

**FIRST ALBANY CAPITAL INC.**  
(A wholly owned subsidiary of First Albany Companies Inc.)

STATEMENT OF FINANCIAL CONDITION

As of December 31, 2004

Report of Independent Auditors

To the Board of Directors and Stockholder of  
First Albany Capital Inc.:

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of First Albany Capital Inc., formerly First Albany Corporation (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 financial statement, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

PRICEWATERHOUSECOOPERS L.L.P.

February 25, 2005

**STATEMENT OF FINANCIAL CONDITION**  
(In thousands of dollars)

	December 31, 2004
<b>ASSETS</b>	
Cash	\$ 936
Securities purchased under agreements to resell	35,028
Receivables from:	
Brokers, dealers and clearing agencies	46,004
Customers	3,311
Parent and affiliates	179
Others	6,075
Securities owned, at market value	190,426
Exchange memberships, at cost; market value: 2004 - \$977	67
Other assets	12,605
Total assets	\$ 294,631
<b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>	
Liabilities	
Short-term bank loans	\$ 139,875
Payables to:	
Brokers, dealers and clearing agencies	2,050
Customers	1,620
Parent and affiliates	2,400
Others	3,349
Securities sold, but not yet purchased, at market value	41,747
Accounts payable	2,634
Accrued compensation	32,417
Accrued expenses	3,650
Income taxes payable	-
Total liabilities	229,742
Subordinated debt	4,820
<b>COMMITMENTS AND CONTINGENCIES</b>	
Stockholder's equity	
Preferred, voting, 6% cumulative, \$10 par value; authorized 20,000 shares; none issued	
Common, voting, \$.01 par value; authorized 5,000,000 shares; 100 issued and outstanding	
Additional paid-in capital	16,503
Retained earnings	43,566
Total stockholder's equity	60,069
Total liabilities and stockholder's equity	\$ 294,631

The accompanying notes are an integral part of this financial statement

## NOTES TO FINANCIAL STATEMENTS

### **NOTE 1. Significant Accounting Policies**

First Albany Capital (the Company) is a wholly owned subsidiary of First Albany Companies Inc. (the Parent). The Company is a broker-dealer registered with the Securities and Exchange Commission (SEC) and is a member of the National Association of Securities Dealers, Inc., the New York Stock Exchange, the National Futures Association and various other exchanges. The Company's primary businesses include securities brokerage for institutional customers and investment banking services to corporate and public clients. Additionally, the Company engages in market-making and trading of corporate, government and municipal securities.

#### 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 amount of assets and liabilities and disclosure of contingent 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.

#### Resale and Repurchase Agreements

Transactions involving purchases of securities under agreements to resell or sales of securities under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at their contracted resale or repurchase amounts plus accrued interest. It is the policy of the Company to obtain possession of collateral with a market value equal to or in excess of the principal amount loaned under resale agreements. Collateral is valued daily and the Company may require counter parties to deposit additional collateral or return collateral pledged when appropriate.

At December 31, 2004, the Company had entered into a number of resale agreements with Mizuho Securities USA and Spear Leeds & Kellogg valued at \$35.1 million. The collateral held by the Company consists of Government Bonds and was in excess of the principal amount loaned to Mizuho Securities USA and Spear Leeds & Kellogg. These resale agreements may be cancelled or renewed on a daily basis by either the Company or the counter party.

#### Securities-Lending Activities

Securities borrowed and securities loaned transactions are generally reported as collateralized financings and are recorded at the amount of cash collateral advanced or received. Securities borrowed transactions require the Company to deposit cash, or other collateral with the lender. With respect to securities loaned transactions, the Company receives collateral in the form of cash or other collateral in an amount generally in excess of the market value of securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary.

#### Collateral

The Company receives collateral in connection with resale agreements and securities borrowed transactions. Under many agreements, the Company is permitted to sell or repledge these securities held as collateral and use the securities to secure repurchase agreements, enter into securities lending transactions or deliver to counter parties to cover short positions. The Company continues to report assets it has pledged as collateral in secured borrowing transactions and other arrangements when the secured party cannot sell or repledge the assets and does not report assets received as collateral in secured lending transactions and other arrangements because the debtor typically has the right to redeem the collateral on short notice.

#### Exchange Memberships

Exchange memberships are recorded at cost or, if an other than temporary impairment in value has occurred, at a value that reflects management's estimate of the impairment. There is no allowance recorded for impairment.

**NOTES TO FINANCIAL STATEMENTS (continued)**

Drafts Payable

Drafts payable represent amounts drawn by the Company against a bank and sight overdrafts under a sweep agreement with a bank.

Fair Value of Financial Instruments

The financial instruments of the Company are reported on the statement of financial condition at market or fair value, or at carrying amounts that approximate fair values, because of the short maturity of the instruments except subordinated debt. The estimated fair value of subordinated debt at December 31, 2004, approximates its carrying value based on current rates available.

**NOTE 2. Cash and Securities Segregated For Regulatory Purposes**

At December 31, 2004, the Company was not required to segregate any cash or securities in a special reserve bank account for the benefit of customers under Rule 15c3-3 of the Securities and Exchange Commission.

**NOTE 3. Receivables From and Payables To Brokers, Dealers and Clearing Agencies**

Amounts receivable from brokers, dealers and clearing agencies consisted of the following at December 31, 2004:

<i>(In thousands of dollars)</i>	
Adjustment to record securities owned on a trade date basis, net	\$ 16,009
Securities borrowed	462
Securities fail-to-deliver	22,452
Commissions receivable	3,072
Deposits with clearing organizations	4,009
<b>Total</b>	<b>\$ 46,004</b>

Amounts payable to brokers, dealers and clearing agencies consisted of the following at, December 31, 2004:

<i>(In thousands of dollars)</i>	
Securities fail-to-receive	\$ 2,050
<b>Total</b>	<b>\$ 2,050</b>

Proprietary securities transactions are recorded on trade date, as if they had settled. The related amounts receivable and payable for unsettled securities transactions are recorded net in receivables or payables to brokers, dealers and clearing agencies on the Statement of Financial Condition.

**NOTES TO FINANCIAL STATEMENTS (continued)**

**NOTE 4. Receivables From and Payables To Customers**

The majority of the Company's non-institutional customers securities transactions, including those of officers, directors, employees and related individuals, are cleared through a third party under a clearing agreement. Under this agreement, the clearing agent executes and settles customer securities transactions, collects margin receivables related to these transactions, monitors the credit standing and required margin levels related to these customers and, pursuant to margin guidelines, requires the customer to deposit additional collateral with them or to reduce positions, if necessary. In the event the customer is unable to fulfill its contractual obligations, the clearing agent may purchase or sell the financial instrument underlying the contract, and as a result may incur a loss.

If the clearing agent incurs a loss, it has the right to pass the loss through to the Company which exposes the Company to off-balance-sheet risk. The Company has retained the right to pursue collection or performance from customers who do not perform under their contractual obligations and monitors customer balances on a daily basis along with the credit standing of the clearing agent. As the potential amount of losses during the term of this contract has no maximum, the Company believes there is no maximum amount assignable to this indemnification. At December 31, 2004, substantially all customer obligations were fully collateralized and the Company has not recorded a liability related to the clearing agent's right to pass losses through to the Company.

At December 31, 2004, receivables from customers are mainly comprised of the purchase of securities by institutional clients. Delivery of these securities is made only when the Company is in receipt of the funds from the institutional clients.

**NOTE 5. Securities Owned and Sold, But Not Yet Purchased**

Securities owned and sold, but not yet purchased, consisted of the following at December 31, 2004:

(In thousands of dollars)	Owned	Sold, But Not Yet Purchased
Marketable Securities		
U.S. Government and federal agency obligations	\$ 15,829	35,914
State and municipal bonds	115,819	4,501
Corporate obligations	32,273	726
Equity securities	21,893	606
Options	56	
Not Readily Marketable Securities		
Investment securities with no publicly quoted market	1,732	
Investment securities subject to restrictions	2,824	
<b>Total</b>	<b>\$ 190,426</b>	<b>41,747</b>

Securities not readily marketable include investment securities (a) for which there is no market on a securities exchange or no independent publicly quoted market, (b) that cannot be publicly offered or sold unless registration has been effected under the Securities Act of 1933, or (c) that cannot be offered or sold because of other arrangements, restrictions or conditions applicable to the securities or to the Company.

**NOTES TO FINANCIAL STATEMENTS (continued)**

**NOTE 6. Short-Term Bank Loans**

Short-term bank loans are made under a variety of bank lines of credit totaling \$300,000,000 of which \$139,875,000 is outstanding at December 31, 2004. These bank lines of credit consist of credit lines that the Company has been advised are available but for which no contractual lending obligation exists and are repayable on demand. These loans are limited to finance securities eligible for collateralization, including Company owned securities, subject to certain regulatory formulas. These loans bear interest at variable rates based primarily on the Federal Funds interest rate. The weighted average interest rate on these loans was 2.42% at December 31, 2004. At December 31, 2004, short-term bank loans are collateralized by Company owned securities, which are classified as securities owned and receivables from brokers, dealers and clearing agencies, of \$147,732,486.

**NOTE 7. Payables To Others**

Amounts payable to others consisted of the following at December 31, 2004:

<u>(In thousands of dollars)</u>	
Draft payables	\$ 1,748
Others	1,601
<b>Total</b>	<b>\$ 3,349</b>

Drafts payable represent amounts drawn by the Company against a bank and sight overdrafts under a sweep agreement with a bank.

**NOTE 8. Commitments and Contingencies**

**Litigation:**

In the normal course of business, the Company has been named a defendant, or otherwise has possible exposure, in several claims. Certain of these are class actions, which seek unspecified damages, which could be substantial. Although there can be no assurance as to the eventual outcome of litigation in which the Company has been named as a defendant or otherwise has possible exposure, the Company has provided for those actions likely of adverse disposition. Although further losses are possible, the opinion of management, based upon the advice of its attorneys and general counsel, is that such litigation will not, in the aggregate, have a material adverse effect on the Company's liquidity or financial position, although it could have a material effect on quarterly or annual operating results in the period in which it is resolved.

**Collateral:** The Company receives collateral in connection with resale agreements and securities borrowed transactions. Under many agreements, the Company is permitted to sell or repledge these securities held as collateral and use the securities to secure repurchase agreements, enter into securities lending transactions or deliver to counter parties to cover short positions. The Company continues to report assets it has pledged as collateral in secured borrowing transactions and other arrangements when the secured party cannot sell or repledge the assets and does not report assets received as collateral in secured lending transactions and other arrangements because the debtor typically has the right to redeem the collateral on short notice.

**NOTES TO FINANCIAL STATEMENTS (continued)**

The fair value of securities received as collateral, where the Company is permitted to sell or repledge the securities consisted of the following as of December 31, 2004:

<u>(In thousands of dollars)</u>	
Securities purchased under agreements to resell	\$ 35,080
Securities borrowed	446
<b>Total</b>	<b>\$ 35,526</b>

**Other:** The Company enters into underwriting commitments to purchase securities as part of its investment banking business. Also, the Company may purchase and sell securities on a when - issued basis. As of December 31, 2004, the Company had no outstanding underwriting commitments and had purchased or sold no securities on a when-issued basis.

In connection with a \$47.4 million underwriting transaction, the Company sent unauthorized emails to 223 addressees, each of which may have constituted a nonconforming prospectus under the Securities Act of 1933. A recipient of the unauthorized emails may be entitled to rescission rights if they purchased shares of common stock issued through the underwriting transaction. The rescission rights would allow any recipient of the communication, for a period of one year from March 30, 2004, the date of such recipient's purchase of shares of common stock issued through the underwriting, to seek recovery of the consideration paid in connection with the purchase. The Company has agreed to indemnify the company whose common stock was underwritten for losses, costs and expenses that might be incurred as a result of the unauthorized communications. In an effort to avoid further Securities Act implications and to minimize the risk related to the indemnification provided as a result of the unauthorized communication, the Company took a number of steps to control the solicitation, allocation and distribution of the shares of common stock issued in the transaction, which included selling only to institutional investors and prohibiting sales to those who were among the 223 original addressees. As of December 31, 2004, the Company has not accrued any liability related to this agreement.

**NOTE 9. Related Party Transactions**

Securities transactions

The Company clears security transactions for its Parent and affiliates, and certain of the Company's investments are managed by an affiliate. Revenues and expenses associated with these transactions are nominal.

Advances

The Company periodically provides advances to its Parent and affiliates or receives advances from its Parent and affiliates. Typically, advances are to fund certain operating expenses, tax payments and capital purchases. These advances are included in Receivables from and Payable to Parent and affiliates on the statement of financial condition.

During 2004, the Parent transferred to the Company certain publicly traded investments, valued at market value on the transfer date, to reduce its liability to the Company and to contribute additional capital to the Company.

Other

To the extent that employees of the Company participate in certain stock based benefit plans sponsored by the Company's Parent, the expense associated with these plans is recognized by the Company and either a liability to the Parent or capital contribution by the Parent is recognized. Any tax benefits related to these benefit plans are also recognized by the Company.

Leases

The Company's headquarters and sales offices, and certain office and communication equipment, are leased by the Parent under noncancellable operating leases, certain of which contain escalation clauses which expire at various times through 2014. The Company is charged by the Parent for the use of such offices.

**NOTES TO FINANCIAL STATEMENTS (continued)**

**NOTE 10. Subordinated Debt**

The Company has subordinated debt of \$1,125,000 payable to its Parent, with interest paid quarterly at 9%. Principal payments of \$375,000 are due quarterly and the debt matures June 30, 2005.

A select group of management and highly compensated employees are eligible to participate in the First Albany Companies Inc. Deferred Compensation Plan for Key Employees (the "Plan"). The employees enter into subordinate loans with the Company to provide for the deferral of compensation and employer allocations under the Plan. The accounts of the participants of the Plan are credited with earnings and/or losses based on the performance of various investment benchmarks selected by the participants. Maturities of the subordinated debt are based on the distribution election made by each participant, which may be deferred to a later date by the participant. The amount of subordinate loans under the Plan at December 31, 2004 was \$3,695,000.

Principal debt repayment requirement for all subordinated debt as of December 31, 2004, are as follows:

(In thousands of dollars)	
2005	\$ 1,125
2006	1,328
2007	1,442
2008	93
2009	115
2010	218
Thereafter	499
Total	\$ 4,820

The New York Stock Exchange has approved the Company's subordinated debt agreements disclosed above. Pursuant to these approvals, these amounts are allowable in the Company's computation of net capital (see Schedule I – "Computation of Net Capital Under Rule 15c3-1").

**NOTE 11. Income Taxes**

The Company files a consolidated federal and various combined state and local income tax returns with its Parent and separate tax returns with certain other states and localities. The income tax provision or benefit is computed on a separate return basis as a member of a controlled group and is allocated to the Company by its Parent.

Under the asset and liability method, deferred income taxes are recognized for the tax consequences of "temporary differences" by applying enacted statutory tax rates applicable for future years to differences between financial statement basis and tax basis of existing assets and liabilities. The effect of tax rate changes on deferred taxes is recognized in the income tax provision in the period that includes the enactment date.

The temporary differences that give rise to significant portions of deferred tax assets and liabilities consisted of the following at December 31, 2004:

(In thousands of dollars)	
Investments	\$ (1,062)
Deferred compensation	7,989
Accrued liabilities	284
Other	134
Net operating loss carryforward	2,796
Total deferred tax assets	\$ 10,141

**NOTES TO FINANCIAL STATEMENTS (continued)**

The Company has not recorded a valuation allowance for deferred tax assets at December 31, 2004, since it has determined that it is more likely than not that deferred tax assets will be fully realized through future taxable income. At December 31, 2004, the Company had available \$7.2 million of federal net operating loss carryforwards. The federal net operating loss carryforwards expire in 2024. At December 31, 2004, the Company had available state operating loss carryforwards for tax purposes approximating \$3.2 million, which expire between 2009 and 2024.

At December 31, 2004, the Company had certain net deferred tax assets of \$2.4 million, which have been settled with its Parent either in intercompany account or equity.

**NOTE 12. Net Capital Requirements**

The Company is subject to the SEC's Uniform Net Capital Rule (Rule 15c3-1) and the Commodity's Futures Trading Commission Regulation 1.17, which both require the maintenance of minimum net capital. The Company has elected to use the alternative method, permitted by the Rule, which requires that the Company maintain minimum net capital equal to 2% of aggregate debit balances arising from customer transactions, as defined, or \$1 million, whichever is greater. At December 31, 2004, the Company had net capital of \$29.3 million, which was 574.63% of aggregate debit balances and \$28.3 million in excess of required minimum net capital.

**NOTE 13. Trading Activities**

As part of its trading activities, the Company provides to institutional clients, brokerage and underwriting services. While trading activities are primarily generated by client order flow, the Company also takes selective proprietary positions based on expectations of future market movements and conditions and to facilitate institutional client transactions. Interest revenue and expense are integral components of trading activities. In assessing the profitability of trading activities, the Company views net interest and principal transactions revenues in the aggregate. Certain trading activities expose the Company to market and credit risks.

**Market Risk:** Market risk is the potential change in an instrument's value caused by fluctuations in interest rates, equity prices, or other risks. The level of market risk is influenced by the volatility and the liquidity in the markets in which financial instruments are traded.

As of December 31, 2004, the Company had approximately \$11.5 million of securities owned which were considered non-investment grade. Non-investment grade securities are defined as debt and preferred equity securities rated as BB+ or lower or equivalent ratings by recognized credit rating agencies. These securities have different risks than investment grade rated investments because the companies are typically more highly leveraged and therefore more sensitive to adverse economic conditions and the securities may be more thinly traded or not traded at all.

The Company seeks to mitigate market risk associated with trading inventories by employing hedging strategies that correlate interest rate, price, and spread movements of trading inventories and hedging activities. The Company uses a combination of cash instruments and derivatives to hedge its market exposures. The following discussion describes the types of market risk faced by the Company.

**Interest Rate Risk:** Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. The decision to manage interest rate risk using futures or options as opposed to buying or selling short U.S. Treasury or other securities depends on current market conditions and funding considerations.

**Equity Price Risk:** Equity price risk arises from the possibility that equity security prices will fluctuate, affecting the value of equity securities.

**NOTES TO FINANCIAL STATEMENTS (continued)**

The Company also has sold securities that it does not currently own and will therefore be obligated to purchase such securities at a future date. The Company has recorded these obligations in the financial statements at December 31, 2004 at market values of the related securities and will incur a loss if the market value of the securities increase subsequent to December 31, 2004.

**Credit Risk:** The Company is exposed to risk of loss if an issuer or counterparty fails to perform its obligations under contractual terms (“default risk”). Both cash instruments and derivatives expose the Company to default risk. The Company has established policies and procedures for mitigating credit risks on principal transactions, including reviewing and establishing limits for credit exposure, requiring collateral to be pledged, and assessing the creditworthiness of counter parties.

In the normal course of business, the Company executes, settles, and finances various customer securities transactions. Execution of these transactions includes the purchase and sale of securities by the Company. These activities may expose the Company to default risk arising from the potential that customers or counter parties may fail to satisfy their obligations. In these situations, the Company may be required to purchase or sell financial instruments at unfavorable market prices to satisfy obligations to other customers or counter parties. In addition, the Company seeks to control the risks associated with its customer margin activities by requiring customers to maintain collateral in compliance with regulatory and internal guidelines.

Liabilities to other brokers and dealers related to unsettled transactions (i.e., securities failed-to-receive) are recorded at the amount for which the securities were acquired, and are paid upon receipt of the securities from other brokers or dealers. In the case of aged securities failed-to-receive, the Company may purchase the underlying security in the market and seek reimbursement for losses from the counter party.

**Concentrations of Credit Risk:** The Company’s exposure to credit risk associated with its trading and other activities is measured on an individual counter party basis, as well as by groups of counter parties that share similar attributes. Concentrations of credit risk can be affected by changes in political, industry, or economic factors. The Company’s most significant industry credit concentration is with financial institutions. Financial institutions include other brokers and dealers, commercial banks, finance companies, insurance companies and investment companies. This concentration arises in the normal course of the Company’s brokerage, trading, financing, and underwriting activities. To reduce the potential for concentration risk, credit limits are established and monitored in light of changing counter party and market conditions. The Company also purchases securities and may have significant positions in its inventory subject to market and credit risk. Should the Company find it necessary to sell such a security, it may not be able to realize the full carrying value of the security due to the significance of the position sold. In order to control these risks, securities positions are monitored on at least a daily basis and hedging strategies that are employed by the Company.

**NOTE 14. Derivative Financial Instruments**

The Company does not engage in the proprietary trading of derivative securities with the exception of highly liquid treasury and municipal index futures contracts and options. These index futures contracts and options are used to hedge securities positions in the Company’s inventory.

The contractual or notional amounts related to the index futures contracts were as follows at December 31, 2004:

(In thousands of dollars)	
Average notional or contract market value	\$ (37,974)
Year end notional or contract market value	\$ (39,161)

The contractual or notional amounts related to these financial instruments reflect the volume and activity and do not reflect the amounts at risk. The amounts at risk are generally limited to the unrealized market valuation gains on the instruments and will vary based on changes in market value. Futures contracts are executed on an exchange, and cash settlement is made on a daily basis for market movements. Open equity in the futures contracts in the amount of \$485,000 at December 31, 2004 is recorded as other assets. The settlements of the aforementioned transactions are not expected to have a material adverse effect on the financial condition of the Company.

First Albany Capital Inc.  
(A wholly owned subsidiary of First Albany Companies Inc.)

The audited Statement of Financial Condition of First Albany Capital Inc. as of December 31, 2004, filed with the Securities and Exchange Commission pursuant to Rule 17a-5 of the Securities Exchange Act, is available for inspection at the principal office of the Company and at the regional office of the Securities and Exchange Commission.