



*Socket Communications, Inc.*  
*401(k) Plan*  
*Financial Statements*  
*December 31, 2005 and 2004*

**SOCKET COMMUNICATIONS, INC.**  
**401(k) PLAN**

**Financial Statements**  
**December 31, 2005 and 2004**

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Supplemental schedules are omitted because they are not applicable.

**REPORT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

**To the Participants and  
Plan Administrator of the  
Socket Communications, Inc.  
401(k) Plan**

We have audited the financial statements of the Socket Communications, Inc. 401(k) Plan (the Plan) as of December 31, 2005 and 2004, and for the years then ended, as listed in the accompanying table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

MOHLER, NIXON & WILLIAMS  
Accountancy Corporation

Campbell, California  
May 9, 2006

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**SOCKET COMMUNICATIONS, INC.**  
**401(k) PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

	<b>December 31,</b>	
	<b>2005</b>	<b>2004</b>
	<hr/>	<hr/>
Assets:		
Investments, at fair value	\$ 2,712,501	\$ 2,383,194
Participant loans	24,610	45,326
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Assets held for investment purposes	<b>\$ 2,737,111</b>	<b>\$ 2,428,520</b>
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See notes to financial statements.

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**SOCKET COMMUNICATIONS, INC.**  
**401(k) PLAN**
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	<b>Years ended December 31,</b>	
	<b>2005</b>	<b>2004</b>
	<hr/>	<hr/>
Additions to net assets attributed to:		
Investment income:		
Dividends and interest	\$ 116,765	\$ 44,479
Net realized and unrealized depreciation in fair value of investments	(55,515)	(378)
	<hr/>	<hr/>
	61,250	44,101
Participants' contributions	370,358	384,377
	<hr/>	<hr/>
Total additions	431,608	428,478
	<hr/>	<hr/>
Deductions from net assets attributed to withdrawals and distributions	123,017	13,710
	<hr/>	<hr/>
Net increase in net assets	308,591	414,768
Net assets available for benefits:		
Beginning of year	2,428,520	2,013,752
	<hr/>	<hr/>
End of year	<b>\$ 2,737,111</b>	<b>\$ 2,428,520</b>
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See notes to financial statements.

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**SOCKET COMMUNICATIONS, INC.**  
**401(k) PLAN**

**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005 and 2004 &nbsp; &nbsp; &nbsp;**

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**NOTE 1 - THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES**

**General** - The following description of the Socket Communications, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan that was established in 1996 by Socket Communications, Inc. (the Company) to provide benefits to eligible employees, as defined in the Plan document. The Plan administrator believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code, as amended, and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

**Administration** - Under the terms of the Plan, a group of designated officers of the Company act as the trustee. The Company has appointed an Administrative Committee (the Committee) to manage the operation and administration of the Plan. The Company has contracted with a third-party administrator to process and maintain the records of participant data. Effective July 1, 2004, Reliance Trust Company (Reliance) was appointed as the custodian of the Plan. Substantially all expenses incurred for administering the Plan are paid by the Company.

**Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Basis of accounting** - The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Investments** - Investments of the Plan are held by the custodians and invested based solely upon instructions received from participants. The Company's common stock was an investment option prior to November 30, 2003. Effective November 30, 2003, new contributions are no longer allowed in the Socket Communications, Inc. Common Stock Fund.

The Plan's investments in mutual funds and the Socket Communications, Inc. Common Stock Fund are valued at fair value as of the last day of the Plan year, as measured by quoted market prices. Participant loans are valued at cost, which approximates fair value.

**Income taxes** - The Plan has adopted a prototype plan that has been amended since receiving an opinion letter from the Internal Revenue Service. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Internal Revenue Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

**Risks and uncertainties** - The Plan provides for various investment options in any combination of investment securities offered by the Plan, including Company common stock, which was disallowed as an investment option. Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

## **NOTE 2 - PARTICIPATION AND BENEFITS**

**Participant contributions** - Participants may elect to have the Company contribute up to 20% of their eligible pre-tax compensation not to exceed the amount allowable under current income tax regulations. Participants who elect to have the Company contribute a portion of their compensation to the Plan agree to accept an equivalent reduction in taxable compensation. Contributions withheld are invested in accordance with the participant's direction.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participant's direction and the Plan's provisions.

**Employer contributions** - The Company is allowed to make qualified non-elective matching contributions as defined in the Plan. No qualified non-elective matching contribution has been made for the years ended December 31, 2005 and 2004.

**Vesting** - Participants are fully vested in their account at all times.

**Participant accounts** - Each participant's account is credited with the participant's contribution, Plan earnings or losses and an allocation of the Company's contribution, if any. Allocation of the Company's contribution is based on eligible employee compensation, as defined in the Plan.

**Payment of benefits** - Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive their total benefits in a lump sum amount, installments, employer securities or other marketable securities equal to the value of the participant's account. The Plan allows for the automatic lump sum distribution of participant account balances that do not exceed \$1,000.



*Loans to participants* - The Plan allows participants to borrow up to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the participant's account balance. Such loans bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the loan is used for the purchase of a principal residence in which case the maximum repayment period may be longer. The specific terms and conditions of such loans are established by the Plan administrator. Outstanding loans at December 31, 2005 carry interest rates ranging from 5% to 6.25%.

**NOTE 3 - INVESTMENTS**

The following table presents the fair values of investments and investment funds that include 5% or more of the Plan's net assets at December 31:

	<u>2005</u>	<u>2004</u>
Alliance Bernstein Large Cap Growth Fund C	\$            --	\$    235,632
Lord Abbett Mid Cap Value Fund A	547,989	427,151
MFS Total Return Fund A	195,609	170,612
Vanguard 500 Index Fund	614,622	500,237
First American Prime Obligations Fund	220,881	241,086
Putnam International Equity A	--	136,113
Lord Abbett Affiliated A	124,241	128,162
Columbia Acorn Fund A	289,984	218,217
American Funds Growth Fund of America R4	281,838	--
American Funds EuroPacific Growth Fund R4	182,786	--
Socket Communications Common Stock Fund	137,085	266,634
Other funds individually less than 5% of net assets	142,076	104,676
<b>Assets held for     investment purposes</b>	<b>\$    2,737,111</b>	<b>\$    2,428,520</b>

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows for the years ended December 31:

	<u>2005</u>	<u>2004</u>
Common stock	\$           (116,182)	(176,174)
Mutual funds	60,667	175,796
	<b>\$           (55,515)</b>	<b>(378)</b>

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**NOTE 4 - PARTY-IN-INTEREST TRANSACTIONS**

As allowed by the Plan, participants could have elected to invest a portion of their account in the common stock of the Company through November 30, 2003. Aggregate investment in the Socket Communications, Inc. Common Stock Fund at December 31, 2005 and 2004 was as follows:

<u>Date</u>	<u>Number of shares</u>	<u>Cost</u>	<u>Fair value</u>
2005	121,317	\$ 230,634	\$ 137,085
2004	133,317	\$ 253,458	\$ 266,634

**NOTE 5 - PLAN TERMINATION OR MODIFICATION**

The Company intends to continue the Plan indefinitely for the benefit of its participants; however, it reserves the right to terminate or modify the Plan at any time by resolution of its Board of Directors and subject to the provisions of ERISA.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

SOCKET COMMUNICATIONS, INC.

Registrant

Date: June 20, 2006

/s/ Kevin J. Mills

Kevin J. Mills

President and Chief Executive Officer

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-106502) of Socket Communications, Inc. of our report dated May 9, 2006, with respect to the statements of net assets available for benefits of the Socket Communications, Inc. 401(k) Plan as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended, which report appears in the December 31, 2005 annual report on Form 11-K of the Socket Communications, Inc. 401(k) Plan.

/s/ Mohler, Nixon & Williams

MOHLER, NIXON & WILLIAMS

Accountancy Corporation

Campbell, California

June 20, 2006