FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **2005-05-02** | Period of Report: **2004-12-31**
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FILER

ALPINE GROUP INC /DE/

CIK:**4164**| IRS No.: **221620387** | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **10-K/A** | Act: **34** | File No.: **000-02249** | Film No.: **05790174**
SIC: **3357** Drawing & insulating of nonferrous wire

Mailing Address
ONE MEADOWLANDS PLAZA
SUITE 801
NEW YORK NY 07073

Business Address
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201-549-4400

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

|X| ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 000-02249

THE ALPINE GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware	22-1620387
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
One Meadowlands Plaza East Rutherford, New Jersey	07073
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code 201-549-4400

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value $.10 per share
[Title of class]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes |X| No |_|

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes |_| No |X|

At April 25, 2005, the registrant had 15,787,013 shares of common stock, par value $.10 per share, outstanding. The aggregate market value of the outstanding shares of such common stock held by non-affiliates of the registrant on June 30, 2004 was approximately $30.8 million based on the closing price of $3.40 per share of such common stock on such date.

DOCUMENTS INCORPORATED BY REFERENCE
None

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EXPLANATORY NOTE: This Annual Report on Form 10K/A has been filed by the Registrant to amend the Annual Report on Form 10-K filed by the Registrant on

March 31, 2005 to include the information required to be disclosed by Items 10-14 of Part III of Form 10-K.

PART III

Item 10. Directors and Executive Officers of the Registrant

Directors

The Board of Directors of The Alpine Group, Inc. ("Alpine" or the "Company") consists of three classes of directors, with terms expiring in successive years, and the directors serve until their successors are duly elected.

<TABLE>
<CAPTION>

Name	Age	Year First Elected Director	Position with the Company and Other Business Experience
<S>	<C>	<C>	<C>
Kenneth G. Byers, Jr.........	61	1993	President of Byers Engineering Company, a telecommunications technical services and software firm, since 1971.
Steven S. Elbaum.............	56	1980	Chairman of the Board of Directors and Chief Executive Officer of the Company since 1984. Chairman of the Board of Directors of Superior Cables Ltd. (formerly known as Cables of Zion United Works, Ltd.), an Israel-based, publicly traded wire and cable manufacturer and an affiliate of the Company. Chairman of the Board of Directors of Spherion Corporation (NYSE: SFN), a provider of staffing, recruiting and workforce solutions. A director of Vestaur Securities, Inc. (AMEX:VES), a closed-end fund.
Randolph Harrison............	72	1980	Private investor.
John C. Jansing..............	79	1978	Private investor. Lead director of Vestaur Securities, Inc.
James R. Kanely..............	63	1993	Private investor.
Bragi F. Schut...............	64	1983	Retired. Executive Vice President of the Company from 1986 until his retirement in February 2002.

</TABLE>

The Board of Directors has determined that James R. Kanely, the chairman of the Audit Committee of the Board of Directors, meets the criteria of an audit committee financial expert as that term is defined by the United States Securities and Exchange Commission. The designation or identification of a person as an audit committee financial expert does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the audit committee and board of directors in the absence of such designation or identification, nor does it affect the duties, obligations or liability of any other member of the audit committee or board of directors. Mr. Kanely is an "independent" director as that term is used in Item 7(d) 3(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and under Section 303A.06 of the New York Stock Exchange Rules and Regulations.

Executive Officers

Set forth below is certain information regarding the executive officers of the Company, each of whom serves at the discretion of the Board.

<TABLE>
<CAPTION>

Name	Age	Position with the Company and Other Business Experience
<S>	<C>	<C>
Steven S. Elbaum	56	Chairman of the Board of Directors and Chief Executive Officer of the Company since 1984. From 1996 through 2002, Mr. Elbaum was Chairman and Chief Executive Officer of Superior TeleCom Inc. ("Superior TeleCom") and Chairman of its Board of Directors until November 10, 2003.
K. Mitchell Posner	55	Executive Vice-President of the Company since March 2003. From June 2000 through October 2002, a managing director of UBS Global Management, Inc., a global

		investment and money management firm and a subsidiary of UBS AG. From October 1997 until June 2000, President of Camulus Capital, LLC, a financial and management consulting firm.
David A. Owen	59	Chief Financial Officer of the Company since May 2003. Senior Vice-President - Finance of Essex Electric Inc. ("Essex Electric"), a subsidiary of the Company, since December 2002. From November 1998 until December 11, 2002, Mr. Owen was Executive Vice-President - Finance of Superior TeleCom.
Harold M. Karp	49	President of Essex Electric since December 2002. President of the Electrical Group of Superior TeleCom from January 2001 until December 11, 2002. Senior Vice-President--Operations of Superior TeleCom's Communications Group from October 1996 through December 2000.
Stewart H. Wahrsager	55	Senior Vice-President and General Counsel of the Company from January 1996 until April 2001, and since January 2004. Corporate Secretary of the Company since January 1996. Senior Vice President and General Counsel of Superior TeleCom from April 2001 through December 31, 2003 and Corporate Secretary of Superior TeleCom from October 1996 through December 2003.
Dana P. Sidur	53	Vice-President and Corporate Treasurer of the Company since March 16, 2005. Vice-President - Corporate Development of the Company from September 1997 through December 2001, and from November 2003 until March 15, 2005. Vice-President - Corporate Development of Superior TeleCom from January 2002 through October 2003.

</TABLE>

Superior TeleCom and its U.S. subsidiaries filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware on March 3, 2003. On such date, the Company owned 48.9% of the outstanding common stock of Superior TeleCom and Mr. Elbaum was Chairman of its board of directors. Mr. Elbaum resigned as Chairman on November 10, 2003, the date Superior TeleCom's Plan of Reorganization became effective.

Code of Ethics

The Company has adopted a Code of Ethics that applies to all employees, including its Chief Executive Officer, who is its principal executive officer, and Chief Financial Officer, who is its principal financial and accounting officer. A copy of the Code of Ethics may be obtained from the Company free of charge. Requests should be directed to the Corporate Secretary at the principal executive office of the Company.

Section 16(a) Beneficial Ownership Reporting Compliance

Based solely on a review of the reports and representations furnished to the Company during the year ended December 31, 2004, except as hereinafter set forth, the Company believes that each of the persons required to file reports under Section 16(a) of the Exchange Act, was in compliance with all applicable filing requirements. James R. Kanely was late in reporting the sale in January 2004 of 6,260 shares of common stock of the Company held for Mr. Kanely's benefit under an institutionally administered retirement plan. The sale was effected by the institutional administrator of the plan without prior notice to or consultation with Mr. Kanely. K. Mitchell Posner was late in reporting his beneficial acquisition on September 30, 2004 of 13,284 shares of common stock of the Company. These shares were automatically credited as of such date to Mr. Posner's deferred stock account under the Company's Deferred Stock Account Plan based on his earlier election under the Plan to reinvest into common stock of the Company all cash deemed dividends allocated to his deferred stock account under the Plan.

Item 11. Executive Compensation

The following table sets forth certain information during the years ended December 31, 2004, 2003 and 2002 with respect to compensation earned by or paid to the Company's Chief Executive Officer, and each of the four most highly compensated executive officers of the Company other than the Chief Executive

Officer.

<TABLE>
<CAPTION>

SUMMARY COMPENSATION TABLE

		Annual Compensation (1)			Long-Term Compensation Awards		
Name and Principal Position	Fiscal Year	Salary (2)	Bonus (3)	Other Annual Compensation	Restricted Stock (4)	Option Shares	Other (5)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Steven S. Elbaum	2004	$621,920	$373,152	$ 48,163 (6)	--	--	$37,505
Chairman and Chief	2003	621,920	186,576	48,163 (6)	$114,000	450,000	40,676
Executive Officer	2002	175,000		581,410 (6)			3,781,146 (7)
K. Mitchell Posner	2004	$250,008	$150,000	--	--	--	$18,068
Executive Vice-President	2003	206,038	62,250	39,588 (8)	$76,000	300,000	133,668
	2002						
David A. Owen	2004	$247,596	$95,000		--	--	$11,006
Chief Financial Officer	2003	247,596	94,279		$15,200	55,000	10,611
	2002	10,316					542
Harold M. Karp	2004	$250,008	$131,250		--	--	$12,812
President of Essex	2003	250,008	131,252		$15,200	125,000	19,261
Electric Inc.	2002	10,417	100,000				534
Stewart H. Wahrsager	2004	$161,000	$60,000	$133,224 (10)	$36,400	90,000	$18,484
Senior Vice-President and	2003						
General Counsel (9)	2002	--	--	--	--	--	24,585 (11)

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(1) The aggregate dollar value of all perquisites and other personal benefits, securities or property earned by or paid to any of the named individuals did not exceed the lesser of $50,000 or 10% of the total annual salary and bonus set forth for such individual during any of the last three fiscal years.

(2) 40% percent of the amount shown for 2003 was not paid to Mr. Elbaum in cash but rather in deferred shares of the common stock, par value $.10 per share, of the Company ("Alpine Common Stock"). See the description of Mr. Elbaum's employment agreement under "Employment Agreements". Does not include salary of $725,000 paid to Mr. Elbaum by Superior TeleCom during the year ended December 31, 2002.

The amounts shown for (i) Messrs. Owen and Karp in respect of the year ended December 31, 2002 represent wages paid commencing December 11, 2002, the date of the Electrical Acquisition (as defined below in "Item 13. Certain Relationships and Related Transactions"), through the end of 2002, and (ii) Mr. Posner in respect of the year ended December 31, 2003 represents wages paid commencing March 11, 2003, the date of his commencement of employment.

(3) Pursuant to the terms of each executive's employment agreement with Essex Electric, (i) Mr. Karp received (a) a $100,000 one-time, lump sum signing bonus, which is included in the amount shown for the year ended December 31, 2002, and (b) a retention bonus of $112,500, payable in two equal installments, the first and the second installments are included in the amount shown for the years ended December 31, 2003 and December 31, 2004, respectively, and (ii) Mr. Owen received a retention bonus of $40,000 payable in two equal installments, the first and the second installments are included in the amount shown for the years ended December 31, 2003 and December 31, 2004, respectively.

In February 2004, the Compensation Committee recommended to the Board of Directors, and the Board of Directors approved, incentive compensation cash bonuses for fiscal year 2003 for the named executives which were paid in March 2004. Accordingly, the respective amounts of such bonuses are included in the amounts shown for the year ended December 31, 2003 as follows: Mr. Elbaum, $186,576; Mr. Posner, $62,250; Mr. Owen, $74,279; and Mr. Karp, $75,002.

On March 15, 2005, the Compensation Committee approved and the Company paid cash bonuses for fiscal year 2004 in the following amounts to the following named executive officers: Mr. Posner, $150,000; Mr. Owen, $75,000; Mr. Karp, $75,000; and Mr. Wahrsager, $60,000. On April 28, 2005, the Compensation Committee approved a cash bonus for Mr. Elbaum for fiscal year 2004 in the amount of 60% of his 2004 base compensation or $373,152.

(4) The amounts indicated in this column are calculated based on the closing market price of Alpine Common Stock on the date of each restricted stock award (for 2004, $0.91 per share on January 20, 2004, for 2003, $0.76 per share on June 20, 2003). Restrictions in respect of these restricted stock awards are released automatically in installments of one-third of the total award granted to each named executive on each of the first three anniversaries of the respective grants. The aggregate number of unreleased restricted shares of Alpine Common Stock held at December 31, 2004 and the value of such holdings based on the market price therefor of $2.02 per share, determined as of December 31, 2004, was as follows: 100,000 shares and $202,000 for Mr. Elbaum; 66,667 shares and $134,667 for Mr. Posner; 13,334 shares and $26,935 for each of Messrs. Karp and Owen; and 40,000 shares and $80,800 for Mr. Wahrsager. Pursuant to the Company's Deferred Stock Account Plan, Messrs. Elbaum, Posner, Karp and Owen in December 2003, and Mr. Wahrsager in March 2004, elected to defer all such shares of restricted Common Stock into each such individual's respective participant account under such Plan.

(5) The amounts set forth include (i) medical reimbursement for Messrs. Elbaum, Posner and Wahrsager, (ii) with respect to Mr. Karp, an automobile allowance for the period December 12-31, 2002 and all of 2003 and 2004, as well as club membership dues for 2003; with respect to Mr. Owen, an automobile allowance for the period December 12-31, 2002 and all of 2003 and 2004; with respect to Mr. Posner, an automobile allowance for the period March 11 through December 31, 2003 and all of 2004, and with respect to Mr. Wahrsager, an automobile allowance for 2004, (ii) book value of an automobile transferred to Mr. Elbaum in 2002, (iii) imputed premium costs of group term life insurance for all of the named executive officers, (iv) with respect to Mr. Elbaum, imputed premium costs of endorsement split dollar life insurance, reimbursement for club membership in the amount of $17,500 in each of 2003 and 2004 and annual dues in the amount of $2,883 and $4,325 in 2003 and 2004, respectively, in accordance with his employment agreement; and (v) in respect of Mr. Posner in 2003, a relocation allowance and reimbursement of expenses of $122,036 in connection with his relocation to New Jersey in 2003 pursuant to his employment arrangement with the Company.

(6) Represents the contractual forgiveness of loans made to Mr. Elbaum prior to the effective date of the Sarbanes-Oxley Act of 2002 in connection with (i) the tax consequences of certain restricted stock awards and the exercise of certain stock options and (ii) in respect of the year ended December 31, 2002, the relinquishment of certain split-dollar insurance arrangements.

(7) In addition to the amounts paid to Mr. Elbaum in 2002 as noted in footnote 5, the amount set forth also includes (i) $2,894,180, which represents the sole and final distribution made directly to Mr. Elbaum in 2002 in connection with the cessation of all benefit accruals under the Alpine Senior Executive Retirement Plan ("SERP") in 2001, as approved by the Compensation Committee, (ii) $750,000 paid to Mr. Elbaum in 2002 representing the unpaid termination balance due to him pursuant to the terms of his employment agreement with Superior TeleCom upon his resignation as Chief Executive Officer of Superior TeleCom, which the Company assumed in connection with the Electrical Acquisition and (iii) $134,325 paid to Mr. Elbaum in 2002 in consideration for the cancellation of certain stock options previously granted by the Company to purchase shares of PolyVision Common Stock.

(8) Represents payment to Mr. Posner for the tax consequences of a relocation allowance and reimbursement of relocation expenses, as described in footnote 5 above.

(9) Upon resignation from Superior TeleCom, on December 31, 2003 Mr. Wahrsager was reemployed by the Company on January 1, 2004.

(10) Represents (i) the contractual forgiveness of loans made to Mr. Wahrsager prior to the effective date of the Sarbanes-Oxley Act of 2002 in connection with the tax consequences of certain restricted stock awards to him, and (ii) a distribution in the amount of $125,000 from the rabbi trust which was established by the Company for his benefit under the terms of and in connection with the cessation in 2001 of all benefit accruals under the SERP.

(11) Represents amount paid to Mr. Wahrsager in 2002 in connection with the cancellation of certain stock options previously granted by the Company to purchase shares of PolyVision Common Stock.

STOCK OPTION GRANTS DURING THE YEAR ENDED DECEMBER 31, 2004

Name	Number of Securities Underlying Options Granted	% of Total Options Granted to Employees In 2004	Exercise Price ($/sh)	Expiration Date	Potential Realizable Value (at assumed annual rates of stock price appreciation for option term) 5%	10%
Stewart H. Wahrsager	90,000	84.1%	0.91	1/20/14	$51,506	$130,528

AGGREGATED OPTION EXERCISES AND YEAR-END OPTION VALUES

The following table presents information for the individuals named above as to the exercise of stock options during the year ended December 31, 2004 and the number of shares underlying, and the value of, unexercised options outstanding at December 31, 2004:

	Exercised During 2004		Number of Shares Underlying Unexercised Options		Value of Unexercised In-the-Money Options (1)	
Name	Shares Acquired on Exercise	Value Realized	Exercisable	Unexercisable	Exercisable	Unexercisable
Steven S. Elbaum	150,000	$336,000	--	300,000	--	$378,000
K. Mitchell Posner	66,666	149,332	33,333	200,001	$ 42,000	252,001
Harold M. Karp	41,666	91,249	--	83,334	--	105,001
David A. Owen	18,333	40,149	--	36,667	--	46,200
Stewart H. Wahrsager	--	--	16,500	90,000	--	99,900

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(1) Based upon the closing price of $2.02 of the Alpine Common Stock on December 31, 2004.

PENSION PLAN

Each of Messrs. Elbaum, Schut and Wahrsager participated in the SERP, an unfunded non-qualified defined benefit plan. Benefit accruals under the SERP for Messrs. Elbaum, Schut and Wahrsager were frozen as of June 14, 2001. In connection with the cessation of benefits under the frozen SERP, during 2002 the entire final benefit accrued thereunder in respect of Mr. Wahrsager in the amount of $427,855 was contributed to a so-called "rabbi" trust for his benefit. In addition, during 2002, sole and final distributions of accrued benefits were made directly to each of Messrs. Elbaum and Schut in connection with the cessation of all benefit accruals under the SERP in 2001, as follows: Mr. Elbaum, $2,894,180; Mr. Schut, $2,290,781. The Company contributed an amount equal to not more than 15% of the frozen accrued benefits for Messrs. Elbaum and Schut to so-called "rabbi" trusts, all or a portion of which was utilized to pay the premiums on second to die life insurance contracts on each of the lives of Messrs. Elbaum and Schut. In January 2004, the Company, upon approval of the Compensation Committee, liquidated the life insurance contracts and terminated the "rabbi" trusts. The proceeds of $377,927 in respect of Mr. Elbaum were contributed to a rabbi trust under the SERP in accordance with its provisions and in June 2004, the proceeds of $333,094 in respect of Mr. Schut, who had retired as an employee of the Company, were paid to him.

Compensation of Directors

The annual retainer of the Company for directors who are not employees of the Company or otherwise compensated by the Company is $25,000, together with expenses of attendance. The non-employee directors of the Company also receive $1,500 for each meeting of the Board of Directors or of a committee of the Board attended ($2,000 for committee chairmen).

Under The Alpine Group, Inc. Stock Compensation Plan for Non-Employee Directors (the "Stock Compensation Plan"), non-employee directors of the Company automatically receive 50% of the annual retainer in either restricted stock or stock options, as elected by the non-employee director. Each non-employee director may also elect to receive all or a portion of the remaining amount of the annual retainer, in excess of 50% of the annual retainer, and meeting fees in the form of restricted stock or stock options instead of in cash. Each stock option granted under the Stock Compensation Plan expires on the tenth anniversary of the date of grant. Awards of restricted stock and stock options under the Stock Compensation Plan vest upon the earliest of the following to occur: (i) the third anniversary of the date of grant; (ii) a non-employee director's death; and (iii) a change in control of the Company, as defined in the Stock Compensation Plan.

Shares to be issued under the Stock Compensation Plan are made available only from issued shares of Alpine Common Stock reacquired by the Company and held in treasury until such time as the Stock Compensation Plan may be approved by the stockholders of the Company. The Stock Compensation Plan is administered and interpreted by the Board of Directors.

Until 2001, when the Board of Directors terminated the retirement benefit plan for Board members, a non-employee director with at least five years of service would receive, upon reaching age 70 and termination of service to the Company, a retirement benefit of $10,000 per year for 15 years after his retirement, payable to the director or the director's beneficiaries in the event of his death. The Company made mandatory lump sum distributions in 2002 equal to the present value of certain non-employee director's retirement benefits. Retired non-employee directors, Joseph Kell and Gene Lewis, who had commenced receiving annual retirement benefits as of the date of the termination of the retirement benefit plan, continued to receive their vested annual retirement benefits, which, for Mr. Kell, ended in January 2003 and, for Mr. Lewis, will end in July 2013.

Employment Agreements

Pursuant to an agreement entered into with Superior TeleCom in connection with the Electrical Acquisition and Superior TeleCom's September 2002 amendment to its credit facility, Mr. Elbaum resigned as Chief Executive Officer of Superior TeleCom as of December 31, 2002. During 2002, Mr. Elbaum served as Chairman and Chief Executive Officer of the Company at reduced compensation pursuant to a letter agreement between Mr. Elbaum and the Company entered into in April 2001. At that time, recognizing that the Company's operations were then conducted primarily through its holdings in Superior TeleCom and its other investments, Mr. Elbaum's roles at the Company and Superior TeleCom were restructured so that he would devote substantially his full business time and focus as the Chief Executive Officer of Superior TeleCom. As a result of his resignation from Superior TeleCom, the original terms and provisions of the employment agreement between Mr. Elbaum and the Company dated April 26, 1996 were automatically reinstituted to reflect his current full-time commitment to the Company.

Mr. Elbaum's employment agreement provides for a base salary of $621,920, subject to annual adjustment for increases in the consumer price index. On January 3, 2003, an amendment to the employment agreement provided that in respect of fiscal year 2003 his base salary would be paid in a combination of cash and Alpine Common Stock based on the closing price on such date. Specifically, the first 60% of Mr. Elbaum's base salary was paid in cash and the remaining 40% was paid in shares of Alpine Common Stock. Accordingly, in August 2003, 401,239 shares of Alpine Common Stock were credited to the Company's Deferred Stock Account Plan for the benefit of Mr. Elbaum. Such shares of Alpine Common Stock are fully vested and will be deferred for a period of five years. Under the terms of the Deferred Stock Account Plan, Mr. Elbaum will be entitled to a matching contribution in shares of Alpine Common Stock equal to 50% of the shares deferred for the full five-year period.

The employment agreement with Mr. Elbaum also provides for annual performance-based bonuses, participation in a performance-based, long-term incentive stock option award program and certain other benefits, including medical, dental and other insurance benefits. The agreement with Mr. Elbaum also provides that he will serve on the Board of Directors of the Company, and continues for a term ending upon the occurrence of any of the following events:

(i) death or disability of Mr. Elbaum; (ii) termination by the Company without "cause" or for "cause"; or (iii) termination by the executive for "good reason" or without "good reason." Generally, if Mr. Elbaum terminates his employment for "good reason" or the Company terminates his employment without cause, Mr. Elbaum is entitled to receive a severance payment equal to one and one-half times his annual salary and bonus for the prior year. In the event of termination of employment under other circumstances, including a "change in control" of the Company, Mr. Elbaum is entitled to varying benefits described in his employment agreement.

Mr. Posner's employment with the Company commenced as of March 10, 2003. He is employed as executive vice-president reporting to, and with such duties and responsibilities as are delegated by, the chief executive officer of the Company. Mr. Posner's annual base salary is $250,000, less any amount paid to him by Essex Electric on account of direct employment with that entity. His employment arrangement also provides for an annual performance based bonus, a long-term equity incentive grant awarded to him on June 20, 2003 consisting of stock options to purchase up to 300,000 shares of Alpine Common Stock at an exercise price equal to the fair market value as of the date of grant and vesting in three equal installments on each of the first three anniversaries of the grant date; and a grant of 100,000 shares of restricted Alpine Common Stock, which restrictions are released automatically as to one-third of the aggregate number of shares so granted on each of the first three anniversaries of the grant date, and provided that Mr. Posner is still employed by the Company. Mr. Posner was also paid a relocation allowance and reimbursement of expenses in connection with his relocation to New Jersey during 2003. His employment arrangement provides for his nomination for election to the Board and also provides for certain other benefits including fringe benefits and medical, dental and other insurance benefits. Either Mr. Posner or the Company may terminate the employment relationship on sixty (60) days' prior notice to the other. Unless Mr. Posner is terminated for "cause", he will be entitled to severance in an amount equal to twelve (12) months of his base salary in effect immediately prior to his termination; additionally the vesting and release date for his unvested options and unreleased restricted Alpine Common Stock will be accelerated to the next succeeding anniversary date following notice of termination.

Mr. Owen is employed pursuant to an employment agreement with Essex Electric. Pursuant thereto, he serves as Senior Vice-President - Finance of Essex Electric and, since May 2003, as Chief Financial Officer of the Company. The employment agreement provides for an annual base salary of $248,000, subject to annual review, and eligibility for an annual performance based bonus and consideration for equity based incentive awards at the discretion of the Compensation Committee. Mr. Owen received a $40,000 retention bonus which was paid in two equal installments on or about July 30, 2003 and February 29, 2004. The employment agreement also provides for certain other benefits, including fringe benefits and health and other insurance benefits. Either Mr. Owen or Essex Electric may terminate his employment at any time. In the event that Mr. Owen is terminated by Essex Electric without "cause" he will be entitled to a lump sum severance payment equal to 33 1/3% of his base salary in effect immediately prior to the time of his termination times the number of years of his employment under the employment agreement, as well as the continuation of health insurance and related benefits for 18 months thereafter. If his employment is terminated without "cause" or he terminates his employment for "good reason" within six (6) months following a "change of control" of Essex Electric, Mr. Owen is entitled to severance equal to one and one-half times his base salary in effect immediately prior to any such termination.

Mr. Karp is employed pursuant to an employment agreement with Essex Electric. The employment agreement provides for an annual base salary of $250,000, as adjusted annually for increases in the consumer price index, plus an annual bonus based on the achievement of performance goals set by Essex Electric. Mr. Karp received a sign-on bonus of $100,000 in February 2003 and a retention bonus equal to $112,500, paid in two equal installments on or about June 30, 2003 and January 15, 2004. The agreement also provides for certain other benefits, including fringe benefits and medical, dental and other insurance benefits. Mr. Karp's employment is for a term ending upon the occurrence of any of the following events: (i) death or disability of Mr. Karp; (ii) termination by Essex Electric without "cause" or for "cause"; or (iii) termination by Mr. Karp for "good reason" or without "good reason." Generally, if Mr. Karp terminates his employment for "good reason" or Essex Electric terminates his employment without "cause", Mr. Karp is entitled to receive a severance payment equal to one times his annual salary and annual bonus for the prior year. In the event of termination of employment under other circumstances, including a "change in control" of Essex Electric, Mr. Karp is entitled to severance equal to three times his annual salary and bonus.

Following his resignation from Superior TeleCom as of December 31, 2003, on January 1, 2004, Mr. Wahrsager was reemployed by the Company as Senior Vice-President, General Counsel and Corporate Secretary. Mr. Wahrsager's base salary for 2004 was $161,000 per annum increasing to $220,000 per annum in 2005. He is eligible for an annual performance based bonus and consideration for equity based incentive awards at the discretion of the Compensation Committee. During the term of his employment, Mr. Wahrsager is entitled to fringe benefits and health and other insurance benefits made available by the Company to his peer executives. In connection with his reemployment, the Compensation Committee granted him an equity incentive award consisting of stock options to purchase up to 90,000 shares of Alpine Common Stock at an exercise price equal to the fair market value as of the date of grant and vesting in three equal installments on each of the first three anniversaries of the grant date; and a grant of 40,000 shares of restricted Alpine Common Stock, which restrictions are released automatically as to one-third of the aggregate number of shares so granted on each of the first three anniversaries of the grant date, and provided that Mr. Wahrsager is still employed by the Company. Either Mr. Wahrsager or the Company may terminate his employment at any time.

Compensation Committee Interlocks and Insider Participation

Randolph Harrison and John C. Jansing served on the Compensation Committee during the year ended December 31, 2004. There were no compensation committee interlocks or insider (employee) participation during such period.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

As of April 25, 2005, there were issued and outstanding 15,787,013 shares of Alpine Common Stock and 14,152 shares of Series A Preferred Stock. The following table contains information as of such date regarding the number of shares of Alpine Common Stock and Series A Preferred Stock beneficially owned by (i) each person known to the Company to have beneficial ownership of more than 5% of the Alpine Common Stock or Series A Preferred Stock, (ii) each director of the Company, (iii) each executive officer of the Company and (iv) all directors and executive officers as a group. The information contained herein is based on information provided by such beneficial holders to the Company or contained in publicly filed documents with the SEC.

Name and Address of Beneficial Owner (1)	Number of Shares of Alpine Common Stock	Percent of Class (2)	Number of Shares of Series A Preferred Stock	Percent of Class
Steven S. Elbaum	3,348,558 (3)	20.4%	4,426 (17)	31.3%
Mellon Financial Corp. One Mellon Center Pittsburgh, PA 15258	877,292 (4)	5.4%	--	0.0%
A. Alex Porter and Paul Orlin Porter Orlin LLC 666 Fifth Avenue New York, NY 10103	717,400 (5)	4.4%	--	0.0%
Bragi F. Schut	638,902 (6)	3.9%	322 (17)	2.3%
Kenneth G. Byers, Jr.	630,198 (7)	3.9%	500	3.5%
John C. Jansing	378,708 (8)	2.3%	620	4.4%
K. Mitchell Posner	313,282 (9)	1.9%	1,316	9.3%
Stewart H. Wahrsager	137,916 (10)	*	265	1.9%
James R. Kanely	118,301 (11)	*	400	2.8%
Randolph Harrison	92,036 (12)	*	265	1.9%
Harold M. Karp	103,770 (13)	*	53	*
Dana P. Sidur	79,499 (14)	*	40	*
David A. Owen	56,666 (15)	*	80	*
All directors and executive officers as a group	5,674,552 (16)	33.7%	8,287	58.6%

* Less than one percent

(1) Unless otherwise indicated, the address of each beneficial owner is c/o

The Alpine Group, Inc., One Meadowlands Plaza, Suite 801, East Rutherford, New Jersey 07073.

(2) All holders of the Series A Preferred Stock, including the Company's executive officers and directors, are entitled to vote their shares of Series A Preferred Stock on an as-converted basis, together with the Alpine Common Stock. Each share of Series A Preferred Stock is currently convertible into 743.01 shares of Alpine Common Stock. Accordingly, the Company's executive officers and directors have combined voting power, giving effect to both their interests in the Alpine Common Stock (but excluding shares credited to their respective accounts under the Company's Deferred Stock Account Plan, as to which they do not have voting power) and Series A Preferred Stock, as follows: Mr. Elbaum - 4,974,841 votes or 18.5%; Mr. Posner - 1,177,799 votes or 4.4%; Mr. Byers - 1,001,703 votes or 3.7%; Mr. Schut - 878,151 votes or 3.3%; Mr. Jansing - 839,374 votes or 3.1%; Mr. Kanely - 415,505 votes or 1.6%; Mr. Wahrsager - 294,813 votes or 1.1%; Mr. Harrison - 288,933 votes or 1.1%; Mr. Karp - 123,149 votes or less than 1%; Mr. Owen - 96,106 votes or less than 1%; Ms. Sidur - 79,219 votes or less than 1%; and all executive officers and directors as a group - 11,831,870 votes or 43.3%.

(3) Includes (i) 1,262 shares owned by Mr. Elbaum's wife as custodian for their son, as to which shares Mr. Elbaum disclaims beneficial ownership, (ii) 5,000 shares owned by Mr. Elbaum as custodian for his daughter, as to which shares Mr. Elbaum disclaims beneficial ownership, (iii) 150,000 shares issuable upon exercise of certain stock options, (iv) 1,662,277 shares in Mr. Elbaum's account under the Company's Deferred Stock Account Plan, which provides that such shares shall be voted by action of the Board and (v) 223,284 shares in the accounts of certain other officers of the Company under the Company's Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(4) Based on a Schedule 13G filed with the Securities and Exchange Commission on February 15, 2005. Mellon Financial Corporation together with certain of its direct and indirect subsidiaries, have the sole voting and dispositive power over such shares.

(5) Based on a Schedule 13D filed with the Securities and Exchange Commission on November 15, 2001. Messrs. Porter and Orlin, as general partners or principals of certain entities, have sole power to vote, direct the vote, dispose and direct the disposition of such shares.

(6) Includes (i) 12,350 shares owned by Mr. Schut's wife, as to which shares Mr. Schut disclaims beneficial ownership, (ii) 24,050 shares issuable upon exercise of certain stock options and (iii) 42,036 shares of restricted stock.

(7) Includes 39,409 shares owned by Byers Engineering Company, of which Mr. Byers is the president and sole shareholder, and 103,996 shares issuable upon exercise of certain stock options.

(8) Includes 128,024 shares of restricted stock.

(9) Includes 133,332 shares issuable upon exercise of certain stock options and 100,000 shares of restricted stock. An aggregate of 113,284 shares have been credited to Mr. Posner's account under the Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(10) Includes 46,500 shares issuable upon exercise of certain stock options and 40,000 shares of restricted stock. An aggregate of 40,000 shares of such restricted stock have been credited to Mr. Wahrsager's account under the Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(11) Includes 29,752 shares issuable upon exercise of certain stock options and 138 shares owned by Mr. Kanely's wife, as to which shares Mr. Kanely disclaims beneficial ownership.

(12) Includes 22,901 shares issuable upon exercise of certain stock options.

(13) Includes 41,667 shares issuable upon exercise of certain stock options and 20,000 shares of restricted stock. An aggregate of 20,000 shares of such restricted stock have been credited to Mr. Karp's account under the Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(14) Includes 25,000 shares issuable upon exercise of certain stock options and 30,000 shares of restricted stock. An aggregate of 30,000 shares of such restricted stock have been credited to Ms. Sidur's account under the

Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(15) Includes 18,333 shares issuable upon exercise of certain stock options and 20,000 shares of restricted stock. An aggregate of 20,000 shares of such restricted stock have been credited to Mr. Owen's account under the Deferred Stock Account Plan, which provides that Mr. Elbaum has the sole power to vote such shares.

(16) Includes (i) 595,531 shares issuable upon exercise of certain stock options, (ii) 1,662,277 shares in Mr. Elbaum's account under the Company's Deferred Stock Account Plan, which provides that such shares shall be voted by action of the Board, and (iii) 18,750 shares as to which the officers and directors disclaim beneficial ownership.

(17) Includes in the case of Mr. Elbaum, and excludes in the case of Mr. Schut, 1,052 shares owned by a limited liability company, in which Messrs. Elbaum and Schut are the sole members. Mr. Elbaum has an economic interest in 574 of such shares, and Mr. Schut has an economic interest in 478 of such shares, but Mr. Elbaum, as sole manager of such limited liability company, has sole voting and dispositive power with respect to all such shares. In addition, the other shares of Series A Preferred Stock beneficially owned by Mr. Elbaum are either held directly by Mr. Elbaum or through family-owned entities.

Information about the Company's equity compensation plans at December 31, 2004 was as follows:

<TABLE>
<CAPTION>

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
<S>	<C>	<C>	<C>
Equity Compensation plans approved by security holders			
- 1987 Long-Term Equity Incentive Plan	68,550	$4.2324	N/A (4)
- 1997 Stock Option Plan	868,701	$0.8168	36,767
- 1984 Restricted Stock Plan	26,004	$1.0311	41,728
	-------		------
	963,255		78,495
	-------		------
Subtotal - security holder approved plans			
Equity Compensation plans not approved by security holders			
- Stock Compensation Plan for Non-Employee Directors (1)	582,528	$1.3735	(5)
- Deferred Stock Account Plan (2)	690,494	$1.1123	(5)
- Individual Stock Option and Restricted Stock Grants (3)	100,000	$0.7600	(5)
	---------		---
Subtotal - security holder non-approved plans	1,373,022		

Total - Equity Compensation Plans	2,336,277		78,495
	=========		======

</TABLE>

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(1) The Company adopted the Stock Compensation Plan for Non-Employee Directors (the "Stock Compensation Plan") in January 1999. Under the Stock Compensation Plan, each non-employee director of the Company automatically receives 50% of the annual retainer in either restricted common stock or non-qualified stock options, as elected by the director. In addition, each non-employee director may also elect to receive all or a portion of the remaining annual retainer and any meeting fees in the form of restricted common stock or non-qualified stock options in lieu of cash payment. Each stock option granted under the Stock Compensation Plan expires on the

tenth anniversary of the date of grant. Awards of restricted stock and stock options under the Stock Compensation Plan vest upon the earliest of the following to occur: (i) the third anniversary of the date of the grant; (ii) a non-employee director's death; and (iii) a change in control of the Company, as defined in the Stock Compensation Plan. Any shares issued pursuant to the Stock Compensation Plan will be issued from the Company's treasury stock.

(2) The Company adopted the Deferred Stock Account Plan (the "Deferred Stock Account Plan") in March 1999, an unfunded deferred compensation plan whereby certain key management employees are permitted to defer the receipt of all, or a portion of, bonuses paid in shares of common stock of the Company (including shares of restricted stock) and shares issued upon stock option exercises. The Deferred Stock Account Plan also provides for matching contributions by the Company in various percentages upon shares of common stock deferred therein. Shares issued pursuant to the deferred stock component of this plan are held in irrevocable grantor trusts. Any shares issued pursuant to the Deferred Stock Account Plan will be issued from the Company's treasury stock.

(3) In 2003, the Compensation Committee granted non-qualified stock options to purchase shares of the Company's common stock under individual option agreements to one executive, exercisable at the fair market value of the common stock on the date of grant. Any shares issued upon exercise of these options will be issued from the Company's treasury stock.

(4) Pursuant to the express terms of the 1987 Long-Term Equity Incentive Plan, no additional awards may be issued under this plan after 1997.

(5) The plans not approved by stockholders do not contain a specified maximum number of shares that can be issued to participants. The number of shares issued for matching contributions under the Deferred Stock Account Plan depends generally upon the individual elections made by the participants in the plan. In respect of the Individual Stock Option, the number of shares granted is determined at the date of grant by the Compensation Committee. Any shares issued pursuant to these arrangements will be issued from the Company's treasury stock.

Item 13. Certain Relationships and Related Transactions

In December 2002, the Company acquired certain assets and liabilities from Superior TeleCom (the "Electrical Acquisition"). At that time, the Company also entered into a supply and transitional services agreement with Superior TeleCom which was subsequently replaced in November 2003 by a new supply and services agreement between Superior Essex Inc. (the successor company to Superior Telecom pursuant to the Plan or Reorganization) and Essex Electric (collectively, the "Supply Agreements"). The Supply Agreements provided for the purchase from Superior TeleCom of certain specified quantities of copper rod and certain transitional administrative services to Alpine Holdco and Essex Electric. The Supply Agreements expired on December 31, 2004 in accordance with their terms. The total cost of cooper rod purchased under the Supply Agreements in 2004 was $89.2 million. The cost of administrative services for 2004 was $1.4 million.

Essex Electric subleases a portion of its leased facilities at Ontario, California and at McDonough, Georgia to subsidiaries of Superior Essex Inc. Lease payments to Essex Electric by these subtenants were $0.7 million in 2004.

Essex Electric processes insulated copper wire at its Jonesboro, IN scrap reclamation center for Superior Essex Inc. Essex Electric charges a fee for this service and retains, then sells, the copper reclaimed. The charges to Superior Essex Inc. for these services recorded in net sales were $0.6 million for 2004.

In January 2005, Superior Essex Inc. purchased 445 newly issued shares of Essex Electric common stock for an aggregate purchase price of $1.2 million.

At December 31, 2004, Alpine has outstanding loans including accrued interest to certain executive officers totaling $0.4 million, relating to the tax implications associated with the exercise in prior years of stock options and restricted stock grants. During 2001, the Company agreed to forgive such loans and accrued interest, with such forgiveness to occur over a ten-year period, subject to certain employment conditions.

During 2004, the Company assigned life insurance policies to Bragi F. Schut, a former employee and current member of the Board of Directors of the Company, in satisfaction of its obligation to pay $159,545 of annual premiums in respect of the policies. The aggregate net cash surrender value of the policies at the time of assignment was $207,032.

In accordance with the terms of Bragi F. Schut's former employment agreement with the Company, in 2000 he commenced receiving an annuity of $18,900 per year for 15 years.

In accordance with the terms of James R. Kanely's former employment agreement with the Company, in 2001 he commenced receiving an annuity of $34,700 per year for 15 years. In March 2002, the Company liquidated its liability to Mr. Kanely under the Teletec SERP and is paying him an annuity of $7,378 per month for 15 years commencing in 2002.

Item 14. Principal Accounting Fees and Services

The following table details the fees billed for each of the last two fiscal years for professional services rendered by Deloitte & Touche LLP, the Company's principal accountants:

	Year Ended	
	December 31, 2004	December 31, 2003
Audit Fees (a)	$480,000	$395,000
Audit-related Fees (b)	35,000	120,000
Tax Fees (c)	205,000	23,000
All Other Fees (d)	14,000	--
Total	$734,000	$538,000

(a) Fees for audit services consisted of:
- Audit of the Company's annual financial statements
- Reviews of the Company's quarterly financial statements
- Consultation on SEC comments on the Company's proxy statement

(b) Fees for audit-related services billed in 2004 consisted of:
- Audits of the Company's two defined contribution plans and one defined benefit plan

Fees for audit-related services billed in 2003 consisted of:

- Services provided in connection with the filing of the Company's Registration Statement Form S-2 related to the subscription rights of holders of Alpine Common Stock to purchase Series A Preferred Stock and fees related to services provided in connection with review of the Company's exchange tender offer filed with the United States Securities and Exchange Commission on June 23, 2003.

(c) Fees for tax services billed in 2004 consisted of:

- Services related to the preparation of the Company's 2003 Federal and State Income tax returns and 2004 quarterly estimated tax payments
- Assistance in connection with the disposition of the Company's DNE Systems Inc., subsidiary
- Other minor consultations

Fees for tax services billed in 2003 consisted of:
- Services related to the review of the Company's 2002 Federal and State income tax return

(d) Fees for other services billed in 2004 consisted of:
- Fees related to Company employees attending training class related to Sarbanes-Oxley Section 404
- Consultation related to benefit calculation for a certain executive
- Subscription to Deloitte and Touche on-line research tool

The charter of the Audit Committee includes the requirement that all audit and non-audit services provided by the independent auditor are preapproved by the Audit Committee in accordance with Section 202 of the Sarbanes-Oxley Act.

The Fees outlined in the above table were preapproved by the Audit Committee in compliance with the Audit Committee charter, with the exception of three de minimus items totalling approximately $6,000 that were subsequently approved by the Audit Committee.

Item 15. Exhibits, Financial Statement Schedules, And Reports On Form 8-K

(a)(3) Exhibits as required by Item 601 of Regulation S-K are listed in Item 15(c) below.

(c) Exhibits

Exhibit Number	Description
2(a)	Purchase Agreement, dated October 31, 2002, by and among Superior Telecom Inc., Superior Telecommunications Inc., Essex International Name Title (incorporated herein by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q of Alpine for the quarter ended September 30, 2002).
3(a)	Certificate of Incorporation of Alpine (incorporated herein by reference to Exhibit 3(a) to the Annual Report on Form 10-K of Alpine for the year ended April 30, 1995 (the "1995 10-K")).
3(b)	Amendment to the Certificate of Incorporation of Alpine (incorporated herein by reference to Exhibit 3(aa) of Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 33-53434) of Alpine, as filed with the Commission on May 12, 1993).
3(c)	Certificate of the Powers, Designations, Preferences and Rights of the 9% Cumulative Convertible Preferred Stock of Alpine (incorporated herein by reference to Exhibit 1 to the Quarterly Report on Form 10-Q of Alpine for the quarter ended January 31, 1989).
3(d)	Certificate of the Powers, Designations, Preferences and Rights of the 9% Cumulative Convertible Senior Preferred Stock of Alpine (incorporated herein by reference to Exhibit(c) to the Annual Report on Form 10-K of Alpine for the fiscal year ended April 30, 1992 ("1992 10-K")).
3(e)	Certificate of the Powers, Designations, Preferences and Rights of the 8.5% Cumulative Convertible Senior Preferred Stock of Alpine (incorporated herein by reference to Exhibit 3(e) to the Annual Report on Form 10-K of Alpine for the fiscal year ended April 30, 1994).
3(f)	Certificate of the Powers, Designations, Preferences and Rights of the 8% Cumulative Convertible Senior Preferred Stock of the Company (incorporated herein by reference to Exhibit 3(f) to the 1995 10-K).
3(g)	By-laws of Alpine (incorporated herein by reference to Exhibit 3(g) to the 1995 10-K).
3(h)	Certificate of the Powers, Designations, Preferences and Rights of the Series A Cumulative Convertible Preferred Stock of Alpine (incorporated herein by reference to Exhibit 3.1 to the Quarterly Report on Form 10Q of Alpine for the quarter ended June 30, 2003 (the "June 30, 2003 10-Q"))
4(a)	Rights Agreement, dated as of February 17, 1999, between Alpine and American Stock Transfer & Trust Company, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to the Form 8-A of Alpine, as filed with the Commission on February 18, 1999).
4(b)	Amendment No. 1, dated March 10, 2003, to the Rights Agreement, dated as of February 17, 1999, between The Alpine Group, Inc. and American Stock Transfer & Trust Company, as rights agent (incorporated herein by reference to Exhibit 4.1 to the Current Report on Form 8-K of Alpine filed on March 11, 2003).
4(c)	Indenture dated as of August 4, 2003 between Alpine and American Stock Transfer & Trust Company, as Trustee, relating to Alpine 6% junior subordinated notes (incorporated herein by reference to Exhibit 4.1 to the June 30, 2003 10-Q).
10(a)	Amended and Restated 1984 Restricted Stock Plan of Alpine (incorporated herein by reference to Exhibit 10.5 to the Registration Statement on Form S-4 (Registration No. 33-9978) of Alpine, as filed with the Commission on October 5, 1993 (the "S-4 Registration Statement")).
10(b)	Amended and Restated 1987 Long-Term Equity Incentive Plan of Alpine (incorporated herein by reference to Exhibit 10.4 to the S-4 Registration Statement).
10(c)	Employee Stock Purchase Plan of Alpine (incorporated herein by reference to Exhibit B to the proxy statement of Alpine dated August 22, 1997).
10(d)	1997 Stock Option Plan (incorporated herein by reference to Exhibit 10(tt) to the 1997 10-K).
10(e)	Stock Compensation Plan for Non-Employee Directors of Alpine

(incorporated herein by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q of Alpine for the quarter ended January 30, 1999).

10(f) Lease Agreement by and between ALP(TX)QRS 11-28, Inc., and Superior TeleTec Transmission Products, Inc., dated as of December 16, 1993 (incorporated herein by reference to Exhibit (i) to the Quarterly Report on Form 10-Q of Alpine for the quarter ended January 31, 1994).

10(g) First Amendment to Lease Agreement, dated as of May 10, 1995, by and between ALP (TX)QRS 11-28, Inc. and Superior TeleTec Inc. (incorporated herein by reference to Exhibit 10(o) to the 1995 10-K).

10(h) Second Amendment to Lease Agreement, dated as of July 21, 1995, by and between ALP(TX)QRS 11-28, Inc. and Superior Telecommunications Inc. (incorporated herein by reference to Exhibit 10(x)to the 1995 10-K).

10(i) Third Amendment to Lease Agreement, dated as of October 2, 1996, by and between ALP(TX)QRS 11-28, Inc. and Superior Telecommunications Inc. (incorporated herein by reference to Exhibit 10.8 to the Registration Statement on Form S-1 (Registration No. 333-09933)of Superior TeleCom Inc., as filed with the Commission on August 9, 1996, as amended (the "TeleCom S-1")).

10(j) First Amendment to Guaranty and Surety Agreement, dated as of October 2, 1996, among the Company, Superior TeleCom Inc. and ALP (TX)QRS 11-28, Inc. (incorporated herein by reference to Exhibit 10.12 to the TeleCom S-1).

10(k) Employment Agreement, dated as of April 26, 1996, by and between Alpine and Steven S. Elbaum (incorporated herein by reference to Exhibit 10(q) Annual Report on Form 10-K of Alpine for the year ended April 30, 1996 (the "1996 10-K").

10(l) Second Amendment, dated May 14, 2003, to the Loan and Security Agreement by and among the lenders identified on the signature pages thereof (together with their respective successors and assigns), Congress Financial Corporation, as documentation agent, Foothill Capital Corporation, as arranger and administrative agent, Alpine Holdco Inc., DNE Manufacturing and Service Company, DNE Technologies, Inc., Essex Electric Inc. as borrowers, and DNE Systems, Inc. as a credit party (incorporated herein by reference to the Quarterly Report on Form 10-Q of Alpine for the quarter ended March 31, 2003).

10(m) Third Amendment, dated May 31, 2003, to the Loan and Security Agreement by and among the lenders identified on the signature pages thereof (together with their respective successors and assigns), Congress Financial Corporation, as documentation agent, Foothill Capital Corporation, as arranger and administrative agent, Alpine Holdco Inc., DNE Manufacturing and Service Company, DNE Technologies, Inc., Essex Electric Inc. as borrowers, and DNE Systems, Inc. as a credit party (incorporated herein by reference to the June 30, 2003 10-Q).

10(n) Amendment No. 1, dated as of March 15, 1999, to The Alpine Group, Inc. 1997 Stock Option Plan (incorporated herein by reference to Exhibit 10(ll) to the 1999 10-K).

10(o) Amendment No. 2, dated as of April 1, 1999, to The Alpine Group, Inc. 1997 Stock Option Plan (incorporated herein by reference to Exhibit 10(mm)to the 1999 10-K).

10(p) Amendment No. 3, dated as of May 14, 1999, to The Alpine Group, Inc. 1997 Stock Option Plan (incorporated herein by reference to Exhibit 10(nn) to the 1999 10-K).

10(q) Fourth Amendment to Lease Agreement, dated as of November 27, 1998, between ALP (TX)QRS 11-28, Inc. and Superior Telecommunications Inc. (incorporated herein by reference to Exhibit 10(x)to the Annual Report on Form 10-K of Superior Telecom Inc. for the year ended December 31, 1999 (the "Superior 1999 10-K").

10(r) Second Amendment to Guaranty and Suretyship Agreement, dated as of November 27, 1998, among ALP (TX)QRS 11-28, Inc., Superior TeleCom Inc. and Alpine (incorporated herein by reference to Exhibit 10(y)to the Superior 1999 10-K).

10(s) The Alpine Group, Inc. Deferred Stock Account Plan (incorporated herein by reference to Exhibit 10(ss) to the Annual Report on Form 10-K of the Company for the year ended December 31, 2000 (the "2000 10-K").

10(t) Amendment Number One to The Alpine Group, Inc. Senior Executive Retirement Plan (Amended and Restated as of January 1, 2001) (incorporated herein by reference to Exhibit 10(ggg) to the Annual Report on Form 10-K of Alpine for the year ended December 31, 2001 (the "2001 10-K")).

10(u) Fifth Amendment to Lease Agreement and Waiver, dated as of December 27, 2001, between ALP (TX) QRS 11-28, Inc. and Superior Telecommunications Inc. (incorporated herein by reference to Exhibit 10(yy) to the Annual Report on Form 10-K of Superior Telecom Inc. for the year ended December 31, 2001 ("the Superior 2001 10-K")).

10(v) Loan and Security Agreement, dated as of December 11, 2002, by and among the lenders identified on the signature pages thereof (together with their respective successors and assigns), Congress Financial Corporation (Southern), as documentation agent, Foothill Capital Corporation, as arranger and administrative agent, Alpine Holdco Inc., DNE Manufacturing and Service Company, DNE Technologies, Inc. and Essex Electric Inc., as borrowers, and DNE Systems, Inc., as a credit party (incorporated herein by reference to Exhibit 10.1 to the Current Report on Form 8-K of Alpine filed on December 26, 2002).

10(w) Amendment, dated January 3, 2003, to the Employment Agreement, dated as of April 26, 1996, by and between Alpine and Steven S. Elbaum (incorporated herein by reference to Exhibit 10(ll) to the Annual Report on Form 10-K of Alpine for the year ended December 31, 2002 (the "2002 10-K")).

10(x) Amended and Restated Employment Agreement, dated as of December 11, 2002, between Essex Electric Inc. and Harold M. Karp (incorporated herein by reference to Exhibit 10(mm) to the 2002 10-K).

10(y) Management agreement dated December 11, 2002, between Alpine and Alpine Holdco Inc. (incorporated by reference to Exhibit 10(nn) to the 2002 10-K).

10(z) Consent, Amendment and Waiver to Lease Agreement, dated as of December 11, 2002, between ST (TX) LP and Superior Telecommunications Inc. (incorporated herein by reference to Exhibit 10(oo) to the 2002 10-K).

10(aa) Warrant dated December 11, 2002 from Essex Electric Inc. ("Essex") issued to Superior Telecom Inc. ("Superior") (incorporated by reference to Exhibit 10 (aa) to the Annual Report on Form 10-K of Alpine for the year ended December 31, 2003 (the "2003 10-K")).

10(bb) Securityholders Agreement dated as of December 11, 2002 by and among Essex, Alpine Holdco ("Holdco") and Superior (incorporated by reference to Exhibit 10 (bb) to the 2003 10-K).

10(cc) Amendment No. 1 to Securityholders Agreement dated September 23, 2002 by and among Essex, Holdco and Superior (incorporated by reference to Exhibit 10 (cc) to the 2003 10-K).

10(dd) Employment Arrangement between The Alpine Group, Inc. and K. Mitchell Posner, dated March 24, 2003 (incorporated by reference to Exhibit 10 (dd) to the 2003 10-K).

10(ee) Employment Agreement between the Essex Electric Inc. and David A. Owen dated May 13, 2003 (incorporated by reference to Exhibit 10 (ee) to the 2003 10-K).

10(ff) Fourth Amendment, dated December 8, 2003, to Loan and Security Agreement by and among the lenders identified on the signature pages thereof (together with their respective successors and assigns), Wells Fargo Foothill, Inc., as agent and Congress Financial Corporation, as documentation agent, Alpine Holdco Inc., DNE Manufacturing and Services Company, DNE Technologies, Inc. and Essex Electric Inc., as borrowers, and DNE Systems, Inc., as credit party (incorporated herein by reference to Exhibit 10 (ff) to the 2003 10-K).

10(gg) Employment Agreement, dated as of April 26, 1996, by and between Alpine and Bragi F. Schut (incorporated herein by reference to Exhibit 10(s) to the 1996 10-K).

10(hh) Employment Agreement, dated as of November 10, 1993, by and between Alpine and James R. Kanely (incorporated herein by reference to Exhibit 10(v) to the 1995 10-K).

10(ii) Form of subscription agreement entered into on June 23, 2003 by certain officer and directors of Alpine in connection with the private placement of the Series A Preferred Stock (incorporated herein by reference to Exhibit 10(ii) of the 2003 10-K).

10(jj) Stock Purchase Agreement between Alpine Holdco Inc. and Ultra Electronics Defense, Inc., dated as of June 18, 2004 (incorporated herein by reference to Exhibit 10 (gg) to the Quarterly Report on Form 10-Q of Alpine for the period ended June 30, 2004.)

10(kk) Amendment Number One to The Alpine Group, Inc. Stock Compensation Plan for Non-Employee Directors, dated July 1, 2004 (incorporated herein by reference to Exhibit 10(jj) to the Quarterly Report on Form 10-Q of Alpine for the period ended September 30, 2004 (the "September 30, 2004 10-Q").

10(ll) Amendment Number One to The Alpine Group, Inc. Deferred Stock Account Plan, dated July 30, 2004 (incorporated herein by reference to Exhibit 10 (kk) to the September 30, 2004 10-Q).

10(mm) Fifth Amendment to Loan and Security Agreement, dated November 10, 2004 by and among Alpine Holdco Inc. and Essex Electric Inc. as borrowers and Wells Fargo, Foothill, Inc. as agent for the lenders and as a lender, Congress Financial Corporation (Central), and lenders from time to time party thereto (incorporated by reference to Exhibit 10 (ll) to the September 30, 2004 10-Q).

10(nn) Sixth Amendment to Loan and Security Agreement, dated February 28, 2005

	by and among Alpine Holdco Inc. and Essex Electric as borrower and Wells Fargo, Foothill, Inc. as agent for the lenders and as a lender, Congress Financial Corporation (Central), as documentation agent and as a lender and the lenders from time to time party thereto (incorporated by reference to Exhibit 10 (nn) on the Annual Report filed with the Securities and Exchange Commission on March 31, 2005 on Form 10-K of Alpine for the year ended December 31, 2004 (the "2004 10-K")).
21	List of Subsidiaries (incorporated by reference to Exhibit 21 on the 2004 10-K).
23(a)	Consent of Deloitte & Touche LLP (incorporated by reference to Exhibit 23(a) on the 2004 10-K).
23(b)	Notice regarding consent of Arthur Andersen LLP (incorporated by reference to Exhibit 23 (b) to the 2003 10-K).
31.1*	Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (filed with the 2004 10-K).

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* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 2, 2005

THE ALPINE GROUP, INC.

By: /s/ Steven S. Elbaum

Steven S. Elbaum
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

Name	Title	Date
<S>	<C>	<C>
/s/ Steven S. Elbaum	Chairman of the Board and Chief Executive Officer (principal executive officer)	May 2, 2005
/s/ David A. Owen	Chief Financial Officer (principal financial and accounting officer)	May 2, 2005
/s/ Kenneth G. Byers, Jr.	Director	May 2, 2005
/s/ Randolph Harrison	Director	May 2, 2005
/s/ John C. Jansing	Director	May 2, 2005
/s/ James R. Kanely	Director	May 2, 2005
/s/ Bragi F. Schut	Director	May 2, 2005

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Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Steven S. Elbaum, certify that:

1. I have reviewed this annual report on Form 10-K/A of The Alpine Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and

   (b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's

board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2005

/s/Steven S. Elbaum

Steven S. Elbaum
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, David A. Owen, certify that:

1. I have reviewed this annual report on Form 10-K/A of The Alpine Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared; and

   (b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's

board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2005

/s/ David A. Owen

David A. Owen
Chief Financial Officer