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



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FACING PAGE Washington Control of the Information Required of Brokers and Dealers Page Land to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING	01/01/09 MM/DD/YY	AND ENDING		31/09 /DD/YY	
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A. F	REGISTRANT	IDENTIFICATION		SHARAFARA Burana	-
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NAME OF BROKER-DEALER:				OFFICIAL	USE ONLY
Keeley Investment Corp.				FIRM I	.D. NO.
ADDRESS OF PRINCIPAL PLACE OF BUSIN	ESS: (Do not use	P.O. Box No.)			
401 S. LaSalle Street, Suite 1201					
(No. and Street)					
Chicago	Illinois		60605		
(City)	(State)		(Zip Code)		
NAME AND TELEPHONE NUMBER OF PER	SON TO CONTA	CT IN REGARD TO T	THIS REPOR	CT.	
John L. Keeley, Jr.			(312) 786-	5000	
			(Area Code - 7	relephone Num	ber)
B. A	CCOUNTANT	IDENTIFICATION	V		
INDEPENDENT PUBLIC ACCOUNTANT who	ose opinion is cont	ained in this Report*			
McGladrey & Pullen, LLP					
	(Name - if individual, sta	te last, first, middle name)			
One South Wacker Dr., Suite 800 Chica	igo IL		60606		
(Address) (City)	(State			Code)	
CHECK ONE: Certified Public Accountant Public Accountant Accountant not resident in United S	States or any of its	possessions.			·
	FOR OFFICIAL	USE ONLY			

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

^{*} 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).

OATH OR AFFIRMATION

I, John L. Keeley Jr., swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Keeley Investment Corp., as of December 31, 2009, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer.

	ROBERT KURINSKY Notary Public - State of Illinois My Commission Expires Jan 22, 2011	Signature	
Not	tary Public	President Title	
	s report ** contains (check all applicable boxes): (a) Facing page. (b) Statement of Financial Condition. (c) Statement of Income (Loss). (d) Statement of Cash Flows.		
	 (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital. (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors. (g) Computation of Net Capital (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3. 		
	 (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3. (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Computation for Determination of the Reserve Requirements Under Exhibit A of Rule (k) A Reconciliation between the audited and unaudited Statements of Financial Condition 	: 15c3-3.	
	solidation.		

(n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

OFFICIAL SEAL

(1) An Oath or Affirmation.

(m) A copy of the SIPC Supplemental Report.

(o) Independent Auditor's Report on Internal Control

^{**}For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

Contents

Independent Auditor's Report	1
Financial Statements	
Statement of financial condition	2
Notes to statement of financial condition	3-7

McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report

To the Board of Directors and Stockholder Keeley Investment Corp. Chicago, Illinois

We have audited the accompanying statement of financial condition of Keeley Investment Corp. (the Company) as of December 31, 2009, that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934 and Regulation 1.16 under the Commodity Exchange Act. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement 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 presents fairly, in all material respects, the financial position of Keeley Investment Corp. as of December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

McGladrey of Pullen, LCP

Chicago, Illinois February 26, 2010

Statement of Financial Condition December 31, 2009

Assets		
Cash and cash equivalents	\$	93,958
Receivables from futures commission merchant and securities broker-dealer		5,108,420
Distribution and shareholder services expense reimbursement receivable		510,447
Underwriting income receivable		45,010
Deposit with clearing broker		5,000
Other assets		227,896
Total assets	_\$	5,990,731
Liabilities and Stockholder's Equity		
Liabilities		
Distribution and shareholder services expense payable	\$	1,176,400
Employee compensation and benefits payable		580,496
Accounts payable, accrued expenses and other liabilities		355,256
		2,112,152
Stockholder's Equity		
Common stock, no par value; \$10 stated value; authorized 100,000 shares;		
issued and outstanding 25,000 shares		2,500
Additional paid-in capital		40,675
Retained earnings		3,835,404
		3,878,579
Total liabilities and stockholder's equity	\$	5,990,731

The accompanying notes are an integral part of the statement of financial condition.

Notes to Statement of Financial Condition

Note 1. Nature of Business and Significant Accounting Policies

Keeley Investment Corp. (the Company) is a wholly-owned subsidiary of Keeley Holdings, Inc. (KHI), and KHI is a wholly-owned subsidiary of Joley Corp. (the Parent Company). The Parent Company is the parent of the Company, Keeley Asset Management Corp. (KAMCO), an investment adviser registered with the Securities and Exchange Commission (SEC), and KHI. The Parent Company thus controls the Company, KAMCO and KHI.

The Company is a registered broker-dealer with the SEC and a member of the Financial Industry Regulatory Authority, Inc. (FINRA). The Company is also registered as an introducing broker with the National Futures Association. The Company introduces its customers to a clearing broker on a fully disclosed basis. The Company also engages in principal sales and trading of equity securities. The Company may enter into transactions in derivative financial instruments, including futures and options, in order to facilitate its trading activities.

The Company operates under the provisions of paragraph (k)(2)(ii) of Rule 15c3-3 of the Securities Exchange Act of 1934 and, accordingly, is exempt from the remaining provisions of that rule. Essentially, the requirements of paragraph (k)(2)(ii) provide that the Company clear all transactions on behalf of customers on a fully disclosed basis with a clearing broker-dealer, and promptly transmit all customer funds and securities to the clearing broker-dealer. The clearing broker-dealer carries all of the accounts of the customers and maintains and preserves all related books and records as are customarily kept by a clearing broker-dealer.

Significant accounting policies are as follows.

Accounting policies: The Company follows accounting standards established by the Financial Accounting Standards Board (the FASB) to ensure consistent reporting of financial condition, results of operations and cash flows. References to Generally Accepted Accounting Principles (GAAP) in these footnotes are to the *FASB Accounting Standards Codification™*, sometimes referred to as the Codification or ASC. The Codification is effective for periods ending on or after September 15, 2009.

Revenue recognition: Commission income and related expenses from customer transactions are recorded on a trade date basis. Distribution and underwriting income are recorded on the accrual basis.

Income taxes: The Company has elected to be treated as a qualified subchapter "S" subsidiary under the Internal Revenue Code. Stockholders of a parent company of a subchapter "S" subsidiary are required to include their proportionate share of each subsidiary's income in their individual federal and state income tax returns. The Company is required to pay an Illinois Replacement Tax of 1.5 percent of taxable income. As the ultimate payment of the Illinois Replacement Tax is remitted by the Parent Company, the Company has recorded an inter-company payable to remit its share of Illinois Replacement Tax to KHI, which will in turn remit payment to the Parent Company.

The Company follows the provisions of FASB ASC 740, *Income Taxes*. The Company is not subject to examination by U.S. federal or state taxing authorities for tax years before 2006. As of December 31, 2009, the Company has no material uncertain income tax positions, and accordingly, has not recorded a liability for the payment of interest or penalties.

Notes to Statement of Financial Condition

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents: Cash and cash equivalents consist of highly liquid investments with an original maturity of three months or less at the time of purchase. The Company considers money market funds to be cash equivalents.

Subsequent events: FASB ASC 855, *Subsequent Events*, establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The provisions of FASB ASC 855 were effective for interim and annual periods ending after June 15, 2009. The adoption of FASB ASC 855 did not have a material impact on the Company's financial position, results of operations or cash flows.

Note 2. Receivables from Futures Commission Merchant and Securities Broker-Dealer

Receivables from futures commission merchant and securities broker-dealer consists of cash and cash equivalents and commissions owed for execution services at December 31, 2009.

Note 3. Transactions with Related Parties

The Company provides office space and services to KAMCO, its affiliated SEC registered investment adviser. This amount is included as a reduction to the Company's expenses in the statement of operations.

The Company is the distributor of a family of affiliated mutual funds, the Keeley Funds, Inc. (the Funds). In addition, the Company receives 0.50 percent of all sales made with a front-end sales charge.

The Company also provides brokerage services to the Funds.

On August 21, 2008, the Funds' Board of Directors approved a shareholder servicing plan effective October 1, 2008, under which the Company is the shareholder servicing agent for the Funds. Pursuant to this plan, the Company receives a monthly fee at the annual rate of 0.05 percent of the Funds' average daily net assets for shareholder services.

Note 4. Fair Value Measurements

The Company follows the provisions of FASB ASC 820, Fair Value Measurements and Disclosures. FASB ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurement and also emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity for disclosure purposes. Beginning in January 2008, assets and liabilities recorded at fair value in the consolidated statement of financial condition are categorized based upon the level of judgment associated with the inputs used to measure their value.

The three levels of the Fair Value Hierarchy under FASB ASC 820 are described below:

<u>Level 1</u>: Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

<u>Level 2</u>: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

<u>Level 3</u>: Inputs are unobservable for the asset or liability and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. The following section describes the valuation techniques used by the Company to measure different financial instruments at fair value and includes the level within the fair value hierarchy in which the financial instrument is categorized.

In accordance with the disclosure requirements of FASB ASC 820, the Company carried \$3,918,002 in money market mutual funds, which is included in receivables from futures commission merchant and securities broker-dealer in the statement of financial condition, as of December 31, 2009. The Company considers these to be Level 1 assets. The Company did not hold any Level 2 or Level 3 assets during the year ended December 31, 2009.

Note 5. Bank Letter of Credit

The Company had an unsecured letter of credit of \$50,000 that matures on January 31, 2011. The beneficiary of the letter is National Financial Services LLC, the Company's clearing broker-dealer.

Notes to Statement of Financial Condition

Note 6. Commitments and Contingencies

The Company has lease agreements for its office facilities which expire on varying dates through October 31, 2012. The lease payments include rent, some utilities and real estate taxes. The future minimum rental commitments under these agreements are as follows.

2010	\$	220,273
2011		226,535
2012	<u> </u>	193,342
	\$	640,150

In the normal course of business, the Company enters into contracts that contain a variety of representations and warranties that provide indemnifications under certain circumstances. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. The Company expects the risk of loss to be remote.

The Parent Company, KAMCO, and KHI have pledged their assets as collateral on a senior secured credit facility (the Facility), under which KHI is the primary borrower. The Parent Company, KAMCO, and KHI are also guarantors and their assets serve as collateral for the Facility. Additionally, the stock of the Company, the Parent Company, KHI and KAMCO serve as collateral for the Facility.

Note 7. Employee Benefit Plans

The Company has a defined contribution profit sharing plan which covers substantially all full-time employees and provides for discretionary annual contributions based upon a percent of compensation paid. Contributions made by the Company vest based upon eligible years of service with a 25 percent vesting after one year and 100 percent vesting occurring in the third year.

The Company also has a 401(k) plan which covers substantially all full-time employees. The Company makes matching contributions up to 6 percent of compensation not to exceed a stated maximum.

Note 8. Financial Instruments with Off-Balance-Sheet Risk and Concentration of Credit Risk

Securities sold, not yet purchased (short sales) represent obligations of the Company to make a future delivery of a specific security and can create an obligation to purchase the security at the prevailing market price (or deliver the security if owned by the Company) at the later delivery date. As a result, short sales create the risk that the Company's ultimate obligation to satisfy the delivery requirements may exceed the amount of the proceeds initially received. While the Company has no obligations resulting from short sales at December 31, 2009, the Company did engage in short sales during the year.

Notes to Statement of Financial Condition

Note 8. Financial Instruments with Off-Balance-Sheet Risk and Concentration of Credit Risk (Continued)

Securities transactions of customers are introduced to and cleared through a clearing broker. Under the terms of its clearing agreement, the Company is required to guarantee the performance of its customers in meeting contracted obligations. In conjunction with the clearing broker, the Company seeks to control the risks associated with its customer activities by requiring customers to maintain collateral in compliance with various regulatory and internal guidelines. Compliance with the various guidelines is monitored daily and, pursuant to such guidelines, the customers may be required to deposit additional collateral or reduce positions when necessary.

Securities owned may be used as collateral by the clearing broker for amounts owed to such clearing broker.

The clearing and depository operations for the Company's security transactions are performed by its clearing broker pursuant to a clearance agreement. At December 31, 2009, \$3,918,002 of money market funds is reflected in the receivables from futures commission merchant and securities broker-dealer in the statement of financial condition. The Company consistently monitors the credit worthiness of the clearing broker to mitigate the Company's exposure to credit risk.

The Company is engaged in various trading activities whose counterparties primarily include broker-dealers, banks, and other financial institutions. In the event counterparties do not fulfill their obligations, the Company may be exposed to risk. The risk of default depends on the creditworthiness of the counterparty or issuer of the instrument. It is the Company's policy to review, as necessary, the credit standing of each counterparty with which it conducts business. The Company is engaged in brokerage activities whose counterparties primarily include broker-dealers, banks, and other financial institutions. The Company's exposure to credit risk associated with nonperformance of the customers in fulfilling their contractual obligations pursuant to futures transactions can be directly affected by the volatile trading markets that may impair the customer's ability to satisfy their obligations to the Company.

The Company does not anticipate nonperformance by clients or counterparties in the preceding situations. If either a customer or counterparty fails to perform, the Company may be required to discharge the obligation of the nonperforming party and, in such circumstances, the Company may sustain a loss. The Company has a policy of reviewing, as considered necessary, the credit standing of each counterparty with which it conducts business.

The Company maintains accounts with financial institutions which, at times, may exceed FDIC insurance limits. The Company has not incurred any losses on these accounts in the past and does not expect any such losses in the future.

Note 9. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC Rule 15c3-1), which requires the maintenance of a minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At December 31, 2009, the Company had net capital and net capital requirements of \$2,994,245 and \$250,000, respectively. The Company's ratio of aggregate indebtedness to net capital was 0.71 to 1.

Note 10. Subsequent Events

The Company has evaluated subsequent events through the date these financial statements were issued. There were no subsequent events to disclose.

McGladrey & Pullen

Certified Public Accountants

To the Audit Committee Keeley Investment Corp. Chicago, Illinois

Attention: Audit Committee

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [Transitional Assessment Reconciliation (Form SIPC-7T)] to the Securities Investor Protection Corporation (SIPC) for the period from April 1, 2009 to December 31, 2009, which were agreed to by Keeley Investment Corp. (the Company), the Securities and Exchange Commission, the Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and these other specified parties in evaluating the Company's compliance with the applicable instructions of the Transitional Assessment Reconciliation (Form SIPC-7T). The Company's management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1. Compared the listed assessment payments in Form SIPC-7T with respective cash disbursement record entries, noting no differences;
- 2. Compared the Total Revenue amounts of the audited financial statements for the year ended December 31, 2009, less revenues reported on the FOCUS reports for the period from January 1, 2009 to March 31, 2009, as applicable, with the amounts reported in Form SIPC-7T for the period from April 1, 2009 to December 31, 2009, noting the following:

Total Revenue per the audited financial statements for the year ended December 31, 2009	\$ 21,428,563
Less: revenues reported on the FOCUS reports for the period from January 1, 2009 to March 31, 2009	6,377,564
	15,050,999
Difference	15,076
Total Revenue per Form SIPC-7T for the period from April 1, 2009 to December 31, 2009	\$ 15,066,075

3. Compared any adjustments reported in Form SIPC-7T with supporting schedules and working papers, noting no differences:

- 4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7T and in the related schedules and working papers, noting no differences; and
- 5. Compared the amount of any overpayment applied with the Form SIPC-7T on which it was computed, noting no differences.

We were not engaged to, and did not, conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

McGladrey of Pullen, LLP

Chicago, Illinois February 26, 2010

SIPC-7,T (29-REV 12/09)

SECURITIES INVESTOR PROTECTION CORPORATION 805 15th St. N.W. Suite 800, Washington, D.C. 20005-2215 202-371-8300

Transitional Assessment Reconciliation

(Read carefully the instructions in your Working Copy before completing this Form)

SIPC-7T

(29-REV 12/09)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. pu	Nan rpos	ne of Member, address, Designated Examining Author ies of the audit requirement of SEC Rule 17a-5:	ty, 1934 Act registration no. and month	h in which fiscal year ends for
		021353 FINRA DEC KEELEY INVESTMENT CORP 8*8 401 S LASALLE ST STE 1201 CHICAGO IL 60605-2998	Note: If any of the information significant requires correction, please e-ma form@sipc.org and so indicate of Name and telephone number of prespecting this form.	il any corrections to n the form filed.
2.		General Assessment (item 2e from page 2 (not less the Less payment made with SIPC-6 filed including \$150 pages 150 p		\$ 35,14\
		7 28 2009 Date Paid Less prior overpayment applied	o mai 2000 dii o 4 (oxuludo interest)	()
		Assessment balance due or (overpayment)		22,895
		Interest computed on late payment (see instruction E) for days at 20% per annum	0
		Total assessment balance and interest due (or overp		\$ 22.895
		PAID WITH THIS FORM: Check enclosed, payable to SIPC Total (must be same as F above)	s 22,895	
	Н.	Overpayment carried forward	\$(<u> </u>	.)
3.	Sub	sidiaries (S) and predecessors (P) included in this for	m (give name and 1934 Act registratio	n number):
per tha	son t al	PC member submitting this-form-and-the- by whom it is executed represent thereby I information contained herein is true, correct mplete.	Keeley West M Warme of Corporation, Partner (Authorized	\
Da	ted	the 1st day of February, 20 10.	Chiet Financial Of	ticer to General Coursel
Thi for	s fo a p	orm and the assessment payment is due 60 days at eriod of not less than 6 years, the latest 2 years in	ter the end of the fiscal year. Retain n an easily accessible place.	•
SIPC REVIEWER	Di	ates:	ewed	
REVI	Ca	alculations Docu	mentation	Forward Copy
<u> </u>	E	cceptions:		
$\overline{\mathbf{s}}$	Di	sposition of exceptions:		

Amounts for the fiscal period

beginning April 1, 2009 and ending Necember 31, 2009 Eliminate cents Item No. 2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030) 5.066,075 (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above. (2) Net loss from principal transactions in securities in trading accounts. O (3) Net loss from principal transactions in commodities in trading accounts. (4) Interest and dividend expense deducted in determining item 2a. (5) Net loss from management of or participation in the underwriting or distribution of securities. (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net prolit from management of or participation in underwriting or distribution of securities. (7) Net loss from securities in investment accounts. Total additions 2c. Deductions: (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products. (2) Revenues from commodity transactions. (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions. (4) Reimbursements for postage in connection with proxy solicitation. (5) Net gain from securities in investment accounts. (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date. (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9)(L) of the Act). (8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C): (9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income. (ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960). Enter the greater of line (i) or (ii) Total deductions 2d. SIPC Net Operating Revenues 2e. General Assessment @ .0025 (to page 1 but not less than \$150 minimum)