely which would result in the loss of the investment by its shareholders.

3. STANDARD LACK AN OPERATING HISTORY AND HAVE LOSSES WHICH IT EXPECTS TO CONTINUE INTO THE FUTURE. AS A RESULT, STANDARD MAY HAVE TO SUSPEND OR CEASE EXPLORATION ACTIVITY OR CEASE OPERATIONS.

Standard was incorporated in 1998 and its limited exploration activities have not generated any revenues. Standard has an insufficient exploration history upon which to properly evaluate the likelihood of its future success or failure. Standard's net loss from inception to November 30, 2005 is $127,976. Its ability to achieve and maintain profitability and positive cash flow in the future is dependent upon

* Its ability to locate a profitable mineral property
* Its ability to locate an economic reserve
* Its ability to generate revenues

* Its ability to reduce exploration costs

Based upon current plans, Standard expects to incur operating losses in future periods. This will happen because there are expenses associated with the research and exploration of the Standard claim. Standard cannot guarantee it will be successful in generating revenues in the future. Failure to generate revenues will cause it to go out of business.

4. BECAUSE STANDARD'S OFFICERS AND DIRECTORS DO NOT HAVE TECHNICAL TRAINING OR EXPERIENCE IN STARTING, AND OPERATING AN EXPLORATION COMPANY NOR IN MANAGING A PUBLIC COMPANY, IT WILL HAVE TO HIRE QUALIFIED PERSONNEL TO FULFILL THESE FUNCTIONS. IF STANDARD LACKS FUNDS TO RETAIN SUCH PERSONNEL, OR CANNOT LOCATE QUALIFIED PERSONNEL, IT MAY HAVE TO SUSPEND OR CEASE EXPLORATION ACTIVITY OR CEASE OPERATIONS WHICH WILL RESULT IN THE LOSS OF ITS SHAREHOLDERS' INVESTMENT.

Because Standard's officers and directors are inexperienced with exploring for minerals and starting, and operating a mineral exploration company, it will have to hire qualified persons to perform surveying, exploration, and excavation of the Standard claim. Standard's officers and directors have no direct training or experience in these areas and as a result may not be fully aware of many of the specific requirements related to working within the industry. Their decisions and choices may not take into account standard engineering or managerial approaches, mineral exploration companies commonly use. Consequently its exploration, earnings and ultimate financial success could suffer irreparable harm due to certain of management's lack of experience in this industry. Additionally, Standard's officers and directors have no direct training or experience in managing and fulfilling the regulatory reporting obligations of a 'public company' like Standard. Unless its two part time officers are willing to spend more time addressing these matters, it will have to hire professionals to undertake these filing requirements for Standard and this will increase the overall cost of operations. As a result Standard may have to suspend or cease exploration activity, or cease operations altogether, which will result in the loss of its shareholders' investment.

5. THE STANDARD CLAIM HAS NO KNOWN ORE RESERVES. WITHOUT ORE RESERVES STANDARD CANNOT GENERATE INCOME AND IF IT CANNOT GENERATE INCOME IT WILL HAVE TO CEASE EXPLORATION ACTIVITY WHICH WILL RESULT IN THE LOSS ITS SHAREHOLDERS' INVESTMENT.

   The Standard claim has no known ore reserves. Even if Standard finds gold mineralization it cannot guarantee that any gold mineralization will be of sufficient quantity so as to warrant recovery. Additionally, even if it finds gold mineralization in sufficient quantity to warrant recovery, Standard cannot guarantee the ore will be recoverable. Finally, even if any gold mineralization is recoverable, it cannot guarantee that this can be done at a profit. Failure to locate gold deposits in economically recoverable quantities will mean Standard cannot generate income. If Standard cannot generate income it will have to cease exploration activity, which will result in the loss of its shareholders' investment.

6. BECAUSE STANDARD IS SMALL AND DO NOT HAVE MUCH CAPITAL, IT MUST LIMIT ITS EXPLORATION AND AS A RESULT MAY NOT FIND AN ORE BODY. WITHOUT AN ORE BODY, STANDARD CANNOT GENERATE REVENUES AND ITS SHAREHOLDERS WILL LOSE THEIR INVESTMENT.

   Any potential development of and production from Standard's exploration property depends upon the results of exploration programs and/or feasibility studies and the recommendations of duly qualified engineers and geologists. Because Standard is small and do not have much capital, it must limit its exploration activity unless and until it raise additional capital.

   Any decision to expand its operations on the Standard claim will involve the consideration and evaluation of several significant factors including, but not limited to:

- Costs of bringing the property into production including exploration work, preparation of production feasibility studies, and construction of production facilities;

- Availability and costs of financing;
- Ongoing costs of production;
- Market prices for the minerals to be produced;
- Environmental compliance regulations and restraints; and
- Political climate and/or governmental regulation and control.

   Such programs will require very substantial additional funds. Because Standard may have to limit its exploration, it may not find an ore body, even though its property may contain mineralized material. Without an ore body, it cannot generate revenues and the shareholders will lose their investment.

7. STANDARD MAY NOT HAVE ACCESS TO ALL OF THE SUPPLIES AND MATERIALS IT NEEDS TO BEGIN EXPLORATION WHICH COULD CAUSE IT TO DELAY OR SUSPEND EXPLORATION ACTIVITY.

   Competition and unforeseen limited sources of supplies in the industry could result in occasional spot shortages of supplies, such as dynamite, and certain equipment such as bulldozers and excavators that we might need to conduct exploration. Standard has not attempted to locate or negotiate with any suppliers of products, equipment or materials. It will attempt to locate products, equipment and materials as and when it is able to raise the requisite capital. If Standard cannot find the products and equipment it needs, it will have to suspend its exploration plans until it does find the products and equipment it needs.

8. BECAUSE STANDARD'S OFFICERS AND DIRECTORS HAVE OTHER OUTSIDE BUSINESS ACTIVITIES AND MAY NOT BE IN A POSITION TO DEVOTE A MAJORITY OF THEIR TIME TO STANDARD'S EXPLORATION ACTIVITY, ITS EXPLORATION ACTIVITY MAY BE SPORADIC WHICH MAY RESULT IN PERIODIC INTERRUPTIONS OR SUSPENSIONS OF EXPLORATION.

Standard's President and CEO, will be devoting only 15% of his time, approximately 15 hours per month, to Standard's operations of its business. Standard's Secretary-Treasurer and its other director will be devoting only 5 to 10 hours per month to Standard's operations. As a consequence Standard's business may suffer. For example, because its officers and directors have other outside business activities and may not be in a position to devote a majority of their time to Standard's exploration activity, its exploration activity may be sporadic or may be periodically interrupted or suspended. Such suspensions or interruptions may cause us to cease operations altogether and go out of business.

9. TITLE TO THE STANDARD CLAIM IS REGISTERED IN THE NAME OF ANOTHER PERSON. FAILURE OF THE COMPANY TO OBTAIN GOOD TITLE TO THE CLAIM WILL RESULT IN STANDARD HAVING TO CEASE OPERATIONS.

Title to the property Standard intends to explore is not held in its name. Title to the Standard Claim is recorded in the name of Edward Skoda, an arms-length mining consultant. In the event Edward Skoda was to grant a third party a deed of ownership, by way of Bill Sale Absolute, which was subsequently registered prior to our deed, that third party would obtain good title and we would have nothing. Similarly, if Edward Skoda were to grant an option to a third party, that party would be able to enter the claims, carry out certain work commitments and earn right and title to the claims and we would have little recourse against such third party even though we would be harmed, would not own any property and would have to cease operations. Although we would have recourse against Edward Skoda in the situations described, there is a question as to whether that recourse would have specific value.

10. A MATERIAL RISK OF STANDARD MAY BE THE LACK OF TIMELY REPORTING TO THE SEC.

Standard has, in the past, consistently been late in filing its Forms 10K-SB and 10Q-SB with the SEC. It did not file any reports with the SEC

from April 22, 2004 to October 17, 2005 due to the Company having a lack of funds to pay its independent auditors. Therefore, it was a late filer as defined under Rule 12b-25(b)(2)(ii). With management not devoting significant time to the affairs of Standard, there is the strong possibility the lack of timely reporting may be a material risk to Standard in that its shares may be halted on the OTC Bulletin Board, when and if they are quoted, either for a period of time or permanently, if Standard consistently files late. Shareholders should consider whether or not they retain their shares in a company where its present management has been a late filer with the SEC.

11. BECAUSE STANDARD MAY BE UNABLE TO MEET PROPERTY MAINTENANCE REQUIREMENTS OR ACQUIRE NECESSARY MINING LICENSES, IT MAY LOSE ITS INTEREST IN THE STANDARD CLAIM.

In order to maintain Standard's interest in the Standard Claim it must make an annual payment and/or expend certain minimum amounts on the exploration of the mineral claim. The annual cost to maintain the claim in good standing is approximately $3,150. If it fails to make such payments or expenditures in a timely fashion, it may lose its interest in the mineral claim. Further, even if Standard does complete exploration activities, it may not be able to obtain the necessary licenses to conduct mining operations on the Standard claim, and thus would realize no benefit from exploration activities on the property.

12. BECAUSE MINERAL EXPLORATION AND DEVELOPMENT ACTIVITIES ARE INHERENTLY RISKY, STANDARD MAY BE EXPOSED TO ENVIRONMENTAL LIABILITIES. IF SUCH AN EVENT WERE TO OCCUR IT MAY RESULT IN A LOSS OF ITS SHAREHOLDERS' INVESTMENT.

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored are ultimately developed into production. At present, the Standard claim does not have a known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in extraction operations and the conduct of exploration programs. Standard does not carry liability insurance with respect to its mineral exploration operations and it may become subject to liability for damage to life and property, environmental damage, cave-ins or hazards. There are also physical risks to the exploration personnel working in the rugged terrain of British Columbia, often in poor climatic conditions. Previous mining exploration activities may have caused environmental damage to the Standard Claim. It may be difficult or impossible to assess the extent to which such damage was caused by Standard or by the activities of previous operators, in which case, any indemnities and exemptions from liability may be ineffective. If the Standard claim is found to have commercial quantities of ore, it would be subject to additional risks respecting any development and production activities. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

13. NO MATTER HOW MUCH MONEY IS SPENT ON THE STANDARD CLAIM, THE RISK IS THAT STANDARD MIGHT NEVER IDENTIFY A COMMERCIALLY VIABLE ORE RESERVE.

No matter how much money is spent over the years on the Standard claim, Standard might never be able to find a commercially viable ore reserve. Over the coming years, Standard could spend a great deal of money on the Standard claim without finding anything of value. There is a high probability the Standard claim does not contain any reserves so any funds spent on exploration will probably be lost.

14. EVEN WITH POSITIVE RESULTS DURING EXPLORATION, THE STANDARD CLAIM MIGHT NEVER BE PUT INTO COMMERCIAL PRODUCTION DUE TO INADEQUATE TONNAGE, LOW METAL PRICES OR HIGH EXTRACTION COSTS.

Standard might be successful, during future exploration programs, in identifying a source of minerals of good grade but not in the quantity, the tonnage, required to make commercial production feasible. If the cost of extracting any minerals that might be found on the Standard claim is in excess of the selling price of such minerals, we would not be able to develop the Standard claim. Accordingly even if ore reserves were found on

the Standard claim, without sufficient tonnage Standard would still not be able to economically extract the minerals from the Standard claim in which case it would have to abandon the Standard claim and seek another mineral claim to develop, or cease operations altogether.

15. BECAUSE STANDARD HAS NOT PUT A MINERAL DEPOSIT INTO PRODUCTION BEFORE, IT WILL HAVE TO ACQUIRE OUTSIDE EXPERTISE. IF IT IS UNABLE TO ACQUIRE SUCH EXPERTISE IT MAY BE UNABLE TO PUT ITS PROPERTY INTO PRODUCTION AND ITS SHAREHOLDERS MAY LOSE THEIR INVESTMENT.

Standard has no experience in placing mineral deposit properties into production, and our ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that we will have available to us the necessary expertise when and if we place a mineral deposit into production.

16. WITHOUT A PUBLIC MARKET THERE IS NO LIQUIDITY FOR STANDARD'S SHARES AND ITS SHAREHOLDERS MAY NEVER BE ABLE TO SELL THEIR SHARES WHICH WOULD RESULT IN A TOTAL LOSS OF THEIR INVESTMENT.

Standard's common shares are not listed on any exchange or quotation system and do not have a market maker which results in no market for its shares. Therefore, Standard's shareholders will not be able to sell their shares in an organized market place unless they sell their shares privately. If this happens, Standard's shareholders might not receive a price per share which they might have received had there been a public market for Standard's shares. It is Standard's intention to apply for a quotation on the OTC Bulletin Board ("OTCBB") whereby:

* It will have to be sponsored by a participating market maker who will file a Form 211 on its behalf since it will not have direct access to the NASD personnel; and

* Standard will not be quoted on the OTCBB unless it is current in its periodic reports; being at a minimum Forms 10K-SB and 10Q-SB, filed with the SEC or other regulatory authorities.

Standard cannot be sure it will be able to obtain a participating market maker or be approved for a quotation on the OTCBB. If this is the case, there will be no liquidity for the shares of its shareholders.

17. EVEN IF A MARKET DEVELOPS FOR STANDARD'S SHARES ITS SHARES MAY BE THINLY TRADED, WITH WIDE SHARE PRICE FLUCTUATIONS, LOW SHARE PRICES AND MINIMAL LIQUIDITY.

If a market for Standard's shares develops, the share price may be volatile with wide fluctuations in response to several factors, including:

* Potential investors' anticipated feeling regarding our results of operations;
* Increased competition and/or variations in mineral prices;
* Standard's ability or inability to generate future revenues; and
* Market perception of the future of the mineral exploration industry.

In addition, if its shares are traded on the OTCBB, its share price may be impacted by factors that are unrelated or disproportionate to Standard's operating performance. Standard's share price might be affected by general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations. In addition, even if Standard's stock is approved for quotation by a market maker through the OTCBB, stocks traded over this quotation system are usually thinly traded, highly volatile and not followed by analysts. These factors, which are not under Standard's control, may have a material effect on its share price.

18. STANDARD ANTICIPATES THE NEED TO SELL ADDITIONAL TREASURY SHARE IN THE FUTURE MEANING THAT THERE WILL BE A DILUTION TO ITS EXISTING SHAREHOLDERS RESULTING IN THEIR PERCENTAGE OWNERSHIP IN STANDARD BEING REDUCED ACCORDING LY.

    Standard expects that the only way it will be able to acquire additional funds is through the sale of its common stock. This will result in a dilution effect to its shareholders whereby their percentage ownership interest in Standard is reduced. The magnitude of this dilution effect will be determined by the number of shares Standard will have to issue in the future to obtain the funds required.

19. BECAUSE STANDARD'S SECURITIES ARE SUBJECT TO PENNY STOCK RULES, ITS SHAREHOLDERS MAY HAVE DIFFICULTY RESELLING THEIR SHARES.

    Standard's shares are "penny stocks" and are covered by Section 15(g) of the Securities Exchange Act of 1934 which imposes additional sales practice requirements on broker/dealers who sell the Company's securities including the delivery of a standardized disclosure document; disclosure and confirmation of quotation prices; disclosure of compensation the broker/dealer receives; and, furnishing monthly account statements. For sales of Standard's securities, the broker/dealer must make a special suitability determination and receive from its customer a written agreement prior to making a sale. The imposition of the foregoing additional sales practices could adversely affect a shareholder's ability to dispose of his stock.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Standard's Chief Executive Officer, E. Del Thachuk, and its Chief Financial Officer, Gordon Brooke, after evaluating the effectiveness of Standard's controls and procedures (as defined in the Securities Exchange Act of 1934 Rule 13a, 14(c) and 15d 14(c) as of the end of the period covered by this quarterly report on Form 10-QSB (the "Evaluation Date"), have concluded that as of the Evaluation Date, Standard's disclosure and procedures were adequate and effective to ensure that material information relating to it would be made known to it by others, particularly during the period in which this quarterly report on Form 10-QSB was being prepared.

(b) Changes in Internal Controls

Based upon the evaluation of Standard's controls. E. Del Thachuk, and Gordon Brooke have concluded that the disclosure controls are effective providing reasonable assurance that material information relating to Standard is made known to management on a timely basis during the period when its reports are being prepared. There were no changes in its internal controls that occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect Standard's internal controls.

PART 11 - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are no legal proceedings to which Standard is a party or to which its mineral claim is subject, nor to the best of management's knowledge are any material legal proceedings contemplated.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

Under an Offering Memorandum dated September 5, 2005 the Company raised $49,500 through the sale of 990,000 common shares at a price of $0.05 per share. Directors and officers subscribed for 170,000 common shares. The use of proceeds from the sale of these shares have been distributed as follows as at November 30, 2005:

Source of Disbursement	Ref.	Amount
Independent accountants	(i)	$ 10,500
Consulting - preparation of SB-2. .	(ii)	10,000
Exploration expenses.	(iii)	3,100
Office expenses - accounts payable.	(iv)	681
Transfer agent - accounts payable .	(v)	4,000
Travel expenses	(vi)	471
Prior exploration - account payable	(vii)	2,605
Transfer agent - current fees . . .	(v)	622
Other accounts payable payments . .	(viii)	3,422
Legal fees.	(ix)	2,500
Bank charges and expenses . .	. . .	144
Working capital remaining . . .	. .	11,455
Total amount raised.	.	$ 49,500

(i) Payment to Madsen & Associate CPA's Inc. for outstanding balance.

(ii) Directors' approved the use of a consultant to prepare and submit a registration statement for filing with the Securities and Exchange Commission.

(iii) Advance made to allow exploration work on the Standard claim in early November. The exploration work has been completed but not filed with the Ministry of Energy and Mines. This will be done in early 2006.

(iv) Represents amounts owed for the past for photocopying, fax and courier.

(v) Standard negotiated with Nevada Agency & Trust Company to settle their outstanding account for the total consideration of $4,000. Subsequently an invoice in the amount of $622 was received from the transfer agent for the issuance of shares subscribed for under the Offering Memorandum dated September 5, 2005 and for several copies of the shareholders' report.

(vi) Represents various travel expenses incurred by Standard's President over the past year.

(vii) Certain exploration expenses incurred in past years had not been settled in full and therefore were paid from the proceeds of the Offering Memorandum.

(viii) Represent the payment of certain amounts set up in accounts payable.

(iv) Standard engaged the services of Conrad C. Lysiak, attorney at law, to given a legal opinion to be included in the Form SB-2 filed with the Securities and Exchange Commission on November 10, 2005.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

On November 18, 2005, Standard held its Second Annual General Meeting of Stockholders (the "Meeting").

There are 2,285,000 common shares issued and outstanding as at the record dated

of October 31, 2005 of which the following shares were represented at the Meeting.

Represented in Person:	385,000 common shares
Represented by Proxy:	1,535,500 common shares

This represented a total of 1,920,500 common shares which represents 84% of the issued and outstanding shares.

The matters approved by the shareholders were as follows:

1. The election of E. Del Thachuk and B. Gordon Brooke as directors; and

2. The appointment of Madsen & Associates, CPA's Inc. as the Company's

independent accountants for the year ended August 31, 2006.

At a subsequent Directors' Meeting, the directors appointed the following officers:

E. Del Thachuk	Chief Executive Officer and President
B. Gordon Brooke	Chief Financial Officer and Chief Accounting Officer
Maryanne Thachuk	Secretary Treasurer

In addition to the above appointments, the Directors appointed B. Gordon Brooke as Chairperson of the Audit Committee and E. Del Thachuk as a member of the Audit Committee.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

1. Certificate of Incorporation, Articles of Incorporation and By-laws

1.1 Certificate of Incorporation (incorporated by reference from Standard's Registration Statement on Form 10-SB filed on December 6, 1999)

1.2 Articles of Incorporation (incorporated by reference from Standard's Registration Statement on Form 10-SB filed on December 6, 1999)

1.3 By-laws (incorporated by reference from Standard's Registration Statement on Form 10-SB filed on December 6, 1999)

99.1 Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.2 Certificate Pursuant to 18 U.S.C Section 1350 signed by the Chief Executive Officer

99.3 Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.4 Certificate Pursuant to 18 U.S.C. Section 1350 signed by the Chief Financial Officer

(b) Reports on Form 8-K

- Filed on November 22, 2005 regarding certain motions approved by the shareholders at the Annual General Meeting of Stockholders.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STANDARD CAPITAL CORPORATION
(Registrant)

/s/ "E. Del Thachuk"

E. Del Thachuk
Chief Executive Officer
President and Director

Dated: December 20, 2005

/s/ " B. Gordon Brooke"

B. Gordon Brooke
Chief Accounting Officer
Chief Financial Officer
and Director

Dated: December 20, 2005