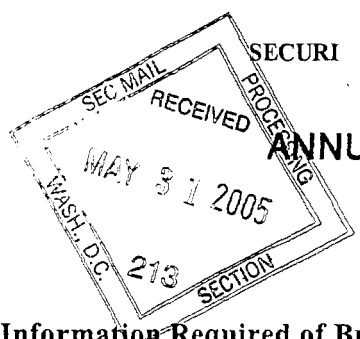


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B- 37246

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

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 April 1, 2004 AND ENDING March 31, 2005
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Bariston Securities Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

265 Franklin Street

(No. and Street)

Boston

MA

02110

(City)

(State)

(Zip Code)

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

Mark Greene

(617) 330-8950

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Feeley & Driscoll P.C.

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

200 Portland St.

Boston

MA

02114

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

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

PROCESSED
B JUN 20 2005
THOMSON
FINANCIAL

FOR OFFICIAL USE ONLY

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*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)

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.

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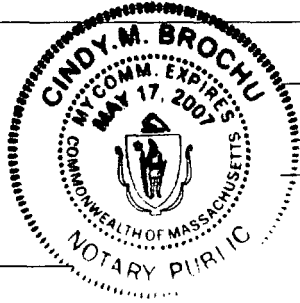
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OATH OR AFFIRMATION

I, Martin Madden, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Bariston Securities Inc.

, as of March 31, 2005, 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:

Cindy M. Brochu
Notary Public



[Signature]
Signature

President
Title

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).

BARISTON SECURITIES, INC.

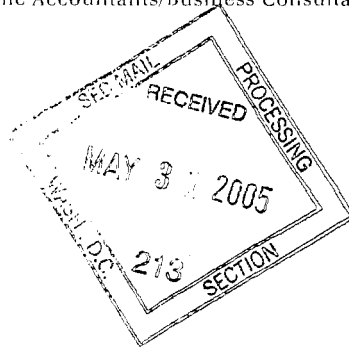
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FEELEY & DRISCOLL, P.C.
Certified Public Accountants/Business Consultants



The Board of Directors
Bariston Securities, Inc.
Boston, Massachusetts

Independent Auditors' Report

We have audited the accompanying statement of financial condition of Bariston Securities, Inc. (the Company) (a Massachusetts corporation and a wholly owned subsidiary of Bariston Holdings, Inc.) as of March 31, 2005, and the related statements of operations, changes in stockholder's equity, 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. 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 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, the financial statements referred to above present fairly, in all material respects, the financial condition of Bariston Securities, Inc. as of March 31, 2005, and the results of its operations and 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 information contained in Schedules I and II 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 of 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 our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

April 28, 2005

Feeley & Driscoll, P.C.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Statement of Financial Condition

March 31, 2005

Assets

Cash	\$ 16,399
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Liabilities and Stockholder's Equity

Liabilities:

Accrued expenses	\$ 5,000
Income taxes payable	456
Total liabilities	<u>5,456</u>

Stockholder's equity:

Common stock, \$0.10 par value; 300,000 shares authorized; 1,000 shares issued and outstanding	100
Additional paid-in capital	154,406
Retained deficit	<u>(143,563)</u>
Total stockholder's equity	<u>10,943</u>

Total liabilities and stockholder's equity	<u>\$ 16,399</u>
--	------------------

See accompanying notes to financial statements.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Statement of Operations

For the year ended March 31, 2005

Revenues	\$	-
Expenses:		
License and registration fees		9,620
Audit fees		5,000
Insurance		480
Dues and subscriptions		100
Bank fees		49
Operating loss		<u>(15,249)</u>
Interest income		<u>175</u>
Net loss before provision for state income taxes		(15,074)
Provision for state income taxes		<u>456</u>
Net loss	\$	<u><u>(15,530)</u></u>

See accompanying notes to financial statements.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Statement of Changes in Stockholder's Equity

For the year ended March 31, 2005

	Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance at March 31, 2004	1,000	\$ 100	\$ 134,406	\$ (128,033)	\$ 6,473
Contribution of capital			20,000		20,000
Net loss				(15,530)	(15,530)
Balance at March 31, 2005	<u>1,000</u>	<u>\$ 100</u>	<u>\$ 154,406</u>	<u>\$ (143,563)</u>	<u>\$ 10,943</u>

See accompanying notes to financial statements.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Statement of Cash Flows

For the year ended March 31, 2005

Cash flows from operating activities:	
Net loss	\$ (15,530)
Adjustments to reconcile net loss to net cash used in operating activities:	
Decrease in accrued expenses	<u>(2,000)</u>
Net cash used in operating activities	<u>(17,530)</u>
Cash flows from financing activities:	
Capital contributions received	<u>20,000</u>
Net cash provided by financing activities	<u>20,000</u>
Net increase in cash	2,470
Cash at beginning of year	<u>13,929</u>
Cash at end of year	<u>\$ 16,399</u>

See accompanying notes to financial statements.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Notes to Financial Statements

March 31, 2005

Note 1 - Organization

Bariston Securities, Inc. (the Company) is a wholly owned subsidiary of Bariston Holdings, Inc. (BHI). The Company is registered as a broker-dealer under the Securities Exchange Act of 1934 and provides services to an affiliated company. Revenues generated in the course of these activities are recorded in the books of the affiliated company. The parent has committed to the funding of the operating expenses of the Company, whenever necessary, in the form of additional capital contributions.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting - The Company's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America, whereby revenues, if any, from placement fees are recognized when earned and expenses are recognized when incurred.

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, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes - The Company's federal tax return is included in the consolidated tax return of its parent, BHI. The Company's tax provision is calculated on a separate return basis, and taxes payable or benefits taken are transferred to BHI. The Company files its own Massachusetts state tax return.

The Company provides for income taxes in accordance with the requirements of Statement of Financial Accounting Standards (SFAS) No. 109, *Accounting for Income Taxes*. Under SFAS No. 109, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. The amount of deferred tax asset or liability is based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to be reflected in the tax return.

Note 3 - Net Capital

As a broker-dealer, the Company is subject to the Securities and Exchange Commission's (SEC) regulations and operating guidelines, which require the Company to maintain a specified amount of net capital, as defined, and a ratio of aggregate indebtedness to net capital, as defined, not to exceed 15:1. Net capital and the related ratio of aggregate indebtedness to net capital may fluctuate on a daily basis. The Company's net capital, as computed under rule 15c3-I was \$10,943, which exceeded required net capital of \$5,000 by \$5,943. The Company's ratio of aggregate indebtedness to net capital was 0.5:1 at March 31, 2005.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Notes to Financial Statements - Continued

March 31, 2005

Note 3 - Net Capital - Continued

The Company is exempt from rule 15c3-3 as it maintains a special account for the exclusive benefit of its customers, and it does not otherwise hold funds or securities for, or owe money or securities to its customers.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Computation of Net Capital under Rule 15c3-1
of the Securities and Exchange Act of 1934

March 31, 2005

Net capital	\$	10,943
Minimum net capital required		<u>5,000</u>
Excess net capital	\$	<u>5,943</u>
Aggregate indebtedness - Accrued expenses	\$	<u>5,456</u>
Ratio - aggregate indebtedness to net capital	\$	<u>0.5:1</u>

There are no material differences in the Computation of Net Capital under rule 15c3-1 of the Securities Exchange Act of 1934 and computation of net capital in the Company's corresponding unaudited FOCUS Report Part IIA, filed as of March 31, 2005.

BARISTON SECURITIES, INC.
(A Wholly Owned Subsidiary of Bariston Holdings, Inc.)

Computation for Determination of Reserve Requirements for
Broker-Dealers under Rule 15c3-3
of the Securities Exchange Act of 1934

March 31, 2005

Bariston Securities, Inc. is exempt from the reserve requirements of rule 15c3-3, as it maintains a special account for the exclusive benefit of its customers, and it does not otherwise hold funds or securities for, or owe money or securities to, its customers. Accordingly, the computation for determination of reserve requirements pursuant to rule 15c3-3 and information relating to the possession or control requirements pursuant to rule 15c3-3 are not applicable. In the opinion of management, the Company has complied with the exemptive provisions of rule 15c3-3 throughout the year ended March 31, 2005.



FEELEY & DRISCOLL, P.C.
Certified Public Accountants/Business Consultants

Supplementary Report of Independent Auditors'

To the Board of Directors of
Bariston Securities, Inc.
Boston, Massachusetts

In planning and performing our audit of the financial statements and supplemental schedules of Bariston Securities, Inc. (the Company) for the year ended March 31, 2005, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (the SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures 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. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

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 controls 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 SEC's 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 use of disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit 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 internal control or the practices and procedures referred to above, error or fraud may 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 effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in 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 the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the 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 internal control, 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 SEC 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 March 31, 2005 to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, 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.

April 28, 2005

Feeley & Driscoll, P.C.

