

BBVA SECURITIES INC.

(A wholly-owned subsidiary of BBVA Compass Bancshares, Inc. and
an indirect wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.)

(SEC I.D. No. 8-42857)

**STATEMENT OF FINANCIAL CONDITION
AS OF DECEMBER 31, 2018
AND
REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

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



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Report of Independent Registered Public Accounting Firm

To the Stockholder and the Board of Directors
BBVA Securities Inc.:

Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of BBVA Securities Inc. (the Company) as of December 31, 2018, and the related notes (collectively, the financial statement). In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Company as of December 31, 2018, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.

KPMG LLP

We have served as the Company's auditor since 2017.

New York, New York
February 28, 2019

BBVA SECURITIES INC.

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STATEMENT OF FINANCIAL CONDITION**AS OF DECEMBER 31, 2018**

ASSETS

Cash and cash equivalents	\$ 201,329,730
Cash segregated in compliance with Federal regulations	30,000,000
Time deposit with affiliate	1,500,000
Securities owned, at fair value	1,791
Securities purchased under agreements to resell	109,947,187
Receivables:	
Customers	43,499,290
Broker-dealers and clearing organizations	22,907,124
Affiliates	21,338,143
Fees	10,494,618
Net unsettled regular way trades	462,289
Interest	383,162
Office furniture, equipment and leasehold improvements, net	4,184,217
Deferred tax asset	4,489,346
Taxes receivable	1,731,542
Other assets	1,058,254
TOTAL ASSETS	\$ 453,326,693

LIABILITIES AND STOCKHOLDER'S EQUITY**LIABILITIES:**

Securities sold under agreements to repurchase	\$ 102,275,000
Notes payable to affiliate	50,000,000
Payables:	
Affiliates	50,317,236
Broker-dealers and clearing organizations	5,575,417
Customers	1,084,106
Interest	837,900
Accrued expenses and accounts payable	22,903,300
Taxes payable	80,644
Total liabilities	233,073,603

STOCKHOLDER'S EQUITY:

Common stock, \$0.01 par value, 10,000 shares authorized, 1,000 shares issued and outstanding	10
Additional paid-in capital	198,862,820
Accumulated income	21,390,260
Total stockholder's equity	220,253,090

TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$ 453,326,693
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See accompanying notes to the statement of financial condition.

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NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2018

1. ORGANIZATION AND NATURE OF BUSINESS

BBVA Securities Inc. (the “Company”) is a New York Corporation and a wholly owned subsidiary of BBVA Compass Bancshares, Inc. (the “Parent”), which is a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”), a global financial services institution headquartered in Spain. The Company is a registered broker-dealer in the United States of America under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority (“FINRA”).

The Company has an institutional and retail business. The institutional business consists of investment banking, financing transactions and institutional sales of fixed income securities. Investment banking activities include securities originations, loan syndications, and project finance services. Financing transactions include securities purchased under agreement to resell and securities sold under agreement to repurchase. The Company is a member of the Fixed Income Clearing Corporation (“FICC”). For its fixed income sales business, the Company is self-clearing and can act in the role as either principal, riskless principal and/or agent.

Through its retail business, the Company is engaged in brokerage services whereby it acts as an agent (on a fully disclosed basis) for securities transactions placed by customers of the Company. For this business, the Company has a clearing agreement with a third-party broker-dealer who is authorized to maintain customer accounts. The clearing broker clears transactions for the Company’s customers and maintains the accounts on a fully disclosed basis. The Company is not authorized to maintain customers’ accounts and does not hold customers’ funds or securities in connection with such transactions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies applied by the Company in the preparation of its financial statements.

Basis of Presentation — These financial statements are in conformity with *U.S. generally accepted accounting principles* (“US GAAP”).

Use of Estimates — The Company makes estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and certain disclosures. These estimates relate mainly to the valuation of certain financial instruments, accrual of income taxes, realization of deferred tax assets, and accrual of compensation. The Company believes that the estimates utilized in the preparation of the financial statements are prudent and reasonable. Actual results could differ materially from these estimates.

Cash and cash equivalents — Cash consists of cash and cash equivalents held at banks. The carrying amount of cash and cash equivalents approximates fair value. The Company defines cash and cash equivalents as highly liquid investments with original maturities of three months or less.

Cash Segregated in Compliance With Federal Regulations — Cash of \$30,000,000 is segregated in a special reserve bank account for the exclusive benefit of customers under Rule 15c3-3 of the Securities and Exchange Commission (“SEC”).

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Securities Owned, at Fair Value — Securities owned are recorded on a trade-date basis and are carried at fair value.

Securities purchased under agreements to resell and Securities sold under agreements to repurchase — Securities purchased under agreement to resell (“reverse repurchase agreements”) and Securities sold under agreements to repurchase (“repurchase agreements”) are carried on the statement of financial condition at the amounts of cash paid or received (contract value), which includes accrued interest on the collateral, and are generally collateralized by US government securities. Where appropriate, transactions meeting the netting requirements per Accounting Standard Codification (“ASC”) - *Balance Sheet Offsetting 210-20-45-11* are reported on a net basis. The Company’s agreements with counterparties generally contain provisions allowing for additional collateral to be obtained, or excess collateral returned, based on market valuations of such collateral. The Company revalues the collateral underlying its repurchase and reverse repurchase agreements on a daily basis. In the event the fair value of such securities falls below the related agreement to resell at contract amounts plus accrued interest, the Company will generally request additional collateral.

Contract values of reverse repurchase agreements and repurchase agreements approximate fair value. Accrued interest associated with the reverse repurchase agreements and repurchase agreements is accrued as interest receivable and interest payable.

Securities Sold, not yet Purchased at fair value — Securities sold, not yet purchased are recorded on a trade-date basis and are carried at fair value.

Net unsettled regular- way trades — receivables and payables arising from unsettled regular-way trades are recorded net on the statement of financial condition, per ASC 940-20-45-3.

Receivables from Customers and Payables to Customers — Receivables from customers include amounts receivable for securities not delivered by the Company to the purchasers in Delivery versus Payment (“DVP”) trades by the contractual settlement dates (“securities failed to deliver”) when the purchasers are classified as customers. Payables to customers include amounts payable for securities not received by the Company from the sellers in Receipt versus Payment (“RVP”) trades by the contractual settlement dates (“securities failed to receive”) when the sellers are classified as customers.

Receivables from Broker-Dealers and Clearing Organizations and Payables to Broker-Dealers and Clearing Organizations — The receivables from broker-dealer and clearing organizations balance primarily represents deposits held at clearing organizations in addition to securities failed to deliver to broker-dealers. The payables to broker-dealers and clearing organizations balance includes securities failed to receive from broker-dealers.

Receivables from Affiliates and Payables to Affiliates — Receivables from and payables to affiliates includes fees and other amounts owed from and to affiliates. Also included are amounts receivable and payable for securities failed to deliver or securities failed to receive. For securities transactions, affiliates can be considered customer or non-customer pursuant to SEC Rule 15c3-3.

Receivables from Fees — Receivables from fees primarily represents fees earned not yet received for investment banking services.

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Office Furniture, Equipment and Leasehold Improvements, net — Office furniture, equipment and leasehold improvements are stated at cost less accumulated depreciation or amortization. Office furniture and equipment are depreciated on a straight-line basis over their estimated useful lives, up to ten years. Leasehold improvements are amortized on a straight-line basis over the lesser of their useful lives or the terms of the related lease. Office furniture and equipment are tested for impairment whenever events or changes in circumstances suggest that an asset's carrying value may not be fully recoverable in accordance with current accounting guidance.

Accrued expenses and accounts payable — Accrued expenses and accounts payable include accruals for employee related compensation, employee benefits and third party services, as well as other payables.

Income Taxes — The Company is included in the consolidated federal income tax return and certain consolidated/unitary/combined state income tax returns of the Parent and also in the Parent's consolidated financial statements. The income taxes for the Company's financial statements are calculated on a Parent-Company-Down approach. Income taxes are allocated by the Parent based on a comprehensive income tax allocation policy. This policy provides that income taxes are allocated based on subsidiaries' proportional share of the tax calculated on the consolidated return.

The Company accounts for income tax expense (benefit) using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities and are measured using the tax rates and laws that are expected to be in effect when the differences are anticipated to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period the change is incurred.

The Company recognizes deferred tax assets to the extent that it believes that these assets are more likely than not to be realized. In making such determination, the Company considers all available positive and negative evidence, including future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would not be able to realize their deferred tax assets, a valuation allowance is established, which would increase the provision of income taxes.

The Company accounts for its uncertain tax positions under the provisions of ASC Topic 740, *Income taxes*. The Company had no liability for uncertain tax positions as of December 31, 2018 and does not expect any significant changes in the next twelve months. With regards to uncertain tax positions, a tax position is recognized as a benefit only if it is "more likely than not" of being sustained on the basis of the technical merits. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

Fair Value Measurements — The Company defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, (i.e. the "exit price") in an orderly transaction between market participants at the measurement date in accordance with ASC No. 820, *Fair Value Measurement*. The Company is required to disclose the fair value of its financial instruments according to a fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the

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following three categories – Level 1: unadjusted quoted market prices for identical assets or liabilities in active markets; Level 2: directly or indirectly observable market-based inputs that are corroborated by market data, quoted market prices for similar assets and quoted market prices for assets in an inactive market; and Level 3: unobservable inputs that are not corroborated by market data.

The Company considers prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from Level 1 to Level 2 or Level 2 to Level 3 of the fair value hierarchy. In addition, a downturn in market conditions could lead to declines in the valuation of many instruments.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that the Company believes market participants would use in pricing the asset or liability at the measurement date.

Recent Accounting Pronouncements —In February 2016, the FASB issued an Accounting Standard Update ("ASU") on Leases to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet by lessees for those leases classified as operating leases under current U.S. GAAP and disclosing key information about leasing arrangements. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early application of this ASU is permitted for all entities. As of January 1, 2019, the Company's estimate of the Right of Use Asset and Lease Liability to be recorded on its Statement of Financial Condition is \$8,332,603 and \$8,213,030, respectively.

In August 2018, as part of its disclosure framework project, the FASB amended the disclosure requirements for fair value measurement. The amendments update and eliminate various disclosure requirements that improve the overall usefulness of the disclosure requirement for financial statement users and reduce costs by eliminating disclosures that may not be useful. The guidance is effective for business entities for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years. Since the guidance only relates to disclosure requirements, the Company does not expect this guidance to have a material impact on its statement of financial condition or its statement of operations.

3. TIME DEPOSIT WITH AFFILIATE

At December 31, 2018, the Company had a time deposit with Banco Bilbao Vizcaya Argentaria, S.A. – New York ("BBVA NY Branch") totaling \$1,500,000, which matures on a monthly basis, with the

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option to rollover. This deposit is pledged as collateral for the operating account held at BBVA NY Branch.

4. SECURITIES OWNED, AT FAIR VALUE

Securities owned, at fair value consisted of \$1,791 of US treasury securities. All securities owned are designated as trading securities.

5. SECURITIES SOLD, NOT YET PURCHASED, AT FAIR VALUE

The Company did not have Securities sold, not yet purchased outstanding at December 31, 2018.

6. SECURITIES PURCHASED UNDER AGREEMENT TO RESELL AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

The Company enters into reverse repurchase agreements and repurchase agreements to finance long US treasury securities inventory, cover short US treasury securities positions in order to prevent settlement exposure, and to act as an intermediary between different counterparties. As previously noted, the Company is a member of FICC, which allows the Company to manage credit exposure arising from such transactions by entering into master netting agreements with counterparties. These agreements provide the Company, in the event of a counterparty default, with the right to net counterparty's rights and obligations. As a result, the Company can liquidate and set off collateral by the Company against the net amount owed by the counterparty. The Company engages a third-party custodian that enables the Company to take control of such collateral in the event of counterparty default. The following table presents information about the offsetting of these instruments.

	<u>Gross Amounts (1)</u>	<u>Gross amounts of offset in the Statement of Financial Condition (2)</u>	<u>Net amounts presented in the Statement of Financial Condition</u>
Assets			
Securities purchased under agreement to resell	\$ 198,322,187	\$ (88,375,000)	\$ 109,947,187
Liabilities			
Securities sold under agreement to repurchase	\$ 190,650,000	\$ (88,375,000)	\$ 102,275,000

⁽¹⁾ Amounts relate to master netting agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting accounting guidance.

Substantially all the collateral held by the Company for reverse repurchase transactions, which represent approximately 44.08% of the Company's total assets, consist of securities issued by the US Government. The fair value of securities received as collateral, prior to netting, was \$199,848,711, and the fair value of the portion of the collateral that had been sold or replpledged was \$191,064,649. The Company does not maintain a credit allowance on such financing agreements due to the type of collateral received and over collateralization.

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Securities sold under agreements to repurchase are accounted for as secured borrowings. The following table presents the Company's related activity, by collateral type and remaining contractual maturity.

	Remaining Maturity of the agreements				Total
	Overnight and continuous	Up to 30 days	30-90 days	Greater than 90 days	
Securities sold under agreement to repurchase:					
U.S. Treasury and other U.S. government agencies	\$ 190,650,000	\$ -	\$ -	\$ -	\$ 190,650,000

In the event of a significant decline in fair value of the collateral pledged for the securities sold under agreements to repurchase, the Company would be required to provide additional collateral. The Company minimizes the risk by monitoring the liquidity and credit quality of the collateral, as well as the maturity profile of the transactions.

7. RECEIVABLES FROM CUSTOMERS AND PAYABLES TO CUSTOMERS

Receivables from and payables to customers totaling \$43,499,290 and \$1,084,106 represent securities failed to deliver and securities failed to receive, respectively.

8. RECEIVABLES FROM BROKER-DEALERS AND CLEARING ORGANIZATIONS AND PAYABLES TO BROKER-DEALERS AND CLEARING ORGANIZATIONS

The receivables from broker-dealers and clearing organizations consists of \$1,935,739 securities failed to deliver and \$20,971,385 of cash held on deposit with clearing organizations. Payables to broker-dealers consist of securities failed to receive totaling \$5,575,417.

9. OFFICE FURNITURE, EQUIPMENT AND LEASEHOLD IMPROVEMENTS - NET

At December 31, 2018, the Company's office furniture, equipment and leasehold improvements - net, is comprised of the following:

	2018		
	Cost	Accumulated Depreciation/ Amortization	Net
Leasehold improvements	\$ 6,624,294	\$ (6,624,294)	\$ -
Purchases in process	574,979	-	574,979
Computers and equipment	1,348,441	(1,045,507)	302,934
Furniture and fixtures	531,085	(495,306)	35,779
Software	8,196,735	(5,002,582)	3,194,153
Mechanical equipment	370,402	(294,030)	76,372
	<u>\$ 17,645,936</u>	<u>\$ (13,461,719)</u>	<u>\$ 4,184,217</u>

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10. RELATED PARTY TRANSACTIONS

In the normal course of business, the Company enters into transactions with BBVA and other affiliated entities, such as the Parent, Compass Bank (“BBVA Compass”), a subsidiary bank of the Parent, BBVA NY Branch, a subsidiary bank of BBVA, and BBVA Bancomer, S.A. de C.V. (“Bancomer”). The receivables from or payables to affiliates balances arise from services performed between the Company and its affiliates. Investment banking transactions with affiliates pertain to bond origination and/or loan syndications.

Service Level Agreements

The Company has administrative fee service agreements with BBVA NY Branch and BBVA Compass, under which certain administrative services are provided to the Company, such as legal, compliance, accounts payable, internal auditing, and human resource services. In addition, the Company has administrative fee service agreements with BBVA NY Branch and BBVA Compass, under which the Company provides client onboarding services.

The Company has a networking and referral agreement with BBVA NY Branch and BBVA Compass, under which referral fees are paid on bond origination and advisory deals referred to the Company.

The Company has a networking agreement with BBVA Compass and BBVA Compass Insurance Agency (“BCIA”) by which the Company will receive a non-exclusive, non-assignable license to use the BBVA Compass trademark/trade name, access to BBVA Compass customer network and premises/space to conduct broker-dealer business, access to BCIA’s insurance license to sell variable insurance products and related support infrastructure at its premises. Finally, certain employees of the Company provide sales and support services to BBVA Compass and BCIA under a dual employee expense allocation agreement.

The Company sub-leases office space from BBVA NY Branch and BBVA Compass Bank under cancellable leases.

The Company has service level agreements with BBVA and Bancomer by which the Company acts as agent on behalf of BBVA and Bancomer in fixed income securities transactions.

The Company also has a service level agreements with BBVA by which the Company acts as agent on behalf of BBVA in loan portfolio services and swaps/derivatives activity. Fees earned related to these agreement are calculated based on shared revenues.

Liquidity/Capital Facilities

On June 28, 2016, the Company entered into an uncommitted demand facility agreement with Compass for a revolving intraday loan facility up to \$250,000,000 maturing on December 31, 2019. This agreement allows the Company to manage its intraday settlement exposure in connection with its financing and trading activity and is used daily. As of December 31, 2018 there is no outstanding balance. A collateral account control agreement was also executed with BBVA Compass and a third

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party custodian to establish a collateral account into which the Company must pledge collateral to BBVA Compass in the event the intraday line is not repaid by close of business. The Company ensures that the intraday loan facility is repaid at the end of each business day. As of December 31, 2018 there is no collateral outstanding pursuant to this agreement.

On July 18, 2016, the Company entered into an uncommitted demand facility agreement with the Parent for a revolving loan facility up to \$300,000,000. On July 12, 2017, the Company entered into an amended and restated facility agreement with the Parent for a revolving loan facility up to \$350,000,000 maturing on December 31, 2019. Pursuant to the amended agreement, \$200,000,000 is uncommitted and \$150,000,000 is committed. The facility is intended to help facilitate the ongoing liquidity needs of the Company. The Company has agreed to pay a commitment fee of 0.50% on the average undrawn balance of the committed portion of the facility on each interest payment date. As of December 31, 2018 there is \$50,000,000 outstanding pursuant to this agreement, recorded under notes payable on the statement of financial condition.

On March 16, 2017, the Company entered into an uncommitted demand facility agreement with BBVA for a revolving loan facility up to \$1,000,000,000 maturing on March 16, 2023 to be used for trade settlement purposes. The Company has not drawn against this facility in 2018.

The Company has a Revolving Note and Cash Subordination Agreement (“the Revolver”) with BBVA. The Revolver was executed on March 16, 2017 with a maturity date of March 16, 2023 for a maximum of \$450,000,000. Any amounts advanced under the Revolver will be considered net capital for regulatory purposes under *15C3-1- Net Capital Requirements for Brokers or Dealers* on the date drawn, but will not be considered as equity in the Company’s statement of financial condition. During the year, the Company has drawn down on this Revolver and paid fully shortly thereafter. As of December 31, 2018 there is no outstanding balance.

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Assets and liabilities with related parties consisted of the following:

Assets:	
Cash	\$ 13,156,150
Time deposit with affiliate	1,500,000
Securities purchased under agreements to resell	109,947,187
Receivable from affiliates (fails)	14,767,982
Receivable from affiliates (other)	6,570,161
Interest receivable	<u>191,938</u>
Total assets:	<u>\$ 146,133,418</u>
Liabilities:	
Securities sold under agreements to repurchase	\$ -
Notes payable to affiliate	50,000,000
Payable to affiliates (fails)	44,134,802
Payable to affiliates (other)	6,182,434
Interest payable	<u>-</u>
Total liabilities:	<u>\$ 100,317,236</u>

11. INCOME TAXES

The total deferred tax asset at December 31, 2018 is composed of the following:

Deferred tax assets:	
State and City net operating loss carry forwards	\$ 311,039
Deferred compensation	4,160,282
Accrued expenses & Other	<u>597,851</u>
Total deferred tax asset	5,069,172
Valuation allowance	<u>(303,841)</u>
Total deferred tax asset	<u>4,765,331</u>
Deferred tax liabilities:	
Pension	<u>(275,985)</u>
Total deferred tax liabilities	<u>(275,985)</u>
Net deferred tax assets	<u>\$ 4,489,346</u>

As of December 31, 2018, the Company has approximately \$6.1 million of net operating loss (NOL) carry forwards for future utilization for New York, Alabama and Colorado state income tax purposes which will begin to expire 2026. These carryforwards expire as follows:

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2026	\$	723
2027		759
2030		2,463,078
2031		3,427,245
2032		63,664
2033		71,616
2035		5,412
2036		32,152
Total	\$	<u>6,064,649</u>

The Company believes that it is more likely than not the benefit from Alabama and Colorado states operating loss carryforwards will not be realized, and, accordingly, has established a valuation allowance associated with these net operating loss carryforwards. The Company has recorded a valuation allowance of approximately \$304,000 at December 31, 2018 related to these state net operating loss carryforwards deferred tax assets (DTA).

The management believes that based on the weight of available positive and negative evidence, it is more-likely than not that all of the DTAs other than the DTAs related to the portion of the NOL will be realized.

On December 22, 2017, President Trump signed into law tax legislation commonly known as the Tax Cuts and Jobs Act (the “Act”). The Act reduces the corporate tax rate to 21% effective January 1, 2018. As ASC 740-10-25-47 requires the effect of a change in tax laws or rates to be recognized as of the date of enactment, the Company re-measured its net DTAs existing as of 12/31/2017 at the federal tax rate of 21%.

As discussed in Note 1, the Company is included in the Parent's consolidated federal income tax return and state income tax returns, while filing separate state income tax returns in its remaining jurisdictions. The Company remains subject to examination for federal, state and local jurisdictions for the tax years 2015 through 2018.

12. NET CAPITAL REQUIREMENTS

The Company is subject to the SEC Uniform Net Capital Rule 15c3-1 under the Securities Exchange Act of 1934 and regulation 1.17 under the Commodity Exchange Act, which require the maintenance of minimum net capital. The Company has elected to use the alternative method, which requires that the Company maintain minimum net capital equal to the greater of \$250,000 or 2% of aggregate debit items arising from customer transactions, as defined by the rules. At December 31, 2018, the Company had net capital of \$169,594,562, which exceeded the minimum requirement of \$761,766 by \$168,832,796.

Certain of the Company's proprietary accounts are held at the Company's clearing broker's Proprietary Accounts of Brokers and Dealers (“PAB”) and are considered allowable assets in the computation of net capital pursuant to an agreement between the Company and the clearing broker. This agreement

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requires, among other things, that the clearing broker perform a computation of PAB Assets similar to the customer reserve computation set forth in SEC Rule 15c3-3.

13. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company sub-leases office space from BBVA NY Branch under a cancelable lease. An amount of \$1,323,234 related to the sub-lease is included in occupancy expenses on the statement of operations for the year ended December 31, 2018. At December 31, 2018, the future minimum rental commitments under this cancelable lease are as follows:

2019	1,474,541
2020	1,474,541
2021	1,474,541
2022	1,474,541
2023- thereafter	<u>2,949,082</u>
Total	<u>\$ 8,847,246</u>

In the normal course of business, the Company may enter into other legal contracts that contain a variety of representations and warranties providing general indemnification. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be against the Company that have not yet occurred. However, based on the Company's experience, the Company does not expect that these indemnifications will have a material adverse effect on the Company's financial position or results of operations.

Legal and Regulatory Proceedings

In the ordinary course of business, the Company is subject to legal proceedings, including claims, litigation, investigations and administrative proceedings, all of which are considered incidental to the normal conduct of business. The Company believes it has substantial defenses to the claims asserted against it in its currently outstanding legal proceedings and, with respect to such legal proceedings, intends to defend itself vigorously. Set forth below are descriptions of certain of the Company's legal proceedings.

In January 2016, the Company was named as a defendant in a putative class action lawsuit filed in the United States District Court for the Southern District of Texas, In re Plains All American Pipeline, L.P. Securities Litigation, wherein the plaintiffs challenge statements made in registration materials and prospectuses filed with the Securities and Exchange Commission in connection with eight securities offerings of stock and notes issued by Plains GP Holdings and Plains All American Pipeline and underwritten by BSI, among others. The plaintiffs seek unspecified monetary relief. On April 2, 2018, the court granted the defendants' motion to dismiss with prejudice. The plaintiffs have appealed. The Company believes there are substantial defenses to these claims and intends to defend them vigorously.

In October 2016, the Company was named as a defendant in a putative class action lawsuit filed in the District Court of Harris County, Texas, St. Lucie County Fire District Firefighters' Pension Trust,

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individually and on behalf of all others similarly situated v. Southwestern Energy Company, et al., wherein the plaintiffs allege that Southwestern Energy Company, its officers and directors, and the underwriting defendants (including BSI) made inaccurate and misleading statements in the registration statement and prospectus related to a securities offering. The plaintiffs seek unspecified monetary relief. The Company believes there are substantial defenses to these claims and intends to defend them vigorously.

In March 2018, the Company was named as defendants in a putative class action lawsuit filed in the United States District Court for the Southern District of New York, In re Mexican Government Bonds Antitrust Litigation, alleging that the defendant financial institutions engaged in collusion with respect to the sale of Mexican government bonds. Five substantially similar lawsuits were filed and consolidated with the original lawsuit. The plaintiffs seek unspecified monetary relief. The Company believes there are substantial defenses to these claims and intends to defend them vigorously.

The Company is or may become involved from time to time in information-gathering requests, reviews, investigations and proceedings (both formal and informal) by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding the Company's business. Such matters may result in material adverse consequences, including without limitation adverse judgments, settlements, fines, penalties, orders, injunctions, alterations in the Company's business practices or other actions, and could result in additional expenses and collateral costs, including reputational damage, which could have a material adverse impact on the Company's business, consolidated financial position, results of operations or cash flows.

The Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. Where it is probable that the Company will incur a loss and the amount of the loss can be reasonably estimated, the Company records a liability in its consolidated financial statements. These legal reserves may be increased or decreased to reflect any relevant developments. Where a loss is not probable or the amount of a probable loss is not reasonably estimable, the Company does not accrue legal reserves. As at December 31, 2018, there were no such matters where a loss was both probable and reasonably estimable.

Additionally, for those matters where a loss is reasonably possible and the amount of loss is reasonably estimable, the Company estimates the amount of losses that it could incur beyond the accrued legal reserves. Under U.S. GAAP, an event is "reasonably possible" if "the chance of the future event or events occurring is more than remote but less than likely" and an event is "remote" if "the chance of the future event or events occurring is slight." For a limited number of legal matters in which the Company is involved, the Company is able to estimate a range of reasonably possible losses in excess of related reserves, if any. At December 31, 2018, there were no such matters where a loss was reasonably possible and reasonably estimable.

Financing Transactions

As stated in Note 6, the Company enters into repurchase transactions which are primarily covered by a master netting agreement. As per ASC 210-20-45, these transactions qualify for netting. At December 31, 2018, the Company entered into \$190,650,000 of repurchase transactions that are secured by collateral from US treasury securities. The value of the Company's US treasury securities pledged

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against such repurchase transactions is \$191,064,649, the remaining amount of repurchase transactions are collateralized by collateral received on reverse repurchase agreements.

In the event the counterparty is unable to meet its contracted obligation to return securities pledged as collateral, the Company may be exposed to the risk of acquiring securities at prevailing market prices in order to satisfy obligations.

The Company enters into forward starting reverse repurchase agreements and repurchase agreements. This type of activity has a start date of one or more business days greater than the trade date. Due to this characteristic, the Company considers this activity as a commitment and reports it off-balance sheet until the transactions reach their start date. At that point, the transactions will be reflected on the balance sheet and follow the process as stated in Note 6. As of December 31, 2018 the Company did not have any forward starting reverse repurchase and repurchase agreements outstanding.

14. RETIREMENT, OTHER POSTRETIREMENT, AND OTHER BENEFIT PLANS

Defined Benefit Plan

The Retail Division participates in the defined benefit pension plan sponsored by the Parent, which is intended to meet the requirements of Sections 401(a) and 501(a) of the Code and the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Under the plan, vested participants are entitled to a monthly benefit upon retirement equal to a percentage of their eligible compensation (generally defined as direct cash compensation exclusive of bonuses and commissions) earned in the five consecutive years of benefit service that produce the highest average. Prior to January 1, 2003, the percentage amount of the benefit was determined by multiplying the number of years, up to 30, of a participant's service with the Company by 1.8%. Benefits were reduced by social security payments at the rate of 1.8% of the primary social security benefit multiplied by years of service up to 30 years. Effective January 1, 2003, participants were given the option to remain in the defined benefit pension plan or move to an enhanced defined contribution plan. For those participants electing to remain in the defined benefit pension plan, the plan was modified to eliminate the social security offset feature of the monthly benefit calculation.

Under the modified formula, benefits are generally based on years of service, age at retirement and the employee's average compensation earned in the five consecutive years of service that produce the highest average. Employees of the Company who are over the age of 21 and have worked 1,000 hours or more in their first 12 months of employment or 1,000 hours or more in any calendar year thereafter are eligible to participate in the plan, except for project consultants, employees of certain insurance and investment management affiliates, and employees hired for the first time by the Company after January 1, 2002. Effective January 1, 2003, the defined benefit pension plan was closed to new participants. Participants are vested in benefits accruing under the plan after five years of qualifying service. Benefits are payable monthly commencing on the later of age 65 or the participant's date of retirement. Eligible participants with at least five years of service may retire at reduced benefit levels after reaching age 55. During 2014, the Parent announced to all active participants the sunset of the pension plan on December 31, 2017. Beginning on this date, active participants were no longer credited with future service and were transitioned into the employer funded portion of the Company's defined contribution plan. The pension liability is administered by the Parent.

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Plan Assets

The Parent sets the investment policy for the defined benefit pension plan and reviews investment performance and asset allocation on a quarterly basis. The percentages of fair value of each major category of the pension plan assets at December 31, 2018 are as follows:

(a) US Treasuries and other US government agencies	65.9%
(b) Corporate bonds	26.8%
(c) Cash and cash equivalents	5.6%
(d) States and political subdivisions bonds	1.7%
Total	100.0%

The Institutional Division also participates in the defined benefit pension plan sponsored by BBVA NY, which is intended to meet the requirements of Sections 401(a) and 501(a) of the Code and the requirements of the Employee Retirement Income Security Act of 1974 (“ERISA”). Under the plan, vested participants are entitled to a monthly benefit upon retirement. The benefit is based on their eligible compensation (generally defined as direct cash compensation exclusive of bonuses and commissions) earned in the five consecutive years of benefit service that produce the highest average (“final average compensation”). Prior to January 1, 2003, the benefit was determined by taking the sum of a) 1.6% of the final average compensation plus b) 0.6% of the final average compensation in excess of the Social Security covered compensation amount, all multiplied by c) the participant’s number of years of service with the Company, not to exceed 25 years. Starting in 2003, the plan provided benefits to two separate groups of participants: “Grandfathered” participants and “Nongrandfathered” participants. Grandfathered participants were those with seven or more years of vesting service as of December 31, 2002.

Grandfathered participants continued to earn benefits under the existing final average compensation formula through December 31, 2009. Starting January 1, 2010, the benefit accrual formula percentages for the Grandfathered participants were reduced and the compensation used in the calculation was changed from total compensation to base compensation. All benefits for Grandfathered participants were frozen effective December 31, 2014.

Nongrandfathered participants started earning a benefit under a cash balance formula effective January 1, 2003. Participants were provided with a hypothetical account balance that would grow with “pay credits” and “interest credits” each year. Participants earned pay credits based on a percentage of their annual compensation. This percentage ranged from 2% to 4% based on the participant’s length of service. Interest credits were provided to the participants each year, based on the 30-Year Treasury rate published by the IRS for the November of the preceding year, subject to a minimum rate of 4.20% per year. All pay credits for Nongrandfathered participants were eliminated for periods after December 31, 2014, although participants would still continue to earn interest credits under the plan at 4.20% per year.

The plan is currently undergoing a termination process, with all plan benefits having been either purchased or paid out as lump sums by early 2019.

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Defined Contribution Plan

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Under the employer funded portion of the defined contribution plan, the Company makes contributions on behalf of each participant in the plan based on eligible pay and years of service. The Company's contributions range from 2% to 4% of the participants eligible pay.

15. FINANCIAL INSTRUMENT AND RELATED RISKS

Off Balance Sheet Risk

In the normal course of business, the Company's activities may involve executions and settlements of various securities transactions as principal or agent. These activities may expose the Company to risk in the event counterparties are unable to fulfill contractual obligations. The Company's counterparties include U.S. institutional investors, brokers and dealers and international banks that are members of major regulated exchanges and affiliates. In the case that the Company is involved in executions and settlements of securities transactions, the Company records customer securities transactions on a trade-date basis in conformity with the settlement cycle of the respective countries. Therefore, the Company could be exposed to off-balance sheet risk of loss on unsettled transactions in the event customers and other counterparties are unable to fulfill contractual obligations. The Company's agreements with its clearing brokers provides that the Company assumes customer obligations in the event of non-performance.

Credit Risk

For transactions in which the Company has the ability to extend credit to others, the Company seeks to control the risks associated with these activities by requiring the counterparty to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors required margin levels and, pursuant to such guidelines, requests counterparties to deposit additional collateral or reduce securities positions when necessary. As of December 31, 2018, the Company was not involved in the aforementioned business activity, with the exception of reverse repurchase agreements and repurchase agreements as noted in Note 6.

The Company clears its securities transactions from its retail business through a clearing broker on a fully-disclosed basis. Pursuant to the terms of the agreement between the Company and the clearing broker, the clearing broker has the right to charge the Company for losses that result from a counterparty's failure to fulfill its contractual obligations. As the right to charge the Company has no maximum amount and applies to all trades executed through the clearing broker, the Company believes there is no maximum amount assignable to this right. At December 31, 2018, the Company has recorded no liability with regard to this right. During 2018, the Company paid the clearing

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broker an immaterial amount related to these guarantees. In addition, the Company has the right to pursue collection on performance from the counterparties who do not perform under their contractual obligations. The Company monitors the credit standing of the clearing broker and all counterparties with which it conducts business.

16. ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company applies the fair value accounting guidance required under ASC Topic 820, *Fair Value Measurements and Disclosures*, which requires the Company to disclose the estimated fair values of financial instruments, for which it is practical to estimate. Investments measured and reported at fair value are classified and disclosed in one of the following categories (from highest to lowest) based on inputs:

Level 1 — Quoted prices in active market for identical assets or liabilities that the Company has the ability to access as of the reporting date. The type of investments which would generally be included in Level 1 includes listed equity securities and listed derivatives. As required by ASC 820, the Company, to the extent that it holds such investments, does not adjust the quoted price for these investments.

Level 2 — Pricing inputs are observable, either directly or indirectly, as of the reporting date, but are not the same as those used in Level 1. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or by other means. Fair value is determined through the use of models or other valuation methodologies using observable inputs. The types of investments which would generally be included in this category are publicly traded securities with restrictions on distribution, corporate bonds or municipal securities.

Level 3 — Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant judgment or estimation by the Company. Level 3 assets and liabilities would include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar pricing techniques based on the Company's own assumptions about what market participants would use to price the asset or liability. The types of investments that would generally be included in this category include debt and equity securities issued by private entities.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. The Company's valuation methodologies may produce a fair value estimate that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein.

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The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, the liquidity of markets and other characteristics particular to the product. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment by the Company in determining fair value is greatest for instruments categorized in Level 3 of the fair value hierarchy.

Securities owned and securities sold, not yet purchased, are recorded at fair value on a recurring basis. At December 31, 2018 securities owned consisted of US treasury securities. The fair value of US treasuries is based on unadjusted quoted market prices in an active market. The Company had no Securities sold, not yet purchased outstanding at December 31, 2018.

Transfers of financial instruments between different levels of fair value hierarchy are recorded as of the end of the reporting period. During the year ended December 31, 2018, there were no transfers of financial instruments between different levels of the fair value hierarchy.

The following table summarizes the assets and liabilities measured at fair value on a recurring basis.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Fair Value</u>
Assets:				
Securities owned, at fair value:				
US Treasuries	\$ 1,791	\$ -	\$ -	\$ 1,791
	<u>\$ 1,791</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,791</u>

Estimated Fair Value of Financial Instruments Carried at Approximate Fair Value

The fair values of the other financial assets and liabilities are considered to approximate their carrying amounts because they have limited counterparty credit risk and are short-term, replaceable on demand, or bear interest market rates.

The table below represents the carrying value and estimated fair value of the Company's financial instruments which are not carried at fair value. The table below therefore excludes items measured at fair value on a recurring basis presented in the table above. In addition, the table excludes the values of non financial assets and liabilities.

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	Level 1	Level 2	Level 3	Estimated fair value	Carrying value
Assets:					
Cash and cash equivalents	\$ 201,329,730	\$ -	\$ -	\$ 201,329,730	\$ 201,329,730
Cash segregated in compliance with Federal regulations	30,000,000	-	-	30,000,000	30,000,000
Time deposit with affiliate	1,500,000	-	-	1,500,000	1,500,000
Securities purchased under agreements to resell	-	109,947,187	-	109,947,187	109,947,187
Receivables:					
Customers	-	43,499,290	-	43,499,290	43,499,290
Broker-dealers and clearing organizations	-	22,907,124	-	22,907,124	22,907,124
Affiliates	-	21,338,143	-	21,338,143	21,338,143
Interest	-	383,162	-	383,162	383,162
Fees	-	10,494,618	-	10,494,618	10,494,618
Other Assets	-	1,058,254	-	1,058,254	1,058,254
	<u>\$ 232,829,730</u>	<u>\$ 209,627,778</u>	<u>\$ -</u>	<u>\$ 442,457,508</u>	<u>\$ 442,457,508</u>
Liabilities:					
Securities sold under agreements to repurchase	\$ -	\$ 102,275,000	\$ -	\$ 102,275,000	\$ 102,275,000
Payables:					
Customers	-	1,084,106	-	1,084,106	1,084,106
Broker-dealers and clearing organizations	-	5,575,417	-	5,575,417	5,575,417
Affiliates	-	50,317,236	-	50,317,236	50,317,236
Interest	-	837,900	-	837,900	837,900
Accrued expenses and accounts payable	-	22,903,300	-	22,903,300	22,903,300
	<u>\$ -</u>	<u>\$ 182,992,959</u>	<u>\$ -</u>	<u>\$ 182,992,959</u>	<u>\$ 182,992,959</u>

Fair value can vary from period to period based on changes in a wide range of factors, including interest rates, credit quality, market perceptions as existing assets and liabilities as run off and new transactions are entered into.

17. SUBSEQUENT EVENTS

The Company evaluated subsequent events up to the date the financial statements were issued, which was February 28, 2019. As a result of the Company's evaluation, the Company noted no subsequent events that require adjustment to, or disclosure in, these financial statements.
