

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



10032016

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

FACING PAGE

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SEC FILE NUMBER
8-33133

Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING October 1, 2009 AND ENDING September 30, 2010  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER - DEALER:

J.J.B. Hilliard, W.L. Lyons, LLC

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

500 West Jefferson Street, Suite 700  
(No. and Street)

Louisville  
(City)

Kentucky  
(State)

40202  
(Zip Code)

OFFICIAL USE ONLY
FIRM ID. NO.

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

Charles M. Grimley (502) 588-8400  
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

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

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

9600 Brownsboro Road, Suite 400 Louisville Kentucky 40252  
(Address) (City) (State) (Zip Code)

CHECK ONE:

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

SECURITIES AND EXCHANGE COMMISSION <b>RECEIVED</b> NOV 30 2010 BRANCH OF REGISTRATIONS AND 04 EXAMINATIONS
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FOR OFFICIAL USE ONLY

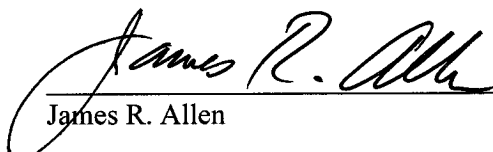
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2)

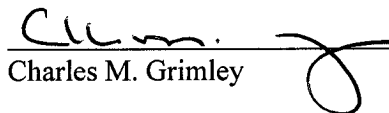
## AFFIRMATION

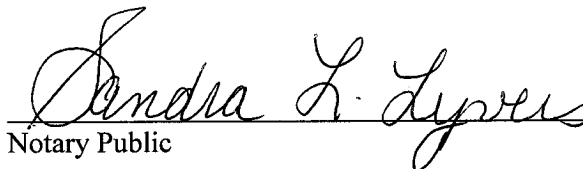
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We, James R. Allen and Charles M. Grimley, affirm that, to the best of our knowledge and belief, the accompanying financial statements and supplemental schedules pertaining to J.J.B. Hilliard, W.L. Lyons, LLC for the year ended September 30, 2010, are true and correct, and such financial statements and supplemental schedules have been made available to all members and allied members of the New York Stock Exchange in our organization. We further affirm that neither the Company nor any officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Security accounts of principal officers and directors that are classified as customer accounts (debits \$65,748 and credits \$1,588).

  
James R. Allen November 23, 2010  
Date  
Chief Executive Officer  
Title

  
Charles M. Grimley November 23, 2010  
Date  
Chief Financial Officer  
Title

  
Sandra L. Lyons  
Notary Public

My Commission expires: October 27, 2013

J.J.B. Hilliard, W.L. Lyons, LLC  
(S.E.C. I.D. No. 8-33133)

STATEMENT OF FINANCIAL CONDITION  
AS OF SEPTEMBER 30, 2010  
AND  
REPORT OF INDEPENDENT AUDITORS

\*\*\*\*\*

Filed pursuant to Rule 17a-5(e)(3) under the  
Securities Exchange Act of 1934  
as a PUBLIC DOCUMENT.



Crowe Horwath LLP  
Independent Member Crowe Horwath International

## Report of Independent Auditors

Board of Directors and Members of  
J.J.B. Hilliard, W. L. Lyons, LLC  
Louisville, Kentucky

We have audited the accompanying statement of financial condition of J.J.B. Hilliard, W.L. Lyons, LLC (the "Company") as of September 30, 2010 that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on this statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above present fairly, in all material respects, the financial position of J.J.B. Hilliard, W.L. Lyons, LLC as of September 30, 2010, in conformity with accounting principles generally accepted in the United States of America.

  
Crowe Horwath LLP

Louisville, Kentucky  
November 23, 2010

J.J.B. Hilliard, W.L. Lyons, LLC

Statement of Financial Condition

September 30, 2010

**ASSETS**

Cash and cash equivalents	\$ 70,342,208
Cash segregated under federal and other regulations	12,022,054
Securities owned, at fair value	13,450,807
Receivable from brokers, dealers and clearing organizations	10,546,259
Receivable from customers	129,921,034
Receivable from affiliates	32,267,158
Notes receivable from employees	22,338,315
Furniture, equipment and leasehold improvements, at cost (net of accumulated depreciation and amortization of \$3,722,802)	9,336,895
Goodwill	122,709,253
Intangible assets, net of accumulated amortization and accretion:	
Client relationships	72,625,000
Trademarks	47,000,000
Other	<u>(203,567)</u>
Total intangible assets, net of accumulated amortization and accretion of \$10,479,167	119,421,433
Commissions receivable	8,042,000
Miscellaneous receivable	3,711,802
Other	<u>4,246,358</u>
<b>TOTAL ASSETS</b>	<u><u>\$558,355,576</u></u>

**LIABILITIES**

Drafts payable	\$ 27,912,852
Securities sold, not yet purchased, at fair value	2,692,516
Payable to brokers, dealers and clearing organizations	8,730,679
Payable to customers	94,925,640
Payable to affiliate	98,654
Accrued compensation and employee benefits	30,750,026
Commissions payable	12,834,648
Other	<u>8,575,708</u>
<b>TOTAL LIABILITIES</b>	<u>186,520,723</u>

*Commitments and contingencies - Notes 8 and 10*

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**MEMBERS' EQUITY**

371,834,853

**TOTAL LIABILITIES AND MEMBERS' EQUITY**

\$558,355,576

*See accompanying Notes to Statement of Financial Condition.*

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**1. Business**

J.J.B. Hilliard, W.L. Lyons, LLC (the "Company") is a registered broker-dealer under the Securities Exchange Act of 1934 and is a member of the New York Stock Exchange ("NYSE"), various other exchanges and the Financial Industry Regulatory Authority. The Company is engaged in various securities related activities including retail brokerage, securities trading, investment banking, asset management and correspondent clearing. The Company, headquartered in Louisville, is a limited liability company organized under the laws of the Commonwealth of Kentucky. The Company serves a diverse group of individual investors and domestic companies and principally operates in the eastern half of the United States. The Company is a subsidiary of HL Financial Services, LLC (the "Parent"). Houchens Industries, Inc. owns 0.00177% of the Company.

**2. Accounting Policies**

**Subsequent Events**

The Company has evaluated subsequent events for recognition and disclosure through the date filed with the Securities and Exchange Commission, which is the date the financial statements were available to be issued.

**Use of Estimates**

The preparation of the Company's 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 financial statements and related disclosures. Management believes that the estimates utilized in the preparation of the financial statements are prudent and reasonable. Actual results could differ materially from these estimates. Goodwill valuation, intangible assets valuation and amortization, fair value of securities owned and sold, not yet purchased, and self-insurance liability related to health care claims are particularly subject to change.

**Fair Value of Financial Instruments**

Substantially all of the Company's financial instruments are carried at fair value or amounts that approximate fair value. The estimated fair value amounts of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. Cash and cash equivalents, employee notes and other receivables are carried at cost, which approximates fair value. The carrying amounts of customer receivables, primarily consisting of floating-rate loans collateralized by marginable securities, approximate fair value based upon the frequent re-setting of applicable interest rates. The Company's short-term liabilities such as drafts payable, bank loans and certain other payables are recorded at contracted amounts which approximate fair value.

**Cash and Cash Equivalents and Drafts Payable**

The Company considers all highly liquid investments with original or remaining maturities of three months or less at the time of purchase that are not required to be segregated under federal or other regulations to be cash equivalents. These balances are available for use against drafts payable to customers of \$27.9 million due to cross-collateral provisions.

September 30, 2010

## **2. Accounting Policies (continued)**

### **Securities Borrowed**

Securities borrowed are included in receivables from brokers, dealers and clearing organizations. Securities borrowed result from transactions with other brokers and dealers or financial institutions and are recorded at the amount of cash collateral advanced to the lender, which is generally in excess of the fair value of the applicable securities borrowed. The Company monitors the fair value of securities borrowed daily, with additional collateral advanced or excess collateral refunded as necessary.

### **Goodwill and Other Intangible Assets**

#### *Goodwill*

Goodwill represents the excess purchase price over the fair value of net assets acquired related to the acquisition of the Company on March 31, 2008. The Company does not amortize goodwill. Goodwill is tested for impairment at least annually or whenever indications of impairment exist. The Company's goodwill has been aggregated and is evaluated for impairment at the parent level. In testing for the potential impairment of goodwill, management estimates the fair value of the Company and compares it to the carrying value. If the estimated fair value of the Company is less than its carrying value, management is required to determine the fair value of all assets and liabilities of the Company, including goodwill. If the carrying value of the Company's goodwill is greater than the estimated fair value, an impairment charge is recognized for the excess.

#### *Intangible Assets*

A recognized intangible asset that has a finite useful life is amortized over its estimated life using the straight-line method. A recognized intangible asset that has an indefinite life is not amortized and is reviewed annually to determine whether events and circumstances continue to support an indefinite useful life. All intangible assets are reviewed for impairment annually. The Company re-evaluates the remaining estimated economic lives of finite-lived intangible assets at least annually. An impairment charge is recognized if the carrying amount of the intangible asset is not recoverable and its carrying amount exceeds its fair value.

### **Depreciation and Amortization**

Furniture and equipment are depreciated over their estimated economic lives, generally one to seven years, using the straight-line method. Leasehold improvements are amortized over the shorter of the term of the lease or estimated useful lives using the straight-line method.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**2. Accounting Policies (continued)**

**Income Taxes**

The Company has elected to be taxed as a partnership. As a result, it is not subject to federal or most state and local income taxes. The Company accounts for contingencies associated with uncertain tax positions as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. All taxable income and other tax costs and benefits are passed through to the respective members. The Company files U. S. federal and various state and local income tax returns. The Company is no longer subject to income tax examinations by taxing authorities for years before 2008. The Company recognizes interest and/or penalties related to income tax matters in other miscellaneous expense.

**3. Goodwill and Other Intangible Assets**

On March 31, 2008, Houchens Industries, Inc., through the Parent acquired the Company from the PNC Financial Services Group, Inc. The acquired assets, including goodwill and other intangible assets, and assumed liabilities were recorded at fair value.

*Goodwill*

As of September 30, 2010, goodwill totaled \$122.7 million.

*Intangible Assets*

September 30, 2010	Gross Carrying Amount	Accumulated (Amortization) Accretion	Net Amount	(Amortization) Accretion Period Years
<b>Amortized Intangible Assets</b>				
Client Relationships	\$ 83,000,000	\$(10,375,000)	\$ 72,625,000	20
Clearing Contract	800,000	(666,667)	133,333	3
Leasehold Interests	(900,000)	562,500	(337,500)	4
Total	\$ 82,900,000	\$(10,479,167)	\$ 72,420,833	
<b>Unamortized Intangible Assets</b>				
Trademarks	\$ 47,000,000	-	\$ 47,000,000	
Exchange Seats	600	-	600	
Total	\$ 47,000,600	-	\$ 47,000,600	
Total Intangible Assets	\$129,900,600	\$(10,479,167)	\$119,421,433	



J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**4. Securities Owned and Securities Sold, Not Yet Purchased – at fair value**

September 30, 2010	Owned	Sold, Not Yet Purchased
U.S. Government and federal agency obligations	\$ 4,250,695	\$ 323,431
State and municipal government obligations	7,229,563	-
Corporate obligations	51,593	1,521,417
Stocks	1,650,880	-
Other	268,076	847,668
	\$13,450,807	\$2,692,516

U.S. Government obligations owned with a fair value of approximately \$1.2 million, which are included in the table above, were pledged as collateral with a clearing organization at September 30, 2010.

**5. Fair Value Measurements**

ASC 820, *"Fair Value Measurements and Disclosures"*, defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**Level 1:** Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

**Level 2:** Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

**Level 3:** Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate fair value:

**Securities Owned and Securities Sold, Not Yet Purchased:** The fair values of securities owned and securities sold, not yet purchased are determined by obtaining quoted prices on nationally recognized securities exchanges or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**5. Fair Value Measurements (continued)**

Assets and liabilities measured at fair value on a recurring basis are summarized below.

	<b>Balance at September 30, 2010</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets</b>				
U.S. Government and federal agency obligations	\$ 4,250,695	\$ 4,250,695	\$ -	\$ -
State and municipal government obligations	7,229,563	-	7,229,563	-
Corporate obligations	51,593	-	51,593	-
Stocks	1,650,880	1,650,880	-	-
Other	268,076	-	268,076	-
Securities owned	<u>\$ 13,450,807</u>	<u>\$ 5,901,575</u>	<u>\$ 7,549,232</u>	<u>\$ -</u>
<b>Liabilities</b>				
U.S. Government and federal agency obligations	\$ 323,431	\$ 323,431	\$ -	\$ -
Corporate obligations	1,521,417	-	1,521,417	-
Other	847,668	-	847,668	-
Securities sold, not yet purchased	<u>\$ 2,692,516</u>	<u>\$ 323,431</u>	<u>\$ 2,369,085</u>	<u>\$ -</u>

**6. Receivable from and Payable to Brokers, Dealers and Clearing Organizations**

September 30, 2010	<b>Receivable</b>	<b>Payable</b>
Securities failed-to-deliver / receive	\$ 1,081,345	\$4,792,674
Securities borrowed / loaned	225,800	-
Amounts due from / to brokers and dealers through clearing organizations	2,837,846	1,223,311
Net trade date revenue recognition adjustment	3,894,979	-
Other	2,506,289	2,714,694
	<u>\$10,546,259</u>	<u>\$8,730,679</u>

Receivables related to securities failed-to-deliver and securities borrowed are collateralized by the underlying securities. At September 30, 2010, the Company obtained securities with a fair value of \$215,000 under securities borrowed arrangements, all of which have been either pledged or otherwise transferred to others to satisfy its commitments under proprietary and customer short sales.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**7. Notes Receivable from Employees**

From time to time, the Company will loan money to certain qualifying individuals at their time of hire and subsequently if certain criteria are met. The related promissory notes have maturities ranging from one to ten years and bear interest based on the current market rate at the time of issuance. The notes are payable on demand in the event the employee terminates prior to the maturity date of the loan. At September 30, 2010, the outstanding notes carried interest rates ranging from 2.25% to 6.0% with maturities ranging from 2011 to 2020.

The Company will also enter into a separate bonus agreement with these individuals, which allows them to earn a bonus each year to assist in the repayment of the note. The bonus is contingent on the continued employment of the individuals. Approximately \$3.2 million was included in accrued compensation and employee benefits at September 30, 2010.

**8. Financial Instruments with Off-Balance Sheet Risk**

The Company enters into various transactions involving financial instruments with off-balance sheet risk, including securities sold short and securities purchased and sold on a when-issued basis. These financial instruments are used to meet the needs of customers, conduct trading activities, and manage market risks and are, therefore, subject to varying degrees of market and credit risk.

The obligation for securities sold short represents a commitment to deliver specified securities. The Company will acquire the required securities at prevailing future market prices to satisfy this obligation. Accordingly, the Company's ultimate obligation may exceed the amount recognized in the financial statements. Exposure to market risk is managed by the Company through position limits and other controls.

In the normal course of business, the Company's customer activities involve the execution, settlement, and financing of various customer securities transactions. In accordance with industry practice, the Company generally settles transactions executed on behalf of its customers within three business days after the trade date. These transactions may expose the Company to off-balance sheet risk in the event that the customer or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss. Settlement of these transactions did not have a material effect on the Company's statement of financial condition.

The Company's customer securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to its customers, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the customers' accounts. In connection with these activities, the Company executes and clears customer transactions involving the purchase or sale of securities, not yet purchased, which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose the Company to significant off-balance sheet risk in the event margin requirements are not sufficient to fully cover losses that customers may incur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customer's obligations. The Company seeks to control the risks associated with its customer activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors the required margin levels daily and, pursuant to such guidelines, requires the customer to deposit additional collateral or to reduce positions when necessary.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**8. Financial Instruments with Off-Balance Sheet Risk (continued)**

The Company's customer financing and securities settlement activities require the Company to pledge customer securities as collateral in support of various secured financing sources such as bank loans or other borrowings. At September 30, 2010, the value of customer margin securities was \$1.5 billion. A portion of these securities were available to the Company to utilize as collateral for various borrowings or other purposes. The Company had pledged \$29.8 million of these available securities with clearing organizations as collateral for margin deposit requirements. At September 30, 2010, the Company had no available securities pledged for bank loans. In the event the counter-party is unable to meet its contractual obligation to return customer securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its customer obligations. The Company controls this risk by monitoring the market value of securities pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess market exposure. In addition, the Company establishes credit limits for such activities and monitors compliance on a daily basis.

**9. Regulatory Matters**

As a registered broker-dealer, the Company is subject to SEC Rule 15c3-1 (the "Rule"), which defines minimum net capital requirements. The Company calculates its net capital in accordance with the Rule using the alternative method, which requires it to maintain minimum net capital equal to the greater of 2% of aggregate debit items, as defined, or \$1.0 million. A reduction in business is required and cash distributions and other payments would be precluded if the percentage falls below 5% of aggregate debit items. At September 30, 2010, the Company's percentage of net capital to aggregate debits was 32.78%. Net capital was \$45.8 million, which exceeded the minimum required amount by \$43.0 million.

The Company operates in a highly regulated industry. Applicable laws and regulations, among other things, restrict permissible activities and investments and require compliance with various financial and customer-related protections. The consequences of noncompliance can include substantial monetary and non-monetary sanctions. In addition, the Company is subject to comprehensive examination and supervision by various governmental and self-regulatory agencies. These regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity where the agencies determine, among other things, that such operations are unsafe or unsound, fail to comply with applicable law or are otherwise inconsistent with the laws and regulations or with the supervisory policies of these agencies.

**10. Commitments**

In the normal course of business, the Company enters into underwriting and when-issued commitments. The Company had no contractual commitments relating to underwriting agreements or purchases of securities on a when-issued basis at September 30, 2010.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**10. Commitments (continued)**

The Company provides indemnification in connection with certain securities offering transactions in which it is involved. When the Company is an underwriter or placement agent, it provides a limited indemnification to the issuer related to its actions in connection with the offering and, if there are other underwriters, indemnification to the other underwriters intended to result in an appropriate sharing of the risk of participating in the offering. It is not possible to quantify the aggregate exposure to the Company resulting from these types of indemnification provisions; however, based on past experience, the potential for any material exposure is remote. Accordingly, no liability has been recognized for these indemnifications.

The Company participates in the NYSE Medallion Signature Program whereby the Company will guarantee the authenticity of client signatures on stock certificates submitted for sale or transfer to a transfer agent. The Company does maintain specific insurance coverage for protection in the event of signature fraud. It is not possible to quantify the aggregate exposure, if any, to the Company resulting from this type of indemnification; however, based on past experience, management believes the potential for any material exposure is remote. Accordingly, no liability has been recognized for these guarantees.

The Company also provides guarantees to securities clearing houses and exchanges under their standard membership agreement, which requires members to guarantee the performance of other members. Under the agreement, if another member becomes unable to satisfy its obligations to the clearing house, other members would be required to meet those shortfalls. The Company's liability under these agreements is not quantifiable and may exceed the cash and securities it has posted as collateral. However, based on past experience, the potential requirement for the Company to make payments under these arrangements is remote. Accordingly, no liability has been recognized for these agreements.

In connection with margin deposit requirements of The Options Clearing Corporation, the Company has pledged customer margin and other securities valued at \$31.0 million. At September 30, 2010, the amounts on deposit satisfied the minimum margin deposit requirement of \$23.2 million.

The Company has entered into various agreements with vendors for services that include cancellation clauses expiring from 2011 to 2014. Remaining payments required under these cancellation clauses are \$6.8 million at September 30, 2010. At September 30, 2010, none of these agreements had been cancelled.

The Company leases certain of its branch sales offices, postage and copier equipment under non-cancelable leases expiring between 2011 and 2021. Certain of these leases contain renewal options and include provisions for escalation of rentals based upon inflationary factors.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**10. Commitments (continued)**

Minimum annual rental payments under these leases for each of the next five fiscal years ending September 30 and thereafter are as follows:

2011	\$ 5,774,000
2012	4,544,000
2013	3,897,000
2014	3,012,000
2015	2,485,000
Thereafter	10,903,000
Total	<u>\$30,615,000</u>

**11. Litigation**

In the normal course of business, the Company is subject to various pending or threatened lawsuits, including arbitration. Some of the legal actions may include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. The Company has accrued a liability as of September 30, 2010, based upon its estimate of probable incurred losses; however, the estimate is subject to various uncertainties. Additional losses related to these identified legal matters, if any, could be material.

**12. Employee Benefits**

The Company participates in a contributory profit sharing plan, sponsored by the Parent, which covers substantially all employees. Company contributions to the plan include a base contribution for those participants employed at September 30, a matching of employee contributions and a discretionary profit sharing contribution as determined by the Company's Executive Compensation Committee.

The Company has agreements with various health care insurance providers as part of its employee benefit plans. The cost of these policies is shared between the Company and employees enrolled in the plans. The Company is self-insured for the cost of medical claims submitted by employees, but does maintain separate stop-loss insurance coverages with various carriers to protect the Company against large medical claims. The Company has \$1.0 million accrued in other liabilities for claims incurred but not yet reported at September 30, 2010.

**13. Other Related Party Transactions**

The Company receives investment advisory fees for managing an affiliated mutual fund. For the period of October 1, 2009 through July 27, 2010, the Company waived all of its management fees to support the fund yield for its investors. Effective July 28, 2010, the Company transferred its interest to an independent third party advisor. The Company receives reimbursement from affiliates for a shared services allocation that directly supports the activities of the affiliates.

J.J.B. Hilliard, W.L. Lyons, LLC

Notes to Statement of Financial Condition

September 30, 2010

**13. Other Related Party Transactions (continued)**

During 2009, the Company loaned the Parent \$30 million secured by three subordinated promissory notes which bear interest at 8.0% and mature on April 30, 2012. On July 29, 2010, the Parent paid off a \$5 million note to the Company and extended the maturity dates of the two remaining notes to September 30, 2013. This balance is included in the receivable from affiliates balance as of September 30, 2010.

The Company was acquired from The PNC Financial Services Group, Inc., on March 31, 2008. In conjunction with the acquisition, the Company entered into an extension of the Clearing Agreement with PNC Investments ("PNCI")(formerly a related party) on the same terms existing except (i) the PNCI contract shall have a term of three years from the closing date, (ii) during the third year of such term, the pricing thereunder shall be reduced by fifteen percent (15%), and (iii) PNCI shall have the right, with six months prior notice and effective at any time from and after the second anniversary of the closing date, to terminate the PNCI contract without continuing liability for the payment of fees in exchange for a payment of \$5 million to the Company. The Company received notice that PNCI does intend to renew the Clearing Agreement upon its expiration on March 31, 2011 for an additional three months.

Also, in conjunction with the acquisition, the Company entered into a transition services agreement with PNC Bank, N.A. (formerly a related party) to continue to provide necessary services to the Company, such as voice and data communication networks, internet and intranet access as well as email software and surveillance systems for a period of twelve to eighteen months while the Company is preparing the migration to its own networks and platforms. The agreement provides that pricing for the first twelve months will be identical to current practices and allows for a price increase of 10% for services provided thereafter. In November 2009, the contract with PNC ended.

\* \* \* \* \*

*Pursuant to SEC Rule 17a-5, the Company's Audited Statement of Financial Condition as of September 30, 2010, is available for your examination at our Louisville corporate office or at the Chicago regional office of the Securities and Exchange Commission.*