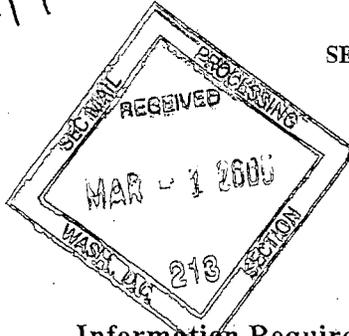


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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0123  
Expires: January 31, 2007  
Estimated average burden  
hours per response... 12.00

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

SEC FILE NUMBER  
8-50943

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 01/01/04 AND ENDING 12/31/04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: FIRST GRAHAM SECURITIES, INC.

OFFICIAL USE ONLY

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

FIRM I.D. NO.

901 Fourth Street

(No. and Street)

GRAHAM

TEXAS

76450

(City)

(State)

(Zip Code)

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

DAVID YORK

940-521-0772

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

RHODES OSIEK & COMPANY L.L.P

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

2170 W. INTERSTATE 20

ARLINGTON

TEXAS

76017

(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 18 2005  
THOMSON FINANCIAL

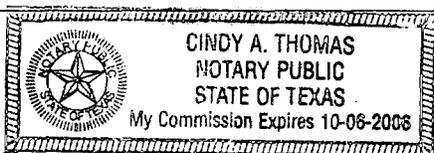
**FOR OFFICIAL USE ONLY**

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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, DAVID YORK, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of FIRST GRAHAM SECURITIES, INC., as of DECEMBER 31, 20 04, 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:



Cindy A. Thomas  
Notary Public

David York  
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.
- (o) Independent auditor's report on internal control.

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

FIRST GRAHAM SECURITIES, INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2004

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Curt H. Osiek  
Bryan K. Rhodes  
Joan T. Washburn  
Lisa M. Wharton

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of  
First Graham Securities, Inc.:

We have audited the accompanying statement of financial condition of First Graham Securities, Inc. as of December 31, 2004, and the related statements of income, stockholders' equity, changes in liabilities subordinated to claims of general creditors, 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 auditing standards generally accepted in the United States. 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 First Graham Securities, Inc. as of December 31, 2004, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

*Rhodes Osiek & Company*

February 17, 2005

FIRST GRAHAM SECURITIES, INC.

STATEMENT OF FINANCIAL CONDITION  
AS OF DECEMBER 31, 2004 (NOTE 1)

ASSETS

CURRENT ASSETS:

Cash	\$ 20,971
Clearing deposits	20,708
Receivable from dealers	5,631
Investments (Note 2)	1,650
Prepaid Expenses	<u>240</u>

Total current assets 49,200

PROPERTY AND EQUIPMENT, AT COST,  
net of depreciation (Note 3)

3,532

Total Assets \$ 52,732

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable and accrued liabilities	\$ <u>56</u>
---	--------------

Total current liabilities 56

COMMITMENTS AND CONTINGENCIES

0

STOCKHOLDERS' EQUITY (Notes 5 and 6)

Common stock, par value \$.01 per share, 1,000,000 shares authorized, 100,000 shares issued and outstanding	1,000
Additional paid-in capital	205,787
Retained earnings (deficit)	<u>(154,111)</u>

Total stockholders' equity 52,676

Total Liabilities And  
Stockholders' Equity

\$ 52,732

The accompanying notes are an integral part  
of these financial statements

FIRST GRAHAM SECURITIES, INC.

STATEMENT OF INCOME  
FOR THE YEAR ENDED DECEMBER 31, 2004 (NOTE 1)

REVENUES:

Commissions income	\$ 80,476
Interest income	402
Gain (loss) on sale of assets	7,951
Other income (loss)	<u>12,223</u>
Total revenue	101,052

EXPENSES:

Commissions expense	30,971
Salaries and benefits	22,687
Legal and Professional	7,728
Quote service	2,370
Regulatory fees	428
General and administrative	<u>21,803</u>
Total expenses	<u>85,987</u>

NET INCOME (LOSS) \$ 15,065

The accompanying notes are an integral part  
of these financial statements

FIRST GRAHAM SECURITIES, INC.

STATEMENT OF STOCKHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2004

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Earnings</u>
			<u>Capital</u>	<u>(Deficit)</u>
BALANCE, December 31, 2003	100,000	\$1,000	\$ 205,787	\$ (129,621)
Stockholder distribution	-	-	-	(39,555)
Net income	-	-	-	15,065
BALANCE, December 31, 2004	<u>100,000</u>	<u>\$1,000</u>	\$ <u>205,787</u>	\$ <u>(154,111)</u>

The accompanying notes are an integral part  
of these financial statements

FIRST GRAHAM SECURITIES, INC.

STATEMENT OF CHANGES IN LIABILITIES SUBORDINATED  
TO CLAIMS OF GENERAL CREDITORS  
FOR THE YEAR ENDED DECEMBER 31, 2004

Liabilities subordinated to claims of general creditors as of December 31, 2003	\$ 0
Liabilities paid off during the year	<u>0</u>
Liabilities subordinated to claims of general creditors as of December 31, 2004	<u>\$ 0</u>

The accompanying notes are an integral part  
of these financial statements

FIRST GRAHAM SECURITIES, INC.

STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED DECEMBER 31, 2004

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income (loss)	\$ 15,065
Adjustment to reconcile net income to net cash provided by operating activities	
Depreciation expense	2,680
Decrease in receivable from dealer	8,322
Decrease in other receivables	1,356
Decrease in prepaid expenses	476
(Decrease) in accounts payable and accrued liabilities	<u>(8,740)</u>
NET CASH (UTILIZED) FROM OPERATING ACTIVITIES	19,159

CASH FLOWS FROM INVESTING ACTIVITIES:

Payment of stockholder distribution	(39,555)
Reduction in note receivable	15,096
Reduction in equipment	<u>7,946</u>
NET CASH (UTILIZED) FROM INVESTING ACTIVITIES	(16,513)

CASH FLOWS FROM FINANCING ACTIVITIES:

Reduction in loan from shareholder	<u>0</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,646
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>39,033</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	\$ <u>41,679</u>

Interest expense \$ 103

The accompanying notes are an integral part  
of these financial statements

FIRST GRAHAM SECURITIES, INC.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2004

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

History and organization -

First Graham Securities, Inc. (the Company) was formed October 8, 1997 and became effective as a broker dealer in securities registered with the Securities and Exchange Commission (SEC) on December 2, 1998. The Company operates under SEC Rule 15c3-3(k)(2)(ii), which provides that a correspondent broker-dealer would handle all of the funds and securities belonging to the Company's customers. The current owner purchased the company on April 10, 1999.

Accounting policies -

The financial statements of the Company have been prepared on an accrual basis in accordance with generally accepted accounting principles.

Cash and cash equivalents -

For purposes of the statement of cash flows, the Company considers all clearing deposits and money market accounts to be cash equivalents.

Receivable from dealers -

The Company uses the direct write off method for recording uncollectible receivables from dealers. Management has determined that the receivable from dealers are totally collectible.

Property and equipment -

Property and equipment are carried at cost. The Company has a policy whereby property additions below a minimum amount are expensed as incurred. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes based on the following useful lives.

<u>Assets</u>	<u>Estimated Useful Lives</u>
Machinery and Equipment	5-10 years
Furniture and Fixtures	5-10 years
Computer Equipment	5 years

For federal income tax purposes, depreciation is computed using the modified accelerated cost recovery system. Expenditures for major renewals and betterment that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

U. S. Federal Income Taxes -

The Company has elected to be taxed under the provision of Subchapter S of the Internal Revenue Code. Under those provisions, the Company does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal income taxes on their respective shares of net income.

FIRST GRAHAM SECURITIES, INC.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2004  
 (CONTINUED)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued):

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. Accordingly, actual results could differ from these estimates.

Advertising costs-

The advertising costs are expensed as incurred.

Compensated absences-

Compensated absences have not been accrued because the amount cannot be reasonably estimated.

Investments-

The Company records marketable securities at fair market value. Upon the sale of marketable securities, gain or loss is included in the income statement. Actual cost is used in computing gain or loss. Unrealized gain or loss on marketable securities has been included in other income in the statement of income.

(2) INVESTMENTS:

The Company owned equity securities at December 31, 2004 as follows:

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
Trade securities				
Equity securities	\$ <u>1,650</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>1,650</u>
	\$ <u>1,650</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>1,650</u>

(3) PROPERTY AND EQUIPMENT:

Property and equipment are summarized by major classifications as follows:

Machinery and Equipment	\$ 381
Furniture and Fixtures	4,903
Computer Equipment	<u>8,446</u>
	<u>13,730</u>
Less accumulated depreciation	<u>(10,198)</u>
	<u>\$ 3,532</u>

Depreciation expense for the year ended December 31, 2004, was \$2,680.

FIRST GRAHAM SECURITIES, INC.

NOTES TO FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2004  
(CONTINUED)

(4) FEDERAL INCOME TAXES:

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. Under those provisions the Company does not pay federal corporate income taxes on its taxable income. Instead, the shareholders are liable for individual federal income taxes on their respective share of net income.

(5) NET CAPITAL REQUIREMENTS:

The Company is subjected to the Securities and Exchange Commission uniform net capital rule (Rule 15c3-1), which requires the maintenance of minimum net capital. This rule requires a minimum net capital of not less than \$5,000. At December 31, 2004, the Company has net capital of \$47,254, which is in excess of its required net capital.

(6) FOCUS REPORT PART II DIFFERENCE:

Difference between the enclosed financial statements and the Company's December 31, 2004, Focus Report Part II are as follows:

	<u>Per Enclosed</u> <u>Financial Statement</u>	<u>Per</u> <u>Focus</u>	<u>Difference</u>
Cash	\$ 20,971	\$ 8,892	\$ 12,079
Clearing deposits	20,708	0	20,708
Receivable from dealer	5,631	38,418	(32,787)
Receivable from non-customers	0	13,180	(13,180)
Investments	1,650	1,650	0
Prepaid expenses	240	0	240
Property and equipment, net	3,532	3,532	0
Other assets	0	240	( 240)
Accounts payable and accrued liabilities	56	56	0
Stockholder's equity	52,676	65,856	<u>13,180</u>
			\$ <u><u>0</u></u>

Curt H. Osiek  
Bryan K. Rhodes  
Joan T. Washburn  
Lisa M. Wharton

Independent Auditor's Report on  
Supplementary Information Required by  
SEC Rule 17A-5

We have audited the financial statements of First Graham Securities, Inc. for the year ended December 31, 2004, and have issued our report thereon dated February 17, 2005. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II and III on the following pages 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 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, and in conformity with the rules of the Securities and Exchange Commission.

The schedule relating to the segregation requirements and funds in segregation for customers' regulated commodity futures accounts is not applicable for the Company.

*Rhodes Osiek & Company*

February 17, 2005

FIRST GRAHAM SECURITIES, INC.

COMPUTATION OF NET CAPITAL UNDER RULE 15c 3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION  
AS OF DECEMBER 31, 2004

SCHEDULE I

NET CAPITAL

TOTAL STOCKHOLDER'S EQUITY	\$ 52,676
DEDUCTIONS	<u>(5,422)</u>
NET CAPITAL BEFORE HAIRCUTS	47,254
HAIRCUTS ON TRADING AND INVESTMENT SECURITIES	<u>( 0)</u>
NET CAPITAL	\$ <u>47,254</u>

AGGREGATE INDEBTEDNESS

ACCOUNTS PAYABLE AND ACCRUED EXPENSES	\$ <u>56</u>
TOTAL AGGREGATE INDEBTEDNESS	\$ <u><u>56</u></u>

COMPUTATION OF BASIC NET CAPITAL REQUIREMENTS:

Greater of 6 2/3% of Aggregate Indebtedness	\$ 4
or	
Minimum Dollar Net Capital	<u>5,000</u>
Minimum Net Capital Required	\$ <u>5,000</u>

Ratio:

Aggregate Indebtedness to Net Capital	<u>.0012 TO 1</u>
---------------------------------------	-------------------

RECONCILIATION WITH COMPANY'S COMPUTATION (included in  
Part II of Form X-17a-5 as of December 31, 2004)

Net Capital as Reported in Company's Part II Focus Report	\$ 60,434
Adjustments	<u>(13,180)</u>
Net Capital Per Above	\$ <u>47,254</u>

FIRST GRAHAM SECURITIES, INC.

COMPUTATION FOR DETERMINATION OF THE RESERVE REQUIREMENT  
OF RULE 15c 3-3 OF THE SECURITIES AND EXCHANGE COMMISSION  
WITH RECONCILIATION WITH CORRESPONDING PART II OF  
FINANCIAL OPERATIONAL COMBINED SINGLE REPORT (FOCUS)  
AS OF DECEMBER 31, 2004

SCHEDULE II

First Graham Securities, Inc. is registered as a broker-dealer under Rule 15c 3-1-(a) (1). First Graham Securities, Inc. is exempt from SEC Rule 15c 3-3 under Section (K) (2) (ii).

First Graham Securities, Inc. has not had any transactions during the year ending December 31, 2004, relating to the possession or control of securities for which Rule 15c 3-3 is applicable and due to the absence of such transactions, Rule 15c 3-3 does not apply. There were no transactions during the year that required a reserve computation to be made. No facts came to our attention to indicate that the exemption had not been complied with during the period since the last examination.

FIRST GRAHAM SECURITIES, INC.

INFORMATION RELATING TO POSSESSION OR CONTROL  
REQUIREMENTS UNDER RULE 15c 3-3 OF THE  
SECURITIES AND EXCHANGE COMMISSION  
AS OF DECEMBER 31, 2004

SCHEDULE III

First Graham Securities, Inc. is registered as a broker-dealer under Rule 15c 3-1(a)(1). First Graham Securities, Inc. is exempt from SEC Rule 15c 3-3 under Section (K)(2)(ii).

First Graham Securities, Inc. has not had any transactions during the year ending December 31, 2004, relating to the possession or control of securities for which Rule 15c 3-3 is applicable and due to the absence of such transactions, Rule 15c 3-3 does not apply. No facts came to our attention to indicate that the exemption had not been complied with during the period since the last examination.

Curt H. Osiek  
Bryan K. Rhodes  
Joan T. Washburn  
Lisa M. Wharton

Independent Auditor's Report on Internal  
Accounting Control Required by SEC Rule 17a-5

To the Board of Directors of

First Graham Securities, Inc.:

We have audited the financial statements of First Graham Securities, Inc. for the year ended December 31, 2004, and have issued our report thereon dated February 17, 2005. As part of our audit, we made a study and evaluation of the Company's system of internal accounting control (which includes the procedures for safeguarding securities) to the extent we considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of our study and evaluation, which included obtaining an understanding of the accounting system, was to determine the nature, timing, and extent of the auditing procedures necessary for expressing an opinion on the financial statements.

We also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedures for determining the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the company (i) in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or (ii) in complying with requirements for prompt payment for securities of Section 4(c) of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not currently carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining a system of internal accounting 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 control procedures 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 Commission's above-mentioned objectives.

The objectives of a system 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 any internal accounting control procedures of the practices and procedures referred to above, errors or irregularities may nevertheless 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 degree of compliance with them may deteriorate.

Our study and evaluation made for the limited purpose described in the first paragraph would not necessarily disclose all material weaknesses in the system. Accordingly, we do not express an opinion on the system of internal accounting control of First Graham Securities, Inc. taken as a whole. However, our study and evaluation disclosed no condition that we believe to be a material weakness.

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 with the Securities and 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 current practices and procedures were adequate at December 31, 2004, to meet the Commissions' objectives.

This report is intended solely for the use of management and the Securities and Exchange Commission and should not be used for any other purposes.

*Rhodes O'Leary & Company*

February 17, 2005