



Hilltop Securities Inc.

**Statement of Financial Condition
For the Six-months Ended June 30, 2018**

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

Hilltop Securities Inc.
Statement of Financial Condition
June 30, 2018
(unaudited)

(dollars in thousands, except par and redemption values)

Assets

Cash	\$	10,469
Assets segregated for regulatory purposes		128,417
Receivable from brokers, dealers and clearing organizations		1,965,845
Receivable from clients, net of allowance of \$416		374,275
Securities owned, at fair value		624,633
Securities purchased under agreements to resell		229,172
Goodwill		7,008
Customer intangible, net of accumulated amortization of \$10,137		6,663
Fixed assets, at cost, less accumulated depreciation of \$15,520		16,575
Net deferred tax asset		10,508
Other assets (including \$2,619 due from affiliates)		49,959
Total assets	\$	<u><u>3,423,524</u></u>

Liabilities and Stockholder's Equity

Short-term borrowings	\$	354,500
Payable to brokers, dealers, and clearing organizations (including \$457 due to affiliate)		1,410,361
Payable to clients (including \$300 clearing deposit due to affiliate)		461,254
Drafts payable		19,200
Securities sold, not yet purchased, at fair value		251,581
Securities sold under agreements to repurchase		418,566
Notes payable due to affiliate		69,652
Subordinated debt due to affiliate		42,000
Accrued expenses and other liabilities (including \$11,617 due to affiliates)		75,229
Total liabilities		<u>3,102,343</u>

Stockholder's equity:

Series A preferred stock, \$20 par value, \$1,000 redemption value; authorized 100,000 shares; no shares issued and outstanding		-
Class A voting common stock of \$1 par value; authorized 10,000 shares; issued and outstanding 2,820 shares		3
Class B nonvoting common stock of \$1 par value; authorized 10,000 shares; none issued		-
Additional paid-in capital		288,164
Retained earnings		<u>33,014</u>
Total stockholder's equity		<u>321,181</u>
Total liabilities and stockholder's equity	\$	<u><u>3,423,524</u></u>

The accompanying notes are an integral part of this financial statement.

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1. Organization

Hilltop Securities Inc. (the "Company"), a Delaware Company and a wholly owned subsidiary of Hilltop Securities Holdings LLC ("Securities Holdings"), a wholly owned subsidiary of Hilltop Holdings Inc. ("Parent"), is a New York Stock Exchange ("NYSE") member broker/dealer, a registered investment advisor and a member of the Financial Industry Regulatory Authority ("FINRA"). The Company is registered with the Securities and Exchange Commission (the "SEC") as a broker/dealer under the Securities Exchange Act of 1934 ("Exchange Act") and as a registered investment advisor under the Investment Advisors Act of 1940. The Company is also registered with the Commodity Futures Trading Commission ("CFTC") as a non-guaranteed introducing broker and is a member of the National Futures Association ("NFA").

Pursuant to the SEC Rule 11(a) of the Exchange Act, over 50% of the Company's revenues are comprised of Section 11(a) items, indicating the Company is primarily engaged in trading on behalf of customers.

2. Summary of Significant Accounting Policies

Securities Transactions

Proprietary securities transactions are recorded on trade date, as if they had settled. Clients' securities and commodities transactions are reported on a settlement date basis with related commission income and expenses reported on a trade date basis.

Marketable securities are valued at fair value, based on quoted market prices, and securities not readily marketable are valued at fair value as determined by management. The Company evaluates fair value measurements by considering observable data that may include prices from independent pricing services, dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, and the financial instruments' terms and conditions, among other factors.

Fixed Assets and Depreciation

Fixed assets are comprised of furniture and equipment (\$13,446); software, including internally developed software (\$10,309); and leasehold improvements (\$8,340) which are stated at cost. Depreciation of furniture and equipment is provided over the estimated useful lives of the assets (from three to seven years); depreciation of software is provided over the estimated useful lives of the assets (generally three years) and depreciation on leasehold improvements is provided over the shorter of the useful life or the lease term (up to fifteen years) using the straight-line method. Additions, improvements and expenditures for repairs and maintenance that significantly extend the useful life of an asset are capitalized. Other expenditures for repairs and maintenance are charged to expense in the period incurred.

Goodwill and Customer Intangible

The Parent performs required annual impairment tests of its goodwill as of October 1st for each of its reporting units. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill. The goodwill impairment test requires the Parent to make judgments in determining what assumptions to use in the calculation. The process consists of estimating

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the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts and recent industry transaction and trading multiples of the Parent's peers, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, the Parent will recognize an impairment charge, pushed down to the reporting unit, for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized will not exceed the total amount of goodwill allocated to that reporting unit.

At October 1, 2017, the Parent determined that the estimated fair value of each of its reporting units, including the Company, exceeded its carrying value. As a result, the Parent concluded that the Company's goodwill was fully realizable, indicating no impairment of the Company's goodwill.

The Company recorded two separate customer relationship intangibles as part of the acquisition of the Company by the Parent in November 2012 and the merger with the Parent in January 2015, which are being amortized over a 12 and 14 year period, respectively, at a rate based on the sum of the years digits.

Intangible assets with indefinite useful lives are tested for impairment annually as of October 1st, or more often if events or circumstances indicate there may be impairment, and not amortized until their lives are determined to be definite by the Parent. If impaired, the intangible assets are recorded at fair value.

The Company did not determine that an impairment for the Company's intangible assets was deemed necessary upon their evaluation on October 1, 2017.

Resale and Repurchase Agreements

Transactions involving purchases of securities under agreements to resell (reverse repurchase agreements or reverse repos) or sales of securities under agreements to repurchase (repurchase agreements or repos) are accounted for as collateralized financings. It is the policy of the Company to obtain possession of collateral with a fair value equal to or in excess of the principal amount loaned under resale agreements. Collateral is valued daily, and the Company may require counterparties to deposit additional collateral or return collateral pledged when appropriate. Interest payable and interest receivable on these amounts are included in the Statement of Financial Condition in other liabilities and other assets, respectively.

Securities Borrowing and Lending Activities

Securities borrowed and securities loaned transactions 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 in an amount generally in excess of the fair value of securities loaned. The Company monitors the fair value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary. Securities borrowed and securities loaned transactions are recorded at the amount of cash collateral advanced or received adjusted for additional collateral obtained or received. Securities borrowed and securities loaned, as well as the interest accrued on such transactions are included in the Statement of Financial Condition in receivables from and payables to brokers, dealers and clearing organizations.

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Drafts Payable

In the normal course of business, the Company uses drafts to make payments relating to its brokerage transactions. These drafts are presented for payment through an unaffiliated bank and are sent to the Company daily for review and acceptance. Upon acceptance, the drafts are paid and charged against cash.

Cash Flow Reporting

For purposes of the statement of cash flows, the Company considers cash to include cash on hand and in bank accounts. In addition, highly liquid debt instruments purchased with maturities of three months or less, when acquired, are considered to be cash equivalents. The Federal Deposit Insurance Corporation ("FDIC") insures deposit accounts up to \$250. At June 30, 2018, the cash balances included \$9,160 that was not federally insured because they exceeded federal insurance limits. This at-risk amount is subject to fluctuation on a daily basis, but management does not believe there is significant risk on these deposits.

Derivative Financial Instruments

Derivative financial instruments arise from the execution of forward purchase commitments of mortgage-backed securities with certain clients that allow those clients to make mortgage loans at agreed-upon rates. The Company hedges the interest rate risk generated by the forward purchase commitments by executing forward sales of to-be-announced mortgage-backed securities (TBA). The amount hedged is influenced by the Company's estimated ratio of the forward purchase commitments that will not be securitized into mortgage-backed securities as part of the program (fallout rate). The Company uses historical experience, changes in interest rates, and other factors to determine the fallout rate.

Additionally, the Company enters into TBA agreements to assist clients (generally small to mid-size mortgage loan originators) in hedging the interest rate risk associated with the mortgages owned by the clients. In general, the Company will enter into a TBA purchase agreement with the client and then immediately enter into a TBA sale agreement with identical terms and the same settlement date with a separate counter-party.

While both the forward purchase commitments and TBAs meet the definition of a derivative under the provisions of the Accounting Standards Codification ("ASC") 815 "Derivatives and Hedging," they do not qualify for hedge accounting. However, the Company mitigates interest rate risk and volatility in reported earnings by selling TBAs with characteristics similar to the forward purchase commitments of mortgage-backed securities. The securities are carried at fair value and recorded in other assets and other liabilities in the Statement of Financial Condition.

Income Taxes

The Company files a consolidated federal income tax return with its Parent. For purposes of these financial statements, income taxes are computed on the benefits-for-loss method.

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated 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 in effect for the year in which those temporary differences are expected to be recovered or settled.

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Fair Value of Financial Instruments

Fair value accounting establishes a framework for measuring fair value. Under fair value accounting, fair value refers to the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date in the principal market in which the reporting entity transacts. Further, fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, fair value accounting establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. Under the standard, fair value measurements are separately disclosed by level within the fair value hierarchy.

The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 — Quoted prices in an active market for identical assets or liabilities. Assets and liabilities utilizing Level 1 inputs include certain inventories held in the Company's securities owned and securities sold, not yet purchased portfolio. Valuation of these instruments does not require a high degree of judgment as the valuations are based on quoted prices in active markets that are readily available.
- Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Assets and liabilities utilizing Level 2 inputs include certain inventories held in the Company's securities owned and securities sold, not yet purchased portfolio and the Company's commitments to purchase and sell TBA derivative securities. These financial instruments are valued by quoted prices that are less frequent than those in active markets or by models that use various assumptions that are derived from or supported by data that is generally observable in the marketplace. Valuations in this category are inherently less reliable than quoted market prices due to the degree of subjectivity involved in determining appropriate methodologies and the applicable underlying observable market assumptions.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. These assets and liabilities would have significant inputs that could not be validated by readily determinable market data and generally would involve considerable judgment by management. The Company does not have any financial instrument assets or liabilities utilizing Level 3 inputs.

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying Statement of Financial Condition, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Securities Owned and Securities Sold, Not Yet Purchased Portfolio (including the Company's derivative TBA securities).

Securities classified as Level 1 securities primarily consist of financial instruments whose values are based on quoted market prices in active markets such as corporate equity securities and U.S. government and government agency obligations primarily in U.S. treasury securities.

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Securities classified as Level 2 securities include financial instruments that are valued using models or other valuation methodologies. These models are primarily industry standard models that consider various assumptions, including time value, yield curve, volatility factors, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Securities in this category include corporate obligations, U.S. government and government agency obligations, municipal obligations, unit investment trusts (UIT) and the Company's commitments to purchase and sell TBA derivative securities.

Substantially all of the Company's financial assets and liabilities are carried at fair value or at amounts which, because of their short-term nature, approximate current fair value.

Use of Estimates

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

3. Assets Segregated For Regulatory Purposes

At June 30, 2018, the Company held cash of \$128,417 segregated in special reserve bank accounts for the exclusive benefit of customers under Rule 15c3-3 under the Securities Exchange Act of 1934 ("Exchange Act Rule 15c3-3").

4. Receivable From and Payable to Brokers, Dealers and Clearing Organizations

At June 30, 2018, the Company had receivable from and payable to brokers, dealers and clearing organizations related to the following:

Receivable:

Securities borrowed	\$	1,491,182
Correspondent broker/dealers		244,195
Clearing organizations		106,699
Securities failed to deliver		58,522
Trades in process of settlement, net		47,174
Other		18,073
	\$	<u>1,965,845</u>

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Payable:

Securities loaned	\$	1,316,128
Securities failed to receive		60,041
Correspondent broker/dealers		26,537
Other		7,655
	\$	<u>1,410,361</u>

The Company participates in the securities borrowing and lending business by borrowing and lending securities other than those of its clients. Securities borrowed and loaned represent deposits made to or received from other broker/dealers relating to these transactions. These deposits approximate the market value of the underlying securities. All open positions are adjusted to market values daily. The Company obtains or releases collateral as prices of the underlying securities fluctuate.

The Company clears securities transactions for correspondent broker/dealers. Proprietary settled securities and related transactions for these correspondents are included in the receivable from and payable to brokers, dealers and clearing organizations. At June 30, 2018, the Company held collateral for the receivables from correspondents in the amount of \$327,081.

Securities failed to deliver and receive represent the contractual value of securities that have not been delivered or received subsequent to settlement date.

Certain securities lending arrangements may be eligible for offset in the statement of financial condition and /or subject to master netting arrangements or similar agreements.

The following table provides information about these receivables and payables subject to an enforceable master netting arrangement or similar agreements with offsetting rights and related collateral amounts at June 30, 2018:

			Gross amounts not offset in the statement of financial condition			
Description	Gross amounts of recognized assets/liabilities (2)	Gross amounts offset in the statement of financial condition	Net amounts of assets/liabilities presented in the statement of financial condition	Financial instruments (3)	Cash Collateral	Net Amount
Securities borrowed	\$ 1,491,182	\$ -	\$ 1,491,182	\$ (1,424,434)	\$ -	\$ 66,748
Securities loaned ⁽¹⁾	1,316,128	-	1,316,128	(1,254,389)	-	61,739

⁽¹⁾Under securities lending agreements, the Company repledged \$1,267,592.

⁽²⁾Securities borrowed and loaned are not presented net on the Statement of Financial Condition.

⁽³⁾Amounts reflect fair value of underlying collateral.

Securities Lending Activities. The Company's securities lending activities includes lending securities for other broker/dealers, lending institutions and its own clearing and retail operations. These activities

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involve lending securities to other broker/dealers to cover short sales, to complete transactions in which there has been a failure to deliver securities by the required settlement date and as a conduit for financing activities.

When lending securities, the Company receives cash or similar collateral and generally pays interest (based on the amount of cash deposited) to the other party to the transaction. Securities lending transactions are executed pursuant to written agreements with counterparties that generally require securities loaned to be marked-to-market on a daily basis. The Company receives collateral in the form of cash in an amount generally in excess of the fair value of securities loaned. The Company monitors the fair value of securities loaned on a daily basis, with additional collateral obtained or refunded, as necessary. Collateral adjustments are made on a daily basis through the facilities of various clearinghouses. The Company is a principal in these securities lending transactions and is liable for losses in the event of a failure of any other party to honor its contractual obligation. The Company's management sets credit limits with each counterparty and reviews these limits regularly to monitor the risk level with each counterparty. The Company is subject to credit risk through its securities lending activities if securities prices decline rapidly because the value of the Company's collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. The Company's securities lending business subjects the Company to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, the Company is subject to credit risk during the period between the execution of a trade and the settlement by the customer.

The following table presents the remaining contractual maturities of securities lending transactions accounted for as secured borrowings at June 30, 2018:

	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 days	30-90 days	Greater than 90 days	Total
Securities lending transactions					
Corporate securities	\$ 1,266	\$ -	\$ -	\$ -	\$ 1,266
Equity securities	1,314,862	-	-	-	1,314,862
Total borrowings	\$ 1,316,128	\$ -	\$ -	\$ -	\$ 1,316,128
Gross amount of recognized liabilities for securities lending					\$ 1,316,128
Amount related to agreements not included in offsetting disclosure					\$ -

5. Receivable From and Payable to Clients

Receivable from and payable to clients include amounts due on cash and margin transactions. Included in these amounts are receivable from and payable to noncustomers (as defined by Exchange Act Rule 15c3-3, principally officers, directors and related accounts), which aggregated approximately \$328 and \$2, respectively, at June 30, 2018. Securities accounts of noncustomers are subject to the same terms and regulations as those of customers. Securities owned by customers and noncustomers that collateralize the receivables are not reflected in the accompanying financial statements.

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The Company pledges client securities as collateral in conjunction with the Company's securities lending activities. At June 30, 2018, the Company has approximately \$497,895 of client securities under customer margin loans that are available to be pledged, of which the Company has repledged approximately \$48,536 under securities loan agreements.

The Company pays interest on certain customer "free credit" balances available for reinvestment. The aggregate balance of such funds was approximately \$354,232 at June 30, 2018. At June 30, 2018 and during the year ended June 30, 2018, the weighted average interest rate was 0.30% and the interest rate paid on these balances ranged from 0.20% to 0.50%.

The Company maintains an allowance for doubtful accounts of \$416 which represents amounts that, in the judgment of management, are necessary to adequately absorb losses from known and inherent risks in receivables from customers. At June 30, 2018, all unsecured customer receivables had been provided for in this allowance.

6. Securities Owned and Securities Sold, not yet Purchased

At June 30, 2018, securities owned and securities sold, not yet purchased, both of which are carried at fair value, included the following:

ASSETS

Securities owned:

U. S. treasury securities	\$	1,033
U. S. government agencies:		
Bonds		57,996
Residential mortgage-backed securities		338,522
Collateralized mortgage obligations		1
Commercial mortgage-backed securities		2,806
Corporate debt securities		80,361
States and political subdivisions		112,646
Unit investment trusts:		
Corporate securities		16,029
Municipal securities		11,451
Private-label issuers:		
Mortgage-backed securities		2,298
Asset-backed securities		1,386
Certificates of deposit		74
Options		24
Equity securities		6
	\$	<u>624,633</u>

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LIABILITIES

Securities sold, not yet purchased:

U. S. treasury securities	\$	173,058
U. S. government agencies:		
Bonds		10,527
Corporate debt securities		57,340
Equity securities		10,656
	\$	<u>251,581</u>

At June 30, 2018, none of the above securities were pledged as security deposits at clearing organizations for the Company's clearing business. Additional securities have been pledged to secure short-term borrowings, see **Note 10**.

7. Derivative Financial Instruments

The Company participates in programs in which it issues forward purchase commitments of mortgage-backed securities to certain clients and sells TBAs as described in **Note 2**. At June 30, 2018, the Company's derivative positions associated with its TBA program are presented below:

	<u>Notional Amount</u>	<u>Estimated Fair Value</u>
Commitments to purchase TBAs	\$ 3,153,297	\$ 7,297
Commitments to sell TBAs	3,179,750	(7,123)

Certain derivative arrangements may be eligible for offset in the statement of financial condition and /or subject to master netting arrangements or similar agreements.

The following table provides information about these derivative arrangements subject to an enforceable master netting arrangement or similar agreements with offsetting rights and related collateral amounts at June 30, 2018:

				Gross amounts not offset in the statement of financial condition		
Description	Gross amounts of recognized assets/ liabilities	Gross amounts offset in the statement of financial condition	Net amounts of assets/liabilities presented in the statement of financial condition	Financial instruments	Cash Collateral	Net Amount
Derivative asset--TBA	\$ 7,297	\$ -	\$ 7,297	\$ (7,297)	\$ -	\$ -
Derivative liability--TBA	7,123	-	7,123	(7,123)	-	-

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8. Fair Value of Financial Instruments

The following table summarizes by level within the fair value hierarchy securities owned, at fair value, securities sold, not yet purchased, at fair value and derivative securities as of June 30, 2018:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>ASSETS</u>				
Securities owned, at fair value				
U. S. treasury securities	\$ 1,033	\$ -	\$ -	\$ 1,033
U. S. government agencies:				
Bonds	12	57,984	-	57,996
Residential mortgage-backed securities	-	338,522	-	338,522
Collateralized mortgage obligations	-	1	-	1
Commercial mortgage-backed securities	-	2,806	-	2,806
Corporate debt securities	-	80,361	-	80,361
States and political subdivisions	-	112,646	-	112,646
Unit investment trusts:				
Corporate securities	-	16,029	-	16,029
Municipal securities	-	11,451	-	11,451
Private-label issuers:				
Mortgage-backed securities	-	2,298	-	2,298
Asset-backed securities	-	1,386	-	1,386
Certificates of deposit	-	74	-	74
Options	-	24	-	24
Equity securities	6	-	-	6
	<u>\$ 1,051</u>	<u>\$ 623,582</u>	<u>\$ -</u>	<u>\$ 624,633</u>
Derivative financial instruments				
Commitments to purchase TBAs	<u>\$ -</u>	<u>\$ 7,297</u>	<u>\$ -</u>	<u>\$ 7,297</u>
<u>LIABILITIES</u>				
Securities sold, not yet purchased, at fair				
U. S. treasury securities	\$ 173,058	\$ -	\$ -	\$ 173,058
U. S. government agencies:				
Bonds	-	10,527	-	10,527

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	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate debt securities	\$ -	\$ 57,340	\$ -	\$ 57,340
Equity securities	10,656	-	-	10,656
	<u>\$ 183,714</u>	<u>\$ 67,867</u>	<u>\$ -</u>	<u>\$ 251,581</u>
Derivative financial instruments				
Commitments to sell TBAs	\$ -	\$ 7,123	\$ -	\$ 7,123
	<u>\$ -</u>	<u>\$ 7,123</u>	<u>\$ -</u>	<u>\$ 7,123</u>
Net assets (liabilities)	<u>\$ (182,663)</u>	<u>\$ 555,889</u>	<u>\$ -</u>	<u>\$ 373,226</u>

At the end of each respective quarterly reporting period, the Company recognizes transfers of financial instruments between levels. During the year ended June 30, 2018, the Company did not have any transfers of financial instruments between levels.

9. Securities Purchased/Sold Under Agreements to Resell/Purchase

At June 30, 2018, the Company held reverse repurchase agreements, collateralized by U.S. government and government agency obligations and securities sold under repurchase agreements. These securities are reported on a gross basis in the Statement of Financial Condition.

Securities sold under repurchase agreements, which are secured borrowings, generally mature overnight with some maturing up to 30 days from the transaction date. Securities sold under repurchase agreements are reflected at the amount of cash received in connection with the transactions. The Company may be required to provide additional collateral based on the fair value of the underlying securities. The Company monitors the fair value of the underlying securities on a daily basis.

Certain reverse repurchase and repurchase agreements may be eligible for offset in the statement of financial condition and /or subject to master netting arrangements or similar agreements.

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The following table provides information about these instruments subject to an enforceable master netting arrangement, repurchase agreements or similar agreements with offsetting rights and any related collateral amounts at June 30, 2018:

Description	Gross amounts of recognized assets/liabilities	Gross amounts offset in the statement of financial condition	Net amounts of assets/liabilities presented in the statement of financial condition	Gross amounts not offset in the statement of financial condition		
				Financial instruments ⁽¹⁾	Cash Collateral	Net Amount
Reverse repurchase agreements	\$ 229,172	\$ -	\$ 229,172	\$ (228,049)	\$ -	\$ 1,123
Repurchase agreements	418,566	-	418,566	(418,566)	-	-

⁽¹⁾Amounts reflect fair value of underlying collateral.

The following table presents the remaining contractual maturities of repurchase agreements accounted for as secured borrowings at June 30, 2018:

	Remaining Contractual Maturity of the Agreements					
	Overnight and <u>Continuous</u>	Up to 30 <u>days</u>	30-90 days <u>30-90 days</u>	Greater than 90 <u>days</u>	<u>Total</u>	
Repurchase agreements						
U.S. treasury and agency securities	\$ 60,686	\$ -	\$ -	\$ -	\$	60,686
Asset backed securities	357,880	-	-	-		357,880
Total borrowings	\$ 418,566	\$ -	\$ -	\$ -	\$	418,566
Gross amount of recognized liabilities for repurchase agreements					\$	418,566
Amount related to agreements not included in offsetting disclosure					\$	-

10. Short-Term Borrowings

Uncommitted lines of credit

The Company has credit arrangements with commercial banks, which include broker loan lines up to \$725,000. These lines of credit are used primarily to finance securities owned, securities held for correspondent broker/dealer accounts, receivables in customers' margin accounts and underwriting activities. These lines may also be used to release pledged collateral against day loans. These credit arrangements are provided on an "as offered" basis and are not committed lines of credit. These arrangements can be terminated at any time by the lender. Any outstanding balances under these credit

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arrangements are due on demand and bear interest at rates indexed to the federal funds rate (1.91% at June 30, 2018). At June 30, 2018, the amount outstanding under these secured arrangements was \$354,500, which was collateralized by securities held for firm and correspondent broker/dealer accounts valued at \$495,754.

Committed lines of credit

At June 30, 2018, the Company had a \$50,000 committed revolving credit facility with an unaffiliated bank. The commitment fee is 25 basis points per annum, and when drawn, the interest rate is equal to the federal funds rate plus 100 basis points. The agreement requires the Company to maintain a tangible net worth of at least \$170,000. At June 30, 2018, there were no outstanding amounts under the committed revolving credit facility.

The Company pledges customer securities to the Option Clearing Corporation to support open customer positions. At June 30, 2018, the Company had pledged \$119,282 to support these open customer positions.

11. Note Payable Due to Affiliate & Subordinated Debt Due to Affiliate

In January 2016, the Company entered into an agreement with First Southwest Holdings LLC for a non collateralized, 10 year, \$88,127 promissory note paying interest semi-annually at a rate of 5% per annum and a \$42,000 subordinated loan agreement with Securities Holdings paying interest semi-annually at a rate of 4.35% per annum. Both the agreements were entered into as part of the merger of First Southwest Company, LLC ("FSC") with the Company. At June 30, 2018, there was \$111,652 outstanding under these agreements.

12. Income Taxes

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at June 30, 2018 are presented below:

Deferred tax assets:

Compensation and benefits	\$	5,606
Deferred income		3,057
Realized built-in loss carryforward		2,564
Legal and other reserves		1,054
Other		860
Total gross deferred tax asset		<u>13,141</u>

Deferred tax liabilities:

Intangible assets		(1,734)
Other		<u>(899)</u>
Total gross deferred tax liability		<u>(2,633)</u>
Net deferred tax asset	\$	<u>10,508</u>

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The Company assesses the ability to realize its deferred tax assets based upon the weight of available evidence, both positive and negative. To the extent the Company believes that it is more likely than not that some portion or all of the deferred tax assets will not be realized, the Company will establish a valuation allowance. The Company evaluated the realizability of its deferred tax assets and concluded, based on the Company's past history of profitability and future earnings projections, that a valuation allowance was not required.

At June 30, 2018, the Company had recognized built-in losses ("RBIL") of \$2,564 from the 2015 merger with the Parent. At June 30, 2018, the Company had net operating loss ("NOL") carryforwards for state income tax purposes of \$816. These net operating loss carryforwards expire in 2030 and later years. The RBILs and NOLs are expected to be fully realized prior to any expiration.

At June 30, 2018, the total amount of gross unrecognized tax benefits was \$196, if recognized, and the total amount that would favorably impact the Company's effective tax rate and reduce income tax expense was \$155.

The aggregate changes in gross unrecognized tax benefits, which exclude interest and penalties, are as follows:

Balance at December 31, 2017	\$ 162
Increases related to tax positions taken during the current year	34
Balance at June 30, 2018	<u><u>\$ 196</u></u>

With limited exception, the Company is no longer subject to U.S. federal, state or local tax audits by taxing authorities for years preceding 2014.

The amount of current federal taxes payable to the Parent included in other liabilities on the Statement of Financial Condition was \$914 at June 30, 2018. The amount of current state taxes receivable from the Parent included in other assets on the Statement of Financial Condition, was \$256 at June 30, 2018.

13. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission's Uniform Net Capital Rule (the "Rule"), which requires the maintenance of minimum net capital. The Company has elected to use the alternative method, permitted by the Rule, which requires that it maintain minimum net capital, as defined in Rule 15c3-1 under the Exchange Act, equal to the greater of \$1,000 or 2% of aggregate debit balances, as defined in Exchange Act Rule 15c3-3. At June 30, 2018, the Company had net capital of approximately \$205,730 which is approximately \$194,303 in excess of its minimum net capital requirement of approximately \$11,427 at that date. Additionally, the Rule provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than 5% of aggregate debit items. At June 30, 2018, the Company had net capital of approximately \$177,161 in excess of 5% of aggregate debit items.

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14. Affiliate Transactions

The Company clears all customer transactions for Hilltop Securities Independent Network Inc., (“HTIN”), an affiliate. The Company also provides all accounting, administrative services, management services and office facilities to HTIN in accordance with an expense sharing agreement in the amount of \$50 per year.

The Company, as clearing broker for its affiliate, has the right to charge customer losses back to the affiliate.

Clients and correspondents of the Company have the option to invest in a savings account called Bank Insured Deposits at the Company’s banking affiliate, PlainsCapital Bank (“Bank”). These funds are FDIC insured up to \$250.

The Company makes loans to employees, primarily financial advisors, mainly for recruiting and retention purposes. The amount of loans to employees is included in other assets in the Statement of Financial Condition in the amount of \$16,851 for which the Company has recorded an allowance, included in other assets in the Statement of Financial Condition, of \$2,136 for terminated relationships.

The Company is named as the lessee for two leases which are subleased to the Bank. Additionally, the Company subleases office space and utilizes space in a property owned by the Bank for its business recovery centers.

The Company has various expense sharing arrangements with the Parent, Securities Holdings and other subsidiaries of the Parent. These expense sharing agreements outline the types of expenses that will be passed through to the Company, including but not limited to compensation expense, use of Parent assets, and administrative services performed by the Parent or subsidiaries of the Parent. On the Statement of Financial Condition, the total receivable includes \$1,525 from First Southwest Holdings LLC and its subsidiaries, \$940 from the Bank, \$115 from Southwest Insurance Agency and \$39 from the National Lloyds Corporation, a wholly owned subsidiary of the Parent. The total payable includes \$7,285 to Securities Holdings, \$1,445 to the Parent, \$1,377 to Southwest Insurance Agency, \$1,306 to First Southwest Holdings LLC and its subsidiaries, including \$457, which is reported in payable to brokers, dealers, and clearing organizations on the Statement of Financial Condition, and \$961 to HTIN, including a \$300 clearing deposit to HTIN, which is reported in payable to clients on the Statement of Financial Condition.

15. Commitments and Contingencies

Leases. The Company leases its offices and certain equipment under noncancelable operating lease agreements. The Company recognizes escalating lease payments on a straight line basis over the term of each respective lease with the difference between cash payment and rent expense recorded as deferred rent and included in other liabilities in the Statement of Financial Condition.

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At June 30, 2018, the future rental payments for the noncancelable operating leases for each of the following five years and thereafter follows:

2018	\$	5,532
2019		10,482
2020		9,714
2021		6,291
2022		4,835
Thereafter		13,033
	\$	<u>49,887</u>

Underwriting. Through its participation in underwriting corporate and municipal securities, the Company could expose itself to material risk that securities the Company has committed to purchase cannot be sold at the initial offering price. Federal and state securities laws and regulations also affect the activities of underwriters and impose substantial potential liabilities for violations in connection with sales of securities by underwriters to the public. At June 30, 2018, the Company had \$85 due under outstanding underwriting arrangements.

Litigation. In the general course of its brokerage business and the business of clearing for other brokerage firms, the Company has been named as a defendant in various lawsuits and arbitration proceedings. These claims allege violation of federal and state securities laws among other matters. Management believes that resolution of these claims will not result in any material adverse effect on the Company's financial position or results of operations.

Guarantees. 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 indemnifications 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 financial statements for these indemnifications.

The Company is a member of multiple exchanges and clearinghouses. Under the membership agreements, members are generally required to guarantee the performance of other members. Additionally, if a member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet shortfalls. To mitigate these performance risks, the exchanges and clearinghouses often require members to post collateral. The Company's maximum potential liability under these arrangements cannot be quantified. However, the potential for the Company to be required to make payments under these arrangements is unlikely. Accordingly, no contingent liability is recorded in the financial statements for these arrangements.

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16. Financial Instruments with Off-Balance-Sheet Risk

In the normal course of business, the Company engages in activities involving the execution, settlement and financing of various securities transactions. These activities may expose the Company to off-balance-sheet credit and market risks in the event the customer or counterparty is unable to fulfill its contractual obligation. Such risks may be increased by volatile trading markets.

As part of its normal brokerage activities, the Company sells securities not yet purchased (short sales) for its own account. The establishment of short positions exposes the Company to market risk if prices increase, as the Company may be obligated to acquire the securities at prevailing market prices.

The Company seeks to control the risks associated with its customers' activities, including those of customer accounts of its correspondents for which it provides clearing services, by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. The required margin levels are monitored daily and, pursuant to such guidelines, customers are required to deposit additional collateral or to reduce positions when necessary.

A portion of the Company's customer activity involves short sales and the writing of option contracts. Such transactions may require the Company to purchase or sell financial instruments at prevailing market prices in order to fulfill the customers' obligations.

At times, the Company lends money using reverse repurchase agreements. These positions are collateralized by U.S. government and government agency securities. Such transactions may expose the Company to off-balance-sheet risk in the event such borrowers do not repay the loans and the value of collateral held is less than that of the underlying receivable. These agreements provide the Company with the right to maintain the relationship between market value of the collateral and the receivable.

The Company arranges secured financing by pledging securities owned and unpaid customer securities for short-term borrowings to satisfy margin deposits of clearing organizations. The Company also actively participates in the borrowing and lending of securities. In the event the counterparty in these and other securities loaned transactions is unable to return such securities pledged or borrowed or to repay the deposit placed with them, the Company may be exposed to the risks of acquiring the securities at prevailing market prices or holding collateral possessing a market value less than that of the related pledged securities. The Company seeks to control the risks by monitoring the market value of securities pledged and requiring adjustments of collateral levels where necessary.

17. Preferred Stock

On October 17, 1997, the Company's Board of Directors ("Board") authorized 100,000 shares of preferred stock. Simultaneously, the Board designated 5,000 shares of the authorized preferred stock as Series A Preferred Stock. Up to 50 shares of the Series A Preferred Stock, which has a par value of \$20, can be issued to each of up to 100 qualified participants. Qualified participants are broker/dealers registered under the Exchange Act who clear their proprietary transactions through the Company and who represent that they are subject to net capital rules of the SEC and other self-regulatory organizations to

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which such broker/dealers report. The Series A Preferred Stock is nonvoting and nonconvertible to common stock, and it is entitled to noncumulative cash dividends when, as and if declared by the Board. The Series A Preferred Stock is redeemable at any time by the Company at a redemption price of \$1,000 per share.

18. Proprietary Accounts of Broker/Dealers (“PAB”) Reserve Requirements

The Company performs calculations of PAB reserve requirements. At June 30, 2018, the Company did not have a PAB reserve requirement and has no amount on deposit.