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

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**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-462

FACING PAGE

**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 01/01/12 AND ENDING 12/31/12
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Janney Montgomery Scott LLC

OFFICIAL USE ONLY
FIRM I.D. NO.

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

1717 Arch Street
(No. and Street)
Philadelphia PA 19103
(City) (State) (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT
Anthony Miller 215-665-6137
(Area Code - Telephone Number)

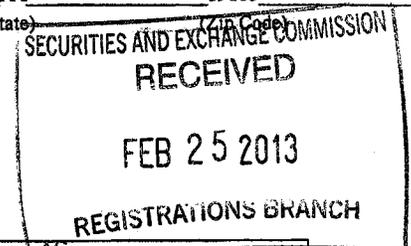
B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

PricewaterhouseCoopers
(Name - if individual, state last, first, middle name)
Two Commerce Square, 2001 Market Street Philadelphia PA 19103
(Address) (City) (State) (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)

SEC 1410 (06-02)

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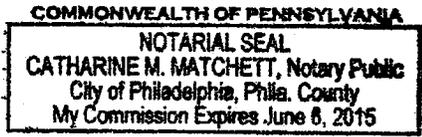
OATH OR AFFIRMATION

I, Anthony Miller, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Janney Montgomery Scott LLC, as of December 31, 20 12, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

[Signature]
Signature

VP Chief Administrative Officer
Title

[Signature]
Notary Public



This report ** contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

JANNEY MONTGOMERY SCOTT LLC

Statement of Financial Condition

Year ended December 31, 2012 with Report of Independent Auditors

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Mail Processing
Section

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JANNEY MONTGOMERY SCOTT LLC

Statement of Financial Condition

Year ended December 31, 2012 with Report of Independent Auditors

Janney Montgomery Scott LLC

Financial Statements and Supplemental Information

For the year ended December 31, 2012

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Independent Auditor's Report

To the Member and Board of Managers of
Janney Montgomery Scott LLC:

We have audited the accompanying statement of financial condition of Janney Montgomery Scott LLC as of December 31, 2012.

Management's Responsibility for the Statement of Financial Condition

Management is responsible for the preparation and fair presentation of the statement of financial condition in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of a statement of financial condition that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the statement of financial condition. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the statement of financial condition, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the statement of financial condition in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the statement of financial condition. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the accompanying statement of financial condition presents fairly, in all material respects, the financial position of Janney Montgomery Scott LLC at December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP

February 21, 2013

Janney Montgomery Scott LLC
Statement of Financial Condition
December 31, 2012

Assets:	
Cash and cash equivalents	\$ 8,382,005
Segregated cash	50,000,000
Receivable from brokers, dealers and clearing organizations:	
Securities borrowed	1,352,047,274
Securities failed to deliver	2,209,386
Clearing organizations	19,979,259
Receivable from customers (net of allowance for doubtful accounts of \$569,301)	206,441,378
Receivable from non-customer	63,456
Securities owned, at fair value	316,070,888
Investments in partnerships, at fair value	502,749
Furniture, equipment and leasehold improvements (net of accumulated depreciation of \$52,776,864 and grant contra assets of \$10,621,715)	36,736,042
Intangible assets (net of accumulated amortization of \$7,669,750)	1,030,250
Goodwill	49,601,576
Corporate owned life insurance ("COLI")	92,385,229
Employee loans and advances (net of allowance for doubtful accounts of \$447,271)	133,705,255
Deferred tax asset, net	34,494,803
Mutual fund commissions receivable	6,746,469
Deposits with clearing organizations and others	7,247,323
Grant receivable	9,486,933
Other assets	28,768,407
Total assets	\$ 2,355,898,682
Liabilities and Member's Equity:	
Short-term bank loans	\$ 206,053,595
Payable to brokers, dealers and clearing organizations:	
Securities loaned	1,309,671,997
Clearing organizations	7,905,752
Securities failed to receive	4,761,094
Payable to customers	178,696,353
Securities sold, not yet purchased, at fair value	72,654,652
Deferred rent payable	19,666,426
Accrued compensation	144,859,077
Accounts payable and accrued liabilities	43,164,213
Total liabilities	\$ 1,987,433,159
Liabilities subordinated to the claims of general creditors	145,000,000
Member's equity	223,465,523
Total liabilities and Member's equity	\$ 2,355,898,682

See accompanying notes

Janney Montgomery Scott LLC
Notes to Statement of Financial Condition
December 31, 2012

1. Organization

Janney Montgomery Scott LLC (the "Company") is a broker-dealer registered with the Securities Exchange Commission ("SEC") and in fifty states, the District of Columbia and Puerto Rico, and a wholly owned subsidiary of Independence Square Properties LLC (the "Member"), which is a wholly owned subsidiary of The Penn Mutual Life Insurance Company ("Penn Mutual"). The Company is a member of the Financial Industry Regulatory Authority ("FINRA") and a member of the Securities Industry Protection Corporation ("SIPC").

2. Summary of Significant Accounting Policies

Basis of Presentation

The preparation of the financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include deposits held at financial institutions, which are available for the Company's use with no restrictions, with original maturities of 90 days or less. At December 31, 2012 the Company did not hold any cash equivalents.

Segregated Cash

In accordance with Rule 15c3-3 of the Securities Exchange Act of 1934, a broker-dealer carrying client accounts is subject to requirements related to maintaining cash or qualified securities in a segregated reserve account for the exclusive benefit of its clients. At December 31, 2012 the Company had \$50,000,000 of cash segregated in a special reserve account for the benefit of customers.

Securities Transactions

Proprietary and customer transactions in securities and listed options, including the related revenues and expenses, are recorded on a trade-date basis.

Receivable from customers includes amounts due on cash and margin transactions. The value of securities owned by customers and held as collateral for these receivables is not reflected in the Statement of Financial Condition. The Company reserves for doubtful accounts when the customer receivable becomes partially unsecured.

2. Summary of Significant Accounting Policies (continued)

Securities owned and securities sold but not yet purchased are valued at quoted market prices except for certain fixed income instruments whose fair value is determined by matrix pricing utilized by a recognized independent pricing service, which management believes to approximate fair value. Firm inventory positions are not typically held for more than thirty days.

Investment Banking

Investment banking revenues are recorded as follows: management fees and underwriting fees as of the commitment date, related sales commissions on trade date, and advisory fees when earned.

Securities Lending Activities

Securities borrowed and securities loaned are generally reported as collateralized financings. Securities borrowed transactions require the Company to deposit cash, letters of credit, or other collateral with the lender. With respect to securities loaned, the Company receives collateral in the form of cash or other collateral. In both types of transactions, the collateral deposited or received is in an amount generally in excess of the fair value of securities borrowed or loaned. The Company monitors the fair value of securities borrowed and loaned on a daily basis, with additional collateral obtained, deposited, or refunded as necessary.

Financial Instruments

The Company's financial instruments are measured at fair value in accordance with ASC 820, "*Fair Value Measurement and Disclosures*". ASC 820 defines fair value as the price that would be received to sell an asset or the price paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs by requiring that the most observable inputs be used when available. Observable inputs are based on market pricing data obtained from sources independent of the Company. Unobservable inputs reflect management's judgment about the assumptions market participants would use in pricing the asset or liability. The fair value hierarchy includes three levels based on the objectivity of the inputs as follows:

- Level 1 inputs are quoted prices in active markets as of the measurement date for identical assets or liabilities that the Company has the ability to access. This category includes actively traded exchange traded-funds, mutual funds, government obligations, and equity securities.
- Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, whether directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. This

2. Summary of Significant Accounting Policies (continued)

category includes corporate fixed income securities, certificates of deposit, unit investment trusts, and municipal debt securities.

- Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little if any, market activity for the asset or liability. This category includes auction rate securities, limited partnership investments, and certain equity and fixed income securities not actively traded.

Valuation Techniques

The Company generally utilizes third-party pricing services to value investment securities. The Company reviews the methodologies and assumptions used by the third-party pricing services and evaluate the values provided, principally by comparison with other available market quotes for similar instruments and/or analysis based on third-party market data. As a result of the review, the Company may occasionally adjust certain values provided by the third-party pricing service when the adjusted price most appropriately reflects the fair value of the particular security.

Equity Securities (corporate stocks) – All equity securities that are publically traded stocks with observable prices in active markets receive a Level 1 rating, the highest in the hierarchy. Equity securities which are not actively traded, but which are priced based on similar assets traded in active markets are given a Level 2 rating. All Equity securities which not actively traded and valued with unobservable inputs are classified as Level 3.

Corporate Obligations – Corporate obligations which are priced based on similar assets traded in active markets or other observable inputs are given a Level 2 rating.

Government Obligations – The fair value of government obligations are generally based on quoted prices in active markets and are classified as Level 1. If quoted prices are not available, the fair value is based on observable market data and is therefore classified as Level 2 securities.

Municipal Obligations – Municipal Obligations are valued daily using current market data and are categorized as Level 2 securities. In order to validate reasonability, prices are reviewed through comparison with directly observed recent market trades or comparison of all significant inputs used in the validation to management's observations of those inputs in the market.

Limited Partnerships – Fair value of investments in the partnerships is based on unobservable market inputs based on discussions with the partnerships' management and has little if any market activity. Limited partnership investments are categorized as Level 3 securities.

2. Summary of Significant Accounting Policies (continued)

Employee Loans and Advances

The Company provides certain financial consultants with loans as part of the Company's recruiting and retention strategy for key revenue producing employees. These loans are generally repayable through bonuses over a four to ten year period based upon continued employment with the Company. If the employee leaves before the term of the loan expires, the balance becomes immediately due and payable. The Company carries a reserve for uncollectible amounts for these terminated employees based on historical collection rates and management's knowledge of the circumstances of individual loans. Employee loans of \$133,705,255 are net of reserve for uncollectible amounts of \$447,271 and the corresponding accrued bonuses of \$11,619,867 are reflected in accrued compensation on the Statement of Financial Condition.

Taxes

For income tax reporting purposes, the Company is treated as a disregarded entity and its income is included within a consolidated federal income tax return filed by Penn Mutual. In accordance with the tax allocation policy of the consolidated group, the Company determines its federal income tax liability on a separate-return basis and makes the required tax payments to the Member.

Deferred income tax assets and liabilities are established to reflect the impact of temporary differences between the amount of assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. These deferred tax assets or liabilities are measured by using the enacted tax rates expected to apply to taxable income in the period in which the deferred tax liabilities or assets are expected to be settled or realized. The Company accounts for income taxes according to ASC 740, "Income Taxes".

Penn Mutual, as a mutual insurance company, is generally not subject to state income taxes. As a result, the Company, as a consolidated entity, has limited state income tax liability. The Company is subject to the Pennsylvania State Franchise Tax, which it pays directly to the Commonwealth of Pennsylvania.

Investments in Partnerships

This includes the Company's investments in limited partnerships and limited liability companies which, in accordance with ASC 810, "Consolidation Topic", do not meet the requirements for consolidation. Within these investments are two non-managing interests in limited partnerships (the "LPs") in which the Company has a material variable interest but is not the primary beneficiary under ASC 810. The Company's determination of the primary beneficiary for each of the LPs for which it has a variable interest requires judgment and is based on all relevant facts and circumstances, including the following: (1) our risk of loss is limited to our investment in the LPs, and (2) the Company does not have controlling interest or any management input into the operations of the LPs. The LPs were organized in February 2000 and March 2006 for the purpose of investing in start-up entities with the goal of capital appreciation.

2. Summary of Significant Accounting Policies (continued)

These investments are recorded at fair value and valued based on the prior quarter-end portfolio valuations provided by the applicable General Partner, with consideration for changes in the value of the underlying investments during the fourth quarter. We believe this represents the Company's best estimate of fair value as of December 31, 2012. Because of the inherent uncertainty of this valuation, however, these estimated values may differ significantly from the values that would have been used had an active market for these underlying securities existed, and the differences could be material.

Furniture, Equipment, and Leasehold Improvements

All furniture, equipment, and leasehold improvements are recorded at cost, net of accumulated depreciation. Depreciation on leasehold improvements is provided on a straight-line basis over the length of the lease. Furniture and equipment are depreciated using the straight-line method generally over three to seven years. As of December 31, 2012 furniture and equipment and leasehold improvements are \$54,329,742 and \$45,804,879, respectively. Accumulated depreciation on furniture and equipment and leasehold improvements are \$38,250,927 and \$14,525,937, respectively. Also included in furniture, equipment, and leasehold improvements are the grant contra assets and relative accumulated depreciation of \$11,000,000 and \$378,285, respectively. Please see Grant Agreement note below.

Grant Agreement

The Company received grants from the Commonwealth of Pennsylvania under the Redevelopment Authority Capital Program ("RACP") and Opportunity Grant Program. The grants allow for reimbursement of eligible capital expenditures after demonstrating compliance with special conditions of the program, which include, but are not limited to, requesting bids, usage of domestic steel in manufacturing, providing union payrolls, etc. Under the Opportunity Grant Program the Grant was awarded based on the Company meeting certain future contingencies which include headcount growth, minimum private investment, and the Company remaining at the project site for a minimum of five years. The State retains the right to pursue repayment of the grants, or withhold reimbursement of funds if the special conditions are not met.

The Company is following the guidance from International Accounting Standard ("IAS") No. 20, "*Accounting for Government Grants and Disclosure of Government Assistance*" to account for the grant funds. The funds received from the grant are recorded to the Statement of Financial Condition under "Furniture, equipment, and leasehold improvements at cost" as contra assets, so that they are matched on the Statement of Financial Condition as an offset to the specific assets for which the Company received reimbursement. As of December 31, 2012, the Company had \$10,621,715 in deferred grant revenue recorded as contra assets in the Statement of Financial Condition.

3. Fair Value Measurements

The Company's financial instruments recorded at fair value have been categorized based upon a fair value hierarchy in accordance with ASC 820. See Note 2 to these financial statements for a further discussion on the Company's policies regarding this hierarchy. The Company had no transfers of financial instruments between Levels during the fiscal year ended December 31, 2012.

The following table presents information about the Company's financial instruments measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Assets				
Securities Owned at Fair Value				
Equities, ETFs, & Options	\$ 1,011,671	\$ 5,749	\$ 82,955	\$ 1,100,375
Preferred Stock	-	10,669,844	1,902	10,671,746
Auction Rate Securities	-	-	225,000	225,000
Corporate Bonds	-	91,353,720	6,991	91,360,711
Municipal Bonds	-	168,949,830	4,298	168,954,128
Treasury & Governments	2,528,333	41,230,595	-	43,758,928
Total Securities Owned, at Fair Value	3,540,004	312,209,738	321,146	316,070,888
Investments in Partnerships				
Investment in Partnerships	-	-	502,749	502,749
Total Investments in Partnerships	-	-	502,749	502,749
Total Assets Measured at Fair Value on a Recurring Basis	\$ 3,540,004	\$ 312,209,738	\$ 823,895	\$ 316,573,637

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
Liabilities				
Securities sold, but not yet purchased, at fair value:				
Equities & Options	\$ (994,510)	\$ (10,534)	\$ -	\$ (1,005,044)
Preferred Stock	-	(1,102)	-	(1,102)
Auction Rate Securities	-	-	-	-
Corporate Bonds	-	(33,065,309)	-	(33,065,309)
Municipal Bonds	-	(960,582)	-	(960,582)
Treasury & Governments	(33,460,828)	(4,161,787)	-	(37,622,615)
Total Securities Sold at Fair Value	\$ (34,455,338)	\$ (38,199,314)	\$ -	\$ (72,654,652)

The following table presents information about the Company's financial instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as of December 31, 2012:

	Equities, ETFs, & Options	Preferred Stock	Auction Rates	Corporate Bonds	Municipal Bonds	Investment in Partnerships	Totals
Balance, beginning of period	\$ 94,529	\$ 1,014	\$ 225,000	\$ 4,875	\$ 22,208	\$ 865,644	\$ 1,213,270
Unrealized gains (losses)	(7,327)	75	-	88	(6,267)	(325,691)	(339,122)
Realized gains (losses)	(902)	-	-	-	-	-	(902)
Purchases	635	1,296	-	2,105	4,005	472,500	480,541
Sales	(3,980)	(483)	-	(77)	(15,648)	(509,704)	(529,892)
Issuances	-	-	-	-	-	-	-
Settlements	-	-	-	-	-	-	-
Transfers in to level 3	-	-	-	-	-	-	-
Balance at end of the period	\$ 82,955	\$ 1,902	\$ 225,000	\$ 6,991	\$ 4,298	\$ 502,749	\$ 823,895

3. Fair Value Measurements (continued)

The Company's policy is that the end of each reporting period determines when transfers of assets between levels are recognized. There were no transfers between Level 1, Level 2, or Level 3 for the twelve months ending December 31, 2012.

Quantitative information about material Level 3 fair value measurements

Level 3 Financial Instrument	Fair Value at December 31, 2012	Valuation techniques	Unobservable input	Range (weighted average)
Auction Rates	\$ 225,000	Recent Trades	Observed trades of other comparable securities	100% of par (100%)
Investment in Partnerships	502,749	Market comparables	Multiple of Revenue EBITA Multiple	2.0 (2.0) 7.0 (7.0)

The following represent financial instruments which are not carried at fair value on our Statement of Financial Condition:

Short Term Financial Instruments: The carrying amount of short-term financial instruments, including cash & cash equivalents, segregated cash, and short term bank loans are recorded at amounts that approximate fair value of these instruments. These instruments have no stated maturity and carry interest rates that approximate fair value.

Receivable and other assets: Receivables from customers, broker-dealers, and other operating receivables are recorded at amounts that approximate fair value. These assets are generally short term in nature.

COLI: These financial instruments are carried at cash surrender value of the policies which approximate fair value.

Employee loans and advances: These financial instruments have a stated maturity with a fixed interest rate, so fair value does not approximate the carrying amount. The Company estimated fair value based on estimated future cash flows and estimated discount rates.

Payables: Payable to customers, broker-dealers, and other payables are recorded at amounts that approximated fair value. These liabilities are generally short term in nature.

Liabilities subordinated to the claims of general creditors: These financial instruments have a stated maturity with a fixed interest rate. The Company estimated fair value based on estimated future cash flows and estimated discount rates.

3. Fair Value Measurements (continued)

The following table presents the estimated fair values of financial instruments not measured at fair value on the Statement of Financial Condition as of December 31, 2012:

	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Amount
Financial Assets				
Cash & cash equivalents	\$ 8,382,005	\$ -	\$ -	\$ 8,382,005
Segregated cash	50,000,000	-	-	50,000,000
Receivable from customers	-	-	206,441,378	206,441,378
COLI	-	92,385,229	-	92,385,229
Receivable from broker dealers & clearing orgs.	-	1,374,235,919	-	1,374,235,919
Other receivables	-	-	93,015,763	93,015,763
Employee loans & advances	-	-	121,629,053	126,980,163
Financial Liabilities				
Short term bank loans	-	206,053,595	-	206,053,595
Payable to brokers dealers & clearing orgs.	-	1,322,338,843	-	1,322,338,843
Payable to customers	178,696,353	-	-	178,696,353
Other	-	-	207,689,716	207,689,716
Liabilities subordinated to the claims of general creditors	-	-	171,424,354	145,000,000

4. Short-term Bank Loans

The Company borrows from four banks in connection with the securities settlement process and to finance margin loans made to customers. The Company is required to fully collateralize these loans. At December 31, 2012, these banks extended short-term bank loans in the amount of \$161,900,000 which were collateralized by customer-owned securities valued at approximately \$1,921,198 and Company owned securities valued at \$259,872,708. Certain collateral amounts exceed the minimum requirements to allow for daily fluctuations. The bank loans are demand obligations and generally require interest based upon the federal funds rate. At December 31, 2012, the weighted-average interest rate on these borrowings was approximately 1.02%. All of the remaining bank loans, which consist of overdrafts of depository accounts of \$44,153,595 are not collateralized.

5. Subordinated Notes Payable

The subordinated notes payable (the "Notes") are subordinated to the claims of general creditors. The Notes may only be repaid upon the Company's continued compliance with its minimum net capital requirements. The Notes were approved by FINRA and amounts borrowed against the Notes are available in computing net capital under the Securities & Exchange Commission's Uniform Net Capital Rule ("Rule 15c3-1").

Lender	Note Amount	Borrowed Amount	Maturity Date	Interest Rate
Penn Mutual	65,000,000			
Penn Mutual (03/26/2009)		15,000,000	3/13/2029	10%
Penn Mutual (04/16/2009)		30,000,000	3/13/2029	10%
Penn Mutual (08/29/2011)		10,000,000	3/13/2029	7%
Penn Mutual	50,000,000			
Penn Mutual (01/27/2010)		5,000,000	1/15/2030	10%
Penn Mutual (04/26/2012)		10,000,000	1/15/2030	9%
Penn Mutual (05/29/2012)		10,000,000	1/15/2030	9%
Penn Mutual (11/13/2012)		25,000,000	1/15/2030	7%
PA Insurance & Annuity Co*	40,000,000	40,000,000	8/19/2031	9%
Penn Mutual	80,000,000	-	1/25/2033	-

*Pennsylvania Insurance & Annuity Company is a fully owned subsidiary of Penn Mutual

6. Member's Equity

The Company entered into an operating agreement with the Member which sets forth the rights, obligations, and duties with respect to the Company. According to the operating agreement, the Member shall not be personally liable to creditors of the Company for debts, obligations, liabilities, or losses of the Company, except as required by law. The Member has the right, but is not required, to make capital contributions upon request of the Company. The Member may require the Company to make distributions of cash or property at such times and amounts as it determines, subject to regulatory limitations and approval.

During the year ended December 31, 2012, the Company paid quarterly distributions equal to 100% of net income, after tax, to the Member. The Company has accrued \$4,983,640 at December 31, 2012, for the fourth quarter distribution payable to the Member, which is included in accounts payable and accrued liabilities in the Statement of Financial Condition.

7. Taxes

Deferred income taxes reflect the impact for financial statement reporting purposes of temporary differences between the financial statement carrying amounts and tax basis of assets and liabilities. The significant temporary differences that give rise to the deferred tax assets and liabilities at December 31, 2012 relate to the following:

	<u>2012</u>
Deferred tax assets:	
Employee benefit liabilities	\$25,524,455
Deferred rent	6,883,249
Partnership investment	2,008,610
Depreciation	1,442,971
Loss contingencies	556,531
Other	174,488
Total deferred tax asset	<u>\$36,590,304</u>
Deferred tax liabilities:	
Unrealized investment gain	(1,734,914)
Parker/Hunter intangible	<u>(360,587)</u>
Total deferred tax liability	<u>(2,095,501)</u>
Deferred tax asset, net	<u>\$34,494,803</u>

The Company made tax reimbursements during the year of \$14,592,170 to the Member. There are no tax positions, at December 31, 2012, for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company recognizes penalties and/or interest as a component of tax expense. No penalties were recognized or accrued. The Internal Revenue Service ("IRS") has completed its examination of Penn Mutual's income tax returns through the year 2007 and is currently reviewing tax years 2008, 2009, and 2010. Management believes that an adequate provision has been made for potential adjustments. However, actual adjustments could differ from current provisions.

8. Net Capital Requirements

The Company is subject to Rule 15c3-1 of the Securities and Exchange Commission ("SEC") and the capital rules of the New York Stock Exchange ("NYSE"). The Company has elected to use the alternative method permitted by Rule 15c3-1 which requires that it maintain minimum net capital, as defined, equal to the greater of \$1,000,000 or 2% of aggregate debit balances arising from customer transactions, as defined. The NYSE may prohibit a member firm from expanding its business or paying cash dividends/distributions if resulting net capital would be less than 5% of aggregate debit items, as defined, and may require a member firm to reduce its business if its net capital is less than 4% of aggregate debit items, as defined. At December 31, 2012, the Company's net capital was \$77,085,247 which was \$72,747,346 in excess of 2% of aggregate debit items, as defined, and the Company's net capital percentage was 35.54%.

9. Goodwill and Intangible Assets

ASC 350, "Intangibles – Goodwill and Other" provides that goodwill is not amortized and the value of an identifiable intangible asset must be amortized over its useful life, unless the asset is determined to have an indefinite useful life. Goodwill is analyzed at least annually for impairment and more often if triggering events are identified. Management performed annual impairment testing as of September 30, 2012. Management's qualitative analysis did not indicate impairment of the goodwill asset. During the year ended December 31, 2012, no impairment charges were recognized.

In connection with the 2005 acquisition of Parker/Hunter, the Company acquired \$8,700,000 of identifiable intangible assets with a weighted average useful life of approximately 11 years. The intangible assets that make up that amount include a trade name of \$300,000 (2-year useful life), and customer related intangibles of \$8,400,000 (11-year weighted average useful life). As of December 31, 2012, the Company has fully amortized the intangible asset associated with the trade name and has recorded \$7,369,750 in accumulated amortization associated with customer related intangibles.

Estimated amortization expense on identifiable intangible assets, for each of the next five fiscal years is as follows:

2013	290,000
2014	206,000
2015	172,250
2016	117,750
2017	88,250
2018 and thereafter	156,000
	<u>\$ 1,030,250</u>

10. Commitments and Contingencies

At December 31, 2012, the Company's future minimum rental commitments on the leases for its main office and 107 branch offices under noncancelable operating leases were as follows:

2012	\$ 13,507,852
2013	15,030,447
2014	14,238,816
2015	12,787,208
2016	10,223,186
2017 and thereafter	61,834,874
	<u>\$ 127,622,383</u>

The Company also has additional leases which will expire during 2013, which have yet to be renewed or negotiated and therefore not included in the chart above. Certain leases contain provisions for escalations.

10. Commitments and Contingencies (continued)

The Company, together with various other brokers, dealers, corporations, and individuals, has been named as a defendant in a number of actual and threatened class-action lawsuits, many of which involve material or undeterminable amounts and alleged violations of federal and state securities laws. The Company is also a defendant in other lawsuits and regulatory matters incidental to its securities business. Management of the Company believes, after consultation with outside legal counsel, that the resolution of these various matters will not result in any material adverse impact on the financial position of the Company. However, the results of operations could be materially affected during any period if liabilities in that period differ from the Company's prior estimates, and the Company's cash flow could be materially affected during any period in which these matters are resolved. In accordance with ASC 450, "Contingencies", the Company has established provisions for estimated losses from pending complaints, legal actions, investigations, and proceedings. The ultimate costs of litigation-related charges can vary significantly from period to period, depending on such factors as market conditions, the size and volume of customer complaints and claims, including class action suits and recoveries from indemnification, contribution or insurance reimbursements.

The Company has investments in various partnerships to which it is required to commit a maximum amount of capital. As of December 31, 2012, the Company has contributed \$9,050,000 as an investment and is committed to an additional \$450,000. Under the terms of the partnership agreements, certain losses are allocated to the Company and the general partners before being allocated to the limited partners. The Company may in the future, under certain conditions, be required to contribute the additional committed capital with no resulting investment value.

The Company has outstanding underwriting agreements and when-issued contracts which commit it to purchase securities at specified future dates and prices. The Company pre-sells such issues to manage risk exposure related to these off-balance-sheet commitments. Subsequent to December 31, 2012, such transactions settled with no material effect on the financial statements as of that date.

The Company has outstanding commitments, which the Company estimates to be approximately \$12,551,266, to provide certain existing financial consultants with loans as part of the Company's recruiting strategy for key revenue producing employees. The loans will be issued if the financial consultants achieve certain revenue targets during the year.

11. Financial Instruments with Off-Balance-Sheet Risk and Concentrations of Credit Risk

In the normal course of business, the Company's customer activities involve the execution, settlement, and financing of various customer securities transactions. These activities may expose the Company to off-balance-sheet risk in the event 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.

In addition, the Company has sold securities, on a proprietary basis, that it does not currently own and will therefore be obligated to purchase such securities at a future date. The

11. Financial Instruments with Off-Balance-Sheet Risk and Concentrations of Credit Risk (continued)

Company has recorded these obligations in the financial statements at December 31, 2012, at fair values of the related securities, and will incur a loss if the fair value of the securities increases subsequent to December 31, 2012.

The Company may hold cash or cash equivalents in certain financial institutions over and above the Federal Depository Insurance Corporation ("FDIC") insurance limits of \$250,000 per bank.

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 sale of securities not owned by the customers, substantially all of 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 required margin levels daily and, pursuant to such guidelines, requires the customer to deposit additional collateral or to reduce positions when necessary.

The Company's customer financing and securities settlement activities require the Company to pledge customer securities as collateral in support of various secured financing sources such as bank loans and securities loaned. In the event the counterparty is unable to meet its contractual obligation to return customer securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its customer obligations. The Company controls this risk by monitoring the fair 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.

At December 31, 2012, customer margin securities of \$253,704,503 and stock borrowings of approximately \$1,352,047,274 were available to the Company to utilize as collateral on various borrowings or other purposes. The Company utilized \$1,921,198 of these available securities as collateral for bank loans and \$1,309,671,997 for stock loan agreements.

At December 31, 2012, the Company had utilized \$44,013,949 of securities owned by customers as collateral for Option Clearing Corporation ("OCC") margin requirements.

12. Employee Benefit Plans

The Company has a qualified defined contribution profit-sharing plan which covers all employees who meet certain eligibility requirements. Contributions to this plan are determined on a discretionary basis by the Board of Managers.

The Company has a nonqualified deferred compensation plan for certain financial consultants, which provides for full vesting after five or ten years. The participants' balances change based on a variable rate of return. At December 31, 2012 Corporate Owned Life Insurance (COLI) was held to fund this plan, which is carried at the cash surrender value of the underlying policies of \$89,997,604.

13. Subsequent Events

In accordance with ASC 855 "*Subsequent Events*", we evaluate subsequent events that occurred after the Statement of Financial Condition date but before the financial statements have been issued. There are two types of subsequent events: (1) recognized, or those that provide additional evidence about conditions that existed at the date of the Statement of Financial Condition, including the estimates inherent in the process of preparing financial statements, and (2) non-recognized, or those that provide evidence about conditions that did not exist at the date of the Statement of Financial Condition but arose after the date. The Company evaluated subsequent events through February 21, 2013. Based on the evaluation the Company did not identify any recognized subsequent events that would have required adjustment to the financial statements.



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