

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

**Statement of Financial Condition
March 31, 2015**

(Unaudited)



HILLIARD LYONS

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

Statement of Financial Condition (Unaudited)

March 31, 2015

ASSETS

Cash and cash equivalents	\$ 11,656,057
Cash segregated under federal and other regulations	10,100,000
Securities owned, at fair value	25,904,409
Receivable from brokers, dealers and clearing organizations	6,664,301
Receivable from customers	146,138,494
Receivable from affiliates	59,066,349
Furniture, equipment and leasehold improvements, at cost (net of accumulated depreciation and amortization of \$11,732,566)	8,016,814
Goodwill	122,709,253
Intangible assets, net of accumulated amortization:	
Client relationships	53,950,000
Trademarks	47,000,000
Total intangible assets, net of accumulated amortization of \$29,050,000	100,950,000
Commissions receivable	9,654,560
Miscellaneous receivables	6,288,667
Prepaid expenses and other assets	8,410,704
TOTAL ASSETS	\$515,559,608

LIABILITIES

Drafts payable	\$ 14,027,018
Short-term borrowings	15,500,000
Securities sold, not yet purchased, at fair value	26,494
Payable to brokers, dealers and clearing organizations	6,130,676
Payable to customers	61,255,505
Accrued compensation and employee benefits	27,728,401
Deferred revenue	4,638,375
Other liabilities	5,197,390
TOTAL LIABILITIES	134,503,859

Commitments and contingencies – Notes 8 and 10

MEMBERS' EQUITY

MEMBERS' EQUITY	381,055,749
TOTAL LIABILITIES AND MEMBERS' EQUITY	\$ 515,559,608

See accompanying Notes to Statement of Financial Condition.

March 31, 2015

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, financial planning, 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 was servicing client assets of approximately \$37 billion as of March 31, 2015. The Company is a subsidiary of HL Financial Services, LLC (the “Parent”). Houchens Industries, Inc. owns 0.00177% of the Company.

2. Accounting Policies

Use of Estimates

The preparation of the Company’s financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the statement of financial condition and related disclosures. Management believes that the estimates utilized in the preparation of the statement of financial condition 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, litigation contingency liability, and self-insurance liability related to health care claims are particularly subject to change.

Fair Value of Financial Instruments

The Company follows Accounting Standards Codification (“ASC”) Topic 820, “*Fair Value Measurements and Disclosures*.” ASC Topic 820 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. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

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.

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2. Accounting Policies (continued)

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.

Cash and cash equivalents, 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 \$14.0 million due to cross-collateral provisions.

Cash Segregated Under Federal and Other Regulations

Cash of \$10.1 million has been segregated in two special reserve bank accounts for the exclusive benefit of customers under Rule 15c3-3 of the Securities and Exchange Act (SEA) as of March 31, 2015.

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.

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.

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 reviewed for impairment at least annually or whenever indications of impairment exist. The Company has the option to first assess qualitative factors to determine whether the existence of events or

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2. Accounting Policies (continued)

circumstances leads to a determination that it is more likely than not that the fair value of the Company is less than the carrying amount. If the Company determines it is more likely than not that the fair value of the Company is greater than the carrying amount it would not be required to perform the two-step impairment test. 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 indefinite-lived intangible assets are reviewed for impairment annually using qualitative factors to determine whether the existence of events or circumstances indicates that it is more likely than not that the indefinite-lived intangible assets are impaired. 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.

Income Taxes

The Company has elected to be taxed as a partnership. As a result, it is not subject to federal or most state 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. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next 12 months. 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 2011.

Subsequent Events

The Company has evaluated subsequent events for recognition and disclosure through June 30, 2015, which is the date the statement of financial condition was available to be issued.

3. Goodwill and Other Intangible Assets

The Parent acquired the Company on March 31, 2008. The acquired assets, including goodwill and other intangible assets, and assumed liabilities were recorded at fair value.

Notes to Statement of Financial Condition (Unaudited)

March 31, 2015

3. Goodwill and Other Intangible Assets (continued)*Goodwill*

As of March 31, 2015, goodwill totaled \$122.7 million.

Intangible Assets

March 31, 2015	Gross Carrying Amount	Accumulated Amortization	Net Amount	Amortization Period in Years
Finite-Lived Intangible Assets				
Client Relationships	\$ 83,000,000	\$(29,050,000)	\$ 53,950,000	20
Indefinite-Lived Intangible Assets				
Trademarks	\$ 47,000,000	-	\$ 47,000,000	
Total Intangible Assets	<u>\$130,000,000</u>	<u>\$(29,050,000)</u>	<u>\$100,950,000</u>	

4. Securities Owned and Securities Sold, Not Yet Purchased – At Fair Value

March 31, 2015	Owned	Sold, Not Yet Purchased
U.S. Government and federal agency obligations	\$ 2,685,373	\$ -
State and municipal government obligations	22,279,702	15,317
Corporate obligations	213,937	-
Stocks	531,647	11,177
Other	193,750	-
	<u>\$25,904,409</u>	<u>\$26,494</u>

U.S. Government obligations owned with a fair value of approximately \$1.7 million, which are included in the table above, were pledged as collateral with a clearing organization at March 31, 2015.

5. Fair Value Measurements

The Company's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy in accordance with ASC 820. See Note 2 for a discussion of the Company's fair value measurements accounting policies.

Notes to Statement of Financial Condition (Unaudited)

March 31, 2015

5. Fair Value Measurements (continued)

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

	Balance at March 31, 2015	Level 1	Level 2	Level 3
Assets				
U.S. Government and federal agency obligations	\$ 2,685,373	\$2,685,373	\$ -	\$ -
State and municipal government obligations	22,279,702	-	22,279,702	-
Corporate obligations	213,937	-	213,937	-
Stocks	531,647	49,827	481,820	-
Other	193,750	-	193,750	-
Securities owned	<u>\$25,904,409</u>	<u>\$2,735,200</u>	<u>\$23,169,209</u>	<u>\$ -</u>
Liabilities				
State and municipal government obligations	\$ 15,317	\$ -	\$ 15,317	\$ -
Stocks	11,177	11,177	-	-
Securities sold, not yet purchased	<u>\$ 26,494</u>	<u>\$ 11,177</u>	<u>\$ 15,317</u>	<u>\$ -</u>

There were no significant transfers between Level 1 and Level 2 during the six months ended March 31, 2015.

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

March 31, 2015	Receivable	Payable
Securities failed-to-deliver / receive	\$ 130,618	\$ 131,849
Securities borrowed / loaned	511,800	-
Amounts due from / to brokers and dealers through clearing organizations	5,817,308	1,905,585
Net trade date revenue recognition adjustment	-	3,984,499
Other	204,575	108,743
	<u>\$6,664,301</u>	<u>\$6,130,676</u>

Receivables related to securities failed-to-deliver and securities borrowed are collateralized by the underlying securities. At March 31, 2015, the Company obtained securities with a fair value of \$496,000 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.

Notes to Statement of Financial Condition (Unaudited)

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7. Short-Term Borrowings

The Company has a \$75 million revolving, secured line of credit and a \$5 million revolving, unsecured line of credit from a financial institution. Both lines of credit are uncommitted and the aggregate principal amount of all loans outstanding at any time under these credit facilities may not exceed \$75 million. Both lines of credit have variable interest rates based on the Fed Funds Rate plus 1.25% for secured borrowings and the Wall Street Journal Prime Rate for unsecured borrowings (1.37% and 3.25% respectively, at March 31, 2015). Secured borrowings may be collateralized with customers' securities pledged for margin loans and securities owned by the Company.

In October 2014, the Company obtained a committed \$15 million revolving, secured line of credit from a financial institution. The line of credit has a variable interest rate based on the Fed Funds Rate plus 1.25% (1.37% at March 31, 2015). The termination date for the committed line of credit is October 14, 2015.

As of March 31, 2015, the Company had short-term borrowings as follows:

Revolving secured line of credit	\$ 500,000
Revolving unsecured line of credit	-
Committed revolving secured line of credit	15,000,000
	<u>\$15,500,000</u>

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, not yet purchased 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, not yet purchased 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 statement of financial condition. 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

March 31, 2015

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

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.

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 March 31, 2015, 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 \$26.4 million of these available securities with clearing organizations as collateral for margin deposit requirements. Additionally, the Company had pledged \$19.7 million of these available securities with a financial institution as collateral for bank loans. In the event the counterparty 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 March 31, 2015, the Company's percentage of net capital to aggregate debits was 39.20%. Net capital was \$63.2 million, which exceeded the minimum required amount by \$60.0 million.

Distributions to the Parent may require regulatory notification if such amounts would cause equity capital to fall below the level existing at inception (\$363.9 million at March 31, 2008).

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.

Notes to Statement of Financial Condition (Unaudited)

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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 March 31, 2015.

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, management believes 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, 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 \$26.4 million. At March 31, 2015, the amounts on deposit satisfied the minimum margin deposit requirement of \$20.5 million.

The Company leases certain of its branch sales offices, postage and copier equipment under non-cancelable leases expiring between 2015 and 2022. Certain of these leases contain renewal options and include provisions for escalation of rentals based upon inflationary factors.

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

2015	\$ 6,748,000
2016	5,930,000
2017	4,490,000
2018	3,843,000
2019	2,932,000
Thereafter	2,652,000
Total	<u>\$26,595,000</u>

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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. No asserted claims have been specified, however, there are pending lawsuits with unspecified claim assertions as of March 31, 2015. The Company has accrued a liability of \$100,000 as of March 31, 2015, 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 401(k) plan, sponsored by the Parent, which covers substantially all employees. Company contributions to the plan include a non-discretionary match of 50% of the first 6% of the eligible compensation to the Plan (subject to compensation limits as determined annually by the IRS). An additional discretionary match may also be made, dependent upon the performance of the Company and overall economic conditions, at the discretion of 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 agreements 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 \$450,000 accrued in other liabilities for claims estimated to be incurred but not yet reported at March 31, 2015.

13. Other Related Party Transactions

The Company has loaned the Parent \$44 million secured by three subordinated promissory notes, which bear interest at 4.0% and mature on September 30, 2017. This balance is included in the receivable from affiliate balance as of March 31, 2015.

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Pursuant to SEC Rule 17a-5, the Company's Audited Statement of Financial Condition as of September 30, 2014, is available for your examination at our Louisville corporate office or at the Chicago regional office of the Securities and Exchange Commission.