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

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**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 January 1, 2004 AND ENDING December 31, 2004  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Baxter Financial Corporation  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
1200 North Federal Highway Suite 424  
(No. and Street)  
Boca Raton, FL 33432  
(City) (State) (Zip Code)

OFFICIAL USE ONLY
FIRM I.D. NO.

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Ronald F. Rohe 561-395-2155  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
Coats and Associates, PA  
(Name - if individual, state last, first, middle name)  
5200 NW 33rd Avenue Suite 218 Ft. Lauderdale, FL 33309  
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

PROCESSED  
MAR 15 2005  
BAXTER FINANCIAL

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\*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)

OATH OR AFFIRMATION

I, Ronald F. Rohe, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Baxter Financial Corporation, 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:

No exceptions

Ronald F. Rohe

Signature

Chief Operating Officer

Title

[Signature]  
Notary Public



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 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.
- (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).

# Coats & Associates, P.A.

Certified Public Accountants  
5200 N.W. 33<sup>rd</sup> Avenue, Suite 218  
Fort Lauderdale, FL 33309  
954-731-0011

Jesse F. Coats, C.P.A.

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To the Board of Directors  
Baxter Financial Corporation  
Boca Raton, Florida

In planning and performing our audit of the financial statements of Baxter Financial Corporation for the year ended December 31, 2004, we considered its internal control structure, including procedures 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 the internal control structure.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures required by Rule 17a-5(g) of the Securities and Exchange Commission. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in Rule 17a-5(g) and to assess whether these practices and procedures can be expected to achieve the Commission's objectives in Rule 17a-5(g). Two of the objectives of an internal control structure 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 preparation of financial statements in conformity 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 any internal control structure or the practices and procedures referred to above, errors or irregularities 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 the internal control structure would not necessarily disclose all matters in the internal control structure 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 structure elements does not reduce to a relatively low level the risk that errors or irregularities 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 the internal control structure, including procedures 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 Commission to be adequate for its purposes in accordance 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 Commissions objectives.



Coats & Associates, P.A.  
Certified Public Accountants

January 25, 2005

Date

**Baxter Financial Corporation**

**Financial Report**

**December 31, 2004**

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# Baxter Financial Corporation

## Financial Report

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# Coats & Associates, P.A.

Certified Public Accountants  
5200 N.W. 33<sup>rd</sup> Avenue, Suite 218  
Fort Lauderdale, FL 33060  
954-731-0011

Jesse F. Coats, C.P.A.

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## Independent Auditor's Report

January 25, 2005

To the Board of Directors  
Baxter Financial Corporation  
Boca Raton, Florida

We have audited the accompanying balance sheet of Baxter Financial Corporation as of December 31, 2004, and the related statements of income, changes in stockholder's equity, and cash flows for the year then ended. 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 audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit 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 audit provides 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 Baxter Financial Corporation as of December 31, 2004, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the schedule on page 6, and the statement on page 7, is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by Rules 17a-5 and 15c3-3 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit 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.



Coats & Associates, P.A.

**Baxter Financial Corporation**  
**Balance Sheet**  
December 31, 2004

**ASSETS**

Current assets:

Cash	\$ 353,406
Fees Receivable	85,752
Prepaid Insurance	1,687

Total Current Assets	<u>440,845</u>
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Other Assets:

Intangible Assets (Net of Accumulated amortization of \$1,201,389)	138,937
Deposits	6,959

Total Other Assets	<u>145,896</u>
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Total Assets	<u><u>\$ 586,741</u></u>
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**LIABILITIES AND STOCKHOLDER'S EQUITY**

Current liabilities:

Accounts Payable	\$ 4,660
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Stockholder's Equity:

Common Stock-\$.01 Par Value, 1000 Shares Authorized, 50 Shares Issued and Outstanding, and Additional Paid-in-Capital	<u>582,081</u>
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Total Liabilities and Stockholder's Equity	<u><u>\$ 586,741</u></u>
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**Baxter Financial Corporation**  
**Statement of Income**  
Year ended December 31, 2004

**Income**

Fees \$ 996,478

**Operating Expenses**

Advertising & Promotion	9,263
Amortization	34,512
Insurance	32,097
Licenses & Taxes	3,678
Office Expenses	11,491
Payroll Taxes	24,896
Printing & Postage	13,103
Professional Fees	63,265
Rent	82,758
Salaries	428,606
Subscriptions	1,555
Telephone	15,670
Utilities	1,192
Travel & Entertainment	18,311

Total Operating Expenses 740,397

Income from Operations 256,081

**Other Income (Loss)**

Loss on Sale of Stock	(8,390)
Interest Income	1,570
Total Other Income (Loss)	<u>(6,820)</u>

Net Income \$ 249,261

**Baxter Financial Corporation**  
**Statement of Changes in Stockholder's Equity**  
Year ended December 31, 2004

	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
Balance at January 1, 2004	\$ 5	\$ 606,028	\$ (223,713)	\$ 382,320
Net Income			249,261	249,261
Stockholder Distributions			<u>(49,500)</u>	<u>(49,500)</u>
Balance at December 31, 2004	<u>\$ 5</u>	<u>\$ 606,028</u>	<u>\$ (23,952)</u>	<u>\$ 582,081</u>

See accompanying notes.

**Baxter Financial Corporation**  
**Statement of Cash Flows**  
Year ended December 31, 2004

**Cash Flows Provided by Operating Activities:**

Cash Received From Customers	\$ 987,482
Cash Paid to Suppliers and Employees	(702,698)
Interest Income Received	1,570
Net Cash Provided by Operating Activities	<u>286,354</u>

**Cash Flows Applied to Financing Activities:**

Stockholder Distributions	<u>(49,500)</u>
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**Cash Flows From Investing Activities:**

Net Proceeds From Sale of Stock	<u>10</u>
Net Increase in Cash	236,864
Cash at Beginning of Year	<u>116,542</u>
Cash at End of Year	<u>\$ 353,406</u>

**Reconciliation of Net Income to Net Cash Provided  
by Operating Activities:**

Net Income	\$ 249,261
Depreciation and amortization	34,512
Loss on Sale of Stock	8,390
Increase in Accounts Payable	1,377
Increase in Accounts Receivable	(8,996)
Decrease in Prepaid Expenses	1,810
Net Cash Provided by Operating Activities	<u>\$ 286,354</u>

**Baxter Financial Corporation**  
**Schedule I-Reconciliation Of The Audited Computation**  
**Of Net Capital To The Unaudited FOCUS Part II A**  
December 31, 2004

Ownership equity per audited financial statements	\$ 582,081
Less non-allowable assets	<u>177,583</u>
Net capital per audited financial statements	<u>\$ 404,498</u>
Net capital per unaudited FOCUS Part II A	<u>\$ 404,498</u>

See accompanying notes.

**Baxter Financial Corporation**  
**Statement of Reserve Requirements and**  
**Possession or Control Requirements**  
**Pursuant to SEC Rule 15c3-3**

December 31, 2004

The Company is exempt from the reserve requirements and information relating to the possession or control requirements under rule 15c3-3 paragraph k(2)(i). The Company carries no margin accounts, promptly transmits all customer funds and delivers all securities received in connection with his activities as a broker or dealer, does not otherwise hold funds or securities for, or owe money or securities to, customers and effectuates all financial transactions between the broker or dealer and his customers through one or more bank accounts, each to be designated as "Special Account for the Exclusive Benefit of Customers of Baxter Financial Corporation".

See accompanying notes.

**Baxter Financial Corporation**  
**Notes To Financial Statements**  
Year ended December 31, 2004

**Note 1**      **Summary of Significant Accounting Policies**

**Nature of Business**

Baxter Financial Corporation was incorporated on September 26, 1988, under the laws of the State of Florida. The corporation was organized to provide investment management and advisory services to registered investment companies and others.

**Revenues**

The Company provides investment advisory and administrative services (see Note 2) to Philadelphia Fund, Inc., and Eagle Growth Shares, Inc., for an annual fee. The fee, paid monthly, is based on the month-end net asset value of the funds.

**Amortization**

Intangible assets are amortized on a straight-line basis over 3 and 20 years. (See Note 3)

**Depreciation**

Office furniture and equipment is depreciated using accelerated methods over the estimated useful lives of 5 and 7 years.

**Cash and Cash Equivalents**

For the purposes of the Statement of Cash Flows, the Company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

**Income Taxes**

The Company, with the consent of its shareholder, has elected under the Internal Revenue Code to be an S corporation. In lieu of corporation income taxes, the shareholder of an S corporation is taxed on the Company's adjusted net income. Therefore, no provision or liability for federal income taxes has been included in the financial statements.

**Baxter Financial Corporation**  
**Notes To Financial Statements**  
Year ended December 31, 2004

**Note 2      Distribution Plan**

The Philadelphia Fund, Inc. has adopted an amended distribution plan with the Company pursuant to Rule 12b-1 of the Investment Company Act of 1940, which permits the use of fund assets to pay for expenses of distributing shares of the fund. The plan provides that the fund may make payment to the Company in an amount not greater than ½ of 1% of the average net asset value of the fund calculated monthly. A component of the 12b-1 fee (1/4 of 1% of the fund's average net assets) may be used to pay for shareholder services, which includes advice and information regarding share accounts; applications; use of the prototype retirement plans of the fund; assistance with questions or problems regarding the fund's transfer agent as well as other information and services.

The remainder of the 12b-1 income may be used to pay brokers and dealers for distribution, advertising, registration, and promotional expenses associated with the sale of fund shares. For the year ended December 31, 2004, included in revenue is \$120,933 associated with this distribution plan. (See Note 5)

**Note 3      Intangible Assets**

Intangible assets consist of the following:

	<u>Cost</u>	<u>Amortization</u>	<u>Life</u>
Investment advisory rights	\$ 650,000	\$ 518,646	20 Years
Covenant not to compete	650,000	650,000	3 Years
Organization costs	<u>40,326</u>	<u>32,743</u>	20 Years
	<u>\$ 1,340,326</u>	<u>\$ 1,201,389</u>	

**Note 4      Operating Leases**

The Company leases office and storage space on a month-to-month basis. Rent for the office space includes the base rent, common area maintenance, and sales tax. The monthly rents and common area maintenance for the year ended December 31, 2004 was \$ 82,758.

**Baxter Financial Corporation**  
**Notes To Financial Statements**  
Year ended December 31, 2004

**Note 5**      **Major Source Of Income**

The Company's sole stockholder and chief executive officer is also the president and director of the Philadelphia Fund, Inc. Income is derived pursuant to an Investment Advisory Agreement, which was entered into on January 1, 1989, and the Amended Distribution Plan (more fully described in Note 2). These agreements are subject to renewal on an annual basis by a majority vote of the Board of Directors of the Philadelphia Fund, Inc. The current agreements are in effect through March 31, 2005. For the year ended December 31, 2004, approximately 94% of total revenues were attributed to the Philadelphia Fund, Inc.