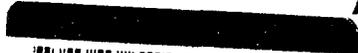


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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AM 11-30-2004\*

**OMB APPROVAL**  
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**ANNUAL AUDITED REPORT**  
**FORM X-17 A-5**  
**PART III**

RECEIVED  
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WASH. DC. 213 SECTION

**SEC FILE NUMBER**  
8- 29504

FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 10-01-03 AND ENDING 09-30-04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

Fiduciary Financial Services, Corp.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

600 Fifth Avenue

(No. and Street)

New York

NY

(City)

(State)

10020

(Zip Code)

PROCESSED  
DEC 2 2004  
THOMSON FINANCIAL

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Michael J. Corcoran

(650) 525-7510

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

PricewaterhouseCoopers, L.L.P.

(Name - if individual, state last, first, middle name)

333 Market Street

San Francisco

CA

94105

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240. 17a-5(e)(2)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

0812-1

OATH OR AFFIRMATION

I, Michael J. Corcoran, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Fiduciary Financial Services, Corp. as of September 30, 2004, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

State of California  
County of San Mateo 1<sup>ss</sup>

SUBSCRIBED AND SWORN TO BEFORE ME ON

Nov. 22, 2004

BY Michael J. Corcoran

Mary T. Sevilla

NOTARY PUBLIC  
Notary Public

[Signature]  
Signature

Chief Financial Officer  
Title



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

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule ISc3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule ISc3.3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule ISc3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule ISc3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

**Fiduciary Financial  
Services Corp.**

**Report on Audit of Statement of Financial  
Condition  
September 30, 2004**

**Report of Independent Registered Public Accounting Firm**

Board of Directors of  
Fiduciary Financial Services Corp.

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of Fiduciary Financial Services Corp. (the "Company") as of September 30, 2004 in conformity with accounting principles generally accepted in the United States of America. This financial statement is the responsibility of the Company's management; our responsibility is to express an opinion on this financial statement based on our audit. We conducted our audit of this financial statement in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

*PricewaterhouseCoopers LLP*

November 19, 2004

**Fiduciary Financial Services Corp.**  
**Statement of Financial Condition**  
**September 30, 2004**

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<b>Assets</b>	
Cash equivalents	\$ 2,210,000
Commissions receivable	54,625
Deferred tax assets	951
Tax receivable from affiliate	209,033
Deposit and prepaid expenses	104,805
Total assets	<u>\$ 2,579,414</u>
<b>Liabilities and stockholder's equity</b>	
<b>Liabilities</b>	
Trade payables and accrued expenses	\$ 132,876
Due to affiliates	651,741
Total liabilities	<u>784,617</u>
<b>Stockholder's equity</b>	
Common stock, \$1,000 par value; 1,000 shares authorized; 100 shares issued and outstanding	100,000
Capital in excess of par value	186,851
Retained earnings	1,507,946
Total stockholder's equity	<u>1,794,797</u>
Total liabilities and stockholder's equity	<u>\$ 2,579,414</u>

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

**Fiduciary Financial Services Corp.**  
**Notes to Statement of Financial Condition**  
**September 30, 2004**

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**1. Nature of Business**

Fiduciary Financial Services Corp. (the "Company") is a wholly-owned subsidiary of Fiduciary Investment Company which is a wholly-owned subsidiary of Fiduciary Trust Company International (the "Parent"), which, in turn, is a wholly owned subsidiary of Franklin Resources, Inc. ("Franklin").

The Company has an agreement with a broker-dealer whereby it clears transactions for the Company's customers and carries the accounts of such customers on a fully disclosed basis. Accordingly, the Company does not carry customers' accounts and does not receive, deliver or hold cash or securities in connection with such transactions.

**2. Significant Accounting Policies**

**Basis of Presentation**

The financial statement is prepared in accordance with accounting principles generally accepted in the United States of America which require the use of estimates made by management. Actual amounts may differ from these estimates.

**Cash Equivalents**

Cash equivalents consist of amounts held in a money market fund. Due to the relatively short-term nature of this instrument, the carrying value approximates fair value.

**Income Taxes**

The Company is included in the consolidated Federal tax returns filed by Franklin and is included in the combined New York state and city tax returns filed by the Parent. The Company provides for income taxes equal to amounts which would be payable on the Company's income if calculated on a separate return basis.

**3. Transactions with Customers**

As part of its agreement with the Company, the clearing broker extends credit to customers. The Company seeks to control the risks associated with these activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company and the clearing broker monitor required margin levels and, pursuant to such guidelines, request customers to deposit additional collateral or reduce securities positions when necessary.

The Company has agreed to indemnify the clearing broker for losses that it may sustain from the customer accounts introduced by the Company. As of September 30, 2004, there were no amounts to be indemnified to the clearing broker for these customer accounts.

**4. Income Taxes**

The deferred tax asset as of September 30, 2004 relates to retirement plans.

**Fiduciary Financial Services Corp.**  
**Notes to Statement of Financial Condition**  
**September 30, 2004**

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**5. Related Party Transactions**

The Company provides brokerage services to the Parent for which it charges a fee. In addition, certain expenses are allocated to the Company for costs incurred by affiliated companies, which benefit the Company. Amounts due to, due from affiliates relate to these transactions.

**6. Employee Benefit Plans**

Franklin sponsors an Annual Incentive Plan and other incentive programs covering employees of Franklin and its U.S. Subsidiaries.

Following the acquisition of the Company by Franklin, a retention pool aimed at retaining key Fiduciary employees was established. Salaried employees who remain continuously employed through applicable dates are eligible for compensation under this program.

The Company participates in a non-contributory defined benefit retirement plan (the "Pension Plan") of the Parent covering substantially all employees who have attained age 21 and completed one year of service.

The Company also participates in the Parent's employee savings plan (the "Employee Savings Plan"), covering substantially all employees who have attained age 21 and completed one year of service. The Plan provides for pre-tax contributions by employees, and for the Parent to match a portion of such employee contributions and to make additional contributions at the discretion of the Parent's Board of Directors.

The Company participates in a defined benefit health care plan of the Parent that provides postretirement medical benefits to full-time employees who have worked ten years and attained age 55 while in service with the Company. The plan is contributory, with retiree contributions determined by length of service and base salary as of the date of retirement. The retiree contribution rate is reviewed annually to anticipate health care rate changes for that year. The Company pays for medical benefits when the retiree incurs them.

**7. Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (Rule 15c3-1). In accordance with Rule 15c3-1, the Company is required to maintain a minimum net capital of either the greater of 6 2/3% of aggregate indebtedness, or \$50,000. In addition, the Company is required to maintain a ratio of aggregate indebtedness to net capital, both as defined, not in excess of 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting indebtedness to net capital ratio would exceed 10 to 1. As of September 30, 2004, the Company had net capital of \$1,533,808, which was \$1,481,500 in excess of its required net capital of \$52,308. The Company's ratio of aggregate indebtedness to net capital was 0.51 to 1.