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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

SEC FILE NUMBER  
8- 52396

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: ABN AMRO Distribution Services (USA), Inc.

OFFICIAL USE ONLY

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

FIRM I.D. NO.

301 Bellevue Parkway

(No. and Street)

Wilmington

DE

19809

(City)

(State)

(Zip Code)

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

Craig D. Stokarski

(302) 791 - 3053

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Deloitte & Touche LLP

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

1700 Market Street, 25<sup>th</sup> Floor

Philadelphia

PA

19103

(Address)

(City)

(State)

(Zip Code)

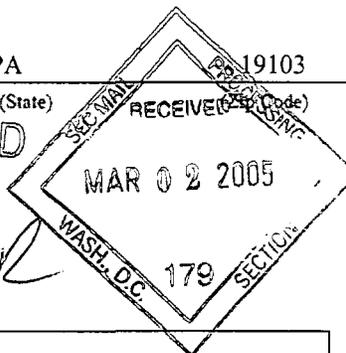
CHECK ONE:

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

PROCESSED

MAR 23 2005

THOMSON  
FINANCIAL



**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)

SEC 1410 (06-02)

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OATH OR AFFIRMATION

I, Craig D. Stokarski, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of ABN AMRO Distribution Services (USA), Inc., as of February 24, 20 05, 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:

None.

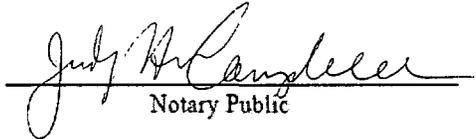
JUDY ANN CAMPBELL  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires March 28, 2007



Signature

Financial and Operations Principal

Title

  
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).

**ABN AMRO Distribution Services (USA), Inc.**  
**(SEC I.D. No. 8-52396)**

Independent Auditors' Report and  
Supplemental Report on Internal Control

Financial Statements and Supplemental Schedules  
for the Year Ended December 31, 2004

Filed Pursuant to Rule 17a-5(e)(3)  
as a PUBLIC DOCUMENT

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Financial Statements and  
Supplementary Information

For the Year ended December 31, 2004

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of  
ABN AMRO Distribution Services (USA), Inc.

We have audited the following financial statements of ABN AMRO Distribution Services (USA), Inc., (the "Company") for the year ended December 31, 2004, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934:

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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 of America. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Company at 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 of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The following supplemental schedules of the Company as of December 31, 2004, are presented for purposes of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934.

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Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3 and Information Relating to the Possession or Control Requirements Under Rule 15c3-3	11

These schedules are the responsibility of the Company's management. Such schedules have been subjected to the auditing procedures applied in our audit of the basic financial statements and, in our opinion, are fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

*Deloitte Touche LLP*

February 24, 2005

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Financial Condition

December 31, 2004

<b>Assets</b>	
Cash	\$ 654,190
Accounts Receivable	13,051
Prepaid expenses	36,202
Deferred tax asset	22,064
Other assets	<u>1,230</u>
Total assets	<u>\$ 726,737</u>
 <b>Liabilities and stockholder's equity</b>	
Liabilities:	
Accounts payable	\$ 322,347
Intercompany payable	4,672
Accrued expenses	1,541
Income taxes payable	4,633
Other liabilities	<u>1,238</u>
Total liabilities	<u>334,431</u>
Stockholder's equity:	
Common stock, \$0.01 par value, 1,000 shares authorized; 100 shares issued and outstanding	1
Additional paid-in capital	584,297
Accumulated deficit	<u>(191,992)</u>
Total stockholder's equity	<u>392,306</u>
Total liabilities and stockholder's equity	<u>\$ 726,737</u>

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

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Income

For the Year Ended December 31, 2004

<b>Revenues:</b>	
Distribution fees	\$ 10,821,078
Service fees	466,030
Investment income	<u>6,096</u>
Total revenues	<u>11,293,204</u>
<b>Expenses:</b>	
Distribution expenses	10,821,078
Allocated support services	278,075
Professional and other services	259,963
General office expenses	<u>5,006</u>
Total expenses	<u>11,364,122</u>
Loss before income taxes	(70,918)
Income tax benefit	<u>(29,431)</u>
Net loss	<u><u>\$ (41,487)</u></u>

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

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Changes in Stockholder's Equity

For the Year Ended December 31, 2004

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount			
Balances at January 1, 2004	100	\$ 1	\$ 584,297	\$ (150,505)	\$ 433,793
Net loss	-	-	-	(41,487)	(41,487)
Balances at December 31, 2004	<u>100</u>	<u>\$ 1</u>	<u>\$ 584,297</u>	<u>\$ (191,992)</u>	<u>\$ 392,306</u>

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

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Statement of Cash Flows

For the Year Ended December 31, 2004

**Cash flows from operating activities:**

Net loss		\$	(41,487)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Net deferred tax asset	\$		(22,064)
Changes in assets and liabilities:			
Increase in accounts receivable			(7,666)
Decrease in prepaid expenses			61,794
Increase in other assets			(1,230)
Decrease in accounts payable			(6,377)
Decrease in intercompany payable			(45,759)
Decrease in accrued expenses			(10,959)
Increase in income taxes payable			121,502
Decrease in other liabilities			(525)
Total adjustments			88,716
Net cash provided by operating activities			47,229
Net increase in cash			47,229
Cash at beginning of year			606,961
Cash at end of year		\$	654,190
Supplemental cash flows disclosure:			
Income tax payments		\$	49,000
Income tax refunds		\$	177,869

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

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements

December 31, 2004

**1. Organization**

ABN AMRO Distribution Services (USA), Inc. (the "Company") is a wholly-owned subsidiary of PFPC Distributors, Inc. ("PFPCDI") and an indirect wholly-owned subsidiary of PFPC Inc. (the "Parent"), PFPC Trust Company ("Trust Co.") and The PNC Financial Services Group, Inc. ("PNC" or the "Corp."), a publicly traded company. The Company is registered with the Securities and Exchange Commission ("SEC") as a broker-dealer and is a member of the National Association of Securities Dealers.

The Company serves solely as distributor and principal underwriter to the ABN AMRO Family of Funds (the "Funds") and, as a result, substantially all of the Company's revenues are earned from the Funds.

**2. Significant Accounting Policies**

*Use of Estimates* - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results may differ from those estimates.

*Cash and Cash Equivalents* - Cash and cash equivalents consist of cash and short-term, highly liquid investments with original maturities of three months or less. Cash and cash equivalents are generally held at major financial institutions and in open-end money market mutual funds registered under the Investment Company Act of 1940 ("40 Act"). Short-term investments are carried at fair value.

*Accounts Receivable* - Accounts receivable includes amounts due from client for the performance of distribution and support services.

*Revenue Recognition* - The Company earns distribution fee revenue from funds based on a percentage of outstanding net assets of certain classes of shares of such funds. Monies from distribution fees are generally remitted to external brokers who distribute the shares of these funds to investors. The revenue and expense associated with these fees are included as "Distribution fees" and "Distribution expenses," respectively, in the statement of income. Revenue from service fees is recognized in the period the service is rendered.

*Investment Income* - Investment income includes income earned on cash and cash equivalents and is recognized when earned.

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements (continued)

December 31, 2004

**2. Significant Accounting Policies (continued)**

***Out-of-Pocket Expenses*** - The Company records reimbursements from clients for out-of-pocket expenses in accordance with Emerging Issues Task Force Issue No. 01-14, "Income Statement Characterization of Reimbursements Received for Out-of-Pocket Expenses Incurred." Companies that provide services as part of their central ongoing operations generally incur incidental expenses that, in practice, are commonly referred to as "out-of-pocket" expenses. These expenses often include, but are not limited to, expenses related to travel, telecommunications, postage, delivery and bank depository charges. In many cases, the Company and the client agree that the client will reimburse the Company for the actual amount of such expenses incurred. Reimbursements received for out-of-pocket expenses incurred are characterized as "Service fees," while the expenses are included within "Professional and other services" and "General office expenses" in the statement of income.

***Income Taxes*** - The liability method is used in accounting for income taxes whereby deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences reverse (See Note 4).

***Fair Value of Financial Instruments*** - Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures about Fair Value of Financial Instruments," requires the disclosure of the estimated fair values of financial instruments. Substantially all of the Company's assets and liabilities are considered financial instruments, as defined by SFAS 107. Fair value is defined as the price at which a financial instrument could be liquidated in an orderly manner over a reasonable time period under present market conditions.

SFAS 107 requires that the fair value of financial instruments be estimated using various valuation methodologies. Quoted market prices, when available, are used as the measure of fair value. The estimated fair value of financial instruments that have a short-term maturity may approximate the carrying amount of such financial instruments.

The Company's financial instruments are short-term in nature. Consequently, carrying amounts of these assets and liabilities approximated estimated fair value. The Company considers the amounts recorded for the financial instruments on the balance sheet to be reasonable estimates of fair value.

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements (continued)

December 31, 2004

**3. Net Capital Requirements**

The Company is subject to the SEC's Uniform Net Capital Rule (the "Rule"), which requires the maintenance of minimum net capital. The Company has elected to use the basic method permitted by the Rule, which requires that the Company maintain minimum net capital equal to the greater of \$25,000 or 6 2/3% of aggregate indebtedness, as defined. The Rule also requires that aggregate indebtedness not exceed 15 times net capital. The SEC requirements provide that equity capital may not be withdrawn or cash dividends paid if certain minimum net capital requirements are not met. At December 31, 2004, the Company had net capital of \$307,905, which was \$282,905 in excess of the required net capital of \$25,000. The Company's resulting ratio of aggregate indebtedness to net capital was 1.09 to 1.

The Company has complied with the exemptive provisions of SEC Rule 15c3-3(k)(1), limiting business to the distribution of mutual funds and/or variable life insurance or annuities. The Company does not hold customer funds or safekeep customer securities.

**4. Income Taxes**

The operating results of the Company are included in the consolidated U.S. Federal tax returns of the Corp. and its subsidiaries. For state tax purposes, the Company either was included in the combined tax returns of Trust Co. and its subsidiaries or filed separate company returns. Federal income taxes are calculated as if the Company filed a separate federal income tax return.

The income tax benefit included in the statement of income as determined in accordance with SFAS No. 109, "Accounting for Income Taxes," is as follows:

At December 31, 2004	
Current:	
Federal	<u>\$(34,219)</u>
Total current	<u>(34,219)</u>
Deferred:	
Federal	11,880
State	<u>(7,092)</u>
Total deferred	<u>4,788</u>
Total income tax benefit	<u>\$(29,431)</u>

At December 31, 2004, the Company had a deferred tax asset of \$22,064, which consisted of state income tax and net operating losses.

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Notes to Financial Statements (continued)

December 31, 2004

**4. Income Taxes (continued)**

The provision for federal income taxes is different from the amount which would be provided by applying the federal statutory income tax rate of 35 percent to income before income taxes, primarily as a result of state income taxes.

**5. Related Party Transactions**

The financial statements are prepared from the separate records maintained by the Company. The Company shares office space and equipment with the Parent, which is under common control of the Corp. Accordingly, the Company has been charged for such shared costs. The Parent, the Corp. and certain other affiliates provide administrative, legal, human resource and other general support services, the cost of which is also allocated to the Company. For the year ended December 31, 2004, these allocations totaled \$278,075, which are included in "Allocated support services" in the statement of income. At December 31, 2004, amounts payable to the Parent totaled \$4,672, which is included in "Intercompany payable" on the statement of financial condition.

The deferred tax asset of \$22,064, recorded on the statement of financial condition, will result in an intercompany receivable. The income taxes payable of \$4,633, as recorded on the statement of financial condition, is an intercompany payable. For the year ended December 31, 2004, income tax payments of \$49,000 were made to the Corp. and Trust Co. and income tax refunds of \$177,869 were received from the Corp. and Trust Co.

The members of the Board of Directors of the Company are employees of the Parent or Trust Co. For the year ended December 31, 2004, the Board members did not receive any remuneration for their services.

Supplementary Information

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Computation of Net Capital under SEC Rule 15c3-1

December 31, 2004

	Per Audited Financial Statements	Per Original FOCUS	Difference
<b>Net Capital:</b>			
Stockholder's equity	\$ 392,306	\$ 392,306	\$ -
Deduction for nonallowable assets			
Accounts Receivable	13,051	13,051	-
Prepaid expenses	36,202	36,202	-
Deferred tax asset	22,064	37,846	(15,782)
Net capital before haircuts on securities positions	320,989	305,207	15,782
Haircuts on securities:			
Investment in money market mutual fund (2% of \$654,190)	13,084	13,084	-
Net capital	<u>\$ 307,905</u>	<u>\$ 292,123</u>	<u>\$ 15,782</u>
<b>Aggregate Indebtedness:</b>			
Items included in statement of financial condition:			
Accounts payable	\$ 322,347	\$ 322,347	\$ -
Intercompany payable	4,672	4,672	-
Accrued expenses	1,541	1,541	-
Income taxes payable	4,633	20,415	(15,782)
Other liabilities	1,238	1,238	-
Total aggregate indebtedness	<u>\$ 334,431</u>	<u>\$ 350,213</u>	<u>\$ (15,782)</u>
<b>Computation of Basic Net Capital Requirement:</b>			
Minimum net capital required (greater of 6 2/3% of aggregate indebtedness or \$25,000)	<u>\$ 25,000</u>	<u>\$ 25,000</u>	<u>\$ -</u>
Net capital in excess of required minimum	<u>\$ 282,905</u>	<u>\$ 267,123</u>	<u>\$ 15,782</u>
Excess net capital @ 1000% (net capital less 10% of aggregate indebtedness)	<u>\$ 274,462</u>	<u>\$ 257,102</u>	<u>\$ 17,360</u>
Ratio of aggregate indebtedness to net capital	<u>1.09 to 1</u>	<u>1.20 to 1</u>	<u>(0.11) to 1</u>

**Statement Pursuant to SEC Rule 17a-5(d)(4):**

The Company filed their December 31, 2004 quarterly FOCUS report on January 25, 2005, reflecting \$267,123 in excess of minimum required net capital and aggregate indebtedness of \$350,213. The difference relates to an adjustment required to properly reflect income taxes payable and deferred tax assets.

ABN AMRO Distribution Services (USA), Inc.  
(A Wholly-owned Subsidiary of PFPC Distributors, Inc.)

Computation for Determination of Reserve Requirement and Information  
Relating to the Possession or Control Requirements Under SEC Rule 15c3-3

December 31, 2004

The Company has elected the exemption under Rule 15c3-3(k)(1) of the Securities and Exchange Commission, limiting business to the distribution of mutual funds and /or variable life insurance or annuities. At December 31, 2004, the Company held no customer funds and had no required deposit.

February 24, 2005

ABN AMRO Distribution Services (USA), Inc.  
301 Bellevue Parkway  
Wilmington, DE 19809

In planning and performing our audit of the financial statements of ABN AMRO Distribution Services (USA), Inc. (the "Company") for the year ended December 31, 2004 (on which we issued our report dated February 24, 2005), we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing an opinion on the financial statements and not to provide assurance on the Company's internal control.

Also, as required by Rule 17a-5(g)(1) under the Securities Exchange Act of 1934, we have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by the Company that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. We did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under Section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities.

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 internal control and of the practices and procedures, and to assess whether those practices and procedures can be expected to achieve the Securities and Exchange Commission's (the "Commission") 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 acquisition, 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 conformity with accounting principles generally accepted in the United States of America. 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 or the practices and procedures referred to above, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal control or of such practices and procedures to future periods are subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with the practices or procedures may deteriorate.

Our consideration of the Company's internal control would not necessarily disclose all matters in the Company's 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 one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the consolidated 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 Company's internal control and its operation (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 Commission 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 Commission's objectives.

This report is intended solely for the information and use of the board of directors, management, the Securities and Exchange Commission, the National Association of Securities Dealers, Inc., 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 is not intended to be and should not be used by anyone other than these specified parties.

Yours truly,

*Rebecca Tarkenton*