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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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**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:

Newcourt Securities, Ltd.

OFFICIAL USE ONLY
_____
FIRM ID. NO.

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

189 Upper Shad Road

(No. and Street)

Pound Ridge, NY 10576

(City)

(State)

(Zip Code)

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

Peter Lawrence

914-764-1590

(Area Code/Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

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

Trainer, John Thomas

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

76-21 266 St, New Hyde Park, NY 11040

(Address)

(City)

PROCESSED

(State)

Zip Code

MAR 31 2005

THOMSON  
FINANCIAL

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).

SEC 1410 (3-91)

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AM  
3/30/2005

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3/23/05

OATH OR AFFIRMATION

I, Peter Lawrence, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Newcourt Securities, Ltd., 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:

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

*Peter Lawrence*  
Signature

President

Title

*Bridget Asaro*

BRIDGET ASARO  
Notary Public, State of New York  
Notary No. 24-01AS 4695708  
Qualified in Westchester County  
Commission Expires 2/28/06

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 Proprietor's 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 15c3-1 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).

**NEWCOURT SECURITIES, LTD.**

**FINANCIAL STATEMENTS  
FOR THE YEAR ENDED DECEMBER 31, 2004**

# NEWCOURT SECURITIES, LTD.

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John T. Trainor  
Certified Public Accountant  
76-21 266 St  
New Hyde Park, New York 11040  
  
718-343-8865

## INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Attn: Mr. Peter Lawrence  
Newcourt Securities, Ltd.  
Pound Ridge, NY 10576

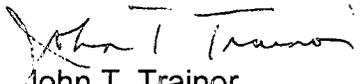
I have audited the accompanying statement of financial condition of Newcourt Securities, Ltd., as of December 31, 2004, the related statements of income, changes in stockholders' equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Newcourt Securities, Ltd. 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 of America.

Member of:  
American Institute of Certified Public Accountants  
New York State Society of Certified Public Accountants  
Association of Government Accountants

I conducted my audit for the purpose of forming an opinion on the basic financial statements taken as a whole. The information included in Schedules 1 and 2 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 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
John T. Trainor  
Certified Public Accountant

New Hyde Park, NY  
February 28, 2005

Member of:  
American Institute of Certified Public Accountants  
New York State Society of Certified Public Accountants  
Association of Government Accountants

**Newcourt Securities, Ltd.**  
Statement of Financial Condition  
December 31, 2004

**Assets**

<b>Current Assets</b>	
Chase Business Checking	\$ 12,308
Chase Business Money Market	2,987
Merrill/Broadcort Trading Account	81,487
Cash-Merrill/Broadcort Good Faith Deposit Account	100,104
Vista U.S. Government Fund	81,195
Prepaid Expenses	3,655
<b>Total Current Assets</b>	<b>\$281,736</b>
<b>Fixed Assets</b>	
Fixed Assets	19,142
Accumulated Depreciation	(19,142)
<b>Total Fixed Assets</b>	<b>-</b>
<b>Total Assets</b>	<b><u>281,736</u></b>

**Liabilities and Equity**

<b>Current Liabilities</b>	
Accounts Payable	16,477
Accounts Payable-American Express	3,852
Corporation Income Taxes Payable	225
<b>Total Current Liabilities</b>	<b>20,555</b>
<b>Long-Term Liabilities</b>	<b>-</b>
<b>Equity</b>	
Common Stock	1,000
Draw	(100,000)
Paid-in Capital	242,000
Retained Earnings (AAA)	33,460
Current Income (Loss)	84,721
<b>Total Equity</b>	<b><u>261,181</u></b>
<b>Total Liabilities and Equity</b>	<b><u>\$281,736</u></b>

See Independent Auditor's Report and Accompanying Notes

**Newcourt Securities, Ltd.**  
Statement of Income or Operations  
For the Year Ended December 31, 2004

<b>Revenue</b>	
Commissions	\$ 949,282
Margin Interest Expense	(468)
Interest Income	1,230
Unrealized Gain / (Loss)	(3,150)
<b>Total Revenue</b>	<b>\$ 946,894</b>
<b>Operating Expenses</b>	
Officer's Salary	\$ 357,333
Pension Contributions	140,126
Salaries - Other	91,667
Clearing Costs	84,357
Entertainment and Meals	37,878
Travel and Automobile Expense	27,991
Software Licensing	22,981
Taxes	18,753
Insurance	18,193
Professional Fees	10,449
Charitable Contributions	10,200
Equipment Rental	9,671
Telephone	9,367
Advertising	8,707
Office Expense	8,033
Depreciation Expense	2,282
Dues, Fees & Subscriptions	1,494
Regulatory Fees	1,413
Repairs and Maintenance	702
Supplies	233
Bank Charges	195
SIPC	150
<b>Total Operating Expenses</b>	<b><u>862,173</u></b>
<b>Net Income</b>	<b><u>\$ 84,721</u></b>

See Independent Auditor's Report and Accompanying Notes

**Newcourt Securities, Ltd.**  
Statement of Cash Flows  
For the Year Ended December 31, 2004

Cash Flows Used by Operating Activities

Net Income \$ 84,721

Adjustments to Reconcile Net Income to Net Cash  
Provided by Operating Activities:

Changes in Assets and Liabilities Affecting  
Operating Activities:

Decrease in Chase Business Checking Account	\$	(90,504)
Increase in Merrill/Broadcort Trading Account		81,487
Decrease in ABN AMRO Principal Account		(22,259)
Decrease in NASDAQ Private Placement		(9,450)
Decrease in Accounts Payable		(18,198)
Decrease in Accounts Payable-American Express		(15,295)
Owner Draw		(100,000)
Other Decreases		-915
		<u>(175,134)</u>

Net Cash Provided by Operating Activities \$ (90,413)

Cash Flows Used by Investing Activities

Net Cash Provided by Investing Activities           -

Net Increase in Cash \$ (90,413)

Cash at January 1, 2004 205,811

Cash at December 31, 2003 \$ 115,398

See Independent Auditor's Report and Accompanying Notes

**Newcourt Securities, Ltd.**  
Statement of Changes in Stockholders' Equity  
For the Year Ended December 31, 2004

	Common <u>Stock</u>	Paid-in <u>Capital</u>	Retained <u>Earnings</u>
Balance, January 1, 2004	\$ 1,000	\$ (808,419)	\$ 1,083,877
Capital Additions/Owner Draw	-	100,000	-
Net Income (Loss)			<u>84,721</u>
Balance, December 31, 2002	<u>\$ 1,000</u>	<u>\$ (708,419)</u>	<u>\$ 1,168,598</u>

See Independent Auditor's Report and Accompanying Notes

**NEWCOURT SECURITIES, LTD.**  
STATEMENT OF LIABILITIES SUBORDINATED TO CLAIMS OF CREDITORS  
FOR THE YEAR ENDED DECEMBER 31, 2004

SUPPLEMENTAL SCHEDULE 1

Balance - Beginning of Period	\$0
Changes - End of period	0
Balance - End of Period	\$0

See Independent Auditor's Report and Accompanying Notes

**Newcourt Securities, Ltd.**  
Computation of Net Capital Under Rule 15C3-1 of the  
Securities and Exchange Commission  
For the Year Ended December 31, 2004

Net Capital	
Total Stockholders' Equity	\$261,181
Deductions and/or Charges	
Non-Allowable Assets	<u>3,655</u>
Net Capital Before Haircuts on Securities Position	\$257,526
Haircuts on Securities Position	<u>1,624</u>
Net Capital (Note 2)	\$255,902
Aggregate Indebtedness (Note 2)	
Items Included in the Statement of Financial Condition	
Accounts Payable and Accrued Expenses	\$ 20,555
Computation of Basic Net Capital Requirement	
Minimum Net Capital Required	<u>5,000</u>
Excess Net Capital	<u>\$250,902</u>

See Independent Auditor's Report and Accompanying Notes

**NEWCOURT SECURITIES, LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2004**

**Note 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Newcourt Securities, Ltd. is registered as a broker-dealer in securities and futures transactions under the Securities Exchange Act of 1934. The Company is registered with the SEC and is approved by the N.A.S.D., Inc.

The Company clears all of its transactions through security clearing brokers. The Company acts as a broker-dealer and is exempt from Securities and Exchange Commission Rule 15c3-3 under paragraph k(2)(ii) since it uses other security firms for clearing.

Pursuant to an agreement between the Company and Merrill/Broadcort, Inc., all securities transactions of the Company and its customers are introduced and cleared on a fully disclosed basis through Merrill/Broadcort, Inc. The Company is exempt from provisions of Rule 15c3-3 and is not responsible for compliance with Section 4(c) of Regulation T of the Board of Governors of the Federal Reserve System, as all customers' accounts, as defined by such rules, are carried by Merrill/Broadcort, Inc.

The following is a summary of significant accounting policies followed by the Company:

**Securities Valuation**

Marketable securities are valued at market value as determined by the last reported sales price on the last business day of the year, with related changes in unrealized appreciation or depreciation reflected in net income. At December 31, 2004, the Company did not maintain a position in any marketable securities.

**Subchapter "S" Corporation**

Federal and NYS Corporation taxes have not been provided as the Company has elected subchapter "S" status and the shareholder included the Company's earnings on the individual tax return.

See Independent Auditor's Report

**NEWCOURT SECURITIES, LTD.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2004**

**Note 2 - Net Capital 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 of \$5,000 for the N.A.S.D., Inc. and also requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1. At December 31, 2004 the Company had net capital of \$255,902, which was \$250,902 in excess of the amount required.

**Note 3 - Reserve Requirements**

The Company does not hold funds or securities for, or owe money or securities to, customers. Therefore, the Company is exempt from the reserve requirements as defined by the Securities and Exchange Commission under Rule 15c3-3.

**Note 4 - Excess Net Capital**

The computation of net capital was compared to the computation of net capital reported on the Unaudited Focus Report as of December 31, 2004. There were no material differences in the computation of net capital of Newcourt Securities, Ltd.

See Independent Auditor's Report

**NEWCOURT SECURITIES, LTD.  
REPORT ON INTERNAL ACCOUNTING CONTROLS  
REQUIRED BY SEC RULE 17a-5  
AS OF DECEMBER 31, 2004**

John T. Trainor  
Certified Public Accountant  
76-21 266 St  
New Hyde Park, NY 11040  
718-343-8865

February 28, 2005

Mr. Peter Lawrence  
Newcourt Securities, Ltd.  
Pound Ridge, New York 10576

Dear Mr. Lawrence:

I have audited the financial statements of Newcourt Securities, Ltd. for the year ended December 31, 2004 and have issued my report thereon dated February 28, 2005. As part of my audit, I made a study and evaluation of the Company's system of internal accounting control to the extent I considered necessary to evaluate the system as required by generally accepted auditing standards. The purpose of my 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.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practices and procedures followed by Newcourt Securities, Ltd. that we considered relevant to the objectives stated in Rule 17a-5(g) and in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11).

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

Mr. Peter Lawrence  
Page 2 of 2  
February 28, 2005

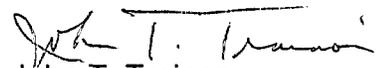
against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations to any internal accounting control procedures or 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.

My study and evaluation, made for the limited purpose described in the first paragraph, would not necessarily disclose all material weaknesses in the system of internal accounting control at Newcourt Securities, Ltd., taken as a whole. However, my study and evaluation disclosed no condition that I believe to be a material weakness.

I 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 purpose in accordance with the Securities Exchange Commission 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 my study, I believe that the Company's practices and procedures were adequate at December 31, 2004 to meet the Commission's objective.

This report is intended solely for the use of management, the Security Exchange Commission, and the National Association of Securities Dealers and should not be used for any other purpose.

  
John T. Trainor  
Certified Public Accountant

New Hyde Park, NY  
February 28, 2005

John T. Trainor  
Certified Public Accountant  
76-21 266 St  
New Hyde Park, NY 11040  
718-343-8865

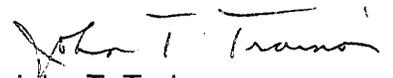
Newcourt Securities, Ltd.  
189 Upper Shad Road  
Pound Ridge, NY 10576

Gentlemen:

I have examined the general assessment and payments due SIPC by Newcourt Securities, Ltd., for the year ended December 31, 2004. The assessment and payments are reflected below:

Payment Date	January 5, 2004
Amount Paid	\$150.00 (Minimum)
SIPC Collection Agent	Washington, D.C.

In my opinion, the aforesaid statement presents fairly the assessment determined and paid in accordance with applicable instruction and forms by Newcourt Securities, Ltd., at December 31, 2004.

  
John T. Trainor  
Certified Public Accountant

February 28, 2005

Member of:  
American Institute of Certified Public Accountants  
New York State Society of Certified Public Accountants  
Association of Government Accountants