



UNIT 09042676

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0123
Expires: February 28, 2010
Estimated average burden
hours per response . . . 12.00

AS
12/2

SECURITIES AND EXCHANGE COMMISSION
RECEIVED

NOV 27 2009

BRANCH OF REGISTRATIONS
AND
02 EXAMINATIONS

ANNUAL AUDITED REPORT
FORM X-17A-5
PART III
FACING PAGE

SEC FILE NUMBER
8-33133

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING October 1, 2008 AND ENDING September 30, 2009
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER - DEALER:

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

OFFICIAL USE ONLY

FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

500 West Jefferson Street
(No. and Street)

Louisville
(City)

Kentucky
(State)

40202
(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Charles M. Grimley

(502) 588-8400
(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

Crowe Horwath LLP

(Name - if individual, state last, first, middle name)

9600 Brownsboro Road, Suite 400
(Address)

Louisville
(City)

Kentucky
(State)

40252
(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

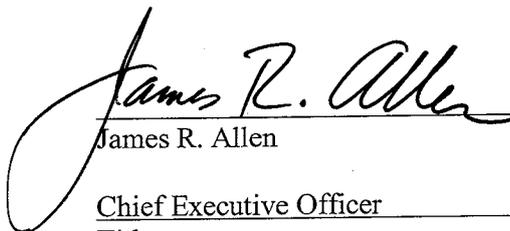
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2)

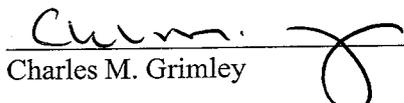
AS
12/16

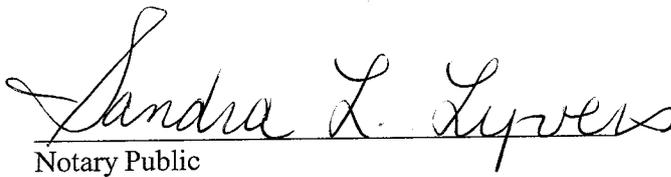
AFFIRMATION

We, James R. Allen and Charles M. Grimley, affirm that, to the best of our knowledge and belief, the accompanying financial statements and supplemental schedules pertaining to J.J.B. Hilliard, W.L. Lyons, LLC for the year ended September 30, 2009, are true and correct, and such financial statements and supplemental schedules have been made available to all members and allied members of the New York Stock Exchange in our organization. We further affirm that neither the Company nor any officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

Security accounts of principal officers and directors that are classified as customer accounts (debits \$90,352 and credits \$1,733).


James R. Allen
November 23, 2009
Date
Chief Executive Officer
Title


Charles M. Grimley
November 23, 2009
Date
Senior Vice President – Financial Principal
Title


Sandra L. Lyons
Notary Public

My Commission expires: October 27, 2013

SEC Mail Processing
Section

NOV 27 2009

J.J.B. Hilliard, W.L. Lyons, LLC
(S.E.C. I.D. No. 8-33133)

Washington, DC
110

STATEMENT OF FINANCIAL CONDITION
AS OF SEPTEMBER 30, 2009
AND
REPORT OF INDEPENDENT AUDITORS

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

Crowe Horwath™

Crowe Horwath LLP
Member Horwath International

Report of Independent Auditors

Board of Directors and Members of
J.J.B. Hilliard, W. L. Lyons, LLC
Louisville, Kentucky

We have audited the accompanying statement of financial condition of J.J.B. Hilliard, W.L. Lyons, LLC (the "Company") as of September 30, 2009 that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. This statement of financial condition is the responsibility of the Company's management. Our responsibility is to express an opinion on this statement of financial condition based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of financial condition. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement of financial condition presentation. We believe that our audit of the statement of financial condition provides a reasonable basis for our opinion.

In our opinion, the statement of financial condition referred to above present fairly, in all material respects, the financial position of J.J.B. Hilliard, W.L. Lyons, LLC as of September 30, 2009, in conformity with accounting principles generally accepted in the United States of America.


Crowe Horwath LLP

Louisville, Kentucky
November 23, 2009

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

Statement of Financial Condition

September 30, 2009

ASSETS

Cash and cash equivalents	\$ 48,232,915
Cash segregated under federal and other regulations	2,020,000
Securities owned, at market value	9,086,947
Receivable from brokers, dealers and clearing organizations	13,093,637
Receivable from customers	123,458,690
Receivable from affiliates	32,696,751
Notes receivable from employees	24,517,866
Furniture, equipment and leasehold improvements, at cost (net of accumulated depreciation and amortization of \$2,240,855)	8,691,437
Goodwill	122,709,253
Intangible assets, net of accumulated amortization:	
Client relationships	76,775,000
Trademarks	47,000,000
Other	2,238,100
Total intangible assets, net of accumulated amortization	126,013,100
Other	13,558,125
TOTAL ASSETS	\$524,078,721

LIABILITIES

Drafts payable	\$ 26,516,876
Securities sold, not yet purchased, at market value	2,488,709
Payable to brokers, dealers and clearing organizations	4,053,419
Payable to customers	79,084,707
Accrued compensation and employee benefits	24,780,524
Other	18,893,004
TOTAL LIABILITIES	155,817,239

Commitments and contingencies - Notes 8 and 10

-

MEMBERS' EQUITY

TOTAL LIABILITIES AND MEMBERS' EQUITY	368,261,482
	\$524,078,721

See accompanying Notes to Statement of Financial Condition.

September 30, 2009

1. Business

J.J.B. Hilliard, W.L. Lyons, LLC (the "Company") is a registered broker-dealer under the Securities Exchange Act of 1934 and is a member of the New York Stock Exchange ("NYSE"), various other exchanges and the Financial Industry Regulatory Authority. The Company is engaged in various securities related activities including retail brokerage, securities trading, investment banking, asset management and correspondent clearing. The Company, headquartered in Louisville, is a limited liability company organized under the laws of the Commonwealth of Kentucky. The Company serves a diverse group of individual investors and domestic companies and principally operates in the eastern half of the United States. The Company is a subsidiary of HL Financial Services, LLC (the "Parent"). Houchens Industries, Inc. owns 0.00177% of the Company.

2. Accounting Policies

Use of Estimates

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the financial statements and related disclosures. Management believes that the estimates utilized in the preparation of the financial statements are prudent and reasonable. Actual results could differ materially from these estimates. Goodwill valuation, intangible assets valuation and amortization, fair value of securities owned and sold, not yet purchased, and self-insurance liability related to health care claims are particularly subject to change.

Fair Value of Financial Instruments

Substantially all of the Company's financial instruments are carried at fair value or amounts that approximate fair value. The estimated fair value amounts of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. Assets, including cash and cash equivalents, employee notes and other receivables are carried at cost, which approximates fair value. Customer receivables, primarily consisting of floating-rate loans collateralized by marginable securities, are charged interest rates similar to other such loans made throughout the industry and, as a result, approximate fair value. The Company's short-term liabilities such as drafts payable, bank loans and certain other payables are recorded at contracted amounts which approximate fair value.

Cash and Cash Equivalents and Drafts Payable

The Company considers all highly liquid investments with original or remaining maturities of three months or less at the time of purchase that are not required to be segregated under federal or other regulations to be cash equivalents. These balances are available for use against drafts payable to customers of \$26.5 million due to cross-collateral provisions.

September 30, 2009

2. Accounting Policies (continued)

Securities Borrowed

Securities borrowed are included in receivables from brokers, dealers and clearing organizations. Securities borrowed result from transactions with other brokers and dealers or financial institutions and are recorded at the amount of cash collateral advanced to the lender, which is generally in excess of the market value of the applicable securities borrowed. The Company monitors the market value of securities borrowed daily, with additional collateral advanced or excess collateral refunded as necessary.

Goodwill and Other Intangible Assets

Goodwill

Goodwill represents the excess purchase price over the fair value of net assets acquired related to the acquisition of the Company on March 31, 2008. The Company does not amortize goodwill. In accordance with Accounting Standards Codification (“ASC”) 350, “*Intangible Assets - Goodwill and Other*,” goodwill is tested for impairment at least annually or whenever indications of impairment exist. The Company’s goodwill has been aggregated, and is evaluated for impairment at the parent level. In testing for the potential impairment of goodwill, management estimates the fair value of the Company and compares it to the carrying value. If the estimated fair value of the Company is less than its carrying value, management is required to determine the fair value of all assets and liabilities of the Company, including goodwill. If the carrying value of the Company’s goodwill is greater than the estimated fair value, an impairment charge is recognized for the excess.

Intangible Assets

In accordance with ASC 350, “*Intangible Assets – Goodwill and Other*,” a recognized intangible asset that has a finite useful life is amortized over its estimated life using the straight-line method. A recognized intangible asset that has an indefinite life is not amortized and is reviewed annually to determine whether events and circumstances continue to support an indefinite useful life. All intangible assets are reviewed for impairment in accordance with ASC 360, “*Impairments of Long-Lived Assets*.” The Company re-evaluates the remaining estimated economic lives of finite-lived intangible assets at least annually. An impairment charge is recognized if the carrying amount of the intangible asset is not recoverable and its carrying amount exceeds its fair value.

Depreciation and Amortization

Furniture and equipment are depreciated over their estimated economic lives, generally one to seven years, using the straight-line method. Leasehold improvements are amortized over the shorter of the term of the lease or estimated useful lives using the straight-line method.

Notes to Statement of Financial Condition

September 30, 2009

2. Accounting Policies (continued)

Income Taxes

The Company has elected to be taxed as a partnership. As a result, it is not subject to federal or most state and local income taxes. The Company accounts for these taxes under ASC 740, *Accounting for Income Taxes*. Currently, the Company accounts for contingencies associated with uncertain tax positions in accordance with ASC 450, *Contingencies*, which provides the recording of a contingency based on the probability of certain events to transpire that range from probable to remote as opposed to applying a more likely than not recognition threshold. All taxable income and other tax costs and benefits are passed through to the respective Members.

Recently Issued Accounting Pronouncements

FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), issued in July 2006, was effective as of January 1, 2007. The Company has elected to defer adoption of FIN 48, in accordance with the provisions of FASB Staff Position No. FIN 48-3, *Effective Date of FASB Interpretation No. 48 for Certain Nonpublic Enterprises*, which permits certain nonpublic enterprises to delay adoption until fiscal years beginning after December 15, 2008. Upon adoption of FIN 48 (now as codified within ASC 740), the Company will recognize a tax benefit only if it is more likely than not the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized will be 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 will be recorded.

In May 2009, the Financial Accounting Standards Board ("FASB") issued Statement No. 165 (now ASC 855), *Subsequent Events* which establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, this Statement sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. In accordance with this Statement, an entity should apply the requirements to interim or annual financial periods ending after June 15, 2009. Management evaluated events and transactions occurring after September 30, 2009 but before November 23, 2009. The impact of adoption did not have a material impact on the financial position of the Company.

Notes to Statement of Financial Condition

September 30, 2009

2. Accounting Policies (continued)**Recently Issued Accounting Pronouncements (continued)**

In June 2009, the FASB issued Statement No. 168, “*The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162.*” This statement will become the source of authoritative U.S. generally accepted accounting principles (“GAAP”) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of the Statement, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative. This Statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The impact of adoption did not have a material impact on the financial position of the Company.

3. Goodwill and Other Intangible Assets*Goodwill*

As of September 30, 2009, goodwill totaled \$122.7 million.

Intangible Assets

September 30, 2009	Gross Carrying Amount	Accumulated Amortization	Net Amount	Amortization Period Years
<i>Amortized Intangible Assets</i>				
Client Relationships	\$ 83,000,000	\$(6,225,000)	\$ 76,775,000	20
Clearing Contract	800,000	(400,000)	400,000	3
Leasehold Interests	(900,000)	337,500	(562,500)	4
Total	\$ 82,900,000	\$(6,287,500)	\$ 76,612,500	
<i>Unamortized Intangible Assets</i>				
Trademarks	\$ 47,000,000	-	\$ 47,000,000	
Exchange Seats	2,400,600	-	2,400,600	
Total	\$ 49,400,600	-	\$ 49,400,600	
Total Intangible Assets	\$132,300,600	\$(6,287,500)	\$126,013,100	

Notes to Statement of Financial Condition

September 30, 2009

4. Securities Owned and Securities Sold, Not Yet Purchased – at market value

September 30, 2009	Owned	Sold, Not Yet Purchased
U.S. Government and federal agency obligations	\$2,269,226	\$ 202,943
State and municipal government obligations	5,963,405	23,249
Corporate obligations	150,527	745,365
Stocks	404,310	-
Other	299,479	1,517,152
	\$9,086,947	\$2,488,709

U.S. Government obligations owned with a market value of approximately \$1.2 million, which are included in the table above, were pledged as collateral with a clearing organization at September 30, 2009.

5. Fair Value Measurements

ASC 820, “*Fair Value Measurements and Disclosures*”, defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The standard defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate fair value:

Securities Owned and Securities Sold, Not Yet Purchased: The fair values of securities owned and securities sold, not yet purchased are determined by obtaining quoted prices on nationally recognized securities exchanges or matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities’ relationship to other benchmark quoted securities.

Notes to Statement of Financial Condition

September 30, 2009

5. Fair Value Measurements (continued)

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

	Balance at September 30, 2009	Level 1	Level 2	Level 3
Assets				
Securities owned	\$9,086,947	\$2,739,896	\$6,347,051	\$ -
Liabilities				
Securities sold, not yet purchased	\$2,488,709	\$ 202,943	\$2,285,766	\$ -

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

September 30, 2009	Receivable	Payable
Securities failed-to-deliver / receive	\$ 364,156	\$2,426,752
Securities borrowed / loaned	1,211,600	-
Amounts due from / to brokers and dealers through clearing organizations	2,169,826	981,511
Net trade date revenue recognition adjustment	8,702,143	-
Other	645,912	645,156
	<u>\$13,093,637</u>	<u>\$4,053,419</u>

Receivables related to securities failed-to-deliver and securities borrowed are collateralized by the underlying securities. At September 30, 2009, the Company obtained securities with a fair value of \$1.2 million under securities borrowed arrangements, all of which have been either pledged or otherwise transferred to others to satisfy its commitments under proprietary and customer short sales.

7. Notes Receivable from Employees

From time to time, the Company will loan money to certain qualifying individuals at their time of hire and subsequently if certain criteria are met. The related promissory notes have maturities ranging from three to ten years and bear interest based on the current market rate at the time of issuance. The notes are payable on demand in the event the employee terminates prior to the maturity date of the loan. At September 30, 2009, the outstanding notes carried interest rates ranging from 2.25% to 7.0% with maturities ranging from 2010 to 2019.

The Company will also enter into a separate bonus agreement with these individuals, which allows them to earn a bonus each year to assist in the repayment of the note. The bonus is contingent on the continued employment of the individuals. Approximately \$3.3 million was included in accrued compensation and employee benefits at September 30, 2009.

September 30, 2009

8. Financial Instruments with Off-Balance Sheet Risk

The Company enters into various transactions involving financial instruments with off-balance sheet risk, including securities sold short and securities purchased and sold on a when-issued basis. These financial instruments are used to meet the needs of customers, conduct trading activities, and manage market risks and are, therefore, subject to varying degrees of market and credit risk.

The obligation for securities sold short represents a commitment to deliver specified securities. The Company will acquire the required securities at prevailing future market prices to satisfy this obligation. Accordingly, the Company's ultimate obligation may exceed the amount recognized in the financial statements. Exposure to market risk is managed by the Company through position limits and other controls.

In the normal course of business, the Company's customer activities involve the execution, settlement, and financing of various customer securities transactions. In accordance with industry practice, the Company generally settles transactions executed on behalf of its customers within three business days after the trade date. These transactions may expose the Company to off-balance sheet risk in the event that the customer or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss. Settlement of these transactions did not have a material effect on the Company's statement of financial condition.

The Company's customer securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to its customers, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the customers' accounts. In connection with these activities, the Company executes and clears customer transactions involving the purchase or sale of securities, not yet purchased, which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose the Company to significant off-balance sheet risk in the event margin requirements are not sufficient to fully cover losses that customers may incur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customer's obligations. The Company seeks to control the risks associated with its customer activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors the required margin levels daily and, pursuant to such guidelines, requires the customer to deposit additional collateral or to reduce positions when necessary.

Notes to Statement of Financial Condition

September 30, 2009

The Company's customer financing and securities settlement activities require the Company to pledge customer securities as collateral in support of various secured financing sources such as bank loans or other borrowings. At September 30, 2009, the value of customer margin securities was \$1.5 billion. A portion of these securities were available to the Company to utilize as collateral for various borrowings or other purposes. The Company had pledged \$65.4 million of these available securities with clearing organizations as collateral for margin deposit requirements. At September 30, 2009, the Company had no available securities pledged for bank loans. In the event the counter-party is unable to meet its contractual obligation to return customer securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its customer obligations. The Company controls this risk by monitoring the market value of securities pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess market exposure. In addition, the Company establishes credit limits for such activities and monitors compliance on a daily basis.

9. Regulatory Matters

As a registered broker-dealer, the Company is subject to SEC Rule 15c3-1 (the "Rule"), which defines minimum net capital requirements. The Company calculates its net capital in accordance with the Rule using the alternative method, which requires it to maintain minimum net capital equal to the greater of 2% of aggregate debit items, as defined, or \$1.0 million. A reduction in business is required and cash distributions and other payments would be precluded if the percentage falls below 5% of aggregate debit items. At September 30, 2009, the Company's percentage of net capital to aggregate debits was 24.51%. Net capital was \$37.3 million, which exceeded the minimum required amount by \$34.3 million.

The Company operates in a highly regulated industry. Applicable laws and regulations, among other things, restrict permissible activities and investments and require compliance with various financial and customer-related protections. The consequences of noncompliance can include substantial monetary and non-monetary sanctions. In addition, the Company is subject to comprehensive examination and supervision by various governmental and self-regulatory agencies. These regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity where the agencies determine, among other things, that such operations are unsafe or unsound, fail to comply with applicable law or are otherwise inconsistent with the laws and regulations or with the supervisory policies of these agencies.

September 30, 2009

10. Commitments

In the normal course of business, the Company enters into underwriting and when-issued commitments. The Company had no contractual commitments relating to underwriting agreements or purchases of securities on a when-issued basis at September 30, 2009.

The Company provides indemnification in connection with certain securities offering transactions in which it is involved. When the Company is an underwriter or placement agent, it provides a limited indemnification to the issuer related to its actions in connection with the offering and, if there are other underwriters, indemnification to the other underwriters intended to result in an appropriate sharing of the risk of participating in the offering. It is not possible to quantify the aggregate exposure to the Company resulting from these types of indemnification provisions; however, based on past experience, the potential for any material exposure is remote. Accordingly, no liability has been recognized for these indemnifications.

The Company participates in the NYSE Medallion Signature Program whereby the Company will guarantee the authenticity of client signatures on stock certificates submitted for sale or transfer to a transfer agent. The Company does maintain specific insurance coverage for protection in the event of signature fraud. It is not possible to quantify the aggregate exposure, if any, to the Company resulting from this type of indemnification; however, based on past experience, the potential for any material exposure is remote. Accordingly, no liability has been recognized for these guarantees.

The Company also provides guarantees to securities clearing houses and exchanges under their standard membership agreement, which requires members to guarantee the performance of other members. Under the agreement, if another member becomes unable to satisfy its obligations to the clearing house, other members would be required to meet those shortfalls. The Company's liability under these agreements is not quantifiable and may exceed the cash and securities it has posted as collateral. However, based on past experience, the potential requirement for the Company to make payments under these arrangements is remote. Accordingly, no liability has been recognized for these agreements.

In connection with margin deposit requirements of The Options Clearing Corporation, the Company has pledged customer margin and other securities valued at \$66.7 million. At September 30, 2009, the amounts on deposit satisfied the minimum margin deposit requirement of \$41.1 million.

The Company has entered into various agreements with vendors for services that include cancellation clauses expiring from 2010 to 2014. Remaining payments required under these cancellation clauses are \$11.2 million at September 30, 2009. At September 30, 2009, none of these agreements had been cancelled.

The Company leases certain of its branch sales offices, postage and copier equipment under non-cancelable leases expiring between 2010 and 2017. Certain of these leases contain renewal options and include provisions for escalation of rentals based upon inflationary factors.

Notes to Statement of Financial Condition

September 30, 2009

10. Commitments (continued)

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

2010	\$ 5,637,000
2011	4,886,000
2012	3,580,000
2013	3,059,000
2014	2,044,000
Thereafter	3,754,000
Total	<u>\$22,960,000</u>

11. Litigation

In the normal course of business, the Company is subject to various pending or threatened lawsuits, including arbitration. Some of the legal actions may include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. Management does not anticipate that the ultimate aggregate liability, if any, arising out of such matters will have a material adverse effect on the Company's statement of financial condition.

12. Employee Benefits

The Company participates in a contributory profit sharing plan, sponsored by the Parent, which covers substantially all employees. Company contributions to the plan include a base contribution for those participants employed at September 30, a matching of employee contributions and a discretionary profit sharing contribution as determined by the Company's Executive Compensation Committee.

The Company has agreements with various health care insurance providers as part of its employee benefit plans. The cost of these policies is shared between the Company and employees enrolled in the plans. The Company is self-insured for the cost of medical claims submitted by employees, but does maintain separate stop-loss insurance coverages with various carriers to protect the Company against large medical claims. The Company has \$1.0 million accrued in other liabilities for claims relating to services performed but not yet processed at September 30, 2009.

September 30, 2009

13. Other Related Party Transactions

The Company receives investment advisory fees for managing an affiliated mutual fund. Beginning in February 2009, the Company waived some or all of its management fees to support the fund yield for its' investors.

The Company performs shareholder accounting and administrative services for an affiliated mutual fund. Approximately \$541,000 is accrued in other receivables at September 30, 2009.

The Company receives reimbursement from affiliates for a shared services allocation that directly supports the activities of the affiliates.

During 2009, the Company loaned the Parent \$30 million secured by subordinated promissory notes which bear interest at 8.0% and mature on April 30, 2012. This balance is included in the receivable from affiliates balance as of September 30, 2009.

The Company was acquired from The PNC Financial Services Group, Inc., on March 31, 2008. In conjunction with the acquisition, the Company entered into an extension of the Clearing Agreement with PNC Investments ("PNCI")(formerly a related party) on the same terms existing except (i) the PNCI contract shall have a term of three years from the closing date, (ii) during the third year of such term, the pricing thereunder shall be reduced by fifteen percent (15%), and (iii) PNCI shall have the right, with six months prior notice and effective at any time from and after the second anniversary of the closing date, to terminate the PNCI contract without continuing liability for the payment of fees in exchange for a payment of \$5 million to the Company. During 2009, the Company received notice that PNCI does not intend to renew the Clearing Agreement upon its expiration.

Also, in conjunction with the acquisition, the Company entered into a transition services agreement with PNC Bank, N.A. (formerly a related party) to continue to provide necessary services to the Company, such as voice and data communication networks, internet and intranet access as well as email software and surveillance systems for a period of twelve to eighteen months while the Company is preparing the migration to its own networks and platforms. The agreement provides that pricing for the first twelve months will be identical to current practices and allows for a price increase of 10% for services provided thereafter. In September 2009, the Company signed a sixty-day extension to complete the transition of services away from PNC.

* * * * *

Pursuant to SEC Rule 17a-5, the Company's Audited Statement of Financial Condition as of September 30, 2009, is available for your examination at our Louisville corporate office or at the Chicago regional office of the Securities and Exchange Commission.