

Mizuho Securities USA LLC

Financial Statements

September 30, 2017
(unaudited)



Mizuho Securities USA LLC
Statement of Financial Condition

September 30, 2017

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Mizuho Securities USA LLC
Statement of Financial Condition

September 30, 2017
(In Thousands)

Assets

Cash and cash equivalents	\$ 83,526
Cash and securities segregated for regulatory purposes	2,210,435
Collateralized agreements:	
Securities purchased under agreements to resell	12,476,558
Securities borrowed	1,963,265
Securities owned, at fair value (including securities pledged of \$9,980,821)	13,265,165
Receivables from brokers/dealers, clearing organizations and customers	2,556,917
Accrued interest and dividends receivable	48,762
Clearing and other deposits	178,901
Property, equipment and leasehold improvements, net of accumulated depreciation and amortization of \$81,710	47,418
Exchange memberships, at cost (fair value of \$7,205)	7,365
Prepaid expenses	17,092
Other assets	59,474
Total assets	<u>\$ 32,914,878</u>

Liabilities and member's equity

Short-term borrowings	\$ 1,259,120
Collateralized agreements:	
Securities sold under agreements to repurchase	19,292,884
Securities loaned	2,499,967
Securities sold, not yet purchased, at fair value	4,455,832
Payables to brokers/dealers, clearing organizations and customers	4,063,283
Accrued interest and dividends payable	32,597
Accrued expenses and other liabilities	127,135
Total liabilities	<u>\$ 31,730,818</u>

Subordinated borrowings	400,000
Member's equity	<u>784,060</u>
Total liabilities and member's equity	<u>\$ 32,914,878</u>

The accompanying notes are an integral part of the financial statements.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

1. Organization and Description of Business

Mizuho Securities USA LLC (the “Company”), a Delaware limited liability company, is a wholly-owned subsidiary of Mizuho Americas LLC (“MHA”). MHA is a bank holding company that was formed on June 20, 2016, which is ultimately wholly-owned by Mizuho Financial Group, Inc. (“MHFG”). MHFG is a holding company listed on the Tokyo, Osaka, and New York Stock Exchanges that provides comprehensive financial services through its subsidiaries.

On September 30, 2017, the Company became the Managing Member of Mizuho Capital Markets LLC (“MCM”), a market maker in interest rate swaps, options and other derivative products. The Company will utilize MCM’s personnel and facilities with an applicable reimbursement arrangement.

The Company is registered as a broker-dealer with the U.S. Securities and Exchange Commission (“SEC”) and a futures commission merchant and provisionally as a swap dealer with the U.S. Commodity Futures Trading Commission (“CFTC”). The Company is a member of the Financial Industry Regulatory Authority (“FINRA”) and the National Futures Association (“NFA”). The Company is a member of, or has access to, most major international futures exchanges. The Company’s activities include securities and futures brokerage, origination and trading of debt and equity securities, and mergers and acquisitions (“M&A”) advisory services. The Company is a primary dealer in U.S. government securities and, as such, participates in the Federal Reserve Bank of New York’s open market operations and in auctions of U.S. Treasury securities.

2. Summary of Significant Accounting Policies

Basis of presentation

The financial statements are presented in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”).

Use of estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

Cash and cash equivalents

The Company defines cash equivalents as highly liquid investments with initial maturities of three months or less, that are not used for trading purposes. The Company has no cash equivalents at September 30, 2017.

Cash and securities segregated for regulatory purposes

Included in cash and securities segregated for regulatory purposes on the statement of financial condition are qualified securities, as defined, maintained in a special reserve bank account for the benefit of customers pursuant to SEC Rule 15c3-3 and cash and securities segregated or held in separate accounts under the Commodity Exchange Act. At September 30, 2017, cash and securities segregated for regulatory purposes includes \$1,478,300 in securities received in resale agreements (comprised of U.S. Treasuries), with the remaining balance in cash.

Collateralized agreements

The Company's collateralized agreements include securities purchased under agreements to resell ("resale agreements"), securities sold under agreements to repurchase ("repurchase agreements"), and securities borrowed and loaned transactions. The Company records resale and repurchase agreements at contract price, plus accrued interest and securities borrowed and loaned at the amount of cash collateral advanced or received, adjusted for additional collateral obtained or received by the Company, plus accrued interest, and after applicable counterparty netting as shown in footnote 10. The amounts reported for collateralized agreements approximate fair value as these are short term in nature and interest rate movements have not caused a change in fair value.

It is the Company's general policy to obtain possession of collateral with a market value equal to or in excess of the principal amount loaned under resale agreements. To ensure that the market value of the underlying collateral remains sufficient, collateral is reviewed daily and the Company may require counterparties to deposit additional collateral or may return collateral pledged when appropriate. In the same manner, the Company provides securities to counterparties in order to collateralize repurchase agreements.

Securities borrowed and loaned transactions are generally recognized on the Statement of Financial Condition except where other securities are used as collateral. When the Company acts as a lender in a securities lending agreement and receives collateral in the form of securities that can be re-pledged or sold, it recognizes securities received as collateral and a

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

corresponding obligation to return securities received as collateral at fair value in the statement of financial condition. At September 30, 2017, the Company had no such transactions.

In securities borrowed transactions, the Company is required to deposit cash or other collateral with the lender in an amount generally in excess of the market value of securities borrowed. In securities loaned transactions, the Company receives collateral in the form of cash or securities in an amount generally in excess of the market value of securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis, and obtains or returns additional collateral as necessary.

At September 30, 2017, the Company had obtained securities as collateral that could be re-pledged, delivered or otherwise transferred with a fair value of \$58,847,413. This collateral was generally received under resale agreements and securities borrowed transactions. Of these securities, \$56,144,142 was re-pledged, delivered or otherwise transferred, generally as collateral under repurchase agreements, securities lending agreements or to satisfy the Company's commitments under short sales.

The Company also enters into forward-starting collateralized financing agreements. These agreements represent off balance-sheet transactions until their start date, at which time they will be recorded as financing transactions in the statement of financial condition. At September 30, 2017, the Company had forward-starting collateralized agreements with start dates primarily ranging from October 2, 2017 to October 3, 2017. The contract values of these transactions total \$6,936,676 for resale and securities borrowing agreements and \$1,981,851 for repurchase agreements.

Fair value measurements

The Company reports certain assets and liabilities at fair value on the statement of financial condition in accordance with ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"). The Company has made no elections under the "Fair Value Option" in ASC 825, *Financial Instruments* ("ASC 825"), which allows the Company to irrevocably elect fair value as the initial and subsequent measurement attribute for most financial assets and liabilities on an instrument-by-instrument basis.

Securities transactions

Securities owned and securities sold, not yet purchased, which include contracts for financial options and other derivative instruments, are recorded on a trade date basis at fair value. Fair

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Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

value is generally based upon quoted market prices, where available. When quoted market prices are not available, the Company uses other market data, such as transacted prices for the same or similar securities.

The Company utilizes benchmark prices and yields, as well as spreads over the yield curves for benchmark or similar securities in measuring fixed income securities at fair value. Exchange-traded equities and exchange traded funds (“ETFs”) are measured at fair value using the closing price from the relevant exchanges. ETFs are adjusted to the fair value “NAV” (net asset value) price, which is calculated based on quoted prices for the underlying component stocks.

Realized and unrealized gains and losses and accrued interest are recorded in the period during which the transaction or the change in fair value occurred or interest is earned.

Derivative financial instruments

The Company recognizes the fair value of all derivative financial instruments in the statement of financial condition as either assets or liabilities in securities owned or securities sold, not yet purchased, respectively. In accordance with ASC 815, *Derivatives and Hedging* (“ASC 815”), the Company nets certain derivative contracts with the same counterparty in the statement of financial condition. The Company records all derivative financial instruments at fair value with changes in fair values (unrealized gains and losses) reflected in principal transactions in the statement of income. The Company does not apply hedge accounting as defined in ASC 815; therefore, certain of the disclosures required under ASC 815 are generally not applicable with respect to these financial instruments.

The fair values of derivative assets and liabilities traded in the over the counter (“OTC”) market are determined using quantitative models that require the use of multiple market inputs including interest rates, prices and indices to generate continuous yield or pricing curves and volatility factors, which are used to value the positions. The majority of market inputs is actively quoted and can be validated through external sources including brokers, market transactions and third party pricing services. The fair values of derivative assets and liabilities traded on exchanges are determined using exchange prices, market observations, or vendor based models. The fair value of derivative transactions represents the net receivable or payable (gain or loss) to the counterparty in the contract. Refer to footnote 11 for additional details of fair value measurements.

The Company applies the enhanced disclosure requirements for derivative instruments prescribed in ASC 815, which requires companies to disclose how derivative instruments (and

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Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

any related hedged items) are accounted for, their location and amounts in a company's financial statements, and their effect on financial position, financial performance, and cash flows. The enhanced disclosures required by ASC 815 are included in footnote 10.

Clearing and other deposits

The Company is a member of various clearing organizations at which it maintains cash and/or securities required to conduct its day-to-day clearance activities.

Property, equipment and leasehold improvements

Property and equipment are depreciated on a straight-line basis over their estimated useful lives, ranging from three to ten years. Leasehold improvements are amortized over the shorter of the economic useful life of the asset or the remaining term of the lease. The Company's net balance on the statement of financial condition at September 30, 2017 is comprised of \$16,250 in leasehold improvements, \$27,510 in information technology assets, and \$3,658 in furniture and fixtures.

Exchange memberships

The Company's exchange memberships, which represent ownership interests in the exchanges and provide the Company with the right to conduct business on various exchanges, are recorded at cost and evaluated for impairment on at least an annual basis. If management were to ascertain that an other-than-temporary impairment in value has occurred, the exchange membership would be reported at a value that reflects management's estimate of the impairment. There were no exchange membership impairments during the six months ended September 30, 2017.

Principal transactions

Principal transactions consist of realized and unrealized gains and losses on the Company's securities owned and securities sold, not yet purchased. To the extent that these securities also have associated interest and dividend income or expense, these accounts on the statement of income will also be impacted. As a result, the Company views principal transactions revenues and any associated net interest and dividends in the aggregate.

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Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

Interest and dividends

Securities purchased under agreements to resell, securities sold under agreements to repurchase, securities borrowed and securities loaned contract amounts are recorded with accrued interest. Interest accrued on securities owned at fair value and securities sold, not yet purchased at fair value is recorded in accrued interest and dividends receivable and payable on the statement of financial condition.

Dividends are accrued on equity securities owned and sold, not yet purchased on ex-dividend date. Dividends earned but unpaid are included in accrued interest and dividends receivable and payable on the statement of financial condition.

Commissions

The Company earns commissions from customer transactions primarily in futures clearing and execution and equity securities transactions. Commission revenues and related clearing expenses are recorded on a trade date basis.

Investment banking revenues

Investment banking revenues include gains, losses, and fees arising from debt and equity securities offerings in which the Company acts as an underwriter or agent. Also included in Investment banking revenues are fees earned from advisory activities. Investment banking revenues are presented net of transaction related expenses and are recognized when services for the transactions are determined to be completed and the income is reasonably determinable.

Translation of foreign currencies

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange on the statement of financial condition date, whereas amounts recognized in the statement of income are translated at the actual rates of exchange on the date of the transaction. Gains or losses resulting from foreign currency translation are included in other revenues in the statement of income.

Income taxes

The Company accounts for income taxes in accordance with ASC 740, *Income Taxes* (“ASC 740”). ASC 740 prescribes the method to account for uncertainty in income tax positions taken

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Notes to Statement of Financial Condition

(In Thousands)

2. Summary of Significant Accounting Policies (continued)

or expected to be taken in a tax return by applying a “more likely than not” (“MLTN”) criteria as to whether a tax position will be sustained upon examination, based on the technical merits of the position. Accordingly, the Company assesses this likelihood based on the facts, circumstances, and information available at the end of each period. A tax position that meets the MLTN recognition threshold is measured initially and subsequently as the largest amount of tax benefit that will likely be realized upon settlement with a taxing authority that has full knowledge of all the relevant information. The measurement of unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change. Deferred tax expenses or benefits are recognized in the financial statements at amounts expected to be realized for the changes in deferred tax liabilities (“DTLs”) or assets (“DTAs”) between years. The Company recognizes the current and deferred tax consequences of all transactions in the financial statements using the provisions of the currently enacted tax laws. It is the Company’s policy to include interest and penalties related to gross unrecognized tax benefits within its provision or benefit for income taxes.

Subsequent events

Under the provisions of ASC 855, *Subsequent Events* (“ASC 855”), companies are required to evaluate events and transactions that occur after the balance sheet date but before the date the financial statements are issued, or available to be issued in the case of non-public entities. As such, the Company is required to evaluate and recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the balance sheet date, including estimates inherent in the financial statements’ preparation. The Company evaluated all events and transactions through Nov 29, 2017, the date the financial statements are available to be issued and noted no material recognizable or non-recognizable subsequent events during this period.

Accounting developments

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”). ASU No. 2014-09 and subsequent amendments, supersede revenue recognition guidance under current US GAAP and establish a principles-based approach for revenue contracts with customers. The core principal of the new guidance is a five-step model through which a company will recognize revenue when it transfers control of goods or services to customers at an amount that reflects the consideration to which it expects to be entitled for those goods and services. In August 2015, the FASB issued ASU No. 2015-14, which deferred the original effective date of ASU 2014-09 by one year, to fiscal years beginning after December 15, 2017. The Company will adopt the ASUs on the mandatory effective date of

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(In Thousands)

2. Summary of Significant Accounting Policies (continued)

April 1, 2018 and will apply the ASU's on a modified retrospective basis, wherein the guidance is applied only to existing contracts as of the date of initial application, and to new contracts transacted after that date. The Company has performed a preliminary scoping for adoption of the ASUs and has begun drafting implementation documents. The Company continues to assess the impact of the new ASUs on its financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Liabilities* (“ASU 2016-01”). ASU 2016-01 is intended to improve the recognition and measurement of financial instruments. This amendment is effective for fiscal years beginning after December 15, 2017. Adoption of this update will not have a material effect on the Company's financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases* (“ASU 2016-02”). ASU 2016-02 is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This amendment is effective for fiscal years beginning after December 15, 2018. The Company is currently evaluating the impact the amendment will have on the Company's financial statements.

In September 2016, the FASB issued ASU No. 2016-13, *Financial Instruments – Credit Losses* (“ASU 2016-13”). ASU 2016-13 replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates for financial assets not accounted for at fair value through net income. The guidance is effective for annual reporting periods beginning after December 15, 2019, including interim periods within those fiscal years. The Company is currently evaluating the impact the amendment will have on the Company's financial statements.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows - Restricted Cash* (“ASU 2016-18”). The amendment requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalent, and amounts generally described as restricted cash or restricted cash equivalents. As a result, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end of period total amounts shown in the statement of cash flows. The amendment does not provide a definition of restricted cash or restricted cash equivalents. The amendment is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently

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(In Thousands)

2. Summary of Significant Accounting Policies (continued)

assessing the impact that ASU 2016-18 will have on its financial statements but does not anticipate that it will have a material impact.

3. Securities Owned and Securities Sold, Not Yet Purchased, at Fair Value

Securities owned and securities sold, not yet purchased, consist of U.S. Treasury and federal agency securities, agency and non-agency mortgage-backed securities, asset-backed securities, corporate debt, equity securities and derivative contracts. Securities sold, not yet purchased, represent the Company's obligation to acquire the securities at then prevailing market prices, which may differ from the amount reflected on the statement of financial condition. Securities owned includes proprietary positions that have been pledged as collateral to counterparties on terms which permit the counterparties to sell or re-pledge the securities to others.

Securities owned and securities sold, not yet purchased, at fair value at September 30, 2017 consist of the following:

	<u>Owned</u>	<u>Sold, not yet purchased</u>
U.S. Treasury and federal agency securities	\$ 5,199,228	\$ 3,715,341
Mortgage-backed securities	5,072,411	1,447
Equities	1,663,156	194,943
Corporate debt	1,163,512	510,028
Asset-backed securities	108,216	-
Derivative contracts	58,642	34,073
Total	<u>\$ 13,265,165</u>	<u>\$ 4,455,832</u>

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(In Thousands)

4. Receivables from and Payables to Brokers/Dealers, Clearing Organizations and Customers

Receivables from and payables to brokers/dealers, clearing organizations and customers at September 30, 2017 consist of the following:

	<u>Receivables</u>	<u>Payables</u>
Brokers and clearing organizations	\$ 1,897,328	\$ 104,621
Net receivable for trades pending settlement	396,004	74,841
Securities failed to deliver/receive – customers	133,931	32,892
Investment banking	71,744	52,420
Securities failed to deliver/receive – brokers/dealers	41,282	2,935
Futures customers	1,786	3,792,242
Other	14,842	3,332
Total	<u>\$ 2,556,917</u>	<u>\$ 4,063,283</u>

Amounts receivable from brokers and clearing organizations primarily represent balances receivable from futures exchanges. Included in this balance are receivables segregated or held in separate accounts under the Commodity Exchange Act in the amount of \$1,648,833. Amounts payable to brokers and clearing organizations represent brokerage and execution fees payable to exchanges, primarily for futures business.

Net receivable for trades pending settlement is determined by the contract prices of securities to be delivered or received by the Company. Should a counterparty fail to deliver securities pending settlement to the Company, the Company may be required to purchase identical securities on the open market. Trades pending settlement at September 30, 2017 were settled without a material effect on the Company's financial statements.

Securities failed to deliver or receive ("fails") represent receivable or payable balances, respectively, arising from transactions with customers and brokers/dealers that have not settled on settlement date. Fails open at September 30, 2017, which remained unsettled, do not have a material effect on the Company's financial statements.

Receivables or payables arising from investment banking activities consist of fees and concessions earned or owed by the Company from its advisory services and participation in securities offerings as an underwriter or selling agent.

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Notes to Statement of Financial Condition

(In Thousands)

4. Receivables from and Payables to Brokers/Dealers, Clearing Organizations and Customers (continued)

Receivables from and payables to futures customers represent balances arising in connection with futures transactions, including customer cash and related accrued interest balances, as well as gains and losses on open futures and options contracts. This balance includes \$3,419,292 of customer segregated balances under the Commodity Exchange Act.

5. Short Term Borrowings

The Company, along with MHSC and Mizuho International plc (“MHI”), may issue Medium Term Notes (“MTNs” or the “program”) in amounts not to exceed \$11,000,000 in the aggregate, as governed by a filing with the Luxembourg Stock Exchange. The program’s prospectus was originally filed on April 20, 2010 and was most recently amended on January 20, 2017. The Company has the ability to issue notes with maturities between seven days and perpetuity and with interest rates that may be fixed, floating or zero coupon. In connection with the program, MHFG and Mizuho Bank Ltd (“MHBK”) have provided a “keep well agreement” that includes requirements to continue to own a majority of the Company’s voting shares and, if necessary, make available funds to meet payment obligations under the program by way of additional share capital or subordinated loans.

The Company has the following floating rate MTNs outstanding as of September 30, 2017:

<u>Maturity Date</u>	<u>Interest Rate</u>	<u>Par Value</u>
October 2017	1.78%	\$ 79,120
December 2017	1.92%	20,000
January 2018	1.62%	25,000
January 2018	1.77%	75,000
February 2018	1.72%	50,000
June 2019	1.98%	250,000
		<u>\$ 499,120</u>

Interest rates will reset periodically, based on the three-month LIBOR plus a spread. The carrying value of the notes approximates fair value and is included within short term borrowings on the statement of financial condition.

On September 30, 2017, other short term borrowings are comprised of unsecured revolving bank loans totaling \$760,000 with interest rates ranging from 1.55% to 1.83%.

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Notes to Statement of Financial Condition

(In Thousands)

6. Subordinated Borrowings

The Company has a \$400,000 subordinated note payable to MHA that is set to mature in September 2019. The interest rate on the note is set based on one month LIBOR plus a spread. These borrowings are subordinated to claims of general creditors, are covered by agreements approved by FINRA and the Chicago Mercantile Exchange, and are included in computing net capital under the SEC's Uniform Net Capital Rule. To the extent that these borrowings are required for the Company's continued compliance with minimum net capital requirements, they cannot be repaid.

In addition, the Company has a \$600,000 revolving subordinated loan facility with MHBK, which it can utilize to meet regulatory capital requirements, if needed. There was no amount outstanding as of September 30, 2017.

7. Related Party Transactions

In the normal course of business, the Company enters into transactions with affiliated companies as part of its trading, clearing, financing, and general operations. At September 30, 2017, the statement of financial condition included the following balances with affiliates:

Assets

Cash and cash equivalents	\$	2,664
Securities purchased under agreements to resell		671,246
Securities borrowed		7,721
Securities owned, at fair value		71
Receivables from brokers/dealers, clearing organizations and customers		79,485
Other assets		13,418

Liabilities

Securities sold under agreements to repurchase	\$	1,592,090
Securities loaned		55,519
Securities sold, not yet purchased, at fair value		105
Payables to brokers/dealers, clearing organizations and customers		430,363
Accrued interest and dividend payable		1,012
Accrued expenses and other liabilities		22,116
Short-term borrowings		550,000
Subordinated borrowings		400,000

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Notes to Statement of Financial Condition

(In Thousands)

7. Related Party Transactions (continued)

Financing transactions

At September 30, 2017, the financing transaction balances are mostly comprised of resale agreements, repurchase agreements and securities loaned with MHSC, MHI and Mizuho Capital Markets Corporation (“MCMC”), and are presented after netting.

Receivables from and payables to brokers/dealers, clearing organizations and customers

Receivables are primarily comprised of securities failed to deliver with affiliates and balances due from affiliates who have direct access to futures markets to which the Company does not. Payables are primarily comprised of balances due to affiliates who do not have direct access to futures markets to which the Company has access. The remainder of these balances includes clearing fees, underwriting fees, rebates and fees for support and services or shared resources.

Borrowings from affiliates

At September 30, 2017, the Company had \$400,000 in subordinated notes payable to MHA with accrued interest payable in the amount of \$47.

In addition, the Company had \$550,000 in short-term borrowings payable to MHBK.

8. Employee Compensation and Benefit Plans

Defined contribution plan

Substantially all employees of the Company are covered by the Company’s deferred compensation defined contribution plan. The Company’s discretionary contribution is based on eligibility and percentage of applicable employee compensation.

Deferred bonus plan

The Company maintains a deferred bonus plan (the “plan”). The plan defers a portion of certain annual bonuses (a “deferred award”) based on the terms of the plan, payable in equal installments, with interest based on the Consumer Price Index- All Urban Consumers, over three years. Deferred awards are recognized in the financial statements in the year vested. Employees must meet certain ongoing service requirements to vest in and receive payment of a deferred award. Employees not meeting such requirements may forfeit all or a portion of their award. The Company’s maximum future liability under the plan at September 30, 2017 is

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Notes to Statement of Financial Condition

(In Thousands)

8. Employee Compensation and Benefit Plans (continued)

\$38,637 which results from deferred awards granted for the years ended March 31, 2015 through March 31, 2017. The Company has recognized a corresponding payable in accrued expenses on the statement of financial condition for the six months ended September 30, 2017.

Post-retirement health care plan

The Company has a defined benefit post-retirement health care plan (the “health care plan”) that covers a limited group of employees meeting certain criteria. Health care plan benefits commence upon retirement from the Company and end at age of eligibility for coverage under Medicare or upon coverage of participants by another plan. Participants become eligible for plan benefits if they retire after reaching age 55 with 8 or more years of service. The health care plan is noncontributory and is a continuation of the active employee medical and dental plans in which the Company pays substantially all eligible medical expenses. The Company does not currently fund this health care plan; benefits are paid as incurred. No assets have been segregated and restricted to provide for plan benefits.

The accumulated post-retirement benefit obligation (“APBO”) is the present value of benefits earned as of the year-end “measurement date” based on employee service prior to that date. The APBO for the Plan at September 30, 2017 is \$1,052, which is reported in accrued expenses and other liabilities in the statement of financial condition.

The following table provides a reconciliation of the changes in the APBO from April 1, 2017 through September 30, 2017:

Change in benefit obligation (APBO)	
APBO at the beginning of the period	\$ 995
Service cost	42
Interest cost	15
APBO at the end of the period	<u>\$ 1,052</u>

The funded status of the health care plan is the excess of the APBO over plan assets. The Company does not have assets segregated and restricted to provide post-retirement benefits, as such; the funded status of the health care plan is equal to the liability recorded as the APBO.

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Notes to Statement of Financial Condition

(In Thousands)

8. Employee Compensation and Benefit Plans (continued)

Assumptions

The weighted-average discount rate assumption used to determine the APBO and net periodic benefit cost was 2.95%. Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. For measurement purposes, the annual rates of increase in the per capita cost of covered medical and dental claims assumed for the year ended March 31, 2017 were 6.6% and 4.9%, respectively. The medical and dental healthcare cost trend rates are assumed to be 6.36% and 4.9%, respectively, by the year ended March 31, 2018. The medical and dental healthcare cost increase trend rates are both further assumed to gradually decrease to be 4.5% by the year ending March 31, 2038.

As of March 31, 2017, the latest actuarial valuation date, a one-percentage-point change in assumed health care cost trend rates would have the following effects on the amounts reported for APBO and net periodic benefit cost:

	<u>One Percentage Point Increase</u>	<u>One Percentage Point Decrease</u>
Increase/(decrease) in total service cost and interest cost	\$ 11	\$ (10)
Increase/(decrease) in APBO	85	(79)

The estimated benefits expected to be paid are as follows:

	<u>Amount</u>
Year ending March 31:	
2018	24
2019	41
2020	62
2021	52
2022	76
2023-2027	776
	<u>\$ 1,031</u>

9. Income Taxes

For the fiscal six months ending September 30, 2017, the Company files a separate federal income tax return and certain state and local tax returns. In addition, the Company files as a

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Notes to Statement of Financial Condition

(In Thousands)

9. Income Taxes (continued)

member of certain combined or unitary group tax return filings for state and local income tax purposes. Pursuant to a state and local tax sharing agreement, the Company computes its state and local tax provision on a separate return basis which is then adjusted for the effect of filing in the combined or unitary group. This adjustment is computed on a consistent and equitable basis among the members of the combined or unitary tax groups. The Company's share of the combined or unitary state tax expense or benefit will be settled periodically with the lead filer of each combined or unitary income tax filing. The Company is included in MHA's federal and state and local income tax returns.

As of September 30, 2017, the Company had a net DTA of \$39,181, consisting of a gross DTA of \$44,307 and a gross DTL of \$5,126. The resulting net asset is included in other assets in the statement of financial condition. The gross DTA results primarily from certain accrued expenses not currently deductible for tax purposes. The DTL results from tax depreciation in excess of book depreciation.

The following table summarizes the activity related to Company's gross unrecognized tax benefits from April 1, 2017 to September 30, 2017:

Balance as of April 1, 2017	\$ 4,441
Increases related to prior year tax positions	—
Decreases related to prior year tax positions	—
Increases related to current year tax positions	742
Decreases related to current year tax positions	—
Decreases related to settlements with taxing authorities	(89)
Decreases related to lapsing of statute of limitations	—
Balance as of September 30, 2017	<u>\$ 5,094</u>

The Company's total unrecognized tax benefits (including interest and penalties of \$1,749) that, if recognized, would affect the Company's effective tax rate were \$5,061 at September 30, 2017.

The Company does not believe that it is reasonably probable that the total unrecognized benefits will significantly change within the next twelve months.

The Company's returns beginning with tax years ended March 31, 2013 remain subject to examination by federal, state and local tax authorities.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments

Derivative financial instruments

In the normal course of business, the Company enters into a variety of derivative financial instrument transactions. These derivative financial instruments typically include forward and futures contracts, options on equities and futures contracts, interest rate swaps, credit default swaps, foreign exchange contracts, and to-be-announced securities transactions (“TBAs”). The Company enters into derivative contracts to facilitate client transactions, conduct trading activities and to manage risk.

Forward settling trades and futures contracts provide for the delayed delivery or purchase of financial instruments, commodities, or currencies at a specified future date at a specified price or yield. Futures contracts are exchange traded and cash settlement is made on a daily basis for market movements. The clearing organization acts as the counterparty to specific transactions and bears the risk of delivery to and from counterparties to specific positions.

Option contracts allow the holder to purchase or sell financial instruments for cash at a specified price and within a specified period of time. When the Company is a seller of options, the Company receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instruments underlying the option.

Interest rate swaps are entered into between two counterparties, typically one on the “fixed leg” paying a fixed interest rate and one on the “floating leg” paying a floating rate based on a specified spread above a designated underlying rate, usually LIBOR. Interest rate swaps are primarily used to limit or manage exposure to fluctuations in interest rates, or to obtain a marginally lower interest rate than would be available without the swap. The Company enters into interest rate swaps to help manage its exposure to interest rate risk and as an interest rate swaps dealer.

Credit default swaps (“CDS”) are used to protect against the risk of default on a set of debt obligations issued by a specified reference entity or entities. The Company enters into credit default swaps primarily to mitigate credit risk on its corporate debt holdings. The Company buys protection in the course of these transactions, and may enter into a sell transaction with the same counterparty to close out the CDS position. As such, settlements under credit derivative contracts would be calculated after netting all derivative exposures with that counterparty in accordance with a related master netting agreement. Therefore, the Company’s risk of loss on sold CDS positions is offset by protection purchased with the same counterparty.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

Foreign exchange forward contracts are used to mitigate exposure to foreign exchange rate fluctuations. The Company enters into foreign currency forwards primarily to mitigate exposure to transactions and balances settling in Japanese Yen.

TBAs are forward contracts that give the purchaser/seller an obligation to receive/deliver mortgage securities in the future. The performance of the forward contracts is dependent on the financial reliability of the counterparty and exposes the Company to credit risk, which is limited to the unrealized gains recorded in the financial statements. Market risk is substantially dependent upon the underlying financial instruments and is affected by market forces such as volatility and changes in interest rates.

The fair values of derivative financial instruments included in securities owned and securities sold, not yet purchased as of September 30, 2017 are as follows:

Derivatives not designated as hedging instruments under ASC 815-20

	<u>Assets</u>	<u>Liabilities</u>
TBA securities transactions	\$ 29,882	\$ 20,605
Options	26,213	12,830
Interest-rate swap contracts	1,841	-
Forward settling trades	667	604
Foreign exchange forward contracts	39	34
Total carrying value of derivatives	<u>\$ 58,642</u>	<u>\$ 34,073</u>

Financial instruments with off-balance sheet risk

The Company enters into various transactions involving derivatives and other off-balance sheet financial instruments including interest rate swap contracts, credit default swaps, foreign exchange contracts, and TBAs. These derivative financial instruments are used to meet the needs of customers, conduct trading activities, and manage market risks and are, therefore, subject to varying degrees of market and credit risk.

In addition, the Company has sold securities that it does not currently own and will therefore be obligated to purchase such securities at a future date. The Company has recorded these obligations in the financial statements at fair value as of September 30, 2017 and would incur a loss if the fair value of the securities increases subsequent to September 30, 2017.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

In the normal course of business, the Company executes and clears futures, forwards, options, swaps and securities transactions for the accounts of its customers, primarily institutional investors, financial institutions and affiliates. Such transactions may expose the Company to off-balance sheet risk due to the possibility that the customer is unable to satisfy its obligations, and the Company has to purchase or sell the underlying financial instrument at a loss.

The Company provides securities as collateral to counterparties under repurchase agreements and securities lending transactions. In the event a counterparty is unable to meet its contractual obligation to return securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its obligations. The Company controls this risk by monitoring the market value of financial instruments pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess credit exposure.

Where the Company does not have direct access to certain futures markets, it utilizes clearing brokers. The Company guarantees to the respective clearing houses or other clearing brokers its customers' performance under these contracts. In accordance with regulatory requirements and market practice, the Company requires its customers to meet, at a minimum, the margin requirements established by each of the exchanges at which contracts are cleared.

Offsetting assets and liabilities

Derivative activities are transacted under legally enforceable master netting agreements that give the Company, in the event of default by the counterparty, the right to liquidate securities held as collateral and to offset receivables and payables with the same counterparty. For purposes of the statement of financial condition, the Company offsets derivative assets and liabilities and cash collateral held with the same counterparty where it has such a legally enforceable master netting agreement.

All repurchase and resale activities are transacted under legally enforceable master repurchase agreements that give the Company, in the event of default by counterparty, the right to liquidate securities held and to offset receivables and payables with the same counterparty. When specific conditions are met, including the existence of a legally enforceable master netting agreement and/or net settlement through a central clearing organization, the Company nets certain repurchase agreements and resale agreements with the same counterparty on the statement of financial condition. All securities borrowing and lending activities are transacted under legally enforceable master securities lending agreements that give the Company, in the

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

event of default by counterparty, the right to liquidate securities held and to offset receivables and payables with the same counterparty. The Company offsets securities borrowing and lending transactions with the same counterparty on the statement of financial condition where it has such a legally enforceable master netting agreement and the transactions have the same maturity date.

The following table presents derivative instruments and securities financing agreements. Derivative instruments are included in securities owned and securities sold, not yet purchased as of September 30, 2017. Balances are presented on a gross basis, prior to the application of counterparty and collateral netting. Securities financing agreements are included on the statement of financial condition in securities purchased under agreements to resell or securities borrowed and securities sold under agreements to repurchase or securities loaned. These balances are presented on a gross basis, prior to the application of counterparty netting.

	Gross Assets	Amounts Offset (b)	Net Assets Recognized	Amounts not net (a)		
				Financial Instruments (c)	Collateral (d)	Net Exposure
Derivatives						
Options	\$ 26,222	\$ (9)	\$ 26,213	\$ -	\$ -	\$ 26,213
TBA Securities	63,653	(33,771)	29,882	-	-	29,882
Interest rate swaps	131,968	(130,127)	1,841	-	-	1,841
Foreign exchange						
forward contracts	39	-	39	-	-	39
Forward settling trades	667	-	667	-	-	667
Credit default swaps	21,416	(21,416)	-	-	-	-
Total derivatives	<u>\$ 243,965</u>	<u>\$ (185,323)</u>	<u>\$ 58,642</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 58,642</u>

	Gross Assets	Amounts Offset (b)	Net Assets Recognized	Amounts not net (a)		
				Financial Instruments (c)	Collateral (d)	Net Exposure
Securities purchased under agreements to resell	\$ 50,865,881	\$ (38,389,323)	\$ 12,476,558	\$ 639,753	\$ 11,775,533	\$ 61,272
Securities borrowed	3,359,513	(1,396,248)	1,963,265	307,102	1,610,811	45,352

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

- (a) For some counterparties, the financial instruments and collateral not net on the statement of financial condition may exceed the net asset recognized. Where this is the case, the total amounts reported in these two columns are limited to the balance of the net assets recognized. As a result, a net amount is reported even though the Company, on an aggregate basis has received securities collateral with a total fair value that is greater than the funds provided to counterparties.
- (b) Amounts relate to master netting agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting guidance or clearing organization agreements.
- (c) These represent liabilities with the same counterparties that are not presented net on the statement of financial condition because all US GAAP netting criteria were not met.
- (d) These represent collateral values received on net assets recognized after consideration of liabilities with the same counterparties (note (c)).

	Gross Liabilities	Amounts Offset (f)	Net Liabilities Recognized	Amounts not net (e)		Net Amount
				Financial Instruments (g)	Collateral (h)	
Derivatives						
Options	\$ 12,839	\$ (9)	\$ 12,830	\$ –	\$ –	\$ 12,830
TBA Securities	52,246	(31,641)	20,605	–	–	20,605
Interest rate swaps	127,895	(127,895)	–	–	–	–
Forward settling trades	604	–	604	–	–	604
Foreign exchange forward contracts	34	–	34	–	–	34
Credit default swaps	21,949	(21,949)	–	–	–	–
Total derivatives	<u>\$ 215,567</u>	<u>\$ (181,494)</u>	<u>\$ 34,073</u>	<u>\$ –</u>	<u>\$ –</u>	<u>\$ 34,073</u>

	Gross Liabilities	Amounts Offset (f)	Net Liabilities Recognized	Amounts not net (e)		Net Amount
				Financial Instruments (g)	Collateral (h)	
Securities sold under agreements to repurchase	\$ 57,682,207	\$ (38,389,323)	\$ 19,292,884	\$ 639,753	\$ 18,529,422	\$ 123,709
Securities loaned	3,896,215	(1,396,248)	2,499,967	307,102	2,155,460	37,405

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

- (e) For some counterparties, the financial instruments and collateral not net on the statement of financial condition may exceed the net liability recognized. Where this is the case, the total amounts reported in these two columns are limited to the balance of the net liability recognized. As a result, a net amount is reported even though the Company, on an aggregate basis, has pledged securities collateral with a total fair value that is greater than the funds owed to counterparties.
- (f) Amounts relate to master netting agreements, which have been determined by the Company to be legally enforceable in the event of default and where certain other criteria are met in accordance with applicable offsetting guidance or clearing organization agreements.
- (g) These represent assets with the same counterparties that are not presented net on the statement of financial condition because all US GAAP netting criteria were not met.
- (h) These represent collateral values provided against net liabilities recognized after consideration of assets with the same counterparties (note (g)).

The following table presents the Company's gross obligation disaggregated by the class of collateral pledged and the remaining maturity of securities sold under agreements to repurchase and securities loaned at September 30, 2017:

	Remaining Contractual Maturity of Agreements					Total
	Open	Overnight	< 30 Days	>30 Days		
Securities sold under agreements to repurchase						
<i>Collateral pledged:</i>						
U.S. Treasury and federal agency securities	\$ 785,663	\$ 19,089,931	\$ 10,749,497	\$ 15,314,138	\$ 45,939,229	
Mortgage-backed securities	101,000	7,620,543	369,971	510,904	8,602,418	
Equities	885,000	50,000	–	–	935,000	
Corporate debt	119,055	1,515,824	26,750	30,889	1,692,518	
Asset-backed securities	–	497,281	15,761	–	513,042	
Total	\$ 1,890,718	\$ 28,773,579	\$ 11,161,979	\$ 15,855,931	\$ 57,682,207	
Securities loaned						
<i>Collateral pledged:</i>						
U.S Treasury and federal agency securities	\$ –	\$ 305,600	\$ –	\$ –	\$ 305,600	
Equities	2,491,466	–	8,498	1,090,651	3,590,615	
Total	\$ 2,491,466	\$ 305,600	\$ 8,498	\$ 1,090,651	\$ 3,896,215	

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Notes to Statement of Financial Condition

(In Thousands)

10. Financial Instruments (continued)

Concentrations of market and credit risk

The Company enters into transactions that involve varying degrees of both market and credit risk. The Company monitors its exposure to these risks on a daily basis through a variety of financial, security position and credit exposure reporting and control procedures.

Market risk is the potential loss the Company may incur as a result of changes in the market value of a particular instrument. All financial instruments, including derivatives and short sales, are subject to market risk. The Company's exposure to market risk is determined by a number of factors, including the size, duration, composition, and diversification of positions held, the absolute and relative levels of interest rates and foreign currency exchange rates as well as market volatility and illiquidity. The Company manages market risk by setting risk limits and by economically hedging its exposure to risk factors.

Credit risk is the risk of loss resulting from a counterparty's failure to meet its obligations. The Company is engaged in various trading and brokerage activities with brokers/dealers, banks and other institutions. The risk of default depends on the creditworthiness of the counterparty. It is the Company's policy to manage credit risk based on the risk profile of the borrower or counterparty, repayment sources, the nature of underlying collateral, and other support given current events, conditions and expectations. The credit risk for derivatives is limited to the unsettled fair valuation gains recorded in the statement of financial condition. With respect to collateralized financing transactions, the Company continually monitors the value and adequacy of the collateral pledged by its counterparties. In addition, the Company enters into master netting agreements to mitigate the credit risk of financial instruments, which would reduce the maximum amount of loss. Consequently, management believes the risk of credit loss from counterparties' failure to perform in connection with collateralized lending activities is minimal.

11. Fair Value Measurements

ASC 820 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 objective of a fair value measurement is to determine this price.

The valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs, using techniques that are appropriate and for which sufficient data is available. Additionally, for inputs based on bid and ask prices, the

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

11. Fair Value Measurements (continued)

price within the bid-ask spread that is most representative of fair value is used to measure fair value.

Fair value hierarchy

ASC 820 prioritizes the inputs used to measure fair value into three broad levels, assigning the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest to unobservable inputs (Level 3 measurements). If the inputs used to measure an asset or liability fall into different levels within the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement.

The three categories are as follows:

Level 1: Assets and liabilities whose values are based on unadjusted quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include U.S. Treasury Bills, on-the-run or recently issued U.S. Treasury bonds, notes, and strips. Also included in Level 1 are listed equity securities, consisting of common stock and ETFs, and TBAs.

Level 2: Assets and liabilities whose values are based on inputs that are observable either directly or indirectly, but do not qualify as Level 1 inputs. Level 2 assets and liabilities include primarily off-the-run U.S. Treasury bonds, notes, and strips, federal agency obligations, pass-through mortgage-backed securities issued by U.S. government agencies or government sponsored entities, non-agency mortgage-backed securities, agency securities and corporate debt. Also included in Level 2 assets and liabilities are interest rate swap contracts, credit default swap contracts, equity options and foreign exchange contracts.

Level 3: Assets and liabilities, whose values are based on inputs that are both unobservable and significant to the overall fair value measurement. The Company did not have any assets or liabilities measured at fair value using unobservable inputs or for which unobservable inputs were significant to their fair value measurement throughout the year or at September 30, 2017.

In determining the appropriate measurement levels, the Company performs analyses on the assets and liabilities subject to ASC 820 at the end of each reporting period. Changes in the observability of significant valuation inputs during the reporting period may result in a reclassification of certain assets and liabilities within the fair value hierarchy.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

11. Fair Value Measurements (continued)

The following tables present the Company's major categories of assets and liabilities that are measured at fair value on a recurring basis using the above fair value hierarchy at September 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Securities owned:				
Mortgage-backed securities	\$ –	\$ 5,072,411	\$ –	\$ 5,072,411
U.S. Treasury and federal agency securities	2,584,407	2,614,821	–	5,199,228
Equities	1,663,156	–	–	1,663,156
Corporate debt	–	1,163,512	–	1,163,512
Asset-backed securities	–	108,216	–	108,216
Derivative contracts	30,093	28,549	–	58,642
Total	\$ 4,277,656	\$ 8,987,509	\$ –	\$ 13,265,165

Liabilities	Level 1	Level 2	Level 3	Total
Securities sold, not yet purchased:				
U.S. Treasury and federal agency securities	\$ 2,408,388	\$ 1,306,953	\$ –	\$ 3,715,341
Corporate debt	–	510,028	–	510,028
Equities	194,943	–	–	194,943
Derivative contracts	20,707	13,366	–	34,073
Mortgage-backed securities	–	1,447	–	1,447
Total	\$ 2,624,038	\$ 1,831,794	\$ –	\$ 4,455,832

Valuation techniques

The Company utilizes Level 1 prices whenever available. U.S. Treasury Bills and other U.S. Treasury securities are measured at fair value using quoted prices for identical securities in active dealer markets. The Level 2 designation is utilized with off-the-run U.S. Treasury securities. Off-the-run securities are aged issuances which tend to be less liquid and not as readily quotable as on-the-run securities. Federal agency securities are measured using a spread to the Treasury benchmark. These Level 2 measurements may be applied for securities such as medium term notes, which are typically smaller issuances initiated through reverse inquiry by potential investors and some callable securities.

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Notes to Statement of Financial Condition

(In Thousands)

11. Fair Value Measurements (continued)

The fair values of securitized products, which include agency pass-through securities, collateralized mortgage obligations (“CMO”), non-agency residential mortgage-backed securities (“RMBS”), asset-backed securities (“ABS”) and private label (non-agency) commercial mortgage-backed securities (“CMBS”), are primarily based on actively traded markets where prices are based on either direct market quotes or observed transactions. Market price quotes may not be readily available for some positions. These instruments are valued using vendor supplied models that estimate the fair value of the securities using observable prices of a liquid benchmark set, credit risk, interest rate risk and prepayment risk. As such, securitized products are categorized as Level 2.

The Company measures ABS using the spread over the U.S. Treasury benchmark. Most of the asset-backed securities in inventory are collateralized home equity and auto loans.

The Company’s corporate bonds largely consist of investment grade corporate bonds and notes. These are categorized as Level 2 as the Company measures fair value using the spread over the U.S. Treasury benchmark.

Equities include common stock and ETFs, which are all measured at fair value using quoted market prices from the exchanges on which they are traded. For ETFs, the Company uses the quoted prices for the underlying component stocks (fair value NAV price) for fair value measurement, which is consistent with how the Company would exit the position, by redeeming the shares for a basket of individual stocks. As such, these securities are categorized as Level 1.

Derivative contracts include interest rate swaps, credit default swaps and foreign currency forwards, which are measured using discounted cash flow calculations, based on observable inputs from the relevant interest/credit/exchange rate curves, which is considered a Level 2 measurement. The Company’s derivative contracts also include TBAs, which are measured at fair value using market prices from broker markets. As such, TBAs are categorized as Level 1. Forward settling trades are measured using the underlying securities and may be Level 1 or Level 2. Equity options are measured using a Black-Scholes model and are categorized as level 2. The fair value of derivatives offset on the balance sheet is consistent with the leveling reported. Details of derivative contracts are disclosed in Note 10.

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

11. Fair Value Measurements (continued)

Financial assets and liabilities not measured at fair value

Other financial instruments are recorded by the Company at contract amounts and include short-term borrowings, receivables from and payables to brokers, dealers, clearing organizations and customers, securities borrowed and securities loaned, Securities purchased under agreements to resell, securities sold under agreements to repurchase, exchange memberships, accrued interest and dividends receivable, accrued interest and dividends payable, and subordinated borrowings. All financial instruments carried at contract amounts either have short-term maturities (one year or less), or bear market interest rates and, accordingly, are carried at amounts approximating fair value.

Transfers into/out of Levels 1 and 2

There have been no transfers between Levels 1 and 2 for the six months ended September 30, 2017.

12. Commitments and Contingencies

Lease commitments

The Company has remaining minimum annual rental commitments for office spaces under non-cancelable operating leases with initial terms in excess of one year, as follows:

	Amount
Six months ending March 31, 2018:	\$ 4,741
Year ending March 31:	
2019	10,502
2020	10,838
2021	4,524
2022	3,207
2023	3,189
Thereafter	18,940
	<u>\$ 55,941</u>

Rentals are subject to periodic escalation charges and do not include amounts payable for insurance, taxes and maintenance.

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Notes to Statement of Financial Condition

(In Thousands)

12. Commitments and Contingencies (continued)

The Company is legally obligated to return certain premises to original condition. In accordance with ASC 410, *Asset Retirement Obligations*, the Company initially recognized the fair value of these liabilities for asset retirement obligations of \$1,160. The Company recognized corresponding assets for these amounts and capitalized these costs on the statement of financial condition. These amounts are amortized on a straight line basis over the life of the leases. The Company will recognize additional accretion costs of \$302 for assumed inflation rates to be accreted on a straight line basis over the life of the leases, resulting in an asset retirement obligation of \$1,366. This amount is recorded in accrued expenses and other liabilities on the statement of financial condition.

The Company has provided letters of credit in connection with leases for its New York and Boston offices in the amount of \$824 and \$37, respectively. These letters of credit are collateralized by U.S. Treasury securities.

Underwriting Commitments

In the normal course of business, the Company enters into underwriting commitments. There are no open commitments at September 30, 2017.

Litigation

In accordance with the provisions of ASC 450, *Contingencies* (“ASC 450”), the Company accrues for a litigation-related liability when the assessed likelihood of realizing a future loss is probable and the amount of loss can be reasonably estimated. In applying these principles, the information available may indicate that the estimated amount of loss is within a range of amounts. When an amount within a range of loss is identified as the most likely result within the range, that amount is accrued by the Company.

The Company, together with the other Primary Dealers, was previously named as a defendant in more than forty class action lawsuits filed in various federal district courts, alleging, among other things, collusion among the Primary Dealers to submit low bids at U.S. Treasury auctions and charge excessive mark-ups to investors. Those cases were consolidated in the United States District Court for the Southern District of New York. On November 16, 2017 the plaintiffs filed an amended complaint and the Company was dropped as a defendant in the action. This voluntary dismissal of the class claims against the Company does not have the same finality as would a dismissal with prejudice after a motion to dismiss or after a settlement. In principle, and subject to the statute of limitations, the class plaintiffs could

Mizuho Securities USA LLC

Notes to Statement of Financial Condition

(In Thousands)

12. Commitments and Contingencies (continued)

potentially amend their complaint again and name MSUSA as a defendant, or individual plaintiffs might decide to do that separately from the class action. Furthermore, the Company is still named as a defendant in a separate action alleging similar claims against primary dealers, which was filed by a group of three plaintiffs individually (i.e., not as part of the class). While the Company would expect those plaintiffs to similarly amend their complaint and to drop their claims against MSUSA (in the absence of public information suggesting MSUSA's involvement in illegal or improper conduct), they have not done so yet and the court has not yet set a deadline for those plaintiffs to file an amended complaint.

The Company is involved in litigation arising in the normal course of business. It is the opinion of management that the ultimate resolution of such litigation will not have a material adverse effect on the Company's financial statements.

Exchange Member and Central Clearing Organization Guarantees

The Company is a member of various exchanges and central clearing organizations that trade and clear securities or futures contracts or both. Associated with its membership, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange. Although the rules governing different exchange memberships vary, in general the Company's guarantee obligations would arise only if the exchange had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other non-defaulting members of the exchange.

Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the financial statements for these agreements and believes that any potential requirement to make payments under these agreements is remote.

Affiliate Guarantees

In connection with the Company's memberships in central clearing organizations, the Company acts in the capacity of "sponsor" to two affiliates that wish to clear transactions through the central counterparty where the Company has a membership. As a sponsor, the Company may be required to provide collateral or assume other trade-related responsibilities on behalf of the affiliate.

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Notes to Statement of Financial Condition

(In Thousands)

13. Net Capital Requirements

The Company is subject to the SEC's Uniform Net Capital Rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital. The Company computes its net capital under the alternative method permitted by Rule 15c3-1. This method requires that the Company maintain minimum net capital, as defined, equivalent to the greater of \$250 or 2% of aggregate debit items arising from customer transactions pursuant to the Computation for Determination of Reserve Requirements under SEC Rule 15c3-3 ("Rule 15c3-3), or 8% of the total risk margin requirement for positions carried in customer and non-customer accounts pursuant to the Commodity Exchange Act, plus excess margin collected on securities received on resale agreements, as defined.

At September 30, 2017, the Company's net capital of \$664,869 was \$432,712 in excess of the required amount. Advances to affiliates, repayment of subordinated liabilities, dividend payments, and other equity withdrawals are subject to certain limitations and other provisions of the SEC and other regulators.