



OATH OR AFFIRMATION

I, John O'Connor, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of USI Securities, Inc., as of December 31, 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:

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

John O'Connor  
Signature

\_\_\_\_\_  
President Title

Nancy A. Grenier  
NANCY A. GRENIER  
NOTARY PUBLIC  
Notary Public 2/8/05 MY COMMISSION EXPIRES 12/31/2006

- This report \*\* contains (check all applicable boxes):
- X (a) Facing Page.
  - X (b) Statement of Financial Condition.
  - X (c) Statement of Income (Loss).
  - X (d) Statement of Changes in Financial Condition.
  - X (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
  - (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
  - X (g) Computation of Net Capital.
  - (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
  - (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
  - (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
  - (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
  - X (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 240.17a-5(e)(3).

# USI SECURITIES, INC.

## FINANCIAL STATEMENTS

December 31, 2004

---

### CONTENTS

	<u>PAGE</u>
Independent Auditors' Report	1
Financial Statements	
Statements of Financial Condition - December 31, 2004 and 2003	2
Statements of Loss for the Years Ended December 31, 2004 and 2003	3
Statements of Changes in Retained Earnings (Deficit) for the Years Ended December 31, 2004 and 2003	4
Statements of Cash Flows for the Years Ended December 31, 2004 and 2003	5
Summary of Significant Accounting Policies	6 - 7
Notes to Financial Statements	8 - 10
Independent Auditors' Report on Supplementary Information Required by Rule 17a-5 of the Securities and Exchange Commission	11
Supplementary Financial Information	
<u>Schedule 1</u> - Computation of Net Capital under Rule 15c3-1 of the Securities and Exchange Commission - December 31, 2004 and 2003	12
Report on Internal Accounting Controls	13 - 14

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors of  
USI Securities, Inc.

We have audited the accompanying statements of financial condition of USI Securities, Inc. as of December 31, 2004 and 2003, and the related statements of loss, changes in retained earnings (deficit) and cash flows for the years then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. 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 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 financial position of USI Securities, Inc. as of December 31, 2004 and 2003, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule 1 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

January 13, 2005



# USI SECURITIES, INC.

## STATEMENTS OF FINANCIAL CONDITION

December 31, 2004 and 2003

### ASSETS

	<u>2004</u>	<u>2003</u>
<b>Current assets</b>		
Cash and cash equivalents	\$ 686,061	\$ 438,361
Other current assets	5,933	5,609
Due from related party	1,295	-
Due from U.S.I. Holdings Corporation	-	514,659
	<u>693,289</u>	<u>958,629</u>
 <b>Property and equipment, at cost</b>		
Computer equipment and software	100,952	98,291
Furniture and fixtures	12,378	11,106
	<u>113,330</u>	<u>109,397</u>
Less accumulated depreciation	(62,582)	(31,679)
	<u>50,748</u>	<u>77,718</u>
 <b>Other assets</b>		
Deposits	35,000	35,000
Other assets	5,000	-
	<u>40,000</u>	<u>35,000</u>
	<u>\$ 784,037</u>	<u>\$ 1,071,347</u>

### LIABILITIES AND EQUITY

<b>Current liabilities</b>		
Accrued expenses	\$ 292,409	\$ 270,599
Due to parent	235,092	-
Accounts payable	-	16,762
	<u>527,501</u>	<u>287,361</u>
 <b>Equity</b>		
Common stock, \$1 par value; 100 shares authorized, 10 shares issued and outstanding	10	10
Paid in capital	1,757,990	857,990
Retained deficit	(1,501,464)	(74,014)
	<u>256,536</u>	<u>783,986</u>
	<u>\$ 784,037</u>	<u>\$ 1,071,347</u>

The accompanying accounting policies and notes are an integral part of the financial statements.

# USI SECURITIES, INC.

## STATEMENTS OF LOSS

For the Years Ended December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
<b>Revenue</b>		
Commission income	\$ 13,684,352	\$ 9,993,280
Interest income	3,177	1,659
Other income	2,934	1,519,109
	<u>13,690,463</u>	<u>11,514,048</u>
<b>Expenses</b>		
Management fees	12,254,956	8,985,073
Salaries	1,413,337	1,679,158
Commissions	374,479	181,198
Insurance	210,523	171,839
Professional fees	154,135	173,655
Rent	115,200	100,200
Software lease	104,719	92,171
Travel	84,528	87,734
Payroll tax	75,738	61,879
Licenses and fees	63,663	52,087
Trading fees	61,026	38,403
Telephone	36,112	39,915
Depreciation	32,598	29,494
Dues and subscriptions	30,671	29,435
Retirement plan - 401(k) match	25,103	18,728
Meals and entertainment	21,593	12,207
Commissions - independent representatives	18,384	40,196
Office supplies	13,155	11,550
Training/professional development	12,068	15,275
Office expense	9,927	42,200
Payroll processing	3,171	3,047
Miscellaneous	2,290	2,391
Promotional expenses	257	2,990
Claims and losses	235	90
Bank charges	25	10
Charitable contributions	20	200
	<u>15,117,913</u>	<u>11,871,125</u>
<b>Net loss</b>	<u>\$ (1,427,450)</u>	<u>\$ (357,077)</u>

The accompanying accounting policies and notes are an integral part of the financial statements.

# USI SECURITIES, INC.

## STATEMENTS OF CHANGES IN RETAINED EARNINGS (DEFICIT)

For the Years Ended December 31, 2004 and 2003

---

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings (Deficit)</u>	<u>Total Equity</u>
Balance, December 31, 2002	\$ 10	\$ 857,990	\$ 283,063	\$ 1,141,063
Capital contributions	-	-	-	-
Net loss	-	-	(357,077)	(357,077)
Balance, December 31, 2003	10	857,990	(74,014)	783,986
Capital contributions	-	900,000	-	900,000
Net loss	-	-	(1,427,450)	(1,427,450)
Balance, December 31, 2004	<u>\$ 10</u>	<u>\$ 1,757,990</u>	<u>\$ (1,501,464)</u>	<u>\$ 256,536</u>

The accompanying accounting policies and notes are an integral part of the financial statements.

# USI SECURITIES, INC.

## STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2004 and 2003

	2004	2003
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (1,427,450)	\$ (357,077)
Adjustment to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	32,597	21,510
(Increase)/decrease in:		
Other current assets	(323)	(2,394)
Due from relater party	(1,295)	2,916
Due from U.S.I. Holdings Corporation	514,659	485,341
Other assets	(5,000)	-
Other receivables	-	7,574
Due from officer	-	3,300
(Decrease) increase in:		
Accrued expenses	21,810	29,141
Due to parent	235,092	(33,989)
Accounts payable	(16,762)	16,762
Net cash (used in) provided by operating activities	(646,672)	173,084
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(5,628)	(89,243)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Additional paid in capital	900,000	-
Net increase in cash	247,700	83,841
Cash and cash equivalents, beginning of year	438,361	354,520
Cash and cash equivalents, end of year	\$ 686,061	\$ 438,361

The accompanying accounting policies and notes are  
an integral part of the financial statements.

# USI SECURITIES, INC.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

---

### **Nature of Operations**

USI Securities, Inc. (the Company) is a Delaware corporation that is a wholly-owned subsidiary of USI Services Corporation (Parent). USI Services Corporation is a wholly-owned subsidiary of U.S.I Holdings Corporation. The Company is a NASD member broker-dealer, SEC registered investment advisor and licenced insurance agency. The Company, through its registered representatives, offers and sells mutual funds, variable annuities and variable life insurance contracts, primarily in the qualified plans market throughout the United States. The Company also has a limited amount of "constructive receipt" arrangements with other broker/dealers whereby the Company receives override commissions derived from the sale of securities products to customers of other subsidiaries of the Parent.

### **Basis of Accounting**

The Company utilizes the accrual basis of accounting. Commission revenue and related expenses are recorded on a cash basis, which is generally done bi-monthly.

### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all investment instruments purchased with a maturity of three months or less to be cash equivalents. At December 31, 2004 and 2003, there were no cash equivalents.

### **Concentration of Credit Risk**

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash or cash equivalents.

### **Net Capital Requirements**

The Company is subject to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, which requires the maintenance of minimum net capital as defined under such provisions, and requires that the ratio of aggregate indebtedness to net capital be less than 15 to 1.

# USI SECURITIES, INC.

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

---

### Reserve Requirements

The Company is exempt from the requirements relating to cash reserves and possession or control of customers securities under Rule 15c3-3 of the Securities Exchange Act of 1934.

### Property and Equipment - Depreciation

The Company capitalizes all expenditures for property and equipment in excess of \$500. Depreciation of property and equipment is recorded on the straight-line basis for financial reporting purposes over the estimated useful lives of the assets. Estimated lives for financial reporting purposes are as follows:

<u>Asset</u>	<u>Estimated Lives</u>
Computer equipment and software	3 - 5 years
Furniture and fixtures	7 years

Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in income for the period.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from those estimates.

# USI SECURITIES, INC.

## NOTES TO FINANCIAL STATEMENTS

---

### **(1) Net Capital Requirements**

As a broker-dealer, the Company is subject to the net capital rule adopted and administered by the Securities and Exchange Commission. The rule prohibits a broker-dealer from engaging in securities transactions at any time when its aggregate indebtedness exceeds fifteen (15) times its net capital, as those terms are defined by the Securities and Exchange Commission. A broker-dealer may also be required to reduce its business if its net capital ratio should exceed twelve (12) to one (1) and may be prohibited from expanding its business if the ratio exceeds ten (10) to one (1). As of December 31, 2004, aggregate indebtedness was \$527,501 and the net capital was \$193,560, an excess of \$158,394 over required minimum net capital of \$35,166. As of December 31, 2003, aggregate indebtedness was \$287,361 and the net capital was \$186,000, an excess of \$166,843 over required minimum net capital of \$19,157.

### **(2) Liabilities Subordinated to Claims of General Creditors**

There were no borrowings under subordination agreements at December 31, 2004 and 2003.

### **(3) Related Parties**

The Company rents space in the offices of USI Consulting Group, Inc., which is also a wholly-owned subsidiary of USI Services Corporation. In 2004 and 2003, the Company paid rent of \$115,200 and \$100,200 to USI Consulting Group, Inc., respectively. Rent is paid monthly and is based on the number of USI Securities, Inc. employees. USI Consulting Group, Inc. also provides accounting services to the Company for \$1,700 per month, which increased from \$1,000 per month in February 2003. Total rent and accounting services fees were \$135,600 in 2004 and \$119,900 in 2003.

The Company's revenues (other than interest income) are mainly derived from sales to customers of other subsidiaries of USI Services Corporation.

The Company receives commissions from mutual fund and insurance companies and pays approximately 90% of these commissions to USI Services Corporation in the form of management fees. Commissions generated from the Company's Wealth Management Division are subject to a 10% commission to Securian Financial Services, the broker dealer subsidiary of Minnesota Life Insurance. The Company then pays approximately 85% of the adjusted commissions to USI Services Corporation as management fees.

Management fees totaled \$12,254,956 and \$8,985,073 for the years ended December 31, 2004 and 2003, respectively.

# USI SECURITIES, INC.

## NOTES TO FINANCIAL STATEMENTS (Continued)

---

### **(4) Marketing and Distribution Agreement**

On November 7, 2002, U.S.I Holdings Corporation entered into a 10 year Marketing and Distribution Agreement with Minnesota Life Insurance Company (ML). U.S.I. Holdings Corporation fulfilled its contractual obligations through USI Securities, Inc. The contractual responsibilities of USI Securities, Inc. was to establish and operate a "Wealth Management Division" (WMD), retain and compensate personnel, market and sell ML products and to pay ML usage fees. U.S.I. Holdings Corporation received an initial payment of \$1,000,000 on the effective date of the contract. U.S.I. Holdings Corporation received development fees from ML based on the completion of deliverables as defined in the contract.

Each phase includes specific criteria defined as deliverables. The completion of each phase is determined by ML. U.S.I. Holdings Corporation during the term of the agreement is required to pay a usage fee to ML equal to the greater of 10% of WMD revenues or 8% of total development fees paid by ML. In addition to the potential development fees paid by ML, U.S.I. Holdings Corporation has signed agency agreements specifying commission arrangement with ML.

During the year ended December 31, 2003, U.S.I. Holdings Corporation received payments for phase 1 and 2 of the agreement which totaled \$1,500,000. USI Securities, Inc. reflected \$1,500,000 of income in 2003 along with a due from U.S.I. Holdings Corporation for amounts to be forwarded to them. There was no usage fee due to ML at December 31, 2003. As of December 27, 2004, this agreement has been terminated and U.S.I. Holdings Corporation has made a settlement payment to ML to satisfy all outstanding obligations of USI Securities, Inc. as of December 31, 2004. There were no payments received from ML during 2004 related to this agreement.

### **(5) Operating Leases**

In December 2002, the Company entered into a 36 month service bureau agreement classified for financial statement purposes as a software lease. The lease requires monthly payments based on user usage subjected to a minimum monthly fee of \$3,000. Future minimum payments due under the terms of this lease are \$33,000 for the year ending December 31, 2005. Total software lease expense for 2004 and 2003 was \$104,719 and \$92,171, respectively.

# USI SECURITIES, INC.

## NOTES TO FINANCIAL STATEMENTS (Continued)

---

### **(6) Retirement Plan**

The Company has a 401(k) retirement plan (the Plan), matching 75% of employee contributions up to 4% of an employee's salary, subject to the provisions of the Employees Retirement Income Securities Act. Eligibility for the Plan is based on attaining the age of 21 and completing six months of service with the Company. The Company's contributions to the Plan for 2004 and 2003 were \$25,103 and \$18,728, respectively.

### **(7) Compensated Absences**

Employees of the Company are entitled to paid vacation, sick and personal days depending on job classification, length of service and other factors. It is impractical to estimate the amount of compensation of future paid sick days and personal time off and accordingly no such liability for these amounts has been recorded in the accompanying financial statements. The Company's policy is to recognize the costs of these compensated absences when actually paid to employees.

### **(8) Income Taxes**

The Company is included in the consolidated income tax returns filed by its Parent. Therefore, no separate tax provision of the Company is included in the financial statements.

**INDEPENDENT AUDITOR'S' REPORT ON SUPPLEMENTARY  
INFORMATION REQUIRED BY RULE 17a-5 OF THE  
SECURITIES AND EXCHANGE COMMISSION**

To the Board of Directors of  
USI Securities, Inc.

We have audited the accompanying financial statements of USI Securities, Inc. as of December 31, 2004 and 2003 and for the years ended December 31, 2004 and 2003, and have issued our report thereon dated January 13, 2005. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedule 1 is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

January 13, 2005

*Haggett Longobardi, LLC*

**USI SECURITIES, INC.****COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1 OF  
THE SECURITIES AND EXCHANGE COMMISSION**

December 31, 2004 and 2003

	<u>2004</u>	<u>2003</u>
<b>NET CAPITAL</b>		
Total equity	\$256,536	\$ 783,986
Deduct equity not allowable for net capital	(62,976)	(597,986)
Total equity qualified for net capital	<u>\$193,560</u>	<u>\$ 186,000</u>
 <b>COMPUTATION OF BASIC NET CAPITAL REQUIREMENT</b>		
Minimum net capital required for broker	<u>\$ 35,166</u>	<u>\$ 19,157</u>
Excess net capital	<u>\$158,394</u>	<u>\$ 166,843</u>
Net capital requirement	<u>\$ 35,166</u>	<u>\$ 19,157</u>
Net capital deficiency	<u>None</u>	<u>None</u>
 <b>RECONCILIATION WITH COMPANY'S Net cash provided by (used in) operating activities</b>		
X-17A-5 as of December 31, 2004 and 2003		
Net capital, as reported in Company's Part IIA (Unaudited) focus reports	\$ 193,560	\$ 201,886
Audit adjustment	<u>-</u>	<u>(15,886)</u>
Net capital per above	<u>\$ 193,560</u>	<u>\$ 186,000</u>

To the Board of Directors of  
USI Securities, Inc.

In planning and performing our audit of the financial statements and supplemental schedule of USI Securities, Inc. (the Company), for the year ended December 31, 2004, we considered its internal controls, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2004 to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and should not be used for any other purpose.

January 13, 2005

A handwritten signature in black ink, appearing to read "Jangobandi, LLC". The signature is written in a cursive, flowing style with a large initial letter.