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# ANNUAL AUDITED REPORT

~~N~~ FORM X-17A-5 DEC 29 2017  
PART III

Washington DC  
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SEC FILE NUMBER
8-03716

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## 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 11/01/16 AND ENDING 10/31/17  
MM/DD/YY MM/DD/YY

### A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Scotia Capital (USA) Inc.

OFFICIAL USE ONLY
FIRM I.D. NO.

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

250 Vesey Street

(No. and Street)

New York

NY

10281

(City)

(State)

(Zip Code)

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

Thomas Downey

212-225-6818

(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)

345 Park Avenue

New York

NY

10154

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

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

Securities and Exchange Commission  
Trading and Markets

JAN 02 2018

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\*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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DM

OATH OR AFFIRMATION

I, Thomas Downey, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Scotia Capital (USA) Inc. of October 31, 2017, 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:

MARIBEL RODRIGUEZ
Notary Public, State of New York
No. 01R06184007
Qualified in Kings County
Certificate Filed in New York County
Commission Expires: 3/24/20

Handwritten signature of Maribel Rodriguez
Notary Public

Handwritten signature of Interim CEO
Signature
Interim CEO
Title

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.
(o) Computation for the determination of the PAB Account Reserve Requirements under Rule 15c3-3

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



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

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors  
Scotia Capital (USA) Inc.:

We have audited the accompanying statement of financial condition of Scotia Capital (USA) Inc. (a wholly owned subsidiary of Scotia Holdings (US) Inc.) (the Company), as of October 31, 2017 (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 financial statement referred to above presents fairly, in all material respects, the financial position of Scotia Capital (USA) Inc. as of October 31, 2017, in conformity with U.S. generally accepted accounting principles.

**KPMG LLP**

New York, New York  
December 28, 2017

Securities and Exchange Commission  
Trading and Markets

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**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Statement of Financial Condition  
October 31, 2017

**Assets**

Cash and cash equivalents	\$	57,357,157
Cash on deposit with clearing organizations		212,987,616
Securities segregated under federal and other regulations		335,521,240
Receivable from brokers and dealers		71,982,246
Deposits paid for securities borrowed		9,753,962,550
Securities received as collateral, at fair value		5,698,613,875
Securities purchased under agreements to resell		1,018,180,413
Receivable from customers		43,094,367
Securities owned, at fair value (including \$309,703,713 pledged to creditors)		924,609,672
Accrued fees and interest receivable		56,169,809
Furniture, equipment, and leasehold improvements, at cost, net of accumulated depreciation and amortization of \$1,185,933		2,235,193
Goodwill		72,304,509
Receivable from affiliates		11,658,193
Other assets		38,701,055
Total assets	\$	<u><u>18,297,377,895</u></u>

**Liabilities and Stockholder's Equity**

<b>Liabilities:</b>		
Payable to brokers, dealers, and clearing organizations	\$	62,911,474
Deposits received for securities loaned		6,593,026,017
Obligation to return securities received as collateral, at fair value		5,698,613,875
Bank loan payable		316,000,000
Securities sold under agreements to repurchase		3,313,290,000
Payable to customers		416,303,695
Securities sold, not yet purchased, at fair value		606,039,595
Payable to affiliates		9,854,664
Accounts payable, accrued expenses, and other liabilities		121,905,082
Accrued fees and interest payable		3,097,410
		<u>17,141,041,812</u>
Commitments and contingencies		
Subordinated borrowings		450,000,000
<b>Stockholder's equity:</b>		
Common stock par value, \$10 per share. Authorized, issued, and outstanding 3,000 shares		30,000
Additional paid-in capital		147,469,302
Retained earnings		558,836,781
Total stockholder's equity		<u>706,336,083</u>
Total liabilities and stockholder's equity	\$	<u><u>18,297,377,895</u></u>

See accompanying notes to statement of financial condition.

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

**(1) Organization**

Scotia Capital (USA) Inc. (the Company) is a wholly owned subsidiary of Scotia Holdings (US) Inc. (the Parent), whose ultimate parent is the Bank of Nova Scotia (the Ultimate Parent). The Company is a registered broker and dealer in securities with the U.S. Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority (FINRA), the Options Clearing Corp (OCC), the New York Stock Exchange as well as other Exchanges. The Company is also a registered futures commission merchant with the Commodity Futures Trading Commission (CFTC) and a member of the National Futures Association (NFA). The Company's primary business activities are corporate debt and equity underwriting, securities borrow and loan, trading in Canadian and U.S. securities on a receive versus payment and delivery versus payment (RVP/DVP) basis and brokerage activities with a diverse group of domestic and foreign corporations, governments, and institutional investors.

**(2) Summary of Significant Accounting Policies**

**(a) Basis of Presentation**

The Company's statement of financial condition is prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP), which requires management to make estimates and assumptions that may affect the amounts reported in the statement of financial condition and accompanying notes. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported and disclosures about contingent assets and liabilities. Such estimates, including the fair value of financial instruments, goodwill, and litigation reserves are, by their nature, based on judgment and available information and, therefore, may vary from actual results. 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. The Company adjusts such estimates and assumptions when facts and circumstances dictate. While management makes its best judgment, actual amounts or results could differ from those estimates.

**(b) Cash and Cash Equivalents**

Cash and cash equivalents include demand deposits held in banks.

**(c) Collateralized Financing Transactions**

Securities borrowed and securities loaned transactions are reported as collateralized financings. Securities borrowed and loaned transactions are entered into with other broker-dealers or financial institutions and are recorded at the amount of cash collateral advanced or received. Securities borrowed transactions require the Company to deposit cash with the lender and are reflected in the statement of financial condition as deposits paid for securities borrowed. With respect to securities loaned, the Company receives collateral in the form of cash in an amount in excess of the market value of securities loaned and is reflected in the statement of financial condition as deposits received for securities loaned. The Company also acts as a securities lender in transactions where it receives securities collateral that can be re-pledged or sold and such transactions are reflected in the statement of financial condition as securities received as collateral, at fair value with a corresponding obligation to return those securities reflected in obligation to return securities received as collateral, at fair value. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary.

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

Securities sold under agreements to repurchase and securities purchased under agreements to resell are also treated as collateralized financing transactions. The agreements provide that the transferor will receive substantially the same securities in return at the maturity of the agreement and that the transferor will obtain from the transferee sufficient cash or collateral to purchase such securities during the term of the agreement. The liabilities and assets which result from these agreements are recorded in the accompanying statement of financial condition at the contract price.

**(d) Securities owned, securities sold, not yet purchased at fair value, and principal transactions**

Securities owned and securities sold, not yet purchased are recorded at fair value in accordance with Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, *Fair Value Measurement*.

Amounts receivable and payable for regular-way securities transactions that have not yet reached their contractual settlement date are recorded net on the statement of financial condition in receivable or payable from brokers and dealers.

**(e) 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, as well as the estimated future tax consequences attributable to net operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to be applied 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 income in the period that includes the enactment date. If appropriate, deferred tax assets are adjusted by a valuation allowance, which reflects expectations to the extent which such assets will be realized.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained in accordance with ASC 740, *Income Taxes*. 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.

**(f) Furniture, Equipment, and Leasehold Improvements**

Following is a summary of the carrying value and accumulated depreciation of furniture, equipment and leasehold improvements at October 31, 2017:

	<u>Accumulated Depreciation</u>	<u>Carrying Value</u>
Equipment	\$ 812,076	830,577
Leasehold Improvements	373,857	1,404,616
	<u>\$ 1,185,934</u>	<u>2,235,192</u>

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

**(g) Goodwill**

Goodwill is the excess of purchase price over the fair value of net identifiable assets acquired. Goodwill is reviewed for impairment annually, or whenever events or circumstances suggest that it may be more likely than not the fair value of the reporting unit is below its carrying amount. The Company performs its annual test of impairment of goodwill on the last business day of October in order to align the timing with year-end financial reporting. Goodwill impairment tests may involve judgments in determining the estimate of future cash flows, discount rates, long-term growth rates, economic forecasts, similar guideline companies, control premiums, and other assumptions. The Company performed its goodwill impairment test as of October 31, 2017 and determined that there was no impairment. The carrying amount of goodwill was \$72.3 million at October 31, 2017.

**(3) Related-Party Transactions**

The Company has a revenue transfer pricing agreement with the Ultimate Parent and its affiliates. The agreement employs a residual profit split methodology applied between the Global Banking and Markets business segment of the Ultimate Parent and its subsidiaries. The amounts are calculated by the Ultimate Parent in accordance with the agreement and allocated to the Company.

The Company has Financing Transactions with affiliates and the Ultimate Parent, loans with the Ultimate Parent, Subordinated Borrowings with an affiliate and a lease arrangement with the Ultimate Parent indicated in the Financing Transactions (note 5), Credit Facility (note 7), Subordinated Borrowings (note 8) and Commitment and Contingencies (note 10) notes herein.

During the year a group of employees from an affiliate joined the Company for which no consideration was paid.

Included in the accompanying statement of financial condition are the following related party balances:

<u>Assets</u>	<u>Description</u>	<u>Total</u>
Cash and cash equivalents		\$ 5,080,687
Receivable from brokers and dealers		12,245,331
Deposits paid for securities borrowed		6,639,533,677
Securities purchased under agreements to resell		238,155,913
Securities owned, at fair value		117,331,341
Receivable from affiliates		11,658,193
Receivable from customers		2,478,898
	Total	<u>\$ 7,026,484,040</u>

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

<u>Description</u>	<u>Total</u>
<b><u>Liabilities</u></b>	
Deposits received for securities loaned	\$ 1,973,855,592
Payable to brokers, dealers, and clearing organizations	12,797,768
Securities sold under agreements to repurchase	663,290,000
Securities sold, not yet purchased, at fair value	19,152,946
Bank loan payable	316,000,000
Payable to affiliates	9,854,664
Payable to customers	325,728,725
Total	<u>\$ 3,320,679,695</u>

**(4) Receivable from and payable to Brokers, Dealers and Customers**

Amounts receivable from and payable to brokers, dealers, and customers at October 31, 2017 consist of the following:

	<u>Receivable</u>	<u>Payable</u>
Securities failed to deliver/receive	\$ 48,045,132	44,208,661
Receivable from/payable to brokers and dealers	23,937,114	18,702,813
Total	<u>\$ 71,982,246</u>	<u>62,911,474</u>
	<u>Receivable</u>	<u>Payable</u>
Receive and delivery versus payment customers	\$ 43,094,367	12,218,463
Prime brokerage customers	—	273,577,417
Futures	—	130,507,815
Total	<u>\$ 43,094,367</u>	<u>416,303,695</u>

The Company has receivables and payables for financial instruments sold to and purchased from brokers, dealers and customers, which arise in the ordinary course of business. The Company is exposed to risk of loss from the inability of brokers, dealers or customers to pay for purchases or to deliver the financial instruments sold, in which case the Company would have to sell or purchase the financial instruments at prevailing market prices. Credit risk is reduced to the extent that an exchange or clearing organization acts as a counterparty to the transaction and replaces the broker, dealer or customer in question.

**(5) Financing Transactions**

Securities borrowed transactions require the Company to deposit cash or securities with the lender. With respect to securities loaned, the Company receives collateral in the form of cash or securities in an amount in excess of the market value of the securities loaned. In transactions where the Company acts as a lender in a securities lending agreement and receives securities that can be pledged or sold as collateral, it recognizes an asset on the statement of financial condition, representing the securities received at fair value, and a liability for the same amount at fair value, representing the obligation to return these securities.

The fair value of securities borrowed where cash of \$9,753,962,550, has been deposited with the lender was \$9,603,486,420 and the fair value of securities loaned where cash of \$6,593,026,017 has been received from the borrower was \$6,390,464,864. In securities purchased under agreements to resell transactions, the fair value of collateral purchased is \$1,017,827,145 with the agreement to resell at \$1,018,180,413 at

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

October 31, 2017. In securities sold under agreements to repurchase transactions, the fair value of collateral sold is \$3,564,577,228 with the agreement to repurchase at \$3,313,290,000 at October 31, 2017. In security for security borrow transactions, the fair value of securities borrowed was \$10,098,160,912 and securities pledged \$9,986,216,053 at October 31, 2017. At October 31, 2017, the Ultimate Parent guaranteed \$700,000,000 in financing transactions with external counterparties.

To maintain reliable funding under a wide range of market conditions, including under periods of stress, the Company manages these activities by taking into consideration the quality of the underlying collateral, and stipulating financing tenor. Additionally, the Company maintains counterparty diversification by assessing counterparty reliability and stability under stress. It is the Company's policy to take possession of the underlying collateral, monitor its market value relative to the amounts due under the agreements and, when necessary, require prompt transfer of additional collateral in order to maintain contractual margin protection. For resale and repurchase agreements, when necessary, the Company posts additional collateral in order to maintain contractual margin protection.

The resale and repurchase agreements are documented under industry standard agreements that allow the prompt close-out of all transactions (including the liquidation of securities held) and the offsetting of obligations to return cash or securities by the non-defaulting party, following a payment default or other type of default under the relevant master agreement. Events of default generally include (i) failure to deliver cash or securities as required under the transaction, (ii) failure to provide or return cash or securities as used for margining purposes, (iii) breach of representation, (iv) cross-default to another transaction entered into among the parties, or, in some cases, their affiliates, and (v) a repudiation of obligations under the agreement. The counterparty that receives the securities in these transactions is generally unrestricted in its use of the securities, with the exception of transactions executed on a tri-party basis, where the collateral is maintained by a custodian and operational limitations may restrict its use of the securities.

Similar to the resale and repurchase agreements, securities borrowing and lending agreements are documented under industry standard agreements that allow the prompt close-out of all transactions (including the liquidation of securities held) and the offsetting of obligations to return cash or securities by the non-defaulting party, following a payment default or other default by the other party under the relevant master agreement. Events of default and rights to use securities under the securities borrowing and lending agreements are similar to the resale and repurchase agreements referenced above.

With respect to securities loaned, the Company receives cash collateral in an amount generally in excess of the market value of the securities loaned. The Company monitors the market value of securities borrowed and securities loaned on a daily basis and obtains or posts additional collateral in order to maintain contractual margin protection.

The following tables present the gross and net resale and repurchase agreements and securities borrowing and lending agreements and the related offsetting amount permitted under ASC 210-20-45, as of October 31, 2017. The tables also include amounts related to financial instruments that are not permitted to be offset under ASC 210-20-45 but would be eligible for offsetting to the extent that an event of default occurred and a legal opinion supporting enforceability of the offsetting rights has been obtained.

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

	Securities purchased under agreements to resell	Deposits paid for securities borrowed	Securities received as collateral, at fair value	Total
Gross amounts of recognized assets	\$ 1,018,180,413	9,753,962,550	5,698,613,875	16,470,756,838
Gross amounts offset on the Statement of Financial Condition	-	-	-	-
Net amounts of assets included on the Statement of Financial Condition	1,018,180,413	9,753,962,550	5,698,613,875	16,470,756,838
Amounts not offset on the Statement of Financial Condition but eligible for offsetting upon counterparty default	-	-	-	-
Net amounts	<u>\$ 1,018,180,413</u>	<u>9,753,962,550</u>	<u>5,698,613,875</u>	<u>16,470,756,838</u>

	Securities sold under agreements to repurchase	Deposits received for securities loaned	Obligation to return securities received as collateral, at fair value	Total
Gross amounts of recognized liabilities	\$ 3,313,290,000	6,593,026,017	5,698,613,875	15,604,929,892
Gross amounts offset on the Statement of Financial Condition	-	-	-	-
Net amounts of liabilities included on the Statement of Financial Condition	3,313,290,000	6,593,026,017	5,698,613,875	15,604,929,892
Amounts not offset on the Statement of Financial Condition but eligible for offsetting upon counterparty default	-	-	-	-
Net amounts	<u>\$ 3,313,290,000</u>	<u>6,593,026,017</u>	<u>5,698,613,875</u>	<u>15,604,929,892</u>

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

The following table presents the gross amount of assets associated with reverse repurchase agreements and securities borrowing agreements, by class of underlying collateral as of October 31, 2017:

	Securities purchased under agreements to resell	Deposits paid for securities borrowed	Securities received as collateral, at fair value	Total
U.S. and Canadian government obligations	\$ 1,018,180,413	-	734,862,754	1,753,043,167
Corporate debt	-	2,341,334,366	62,248,661	2,403,583,027
Common stock	-	7,332,937,740	4,901,502,460	12,234,440,200
Other foreign government obligations	-	79,690,444	-	79,690,444
<b>Total</b>	<b>\$ 1,018,180,413</b>	<b>9,753,962,550</b>	<b>5,698,613,875</b>	<b>16,470,756,838</b>

The following table presents the gross amount of liabilities associated with repurchase agreements and securities lending agreements, by remaining contractual maturity as of October 31, 2017:

	Overnight & Continuous	Up to 30 Days	31-90 Days	Greater than 90 Days	Total
Securities sold under agreements to repurchase	\$ 1,553,107,944	98,585,920	1,362,827,154	298,768,982	3,313,290,000
Deposits received for securities loaned	6,527,822,131	64,662,220	-	541,666	6,593,026,017
Obligation to return securities received as collateral, at fair value	5,698,613,875	-	-	-	5,698,613,875
<b>Total</b>	<b>\$ 13,779,543,950</b>	<b>163,248,140</b>	<b>1,362,827,154</b>	<b>299,310,648</b>	<b>15,604,929,892</b>

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

The following table presents the gross amount of liabilities associated with repurchase agreements and securities lending agreements, by class of underlying collateral as of October 31, 2017:

	Securities sold under agreements to repurchase	Deposits received for securities loaned	Obligation to return securities received as collateral, at fair value	Total
U.S. and Canadian government obligations	\$ 663,290,000	-	734,862,754	1,398,152,754
Corporate debt	1,327,574,467	1,053,301,384	62,248,661	2,443,124,512
Common stock	1,310,853,270	5,526,210,894	4,901,502,460	11,738,566,624
Other foreign government obligations	11,572,263	13,513,739	-	25,086,002
<b>Total</b>	<b>\$ 3,313,290,000</b>	<b>6,593,026,017</b>	<b>5,698,613,875</b>	<b>15,604,929,892</b>

**(6) Securities Owned and Securities Sold, Not Yet Purchased**

Securities owned and securities sold, not yet purchased, consist of trading securities carried at fair value as of October 31, 2017:

	<u>Ow ned</u>	<u>Sold, not yet purchased</u>
U.S. and Canadian government obligations	\$ 28,004,094	225,911,976
Canadian provincial obligations	57,678,022	29,488,557
Corporate debt obligations	783,484,870	247,178,135
Common and Preferred stock	17,338,707	79,803,960
Other foreign government obligations	38,103,979	23,656,967
	<b>\$ 924,609,672</b>	<b>606,039,595</b>

**(7) Credit Facility**

As of October 31, 2017, the Company had bank loans with the Ultimate Parent amounting to \$316,000,000. The loans are on an overnight basis and the Credit Facility expires on March 27, 2018, but may be renewed by the Company for an additional 364 days upon written notice to the Ultimate Parent at least 91 days prior to the expiration date. In addition, the Company had unused credit facilities of \$1,170,000,000 with the Ultimate Parent.

**(8) Subordinated Borrowings**

The Company has entered into a revolving note and cash subordination agreement (the note) with an affiliate of the Ultimate Parent, amounting to \$750,000,000. The note is covered by an agreement approved by the FINRA, and is thus available in computing net capital under the SEC's uniform net capital rule. The note is scheduled to mature on May 31, 2020 and \$450,000,000 was outstanding at October 31, 2017.

**(9) Employee Benefit Plans**

The Company participates in a 401(k) salary deferral and profit sharing plan sponsored by the Ultimate Parent, (the 401(k) plan), covering substantially all employees. Employees are permitted within limitations imposed by tax law to make pretax contributions to the 401(k) plan pursuant to salary reduction

**SCOTIA CAPITAL (USA) INC.**  
(A Wholly Owned Subsidiary of Scotia Holdings (US) Inc.)  
Notes to Statement of Financial Condition  
October 31, 2017

agreements. The Company matches the employee's contributions up to a maximum of 4.5% of the employee's salary.

**(10) Commitments and Contingencies**

The Ultimate Parent provides the Company with office space under an agreement, expiring in 2024, whereby the Company is committed to pay minimum total obligations of \$27,684,578.

The Company also leases office space in New Orleans, Houston and Boston under operating leases. The Company's future minimum lease commitments under these operating leases as of October 31, 2017 are as follows:

	2018		\$	4,550,199
	2019			4,435,193
	2020			4,302,591
	2021			4,322,451
	2022			4,176,009
	Thereafter			<u>12,312,802</u>
			\$	<u>34,099,245</u>

The Company provides representations and warranties to counterparties in connection with a variety of commercial transactions and occasionally indemnifies them against potential losses caused by the breach of those representations and warranties. These indemnifications generally are standard contractual terms and are entered into in the normal course of business. The maximum potential amount of future payments that the Company could be required to make under these indemnifications cannot be estimated. However, the Company believes that it is unlikely it will have to make material payments under these arrangements and has not recorded any contingent liability in the consolidated financial statements for these indemnifications.

The Company is a member of various exchanges that trade and clear securities or futures contracts or both. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange. Although the rules governing different exchange memberships vary, in general the Company's guarantee obligations would arise only if the exchange had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other non-defaulting members of the exchange. Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the consolidated financial statements for these agreements and believes that any potential requirement to make payments under these agreements is remote.

In the normal course of business, the Company, from time to time, may be named as a defendant in litigation actions, including actions relating to its underwriting business. The Company is also subject to various governmental and regulatory examinations and information-gathering requests. After reviewing these actions with its counsel, management does not believe that the outcome of such actions will have any material effect on its financial position or results of its operations.

**(11) Regulatory Requirements**

The Company is a registered broker dealer and registered futures commission merchant and, accordingly, is subject to the net capital requirements of SEC Rule 15c3-1 (SEC Net Capital Rule), FINRA, and Regulation 1.17 of the Commodity Exchange Act (CFTC Rule). The Company has elected to use the

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alternative method permitted by the SEC Net Capital Rule, which requires that it maintain minimum net capital of the greater of \$1,500,000 or 2% of aggregate debit items arising from customer transactions, plus excess margin collateral on reverse repurchase agreements or the CFTC Rule requirement representing the sum of 8% of customer risk maintenance margin requirement and 8% of non-customer risk maintenance margin requirement, as defined. FINRA may require a member firm to reduce its business if net capital is less than 4% of such aggregate debit items and may prohibit a firm from expanding its business if net capital is less than 5% of such aggregate debit items. In addition, the Company is subject to certain notification requirements related to withdrawals of excess net capital. At October 31, 2017, the Company's net capital was \$678,096,744 which was \$634,299,521 in excess of its required net capital of \$43,797,223 as of October 31, 2017.

The SEC may by order restrict, for a period of up to 20 business days, any withdrawal by a broker-dealer of equity capital, as defined, if such withdrawal when aggregated with all other withdrawals of equity capital on a net basis during a 30-calendar-day period exceeds 30% of the broker-dealer's net capital or if the SEC determines that such withdrawal would be detrimental to the financial integrity of the broker-dealer or the financial community.

The Company is also subject to the SEC's Customer Protection Rule (15c3-3) which requires, under certain circumstances, that cash or securities be deposited into a special reserve bank account for the exclusive benefit of customers. As of October 31, 2017, the Company had qualified securities in the amount of \$329,586,160 segregated in the special reserve bank account, which is recorded in the accompanying statement of financial condition in Securities segregated under federal and other regulations.

In accordance with SEC Rule 15c3-3, the Company computed a reserve for the proprietary accounts of broker dealers (PAB). As of October 31, 2017, the Company had qualified securities in the amount of \$5,935,080 on deposit in a reserve bank account, which is recorded in the accompanying statement of financial condition in Securities segregated under federal and other regulations.

**(12) Income Taxes**

The Company provides for income taxes in accordance with the asset and liability method of accounting and recognizes deferred income taxes for the expected future tax consequences of differences in the book and tax basis of assets and liabilities.

At October 31, 2017, the deferred tax assets of \$15,713,236 were composed of temporary differences due to deferred compensation accruals and depreciation expenses. As of October 31, 2017, management has not recorded a valuation allowance against its deferred tax assets as management believes it is more likely than not that they will be realized through future taxable earnings.

At October 31, 2017 the deferred tax liability of \$10,233,553 was composed of temporary differences due to the tax effect of non-depreciable goodwill and trademarks from the former parent's contribution of Howard Weil to the Company.

The difference between the statutory rate of 35% and the effective rate of 39% is primarily due to state and local taxes, net of federal benefit and the tax effect of nondeductible expenses.

The Company remains open to Federal, New York State, Louisiana, Texas, Massachusetts and New York City examinations for the years ended October 31, 2015 and October 31, 2016. The Company does not anticipate any settlements that would result in a material change to the financial statements.

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**(13) Fair Value Measurements**

ASC 820, Fair Value Measurement, defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 applies only to fair value measurements already required or permitted by other accounting standards and does not impose requirements for additional fair value measures. Pursuant to ASC 820, the fair value of a financial instrument is defined as the amount that would be received to sell an asset or paid to transfer a liability, or the “exit price,” in an orderly transaction between market participants at the measurement date.

The Company’s securities owned, securities segregated under federal and other regulations, securities received as collateral, securities sold, but not yet purchased, and securities obligated to return received as collateral are recorded at fair value on a recurring basis.

ASC 820 uses a three level hierarchy for fair value measurements based upon the market observability and reliability of inputs used to value assets and liabilities. ASC 820 does not dictate when fair values should be the basis to account for a financial asset or liability, nor does it prescribe which valuation technique should be used. Rather, ASC 820 requires an entity to choose appropriate valuation techniques based upon market conditions, and the availability, reliability, and observability of valuation inputs.

The fair values of other financial assets and liabilities consisting primarily of accrued fees, cash, interest receivables and payables, and accounts payable and accrued expenses are considered to approximate their carrying amounts because they have limited counterparty credit risk and are short-term, replaceable on demand, or bear interest rates at market rates.

**Fair Value Hierarchy**

The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure an asset or a liability fall to different levels within the hierarchy, the classification of the entire asset or liability will be based on the lowest level input that is significant to the overall fair value measurement of the asset or liability. The Company categorizes assets and liabilities based on the inputs to the valuation techniques used to measure fair value as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions would reflect the Company’s own estimates of assumptions that market participants would use in pricing the asset or liability. Such valuation techniques include the use of option pricing models, discounted cash flow models, and similar techniques.

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The following table represents the Company's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of October 31, 2017:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Assets:</b>				
U.S. and Canadian government obligations	\$ 27,574,227	429,867	—	28,004,094
Canadian provincial obligations	—	57,678,022	—	57,678,022
Corporate debt obligations	—	783,484,870	—	783,484,870
Common and preferred stock	17,338,707	—	—	17,338,707
Other foreign government obligations	2,990,667	35,113,312	—	38,103,979
Total securities owned	47,903,601	876,706,071	—	924,609,672
Securities segregated under federal and other regulations	335,521,240	—	—	335,521,240
Securities received as collateral	5,636,365,214	62,248,661	—	5,698,613,875
Total assets at fair value	<u>\$ 6,019,790,055</u>	<u>938,954,732</u>	<u>—</u>	<u>6,958,744,787</u>
<b>Liabilities:</b>				
U.S. and Canadian government obligations	\$ 224,938,687	973,289	—	225,911,976
Canadian provincial obligations	—	29,488,557	—	29,488,557
Corporate debt obligations	—	247,178,135	—	247,178,135
Common and preferred stock	79,803,960	—	—	79,803,960
Other foreign government obligations	—	23,656,967	—	23,656,967
Total securities sold, not yet purchased	304,742,647	301,296,948	—	606,039,595
Obligation to return securities received as collateral	5,636,365,214	62,248,661	—	5,698,613,875
Total liabilities at fair value	<u>\$ 5,941,107,861</u>	<u>363,545,609</u>	<u>—</u>	<u>6,304,653,470</u>

The fair value of the Company's securities was determined using a variety of sources as follows:

For common stock, fair value was determined by the closing price of the primary exchanges and is included in Level 1 for those that are actively traded.

For U.S. and Canadian government, Canadian provincial, Corporate debt, and other foreign government obligations, the primary source for pricing is derived from dealer and broker quotes and is included in Levels 1 and 2, respectively.

For securities received as collateral and the obligation to return securities received as collateral, fair value was determined by the closing price of the primary exchanges for those included in Level 1 and from dealer and broker quotes for those included in Level 2.

There were no transfers in or out of Levels 1, 2 or 3.

**(14) Off-Balance-Sheet Credit Risk**

As a securities broker and dealer, the Company is engaged in securities trading and brokerage activities with a diverse group of domestic and foreign corporations, governments, and institutional investors, including other brokers and dealers, commercial banks, insurance companies, pension plans, mutual funds,

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and other financial institutions. The Company's customer securities activities are processed on a delivery versus payment and receipt versus payment basis. The Company records these transactions on a settlement-date basis, which is generally one business day for U.S. government securities transactions and three business days for equity and debt securities transactions.

As a result, the Company is exposed to risk of loss on these transactions in the event of the customer's inability to meet the terms of the contracts, in which case, the Company may be required to purchase or sell the underlying securities at prevailing market prices. In connection with the Company's customer and proprietary financing and securities settlement activities, the Company pledges 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 contracted obligation to return securities pledged as collateral, the Company may be exposed to the risk of acquiring securities at prevailing market prices in order to satisfy its 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. At October 31, 2017, the market value of securities pledged under these secured financing transactions approximated the amount due, which is recorded as securities loaned in the statement of financial condition.

As a securities broker and dealer, the Company is engaged in various securities trading and brokerage activities as principal. In the normal course of business, the Company has sold securities that it does not currently own and will, therefore, be obligated to purchase such securities at a future date. The Company has recorded this \$606,039,595 obligation in the accompanying statement of financial condition at the October 31, 2017 fair value of the related securities. The Company will incur a trading loss on the securities if the market price increases, and a trading gain if the market price decreases subsequent to October 31, 2017. In security sales transactions, the Company is subject to risk if the security is not received and the market value has increased over the contract amount of the transaction.

As a securities broker and dealer, the Company is engaged in various securities trading activities and substantially all of the Company's financial assets and liabilities are carried at or approximate fair value.

**(15) Subsequent Events**

On December 22, 2017, President Donald Trump signed the Tax Cuts and Jobs Act (TCJA) into law. The TCJA represents the most comprehensive reform to the U.S. tax code in over thirty years and takes effect January 1, 2018. The Company is currently analyzing the TCJA to determine the impact it will have.