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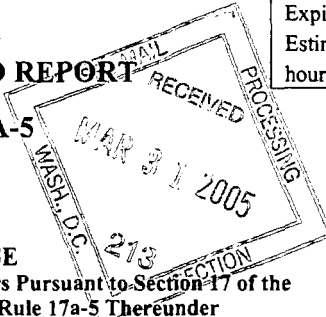
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**ANNUAL AUDITED REPORT**

**FORM X-17A-5  
PART III**



SEC FILE NUMBER
8-51939

**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: AlterNet Securities, Inc.

OFFICIAL USE ONLY
FIRM ID. NO.

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

380 Madison Avenue

(No. and Street)

New York  
(City)

NY  
(State)

10017  
(Zip Code)

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

Angelo Bulone

(212) 444-6269  
(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

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

KPMG LLP

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

757 Third Avenue  
(Address)

New York  
(City)

New York  
(State)

10017  
(Zip Code)

**CHECK ONE:**

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

**PROCESSED**

**APR 11 2005**

**THOMSON  
FINANCIAL**

OC

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).

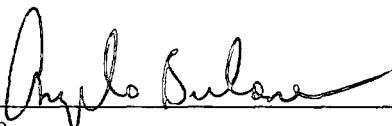
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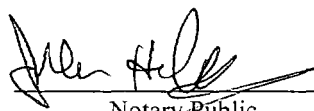
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**AFFIRMATION**

I, Angelo Bulone, affirm that, to the best of my knowledge and belief, the accompanying financial statements and supplemental schedules pertaining to AlterNet Securities, Inc. for the year ended December 31, 2004 are true and correct. I further affirm, that neither the Company nor any officer or director has any proprietary interest in any account classified solely as that of a customer.

  
\_\_\_\_\_  
Signature

Senior Vice President and Controller  
Title

  
\_\_\_\_\_  
Notary Public  
Richmond County STATE OF NY  
Reg # 0140 4986274  
Expires on 9/9/05



KPMG LLP  
345 Park Avenue  
New York, NY 10154

## INDEPENDENT AUDITORS' REPORT

Board of Directors  
AlterNet Securities, Inc.:

We have audited the accompanying statement of financial condition of AlterNet Securities, Inc. (the "Company") as of December 31, 2004, that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This 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 of America. 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. 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 of a statement of financial condition includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit of a statement of financial condition also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition 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 financial position of AlterNet Securities, Inc. at December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

**KPMG LLP**

March 21, 2005

**ALTERNET SECURITIES, INC.**

(A wholly owned subsidiary of Investment Technology Group, Inc.)

Statement of Financial Condition

December 31, 2004

**Assets**

Cash and cash equivalents	\$	4,129,499
Receivable from clearing broker		275,002
Securities owned, at fair value		<u>60,900</u>
Total assets	\$	<u>4,465,401</u>

**Liabilities and Stockholder's Equity**

Liabilities:		
Accounts payable and accrued expenses	\$	48,529
Software royalties payable		112,338
Due to affiliates		236,199
Income taxes payable		<u>132,264</u>
Total liabilities		<u>529,330</u>
Commitments and contingencies		
Stockholder's equity:		
Common stock, \$0.01 par value; 1,000 shares authorized, issued and outstanding		10
Additional paid-in capital		3,000,000
Retained earnings		<u>936,061</u>
Total stockholder's equity		<u>3,936,071</u>
Total liabilities and stockholder's equity	\$	<u>4,465,401</u>

See accompanying notes to Statement of Financial Condition.

## ALTERNET SECURITIES, INC.

(A wholly owned subsidiary of Investment Technology Group, Inc.)

Notes to Statement of Financial Condition

December 31, 2004

### (1) Organization and Basis of Presentation

AlterNet Securities, Inc. (the "Company") is a broker-dealer registered with the Securities Exchange Commission ("SEC") and is a member of the National Association of Securities Dealers, Inc. ("NASD"). The Company is a Delaware Corporation that is a wholly owned subsidiary of Investment Technology Group, Inc. (the "Parent"). The Statement of Financial Condition and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

The Company is engaged in a single line of business as a securities broker providing other broker-dealers an opportunity to facilitate securities transactions using POSIT® (a registered service mark of POSIT, a Joint Venture), an electronic stock crossing system, which provides liquidity, confidentiality and low transaction costs (See Note 7 - *Subsequent Events*).

The Company, in connection with its activities as a broker-dealer, does not hold funds or securities for customers. Accordingly, the Company is exempt from SEC Rule 15c3-3 pursuant to provision (k)(2)(ii) of such rule.

### (2) Summary of Significant Accounting Policies

#### *Use of Estimates*

The preparation of the Statement of Financial Condition in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets, liabilities, revenues and expenses. Actual results could differ from those estimates.

#### *Cash and Cash Equivalents*

The Company has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days, which are part of the cash management activities of the Company. Included in cash and cash equivalents on the Statement of Financial Condition at December 31, 2004, are money market instruments and cash totaling \$3,459,227 and \$670,272, respectively.

#### *Fair Value of Financial Instruments*

Substantially all of the Company's financial instruments are carried at fair value or amounts approximating fair value. Cash and cash equivalents and receivable from clearing broker are carried at fair value. Liabilities are carried at amounts approximating fair value.

## ALTERNET SECURITIES, INC.

(A wholly owned subsidiary of Investment Technology Group, Inc.)

Notes to Statement of Financial Condition

December 31, 2004

### *Securities Transactions*

Receivable from clearing broker consists principally of commissions receivable from securities transactions. Transactions in securities are recorded on a trade-date basis. The Company clears all securities transactions through its clearing broker, Jefferies & Company, Inc., on a fully disclosed basis.

Securities owned consists of corporate stock valued using market quotes from third parties totaling \$40,800 and securities not readily marketable totaling \$20,100, representing warrants valued at fair value as determined by management.

### *Income Taxes*

The Company is included in the consolidated federal, state and local income tax returns of the Parent. The Company is charged or credited with an amount equal to its separate tax liability or benefit as if it were filing on an individual company basis.

Income taxes are accounted for on the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the Statement of Financial Condition carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recorded against deferred tax assets if it is more likely than not that such assets will not be realized.

### **(3) Income Taxes**

For the year ended December 31, 2004, the Company's operations were included in the consolidated federal income tax return of the Parent. The Company accounts for income taxes as if it were a separate entity. Income taxes payable reflected on the Statement of Financial Condition at December 31, 2004, are payable to ITG.

### **(4) Related Party Transactions**

Pursuant to a service agreement with ITG, certain securities trading services, administrative services, and the use of certain office space in connection with the Company's operations are provided.

Pursuant to an Intangible Property License Agreement with an affiliate, ITG Software Solutions Inc. ("ITGSSI"), the Company paid ITGSSI license fees for the use of its technology.

In the normal course of business, the Parent and/or ITG may receive and disburse cash on behalf of the Company. This net activity is reflected in due to affiliates on the accompanying Statement of Financial Condition at December 31, 2004.

All employees of the Company are covered by the benefit plans of the Parent or ITG.

## ALTERNET SECURITIES, INC.

(A wholly owned subsidiary of Investment Technology Group, Inc.)

Notes to Statement of Financial Condition

December 31, 2004

### (5) Off-Balance Sheet Risk and Concentration of Credit Risk

In the normal course of business, the Company is involved in the execution of various institutional customer securities transactions. Securities transactions are subject to the credit risk of counter party or customer nonperformance. However, transactions are collateralized by the underlying securities, thereby reducing the associated risk to changes in the market value of the securities through settlement date. Therefore, the settlement of these transactions is not expected to have a material effect on the Company's Statement of Financial Condition. It is also the Company's policy to review, as necessary, the credit worthiness of each counter party and customer.

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents, receivable from clearing broker, and securities owned, at fair value. Cash and cash equivalents and securities owned, at fair value are deposited with high credit quality financial institutions.

### (6) Net Capital Requirement

The Company is subject to the SEC Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. The Company has elected to use the basic method permitted by SEC Rule 15c3-1, which requires that the Company maintain minimum net capital, as defined, equal to the greater of \$100,000 or 6-2/3% of aggregate indebtedness.

At December 31, 2004, the Company had net capital of \$3,752,415, which was \$3,652,415 in excess of required net capital of \$100,000. The Company's ratio of aggregate indebtedness to net capital ratio was 0.14 to 1.

### (7) Subsequent Events

On February 1, 2005, the Company's affiliate, ITG, paid \$90 million to Morgan Stanley Capital International, Inc. ("MSCI"), to acquire MSCI's interest in POSIT, a Joint Venture (the "POSIT JV") from BARRA POSIT Inc., a subsidiary of MSCI. Upon completion of the transaction, ITG now owns 50% of the POSIT JV, while the Company's other affiliate ITGSSI will continue to own the remaining 50% interest.

On January 21, 2005, the Company paid a cash dividend in the amount of \$600,000 to its Parent.