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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 27, 2019

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 0-16633

THE JONES FINANCIAL COMPANIES, L.L.L.P.
(Exact name of registrant as specified in its Charter)

MISSOURI	**43-1450818**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

12555 Manchester Road
Des Peres, Missouri 63131
(Address of principal executive office)

(Zip Code)
(314) 515-2000

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicated by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of October 25, 2019, 1,251,533 units of limited partnership interest ("Interests") are outstanding, each representing $1,000 of limited partner capital. There is no public or private market for such Interests.

THE JONES FINANCIAL COMPANIES, L.L.L.P.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE JONES FINANCIAL COMPANIES, L.L.L.P.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited)

(Dollars in millions)	*September 27, 2019*	*December 31, 2018*
ASSETS:		
Cash and cash equivalents	$ 1,087	$ 1,498
Cash and investments segregated under federal regulations	8,368	8,241
Securities purchased under agreements to resell	1,557	911
Receivables from:		
Clients	3,348	3,359
Mutual funds, insurance companies and other	599	555
Brokers, dealers and clearing organizations	209	261
Securities owned, at fair value:		
Investment securities	305	250
Inventory securities	91	43
Lease right-of-use asset	858	—
Equipment, property and improvements, at cost, net of accumulated depreciation and amortization	599	555
Other assets	136	142
TOTAL ASSETS	$ 17,157	$ 15,815
LIABILITIES:		
Payables to:		
Clients	$ 11,094	$ 11,117
Brokers, dealers and clearing organizations	114	90
Lease liability	871	—
Accrued compensation and employee benefits	1,581	1,465
Accounts payable, accrued expenses and other	247	288
	13,907	12,960
Contingencies (Note 9)		
Partnership capital subject to mandatory redemption, net of reserve for anticipated withdrawals and partnership loans:		
Limited partners	1,253	884
Subordinated limited partners	523	504
General partners	1,253	1,119
Total	3,029	2,507
Reserve for anticipated withdrawals	221	348
Total partnership capital subject to mandatory redemption	3,250	2,855
TOTAL LIABILITIES	$ 17,157	$ 15,815

The accompanying notes are an integral part of these Consolidated Financial Statements.

Item 1. Financial Statements, continued

THE JONES FINANCIAL COMPANIES, L.L.L.P.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Dollars in millions, except per unit information and units outstanding)	*Three Months Ended September 27, 2019*	*Three Months Ended September 28, 2018*	*Nine Months Ended September 27, 2019*	*Nine Months Ended September 28, 2018*
Revenue:				
Fee revenue				
Asset-based	$ 1,738	$ 1,581	$ 4,962	$ 4,535
Account and activity	167	169	504	510
Total fee revenue	1,905	1,750	5,466	5,045
Trade revenue	391	368	1,160	1,072
Interest and dividends	106	92	319	257
Other revenue	5	11	53	34
Total revenue	2,407	2,221	6,998	6,408
Interest expense	40	30	122	92
Net revenue	2,367	2,191	6,876	6,316
Operating expenses:				
Compensation and benefits	1,647	1,536	4,799	4,470
Occupancy and equipment	127	114	369	333
Communications and data processing	100	85	285	250
Fund sub-adviser fees	41	35	116	96
Advertising	24	19	66	66
Professional and consulting fees	29	21	81	57
Postage and shipping	13	14	42	43
Other operating expenses	105	94	311	255
Total operating expenses	2,086	1,918	6,069	5,570
Income before allocations to partners	281	273	807	746
Allocations to partners:				
Limited partners	43	31	123	86
Subordinated limited partners	34	35	97	96
General partners	204	207	587	564
Net Income	$ —	$ —	$ —	$ —
Income allocated to limited partners per weighted average $1,000 equivalent limited partnership unit outstanding	$ 33.93	$ 35.42	$ 97.68	$ 96.60
Weighted average $1,000 equivalent limited partnership units outstanding	1,254,583	888,481	1,258,528	890,911

The accompanying notes are an integral part of these Consolidated Financial Statements.

Item 1. Financial Statements, continued

THE JONES FINANCIAL COMPANIES, L.L.L.P.
CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 27, 2019
(Unaudited)

(Dollars in millions)	*Limited Partnership Capital*	*Subordinated Limited Partnership Capital*	*General Partnership Capital*	*Total*
TOTAL PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION, DECEMBER 31, 2018	**$ 956**	**$ 545**	**$ 1,354**	**$ 2,855**
Reserve for anticipated withdrawals	(72)	(41)	(235)	(348)
Partnership capital subject to mandatory redemption, net of reserve for anticipated withdrawals	$ 884	$ 504	$ 1,119	$ 2,507
Partnership loans outstanding	—	4	328	332
Total partnership capital, including capital financed with partnership loans, net of reserve for anticipated withdrawals, December 31, 2018	884	508	1,447	2,839
Issuance of partnership interests	380	51	162	593
Redemption of partnership interests	(3)	(31)	(37)	(71)
Income allocated to partners	37	29	175	241
Distributions	—	—	(6)	(6)
Total partnership capital, including capital financed with partnership loans, March 29, 2019	1,298	557	1,741	3,596
Issuance of partnership interests	—	—	1	1
Redemption of partnership interests	(3)	(1)	—	(4)
Income allocated to partners	43	34	208	285
Distributions	(5)	(52)	(241)	(298)
Total partnership capital, including capital financed with partnership loans, June 28, 2019	1,333	538	1,709	3,580
Issuance of partnership interests	—	2	—	2
Redemption of partnership interests	(5)	(2)	(31)	(38)
Income allocated to partners	43	34	204	281
Distributions	(1)	(35)	(166)	(202)
Total partnership capital, including capital financed with partnership loans, September 27, 2019	1,370	537	1,716	3,623
Partnership loans outstanding	—	(4)	(369)	(373)
TOTAL PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION, SEPTEMBER 27, 2019	**$ 1,370**	**$ 533**	**$ 1,347**	**$ 3,250**
Reserve for anticipated withdrawals	(117)	(10)	(94)	(221)
Partnership capital subject to mandatory redemption, net of reserve for anticipated withdrawals, September 27, 2019	$ 1,253	$ 523	$ 1,253	$ 3,029

The accompanying notes are an integral part of these Consolidated Financial Statements.

Item 1. Financial Statements, continued

THE JONES FINANCIAL COMPANIES, L.L.L.P.
CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 28, 2018
(Unaudited)

(Dollars in millions)	*Limited Partnership Capital*	*Subordinated Limited Partnership Capital*	*General Partnership Capital*	*Total*
TOTAL PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION, DECEMBER 31, 2017	**$ 956**	**$ 499**	**$ 1,340**	**$ 2,795**
Reserve for anticipated withdrawals	(66)	(36)	(188)	(290)
Partnership capital subject to mandatory redemption, net of reserve for anticipated withdrawals	$ 890	$ 463	$ 1,152	$ 2,505
Partnership loans outstanding	—	3	294	297
Total partnership capital, including capital financed with partnership loans, net of reserve for anticipated withdrawals, December 31, 2017	890	466	1,446	2,802
Issuance of partnership interests	4	51	170	225
Redemption of partnership interests	(2)	(6)	(151)	(159)
Income allocated to partners	27	30	176	233
Distributions	—	(1)	(11)	(12)
Total partnership capital, including capital financed with partnership loans, March 30, 2018	919	540	1,630	3,089
Issuance of partnership interests	1	1	1	3
Redemption of partnership interests	(2)	(4)	(8)	(14)
Income allocated to partners	28	31	181	240
Distributions	(6)	(51)	(226)	(283)
Total partnership capital, including capital financed with partnership loans, June 29, 2018	940	517	1,578	3,035
Issuance of partnership interests	—	1	1	2
Redemption of partnership interests	(4)	—	(4)	(8)
Income allocated to partners	31	35	207	273
Distributions	(1)	(33)	(156)	(190)
Total partnership capital, including capital financed with partnership loans, September 28, 2018	966	520	1,626	3,112
Partnership loans outstanding	—	(3)	(346)	(349)
TOTAL PARTNERSHIP CAPITAL SUBJECT TO MANDATORY REDEMPTION, SEPTEMBER 28, 2018	**$ 966**	**$ 517**	**$ 1,280**	**$ 2,763**
Reserve for anticipated withdrawals	(79)	(11)	(94)	(184)
Partnership capital subject to mandatory redemption, net of reserve for anticipated withdrawals, September 28, 2018	$ 887	$ 506	$ 1,186	$ 2,579

The accompanying notes are an integral part of these Consolidated Financial Statements.

Item 1. Financial Statements, continued

THE JONES FINANCIAL COMPANIES, L.L.L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Dollars in millions)	*Nine Months Ended September 27, 2019*	*Nine Months Ended September 28, 2018*
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ —	$ —
Adjustments to reconcile net income to net cash provided by operating activities:		
Income before allocations to partners	807	746
Depreciation and amortization	84	69
Changes in assets and liabilities:		
Investments segregated under federal regulations	(1,495)	709
Securities purchased under agreements to resell	(646)	(77)
Net payable to clients	(12)	(2,514)
Net receivable from brokers, dealers and clearing organizations	76	9
Receivable from mutual funds, insurance companies and other	(44)	2
Securities owned	(103)	(45)
Lease right-of-use asset	(53)	—
Other assets	6	9
Lease liability	66	—
Accrued compensation and employee benefits	116	116
Accounts payable, accrued expenses and other	(41)	60
Net cash used in operating activities	(1,239)	(916)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment, property and improvements	(128)	(74)
Cash used in investing activities	(128)	(74)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of partnership interests	432	60
Redemption of partnership interests	(113)	(181)
Distributions from partnership capital	(731)	(657)
Net cash used in financing activities	(412)	(778)
Net decrease in cash, cash equivalents and restricted cash	(1,779)	(1,768)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH:		
Beginning of period	8,737	8,537
End of period	$ 6,958	$ 6,769

See Note 12 for additional cash flow information.

The accompanying notes are an integral part of these Consolidated Financial Statements.

THE JONES FINANCIAL COMPANIES, L.L.L.P.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(Dollars in millions)

NOTE 1 – INTRODUCTION AND BASIS OF PRESENTATION

The accompanying Consolidated Financial Statements include the accounts of The Jones Financial Companies, L.L.L.P. and all wholly-owned subsidiaries (collectively, the “Partnership” or "JFC"). The financial position of the Partnership’s subsidiaries in Canada as of August 31, 2019 and November 30, 2018 are included in the Partnership’s Consolidated Statements of Financial Condition and the results for the three and nine month periods ended August 31, 2019 and 2018 are included in the Partnership’s Consolidated Statements of Income, Consolidated Statements of Changes in Partnership Capital Subject to Mandatory Redemption, and Consolidated Statements of Cash Flows because of the timing of the Partnership’s financial reporting process.

The Partnership’s principal operating subsidiary, Edward D. Jones & Co., L.P. (“Edward Jones”), is a registered broker-dealer and investment adviser in the United States (“U.S.”), and one of Edward Jones’ subsidiaries is a registered broker-dealer in Canada. Through these entities, the Partnership primarily serves individual investors in the U.S. and Canada. Edward Jones is a retail brokerage business and primarily derives revenues from fees for providing investment advisory and other account services to its clients, fees for assets held by clients, the distribution of mutual fund shares, and commissions for the purchase or sale of securities and the purchase of insurance products. The Partnership conducts business throughout the U.S. and Canada with its clients, various brokers, dealers, clearing organizations, depositories and banks. Trust services are offered to Edward Jones’ U.S. clients through Edward Jones Trust Company (“Trust Co.”), a wholly-owned subsidiary of the Partnership. Olive Street Investment Advisers, LLC, a wholly-owned subsidiary of the Partnership, provides investment advisory services to the eight sub-advised mutual funds comprising the Bridge Builder® Trust ("BB Trust"). Passport Research, Ltd., a wholly-owned subsidiary of the Partnership, provides investment advisory services to the sub-advised Edward Jones Money Market Fund (the "Fund").

The Consolidated Financial Statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (“GAAP”), which require the use of certain estimates by management in determining the Partnership’s assets, liabilities, revenues and expenses. Actual results could differ from these estimates. The Partnership has evaluated subsequent events through the date these Consolidated Financial Statements were issued and identified no matters requiring disclosure.

The interim financial information included herein is unaudited. However, in the opinion of management, such information includes all adjustments, consisting primarily of normal recurring accruals, which are necessary for a fair statement of the results of interim operations.

There have been no material changes to the Partnership’s significant accounting policies or disclosures of recently issued accounting standards as described in Part II, Item 8 – Financial Statements and Supplementary Data – Note 1 of the Partnership's Annual Report on Form 10-K for the year ended December 31, 2018 (the "Annual Report"), except as disclosed in Note 2 herein. The results of operations for the three and nine month periods ended September 27, 2019 are not necessarily indicative of the results to be expected for the year ending December 31, 2019. These unaudited Consolidated Financial Statements should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Consolidated Financial Statements and notes thereto included in the Annual Report.

Item 1. Financial Statements, continued

NOTE 2 – RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, *Leases (Topic 842)* (“ASC 842”), which requires lessees to recognize leases with terms greater than 12 months on the balance sheet as lease right-of-use assets and lease liabilities. In July 2018, the FASB issued ASU No. 2018-11, *Leases (Topic 842)*, which allows an entity to recognize a cumulative-effect adjustment to the opening balance of Partnership capital in the period of adoption and prior periods do not have to be restated. Effective January 1, 2019, the Partnership adopted ASC 842 and recorded a lease right-of-use asset of $785 and lease liability of $805 related to the Partnership's branch office network and home offices. The lease right-of-use asset was reduced by $20 for deferred rent on existing leases at adoption. The cumulative-effect adjustment to the opening balance of Partnership capital was zero and prior periods were not restated. The Partnership elected the package of practical expedients for leases that commenced prior to January 1, 2019, which allowed the Partnership to not reassess whether any contracts are or contain leases, lease classification for expired or existing leases, and initial direct costs for existing leases. There was no material impact on the Consolidated Statements of Income, Consolidated Statements of Cash Flows or net capital requirements of Edward Jones. See Note 3 for additional information.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 removes the "probable" threshold for credit loss recognition, requiring companies to capture all expected credit losses and to consider a broader range of reasonable and supportable information to inform credit loss estimates. The Partnership concluded its evaluation of the update and does not anticipate a material impact to the Consolidated Financial Statements from adoption of ASU 2016-13 on January 1, 2020.

NOTE 3 – LEASES

The Partnership leases branch office space under numerous operating leases from non-affiliates and financial advisors. Branch offices are generally leased for terms of five years and generally contain a renewal option. Renewal options are not included in the lease term because it is not reasonably certain the Partnership will exercise the renewal option. The Partnership also leases a few of its home office spaces from non-affiliates with terms ranging from 12 to 30 years.

The Partnership recognizes lease liabilities for future lease payments and lease right-of-use assets for the right of use of an underlying asset within a contract. Current leases are all classified as operating leases. Lease right-of-use assets and lease liabilities are recognized on the Consolidated Statements of Financial Condition at commencement date and calculated as the present value of the sum of the remaining fixed lease payments over the lease term. Throughout the lease term, the lease right-of-use asset includes the impact from the timing of lease payments and straight-line rent expense. The Partnership used its incremental borrowing rate based on information available at lease commencement as leases do not contain a readily determinable implicit rate. A single lease cost, or rent expense, is recognized on a straight-line basis over the lease term. The Partnership does not separate lease components (i.e., fixed payments including rent, real estate taxes and insurance costs) from non-lease components (i.e., common-area maintenance) and recognizes them as a single lease component. Variable lease payments not included within lease contracts are expensed as incurred.

For the three and nine months ended September 27, 2019, cash paid for amounts included in the measurement of operating lease liabilities was $72 and $209, respectively, and lease right-of-use assets obtained in exchange for new operating lease liabilities were $96 and $273, respectively. As of September 27, 2019, the weighted-average remaining lease term was four years, and the weighted-average discount rate was 3.3%.

Item 1. Financial Statements, continued

For the three and nine months ended September 27, 2019, operating lease costs were $72 and $208, respectively, and variable lease costs not included in the lease liability were $14 and $41, respectively. Total lease costs for the three and nine months ended September 27, 2019 were $86 and $249, respectively. The Partnership's future undiscounted cash outflows for operating leases as of September 27, 2019 are summarized below:

2019	$	73
2020		269
2021		222
2022		166
2023		112
Thereafter		102
Total lease payments		944
Less: Interest		73
Total present value of lease liabilities	$	871

While the rights and obligations for leases that have not yet commenced are not significant, the Partnership does continually enter into new branch office leases.

The Partnership's portion of the long-term lease commitments that are non-cancellable as of December 31, 2018 are summarized below:

2019	$	182
2020		56
2021		39
2022		19
2023		9
Thereafter		10
Total	$	315

NOTE 4 – REVENUE

As of September 27, 2019 and December 31, 2018, $447 and $377, respectively, of the receivable from clients balance and $268 and $278, respectively, of the receivable from mutual funds, insurance companies and other balance related to revenue contracts with customers.

The Partnership derived 14% of its total revenue from one mutual fund complex for the three and nine month periods ended September 27, 2019 and September 28, 2018.

The following tables show the Partnership's disaggregated revenue information. See Note 10 for segment information.

Item 1. Financial Statements, continued

	Three Months Ended September 27, 2019			Three Months Ended September 28, 2018		
	U.S.	Canada	Total	U.S.	Canada	Total
Fee revenue:						
Asset-based fee revenue:						
Advisory programs fees	$ 1,221	$ 19	$ 1,240	$ 1,086	$ 16	$ 1,102
Service fees	315	22	337	314	22	336
Other asset-based fees	161	—	161	143	—	143
Total asset-based fee revenue	1,697	41	1,738	1,543	38	1,581
Account and activity fee revenue:						
Shareholder accounting services fees	109	—	109	107	—	107
Other account and activity fee revenue	55	3	58	59	3	62
Total account and activity fee revenue	164	3	167	166	3	169
Total fee revenue	1,861	44	1,905	1,709	41	1,750
Trade revenue:						
Commissions	360	11	371	325	11	336
Principal transactions	19	1	20	30	2	32
Total trade revenue	379	12	391	355	13	368
Total revenue from customers	2,240	56	2,296	2,064	54	2,118
Net interest and dividends and other revenue	66	5	71	67	6	73
Net revenue	$ 2,306	$ 61	$ 2,367	$ 2,131	$ 60	$ 2,191

	Nine Months Ended September 27, 2019			Nine Months Ended September 28, 2018		
	U.S.	Canada	Total	U.S.	Canada	Total
Fee revenue:						
Asset-based fee revenue:						
Advisory programs fees	$ 3,463	$ 51	$ 3,514	$ 3,093	$ 43	$ 3,136
Service fees	915	65	980	922	66	988
Other asset-based fees	468	—	468	411	—	411
Total asset-based fee revenue	4,846	116	4,962	4,426	109	4,535
Account and activity fee revenue:						
Shareholder accounting services fees	323	—	323	325	—	325
Other account and activity fee revenue	172	9	181	175	10	185
Total account and activity fee revenue	495	9	504	500	10	510
Total fee revenue	5,341	125	5,466	4,926	119	5,045
Trade revenue:						
Commissions	1,042	35	1,077	933	37	970
Principal transactions	80	3	83	98	4	102
Total trade revenue	1,122	38	1,160	1,031	41	1,072
Total revenue from customers	6,463	163	6,626	5,957	160	6,117
Net interest and dividends and other revenue	234	16	250	184	15	199
Net revenue	$ 6,697	$ 179	$ 6,876	$ 6,141	$ 175	$ 6,316

Item 1. Financial Statements, continued

NOTE 5 – FAIR VALUE

The Partnership's valuation methodologies for financial assets and financial liabilities measured at fair value and the fair value hierarchy are described in Part II, Item 8 – Financial Statements and Supplementary Data – Note 1 of the Partnership's Annual Report. There have been no material changes to the Partnership's valuation methodologies since December 31, 2018.

The Partnership did not have any assets or liabilities categorized as Level III during the nine and twelve month periods ended September 27, 2019 and December 31, 2018, respectively.

The following tables show the Partnership's financial assets measured at fair value:

	Financial Assets at Fair Value as of September 27, 2019			
	Level I	Level II	Level III	Total
Cash equivalents:				
Certificates of deposit	$ —	$ 325	$ —	$ 325
Investments segregated under federal regulations:				
U.S. treasuries	$ 2,497	$ —	$ —	$ 2,497
Securities owned:				
Investment securities:				
Mutual funds[(1)]	$ 300	$ —	$ —	$ 300
Government and agency obligations	3	—	—	3
Equities	2	—	—	2
Total investment securities	$ 305	$ —	$ —	$ 305
Inventory securities:				
Mutual funds	$ 33	$ —	$ —	$ 33
Equities	33	—	—	33
State and municipal obligations	—	18	—	18
Certificates of deposit	—	4	—	4
Corporate bonds and notes	—	3	—	3
Total inventory securities	$ 66	$ 25	$ —	$ 91

Item 1. Financial Statements, continued

	Financial Assets at Fair Value as of December 31, 2018			
	Level I	Level II	Level III	Total
Cash equivalents:				
Certificates of deposit	$ —	$ 298	$ —	$ 298
Investments segregated under federal regulations:				
U.S. treasuries	$ 998	$ —	$ —	$ 998
Securities owned:				
Investment securities:				
Mutual funds[1]	$ 244	$ —	$ —	$ 244
Government and agency obligations	3	—	—	3
Equities	2	—	—	2
Corporate bonds and notes	—	1	—	1
Total investment securities	$ 249	$ 1	$ —	$ 250
Inventory securities:				
Equities	$ 16	$ —	$ —	$ 16
State and municipal obligations	—	15	—	15
Mutual funds	6	—	—	6
Certificates of deposit	—	3	—	3
Corporate bonds and notes	—	3	—	3
Total inventory securities	$ 22	$ 21	$ —	$ 43

(1) The mutual funds balance consists primarily of securities held to economically hedge future liabilities related to the non-qualified deferred compensation plan. The balance also includes securities held in relation to profit sharing contributions on behalf of service partners and a security held for regulatory purposes at the Trust Co.

NOTE 6 – LINES OF CREDIT

In addition to the lines of credit disclosed in Part II, Item 8 – Financial Statements and Supplementary Data – Note 7 of the Partnership's Annual Report, the Partnership entered into a new uncommitted line of credit in September 2019. The amount available on the line of credit and the associated collateral requirements are at the bank's discretion upon the event of a borrowing.

There were no amounts outstanding on the uncommitted line of credit as of September 27, 2019. In addition, the Partnership did not have any draws against the line of credit during the period ended September 27, 2019. For the purpose of periodically testing draw procedures, the Partnership made an overnight draw on the uncommitted facility in September 2019.

NOTE 7 – PARTNERSHIP CAPITAL

The Partnership makes loans available to those general partners and, in limited circumstances, subordinated limited partners (in each case, other than members of the Executive Committee, as defined in the Partnership's Twentieth Amended and Restated Agreement of Registered Limited Liability Limited Partnership, dated August 6, 2018 (the "Partnership Agreement")), who require financing for some or all of their Partnership capital contributions. In limited circumstances a general partner may withdraw from the Partnership and become a subordinated limited partner while he or she still has an outstanding Partnership loan. It is anticipated that, of the future general and subordinated limited partnership capital contributions (in each case, other than for Executive Committee members) requiring financing, the majority will be financed through Partnership loans. Loans made by the Partnership to such partners are generally for a period of one year but are expected to be renewed and bear interest at the interest rate defined in the loan documents. The Partnership recognizes interest income for the interest earned related to these loans. The outstanding amount of Partnership loans is reflected as a reduction to total Partnership capital. As of September 27, 2019 and December 31, 2018, the outstanding amount of Partnership loans was $373 and $332, respectively. Interest income earned from these loans, which is included in interest and dividends in the Consolidated Statements of Income, was $5 and $16 for the three and nine month periods ended September 27, 2019, respectively, and $5 and $13 for the three and nine month periods ended September 28, 2018, respectively.

The following table shows the roll forward of outstanding Partnership loans for:

	Nine Months Ended	
	September 27, 2019	September 28, 2018
Partnership loans outstanding at beginning of period	$ 332	$ 297
Partnership loans issued during the period	164	170
Repayment of Partnership loans during the period	(123)	(118)
Total Partnership loans outstanding	$ 373	$ 349

The minimum 7.5% annual payment on the face amount of limited partnership capital was $24 and $71 for the three and nine month periods ended September 27, 2019, respectively, and $17 and $50 for the three and nine month periods ended September 28, 2018, respectively. These amounts are included as a component of interest expense in the Consolidated Statements of Income.

The Partnership filed a Registration Statement on Form S-8 with the U.S. Securities and Exchange Commission ("SEC") on January 12, 2018, to register $450 of Interests issuable pursuant to the Partnership's 2018 Employee Limited Partnership Interest Purchase Plan (the "2018 Plan"). The Partnership issued approximately $380 of Interests under the 2018 Plan on January 2, 2019. The remaining $70 of Interests may be issued under the Plan at the discretion of the Managing Partner in the future.

NOTE 8 – NET CAPITAL REQUIREMENTS

As a result of its activities as a U.S. broker-dealer, Edward Jones is subject to the net capital provisions of Rule 15c3-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and capital compliance rules of the Financial Industry Regulatory Authority (“FINRA”) Rule 4110. Under the alternative method permitted by the rules, Edward Jones must maintain minimum net capital equal to the greater of $0.25 or 2% of aggregate debit items arising from client transactions. The net capital rules also provide that Edward Jones’ partnership capital may not be withdrawn if resulting net capital would be less than minimum requirements. Additionally, certain withdrawals require the approval of the SEC and FINRA to the extent they exceed defined levels, even though such withdrawals would not cause net capital to be less than minimum requirements.

The Partnership’s Canada broker-dealer subsidiary is a registered broker-dealer regulated by the Investment Industry Regulatory Organization of Canada (“IIROC”). Under the regulations prescribed by IIROC, the Partnership’s Canada broker-dealer subsidiary is required to maintain minimum levels of risk-adjusted capital, which are dependent on the nature of the Partnership’s Canada broker-dealer subsidiary’s assets and operations.

Item 1. Financial Statements, continued

The following table shows the Partnership's capital figures for its U.S. and Canada broker-dealer subsidiaries as of:

	September 27, 2019	December 31, 2018
U.S.:		
Net capital	$ 1,311	$ 1,280
Net capital in excess of the minimum required	$ 1,254	$ 1,221
Net capital as a percentage of aggregate debit items	46.0%	43.6%
Net capital after anticipated capital withdrawals, as a percentage of aggregate debit items	30.0%	28.3%
Canada:		
Regulatory risk-adjusted capital	$ 40	$ 40
Regulatory risk-adjusted capital in excess of the minimum required to be held by IIROC	$ 39	$ 39

U.S. net capital, Canada risk-adjusted capital and the related capital percentages may fluctuate on a daily basis. In addition, Trust Co. was in compliance with its regulatory capital requirements.

NOTE 9 – CONTINGENCIES

In the normal course of its business, the Partnership is involved, from time to time, in various legal and regulatory matters, including arbitrations, class actions, other litigation, and examinations, investigations and proceedings by governmental authorities, self-regulatory organizations and other regulators, which may result in losses. These matters include:

Mutual Fund Share Class Waivers. As previously disclosed, on October 26, 2015, Edward Jones, without admitting or denying the findings, entered into a settlement agreement with FINRA in connection with its investigation of possible violations of the federal securities laws or rules with respect to mutual fund purchases and sales charge waivers for certain retirement plan and charitable organization accounts. On June 12, 2015, the Division of Enforcement of the SEC informed Edward Jones that it is also investigating this matter. The SEC's review is ongoing. Consistent with its practice, Edward Jones is cooperating fully with the SEC with respect to its investigation.

Retirement Plan Litigation. On August 19, 2016, JFC, Edward Jones and certain other defendants were named in a putative class action lawsuit (*McDonald v. Edward D. Jones & Co., L.P., et al.*) filed in the U.S. District Court for the Eastern District of Missouri brought under the Employee Retirement Income Security Act of 1974, as amended, by a participant in the Edward D. Jones & Co. Profit Sharing and 401(k) Plan (the "Retirement Plan"). The lawsuit alleges that the defendants breached their fiduciary duties to Retirement Plan participants and seeks declaratory and equitable relief and monetary damages on behalf of the Retirement Plan. The defendants filed a motion to dismiss the *McDonald* lawsuit which was granted in part dismissing the claim against JFC, and denied in part as to all other defendants on January 26, 2017.

On November 11, 2016, a substantially similar lawsuit (*Schultz, et al. v. Edward D. Jones & Co., L.P., et al.*) was filed in the same court. The plaintiffs consolidated the two lawsuits by adding the *Schultz* plaintiffs to the *McDonald* case, and the *Schultz* action was dismissed. The plaintiffs filed their first amended consolidated complaint on April 28, 2017. On December 13, 2018, the court entered a preliminary order approving a class action settlement agreement reached among the parties. Following a fairness hearing held on April 18, 2019, the court entered judgment on April 22, 2019 in which it granted final approval of the settlement, effected a full release of claims by the settlement class in favor of the defendants, and dismissed the consolidated lawsuit with prejudice. On June 14, 2019, the lone objector filed an appeal to the judgment approving the settlement. The appeal is currently pending before the U.S. Court of Appeals for the Eighth Circuit.

Wage-and-Hour Class Action. On March 13, 2018, JFC and Edward Jones were named as defendants in a purported collective and class action lawsuit (*Bland, et al. v. Edward D. Jones & Co., L.P, et al.*) filed in the U.S. District Court for the Northern District of Illinois by four former financial advisors. The lawsuit was brought under the Fair Labor Standards Act as well as Missouri and Illinois law and alleges that the defendants unlawfully attempted to recoup training costs from departing financial advisors and failed to pay all overtime owed to financial advisor trainees among other claims. The lawsuit seeks declaratory and injunctive relief, compensatory and liquidated damages. JFC and Edward Jones deny the allegations and intend to vigorously defend against the allegations in this lawsuit. On March 19, 2019, the court entered an order granting the defendants' motion to dismiss all claims, but permitting the plaintiffs to amend and re-file certain of their claims. Plaintiffs filed an amended complaint on May 3, 2019. Defendants have filed a renewed motion to dismiss that amended complaint.

Securities Class Action. On March 30, 2018, Edward Jones and its affiliated entities and individuals were named as defendants in a putative class action (*Anderson, et al. v. Edward D. Jones & Co., L.P., et al.)* filed in the U.S. District Court for the Eastern District of California. The lawsuit was brought under the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act, as well as Missouri and California law and alleges that the defendants inappropriately transitioned client assets from commission-based accounts to fee-based programs. The plaintiffs requested declaratory, equitable, and exemplary relief, and compensatory damages. On July 9, 2019, the district court entered an order dismissing the lawsuit in its entirety without prejudice. On July 29, 2019, the plaintiffs filed a second amended complaint, which eliminated certain affiliated entities and individuals as defendants, withdrew the claims under the Securities Act, added claims under the Investment Advisers Act of 1940, as amended (the "Investment Advisers Act"), and certain additional state law claims, and reasserted the remaining claims with modified allegations. In response to the amended complaint, the defendants filed a motion to dismiss, which is currently pending before the court. In the plaintiffs' opposition brief filed on September 9, 2019, the plaintiffs withdrew their Investment Advisers Act claims. Edward Jones and its affiliated entities and individuals deny the allegations and intend to continue to vigorously defend this lawsuit.

Discrimination Class Action. On May 24, 2018, Edward Jones and JFC were named as defendants in a putative class action lawsuit (*Bland v. Edward D. Jones & Co., L.P., et al.*) filed in the U.S. District Court for the Northern District of Illinois by a former financial advisor. An amended complaint was filed on September 24, 2018, under 42 U.S.C. § 1981, alleging that the defendants discriminated against the former financial advisor and financial advisor trainees on the basis of race. On November 26, 2018, the plaintiffs filed a second amended complaint adding an allegation of discrimination of Title VII of the Civil Rights Act of 1964. The lawsuit seeks equitable and injunctive relief, as well as compensatory and punitive damages. Edward Jones and JFC deny the allegations and intend to vigorously defend this lawsuit.

Reimbursement Class Action. On April 25, 2019, Edward Jones and JFC were named as defendants in a putative class action (*Watson, et al. v. The Jones Financial Companies L.L.L.P., et al.*) filed by two former financial advisors in the Superior Court of the State of California, Sacramento County. Plaintiffs allege that defendants did not reimburse financial advisors and financial advisor trainees in California for certain categories of business expenses, which plaintiffs allege violates the California Labor Code and California Unfair Competition Law. The lawsuit seeks damages and restitution as well as attorneys' fees and costs and equitable and injunctive relief. Defendants will respond to the complaint in due course and intend to vigorously defend this lawsuit.

In addition to these matters, the Partnership provides for potential losses that may arise related to other contingencies. The Partnership assesses its liabilities and contingencies utilizing available information. The Partnership accrues for potential losses for those matters where it is probable that the Partnership will incur a potential loss to the extent that the amount of such potential loss can be reasonably estimated, in accordance with FASB Accounting Standards Codification No. 450, *Contingencies*. This liability represents the Partnership’s estimate of the probable loss at September 27, 2019, after considering, among other factors, the progress of each case, the Partnership's experience with other legal and regulatory matters and discussion with legal counsel, and is believed to be sufficient. The aggregate accrued liability may be adjusted from time to time to reflect any relevant developments.

For such matters where an accrued liability has not been established and the Partnership believes a loss is both reasonably possible and estimable, as well as for matters where an accrued liability has been recorded but for which an exposure to loss in excess of the amount accrued is both reasonably possible and estimable, the current estimated aggregated range of additional possible loss is up to $39 as of September 27, 2019. This range of reasonably possible loss does not necessarily represent the Partnership's maximum loss exposure as the Partnership was not able to estimate a range of reasonably possible loss for all matters.

Item 1. Financial Statements, continued

Further, the matters underlying any disclosed estimated range will change from time to time, and actual results may vary significantly. While the outcome of these matters is inherently uncertain, based on information currently available, the Partnership believes that its established liabilities at September 27, 2019 are adequate, and the liabilities arising from such matters will not have a material adverse effect on the consolidated financial position, results of operations or cash flows of the Partnership. However, based on future developments and the potential unfavorable resolution of these matters, the outcome could be material to the Partnership's future consolidated operating results for a particular period or periods.

NOTE 10 – SEGMENT INFORMATION

The Partnership has determined it has two operating and reportable segments based upon geographic location, the U.S. and Canada. Canada segment information, as reported in the following table, is based upon the Consolidated Financial Statements of the Partnership's Canada operations, which primarily occur through a non-guaranteed subsidiary of the Partnership. The U.S. segment information is derived from the Consolidated Financial Statements less the Canada segment information as presented. Pre-variable income represents income before variable compensation expense and before allocations to partners. This is consistent with how management views the segments to assess performance.

The following table shows financial information for the Partnership's reportable segments:

	Three Months Ended		Nine Months Ended	
	September 27, 2019	September 28, 2018	September 27, 2019	September 28, 2018
Net revenue:				
U.S.	$ 2,306	$ 2,131	$ 6,697	$ 6,141
Canada	61	60	179	175
Total net revenue	$ 2,367	$ 2,191	$ 6,876	$ 6,316
Pre-variable income:				
U.S.	$ 575	$ 534	$ 1,620	$ 1,487
Canada	5	5	11	10
Total pre-variable income	580	539	1,631	1,497
Variable compensation:				
U.S.	293	261	806	734
Canada	6	5	18	17
Total variable compensation	299	266	824	751
Income (loss) before allocations to partners:				
U.S.	282	273	814	753
Canada	(1)	—	(7)	(7)
Total income before allocations to partners	$ 281	$ 273	$ 807	$ 746

Item 1. Financial Statements, continued

NOTE 11 – OFFSETTING ASSETS AND LIABILITIES

The Partnership does not offset financial instruments in the Consolidated Statements of Financial Condition. However, the Partnership enters into master netting arrangements with counterparties for securities purchased under agreements to resell that are subject to net settlement in the event of default. These agreements create a right of offset for the amounts due to and due from the same counterparty in the event of default or bankruptcy.

The following table shows the Partnership's securities purchased under agreements to resell as of:

	Gross amounts of recognized assets	Gross amounts offset in the Consolidated Statements of Financial Condition	Net amounts presented in the Consolidated Statements of Financial Condition	Gross amounts not offset in the Consolidated Statements of Financial Condition		Net amount
				Financial instruments	Securities collateral[1]	
September 27, 2019	$ 1,557	—	1,557	—	(1,557)	$ —
December 31, 2018	$ 911	—	911	—	(911)	$ —

[1] Actual collateral was 102% of the related assets in U.S. agreements and 100% in Canada agreements for all periods presented.

NOTE 12 – CASH FLOW INFORMATION

The following table shows supplemental cash flow information for:

	Nine Months Ended	
	September 27, 2019	September 28, 2018
Cash paid for interest	$ 121	$ 92
Cash paid for taxes	$ 8	$ 8
Non-cash activities:		
Issuance of general partnership interests through partnership loans in current period	$ 164	$ 170
Repayment of partnership loans through distributions from partnership capital in current period	$ 123	$ 118
Lease right-of-use assets obtained in exchange for lease obligations	$ 273	$ -

The following table reconciles certain line items on the Consolidated Statements of Financial Condition to the cash, cash equivalents and restricted cash balance on the Consolidated Statements of Cash Flows as of:

	September 27, 2019	September 28, 2018
Cash and cash equivalents	$ 1,087	$ 876
Cash and investments segregated under federal regulations	8,368	7,592
Less: Investments segregated under federal regulations	2,497	1,699
Total cash, cash equivalents and restricted cash	$ 6,958	$ 6,769

Restricted cash represents cash segregated in special reserve bank accounts for the benefit of U.S. clients pursuant to the Customer Protection Rule 15c3-3 under the Exchange Act.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis is intended to help the reader understand the results of operations and the financial condition of the Partnership. Management's Discussion and Analysis should be read in conjunction with the Consolidated Financial Statements and accompanying notes included in Part I, Item 1 – Financial Statements of this Quarterly Report on Form 10-Q and Part II, Item 8 – Financial Statements and Supplementary Data of the Partnership's Annual Report. All amounts are presented in millions, except as otherwise noted.

Basis of Presentation

The Partnership broadly categorizes its net revenues into four categories: fee revenue, trade revenue, net interest and dividends revenue (net of interest expense) and other revenue. In the Partnership's Consolidated Statements of Income, fee revenue is composed of asset-based fees and account and activity fees. Asset-based fees are generally a percentage of the total value of specific assets in client accounts. These fees are impacted by client dollars invested in and divested from the accounts which generate asset-based fees and changes in market values of the assets. Account and activity fees and other revenue are impacted by the number of client accounts and the variety of services provided to those accounts, among other factors. Trade revenue is composed of commissions and principal transactions revenue. Commissions are earned from the purchase or sale of mutual fund shares and equities, as well as the purchase of insurance products. Principal transactions revenue primarily results from the Partnership's distribution of, and participation in, principal trading activities in municipal obligations, certificates of deposit, and over-the-counter corporate obligations. Trade revenue is impacted by the number of financial advisors, trading volume (client dollars invested), mix of the products in which clients invest, size of trades, margins earned on the transactions and market volatility. Net interest and dividends revenue is impacted by the amount of cash and investments, receivables from and payables to clients, the variability of interest rates earned and paid on such balances, the number of Interests outstanding, and the balances of Partnership loans.

OVERVIEW

The following table sets forth the changes in major categories of the Consolidated Statements of Income as well as several related key metrics for the three and nine month periods ended September 27, 2019 and September 28, 2018. Management of the Partnership relies on this financial information and the related metrics to evaluate the Partnership's operating performance and financial condition.

	Three Months Ended			Nine Months Ended		
	Sept 27, 2019	Sept 28, 2018	% Change	Sept 27, 2019	Sept 28, 2018	% Change
Revenue:						
Fee revenue:						
Asset-based	$ 1,738	$ 1,581	10%	$ 4,962	$ 4,535	9%
Account and activity	167	169	-1%	504	510	-1%
Total fee revenue	1,905	1,750	9%	5,466	5,045	8%
% of net revenue	80%	80%		79%	80%	
Trade revenue	391	368	6%	1,160	1,072	8%
% of net revenue	17%	17%		17%	17%	
Net interest and dividends	66	62	6%	197	165	19%
Other revenue	5	11	-55%	53	34	56%
Net revenue	2,367	2,191	8%	6,876	6,316	9%
Operating expenses	2,086	1,918	9%	6,069	5,570	9%
Income before allocations to partners	$ 281	$ 273	3%	$ 807	$ 746	8%
Related metrics:						
Client dollars invested ($ billions)(1):						
Trade	$ 28	$ 29	-3%	$ 88	$ 80	10%
Advisory programs	$ 8	$ 8	0%	$ 22	$ 36	-39%
Client households at period end	5.4	5.3	2%	5.4	5.3	2%
Net new assets for the period ($ billions)(2)	$ 14	$ 16	-13%	$ 45	$ 46	-2%
Client assets under care ($ billions):						
Total:						
At period end	$ 1,270	$ 1,189	7%	$ 1,270	$ 1,189	7%
Average	$ 1,263	$ 1,171	8%	$ 1,214	$ 1,149	6%
Advisory programs(3):						
At period end	$ 423	$ 382	11%	$ 423	$ 382	11%
Average	$ 419	$ 376	11%	$ 398	$ 361	10%
Financial advisors (actual):						
At period end	18,505	17,321	7%	18,505	17,321	7%
Average	18,311	17,085	7%	18,032	16,660	8%
Attrition %(4)	7.9%	7.1%	n/a	8.6%	7.1%	n/a
Dow Jones Industrial Average (actual):						
At period end	26,820	26,458	1%	26,820	26,458	1%
Average for period	26,671	25,595	4%	25,966	25,089	3%
S&P 500 Index (actual):						
At period end	2,962	2,914	2%	2,962	2,914	2%
Average for period	2,957	2,850	4%	2,853	2,762	3%

(1) Client dollars invested for trade revenue represents the principal amount of clients' buy and sell transactions resulting in revenue and for advisory programs revenue represents the net of the inflows and outflows of client dollars into advisory programs.

(2) Net new assets represents cash and securities inflows and outflows from new and existing clients and excludes mutual fund capital gain distributions received by U.S. clients.

(3) Prior year assets under care were reclassified to conform to current year presentation.

(4) Attrition % represents the annualized number of financial advisors that left the firm during the period compared to the total number of financial advisors as of period end.

Third Quarter 2019 versus Third Quarter 2018 Overview

The Partnership ended the third quarter of 2019 with 18,505 financial advisors and $1.27 trillion in client assets under care, both increases of 7% compared to the end of the third quarter of 2018. Net new assets were $14 billion during the third quarter of 2019 compared to $16 billion in the third quarter of 2018. Average client assets under care increased 8% during the third quarter of 2019 compared to the same period in 2018, due to increases in the market value of client assets and net new assets gathered during the year.

Advisory programs' average assets under care increased 11% in the third quarter of 2019 to $419 billion due to the continued investment of client assets into advisory programs and higher average market levels in the third quarter of 2019 compared to the same period in 2018.

Net revenue increased 8% to $2,367 for the third quarter of 2019 compared to the same period in 2018. Results reflected a 10% increase in asset-based fee revenue primarily due to the cumulative impact of net asset inflows into advisory programs in both 2018 and 2019, as well as market increases. The increase in net revenue also reflected 6% growth in trade revenue due to an increase in the overall margin earned.

Operating expenses increased 9% to $2,086 in the third quarter of 2019 compared to 2018, primarily due to an increase in compensation and benefits expense. Financial advisor compensation increased largely due to an increase in revenues on which commissions are earned, an increase in the number of financial advisors, and an increase in compensation related to supporting new financial advisors and trainees. Home office and branch compensation increased due to an increase in the number of personnel to support increased client activity, firm initiatives to enhance the client experience, and growth of the Partnership’s financial advisor network, as well as higher wages.

Overall, the increase in net revenue, offset by the increase in operating expenses, generated income before allocations to partners of $281, a 3% increase from the third quarter of 2018.

Nine Months Ended September 27, 2019 versus Nine Months Ended September 28, 2018 Overview

Net new assets were $45 billion during the first nine months of 2019 compared to $46 billion in the first nine months of 2018. Average client assets under care increased 6% for the first nine months of 2019 compared to the same period in 2018, due to increases in the market value of client assets and net new assets gathered during the year.

Advisory programs' average assets under care increased 10% in the first nine months of 2019 to $398 billion due to the continued, though lower, investment of client assets into advisory programs and higher average market levels in the first nine months of 2019 compared to the same period in 2018.

Net revenue increased 9% to $6,876 for the first nine months of 2019 compared to the same period in 2018. Results reflected a 9% increase in asset-based fee revenue primarily due to the cumulative impact of net asset inflows into advisory programs in both 2018 and 2019, as well as market increases. The increase in net revenue also reflected 8% growth in trade revenue due to increased client dollars invested in the first nine months of 2019, partially offset by a decrease in margin earned.

Operating expenses increased 9% to $6,069 in the first nine months of 2019 compared to 2018, primarily due to an increase in compensation and benefits expense. Financial advisor compensation increased largely due to an increase in revenues on which commissions are earned, an increase in the number of financial advisors, and an increase in compensation related to supporting new financial advisors and trainees. Home office and branch compensation increased due to an increase in the number of personnel to support increased client activity, firm initiatives to enhance the client experience, and growth of the Partnership’s financial advisor network, as well as higher wages.

Overall, the increase in net revenue, offset by the increase in operating expenses, generated income before allocations to partners of $807, an 8% increase from the first nine months of 2018.

RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 27, 2019 AND SEPTEMBER 28, 2018

The discussion below details the significant fluctuations and drivers for the major categories of the Partnership's Consolidated Statements of Income.

Fee Revenue

Fee revenue, which consists of asset-based fees and account and activity fees, increased 9% to $1,905 and 8% to $5,466 in the third quarter and first nine months of 2019, respectively, compared to the same periods in 2018. A discussion of fee revenue components follows.

	Three Months Ended			Nine Months Ended		
	Sept 27, 2019	Sept 28, 2018	% Change	Sept 27, 2019	Sept 28, 2018	% Change
Fee revenue:						
Asset-based fee revenue:						
Advisory programs fees	$ 1,240	$ 1,102	13%	$ 3,514	$ 3,136	12%
Service fees	337	336	0%	980	988	-1%
Other asset-based fees	161	143	13%	468	411	14%
Total asset-based fee revenue	1,738	1,581	10%	4,962	4,535	9%
Account and activity fee revenue:						
Shareholder accounting services fees	109	107	2%	323	325	-1%
Other account and activity fee revenue	58	62	-6%	181	185	-2%
Total account and activity fee revenue	167	169	-1%	504	510	-1%
Total fee revenue	$ 1,905	$ 1,750	9%	$ 5,466	$ 5,045	8%
Related metrics:						
Average U.S. client asset values ($ billions)(1)(2):						
Mutual fund assets held outside of advisory programs	$ 433.3	$ 410.9	5%	$ 415.5	$ 410.1	1%
Advisory programs	$ 412.6	$ 370.5	11%	$ 391.9	$ 356.6	10%
Insurance	$ 75.8	$ 75.9	0%	$ 74.1	$ 75.6	-2%
Cash solutions	$ 32.8	$ 27.2	21%	$ 32.7	$ 26.5	23%
Shareholder accounting holdings serviced	29.3	28.0	5%	28.9	27.6	5%

(1) Assets on which the Partnership earns asset-based fee revenue. The U.S. portion of consolidated asset-based fee revenue was 98% for the periods presented.

(2) Prior year asset values were reclassified to conform to current year presentation.

Overall asset-based fee revenue increased 10% to $1,738 and 9% to $4,962 in the third quarter and first nine months of 2019, respectively, compared to the same periods in 2018, primarily due to 13% and 12% respective increases in revenue from advisory programs fees.

Growth in advisory programs fees was due to the continued, though lower year to date, investment of client assets in advisory programs and higher average market levels in the third quarter and first nine months of 2019 compared to the same periods in 2018. The increase in other asset-based fee revenue in 2019 reflected growth in cash solutions revenue due to an increase in cash solutions assets and growth in fund adviser fees due to an increase in assets held in the mutual funds comprising the BB Trust. However, this fund adviser fee revenue was completely offset by fees paid to the sub-advisers of the funds comprising the BB Trust.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

Trade Revenue

Trade revenue, which consists of commissions and principal transactions, increased 6% to $391 and 8% to $1,160 in the third quarter and first nine months of 2019, respectively, compared to the same periods in 2018. A discussion of trade revenue components follows.

	Three Months Ended			Nine Months Ended		
	Sept 27, 2019	Sept 28, 2018	% Change	Sept 27, 2019	Sept 28, 2018	% Change
Trade revenue:						
Commissions revenue:						
Mutual funds	$ 171	$ 139	23%	$ 487	$ 400	22%
Equities	120	120	0%	363	363	0%
Insurance products and other	80	77	4%	227	207	10%
Total commissions revenue	$ 371	$ 336	10%	$ 1,077	$ 970	11%
Principal transactions	20	32	-38%	83	102	-19%
Total trade revenue	$ 391	$ 368	6%	$ 1,160	$ 1,072	8%
Related metrics:						
Client dollars invested ($ billions)						
Mutual funds	$ 10	$ 7	43%	$ 26	$ 20	30%
Equities	8	8	0%	23	23	0%
Insurance products and other	1	3	-67%	4	5	-20%
Principal transactions	9	11	-18%	35	32	9%
Total client dollars invested	$ 28	$ 29	-3%	$ 88	$ 80	10%
Margin per $1,000 invested	$ 14.0	$ 12.9	9%	$ 13.1	$ 13.4	-2%
U.S. business days	63	63	0%	187	188	-1%

The increase in trade revenue for the third quarter of 2019 was primarily due to an increase in overall margin earned as a result of a change in product mix with a higher proportion of client dollars invested in mutual funds, which earn higher margins relative to other products.

Trade revenue increased for the first nine months of 2019 due to additional financial advisors serving clients and an increase in client dollars invested, largely in mutual funds, despite lower margins earned on mutual funds and fixed income products relative to the same period in 2018.

Net Interest and Dividends

Net interest and dividends revenue increased 6% to $66 and 19% to $197 in the third quarter and first nine months of 2019, respectively, compared to the same periods in 2018. An overall higher federal funds rate resulted in an increase in short-term investing interest revenue. This increase was partially offset by an increase in limited partnership capital interest expense for the third quarter and first nine months of 2019 compared to the same periods in 2018.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

Operating Expenses

	Three Months Ended			Nine Months Ended		
	Sept 27, 2019	Sept 28, 2018	% Change	Sept 27, 2019	Sept 28, 2018	% Change
Operating expenses:						
Compensation and benefits:						
Financial advisor	$ 960	$ 912	5%	$ 2,833	$ 2,655	7%
Home office and branch	388	358	8%	1,142	1,064	7%
Variable compensation	299	266	12%	824	751	10%
Total compensation and benefits	1,647	1,536	7%	4,799	4,470	7%
Occupancy and equipment	127	114	11%	369	333	11%
Communications and data processing	100	85	18%	285	250	14%
Fund sub-adviser fees	41	35	17%	116	96	21%
Advertising	24	19	26%	66	66	0%
Professional and consulting fees	29	21	38%	81	57	42%
Postage and shipping	13	14	-7%	42	43	-2%
Other operating expenses	105	94	12%	311	255	22%
Total operating expenses	$ 2,086	$ 1,918	9%	$ 6,069	$ 5,570	9%
Related metrics (actual):						
Number of branches:						
At period end	14,900	14,059	6%	14,900	14,059	6%
Average	14,772	13,933	6%	14,526	13,734	6%
Financial advisors:						
At period end	18,505	17,321	7%	18,505	17,321	7%
Average	18,311	17,085	7%	18,032	16,660	8%
Branch office administrators[(1)]:						
At period end	16,825	16,005	5%	16,825	16,005	5%
Average	16,776	15,812	6%	16,566	15,648	6%
Home office associates[(1):]						
At period end	6,947	6,695	4%	6,947	6,695	4%
Average	7,064	6,808	4%	6,953	6,706	4%
Home office associates[(1)] per 100 financial advisors (average)	38.6	39.8	-3%	38.6	40.3	-4%
Branch office administrators[(1)] per 100 financial advisors (average)	91.6	92.5	-1%	91.9	93.9	-2%
Operating expenses per financial advisor (average)[(2)]	$ 42,925	$ 41,264	4%	$ 127,329	$ 124,130	3%

(1) Counted on a full-time equivalent basis.

(2) Operating expenses used in calculation represent total operating expenses less financial advisor compensation, variable compensation and fund sub-adviser fees.

For both the third quarter and first nine months of 2019, operating expenses increased 9% to $2,086 and $6,069, respectively, compared to the same periods in 2018. The increases were primarily due to compensation and benefits expense (described below) increasing 7% to $1,647 and $4,799 for both the third quarter and first nine months of 2019, respectively. The increase in the first nine months of 2019 was also a result of a $56 increase in other operating expenses due to various items, including expenses related to recruiting, legal and branch business expenses.

Financial advisor compensation and benefits expense increased 5% and 7% in the third quarter and first nine months of 2019, respectively, due to an increase in revenues on which commissions are earned, growth in the number of financial advisors and an increase in compensation related to supporting new financial advisors and trainees.

Home office and branch compensation and benefits expense increased 8% and 7% in the third quarter and first nine months of 2019, respectively, primarily due to an increase in the number of personnel to support increased client activity, firm initiatives to enhance the client experience, and growth of the Partnership’s financial advisor network, as well as higher wages. The average number of the Partnership’s home office associates and branch office administrators ("BOAs") increased 4% and 6%, respectively, for both the third quarter and first nine months of 2019.

Variable compensation expands and contracts in relation to the Partnership’s related profitability and margin earned. A significant portion of the Partnership’s profits is allocated to variable compensation and paid to associates in the form of bonuses and profit sharing. Variable compensation increased 12% to $299 and 10% to $824 in the third quarter and first nine months of 2019, respectively, due to an increase in the Partnership's profitability, including an increase in the number of profitable branches and an overall increase in branch profitability.

The Partnership uses the ratios of both the number of home office associates and the number of BOAs per 100 financial advisors, as well as operating expenses per financial advisor (excluding financial advisor compensation, variable compensation and fund sub-adviser fees), as key metrics in managing its costs. In the third quarter of 2019, the average number of home office associates and BOAs per 100 financial advisors decreased 3% and 1%, respectively, and decreased 4% and 2%, respectively, in the first nine months of 2019. The operating expenses per financial advisor increased 4% and 3% in the third quarter and first nine months of 2019, respectively, due to the increase in the number of personnel as well as the increases in home office and branch compensation and benefits and other operating expenses described above, partially offset by the impact of spreading those expenses over more financial advisors. The Partnership’s longer term strategy is to continue to grow its financial advisor network at a faster pace than its home office staff. The Partnership expects branch expenses to increase in the near term as new financial advisors obtain branch offices and incur additional expenses.

Segment Information

The Partnership has two operating and reportable segments based upon geographic location, the U.S. and Canada. Canada segment information, as reported in the following table, is based upon the Consolidated Financial Statements of the Partnership’s Canada operations. The U.S. segment information is derived from the Consolidated Financial Statements less the Canada segment information as presented. Pre-variable income represents income before variable compensation expense and before allocations to partners. This is consistent with how management views the segments in order to assess performance.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

The following table shows financial information for the Partnership’s reportable segments.

	Three Months Ended			Nine Months Ended		
	Sept 27, 2019	Sept 28, 2018	% Change	Sept 27, 2019	Sept 28, 2018	% Change
Net revenue:						
U.S.	$ 2,306	$ 2,131	8%	$ 6,697	$ 6,141	9%
Canada	61	60	2%	179	175	2%
Total net revenue	2,367	2,191	8%	6,876	6,316	9%
Operating expenses (excluding variable compensation):						
U.S.	1,731	1,597	8%	5,077	4,654	9%
Canada	56	55	2%	168	165	2%
Total operating expenses	1,787	1,652	8%	5,245	4,819	9%
Pre-variable income:						
U.S.	575	534	8%	1,620	1,487	9%
Canada	5	5	0%	11	10	10%
Total pre-variable income	580	539	8%	1,631	1,497	9%
Variable compensation:						
U.S.	293	261	12%	806	734	10%
Canada	6	5	20%	18	17	6%
Total variable compensation	299	266	12%	824	751	10%
Income (loss) before allocations to partners:						
U.S.	282	273	3%	814	753	8%
Canada	(1)	—	—	(7)	(7)	0%
Total income before allocations to partners	$ 281	$ 273	3%	$ 807	$ 746	8%
Client assets under care ($ billions):						
U.S.						
At period end	$ 1,243.2	$ 1,163.4	7%	$ 1,243.2	$ 1,163.4	7%
Average	$ 1,237.0	$ 1,146.0	8%	$ 1,188.8	$ 1,124.6	6%
Canada						
At period end	$ 26.6	$ 25.2	6%	$ 26.6	$ 25.2	6%
Average	$ 26.4	$ 24.8	6%	$ 25.3	$ 24.5	3%
Net new assets for the period ($ billions):						
U.S.	$ 13.5	$ 15.4	-12%	$ 44.0	$ 44.6	-1%
Canada	$ 0.3	$ 0.4	-25%	$ 1.0	$ 1.2	-17%
Financial advisors (actual):						
U.S.						
At period end	17,646	16,498	7%	17,646	16,498	7%
Average	17,462	16,281	7%	17,196	15,883	8%
Canada						
At period end	859	823	4%	859	823	4%
Average	849	804	6%	836	777	8%

U.S.

For the third quarter and first nine months of 2019, net revenue increased 8% to $2,306 and 9% to $6,697, respectively, compared to the same periods in 2018, primarily due to an increase in asset-based fee revenue. Asset-based fee revenue increased 10% to $1,697 and 9% to $4,846 in the third quarter and first nine months of 2019, respectively, led by an increase in advisory programs fees largely due to the cumulative impact of net asset inflows into advisory programs, as well as higher average market levels in the third quarter and first nine months of 2019 compared to the same periods in 2018. The increase in net revenue also reflected growth in trade revenue of 7% to $379 in the third quarter of 2019, due to an increase in overall margin earned, and 9% to $1,122 in the first nine months of 2019, due to an increase in client dollars invested, compared to the same periods in 2018.

Operating expenses (excluding variable compensation) increased 8% to $1,731 and 9% to $5,077 in the third quarter and first nine months of 2019, respectively, compared to the same periods in 2018, primarily due to an increase in compensation and benefits for financial advisors and home office and branch associates. Financial advisor compensation and benefits expense increased primarily due to an increase in revenues on which commissions are earned, growth in the number of financial advisors and an increase in compensation related to supporting new financial advisors and trainees. Home office and branch compensation and benefits expense increased primarily due to an increase in the number of personnel to support increased client activity, firm initiatives to enhance the client experience, and growth of the Partnership’s financial advisor network, as well as higher wages.

Canada

For the third quarter and first nine months of 2019, net revenue increased 2% to $61 and 2% to $179 compared to the same periods in 2018, primarily due to an increase in asset-based fee revenue. Asset-based fee revenue increased 8% to $41 and 6% to $116 in the third quarter and first nine months of 2019, respectively, led by an increase in advisory programs fees largely due to the cumulative impact of net asset inflows into advisory programs, as well as higher average market levels.

Operating expenses (excluding variable compensation) increased 2% to $56 and 2% and $168 in the third quarter and first nine months of 2019, respectively, due to an increase in financial advisor compensation attributable to growth in the number of financial advisors and an increase in compensation related to supporting new financial advisors and trainees.

The Partnership remains focused on achieving profitability in Canada. The Partnership has several long-term areas of focus which include a plan to grow the number of financial advisors, client assets under care and the depth of financial solutions provided to clients.

LEGISLATIVE AND REGULATORY REFORM

As discussed more fully in Part I, Item 1A – Risk Factors – Risk Related to the Partnership's Business – Legislative and Regulatory Initiatives of the Partnership’s Annual Report, which is supplemented by Part II, Item 1A – Risk Factors – Legislative and Regulatory Initiatives of this Quarterly Report on Form 10-Q and the Quarterly Reports on Form 10-Q for the periods ended March 29, 2019 and June 28, 2019, the Partnership continues to monitor several proposed, potential and recently enacted federal and state legislation, rules and regulations ("Legislative and Regulatory Initiatives"), including the SEC's recently finalized Regulation Best Interest and Form CRS Relationship Summary and accompanying guidance.

There is a high degree of uncertainty surrounding Legislative and Regulatory Initiatives. Current Legislative and Regulatory Initiatives have resulted in an increasingly complex environment in which the Partnership conducts its business. As such, the Partnership cannot reliably predict when or if any of the proposed or potential Legislative and Regulatory Initiatives will be enacted, when or if any enacted Legislative and Regulatory Initiatives will be implemented, whether there will be any changes to enacted or proposed Legislative and Regulatory Initiatives or the impact that any Legislative and Regulatory Initiatives will have on the Partnership.

Third Quarter 2019 Update

SEC Rules and Guidance on the Standards of Conduct for Investment Professionals (the "Rules and Guidance"). On June 5, 2019, the SEC adopted Regulation Best Interest, establishing a standard of care for broker-dealers that includes acting in the best interest of their brokerage clients when making a recommendation and addressing conflicts of interest. On the same day, the SEC adopted the Form CRS Relationship Summary and accompanying rule requiring registered investment advisers and broker-dealers to deliver a brief relationship summary to their clients informing them of the types of client relationships offered, together with the applicable standards of care, and information on fees, costs, conflicts of interest, and legal and disciplinary history. Regulation Best Interest and Form CRS and its rule became effective September 10, 2019, with a compliance date of June 30, 2020. In addition, also on June 5, 2019, the SEC issued guidance clarifying the "fiduciary" standard of care applicable to investment advisers and advisory clients and guidance clarifying what broker-dealer activities are excluded from the definition of "investment adviser."

The Partnership is dedicating significant resources to interpret and address the Rules and Guidance, to identify any potential changes to be made for compliance by June 30, 2020, and to assess the potential impact on the Partnership's business. The final implementation of the Rules and Guidance may have an adverse effect on the Partnership's financial condition and results of operations.

Other Standard of Care Initiatives. In addition, state legislators and other regulators are proposing, or have adopted, laws and rules to articulate their required standard of care. The Partnership is dedicating significant resources to interpret and address these laws and rules as well. The Partnership cannot reliably predict the ultimate form or impact of such rules and laws, but their enactment and implementation may have an adverse effect on the Partnership's financial condition, results of operations, and liquidity.

MUTUAL FUNDS AND INSURANCE PRODUCTS

The Partnership estimates approximately 70% of its total revenue was derived from sales and services related to mutual fund and insurance products for both the three and nine month periods ended September 27, 2019 and September 28, 2018. In addition, the Partnership derived 14% of its total revenue from one mutual fund complex for the three and nine month periods ended September 27, 2019 and September 28, 2018. The revenue generated from this company relates to business conducted with the Partnership’s U.S. segment.

Significant reductions in these revenues due to regulatory reform or other changes to the Partnership’s relationship with mutual fund or insurance companies could have a material adverse effect on the Partnership’s results of operations, financial condition, and liquidity.

LIQUIDITY AND CAPITAL RESOURCES

The Partnership requires liquidity to cover its operating expenses, net capital requirements, capital expenditures, distributions to partners and redemptions of Partnership interests. The principal sources for meeting the Partnership’s liquidity requirements include existing liquidity and capital resources of the Partnership, discussed further below, and funds generated from operations. The Partnership believes that the liquidity provided by these sources will be sufficient to meet its capital and liquidity requirements for the next twelve months. Depending on conditions in the capital markets and other factors, the Partnership will, from time to time, consider the issuance of debt and additional Partnership capital, the proceeds of which could be used to meet growth needs or for other purposes.

Partnership Capital

The Partnership’s growth in capital has historically been the result of the sale of Interests to its associates and existing limited partners, the sale of subordinated limited partnership interests to its current or retiring general partners, and retention of general partner earnings.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

The Partnership filed a Registration Statement on Form S-8 with the SEC on January 12, 2018, to register $450 of Interests issuable pursuant to the 2018 Plan. The Partnership issued approximately $380 of Interests under the 2018 Plan on January 2, 2019. The remaining $70 of Interests may be issued under the 2018 Plan at the discretion of the Managing Partner in the future. Proceeds from the offering under the 2018 Plan are expected to be used for working capital and general firm purposes and to ensure there is adequate general liquidity of the Partnership for future needs. The issuance of Interests reduces the Partnership’s net interest income and profitability.

The Partnership’s capital subject to mandatory redemption at September 27, 2019, net of reserve for anticipated withdrawals, was $3,029, an increase of $522 from December 31, 2018. This increase in Partnership capital subject to mandatory redemption was primarily due to the retention of general partner earnings ($80) and additional capital contributions related to limited partner, subordinated limited partner and general partner interests ($380, $53 and $163, respectively), partially offset by the net increase in Partnership loans outstanding ($41) and redemption of limited partner, subordinated limited partner and general partner interests ($11, $34 and $68, respectively). During both the three and nine month periods ended September 27, 2019 and September 28, 2018, the Partnership retained 13.8% of income allocated to general partners.

Under the terms of the Partnership Agreement, a partner’s capital is required to be redeemed by the Partnership in the event of the partner’s death or withdrawal from the Partnership, subject to compliance with ongoing regulatory capital requirements. In the event of a partner’s death, the Partnership generally redeems the partner’s capital within six months. The Partnership has restrictions in place which govern the withdrawal of capital. Under the terms of the Partnership Agreement, limited partners requesting withdrawal from the Partnership are to be repaid their capital in three equal annual installments beginning no earlier than 90 days after their withdrawal notice is received by the Managing Partner. The capital of general partners requesting withdrawal from the Partnership is converted to subordinated limited partnership capital or, at the discretion of the Managing Partner, redeemed by the Partnership. Subordinated limited partners requesting withdrawal are repaid their capital in six equal annual installments beginning no earlier than 90 days after their request for withdrawal of contributed capital is received by the Managing Partner. The Partnership’s Managing Partner has discretion to waive or modify these withdrawal restrictions and to accelerate the return of capital.

The Partnership makes loans available to those general partners and, in limited circumstances, subordinated limited partners (in each case, other than members of the Executive Committee) who require financing for some or all of their Partnership capital contributions. In limited circumstances a general partner may withdraw from the Partnership and become a subordinated limited partner while he or she still has an outstanding Partnership loan. It is anticipated that, of the future general and subordinated limited partnership capital contributions (in each case, other than for Executive Committee members) requiring financing, the majority will be financed through Partnership loans. Loans made by the Partnership to such partners are generally for a period of one year but are expected to be renewed and bear interest at the interest rate defined in the loan documents. The Partnership recognizes interest income for the interest earned related to these loans. Partners borrowing from the Partnership will be required to repay such loans by applying the earnings received from the Partnership to such loans, net of amounts retained by the Partnership, amounts distributed for income taxes and 5% of earnings distributed to the partner. The Partnership has full recourse against any partner that defaults on loan obligations to the Partnership. The Partnership does not anticipate that partner loans will have an adverse impact on the Partnership’s short-term liquidity or capital resources.

Any partner may also choose to have individual banking arrangements for their Partnership capital contributions. Any bank financing of capital contributions is in the form of unsecured bank loan agreements and is between the individual and the bank. The Partnership does not guarantee these bank loans, nor can the partner pledge his or her partnership interest as collateral for the bank loan. The Partnership performs certain administrative functions in connection with its limited partners who have elected to finance a portion of their Partnership capital contributions through individual unsecured bank loan agreements from banks with whom the Partnership has other banking relationships. For all limited partner capital contributions financed through such bank loan agreements, each agreement instructs the Partnership to apply the proceeds from the redemption of that individual’s capital account to the repayment of the limited partner's bank loan prior to any funds being released to the partner. In addition, the partner is required to apply Partnership earnings, net of any distributions to pay taxes, to service the interest and principal on the bank loan. Should a partner’s individual bank loan not be renewed upon maturity for any reason, the Partnership could experience increased requests for capital liquidations, which could adversely impact the Partnership’s liquidity. In addition, partners who finance all or a portion of their capital contributions with bank financing may be more likely to request the withdrawal of capital to meet bank financing requirements should the partners experience a period of reduced earnings. As a partnership, any withdrawals by general partners, subordinated limited partners or limited partners would reduce the Partnership’s available liquidity and capital.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

Many of the same banks that provide financing to limited partners also provide financing to the Partnership. To the extent these banks increase credit available to the partners, financing available to the Partnership may be reduced.

The Partnership, while not a party to any partner unsecured bank loan agreements, does facilitate making payments of allocated income to certain banks on behalf of the limited partner. The following table represents amounts related to Partnership loans as well as bank loans (for which the Partnership facilitates certain administrative functions). Partners may have arranged their own bank loans to finance their partnership capital for which the Partnership does not facilitate certain administrative functions and therefore any such loans are not included in the table.

	As of September 27, 2019			
	Limited Partnership Interests	Subordinated Limited Partnership Interests	General Partnership Interests	Total Partnership Interests
Total Partnership capital[1]	$ 1,253	$ 527	$ 1,622	$ 3,402
Partnership capital owned by partners with individual loans	$ 597	$ 6	$ 864	$ 1,467
Partnership capital owned by partners with individual loans as a percent of total Partnership capital	48%	1%	53%	43%
Individual loans:				
Individual bank loans	$ 168	$ —	$ —	$ 168
Individual Partnership loans	—	4	369	373
Total individual loans	$ 168	$ 4	$ 369	$ 541
Individual loans as a percent of total Partnership capital	13%	1%	23%	16%
Individual loans as a percent of respective Partnership capital owned by partners with loans	28%	67%	43%	37%

(1) Total Partnership capital, as defined for this table, is before the reduction of Partnership loans and is net of reserve for anticipated withdrawals.

Historically, neither the amount of Partnership capital financed with individual loans as indicated in the table above, nor the amount of partner withdrawal requests, has had a significant impact on the Partnership's liquidity or capital resources.

Lines of Credit

The following table shows the composition of the Partnership’s aggregate bank lines of credit in place as of:

	September 27, 2019	December 31, 2018
2018 Credit Facility	$ 500	$ 500
Uncommitted secured credit facilities	290	290
Total bank lines of credit	$ 790	$ 790

In accordance with the terms of the Partnership's $500 committed revolving line of credit (the "2018 Credit Facility") entered into in September 2018, the Partnership is required to maintain a leverage ratio of no more than 35% and minimum Partnership capital, net of reserve for anticipated withdrawals and Partnership loans, of at least $1,884. In addition, Edward Jones is required to maintain a minimum tangible net worth of at least $1,344 and minimum regulatory net capital of at least 6% of aggregate debit items as calculated under the alternative method. The Partnership has the ability to draw on various types of loans. The associated interest rate depends on the type of loan, duration of the loan, whether the loan is secured or unsecured and the amount of leverage. Rates include the federal funds rate plus the applicable rate, eurodollar rate plus the applicable rate, and the Alternative Base Rate plus the applicable rate. The 2018 Credit Facility is intended to provide short-term liquidity to the Partnership should the need arise. As of September 27, 2019, the Partnership was in compliance with all covenants related to the 2018 Credit Facility.

In addition, the Partnership has multiple uncommitted lines of credit, including the $290 of uncommitted lines of credit that are subject to change at the discretion of the banks and a new uncommitted line of credit entered into in September 2019. The amount available on the new line of credit and the associated collateral requirements are at the bank's discretion upon the event of a borrowing. Based on credit market conditions and the uncommitted nature of these credit facilities, it is possible that these lines of credit could decrease or not be available in the future. Actual borrowing availability on the uncommitted secured lines is based on availability of client margin securities or firm-owned securities, which would serve as collateral on loans in the event the Partnership borrowed against these lines.

There were no amounts outstanding on the 2018 Credit Facility or the uncommitted lines of credit as of September 27, 2019 or December 31, 2018. In addition, the Partnership did not have any draws against these lines of credit during the nine month period ended September 27, 2019. For the purpose of periodically testing draw procedures, the Partnership made overnight draws on the uncommitted facilities in April and September 2019 and on the 2018 Credit Facility in September 2019, as well as an intraday draw on the 2018 Credit Facility in June 2019.

Cash Activity

As of September 27, 2019, the Partnership had $1,087 in cash and cash equivalents and $1,557 in securities purchased under agreements to resell, which generally have maturities of less than one week. This totaled to $2,644 of Partnership liquidity as of September 27, 2019, a 10% ($235) increase from $2,409 at December 31, 2018. The Partnership had $8,368 and $8,241 in cash and investments segregated under federal regulations as of September 27, 2019 and December 31, 2018, respectively, which was not available for general use. Changes in cash were primarily due to timing of daily client cash activity in relation to the weekly segregation requirement.

Regulatory Requirements

As a result of its activities as a U.S. broker-dealer, Edward Jones is subject to the net capital provisions of Rule 15c3-1 of the Exchange Act and capital compliance rules of the FINRA Rule 4110. Under the alternative method permitted by the rules, Edward Jones must maintain minimum net capital equal to the greater of $0.25 or 2% of aggregate debit items arising from client transactions. The net capital rules also provide that Edward Jones’ partnership capital may not be withdrawn if the resulting net capital would be less than minimum requirements. Additionally, certain withdrawals require the approval of the SEC and FINRA to the extent they exceed defined levels, even though such withdrawals would not cause net capital to be less than minimum requirements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

The Partnership’s Canada broker-dealer subsidiary is a registered broker-dealer regulated by IIROC. Under the regulations prescribed by IIROC, the Partnership's Canada broker-dealer subsidiary is required to maintain minimum levels of risk-adjusted capital, which are dependent on the nature of the Partnership’s Canada broker-dealer subsidiary's assets and operations.

The following table shows the Partnership’s capital figures for its U.S. and Canada broker-dealer subsidiaries as of:

	September 27, 2019	December 31, 2018	% Change
U.S.:			
Net capital	$ 1,311	$ 1,280	2%
Net capital in excess of the minimum required	$ 1,254	$ 1,221	3%
Net capital as a percentage of aggregate debit items	46.0%	43.6%	6%
Net capital after anticipated capital withdrawals, as a percentage of aggregate debit items	30.0%	28.3%	6%
Canada:			
Regulatory risk-adjusted capital	$ 40	$ 40	0%
Regulatory risk-adjusted capital in excess of the minimum required to be held by IIROC	$ 39	$ 39	0%

U.S. net capital and Canada risk-adjusted capital and the related capital percentages may fluctuate on a daily basis. In addition, Trust Co. was in compliance with its regulatory capital requirements.

OFF BALANCE SHEET ARRANGEMENTS

The Partnership does not have any significant off balance sheet arrangements.

THE EFFECTS OF INFLATION

The Partnership’s net assets are primarily monetary, consisting of cash and cash equivalents, cash and investments segregated under federal regulations, firm-owned securities, and receivables, less liabilities. Monetary net assets are primarily liquid in nature and would not be significantly affected by inflation. Inflation and future expectations of inflation influence securities prices, as well as activity levels in the securities markets. As a result, profitability and capital may be impacted by inflation and inflationary expectations. Additionally, inflation’s impact on the Partnership’s operating expenses may affect profitability to the extent that additional costs are not recoverable through increased prices of services offered by the Partnership.

RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS

There have been no material changes to the Partnership’s disclosures of recently issued accounting standards as described in Part II, Item 8 – Financial Statements and Supplementary Data – Note 1 of the Partnership's Annual Report. See Note 2 of this Quarterly Report on Form 10-Q for recently issued and adopted accounting standards.

EXECUTIVE COMMITTEE CHANGES

On November 4, 2019, Managing Partner, Penny Pennington, announced the appointment of general partner Kristin Johnson, age 48, to the Partnership's Executive Committee. It was also announced that Ms. Johnson has been named Chief Human Resources Officer for Edward Jones.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, continued

Ms. Johnson joined Edward Jones in 1995 as a member of the Internal Audit department and relocated to the Operations division five years later. She was named a principal in 2006. Ms. Johnson has held leadership roles in internal audit, service, operations and talent acquisition and performance for branch office administrators. She was appointed to the Partnership's Management Committee in 2014, and in April 2019, Ms. Johnson was asked to serve as interim co-leader of Edward Jones' Human Resources division.

Ms. Johnson does not have any family relationship to any executive officer of the Partnership.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, and in particular Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements within the meaning of the federal securities laws. You can identify forward-looking statements by the use of the words "believe," "expect," "anticipate," "intend," "estimate," "project," "will," "should," and other expressions which predict or indicate future events and trends and which do not relate to historical matters. You should not rely on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Partnership. These risks, uncertainties and other factors may cause the actual results, performance or achievements of the Partnership to be materially different from the anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

Some of the factors that might cause differences between forward-looking statements and actual events include, but are not limited to, the following: (1) general economic conditions, including an economic downturn or volatility in the U.S. and/or global securities markets, and actions of the U.S. Federal Reserve and/or central banks outside of the United States; (2) regulatory actions; (3) changes in legislation or regulation; (4) actions of competitors; (5) litigation; (6) the ability of clients, other broker-dealers, banks, depositories and clearing organizations to fulfill contractual obligations; (7) changes in interest rates; (8) changes in technology and other technology-related risks; (9) a fluctuation or decline in the fair value of securities; (10) our ability to attract and retain qualified financial advisors and other employees; and (11) the risks discussed under Part I, Item 1A – Risk Factors in the Partnership's Annual Report and Part II, Item 1A – Risk Factors in the Partnership's Quarterly Reports on Form 10-Q for the periods ended March 29, 2019, June 28, 2019, and September 27, 2019. These forward-looking statements were based on information, plans, and estimates at the date of this report, and the Partnership does not undertake to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Various levels of management within the Partnership manage the Partnership's risk exposure. Position limits in inventory accounts are established and monitored on an ongoing basis. Credit risk related to various financing activities is reduced by the industry practice of obtaining and maintaining collateral. The Partnership monitors its exposure to counterparty risk through the use of credit exposure information, the monitoring of collateral values and the establishment of credit limits. For further discussion of monitoring, see the Risk Management discussion in Part III, Item 10 – Directors, Executive Officers and Corporate Governance of the Partnership's Annual Report.

The Partnership is exposed to market risk from changes in interest rates. Such changes in interest rates impact the income from interest-earning assets, primarily receivables from clients on margin balances and short-term, primarily overnight, investments, which are primarily comprised of cash and cash equivalents, investments segregated under federal regulations, and securities purchased under agreements to resell, which averaged $2.9 billion and $10.0 billion, respectively, for the nine month period ended September 27, 2019. These short-term investments earned interest at an average annual rate of approximately 222 basis points (2.22%) during the first nine months of 2019. Changes in interest rates also have an impact on the expense related to the liabilities that finance these assets, such as amounts payable to clients.

The Partnership performed an analysis of its financial instruments and assessed the related interest rate risk and materiality in accordance with the SEC rules. Under current market conditions and based on current levels of interest-earning assets and the liabilities that finance these assets, the Partnership estimates that a 100 basis point (1.00%) increase in short-term interest rates could increase its annual net interest income by approximately $96 million. Conversely, the Partnership estimates that a 100 basis point (1.00%) decrease in short-term interest rates could decrease the Partnership's annual net interest income by approximately $100 million.

ITEM 4. CONTROLS AND PROCEDURES

The Partnership maintains a system of disclosure controls and procedures which are designed to ensure that information required to be disclosed by the Partnership in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including the Partnership's certifying officers, as appropriate to allow timely decisions regarding required disclosure.

Based upon an evaluation performed as of the end of the period covered by this report, the Partnership's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have concluded that the Partnership's disclosure controls and procedures were effective as of September 27, 2019.

There have been no changes in the Partnership's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information in Part I, Item 1, Note 9 supplements the discussion in Item 3 – Legal Proceedings in the Partnership's Annual Report.

ITEM 1A. RISK FACTORS

For information regarding risk factors affecting the Partnership, please see the language in Part I, Item 2 – Forward-looking Statements of this Quarterly Report on Form 10-Q and the discussion in Part I, Item 1A – Risk Factors of the Partnership's Annual Report and Part II, Item 1A – Risk Factors of the Quarterly Reports on Form 10-Q for the periods ended March 29, 2019 and June 28, 2019. The following risk factor supplements the risk factors in Part I, Item 1A – Risk Factors – Risk Related to the Partnership's Business of the Partnership's Annual Report.

LEGISLATIVE AND REGULATORY INITIATIVES — *Legislative and Regulatory Initiatives could significantly impact the regulation and operation of the Partnership and its subsidiaries. In addition, Legislative and Regulatory Initiatives may significantly alter or restrict the Partnership's historic business practices, which could negatively affect its operating results.*

The Partnership is subject to extensive regulation by federal and state regulatory agencies and by self-regulatory organizations and other regulators. The Partnership operates in a regulatory environment that is subject to ongoing change and has seen significantly increased regulation in recent years. The Partnership may be adversely affected as a result of new or revised legislation or regulations, by changes in federal, state or foreign tax laws and regulations, or by changes in the interpretation or enforcement of existing laws and regulations. Legislative and Regulatory Initiatives may impact the manner in which the Partnership markets its products and services, manages its business and operations, and interacts with clients and regulators, any or all of which could materially impact the Partnership's results of operations, financial condition, and liquidity. Regulatory changes or changes in the law could increase compliance costs which would adversely impact profitability.

There is a high degree of uncertainty surrounding Legislative and Regulatory Initiatives. Current Legislative and Regulatory Initiatives have resulted in an increasingly complex environment in which the Partnership conducts its business. As such, the Partnership cannot reliably predict when or if any of the proposed or potential Legislative and Regulatory Initiatives will be enacted, when or if any enacted Legislative and Regulatory Initiatives will be implemented, whether there will be any changes to enacted or proposed Legislative and Regulatory Initiatives or the impact that any Legislative and Regulatory Initiatives will have on the Partnership.

The Partnership continues to monitor several Legislative and Regulatory Initiatives, including, but not limited to:

SEC Rules and Guidance on the Standards of Conduct for Investment Professionals (the "Rules and Guidance"). On June 5, 2019, the SEC adopted Regulation Best Interest, establishing a standard of care for broker-dealers that includes acting in the best interest of their brokerage clients when making a recommendation and addressing conflicts of interest. On the same day, the SEC adopted the Form CRS Relationship Summary and accompanying rule requiring registered investment advisers and broker-dealers to deliver a brief relationship summary to their clients informing them of the types of client relationships offered, together with the applicable standards of care, and information on fees, costs, conflicts of interest, and legal and disciplinary history. Regulation Best Interest and Form CRS and its rule became effective September 10, 2019, with a compliance date of June 30, 2020. In addition, also on June 5, 2019, the SEC issued guidance clarifying the "fiduciary" standard of care applicable to investment advisers and advisory clients and guidance clarifying what broker-dealer activities are excluded from the definition of "investment adviser."

The Partnership is dedicating significant resources to interpret and address the Rules and Guidance, to identify any potential changes to be made for compliance by June 30, 2020, and to assess the potential impact on the Partnership's business. The final implementation of the Rules and Guidance may have an adverse effect on the Partnership's financial condition and results of operations.

Item 1A. Risk Factors, continued

Other Standard of Care Initiatives. In addition, state legislators and other regulators are proposing, or have adopted, laws and rules to articulate their required standard of care. The Partnership is dedicating significant resources to interpret and address these laws and rules as well. The Partnership cannot reliably predict the ultimate form or impact of such rules and laws, but their enactment and implementation may have an adverse effect on the Partnership's financial condition, results of operations, and liquidity.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the quarter ended September 27, 2019, the Partnership issued subordinated limited partnership interests (the “SLP Interests”), which are described in the Partnership Agreement. The Partnership issued the SLP Interests pursuant to Section 4(a)(2) under the Securities Act of 1933, as amended, in a privately negotiated transaction and not pursuant to a public offering or solicitation. The SLP Interests were issued to general partners of the Partnership in July 2019 for an aggregate price of $2 million and September 2019 for an aggregate price of $0.4 million.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit Number		Description
3.1	*	Twentieth Amended and Restated Agreement of Registered Limited Liability Limited Partnership, dated August 6, 2018, incorporated by reference from Exhibit 3.1 to The Jones Financial Companies, L.L.L.P. Form 8-K dated August 6, 2018.
3.2	*	Twenty-First Restated Certificate of Limited Partnership of the Jones Financial Companies, L.L.L.P., dated January 24, 2019, incorporated by reference from Exhibit 3.2 to The Jones Financial Companies, L.L.L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 2018.
3.3	*	First Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated February 21, 2019, incorporated by reference from Exhibit 3.3 to The Jones Financial Companies, L.L.L.P. Annual Report on Form 10-K for the fiscal year ended December 31, 2018.
3.4	*	Second Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated March 25, 2019, incorporated by reference from Exhibit 3.4 to The Jones Financial Companies, L.L.L.P. Form 10-Q for the quarterly period ended March 29, 2019.
3.5	*	Third Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated April 22, 2019, incorporated by reference from Exhibit 3.5 to The Jones Financial Companies, L.L.L.P. Form 10-Q for the quarterly period ended March 29, 2019.
3.6	*	Fourth Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated May 22, 2019, incorporated by reference from Exhibit 3.6 to The Jones Financial Companies, L.L.L.P. Form 10-Q for the quarterly period ended June 28, 2019.
3.7	*	Fifth Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated July 19, 2019, incorporated by reference from Exhibit 3.7 to The Jones Financial Companies, L.L.L.P. Form 10-Q for the quarterly period ended June 28, 2019.
3.8	**	Sixth Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated August 19, 2019.
3.9	**	Seventh Amendment of Twenty-First Restated Certificate of Limited Partnership of The Jones Financial Companies, L.L.L.P., dated September 17, 2019.
31.1	**	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
31.2	**	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
32.1	**	Certification of Chief Executive Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2	**	Certification of Chief Financial Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	**	XBRL Instance Document
101.SCH	**	XBRL Taxonomy Extension Schema
101.CAL	**	XBRL Taxonomy Extension Calculation

Item 6. Exhibits, continued

Exhibit Number		**Description**
101.DEF	**	XBRL Extension Definition
101.LAB	**	XBRL Taxonomy Extension Label
101.PRE	**	XBRL Taxonomy Extension Presentation

* Incorporated by reference to previously filed exhibits.
** Filed herewith.

SIGNATURES

Pursuant to the requirements 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.

THE JONES FINANCIAL COMPANIES, L.L.L.P.

By: /s/ Penny Pennington
Penny Pennington
Managing Partner (Principal Executive Officer)
November 7, 2019

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 in the capacities and on the dates indicated:

Signatures	Title	Date
/s/ Penny Pennington Penny Pennington	Managing Partner (Principal Executive Officer)	November 7, 2019
/s/ Kevin D. Bastien Kevin D. Bastien	Chief Financial Officer (Principal Financial and Accounting Officer)	November 7, 2019

**SIXTH AMENDMENT OF TWENTY-FIRST RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE JONES FINANCIAL COMPANIES, L.L.L.P.**

The undersigned, for the purpose of amending the Twenty-First Restated Certificate of Limited Partnership under the Missouri Revised Uniform Limited Partnership Act, states the following:

(1) The name of the limited partnership is The Jones Financial Companies, L.L.L.P., and the limited partnership's charter number is LP0000443.

(2) The partnership filed the Twenty-First Restated Certificate of Limited Partnership with the Missouri Secretary of State on January 25, 2019.

(3) The Twenty-First Restated Certificate of Limited Partnership is hereby amended to reflect the general partner withdrawals and admissions attached hereto on Exhibit A effective as of the dates listed on Exhibit A.

Upon the admissions and withdrawals of said partners, the number of general partners is 453.

In affirmation thereof, the facts stated above are true.

Dated: August 19, 2019

General Partner:

By _/s/ Penny Pennington_______________________________
Penny Pennington
Managing Partner/Authorized Person/Attorney-in-Fact

EXHIBIT A

Withdrawn General Partners:			
Partner Name	**Date Withdrawn as General Partner**	**Address 1 & 2**	**City, State & Zip**
Brown, Mary Patricia	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Donaldson, Brian D	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Hutson, Clay Hall	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Lonski, Nicholas Jerome	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Rea, Julie Kathleen	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Scott R. Posner and Deborah Posner, Trustees of the Scott R Posner Living Trust	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Admitted General Partners:			
Partner Name	**Date Admitted as General Partner**	**Address 1 & 2**	**City, State & Zip**
Brian Donaldson and Anna Drozdova Joint Living Trust dated July 17, 2019	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Mary Patricia Brown Revocable Trust	8/1/19	12555 Manchester Road	St. Louis, MO 63131
Nicholas J. Lonski Living Trust	8/1/19	12555 Manchester Road	St. Louis, MO 63131
The Rea Family Trust	8/1/19	12555 Manchester Road	St. Louis, MO 63131
The Scott R Posner Living Trust	8/1/19	12555 Manchester Road	St. Louis, MO 63131

SEVENTH AMENDMENT OF TWENTY-FIRST RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF THE JONES FINANCIAL COMPANIES, L.L.L.P.

The undersigned, for the purpose of amending the Twenty-First Restated Certificate of Limited Partnership under the Missouri Revised Uniform Limited Partnership Act, states the following:

(1) The name of the limited partnership is The Jones Financial Companies, L.L.L.P., and the limited partnership's charter number is LP0000443.

(2) The partnership filed the Twenty-First Restated Certificate of Limited Partnership with the Missouri Secretary of State on January 25, 2019.

(3) The Twenty-First Restated Certificate of Limited Partnership is hereby amended to reflect the general partner withdrawals and admissions attached hereto on Exhibit A effective as of the dates listed on Exhibit A.

Upon the admissions and withdrawals of said partners, the number of general partners is 450.

In affirmation thereof, the facts stated above are true.

Dated: September 17, 2019

General Partner:

By _/s/Penny Pennington______________________________
Penny Pennington
Managing Partner/Authorized Person/Attorney-in-Fact

EXHIBIT A

Withdrawn General Partners:			
Partner Name	**Date Withdrawn as General Partner**	**Address 1 & 2**	**City, State & Zip**
Bowling, Heath	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Brian Donaldson and Anna Drozdova Joint Living Trust dated July 17, 2019	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Gregory, Wesley W	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Guiseffi, Monica Carmen	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Katherine G Mauzy Revocable Trust	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Admitted General Partners:			
Partner Name	**Date Admitted as General Partner**	**Address 1 & 2**	**City, State & Zip**
Gregory Joint Trust	9/1/19	12555 Manchester Road	St. Louis, MO 63131
Heath F. Bowling Revocable Trust	9/1/19	12555 Manchester Road	St. Louis, MO 63131

Exhibit 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION

I, Penny Pennington, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Jones Financial Companies, L.L.L.P. (the "Registrant");

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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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; and

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.

/s/ Penny Pennington
Chief Executive Officer
The Jones Financial Companies, L.L.L.P.
November 7, 2019

Exhibit 31.2

CHIEF FINANCIAL OFFICER CERTIFICATION

I, Kevin D. Bastien, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of The Jones Financial Companies, L.L.L.P. (the "Registrant");

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 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) 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

    (d) 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; and

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.

/s/ Kevin D. Bastien
Chief Financial Officer
The Jones Financial Companies, L.L.L.P.
November 7, 2019

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of The Jones Financial Companies, L.L.L.P. (the "Registrant") on Form 10-Q for the period ended September 27, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Penny Pennington, Chief Executive Officer of the Registrant, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Penny Pennington
Chief Executive Officer
The Jones Financial Companies, L.L.L.P.
November 7, 2019

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of The Jones Financial Companies, L.L.L.P. (the "Registrant") on Form 10-Q for the period ended September 27, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin D. Bastien, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Kevin D. Bastien
Chief Financial Officer
The Jones Financial Companies, L.L.L.P.
November 7, 2019