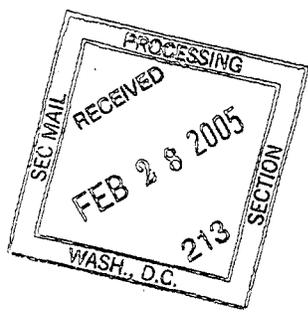


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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER
8- 25790

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

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Garden State Securities, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

1540 Route 138, Suite 303

(No. and Street)

Wall Township

New Jersey

07719

(City)

(State)

(Zip Code)

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

Kevin DeRosa, President

(732) 280-6886

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Todman & Co., CPAs, P.C.

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

120 Broadway,

New York

NY

10271

(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 14 2005**  
**THOMSON FINANCIAL**

<b>FOR OFFICIAL USE ONLY</b>

\*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)

SEC 1410 (06-02)

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.

*Handwritten initials*

OATH OR AFFIRMATION

I, Kevin DeRosa, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Garden State 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:

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

**Notary Public**  
*[Signature]*  
**My Commission Expires 10-13-2009**  
**My Commission Expires 10-13-2009**

Notary Public

*[Signature]*  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
President  
\_\_\_\_\_  
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 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).

**GARDEN STATE SECURITIES, INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2004**

# TODMAN & CO., CPAs, P.C.

*Certified Public Accountants and Business Consultants*

An Affiliate of TRIEN ROSENBERG

120 Broadway  
New York, NY 10271  
TEL. (212) 962-5930  
FAX (212) 385-0215

## INDEPENDENT AUDITORS' REPORT

To the Officers and Directors of  
**Garden State Securities, Inc.**  
1540 Route 138, Suite 303  
Wall Township, NJ 07719

We have audited the accompanying statement of financial condition of Garden State Securities, Inc. (the "Company") as of December 31, 2004. 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 in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Garden State Securities, Inc. as of December 31, 2004, in conformity with U.S. generally accepted accounting principles.

*Todman & Co. CPAs P.C.*

New York, New York  
February 24, 2005

**GARDEN STATE SECURITIES, INC.**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2004**

**ASSETS**

Cash	\$ 87,993
Securities owned, at market value	1,346
Receivable from brokers	514,191
Furniture and equipment, less accumulated depreciation of \$156,431	39,695
Leasehold improvements, less accumulated amortization of \$2,465	67,092
Security deposits	47,648
Prepaid expenses	24,967
Other assets	<u>3,165</u>
Total assets	<u>\$ 786,097</u>

**LIABILITIES, SUBORDINATED BORROWINGS AND STOCKHOLDERS' EQUITY**

Liabilities	
Accrued expenses and taxes payable	\$ 465,576
Securities sold, not yet purchased, at market value	<u>2,426</u>
Total liabilities	<u>468,002</u>
Subordinated borrowings	
Subordinated loan agreements	<u>30,500</u>
Commitments and contingencies	
Stockholders' equity	
Common stock - no par value	
Authorized: 1,000 shares	
Issued and outstanding: 1,000 shares	40,000
Additional paid-in capital	493,706
Retained earnings (accumulated deficit)	<u>(246,111)</u>
Total stockholders' equity	<u>287,595</u>
Total liabilities, subordinated borrowings and stockholders' equity	<u>\$ 786,097</u>

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

**GARDEN STATE SECURITIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2004**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies**

**(a) Nature of Business**

Garden State Securities, Inc. (the "Company"), a broker-dealer, is a market maker on NASDAQ. The Company clears securities transactions through a clearing broker on a fully-disclosed basis. The Company operates under the exemptive provisions of the Securities and Exchange Commission ("SEC") rule 15c3-3(k)(2)(ii).

**(b) Revenue Recognition**

Securities transactions (and the related commissions, revenues and expenses) are recorded on a settlement-date basis, generally the third business day following the transaction date, except for options which settle one day after the transaction. There is no material difference between the trade and settlement dates.

**(c) Depreciation**

Depreciation of furniture and equipment is computed on the straight-line method over an estimated useful life of five years.

**(d) Income Taxes**

The Company has made no provision for federal income taxes as the Company reports its taxable income as an "S" Corporation under the Internal Revenue Code. A provision has been made for state income taxes in the accompanying financial statements.

**(e) Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

**Note 2 - Securities Owned and Sold, Not Yet Purchased**

Securities owned and sold, not yet purchased, at market value, are summarized as follows:

	<u>Owned</u>	<u>Sold, Not Yet Purchased</u>
Corporate stocks	\$ 1,346	\$ 2,426
	<u>\$ 1,346</u>	<u>\$ 2,426</u>

**GARDEN STATE SECURITIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2004**

**Note 3 - Subordinated Borrowings**

Borrowings subordinated to the claims of general creditors, which bear interest at 10% per annum, are covered by agreements approved by the National Association of Securities Dealers Inc. ("NASD") and are thus available in computing net capital. To the extent that such borrowings are required for the Company's continued compliance with minimum net capital requirements, they may not be repaid.

	<u>Amount</u>	<u>Due Date</u>
Subordinated Loan Agreement	\$ 23,000	04-30-06
Subordinated Loan Agreement	<u>7,500</u>	04-30-08
	<u>\$ 30,500</u>	

**Note 4 - Employee Benefit Plan**

The Company has a defined contribution plan pursuant to Section 401(k) for the benefit of certain salaried employees. The contribution is based on eligible employees' salaries. During 2004, the Company's contribution to the Plan totaled \$43,779.

**Note 5 - Clearing Broker Arrangements**

Effective October 2004, the Company entered into a five-year clearing agreement with RBC Dain CS ("RBC"), which provides a termination fee of \$5,000 per month for each remaining month of the term upon cancellation of agreement by either party. Also, RBC awarded the Company a nonrefundable \$150,000 sign-up bonus to be credited to the Company's net settlement account over a four-month period. Accordingly, the Company received and recognized as a reduction of its clearance charges the first three-months credits totaling \$112,500 for the year ended December 31, 2004.

**Note 6 - Commitments and Contingencies**

**(a) Litigation and Regulatory Inquiries**

In the normal course of business, the Company is subject to regulatory inquiries and legal actions incidental to its securities business. The Company believes, after consultation with counsel, that the resolution or the ultimate outcome of these matters are not expected to have a material adverse effect on the financial condition of the Company and, therefore, no provision for liability has been made in the accompanying financial statements. Nevertheless, due to uncertainties in the litigation process, it is reasonably possible that management's view of the outcome in these matters could change in the near future.

**(b) Leases**

The Company leases office space in Wall Township, New Jersey from two of its shareholders on an annual basis. The future minimum annual rental payments including maintenance and real estate taxes total \$30,000.

**GARDEN STATE SECURITIES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2004**

**Note 6 - Commitments and Contingencies (Continued)**

**(b) Leases (Continued)**

The Company operates a second office located in Tinton Falls, New Jersey through a related party pursuant to certain business arrangements which provide, among other things, that the Company pays the rent totaling approximately \$36,000 annually. Also, effective January 2005, the Company is the primary obligor on a separate lease entered by an unrelated third party for office space located in New York City. The fixed rent is valued to be approximately \$64,000 annually.

**Note 7 - Net Capital Requirements**

The capital ratio was 345% versus an allowable maximum of 1500%, under the rules of the SEC. The Company's net capital requirements under SEC rule 15c3-1 were \$100,000. The net capital of \$135,053 was \$35,053 in excess of the minimum net capital requirements.

**Note 8 - Financial Instruments with Off-Balance-Sheet Credit Risk**

As a securities broker, the Company is engaged in buying and selling securities for a diverse group of institutional and individual investors. The Company's transactions are collateralized and are executed with and on behalf of banks, brokers and dealers, and other financial institutions. The Company introduces these transactions for clearance to another broker-dealer on a fully-disclosed basis.

The Company's exposure to credit risk associated with nonperformance of customers in fulfilling their contractual obligations pursuant to securities transactions can be directly impacted by volatile trading markets which may impair the ability of customers to satisfy their obligations to the Company and the Company's ability to liquidate the collateral at an amount equal to the original contracted amount. The agreement between the Company and its clearing broker provides that the Company is obligated to assume any exposure related to such nonperformance by its customers. The Company seeks to control the aforementioned risks by requiring customers to maintain margin collateral in compliance with various regulatory requirements and the clearing broker's internal guidelines. The Company monitors its customer's activity by reviewing information it receives from its clearing broker on a daily basis, and requiring customers to deposit additional collateral, or reduce positions when necessary.

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A copy of the Company's statement of financial condition as at December 31, 2004, pursuant to SEC rule 17a-5, is available for inspection at the Company's office and at the regional office of the SEC.