

PIPER JAFFRAY COMPANIES

Form 10-Q

August 01, 2008

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Quarterly Period Ended June 30, 2008**

**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 No. 001-31720  
PIPER JAFFRAY COMPANIES  
(Exact name of registrant as specified in its charter)**

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**30-0168701**  
(IRS Employer Identification No.)

**800 Nicollet Mall, Suite 800  
Minneapolis, Minnesota**  
(Address of principal executive offices)

**55402**  
(Zip Code)

**(612) 303-6000**

(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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Large accelerated filer:  Accelerated filer:  Non-accelerated filer:  Smaller reporting company:

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes  No

As of July 25, 2008, the registrant had 19,172,678 shares of Common Stock outstanding.

**Piper Jaffray Companies**  
**Index to Quarterly Report on Form 10-Q**

**PART I. FINANCIAL INFORMATION**

Item 1. Financial Statements

Consolidated Statements of Financial Condition as of June 30, 2008 and December 31, 2007

Consolidated Statements of Operations for the three months and six months ended June 30, 2008 and June 30, 2007

Consolidated Statements of Cash Flows for the six months ended June 30, 2008 and June 30, 2007

Notes to Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Item 4. Controls and Procedures

**PART II. OTHER INFORMATION**

Item 1. Legal Proceedings

Item 1A. Risk Factors

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Item 4. Submissions of Matters to a Vote of Security Holders

Item 6. Exhibits

Signatures

Exhibit Index

Amended and Restated 2003 Annual & Long-Term Incentive Plan

Form of Restricted Stock Agreement

Form of Restricted Stock Agreement

Employment Agreement

Certification of CEO

Certification of CFO

Section 1350 Certifications

---

**Table of Contents****PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS****Piper Jaffray Companies  
Consolidated Statements of Financial Condition**

| <i>(Amounts in thousands, except share data)</i>   | <b>June 30,<br/>2008</b><br>(Unaudited) | December 31,<br>2007 |
|--|---|----------------------|
| <b>Assets</b>  |   |                      |
| Cash and cash equivalents  | \$ 33,231                               | \$ 150,348           |
| Cash and cash equivalents segregated for regulatory purposes   | 7,000                                   |                      |
| Receivables:   |   |                      |
| Customers  | 98,291                                  | 124,329              |
| Brokers, dealers and clearing organizations  | 66,128                                  | 87,668               |
| Deposits with clearing organizations   | 34,500                                  | 30,649               |
| Securities purchased under agreements to resell  | 83,074                                  | 52,931               |
| Financial instruments and other inventory positions owned  | 570,671                                 | 550,335              |
| Financial instruments and other inventory positions owned and pledged as collateral                    | 243,023                                 | 242,214              |
| Total financial instruments and other inventory positions owned  | 813,694                                 | 792,549              |
| Fixed assets (net of accumulated depreciation and amortization of \$59,877 and \$55,508, respectively) | 22,870                                  | 27,208               |
| Goodwill   | 284,804                                 | 284,804              |
| Intangible assets (net of accumulated amortization of \$6,920 and \$5,609, respectively)               | 15,833                                  | 17,144               |
| Other receivables  | 50,746                                  | 47,719               |
| Other assets   | 113,902                                 | 107,807              |
| Total assets   | \$ 1,624,073                            | \$ 1,723,156         |
| <b>Liabilities and Shareholders Equity</b>   |   |                      |
| Short-term bank financing  | \$ 161,500                              | \$                   |
| Payables:  |   |                      |
| Customers  | 68,678                                  | 91,272               |
| Checks and drafts  | 5,243                                   | 7,444                |
| Brokers, dealers and clearing organizations  | 100,960                                 | 23,675               |
| Securities sold under agreements to repurchase   | 68,703                                  | 247,202              |
| Financial instruments and other inventory positions sold, but not yet purchased                        | 182,854                                 | 224,710              |
| Accrued compensation   | 49,643                                  | 132,908              |
| Other liabilities and accrued expenses   | 62,607                                  | 83,356               |
| Total liabilities  | 700,188                                 | 810,567              |

Edgar Filing: PIPER JAFFRAY COMPANIES - Form 10-Q

Shareholders' equity:

Common stock, \$0.01 par value:

Shares authorized: 100,000,000 at June 30, 2008 and December 31, 2007;

Shares issued: 19,494,488 at June 30, 2008 and December 31, 2007;

Shares outstanding: 16,093,907 at June 30, 2008 and 15,662,835 at

December 31, 2007

Additional paid-in capital

Retained earnings

Less common stock held in treasury, at cost: 3,400,581 shares at June 30, 2008

and 3,831,653 shares at December 31, 2007

Other comprehensive income

Total shareholders' equity

Total liabilities and shareholders' equity

|                     |              |
|---------------------|--------------|
| <b>195</b>          | 195          |
| <b>732,459</b>      | 737,735      |
| <b>360,829</b>      | 367,900      |
| <b>(170,695)</b>    | (194,461)    |
| <b>1,097</b>        | 1,220        |
| <b>923,885</b>      | 912,589      |
| <b>\$ 1,624,073</b> | \$ 1,723,156 |

*See Notes to Consolidated Financial Statements*

---

**Table of Contents**

**Piper Jaffray Companies**  
**Consolidated Statements of Operations**  
**(Unaudited)**

|   | <b>Three Months Ended</b> |                | <b>Six Months Ended</b> |                |
|---|---------------------------|----------------|-------------------------|----------------|
|   | <b>June 30,</b>           |                | <b>June 30,</b>         |                |
| <i>(Amounts in thousands, except per share data)</i>                                | <b>2008</b>               | <b>2007</b>    | <b>2008</b>             | <b>2007</b>    |
| <b>Revenues:</b>  |                           |                |                         |                |
| Investment banking  | \$ 32,184                 | \$ 74,872      | \$ 87,449               | \$ 158,605     |
| Institutional brokerage   | 51,196                    | 38,597         | 81,008                  | 80,291         |
| Interest  | 13,114                    | 13,816         | 28,273                  | 31,226         |
| Asset management  | 4,697                     | 72             | 8,670                   | 199            |
| Other income/(loss)   | (460)                     | (364)          | (2,060)                 | 324            |
| <b>Total revenues</b>   | <b>100,731</b>            | <b>126,993</b> | <b>203,340</b>          | <b>270,645</b> |
| Interest expense  | 5,826                     | 4,417          | 12,704                  | 11,119         |
| <b>Net revenues</b>   | <b>94,905</b>             | <b>122,576</b> | <b>190,636</b>          | <b>259,526</b> |
| <b>Non-interest expenses:</b>   |                           |                |                         |                |
| Compensation and benefits   | 65,885                    | 71,707         | 131,136                 | 151,823        |
| Occupancy and equipment   | 8,133                     | 8,849          | 16,243                  | 16,571         |
| Communications  | 5,869                     | 5,997          | 12,608                  | 12,256         |
| Floor brokerage and clearance   | 3,899                     | 4,176          | 6,553                   | 7,691          |
| Marketing and business development  | 7,381                     | 6,380          | 13,477                  | 12,061         |
| Outside services  | 11,431                    | 9,122          | 20,248                  | 16,439         |
| Other operating expenses  | 6,603                     | 1,194          | 9,077                   | 4,950          |
| <b>Total non-interest expenses</b>  | <b>109,201</b>            | <b>107,425</b> | <b>209,342</b>          | <b>221,791</b> |
| <b>Income/(loss) from continuing operations before income tax expense/(benefit)</b> | <b>(14,296)</b>           | <b>15,151</b>  | <b>(18,706)</b>         | <b>37,735</b>  |
| Income tax expense/(benefit)  | (9,223)                   | 4,774          | (10,196)                | 12,636         |
| <b>Net income/(loss) from continuing operations</b>                                 | <b>(5,073)</b>            | <b>10,377</b>  | <b>(8,510)</b>          | <b>25,099</b>  |
| <b>Discontinued operations:</b>   |                           |                |                         |                |
| Income/(loss) from discontinued operations, net of tax                              | 1,439                     | (1,051)        | 1,439                   | (2,355)        |

Edgar Filing: PIPER JAFFRAY COMPANIES - Form 10-Q

|   |                   |          |                   |           |
|---|-------------------|----------|-------------------|-----------|
| <b>Net income/(loss)</b>                                    | <b>\$ (3,634)</b> | \$ 9,326 | <b>\$ (7,071)</b> | \$ 22,744 |
| <b>Earnings per basic common share</b>                      |                   |          |                   |           |
| Income/(loss) from continuing operations                    | <b>\$ (0.32)</b>  | \$ 0.61  | <b>\$ (0.53)</b>  | \$ 1.47   |
| Income/(loss) from discontinued operations                  | <b>0.09</b>       | (0.06)   | <b>0.09</b>       | (0.14)    |
| Earnings per basic common share                             | <b>\$ (0.23)</b>  | \$ 0.55  | <b>\$ (0.44)</b>  | \$ 1.33   |
| <b>Earnings per diluted common share</b>                    |                   |          |                   |           |
| Income from continuing operations                           | <b>N/A</b>        | \$ 0.58  | <b>N/A</b>        | \$ 1.40   |
| Loss from discontinued operations                           | <b>N/A</b>        | (0.06)   | <b>N/A</b>        | (0.13)    |
| Earnings per diluted common share                           | <b>N/A</b>        | \$ 0.52  | <b>N/A</b>        | \$ 1.27   |
| <b>Weighted average number of common shares outstanding</b> |                   |          |                   |           |
| Basic   | <b>16,072</b>     | 17,073   | <b>15,951</b>     | 17,072    |
| Diluted   | <b>16,709</b>     | 17,919   | <b>16,671</b>     | 17,969    |

*N/A Not applicable*

*See Notes to Consolidated Financial Statements*

**Table of Contents**

**Piper Jaffray Companies**  
**Consolidated Statements of Cash Flows**  
**(Unaudited)**

| <i>(Dollars in thousands)</i>  | <b>Six Months Ended June 30,</b> |             |
|--|----------------------------------|-------------|
|  | <b>2008</b>                      | <b>2007</b> |
| <b>Operating Activities:</b>   |                                  |             |
| Net income/(loss)  | \$ (7,071)                       | \$ 22,744   |
| Adjustments to reconcile net income/(loss) to net cash provided by/(used in) operating activities: |                                  |             |
| Depreciation and amortization of fixed assets  | 4,755                            | 4,413       |
| Deferred income taxes  | 2,331                            | 8,123       |
| Gain on disposal of fixed assets   |                                  | 314         |
| Stock-based compensation   | 22,165                           | 12,503      |
| Amortization of intangible assets  | 1,311                            | 800         |
| Decrease/(increase) in operating assets:   |                                  |             |
| Cash and cash equivalents segregated for regulatory purposes                                       | (7,000)                          |             |
| Receivables:   |                                  |             |
| Customers  | 25,991                           | (7,217)     |
| Brokers, dealers and clearing organizations  | 23,132                           | 178,566     |
| Deposits with clearing organizations   | (3,851)                          | 3,802       |
| Securities purchased under agreements to resell  | (30,143)                         | 11,778      |
| Net financial instruments and other inventory positions owned                                      | (63,005)                         | 69,093      |
| Other receivables  | (3,113)                          | (1,424)     |
| Other assets   | (8,431)                          | (4,551)     |
| Increase/(decrease) in operating liabilities:  |                                  |             |
| Payables:  |                                  |             |
| Customers  | (22,588)                         | (11,364)    |
| Checks and drafts  | (2,201)                          | (4,306)     |
| Brokers, dealers and clearing organizations  | 75,430                           | (169,257)   |
| Securities sold under agreements to repurchase   | 3,015                            | 1,465       |
| Accrued compensation   | (78,964)                         | (77,923)    |
| Other liabilities and accrued expenses   | (21,000)                         | (31,690)    |
| Net cash provided by/(used in) operating activities  | (89,237)                         | 5,869       |
| <b>Investing Activities:</b>   |                                  |             |
| Purchases of fixed assets, net   | (509)                            | (5,500)     |
| Net cash used in investing activities  | (509)                            | (5,500)     |
| <b>Financing Activities:</b>   |                                  |             |
| Increase in securities loaned  |                                  | 408         |
| Decrease in securities sold under agreements to repurchase   | (181,514)                        | (38,159)    |



Edgar Filing: PIPER JAFFRAY COMPANIES - Form 10-Q

|  |                   |           |
|--|-------------------|-----------|
| Increase in short-term bank financing  | <b>161,500</b>    | 33,000    |
| Repurchase of common stock   | <b>(8,192)</b>    | (17,442)  |
| Excess tax benefits from stock-based compensation  | <b>792</b>        | 2,068     |
| Proceeds from stock option transactions  | <b>20</b>         | 2,266     |
| <br>   |                   |           |
| Net cash used in financing activities  | <b>(27,394)</b>   | (17,859)  |
| <br>   |                   |           |
| Currency adjustment:   |                   |           |
| Effect of exchange rate changes on cash  | <b>23</b>         | 211       |
| <br>   |                   |           |
| Net decrease in cash and cash equivalents  | <b>(117,117)</b>  | (17,279)  |
| <br>   |                   |           |
| Cash and cash equivalents at beginning of period   | <b>150,348</b>    | 39,903    |
| <br>   |                   |           |
| Cash and cash equivalents at end of period   | <b>\$ 33,231</b>  | \$ 22,624 |
| <br>   |                   |           |
| Supplemental disclosure of cash flow information -   |                   |           |
| Cash paid/(received) during the period for:  |                   |           |
| Interest   | <b>\$ 13,095</b>  | \$ 10,822 |
| Income taxes   | <b>\$ (5,028)</b> | \$ 1,815  |
| <br>   |                   |           |
| Non-cash financing activities -  |                   |           |
| Issuance of common stock for retirement plan obligations:                                    |                   |           |
| 90,140 shares and 8,619 shares for the six months ended June 30, 2008 and 2007, respectively | <b>\$ 3,704</b>   | \$ 598    |

*See Notes to Consolidated Financial Statements*

**Table of Contents**

**Piper Jaffray Companies**  
**Notes to the Consolidated Financial Statements**  
**(Unaudited)**

**Note 1 Background**

Piper Jaffray Companies is the parent company of Piper Jaffray & Co. ( Piper Jaffray ), a securities broker dealer and investment banking firm; Piper Jaffray Ltd., a firm providing securities brokerage and investment banking services in Europe headquartered in London, England; Piper Jaffray Asia Holdings Limited, an entity providing investment banking services in China headquartered in Hong Kong; Fiduciary Asset Management, LLC ( FAMCO ), an entity providing asset management services to clients through separately managed accounts and closed end funds offering an array of investment products; Piper Jaffray Financial Products Inc., an entity that facilitates customer derivative transactions; Piper Jaffray Financial Products II Inc., an entity dealing primarily in variable rate municipal products; and other immaterial subsidiaries. Piper Jaffray Companies and its subsidiaries (collectively, the Company ) operate as one reporting segment providing investment banking services, institutional sales, trading and research services, and asset management services. As discussed more fully in Note 4, the Company completed the sale of its Private Client Services branch network and certain related assets to UBS Financial Services, Inc., a subsidiary of UBS AG ( UBS ), on August 11, 2006, thereby exiting the Private Client Services ( PCS ) business.

**Basis of Presentation**

The consolidated financial statements include the accounts of Piper Jaffray Companies, its wholly owned subsidiaries and other entities in which the Company has a controlling financial interest. All material intercompany balances have been eliminated. Certain financial information for prior periods has been reclassified to conform to the current period presentation.

The consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ( SEC ) with respect to Form 10-Q and reflect all adjustments that in the opinion of management are normal and recurring and that are necessary for a fair statement of the results for the interim periods presented. In accordance with these rules and regulations, certain disclosures that are normally included in annual financial statements have been omitted. The consolidated financial statements included in this Form 10-Q should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2007.

The consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles. These principles require management to make certain estimates and assumptions that may affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The nature of the Company s business is such that the results of any interim period may not be indicative of the results to be expected for a full year.

**Note 2 Summary of Significant Accounting Policies**

Refer to the Company s Annual Report on Form 10-K for the year ended December 31, 2007, for a full description of the Company s significant accounting policies. Changes to the Company s significant accounting policies are described below.

**Financial Instruments and Other Inventory Positions**

Financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, are carried at fair value on the consolidated statements of financial condition, with unrealized gains and losses reflected in the consolidated statements of operations. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. the exit price). Securities (both long and short) are recognized on a trade-date basis.

*Fair Value Hierarchy*

Effective January 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS 157 ). Prior to January 1, 2008, the Company followed the American Institute of Certified Public Accountants ( AICPA ) Audit and Accounting Guide, *Brokers and Dealers in Securities*, when determining fair

value for financial instruments. SFAS 157 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. SFAS 157 maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are inputs that market participants

---

## **Table of Contents**

would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect our assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the transparency of inputs as follows:

**Level I** Quoted prices (unadjusted) are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market. The type of financial instruments included in Level I are highly liquid instruments with quoted prices such as certain U.S. treasury bonds and U.S. government agency securities, equities listed in active markets and certain firm investments.

**Level II** Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these financial instruments include instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed. Instruments which are generally included in this category are certain U.S. treasury bonds and U.S. government agency securities, corporate bonds, certain municipal bonds, certain asset-backed securities and derivatives.

**Level III** Instruments that have little to no pricing observability as of the report date. These financial instruments do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation. Instruments included in this category generally include auction rate municipal securities, certain firm investments, certain asset-backed securities, residual interests in securitizations and certain convertible securities.

### *Valuation of Financial Instruments*

When available, the Company values financial instruments at observable market prices, observable market parameters, or broker or dealer prices (bid and ask prices). In the case of financial instruments transacted on recognized exchanges, the observable market prices represent quotations for completed transactions from the exchange on which the financial instrument is principally traded.

A substantial percentage of the fair value of the Company's financial instruments and other inventory positions owned, financial instruments and other inventory positions owned and pledged as collateral, and financial instruments and other inventory positions sold, but not yet purchased, are based on observable market prices, observable market parameters, or derived from broker or dealer prices. The availability of observable market prices and pricing parameters can vary from product to product. Where available, observable market prices and pricing or market parameters in a product may be used to derive a price without requiring significant judgment. In certain markets, observable market prices or market parameters are not available for all products, and fair value is determined using techniques appropriate for each particular product. These techniques involve some degree of judgment.

For investments in illiquid or privately held securities that do not have readily determinable fair values, the determination of fair value requires the Company to estimate the value of the securities using the best information available. Among the factors considered by the Company in determining the fair value of such financial instruments are the cost, terms and liquidity of the investment, the financial condition and operating results of the issuer, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of investments. In instances where a security is subject to transfer restrictions, the value of the security is based primarily on the quoted price of a similar security without restriction but may be reduced by an amount estimated to reflect such restrictions. In addition, even where the value of a security is derived from an independent source, certain assumptions may be required to determine the security's fair value. For instance, the Company assumes that the size of positions in securities that the Company holds would not be large enough to affect the quoted price of the securities if the firm sells them, and that any such sale would happen in an orderly manner. The actual value realized upon disposition could be different from the currently estimated fair value.

Derivative contracts are financial instruments such as forwards, futures, swaps or option contracts that derive their value from underlying assets, reference rates, indices or a combination of these factors. A derivative contract generally

represents future commitments to purchase or sell financial instruments at specified terms on a specified date or to exchange currency or interest payment streams based on the contract or notional amount. Derivative contracts exclude certain cash instruments, such as mortgage-backed securities, interest-only and principal-only obligations and indexed debt instruments that derive their values or contractually required cash flows from the price of some other security or index.

The fair values related to derivative contract transactions are reported in financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased on the consolidated statements of financial condition and any unrealized gain or loss resulting from changes in fair values of derivatives is reported on the consolidated statements of operations. Fair value

---

**Table of Contents**

is determined using quoted market prices when available or pricing models based on the net present value of estimated future cash flows. Management deems the net present value of estimated future cash flows model to provide the best estimate of fair value as most of our derivative products are interest rate products. The valuation models used require inputs including contractual terms, market prices, yield curves, credit curves and measures of volatility.

The Company does not utilize hedge accounting as described within SFAS No. 133. Derivatives are reported on a net-by-counterparty basis when a legal right of offset exists and on a net-by-cross product basis when applicable provisions are stated in a master netting agreement. Cash collateral received or paid is netted on a counterparty basis, provided legal right of offset exists.

**Note 3 *Recent Accounting Pronouncements***

Effective January 1, 2008, the Company adopted SFAS 157. Prior to January 1, 2008, the Company followed the AICPA Audit and Accounting Guide, *Brokers and Dealers in Securities*, when determining fair value for financial instruments. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. Further, SFAS 157 disallows the use of block discounts on positions traded in an active market and nullifies certain guidance regarding the recognition of inception gains on certain derivative transactions. The impact of adopting SFAS 157 in our first quarter of 2008 was not material to our consolidated financial statements. See Note 6, Fair Value of Financial Instruments to the consolidated financial statements for additional information.

Effective January 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ( SFAS 159 ). SFAS 159 permits entities to choose to measure certain financial assets and liabilities and other eligible items at fair value, which are not otherwise currently allowed to be measured at fair value. Under SFAS 159, the decision to measure items at fair value is made at specified election dates on an irrevocable instrument-by-instrument basis. Entities electing the fair value option would be required to recognize changes in fair value in earnings and to expense upfront costs and fees associated with the item for which the fair value option is elected. Entities electing the fair value option are required to distinguish on the face of the statement of financial position, the fair value of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. The Company did not make any elections under SFAS 159 to apply fair value to additional financial assets and liabilities.

Effective January 1, 2008, the Company adopted FSP No. FIN 39-1, Amendment of FASB Interpretation No. 39 ( FSP FIN 39-1 ). FSP FIN 39-1 modifies FIN No. 39, Offsetting of Amounts Related to Certain Contracts, and permits companies to offset cash collateral receivables or payables with net derivative positions under certain circumstances. The adoption of FSP FIN 39-1 did not have a material effect on the consolidated financial statements of the Company.

In December 2007, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations ( SFAS 141(R) ). SFAS 141(R) expands the definition of transactions and events that qualify as business combinations; requires that acquired assets and liabilities, including contingencies, be recorded at the fair value determined on the acquisition date and changes thereafter reflected in revenue, not goodwill; changes the recognition timing for restructuring costs; and requires acquisition costs to be expensed as incurred. Adoption of SFAS 141(R) is required for combinations after December 15, 2008. Early adoption and retroactive application of SFAS 141(R) to fiscal years preceding the effective date are not permitted.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, Noncontrolling Interest in Consolidated Financial Statements ( SFAS 160 ). SFAS 160 re-characterizes minority interests in consolidated subsidiaries as non-controlling interests and requires the classification of minority interests as a component of equity. Under SFAS 160, a change in control will be measured at fair value, with any gain or loss recognized in earnings. SFAS 160 is effective for fiscal years beginning after December 15, 2008. We are evaluating the impact of SFAS 160 on our consolidated financial statements.

In March 2008, the FASB issued Statement of Financial Accounting Standards No. 161, Disclosures about Derivative Instruments and Hedging Activities ( SFAS 161 ). SFAS 161 requires disclosures regarding the location and amounts of derivative instruments in the Company's financial statements; how derivative instruments and related hedged items are accounted for; and how derivative instruments and related hedged items affect the Company's

financial position, financial performance and cash flows. SFAS 161 is effective for financial statements issued for fiscal years and interim periods after November 15, 2008. Early application is permitted. Because SFAS 161 impacts the Company's disclosure and not its accounting treatment for derivative instruments and any related hedged items, the Company's adoption of SFAS 161 will not impact the consolidated financial statements.

---

**Table of Contents**

**Note 4 *Discontinued Operations***

On August 11, 2006, the Company and UBS completed the sale of the Company's PCS branch network under a previously announced asset purchase agreement. The purchase price under the asset purchase agreement was approximately \$750 million, which included \$500 million for the branch network and approximately \$250 million for the net assets of the branch network, consisting principally of customer margin receivables.

In accordance with the provisions of Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* (SFAS 144), the results of PCS operations have been classified as discontinued operations for all periods presented. The Company recorded a gain from discontinued operations, net of tax, of \$1.4 million for the six months ended June 30, 2008, primarily related to a litigation settlement. The Company may incur discontinued operations expense or income related to changes in litigation reserve estimates for retained PCS litigation matters and for changes in estimates to occupancy and severance restructuring charges if the facts that support the Company's estimates change.

In connection with the sale of the Company's PCS branch network, the Company initiated a plan in 2006 to significantly restructure the Company's support infrastructure. All restructuring costs related to the sale of the PCS branch network are included within discontinued operations in accordance with SFAS 144. See Note 13 for additional information regarding the Company's restructuring activities.

---



**Table of Contents****Note 5** *Financial Instruments and Other Inventory Positions Owned and Financial Instruments and Other Inventory Positions Sold, but Not Yet Purchased*

Financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased were as follows:

| <i>(Dollars in thousands)</i>  | <b>June 30,<br/>2008</b> | December<br>31,<br>2007 |
|--|--------------------------|-------------------------|
| Financial instruments and other inventory positions owned:                       |                          |                         |
| Corporate securities:  |                          |                         |
| Equity securities  | <b>\$ 25,174</b>         | \$ 14,977               |
| Convertible securities   | <b>84,399</b>            | 102,938                 |
| Fixed income securities  | <b>34,609</b>            | 64,367                  |
| Municipal Securities:  |                          |                         |
| Auction rate municipal securities  | <b>85,025</b>            | 202,500                 |
| Variable rate demand notes   | <b>43,155</b>            | 32,542                  |
| Other municipal securities   | <b>314,671</b>           | 208,150                 |
| Asset-backed securities  | <b>56,016</b>            | 44,006                  |
| U.S. government agency securities  | <b>84,577</b>            | 48,074                  |
| U.S. government securities   | <b>34,052</b>            | 4,520                   |
| Derivative contracts   | <b>40,560</b>            | 56,554                  |
| Other  | <b>11,456</b>            | 13,921                  |
|  | <b>\$ 813,694</b>        | \$ 792,549              |
| Financial instruments and other inventory positions sold, but not yet purchased: |                          |                         |
| Corporate securities:  |                          |                         |
| Equity securities  | <b>\$ 46,218</b>         | \$ 66,856               |
| Convertible securities   | <b>319</b>               | 4,764                   |
| Fixed income securities  | <b>23,994</b>            | 26,310                  |
| Municipal securities   | <b>420</b>               | 11                      |
| U.S. government agency securities  | <b>5,466</b>             | 25,752                  |
| U.S. government securities   | <b>59,055</b>            | 33,972                  |
| Derivative contracts   | <b>494</b>               | 18,388                  |
| Other  | <b>46,888</b>            | 48,657                  |
|  | <b>\$ 182,854</b>        | \$ 224,710              |

At June 30, 2008 and December 31, 2007, financial instruments and other inventory positions owned in the amount of \$243.0 million and \$242.2 million, respectively, had been pledged as collateral for the Company's repurchase agreements and secured borrowings.

Inventory positions sold, but not yet purchased represent obligations of the Company to deliver the specified security at the contracted price, thereby creating a liability to purchase the security in the market at prevailing prices. The Company is obligated to acquire the securities sold short at prevailing market prices, which may exceed the amount reflected on the consolidated statements of financial condition. The Company economically hedges changes in market value of its financial instruments and other inventory positions owned utilizing inventory positions sold, but not yet purchased, interest rate swaps, futures and exchange-traded options.

**Derivative Contract Financial Instruments**

The Company uses interest rate swaps, interest rate locks, and forward contracts to facilitate customer transactions and as a means to manage risk in certain inventory positions. Interest rate swaps are also used to manage interest rate exposure associated with holding residual interest securities from the Company's tender option bond program. In addition, the Company enters into total return loan swaps to receive the return on \$16.0 million in certain corporate loan assets without transferring actual ownership of the underlying loan to the Company. As of June 30, 2008 and December 31, 2007, the Company was counterparty to notional/contract amounts of \$7.8 billion and \$7.5 billion, respectively, of derivative instruments.

---

**Table of Contents**

The Company's derivative contracts are recorded at fair value. Fair values for derivative contracts represent amounts estimated to be received from or paid to a counterparty in settlement of these instruments. These derivatives are valued using quoted market prices when available or pricing models based on the net present value of estimated future cash flows. The valuation models used require inputs including contractual terms, market prices, yield curves, credit curves and measures of volatility. Derivatives are reported on a net-by-counterparty basis when legal right of offset exists, and on a net-by-cross product basis when applicable provisions are stated in master netting agreements. Cash collateral received or paid is netted on a counterparty basis, provided a legal right of offset exists.

**Note 6 Fair Value of Financial Instruments**

The Company records financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, at fair value on the consolidated statements of financial condition with unrealized gains and losses reflected in the consolidated statements of operations.

The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction. Financial instruments with readily available active quoted prices for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment used in measuring fair value. Conversely, financial instruments rarely traded or not quoted will generally have less, or no, pricing observability and a higher degree of judgment used in measuring fair value.

The following table summarizes the valuation of our financial instruments by SFAS 157 pricing observability levels as of June 30, 2008:

| <i>(Dollars in thousands)</i>  | <b>Level I<br/>(1)</b> | <b>Level II<br/>(1)</b> | <b>Level III<br/>(1)</b> | <b>Counterparty<br/>Collateral<br/>Netting (2)</b> | <b>Total</b>      |
|--|------------------------|-------------------------|--------------------------|--|-------------------|
| <b>Assets:</b>   |                        |                         |                          |  |                   |
| Financial instruments and other inventory positions owned:                       |                        |                         |                          |  |                   |
| Non-derivative instruments   | \$ 64,039              | \$ 567,352              | \$ 141,743               | \$   | \$ 773,134        |
| Derivative instruments   |                        | 40,560                  |                          |  | 40,560            |
| <b>Total financial instruments and other inventory positions owned:</b>          | <b>\$ 64,039</b>       | <b>\$ 607,912</b>       | <b>\$ 141,743</b>        | <b>\$</b>  | <b>\$ 813,694</b> |
| Investments  | \$ 81                  | \$                      | \$ 47,446                | \$   | \$ 47,527         |
| Level III investments for which the Company does not bear economic exposure      |                        |                         | (8,097) (3)              |  |                   |
| Level III investments for which the Company bears economic exposure              |                        |                         | \$ 39,349                |  |                   |
| <b>Liabilities:</b>  |                        |                         |                          |  |                   |
| Financial instruments and other inventory positions sold, but not yet purchased: |                        |                         |                          |  |                   |
| Non-derivative instruments   | \$ 65,468              | \$ 115,012              | \$ 1,880                 | \$   | \$ 182,360        |
| Derivative instruments   |                        | 15,345                  |                          | (14,851) (4)                                       | 494               |

|  |           |            |          |             |            |
|--|-----------|------------|----------|-------------|------------|
| Total financial instruments and other inventory positions sold, but not yet purchased: | \$ 65,468 | \$ 130,357 | \$ 1,880 | \$ (14,851) | \$ 182,854 |
| Investments  | \$        | \$         | \$ 4,341 | \$          | \$ 4,341   |

(1) *Level I financial instruments included highly liquid instruments with quoted prices such as certain U.S. treasury bonds and U.S. government agency securities, equities listed in active markets and certain firm investments.*

*Level II financial instruments generally include corporate bonds, certain U.S. treasury bonds and U.S. government bonds, certain municipal bonds, certain asset-backed securities and derivatives.*

*Level III financial instruments generally include auction rate municipal securities, certain firm investments, certain asset-backed securities,*

*residual  
interests in  
securitizations  
and certain  
convertible  
securities.*

- (2) *As permitted by  
FIN 39-1 the  
Company offsets  
cash and cash  
equivalent  
collateral  
receivables or  
payables with  
net derivative  
positions under  
certain  
circumstances.*
-

**Table of Contents**

(3) *Consists of Level III investments which are attributable to minority investors or attributable to employee interests in certain consolidated funds.*

(4) *The Company posted \$14.9 million of short-term U.S. treasury bonds as collateral at June 30, 2008.*

The following table summarizes the changes in fair value carrying values associated with Level III financial instruments during the six months ended June 30, 2008:

| <i>(Dollars in thousands)</i>       | <b>Non-Derivative<br/>Assets</b> | <b>Non-Derivative<br/>Liabilities</b> | <b>Investment<br/>Assets</b> | <b>Investment<br/>Liabilities</b> |
|-------------------------------------|----------------------------------|---------------------------------------|------------------------------|-----------------------------------|
| <b>Balance at December 31, 2007</b> | <b>\$ 230,703</b>                | <b>\$</b>                             | <b>\$ 47,780</b>             | <b>\$ 4,576</b>                   |
| Purchases (sales), net              | 46,906                           |                                       | 2,785                        |                                   |
| Net transfers in (out)              |                                  |                                       |                              |                                   |
| Realized gains (losses) (5)         | (1,749)                          |                                       | 777                          |                                   |
| Unrealized gains (losses) (5)       | 1,780                            |                                       | (3,819)                      | (277)                             |
| <b>Balance at March 31, 2008</b>    | <b>277,640</b>                   |                                       | <b>47,523</b>                | <b>4,299</b>                      |
| Purchases (sales), net              | (159,318)                        |                                       | (209)                        |                                   |
| Net transfers in (out)              | 29,178                           | 1,960                                 | (1,264)                      |                                   |
| Realized gains (losses) (5)         | (190)                            | (80)                                  |                              |                                   |
| Unrealized gains (losses) (5)       | (5,567)                          |                                       | 1,396                        | 42                                |
| <b>Balance at June 30, 2008</b>     | <b>\$ 141,743</b>                | <b>\$ 1,880</b>                       | <b>\$ 47,446</b>             | <b>\$ 4,341</b>                   |

(5) *Realized and unrealized gains/losses related to non-derivative assets are reported in institutional*

*brokerage on the consolidated statements of operations. Realized and unrealized gains/losses related to investments are reported in other income/(loss) on the consolidated statements of operations.*

**Note 7 Securitizations**

In connection with its tender option bond program, the Company securitizes highly rated municipal bonds. At June 30, 2008 and December 31, 2007, the Company had \$339.9 million and \$325.6 million, respectively, of par value of municipal bonds in securitization. Each municipal bond is sold into a separate trust that is funded by the sale of variable rate certificates to institutional customers seeking variable rate tax-free investment products. These variable rate certificates reprice weekly. Securitization transactions meeting certain SFAS 140 criteria are treated as sales, with the resulting gain included in institutional brokerage revenue on the consolidated statements of operations. If a securitization does not meet the asset sale requirements of SFAS 140, the transaction is recorded as a borrowing. The Company retains a residual interest in each structure and accounts for the residual interest as a financial instrument owned, which is recorded at fair value on the consolidated statements of financial condition. The fair value of retained interests was \$11.5 million and \$13.9 million at June 30, 2008 and December 31, 2007, respectively, with a weighted average life of 8.1 years and 8.0 years, respectively. The fair value of retained interests is estimated based on the present value of future cash flows using management's best estimates of the key assumptions—expected yield, credit losses of 0 percent and a 12 percent discount rate. At June 30, 2008, the sensitivity of the current fair value of retained interests to immediate 10 percent and 20 percent adverse changes in the key economic assumptions was not material. The Company receives a fee to remarket the variable rate certificates derived from the securitizations.

Certain cash flow activity for the municipal bond securitizations described above includes:

| <i>(Dollars in thousands)</i>             | <b>Six Months Ended</b> |          |
|---|-------------------------|----------|
|   | <b>June 30,</b>         |          |
|   | <b>2008</b>             | 2007     |
| Proceeds from new securitizations         | <b>\$77,134</b>         | \$29,000 |
| Remarketing fees received                 | <b>65</b>               | 60       |
| Cash flows received on retained interests | <b>2,952</b>            | 2,562    |

Three securitization transactions at June 30, 2008 and December 31, 2007 did not meet the asset sale requirements of SFAS 140, causing the Company to consolidate these trusts. Accordingly, the Company recorded an asset for the underlying bonds of \$47.7 million (par value \$47.5 million) and \$49.5 million (par value \$49.1 million) as of June 30, 2008 and December 31, 2007, respectively, in financial instruments and other inventory positions owned and a liability for the certificates sold by the trusts for \$46.8 million and \$48.7 million as of June 30, 2008 and December 31, 2007, respectively, in financial instruments and other inventory positions sold, but not yet purchased, on the consolidated statements of financial condition.

**Table of Contents**

The Company enters into interest rate swap agreements to manage interest rate exposure associated with holding the residual interest securities from its securitizations, which have been recorded at fair value and resulted in a liability of approximately \$8.2 million and \$11.1 million at June 30, 2008 and December 31, 2007, respectively.

The Company has contracted with two major third-party financial institutions who act as liquidity providers for the Company's tender option bond securitized trusts. The Company has agreed to reimburse these parties for any losses associated with providing liquidity to the trusts. The maximum exposure to loss at June 30, 2008 was \$315.6 million representing the outstanding amount of all trust certificates. This exposure to loss is mitigated by the underlying bonds in the trusts. These bonds had a market value of approximately \$319.7 million at June 30, 2008. The Company believes that the likelihood it will be required to fund the reimbursement agreement obligation under any provision of the arrangement is remote, and accordingly, no liability for such guarantee has been recorded in the accompanying consolidated financial statements.

**Note 8 Receivables from and Payables to Brokers, Dealers and Clearing Organizations**

Amounts receivable from brokers, dealers and clearing organizations at June 30, 2008 and December 31, 2007 included:

| <i>(Dollars in thousands)</i>                                  | <b>June 30,<br/>2008</b> | December<br>31,<br>2007 |
|--|--------------------------|-------------------------|
| Receivable arising from unsettled securities transactions, net | \$                       | \$ 591                  |
| Deposits paid for securities borrowed                          | <b>49,308</b>            | 55,257                  |
| Receivable from clearing organizations                         | <b>7,954</b>             | 8,081                   |
| Securities failed to deliver                                   | <b>4,323</b>             | 7,647                   |
| Other  | <b>4,543</b>             | 16,092                  |
|  | <b>\$ 66,128</b>         | \$ 87,668               |

Amounts payable to brokers, dealers and clearing organizations at June 30, 2008 and December 31, 2007 included:

| <i>(Dollars in thousands)</i>                               | <b>June 30,<br/>2008</b> | December<br>31,<br>2007 |
|---|--------------------------|-------------------------|
| Payable arising from unsettled securities transactions, net | \$ <b>71,885</b>         | \$                      |
| Payable to clearing organizations                           | <b>23,881</b>            | 12,648                  |
| Securities failed to receive                                | <b>5,189</b>             | 11,021                  |
| Other   | <b>5</b>                 | 6                       |
|   | <b>\$ 100,960</b>        | \$ 23,675               |

Deposits paid for securities borrowed approximate the market value of the securities. Securities failed to deliver and receive represent the contract value of securities that have not been delivered or received by the Company on settlement date.

**Note 9 Other Assets**

Other assets includes investments in partnerships and investments to fund deferred compensation liabilities that are valued at fair value, net deferred tax assets, income tax receivable and prepaid expenses. In addition, other assets includes 55,440 shares of NYSE Euronext, Inc. common stock subject to restrictions on transfer until March 2009. Fair value of these shares are determined based upon quoted market prices with a valuation adjustment for the restriction.

Other assets at June 30, 2008 and December 31, 2007 included:



|                           | <b>June 30,<br/>2008</b> | December<br>31,<br>2007 |
|---------------------------|--------------------------|-------------------------|
| Investments               | <b>\$ 47,527</b>         | \$ 47,780               |
| Deferred income tax asset | <b>39,387</b>            | 41,718                  |
| Income taxes receivable   | <b>16,210</b>            | 6,513                   |
| Prepaid expenses          | <b>9,525</b>             | 7,596                   |
| Other                     | <b>1,253</b>             | 4,200                   |
| Total other assets        | <b>\$ 113,902</b>        | \$ 107,807              |

---

**Table of Contents****Note 10 Goodwill and Intangible Assets**

The following table presents the changes in the carrying value of goodwill and intangible assets for the six months ended June 30, 2008:

*(Dollars in thousands)*

**Goodwill**

|                                     |            |
|-------------------------------------|------------|
| <b>Balance at December 31, 2007</b> | \$ 284,804 |
| Goodwill acquired                   |            |
| Impairment losses                   |            |
| <b>Balance at June 30, 2008</b>     | \$ 284,804 |

*(Dollars in thousands)*

**Intangible assets**

|                                     |           |
|-------------------------------------|-----------|
| <b>Balance at December 31, 2007</b> | \$ 17,144 |
| Intangible assets acquired          |           |
| Amortization of intangible assets   | (1,311)   |
| Impairment losses                   |           |
| <b>Balance at June 30, 2008</b>     | \$ 15,833 |

**Note 11 Financing**

The Company has discretionary short-term financing available on both a secured and unsecured basis. In addition, the Company has established arrangements to obtain financing using as collateral the Company's securities held by its clearing bank and by another broker dealer at the end of each business day. Repurchase agreements are also used as sources of funding.

On February 19, 2008, the Company expanded its available secured financing by entering into a \$600 million revolving credit facility with U.S. Bank N.A. pursuant to which the Company is permitted to request advances to fund certain short-term municipal securities (including auction rate securities and variable rate demand notes). The advances are secured by certain pledged assets of the Company, which consist primarily of certain short-term municipal securities. Interest is paid monthly, and the unpaid principal amount of all advances will be due on August 19, 2008. Advances may be prepaid in whole or in part at any time without penalty. At June 30, 2008, the Company had advances against this line of credit of \$13.5 million.

The Company's short-term financing bears interest at rates based on the federal funds rate. At June 30, 2008 and 2007, the weighted average interest rate on borrowings was 2.96 percent and 5.69 percent, respectively. At June 30, 2008 and December 31, 2007, no formal compensating balance agreements existed, and the Company was in compliance with all debt covenants related to its financing facilities.

On December 31, 2007, the Company entered into an agreement whereby U.S. Bank N.A. agreed to provide up to \$50 million in temporary subordinated debt upon approval by the Financial Industry Regulatory Authority (FINRA).

**Note 12 Legal Contingencies**

The Company has been named as a defendant in various legal proceedings arising primarily from securities brokerage and investment banking activities, including certain class actions that primarily allege violations of securities laws and seek unspecified damages, which could be substantial. Also, the Company is involved from time to time in investigations and proceedings by governmental agencies and self-regulatory organizations.

The Company has established reserves for potential losses that are probable and reasonably estimable that may result from pending and potential complaints, legal actions, investigations and proceedings. The Company's reserves totaled \$7.0 million and \$8.4 million at June 30, 2008 and December 31, 2007, respectively. In addition to the Company's established reserves, U.S. Bancorp, from whom the Company spun-off on December 31, 2003, has agreed

to indemnify the Company in an amount up to \$17.5 million for certain legal and regulatory matters. Approximately \$12.8 million of this amount remained available as of June 30, 2008.

---

**Table of Contents**

As part of the asset purchase agreement between UBS and the Company for the sale of the PCS branch network, UBS agreed to assume certain liabilities of the PCS business, including certain liabilities and obligations arising from litigation, arbitration, customer complaints and other claims related to the PCS business. In certain cases, we have agreed to indemnify UBS for litigation matters after UBS has incurred costs of \$6.0 million related to these matters and as of the second quarter of 2008, we have exceeded this \$6.0 million threshold. In addition, we have retained liabilities arising from regulatory matters and certain litigation relating to the PCS business prior to the sale. The amount of exposure in excess of the \$6.0 million indemnification threshold and for other PCS litigation matters deemed to be probable and reasonably estimable are included in the Company's established reserves. Adjustments to litigation reserves for matters pertaining to the PCS business are included within discontinued operations on the consolidated statements of operations.

Given uncertainties regarding the timing, scope, volume and outcome of pending and potential litigation, arbitration and regulatory proceedings and other factors, the amounts of reserves are difficult to determine and of necessity subject to future revision. Subject to the foregoing, management of the Company believes, based on its current knowledge, after consultation with outside legal counsel and after taking into account its established reserves, the U.S. Bancorp indemnity agreement, the assumption by UBS of certain liabilities of the PCS business and our indemnification obligations to UBS, that pending legal actions, investigations and proceedings will be resolved with no material adverse effect on the consolidated financial condition of the Company. However, if during any period a potential adverse contingency should become probable or resolved for an amount in excess of the established reserves and/or the U.S. Bancorp indemnification, the results of operations in that period could be materially adversely affected.

**Note 13 Restructuring**

The Company implemented a specific restructuring plan in 2006 to reorganize the Company's support infrastructure as a result of the PCS branch network sale to UBS. The following table presents a summary of activity with respect to the restructuring-related liabilities included in other liabilities and accrued expenses on the consolidated statements of financial condition:

| <i>(Dollars in thousands)</i>                 | PCS<br>Restructuring |
|---|----------------------|
| <b>Balance at December 31, 2007</b>           | <b>\$ 14,566</b>     |
| Provisions charged to discontinued operations | (2,000)              |
| Cash outlays                                  | (2,476)              |
| Non-cash write-downs                          | (230)                |
| <b>Balance at June 30, 2008</b>               | <b>\$ 9,860</b>      |

**Note 14 Shareholders' Equity****Issuance of Shares**

During the six months ended June 30, 2008, the Company issued 90,140 common shares out of treasury in fulfillment of \$3.7 million in obligations under the Piper Jaffray Companies Retirement Plan and issued 341,798 common shares out of treasury as a result of vesting and exercise transactions under the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan (the "Incentive Plan").

**Table of Contents****Note 15 Earnings Per Share**

Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is calculated by adjusting the weighted average outstanding shares to assume conversion of all potentially dilutive restricted stock and stock options. The computation of earnings per share is as follows:

|  | Three Months Ended |          | Six Months Ended June |           |
|--|--------------------|----------|-----------------------|-----------|
|  | June 30,           |          | 30,                   |           |
| <i>(Amounts in thousands, except per share data)</i> | 2008               | 2007     | 2008                  | 2007      |
| Net income/(loss)                                    | \$ (3,634)         | \$ 9,326 | \$ (7,071)            | \$ 22,744 |
| Shares for basic and diluted calculations:           |                    |          |                       |           |
| Average shares used in basic computation             | 16,072             | 17,073   | 15,951                | 17,072    |
| Stock options  | 26                 | 118      | 37                    | 125       |
| Restricted stock                                     | 611                | 728      | 683                   | 772       |
| Average shares used in diluted computation           | 16,709             | 17,919   | 16,671                | 17,969    |
| Earnings per share:                                  |                    |          |                       |           |
| Basic  | \$ (0.23)          | \$ 0.55  | \$ (0.44)             | \$ 1.33   |
| Diluted  | N/A (1)            | \$ 0.52  | N/A (1)               | \$ 1.27   |

N/A Not applicable

(1) In accordance with SFAS 128, earnings per diluted common share is not calculated in periods when a loss is incurred.

**Note 16 Stock-Based Compensation**

The Company maintains one stock-based compensation plan, the Incentive Plan. The Incentive Plan permits the grant of equity awards, including non-qualified stock options and restricted stock, to the Company's employees and directors subject to a limit of 5.5 million shares of common stock. The Company periodically grants shares of restricted stock and options to purchase Piper Jaffray Companies common stock to employees and grants options to purchase Piper Jaffray Companies common stock and shares of Piper Jaffray Companies common stock to its non-employee directors. The Company believes that such awards help align the interests of employees and directors with those of shareholders and serve as an employee retention tool. The awards granted to employees have the following vesting periods: approximately 77 percent of the value of awards have three-year cliff vesting periods, approximately 10 percent of the value of awards vest ratably from 2010 through 2013 on the annual grant date anniversary, and approximately 13 percent of the value of awards cliff vest upon meeting a specific performance-based metric prior to May 2013. The director awards are fully vested upon grant. The maximum term of the stock options granted to employees and directors is ten years. The plan provides for accelerated vesting of the majority of option and restricted stock awards if there is a change in control of the Company (as defined in the plan), in the event of a participant's death, and at the discretion of the compensation committee of the Company's board of directors.

Prior to January 1, 2006, the Company accounted for stock-based compensation under the fair value method of accounting as prescribed by SFAS 123, as amended by SFAS 148. As such, the Company recorded stock-based compensation expense in the consolidated statements of operations at fair value as of the grant date, net of estimated

forfeitures.

Effective January 1, 2006, the Company adopted the provisions of SFAS 123(R) using the modified prospective transition method. SFAS 123(R) requires all share-based payments to employees, including grants of employee stock options, to be recognized in the statements of operations based on fair value as of the grant date, net of estimated forfeitures. Because the Company historically expensed all equity awards based on the fair value method, net of estimated forfeitures, SFAS 123(R) did not have a material effect on the Company's measurement or recognition methods for stock-based compensation.

Employee and director stock options granted prior to January 1, 2006, were expensed by the Company on a straight-line basis over the option vesting period, based on the estimated fair value of the award on the date of grant using a Black-Scholes option-pricing model. Employee and director stock options granted after January 1, 2006, are expensed by the Company on a straight-line basis over the required service period, based on the estimated fair value of the award on the date of grant using a Black-Scholes option-pricing model. At the time it adopted SFAS 123(R), the Company changed the expensing period from the vesting period to the required service period, which shortened the period over which options are expensed for employees who are retiree-eligible on the date of grant or become retiree-eligible during the vesting period. The number of employees that fell within this category at January 1, 2006 was not material. In accordance with SEC guidelines, the Company did not alter the expense recorded in connection with prior option grants for the change in the expensing period.

Employee restricted stock grants prior to January 1, 2006, are amortized on a straight-line basis over the vesting period based on the market price of Piper Jaffray Companies common stock on the date of grant. Service-based restricted stock grants after January 1, 2006, are valued at the market price of the Company's common stock on the date of grant and amortized on a straight-line basis over the required service period.

---

**Table of Contents**

The majority of the Company's restricted stock grants provide for continued vesting after termination, so long as the employee does not violate certain post-termination restrictions, as set forth in the award agreements or any agreements entered into upon termination. The Company considers the required service period to be the greater of the vesting period or the post-termination restricted period. The Company believes that the post-termination restrictions meet the SFAS 123(R) definition of a substantive service requirement.

Performance-based restricted stock awards granted in 2008 are valued at the market price of the Company's common stock on the date of grant. The restricted shares are amortized on a straight-line basis over the period the Company expects the performance target to be met. The performance condition must be met for the awards to vest and total compensation cost will be recognized only if the performance condition is satisfied. The probability that the performance conditions will be achieved and that the awards will vest is reevaluated each reporting period with changes in actual or estimated outcomes accounted for using a cumulative effect adjustment.

The Company recorded compensation expense, net of estimated forfeitures, within continuing operations of \$12.1 million and \$7.0 million for the three months ended June 30, 2008 and 2007, respectively, and \$21.9 million and \$12.4 million for the six months ended June 30, 2008 and 2007, respectively, related to employee stock option and restricted stock grants. The tax benefit related to the total compensation cost for stock-based compensation arrangements totaled \$4.6 million and \$2.7 million for the three months ended June 30, 2008 and 2007, respectively, and \$8.4 million and \$4.8 million for the six months ended June 30, 2008 and 2007, respectively.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes option-pricing model, which is based on assumptions such as the risk-free interest rate, the dividend yield, the expected volatility and the expected life of the option. The risk-free interest rate assumption is derived from the U.S. treasury bill rate with a maturity equal to the expected life of the option. The dividend yield assumption is derived from the assumed dividend payout over the expected life of the option. The expected volatility assumption for 2008 grants is derived from a combination of Company historical data and industry comparisons. The Company has only been a publicly traded company since the beginning of 2004; therefore, it does not have sufficient historical data to determine an appropriate expected volatility solely from the Company's own historical data. The expected life assumption is based on an average of the following two factors: 1) industry comparisons; and 2) the guidance provided by the SEC in Staff Accounting Bulletin No. 107, ( "SAB 107" ). SAB 107 allows the use of an "acceptable" methodology under which the Company can take the midpoint of the vesting date and the full contractual term. The following table provides a summary of the valuation assumptions used by the Company to determine the estimated value of stock option grants in Piper Jaffray Companies common stock for the six months ended June 30:

|   | <b>2008</b>    | 2007    |
|---|----------------|---------|
| Weighted average assumptions in option valuation: |                |         |
| Risk-free interest rates                          | <b>3.03%</b>   | 4.68%   |
| Dividend yield                                    | <b>0.00%</b>   | 0.00%   |
| Stock volatility factor                           | <b>33.61%</b>  | 32.20%  |
| Expected life of options (in years)               | <b>6.00</b>    | 6.00    |
| Weighted average fair value of options granted    | <b>\$15.73</b> | \$28.57 |

The following table summarizes the changes in the Company's outstanding stock options for the six months ended June 30, 2008:

|                          | <b>Options</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Term (Years)</b> | <b>Aggregate<br/>Intrinsic<br/>Value</b> |
|--------------------------|----------------|--|--|--|
| <b>December 31, 2007</b> | 470,715        | \$ 44.99   | 7.1  | \$1,988,641                              |
| Granted                  | 128,887        | 41.09  |  |  |

Edgar Filing: PIPER JAFFRAY COMPANIES - Form 10-Q

|   |         |          |     |           |
|---|---------|----------|-----|-----------|
| Exercised                                   | (518)   | 39.62    |     |           |
| Canceled                                    | (3,388) | 42.05    |     |           |
| <b>June 30, 2008</b>                        | 595,696 | \$ 44.17 | 7.1 | \$        |
| <b>Options exercisable at June 30, 2008</b> | 404,236 | \$ 42.62 | 6.2 | \$ 30,165 |

As of June 30, 2008, there was \$2.4 million of total unrecognized compensation cost related to stock options expected to be recognized over a weighted average period of 2.31 years.

---



**Table of Contents**

Cash received from option exercises for the six months ended June 30, 2008 and 2007, was \$0.02 million and \$2.3 million, respectively. The tax benefit realized for the tax deduction from option exercises totaled \$0 and \$0.9 million for the six months ended June 30, 2008 and 2007, respectively.

The following table summarizes the changes in the Company's non-vested restricted stock for the six months ended June 30, 2008:

|                          | <b>Non-Vested<br/>Restricted<br/>Stock</b> | <b>Weighted<br/>Average<br/>Grant<br/>Date<br/>Fair Value</b> |
|--------------------------|--|---|
| <b>December 31, 2007</b> | 1,827,969                                  | \$51.93   |
| Granted                  | 1,982,625                                  | 41.22   |
| Vested                   | (536,041)                                  | 37.73   |
| Canceled                 | (23,013)                                   | 49.91   |
| <b>June 30, 2008</b>     | 3,251,540                                  | \$47.76   |

As of June 30, 2008, there was \$101.9 million of total unrecognized compensation cost related to restricted stock expected to be recognized over a weighted average period of 2.82 years.

The vesting of stock options and restricted stock generally results in windfall tax benefits or shortfalls. A windfall tax benefit is defined as any corporate income tax benefit realized upon exercise or vesting of an award that exceeds amounts previously recognized in earnings. SFAS 123 (R) states that realized windfall tax benefits are credited to additional-paid-in-capital within the consolidated statement of financial condition. Realized shortfall tax benefits (amounts which are less than that previously recognized in earnings) are first offset against the cumulative balance of windfall tax benefits, if any, and then charged directly to income tax expense. As of June 30, 2008 we had a cumulative windfall tax benefit recorded within additional paid-in capital of \$2.9 million.

**Note 17 Geographic Areas**

The following table presents net revenues and long-lived assets by geographic region:

|                               | <b>Three Months Ended<br/>June 30,</b> |            | <b>Six Months Ended<br/>June 30,</b> |            |
|-------------------------------|--|------------|--------------------------------------|------------|
|                               | <b>2008</b>                            | 2007       | <b>2008</b>                          | 2007       |
| <i>(Dollars in thousands)</i> |  |            |                                      |            |
| Net revenues:                 |  |            |                                      |            |
| United States                 | <b>\$ 82,374</b>                       | \$ 108,775 | <b>\$ 165,608</b>                    | \$ 221,559 |
| Europe                        | <b>9,173</b>                           | 6,177      | <b>14,972</b>                        | 24,821     |
| Asia                          | <b>3,358</b>                           | 7,624      | <b>10,056</b>                        | 13,146     |
| Consolidated                  | <b>\$ 94,905</b>                       | \$ 122,576 | <b>\$ 190,636</b>                    | \$ 259,526 |

|                               | <b>June 30,<br/>2008</b> | December<br>31,<br>2007 |
|-------------------------------|--------------------------|-------------------------|
| <i>(Dollars in thousands)</i> |                          |                         |
| Long-lived assets:            |                          |                         |
| United States                 | <b>\$ 339,678</b>        | \$ 347,885              |
| Europe                        | <b>2,511</b>             | 2,909                   |
| Asia                          | <b>20,705</b>            | 20,080                  |
| Consolidated                  | <b>\$ 362,894</b>        | \$ 370,874              |

**Note 18** *Net Capital Requirements and Other Regulatory Matters*

Piper Jaffray is registered as a securities broker dealer and is a member of various self-regulatory organizations ( SROs ) and securities exchanges. In July of 2007, the National Association of Securities Dealers, Inc. ( NASD ) and the member regulation, enforcement and arbitration functions of the New York Stock Exchange ( NYSE ) consolidated to form FINRA, which now serves as the Company's primary SRO. Piper Jaffray is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. Piper Jaffray has elected to use the alternative method permitted by the SEC rule, which requires that it maintain minimum net capital of the greater of \$1.0 million or 2 percent of aggregate debit balances arising from customer transactions, as such term is defined in the SEC rule. Under the FINRA rule, FINRA may prohibit a member firm from expanding its business or paying dividends if resulting net capital would be less than 5 percent of aggregate debit balances. Advances to affiliates, repayment of subordinated debt, dividend payments and other equity withdrawals by Piper Jaffray are subject to certain notification and other provisions of the SEC and FINRA rules. In addition, Piper Jaffray is subject to certain notification requirements related to withdrawals of excess net capital.

---

**Table of Contents**

At June 30, 2008, net capital calculated under the SEC rule was \$246.2 million, and exceeded the minimum net capital required under the SEC rule by \$244.3 million.

Although Piper Jaffray operates with a level of net capital substantially greater than the minimum thresholds established by FINRA and the SEC, a substantial reduction of our capital would curtail many of our revenue producing activities.

Piper Jaffray Ltd., which is a registered United Kingdom broker dealer, is subject to the capital requirements of the U.K. Financial Services Authority ( FSA ). As of June 30, 2008, Piper Jaffray Ltd. was in compliance with the capital requirements of the FSA.

Piper Jaffray Asia Holdings Limited operates four entities licensed by the Hong Kong Securities and Futures Commission, which are subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rules promulgated under the Securities and Futures Ordinance. As of June 30, 2008, Piper Jaffray Asia regulated entities were in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Ordinance.

---

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following information should be read in conjunction with the accompanying consolidated financial statements and related notes and exhibits included elsewhere in this report. Certain statements in this report may be considered forward-looking. Statements that are not historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These forward looking statements include, among other things, statements other than historical information or statements of current condition and may relate to our future plans and objectives and results, and also may include our belief regarding the effect of various legal proceedings, as set forth under **Legal Proceedings** in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2007 and in our subsequent reports filed with the SEC. Forward-looking statements involve inherent risks and uncertainties, and important factors could cause actual results to differ materially from those anticipated, including those factors discussed below under **External Factors Impacting Our Business** as well as the factors identified under **Risk Factors** in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007, as updated in our subsequent reports filed with the SEC. These reports are available at our web site at [www.piperjaffray.com](http://www.piperjaffray.com) and at the SEC web site at [www.sec.gov](http://www.sec.gov). Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them in light of new information or future events.

**Executive Overview**

Our business principally consists of providing investment banking, institutional brokerage, asset management and related financial services to middle-market companies, private equity groups, public entities, non-profit entities and institutional investors in the United States, Europe and Asia. We generate revenues primarily through the receipt of advisory and financing fees earned on investment banking activities, commissions and sales credits earned on equity and fixed income institutional sales and trading activities, net interest earned on securities inventories, profits and losses from trading activities related to these securities inventories and asset management fees.

The securities business is a human capital business. Accordingly, compensation and benefits comprise the largest component of our expenses, and our performance is dependent upon our ability to attract, develop and retain highly skilled employees who are motivated and committed to providing the highest quality of service and guidance to our clients.

In 2007, we completed two acquisitions that expanded our asset management and capital markets businesses. On September 14, 2007, we acquired Fiduciary Asset Management, LLC ( **FAMCO** ), a St. Louis-based asset management firm. On October 2, 2007, we acquired Goldbond Capital Holdings Limited ( **Goldbond** ), a Hong Kong-based investment bank. The acquisitions resulted in incremental revenues and expenses in the first two quarters of 2008, when compared with the comparable periods in 2007.

While we plan to continue our focus on revenue growth through expansion of our capital markets and asset management businesses, we remain realistic about the challenging market environment and are carefully evaluating opportunities as they arise. Within our capital markets business, our efforts will be focused on growing our sector expertise, product depth and geographic reach. We expect that future growth from both our businesses will come from a combination of organic growth and acquisitions. In addition, we have begun to use our own capital to a greater extent by engaging in principal activities that leverage our expertise and we intend to increase the amount of capital we have committed to principal activities as opportunities arise. These activities include, among other things, proprietary positions in equity and debt securities of public and private companies, arbitrage trading strategies, proprietary derivative trading and private equity funds. We may also add capital to facilitate these growth initiatives. All of these growth initiatives will require investments in personnel and other expenses, which may have a short-term negative impact on our profitability as it may take time to develop meaningful revenues from them.

**RESULTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2008**

Net revenues from continuing operations for the three months ended June 30, 2008 were \$94.9 million, a decline of 22.6 percent compared with the prior-year period. For the three months ended June 30, 2008, we recorded a net loss from continuing operations of \$5.1 million, or \$0.32 per share, compared to net income of \$10.4 million, or \$0.58 per diluted share, for the corresponding period in 2007. For the three months ended June 30, 2008, our net loss, including continuing and discontinued operations, was \$3.6 million, or \$0.23 per share, compared to net income of \$9.3 million,

or \$0.52 per diluted share, for the prior-year period.

For the six months ended June 30, 2008, net revenues from continuing operations were \$190.6 million, a decline of 26.5 percent compared with the prior-year period. For the six months ended June 30, 2008, net loss from continuing operations totaled \$8.5 million, or \$0.53 per share, compared to net income of \$25.1 million, or \$1.40 per diluted share, for the first half of 2007. Net loss, including continuing and discontinued

---

**Table of Contents**

operations, for the six months ended June 30, 2008, was \$7.1 million, or \$0.44 per share, compared to net income of \$22.7 million, or \$1.27 per diluted share, for the prior-year period.

Challenging market conditions, particularly within the equity capital markets, continued to negatively impact performance in the second quarter of 2008. In the first half of 2008, just 39 IPOs were completed industry-wide, and only seven of those IPOs were small cap growth companies. Our sales and trading businesses recorded increased revenues in the second quarter of 2008 partially mitigating the significantly reduced investment banking revenues.

**EXTERNAL FACTORS IMPACTING OUR BUSINESS**

Performance in the financial services industry in which we operate is highly correlated to the overall strength of economic conditions and financial market activity. Overall market conditions are a product of many factors, which are beyond our control and mostly unpredictable. These factors may affect the financial decisions made by investors, including their level of participation in the financial markets. In turn, these decisions may affect our business results. With respect to financial market activity, our profitability is sensitive to a variety of factors, including the demand for investment banking services as reflected by the number and size of equity and debt financings and merger and acquisition transactions, the volatility of the equity and fixed income markets, the level and shape of various yield curves, the volume and value of trading in securities, and the demand for asset management services as reflected by the amount of assets under management.

Factors that differentiate our business within the financial services industry also may affect our financial results. For example, our business focuses on specific industry sectors. These sectors may experience growth or downturns independently of general economic and market conditions, or may face market conditions that are disproportionately better or worse than those impacting the economy and markets generally. In either case, our business could be affected differently than overall market trends. Given the variability of the capital markets and securities businesses, our earnings may fluctuate significantly from period to period, and results for any individual period should not be considered indicative of future results.

**OUTLOOK FOR THE REMAINDER OF 2008**

Market conditions in the first half of 2008 were very difficult as we experienced significantly reduced equity financing opportunities and a difficult market for our high yield and structured products business. Further, the municipal credit markets were under particular stress in the first quarter of 2008, however, we believe the turmoil in the municipal credit markets has largely abated. Weak economic indicators, recession fears and continued turmoil in the credit markets have caused significant market uncertainty and increased volatility. We anticipate these challenging market conditions to persist through the remainder of 2008. Specifically, we anticipate that equity financing activity will remain depressed through the remainder of 2008, and we do not see improvement in the high yield market in the near term. Continued challenging market conditions will likely have an adverse impact on our overall results of operations.

---

**Table of Contents****Results of Operations****FINANCIAL SUMMARY**

The following table provides a summary of the results of our operations and the results of our operations as a percentage of net revenues for the periods indicated.

|   | For the Three Months Ended |           |               | As a Percentage of Net Revenues |       |
|---|----------------------------|-----------|---------------|---------------------------------|-------|
|   |                            | June 30,  |               | For the Three Months Ended      |       |
| <i>(Dollars in thousands)</i>   | 2008                       | 2007      | 2008<br>v2007 | 2008                            | 2007  |
| <b>Revenues:</b>  |                            |           |               |                                 |       |
| Investment banking  | \$ 32,184                  | \$ 74,872 | (57.0)%       | 33.9%                           | 61.0% |
| Institutional brokerage   | 51,196                     | 38,597    | 32.6          | 54.0                            | 31.5  |
| Interest  | 13,114                     | 13,816    | (5.1)         | 13.8                            | 11.3  |
| Asset management  | 4,697                      | 72        | N/M           | 4.9                             | 0.1   |
| Other loss  | (460)                      | (364)     | 26.4          | (0.5)                           | (0.3) |
| <br>  |                            |           |               |                                 |       |
| Total revenues  | 100,731                    | 126,993   | (20.7)        | 106.1                           | 103.6 |
| <br>  |                            |           |               |                                 |       |
| Interest expense  | 5,826                      | 4,417     | 31.9          | 6.1                             | 3.6   |
| <br>  |                            |           |               |                                 |       |
| Net revenues  | 94,905                     | 122,576   | (22.6)        | 100.0                           | 100.0 |
| <br>  |                            |           |               |                                 |       |
| <b>Non-interest expenses:</b>   |                            |           |               |                                 |       |
| Compensation and benefits   | 65,885                     | 71,707    | (8.1)         | 69.4                            | 58.5  |
| Occupancy and equipment   | 8,133                      | 8,849     | (8.1)         | 8.6                             | 7.2   |
| Communications  | 5,869                      | 5,997     | (2.1)         | 6.2                             | 4.9   |
| Floor brokerage and clearance   | 3,899                      | 4,176     | (6.6)         | 4.1                             | 3.4   |
| Marketing and business development  | 7,381                      | 6,380     | 15.7          | 7.8                             | 5.2   |
| Outside services  | 11,431                     | 9,122     | 25.3          | 12.0                            | 7.4   |
| Other operating expenses  | 6,603                      | 1,194     | N/M           | 7.0                             | 1.0   |
| <br>  |                            |           |               |                                 |       |
| Total non-interest expenses   | 109,201                    | 107,425   | 1.7%          | 115.1                           | 87.6  |
| <br>  |                            |           |               |                                 |       |
| <b>Income/(loss) from continuing operations before income tax expense/(benefit)</b> | <b>(14,296)</b>            | 15,151    | N/M           | <b>(15.1)</b>                   | 12.4  |
| <br>  |                            |           |               |                                 |       |
| Income tax expense/(benefit)  | (9,223)                    | 4,774     | N/M           | N/M                             | 3.9   |

|  |                   |          |     |               |       |
|--|-------------------|----------|-----|---------------|-------|
| <b>Net income/(loss) from continuing operations</b>    | <b>(5,073)</b>    | 10,377   | N/M | <b>(5.3)</b>  | 8.5   |
| <b>Discontinued operations:</b>                        |                   |          |     |               |       |
| Income/(loss) from discontinued operations, net of tax | <b>1,439</b>      | (1,051)  | N/M | <b>1.5</b>    | (0.9) |
| <b>Net income/(loss)</b>                               | <b>\$ (3,634)</b> | \$ 9,326 | N/M | <b>(3.8)%</b> | 7.6%  |

*N/M Not meaningful*

For the three months ended June 30, 2008, we recorded a net loss, including continuing and discontinued operations, of \$3.6 million. Net revenues from continuing operations for the second quarter of 2008, were \$94.9 million, a decrease of 22.6 percent from the year-ago period. For the three months ended June 30, 2008, investment banking revenues decreased 57.0 percent to \$32.2 million, compared with revenues of \$74.9 million in the prior-year period. The decline in investment banking revenues was primarily driven by significantly lower equity financing activity. For the three months ended June 30, 2008, institutional brokerage revenues increased 32.6 percent to \$51.2 million, compared with \$38.6 million in the corresponding period in the prior year, due to higher U.S. equity and higher municipal revenues, offset in part by lower

---



**Table of Contents**

high-yield and structured product revenue. In the second quarter of 2008, net interest income decreased 22.5 percent over the year-ago period to \$7.3 million due to increased borrowing levels in 2008. For the three months ended June 30, 2008, asset management fees were \$4.7 million. In the second quarter of 2008, other income decreased slightly to a loss of \$0.5 million, compared with a loss of \$0.4 million in the prior-year period. Non-interest expenses increased to \$109.2 million for the three months ended June 30, 2008, from \$107.4 million in the corresponding period in the prior year, primarily as a result of increased litigation-related expenses, higher travel and legal fee expenses associated with deals that were not completed and additional expenses from our acquisitions of FAMCO and Goldbond completed in late 2007. This increase was offset in part by a decline in compensation expense.

**CONSOLIDATED NON-INTEREST EXPENSES**

**Compensation and Benefits** - Compensation and benefits expenses, which are the largest component of our expenses, include salaries, bonuses, commissions, benefits, amortization of stock-based compensation, employment taxes and other employee costs. A substantial portion of compensation expense is comprised of variable incentive arrangements, including discretionary bonuses, the amount of which fluctuates in proportion to the level of business activity, increasing with higher revenues and operating profits. Other compensation costs, primarily base salaries, stock-based compensation amortization and benefits, are more fixed in nature. The timing of bonus payments, which generally occur in February, have a greater impact on our cash position and liquidity, than is reflected in our statements of operations.

For the three months ended June 30, 2008, compensation and benefits expenses decreased 8.1 percent to \$65.9 million, from \$71.7 million in the corresponding period in 2007, due to decreased variable compensation costs resulting from lower revenues. This decline was offset in part by additional expense from the acquisitions of FAMCO and Goldbond in September and October of 2007, respectively, and \$2.8 million of severance costs recorded in the second quarter of 2008. Compensation and benefits expenses as a percentage of net revenues increased to 69.4 percent for the second quarter of 2008, compared with 58.5 percent for the second quarter of 2007. The increased compensation and benefits ratio was attributable to the severance charge and higher fixed compensation costs over a lower revenue base. We expect that upward pressure on our compensation to revenue ratio will continue through 2008.

**Occupancy and Equipment** - In the second quarter of 2008, occupancy and equipment expenses were \$8.1 million, compared with \$8.8 million for the corresponding period in 2007. The decrease was attributable to \$0.9 million of occupancy expenses incurred in the second quarter of 2007 to relocate office space in New York City, offset in part by additional occupancy expenses from our acquisitions of FAMCO and Goldbond in late 2007.

**Communications** - Communication expenses include costs for telecommunication and data communication, primarily consisting of expense for obtaining third-party market data information. For the three months ended June 30, 2008, communication expenses were \$5.9 million, compared with \$6.0 million for the prior-year period.

**Floor Brokerage and Clearance** - For the three months ended June 30, 2008, floor brokerage and clearance expenses were \$3.9 million, compared with \$4.2 million for the three months ended June 30, 2007. In the second quarter of 2008, we incurred lower expenses associated with accessing electronic communication networks.

**Marketing and Business Development** - Marketing and business development expenses include travel and entertainment and promotional and advertising costs. In the second quarter of 2008, marketing and business development expenses were \$7.4 million, compared with \$6.4 million in the prior year period, an increase of 15.7 percent. In the second quarter of 2008, we experienced a greater number of deals that were not completed because of the challenging market conditions than is typical, which resulted in the write-off of certain travel expenses associated with those deals.

**Outside Services** - Outside services expenses include securities processing expenses, outsourced technology functions, outside legal fees and other professional fees. Outside services expenses increased 25.3 percent to \$11.4 million in the second quarter of 2008, compared with \$9.1 million for the prior-year period. This increase was due to the write-off of certain legal fees associated with deals that were not completed due to the challenging market conditions and fees incurred to secure the revolving credit facility that we entered into in the first quarter of 2008, offset in part by a decline in consultancy costs. In the second quarter of 2007, we incurred consultant costs associated with the implementation of our back-office system.

**Other Operating Expenses** - Other operating expenses include insurance costs, license and registration fees, expenses related to our charitable giving program, amortization of intangible assets and litigation-related expenses, which consist of the amounts we reserve and/or pay out related to legal and regulatory matters. In the second quarter of 2008, other operating expenses increased to \$6.6 million, compared with \$1.2 million in the second quarter of 2007. This increase was primarily due to a \$2.9 million in litigation-related expenses from a trading-related matter that was partially resolved during the second quarter of 2008. Part of this litigation in which we are a plaintiff, remains pending, and any benefit we may realize will occur in a future period. In addition, in the second quarter of 2008, we incurred increased intangible asset amortization expense as a result of the FAMCO acquisition.

---

**Table of Contents**

**Income Taxes** - For the three months ended June 30, 2008, our provision for income taxes from continuing operations was a benefit of \$9.2 million, equating to an effective tax rate of 64.5 percent. For the three months ended June 30, 2007, income taxes from continuing operations were \$4.8 million, equating to an effective tax rate of 31.5 percent. The 64.5 percent effective tax rate for the second quarter of 2008 was driven by the large amount of tax-exempt municipal interest income and operating losses.

**NET REVENUES FROM CONTINUING OPERATIONS (DETAIL)**

| <i>(Dollars in thousands)</i>                | <b>For the Three Months</b> |                                    |                       |
|--|-----------------------------|------------------------------------|-----------------------|
|  | <b>2008</b>                 | <b>Ended<br/>June 30,<br/>2007</b> | <b>2008<br/>v2007</b> |
| Net revenues:                                |                             |                                    |                       |
| Investment banking                           |                             |                                    |                       |
| Financing                                    |                             |                                    |                       |
| Equities                                     | \$ 8,705                    | \$ 40,075                          | (78.3)%               |
| Debt   | 15,297                      | 25,194                             | (39.3)                |
| Advisory services                            | 11,256                      | 11,706                             | (3.8)                 |
| <i>Total investment banking</i>              | <b>35,258</b>               | 76,975                             | (54.2)                |
| Institutional sales and trading              |                             |                                    |                       |
| Equities                                     | 35,345                      | 28,735                             | 23.0                  |
| Fixed income                                 | 20,804                      | 17,116                             | 21.5                  |
| <i>Total institutional sales and trading</i> | <b>56,149</b>               | 45,851                             | 22.5                  |
| <i>Asset management</i>                      | <b>4,697</b>                | 72                                 | N/M                   |
| <i>Other loss</i>                            | <b>(1,199)</b>              | (322)                              | 272.4                 |
| Total net revenues                           | \$ 94,905                   | \$ 122,576                         | (22.6)%               |

*N/M Not meaningful*

Investment banking revenues comprise all the revenues generated through financing and advisory services activities including derivative activities that relate to debt financing. To assess the profitability of investment banking, we aggregate investment banking fees with the net interest income or expense associated with these activities.

For the three months ended June 30, 2008, investment banking revenues decreased 54.2 percent to \$35.3 million, compared with \$77.0 million in the corresponding period in the prior year due to challenging market conditions, especially within the equity capital markets. Equity financing revenues decreased 78.3 percent to \$8.7 million in the second quarter of 2008 due to significantly lower equity financing activity. The equity capital markets were essentially on hold, particularly within our primary industry sectors. During the second quarter of 2008, we completed nine equity financings during the second quarter of 2008, raising \$1.5 billion in capital for our clients. We acted as book runner on two of the nine equity financings. In the second quarter of 2007, we completed 37 equity financings raising \$4.5 billion in capital for our clients, and acted as book runner on seven of these financings. Fixed income financing revenues in the second quarter of 2008 decreased 39.3 percent from the prior-year period to \$15.3 million, primarily due to a lower average spread on completed public finance transactions resulting from a change in business mix. A portion of the fixed income financings completed in the second quarter of 2008 related to transactions to restructure existing debt, which generally have a lower spread. During the second quarter of 2008, we underwrote 97 tax-exempt

issues with a par value of \$2.5 billion, compared with 138 tax-exempt issues with a par value of \$2.2 billion in the prior-year period. Advisory services revenues were \$11.3 million in the second quarter of 2008, essentially flat compared with the corresponding period in the prior year.

Institutional sales and trading revenues comprise all the revenues generated through trading activities, which consist primarily of facilitating customer trades. To assess the profitability of institutional sales and trading activities, we aggregate institutional brokerage revenues with the net interest income or expense associated with financing, economically hedging and holding long or short inventory positions. Our results in this area may vary from quarter to quarter as a result of changes in trading margins, trading gains and losses, net interest spreads, trading volumes and the timing of transactions based on market opportunities.

For the three months ended June 30, 2008, institutional sales and trading revenues increased 22.5 percent to \$56.1 million, compared with \$45.9 million for the three months ended June 30, 2007. Equity institutional sales and trading revenues increased 23.0 percent to \$35.3 million in the second quarter of 2008, compared with \$28.7 million in the prior-year period. This increase is due to higher revenues from U.S.

---

**Table of Contents**

equities as a result of higher volumes and proprietary trading strategies, lower trading loss ratios, and incremental revenues from Hong Kong equities, offset slightly by lower revenues from European equities. In the second quarter of 2008, fixed income institutional sales and trading revenues increased 21.5 percent to \$20.8 million, compared with the second quarter of 2007, due to increased municipal revenues, offset in part by lower high yield and structured products revenues. During the second quarter of 2008, we were able to capture short-term trading opportunities presented by dislocation in the municipal markets. Market conditions for high yield corporate bonds and structured products continued to be difficult in the second quarter of 2008.

For the second quarter of 2008, asset management fees were \$4.7 million due primarily to the business of FAMCO, which we acquired in September 2007. Asset management fees also include management fees from our private equity funds.

Other loss includes gains and losses from our investments in private equity and venture capital funds as well as other firm investments. Other loss also includes interest expense not allocated to specific product areas. In the second quarter of 2008, we recorded a loss of \$1.2 million, compared with a loss of \$0.3 million in second quarter of 2007. The increased loss in the second quarter of 2008 was a result of higher interest expense resulting from increased financing requirements in the second quarter of 2008, as a result of cash disbursements made in late 2007 for stock repurchases and the acquisitions of FAMCO and Goldbond.

**DISCONTINUED OPERATIONS**

Discontinued operations include the resolution of certain legal matters and revisions to restructuring estimates related to our Private Client Services ( PCS ) business, which we sold to UBS on August 11, 2006.

In the second quarter of 2008, discontinued operations recorded net income of \$1.4 million, which primarily related to a PCS litigation settlement. A net loss of \$1.1 million was recorded in the second quarter of 2007 which included costs related to decommissioning a retail-oriented back-office system, PCS litigation-related expenses and restructuring charges.

---

**Table of Contents****FINANCIAL SUMMARY FOR THE SIX MONTHS ENDED JUNE 30, 2008 AND JUNE 30, 2007**

The following table provides a summary of the results of our operations and the results of our operations as a percentage of net revenues for the periods indicated.

| <i>(Dollars in thousands)</i>   | For the Six Months Ended |               |            | As a Percentage of Net Revenues        |       |
|---|--------------------------|---------------|------------|--|-------|
|   | 2008                     | June 30, 2007 | 2008 v2007 | For the Six Months Ended June 30, 2008 | 2007  |
| <b>Revenues:</b>  |                          |               |            |  |       |
| Investment banking  | \$ 87,449                | \$ 158,605    | (44.9)%    | 45.9%                                  | 61.1% |
| Institutional brokerage   | 81,008                   | 80,291        | 0.9        | 42.6                                   | 31.0  |
| Interest  | 28,273                   | 31,226        | (9.5)      | 14.8                                   | 12.0  |
| Asset management  | 8,670                    | 199           | N/M        | 4.5                                    | 0.1   |
| Other income/(loss)   | (2,060)                  | 324           | N/M        | (1.1)                                  | 0.1   |
| Total revenues  | 203,340                  | 270,645       | (24.9)     | 106.7                                  | 104.3 |
| Interest expense  | 12,704                   | 11,119        | 14.3       | 6.7                                    | 4.3   |
| Net revenues  | 190,636                  | 259,526       | (26.5)     | 100.0                                  | 100.0 |
| <b>Non-interest expenses:</b>   |                          |               |            |  |       |
| Compensation and benefits   | 131,136                  | 151,823       | (13.6)     | 68.8                                   | 58.5  |
| Occupancy and equipment   | 16,243                   | 16,571        | (2.0)      | 8.4                                    | 6.4   |
| Communications  | 12,608                   | 12,256        | 2.9        | 6.6                                    | 4.7   |
| Floor brokerage and clearance   | 6,553                    | 7,691         | (14.8)     | 3.4                                    | 3.0   |
| Marketing and business development  | 13,477                   | 12,061        | 11.7       | 7.1                                    | 4.7   |
| Outside services  | 20,248                   | 16,439        | 23.2       | 10.6                                   | 6.3   |
| Other operating expenses  | 9,077                    | 4,950         | 83.4       | 4.8                                    | 1.9   |
| Total non-interest expenses   | 209,342                  | 221,791       | (5.6)%     | 109.8                                  | 85.5  |
| <b>Income/(loss) from continuing operations before income tax expense/(benefit)</b> | <b>(18,706)</b>          | 37,735        | N/M        | <b>(9.8)</b>                           | 14.5  |
| Income tax expense/(benefit)  | (10,196)                 | 12,636        | N/M        | N/M                                    | 4.9   |
|   | (8,510)                  | 25,099        | N/M        | (4.5)                                  | 9.7   |

**Net income/(loss) from continuing operations****Discontinued operations:**

|  |                   |           |     |               |       |
|--|-------------------|-----------|-----|---------------|-------|
| Income/(loss) from discontinued operations, net of tax | <b>1,439</b>      | (2,355)   | N/M | <b>0.8</b>    | (0.9) |
| <b>Net income/(loss)</b>                               | <b>\$ (7,071)</b> | \$ 22,744 | N/M | <b>(3.7)%</b> | 8.8%  |

*N/M Not meaningful*

Except as discussed below, the description of non-interest expenses from continuing operations, net revenues from continuing operations and discontinued operations as well as the underlying reasons for variances to prior year are substantially the same as the comparative quarterly discussion, and the statements in the foregoing discussion also apply.

For the six months ended June 30, 2008, net loss, which includes both continuing and discontinued operations, totaled \$7.1 million. Net revenues from continuing operations were \$190.6 million for the six months ended June 30, 2008, a decrease of 26.5 percent from the year-ago period. For the six months ended June 30, 2008, investment banking revenues decreased 44.9 percent to \$87.4 million, compared with revenues of \$158.6 million in the prior-year period due primarily to a decline in equity financing revenues. Institutional brokerage revenues were essentially flat at \$81.0 million, compared with the prior-year period. Net interest income for the first six months of 2008 decreased to \$15.6 million, down from \$20.1 million for the first six months of 2007, due to increased financing requirements in the first half of 2008 as a result of cash disbursements in late 2007 for stock buybacks and the purchases of FAMCO and Goldbond. For the six months ended June 30,

---

**Table of Contents**

2008, asset management fees were \$8.7 million, primarily as a result of the FAMCO acquisition completed in September 2007. Other income for the six months ended June 30, 2008, was a loss of \$2.1 million, compared with income of \$0.3 million for the corresponding period in the prior year, as a result of losses recorded on our principal investments. Non-interest expenses decreased to \$209.3 million for the six months ended June 30, 2008, from \$221.8 million in the corresponding period in the prior year, primarily as a result of decreased compensation and benefits expenses due to lower revenues, offset in part by higher litigation-related expenses, and increased deal write-off expenses related to busted deals.

**NET REVENUES FROM CONTINUING OPERATIONS (DETAIL)**

| <i>(Dollars in thousands)</i>                | <b>For the Six Months Ended</b> |                          | 2008<br>v2007 |
|--|---------------------------------|--------------------------|---------------|
|  | <b>2008</b>                     | <b>June 30,<br/>2007</b> |               |
| Net revenues:                                |                                 |                          |               |
| Investment banking                           |                                 |                          |               |
| Financing                                    |                                 |                          |               |
| Equities                                     | \$ 25,223                       | \$ 80,785                | (68.8)%       |
| Debt   | 34,667                          | 45,163                   | (23.2)        |
| Advisory services                            | 36,581                          | 36,582                   | (0.0)         |
| <i>Total investment banking</i>              | <b>96,471</b>                   | 162,530                  | (40.6)        |
| Institutional sales and trading              |                                 |                          |               |
| Equities                                     | 66,525                          | 59,857                   | 11.1          |
| Fixed income                                 | 23,143                          | 36,285                   | (36.2)        |
| <i>Total institutional sales and trading</i> | <b>89,668</b>                   | 96,142                   | (6.7)         |
| <i>Asset management</i>                      | <b>8,670</b>                    | 199                      | N/M           |
| <i>Other income/(loss)</i>                   | <b>(4,173)</b>                  | 655                      | N/M           |
| Total net revenues                           | \$ 190,636                      | \$ 259,526               | (26.5)%       |

*N/M Not meaningful*

For the six months ended June 30, 2008, investment banking revenues decreased 40.6 percent to \$96.5 million, compared with \$162.5 million in the prior-year period. Equity financing revenues were \$25.2 million, a decrease of 68.8 percent, which was due to a significant decline in equity underwriting activity. In the first half of 2008, only 39 initial public offerings were completed industry-wide, the lowest number since the first half of 2003. Of the 39 initial public offerings, only seven were completed in the small cap growth markets. During the six months ended June 30, 2008, we completed 24 equity financings, raising \$3.7 billion in capital excluding the \$19.7 billion of capital raised from the VISA initial public offering, on which we were a co-lead manager, compared with 63 equity offerings, raising \$8.1 billion in capital, during the six months ended June 30, 2007. For the six months ended June 30, 2008, debt financing revenues declined 23.2 percent to \$34.7 million, due primarily to a lower spread on completed public finance transactions. We were the underwriter of 172 public finance issues with a par value of \$4.2 billion in the first six months of 2008, compared with 232 public finance issues with a par value of \$3.8 billion in the prior-year period. Advisory services revenues were flat at \$36.6 million for the nine months ended June 30, 2008.

For the six months ended June 30, 2008, institutional sales and trading revenues declined 6.7 percent to \$89.7 million, compared with the prior-year period. Equity institutional sales and trading revenue increased



11.1 percent to \$66.5 million in the first half of 2008, compared with \$59.9 million in the first half of 2007. Revenues from U.S. equities increased and incremental revenues from Hong Kong equities were offset in part by lower European equities revenues. Fixed income institutional sales and trading revenues decreased 36.2 percent to \$23.1 million for the six months ended June 30, 2008, compared with the corresponding period in 2007 due to a net loss in high yield and structured products driven by lower commissions and trading losses. Market conditions for high yield corporate bonds and structured products were difficult in the first half of 2008. We have liquidated certain of our inventories in high yield and structured products to reduce our exposure in this business.

For the six months ended June 30, 2008, other income/(loss) recorded a loss of \$4.2 million, compared with income of \$0.7 million in the corresponding period in 2007. The loss in the first half of 2008 was a result of losses recorded on our principal investments and higher interest expense resulting from increased financing requirements.

---

**Table of Contents**

**DISCONTINUED OPERATIONS**

For the six months ended June 30, 2008, discontinued operations recorded net income of \$1.4 million. The underlying reasons for income recorded to discontinued operations for the six months ended June 30, 2008 are the same as those described in the discussion for the three months ended June 30, 2008.

**Recent Accounting Pronouncements**

Recent accounting pronouncements are set forth in Note 3 to our unaudited consolidated financial statements and are incorporated herein by reference.

**Critical Accounting Policies**

Our accounting and reporting policies comply with generally accepted accounting principles ( GAAP ) and conform to practices within the securities industry. The preparation of financial statements in compliance with GAAP and industry practices requires us to make estimates and assumptions that could materially affect amounts reported in our consolidated financial statements. Critical accounting policies are those policies that we believe to be the most important to the portrayal of our financial condition and results of operations and that require us to make estimates that are difficult, subjective or complex. Most accounting policies are not considered by us to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical, including whether the estimates are significant to the consolidated financial statements taken as a whole, the nature of the estimates, the ability to readily validate the estimates with other information (e.g. third-party or independent sources), the sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be used under GAAP.

For a full description of our significant accounting policies, see Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007. We believe that of our significant accounting policies, the following are our critical accounting policies.

**VALUATION OF FINANCIAL INSTRUMENTS**

Financial instruments and other inventory positions owned, financial instruments and other inventory positions owned and pledged as collateral, and financial instruments and other inventory positions sold, but not yet purchased, on our consolidated statements of financial condition are recorded at fair value. Unrealized gains and losses related to these financial instruments are reflected on our consolidated statements of operations.

We adopted Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( SFAS 157 ) in the first quarter of 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements.

SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, or an exit price. The degree of judgment used in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices in active markets generally have more pricing observability and less judgment used in measuring fair value. Conversely, financial instruments rarely traded or not quoted have less observability and are measured at fair value using valuation models that require more judgment. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction and overall market conditions generally.

When available, we use observable market prices, observable market parameters, or broker or dealer prices (bid and ask prices) to derive the fair value of financial instruments. In the case of financial instruments transacted on recognized exchanges, the observable market prices represent quotations for completed transactions from the exchange on which the financial instrument is principally traded.

A substantial percentage of the fair value of our financial instruments and other inventory positions owned, financial instruments and other inventory positions owned and pledged as collateral, and financial instruments and other inventory positions sold, but not yet purchased, are based on observable market prices, observable market parameters, or derived from broker or dealer prices. The availability of observable market prices and pricing parameters can vary from product to product. Where available, observable market prices and pricing or market

parameters in a product may be used to derive a price without requiring significant judgment. In certain markets, observable market prices or market parameters are not available for all products, and fair value is determined using techniques appropriate for each particular product. These techniques involve some degree of judgment.

---

**Table of Contents**

For investments in illiquid or privately held securities that do not have readily determinable fair values, the determination of fair value requires us to estimate the value of the securities using the best information available. Among the factors considered by us in determining the fair value of such financial instruments are the cost, terms and liquidity of the investment, the financial condition and operating results of the issuer, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of investments. In instances where a security is subject to transfer restrictions, the value of the security is based primarily on the quoted price of a similar security without restriction but may be reduced by an amount estimated to reflect such restrictions. In addition, even where the value of a security is derived from an independent source, certain assumptions may be required to determine the security's fair value. For instance, we assume that the size of positions in securities that we hold would not be large enough to affect the quoted price of the securities if we sell them, and that any such sale would happen in an orderly manner. The actual value realized upon disposition could be different from the currently estimated fair value.

Fair values for derivative contracts represent amounts estimated to be received from or paid to a third party in settlement of these instruments. These derivatives are valued using quoted market prices when available or pricing models based on the net present value of estimated future cash flows. Management deems the net present value of estimated future cash flows model to provide the best estimate of fair value as most of our derivative products are interest rate products. The valuation models used require inputs including contractual terms, market prices, yield curves, credit curves and measures of volatility. The valuation models are monitored over the life of the derivative product. If there are any changes in the underlying inputs, the model is updated for those new inputs.

We have categorized our financial instruments measured at fair value into a three-level classification in accordance with SFAS 157. Fair value measurements of financial instruments that use quoted prices in active markets for identical assets or liabilities are generally categorized as Level I, and fair value measurements of financial instruments that have no direct observable levels are generally categorized as Level III. The lowest level input that is significant to the fair value measurement of a financial instrument is used to categorize the instrument and reflects the judgment of management. Financial assets and liabilities presented as fair value in our consolidated statements of financial condition generally are categorized as follows:

**Level I** Quoted prices (unadjusted) are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market. The type of financial instruments included in Level 1 are highly liquid instruments with quoted prices such as certain U.S. treasury bonds and U.S. government agency securities, certain firm investments and equities listed in active markets.

**Level II** Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these financial instruments include instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed. Instruments which are generally included in this category are certain U.S. treasury bonds and U.S. government agency securities, corporate bonds, certain municipal bonds, certain asset-backed securities and derivatives.

**Level III** Instruments that have little to no pricing observability as of the report date. These financial instruments do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation. Instruments included in this category generally include auction rate municipal securities, certain firm investments, certain asset-backed securities, residual interests in securitizations and certain convertible securities.

At June 30, 2008, Level III assets were \$189.2 million. During the second quarter of 2008, we recorded net sales of \$159.5 million of Level III assets. This reduction was primarily a result of auction-rate securities being restructured into something more market-acceptable increasing the salability of these securities. Our valuation adjustments (realized and unrealized) decreased Level III assets by \$4.4 million. Additionally, there was \$29.9 million of net transfers into the Level III category in the second quarter 2008 related to certain asset-backed securities.

## Edgar Filing: PIPER JAFFRAY COMPANIES - Form 10-Q

At June 30, 2008, Level III assets included the following: \$85.0 million of auction rate municipal securities, \$47.4 million of private equity and principal investments, \$42.8 million of asset-backed securities, \$11.5 million of residual interests in securitizations related to our tender option bond program and \$2.4 million of convertible securities.

At the end of the second quarter of 2008, Level III liabilities were \$6.2 million. During the second quarter of 2008, there was \$2.0 million of net transfers into the Level III category.

---

**Table of Contents**

At June 30, 2008, Level III liabilities included \$1.9 million of asset-backed short securities and \$4.3 million of private equity and principal investments.

**GOODWILL AND INTANGIBLE ASSETS**

We record all assets and liabilities acquired in purchase acquisitions, including goodwill and other intangible assets, at fair value as required by Statement of Financial Accounting Standards No. 141, Business Combinations. Determining the fair value of assets and liabilities acquired requires certain management estimates. In 2007, we recorded \$34.1 million of goodwill and \$18.0 million of identifiable intangible assets related to the acquisition of FAMCO and recorded \$19.2 million of goodwill related to the acquisition of Goldbond. At June 30, 2008, we had goodwill of \$284.8 million. Of this goodwill balance, \$220.0 million is a result of the 1998 acquisition of our predecessor, Piper Jaffray Companies Inc., and its subsidiaries by U.S. Bancorp.

Under Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets, we are required to perform impairment tests of our goodwill and indefinite-lived intangible assets annually and more frequently in certain circumstances. We have elected to test for goodwill impairment in the fourth quarter of each calendar year. The goodwill impairment test is a two-step process, which requires management to make judgments in determining what assumptions to use in the calculation. The first step of the process estimates the fair value of our two operating segments based on the following factors: a discounted cash flow model using revenue and profit forecasts, our market capitalization, public market comparables and multiples of recent mergers and acquisitions of similar businesses. Valuation multiples may be based on revenues, price-to-earnings and tangible capital ratios of comparable public companies and business segments. These multiples may be adjusted to consider competitive differences including size, operating leverage and other factors. The estimated fair values of our operating segments are compared with their carrying values, which includes the allocated goodwill. If the estimated fair value is less than the carrying values, a second step is performed to compute the amount of the impairment by determining an implied fair value of goodwill. The determination of a reporting unit's implied fair value of goodwill requires us to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the implied fair value of goodwill, which is compared to its corresponding carrying value. We completed our last goodwill impairment test as of November 30, 2007, and no impairment was identified.

As noted above, the initial recognition of goodwill and other intangible assets and the subsequent impairment analysis requires management to make subjective judgments concerning estimates of how the acquired assets or businesses will perform in the future using valuation methods including discounted cash flow analysis. Events and factors that may significantly affect the estimates include, among others, competitive forces and changes in revenue growth trends, cost structures, technology, discount rates and market conditions. In addition, estimated cash flows may extend beyond ten years and, by their nature, are difficult to determine over an extended time period. To assess the reasonableness of cash flow estimates and validate assumptions used in our estimates, we review historical performance of the underlying assets or similar assets. In assessing the fair value of our operating segments, the volatile nature of the securities markets and our industry requires us to consider the business and market cycle and assess the stage of the cycle in estimating the timing and extent of future cash flows. If during any future period it is determined that impairment exists, the results of operations in that period could be materially adversely affected.

**STOCK-BASED COMPENSATION**

As part of our compensation to employees and directors, we use stock-based compensation, consisting of stock options and restricted stock. Prior to January 1, 2006, we elected to account for stock-based employee compensation on a prospective basis under the fair value method, as prescribed by Statement of Financial Accounting Standards No. 123, Accounting and Disclosure of Stock-Based Compensation, and as amended by Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation Transition and Disclosure. The fair value method required stock based compensation to be expensed in the consolidated statement of operations at their fair value.

Effective January 1, 2006, we adopted the provisions of Statement of Financial Accounting Standards No. 123(R), Share-Based Payment, (SFAS 123(R)), using the modified prospective transition method. SFAS 123(R) requires all stock-based compensation to be expensed in the consolidated statement of operations at fair value, net of estimated forfeitures. Because we had historically expensed all equity awards based on the fair value method, net of estimated

forfeitures, SFAS 123(R) did not have a material effect on our measurement or recognition methods for stock-based compensation.

Compensation paid to employees in the form of stock options or service-based restricted stock is generally amortized on a straight-line basis over the required service period of the award and is included in our results of operations as compensation expense, net of estimated forfeitures. The majority of our stock option and service-based restricted stock grants provide for continued vesting after termination, provided that the employee does not violate certain post-termination restrictions as set forth in the award agreements or any agreements entered into upon termination. We consider the required service period to be the greater of the vesting period or the post-termination restricted period. We believe

---

**Table of Contents**

that our non-competition restrictions meet the SFAS 123(R) definition of a substantive service requirement.

Performance-based restricted shares are amortized on a straight-line basis over the period we expect the performance target to be met and are included in our results of operations as compensation expense, net of estimated forfeitures. The shares vest and total compensation costs will be recognized only if the performance condition is satisfied. The probability that the performance conditions will be achieved and that the awards will vest is reevaluated each reporting period with changes in actual or estimated outcomes accounted for using a cumulative effect adjustment.

Stock-based compensation granted to our non-employee directors is in the form of common shares of Piper Jaffray Companies stock and/or stock options. Stock-based compensation paid to directors is immediately vested (i.e., there is no continuing service requirement) and is included in our results of operations as outside services expense as of the date of grant.

In determining the estimated fair value of stock options, we use the Black-Scholes option-pricing model. This model requires management to exercise judgment with respect to certain assumptions, including the expected dividend yield, the expected volatility, and the expected life of the options. The expected dividend yield assumption is derived from the assumed dividend payout over the expected life of the option. The expected volatility assumption for grants subsequent to December 31, 2006 is derived from a combination of our historical data and industry comparisons, as we have limited information on which to base our volatility estimates because we have only been a public company since the beginning of 2004. The expected volatility assumption for grants prior to December 31, 2006 were based solely on industry comparisons. The expected life of options assumption is derived from the average of the following two factors: industry comparisons and the guidance provided by the SEC in Staff Accounting Bulletin No. 107 ( SAB 107 ). SAB 107 allows the use of an acceptable methodology under which we can take the midpoint of the vesting date and the full contractual term. We believe our approach for calculating an expected life to be an appropriate method in light of the limited historical data regarding employee exercise behavior or employee post-termination behavior. Additional information regarding assumptions used in the Black-Scholes pricing model can be found in Note 16 to our consolidated financial statements.

The vesting of stock options and restricted stock generally results in windfall tax benefits or shortfalls. A windfall tax benefit is defined as any corporate income tax benefit realized upon exercise or vesting of an award that exceeds amounts previously recognized in earnings. SFAS 123 (R) states that realized windfall tax benefits are credited to additional-paid-in-capital within the consolidated statement of financial condition. Realized shortfall tax benefits (amounts which are less than that previously recognized in earnings) are first offset against the cumulative balance of windfall tax benefits, if any, and then charged directly to income tax expense. As of June 30, 2008 we had a cumulative windfall tax benefit recorded within additional paid-in capital of \$2.9 million.

**CONTINGENCIES**

We are involved in various pending and potential legal proceedings related to our business, including litigation, arbitration and regulatory proceedings. Some of these matters involve claims for substantial amounts, including claims for punitive and other special damages. We have, after consultation with outside legal counsel and consideration of facts currently known by management, recorded estimated losses in accordance with Statement of Financial Accounting Standards No. 5, Accounting for Contingencies, to the extent that claims are probable of loss and the amount of the loss can be reasonably estimated. Our reserves totaled \$7.0 million and \$8.4 million at June 30, 2008 and December 31, 2007, respectively. The determination of these reserve amounts requires significant judgment on the part of management. In making these determinations, we consider many factors, including, but not limited to, the loss and damages sought by the plaintiff or claimant, the basis and validity of the claim, the likelihood of a successful defense against the claim, and the potential for, and magnitude of, damages or settlements from such pending and potential litigation and arbitration proceedings, and fines and penalties or orders from regulatory agencies.

Under the terms of our separation and distribution agreement with U.S. Bancorp and ancillary agreements entered into in connection with the spin-off in December 2003, we generally are responsible for all liabilities relating to our business, including those liabilities relating to our business while it was operated as a segment of U.S. Bancorp under the supervision of its management and board of directors and while our employees were employees of U.S. Bancorp servicing our business. Similarly, U.S. Bancorp generally is responsible for all liabilities relating to the businesses



U.S. Bancorp retained. However, in addition to our established reserves, U.S. Bancorp agreed to indemnify us in an amount up to \$17.5 million for losses that result from certain matters, primarily third-party claims relating to research analyst independence. U.S. Bancorp has the right to terminate this indemnification obligation in the event of a change in control of our company. As of June 30, 2008, approximately \$12.8 million of the indemnification remained available.

As part of the asset purchase agreement for the sale of our PCS branch network to UBS that closed in August 2006, UBS agreed to assume certain liabilities of the PCS business, including certain liabilities and obligations arising from litigation, arbitration, customer complaints and other claims related to the PCS business. In certain cases, we have agreed to indemnify UBS for litigation matters after UBS has incurred costs

---

**Table of Contents**

of \$6.0 million related to these matters, and as of the first quarter of 2008, we have exceeded this \$6.0 million threshold. In addition, we have retained liabilities arising from regulatory matters and certain PCS litigation arising prior to the sale. The amount of exposure in excess of the \$6.0 million indemnification threshold and for other PCS litigation matters deemed to be probable and reasonably estimable are included in our established reserves.

Subject to the foregoing, we believe, based on our current knowledge, after appropriate consultation with outside legal counsel and after taking into account our established reserves, the U.S. Bancorp indemnity agreement, the assumption by UBS of certain liabilities of the PCS business and our indemnification obligations to UBS, that pending litigation, arbitration and regulatory proceedings will be resolved with no material adverse effect on our financial condition. However, if, during any period, a potential adverse contingency should become probable or resolved for an amount in excess of the established reserves and indemnification available to us, the results of operations in that period could be materially adversely affected.

**INCOME TAXES**

Provisions for federal and state income taxes are calculated based on reported pre-tax earnings and current tax law. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes. Significant judgment is required in evaluating uncertain tax positions. We establish reserves for uncertain income tax positions in accordance with FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement 109 ( FIN 48 ) when, it is not more likely than not that a certain position or component of a position will be ultimately upheld by the relevant taxing authorities. Our tax provision and related accruals include the impact of estimates for uncertain tax positions and changes to the reserves that are considered appropriate. To the extent the probable tax outcome of these matters changes, the change in estimate will impact the income tax provision in the period of change.

**Liquidity, Funding and Capital Resources**

Liquidity is of critical importance to us given the nature of our business. Insufficient liquidity resulting from adverse circumstances contributes to, and may be the cause of, financial institution failure. Accordingly, we regularly monitor our liquidity position, including our cash and net capital positions, and we have implemented a liquidity strategy designed to enable our business to continue to operate even under adverse circumstances, although there can be no assurance that our strategy will be successful under all circumstances.

The majority of our tangible assets consist of assets readily convertible into cash. Financial instruments and other inventory positions are stated at fair value and are generally readily marketable in most market conditions. Receivables and payables with customers and brokers and dealers usually settle within a few days. As part of our liquidity strategy, we emphasize diversification of funding sources. We utilize a mix of funding sources and, to the extent possible, maximize our lower-cost financing alternatives. Our assets are financed by our cash flows from operations, equity capital, proceeds from securities sold under agreements to repurchase and bank lines of credit. The fluctuations in cash flows from financing activities are directly related to daily operating activities from our various businesses.

Certain market conditions can impact the liquidity of our inventory positions requiring us to hold larger inventory positions for longer than expected or requiring us to take other actions that may adversely impact our results. During the latter half of 2007, the credit markets experienced a significant contraction in available liquidity stemming from credit problems in subprime residential mortgages and structured credit vehicles. While we do not have direct exposure to residential mortgages or structured products containing residential mortgages, the turmoil in the credit markets during 2007 carried over into 2008 and spread to other areas beyond residential mortgages and structured credit vehicles. Specifically, the municipal credit markets were adversely impacted by rating agency downgrades (and the expectation of potential future downgrades) of certain Monolines which have significant credit exposure to subprime mortgages. Monolines insure a significant part of the overall municipal credit market, including almost all of the short-term variable rate municipal credit market. The credit risk of certain Monolines caused a significant decrease in the demand for auction rate municipal securities, variable rate demand notes and variable rate certificates which support our tender option bond program. In an effort to increase liquidity for these securities we increased inventory positions in these securities in early 2008, which required additional capital and also exposed us to potential financial

losses from the reduction in value of these positions. During the second quarter of 2008, we reduced these inventory positions to more normalized levels. For further discussion of our liquidity, market and credit risk related to variable rate certificates issued from unconsolidated trusts as part of our tender option bond program, refer to [Off-Balance Sheet Arrangements](#) below. For further discussion of our liquidity, market and credit risks related to auction rate municipal securities and variable rate demand notes, refer to [Enterprise Risk Management](#) below.

---

## **Table of Contents**

A significant component of our employees' compensation is paid in an annual discretionary bonus. The timing of these bonus payments, which generally are paid in February, has a significant impact on our cash position and liquidity when paid.

We currently do not pay cash dividends on our common stock.

On April 16, 2008 we announced that our board of directors had authorized the repurchase of up to \$100 million in shares of our common stock. The principal purpose of the share repurchase program is to provide us with a tool to assist in managing our equity capital relative to the growth of our business and to assist in offsetting the dilutive effect of employee equity-based compensation. The authorization expires June 30, 2010. During the second quarter of 2008, we did not repurchase any shares of outstanding common stock under this authorization. In the third quarter, through July 29, 2008, we have repurchased 444,225 common shares for \$15 million under this authorization.

We may add capital in 2008 to facilitate certain of our growth initiatives.

### **FUNDING SOURCES**

We have available discretionary short-term financing on both a secured and unsecured basis. Secured financing is obtained through the use of repurchase agreements and secured bank loans. Bank loans and repurchase agreements are typically collateralized by the firm's securities inventory. Short-term funding is generally obtained at rates based upon the federal funds rate.

To finance customer and trade-related receivables we utilized an average of \$95 million in short-term bank loans in the first half of 2008. This compares to an average of \$5 million in short-term bank loans in the first half of 2007. Average net repurchase agreements (excluding repurchase agreements used to facilitate economic hedges) of \$173 million and \$113 million in the first quarter of 2008 and 2007, respectively, were primarily used to finance inventory. The increase in average net repurchase agreements in the first half of 2008 was a result of higher inventory balances and increased financing requirements as a result of cash disbursements in late 2007 for stock repurchases and the purchases of FAMCO and Goldbond. Growth in our securities inventory is generally financed through repurchase agreements and bank financing. On June 30, 2008, we had \$161.5 million outstanding in short-term bank financing.

On December 31, 2007, U.S. Bank N.A. agreed to provide up to \$50 million in temporary subordinated debt upon approval by the Financial Industry Regulatory Authority (FINRA).

On February 19, 2008, we also entered into a \$600 million revolving credit facility with U.S. Bank N.A. pursuant to which we are permitted to request advances to fund certain short-term municipal securities (including auction rate securities and variable rate demand notes). Interest is payable monthly, and the unpaid principal amount of all advances will be due August 19, 2008. As of June 30, 2008, we had \$13.5 million outstanding on this credit facility.

We currently do not have a credit rating, which may adversely affect our liquidity and increase our borrowing costs by limiting access to sources of liquidity that require a credit rating as a condition to providing funds.

### **CONTRACTUAL OBLIGATIONS**

Our contractual obligations have not materially changed from those reported in our Annual Report to Shareholders on Form 10-K for the year ended December 31, 2007.

### **CAPITAL REQUIREMENTS**

As a registered broker dealer and member firm of FINRA, our U.S. broker dealer subsidiary is subject to the uniform net capital rule of the SEC and the net capital rule of FINRA. We have elected to use the alternative method permitted by the uniform net capital rule, which requires that we maintain minimum net capital of the greater of \$1.0 million or 2 percent of aggregate debit balances arising from customer transactions, as this is defined in the rule. FINRA may prohibit a member firm from expanding its business or paying dividends if resulting net capital would be less than 5 percent of aggregate debit balances. Advances to affiliates, repayment of subordinated liabilities, dividend payments and other equity withdrawals are subject to certain notification and other provisions of the uniform net capital rule and the net capital rule of FINRA. We expect that these provisions will not impact our ability to meet current and future obligations. We also are subject to certain notification requirements related to withdrawals of excess net capital from our broker dealer subsidiary. At June 30, 2008, our net capital under the SEC's Uniform Net Capital Rule was \$246.2 million, and exceeded the minimum net capital required under the SEC rule by \$244.3 million.



**Table of Contents**

Although we operate with a level of net capital substantially greater than the minimum thresholds established by FINRA and the SEC, a substantial reduction of our capital would curtail many of our revenue producing activities.

Piper Jaffray Ltd., which is a registered United Kingdom broker dealer, is subject to the capital requirements of the U.K. Financial Services Authority ( FSA ). As of June 30, 2008, Piper Jaffray Ltd. was in compliance with the capital requirements of the FSA.

We operate four entities licensed by the Hong Kong Securities and Futures Commission, which are subject to the liquid capital requirements of the Securities and Futures (Financial Resources) Rules promulgated under the Securities and Futures Ordinance. As of June 30, 2008, Piper Jaffray Asia regulated entities were in compliance with the liquid capital requirements of the Hong Kong Securities and Futures Ordinance.

**Off-Balance Sheet Arrangements**

In the ordinary course of business we enter into various types of off-balance sheet arrangements including certain reimbursement guarantees meeting the FIN No. 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others ( FIN 45 ), definition of a guarantee that may require future payments. The following table summarizes our off-balance-sheet arrangements at June 30, 2008 and December 31, 2007 as follows:

| <b>Expiration Per Period at<br/>June 30, 2008</b><br><i>(Dollars in thousands)</i> | 2008      | 2009      | 2010-<br>2011 | 2012-<br>2013 | After<br>2013 | <b>Total<br/>Contractual Amount</b> |                         |
|--|-----------|-----------|---------------|---------------|---------------|-------------------------------------|-------------------------|
|  |           |           |               |               |               | <b>June 30,<br/>2008</b>            | December<br>31,<br>2007 |
| Match-book derivative contracts (1)(2)   | \$ 30,040 | \$ 40,295 | \$            | \$ 1,680      | \$ 7,251,434  | <b>\$ 7,323,449</b>                 | \$ 6,967,869            |
| Derivative contracts excluding match- book derivatives (2)                         | 15,960    |           | 25,000        | 21,810        | 461,875       | <b>524,645</b>                      | 562,706                 |
| Tender option bond securitizations   |           |           | 61,160        | 10,255        | 220,955       | <b>292,370</b>                      | 276,475                 |
| Loan commitments   |           |           |               |               |               |                                     |                         |
| Private equity and other principal investments                                     |           |           |               |               |               | <b>4,216</b>                        | 4,900                   |

(1) Consists of interest rate swaps. We have minimal market risk related to these matched-book derivative contracts, but we do have counterparty risk up to \$15 million with one major financial institution.

(2) *We believe the fair value of these derivative contracts is a more relevant measure of the obligations because we believe the notional amount overstates the expected payout. At June 30, 2008 and December 31, 2007, the fair value of these derivative contracts approximated \$25.2 million and \$18.4 million, respectively.*

#### **DERIVATIVES**

Neither derivatives notional amounts nor underlying instrument values are reflected as assets or liabilities in our consolidated statements of financial condition. Rather, the market, or fair value, of the derivative transactions are reported in the consolidated statements of financial condition as assets or liabilities in financial instruments and other inventory positions owned and financial instruments and other inventory positions sold, but not yet purchased, as applicable. Derivatives are presented on a net-by-counterparty basis when a legal right of offset exists, and on a net-by-cross product basis when applicable provisions are stated in a master netting agreement. Cash collateral received or paid is netted on a counterparty basis, provided a legal right of offset exists.

We enter into derivative contracts in a principal capacity as a dealer to satisfy the financial needs of clients. We also use derivative products to hedge the interest rate and market value risks associated with our security positions. Our interest rate hedging strategies may not work in all market environments and as a result may not be effective in mitigating interest rate risk. In addition, we enter into loan swap agreements to receive the return of certain loan assets without transferring actual ownership of the underlying loan to us. For a complete discussion of our activities related to derivative products, see Note 5, Financial Instruments and Other Inventory Positions Owned and Financial Instruments and Other Inventory Positions Sold, but Not Yet Purchased, in the notes to our consolidated financial statements.

#### **SPECIAL PURPOSE ENTITIES**

We enter into arrangements with various special-purpose entities ( SPEs ). SPEs may be corporations, trusts or partnerships that are established for a limited purpose. There are two types of SPEs qualified SPEs ( QSPEs ) and variable interest entities ( VIEs ). A QSPE generally can be described as an entity whose permitted activities are limited to passively holding financial assets and distributing cash flows to investors based on pre-set terms. Our involvement with QSPEs relates to securitization transactions related to our tender option bond program in which highly rated fixed rate municipal bonds are sold to an SPE that qualifies as a QSPE under Statement of Financial Accounting Standards No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities a Replacement of FASB





**Table of Contents**

Statement No. 125, ( SFAS 140 ). In accordance with SFAS 140 and FIN 46(R), we do not consolidate QSPEs. We recognize at fair value the retained interests we hold in the QSPEs. We derecognize financial assets transferred to QSPEs, provided we have surrendered control over the assets. The sale of municipal bonds into a QSPE trust is funded by the sale of variable rate certificates to institutional customers seeking variable rate tax-free investment products. These variable rate certificates reprice weekly. At June 30, 2008, \$245.9 million par value of the municipal bonds in securitization were insured against default of principal or interest by Monolines. We have contracted with a major third-party financial institution who acts as the liquidity provider for our tender option bond trusts and we have agreed to reimburse the liquidity provider for any losses associated with providing liquidity to the trusts. This liquidity provider has the ability to terminate its agreement with the trust due to several factors, including a downgrade of the Monolines below investment grade. The absence of a liquidity provider would likely result in the dissolution of the trust and a potential financial loss. The current credit environment has resulted in certain Monolines having their AAA credit ratings downgraded causing decreased market demand for variable rate certificates collateralized by municipal bonds insured by these Monolines and other Monolines facing the possibility of a downgrade. The municipalities whose bonds we have securitized all have credit ratings rated A or higher as of June 30, 2008 regardless of the Monoline bond insurance. We incurred \$3.4 million of losses related to the dissolution of two tender option bond trusts collateralized by bonds issued by triple-B rated municipalities in the first quarter of 2008, as a result of the Monoline issues described above. In addition, we owned 100 percent of the variable rate certificates of two trusts as of March 31, 2008, resulting in consolidation of the trusts onto our consolidated statement of financial condition and the write-off of \$1.0 million in residual interests in these trusts. Early in the second quarter of 2008, we added Berkshire Hathaway Assurance Corporation ( BHAC ) credit insurance to these two trusts enhancing the marketability of the variable rate certificates and resulting in the deconsolidation of the trusts and a gain of \$0.9 million. In addition, early in the second quarter of 2008, we added BHAC insurance to four additional QSPE trusts to ensure marketability of the variable rate certificates. The following table presents a summary of our off-balance sheet trusts by Monoline insurer at June 30, 2008:

| <b>Monoline</b> |                      | <b>Par Value</b> | <b>Market</b>   | <b>Outstanding</b>  |
|-----------------|----------------------|------------------|-----------------|---------------------|
| <b>Bond</b>     | <b>Municipality</b>  | <b>of</b>        | <b>Value</b>    | <b>Variable</b>     |
| <b>Insurer</b>  | <b>Credit Rating</b> | <b>Bonds</b>     | <b>of Bonds</b> | <b>Rate</b>         |
|                 |                      |                  |                 | <b>Certificates</b> |
| Ambac           | Aa1                  | \$ 22,905        | \$ 9,890        | \$ 10,145           |
| Assured         | A1                   | 8,390            | 8,519           | 8,650               |
| BHAC (1)        | A3 to A              | 81,900           | 74,162          | 73,251              |
| FGIC            | Aa1                  | 20,825           | 21,203          | 20,680              |
| FSA             | A2 to Aaa            | 58,065           | 59,681          | 59,009              |
| PSF             | A2 to Aa3            | 41,930           | 38,075          | 37,400              |
| MBIA            | Aa3                  | 11,850           | 12,094          | 11,927              |
| No insurance    | Aa1 to Aa3           | 46,505           | 48,476          | 47,679              |
|                 |                      | \$ 292,370       | \$ 272,100      | \$ 268,741          |

(1) Includes six trusts where we added BHAC credit insurance to enhance the marketability of the associated variable rate

*certificates.  
Ambac is the  
original insurer  
of four trusts  
with a par value  
of \$53.3 million  
and FGIC is the  
original insurer  
of two trusts  
with a par value  
of \$28.6 million.*

Certain SPEs do not meet the QSPE criteria because their permitted activities are not limited sufficiently or control remains with one of the owners. These SPEs are referred to as VIEs. Under FIN 46(R), we consolidate a VIE if we are the primary beneficiary of the entity. The primary beneficiary is the party that either (i) absorbs a majority of the VIEs expected losses; (ii) receives a majority of the VIEs expected residual returns; or (iii) both. We are party to three tender option bond securitizations whereby control remained with one of the owners and we are the primary beneficiary of the VIE. Accordingly, we have recorded an asset for the underlying bonds of \$47.7 million (par value \$47.5 million) and a liability for the certificates sold by the trusts for \$46.8 million as of June 30, 2008. See Note 7,

Securitizations, in the notes to our consolidated financial statements for a complete discussion of our securitization activities.

In addition, we have investments in various entities, typically partnerships or limited liability companies, established for the purpose of investing in private or public equity securities and various partnership entities. We commit capital or act as the managing partner or member of these entities. Some of these entities are deemed to be VIEs. For a complete discussion of our activities related to these types of partnerships, see Note 9, Variable Interest Entities, to our consolidated financial statements included in our Annual Report to Shareholders on Form 10-K for the year ended December 31, 2007.

---

## **Table of Contents**

### **LOAN COMMITMENTS**

We may commit to short-term bridge-loan financing for our clients or make commitments to underwrite corporate debt. We had no loan commitments outstanding at June 30, 2008.

### **PRIVATE EQUITY AND OTHER PRINCIPAL INVESTMENTS**

We have committed capital to certain non-consolidated private-equity funds. These commitments have no specified call dates.

### **OTHER OFF-BALANCE SHEET EXPOSURE**

Our other types of off-balance-sheet arrangements include contractual commitments and guarantees. For a discussion of our activities related to these off-balance sheet arrangements, see Note 17, Contingencies, Commitments and Guarantees, to our consolidated financial statements included in our Annual Report to Shareholders on Form 10-K for the year ended December 31, 2007.

### **Enterprise Risk Management**

Risk is an inherent part of our business. In the course of conducting business operations, we are exposed to a variety of risks. Market risk, liquidity risk, credit risk, operational risk, legal, regulatory and compliance risk, and reputational risk are the principal risks we face in operating our business. We seek to identify, assess and monitor each risk in accordance with defined policies and procedures. The extent to which we properly identify and effectively manage each of these risks is critical to our financial condition and profitability.

With respect to market risk and credit risk, we emphasize daily communication among traders, trading department management and senior management concerning our inventory positions and overall risk profile. Our risk management functions supplement this communication process by providing their independent perspectives on our market and credit risk profile on a daily basis. The broader goals of our risk management functions include understanding the risk profile of each trading area, consolidating risk monitoring company-wide, assisting in implementing effective hedging strategies, articulating large trading or position risks to senior management, and ensuring accurate mark-to-market pricing.

In addition to supporting daily risk management processes on the trading desks, our risk management functions support our market and credit risk committee. This committee oversees risk management practices, including defining acceptable risk tolerances and approving risk management policies.

### **MARKET RISK**

Market risk represents the risk of financial volatility that may result from the change in value of a financial instrument due to fluctuations in its market price. Our exposure to market risk is directly related to our role as a financial intermediary for our clients, to our market-making activities and our proprietary activities. Market risks are inherent in both cash and derivative financial instruments. The scope of our market risk management policies and procedures includes all market-sensitive financial instruments.

Our different types of market risk include:

**Interest Rate Risk** Interest rate risk represents the potential volatility from changes in market interest rates. We are exposed to interest rate risk arising from changes in the level and volatility of interest rates, changes in the shape of the yield curve, changes in credit spreads, and the rate of prepayments. Interest rate risk is managed through the use of appropriate hedging in U.S. government securities, agency securities, mortgage-backed securities, corporate debt securities, interest rate swaps, options, futures and forward contracts. We utilize interest rate swap contracts to hedge a portion of our fixed income inventory, to hedge residual cash flows from our tender option bond program, and to hedge rate lock agreements and forward bond purchase agreements we may enter into with our public finance customers. Our interest rate hedging strategies may not work in all market environments and as a result may not be effective in mitigating interest rate risk. These interest rate swap contracts are recorded at fair value with the changes in fair value recognized in earnings.

**Equity Price Risk** Equity price risk represents the potential loss in value due to adverse changes in the level or volatility of equity prices. We are exposed to equity price risk through our trading activities in the U.S., Hong Kong and European markets on both listed and over-the-counter equity markets. We attempt to reduce the risk of loss inherent in our market-making and in our inventory of equity securities by establishing limits on the notional level of our inventory and by managing net position levels with those limits.



**Table of Contents**

**Currency Risk** Currency risk arises from the possibility that fluctuations in foreign exchange rates will impact the value of financial instruments. A portion of our business is conducted in currencies other than the U.S. dollar, and changes in foreign exchange rates relative to the U.S. dollar can therefore affect the value of non-U.S. dollar net assets, revenues and expenses. A change in the foreign currency rates could create either a foreign currency transaction gain/loss (recorded in our consolidated statements of operations) or a foreign currency translation adjustment to the stockholders' equity section of our consolidated statements of financial condition.

**VALUE-AT-RISK**

Value-at-Risk ( VaR ) is the potential loss in value of our trading positions due to adverse market movements over a defined time horizon with a specified confidence level. We perform a daily VaR analysis on substantially all of our trading positions, including fixed income, equities, convertible bonds, exchange traded options, and all associated economic hedges. These positions encompass both customer-related activities and proprietary investments. We use a VaR model because it provides a common metric for assessing market risk across business lines and products. Changes in VaR between reporting periods are generally due to changes in levels of risk exposure, volatilities and/or correlations among asset classes and individual securities.

In the first quarter of 2008, we changed the underlying methodology used to calculate our VaR from a historical simulation model to a Monte Carlo simulation model after implementing a new market risk management system. Historical simulation assumes that returns in the future will have the same distribution they had in the past. Monte Carlo simulation, in comparison, generates scenarios of random market moves and revalues the portfolio given each of those market moves. We believe that a Monte Carlo simulation is an enhanced VaR methodology. In addition, the Monte Carlo simulation model can better account for options and other instruments that contain optionality. The new system also provides us with better modeling of the correlations among all of our asset classes. All prior year data has been restated to reflect the change in methodology.

Model-based VaR derived from simulation has inherent limitations including: reliance on historical data to predict future market risk; VaR calculated using a one-day time horizon does not fully capture the market risk of positions that cannot be liquidated or offset with hedges within one day; and published VaR results reflect past trading positions while future risk depends on future positions.

The modeling of the market risk characteristics of our trading positions involves a number of assumptions and approximations. While we believe that these assumptions and approximations are reasonable, different assumptions and approximations could produce materially different VaR estimates.

The following table quantifies the model-based VaR simulated for each component of market risk for the periods presented computed using the past 250 days of historical data. When calculating VaR we use a 95 percent confidence level and a one-day time horizon. This means that, over time, there is a 1 in 20 chance that daily trading net revenues will fall below the expected daily trading net revenues by an amount at least as large as the reported VaR. Shortfalls on a single day can exceed reported VaR by significant amounts. Shortfalls can also accumulate over a longer time horizon, such as a number of consecutive trading days. Therefore, there can be no assurance that actual losses occurring on any given day arising from changes in market conditions will not exceed the VaR amounts shown below or that such losses will not occur more than once in a 20-day trading period.

|                               | At June<br>30,<br>2008 | At December<br>31,<br>2007 |
|-------------------------------|------------------------|----------------------------|
| <i>(Dollars in thousands)</i> |                        |                            |
| Interest Rate Risk            | \$ 1,465               | \$ 2,085                   |
| Equity Price Risk             | 357                    | 448                        |
| Diversification Effect (1)    | (528)                  | (736)                      |
| Total Value-at-Risk           | \$ 1,294               | \$ 1,797                   |

(1) Equals the  
difference

*between total VaR and the sum of the VaRs for the two risk categories. This effect arises because the two market risk categories are not perfectly correlated.*

---

**Table of Contents**

We view average VaR over a period of time as more representative of trends in the business than VaR at any single point in time. The table below illustrates the daily high, low and average value-at-risk calculated for each component of market risk during the three months ended June 30, 2008.

| <b>For the Three Months Ended June 30, 2008</b><br><i>(Dollars in thousands)</i> | <b>High</b> | <b>Low</b> | <b>Average</b> |
|--|-------------|------------|----------------|
| Interest Rate Risk   | \$3,216     | \$730      | \$1,582        |
| Equity Price Risk  | 1,836       | 321        | 633            |
| Diversification Effect (1)   |             |            | (849)          |
| Total Value-at-Risk  | 2,909       | 584        | 1,366          |

*(1) Equals the difference between total VaR and the sum of the VaRs for the two risk categories. This effect arises because the two market risk categories are not perfectly correlated. Because high and low VaR numbers for these risk categories may have occurred on different days, high and low numbers for diversification benefit would not be meaningful.*

Trading losses incurred on a single day exceeded our 95% one-day VaR on three occasions during the second quarter of 2008.

In the first half of 2008 our aggregate VaR decreased compared to levels reported as of December 31, 2007. The impact to the VaR due to the overall increase in market volatility was more than offset by the decrease in certain proprietary inventories. We do anticipate, however, that our aggregate VaR may increase in future periods as we re-commit more of our own capital to proprietary investments.

In addition to VaR, we also employ supplementary measures to monitor and manage market risk exposure including the following: net market position, duration exposure, option sensitivities, and inventory turnover. All metrics are aggregated by asset concentration and are used for monitoring limits and exception approvals.

**LIQUIDITY RISK**

Market risk can be exacerbated in times of trading illiquidity when market participants refrain from transacting in normal quantities and/or at normal bid-offer spreads. Depending on the specific security, the structure of the financial product, and/or overall market conditions, we may be forced to hold onto a security for substantially longer than we had planned. Our inventory positions subject us to potential financial losses from the reduction in value of illiquid positions.

We are also exposed to liquidity risk in our day-to-day funding activities. In addition to the benefit of having a strong capital structure, we manage this risk by diversifying our funding sources across products and among individual counterparties within those products. For example, our treasury department can switch between repurchase agreements, and secured and unsecured bank borrowings on any given day depending on the pricing and availability of funding from any one of these sources. Certain parts of our trading securities are financed through a primary funding provider, which, as part of our diversification strategy, we support with alternative sources of financing.

In addition to managing our capital and funding, the treasury department oversees the management of net interest income risk and the overall use of our capital, funding, and balance sheet.

As discussed within *Liquidity, Funding and Capital Resources* above, the turmoil in the credit markets surrounding Monolines in the first half of 2008 has disrupted traditional sources of liquidity for variable rate demand notes, auction rate municipal securities and variable rate municipal trust certificates, which support our tender option bond program.

We currently act as the remarketing agent for approximately \$6.5 billion of variable rate demand notes, which all have a financial institution providing a liquidity guarantee. As remarketing agent for our clients' variable rate demand notes, we are the first source of liquidity for sellers of these instruments. At certain times, demand from buyers of variable rate demand notes is less than the supply generated by sellers of these instruments. In times of supply and demand imbalance we may (but are not obligated to) facilitate liquidity by purchasing variable rate demand notes from sellers for our own account. Our liquidity risk related to variable rate demand notes is ultimately mitigated by our ability to put these securities back to the financial institution providing the liquidity guarantee.

We currently act as the broker-dealer for approximately \$0.8 billion of auction rate municipal securities, all of which are insured by Monolines. Demand by investors for auction rate securities backed by certain Monolines declined significantly in the first quarter of 2008. With regard to these securities, we increased our inventory positions in the first quarter of 2008 in an effort to facilitate liquidity. The market for auction rate securities has ceased to function and as a result we have been working with the underlying municipal issuers to restructure their outstanding auction rate debt into something more market-acceptable. As of July 25, 2008, our inventory position was reduced to \$50.2 million in these securities.

---



## **Table of Contents**

As of June 30, 2008, our tender option bond program had securitized \$339.9 million of municipal bonds in 26 trusts. Each municipal bond is sold into a trust that is funded by the sale of variable rate municipal trust certificates to institutional customers seeking variable rate tax-free investment products. We act as the remarketing agent for all of these trusts. See Off-Balance Sheet Arrangements Special Purpose Entities above, for further discussion of our tender option bond program.

We believe that the municipal debt markets have begun to stabilize in the second quarter, but we may continue to experience increased uncertainty and volatility in the municipal debt markets for several months or quarters, which may have an adverse impact on our results of operations.

### **CREDIT RISK**

Credit risk in our Capital Markets business arises from potential non-performance by counterparties, customers, borrowers or issuers of securities we hold in our trading inventory. We are exposed to credit risk in our role as a trading counterparty to dealers and customers, as a holder of securities and as a member of exchanges and clearing organizations. Our client activities involve the execution, settlement and financing of various transactions. Client activities are transacted on a delivery versus payment, cash or margin basis. Our credit exposure to institutional client business is mitigated by the use of industry-standard delivery versus payment through depositories and clearing banks.

Credit exposure associated with our customer margin accounts in the U.S. and Hong Kong are monitored daily and are collateralized. Our risk management functions have created credit risk policies establishing appropriate credit limits for our customers utilizing margin lending.

Our risk management functions review risk associated with institutional counterparties with whom we hold repurchase and resale agreement facilities, stock borrow or loan facilities, derivatives, TBAs and other documented institutional counterparty agreements that may give rise to credit exposure. Counterparty levels are established relative to the level of counterparty ratings and potential levels of activity.

We are subject to credit concentration risk if we hold large individual securities positions, execute large transactions with individual counterparties or groups of related counterparties, extend large loans to individual borrowers or make substantial underwriting commitments. Concentration risk can occur by industry, geographic area or type of client. Potential credit concentration risk is carefully monitored and is managed through the use of policies and limits.

We are also exposed to the risk of loss related to changes in the credit spreads of debt instruments. Credit spread risk arises from potential changes in an issuer's credit rating or the market's perception of the issuer's credit worthiness.

### **OPERATIONAL RISK**

Operational risk refers to the risk of direct or indirect loss resulting from inadequate or failed internal processes, people and systems or from external events. We rely on the ability of our employees, our internal systems and processes and systems at computer centers operated by third parties to process a large number of transactions. In the event of a breakdown or improper operation of our systems or processes or improper action by our employees or third-party vendors, we could suffer financial loss, regulatory sanctions and damage to our reputation. We have business continuity plans in place that we believe will cover critical processes on a company-wide basis, and redundancies are built into our systems as we have deemed appropriate. These control mechanisms attempt to ensure that operations policies and procedures are being followed and that our various businesses are operating within established corporate policies and limits.

### **LEGAL, REGULATORY AND COMPLIANCE RISK**

Legal, regulatory and compliance risk includes the risk of non-compliance with applicable legal and regulatory requirements and the risk that a counterparty's performance obligations will be unenforceable. We are generally subject to extensive regulation in the various jurisdictions in which we conduct our business. We have established procedures that are designed to ensure compliance with applicable statutory and regulatory requirements, including, but not limited to, those related to regulatory net capital requirements, sales and trading practices, use and safekeeping of customer funds and securities, credit extension, money-laundering, privacy and recordkeeping.

We have established internal policies relating to ethics and business conduct, and compliance with applicable legal and regulatory requirements, as well as training and other procedures designed to ensure that these policies are followed.



**Table of Contents**

**REPUTATION AND OTHER RISK**

We recognize that maintaining our reputation among clients, investors, regulators and the general public is critical. Maintaining our reputation depends on a large number of factors, including the conduct of our business activities and the types of clients and counterparties with whom we conduct business. We seek to maintain our reputation by conducting our business activities in accordance with high ethical standards and performing appropriate reviews of clients and counterparties.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information under the caption Enterprise Risk Management in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, in this Form 10-Q is incorporated herein by reference.

**ITEM 4. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (a) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (b) accumulated and communicated to our management, including our principal executive officer and principal financial officer to allow timely decisions regarding disclosure. During the second quarter of our fiscal year ended December 31, 2008, there was no change in our system of internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

The following supplements and amends our discussion set forth under Item 3 Legal Proceedings in our Annual Report on Form 10-K for the fiscal year ended December 31, 2007, as updated by our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.

**Initial Public Offering Fee Antitrust Litigation**

Plaintiffs again moved for class certification, and the underwriter defendants opposed that motion. Subsequently, the parties entered into a settlement agreement which disposed of all actions.

**Enron Litigation**

On April 29, 2008, various defendants filed and/or joined in motions for summary judgment against Enron arguing that they were non-avoidable settlement payments within the meaning of 11 U.S.C. Section §5461(e) and that the earmarking doctrine precludes avoiding the transactions. The motions are pending before the court.

**ITEM 1A. RISK FACTORS**

The discussion of our business and operations should be read together with the risk factors contained in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC, as updated in our subsequent reports on Form 10-Q filed with the SEC. These risk factors describe various risks and uncertainties to which we are or may become subject. These risks and uncertainties have the potential to affect our business, financial condition, results of operations, cash flows, strategies or prospects in a material and adverse manner.

---

**Table of Contents****ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The table below sets forth the information with respect to purchases made by or on behalf of Piper Jaffray Companies or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during the quarter ended June 30, 2008.

In addition, a third-party trustee makes open-market purchases of our common stock from time to time pursuant to the Piper Jaffray Companies Retirement Plan, under which participating employees may allocate assets to a company stock fund.

| <b>Period</b>                                 | <b>Total<br/>Number<br/>of Shares<br/>Purchased</b> | <b>Average Price<br/>Paid<br/>per Share</b> | <b>Total<br/>Number of<br/>Shares<br/>Purchased<br/>as<br/>Part of<br/>Publicly<br/>Announced<br/>Plans or<br/>Programs</b> | <b>Approximate<br/>Dollar<br/>Value<br/>of Shares<br/>that May<br/>Yet Be<br/>Purchased<br/>Under the<br/>Plans<br/>or<br/>Programs(1)</b> |
|---|---|---|---|--|
| Month #1<br>(April 1, 2008 to April 30, 2008) | 20,041 <sup>(2)</sup>                               | \$ 38.03                                    | 0   | \$100 million  |
| Month #2<br>(May 1, 2008 to May 31, 2008)     | 12,058 <sup>(2)</sup>                               | \$ 38.45                                    | 0   | \$100 million  |
| Month #3<br>(June 1, 2008 to June 30, 2008)   | 0   | \$ 0  | 0   | \$100 million  |
| <b>Total</b>                                  | <b>32,099</b>                                       | <b>\$ 38.18</b>                             | <b>0</b>  | <b>\$100 million</b>   |

(1) On April 16, 2008, we announced that our board of directors had authorized the repurchase of up to \$100 million of common stock through June 30, 2010.

(2) Consists of shares of common stock purchased from recipients of

*restricted stock  
to pay taxes  
upon the vesting  
of the restricted  
stock.*

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

- (a) The Company's 2008 annual meeting of shareholders was held on May 7, 2008. The holders of 16,798,462 shares of common stock, 90 percent of the outstanding shares entitled to vote as of the record date, were represented at the meeting in person or by proxy.
- (c) At the annual meeting, Michael R. Francis, Addison L. Piper and Lisa K. Polsky were elected as directors to serve a one-year term expiring at the annual meeting of shareholders in 2009. The following table shows the vote totals for each of these individuals:

| <b>Name</b>        | <b>Votes For</b> | <b>Authority Withheld</b> |
|--------------------|------------------|---------------------------|
| Michael R. Francis | 16,469,899       | 328,563                   |
| Addison L. Piper   | 16,484,195       | 314,267                   |
| Lisa K. Polsky     | 16,524,900       | 273,562                   |

At the annual meeting, our shareholders also ratified the selection of Ernst & Young LLP as the Company's independent auditors for the year ending December 31, 2008, and approved the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan. The following table indicates the specific voting results for each of these items:

| <b>Proposal</b>   | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|------------------|----------------------|--------------------|-------------------------|
| Ratification of the selection of Ernst & Young LLP as the independent auditor for the year ended December 31, 2008. | 16,695,590       | 44,640               | 58,232             | 0                       |
| Approval of the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan               | 9,264,344        | 5,250,609            | 717,627            | 1,565,882               |

**Table of Contents****ITEM 6. EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>  | <b>Method of Filing</b> |
|-----------------------|---|-------------------------|
| 10.1                  | Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan.  | Filed herewith          |
| 10.2                  | Form of Restricted Stock Agreement for Management Committee Performance Grants under the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan. | Filed herewith          |
| 10.3                  | Form of Restricted Stock Agreement for Incremental Grants under the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan.                      | Filed herewith          |
| 10.4                  | Employment Agreement by and among Piper Jaffray Asia Holdings Limited, Piper Jaffray Companies and Ko, Po Ming.   | Filed herewith          |
| 31.1                  | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.  | Filed herewith          |
| 31.2                  | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.  | Filed herewith          |
| 32.1                  | Certifications furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | Filed herewith          |

---

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on August 1, 2008.

PIPER JAFFRAY  
COMPANIES

By /s/ Andrew S. Duff

Its Chairman and CEO

By /s/ Debbra L.  
Schoneman

Its Chief Financial Officer

---

**Table of Contents****Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>  | <b>Method of Filing</b> |
|-----------------------|---|-------------------------|
| 10.1                  | Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan.  | Filed herewith          |
| 10.2                  | Form of Restricted Stock Agreement for Management Committee Performance Grants under the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan. | Filed herewith          |
| 10.3                  | Form of Restricted Stock Agreement for Incremental Grants under the Piper Jaffray Companies Amended and Restated 2003 Annual and Long-Term Incentive Plan.                      | Filed herewith          |
| 10.4                  | Employment Agreement by and among Piper Jaffray Asia Holdings Limited, Piper Jaffray Companies and Ko, Po Ming.   | Filed herewith          |
| 31.1                  | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.  | Filed herewith          |
| 31.2                  | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.  | Filed herewith          |
| 32.1                  | Certifications furnished pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  | Filed herewith          |