



SECUI

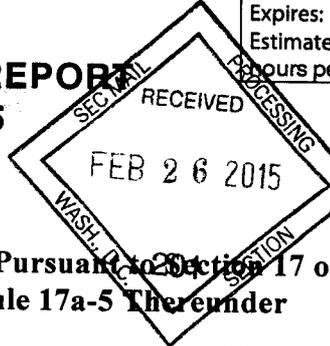
15045700

SSION

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	March 31, 2016
Estimated average burden	
Hours per response.....	12.00

ty
2/27/15

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



SEC FILE NUMBER
8- 27691

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 January 1, 2014 AND ENDING December 31, 2014
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: IFC Holdings, Inc

OFFICIAL USE ONLY
FIRM I.D. NO.

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

12750 Citrus Park Lane, Suite 300

(No. and Street)

Tampa, FL 33625

(City)

(State)

(Zip Code)

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

Vanessa Lambrechts 310-899-8672

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

KPMG, LLP

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

550 South Hope Street, Suite 1500, Los Angeles, CA 90071

(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)

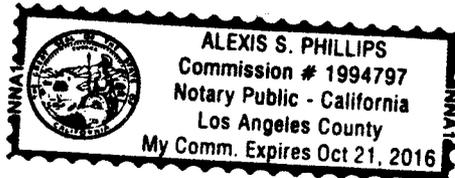
AD
2/27/15

OATH OR AFFIRMATION

I, Vanessa Lambrechts, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of IFC Holdings, Inc of December 31, 2014, 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, Controller
Title

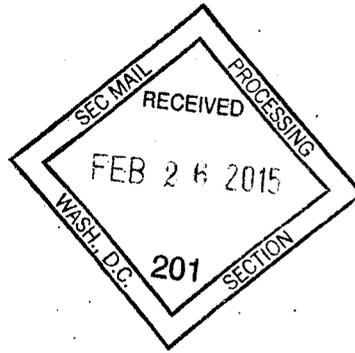
[Signature]
Notary Public



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).



**IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND
SUBSIDIARY**

(An Indirect, Wholly Owned Subsidiary of Prudential plc)

(SEC Identification No. 8-27691)

Consolidated Statement of Financial Condition

December 31, 2014

(With Report of Independent Registered Public Accounting Firm Thereon)

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Table of Contents

	Page
Report of Independent Registered Public Accounting Firm	1
Consolidated Statement of Financial Condition	2
Notes to Consolidated Statement of Financial Condition	3



KPMG LLP
Suite 1500
550 South Hope Street
Los Angeles, CA 90071-2629

Report of Independent Registered Public Accounting Firm

The Board of Directors
IFC Holdings, Inc. (dba INVEST Financial Corporation):

We have audited the accompanying consolidated statement of financial condition of IFC Holdings, Inc. (dba INVEST Financial Corporation) and subsidiary (an indirect, wholly owned subsidiary of Prudential plc) as of December 31, 2014 (the financial statement). The financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement based on our audit.

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

In our opinion, the consolidated financial statement referred to above presents fairly, in all material respects, the financial position of IFC Holdings, Inc. (dba INVEST Financial Corporation) and subsidiary as of December 31, 2014, in conformity with U.S. generally accepted accounting principles.

KPMG LLP

February 23, 2015

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Consolidated Statement of Financial Condition

December 31, 2014

Assets

Cash and cash equivalents	\$	48,308,038
Restricted cash		499,592
Marketable securities		49,710
Commissions receivable		16,225,176
Investment advisory receivable		2,230,418
Forgivable notes receivable, net of accumulated amortization of \$12,453,575		8,388,966
Other receivables		1,928,674
Receivables from registered representatives, net of allowance of \$989,457		1,138,482
Due from affiliates		416,218
Income taxes receivable		1,544,872
Deferred tax assets		26,805,152
Fixed assets, net of accumulated depreciation of \$1,732,350		3,870,662
Deferred compensation held in trust		5,007,547
Prepaid expenses and other assets		1,774,336
Goodwill		16,814,500
Total assets	\$	<u>135,002,343</u>

Liabilities and Stockholder's Equity

Liabilities:

Drafts payable	\$	899,912
Commissions payable		15,913,022
Investment advisory payable		1,989,229
Accounts payable and other accrued expenses		14,194,590
Deferred compensation held in trust		5,007,547
Due to affiliates		2,944,181
Total liabilities		<u>40,948,481</u>
Stockholder's equity		<u>94,053,862</u>
Total liabilities and stockholder's equity	\$	<u>135,002,343</u>

See accompanying notes to consolidated statement of financial condition.

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

(1) Organization

IFC Holdings, Inc. (dba INVEST Financial Corporation) and subsidiary (the Company) is a wholly owned subsidiary of National Planning Holdings, Inc. (NPH), which in turn is an indirect, wholly owned subsidiary of Prudential plc. The Company is a registered broker-dealer and investment advisor with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority. The Company offers financial products (primarily mutual funds and insurance products) through its registered representatives to customers located throughout the United States.

The Company has evaluated events occurring after the balance sheet date (subsequent events) through February 23, 2015, the date the consolidated statement of financial condition were available to be issued, to determine whether any subsequent events necessitated adjustment to or disclosure in the consolidated statement of financial condition. No such events were identified.

(2) Significant Accounting Policies

The consolidated statement of financial condition includes the account of the Company and its wholly owned subsidiary, Investment Centers of America, Inc. (ICA). These companies are collectively referred to as the Company. All significant intercompany transactions have been eliminated in the consolidation process.

(a) 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 equivalents include \$45,611,729 in money market accounts and \$692,948 in money market funds. Cash held in banks periodically exceeds the Federal Deposit Insurance Corporation's (FDIC) insurance coverage of \$250,000, and as a result, there is a concentration of credit risk related to amounts in excess of FDIC insurance coverage.

(b) Restricted Cash

The Company is required by its regulators, including the SEC, to segregate cash to satisfy rules regarding the protection of customer assets. As of December 31, 2014, total cash of \$499,592 is segregated into a separate account for the exclusive benefit of customers.

(c) Marketable Securities

Securities are carried at fair value based on quoted market prices and are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date, and interest is recorded on the accrual basis.

(d) Drafts Payable

Drafts payable represents amounts drawn by the Company pursuant to a sweep agreement with a bank. Under this agreement, the bank does not advance cash to the Company.

(e) Fixed Assets

Fixed assets are carried at cost, less accumulated depreciation and amortization. Depreciation is computed on a straight-line basis using the estimated useful lives of the assets. Fixed assets consist

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

primarily of computer hardware and software, leasehold improvements, office equipment, and furniture and fixtures, which are depreciated over three to seven years. Leasehold improvements are depreciated over the shorter of the estimated useful life or the lease term.

(f) Goodwill

Goodwill represents the excess of the aggregate purchase price over the fair value of the net assets acquired in a purchase business combination. Goodwill is reviewed for impairment at least annually. An entity has the option to perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount prior to performing the two-step goodwill impairment test. If this is the case, the two-step goodwill impairment test is required. If it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, the two-step goodwill impairment test is not required. The Company adopted this guidance in 2012. If the two-step goodwill impairment test is required, first, the fair value of the enterprise is compared with its carrying value (including goodwill). If the fair value of the enterprise is less than its carrying value, an indication of goodwill impairment exists and the enterprise must perform step two of the impairment test. Under step two, an impairment loss is recognized for any excess of the carrying amount of the enterprise's goodwill over the fair value of that goodwill. The fair value of goodwill is determined by allocating the fair value of the enterprise in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the enterprise's goodwill.

During 2014, the Company performed a qualitative assessment of goodwill and determined that it is more likely than not that the fair value of the Company is greater than the carrying amount. Accordingly, no impairment was recorded in 2014.

(g) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company is included in a consolidated federal income tax return with Brooke Holdco1 Inc. (BH1), an indirect, wholly owned subsidiary of Prudential plc. The Company's tax-sharing agreement with BH1 is based on the separate return method and any intercompany taxes are settled on an annual basis. The Company files combined state tax returns in approximately 27 states and separate state income tax returns for the other states in which the Company is required to file income tax returns. The

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

Company does not have a right to reimbursement for the utilization of its losses in the federal consolidated tax return.

(h) *Receivable from Registered Representatives*

Receivable from registered representatives relates to outstanding balances from representatives and forgivable notes offered to registered representatives who have not achieved a predetermined percentage of the agreed-upon gross dealer concessions and must pay down a portion of the note. When it has been determined that a note will be repaid by a representative, the amount to be repaid is reclassified from forgivable notes receivable to receivable from registered representatives. Upon reclassification, the receivable accrues interest at the stated rate of the note. The Company has not and does not intend to sell these receivables.

The allowance for doubtful accounts is the Company's best estimate of the amount of credit losses in the Company's existing receivable from registered representatives. The allowance is determined on an individual receivable basis upon review of the probability that a registered representative will not repay all principal and interest contractually due. A receivable is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including contractual interest payments. The Company does not accrue interest when a receivable is considered impaired. When ultimate collectability of the principal balance of the impaired receivable is in doubt, all cash receipts on impaired receivables are applied to reduce the principal amount of such receivables until principal has been recovered and are recognized as interest income thereafter. Impairment losses are charged against the allowance. Receivables are written off against the allowance when all possible means of collection have been exhausted and the potential for recovery is considered remote.

(i) *Use of Estimates*

The preparation of the accompanying consolidated statement of financial condition in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and the accompanying notes. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate.

(j) *Fair Value Measurements*

The financial instruments of the Company are reported in the consolidated statement of financial condition at fair values, or at carrying amounts that approximate fair values because of the short maturity of the instruments. The Company has determined the fair value of money market funds, marketable securities, and investments held in the nonqualified deferred compensation plan using the market approach as these financial instruments trade in an active market.

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
 (An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

(3) Income Taxes

The tax effects of temporary differences that give rise to significant portions of the deferred income tax assets and liabilities are as follows:

Deferred tax assets:	
Forgivable loans	\$ 2,850,854
Allowance for doubtful accounts	398,525
Deferred compensation	25,263,340
Accrued vacation	247,062
Commission held	54,038
Accrued rent	984,368
State NOL	64,557
Accrued bonus	269,281
Other	<u>762,735</u>
Total deferred tax assets	<u>30,894,760</u>
Deferred tax liabilities:	
Prepays	(304,699)
Depreciation	(865,349)
Intangible amortization	(2,907,505)
Unrealized gain on marketable securities	<u>(12,055)</u>
Total deferred tax liabilities	<u>(4,089,608)</u>
Net deferred tax assets	\$ <u><u>26,805,152</u></u>

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Based upon the projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences.

To date, the Company has generated a Michigan net operating loss of \$66,205. A valuation allowance has been placed against the state net operating loss deferred asset as of December 31, 2014 due to the uncertainty of its ultimate realization.

For tax purposes as of December 31, 2014, the Company had a state net operating loss (NOL) of \$14,994, which can be carried forward and will expire according to the following table:

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
 (An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

<u>Number of years to utilize</u>	<u>Amount of loss expiring</u>
0 – 5 years	\$ —
6 – 7 years	1,369
8 – 10 years	8,712
11 – 12 years	4,869
13 – 15 years	44
16 – 20 years	—
	<u>\$ 14,994</u>

The Company has a state tax receivable of \$1,162,622 and a federal income tax receivable of \$382,250. As of December 31, 2014, there are no unrecognized tax benefits.

The federal income tax returns for 2011, 2012, and 2013 remain open to examination. The Company does not believe it is probable that a significant change will occur within the coming year to its unrecognized tax benefits.

(4) Fair Value Measurements

The Company's assets recorded at fair value have been categorized based upon a fair value hierarchy in accordance with ASC 820-10, *Fair Value Measurement*. Fair value is defined as the price that would be received to sell an asset or would be paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date.

ASC 820-10 established a three-level hierarchy for fair value measurements that distinguishes between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (observable inputs) and the reporting entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The hierarchy level assigned to each security held by the Company is based on the assessment of the transparency and reliability of the inputs used in the valuation of such security at the measurement date. The three hierarchy levels are defined as follows:

- Level 1 – Valuations based on unadjusted quoted market prices in active markets for identical securities
- Level 2 – Valuations based on observable inputs (other than Level 1 prices), such as quoted prices for similar assets at the measurement date; quoted prices in markets that are not active; or other inputs that are observable, either directly or indirectly
- Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement, and involve management judgment

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

The Company has evaluated its investments in money market funds, marketable securities, and investments held in the nonqualified deferred compensation plan, and determined that based on the unadjusted quoted market prices in active markets used to determine fair value that these are classified as Level 1 investments.

(5) Clearing Agreement

The Company is an introducing broker and clears transactions with and for customers on a fully disclosed basis with National Financial Services Corporation (NFSC) and Pershing LLC, a Bank of New York Mellon company. The Company promptly transmits all customer funds and securities to NFSC and Pershing LLC. In connection with these arrangements, the Company is contingently liable for its customers' transactions.

(6) Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule 15c3-1 (Rule 15c3-1) and is required to maintain a minimum "net capital" equivalent to \$250,000, or 2%, of "aggregate debit items," whichever is greater, as these terms are defined. As of December 31, 2014, the Company had net capital of \$17,631,794, which was \$17,381,794 in excess of its requirement.

(7) Forgivable Notes Receivable

The Company holds forgivable notes from certain registered representatives. Under the terms of the forgivable notes, the principal is forgiven over a period of time, generally five to seven years. The forgiveness of the notes is contingent upon the continued affiliation of the representative and the representative achieving agreed-upon production levels, measured in terms of gross dealer concessions.

The Company records amortization of the principal balance of the notes monthly on a straight-line basis over the term of the note. Typically, when the representative does not achieve the minimum gross dealer concessions, but does achieve a predetermined percentage of the agreed-upon production levels, the term of the forgivable notes may be extended. Under such circumstances, the unamortized balance of the note is amortized over the remaining term. Typically, if the representative achieves an amount lower than the predetermined percentage of the agreed-upon production levels, the representative must pay down a portion of the note, and the remaining balance is amortized over the remaining term. In some instances, when it has been determined that a note will be repaid by a representative; the amount to be repaid is reclassified from forgivable notes receivable to receivable from registered representatives.

During 2014, forgivable notes receivable totaling \$2,708,920 became fully amortized and were forgiven by the Company.

(8) Receivables from Registered Representatives and Allowance for Doubtful Accounts

Receivables from registered representatives, with interest rates ranging from 3.00% to 5.25%. The receivables mature from January 20, 2015 through December 20, 2019	\$ 664,185
Other receivables from registered representatives	<u>474,297</u>
Receivables from registered representatives, net	<u>\$ 1,138,482</u>

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

(9) Fixed Assets

The major classifications of fixed assets are as follows:

Leasehold improvements	\$	3,560,628
Office equipment, furniture, and fixtures		1,797,833
Computer hardware and software		<u>244,551</u>
Total fixed assets		5,603,012
Less accumulated depreciation		<u>(1,732,350)</u>
Fixed assets, net	\$	<u><u>3,870,662</u></u>

(10) Defined Contribution Plans

The Company has defined contribution retirement plans covering all eligible full-time employees. The Company's annual contributions are based on a percentage of covered compensation paid to participating employees during each year.

(11) Deferred Compensation Plans

(a) Employee Deferred Compensation Plan

The Company has a nonqualified deferred compensation plan for certain employees. Effective December 28, 2006, this plan is no longer accepting new contributions. All plan assets are included as an asset and a corresponding liability in deferred compensation held in trust. The asset and liability for the plan are each \$182,424 as of December 31, 2014, and are included in the accompanying consolidated statement of financial condition.

(b) Representative Deferred Compensation Program

The Company has a nonqualified deferred compensation plan for certain registered representatives of the Company. Effective April 1, 2004, all plan assets were frozen and are included as an asset and a corresponding liability. The asset and liability for the plan are each \$4,825,123 as of December 31, 2014, and are included in deferred compensation held in trust in the accompanying consolidated statement of financial condition.

All contributions made after April 1, 2004 are transferred to Jackson for the purpose of facilitating administration of the plan. The Company's annual contributions are based on commission revenue production of participating registered representatives during the year.

(12) Related-Party Transactions

The Company participates in the allocation of costs in which NPH and the other wholly owned subsidiaries of NPH allocate a portion of their operating expenses to the Company, and the Company allocates a portion

IFC HOLDINGS, INC. (DBA INVEST FINANCIAL CORPORATION) AND SUBSIDIARY
(An Indirect, Wholly Owned Subsidiary of Prudential plc)

Notes to Consolidated Statement of Financial Condition

December 31, 2014

of its operating expenses to the other subsidiaries of NPH. Jackson allocates the shared services expense based on a percentage of time spent on the activity.

Pursuant to the tax-sharing agreement, the Company paid \$10,000,500 and \$2,565,812 for federal and state income taxes, respectively, for the year ended December 31, 2014.

(13) Commitments and Contingencies

(a) Leases

The Company leases its primary premises under an operating lease, which expires May 31, 2024. The lease agreement provides for rental escalations over the term of the operating lease. The Company recognizes the rental increases over the term of the lease on a straight-line basis. The following is a schedule by years of the minimum rental commitments for the premises under this noncancelable lease as of December 31, 2014:

2015	\$ 1,178,527
2016	1,213,551
2017	1,250,227
2018	1,287,763
2019	1,326,197
Thereafter	<u>6,353,874</u>
Total:	<u>12,610,139</u>

(b) Litigation

The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company's financial position or liquidity.



KPMG LLP
Suite 1500
550 South Hope Street
Los Angeles, CA 90071-2629

Report of Independent Registered Public Accounting Firm

The Board of Directors
IFC Holdings, Inc. (dba INVEST Financial Corporation):

We have reviewed management's statements, included in the accompanying INVEST Financial Corporation's Exemption Report (the Exemption Report), in which (1) INVEST Financial Corporation (the Company) identified the following provisions of 17 C.F.R. § 15c3-3 (k) under which the Company claimed an exemption from 17 C.F.R. § 240.15c3-3: (1), (2)(i), and (2)(ii) (the exemption provisions); and (2) the Company stated that it met the identified exemption provisions throughout the year ended December 31, 2014 except as described in its Exemption Report. The Company's management is responsible for compliance with the exemption provisions and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and, accordingly, included inquiries and other required procedures to obtain evidence about the Company's compliance with the exemption provisions. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraphs (k)(1), (k)(2)(i), and (k)(2)(ii) of Rule 15c3-3 under the Securities Exchange Act of 1934.

KPMG LLP

February 23, 2015

INVEST Financial Corporation's Exemption Report

INVEST Financial Corporation (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. §240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

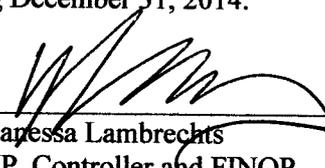
- (1) The Company claimed an exemption from 17 C.F.R. §240.15c3-3 under the following provisions of 17 C.F.R. §240.15c3-3(k):
 - Operate pursuant to 17 C.F.R. §240.15c3-3(k)(1) ("Rule (k)(1)"), for the distribution of mutual funds and/or variable life insurance annuities; including distribution of mutual funds under a clearing arrangement with [NSCC];
 - Operate pursuant to 17 C.F.R. §240.15c3-3(k)(2)(i) ("Rule (k)(2)(i)"), for the distribution of mutual funds and/or variable life insurance annuities, limited partnerships and private placements on an application basis;
 - Operate pursuant to 17 C.F.R. §240.15c3-3(k)(2)(ii) ("Rule (k)(2)(ii)"), for the distribution of mutual funds, variable annuity contracts, and all general securities transactions on a fully disclosed basis through its clearing firms.
 - The Company will not hold customer funds, except in a Special Account for the Benefit of Customers ("SRBA").
- (2) For the most recent fiscal year beginning January 1, 2014 through December 31, 2014, the Company met the identified exemption provisions except as described below:

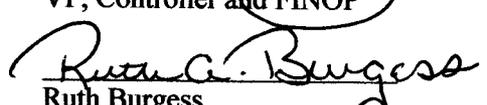
Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received –

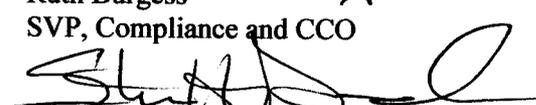
- a. Exceptions are noted for checks and securities received in which the transmission date is unclear either due to an input error where the recorded date sent is prior to the recorded date received, or no shipment date was recorded. This has been deemed a reportable exception as the Company is unable to determine whether the check or security was promptly transmitted in accordance with the identified exemption provisions. Exceptions noted throughout the fiscal year totaled 83, which is 0.2% of the total population of items recorded on the Company's Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received.
- b. Exceptions are noted for checks and securities received in which the transmission to the Company's fully disclosed clearing firm did not meet the promptly transmitted definition as used in Rule (k)(2)(ii). Under this exemption, customer funds and securities are required to be transmitted by noon of the next business day after receipt. Reportable exceptions are as follows:

- i. The Company's Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received does not provide a time stamp option for the date shipped, thus the Company is unable to determine if all the checks and securities transmitted on the next business day after receipt were transmitted before noon as required. Exceptions noted throughout the fiscal year totaled 835, which is 1.6% of the total population of items recorded on the Company's Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received.
- ii. Exceptions are noted for checks and securities transmitted two or more business days after receipt. Exceptions noted totaled 217 which is 0.4% of the total population of items on the Company's Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received.
- c. Exceptions are noted for checks and securities received in which the transmission to the product sponsor did not meet the Company's assessment of the promptly transmitted definition as used in Rule (k)(1) and (k)(2)(i). Under these exemptions, customer funds and securities are required to be transmitted by noon of the next business day after receipt or by noon of the next business day following settlement date, whichever is later. As all customer checks or securities directly transmitted to the product sponsor for processing would not be transacted until received by the product sponsor, the latter of noon of the next business day following settlement date would never yield an exception as settlement would never occur prior to the transmission of the check or security. In light of no explicit guidance on this activity, the Company concluded that checks and securities transmitted after 4 business days following receipt have not been transmitted within a reasonable timeframe and thus deemed reportable exceptions. The Company defined settlement date as 4 business days after the receipt date, with the next business day representing trade date and T+3 representing the theoretical time to settle. Exceptions noted throughout the fiscal year totaled 106, which is 0.2% of the total population of items recorded on the Company's Branch Electronic Order Entry Blotter and Home Office Manual Blotters for Customer Checks and Securities Received.

To our best knowledge and belief, we affirm that, INVEST Financial Corporation's Exemption Report is true and correct for the fiscal year ending December 31, 2014.


Vanessa Lambrechts
VP, Controller and FINOP


Ruth Burgess
SVP, Compliance and CCO


Steve Dowden
SVP, CEO and President



KPMG LLP
Suite 1500
550 South Hope Street
Los Angeles, CA 90071-2629

Report of Independent Registered Public Accounting Firm on Applying Agreed-Upon Procedures Pursuant to SEC Rule 17a-5(e)(4)

The Board of Directors
IFC Holdings, Inc. (dba Invest Financial Corporation):

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments [General Assessment Reconciliation (Form SIPC-7)] to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2014, which were agreed to by IFC Holdings, Inc. (dba Invest Financial Corporation) (the Company) and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating the Company's compliance with the applicable instructions of the General Assessment Reconciliation (Form SIPC-7). The Company's management is responsible for the Company's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

For the purpose of this letter, unless otherwise indicated, the following definitions have been adopted in presenting our procedures:

- The term "compare" means compare the amounts or percentages indicated and find them to be in agreement, unless otherwise noted. Such compared amounts and percentages are deemed to be in agreement if differences are attributable to rounding.
- The term "prove" means recalculate and compare the results to the amounts or percentages shown and find to be in agreement, unless otherwise noted. Such recalculated amounts and percentages are deemed to be in agreement if differences are attributable to rounding.

The procedures we performed and our findings are as follows:

1. Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries (including the related wire confirmation and journal entry records);
2. Compared the total revenue amounts reported on the audited Form X-17A-5 for the year ended December 31, 2014, as applicable, with the amounts reported in Form SIPC-7 for the year ended December 31, 2014;
3. Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers (including relevant Form X-17A-5 reports and detailed general ledger reports); and



4. Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers utilized in procedure 3.

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

KPMG LLP

February 23, 2015