

TD AMERITRADE HOLDING CORP
Form 10-Q
August 07, 2018

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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2018

OR

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____

Commission file number: 1-35509

TD Ameritrade Holding Corporation
(Exact name of registrant as specified in its charter)

Delaware 82-0543156
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)
200 South 108th Avenue, Omaha, Nebraska, 68154
(Address of principal executive offices) (Zip Code)
(402) 331-7856
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of July 31, 2018, there were 567,650,517 outstanding shares of the registrant's common stock.

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PART I – FINANCIAL INFORMATION

Item 1. – Financial Statements

REVIEW REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

TD Ameritrade Holding Corporation

We have reviewed the condensed consolidated balance sheet of TD Ameritrade Holding Corporation and subsidiaries (the Company) as of June 30, 2018, the related condensed consolidated statements of income and comprehensive income for the three-month and nine-month periods ended June 30, 2018 and 2017, and the condensed consolidated statements of cash flows for the nine-month periods ended June 30, 2018 and 2017. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole.

Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of TD Ameritrade Holding Corporation and subsidiaries as of September 30, 2017, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for the year then ended (not presented herein) and we expressed an unqualified audit opinion on those consolidated financial statements in our report dated November 17, 2017. In our opinion, the accompanying condensed consolidated balance sheet of TD Ameritrade Holding Corporation and subsidiaries as of September 30, 2017, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ ERNST & YOUNG LLP

New York, New York

August 7, 2018

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TD AMERITRADE HOLDING CORPORATION
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

	June 30, 2018	September 30, 2017
	(In millions)	
ASSETS		
Cash and cash equivalents	\$ 1,343	\$ 1,472
Cash and investments segregated and on deposit for regulatory purposes	4,609	10,446
Receivable from brokers, dealers and clearing organizations	1,572	1,334
Receivable from clients, net	22,306	17,151
Receivable from affiliates	201	137
Other receivables, net	266	174
Securities owned, at fair value	195	503
Investments available-for-sale, at fair value (including \$98 million and \$99 million of securities pledged as collateral for repurchase agreements at June 30, 2018 and September 30, 2017, respectively)	487	746
Property and equipment at cost, net	778	752
Goodwill	4,198	4,213
Acquired intangible assets, net	1,363	1,470
Other assets	193	229
Total assets	\$37,511	\$ 38,627
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Payable to brokers, dealers and clearing organizations	\$3,516	\$ 2,504
Payable to clients	22,554	25,107
Accounts payable and other liabilities	741	815
Payable to affiliates	48	109
Other borrowings	97	97
Long-term debt	2,456	2,555
Deferred income taxes	163	193
Total liabilities	29,575	31,380
Stockholders' equity:		
Preferred stock, \$0.01 par value; 100 million shares authorized, none issued	—	—
Common stock, \$0.01 par value; one billion shares authorized; 670 million shares issued; June 30, 2018 – 568 million shares outstanding; September 30, 2017 – 567 million shares outstanding	7	7
Additional paid-in capital	3,395	3,369
Retained earnings	6,673	6,011
Treasury stock, common, at cost: June 30, 2018 – 102 million shares; September 30, 2017 – 103 million shares	(2,118)	(2,116)
Deferred compensation	1	1
Accumulated other comprehensive loss	(22)	(25)
Total stockholders' equity	7,936	7,247
Total liabilities and stockholders' equity	\$37,511	\$ 38,627
See notes to condensed consolidated financial statements.		

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TD AMERITRADE HOLDING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended June 30, 2018		Nine Months Ended June 30, 2017	
	2018	2017	2018	2017
	(In millions, except per share amounts)			
Revenues:				
Transaction-based revenues:				
Commissions and transaction fees	\$490	\$335	\$1,487	\$1,054
Asset-based revenues:				
Bank deposit account fees	387	286	1,149	800
Net interest revenue	332	175	916	480
Investment product fees	140	112	414	309
Total asset-based revenues	859	573	2,479	1,589
Other revenues	33	23	88	50
Net revenues	1,382	931	4,054	2,693
Operating expenses:				
Employee compensation and benefits	352	234	1,228	677
Clearing and execution costs	46	38	149	111
Communications	42	34	141	98
Occupancy and equipment costs	67	44	226	133
Depreciation and amortization	37	25	106	74
Amortization of acquired intangible assets	32	19	107	57
Professional services	70	67	230	178
Advertising	63	58	218	195
Other	42	18	286	65
Total operating expenses	751	537	2,691	1,588
Operating income	631	394	1,363	1,105
Other expense:				
Interest on borrowings	28	20	72	48
Loss on sale of investments	—	—	11	—
Other	—	1	2	1
Total other expense	28	21	85	49
Pre-tax income	603	373	1,278	1,056
Provision for income taxes	152	142	259	395
Net income	\$451	\$231	\$1,019	\$661
Earnings per share — basic	\$0.79	\$0.44	\$1.80	\$1.25
Earnings per share — diluted	\$0.79	\$0.44	\$1.79	\$1.25
Weighted average shares outstanding — basic	568	528	567	528
Weighted average shares outstanding — diluted	570	530	570	530
Dividends declared per share	\$0.21	\$0.18	\$0.63	\$0.54

See notes to condensed consolidated financial statements.

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TD AMERITRADE HOLDING CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (Unaudited)

	Three Months Ended June 30, 2018		Nine Months Ended June 30, 2017	
	2018	2017	2018	2017
	(In millions)			
Net income	\$451	\$231	\$1,019	\$661
Other comprehensive income (loss), before tax:				
Investments available-for-sale:				
Unrealized gain (loss)	(2)	1	(8)	(8)
Reclassification adjustment for realized loss included in net income	—	—	11	—
Net change in investments available-for-sale	(2)	1	3	(8)
Cash flow hedging instruments:				
Reclassification adjustment for portion of realized loss amortized to net income	1	1	3	3
Total other comprehensive income (loss), before tax	(1)	2	6	(5)
Income tax effect	—	(1)	(3)	2
Total other comprehensive income (loss), net of tax	(1)	1	3	(3)
Comprehensive income	\$450	\$232	\$1,022	\$658
See notes to condensed consolidated financial statements.				

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TD AMERITRADE HOLDING CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended June 30,	
	2018	2017
	(In millions)	
Cash flows from operating activities:		
Net income	\$1,019	\$661
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	106	74
Amortization of acquired intangible assets	107	57
Deferred income taxes	(38)	(11)
Loss on sale of investments	11	—
Stock-based compensation	39	26
Provision for doubtful accounts on client and other receivables	67	5
Other, net	10	9
Changes in operating assets and liabilities:		
Cash and investments segregated and on deposit for regulatory purposes	5,837	1,401
Receivable from brokers, dealers and clearing organizations	(238)	(49)
Receivable from clients, net	(5,224)	(1,568)
Receivable from/payable to affiliates, net	(98)	(36)
Other receivables, net	(91)	23
Securities owned, at fair value	308	(76)
Other assets	(28)	(19)
Payable to brokers, dealers and clearing organizations	1,012	326
Payable to clients	(2,553)	(127)
Accounts payable and other liabilities	(159)	(32)
Net cash provided by operating activities	87	664
Cash flows from investing activities:		
Purchase of property and equipment	(166)	(141)
Proceeds from sale of property and equipment	12	—
Cash paid in business acquisition	(4)	—
Purchase of investments available-for-sale, at fair value	(392)	—
Proceeds from sale of investments available-for-sale, at fair value	643	—
Purchase of short-term investments	(1)	(1)
Proceeds from sale and maturity of short-term investments	66	1
Net cash provided by (used in) investing activities	158	(141)
Cash flows from financing activities:		
Proceeds from issuance of long-term debt	—	798
Payment of debt issuance costs	(3)	(8)
Proceeds from senior revolving credit facilities	2,900	—
Principal payments on senior revolving credit facilities	(2,900)	—
Payment of cash dividends	(357)	(285)
Proceeds from exercise of stock options: Nine months ended June 30, 2017 – 1.3 million shares	—	23
Purchase of treasury stock for income tax withholding on stock-based compensation: Nine months ended June 30, 2018 – 0.3 million shares; 2017 – 0.7 million shares	(16)	(26)
Other	2	—

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Net cash provided by (used in) financing activities	(374)	502
Net increase (decrease) in cash and cash equivalents	(129)	1,025
Cash and cash equivalents at beginning of period	1,472		1,855
Cash and cash equivalents at end of period	\$1,343		\$2,880
Supplemental cash flow information:			
Interest paid	\$88		\$48
Income taxes paid	\$278		\$367

See notes to condensed consolidated financial statements.

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TD AMERITRADE HOLDING CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the Three Month and Nine Month Periods Ended June 30, 2018 and 2017
(Unaudited)

1. Basis of Presentation

The condensed consolidated financial statements include the accounts of TD Ameritrade Holding Corporation (the "Parent") and its wholly-owned subsidiaries (collectively, the "Company"). Intercompany balances and transactions have been eliminated.

These financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and, in the opinion of management, reflect all adjustments, which are all of a normal recurring nature, necessary to present fairly the financial position, results of operations and cash flows for the periods presented in conformity with U.S. generally accepted accounting principles ("GAAP"). These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's annual report filed on Form 10-K for the fiscal year ended September 30, 2017.

Recently Adopted Accounting Pronouncements

ASU 2018-05 — In March 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-05, Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118. ASU 2018-05 amends Accounting Standards Codification ("ASC") 740, Income Taxes, to provide guidance on accounting for the tax effects of the Tax Cuts and Jobs Act (the "Act") pursuant to Staff Accounting Bulletin No. 118, which allows entities to complete the accounting under ASC 740 within a one-year measurement period from the Act's enactment date. This ASU was effective upon issuance. For additional information regarding the Company's accounting for the tax effects of the Act under this guidance, see Note 7, Income Taxes.

ASU 2016-09 — In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting. The guidance in ASU 2016-09 simplified several aspects of the accounting for share-based payment transactions, including: (1) recognize all excess tax benefits and tax deficiencies as income tax expense or benefit in the statement of income; (2) treat tax effects of exercised or vested awards as discrete items in the period in which they occur; (3) recognize excess tax benefits regardless of whether the benefit reduces taxes payable in the current period; (4) classify excess tax benefits with other income tax cash flows as an operating activity; (5) an entity can make an accounting policy election to either estimate the number of awards that are expected to vest or account for forfeitures when they occur; (6) the threshold to qualify for equity classification will permit withholding up to the maximum statutory rates in the applicable jurisdictions; and (7) classify cash paid by an employer when directly withholding shares for tax withholding purposes as a financing activity in the statement of cash flows. The Company adopted the amended accounting guidance as of October 1, 2017, and as a result, the Company's provision for income taxes was reduced by \$1 million and \$5 million on its Condensed Consolidated Statement of Income for the three and nine months ended June 30, 2018, respectively, due to the inclusion of excess tax benefits applied on a prospective basis. The future effects of excess tax benefits and tax deficiencies recognized in the Company's earnings will depend on the volume of equity compensation during a particular period and on the market price of the Company's common stock at the date the equity awards either vest or are exercised. In addition, the Company elected to retrospectively adopt the amendment to present excess tax benefits on share-based compensation as an operating activity on the statement of cash flows. This resulted in an increase in cash flows from operating activities and a decrease in cash flows from financing activities of \$12 million on the Company's Condensed Consolidated Statement of Cash Flows for the nine months ended June 30, 2017. For the purpose of recognizing compensation cost associated with share-based awards, the Company has elected to continue to follow its current practice of estimating forfeitures. None of the other provisions in this amended guidance had a significant impact on the Company's condensed consolidated financial statements.

Recently Issued Accounting Pronouncements

ASU 2018-02 — In February 2018, the FASB issued ASU 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which allows a reclassification from accumulated other comprehensive

income (loss) to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act enacted on December 22, 2017, and requires certain disclosures about stranded tax effects. ASU 2018-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted, and should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Act is recognized. The adoption of this ASU will not have a material impact on the Company's condensed consolidated financial statements.

ASU 2016-13 — In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. The main objective of ASU 2016-13 is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by an entity at each reporting date. To achieve

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this objective, the amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to develop credit loss estimates. ASU 2016-13 will be effective for the Company's fiscal year beginning on October 1, 2020, using a modified retrospective approach. Early adoption is permitted. The Company is currently assessing the impact this ASU will have on its condensed consolidated financial statements.

ASU 2016-02 — In February 2016, the FASB issued ASU 2016-02, Leases. This ASU will supersede the guidance in ASC Topic 840, Leases. Under ASU 2016-02, for lease arrangements exceeding a 12-month term, a lessee will be required to recognize in the balance sheet a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. ASU 2016-02 will retain a distinction between finance and operating leases; however, the principal difference from the previous guidance is that lease assets and liabilities arising from operating leases will be recognized in the balance sheet. The recognition, measurement and presentation of expenses and cash flows arising from a lease by a lessee will not significantly change from current GAAP. The accounting applied by a lessor will be largely unchanged from that applied under current GAAP. ASU 2016-02 will be effective for the Company's fiscal year beginning October 1, 2019, with early adoption permitted, and will require an entity to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company is currently assessing the impact of this ASU, but does not expect the standard to have a material impact on its net income. Upon adoption of ASU 2016-02, the Company expects to recognize right-of-use assets and lease liabilities for its operating leases, with initial measurement as defined by the ASU, in its Condensed Consolidated Balance Sheets.

ASU 2014-09 — In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, to clarify the principles of recognizing revenue from contracts with customers and to improve financial reporting by creating common revenue recognition guidance for U.S. GAAP and International Financial Reporting Standards. This ASU will supersede the revenue recognition requirements in ASC Topic 605, Revenue Recognition, and most industry-specific guidance. Entities are required to apply the following steps when recognizing revenue under ASU 2014-09: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. This ASU also requires additional disclosures related to the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. An entity may apply the amendments by using one of the following two methods: (1) retrospective application to each prior reporting period presented or (2) a modified retrospective approach, requiring the standard be applied only to the most current period presented, with the cumulative effect of initially applying the standard recognized at the date of initial application. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted. Subsequent to issuing ASU 2014-09, the FASB has issued additional standards for the purpose of clarifying certain aspects of ASU 2014-09. The subsequently issued ASUs have the same effective date and transition requirements as ASU 2014-09.

The Company plans to adopt the revenue recognition standard as of October 1, 2018 using the modified retrospective method of adoption. The guidance does not apply to revenue associated with financial instruments, such as interest revenue, which is accounted for under other GAAP. Accordingly, the Company does not expect the adoption of this standard to impact net interest revenue. While the Company has not yet identified any material changes in the timing of revenue recognition, its review is ongoing. The Company continues to evaluate the potential impacts that these revenue recognition standards may have on its condensed consolidated financial statements, including the incremental costs of obtaining contracts, gross versus net reporting, and additional disclosure requirements.

2. Business Acquisition

On September 18, 2017, the Company completed its acquisition of Scottrade Financial Services, Inc. ("Scottrade"), pursuant to an Agreement and Plan of Merger dated October 24, 2016 (the "Acquisition") among the Company, Rodger O. Riney, as Voting Trustee of the Rodger O. Riney Family Voting Trust U/A/D 12/31/2012 (the "Riney Stockholder"), and Alto Acquisition Corp., a wholly-owned subsidiary of the Company. Founded in 1980, Scottrade

provided securities brokerage and investment services to retail investors, traders and independent registered investment advisors through its online platform as well as through nearly 500 branch locations. Immediately prior to the closing of the Acquisition, pursuant to the terms and conditions set forth in a separate Agreement and Plan of Merger, TD Bank, N.A., a wholly-owned subsidiary of The Toronto-Dominion Bank ("TD"), acquired Scottrade Bank, which was a wholly-owned subsidiary of Scottrade, from Scottrade (the "Bank Merger") for approximately \$1.37 billion in cash (the "Bank Merger Consideration"). Immediately prior to the closing of the Acquisition, the Company also issued 11,074,197 shares of the Company's common stock to TD at a price of \$36.12 per share, or approximately \$400 million, pursuant to a subscription agreement dated October 24, 2016 between the Company and TD. Immediately following the Bank Merger, the Acquisition was completed. The aggregate consideration paid by the Company for all of the outstanding capital stock of Scottrade consisted of 27,685,493 shares of the Company's common stock and \$3.07 billion in cash (the "Cash Consideration"). The Cash

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Consideration was funded with the Bank Merger Consideration paid by TD Bank, N.A. to Scottrade, the proceeds received from the Company's issuance of the 3.300% Senior Notes on April 27, 2017, cash on hand and cash proceeds from the sale of the Company's common stock to TD, as described above. At the closing of the Acquisition, 1,736,815 shares of the Company's common stock otherwise payable to the Riney Stockholder were deposited into a third-party custodian account (the "Escrow Account") pursuant to an escrow agreement to secure certain indemnification obligations of the Riney Stockholder.

In connection with the closing of the Acquisition, the Company entered into a registration rights agreement with TD, the Riney Stockholder and the other stockholders described therein (the "Ricketts Stockholders") providing for certain customary registration rights with respect to their shares of the Company's common stock. Additionally, the Company and the Riney Stockholder entered into a stockholders agreement (the "Riney Stockholders Agreement"), which contained various provisions relating to stock ownership, voting, election of directors and other matters. On December 14, 2017, all of the Company's common stock received as consideration by the Riney Stockholder in the Acquisition, including shares held in the Escrow Account, were sold in a public offering. Prior to the public offering, the Riney Stockholder replaced the shares previously held in the Escrow Account with cash. As a result of the Riney Stockholder no longer owning any shares of the Company's common stock, the registration rights agreement was terminated solely with respect to the Riney Stockholder and the Riney Stockholders Agreement was terminated. The Company accounted for the purchase of Scottrade using the acquisition method of accounting under GAAP and accordingly, the purchase price of the Acquisition was allocated to the assets acquired and liabilities assumed based on their estimated fair values as of the date of acquisition. The estimated fair values of the assets acquired and liabilities assumed are considered provisional and are based on currently available information. The determination of estimated fair values requires management to make significant estimates and assumptions. The Company believes that the information available provides a reasonable basis for estimating the fair values of assets acquired and liabilities assumed; however, these provisional estimates may be adjusted upon the availability of new information regarding facts and circumstances which existed at the date of Acquisition, and such adjustments are not expected to be material to the Company's condensed consolidated financial statements. These provisional amounts consist primarily of estimates related to property acquired and liabilities assumed. The Company expects to finalize the valuation of these assets and liabilities as soon as practicable, but not later than one year from the Acquisition date. Adjustments to the initial estimates of the fair value of the property acquired and liabilities assumed are recorded as adjustments to the respective assets and liabilities, with the residual amounts allocated to goodwill. During the nine months ended June 30, 2018, the Company recorded purchase accounting adjustments, primarily attributable to post-closing adjustments related to the Bank Merger Consideration, assets acquired and liabilities assumed, resulting in a net decrease in goodwill of \$15 million. Goodwill associated with the Acquisition was primarily attributable to the anticipated synergies from combining the operations of the Company and Scottrade. Approximately \$1.60 billion of the goodwill associated with the Acquisition is expected to be deductible for income tax purposes.

The purchase price for Scottrade was comprised of the following (dollars in millions):

TD Ameritrade Holding Corporation common stock issued to the Riney Stockholder and the Escrow Account ⁽¹⁾	\$1,261
Cash paid at closing ⁽²⁾	3,073
Total purchase price	\$4,334

(1) Represents the value of 27,685,493 shares of the Company's common stock at a price of \$45.55 per share. The per share value is based on the opening market price of the Company's common stock as of September 18, 2017, the Acquisition date. As discussed above, the shares held in the Escrow Account were sold and replaced with cash.

(2) Includes \$1.37 billion of Bank Merger Consideration paid by TD Bank, N.A. to Scottrade, which was used to fund a portion of the Acquisition.

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The provisional purchase price allocation for Scottrade as of June 30, 2018 is summarized as follows (dollars in millions):

Cash and cash equivalents ⁽¹⁾	\$1,785
Cash and investments segregated and on deposit for regulatory purposes	3,535
Receivable from brokers, dealers and clearing organizations	167
Receivable from clients, net	3,136
Receivable from affiliates	29
Other receivables	54
Securities owned	37
Property and equipment	136
Goodwill	1,731
Acquired intangible assets	974
Deferred tax assets	70
Other assets	35
Total assets acquired	11,689
Payable to brokers, dealers and clearing organizations	(354)
Payable to clients	(6,248)
Accounts payable and other liabilities	(237)
Payable to affiliates	(80)
Long-term debt ⁽²⁾	(436)
Total liabilities assumed	(7,355)
Total provisional purchase price allocated	\$4,334

(1) Includes \$1.37 billion of Bank Merger Consideration paid by TD Bank, N.A. to Scottrade, which was used to fund a portion of the Acquisition.

(2) On the date of Acquisition, amounts owed by Scottrade under its 6.125% senior notes, including a prepayment premium, and the amount owed under its 6.18% secured loan were repaid by the Company.

The results of operations for Scottrade are included in the Company's condensed consolidated financial statements from the date of Acquisition. The following unaudited pro forma financial information sets forth the results of operations of the Company as if the Acquisition had occurred on October 1, 2015, the beginning of the comparable fiscal year prior to the year of Acquisition. The unaudited pro forma results include certain adjustments for acquisition-related costs, depreciation, amortization of intangible assets, interest expense on acquisition financing, and related income tax effects, and do not reflect potential revenue enhancements, cost savings or operating synergies that the Company expects to realize after the Acquisition. The unaudited pro forma financial information is based on currently available information, is presented for informational purposes only, and is not indicative of future operations or results had the Acquisition been completed as of October 1, 2015 or any other date.

The following table summarizes the unaudited pro forma financial information for the three and nine months ended June 30, 2017 (dollars in millions):

	Three Months Ended June 30, 2017 (unaudited)	Nine Months Ended June 30, 2017 (unaudited)
Pro forma net revenues	\$ 1,178	\$ 3,395
Pro forma net income	\$ 265	\$ 717
Pro forma basic earnings per share	\$ 0.47	\$ 1.26

Pro forma diluted earnings per share \$0.47 \$1.26

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3. Cash and Cash Equivalents

The Company's cash and cash equivalents is summarized in the following table (dollars in millions):

	June 30, September 30,	
	2018	2017
Broker-dealer subsidiaries	\$ 840	\$ 997
Corporate	256	279
Trust company subsidiary	106	79
Futures commission merchant and forex dealer member subsidiary	98	98
Investment advisory subsidiaries	43	19
Total	\$ 1,343	\$ 1,472

Capital requirements may limit the amount of cash available for dividend from the broker-dealer, trust company and futures commission merchant ("FCM")/forex dealer member ("FDM") subsidiaries to the Parent.

4. Cash and Investments Segregated and on Deposit for Regulatory Purposes

Cash and investments segregated and on deposit for regulatory purposes consists of the following (dollars in millions):

	June 30, September 30,	
	2018	2017
Cash in demand deposit accounts	\$ 1,731	\$ 3,653
U.S. government agency mortgage-backed securities	1,383	1,486
U.S. government debt securities	775	4,019
Reverse repurchase agreements (collateralized by U.S. government debt securities)	500	1,004
Cash on deposit with futures commission merchants	195	209
U.S. government debt securities on deposit with futures commission merchant	25	75
Total	\$ 4,609	\$ 10,446

5. Goodwill

The Company has recorded goodwill for business acquisitions to the extent the purchase price of each completed acquisition exceeded the fair value of the net identifiable tangible and intangible assets of each acquired company. The following table summarizes changes in the carrying amount of goodwill for the nine months ended June 30, 2018 (dollars in millions):

Balance as of September 30, 2017	\$4,213
Purchase accounting adjustments ⁽¹⁾	(15)
Balance as of June 30, 2018	\$4,198

(1) The purchase accounting adjustments are primarily attributable to post-closing adjustments related to the Bank Merger Consideration, property acquired and liabilities assumed in the acquisition of Scottrade. The purchase price allocation for the Scottrade acquisition is provisional as of June 30, 2018. The provisional amounts consist primarily of estimates related to property acquired and liabilities assumed. The Company expects to finalize the valuation of assets and liabilities as soon as practicable, but not later than one year from the date of acquisition.

6. Exit Liabilities

As of September 18, 2017, the date of Acquisition, the Company began to incur costs in connection with actions taken to attain synergies from combining the operations of the Company and Scottrade. These costs, collectively referred to as "acquisition-related exit costs," include severance and other costs associated with consolidating facilities and administrative functions. The Company expects to incur total acquisition-related exit costs ranging from approximately \$535 million to \$615 million, consisting of severance pay and other employment benefits ranging from \$350 million to \$370 million and contract termination and other costs ranging from \$185 million to \$245 million. Substantially all remaining acquisition-related exit costs are expected to be incurred by the end of fiscal year 2018.

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The following tables summarize activity in the Company's exit liabilities for the three and nine month periods ended June 30, 2018, which are included in accounts payable and other liabilities on the Condensed Consolidated Balance Sheets (dollars in millions):

	Severance Pay and Other Employment Benefits	Contract Termination and Other Costs	Total
Balance, March 31, 2018	\$ 113	\$ 38	\$151
Costs incurred and charged to expense	31	(1) 17	(2) 48
Costs paid or otherwise settled	(106)	(24)	(130)
Balance, June 30, 2018	\$ 38	\$ 31	\$69

	Severance Pay and Other Employment Benefits	Contract Termination and Other Costs	Total
Balance, September 30, 2017	\$ 138	\$ —	\$138
Exit liabilities assumed - post closing adjustments	—	9	9
Costs incurred and charged to expense	209	(1) 178	(2) 387
Costs paid or otherwise settled	(309)	(156)	(465)
Balance, June 30, 2018	\$ 38	\$ 31	\$69

(1) Costs incurred for severance pay and other employment benefits are included in employee compensation and benefits on the Condensed Consolidated Statements of Income.

(2) Costs incurred for contract termination and other costs are primarily included in other operating expense and professional services on the Condensed Consolidated Statements of Income.

There were exit costs incurred which were not associated with the Scottrade acquisition; however, these costs were not material for the three and nine months ended June 30, 2018 and 2017.

The following table summarizes the cumulative amount of acquisition-related exit costs incurred by the Company related to the Scottrade acquisition as of June 30, 2018 (dollars in millions):

	Severance Pay and Other Employment Benefits	Contract Termination and Other Costs	Total
Exit liabilities assumed in business acquisition	\$ 100	\$ 9	\$109
Employee compensation and benefits	241	—	241
Communications	—	1	1
Occupancy and equipment costs	—	6	6
Professional services	—	30	30
Other operating expense	—	138	138
Other non-operating expense	—	2	2
Total	\$ 341	\$ 186	\$527

7. Income Taxes

The Tax Cuts and Jobs Act (the "Act") was enacted on December 22, 2017. The Act reduces the U.S. federal corporate income tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. As of

June 30, 2018, the Company has not completed its accounting for the tax effects of the Act. However, in certain cases, as described below, the Company has made reasonable estimates as to the impacts on its effective income tax rate, existing deferred income tax balances and unrecognized tax benefits. The estimates recorded are considered provisional and are based on currently available information. The Company believes that the information available provides a reasonable basis for estimating the impact of the Act on its financial statements. The Company may need to make adjustments to the provisional amounts if it obtains, prepares or analyzes additional information regarding facts and circumstances which existed as of the date of enactment; however, such adjustments are not expected to be material to the Company's condensed consolidated financial statements. Any adjustment to a provisional amount will be recorded

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in the provision for income taxes on the Company's Condensed Consolidated Statement of Income and treated as a discrete event in the period in which the adjustment is identified. The Company expects to finalize its accounting for the tax effects of the Act as soon as practicable, but not later than one year from the date of enactment.

The Company's effective income tax rate for the nine months ended June 30, 2018 and 2017 was 20.3% and 37.4%, respectively. The provision for income taxes for the nine months ended June 30, 2018 included an estimated net favorable adjustment of \$71 million related to the remeasurement of the Company's deferred income tax balances as it pertains to the Act, a \$5 million income tax benefit resulting from the change in accounting for income taxes related to equity-based compensation under ASU 2016-09, \$10 million of favorable resolutions of state income tax matters and a \$21 million favorable benefit resulting from selectively accelerating certain deductions, including acquisition-related exit costs, to leverage higher 2017 pre-enactment tax rates. The effective income tax rate was also impacted by a \$9 million unfavorable remeasurement of uncertain tax positions related to certain federal incentives. These items had a net favorable impact on the Company's earnings for the nine months ended June 30, 2018 of approximately \$0.17 per share. The provision for income taxes for the nine months ended June 30, 2017 included \$7 million of net favorable resolutions of state income tax matters and \$3 million of favorable tax benefits for certain federal incentives. These items had a net favorable impact on the Company's earnings for the nine months ended June 30, 2017 of approximately \$0.02 per share.

The Company remeasured deferred income tax asset and liability balances as of the date of the Act's enactment based on the income tax rates at which they are expected to reverse in the future, which is estimated to be 24% to 25%. In accordance with Staff Accounting Bulletin 118, the estimated net favorable adjustment of \$71 million related to the remeasurement of the Company's deferred income tax balances is considered provisional at June 30, 2018. The Company continues to analyze certain aspects of the Act and refine its calculations, which could potentially affect the measurement of these balances or give rise to new deferred income tax amounts. Deferred tax assets (liabilities) are comprised of the following for the periods indicated (dollars in millions):

	June 30, 2018	September 30, 2017
Deferred tax assets:		
Accrued and other liabilities	\$ 80	\$ 131
Stock-based compensation	18	28
Unrecognized loss on cash flow hedging instruments	8	15
Allowance for doubtful accounts	15	6
Intangible assets, state tax benefit	3	5
Operating loss carryforwards	—	1
Gross deferred tax assets	124	186
Less: Valuation allowance	—	(1)
Net deferred tax assets	124	185
Deferred tax liabilities:		
Acquired intangible assets	(232)	(331)
Property and equipment	(40)	(35)
Prepaid expenses	(13)	(11)
Other deferred tax liabilities	(2)	(1)
Total deferred tax liabilities	(287)	(378)
Net deferred tax liabilities	\$(163)	\$(193)

As of June 30, 2018, the Company has not accumulated and analyzed the necessary information to complete the accounting for the tax effects of the Act related to changes in taxation for international operations; thus no estimates have been recorded for the impact of such changes. Any adjustments related to international taxation will be recorded in the period in which a reasonable estimate can be determined; however, the Company does not expect these adjustments to have a material impact on the Company's condensed consolidated financial statements.

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8. Long-term Debt and Other Borrowings

Long-term debt and other borrowings consist of the following (dollars in millions):

	Face Value	Unamortized Discounts and Debt Issuance Costs	Fair Value Adjustment ⁽¹⁾	Net Carrying Value
June 30, 2018				
Other borrowings:				
Securities sold under agreements to repurchase	\$97	\$ —	\$ —	\$ 97
Long-term debt:				
Senior Notes:				
5.600% Notes due 2019	500	(1)	3	502
2.950% Notes due 2022	750	(4)	(24)	722
3.625% Notes due 2025	500	(3)	(13)	484
3.300% Notes due 2027	800	(9)	(43)	748
Subtotal - Long-term debt	2,550	(17)	(77)	2,456
Total long-term debt and other borrowings	\$2,647	\$ (17)	\$ (77)	\$ 2,553
September 30, 2017				
Other borrowings:				
Securities sold under agreements to repurchase	\$97	\$ —	\$ —	\$ 97
Long-term debt:				
Senior Notes:				
5.600% Notes due 2019	500	(1)	15	514
2.950% Notes due 2022	750	(5)	—	745
3.625% Notes due 2025	500	(3)	11	508
3.300% Notes due 2027	800	(9)	(3)	788
Subtotal - Long-term debt	2,550	(18)	23	2,555
Total long-term debt and other borrowings	\$2,647	\$ (18)	\$ 23	\$ 2,652

⁽¹⁾ Fair value adjustments relate to changes in the fair value of the debt while in a fair value hedging relationship. See ⁽¹⁾"Fair Value Hedging" below.

Lines of Credit – TD Ameritrade Clearing, Inc. ("TDAC"), a clearing broker-dealer subsidiary of the Company, utilizes secured uncommitted lines of credit for short-term liquidity. Under the secured uncommitted lines, TDAC borrows on a demand basis from three unaffiliated banks and pledges client margin securities as collateral. Advances under the secured uncommitted lines are dependent on having acceptable collateral as determined by each secured uncommitted credit agreement. At June 30, 2018, borrowings are limited to \$200 million under one of the secured uncommitted credit agreements and the terms of the other two secured uncommitted credit agreements do not specify borrowing limits. The availability of TDAC's secured uncommitted lines is subject to approval by the individual banks each time an advance is requested and may be denied. In addition, the Parent has a secured uncommitted line of credit agreement with one unaffiliated bank, which limits its borrowings up to \$100 million on a demand basis. There were no borrowings outstanding under the secured uncommitted lines of credit as of June 30, 2018.

Securities Sold Under Agreements to Repurchase (repurchase agreements) – The Company's repurchase agreements generally mature between 30 and 90 days following the transaction date and are accounted for as secured borrowings. Under repurchase agreements, the Company receives cash from the counterparty and provides U.S. government debt

securities as collateral. The remaining contractual maturity of the repurchase agreements with outstanding balances as of June 30, 2018 and September 30, 2017, was less than 30 days and 90 days, respectively. The weighted average interest rate on the balances outstanding as of June 30, 2018 and September 30, 2017 was 2.15% and 1.25%, respectively. See "General Contingencies" in Note 10 for a discussion of the potential risks associated with repurchase agreements and how the Company mitigates those risks.

Fair Value Hedging – The Company is exposed to changes in the fair value of its fixed-rate Senior Notes resulting from interest rate fluctuations. To hedge this exposure, the Company has entered into fixed-for-variable interest rate swaps on each of the Senior Notes. Each fixed-for-variable interest rate swap has a notional amount and a maturity date matching the aggregate principal amount and maturity date, respectively, for each of the respective Senior Notes.

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The interest rate swaps effectively change the fixed-rate interest on the Senior Notes to variable-rate interest. Under the terms of the interest rate swap agreements, the Company receives semi-annual fixed-rate interest payments based on the same rates applicable to the Senior Notes, and makes quarterly variable-rate interest payments based on three-month LIBOR plus (a) 2.3745% for the swap on the 2019 Notes, (b) 0.9486% for the swap on the 2022 Notes, (c) 1.1022% for the swap on the 2025 Notes and (d) 1.0340% for the swaps on the 2027 Notes. As of June 30, 2018, the weighted average interest rate on the aggregate principal balance of the Senior Notes was 3.59%.

The interest rate swaps are accounted for as fair value hedges and qualify for the shortcut method of accounting. Changes in the payment of interest resulting from the interest rate swaps are recorded in interest on borrowings on the Condensed Consolidated Statements of Income. Changes in fair value of the interest rate swaps are completely offset by changes in fair value of the related notes, resulting in no effect on net income. The following table summarizes gains and losses resulting from changes in the fair value of interest rate swaps designated as fair value hedges and the hedged fixed-rate debt for the periods indicated (dollars in millions):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2018	2017	2018	2017
Gain (loss) on fair value of interest rate swaps	\$(21)	\$ 4	\$(100)	\$(49)
Gain (loss) on fair value of hedged fixed-rate debt	21	(4)	100	49
Net gain (loss) recorded in interest on borrowings	\$—	\$—	\$—	\$—

Balance Sheet Impact of Hedging Instruments — The following table summarizes the fair value of outstanding derivatives designated as hedging instruments on the Condensed Consolidated Balance Sheets (dollars in millions):

	June 30, 2018		September 30, 2017	
Pay-variable interest rate swaps designated as fair value hedges:				
Other assets	\$ 3		\$ 26	
Accounts payable and other liabilities		\$ (80)		\$ (3)

The interest rate swaps are subject to counterparty credit risk. Credit risk is managed by limiting activity to approved counterparties that meet a minimum credit rating threshold, by entering into credit support agreements, or by utilizing approved central clearing counterparties registered with the Commodity Futures Trading Commission ("CFTC"). The interest rate swaps require daily collateral coverage, in the form of cash or U.S. Treasury securities, for the aggregate fair value of the interest rate swaps (including accrued interest). As of June 30, 2018 and September 30, 2017, the pay-variable interest rate swap counterparties had pledged \$4 million and \$40 million of collateral, respectively, to the Company in the form of cash. A liability for collateral pledged to the Company in the form of cash is recorded in accounts payable and other liabilities on the Condensed Consolidated Balance Sheets. As of June 30, 2018 and September 30, 2017, the Company had pledged \$78 million and \$1 million of collateral, respectively, to the pay-variable interest rate swap counterparties in the form of cash. An asset for collateral pledged to the swap counterparties in the form of cash is recorded in other receivables on the Condensed Consolidated Balance Sheets. TD Ameritrade Holding Corporation Senior Revolving Credit Facilities – On April 21, 2017, the Parent entered into a credit agreement consisting of a senior unsecured committed revolving credit facility in the aggregate principal amount of \$300 million (the "Parent Revolving Facility"). The maturity date of the Parent Revolving Facility is April 21, 2022.

The applicable interest rate under the Parent Revolving Facility is calculated as a per annum rate equal to, at the option of the Parent, (a) LIBOR plus an interest rate margin ("Parent Eurodollar loans") or (b) (i) the highest of (x) the prime rate, (y) the federal funds effective rate (or, if the federal funds effective rate is unavailable, the overnight bank funding rate) plus 0.50% or (z) the eurodollar rate assuming a one-month interest period plus 1.00%, plus (ii) an interest rate margin ("ABR loans"). The interest rate margin ranges from 0.875% to 1.50% for Parent Eurodollar loans and from 0% to 0.50% for ABR loans, determined by reference to the Company's public debt ratings. The Parent is

obligated to pay a commitment fee ranging from 0.08% to 0.20% on any unused amount of the Parent Revolving Facility, determined by reference to the Company's public debt ratings. There were no borrowings outstanding under the Parent Revolving Facility as of June 30, 2018. As of June 30, 2018, the interest rate margin would have been 1.125% for Parent Eurodollar loans and 0.125% for ABR loans, and the commitment fee was 0.125%, each determined by reference to the Company's public debt ratings.

The Parent Revolving Facility contains negative covenants that limit or restrict, subject to certain exceptions, the incurrence of liens, indebtedness of subsidiaries, mergers, consolidations, transactions with affiliates, change in nature of business and the sale of all or substantially all of the assets of the Company. The Parent is also required to maintain compliance with a maximum

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consolidated leverage ratio covenant and a minimum consolidated interest coverage ratio covenant, and the Company's broker-dealer and FCM/FDM subsidiaries are required to maintain compliance with a minimum regulatory net capital covenant.

In addition to the Parent Revolving Facility, the Parent entered into a credit agreement on February 16, 2018, consisting of a senior unsecured committed revolving credit facility in the aggregate principal amount of \$500 million, with substantially the same terms as the Parent Revolving Facility. The February 16, 2018 revolving credit facility matured on May 17, 2018.

TD Ameritrade Clearing, Inc. Senior Revolving Credit Facilities – TDAC currently maintains two senior unsecured committed revolving credit facilities with an aggregate principal amount of \$1.45 billion, consisting of a \$600 million (the "\$600 Million Revolving Facility") and an \$850 million (the "\$850 Million Revolving Facility") senior revolving facility (together, the "TDAC Revolving Facilities") entered into on April 21, 2017 and May 17, 2018, respectively. The maturity dates of the \$600 Million Revolving Facility and the \$850 Million Revolving Facility are April 21, 2022 and May 16, 2019, respectively.

The applicable interest rate under each of the TDAC Revolving Facilities is calculated as a per annum rate equal to, at the option of TDAC, (a) LIBOR plus an interest rate margin ("TDAC Eurodollar loans") or (b) the federal funds effective rate plus an interest rate margin ("Federal Funds Rate loans"). The interest rate margin ranges from 0.75% to 1.25% for both TDAC Eurodollar loans and Federal Funds Rate loans, determined by reference to the Company's public debt ratings. TDAC is obligated to pay commitment fees ranging from 0.07% to 0.175% and from 0.06% to 0.125% on any unused amounts of the \$600 Million Revolving Facility and \$850 Million Revolving Facility, respectively, each determined by reference to the Company's public debt ratings. There were no borrowings outstanding under the TDAC Revolving Facilities as of June 30, 2018. As of June 30, 2018, the interest rate margin under the TDAC Revolving Facilities would have been 1.00% for both TDAC Eurodollar loans and Federal Funds Rate loans, determined by reference to the Company's public debt ratings. As of June 30, 2018, the commitment fees under the \$600 Million Revolving Facility and the \$850 Million Revolving Facility were 0.10% and 0.08%, respectively, each determined by reference to the Company's public debt ratings.

The TDAC Revolving Facilities contain negative covenants that limit or restrict, subject to certain exceptions, the incurrence of liens, indebtedness of TDAC, mergers, consolidations, change in nature of business and the sale of all or substantially all of the assets of TDAC. TDAC is also required to maintain minimum tangible net worth and is required to maintain compliance with minimum regulatory net capital requirements, which may change from time to time.

9. Capital Requirements

The Company's broker-dealer subsidiaries are subject to the SEC Uniform Net Capital Rule (Rule 15c3-1 under the Securities Exchange Act of 1934, or the "Exchange Act"), administered by the SEC and the Financial Industry Regulatory Authority ("FINRA"), which requires the maintenance of minimum net capital, as defined. Net capital and the related net capital requirement may fluctuate on a daily basis. TDAC and Scottrade, Inc., the Company's clearing broker-dealer subsidiaries, and TD Ameritrade, Inc., an introducing broker-dealer subsidiary of the Company, compute net capital under the alternative method as permitted by Rule 15c3-1. TDAC is required to maintain minimum net capital of the greater of \$1.5 million, which is based on the type of business conducted by the broker-dealer, or 2% of aggregate debit balances arising from client transactions. TD Ameritrade, Inc. and Scottrade, Inc. are required to maintain minimum net capital of the greater of \$250,000 or 2% of aggregate debit balances. In addition, under the alternative method, a broker-dealer may not repay any subordinated borrowings, pay cash dividends or make any unsecured advances or loans to its parent company or employees if such payment would result in net capital of less than (a) 5% of aggregate debit balances or (b) 120% of its minimum dollar requirement. TD Ameritrade Futures & Forex LLC ("TDAFF"), the Company's FCM and FDM subsidiary registered with the CFTC, is subject to CFTC Regulations 1.17 and 5.7 under the Commodity Exchange Act, administered by the CFTC and the National Futures Association ("NFA"). As an FCM, TDAFF is required to maintain minimum adjusted net capital under CFTC Regulation 1.17 of the greater of (a) \$1.0 million or (b) its futures risk-based capital requirement, equal to 8% of the total risk margin requirement for all futures positions carried by the FCM in client and nonclient

accounts. As an FDM, TDAFF is also subject to the net capital requirements under CFTC Regulation 5.7, which requires TDAFF to maintain minimum adjusted net capital of the greater of (a) any amount required under CFTC Regulation 1.17 as described above or (b) \$20.0 million plus 5% of all foreign exchange liabilities owed to forex clients in excess of \$10.0 million. In addition, an FCM and FDM must provide notice to the CFTC if its adjusted net capital amounts to less than (a) 110% of its risk-based capital requirement under CFTC Regulation 1.17, (b) 150% of its \$1.0 million minimum dollar requirement, or (c) 110% of \$20.0 million plus 5% of all foreign exchange liabilities owed to forex clients in excess of \$10.0 million.

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Net capital and net capital requirements for the Company's broker-dealer subsidiaries are summarized in the following tables (dollars in millions):

TD Ameritrade Clearing, Inc.

Date	Net Capital	Required Net Capital (2% of Aggregate Debit Balances)	Net Capital in Excess of Required Net Capital	Ratio of Net Capital to Aggregate Debit Balances
June 30, 2018	\$2,527	\$ 513	\$ 2,014	9.85 %
September 30, 2017	\$1,595	\$ 340	\$ 1,255	9.39 %

TD Ameritrade, Inc.

Date	Net Capital	Required Net Capital (Minimum Dollar Requirement)	Net Capital in Excess of Required Net Capital
June 30, 2018	\$ 193	\$ 0.25	\$ 193
September 30, 2017	\$ 155	\$ 0.25	\$ 155

Scottrade, Inc.

Date	Net Capital	Required Net Capital (Minimum Dollar Requirement or 2% of Aggregate Debit Balances)	Net Capital in Excess of Required Net Capital	Ratio of Net Capital to Aggregate Debit Balances
June 30, 2018 ⁽¹⁾	\$ 46	\$ 0.25	\$ 45	N/A
September 30, 2017	\$ 348	\$ 70	\$ 278	9.99 %

(1) On February 26, 2018, Scottrade, Inc. transferred substantially all of its broker-dealer business, including its clearing operations, to other subsidiaries of the Company.

Adjusted net capital and adjusted net capital requirements for the Company's FCM and FDM subsidiary are summarized in the following table (dollars in millions):

TD Ameritrade Futures & Forex LLC

Date	Adjusted Net Capital	Required Adjusted Net Capital (\$20 Million Plus 5% of All Foreign Exchange Liabilities Owed to Forex Clients in Excess of	Adjusted Net Capital in Excess of Required Adjusted Net Capital
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		\$10	
		Million)	
June 30, 2018	\$ 124	\$ 23	\$ 101
September 30, 2017	\$ 77	\$ 22	\$ 55

The Company's non-depository trust company subsidiary, TD Ameritrade Trust Company ("TDATC"), is subject to capital requirements established by the State of Maine, which require TDATC to maintain minimum Tier 1 capital. TDATC's Tier 1 capital was \$38 million and \$32 million as of June 30, 2018 and September 30, 2017, respectively, which exceeded the required Tier 1 capital by \$18 million and \$13 million, respectively.

10. Commitments and Contingencies

Legal and Regulatory Matters

Order Routing Matters — Five putative class action complaints were filed between August and October 2014 regarding TD Ameritrade, Inc.'s routing of client orders and one putative class action was filed in December 2014 regarding Scottrade, Inc.'s routing of client orders. The cases against TD Ameritrade were filed in, or transferred to, the U.S. District Court for the District of Nebraska: Jay Zola et al. v. TD Ameritrade, Inc., et al., Case No. 8:14CV288; Tyler Verdick v. TD Ameritrade, Inc., Case No. 8:14CV289; Bruce Lerner v. TD Ameritrade, Inc., Case No. 8:14CV325; Michael Sarbacker v. TD Ameritrade Holding Corporation, et al., Case No. 8:14CV341; and Gerald Klein v. TD Ameritrade Holding Corporation, et al., Case No. 8:14CV396.

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The case against Scottrade, Inc. was transferred to the U.S. District Court for the Eastern District of Missouri: *Nicholas Lewis v. Scottrade, Inc.*, Case No. 4:15CV01255. The complaints in Zola, Klein and Sarbacker allege that the defendants failed to provide clients with best execution and routed orders to the market venue that paid the most for its order flow. The complaints in Verdieck, Lerner and Lewis allege that the defendant routed its clients' non-marketable limit orders to the venue paying the highest rates of maker rebates, and that clients did not receive best execution on these kinds of orders. The complaints variously include claims of breach of contract, breach of fiduciary duty, breach of the duty of best execution, fraud, negligent misrepresentation, violations of Section 10(b) and 20 of the Exchange Act and SEC Rule 10b-5, violation of Nebraska's Consumer Protection Act, violation of Nebraska's Uniform Deceptive Trade Practices Act, violation of the Missouri Merchandising Practices Act, aiding and abetting, unjust enrichment and declaratory judgment. The complaints seek various kinds of relief including damages, restitution, disgorgement, injunctive relief, equitable relief and other relief. The Company, including Scottrade, Inc., moved to dismiss the putative class action complaints. On March 23, 2016, the U.S. District Court in Nebraska entered an order dismissing all of the state law claims in the five actions against TD Ameritrade, denying the motion to dismiss the federal securities claims in the Klein case, and permitting the plaintiffs in the other four actions to amend their complaints to assert a federal securities claim. On August 29, 2016, the U.S. District Court in Missouri entered an order dismissing without prejudice all of the state law claims against Scottrade, Inc. None of the plaintiffs in the actions filed an amended complaint. The plaintiffs in the Zola, Sarbacker, Verdieck and Lewis cases filed appeals. The plaintiff in the Lerner case did not file an appeal and that case is considered closed. On January 9, 2018, the Court of Appeals, 8th Circuit, affirmed the District Court's dismissal of the Lewis case and on May 10, 2018, affirmed the District Court's dismissal of the Zola, Sarbacker and Verdieck cases. On July 12, 2018, the Magistrate Judge in the Klein case issued findings and a recommendation that plaintiffs' motion for class certification be denied. Plaintiff has filed objections to the Magistrate Judge's findings and recommendation. The Company intends to vigorously defend against these lawsuits and is unable to predict the outcome or the timing of the ultimate resolution of these lawsuits, or the potential losses, if any, that may result.

Certain regulatory authorities are conducting examinations and investigations regarding the routing of client orders. TD Ameritrade, Inc., TDAC and Scottrade, Inc. have received requests for documents and information from the regulatory authorities. TD Ameritrade, Inc., TDAC and Scottrade, Inc. are cooperating with the requests.

Lawsuit regarding Scottrade Acquisition — On April 6, 2017, an alleged stockholder of the Company filed a stockholder derivative complaint regarding the acquisition of Scottrade by the Company and the acquisition of Scottrade Bank by TD. The suit filed in the Delaware Chancery Court is captioned *Vero Beach Police Officers' Retirement Fund*, derivatively on behalf of nominal defendant *TD Ameritrade Holding Corp. v. Larry Bettino et al.*, C.A. No. 2017-0264-JRS. On December 18, 2017, the plaintiff filed an amended complaint. The suit names as defendants TD and the members of the Company's board of directors. It also names the Company as a nominal defendant. The complaint alleges that the Company's acquisition of Scottrade and TD's acquisition of Scottrade Bank were unfair from the perspective of the Company because TD Bank, N.A. acquired Scottrade Bank for an allegedly low price, which in turn caused the Company to pay an allegedly high price to acquire Scottrade. The complaint claims that the Company's directors and TD, as the Company's alleged controlling stockholder, breached their fiduciary duties to the Company and its stockholders, and that TD aided and abetted the Company directors' breach of fiduciary duty and was unjustly enriched. The complaint seeks a declaration that demand on the Company's board is excused as futile and seeks corporate governance reforms, damages, interest and fees. The parties have reached an agreement in principle for the settlement of this action, subject to entry into a stipulation of settlement to be submitted to the court for approval. There can be no assurance that the proposed settlement will be finalized and approved by the court. If the proposed settlement is not finalized or approved by the court, the Company will be unable to predict the outcome or the timing of the ultimate resolution of this lawsuit, or the potential losses, if any, that may result.

Aequitas Securities Litigation — An amended putative class action complaint was filed in the U.S. District Court for the District of Oregon in *Lawrence Ciuffitelli et al. v. Deloitte & Touche LLP, EisnerAmper LLP, Sidley Austin LLP, Tonkon Torp LLP, TD Ameritrade, Inc., and Integrity Bank & Trust*, Case No. 3:16CV580, on May 19, 2016. A second amended putative class action complaint was filed on September 8, 2017, in which Duff & Phelps was added

as a defendant. The putative class includes all persons who purchased securities of Aequitas Commercial Finance, LLC and its affiliates on or after June 9, 2010. Other groups of plaintiffs have filed five non-class action lawsuits in Oregon Circuit Court, Multnomah County, against these and other defendants: Walter Wurster, et al. v. Deloitte & Touche et al., Case No. 16CV25920 (filed Aug. 11, 2016), Kenneth Pommier, et al. v. Deloitte & Touche et al., Case No. 16CV36439 (filed Nov. 3, 2016), Charles Ramsdell, et al. v. Deloitte & Touche et al., Case No. 16CV40659 (filed Dec. 2, 2016), Charles Layton, et al. v. Deloitte & Touche et al., Case No. 17CV42915 (filed October 2, 2017) and John Cavanagh, et al. v. Deloitte & Touche et al., Case No. 18CV09052 (filed March 7, 2018). FINRA arbitrations have also been filed against TD Ameritrade, Inc. The claims in these actions include allegations that the sales of Aequitas securities were unlawful, the defendants participated and materially aided in such sales in violation of the Oregon securities laws, and material misstatements and omissions were made. While the factual allegations differ in various respects among the cases, plaintiffs' allegations include assertions that: TD Ameritrade customers purchased more than \$140 million of Aequitas securities; TD Ameritrade served as custodian for Aequitas securities; recommended and referred investors to financial advisors as part of its advisor referral program for the purpose of purchasing Aequitas securities; participated in marketing the securities; recommended the securities; provided assurances to investors about the safety of the securities; and developed a market for the securities. In the

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Ciuffitelli putative class action, plaintiffs allege that more than 1,500 investors were owed more than \$600 million on the Aequitas securities they purchased. On August 1, 2018, the Magistrate Judge in that case issued findings and a recommendation that defendants' motions to dismiss the pending complaint be denied with limited exceptions not applicable to the Company. Discovery has commenced. In the five non-class action lawsuits, approximately 200 named plaintiffs collectively allege a total of approximately \$125 million in losses plus other damages. In the Wurster and Pommier cases, the Court, on TD Ameritrade's motion, dismissed the claims by those plaintiffs who were TD Ameritrade customers, in favor of arbitration. Discovery is ongoing. A stay in the Ramsdell and Layton cases has been lifted. On February 23, 2018, the Court in the Wurster and Pommier cases denied TD Ameritrade's motion to dismiss the claims by the plaintiffs who were not TD Ameritrade customers. On July 17, 2018, plaintiffs in the Ciuffitelli case filed a motion for preliminary approval of an \$18.5 million settlement with the defendant Tonkon Torp law firm of the claims against it in all the pending cases. The Company intends to vigorously defend against this litigation. The Company is unable to predict the outcome or the timing of the ultimate resolution of this litigation, or the potential losses, if any, that may result.

Other Legal and Regulatory Matters — The Company is subject to a number of other lawsuits, arbitrations, claims and other legal proceedings in connection with its business. Some of these legal actions include claims for substantial or unspecified compensatory and/or punitive damages. In addition, in the normal course of business, the Company discusses matters with its regulators raised during regulatory examinations or otherwise subject to their inquiry. These matters could result in censures, fines, penalties or other sanctions. ASC 450, Loss Contingencies, governs the recognition and disclosure of loss contingencies, including potential losses from legal and regulatory matters. ASC 450 categorizes loss contingencies using three terms based on the likelihood of occurrence of events that result in a loss: "probable" means that "the future event or events are likely to occur;" "remote" means that "the chance of the future event or events occurring is slight;" and "reasonably possible" means that "the chance of the future event or events occurring is more than remote but less than likely." Under ASC 450, the Company accrues for losses that are considered both probable and reasonably estimable. The Company may incur losses in addition to the amounts accrued where the losses are greater than estimated by management, or for matters for which an unfavorable outcome is considered reasonably possible, but not probable.

The Company estimates that the aggregate range of reasonably possible losses in excess of amounts accrued is from \$0 to \$190 million as of June 30, 2018. This estimated aggregate range of reasonably possible losses is based upon currently available information for those legal and regulatory matters in which the Company is involved, taking into account the Company's best estimate of reasonably possible losses for those matters as to which an estimate can be made. For certain matters, the Company does not believe an estimate can currently be made, as some matters are in preliminary stages and some matters have no specific amounts claimed. The Company's estimate involves significant judgment, given the varying stages of the proceedings and the inherent uncertainty of predicting outcomes. The estimated range will change from time to time as the underlying matters, stages of proceedings and available information change. Actual losses may vary significantly from the current estimated range.

The Company believes, based on its current knowledge and after consultation with counsel, that the ultimate disposition of these legal and regulatory matters, individually or in the aggregate, is not likely to have a material adverse effect on the financial condition or cash flows of the Company. However, in light of the uncertainties involved in such matters, the Company is unable to predict the outcome or the timing of the ultimate resolution of these matters, or the potential losses, fines, penalties or equitable relief, if any, that may result, and it is possible that the ultimate resolution of one or more of these matters may be material to the Company's results of operations for a particular reporting period.

Income Taxes

The Company's federal and state income tax returns are subject to examination by taxing authorities. Because the application of tax laws and regulations to many types of transactions is subject to varying interpretations, amounts reported in the condensed consolidated financial statements could be significantly changed at a later date upon final determinations by taxing authorities.

General Contingencies

In the ordinary course of business, there are various contingencies that are not reflected in the condensed consolidated financial statements. These include the Company's broker-dealer and FCM/FDM subsidiaries' client activities involving the execution, settlement and financing of various client securities, options, futures and foreign exchange transactions. These activities may expose the Company to credit risk in the event the clients are unable to fulfill their contractual obligations.

The Company extends margin credit and leverage to its clients. In margin transactions, the Company extends credit to the client, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the client's account. In connection with these activities, the Company also routes client orders for execution and clears client transactions involving the sale of securities not yet purchased ("short sales"). Such margin-related transactions may expose the Company to credit risk in the event a client's assets are not sufficient to fully cover losses that the client may incur. Leverage involves securing a large potential future obligation with a lesser amount of collateral. The risks associated with margin credit and leverage increase during periods of rapid market movements, or in cases where leverage or collateral is concentrated and market movements occur. In the

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event the client fails to satisfy its obligations, the Company has the authority to liquidate certain positions in the client's account at prevailing market prices in order to fulfill the client's obligations. However, during periods of rapid market movements, clients who utilize margin credit or leverage and who have collateralized their obligations with securities may find that the securities have a rapidly depreciating value and may not be sufficient to cover their obligations in the event of liquidation. During February 2018, the public equity markets experienced a spike in volatility, including a sharp decline in the S&P 500 index. These market events had a significant impact on investments that are sensitive to volatility, including options on futures products. As a result of these market events, the Company recorded a net provision for doubtful accounts on client receivables of approximately \$58 million during the second quarter of fiscal 2018, mostly related to clients holding concentrated positions in these market sensitive investments. These losses are included in other operating expenses on the Condensed Consolidated Statements of Income. The Company seeks to mitigate the risks associated with its client margin and leverage activities by requiring clients to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors required margin levels throughout each trading day and, pursuant to such guidelines, requires clients to deposit additional collateral, or to reduce positions, when necessary.

The Company contracts with unaffiliated FCM, FDM and broker-dealer entities to clear and execute futures and foreign exchange transactions for its clients. This can result in concentrations of credit risk with one or more of these counterparties. This risk is partially mitigated by the counterparties' obligation to comply with rules and regulations governing FCMs, FDMs and broker-dealers in the United States. These rules generally require maintenance of net capital and segregation of client funds and securities. In addition, the Company manages this risk by requiring credit approvals for counterparties and by utilizing account funding and sweep arrangement agreements that generally specify that all client cash in excess of futures funding requirements be transferred back to the clients' securities brokerage accounts at the Company on a daily basis.

The Company loans securities temporarily to other broker-dealers in connection with its broker-dealer business. The Company receives cash as collateral for the securities loaned. Increases in securities prices may cause the market value of the securities loaned to exceed the amount of cash received as collateral. In the event the counterparty to these transactions does not return the loaned securities, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its client obligations. The Company mitigates this risk by requiring credit approvals for counterparties, by monitoring the market value of securities loaned on a daily basis and requiring additional cash as collateral when necessary, and by participating in a risk-sharing program offered through the Options Clearing Corporation ("OCC").

The Company borrows securities temporarily from other broker-dealers in connection with its broker-dealer business. The Company deposits cash as collateral for the securities borrowed. Decreases in securities prices may cause the market value of the securities borrowed to fall below the amount of cash deposited as collateral. In the event the counterparty to these transactions does not return the cash deposited, the Company may be exposed to the risk of selling the securities at prevailing market prices. The Company mitigates this risk by requiring credit approvals for counterparties, by monitoring the collateral values on a daily basis and requiring collateral to be returned by the counterparties when necessary, and by participating in a risk-sharing program offered through the OCC.

The Company transacts in reverse repurchase agreements (securities purchased under agreements to resell) in connection with its broker-dealer business. The Company's policy is to take possession or control of securities with a market value in excess of the principal amount loaned, plus accrued interest, in order to collateralize resale agreements. The Company monitors the market value of the underlying securities that collateralize the related receivable on resale agreements on a daily basis and may require additional collateral when deemed appropriate. The Company enters into off-balance sheet arrangements with TD and unaffiliated third-party depository financial institutions (together, the "Sweep Program Counterparties") to manage its sweep program. The sweep program is offered to eligible clients whereby the client's uninvested cash is swept into FDIC-insured (up to specified limits) money market deposit accounts at the Sweep Program Counterparties. The Company earns revenue on client cash at the Sweep Program Counterparties based on the return of floating-rate and fixed-rate notional investments. The Company designates amounts and maturity dates for the fixed-rate notional investments within the sweep program

portfolios, subject to certain limitations. In the event the Company instructs the Sweep Program Counterparties to withdraw a fixed-rate notional investment prior to its maturity, the Company may be required to reimburse the Sweep Program Counterparties for any losses as a result of the early withdrawal. In order to mitigate the risk of potential loss due to the early withdrawal of fixed-rate notional investments, the Company maintains a certain level of short-term floating-rate investments within the sweep program portfolios to meet client cash demands. See “Insured Deposit Account Agreement” in Note 15 for a description of the sweep arrangement between the Company and TD.

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The Company has accepted collateral in connection with client margin loans and securities borrowed. Under applicable agreements, the Company is generally permitted to repledge securities held as collateral and use them to enter into securities lending arrangements. The following table summarizes the fair values of client margin securities and stock borrowings that were available to the Company to utilize as collateral on various borrowings or for other purposes, and the amount of that collateral loaned or repledged by the Company (dollars in billions):

	June 30, September 30,	
	2018	2017
Client margin securities	\$ 31.0	\$ 23.8
Stock borrowings	0.9	1.2
Total collateral available	\$ 31.9	\$ 25.0
Collateral loaned	\$ 3.4	\$ 2.4
Collateral repledged	6.1	4.1
Total collateral loaned or repledged	\$ 9.5	\$ 6.5

The Company is subject to cash deposit and collateral requirements with clearinghouses based on its clients' trading activity. The following table summarizes cash deposited with and securities pledged to clearinghouses by the Company (dollars in millions):

Assets	Balance Sheet Classification	June 30, September 30,	
		2018	2017
Cash	Receivable from brokers, dealers and clearing organizations	\$ 664	\$ 151
U.S. government debt securities	Securities owned, at fair value	90	398
Total		\$ 754	\$ 549

The Company utilizes securities sold under agreements to repurchase (repurchase agreements) to finance its short-term liquidity and capital needs. Under these agreements, the Company receives cash from the counterparties and provides U.S. Treasury securities as collateral, allowing the counterparties the right to sell or repledge the collateral. These agreements expose the Company to credit losses in the event the counterparties cannot meet their obligations. The Company mitigates this risk by requiring credit approvals for counterparties, by monitoring the market value of pledged securities owned on a daily basis and requiring the counterparties to return cash or excess collateral pledged when necessary.

Guarantees

The Company is a member of and provides guarantees to securities clearinghouses and exchanges in connection with client trading activities. Under related agreements, the Company is generally required to guarantee the performance of other members. Under these agreements, if a member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet shortfalls. The Company's liability under these arrangements is not quantifiable and could exceed the cash and securities it has posted to the clearinghouse as collateral. However, the potential for the Company to be required to make payments under these agreements is considered remote.

Accordingly, no contingent liability is carried on the Condensed Consolidated Balance Sheets for these guarantees.

The Company clears its clients' futures transactions on an omnibus account basis through unaffiliated clearing firms.

The Company also contracts with an external provider to facilitate foreign exchange trading for its clients. The Company has agreed to indemnify these unaffiliated clearing firms and the external provider for any loss that they may incur for the client transactions introduced to them by the Company.

See "Insured Deposit Account Agreement" in Note 15 for a description of the guarantees included in that agreement.

11. Fair Value Disclosures**Fair Value Measurement — Definition and Hierarchy**

ASC 820-10, Fair Value Measurement, defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. ASC 820-10 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability, developed based on market data obtained

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from sources independent of the Company. Unobservable inputs reflect the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability, developed based on the best information available in the circumstances.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, as follows:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. This category includes active exchange-traded funds, money market mutual funds, mutual funds and equity securities.

Level 2 — Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Such inputs include quoted prices in markets that are not active, quoted prices for similar assets and liabilities in active and inactive markets, inputs other than quoted prices that are observable for the asset or liability and inputs that are derived principally from or corroborated by observable market data by correlation or other means. This category includes most debt securities, U.S. government agency mortgage-backed securities, which consist of Ginnie Mae Home Equity Conversion Mortgages, and other interest-sensitive financial instruments.

Level 3 — Unobservable inputs for the asset or liability, where there is little, if any, observable market activity or data for the asset or liability.

The following tables present the Company's fair value hierarchy for assets and liabilities measured at fair value on a recurring basis as of June 30, 2018 and September 30, 2017 (dollars in millions):

	As of June 30, 2018			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Cash equivalents:				
Money market mutual funds	\$ 1,002	\$—	\$ —	\$ 1,002
Investments segregated for regulatory purposes:				
U.S. government debt securities	—	800	—	800
U.S. government agency mortgage-backed securities	—	1,383	—	1,383
Subtotal - Investments segregated for regulatory purposes	—	2,183	—	2,183
Securities owned:				
U.S. government debt securities	—	189	—	189
Other	1	5	—	6
Subtotal - Securities owned	1	194	—	195
Investments available-for-sale:				
U.S. government debt securities	—	487	—	487
Other assets:				
Pay-variable interest rate swaps ⁽¹⁾	—	3	—	3
U.S. government debt securities	—	1	—	1
Auction rate securities	—	—	1	1
Subtotal - Other assets	—	4	1	5
Total assets at fair value	\$ 1,003	\$ 2,868	\$ 1	\$ 3,872
Liabilities:				
Accounts payable and other liabilities:				
Pay-variable interest rate swaps ⁽¹⁾	\$—	\$ 80	\$ —	\$ 80

(1) See "Fair Value Hedging" in Note 8 for details.

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	As of September 30, 2017			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Cash equivalents:				
Money market mutual funds	\$ 1,081	\$ —	\$ —	\$ 1,081
Investments segregated for regulatory purposes:				
U.S. government debt securities	—	4,094	—	4,094
U.S. government agency mortgage-backed securities	—	1,486	—	1,486
Subtotal - Investments segregated for regulatory purposes	—	5,580	—	5,580
Securities owned:				
U.S. government debt securities	—	498	—	498
Other	1	4	—	5
Subtotal - Securities owned	1	502	—	503
Investments available-for-sale:				
U.S. government debt securities	—	746	—	746
Other assets:				
Pay-variable interest rate swaps ⁽¹⁾	—	26	—	26
U.S. government debt securities	—	1	—	1
Auction rate securities	—	—	1	1
Subtotal - Other assets	—	27	1	28
Total assets at fair value	\$ 1,082	\$ 6,855	\$ 1	\$ 7,938
Liabilities:				
Accounts payable and other liabilities:				
Pay-variable interest rate swaps ⁽¹⁾	\$ —	\$ 3	\$ —	\$ 3

(1) See "Fair Value Hedging" in Note 8 for details.

There were no transfers between any levels of the fair value hierarchy during the periods covered by this report.

Valuation Techniques

In general, and where applicable, the Company uses quoted prices in active markets for identical assets or liabilities to determine fair value. This pricing methodology applies to the Company's Level 1 assets and liabilities. If quoted prices in active markets for identical assets and liabilities are not available to determine fair value, then the Company uses quoted prices for similar assets and liabilities or inputs other than the quoted prices that are observable, either directly or indirectly. This pricing methodology applies to the Company's Level 2 assets and liabilities.

Level 2 Measurements:

Debt securities — Fair values for debt securities are based on prices obtained from an independent pricing vendor. The primary inputs to the valuation include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads. The Company validates the vendor pricing by periodically comparing it to pricing from another independent pricing service. The Company has not adjusted prices obtained from the independent pricing vendor for any periods presented in the condensed consolidated financial statements because no significant pricing differences have been observed.

U.S. government agency mortgage-backed securities — Fair values for mortgage-backed securities are based on prices obtained from an independent pricing vendor. The primary inputs to the valuation include quoted prices for similar assets in active markets and in markets that are not active, a market derived prepayment curve, weighted average yields on the underlying collateral and

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spreads to benchmark indices. The Company validates the vendor pricing by periodically comparing it to pricing from two other independent sources. The Company has not adjusted prices obtained from the independent pricing vendor for any periods presented in the condensed consolidated financial statements because no significant pricing differences have been observed.

Interest rate swaps — These derivatives are valued by the Company using a valuation model provided by a third-party service that incorporates interest rate yield curves, which are observable for substantially the full term of the contract. The valuation model is widely accepted in the financial services industry and does not involve significant judgment because most of the inputs are observable in the marketplace. Credit risk is not an input to the valuation because in each case the Company or counterparty has possession of collateral, in the form of cash or U.S. Treasury securities, in amounts equal to or exceeding the fair value of the interest rate swaps. The Company validates the third-party service valuations by comparing them to valuation models provided by the swap counterparties.

Level 3 Measurements:

The Company has no material assets or liabilities classified as Level 3 of the fair value hierarchy.

Fair Value of Financial Instruments Not Recorded at Fair Value

Receivable from/payable to brokers, dealers and clearing organizations, receivable from/payable to clients, receivable from/payable to affiliates, other receivables, accounts payable and other liabilities and certain other borrowings are short-term in nature and accordingly are carried at amounts that approximate fair value. These financial instruments are recorded at or near their respective transaction prices and historically have been settled or converted to cash at approximately that value (categorized as Level 2 of the fair value hierarchy).

Cash and investments segregated and on deposit for regulatory purposes and other assets include reverse repurchase agreements (securities purchased under agreements to resell). Reverse repurchase agreements are treated as collateralized financing transactions and are carried at amounts at which the securities will subsequently be resold, plus accrued interest. The Company's reverse repurchase agreements generally have a maturity of seven days and are collateralized by securities in amounts exceeding the carrying value of the resale agreements. Accordingly, the carrying value of reverse repurchase agreements approximates fair value (categorized as Level 2 of the fair value hierarchy). Cash and investments segregated and on deposit for regulatory purposes also includes cash held in demand deposit accounts and on deposit with futures commission merchants, for which the carrying values approximate the fair value (categorized as Level 1 of the fair value hierarchy). See Note 4 for a summary of cash and investments segregated and on deposit for regulatory purposes. Other assets included reverse repurchase agreements of \$65 million as of September 30, 2017.

Securities sold under agreements to repurchase (repurchase agreements) included within other borrowings — Under repurchase agreements the Company receives cash from the counterparties and provides U.S. Treasury securities as collateral. The obligations to repurchase securities sold are reflected as a liability on the Condensed Consolidated Balance Sheets. Repurchase agreements are treated as collateralized financing transactions and are carried at amounts at which the securities will subsequently be repurchased, plus accrued interest. The Company's repurchase agreements are short-term in nature and accordingly the carrying value is a reasonable estimate of fair value (categorized as Level 2 of the fair value hierarchy).

Long-term debt — As of June 30, 2018, the Company's Senior Notes had an aggregate estimated fair value, based on quoted market prices (categorized as Level 1 of the fair value hierarchy), of approximately \$2.52 billion, compared to the aggregate carrying value of the Senior Notes on the Condensed Consolidated Balance Sheet of \$2.46 billion. As of September 30, 2017, the Company's Senior Notes had an aggregate estimated fair value, based on quoted market prices, of approximately \$2.63 billion, compared to the aggregate carrying value of the Senior Notes on the Condensed Consolidated Balance Sheet of \$2.56 billion.

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12. Offsetting Assets and Liabilities

Substantially all of the Company's securities sold under agreements to repurchase (repurchase agreements), reverse repurchase agreements, securities borrowing and securities lending activity and derivative financial instruments are transacted under master agreements that may allow for net settlement in the ordinary course of business, as well as offsetting of all contracts with a given counterparty in the event of default by one of the parties. However, for financial statement purposes, the Company does not net balances related to these financial instruments.

The following tables present information about the potential effect of rights of setoff associated with the Company's recognized assets and liabilities as of June 30, 2018 and September 30, 2017 (dollars in millions):

June 30, 2018

	Gross Amounts of Recognized Assets and Liabilities	Gross Amounts Offset in the Condensed Consolidated Balance Sheet	Net Amounts Presented in the Condensed Consolidated Balance Sheet	Gross Amounts Not Offset in the Condensed Consolidated Balance Sheet	Collateral Received or Pledged (Including Cash) ⁽⁶⁾	Net Amount ⁽⁷⁾
Assets:						
Investments segregated for regulatory purposes:						
Reverse repurchase agreements	\$500	\$	—\$ 500	\$—	\$(500)) \$ —
Receivable from brokers, dealers and clearing organizations:						
Deposits paid for securities borrowed ⁽¹⁾	877	—	877	(46)	(809)) 22
Other assets:						
Pay-variable interest rate swaps	3	—	3	—	(3)) —
Total	\$1,380	\$	—\$ 1,380	\$(46)	\$(1,312)) \$ 22
Liabilities:						
Payable to brokers, dealers and clearing organizations:						
Deposits received for securities loaned ⁽²⁾⁽³⁾	\$3,424	\$	—\$ 3,424	\$(59)	\$(3,025)) \$ 340
Securities sold under agreements to repurchase ⁽⁴⁾	97	—	97	2	(99)) —
Accounts payable and other liabilities:						
Pay-variable interest rate swaps	80	—	80	11	(78)) 13
Total	\$3,601	\$	—\$ 3,601	\$(46)	\$(3,202)) \$ 353

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September 30, 2017

	Gross Amounts of Recognized Assets and Liabilities		Net Amounts Presented in the Condensed Consolidated Balance Sheet	Gross Amounts Not Offset in the Condensed Consolidated Balance Sheet	Collateral Received or Pledged (Including Cash) ⁽⁶⁾	Net Amount ⁽⁷⁾
Assets:						
Investments segregated for regulatory purposes:						
Reverse repurchase agreements	\$1,004	\$ —	\$ 1,004	\$ —	\$(1,004)	\$ —
Receivable from brokers, dealers and clearing organizations:						
Deposits paid for securities borrowed ⁽¹⁾	1,154	—	1,154	(1,023)	21	
Other assets:						
Pay-variable interest rate swaps	26	—	26	(26)	—	
Reverse repurchase agreements	65	—	65	(65)	—	
Total other assets	91	—	91			