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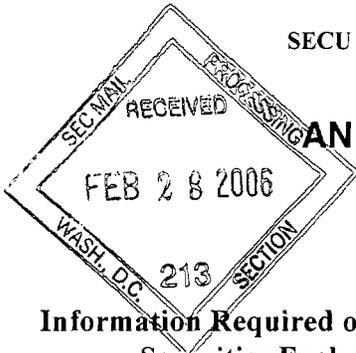
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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

SEC FILE NUMBER
8- 31826

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 01/01/05 AND ENDING 12/31/05  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: PrimeVest Financial Services, Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

400 First Street South, Suite 300

(No. and Street)

St. Cloud

MN

56301

(City)

(State)

(Zip Code)

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

Steve Schmitz

(320) 656-4309

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

Ernst & Young LLP

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

600 Peachtree Street, Ste 2800

Atlanta

GA

30308

(Address)

(City)

(State)

(Zip Code)

**CHECK ONE:**

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

PROCESSED  
APR 28 2006  
THOMSON  
FINANCIAL

**FOR OFFICIAL USE ONLY**

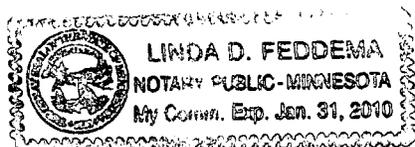
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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.

OATH OR AFFIRMATION

I, Mark Paul Shelson, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Primevest Financial Services, Inc., as of February 13, 2006, 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:

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



Mark Paul Shelson  
Signature  
CFO  
Title

Linda D. Feddema  
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 15c3-1 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).

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
**Audited Consolidated Financial Statement**  
**December 31, 2005**

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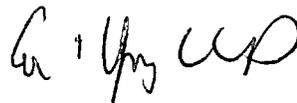
## Report of Independent Auditors

Stockholder and Board of Directors  
PRIMEVEST® Financial Services, Inc.

We have audited the accompanying consolidated statement of financial condition of PRIMEVEST® Financial Services, Inc. and Subsidiaries (the Company, a wholly owned subsidiary of Lion Connecticut Holdings, Inc., which is a wholly owned subsidiary of ING America Insurance Holdings, Inc.) as of December 31, 2005. This consolidated statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on this statement of financial condition 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 statement of financial condition is free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included 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 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.

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the consolidated financial position of PRIMEVEST® Financial Services, Inc. and Subsidiaries as of December 31, 2005, in conformity with accounting principles generally accepted in the United States.



Atlanta, Georgia  
February 14, 2006

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
**Consolidated Statement of Financial Condition**  
**December 31, 2005**  
*(Dollars in Thousands, Except Share Data)*

<b>Assets</b>	
Cash and cash equivalents	\$ 3,248
Receivable from brokers, dealers, and clearing organizations	1,638
Receivable from customers, net of allowance for doubtful accounts of \$250	35,115
Securities owned, at market value	10,034
Commissions receivable	4,085
Due from affiliates, including \$282 under tax allocation agreement	923
Deferred tax asset	2,124
Other assets	11,503
<b>Total assets</b>	<b>\$ 68,670</b>
<b>Liabilities and stockholder's equity</b>	
<b>Liabilities:</b>	
Payable to brokers, dealers, and clearing organizations	\$ 1,320
Payable to customers	10,647
Commissions payable	11,730
Due to affiliates	2,740
Other liabilities	11,820
<b>Total liabilities</b>	<b>38,257</b>
<b>Stockholder's equity:</b>	
Common stock (\$10 par value; 1,000,000 shares authorized; 81,468 shares issued and outstanding)	815
Additional paid-in capital	19,820
Retained earnings	9,778
<b>Total stockholder's equity</b>	<b>30,413</b>
<b>Total liabilities and stockholder's equity</b>	<b>\$ 68,670</b>

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

**PRIMEVEST® Financial Services, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statement**  
*(Dollars in Thousands)*

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**1. Nature of Business and Ownership**

PRIMEVEST® Financial Services, Inc. and Subsidiaries (the Company) is a registered securities broker-dealer that provides securities brokerage, insurance, and investment advisory services to customers through financial institutions. The Company also provides correspondent clearing services to affiliated and unaffiliated introducing broker-dealers. The Company is a wholly owned subsidiary of Lion Connecticut Holdings, Inc. (LCH or the Parent). LCH is a wholly owned subsidiary of ING America Insurance Holdings, Inc. (ING AIH). ING AIH is a wholly owned subsidiary of ING Groep N.V., a global financial services holding company based in The Netherlands.

The consolidated financial statements include the accounts of PRIMEVEST® Financial Services, Inc. and its wholly owned subsidiaries: Compulife Inc., Compulife Investor Services, Inc., Compulife Agency, Bancnorth Investment Group, Inc. (Bancnorth), Guaranty Brokerage Services, Inc. (Guaranty), PRIMEVEST® Insurance Agency of Texas, Inc., PRIMEVEST® Insurance Agency of New Mexico, Inc., PRIMEVEST® Insurance Agency of Oklahoma, Inc., PRIMEVEST® Insurance Agency of Ohio, Inc., PRIMEVEST® Insurance Agency of Alabama, Inc., PRIMEVEST® Insurance Agency of Nevada, Inc., PRIMEVEST® Insurance Agency of Wyoming, Inc. and Branson Insurance Agency, Inc. Bancnorth and Guaranty are introducing securities brokers established for the purpose of providing securities brokerage and insurance services to customers through financial institutions. The PRIMEVEST® insurance agencies were incorporated in their respective states for the purpose of providing the Company's customers with insurance products. All significant intercompany balances and transactions have been eliminated in consolidation.

**2. Summary of Significant Accounting Policies**

*General*

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

*Cash and Cash Equivalents*

The Company considers investments that can be redeemed on demand to be cash and cash equivalents.

*Securities Owned*

Securities owned are stated at fair value. Fair value generally is based on published market prices or other relevant factors, including dealer price quotations and valuation pricing models which take into account time value and volatility factors underlying the securities.

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statement**  
*(Dollars in Thousands)*

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*Receivable from Customers*

Receivables from customers are shown at their net realizable value. Uncollectible receivables are charged to operations during the period they are determined to be uncollectible.

*Furniture, Equipment and Leasehold Improvements*

Furniture, office equipment, and leasehold improvements are stated at cost and depreciated using the straight-line method over their estimated useful lives of three to ten years. Furniture and equipment in the amount of \$187, net of accumulated depreciation of \$1,150, and leasehold improvements in the amount of \$737, net of accumulated depreciation of \$351, are included in other assets on the consolidated statement of financial condition.

*Income Taxes*

Deferred income tax assets and liabilities result from temporary differences between the tax bases of assets and liabilities and their reported amounts in the financial statements that will result in taxable or deductible amounts in future years.

*Liabilities Subordinated to the Claims of General Creditors*

At December 31, 2005, the Company had no liabilities subordinated to the claims of general creditors.

**3. Income Taxes**

The results of the Company's operations are included in the consolidated tax return of ING AIH. ING AIH and its subsidiaries each report current income tax expense as allocated under a consolidated tax allocation agreement. Generally, this allocation results in profitable companies recognizing a tax provision as if the individual company filed a separate return and loss companies recognizing benefits to the extent of their losses.

**PRIMEVEST® Financial Services, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statement**  
*(Dollars in Thousands)*

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Deferred income taxes have been established by each member of the consolidated group based upon the temporary differences within each entity. Significant components of the Company's deferred tax assets and liabilities at December 31, 2005, are as follows:

Deferred tax assets:	
Pension	\$ 1,379
Amortization	437
Deferred compensation	383
Legal fees	244
Convention	175
Deferred income	134
Other	262
	<hr/>
Total deferred tax assets	3,014
Deferred tax liability:	
Prepaid expenses	890
	<hr/>
Net deferred tax asset	<u>\$ 2,124</u>

Management has evaluated the need for a valuation allowance for the deferred tax asset and believes that the deferred tax asset will more likely than not be realized. Accordingly, no valuation allowance has been recognized.

The Internal Revenue Service is currently examining the ING AIH's tax returns for the years 2002 and 2003. Management is not aware of any adjustments as a result of this examination that would have a material impact on the consolidated financial statements of the Company.

#### **4. Employee Benefits**

##### *401(k) and Pension Plans*

The employees of the Company are covered by a variety of employee benefit plans (both 401(k) and pension) that are administrated by affiliates. The different plans have various eligibility standards, vesting requirements, and guidelines for matching. The Company had no separate employee benefit plan in 2005 and relied on its affiliated companies to cover all eligible employees. All benefits that were paid by these affiliates were charged back to the Company for reimbursement.

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
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*(Dollars in Thousands)*

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**5. Commitments**

The Company leases office space and office equipment under various noncancelable operating leases. In addition to base rents, certain operating costs of the leased premises are also to be paid. Minimum payments required under these leases for each of the four succeeding years are as follows:

2006	\$	1,190
2007		987
2008		813
2009		40
Total	\$	<u>3,030</u>

**6. Contingencies**

The Company is party to a number of claims, lawsuits, and arbitrations arising in the course of its normal business activities. Although the ultimate outcome of these claims cannot be ascertained at this time, it is the opinion of management that these matters, when resolved, will not have a material effect on the Company's results of operations or financial condition.

As with many financial services companies, the Company and certain of its affiliates have received informal and formal requests for information from various state and federal governmental agencies and self-regulatory organizations in connection with inquiries and investigations of the products and practices of the financial services industry. In each case, the Company believes full cooperation has been and is being provided.

The Company has received notice from the staff of the National Association of Securities Dealers (NASD) that the staff has made a preliminary determination to recommend that disciplinary action be brought against it for violations of the NASD Conduct Rules in connection with directed brokerage. Other regulators may take some form of action with respect to the Company or its affiliates before concluding activity relating to this matter. The Company believes an adequate accrual has been made in the financial statements for any liability that may result from this action.

The potential outcome of this and other such actions is difficult to predict. Depending upon the actual outcome, which could include but is not limited to a settlement involving penalties, the Company or certain of its affiliates could experience adverse effects. ING management believes, however, that the actual outcome of such action will not have a material adverse effect on the Company or ING's U.S. business.

The New York Attorney General's office and other regulators are also conducting other broad investigations involving the financial services industry. These initiatives currently focus on, among other things, compensation and other sales incentives, conflicts of interest, anti-competitive activity, marketing practices, and disclosure. It is likely that the

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statement**  
*(Dollars in Thousands)*

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scope of these investigations will further broaden before the investigations are concluded. Like other financial services companies, U.S. affiliates of ING have received formal and informal requests in this regard, and are cooperating fully with each request for information.

**7. Related Party Transactions**

ING Brokers Network, LLC (ING BN) (an affiliated company) and ING AIH performed certain general administrative services for the Company. Amounts reported in the statement of financial condition related to transactions and agreements with affiliates may not be the same as those recorded if the Company was not a wholly owned subsidiary of its Parent.

**8. Short-Term Borrowings**

The Company has a \$50,000 discretionary line of credit available with a nationally recognized financial institution. There were no outstanding borrowings at December 31, 2005. The line of credit is due on demand.

**9. Off-Balance Sheet Risk**

Financial instruments recorded at fair value on the Company's consolidated statement of financial condition include securities owned and securities sold, not yet purchased. Other financial instruments are recorded by the Company at contract amounts and include receivables from and payables to brokers, dealers, and clearing organizations and receivables from and payables to customers. Financial instruments carried at contract amounts which approximate fair value either have short-term maturities (one year or less), are repriced frequently, or bear market interest rates and, accordingly, are carried at amounts approximating fair value.

The Company's customer activities involve the execution, settlement, and financing of various securities transactions. These activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to the customer, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the customer's account. In connection with these activities, the Company executes and clears customer transactions involving the sale of securities not yet purchased and the writing of options contracts. Such transactions may expose the Company to off-balance-sheet risk in the event that margin requirements are not sufficient to fully cover losses that customers incur, or counterparties are unable to meet the terms of the contracted obligations.

In the event a customer or broker fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices in order to fulfill the customer's obligations. The Company seeks to control the risk associated with its customer activities by requiring customers to maintain margin collateral in compliance

**PRIMEVEST<sup>®</sup> Financial Services, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statement**  
*(Dollars in Thousands)*

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with various regulatory and internal guidelines. The Company monitors required margin levels daily and pursuant to such guidelines, requires customers to deposit additional collateral, or reduce positions, when necessary.

**10. Net Capital Requirements**

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital. The Company computes its net capital requirements under the alternative method provided for in Rule 15c3-1. The rule requires the maintenance of minimum net capital of the greater of \$250 or 2% of aggregate debit items. At December 31, 2005, the Company had net capital of \$17,126, which was \$16,383 in excess of required net capital of \$743. The Company's ratio of net capital to aggregate debit items was 46%.