

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

(1) Organization

SMBC Nikko Securities America, Inc. (the Company) is an indirect wholly owned subsidiary of Sumitomo Mitsui Banking Corporation (SMBC or the parent) which is ultimately wholly owned by Sumitomo Mitsui Financial Group (SMFG), a Japanese corporation.

On December 31, 2017, SMBC transferred all of its holdings of the Company's Class A (70% of the total outstanding), Class B (80% of the total outstanding) and Class C (80% of the total outstanding) common stock to SMBC Financial Services, Inc., a wholly owned U.S. subsidiary of the Parent. This transfer was done in preparation of a voluntary establishment of a Bank Holding Company in the United States by SMBC. As a result of the transfer, SMBC Financial Services, Inc. now owns 80% of each of the outstanding Class A, Class B and Class C common stock, and SMBC Nikko Securities, Inc. (SMBC-Nikko) owns 20% of each of the outstanding Class A, Class B and Class C common stock. Refer to Note 8, Stock Rights and Privileges.

The Company is registered as a broker dealer under the Securities Exchange Act of 1934, is a member of the Financial Industry Regulatory Authority (FINRA), and is also registered with the Municipal Securities Rulemaking Board. The Company was incorporated on August 8, 1990 and commenced operations in December 1991. The Company is exempt from the Securities and Exchange Commission (SEC) Rule 15c3-3 pursuant to provisions (k)(2)(i) and (k)(2)(ii) of such rule.

The Company provides underwriting services of debt and equity securities and provides services to assist in the sale of securities underwritten by other entities. The Company enters into repurchase and reverse repurchase agreements, engages in trading of U.S. government securities, corporate debt securities, and asset-backed securities. The Company also provides buy-back services to corporate clients for the purchase of clients' own stocks, and acts as selling agent by selling Japanese Domestic Equity Offerings to clients. The Company also acts as an originator, placement, and facility agent in connection with the origination and servicing of asset-backed, secured lending, and asset purchase transactions on behalf of an affiliate. The Company's business lines also include brokerage services for certain debt and equity products, distribution of globally branded research reports, and merger and acquisition advisory services. The primary targets for these services are sophisticated institutional investors such as asset management companies, investment trusts, hedge funds, and trust banks.

(2) Significant Accounting Policies***(a) Basis of Presentation and Use of Estimates***

The Company's financial statements have been prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP). The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and reported amounts of revenue and expenses during the reporting period. Management believes that the estimates utilized in preparing its financial statements are reasonable. Such estimates are subject to change in the future as additional information becomes available or previously existing circumstances are modified. Actual results could differ from those estimates. Items subject to such estimates and assumptions include the valuation of securities, realization of deferred tax assets, net underwriting income.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements

December 31, 2017

(b) Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU No. 2014-09 provides comprehensive guidance on the recognition of revenue from contracts with customers arising from the transfer of goods and services. The new guidance creates a common revenue recognition standard across all industries and requires new disclosures. The core principle of Topic 606 is that the Company recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASU No. 2014-09, as amended by ASU Nos. 2015-14, 2016-08, 2016-10, 2016-12 and 2016-20, is effective for public business entities in reporting periods beginning after December 15, 2017. The Company will adopt this guidance on January 1, 2018. The adoption of ASU No. 2014-09 will not have a material impact on the financial statements of the Company.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments – Overall (Subtopic 825-10) – Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU No. 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments. Specifically, the amendments in this ASU affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the FASB clarified guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. ASU No. 2016-01 is effective for public business entities for annual periods beginning after December 15, 2017. The Company will adopt this guidance on January 1, 2018. The adoption of ASU No. 2016-01 will not have a material impact on the financial statements of the Company.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230) – Restricted Cash*. The amendments require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and restricted cash or restricted cash equivalents. As a result, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments do not provide a definition of restricted cash or restricted cash equivalents. The amendments should be applied using a retrospective transition method to each period presented. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017. The Company will adopt this guidance on January 1, 2018. The adoption of ASU No. 2016-01 will not have a material impact on the financial statements of the Company.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. ASU No. 2016-02 requires that, at lease inception for all leases, a lessee recognize in the statement of financial condition a right-of-use asset, for the right to use the underlying asset over the lease term, and a lease liability, for the liability to make lease payments. The classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases in the previous leases guidance. In addition, ASU No. 2016-02 requires expanded disclosures about

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

the nature and terms of lease agreements and is effective for public business entities for annual reporting periods beginning after December 15, 2018. Therefore, this guidance is effective for the Company beginning January 1, 2019. The Company is evaluating the effect of this new guidance on its financial statements.

In June 2016, FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Assets*, which is to replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to develop credit loss estimates. Specifically, the amendments in this ASU would eliminate the probable initial recognition threshold in current U.S. GAAP and, instead, reflect an entity's current estimate of all expected credit losses. The amendments in this ASU also retained many of the disclosure amendments in ASU No. 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, updated to reflect the change from an incurred loss methodology to an expected credit loss methodology. ASU No. 2016-13 is effective for entities that are public business entities and are U.S. Securities and Exchange Commission (SEC) filers for annual periods beginning after December 15, 2019. Therefore, the ASU will be effective for the Company on January 1, 2020. The Company is evaluating the effect of this new guidance on its financial statements.

(c) Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents consist of demand deposits held in banks which amounted to \$139,329,066 as of December 31, 2017.

(d) Securities Transactions

Securities transactions are recorded on a trade-date basis. Securities owned are carried at fair value, with unrealized gains and losses reflected in the accompanying statement of income within trading income, net. Interest income and expense are recorded on an accrual basis.

At December 31, 2017, securities owned consist primarily of U.S. treasury securities and corporate debt securities, of which \$69,980,116 is pledged to a clearing organization as collateral.

(e) Securities Sold, Not Yet Purchased

The Company has sold securities that it does not own (i.e. securities sold short) and is therefore, obligated to purchase such securities at a future date. The Company has recorded this obligation on the statement of financial condition at the fair value of the securities sold short.

(f) Repurchase Agreements

A reverse repurchase agreement (also known as a reverse repo) refers to a transaction that is accounted for as a collateralized lending in which the Company buys securities with an agreement to resell them to the counterparty at a stated price plus interest at a specified date or in specified circumstances. The receivable under a reverse repurchase agreement refers to the amount due from the counterparty for the repurchase of the securities from the Company.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

A repurchase agreement (repo) refers to a transaction that is accounted for as a collateralized borrowing in which the Company sells those securities to a counterparty with an agreement to repurchase them at a stated price plus interest at a specified date or in specified circumstances. The payable under a repurchase agreement refers to the amount of the Company's obligation recognized for the future repurchase of the securities from the counterparty. Repurchase and resale agreements are presented on a net basis on the statement of financial condition where permitted by ASC 210-20, *Balance Sheet-Offsetting*.

The Company's policy is generally to take possession of securities purchased under agreements to resell, and to receive securities and cash posted as collateral (with rights of re-hypothecation). The market value of collateral accepted or pledged by the Company under reverse repurchase agreements and repurchase agreements before offsetting was \$5,665,455,510 and \$5,507,599,048 respectively at December 31, 2017. Substantially all of the collateral accepted under reverse repurchase agreements has been resold as collateral under repurchase agreements. Collateral received from counterparties are U.S. treasury securities and corporate debt securities, and valued daily, and should the market value of the securities received decline below the principal amount loaned plus accrued interest, additional collateral is requested when appropriate.

(g) Fair Value Measurement

The Company follows ASC 820, *Fair Value Measurement*, which defines fair value, establishes a framework for measuring fair value, and expands disclosure requirements. ASC 820, among other things, requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date.

ASC 820 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. In accordance with ASC 820, when considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

Level 1 - Valuation based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and supported by little or no market activity, and significant to the overall fair value measurement.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level of input that is significant to the fair value measurement in its entirety.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

This hierarchy requires the use of observable market data when available. ASC 820 requires disclosure of fair value information for assets and liabilities that are measured at fair value on a recurring or nonrecurring basis on the statement of financial condition after initial recognition, including the valuation techniques and inputs used to develop those measurements. In determining fair value, the Company uses the market approach. Based on this approach, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The following are the types of valuation methodologies for the Company's material categories of financial assets and financial liabilities that are fair valued on the statement of financial condition:

U.S. treasury securities U.S. treasury securities are valued using quoted market prices and are generally classified as Level 1 in the fair value hierarchy.

Corporate debt securities Corporate debt securities are valued based on either the most recent observable trade and or external quotes, depending on availability. Corporate debt securities are generally classified as Level 2 in the fair value hierarchy because these valuation inputs are usually observable or market corroborated when obtained from alternative pricing sources.

Asset-backed securities Asset-backed securities are primarily based on actively traded markets where prices are based on either direct market quotes or observed transactions. As such, asset backed securities are categorized as Level 2. All of the asset-backed-securities in inventory are collateralized auto loans and credit card loans.

As of December 31, 2017, the Company has no assets or liabilities measured at fair value on a recurring basis that it classifies as Level 3.

Repo and reverse repos are not carried at fair value on the statement of financial condition, but are carried at amounts which approximate fair value due to their short-term nature and negligible credit risk. The Company reports reverse repo and repo agreements at contract prices, plus accrued interest, which are considered level 2 financial instruments.

(h) Furniture, Equipment, and Leasehold Improvements

Furniture, equipment, and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation on furniture and equipment is provided on a straight line basis over the assets' estimated useful lives of five years. Amortization on leasehold improvements is provided on a straight line basis over the lesser of the terms of the related leases or useful lives of the improvements.

(i) Foreign Currency Transactions

Assets and liabilities denominated in non-U.S. dollar currencies are remeasured into U.S. dollar equivalents using year-end adjusted spot foreign currency rates. Gains and losses resulting from remeasurement to U.S. dollar equivalents are reflected in the statement of income within trading income, net.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

(j) Investment Banking Income

Investment banking income consists of the following:

i. Underwriting Fees

The Company earns underwriting revenues in securities, in which the Company acts as an underwriter of transactions such as initial public offerings, follow-on equity offerings, debt offerings, and convertible security offerings. Underwriting revenues includes selling concessions and management fees. Fee revenue relating to underwriting commitments is recorded when all significant items relating to the underwriting cycle have been completed and the amount of the underwriting revenue has been determined. Management estimates the Company's share of transaction-related expense as incurred. Such amounts are adjusted to reflect actual expenses in the period in which the Company receives the final settlement, typically within 90 days following the closing of the transaction. For the year ended December 31, 2017, the Company earned \$107,509,241 of underwriting revenues.

ii. Merger and Acquisition Advisory Fees

The Company earns merger and acquisition (M&A) fees by providing buy/sell side advisory services to clients in the acquiring/divesting assets or stakes, the raising of equity or introduction of an equity partner, or to facilitate transactions or some other strategic objectives. Fees for these services are recognized when the services for the transactions are completed. For the year ended December 31, 2017, the Company earned \$5,996,123 of merger and acquisition fees.

iii. Private Placement Fees

The Company earns agency placement fees in non-underwriting transactions such as private placements of debt and equity securities, including private placements in public equity transactions (PIPEs). The Company records private placement revenues when the services for the transactions are completed under the terms of each assignment or engagement and collection is reasonably assured. For the year ended December 31, 2017, the Company earned \$6,495,084 of private placement fees.

(k) Underwriting Referral Income

The Company earns underwriting referral income by providing services to assist in the sale of securities, which are underwritten by affiliated and unaffiliated entities. Income is accrued when services for the transactions are completed under the terms of the agreement, net of estimated expenses associated with the transaction. Such fees are based on an agreed-upon percentage of the total underwriting fee, net of related expenses.

(l) Facility Income

The Company earns facility income by providing services as an originator, placement, and facility agent to an affiliated entity in connection with the origination and servicing of asset-backed, secured lending, and asset purchase transactions. Income is accrued when services for the transactions are completed under the terms of the agreement, net of estimated expenses associated with the transaction.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

(m) Commission Income

Commission income and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

(n) Fee Income

The Company earns fee income from participation in structuring of asset-backed transactions, origination agency services, and brokerage fees from swap transactions provided to affiliated and unaffiliated entities. Income is accrued when services for transactions are completed under the terms of the agreement.

(o) Trading Income, Net

The Company earns trading income or incurs loss from buying and selling securities primarily for customer accommodation purposes. The related profit or loss is measured by the difference between the acquisition cost and the selling price or fair value. Trading gains and losses, which are composed of both realized and unrealized gains and losses, are presented net.

(p) Income Taxes

The Company accounts for all income taxes in accordance with the asset-and-liability method of accounting required under ASC 740, *Income Taxes*. Under this method, deferred income taxes are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income based on the period of enactment.

It is the Company's policy that, pursuant to ASC 740, any state or local tax computed based on capital is considered a franchise tax. In addition, if a state or local jurisdiction imposes on the Company a franchise tax that is computed as the higher of a tax based on income or a tax based on capital, any tax based on income in excess of the franchise tax based on capital is considered an income tax expense and the portion attributable to the capital is considered franchise tax. Franchise tax based on capital is considered an ordinary expense from continuing operations.

(q) Compensation and Benefits

The Company pays discretionary cash bonuses to its employees. Starting in 2012, certain cash bonuses are deferred over a service period of three years. An employee with a deferred bonus earns a portion of the cash bonus in each of the three years if they continue employment at the Company. The Company recognizes compensation and benefits expense on a straight-line basis. All deferred cash bonuses have clawback provisions. None of the clawback provisions has been triggered for the year ended December 31, 2017. The deferred compensation liability amounts to \$986,119 as of December 31, 2017 and the deferred compensation expense for the year ended December 31, 2017 is \$1,434,581.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017****(3) Fair Value of Financial Instruments**

The following are types of financial instruments the Company held as of December 31, 2017:

	Fair Value Hierarchy				
	Level 1	Level 2	Level 3		Total
Assets:					
Securities owned					
U.S. treasury securities	\$ 109,140,616	\$ —	\$ —	\$	109,140,616
Corporate debt securities	—	264,712,263	—		264,712,263
Asset backed securities	—	95,592,492	—		95,592,492
Other	25,659	—	—		25,659
Total securities owned	<u>\$ 109,166,275</u>	<u>\$ 360,304,755</u>	<u>\$ —</u>	<u>\$</u>	<u>469,471,030</u>
Liabilities:					
Securities sold, not yet purchased					
U.S. treasury securities	\$ 113,922,077	\$ —	\$ —	\$	113,922,077
Corporate debt securities	—	127,292,672	—		127,292,672
Total securities sold, not yet purchased	<u>\$ 113,922,077</u>	<u>\$ 127,292,672</u>	<u>\$ —</u>	<u>\$</u>	<u>241,214,749</u>

Other consists of equity shares issued by DTCC to the Company, which amounts to \$25,659.

(4) Receivable from and Payable to Brokers, Dealers, and Clearing Organizations

Amounts receivable from and payable to brokers, dealers, and clearing organizations at December 31, 2017 consist of the following:

	Receivable	Payable
Brokers and clearing organizations	\$ 257,901,967	\$ 12,776,803
Trades pending settlement, net	25,211	—
Total	<u>\$ 257,927,178</u>	<u>\$ 12,776,803</u>

The Company clears its customer transactions through another broker-dealer on a fully disclosed basis under (k)(2)(ii). The amount receivable from broker, dealers and clearing organizations relates to the aforementioned transactions.

Net receivable for trades pending settlement represents the contract price of securities to be delivered net by the contract price of securities to be received by the Company. The value of such securities at December 31, 2017 approximates the amounts owed. Trades pending settlement at December 31, 2017 were settled without a material effect on the Company's financial statements.

At December 31, 2017, cash included in receivable from brokers, dealers, and clearing organizations amounting to \$5,000,000 is pledged to a clearing organization as collateral to meet depository requirements.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017****(5) Collateralized Transactions**

The Company enters into reverse repurchase agreements and repurchase agreements to accommodate customers' needs and invest the Company's capital. The Company manages credit exposure arising from such transactions by, in appropriate circumstances, entering into master repurchase agreements with counterparties that provide the Company, in the event of a counterparty default (such as bankruptcy or a counterparty's failure to pay or perform), the right to net a counterparty's rights and obligations under such agreement and liquidate and setoff collateral against the net amount owed by the counterparty.

The following tables present information about the offsetting of these instruments and related collateral amounts.

	<u>Gross amounts</u>	<u>Amounts offset in the statement of financial condition (i)</u>	<u>Net amounts presented in the statement of financial condition</u>	<u>Noncash collateral not offset in the statement of financial condition (ii)</u>	<u>Net Amount</u>
Assets:					
Securities purchased under agreements to resell					
U.S. treasuries	\$ 5,622,664,569	\$ (162,699,258)	\$ 5,459,965,311	\$ (5,450,074,595)	\$ 9,890,716
Corporate bond	94,623,781	—	94,623,781	(94,293,226)	330,555
Total	<u>\$ 5,717,288,350</u>	<u>\$ (162,699,258)</u>	<u>\$ 5,554,589,092</u>	<u>\$ (5,544,367,821)</u>	<u>\$ 10,221,271</u>
Liabilities:					
Securities sold under agreements to repurchase					
U.S. treasuries	\$ 5,455,261,676	\$ (162,699,258)	\$ 5,292,562,418	\$ (5,276,531,115)	\$ 16,031,303
Corporate bond	86,227,367	—	86,227,367	(86,227,367)	—
Total	<u>\$ 5,541,489,043</u>	<u>\$ (162,699,258)</u>	<u>\$ 5,378,789,785</u>	<u>\$ (5,362,758,482)</u>	<u>\$ 16,031,303</u>

(i) Amounts offset in the statement of financial condition related to master netting agreements and similar 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 ASC 210-20.

(ii) Amounts relating to agreements where the Company does not have a legal right of offset as certain criteria are not met in accordance with ASC 210-20. There are limits in the disclosure regarding the inclusion of excess collateral amounts. The amount of collateral pledged is limited to the net amount of securities sold under agreement to repurchase presented on the statement of financial condition, and excludes overcollateralization.

The Company offsets its securities purchased under agreements to resell and securities sold under agreements to repurchase, in accordance with ASC 210-20.

The table below represents payables under repurchase agreements by remaining contractual term to maturity and class of collateral pledged as of December 31, 2017.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

Class of Collateral Pledged	Remaining Contractual Maturity			
	Open	Up to 30 days	31-90 days	Total
Securities sold under repurchase agreements to repurchase				
U.S. treasuries	\$ 482,953,350	\$ 3,273,346,151	\$ 1,698,962,175	\$ 5,455,261,676
Corporate bonds	—	86,227,367	—	86,227,367
Total	<u>\$ 482,953,350</u>	<u>\$ 3,359,573,518</u>	<u>\$ 1,698,962,175</u>	<u>\$ 5,541,489,043</u>

The Company is required to post collateral with a market value equal to or in excess of the principal amount borrowed under repurchase agreements. To ensure that the market value of the underlying collateral remains sufficient, collateral is valued daily and the Company may be required to deposit additional collateral or may receive or return collateral pledged, when appropriate. Repurchase agreements are generally short term. The Company manages liquidity risks related to these agreements by sourcing funding from a diverse group of counterparties, providing a range of securities collateral. As of December 31, 2017, the Company had no repurchase-to-maturity transactions.

(6) Related-Party Transactions

In the normal course of business the Company engages in transactions with SMBC and affiliated companies including SMBC-Nikko, SMBC Tokyo, SMBC New York Branch (SMBC-NY), SMBC Cayman Branch (SMBC-CIB), SMBC Capital Markets, Inc. (SMBC-CM), Manhattan Asset Funding Company LLC (MAF), Nikko Systems Solutions (NKSOL), and SMBC Nikko Capital Markets Limited (SMBC-LTD). The nature of these relationships and a description of the transactions are disclosed below and throughout the notes.

The related-party transactions include but are not limited to trade execution, underwriting referral services, and advisory services. The following amounts related to transactions with SMBC and affiliated companies are included in the accompanying financial statements as of December 31, 2017:

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017****Statement of Financial Condition:****Assets:**

Securities purchased under agreements to resell	\$	4,965,910,231
Other assets		762,655
Total	\$	<u>4,966,672,886</u>

Liabilities:

Securities sold under repurchase agreements	\$	46,881,590
Bank loan payable		200,000,000
Subordinated debt		25,000,000
Total	\$	<u>271,881,590</u>

Statement of Income:**Revenues:**

Interest income	\$	66,008,603
Facility income		26,397,936
Investment banking income		18,416,393
Management fee income		596,300
Total	\$	<u>111,419,232</u>

Expenses:

Management fee expense	\$	7,007,166
Occupancy, depreciation and amortization expense		3,142,212
Commission and clearance		3,037,435
Interest expense		680,462
Total	\$	<u>13,867,275</u>

The Company enters into reverse repurchase and repurchase transactions with SMBC-Nikko, SMBC-CM and SMBC-LTD as part of ordinary course of business. As of December 31, 2017, total repurchase transaction balances and repurchase transaction income and expense for the year then ended December 31, 2017 with SMBC-Nikko, SMBC-CM and SMBC-LTD are as follows:

	SMBC-Ltd	SMBC-CM	SMBC-Nikko	Total
Securities purchased under agreements to resell	\$ —	\$ 5,515,873	\$ 4,960,394,358	\$ 4,965,910,231
Securities sold under repurchase agreements	—	—	46,881,590	46,881,590
Interest income	225,438	91,465	65,691,700	66,008,603
Interest expense	(2,976)	13	683,425	680,462

The Company has pledged cash collateral to SMBC-NY to secure any unsecured extensions of credit pursuant to Section 23A and 23B of the Federal Reserve Act. At December 31, 2017, such amount was \$762,655.

The Company has a \$25,000,000 subordinated loan agreement with SMBC-CIB which is approved regulatory capital by the FINRA.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

The Company drew down on an uncommitted loan from SMBC-CIB in 2017, and had an outstanding loan payable of \$200,000,000 as of December 31, 2017 which was used to finance short term liquidity needs. Refer to Note 7 Subordinated Borrowing and Other Financing.

The Company earns facility income by facilitating the administration of MAF and directing the investments and reinvestments of MAF's assets. For the year ended December 31, 2017 total facility income from MAF amounted to \$26,397,936.

The Company enters into M&A advisory deals in shared origination and deal executions with SMBC-Nikko. The Company also engages in underwritings of bonds issued by SMBC Tokyo and acts as a selling agent for SMBC-Nikko and SMBC-LTD by selling Japanese Equity offerings to clients. Investment banking income for the year ended December 31, 2017 consist of M&A fees from SMBC-Nikko amounting to \$3,922,356, underwriting income from SMBC Tokyo for bond issuance amounting to \$7,681,481 and selling concessions from SMBC-Nikko and SMBC-LTD amounting to \$4,131,578 and \$1,180,978, respectively.

The Company incurs management fee income and management fee expense related to personnel cost allocations between the Company and the affiliated companies pursuant to reimbursement agreements between the Company and the affiliated companies. For the year ended December 31, 2017, the Company incurred management fee expense of \$3,692,587 to SMBC-NY, \$3,202,295 to SMBC-CM, and \$112,284 to SMBC-LTD. For the year ended December 31, 2017, the Company earned management fee income of \$6,993 and \$589,307 from SMBC-CM and SMBC-LTD, respectively, pursuant to reimbursement agreements.

For the year ended December 31, 2017, the Company incurred commission and clearing expense amounting to \$3,037,435 for the execution of Japanese equity trades in the Japanese market by SMBC-Nikko for the Company. These Japanese equity trades are processed through a trading system hosted by NKSOL which provides infrastructure supports for securities execution and settlements.

For the year ended December 31, 2017, the Company incurred rent expense amounting to \$3,142,212 as a result of increase in rental space and occupancy costs from SMBC-NY.

The Company has variable interests as defined by FASB ASC 810-10 in an affiliated variable interest entity (VIE) in the form of fees earned for providing facility and origination services to that entity. Such fees are included in facility income and fee income in the table above. The Company has no assets or liabilities reported in its statement of financial condition as of December 31, 2017 that relate to the Company's variable interest in that VIE, and has no exposure to its losses. The Company is not the primary beneficiary of the VIE as defined by FASB ASC 810-10 as it does not have the power to direct the activities that most significantly impact the VIE's financial performance and has no obligations to absorb the VIE's losses. Such power and obligations are the responsibility of a related party. As such, the Company does not consolidate the accounts of the VIE in the financial statements.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

(7) Subordinated Borrowing and Other Financing

The Company has a \$25,000,000 subordinated loan agreement with SMBC-CIB. The loan had an original scheduled maturity date of July 31, 2016 with an automatic extension of the scheduled maturity date by an additional year unless SMBC-CIB notifies the Company before the day thirteen months preceding the current scheduled maturity date in writing that such maturity date shall not be extended. SMBC-CIB has not notified the Company of such intent as of December 31, 2017. As such, the current scheduled maturity date is July 31, 2018. The loan bears interest at three-month LIBOR plus 60 basis points. The subordinated loan has been approved as regulatory capital by the FINRA and constitutes part of the Company's net capital under the SEC Uniform Net Capital Rule 15c3-1 (Rule 15c3-1), and may be repaid only if, after giving effect to such repayment, the Company meets the specified requirements of the SEC.

On July 31, 2013, the Company entered into a committed and revolving line of credit with SMBC-CIB for \$100 million. This credit facility increased to \$200 million, effective May 22, 2015 and extended to July 31, 2018. Any borrowing will bear a market interest rate agreed upon by the Company and SMBC-CIB at the time of the advance. No amounts were outstanding under this facility as of December 31, 2017. The Company is obligated to pay a commitment fee on any unused amount of the revolving facility. The commitment fee expense was \$405,556 and the commitment fee payable was \$68,889 as of December 31, 2017.

On June 30, 2017, the Company renewed its uncommitted and revolving multicurrency credit line agreements with SMBC-CIB for \$1 billion and \$5 billion which are subject to at a market interest rate to be determined by SMBC-CIB. On December 19, 2017, the Company amended the \$5 billion uncommitted and revolving multicurrency credit line agreement with SMBC-CIB to increase facility amount from \$5 billion to \$7 billion. As of December 31, 2017, the outstanding loan drawn under the \$1 billion facility is \$200,000,000 and no amounts were outstanding on the \$7 billion line. These uncommitted facilities were put in place to ensure that the Company has adequate funds to meet its short-term liquidity needs. The last draw down date on these facilities is June 29, 2018.

(8) Stock Rights and Privileges

Class A common stock, Class B common stock, and Class C common stock are identical in all respects and have equal rights and privileges, except as described in (c) below.

- (a) Dividend rights on all classes of common stock may be declared and paid only to the extent of the assets of the Company legally available for the payment of dividends. The declaration and payment of dividends on all classes of common stock is at the sole discretion of the Board of Directors of the Company.
- (b) Class dividends may be declared by the Board of Directors, in its sole discretion, payable exclusively to the holders of any of the respective classes of common stock, or to the holders of any or all such classes in equal or unequal amounts, notwithstanding the respective amounts available for dividends to each class, the respective voting and liquidation rights of each class, the amount of prior dividends declared on each class, or any other factor.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

- (c) The voting rights of each share of the Company's Class A common stock entitles the holder to one hundred (100) votes on any matter on which stockholders of the Company are entitled to vote. Each share of the Company's Class B common stock entitles the holder to 0.5025126 votes on any matter on which stockholders of the Company are entitled to vote. Lastly, each share of the Company's Class C common stock entitles the holder to one (1) vote on any matter on which stockholders of the Company are entitled to vote.

(9) Commitments and Contingencies

The Company occupies office space under long-term non-cancelable sublease agreements with SMBC, which expires on various dates through 2021. The rent payable by the Company under the sublease will be equal to its allocable share of the annual rent payable by SMBC under its prime lease.

Future minimum rentals under the sublease are estimated as follows:

Remaining years	Minimum Future Lease Payments
2018	2,928,015
2019	3,022,472
2020	2,963,612
2021	993,365
	<u>\$ 9,907,464</u>

In the normal course of business, the Company enters into resale and repurchase agreements that settle at a future date. They are secured by U.S. treasury securities and corporate debt securities. These agreements do not meet the definition of a derivative, and therefore, are not recorded on the statement of financial condition until settlement date. At December 31, 2017, the Company had forward-starting collateralized agreements with start dates ranging from January 2, 2018 to January 4, 2018. The contract values of these transactions total \$151,821,841 for repurchase agreements and none for reverse repurchase agreements.

In the normal course of business, the Company enters into underwriting commitments. There were no open transactions relating to such underwriting commitments at December 31, 2017.

The Company is involved in litigation arising in the normal course of business from time to time. It is management's opinion that there are no matters pending, which are probable of having a material adverse effect on the financial condition of the Company.

(10) Financial Instruments with Off-Balance-Sheet Risk and Concentration of Credit Risk

In the normal course of business, the Company executes, settles, and finances securities transactions. These activities expose the Company to off-balance-sheet risk arising from the possibility that the counterparty may fail to satisfy its obligations. In these situations, the Company may be required to purchase or sell financial instruments at unfavorable market prices to satisfy obligations to counterparties.

The Company provides trading, financing, and related services to a diverse group of domestic counterparties, including corporations and institutional investors. In connection with these activities, the Company enters into collateralized reverse repurchase and repurchase agreements that may result

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

in significant credit exposure in the event the counterparty to the transaction is unable to fulfill its contractual obligations. The Company minimizes credit risk associated with these activities by monitoring customer credit exposure and collateral values on a daily basis, and by requiring additional collateral to be deposited with or returned to the Company when deemed necessary.

(11) Net Capital Requirements

The Company, as a registered broker dealer in securities, is subject to the net capital requirements of SEC Rule 15c3-I. Effective January 1, 2000, the Company elected the alternative method for calculating net capital. This requires the Company to maintain minimum net capital of the greater of \$250,000, or 2%, of aggregate debit items arising from customer transactions, as defined. As of December 31, 2017, the Company's net capital was \$471,608,443 which exceeded the required minimum by \$471,358,443.

(12) Income Taxes

The Company accounts for income taxes in accordance with ASC 740. ASC 740 requires the recognition of tax benefits or expenses based on the estimated future tax effects of temporary differences between the financial statement and tax basis of its assets and liabilities. The Company's deferred income tax assets as of December 31, 2017 relate to tax basis differences on employee bonus accrual and depreciation. The Company evaluates its uncertain tax positions and the related tax reserves in accordance with the framework set out under ASC 740. ASC 740 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely than-not to be sustained upon examination by taxing authorities. The amount recognized is measured as the amount of benefit that represents a greater than 50% likelihood of being realized upon ultimate settlement. As of December 31, 2017, the Company has no unrecognized tax benefits and has accrued no interest or penalties with respect to any tax positions taken. If interest and penalties were to be required to be accrued in the future, it is Company's policy that such amounts would be a component of the provision for income taxes.

The components of income tax expense (benefit) for the year ended December 31, 2017 are as follows:

Current tax expense:	
Federal	\$ 27,030,963
State and local	7,925,342
	<u>34,956,305</u>
Deferred tax benefit:	
Federal	1,584,881
State and local	(119,042)
	<u>1,465,839</u>
Total income tax expense	<u>\$ 36,422,144</u>

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements**December 31, 2017**

A reconciliation of the statutory U.S. federal income tax rate of 35% to the Company's effective income tax rate is set forth below:

Statutory federal income tax rate	35.00%
State and local, net of federal tax effect	6.09
Federal tax rate changes	2.29
Effective tax rate	<u>43.38%</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's net deferred tax assets as of December 31, 2017 are as follows:

Employee bonus accrual	\$ 5,545,639
Depreciation	<u>(1,157,476)</u>
Deferred tax assets, net	<u>\$ 4,388,163</u>

Although realization is not assured for the above net deferred tax assets, management believes it is more likely than not that they will be realized through future taxable earnings and, accordingly, has not recorded a valuation allowance as of December 31, 2017.

On December 22, 2017, the Tax Cuts and Jobs Act was enacted. The Act reduces the US federal corporate tax rate from 35% to 21% starting from January 1, 2018.

ASC 740, *Income Taxes*, requires the effect of the changes in tax rates and laws on deferred tax balances to be recognized in the period in which the legislation is enacted. Further, the effects of changes in tax rates and laws on deferred tax balances are recorded as a component of tax expense related to continuing operations for the period in which the law was enacted. Therefore, the Company remeasured the existing deferred tax assets and liabilities and record an offset for the net amount as component of income tax expense from continuing operations in the period of enactment.

All years subsequent to and including 2012 for U.S. Federal, state and local tax audits remain open to examination by the taxing authorities. The Company is not currently undergoing any such audits.

(13) Employee Benefit Plans

The Company participates in a defined benefit noncontributory retirement plan (Sumitomo Mitsui Banking Corporation Retirement Plan) and a defined contribution plan (Sumitomo Mitsui Banking Corporation 401(k) Plan) sponsored by its Parent, SMBC. The plans cover all eligible local employees. The retirement plan costs are allocated to the Company based on actuarial computations. No separate determination has been made of the actuarial present value of accumulated benefits and the retirement plan's assets as they relate to the employees of the Company. Participants in the 401(k) plan may contribute amounts up to 50% of their eligible compensation, subject to certain limitations. The Company will match 401(k) contributions in an amount equal to the lesser of 100% of the first 3% contributed by the participant or 3% of total eligible compensation. Company matching contributions gradually vest over the first five years of service. During 2017, the Company contributed \$2,095,461 to the plans, which is included in compensation and benefits on the statement of income.

SMBC NIKKO SECURITIES AMERICA, INC.

(An Indirect Wholly Owned Subsidiary of Sumitomo Mitsui Banking Corporation)

Notes to Financial Statements

December 31, 2017

(14) Subsequent Events

The Company has performed an evaluation of events that have occurred subsequent to December 31, 2017, and through February 22, 2018. There have been no material subsequent events that occurred during such period that would require disclosure in this report or would be required to be recognized.