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

Information Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

Information Pursuant to Section 17 of the Securities Exchange Act of 1934

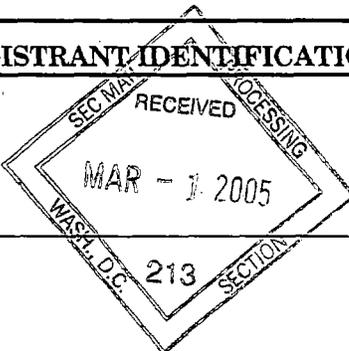
SEC FILE NO.
8-00220

REPORT FOR THE PERIOD BEGINNING 1/01/04 AND ENDING 12/31/04  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

Frank Russell Securities, Inc.



Official Use Only
FIRM ID. NO.

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

909 A Street

(No. and Street)

PROCESSED

MAR 23 2005

THOMSON FINANCIAL

Tacoma

WA

98402

(City)

(State)

(Zip Code)

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

Linda L. Gutmann

(253) 591-2969

(Area Code -- Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*  
(Name -- if individual, state last, first, middle name)

PricewaterhouseCoopers LLP

1420 Fifth Avenue, Suite 1900

Seattle

WA

98101

(ADDRESS) Number and Street

City

State

Zip Code

CHECK ONE:

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

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).

2317

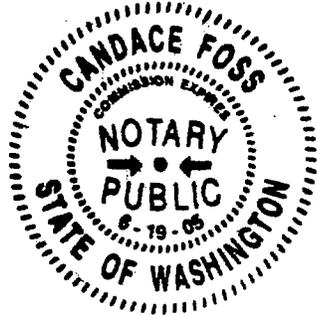
### OATH OR AFFIRMATION

I, Linda L. Gutmann, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Frank Russell 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.

*Linda L. Gutmann*

Name  
Title: Treasurer

*Candace Foss*  
Notary Public  
*2/2/05*  
*Pierce County, Washington*



This report \*\* contains (check all applicable boxes):

- (a) Facing Page
- (b) Statement of Financial Condition
- (c) Statement of Operations
- (d) Statement of Cash Flows
- (e) Statement of Changes in Stockholder's Equity
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors
- (g) Computation of Net Capital
- (h) Computation for Determination of Reserve Requirement 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 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A Rule 15c3-3
- Schedule of Segregation Requirements and Funds in Segregation Pursuant to Commodity Exchange Act
- (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 Auditors' Report on Internal Control Structure Required by SEC Rule 17a-5

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

**Frank Russell Securities, Inc.**  
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**December 31, 2004**

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**Report of Independent Auditors**

To the Board of Directors and Stockholder of  
Frank Russell Securities, Inc.

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of Frank Russell Securities, Inc. (the "Company") at December 31, 2004, in conformity with accounting principles generally accepted in the United States of America. 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 of this statement 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 statement 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall statement of financial condition presentation. We believe that our audit provides a reasonable basis for our opinion.

*PricewaterhouseCoopers LLP*

February 25, 2005

**Frank Russell Securities, Inc.**  
**Statement of Financial Condition**  
**December 31, 2004**

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**Assets**

Cash equivalents	\$ 13,307,191
Cash segregated under federal regulations	25,929,675
Securities commissions receivable	10,294,107
Prepays for customers research services credits	985,046
Fixed assets, net	2,835,982
Deferred income taxes	944,000
Fees receivable	486,188
Prepaid expenses and other	400,338
Total assets	<u>\$ 55,182,527</u>

**Liabilities and Stockholder's Equity**

**Liabilities**

Compensation and benefits payable and accrued expenses	\$ 5,420,334
Commission credits payable to customers	21,871,471
Payable to brokers	834,287
Due to affiliates	4,986,807
Deferred research services credits	3,122,058
Total liabilities	<u>36,234,957</u>

**Stockholder's equity**

Common stock, par value \$0.10 per share; 500,000 shares authorized; 247,800 shares issued and outstanding	24,780
Additional paid-in capital	45,489
Retained earnings	18,877,301
Total stockholder's equity	<u>18,947,570</u>
Total liabilities and stockholder's equity	<u>\$ 55,182,527</u>

The accompanying notes are an integral part of this financial statement.

**Frank Russell Securities, Inc.**  
**Notes to Financial Statement**  
**December 31, 2004**

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**1. Nature of Business and Summary of Significant Accounting Policies**

**Nature of Business**

Frank Russell Securities, Inc. (the "Company") is a wholly owned subsidiary of Frank Russell Company ("FRC"), both of which are part of the Russell Investment Group. The Northwestern Mutual Life Insurance Company owns substantially all the outstanding shares of FRC.

The Company, a broker-dealer registered pursuant to the Securities Exchange Act of 1934, is a member of the National Association of Securities Dealers, Inc. and is an investment advisor registered pursuant to the Investment Advisors Act of 1940. The Company acts as introducing broker and clears trades through a network of domestic and international clearing broker-dealers. The Company clears all transactions on behalf of customers on a fully disclosed basis with these clearing broker-dealers. The clearing broker-dealers carry all of the accounts of the customers and maintain and preserve all related books and records as are customarily kept by a clearing broker-dealer.

**Cash Equivalents and Cash Segregated Under Federal Regulations**

The Company considers money market funds to be cash equivalents. Cash is segregated in a special account for the exclusive benefit of the Company's customers under SEC Rule 15c3-3.

**Deferred Research Services Credits and Prepays for Customer Research Services Credits**

Included in the gross commission of selected clients received by the Company are amounts to cover costs for analytical services and products to be provided by affiliated and nonaffiliated companies. These amounts are recorded as a liability of the Company under deferred research services credits. When the analytical services and products are delivered to a client, their value reduces the client's deferred research services credits. In certain cases the client has received analytical products or services in excess of deferred research services credits available for use. These amounts have been recorded by the Company as prepays for customer research services credits and will be offset by future commission credits.

**Fixed Assets**

Fixed assets are reported at cost less accumulated depreciation and amortization. Depreciation is calculated using the straight-line method based on estimated lives ranging from 3 to 19 years. Included in fixed assets is capitalized software, which includes purchased and internally developed software. Purchased software is stated at cost and amortized over three years using the straight-line method. Internally developed software represents internal and external costs incurred to develop internal-use software during the application development stage. Once the internal-use software is ready for its intended use, the accumulated development costs are amortized over three years using the straight-line method. When fixed assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts and the resulting gains or losses are included in the results of operations.

**Revenue Recognition**

Securities commission revenue, which is all from agency brokerage transactions, is recognized as earned on a settlement date basis, the effect of which is not significantly different from reporting revenue on a trade date basis. For some agency transactions, revenue is recorded when transaction information becomes available, which does not differ materially from the recognition of revenue on a trade date basis.

**Frank Russell Securities, Inc.**  
**Notes to Financial Statement**  
**December 31, 2004**

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The Company refunds a portion of commissions received from commission recapture services to its customers. Such commission credits are determined and recorded on a settlement date basis or when transaction information becomes available. The aggregate amount of unused credits is reflected as commission credits payable.

**Income Taxes**

The Company accounts for income taxes based upon an asset and liability approach, which requires the recognition of deferred tax assets and liabilities for the expected future consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities.

The Company files its tax return with FRC as part of a consolidated group. The provision for income taxes is based on an allocation of the consolidated tax liability to the respective companies included in the consolidated group as if each company were filing on a separate return basis. Deferred tax assets relate primarily to temporary differences between book and tax recognition of revenue.

**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 investors. The Company introduces these transactions for clearance to other broker-dealers 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 customers' ability to deliver assets sufficient to settle their obligations for the original contracted amount. The agreements between the Company and its domestic clearing brokers provide that the Company is obligated to assume any exposure related to such nonperformance by its customers. No such agreements exist with the Company's international brokers. As the right to charge the Company has no maximum amount and applies to all trades executed through its domestic clearing brokers, the Company believes there is no maximum amount assignable to this right. At December 31, 2004, the Company has recorded no liabilities with regard to the right. In addition, the Company has the right to pursue collection or performance from the counter parties who do not perform under their contractual obligations. The Company monitors its risk on these transactions on both an individual and group basis.

**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 reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Frank Russell Securities, Inc.**  
**Notes to Financial Statement**  
**December 31, 2004**

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**2. Fixed Assets**

Software	\$ 4,555,400
Furniture and equipment	523,243
Leasehold improvements	10,676
	<u>5,089,319</u>
Accumulated depreciation and amortization	(2,788,894)
Work in process	535,557
	<u>\$ 2,835,982</u>

On January 1, 2004, fixed assets with a cost of \$3,385,568 and accumulated depreciation of \$2,085,704 were transferred to the Company from FRC through intercompany accounts.

**3. Related-Party Transactions**

Under a joint purchasing agreement, FRC processes payments for the direct expenses of the Company. Under a joint paymaster agreement, FRC processes payroll transactions for the Company. Additionally, FRC allocates certain negotiated charges to the Company such as office space, equipment and insurance charges. The Company reimburses FRC monthly for these expenses. Amounts due and payable to FRC for these charges were \$4,278,917.

Under an expense sharing agreement, certain charges, such as employee bonuses and corporate overhead, incurred by FRC on the Company's behalf are not allocated to the Company.

The Company acts as an introducing broker for clients of FRC and other affiliated companies. The clients may elect to pay their fees to FRC and other affiliates with commission credits received from the Company.

The Company participates in two FRC defined contribution retirement plans (the "Plans") covering eligible employees. The Plans allow for contributions to be made out of the Company's net operating profits in certain required amounts and at the discretion of the FRC Board of Directors. Employees may also contribute a percentage of their compensation as defined by the Plan's documents. Effective December 30, 2004, the two Plans merged into a single defined contribution retirement plan.

During 2004 the Company effected transactions on behalf of affiliated companies. At December 31, 2004, deferred research services credits and prepaids for customer's research services credits were approximately \$2,691,000 and \$37,000, respectively. At December 31, 2004, commission credits were approximately \$928,000.

**Frank Russell Securities, Inc.**  
**Notes to Financial Statement**  
**December 31, 2004**

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**3. Net Capital and Reserve Requirements**

The Company is subject to the Securities and Exchange Commission's uniform net capital rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital. The Company has elected to use the alternative method permitted by Rule 15c3-1, which requires that the Company maintain net capital equal to the greater of 2% of aggregate debit items or \$250,000. At December 31, 2004, the Company had net capital of \$10,505,999, which was \$10,255,999 in excess of its minimum net capital requirement of \$250,000.

The Company operates under the provisions of Sections (k)(2)(i) and (k)(2)(ii) of Rule 15c3-3 of the Securities Exchange Act of 1934 and, accordingly, is exempt from the provisions of that Rule.

# **Frank Russell Securities, Inc.**

**Statement of Financial Condition**

**December 31, 2004**