

LPL Investment Holdings Inc.  
Form 10-K  
February 27, 2012

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

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the fiscal year ended December 31, 2011

or  
 TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34963

LPL Investment Holdings Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

20-3717839  
(I.R.S. Employer Identification No.)

One Beacon Street, Boston, MA 02108  
(Address of principal executive offices; including zip code)

617-423-3644  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock — \$.001 par value per share	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes  No

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 has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Rule 12b-2 of the Act). Yes  No

As of June 30, 2011, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$1.3 billion. For purposes of this information, the outstanding shares of Common Stock owned by directors and executive officers of the registrant were deemed to be shares of the voting stock held by affiliates.

The number of shares of common stock, par value \$0.001 per share, outstanding as of February 20, 2012 was 110,814,426.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be delivered to stockholders in connection with the Annual Meeting of Stockholders are incorporated by reference into Part III.

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## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with the Securities and Exchange Commission (the “SEC”). You may read and copy any document we file with the SEC at the SEC’s public reference room located at 100 F Street, N.E., Washington, D.C. 20549, U.S.A. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public from the SEC’s internet site at <http://www.sec.gov>.

On our Internet website, <http://www.lpl.com>, we post the following recent filings as soon as reasonably practicable after they are electronically filed with or furnished to the SEC: our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. Hard copies of all such filings are available free of charge by request via email ([investor.relations@lpl.com](mailto:investor.relations@lpl.com)), telephone (617) 897-4574, or mail (LPL Financial Investor Relations at One Beacon Street, 22nd Floor, Boston, MA 02108). The information contained or incorporated on our website is not a part of this Annual Report on Form 10-K.

When we use the terms “LPLIH”, “we”, “us”, “our”, and the “firm” we mean LPL Investment Holdings Inc., a Delaware corporation, and its consolidated subsidiaries, taken as a whole, as well as any predecessor entities, unless the context otherwise indicates.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Item 7 — “Management’s Discussion and Analysis of Financial Condition and Results of Operations” — and other sections of this Annual Report on Form 10-K contain forward-looking statements (regarding future financial position, budgets, business strategy, projected costs, plans, objectives of management for future operations, and other similar matters) that involve risks and uncertainties. Forward-looking statements can be identified by words such as “anticipates”, “expects”, “believes”, “plans”, “predicts”, and similar terms. Forward-looking statements are not guarantees of future performance and there are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements including, but not limited to, changes in general economic and financial market conditions, fluctuations in the value of assets under management, our ability to close and integrate our acquisition of Fortigent Holdings Company, Inc., effects of competition in the financial services industry, changes in the number of our financial advisors and institutions and their ability to effectively market financial products and services, the effect of current, pending and future legislation and regulation and regulatory actions. In particular, you should consider the numerous risks outlined in Part I, Item 1A — “Risk Factors”.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. You should not rely upon forward-looking statements as predictions of future events. Unless required by law, we will not undertake and we specifically disclaim any obligation to release publicly the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of events, whether or not anticipated. In that respect, we caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made.

## PART I

### Item 1. Business

#### General Corporate Overview

We provide an integrated platform of brokerage and investment advisory services to approximately 12,800 independent financial advisors and financial advisors at financial institutions (our “advisors”) across the country, enabling them to successfully serve their retail investors with objective, conflict-free financial advice. In addition, we support approximately 4,000 financial advisors with customized clearing, advisory platforms and technology solutions. Our singular focus is to support our advisors with the front, middle and back-office support they need to serve the large and growing market for independent investment advice in the mass affluent and high-net-worth markets. We believe we are the only company that offers advisors the unique combination of an integrated technology platform, comprehensive self-clearing services and full open architecture access to leading financial products, all delivered in an environment unencumbered by conflicts from product manufacturing, underwriting or market making.

For over 20 years we have served and supported the independent advisor market. We are the market leader with the largest independent advisor base and the fourth largest overall advisor base in the United States. Through our advisors, we are also one of the largest distributors of financial products in the United States. Our scale is a substantial competitive advantage and enables us to effectively attract and retain advisors. Our unique model allows us to invest more resources in our advisors to help them manage complexity and increase their productivity, creating a virtuous cycle of growth. We currently have approximately 2,700 employees with headquarters in Boston, Charlotte and San Diego.

#### Our Business

With our focus and scale, we are not only a beneficiary of the secular shift among advisors toward independence, but an active catalyst of this trend. We enable our advisors to provide their clients with high quality independent financial advice and investment solutions, and support our advisors in managing the complexity of their businesses by providing a comprehensive integrated platform of technology and clearing services. We provide these services through an open architecture product platform offering no proprietary manufactured products, which helps ensure an objective, conflict-free environment. Our business is dedicated exclusively to our advisors; we are not a market-maker nor do we offer investment banking or underwriting services. Additionally, we offer our advisors the highest average payout ratios among the five largest U.S. broker-dealers, as ranked by number of advisors, which we believe provides us with an important competitive advantage.

The size of our organization and scalability of our solutions allow us to continually reinvest in our technology and clearing platforms, tailor our services to the needs of our advisors and provide them with an attractive value proposition. Our technology and service platforms allow our advisors to spend more time with their clients and efficiently manage and grow their businesses. Our flexible platform attracts many different types of advisors, such as independent financial advisors, registered investment advisors (“RIAs”) and advisors at small and mid-sized financial institutions. Furthermore, our wholly owned subsidiary LPL Financial LLC (“LPL Financial”) is the only independent broker-dealer with an integrated platform servicing RIAs.

Our revenues are derived primarily from commissions and fees generated by our advisors. We also generate asset-based fees from our financial product sponsor relationships, our cash sweep programs and omnibus processing and networking services. Under our self-clearing platform, we custody the majority of client assets invested in these products, which includes providing statements, transaction processing and ongoing account management for which we receive fees.

## Our Financial Advisors

Serving clients in communities across the nation, our advisors build long-term relationships with their clients by guiding them through the complexities of investment decisions, retirement solutions, financial planning and wealth-management. We support the evolution of our advisors' businesses over time and provide a range of solutions as their needs change.

The relationship with our advisors is embodied in our Commitment Creed, which serves as a set of guiding principles for our relationships with our advisors. For more than 20 years it has been the foundation of our culture and reflects our singular focus on the advisors we serve. The size and growth of our business has benefited from this focus.

Advisors licensed with LPL Financial are able to conduct both commission-based business on our brokerage platform and fee-based business on our corporate registered RIA platform. In order to license with us, advisors must meet our stringent requirements which include a thorough review of the advisor's education, experience, credit and compliance history. These advisors are licensed with LPL Financial and enter into a registered representative agreement that establishes the duties and responsibilities of each party. Pursuant to the registered representative agreement, each advisor makes a series of representations, including that the advisor will disclose to all customers and prospective customers that the advisor is acting as our registered representative, that all orders for securities will be placed through us, that the advisor will sell only products we have approved and that the advisor will comply with LPL policies and procedures as well as securities rules and regulations. These advisors also agree not to engage in any outside business activity without prior approval from us and not to act as an agent for any of our competitors.

In return for the services we provide, including, among others, transaction processing and technology services we provide to the advisors to support their daily activities, we typically retain a range of 10 to 15 percent of the commission and advisory fee revenue generated by our advisors and pay out the remaining 85 to 90 percent to them. In addition, advisors pay certain fees directly to us relating to technology and platform access, insurance coverage and licensing fees. The registered representative agreement is terminable by us without cause on 30 days notice and for cause immediately upon notice.

LPL Financial also supports stand-alone RIAs ("Independent RIAs") who conduct their advisory business through separate entities by establishing their own RIAs pursuant to the Investment Advisers Act of 1940, rather than using our corporate registered RIA. These Independent RIAs engage us for technology, clearing, regulatory and custody services, as well as access to certain of our investment platforms. In return, we charge fees to the Independent RIAs including a program fee based on the value of assets within these advisory accounts. In addition, Independent RIAs carry their brokerage license exclusively with LPL Financial and access our fully-integrated brokerage platform for those seeking to operate a dually-registered model.

Our advisors average over 14 years of industry experience. This substantial industry experience allows us to focus on enhancing our advisors' businesses without the need for basic training or subsidizing advisors that are new to the industry. Our independent advisors join us from a broad range of firms including wirehouses, regional and insurance broker dealers, banks and other independent firms. Our flexible business platform allows our advisors to choose the most appropriate business model to support their clients, whether they conduct brokerage business, offer brokerage and fee-based services on our corporate RIA platforms or provide fee-based services through their own RIAs.

Our advisors are entrepreneurial independent contractors who deliver their services through over 4,100 branch offices. They are primarily located in rural and suburban areas and as such are viewed as local providers of independent advice. Approximately 70% of these advisors operate under their own business name. We approve and assist these advisors with their own branding, marketing and promotion.

A subset of our advisors is primarily focused on providing advice and managing group retirement plans for predominantly small and mid-size businesses. LPL Financial provides these advisors with marketing tools and technology capabilities, which are geared towards retirement solutions.

We believe we are the market leader in providing support to over 2,200 advisors at approximately 670 banks and credit unions seeking to provide a broad array of services for their financial advisors. For these institutions, whose core capabilities may not include investment and financial planning services, or who find the technology,

infrastructure and regulatory requirements to be cost prohibitive, we provide their financial advisors with the services they need to be successful, allowing the institutions to focus their energy and capital on their core businesses. In addition, we have expanded our technology and wealth management solutions to support trust departments enabling them to efficiently manage their assets.



We also provide support to approximately 4,000 additional financial advisors who are affiliated and licensed with insurance companies. These outsourcing arrangements provide customized clearing, advisory platforms and technology solutions that enable financial advisors at these insurance companies to efficiently provide a breadth of services to their client base.

### Our Value Proposition

The core of our business is dedicated to meeting the evolving needs of our advisors and providing the platform and tools to grow and enhance the profitability of their businesses. We support our advisors by providing front, middle and back-office solutions through the four pillars of our distinct value proposition: enabling technology, comprehensive clearing and compliance services, practice management programs and training and independent research. The comprehensive and automated nature of our offering enables our advisors to focus on their clients while successfully and efficiently managing the complexities of running their own practice.

### Enabling Technology

We provide our technology and service to advisors through BranchNet, our proprietary, integrated technology platform that is server-based and web-accessed. Using the BranchNet workstation, our advisors effectively manage all critical aspects of their businesses while remaining highly efficient and responsive to their clients' needs.

Time-consuming processes, such as account opening and management, document imaging, transaction execution, and account rebalancing, are automated to improve efficiency and accuracy. Our advisors utilize BranchNet as their core technology platform. Through BranchNet, our advisors have direct access to a fully integrated array of tools and support systems, including:

- comprehensive account lookup for accounts and direct business data;
- straight-through processing of trade orders and account maintenance requests and
- secure and reliable data maintenance.

In addition to the account management capabilities of BranchNet, our Resource Center, embedded within BranchNet, provides advisors with access to our research, training, compliance and support services and the ability to review products and develop marketing materials, including:

- direct access to financial product information, exclusive research commentaries, detailed regulatory requirements, valuable marketing tools, operational details, comprehensive training and technical support;
- client management and business development tools;
- trading and research tools and
- business management resources.

Many advisors also subscribe to premium features, such as performance reporting, financial planning and customized websites. Select third-party resources have been integrated into our technology software, enabling seamless access to important tools, broadening our range of offerings and reducing duplicate operational functions.

We believe BranchNet allows our advisors to transact and monitor their business more efficiently, lowering operating costs for their business. Once on BranchNet, advisors have the ability to choose which services suit their business

plan, purchasing only the services that they believe are needed to grow their business.

#### Comprehensive Clearing and Compliance Services

We custody and clear the majority of our advisors' transactions, providing an enhanced advisor experience and expedited processing capabilities. Our self-clearing platform enables us to better control client data, more efficiently process and report trades, facilitate platform development, reduce costs and ultimately enhance the quality of the services we provide our advisors. Our self-clearing platform also enables us to serve a wider variety of advisors, including RIAs and Independent RIAs.

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Because we are self-clearing, we can address all facets of securities transaction processing, including:

- order routing, trading support, execution and clearing, and position keeping;

- regulatory and tax compliance and reporting and

- investment accounting and recordkeeping.

All of these services are backed by our service center and operations organizations focused on providing timely, accurate and consistent support, with each employee committed to delivering best-in-class service. This shared commitment allows us to meet our advisors' needs so they can best serve their clients.

In 2010, we launched Service360, a service paradigm initially available to our top producing advisors. Service360 offers a wide array of organizational support, adopting a team-based approach to service, in which teams are dedicated to a defined set of advisors. This service structure was fully implemented in December 2010, and now services over 9,200 advisors with timely, accurate and efficient service delivered in a more personal, relationship-focused manner and with greater accountability and empowerment on the part of the service teams.

We continue to make substantial investments in our compliance offering to provide our advisors a strong compliance framework. Our ongoing investments include hiring and retaining experienced compliance and risk professionals and keeping our technology current. Several years ago we made the strategic decision to fully integrate our compliance tools into our technology platform to further enhance compliance effectiveness and scalability. All of this enables us to maintain our long term trend of having one of the best regulatory compliance records, as evidenced by the number of regulatory events reported in the Financial Industry Regulatory Authority's ("FINRA") BrokerCheck Reports.

Approximately 300 risk and compliance employees assist our advisors through:

- training and advising advisors on new products, new regulatory guidelines, compliance and risk management tools, security policies and procedures, anti-money laundering and best practices;

- reviewing and approving advertising materials;

- technology-enabled surveillance of trading activities and sales practices;

- overseeing and monitoring of registered investment advisory activities;

- securities registration and advisory and insurance licensing of advisors;

- inspecting branch offices and advising on how to strengthen compliance procedures; and

- continuing to invest in technology assisted supervisory tools.

#### Practice Management Programs and Training

Our practice management programs help our advisors enhance and grow their businesses. Our experience gives us the ability to benchmark the best practices of successful advisors and develop customized recommendations to meet the specific needs of an advisor's business and market. Because of our scale, we are able to dedicate an experienced group of approximately 120 professionals that work with our advisors to build and better manage their business and client relationships through one-on-one consulting as well as group training. In addition, we hold over 140 conferences and

group training events annually for the benefit of our advisors. Our practice management and training services include:

personalized business consulting support that helps advisors enhance the value and operational efficiency of their businesses;

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advisory and brokerage consulting and financial planning to support advisors in growing their businesses with our broad range of products and fee-based offerings, as well as wealth management services to assist advisors serving high net worth clients with comprehensive estate, tax, philanthropic, and financial planning processes;

• marketing campaigns and consultation to enable advisors to build awareness of their services and capitalize on opportunities in their local markets;

• transition services to help advisors establish independent practices and migrate client accounts to us and

• training and consulting programs on topics including technology, use of advisory platforms and business development.

### Independent Research

We provide our advisors with integrated access to comprehensive research on mutual funds, separate accounts, alternative investments and annuities, asset allocation strategies, financial markets and the economy, among other areas. Our research team consists of approximately 35 professionals. Our investments team has an average of 10 years of industry experience, dedicated to providing unbiased and conflict-free advice. Our research is designed to empower our advisors to give their clients thoughtful advice in an efficient manner. In particular, our research facilitates the growth of our advisory platform by providing asset allocation, investment recommendation guidance and completely packaged, turnkey portfolios. Our research team actively works with our product due diligence group to effectively vet the financial products offered through our platform. Our lack of proprietary products or investment banking services helps ensure that our research remains unbiased and objective. A substantial portion of our research is approved by our Marketing Regulatory Review organization for use with clients, allowing our advisors to leverage these materials to help clients understand complex investment topics and make informed decisions.

Our research enables advisors to:

• keep abreast of changes in markets and the global economy, through our daily market update call and email, published materials, blogs and media presence;

• proactively respond to emerging trends;

• leverage the expertise and experience of our research team in building individual investment portfolios and

• seek specific advice through our ASK (accurate, swift and knowledgeable) Research Team, a group of research professionals dedicated exclusively to advisor investment-research inquiries via phone and email.

With a focus on performance, service and transparency, our research team utilizes a wide spectrum of available tools to deliver timely perspectives on the ever-changing economic marketplace and products, enabling advisors to help their clients understand and adjust to the latest developments. Through its objective recommendations and portfolio management, the research group helps advisors meet a broad range of investor needs effectively, which allows them to focus on their clients and growing their practice.

### Our Economic Value Proposition

We offer a compelling economic value proposition that is a key factor in our ability to attract and retain advisors. The independent channels pay advisors a greater share of brokerage commissions and advisory fees than the captive channels — generally 80-90% compared to 30-50%. Because of our scale and efficient operating model, we believe we

offer our advisors the highest average payout ratios among the five largest U.S. broker-dealers, ranked by number of advisors, which we believe provides us with an important competitive advantage. We believe our superior technology and service platforms enable our advisors to operate their practices at a lower cost than other independent advisors. As a result, we believe owners of practices associated with us earn meaningfully more pre-tax profit than owners of practices affiliated with other independent brokerage firms. We attribute this difference in profitability in part to lower fixed costs driven by the need for fewer staff at our associated practices. Finally, as business owners, independent financial advisors, unlike captive advisors, also have the opportunity to

build equity in their own businesses. We also believe our solutions enable our financial institutions to be more productive and therefore generate greater profitability relative to other financial institutions supported by third party firms.

#### Our Product Access

We do not manufacture any financial products. Instead, we provide our advisors open architecture access to a unique variety of commission, fee-based, cash and money market products and services. Our product due diligence group conducts extensive diligence on substantially all of the new products we offer, including annuities, mutual funds, exchange-traded funds, alternative investments and real estate investment trusts. Our platform provides access to over 10,000 financial products, manufactured by over 575 product sponsors. Typically, we enter into arrangements with these product sponsors pursuant to the sponsor's standard distribution agreement.

The sales and administration of these products are facilitated through BranchNet and our Resource Center, which allow our advisors to access client accounts, product information, asset allocation models, investment recommendations, and economic insight as well as perform trade execution.

As of December 31, 2011, advisory and brokerage assets totaled \$330.3 billion, of which \$101.6 billion was in advisory assets. Of the \$330.3 billion in assets, \$22.7 billion is attributable to our Independent RIA platform, which includes advisory and brokerage assets of 146 Independent RIA firms who either conduct investment advisory business on our platform or carry a dual license and manage brokerage accounts as well.

In 2011, brokerage sales were over \$26 billion, including over \$9 billion in mutual funds and \$15 billion in annuities. Advisory sales were over \$32 billion, which consisted primarily of mutual funds. As a result of this scale and significant distribution capabilities, we can offer leading products and services with attractive economics to our advisors.

#### Commission-Based Products

Commission-based products are those for which we and our advisors receive an upfront commission and, for certain products, a trailing commission. Our brokerage offerings include variable and fixed annuities, mutual funds, general securities, alternative investments, retirement and 529 education savings plans, fixed income and insurance. Our insurance offering is provided through LPL Insurance Associates, Inc. ("LPLIA"), a brokerage general agency which provides personalized advance case design, point-of-sale service and product support for a broad range of life, disability and long-term care products. As of December 31, 2011, the total assets in our commission-based products were approximately \$228.7 billion.

#### Fee-Based Advisory Platforms and Support

We have been an innovator in fee-based advisory solutions since the introduction of our Strategic Asset Management platform in 1991. Today we have five fee-based advisory platforms that provide centrally managed or customized solutions from which advisors can choose to meet the investment needs of their mass affluent and high net worth clients. The fee structure aligns the interests of our advisors with their clients, while establishing a valuable recurring revenue stream for the advisor and for us. Our fee-based platforms provide access to no-load/load-waived mutual funds, exchange-traded funds, stocks, bonds, conservative option strategies, unit investment trusts and no-load, institutional money managers and multi-manager variable annuities. We also provide third-party equity research and asset-management services as well as fee-based advisory and consulting services to retirement plans. As of December 31, 2011, the total assets in these platforms were \$101.6 billion.

### Cash Sweep Programs

We assist our advisors in managing their clients' cash balances through two primary cash sweep programs depending on account type: a money market sweep vehicle involving multiple money market fund providers and an insured bank deposit sweep vehicle. Our insured bank deposit sweep vehicle allocates client cash balances across multiple non-affiliated banks to provide advisors with up to \$1.5 million (\$3.0 million joint) of insurance through the Federal Deposit Insurance Corporation ("FDIC"). As of December 31, 2011, the total assets in our cash sweep programs, which are held within brokerage and advisory accounts, were approximately \$22.4 billion.



## Other Services

We provide a number of tools and services that enable advisors to maintain and grow their practice. Through our subsidiary, The Private Trust Company, N.A. ("PTC"), we provide administrative and custodial services to trusts for estates and families. Under our unique model, the advisor may provide the trust with investment management services. We also are an industry leader in providing technology and open architecture investment management solutions to trust departments of financial institutions through Concord Capital Partners, Inc. and its subsidiaries ("Concord Wealth Management" or "CCP"). At December 31, 2011, CCP serviced \$8.7 billion in trust assets for 61 institutions. These assets are not custodied by LPL Financial and are therefore not included in our reported brokerage and advisory assets.

## Our Financial Model

We have a proven track record of strong financial performance. We have increased our annual Adjusted EBITDA for the past five years with only one decline in annual revenue in 2009 in conjunction with the major market downturn. We have experienced greater variability in our net income primarily due to amortization of purchased assets and interest expense from our senior secured credit facilities and subordinated notes, a result of our merger transaction in 2005 with TPG Capital and Hellman & Friedman LLC (collectively, the "Majority Holders"), and expenses associated with our acquisition integration and restructuring initiatives. In 2010, we generated a net loss due to equity issuance and other costs related to our initial public offering ("IPO") that was completed in the fourth quarter. Accordingly, the presentation of net income Compound Annual Growth Rate ("CAGR") is not meaningful. Since 2005, we have grown our net revenues at a 5.1% CAGR, our Adjusted EBITDA at a 6.9% CAGR and our Adjusted Earnings at a 15.3% CAGR. In 2011, we grew our net revenues by 11.8%, our Adjusted EBITDA by 11.3%, and our Adjusted Earnings by 26.6% as compared to 2010. Our historical growth rates do not guarantee future results, levels of activity, performance or achievements. A reconciliation of non-GAAP measures Adjusted EBITDA and Adjusted Earnings, to GAAP measures, along with an explanation of these metrics, is provided in Item 7 — "Management's Discussion and Analysis".

As we demonstrated during the financial crisis of 2008 and 2009, our financial model has inherent resilience, and our overall financial performance is a function of the following dynamics of our business:

Our revenues stem from diverse sources, including advisor-generated commission and advisory fees as well as fees from product manufacturers, recordkeeping, cash sweep balances and other ancillary services. They are not concentrated by advisor, product or geography. For the year ended December 31, 2011, no single relationship with our independent advisor practices, banks, credit unions, or insurance companies accounted for more than 3% of our net revenues, and no single advisor accounted for more than 1% of our net revenues.

Furthermore, a majority of our revenue base is recurring in nature, with 63% recurring revenue in 2011.

A significant proportion of our revenues, such as software licensing, account and client fees, are not correlated with the equity financial markets.

The variable component of our cost base is directly linked to revenues generated by our advisors. Furthermore, the payout percentages are tied to advisor productivity levels.

Our profit margins are stable and should expand over time because we actively manage our general and administrative expenses.

We are able to operate with low capital expenditures and limited capital requirements, and as a result our cash flow is not encumbered.

⚡ We generate substantial free cash flow which we reinvest into our business.

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## Our Competitive Strengths

• **Significant Scale and Market Leadership Position.** We are the established leader in the independent advisor market, which is our core business focus. Our scale enables us to benefit from the following dynamics:

• We actively reinvest in our comprehensive technology platform and practice support, which further improves the productivity of our advisors.

• As one of the largest distributors of financial products in the United States, we are able to obtain attractive economics from product manufacturers.

• Among the five largest U.S. broker-dealers by number of advisors, we offer the highest average payout ratios to our advisors.

The combination of our ability to reinvest in the business and maintain highly competitive payout ratios allows us to attract and retain advisors successfully. This, in turn, drives our growth and leads to a virtuous cycle that reinforces our established scale advantage.

• **Unique Value Proposition for Independent Advisors.** We deliver a comprehensive and integrated suite of products and services to support the practices of our independent advisors. We believe we are the only institution that offers a conflict-free, open architecture and scalable platform. The benefits of our purchasing power lead to high average payouts and greater economics to our advisors. Our platform also creates an entrepreneurial opportunity that empowers independent advisors to build equity in their businesses. This generates a significant opportunity to attract and retain highly qualified advisors who are seeking independence.

**Unique Value Proposition for Institutions.** We provide solutions to financial institutions, such as regional banks, credit unions and insurers, who seek to provide a broad array of services for their customers. We believe many institutions find the technology, infrastructure and regulatory requirements associated with delivering financial advice to be cost-prohibitive. We provide comprehensive solutions that enable financial advisors at these institutions to offer financial advice.

**Ability to Profitably Serve the Mass-Affluent Market.** Our historic focus has been on advisors who serve the mass-affluent market. We have designed and integrated all aspects of our platforms and services to profitably meet the needs of these advisors. We believe there continues to be an attractive opportunity in the mass-affluent market, in part because wirehouses have not historically focused on this space. We believe our scale position will sustain and strengthen our competitive advantage in the mass-affluent market.

• **Ability to Serve a Broad Range of Advisor Models.** As a result of our integrated technology platform and the resulting flexibility, we are able to attract and retain advisors from multiple channels, including wirehouses, regional broker-dealers and other independent broker-dealers. This platform serves a variety of independent advisor models, including independent financial advisors, RIAs and Independent RIAs.

• We are able to give our advisors flexibility in choosing how they conduct their business. This enables us to better retain our existing advisor base by facilitating their ability to transition among independent advisor models as preferences evolve within the market.

• In addition, although we have grown through our focus on the mass-affluent market (investors with \$100,000 or greater in investable assets), the breadth of our platform has facilitated growing penetration of the high net worth

market. As of December 31, 2011, our advisors supported accounts with more than \$1 million in assets that in the aggregate represented \$52.2 billion in advisory and brokerage assets, 15.8% of our total. Although our advisors average production is typically below that of some of the wirehouse channel firms, our array of integrated technology and services can support advisors with significant production and compete directly with wirehouses.

These abilities results in advisor production retention of 96%, which we believe to be industry leading.

**Experienced and Committed Senior Management Team.** We have an experienced and committed senior management team that provides stable and long-standing leadership for our business. On average, our senior management has 27 years of industry experience. The team has a track record of delivery and success as demonstrated in the company's financial performance through the recent market downturn. As the current management team has played a significant role in building out the business, they have a fundamental and thorough understanding of the operations. The management team is aligned with stockholders and holds significant equity ownership in the company.

#### Our Sources of Growth

We expect to increase our revenue and profitability by benefiting from favorable industry trends and by executing strategies to accelerate our growth beyond that of the broader markets in which we operate.

#### Favorable Industry Trends

**Growth in Investable Assets.** According to Cerulli Associates, over the next four years, assets under management for the predominant market segments in the United States are anticipated to grow at 8.9% per year and retirement assets are expected to grow 6.6% per year (in part due to the retirement of the baby boomer generation and the resulting assets which are projected to flow out of retirement plans and into individual retirement accounts). In addition, individual retirement account ("IRA") assets are projected to grow from \$4.8 trillion as of 2011 to \$6.7 trillion by 2015.

**Increasing Demand for Independent Financial Advice.** Retail investors, particularly in the mass affluent market, are increasingly seeking financial advice from independent sources. We are highly focused on helping independent advisors meet the needs of the mass-affluent market, which constitutes a significant and underserved portion of investable assets, according to Cerulli Associates, and we believe presents significant opportunity for growth.

**Advisor Migration to Independence.** Independent channels are gaining market share from captive channels. We believe that we are not just a beneficiary of this secular shift, but an active catalyst in the movement to independence.

**Macroeconomic Trends.** While the current macroeconomic environment has shown volatility recently, we anticipate an appreciation in asset prices and a rise in interest rates in the long term. We expect that our business will benefit from growth in advisory and brokerage assets as well as increasing asset-based and cash sweep fees.

#### LPL-Specific Growth Opportunities

**Increasing Productivity of Existing Advisor Base.** The productivity of advisors increases over time as we enable them to add new clients, gain shares of their clients' investable assets, and expand their existing practices with additional advisors. We facilitate these productivity improvements by helping our advisors better manage their practices in an increasingly complex environment.

**Ramp-up of Newly-Attracted Advisors.** We predominately attract experienced advisors who have established practices. In our experience, it takes an average of three years for newly hired advisors to fully re-establish their practices and associated revenues. This seasoning process creates accelerated growth of revenue from new advisors.

**Our Business Model has Inherent Economies of Scale.** The largely fixed costs necessary to support our advisors delivers higher marginal profitability as client assets and revenue grow. Historically, this dynamic has been demonstrated through the growth in our operating margins.

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Expansions of our Product & Service Offerings. Through our internally developed projects and synergies from opportunistic acquisitions we have further advanced our capabilities and servicing offerings in order to ensure we are continuing to provide a premium platform for our advisors.

**Attracting New Advisors to Our Platform.** We intend to grow the number of advisors — either independent or with financial institutions — who are served by our platform. Based on the number of financial advisors, we have only 3.9% market share of the approximately 320,000 financial advisors in the United States, according to Cerulli Associates, and we have the ability to attract seasoned advisors of any practice size and from any channel, including wirehouses, regional broker-dealers and other independent broker-dealers.

**Opportunistic Pursuit of Acquisitions.** We have a proven history of expanding our business through opportunistic acquisitions. In the past seven years, we have successfully completed six transactions providing scale and entry to adjacent markets. Our scalable business model and operating platform make us an attractive acquirer in a fragmented and consolidating market.

## Competition

We believe we offer a unique and dedicated value proposition to independent financial advisors and financial institutions. This value proposition is built upon the delivery of our services through our scale, independence and integrated technology, which we believe is not replicated in the industry, and as a result we do not have any direct competitors to our business model. For example, because we do not have any proprietary manufacturing products, we do not view firms that manufacture asset management products and other financial products as competitors.

We compete to attract and retain experienced and productive advisors with a variety of financial firms. Within the independent channel, the industry is highly fragmented, comprised primarily of small regional firms that rely on third-party custodians and technology providers to support their operations. The captive wirehouse channel tends to consist of large nationwide firms with multiple lines of business that have a focus on the highly competitive high-net-worth investor market. Competitors in this channel include Morgan Stanley Smith Barney LLC; Merrill Lynch, Pierce, Fenner, & Smith Incorporated; UBS Financial Services Inc.; and Wells Fargo Advisors, LLC.

### Competition for

advisors also includes regional firms, such as Edward D. Jones & Co., L.P. and Raymond James Financial Services, Inc. Registered Investment Advisors (RIAs), who are licensed directly with the SEC and not through a broker-dealer, choose third-party firms to provide custodial services. Competitors in this space include Charles Schwab & Co., Fidelity Brokerage Services LLC and TD Ameritrade.

Our competitors who do not offer a complete solution for advisors are frequently enabled by third-party firms. Pershing LLC and Albridge Solutions, subsidiaries of Bank of New York Mellon, offer custodial services to independent firms and RIAs who are not self-clearing and offer technology solutions, respectively. Other examples include Advent Software, Inc. and Morningstar, Inc., who provide an array of technology and research resources.

Our advisors compete for clients with financial advisors of brokerage firms, banks, insurance companies, asset management and investment advisory firms. In addition, they also compete with a number of firms offering direct to investor on-line financial services and discount brokerage services, such as Charles Schwab & Co. and Fidelity Brokerage Services LLC.

## Employees

As of December 31, 2011, we had 2,726 full-time employees. None of our employees are subject to collective bargaining agreements governing their employment with us. Our continued growth is dependent, in part, on our ability to recruit and retain skilled technical sales and professional personnel. We believe that our relationship with our employees is strong.

## Our Corporate Structure

LPL Investment Holdings Inc. is the parent company of our collective businesses. Our original broker-dealer, LPL Financial, was formed in 1989. In 2005, investment funds affiliated with the Majority Holders acquired a majority ownership stake in LPL Investment Holdings Inc., with the remaining interest owned primarily by our founders, senior management and advisors.

In recent years we have grown our business through a number of opportunistic acquisitions. We strengthened our position as a leading independent broker-dealer through our acquisition on June 20, 2007 of Pacific Select Group, LLC (renamed LPL Independent Advisor Services Group, LLC) and its wholly owned subsidiaries: Mutual



Service Corporation (“MSC”), Associated Financial Group, Inc. (“AFG”), Associated Securities Corp. (“Associated”), Associated Planners Investment Advisory, Inc. (“APIA”) and Waterstone Financial Group, Inc. (“WFG”) (MSC, AFG, Associated, APIA and WFG, are collectively referred to herein as the “Affiliated Entities”). In September of 2009, we consolidated the operations of the Affiliated Entities with those of LPL Financial. The consolidation involved the transfer of securities licenses of certain registered representatives associated with the Affiliated Entities and their client accounts. Following the completion of these transfer activities, the registered representatives and client accounts that transferred are associated with LPL Financial. On February 5, 2011, Forms BD-W for Associated and WFG were approved by the SEC and on November 11, 2011, the Form BD-W for MSC was approved by the SEC. As a result, Associated, WFG, and MSC are no longer registered as broker-dealers.

Our acquisitions of UVEST Financial Services Group, Inc. (“UVEST”), and IFMG Securities, Inc., Independent Financial Marketing Group, Inc. and LSC Insurance Agency of Arizona, Inc. (collectively “IFMG”) further expanded our reach in offering financial services through banks, savings and loan institutions and credit unions nationwide. In March 2011, we committed to a corporate restructuring plan to enhance our service offering, while generating efficiencies by consolidating the operations of UVEST with those of LPL Financial (See Item 7 — “Management’s Discussion and Analysis” for further discussion).

Our acquisition of certain assets of National Retirement Partners, Inc. (“NRP”) in February of 2011 enhanced our capabilities in the group retirement space. Our NRP advisors offer retirement products, consulting and investment services to retirement plan sponsors and plan participants as well as comprehensive financial services to plan participants. In June of 2011, we acquired Concord Capital Partners, Inc. (“CCP”) and its subsidiaries Concord Technology Services (“CTS”) and Concord Equity Group Advisors (“CEGA”, and together with CCP and CTS, “Concord Wealth Management”). Concord Wealth Management is an industry leader in providing technology and open architecture investment management solutions for trust departments of financial institutions. Through this acquisition, we will have the ability to support both the brokerage and trust business lines of current and prospective financial institutions. The acquisition will also create new expansion opportunities such as giving us the ability to custody personal trust assets within banks across the country. (See Item 7 — “Management’s Discussion and Analysis” for further discussion of our acquisitions of NRP and Concord Wealth Management.)

Our subsidiary, Independent Advisers Group Corporation (“IAG”), offers an investment advisory solution to insurance companies to support their financial advisors who are licensed with them. Our subsidiary, LPLIA, operates as a brokerage general agency which offers life, long-term care and disability insurance sales and services. Through our subsidiary PTC we offer trust, investment management oversight and custodial services for estates and families.

## Regulation

The financial services industry is subject to extensive regulation by U.S. federal, state, and international government agencies as well as various self-regulatory organizations. We take an active leadership role in the development of the rules and regulations that govern our industry. Given the recent turmoil in the financial services industry, we anticipate continued heightened scrutiny and significant modifications in these rules and regulations. We strive to be at the forefront of influencing this change. Throughout our history we have also invested heavily, with the benefit of our scale, in our compliance functions to monitor our compliance with the numerous legal and regulatory requirements applicable to our business.

### Broker-Dealer Regulation

LPL Financial is a registered broker-dealer with the SEC, a member of FINRA and various other self-regulatory organizations and a participant in various clearing organizations including the Depository Trust Company, the National Securities Clearing Corporation and the Options Clearing Corporation. LPL Financial is registered as a

broker-dealer in each of the 50 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands.

Our subsidiary UVEST is also a registered broker-dealer with the SEC, and is a member of FINRA. In March of 2011, we committed to a corporate restructuring plan to enhance our service offering while generating efficiencies by consolidating the operations of UVEST with those of LPL Financial. Prior to this consolidation, UVEST conducted business on a national basis; however it acted as an introducing firm and used a third-party firm for securities clearing and custody functions.

Broker-dealers are subject to rules and regulations covering all aspects of the securities business, including sales and trading practices, public offerings, publication of research reports, use and safekeeping of clients' funds and securities, capital adequacy, recordkeeping and reporting, and the conduct of directors, officers and employees. Broker dealers are also regulated by state securities administrators in those jurisdictions where they do business. Compliance with many of the rules and regulations applicable to us involves a number of risks because rules and regulations are subject to varying interpretations. Regulators make periodic examinations and review annual, monthly and other reports on our operations, track record and financial condition. Violations of rules and regulations governing a broker dealer's actions could result in censure, penalties and fines, the issuance of cease-and-desist orders, the suspension or expulsion from the securities industry of such broker dealer or its officers or employees, or other similar adverse consequences. The rules of the Municipal Securities Rulemaking Board, which are enforced by the SEC and FINRA, apply to the municipal securities activities of LPL Financial and UVEST.

Our margin lending is regulated by the Federal Reserve Board's restrictions on lending in connection with client purchases and short sales of securities, and FINRA rules also require our subsidiaries to impose maintenance requirements on the value of securities contained in margin accounts. In many cases, our margin policies are more stringent than these rules.

Significant new rules and regulations are likely to arise as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which was enacted in July 2010. Provisions of the Dodd-Frank Act that may impact our business include, but are not limited to: the potential implementation of a more stringent fiduciary standard for broker-dealers and enhanced regulatory oversight of incentive compensation. Compliance with these provisions, including those related to executive compensation, have resulted in, and are likely to continue to result in, increased costs. Moreover, to the extent the Dodd-Frank Act impacts the operations, financial condition, liquidity and capital requirements of financial institutions with whom we do business, those institutions may seek to pass on increased costs, reduce their capacity to transact, or otherwise present inefficiencies in their interactions with us. The ultimate impact that the Dodd-Frank Act will have on us, the financial industry and the economy cannot be known until all such applicable regulations called for under the Dodd-Frank Act have been finalized and implemented.

#### Investment Adviser Regulation

As investment advisers registered with the SEC, our subsidiaries LPL Financial, UVEST, IAG, and CEGA are subject to the requirements of the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and the regulations promulgated thereunder, as well as to examination by the SEC's staff. Such requirements relate to, among other things, fiduciary duties to clients, performance fees, maintaining an effective compliance program, solicitation arrangements, conflicts of interest, advertising, limitations on agency cross and principal transactions between the advisor and advisory clients, recordkeeping and reporting requirements, disclosure requirements and general anti-fraud provisions.

The SEC is authorized to institute proceedings and impose sanctions for violations of the Advisers Act, ranging from fines and censure to termination of an investment adviser's registration. Investment advisers also are subject to certain state securities laws and regulations. Non-compliance with the Advisers Act or other federal and state securities laws and regulations could result in investigations, sanctions, disgorgement, fines or other similar consequences.

#### ERISA Regulation

Certain of our subsidiaries are subject to ERISA, and Sections 4975(c)(1)(A), (B), (C) or (D) of the Internal Revenue Code, and to regulations promulgated thereunder, insofar as they are a "fiduciary" under ERISA with respect to benefit plan clients or otherwise deal with benefit plan clients. ERISA and applicable provisions of the Internal Revenue Code, impose certain duties on persons who are fiduciaries under ERISA, prohibit certain transactions involving ERISA plan clients (including, without limitation, employee benefit plans (as defined in Section 3(3) of ERISA),

individual retirement accounts and Keogh plans) and provide monetary penalties for violations of these prohibitions.

#### Commodities and Futures Regulation

LPL Financial is licensed as a futures commission merchant ("FCM") and commodity pool operator ("CPO")

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with the Commodity Futures Trading Commission (“CFTC”) and is a member of the National Futures Association (“NFA”). Although licensed as a FCM and a CPO, LPL Financial’s futures activities are limited to conducting business as a guaranteed introducing broker. LPL Financial is regulated by the CFTC and NFA. Violations of the rules of the CFTC and the NFA could result in remedial actions including fines, registration terminations or revocations of exchange memberships. As a guaranteed introducing broker, LPL Financial clears commodities and futures products through ADM Investor Services International Limited (“ADM”), and all commodities accounts and related client positions are held by ADM.

#### Trust Regulation

Through our subsidiary, PTC, we offer trust, investment management oversight and custodial services for estates and families. PTC is chartered as a non-depository national banking association. As a limited purpose national bank, PTC is regulated and regularly examined by the Office of the Comptroller of the Currency (“OCC”). PTC files reports with the OCC within 30 days after the conclusion of each calendar quarter. Because the powers of PTC are limited to providing fiduciary services and investment advice, it does not have the power or authority to accept deposits or make loans. For this reason, trust assets under PTC’s management are not insured by the FDIC.

As PTC is not a “bank” as defined under the Bank Holding Company Act of 1956, neither it nor its parent, PTC Holdings, Inc., is regulated by the Board of Governors of the Federal Reserve System as a bank holding company. However, because it is subject to regulation by the OCC, PTC is subject to various laws and regulations enforced by the OCC, such as capital adequacy, change of control restrictions and regulations governing fiduciary duties, conflicts of interest, self-dealing and anti-money laundering. For example, the Change in Bank Control Act, as implemented by OCC supervisory policy, imposes restrictions on parties who wish to acquire a controlling interest in a trust company or the holding company of a trust company such as LPL Investment Holdings Inc. In general, an acquisition of 10% or more of our common stock, or an acquisition of “control” as defined in OCC regulations, would require OCC approval. These laws and regulations are designed to serve specific bank regulatory and supervisory purposes and are not meant for the protection of PTC, LPL Financial or its stockholders.

#### Regulatory Capital

The SEC, FINRA, CFTC and the NFA have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Generally, a broker-dealer’s net capital is net worth plus qualified subordinated debt less deductions for certain types of assets. The net capital rule under the Exchange Act requires that at least a minimum part of a broker-dealer’s assets be maintained in a relatively liquid form. LPL Financial is registered as a FCM and as such, CFTC rules permit us to meet CFTC net capital requirements by complying with the net capital requirements of the net capital rule under the Exchange Act.

The SEC, FINRA and CFTC impose rules that require notification when net capital falls below certain predefined criteria. These rules also dictate the ratio of debt to equity in the regulatory capital composition of a broker-dealer, and constrain the ability of a broker-dealer to expand its business under certain circumstances. If a broker-dealer fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the applicable regulatory agency, and suspension or expulsion by these regulators ultimately could lead to the broker-dealer’s liquidation. Additionally, the net capital rule and certain FINRA rules impose requirements that may have the effect of prohibiting a broker-dealer from distributing or withdrawing capital, and that require prior notice to the SEC and FINRA for certain capital withdrawals. All of our subsidiaries that are subject to net capital rules have been, and currently are, in compliance with those rules and have net capital in excess of the minimum requirements.

#### Anti-Money Laundering

The USA PATRIOT Act of 2001 (the “PATRIOT Act”) contains anti-money laundering and financial transparency laws and mandates the implementation of various regulations applicable to broker-dealers, FCMs and other financial services companies. Financial institutions subject to the PATRIOT Act generally must have anti-money laundering procedures in place, implement specialized employee training programs, designate an anti-money laundering compliance officer and are audited periodically by an independent party to test the effectiveness of compliance. We have established policies, procedures and systems designed to comply with these regulations.

## Privacy

Regulatory activity in the areas of privacy and data protection continues to grow worldwide and is generally being driven by the growth of technology and related concerns about the rapid and widespread dissemination and use of information. To the extent they are applicable to us, we must comply with these global, federal, and state information-related laws and regulations, including, for example, those in the United States, such as the 1999 Gramm-Leach-Bliley Act, SEC Regulation S-P and the Fair Credit Reporting Act of 1970, as amended.

## Financial Information about Geographic Areas

Our revenues for fiscal years ended December 31, 2011, 2010 and 2009 were derived from our operations in the United States.

## Trademarks

LPL Financial<sup>®</sup>, LPL<sup>®</sup>, LPL Career Match<sup>®</sup>, the LPL Financial logo, LPL Partners Program<sup>®</sup>, Integrated Advisory Services<sup>®</sup>, Manager Access Select<sup>®</sup>, OMP<sup>®</sup>, DO IT SMARTER<sup>®</sup>, Manager Access Network<sup>®</sup>, BranchNet<sup>®</sup>, National Retirement Partners<sup>®</sup>, and NRP National Retirement Partners<sup>®</sup>, are our registered trademarks. Service360<sup>™</sup>, LPL Financial AdvisorFirst<sup>™</sup>, ClientsFirst<sup>™</sup>, LPL Financial RolloverNet<sup>™</sup>, LPL Account<sup>™</sup>, Montage<sup>™</sup>, Mosaic<sup>™</sup>, INVIEW Dashboard<sup>™</sup>, Symphony<sup>™</sup> and Model Wealth Portfolio<sup>™</sup> are unregistered trademarks that we use as well.

## Item 1A. Risk Factors

### Risks Related to Our Business and Industry

We depend on our ability to attract and retain experienced and productive advisors.

We derive a large portion of our revenues from commissions and fees generated by our advisors. Our ability to attract and retain experienced and productive advisors has contributed significantly to our growth and success, and our strategic plan is premised upon continued growth in the number of our advisors. If we fail to attract new advisors or to retain and motivate our current advisors, our business may suffer.

The market for experienced and productive advisors is highly competitive, and we devote significant resources to attracting and retaining the most qualified advisors. In attracting and retaining advisors, we compete directly with a variety of financial institutions such as wirehouses, regional broker-dealers, banks, insurance companies and other independent broker-dealers. If we are not successful in attracting or retaining highly qualified advisors, we may not be able to recover the expense involved in attracting and training these individuals. There can be no assurance that we will be successful in our efforts to attract and retain the advisors needed to achieve our growth objectives.

Our financial condition and results of operations may be adversely affected by market fluctuations and other economic factors.

Our financial condition and results of operations may be adversely affected by market fluctuations and other economic factors. Significant downturns and volatility in equity and other financial markets have had and could continue to have an adverse effect on our financial condition and results of operations.

General economic and market factors can affect our commission and fee revenue. For example, a decrease in market levels can:

• reduce new investments by both new and existing clients in financial products that are linked to the stock market, such as variable life insurance, variable annuities, mutual funds and managed accounts;

• reduce trading activity, thereby affecting our brokerage commissions;

• reduce the value of advisory and brokerage assets, thereby reducing asset-based fee income and



motivate clients to withdraw funds from their accounts, reducing advisory and brokerage assets, advisory fee revenue and asset-based fee income.

In addition, because certain of our expenses are fixed, our ability to reduce them over short periods of time is limited, which could negatively impact our profitability.

Significant interest rate changes could affect our profitability and financial condition.

Our revenues are exposed to interest rate risk primarily from changes in the interest rates payable to us from banks participating in our cash sweep program. In the current low interest rate environment, our revenue from our cash sweep program has declined and may decline further due to changes in interest rates or clients moving assets out of our cash sweep program. We may also be limited in the amount we can reduce interest rates payable to clients in our cash sweep program and still offer a competitive return. Furthermore, a sustained low interest rate environment may have a negative impact upon our ability to renegotiate contracts with banks participating in our cash sweep program.

Lack of liquidity or access to capital could impair our business and financial condition.

Liquidity, or ready access to funds, is essential to our business. We expend significant resources investing in our business, particularly with respect to our technology and service platforms. In addition, we must maintain certain levels of required capital. As a result, reduced levels of liquidity could have a significant negative effect on us. Some potential conditions that could negatively affect our liquidity include:

- illiquid or volatile markets;

- diminished access to debt or capital markets or

- unforeseen cash or capital requirements, adverse legal settlements or judgments (including, among others, risks associated with auction rate securities).

The capital and credit markets continue to experience varying degrees of volatility and disruption. In some cases, the markets have exerted downward pressure on availability of liquidity and credit capacity for businesses similar to ours. Without sufficient liquidity, we could be required to curtail our operations, and our business would suffer.

Notwithstanding the self-funding nature of our operations, we may sometimes be required to fund timing differences arising from the delayed receipt of client funds associated with the settlement of client transactions in securities markets. These timing differences are funded either with internally generated cash flow or, if needed, with funds drawn under our revolving credit facility, and/or uncommitted lines of credit at our broker-dealer subsidiary LPL Financial.

In the event current resources are insufficient to satisfy our needs, we may need to rely on financing sources such as bank debt. The availability of additional financing will depend on a variety of factors such as

- market conditions;

- the general availability of credit;

- the volume of trading activities;

- the overall availability of credit to the financial services industry;

our credit ratings and credit capacity and

the possibility that our stockholders, advisors or lenders could develop a negative perception of our long-or short-term financial prospects if the level of our business activity decreases due to a market downturn. Similarly, our access to funds may be impaired if regulatory authorities or rating organizations take negative actions against us.

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Disruptions, uncertainty or volatility in the capital and credit markets may also limit our access to capital required to operate our business. Such market conditions may limit our ability to satisfy statutory capital requirements, generate commission, fee and other market-related revenue to meet liquidity needs and access the capital necessary to grow our business. As such, we may be forced to delay raising capital, issue different types of capital than we would otherwise, less effectively deploy such capital or bear an unattractive cost of capital, which could decrease our profitability and significantly reduce our financial flexibility.

If the counterparties to the derivative instruments we use to hedge our interest rate risk default, we may be exposed to risks we had sought to mitigate.

We use derivative instruments to hedge our interest rate risk. If our counterparties fail to honor their obligations under the derivative instruments, we could be subject to the risk of loss and our hedges of the interest rate risk will be ineffective. That failure could have an adverse effect on our financial condition, results of operations and cash flows that could be material. For the names of key counterparties upon which we currently rely, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Quantitative and Qualitative Disclosures About Risk — Interest Rate Risk”.

A loss of our marketing relationships with manufacturers of financial products could harm our relationship with our advisors and, in turn, their clients.

We operate on an open-architecture product platform offering no proprietary financial products. To help our advisors meet their clients’ needs with suitable investment options, we have relationships with most of the industry-leading providers of financial and insurance products. We have sponsorship agreements with some manufacturers of fixed and variable annuities and mutual funds that, subject to the survival of certain terms and conditions, may be terminated by the manufacturer upon notice. If we lose our relationships with one or more of these manufacturers, our ability to serve our advisors and, in turn, their clients, and our business may be materially adversely affected.

Our business could be materially adversely affected as a result of the risks associated with acquisitions and investments.

We have made acquisitions in the past and may pursue further acquisitions in the future. These acquisitions are accompanied by risks. For instance, an acquisition could have a negative effect on our financial and strategic position and reputation or the acquired business could fail to further our strategic goals. Moreover, we may not be able to successfully integrate acquired businesses into ours, and therefore we may not be able to realize the intended benefits from an acquisition. We may have a lack of experience in new markets, products or technologies brought on by the acquisition and we may have an initial dependence on unfamiliar supply or distribution partners. An acquisition may create an impairment of relationships with customers or suppliers of the acquired business or our advisors or suppliers. All of these and other potential risks may serve as a diversion of our management's attention from other business concerns, and any of these factors could have a material adverse effect on our business.

#### Risks Related to Our Regulatory Environment

Regulatory developments and our failure to comply with regulations could adversely affect our business by increasing our costs and exposure to litigation, affecting our reputation and making our business less profitable.

Our business is subject to extensive U.S. regulation and supervision, including securities and investment advisory services. The securities industry in the United States is subject to extensive regulation under both federal and state laws. Our broker-dealer subsidiary, LPL Financial, is:

registered as a broker-dealer with the SEC, each of the 50 states, and the District of Columbia, Puerto Rico and the U.S. Virgin Islands;

registered as an investment advisor with the SEC;

a member of FINRA;

regulated by the CFTC with respect to the futures and commodities trading activities it conducts as an

introducing broker and

▪ a member of the NASDAQ Global Select Market (“NASDAQ”) and the Chicago Stock Exchange.

Much of the regulation of broker-dealers has been delegated to self-regulatory organizations (“SROs”). The primary regulators of LPL Financial are FINRA, and for municipal securities, the Municipal Securities Rulemaking Board (“MSRB”). The CFTC has designated the National Futures Association (“NFA”) as LPL Financial’s primary regulator for futures and commodities trading activities.

The SEC, FINRA, CFTC, OCC, various securities and futures exchanges and other U.S. governmental or regulatory authorities continuously review legislative and regulatory initiatives and may adopt new or revised laws and regulations. There can also be no assurance that other federal or state agencies will not attempt to further regulate our business. These legislative and regulatory initiatives may affect the way in which we conduct our business and may make our business model less profitable.

Our ability to conduct business in the jurisdictions in which we currently operate depends on our compliance with the laws, rules and regulations promulgated by federal regulatory bodies and the regulatory authorities in each of these jurisdictions. Our ability to comply with all applicable laws, rules and regulations is largely dependent on our establishment and maintenance of compliance, audit and reporting systems and procedures, as well as our ability to attract and retain qualified compliance, audit and risk management personnel. While we have adopted policies and procedures reasonably designed to comply with all applicable laws, rules and regulations, these systems and procedures may not be fully effective, and there can be no assurance that regulators or third parties will not raise material issues with respect to our past or future compliance with applicable regulations.

Our profitability could also be affected by rules and regulations that impact the business and financial communities generally and, in particular, our advisors’ and their clients, including changes to the interpretation or enforcement of laws governing taxation (including the classification of independent contractor status of our advisors), electronic commerce, privacy and data protection. For instance, failure to comply with new rules and regulations, including in particular, rules and regulations that may arise pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), could subject us to regulatory actions or litigation and it could have a material adverse effect on our business, results of operations, cash flows or financial condition. Provisions of the Dodd-Frank Act that may impact our business include, but are not limited to: the potential implementation of a more stringent fiduciary standard for broker-dealers and enhanced regulatory oversight of incentive compensation. Compliance with these provisions, including those related to executive compensation, have resulted in, and are likely to continue to result in, increased costs. Moreover, to the extent the Dodd-Frank Act impacts the operations, financial condition, liquidity and capital requirements of financial institutions with whom we do business, those institutions may seek to pass on increased costs, reduce their capacity to transact, or otherwise present inefficiencies in their interactions with us. The ultimate impact that the Dodd-Frank Act will have on us, the financial industry and the economy cannot be known until all such applicable and regulations called for under the Dodd-Frank Act have been finalized and implemented.

In addition, new rules and regulations could result in limitations on the lines of business we conduct, modifications to our business practices, increased capital requirements or additional costs. For example, the U.S. Department of Labor has stated that it plans to re-propose a rule that, if re-proposed and adopted as previously proposed, would broaden the circumstances under which we may be considered a “fiduciary” under Section 3(21) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and would impact the compensation we receive for retirement accounts.

We are subject to various regulatory ownership requirements, which, if not complied with, could result in the restriction of the ongoing conduct or growth, or even liquidation of, parts of our business.

The business activities that we may conduct are limited by various regulatory agencies. Our membership agreement with FINRA may be amended by application to include additional business activities. This application process is time-consuming and may not be successful. As a result, we may be prevented from entering new potentially profitable businesses in a timely manner, or at all. In addition, as a member of FINRA, we are subject to certain regulations regarding changes in control of our ownership. Rule 1017 of the National Association of Securities Dealers generally provides, among other things, that FINRA approval must be obtained in connection with any transaction resulting in a change in our equity ownership that results in one person or entity directly or indirectly owning or controlling 25% or more of our equity capital. Similarly, the OCC imposes advance approval

requirements for a change of control, and control is presumed to exist if a person acquires 10% or more of our common stock. These regulatory approval processes can result in delay, increased costs and/or impose additional transaction terms in connection with a proposed change of control, such as capital contributions to the regulated entity. As a result of these regulations, our future efforts to sell shares or raise additional capital may be delayed or prohibited.

We are subject to various regulatory capital requirements, which, if not complied with, could result in the restriction of the ongoing conduct or growth, or even liquidation of, parts of our business.

The SEC, FINRA, CFTC, OCC and NFA have extensive rules and regulations with respect to capital requirements. As a registered broker-dealer, LPL Financial is subject to Rule 15c3-1 (“Uniform Net Capital Rule”) under the Exchange Act, and related SRO requirements. The CFTC and NFA also impose net capital requirements. The Uniform Net Capital Rule specifies minimum capital requirements that are intended to ensure the general soundness and liquidity of broker-dealers. Because our holding companies are not registered broker-dealers, they are not subject to the Uniform Net Capital Rule. However, the ability of our holding companies to withdraw capital from our broker-dealer subsidiaries could be restricted, which in turn could limit our ability to repay debt and redeem or purchase shares of our outstanding stock. A large operating loss or charge against net capital could adversely affect our ability to expand or even maintain our present levels of business.

Failure to comply with ERISA regulations could result in penalties against us.

We are subject to ERISA and Sections 4975(c)(1)(A), (B), (C) and (D) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), and to regulations promulgated thereunder, insofar as we act as a “fiduciary” under ERISA with respect to benefit plan clients or otherwise deal with benefit plan clients. ERISA and applicable provisions of the Internal Revenue Code impose duties on persons who are fiduciaries under ERISA, prohibit specified transactions involving ERISA plan clients (including, without limitation, employee benefit plans (as defined in Section 3(3) of ERISA), individual retirement accounts and Keogh plans) and impose monetary penalties for violations of these prohibitions. Our failure to comply with these requirements could result in significant penalties against us that could have a material adverse effect on our business (or, in a worst case, severely limit the extent to which we could act as fiduciaries for any plans under ERISA).

#### Risks Related to Our Competition

We operate in an intensely competitive industry, which could cause us to lose advisors and their assets, thereby reducing our revenues and net income.

We are subject to competition in all aspects of our business, including competition for our advisors and their clients, from:

- asset management firms;
- commercial banks and thrift institutions;
- insurance companies;
- other clearing/custodial technology companies and
- brokerage and investment banking firms.

Many of our competitors have substantially greater resources than we do and may offer a broader range of services, including financial products, across more markets. Some operate in a different regulatory environment than we do, which may give them certain competitive advantages in the services they offer. For example, certain of our competitors only provide clearing services and consequently would not have any supervision or oversight liability relating to actions of their financial advisors. We believe that competition within our industry will intensify as a result of consolidation and acquisition activity and because new competitors face few barriers to entry.

If we fail to continue to attract highly qualified advisors or advisors licensed with us leave us to pursue other opportunities, or if current or potential clients of our advisors decide to use one of our competitors, we could face a significant decline in market share, commission and fee revenues and net income. If we are required to increase



our payout of commissions and fees to our advisors in order to remain competitive, our net income could be significantly reduced.

Poor service or performance of the financial products that we offer or competitive pressures on pricing of such services or products may cause clients of our advisors to withdraw their assets on short notice.

Clients of our advisors control their assets under management with us. Poor service or performance of the financial products that we offer or competitive pressures on pricing of such services or products may result in the loss of accounts. In addition, we must monitor the pricing of our services and financial products in relation to competitors and periodically may need to adjust commission and fee rates, interest rates on deposits and margin loans and other fee structures to remain competitive. Competition from other financial services firms, such as reduced commissions to attract clients or trading volume or higher deposit rates to attract client cash balances, could adversely impact our business. The decrease in revenue that could result from such an event could have a material adverse effect on our business.

We face competition in attracting and retaining key talent.

Our success and future growth depends upon our ability to attract and retain qualified employees. There is significant competition for qualified employees in the broker-dealer industry. We may not be able to retain our existing employees or fill new positions or vacancies created by expansion or turnover. The loss or unavailability of these individuals could have a material adverse effect on our business.

Moreover, our success depends upon the continued services of our key senior management personnel, including our executive officers and senior managers. The loss of one or more of our key senior management personnel, and the failure to recruit a suitable replacement or replacements, could have a material adverse effect on our business.

#### Risks Related to Our Debt

Our indebtedness could adversely affect our financial health and may limit our ability to use debt to fund future capital needs.

At December 31, 2011, we had total indebtedness of \$1.3 billion. Our level of indebtedness could increase our vulnerability to general adverse economic and industry conditions. It could also require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes. In addition, our level of indebtedness may limit our flexibility in planning for changes in our business and the industry in which we operate, and limit our ability to borrow additional funds.

Our Third Amended and Restated Credit Agreement (“senior secured credit agreement”) requires quarterly repayments of our term loans. These payments equal approximately \$3.5 million per quarter through March 31, 2013, \$2.7 million per quarter through March 31, 2015 and \$1.5 million per quarter through March 31, 2017. In addition, we have a revolving credit facility under our senior secured credit facility with an available balance of \$163.5 million. This facility matures on June 28, 2013, and we will be obligated to repay any outstanding balance under this facility at that time. Our ability to make scheduled payments on or to refinance indebtedness obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control.

We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. In addition, as discussed above, we are limited in the

amount of capital that we can draw from our broker-dealer subsidiaries. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to sell assets, seek additional capital or seek to restructure or refinance our indebtedness. These alternative measures may not be successful or feasible. Our senior secured credit agreement restricts our ability to sell assets. Even if we could consummate those sales, the proceeds that we realize from them may not be adequate to meet any debt service obligations then due. Furthermore, if an event of default were to occur with respect to our senior secured credit agreement or other future indebtedness, our creditors could, among other things, accelerate the maturity of our indebtedness.

Our senior secured credit agreement permits us to incur additional indebtedness. Although our senior secured credit agreement contains restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of significant qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. Also, these restrictions do not prevent us from incurring obligations that do not constitute “indebtedness” as defined in our senior secured credit agreement. To the extent new debt or other obligations are added to our currently anticipated debt levels, the substantial indebtedness risks described above would increase.

A credit rating downgrade would not impact the terms of our repayment obligations under our senior secured credit agreement. However, any such downgrade would negatively impact our ability to obtain comparable rates and terms on any future refinancing of our debt and could restrict our ability to refinance.

Restrictions under our senior secured credit agreement may prevent us from taking actions that we believe would be in the best interest of our business.

Our senior secured credit agreement contains customary restrictions on our activities, including covenants that may restrict us from:

- incurring additional indebtedness or issuing disqualified stock or preferred stock;

- paying dividends on, redeeming or repurchasing our capital stock;

- making investments or acquisitions;

- creating liens;

- selling assets;

- restricting dividends or other payments to us;

- guaranteeing indebtedness;

- engaging in transactions with affiliates and

- consolidating, merging or transferring all or substantially all of our assets.

We are also required to meet specified leverage ratio and interest coverage ratio tests. These restrictions may prevent us from taking actions that we believe would be in the best interest of our business. Our ability to comply with these restrictive covenants will depend on our future performance, which may be affected by events beyond our control. If we violate any of these covenants and are unable to obtain waivers, we would be in default under our senior secured credit agreement and payment of the indebtedness could be accelerated. The acceleration of our indebtedness under our senior secured credit agreement may permit acceleration of indebtedness under other agreements that contain cross-default or cross-acceleration provisions. If our indebtedness is accelerated, we may not be able to repay that indebtedness or borrow sufficient funds to refinance it. Even if we are able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. If our indebtedness is in default for any reason, our business could be materially and adversely affected. In addition, complying with these covenants may also cause us to take actions that are not favorable to holders of our common stock and may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions.

Provisions of our senior secured credit agreement could discourage an acquisition of us by a third party.

Certain provisions of our senior secured credit agreement could make it more difficult or more expensive for a third party to acquire us, and any of our future debt agreements may contain similar provisions. Upon the occurrence of certain transactions constituting a change of control, all indebtedness under our senior secured credit agreement may be accelerated and become due and payable. A potential acquirer may not have sufficient financial resources to purchase our outstanding indebtedness in connection with a change of control.

## Risks Related to Our Technology

We rely on technology in our business, and technology and execution failures could subject us to losses, litigation and regulatory actions.

Our business relies extensively on electronic data processing and communications systems. In addition to better serving our advisors and their clients, the effective use of technology increases efficiency and enables firms like ours to reduce costs. Our continued success will depend, in part, upon:

- our ability to successfully maintain and upgrade the capability of our systems;
- our ability to address the needs of our advisors and their clients by using technology to provide products and services that satisfy their demands and
- our ability to retain skilled information technology employees.

Extraordinary trading volumes, beyond reasonably foreseeable spikes in volumes, could cause our computer systems to operate at an unacceptably slow speed or even fail. Failure of our systems, which could result from these or other events beyond our control, or an inability to effectively upgrade those systems or implement new technology-driven products or services, could result in financial losses, unanticipated disruptions in service to clients, liability to our advisors' clients and damage to our reputation.

Our operations rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Although we take protective measures and endeavor to modify them as circumstances warrant, the computer systems, software and networks may be vulnerable to unauthorized access, human error, computer viruses, denial-of-service attacks, or other malicious code and other events that could impact the security, reliability, and availability of our systems. If one or more of these events occur, this could jeopardize our own, our advisors' or their clients' or counterparties' confidential and other information processed, stored in and transmitted through our computer systems and networks, or otherwise cause interruptions or malfunctions in our own, our advisors' or their clients', our counterparties' or third parties' operations. We may be required to expend significant additional resources to modify our protective measures, to investigate and remediate vulnerabilities or other exposures or to make required notifications, and we may be subject to litigation and financial losses that are either not insured or are not fully covered through any insurance we maintain.

The securities settlement process exposes us to risks that may expose our advisors and us to adverse movements in price.

LPL Financial, one of our subsidiaries, provides clearing services and trade processing for our advisors and their clients and certain financial institutions. Broker-dealers that clear their own trades are subject to substantially more regulatory requirements than brokers that outsource these functions to third-party providers. Errors in performing clearing functions, including clerical, technological and other errors related to the handling of funds and securities held by us on behalf of our advisors' clients, could lead to censures, fines or other sanctions imposed by applicable regulatory authorities as well as losses and liability in related lawsuits and proceedings brought by our advisors' clients and others. Any unsettled securities transactions or wrongly executed transactions may expose our advisors and us to adverse movements in the prices of such securities.

Our networks may be vulnerable to security risks.

The secure transmission of confidential information over public networks is a critical element of our operations. As part of our normal operations, we maintain and transmit confidential information about clients of our advisors as well as proprietary information relating to our business operations. Our application service provider systems maintain and process confidential data on behalf of advisors and their clients, some of which is critical to our advisors' business operations. If our application service provider systems are disrupted or fail for any reason, or if our systems or facilities are infiltrated or damaged by unauthorized persons, our advisors could experience data loss, financial loss, harm to reputation and significant business interruption. In addition, vulnerabilities of our external service providers could pose security risks to client information. If any such disruption or failure occurs, we may be exposed to unexpected liability, advisors' clients may withdraw their assets, our reputation may be tarnished and there could be a material adverse effect on our business.

Our networks may be vulnerable to unauthorized access, computer viruses and other security problems in the future. We rely on our advisors and employees to comply with our policies and procedures to safeguard confidential data. The failure of our advisors and employees to comply with such policies and procedures could result in the loss or wrongful use of their clients' confidential information or other sensitive information. In addition, even if we and our advisors comply with our policies and procedures, persons who circumvent security measures could wrongfully use our confidential information or clients' confidential information or cause interruptions or malfunctions in our operations. Such loss or use could, among other things:

- seriously damage our reputation;

- allow competitors access to our proprietary business information;

- subject us to liability for a failure to safeguard client data;

- result in the termination of relationships with our advisors;

- subject us to regulatory sanctions or burdens, based on the authority of the SEC and FINRA to enforce regulations regarding business continuity planning;

- result in inaccurate financial data reporting and

- require significant capital and operating expenditures to investigate and remediate the breach.

Failure to maintain technological capabilities, flaws in existing technology, difficulties in upgrading our technology platform or the introduction of a competitive platform could have a material adverse effect on our business.

We depend on highly specialized and, in many cases, proprietary technology to support our business functions, including among others:

- securities trading and custody;

- portfolio management;

- customer service;

- accounting and internal financial processes and controls and

- regulatory compliance and reporting.

In addition, our continued success depends on our ability to effectively adopt new or adapt existing technologies to meet client, industry and regulatory demands. We might be required to make significant capital expenditures to maintain competitive technology. For example, we believe that our technology platform, particularly our BranchNet system, is one of our competitive strengths, and our future success will depend in part on our ability to anticipate and adapt to technological advancements required to meet the changing demands of our advisors. The emergence of new industry standards and practices could render our existing systems obsolete or uncompetitive. Any upgrades or expansions may require significant expenditures of funds and may also cause us to suffer system degradations, outages and failures. There cannot be any assurance that we will have sufficient funds to adequately update and expand our networks, nor can there be any assurance that any upgrade or expansion attempts will be successful and accepted by our current and prospective advisors. If our technology systems were to fail and we were unable to

recover in a timely way, we would be unable to fulfill critical business functions, which could lead to a loss of advisors and could harm our reputation. A technological breakdown could also interfere with our ability to comply with financial reporting and other regulatory requirements, exposing us to disciplinary action and to liability to our advisors and their clients. There cannot be any assurance that another company will not design a similar platform that affects our competitive advantage.



Inadequacy or disruption of our disaster recovery plans and procedures in the event of a catastrophe could adversely affect our business.

We have made a significant investment in our infrastructure, and our operations are dependent on our ability to protect the continuity of our infrastructure against damage from catastrophe or natural disaster, breach of security, loss of power, telecommunications failure or other natural or man-made events. A catastrophic event could have a direct negative impact on us by adversely affecting our advisors, employees or facilities, or an indirect impact on us by adversely affecting the financial markets or the overall economy. While we have implemented business continuity and disaster recovery plans and maintain business interruption insurance, it is impossible to fully anticipate and protect against all potential catastrophes. If our business continuity and disaster recovery plans and procedures were disrupted or unsuccessful in the event of a catastrophe, we could experience a material adverse interruption of our operations.

We rely on outsourced service providers to perform key functions.

We rely on outsourced service providers to perform certain key technology, processing and support functions. For example, we have an agreement with Thomson Reuters BETA Systems, a division of Thomson Reuters, under which they provide us operational support, including data processing services for securities transactions and back office processing support. Any significant failures by these service providers could cause us to incur losses and could harm our reputation. If we had to change these service providers, we would experience a disruption to our business. Although we believe we have the resources to make such transitions with minimal disruption, we cannot predict the costs and time for such conversions. We cannot provide any assurance that the disruption caused by a change in our service providers would not have a material adverse affect on our business.

#### Risks Related to Our Business Generally

Any damage to our reputation could harm our business and lead to a loss of revenues and net income.

We have spent many years developing our reputation for integrity and superior client service, which is built upon our four pillars of support for our advisors: enabling technology, comprehensive clearing and compliance services, practice management programs and training, and independent research. Our ability to attract and retain advisors and employees is highly dependent upon external perceptions of our level of service, business practices and financial condition. Damage to our reputation could cause significant harm to our business and prospects and may arise from numerous sources, including:

- litigation or regulatory actions;
- failing to deliver minimum standards of service and quality;
- compliance failures and
- unethical behavior and the misconduct of employees, advisors or counterparties.

Negative perceptions or publicity regarding these matters could damage our reputation among existing and potential advisors and employees. Adverse developments with respect to our industry may also, by association, negatively impact our reputation or result in greater regulatory or legislative scrutiny or litigation against us. These occurrences could lead to loss of revenue and net income.

Our business is subject to risks related to litigation, arbitration actions and governmental and SRO investigations.

We are subject to legal proceedings arising out of our business operations, including lawsuits, arbitration claims, regulatory, governmental or SRO subpoenas, investigations and actions and other claims. Many of our legal claims are client initiated and involve the purchase or sale of investment securities. In our investment advisory programs, we have fiduciary obligations that require us and our advisors to act in the best interests of our advisors' clients. We may face liabilities for actual or alleged breaches of legal duties to our advisors' clients, in respect of issues related to the suitability of the financial products we make available in our open architecture product platform or the investment advice of our advisors based on their clients' investment objectives (including, for example, auction rate securities or exchange traded funds). In addition, we, along with other industry participants, are subject

to risks related to litigation and settlements arising from market events such as the failures in the auction rate securities market. We may also become subject to claims, allegations and legal proceedings that we infringe or misappropriate intellectual property or other proprietary rights of others. In addition, we may be subject to legal proceedings related to employment matters, including wage and hour, discrimination or harassment claims. The outcome of any such actions cannot be predicted, and a negative outcome in such a proceeding could result in substantial legal liability, loss of intellectual property rights and injunctive or other equitable relief against us. Further, such outcome may cause us significant reputational harm and could have a material adverse effect on our business, results of operations, cash flows or financial condition.

Our risk management policies and procedures may not be fully effective in mitigating our risk exposure in all market environments or against all types of risks.

We have adopted policies and procedures to identify, monitor and manage our operational risk. These policies and procedures, however, may not be fully effective. Some of our risk evaluation methods depend upon information provided by others and public information regarding markets, clients or other matters that are otherwise accessible by us. In some cases, however, that information may not be accurate, complete or up-to-date. Also, because our advisors work in small, decentralized offices, additional risk management challenges may exist. If our policies and procedures are not fully effective or we are not always successful in capturing all risks to which we are or may be exposed, we may suffer harm to our reputation or be subject to litigation or regulatory actions that could have a material adverse effect on our business and financial condition.

Misconduct and errors by our employees and our advisors, who operate in a decentralized environment, could harm our business.

Misconduct and errors by our employees and our advisors could result in violations of law by us, regulatory sanctions and/or serious reputational or financial harm. We cannot always prevent misconduct and errors by our employees and our advisors, and the precautions we take to prevent and detect these activities may not be effective in all cases. Prevention and detection among our advisors, who are not our direct employees and some of whom tend to be located in small, decentralized offices, present additional challenges. There cannot be any assurance that misconduct and errors by our employees and advisors will not lead to a material adverse effect on our business.

Our insurance coverage may be inadequate or expensive.

We are subject to claims in the ordinary course of business. These claims may involve substantial amounts of money and involve significant defense costs. It is not always possible to prevent or detect activities giving rise to claims, and the precautions we take may not be effective in all cases.

We maintain voluntary and required insurance coverage, including, among others, general liability, property, director and officer, excess-SIPC, business interruption, errors and omissions, excess entity errors and omissions and fidelity bond insurance. Recently, premium and deductible costs associated with certain insurance coverages have increased, coverage terms have become more restrictive and the number of insurers has decreased. While we endeavor to purchase coverage that is appropriate to our assessment of our risk, we are unable to predict with certainty the frequency, nature or magnitude of claims for direct or consequential damages. Our business may be negatively affected if in the future our insurance proves to be inadequate or unavailable. In addition, insurance claims may harm our reputation or divert management resources away from operating our business.

Changes in U.S. federal income tax law could make some of the products distributed by our advisors less attractive to clients.

Some of the financial products distributed by our advisors, such as variable annuities, enjoy favorable treatment under current U.S. federal income tax law. Changes in U.S. federal income tax law, in particular with respect to variable annuity products or with respect to tax rates on capital gains or dividends, could make some of these products less attractive to clients and, as a result, could have a material adverse effect on our business, results of operations, cash flows or financial condition.

## Risks Related to Ownership of Our Common Stock

The Majority Holders will have the ability to control the outcome of matters submitted for stockholder approval and may have interests that differ from those of our other stockholders.

As of December 31, 2011, investment funds affiliated with the Majority Holders own approximately 61.9% of our common stock, or 55.9% on a fully diluted basis. The Majority Holders have significant influence over corporate transactions. So long as investment funds associated with or designated by the Majority Holders continue to own a significant amount of the outstanding shares of our common stock, even if such amount is less than 50%, the Majority Holders will continue to be able to strongly influence or effectively control our decisions, regardless of whether or not other stockholders believe that the transaction is in their own best interests. Such concentration of voting power could also have the effect of delaying, deterring or preventing a change of control or other business combination that might otherwise be beneficial to our stockholders. If the Majority Holders enter into a change in control transaction, certain members of our executive team have the contractual ability to terminate their employment within the thirty day period immediately following the twelve month anniversary of a change in control and receive severance payments.

In addition, the Majority Holders and their affiliates are in the business of making investments in companies and may, from time to time in the future, acquire interests in businesses that directly or indirectly compete with certain portions of our business. To the extent the Majority Holders invest in such other businesses, the Majority Holders may have differing interests than our other stockholders. The Majority Holders may also pursue acquisition opportunities that may be complementary to our business and, as a result, those acquisition opportunities may not be available to us.

The price of our common stock may be volatile and fluctuate substantially, which could result in substantial losses for our investors.

The market price of our common stock is likely to be highly volatile and may fluctuate substantially due to the following factors (in addition to the other risk factors described in this section):

- actual or anticipated fluctuations in our results of operations;
- variance in our financial performance from the expectations of equity research analysts;
- conditions and trends in the markets we serve;
- announcements of significant new services or products by us or our competitors;
- additions or changes to key personnel;
  - the commencement or outcome of litigation;
- changes in market valuation or earnings of our competitors;
- the trading volume of our common stock;
- future sale of our equity securities;
- changes in the estimation of the future size and growth rate of our markets;

legislation or regulatory policies, practices or actions and  
general economic conditions.

In addition, the stock markets in general have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. These broad market and industry factors may materially harm the market price of our common stock irrespective of our operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against the affected

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company. This type of litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

We are a holding company and rely on dividends, distributions and other payments, advances and transfers of funds from our subsidiaries to meet our debt service and other obligations.

We have no direct operations and derive all of our cash flow from our subsidiaries. Because we conduct our operations through our subsidiaries, we depend on those entities for dividends and other payments or distributions to meet any existing or future debt service and other obligations. The deterioration of the earnings from, or other available assets of, our subsidiaries for any reason could limit or impair their ability to pay dividends or other distributions to us. In addition, FINRA regulations restrict dividends in excess of 10% of a member firm's excess net capital without FINRA's prior approval. Compliance with this regulation may impede our ability to receive dividends from our broker-dealer subsidiaries.

You may only have the opportunity to achieve a return on your investment if the price of our common stock appreciates.

We have not paid any dividends on our common stock during the last six years. Any future determination relating to our dividend policy will be made at the discretion of our board of directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions, future prospects, contractual restrictions and covenants and other factors that our board of directors may deem relevant. Furthermore, our senior secured credit agreement places substantial restrictions on our ability to pay cash dividends. Accordingly, realization of a gain on your investment may depend solely on the appreciation of the price of our common stock, which may never occur.

Anti-takeover provisions in our certificate of incorporation and bylaws could prevent or delay a change in control of our company.

Our certificate of incorporation and our bylaws contain certain provisions that may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable, including the following, some of which may only become effective when the Majority Holders collectively own less than 40% of our outstanding shares of common stock:

- the division of our board of directors into three classes and the election of each class for three-year terms;

- the sole ability of the board of directors to fill a vacancy created by the expansion of the board of directors;

- advance notice requirements for stockholder proposals and director nominations;

- limitations on the ability of stockholders to call special meetings and to take action by written consent;

- when the Majority Holders collectively own 50% or less of our outstanding shares of common stock, the approval of holders of at least two-thirds of the shares entitled to vote generally on the making, alteration, amendment or repeal of our certificate of incorporation or bylaws, will be required to adopt, amend or repeal our bylaws, or amend or repeal certain provisions of our certificate of incorporation;

- the required approval of holders of at least two-thirds of the shares entitled to vote at an election of the directors to remove directors and, following the classification of the board of directors, removal only for cause and

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the ability of our board of directors to designate the terms of and issue new series of preferred stock, without stockholder approval, which could be used to institute a rights plan, or a poison pill, that would work to dilute the stock ownership or a potential hostile acquirer, likely preventing acquisitions that have not been approved by our board of directors.

The existence of the foregoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby reducing the likelihood that you could receive a premium for your common stock in the acquisition.



Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate offices are located in Boston, Massachusetts where we lease approximately 36,000 square feet of space under a lease agreement that expires on June 30, 2012, and approximately 21,000 square feet of space under a lease agreement that expires on May 31, 2013; in San Diego, California where we lease approximately 407,000 square feet of space under lease agreements that expire starting on February 28, 2014; in Charlotte, North Carolina where we lease a total of approximately 238,000 square feet of space under lease agreements expiring on November 30, 2016 and February 28, 2017.

We entered into a new lease agreement on July 12, 2011, for approximately 69,000 square feet of space in Boston, Massachusetts and plan to move our corporate offices to this space in the second quarter of 2012. This lease agreement expires on June 30, 2023, with two five-year extensions at the tenant's option.

We also entered into a new lease agreement on December 16, 2011, for approximately 415,000 square feet of space in San Diego, California and plan to move our San Diego offices to this location during 2014. We own approximately 4.4 acres of land in San Diego.

We lease smaller administrative and operational offices in various locations throughout the U.S. We believe that our existing properties are adequate for the current operating requirements of our business and that additional space will be available as needed.

Item 3. Legal Proceedings

For a discussion of legal proceedings, see The Consolidated Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements - 14. Commitments and Contingencies, which are included as an annex to this Annual Report on Form 10-K.

Item 4. Mine Safety Disclosures

Not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information

The Company's common stock commenced trading on the NASDAQ under the symbol "LPLA" on November 18, 2010. Prior to that time, there was no public market for our common stock. The following table shows the high and low sales prices for our common stock for the periods indicated, as reported by the NASDAQ. The prices reflect inter-dealer prices and do not include retail markups, markdowns or commissions.

	High	Low
2011		
First Quarter	\$35.99	\$32.15
Second Quarter	36.95	33.15
Third Quarter	34.65	24.47
Fourth Quarter	30.54	25.10
2010		
Fourth Quarter (beginning November 18, 2010)	\$37.22	\$31.50

The closing sale price of the Company's common stock as reported on the NASDAQ on December 30, 2011 was \$30.54 per share. As of that date there were 487 holders of record of the Company's common stock based on information provided by our transfer agent. The number of stockholders of record does not reflect the number of individual or institutional stockholders that beneficially own the Company's stock because most stock is held in the name of nominees.

## Performance Graph

The following graph compares the cumulative total stockholder return since November 18, 2010, the date our common stock began trading on the NASDAQ, with the Standard & Poor's 500 Financial Sector Index (the "S&P 500") and the Dow Jones U.S. Financial Services Index (the "Dow Jones"). The graph assumes that the value of the investment in our common stock, the S&P 500 and the Dow Jones was \$100 on November 18, 2010.

## Dividends

We have not paid any dividends on our common stock during the past six years. Any future determination relating to our dividend policy will be made at the discretion of our board of directors and will depend on a number of factors, including future earnings, capital requirements, financial conditions, future prospects, contractual restrictions and covenants and other factors that our board of directors may deem relevant. Our senior secured credit agreement contains restrictions on our activities, including paying dividends on our capital stock. For an explanation of these restrictions, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Indebtedness”. In addition, FINRA regulations restrict dividends in excess of 10% of a member firm’s excess net capital without FINRA’s prior approval, potentially impeding our ability to receive dividends from LPL Financial.

## Equity Compensation Plan Information

The table below sets forth as of December 31, 2011 information on compensation plans under which our equity securities are authorized for issuance:

Plan category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans	
Equity compensation plans approved by security holders	9,025,055	\$21.74	9,367,444	(1)
Equity compensation plans not approved by security holders	2,857,279	0.27	—	(2)
Total	11,882,334	\$16.58	9,367,444	

Includes shares available for future issuance under our 2010 Omnibus Equity Incentive Plan. Following our IPO, (1) grants are no longer made under our 2005 Stock Option Plan for Incentive Stock Options, 2005 Stock Option Plan for Non-Qualified Stock Options, 2008 Stock Option Plan and Advisor Incentive Plan.

There are no securities remaining for future issuance under the 2008 Nonqualified Deferred Compensation Plan (2) pursuant to the terms thereof. In addition, following our IPO, grants are no longer made under our Financial Institution Incentive Plan.

## Issuance Under 2008 Nonqualified Deferred Compensation Plan

As of December 31, 2011, we had outstanding 2,823,452 restricted stock units under our 2008 Nonqualified Deferred Compensation Plan (the “Deferred Compensation Plan”). The purpose of the Deferred Compensation Plan is to permit employees and former employees of the Company and its subsidiaries who held stock options issued under the 2005 Option Plans that were to expire in 2009 or 2010 to receive stock units under the Deferred Compensation Plan that are paid out at a later date in the form of shares of our common stock. The Deferred Compensation Plan is administered by the Board, or such other committee as may be appointed by the Board to administer the Deferred Compensation Plan (the “Administrator”). The Administrator has all powers necessary to administer the Deferred Compensation Plan, including discretionary authority to determine eligibility for benefits and to decide claims under the Deferred Compensation Plan.

Current and former employees of LPLIH and its subsidiaries who held stock options under the 2005 Option Plans that were scheduled to expire in 2009 or 2010 (the “Expiring Options”) were able to make a one-time election to participate

in the Deferred Compensation Plan. Participants elected to cancel their Expiring Options and receive stock units held in an account under the Deferred Compensation Plan. Each stock unit is a bookkeeping entry of which one stock unit is the economic equivalent of one share of our common stock. The Administrator created an account on each participant's behalf to which the participant's initial balance was credited, which will then be converted into stock units. A participant's initial balance was an amount equal to the fair market value on December 31, 2008 of the shares underlying the stock options the participant elected to defer, less the aggregate exercise price of these options. The initial number of stock units in a participant's account equals his or her initial balance divided by the fair market value of a share of our common stock on December 31, 2008.

Pursuant to the terms of the Deferred Compensation Plan, the Board approved a distribution date of February 22, 2012. On February 22, 2012, distributions to participants were made in the form of whole shares of common stock equal to the number of stock units allocated to each participant's account (fractional shares were paid out in cash). Participants authorized the Company to withhold shares from their distribution of common stock to satisfy their withholding tax obligations. On February 22, 2012 we repurchased 1,149,896 shares and made the related withholding tax payment of approximately \$37.5 million.

#### Issuance Under 2008 LPL Investment Holdings Inc. Financial Institution Incentive Plan

As of December 31, 2011, we had outstanding 33,827 warrants to purchase common stock under our 2008 LPL Investment Holdings Inc. Financial Institution Incentive Plan (the "Financial Institution Incentive Plan"). Eligible participants under this plan include financial institutions in a position to make a significant contribution to the success of our firm. The plan is administered by the Board or such other committee as may be appointed by the Board to administer the plan. The exercise price of warrants is equal to the fair market value on the grant date. Warrant awards vest in equal increments of 20.0% over a five-year period and expire on the 10th anniversary following the date of grant. The Financial Institution Incentive Plan has not been approved by security holders. Following our IPO, grants were no longer to be made under our Financial Institution Incentive Plan.

#### Recent Sales of Unregistered Securities

None.

## Item 6. Selected Financial Data

The following table sets forth our selected historical financial information for the past five fiscal years. The selected historical financial information presented below should be read in conjunction with the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K. We have derived the consolidated statements of operations data for the years ended December 31, 2011, 2010 and 2009 and the consolidated statements of financial condition data as of December 31, 2011 and 2010 from our audited financial statements included in this Annual Report on Form 10-K. We have derived the consolidated statements of operations data for the years ended December 31, 2008 and 2007 and consolidated statements of financial condition data as of December 31, 2009, 2008 and 2007 from our audited financial statements not included in this Annual Report on Form 10-K. Our historical results for any prior period are not necessarily indicative of results to be expected in any future period.

	For the Year Ended December 31,				
	2011	2010	2009	2008	2007
	(In thousands, except per share data)				
Consolidated statements of operations data:					
Net revenues	\$3,479,375	\$3,113,486	\$2,749,505	\$3,116,349	\$2,716,574
Total expenses	3,196,690	3,202,335	2,676,938	3,023,584	2,608,741
Income (loss) from operations before provision for (benefit from) income taxes	282,685	(88,849)	) 72,567	92,765	107,833
Provision for (benefit from) income taxes	112,303	(31,987)	) 25,047	47,269	46,764
Net income (loss)	170,382	(56,862)	) 47,520	45,496	61,069
Per share data:					
Earnings (loss) per basic share	\$1.55	\$(0.64)	) \$0.54	\$0.53	\$0.72
Earnings (loss) per diluted share	\$1.50	\$(0.64)	) \$0.47	\$0.45	\$0.62
	As of December 31,				
	2011	2010	2009	2008	2007
	(In thousands)				
Consolidated statements of financial condition data:					
Cash and cash equivalents	\$720,772	\$419,208	\$378,594	\$219,239	\$188,003
Total assets	3,816,326	3,646,167	3,336,936	3,381,779	3,287,349
Total debt(1)	1,332,668	1,386,639	1,369,223	1,467,647	1,451,071

	As of and for the Year Ended December 31,				
	2011	2010	2009	2008	2007
Other financial and operating data:					
Adjusted EBITDA (in thousands)(2)	\$459,720	\$413,113	\$356,068	\$350,171	\$329,079
Adjusted Earnings (in thousands)(2)	\$218,585	\$172,720	\$129,556	\$108,863	\$107,404
Adjusted Earnings per share(2)	\$1.95	\$1.71	\$1.32	\$1.09	\$1.08
Gross Margin (in thousands)(3)	\$1,030,951	\$937,933	\$844,926	\$953,301	\$781,102
Gross Margin as a % of net revenue(3)	29.6	% 30.1	% 30.7	% 30.6	% 28.8
Number of advisors(4)	12,847	12,444	11,950	11,920	11,089
Advisory and brokerage assets (in billions)(5)	\$330.3	\$315.6	\$279.4	\$233.9	\$283.2
Advisory assets under management (in billions)(6)	\$101.6	\$93.0	\$77.2	\$59.6	\$73.9
Insured cash account balances (in billions)(6)	\$14.4	\$12.2	\$11.6	\$11.2	\$8.6
Money market account balances (in billions)(6)	\$8.0	\$6.9	\$7.0	\$11.2	\$7.4

(1) Total debt consists of our senior secured credit facilities, senior unsecured subordinated notes, revolving line of credit facility and bank loans payable.

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — How We Evaluate Growth” for an explanation of non-GAAP measures Adjusted EBITDA, Adjusted Earnings and Adjusted Earnings per share.

Gross Margin is calculated as net revenues less production expenses. Production expenses consist of the following expense categories from our consolidated statements of operations: (i) commissions and advisory fees and (ii) brokerage, clearing and exchange. All other expense categories, including depreciation and amortization, are considered general and administrative in nature. Because our gross margin amounts do not include any depreciation and amortization expense, we consider our gross margin amounts to be non-GAAP measures which may not be comparable to those of others in our industry. Additionally in 2010, upon closing our IPO in the fourth quarter, the restriction on approximately 7.4 million shares of common stock issued to our advisors under the Fifth Amended and Restated 2000 Stock Bonus Plan was released. Accordingly, we recorded a share-based compensation charge of \$222.0 million in the fourth quarter of 2010, representing the offering price of \$30.00 per share multiplied by 7.4 million shares. This charge has been classified as adjusted production expense in 2010. Therefore gross margin and gross margin as a percentage of net revenue, as calculated for 2010 above, does not include this charge for comparability purposes with previous years shown.

Number of advisors is defined as those investment professionals who are licensed to do business with our broker-dealer subsidiaries. In 2011, we consolidated the operations of UVEST with LPL Financial which resulted, as expected, in attrition of 146 advisors. Excluding attrition from the integration of the UVEST platform, we added 549 net new advisors during the year ended December 31, 2011. In 2009, we attracted record levels of new advisors due to the dislocation in the marketplace that impacted many of our competitors. This record recruitment was offset by attrition related to the consolidation of the operations of the Affiliated Entities which resulted, as expected, in attrition of 720 advisors. Excluding attrition from the integration of the Affiliated Entities, we added 750 net new advisors during the year ended December 31, 2009.

Advisory and brokerage assets are comprised of assets that are custodied, networked and non-networked and reflect market movement in addition to new assets, inclusive of new business development and net of attrition. Such totals do not include the market value of client assets held in retirement plans administered by us and trust assets supported by Concord Wealth Management.

Advisory assets under management, insured cash account balances and money market balances are components of advisory and brokerage assets.





## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes to those consolidated financial statements included in Item 8 of this Form 10-K. This discussion contains forward-looking statements that involve significant risks and uncertainties. As a result of many factors, such as those set forth under "Risk Factors" and elsewhere in this Form 10-K, our actual results may differ materially from those anticipated in these forward-looking statements.

### Overview

We provide an integrated platform of brokerage and investment advisory services to approximately 12,800 independent financial advisors and financial advisors at financial institutions (our "advisors") across the country, enabling them to successfully service their retail investors with unbiased, conflict-free financial advice. In addition, we support over 4,000 financial advisors who are affiliated and licensed with insurance companies with customized clearing, advisory platforms and technology solutions. Our singular focus is to support our advisors with the front, middle and back-office support they need to serve the large and growing market for independent investment advice, particularly in the mass affluent market. We believe we are the only company that offers advisors the unique combination of an integrated technology platform, comprehensive self-clearing services and full open architecture access to leading financial products, all delivered in an environment unencumbered by conflicts from product manufacturing, underwriting or market making.

For over 20 years we have served the independent advisor market. We currently support the largest independent advisor base and we believe we have the fourth largest overall advisor base in the United States based on the latest information available as of the date this Annual Report on Form 10-K has been issued. Through our advisors, we are also one of the largest distributors of financial products in the United States. Our scale is a substantial competitive advantage and enables us to more effectively attract and retain advisors. Our unique model allows us to invest more resources in our advisors, increasing their revenues and creating a virtuous cycle of growth. We currently have approximately 2,700 employees with headquarters in Boston, Charlotte and San Diego.

### Our Sources of Revenue

Our revenues are derived primarily from fees and commissions from products and advisory services offered by our advisors to their clients, a substantial portion of which we pay out to our advisors, as well as fees we receive from our advisors for use of our technology, custody and clearing platforms. We also generate asset-based fees through the distribution of financial products for a broad range of product manufacturers. Under our self-clearing platform, we custody the majority of client assets invested in these financial products, which includes providing statements, transaction processing and ongoing account management. In return for these services, mutual funds, insurance companies, banks and other financial product manufacturers pay us fees based on asset levels or number of accounts managed. We also earn fees for margin lending to our advisors' clients.

We track recurring revenue, a characterization of net revenue and statistical measure, which we define to include our revenues from asset-based fees, advisory fees, trailing commissions, cash sweep programs and certain transaction and other fees that are based upon accounts and advisors. Because recurring revenue is associated with asset balances, it will fluctuate depending on the market value of the asset balances and current interest rates. Accordingly, recurring revenue can be negatively impacted by adverse external market conditions. However, recurring revenue is meaningful to us despite these fluctuations because it is not based on transaction volumes or other activity-based fees, which are more difficult to predict, particularly in declining or volatile markets.



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The table below summarizes the sources of our revenue, the primary drivers of each revenue source and the percentage of each revenue source that represents recurring revenue, a characterization of revenue and a statistical measure:

	Sources of revenue	Primary Drivers	For the Year Ended December 31, 2011		
			Total (millions)	% of Total Net Revenue	% Recurring
Advisor-driven revenue with ~85%-90% payout ratio	Commissions	- Transactions - Brokerage asset levels	\$1,754	51%	35%
	Advisory Fees	- Advisory asset levels	\$1,027	30%	99%
	Asset-Based Fees	- Cash balances			
	- Cash Sweep Fees	- Interest rates	\$360	10%	100%
Attachment revenue retained by us	- Sponsorship Fees	- Number of accounts			
	- Record Keeping	- Client asset levels			
	Transaction and Other Fees	- Client activity			
	- Transactions	- Number of clients			
	- Client (Investor) Accounts	- Number of advisors	\$292	8%	57%
	- Advisor Seat and Technology	- Number of accounts - Premium technology subscribers			
	Interest and Other Revenue	- Margin accounts - Marketing re-allowances fees	\$46	1%	48%
	Total Net Revenue		\$3,479	100%	63%
	Total Recurring Revenue		\$2,180	63%	

Commissions and Advisory Fees. Transaction-based commissions and advisory fees both represent advisor-generated revenue, generally 85-90% of which is paid to advisors.

Commissions. Transaction-based commission revenues represent gross commissions generated by our advisors, primarily from commissions earned on the sale of various financial products such as variable and fixed annuities, mutual funds, general securities, fixed income, alternative investments and insurance and can vary from period to period based on the overall economic environment, number of trading days in the reporting period and investment activity of our advisors' clients. We also earn trailing commission type revenues (a commission that is paid over time, such as 12(b)-1 fees) on mutual funds and variable annuities held by clients of our advisors. Trail commissions are recurring in nature and are earned based on the current market value of investment holdings.

Advisory Fees. Advisory fee revenues represent fees charged on our corporate Registered Investment Advisor ("RIA") platform to clients of our advisors based on the value of advisory assets. Advisory fees are typically billed to clients quarterly, in advance, and are recognized as revenue ratably during the quarter. The value of the assets in the advisory account on the billing date determines the amount billed, and accordingly, the revenues earned in the following three month period. The majority of our accounts are billed using values as of the last business day of the quarter. In addition, we support independent Registered Investment Advisors ("Independent RIA") who conduct their advisory business through separate entities by establishing their own RIA pursuant to the Investment Advisers Act of 1940, rather than using our corporate registered RIA. The assets held under these investment advisory accounts custodied with LPL Financial LLC ("LPL Financial") are included in our advisory and brokerage assets and advisory assets under management metrics. The fee-based production generated by the Independent RIA is earned by the

advisor, and accordingly not included in our advisory fee revenue. However, there are administrative fees charged to

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Independent RIAs including custody and clearing and trading fees, based on the value of assets within these advisory accounts. Furthermore, we support certain financial advisors with customized clearing and advisory platforms and charge fees to these advisors based on the value of assets within these advisory accounts.

**Asset-Based Fees.** Asset-based fees are comprised of fees from cash sweep programs, our sponsorship programs with financial product manufacturers, and omnibus processing and networking services. Pursuant to contractual arrangements, uninvested cash balances in our advisors' client accounts are swept into either insured deposit accounts at various banks or third-party money market funds, for which we receive fees, including administrative and record-keeping fees based on account type and the invested balances. In addition, we receive fees from certain financial product manufacturers in connection with sponsorship programs that support our marketing and sales-force education and training efforts. We also earn fees on mutual fund assets for which we provide administrative and record-keeping services. Our networking fees represent fees paid to us by mutual fund and annuity product manufacturers in exchange for administrative and record-keeping services that we provide to clients of our advisors. Networking fees are correlated to the number of positions we administer, not the value of assets under administration.

**Transaction and Other Fees.** Revenues earned from transaction and other fees primarily consist of transaction fees and ticket charges, subscription fees, Individual Retirement Account ("IRA") custodian fees, contract and license fees, conference fees and small/inactive account fees. We charge fees to our advisors and their clients for executing transactions in brokerage and fee-based advisory accounts. We earn subscription fees for various services provided to our advisors and on IRA custodial services that we provide for their client accounts. We charge monthly administrative fees to our advisors. We charge fees to financial product manufacturers for participating in our training and marketing conferences and fees to our advisors and their clients for accounts that do not meet certain specified thresholds of size or activity. In addition, we host certain advisor conferences that serve as training, sales and marketing events in our first and third fiscal quarters and as a result, we anticipate higher transaction and other fees resulting from the collection of revenues from sponsors and advisors, in comparison to other periods.

**Interest and Other Revenue.** Other revenue includes marketing re-allowances from certain financial product manufacturers as well as interest income from client margin accounts and cash equivalents, net of operating interest expense, and other items.

#### Our Operating Expenses

**Production Expenses.** Production expenses are comprised of the following: gross commissions and advisory fees that are earned by and paid out to advisors based on the sale of various products and services; production bonuses for achieving certain levels of production; recognition of share-based compensation expense from stock options and warrants granted to advisors and financial institutions based on the fair value of the awards at each interim reporting period; amounts designated by advisors as deferred commissions in a non-qualified deferred compensation plan that are marked to market at each interim reporting period; and brokerage, clearing and exchange fees. Our production payout includes all production expenses except brokerage, clearing and exchange expenses. Substantially all of the production payout is variable and correlated to the revenues generated by each advisor. Our production payout percentage is calculated as commission and advisory fees divided by commission and advisory revenues, and we exclude brokerage, clearing and exchange fees from this measure.

Upon closing of our IPO in the fourth quarter of 2010, the restriction of approximately 7.4 million shares of common stock issued to advisors under the Fifth Amended and Restated 2000 Stock Bonus Plan was released. Accordingly, we recorded a share-based compensation charge of \$222.0 million in the fourth quarter of 2010, representing the offering price of \$30.00 per share multiplied by 7.4 million shares. This charge has been classified as production expense, but has been excluded from our production payout for 2010 to derive an adjusted production payout, a non-GAAP measure, for consistency and comparability to other periods presented because this charge related to equity awards

granted in prior periods.

**Compensation and Benefits Expense.** Compensation and benefits expense includes salaries and wages and related employee benefits and taxes for our employees (including share-based compensation), as well as compensation for temporary employees and consultants.

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**General and Administrative Expenses.** General and administrative expenses include promotional fees, occupancy and equipment, communications and data processing, regulatory fees, travel and entertainment, professional services and other expenses. We host certain advisor conferences that serve as training, sales and marketing events in our first and third fiscal quarters and as a result, we anticipate higher general and administrative expenses in comparison to other periods.

**Depreciation and Amortization Expense.** Depreciation and amortization expense represents the benefits received for using long-lived assets. Those assets represent significant intangible assets established through our acquisitions, as well as fixed assets which include internally developed software, hardware, leasehold improvements and other equipment.

**Restructuring Charges.** Restructuring charges represent expenses incurred as a result of our 2011 consolidation of UVEST Financial Services Group, Inc. ("UVEST") and our 2009 consolidation of Mutual Service Corporation ("MSC"), Associated Financial Group, Inc. ("AFG"), Associated Securities Corp. ("Associated"), Associated Planners Investment Advisory, Inc. ("APIA") and Waterstone Financial Group, Inc. ("WFG") (MSC, AFG, Associated, APIA and WFG, are collectively referred to herein as the "Affiliated Entities").

#### How We Evaluate Our Business

We focus on several business and key financial metrics in evaluating the success of our business relationships and our resulting financial position and operating performance. Our key metrics as of and for the years ended December 31, 2011, 2010 and 2009 are as follows:

	As of and for the Year Ended December 31,			
	2011	2010	2009	
<b>Business Metrics</b>				
Advisors(1)	12,847	12,444	11,950	
Advisory and brokerage assets (in billions)(2)	\$330.3	\$315.6	\$279.4	
Advisory assets under management (in billions)(3)	\$101.6	\$93.0	\$77.2	
Net new advisory assets (in billions)(3)(4)	\$10.8	\$8.5	\$7.0	
Insured cash account balances (in billions)(3)	\$14.4	\$12.2	\$11.6	
Money market account balances (in billions)(3)	\$8.0	\$6.9	\$7.0	
<b>Financial Metrics</b>				
Revenue growth (decline) from prior year	11.8	% 13.2	% (11.8)	)%
Recurring revenue as a % of net revenue(5)	62.7	% 60.7	% 57.3	%
Net income (loss) (in millions)	\$170.4	\$(56.9)	) \$47.5	
Earnings (loss) per share (diluted)	\$1.50	\$(0.64)	) \$0.47	
<b>Non-GAAP Measures:</b>				
Gross margin (in millions)(6)	\$1,031.0	\$937.9	\$844.9	
Gross margin as a % of net revenue(6)	29.6	% 30.1	% 30.7	%
Adjusted EBITDA (in millions)	\$459.7	\$413.1	\$356.1	
Adjusted EBITDA as a % of net revenue	13.2	% 13.3	% 13.0	%
Adjusted EBITDA as a % of gross margin(6)	44.6	% 44.0	% 42.1	%
Adjusted Earnings (in millions)	\$218.6	\$172.7	\$129.6	
Adjusted Earnings per share (diluted)	\$1.95	\$1.71	\$1.32	

(1)

Advisors are defined as those investment professionals who are licensed to do business with our broker-dealer subsidiaries. In 2011, we consolidated the operations of UVEST with LPL Financial which resulted, as expected, in attrition of 146 advisors. Excluding attrition from the integration of the UVEST platform, we added 549 net new advisors during the year ended December 31, 2011, continuing to build relationships with advisors from all channels across the financial services industry.

(2) Advisory and brokerage assets are comprised of assets that are custodied, networked and non-networked



and reflect market movement in addition to new assets, inclusive of new business development and net of attrition.

(3) Advisory assets under management, insured cash account balances and money market account balances are components of advisory and brokerage assets.

(4) Represents net new advisory assets consisting of funds from new accounts and additional funds deposited into existing advisory accounts that are custodied in our fee-based advisory platforms.

Recurring revenue, a characterization of net revenue and a statistical measure, is derived from sources such as (5) advisory fees, asset-based fees, trailing commission fees, fees related to our cash sweep programs, interest earned on margin accounts and technology and service fees, and is not meant as a substitute for net revenues.

Gross margin is calculated as net revenues less production expenses. Production expenses consist of the following expense categories from our consolidated statements of operations: (i) commissions and advisory fees and (ii) brokerage, clearing and exchange. All other expense categories, including depreciation and amortization, are considered general and administrative in nature. Because our gross margin amounts do not include any depreciation and amortization expense, we consider our gross margin amounts to be non-GAAP measures that may (6) not be comparable to those of others in our industry. In 2010, upon closing our IPO in the fourth quarter, the restriction on approximately 7.4 million shares of common stock issued to our advisors under the Fifth Amended and Restated 2000 Stock Bonus Plan was released. Accordingly, we recorded a share-based compensation charge of \$222.0 million in the fourth quarter of 2010, representing the offering price of \$30.00 per share multiplied by 7.4 million shares. This charge has been classified as production expense in 2010.

#### Adjusted EBITDA

Adjusted EBITDA is defined as EBITDA (net income plus interest expense, income tax expense, depreciation and amortization), further adjusted to exclude certain non-cash charges and other adjustments set forth below. We present Adjusted EBITDA because we consider it an important measure of our performance. Adjusted EBITDA is a useful financial metric in assessing our operating performance from period to period by excluding certain items that we believe are not representative of our core business, such as certain material non-cash items and other adjustments.

We believe that Adjusted EBITDA, viewed in addition to, and not in lieu of, our reported GAAP results, provides useful information to investors regarding our performance and overall results of operations for the following reasons:

because non-cash equity grants made to employees at a certain price and point in time do not necessarily reflect how our business is performing at any particular time, share-based compensation expense is not a key measure of our operating performance and

because costs associated with acquisitions and the resulting integrations, debt refinancing, restructuring and conversions and equity issuance and related offering costs can vary from period to period and transaction to transaction, expenses associated with these activities are not considered a key measure of our operating performance.

We use Adjusted EBITDA:

as a measure of operating performance;

for planning purposes, including the preparation of budgets and forecasts;

to allocate resources to enhance the financial performance of our business;

to evaluate the effectiveness of our business strategies;

in communications with our board of directors concerning our financial performance and

as a factor in determining employee and executive bonuses.

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Adjusted EBITDA is a non-GAAP measure and does not purport to be an alternative to net income as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. The term Adjusted EBITDA is not defined under GAAP, and Adjusted EBITDA is not a measure of net income, operating income or any other performance measure derived in accordance with GAAP.

Adjusted EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

Adjusted EBITDA does not reflect all cash expenditures, future requirements for capital expenditures or contractual commitments;

Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs

Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt and

Adjusted EBITDA can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments, limiting its usefulness as a comparative measure.

Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in our business. We compensate for these limitations by relying primarily on the GAAP results and using Adjusted EBITDA as supplemental information.

Set forth below is a reconciliation from our net income (loss) to Adjusted EBITDA, a non-GAAP measure, for the years ended December 31, 2011, 2010, and 2009 (in thousands):

	For the Year Ended December 31,		
	2011	2010	2009
Net income (loss)	\$ 170,382	\$(56,862)	\$ 47,520
Interest expense	68,764	90,407	100,922
Income tax expense (benefit)	112,303	(31,987)	25,047
Amortization of purchased intangible assets and software(1)	38,981	43,658	59,577
Depreciation and amortization of all other fixed assets	33,760	42,379	48,719
EBITDA	424,190	87,595	281,785
EBITDA Adjustments:			
Share-based compensation expense(2)	14,978	10,429	6,437
Acquisition and integration related expenses(3)	(3,815)	) 12,569	3,037
Restructuring and conversion costs(4)	22,052	22,835	64,078
Debt amendment and extinguishment costs(5)	—	38,633	—
Equity issuance and related offering costs(6)	2,062	240,902	580
Other(7)	253	150	151
Total EBITDA Adjustments	35,530	325,518	74,283
Adjusted EBITDA	\$ 459,720	\$ 413,113	\$ 356,068

(1) Represents amortization of intangible assets and software as a result of our purchase accounting adjustments from our merger transaction in 2005 and our various acquisitions.

(2) Represents share-based compensation expense related to stock options awarded to employees and non-executive directors based on the grant date fair value under the Black-Scholes valuation model.

Represents acquisition and integration costs resulting from various acquisitions. As previously disclosed, we have been involved in a legal dispute with a third-party indemnitor under a purchase and sale agreement with respect to (3) the indemnitor's refusal to make indemnity payments that we believed were required under the purchase and sale agreement. Included in the year ended December 31, 2010, is \$11.4 million of expenditures related to the legal dispute with the third-party indemnitor that has been classified

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within general and administrative expenses and included in the presentation of Adjusted EBITDA, a non-GAAP measure. We settled our legal dispute with the third-party indemnitor in the fourth quarter of 2011. Accordingly in 2011, we received a \$10.5 million cash settlement, \$9.8 million of which has been excluded from the presentation of Adjusted EBITDA, a non-GAAP measure. See Note 14 of our consolidated financial statements for additional information on litigation-related expenses.

- (4) Represents organizational restructuring charges and conversion and other related costs incurred resulting from the 2011 consolidation of UVEST and the 2009 consolidation of the Affiliated Entities.
- (5) Represents debt amendment costs incurred in 2010 for amending and restating our senior secured credit agreement to establish a new term loan tranche and to extend the maturity of an existing tranche on our senior credit facilities. Represents equity issuance and related costs for our IPO, which was completed in the fourth quarter of 2010. For 2009, \$0.6 million of costs that were previously classified as restructuring and conversion have been reclassified to equity issuance and IPO related costs to conform to the current period presentation. Upon closing of the offering,
- (6) the restriction on approximately 7.4 million shares of common stock issued to advisors under our Fifth Amended and Restated 2000 Stock Bonus Plan was released. Accordingly, the Company recorded a share-based compensation charge of \$222.0 million, representing the offering price of \$30.00 per share multiplied by 7.4 million shares.
- (7) Represents excise and other taxes.

#### Adjusted Earnings and Adjusted Earnings per share

Adjusted Earnings represents net income before: (a) share-based compensation expense, (b) amortization of intangible assets and software, a component of depreciation and amortization resulting from our merger transaction in 2005 and our various acquisitions, (c) acquisition and integration related expenses, (d) restructuring and conversion costs, (e) debt amendment and extinguishment costs, (f) equity issuance and related offering costs and (g) other. Reconciling items are tax effected using the income tax rates in effect for the applicable period, adjusted for any potentially non-deductible amounts.

In reporting our financial and operating results for the years ended December 31, 2011, 2010 and 2009, we renamed our non-GAAP performance measures to Adjusted Earnings and Adjusted Earnings per share.

Adjusted Earnings per share represents Adjusted Earnings divided by weighted average outstanding shares on a fully diluted basis.

We prepared Adjusted Earnings and Adjusted Earnings per share to eliminate the effects of items that we do not consider indicative of our core operating performance.

We believe that Adjusted Earnings and Adjusted Earnings per share, viewed in addition to, and not in lieu of, our reported GAAP results provide useful information to investors regarding our performance and overall results of operations for the following reasons:

• because non-cash equity grants made to employees at a certain price and point in time do not necessarily reflect how our business is performing, share-based compensation expense is not a key measure of our operating performance;

• because costs associated with acquisitions and related integrations, debt refinancing, restructuring and conversions, and equity issuance and related offering costs can vary from period to period and transaction to transaction, expenses associated with these activities are not considered a key measure of our operating performance and

• because amortization expenses can vary substantially from company to company and from period to period depending upon each company's financing and accounting methods, the fair value and average expected life of acquired

intangible assets and the method by which assets were acquired, the amortization of intangible assets obtained in acquisitions are not considered a key measure in comparing our operating performance. Since 2010, we have used Adjusted Earnings for internal management reporting and evaluation purposes.

We also believe Adjusted Earnings and Adjusted Earnings per share are useful to investors in evaluating our operating performance because securities analysts use them as supplemental measures to evaluate the overall performance of companies, and our investor and analyst presentations include Adjusted Earnings and Adjusted Earnings per share. Adjusted Earnings and Adjusted Earnings per share are not measures of our financial performance under GAAP and should not be considered as an alternative to net income or earnings per share or any other performance measure derived in accordance with GAAP, or as an alternative to cash flows from operating activities as a measure of our profitability or liquidity.

We understand that, although Adjusted Earnings and Adjusted Earnings per share are frequently used by securities analysts and others in their evaluation of companies, they have limitations as analytical tools, and you should not consider Adjusted Earnings and Adjusted Earnings per share in isolation, or as substitutes for an analysis of our results as reported under GAAP. In particular you should consider:

Adjusted Earnings and Adjusted Earnings per share do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;

Adjusted Earnings and Adjusted Earnings per share do not reflect changes in, or cash requirements for, our working capital needs and

Other companies in our industry may calculate Adjusted Earnings and Adjusted Earnings per share differently than we do, limiting their usefulness as comparative measures.

Management compensates for the inherent limitations associated with using Adjusted Earnings and Adjusted Earnings per share through disclosure of such limitations, presentation of our financial statements in accordance with GAAP and reconciliation of Adjusted Earnings to the most directly comparable GAAP measure, net income.

The following table sets forth a reconciliation of net income (loss) to non-GAAP measures Adjusted Earnings and Adjusted Earnings per share for the years ended December 31, 2011, 2010, and 2009 (in thousands, except per share data):

	For the Year Ended December 31,		
	2011	2010	2009
	(unaudited)		
Net income (loss)	\$ 170,382	\$(56,862)	\$47,520
After-Tax:			
EBITDA Adjustments(1)			
Share-based compensation expense(2)	11,472	8,400	5,146
Acquisition and integration related expenses	(2,354)	7,638	1,833
Restructuring and conversion costs	13,606	13,877	38,669
Debt amendment and extinguishment costs	—	23,477	—
Equity issuance and related offering costs(3)	1,272	149,568	350
Other	156	91	91
Total EBITDA Adjustments	24,152	203,051	46,089
Amortization of purchased intangible assets and software(1)	24,051	26,531	35,947
Adjusted Earnings	\$218,585	\$172,720	\$129,556
Adjusted Earnings per share(4)	\$1.95	\$1.71	\$1.32
Weighted average shares outstanding — diluted(5)	112,119	100,933	98,494

(1) EBITDA Adjustments and amortization of purchased intangible assets and software have been tax effected using a federal rate of 35.0% and the applicable effective state rate which ranged from 3.30% to 4.66%, net of the federal

tax benefit. In April 2010, a step up in basis of \$89.1 million for internally developed software that was established at the time of the 2005 merger transaction became fully amortized, resulting in lower balances of intangible assets that are amortized.

(2) Represents the after-tax expense of non-qualified stock options in which we receive a tax deduction upon

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exercise, and the full expense impact of incentive stock options granted to employees that have vested and qualify for preferential tax treatment and conversely, we do not receive a tax deduction. Share-based compensation for vesting of incentive stock options was \$5.8 million, \$5.3 million and \$3.2 million, respectively, for the years ended December 31, 2011, 2010 and 2009.

(3) Represents the after-tax expense of equity issuance and related offering costs for which we receive a tax deduction, as well as the full expense impact of \$8.1 million of offering costs incurred in the fourth quarter of 2010 for which we do not receive a tax deduction.

(4) Represents Adjusted Earnings, a non-GAAP measure, divided by weighted average number of shares outstanding on a fully diluted basis. Set forth is a reconciliation of earnings (loss) per share on a fully diluted basis as calculated in accordance with GAAP to Adjusted Earnings per share:

	For the Year Ended December 31,		
	2011	2010	2009
	(unaudited)		
Earnings (loss) per share — diluted	\$1.50	\$(0.64)	\$0.47
Adjustment to include dilutive shares, not included in GAAP earnings (loss) per share	—	0.08	—
Adjustment for allocation of undistributed earnings to stock units	0.02	—	0.01
After-Tax:			
EBITDA Adjustments per share	0.22	2.01	0.47
Amortization of purchased intangible assets and software per share	0.21	0.26	0.37
Adjusted Earnings per share	\$1.95	\$1.71	\$1.32

(5) Weighted average shares outstanding on a fully diluted basis increased from 100.9 million shares for the year ended December 31, 2010 to 112.1 million shares for the year ended December 31, 2011, due primarily to the successful completion of our IPO in the fourth quarter of 2010. The increase is attributed to the release of the restriction of approximately 7.4 million shares of common stock upon closing of our IPO in the fourth quarter of 2010, the issuance of approximately 1.5 million shares of common stock by the Company pursuant to the over-allotment option granted to the underwriters in connection with the IPO, and shares that were issued upon exercise of options by selling stockholders in connection with the IPO, net of any shares retired to satisfy the exercise price in a cashless exercise.

The following table reflects pro-forma Adjusted Earnings per share, a non-GAAP measure, and growth in pro-forma Adjusted Earnings per share, assuming weighted average shares outstanding on a fully diluted basis as of December 31, 2011 were also outstanding as of December 31, 2010 (in thousands, except per share data):

	For the Year Ended			
	December 31,			
	2011	2010	% Change	
	(unaudited)			
Adjusted Earnings	\$218,585	\$172,720		
Weighted average shares outstanding — diluted as of December 31, 2011	112,119	112,119		
Pro-forma Adjusted Earnings per share	\$1.95	\$1.54	26.6	%

#### Acquisitions, Integrations and Divestitures

From time to time we undertake acquisitions and/or divestitures based on opportunities in the competitive landscape. These activities are part of our overall growth strategy, but can distort comparability when reviewing revenue and expense trends for periods presented. The following describes significant acquisition and divestiture activities that have impacted our 2009, 2010 and 2011 results.



### Consolidation of the Affiliated Entities

On September 1, 2009, we consolidated the operations of the Affiliated Entities with those of LPL Financial. The consolidation involved the transfer of securities licenses of certain registered representatives associated with the Affiliated Entities and their client accounts. Following the consolidation, the registered representatives and client accounts that were transferred are associated with LPL Financial. The consolidation of the Affiliated Entities was effected to enhance service offerings to our advisors while also generating efficiencies.

While our acquisition of the Affiliated Entities has contributed to the overall growth of our base of advisors and related revenue and market position, the consolidation into LPL Financial resulted in restructuring costs in the form of personnel costs, system costs and professional fees, as well as restructuring charges including severance and one-time termination benefits, lease and contract termination fees, asset impairments and transfer and conversion costs. See Note 4 of our consolidated financial statements for further discussion on restructuring costs incurred to date and total expected restructuring costs related to our consolidation of the Affiliated Entities.

### Acquisition of National Retirement Partners, Inc.

On July 14, 2010, we announced a definitive agreement to acquire certain assets of National Retirement Partners, Inc. (“NRP”). NRP’s advisors offer products and services to retirement plan sponsors and participants and comprehensive financial services to high net worth individuals. This strategic acquisition further enhances our capabilities and presence in the group retirement plan space. Our existing advisors benefit from growth opportunities, as well as IRA rollovers and other retirement related services and solutions.

The transaction closed on February 9, 2011, and accordingly 206 advisors previously registered with NRP transferred their securities and advisory licenses and registrations to LPL Financial. These advisors primarily support small and medium sized business with employee retirement solutions, including group annuities and 401(k) plans.

We paid \$17.2 million at the closing of the transaction and placed \$3.7 million of cash into an escrow subject to adjustment pursuant to the terms of the purchase agreement. In the third quarter of 2011, we accrued additional consideration of \$1.1 million pursuant to the terms of the asset purchase agreement. In October 2011, we paid \$4.8 million of cash consideration to former shareholders of NRP, consisting of \$3.7 million from escrow and \$1.1 million in additional consideration.

We may be required to pay future consideration to former shareholders of NRP that is contingent upon the achievement of certain revenue-based milestones in the third year following the acquisition. There is no maximum amount of contingent consideration; however, we have estimated the amount of future payment of contingent consideration to be \$7.9 million. Immediately following the close of the transaction, we paid \$2.0 million of the contingent consideration in advance to former shareholders of NRP, which reduced the remaining amount of future contingent consideration to be paid to \$5.9 million.

We estimated the fair value of the remaining contingent consideration to be \$3.3 million at the close of the transaction, which was determined using a discounted cash flow methodology based on financial forecasts that include assumptions about revenue growth, operating margins and discount rates. We have recorded the \$3.3 million of contingent consideration within accounts payable and accrued liabilities, and we re-measure contingent consideration at fair value at each interim reporting period with changes recognized in earnings.

Including the contingent consideration of \$5.3 million, representing \$2.0 million paid upon the close of the transaction and an estimated \$3.3 million to be paid, the total consideration for the acquisition was approximately \$25.3 million.

### Consolidation of UVEST Financial Services Group, Inc.

On March 14, 2011, we committed to a corporate restructuring plan to enhance our service offering, while generating efficiencies. The restructuring plan included the consolidation of the operations of our subsidiary, UVEST with those of LPL Financial. In connection with the consolidation of UVEST, certain registered representatives formerly associated with UVEST moved to LPL Financial through a transfer of their licenses. The transfers occurred beginning in July 2011 and were completed in December 2011. Following the transfer, all registered representatives and client accounts that transferred are associated with LPL Financial. In addition, UVEST expects to terminate its relationship with a third-party clearing firm and plans to file a broker-dealer withdrawal request with the Financial

Industry Regulatory Authority ("FINRA").

During 2011, we successfully converted 142 institutions representing 337 advisors and \$96.2 million in commission and advisory revenues. We expect to incur restructuring charges of \$31.6 million; \$21.4 million has been incurred as of December 31, 2011, including a non-cash intangible asset impairment charge of \$2.8 million; \$10.2 million is expected to be incurred in 2012 and beyond, of which \$6.3 million is expected to occur in the first quarter. In addition, we expect to spend \$12.0 million for application development supporting the conversion that for accounting purposes is capitalized as internally-developed software. We expect to improve pre-tax profitability by approximately \$10.0 million to \$12.0 million per year upon the completion of integration activities by creating operational efficiencies and revenue opportunities. See Note 4 of our consolidated financial statements for further details on this initiative.

#### Acquisition of Concord Capital Partners

On April 20, 2011, we announced our intent to acquire all of the outstanding common stock of Concord Capital Partners ("Concord Wealth Management"). Concord Wealth Management is an industry leader in providing technology and open architecture investment management solutions for trust departments of financial institutions. Through this acquisition, we will have the ability to support both the brokerage and trust business lines of current and prospective financial institutions. The acquisition will also create new expansion opportunities such as giving us the ability to custody personal trust assets within banks across the country.

On June 22, 2011, the transaction closed. We paid \$20.0 million at the closing of the transaction. As of December 31, 2011, \$2.3 million remains in an escrow account to be paid to former shareholders of Concord Wealth Management in accordance with the terms of the stock purchase agreement.

We may be required to pay future consideration that is contingent upon the achievement of certain gross margin-based milestones for the year ended December 31, 2013. The maximum amount of contingent consideration is \$15.0 million, which also represents the estimated amount of future payment.

We estimated the fair value of the contingent consideration to be \$11.5 million at the close of the transaction, which was determined using a discounted cash flow methodology based on financial forecasts that includes assumptions about growth in gross margin, and discount rates. We have recorded the contingent consideration of \$11.5 million within accounts payable and accrued liabilities, and re-measure contingent consideration at fair value at each interim reporting period with changes recognized in earnings.

Including the contingent consideration of \$11.5 million, the total consideration for the acquisition was approximately \$33.8 million.

#### Acquisition of Fortigent

On January 3, 2012, we announced our intent to acquire Fortigent Holdings Company, Inc. and its wholly owned subsidiaries Fortigent, LLC, Fortigent Reporting Company, LLC, and Fortigent Strategies Company, LLC (together, "Fortigent"). Fortigent is a leading provider of high net worth solutions and consulting services to RIAs, banks, and trust companies. With approximately 90 institutions with more than \$50.0 billion in advisory assets, Fortigent offers a high net worth oriented platform that provides concentrated research, reporting, and alternative investment solutions specifically designed for the RIA and high net worth space. This strategic acquisition will further enhance our capabilities and offer an extension of our existing services for wealth management advisors.

#### Economic Overview and Impact of Financial Market Events

The year of 2011 has been a challenging and volatile period for the equity markets in response to concerns about European sovereign debt issues and the sustainability of economic growth. The S&P 500 closed the third quarter of 2011 at 1,131, down 10.1% from the close on December 31, 2010 and recovered to 1,258 at December 31, 2011, unchanged from December 31, 2010. While equity markets have recovered from the market lows that occurred in

March 2009, markets have remained unstable with periods of relative calm followed by periods of rapid declines such as encountered in the third quarter.

Volatility in the equity markets increased in the last five months of the year as the S&P 500 rose or fell by more than one percent on 63 out of 107 trading days and 18 of these days experienced declines of more than two percent.

In response to the market turbulence and overall economic environment, the central banks, including the Federal Reserve, have continued to maintain historically low interest rates. The average effective rate for federal funds was 0.10% in 2011, a decrease from the average of 0.18% for 2010. The low interest rate environment negatively impacts our revenues from client assets in our cash sweep programs. The low interest rate also impacted investor demand for fixed income securities and fixed annuities.

During the third quarter of 2011, a downgrade of U.S. Treasury securities by Standard & Poor's Ratings Services had an initial, adverse impact on financial markets, including the equity markets. While the longer-term impact of the downgrade on the markets cannot be determined, it is possible that this downgrade, concerns about fiscal policy and the debt levels in the United States, and uncertainties about European sovereign debt, including recent downgrades, could disrupt economic activity in the United States. To date, our business and operations have not been directly impacted by this downgrade and we continue to maintain nominal direct exposure to U.S. or other sovereign debt securities.

During the first half of 2011, our business experienced record levels in commission and advisory revenue; however, in the latter half of the year, we were impacted by turbulent markets as revenues experienced modest declines sequentially. Despite the economic challenges faced, all significant revenue categories had substantial increases in 2011 compared to 2010.

While our business has improved as a result of our focus on multiple organic growth drivers, our outlook for the markets remains cautiously optimistic and we continue to attempt to manage the impact of financial market events on our earnings. We maintain a strategic focus on attractive growth opportunities such as supporting our existing advisors to sustain their businesses, continuing to attract new advisors and pursuing expense management activities.

## Results of Operations

The following discussion presents an analysis of our results of operations for the years ended December 31, 2011, 2010 and 2009. Where appropriate, we have identified specific events and changes that affect comparability or trends, and where possible and practical, have quantified the impact of such items.

	Year Ended December 31,			Percentage Change		
	2011	2010	2009	'11 vs. '10	'10 vs. '09	
	(In thousands)					
<b>Revenues</b>						
Commissions	\$ 1,754,435	\$ 1,620,811	\$ 1,477,655	8.2	% 9.7	%
Advisory fees	1,027,473	860,227	704,139	19.4	% 22.2	%
Asset-based fees	359,724	317,505	272,893	13.3	% 16.3	%
Transaction and other fees	292,207	274,148	255,574	6.6	% 7.3	%
Other	45,536	40,795	39,244	11.6	% 4.0	%
Net revenues	3,479,375	3,113,486	2,749,505	11.8	% 13.2	%
<b>Expenses</b>						
Production	2,448,424	2,397,535	1,904,579	2.1	% 25.9	%
Compensation and benefits	322,126	308,656	270,436	4.4	% 14.1	%
General and administrative	263,228	267,799	234,010	(1.7)	)% 14.4	%
Depreciation and amortization	72,741	86,037	108,296	(15.5)	)% (20.6)	)%
Restructuring charges	21,407	13,922	58,695	53.8	% (76.3)	)%
Total operating expenses	3,127,926	3,073,949	2,576,016	1.8	% 19.3	%
Non-operating interest expense	68,764	90,407	100,922	(23.9)	)% (10.4)	)%
Loss on extinguishment of debt	—	37,979	—	*	*	
Total expenses	3,196,690	3,202,335	2,676,938	(0.2)	)% 19.6	%
Income (loss) before provision for (benefit from) income taxes	282,685	(88,849)	) 72,567	*	*	
Provision for (benefit from) income taxes	112,303	(31,987)	) 25,047	*	*	
Net income (loss)	\$ 170,382	\$ (56,862)	) \$ 47,520	*	*	

\* Not Meaningful



## Revenues

## Commissions

The following table sets forth our commission revenue, by product category included in our consolidated statements of operations for the periods indicated (dollars in thousands):

	Years Ended December 31,					
	2011	% Total	2010	% Total	2009	% Total
Variable annuities	\$777,349	44.3	\$672,369	41.5	\$551,345	37.3
Mutual funds	472,466	26.9	457,947	28.2	389,458	26.4
Fixed annuities	136,020	7.8	138,753	8.6	225,342	15.3
Alternative investments	113,589	6.5	97,606	6.0	77,079	5.2
Equities	97,882	5.6	93,961	5.8	86,606	5.8
Fixed income	84,568	4.8	85,250	5.2	75,210	5.1
Insurance	70,060	4.0	72,297	4.5	69,907	4.7
Other	2,501	0.1	2,628	0.2	2,708	0.2
Total commission revenue	\$1,754,435	100.0	\$1,620,811	100.0	\$1,477,655	100.0

Commission revenue increased by \$133.6 million, or 8.2%, for 2011 compared with 2010. In 2011, the product mix reflects the volatility of the financial markets in the latter half of the year as retail investors sought protection from downside risk while maintaining their upside potential with investment products such as variable annuities with minimum guarantee options. Mutual fund commission revenues were bolstered by increasing levels of trail-based commissions due to strong growth of the underlying assets. The increase in alternative investments is reflective of more product availability and investor preferences for diversification. Insurance commissions declined as term life insurance experienced reduced sales.

Commission revenue increased by \$143.2 million, or 9.7%, for 2010 compared to 2009. The increase was primarily due to an increase in trail-based commissions related to improved market conditions as well as growth in assets eligible for trail payment. Sales-based commissions also increased as sales of market sensitive products such as variable annuities and mutual funds benefited from improved investor confidence. Sales of certain financial products with more predictable cash flows such as fixed annuities, which typically increase during periods of financial uncertainty, decreased during this period, consistent with the market's recovery.

## Advisory Fees

Advisory fees increased by \$167.2 million, or 19.4%, in 2011 compared to 2010. Advisory revenue for a particular quarter is predominately driven by the prior quarter-end advisory assets under management. The growth in advisory fee revenue is due to both higher levels of the S&P 500 on the applicable billing dates in 2011 compared to 2010 and net new advisory assets. The average of the S&P 500 on the close of the four prior quarter-end dates, September 30, 2011, June 30, 2011, March 31, 2011 and December 31, 2010, was 1,259, which is a 13.0% increase over the average of 1,114 for the prior year corresponding dates. Net new asset flows in 2011 were \$10.8 billion, a \$2.3 billion increase over 2010 as a result of strong new business development and a shift by our existing advisors towards more advisory business.

Advisory fees increased by \$156.1 million, or 22.2%, for 2010 compared to 2009. The increase was primarily due to the effect of the rebounding market, which resulted in a significant increase in the value of client assets in advisory programs, as well as net new advisory assets. The average of the S&P 500 on the close of the four prior quarter-end dates, September 30, 2010, June 30, 2010, March 31, 2010 and December 31, 2009, was a 21.2% increase over the average of 919 for the corresponding dates for the prior year. Advisory assets under management increased from \$77.2 billion at December 31, 2009 to \$93.0 billion at December 31, 2010, primarily driven by a continued shift toward a higher percentage of advisory business within our existing advisor base, as well as by assets from advisors who joined the firm in 2009 and whose advisory assets transferred to our platform throughout 2010.



The following table summarizes the activity within our advisory assets under management for the periods ended December 31, 2011, 2010 and 2009 (in billions):

	2011	2010	2009
Beginning balance at January 1	\$93.0	\$77.2	\$59.6
Net new advisory assets	10.8	8.5	7.0
Market impact and other	(2.2	) 7.3	10.6
Ending balance at December 31	\$101.6	\$93.0	\$77.2

#### Asset-Based Fees

Asset-based fees increased by \$42.2 million, or 13.3%, to \$359.7 million for 2011 compared with 2010. Revenues for record-keeping services and from product sponsors, which are largely based on the underlying asset values, increased due to the impact of the higher average market indices on the value of those underlying assets and net new sales of eligible assets. The average S&P 500 index for 2011 was 1,268, an increase of 11.2% over the 2010 average. In addition, revenues from our cash sweep programs increased by \$7.0 million, or 5.8%, to \$126.7 million for year ended December 31, 2011 from \$119.7 million for the year ended December 31, 2010. This was driven by an increase in the assets in our cash sweep programs, which averaged \$20.9 billion and \$18.5 billion for 2011 and 2010, respectively, as investors and advisors were wary of the volatility in the financial markets.

Asset-based fees increased \$44.6 million, or 16.3%, for 2010 compared to 2009. Revenues from product sponsors and for record-keeping services, which are largely based on the underlying asset values, increased due to the impact of the market's recovery on the value of those underlying assets. The average for the S&P 500 index increased 20.3% from 2009 to 2010. This increase was offset by lower revenues from our cash sweep programs, which declined by \$0.7 million, or 0.6%, from \$120.4 million for the year ended December 31, 2009, as a result of lower assets in our cash sweep programs. Assets in our cash sweep programs averaged \$18.5 billion and \$20.5 billion for the years ended December 31, 2010 and 2009, respectively. The decrease of assets in cash sweep programs is due to the redeployment of cash balances into other securities as investors and advisors had gained confidence in the market during 2010.

#### Transaction and Other Fees

Transaction and other fees increased by \$18.1 million, or 6.6%, for 2011 compared with 2010. Transactional revenues increased by \$7.9 million due to increased transaction volumes in investment activities, including advisory products, general securities and fixed income products. The average number of advisors increased 5.0% in 2011 compared to 2010, which led to the increase in other fees, specifically advisor based, technology and conference fees.

Transaction and other fees increased \$18.6 million, or 7.3%, for 2010 compared to 2009. This increase is due, in part, to increased prices and corresponding fees to advisors for licensing, technology, and professional liability insurance services of \$3.9 million, \$3.5 million and \$2.5 million, respectively, and increased revenue of \$2.6 million from additional advisor conferences held in 2010.

#### Other Revenue

Other revenue increased \$4.7 million, or 11.6%, to \$45.5 million for 2011 compared to 2010. The primary contributor to this increase in 2011 is growth in retirement sponsorship programs of \$1.9 million, an effect of our acquisition of NRP. Also in 2011, direct investment marketing allowances received from product sponsor programs increased by \$1.7 million compared to the same period in 2010, largely based on increased sales of alternative investments.

Other revenue increased \$1.6 million, or 4.0%, for 2010 compared to 2009. The increase was primarily attributed to higher direct investment marketing allowances received from product sponsors, largely based on sales volumes, which was offset by unrealized mark-to-market losses in securities owned and certain other assets.

## Expenses

## Production Expenses

Production expenses increased by \$50.9 million, or 2.1%, for 2011 compared with 2010. Excluding a \$222.0 million share-based compensation charge which was recorded in 2010 related to our IPO, production expenses increased \$272.9 million or 12.5% for 2011 compared to 2010. This increase is correlated with our commission and advisory revenues, which increased by 12.1% during the same period. Our production payout was 86.64% for 2011, compared to an adjusted production payout, a non-GAAP measure, of 86.29% for 2010 which excludes the \$222.0 million share-based compensation charge resulting from our IPO. The increase in payout rates is driven by a change in the product mix of our commissions revenues as well as our production based bonus incentive structures, which increase throughout the year as our advisors achieve higher production levels. As a result of greater advisor activity, more advisors reached higher payout tiers than in the prior year.

Excluding a \$222.0 million share-based compensation charge in 2010 related to our IPO, production expenses increased \$271.0 million, or 14.2% for 2010 compared to 2009. This increase was primarily a result of a 13.7% increase in our commission and advisory revenues during the same period. Our adjusted production payout, a non-GAAP measure, was 86.29% for 2010 excluding the \$222.0 million share-based compensation charge resulting from our IPO, compared to a production payout of 85.82% in 2009 primarily due to an increase in our annual production based bonus incentive structures as a result of greater advisor activity.

The following table shows our production payout ratio and our adjusted payout ratio, a non-GAAP measure, for the years ended December 31, 2011, 2010 and 2009:

	2011	2010	2009	
Base payout rate	84.15	% 83.86	% 83.92	%
Production based bonuses	2.37	% 2.19	% 1.71	%
Other(1)	0.12	% 9.19	% 0.19	%
Total Payout Ratio	86.64	% 95.24	% 85.82	%
IPO related share-based compensation charge(2)	—	(8.95	)% —	
Adjusted Payout Ratio	86.64	% 86.29	% 85.82	%

(1) Includes the recognition of advisor share-based compensation expense from stock options and warrants granted to advisors and financial institutions based on the fair value of the awards, and amounts designated by advisors as deferred commissions in a non-qualified deferred compensation plan that are marked to market.

Upon closing of our IPO in the fourth quarter of 2010, the restriction on approximately 7.4 million shares of common stock issued to advisors under the Fifth Amended and Restated 2000 Stock Bonus Plan was released. Accordingly, we recorded a share-based compensation charge of \$222.0 million in 2010, representing the offering price of \$30.00 per share multiplied by 7.4 million shares. This charge has been excluded for 2010 for consistency and comparability to other periods presented because this charge related to equity awards granted in prior periods.

## Compensation and Benefits Expense

Compensation and benefits increased by \$13.5 million, or 4.4%, for 2011 compared with 2010. The increase was driven by increases in staffing to support higher levels of advisor and client activities. Our average number of full-time employees increased 6.8% from 2,517 in 2010 to 2,687 in 2011, partially due to our acquisitions of NRP and Concord Wealth Management. Underlying this increase is a 5.7% increase in wages offset by flat employee benefits and other compensation year over year. In addition, employee related share-based compensation increased \$4.5 million for the year ended December 31, 2011 compared to the prior year, primarily due to equity grants issued in December 2010.

Compensation and benefits increased \$38.2 million, or 14.1%, for 2010 compared to 2009. Expenses in 2010 include \$5.8 million in employer taxes arising from non-qualified stock option exercises in connection with our IPO. The remaining increase was primarily attributed to the restoration of certain employee-related items, including increases in

bonus levels and contributions to employee retirement plans in 2010 that were reduced in 2009 as a result of our cost management initiatives. In addition, share-based compensation expense related to employee stock option awards increased to \$10.4 million in 2010, compared to \$6.5 million in 2009. Our average number of

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full-time employees was 2,517 and 2,430 for 2010 and 2009, respectively, representing an increase of 3.6%.

#### General and Administrative Expenses

General and administrative expenses decreased by \$4.6 million, or 1.7%, to \$263.2 million for 2011 compared with 2010. The decrease is primarily due to \$10.5 million of indemnification payment collections associated with the resolution of a legal dispute with a third-party indemnitor. Refer to the Litigation section in Note 14 within the consolidated financial statements for additional details regarding this matter. Advisor growth of 549 net new advisors excluding attrition related to UVEST in 2011, fueled a 20.1% increase in business development and other promotional expenses. Further, we had a \$3.8 million increase in expenditures on non-depreciable equipment, licensing fees and other costs year over year.

General and administrative expenses increased by \$33.8 million, or 14.4%, for 2010 compared to 2009. The increase compared to the prior year was due to the reinstatement of general and administrative expenses to levels necessary to support growth and service to our advisors. During 2010, we restored certain advisor conference services, which contributed to \$6.4 million of the change. We also incurred \$8.1 million in transaction costs in connection with our IPO in the fourth quarter of 2010, as well as \$8.9 million for legal settlements that related to pre-acquisition legal matters for certain of acquired businesses. Refer to the Litigation section of Note 14 within the consolidated financial statements for additional details regarding this matter.

#### Depreciation and Amortization Expense

For the year ended December 31, 2011, depreciation and amortization decreased by \$13.3 million, or 15.5% compared to the prior year. This decrease is primarily attributed to a \$27.9 million reduction in depreciation incurred in 2010, attributed to assets that became fully depreciated in 2010 and 2011. This was partially offset by an increase of \$7.5 million of depreciation on assets placed in service during 2010 and 2011, and depreciation of \$2.7 million on assets for our acquisitions of NRP and CCP.

Depreciation and amortization expense decreased by \$22.3 million, or 20.6%, for 2010 compared to 2009. The decrease is primarily attributed to the internally developed software recorded in connection with our 2005 leveraged buyout that became fully amortized in April 2010. We recorded a full year of amortization for these assets in 2009, totaling \$19.1 million, compared to \$6.5 million in 2010. In addition, we recorded asset impairments of \$19.9 million in the third and fourth quarter of 2009 in the consolidation of our Affiliated Entities, which resulted in lower balances remaining in those intangible assets that continue to be amortized.

#### Restructuring Charges

Restructuring charges represent expenses incurred as a result of our 2011 consolidation of UVEST and our 2009 consolidation of the Affiliated Entities.

Restructuring charges were \$21.4 million in 2011. These charges relate primarily to technology costs and other expenditures incurred for the conversion and transfer of advisors and their client accounts from UVEST to LPL Financial. Additionally, impairment charges of \$2.8 million related to advisor intangible assets are included for the year ended December 31, 2011. Refer to Note 4 within the consolidated financial statements for additional details regarding this matter.

Restructuring charges were \$13.9 million in 2010, compared to \$58.7 million in 2009. In 2010, restructuring charges were incurred for severance and termination benefits of \$2.0 million, contract termination costs of \$5.4 million related to the abandonment of certain lease facilities, asset impairment charges of \$0.8 million, and \$5.7 million in conversion and transfer costs primarily attributed to advisor retention for our consolidation of the Affiliated Entities.

#### Interest Expense

Interest expense includes non-operating interest expense for our senior secured credit facilities and, historically for our senior unsecured subordinated notes.

Interest expense decreased \$21.6 million, or 23.9%, for 2011 compared with 2010. The reduction in interest expense for 2011 is primarily attributed to our debt refinancing in the second quarter of 2010, which included the redemption of our senior unsecured subordinated notes, resulting in a lower cost of borrowing and \$8.7 million of

savings in 2011 compared to 2010. Interest rate swap agreements with notional values of \$190.0 million and \$145.0 million matured on June 30, 2010 and 2011, respectively, reducing our comparative interest expense by \$7.2 million for the year ended December 31, 2011 compared to 2010. Additionally, we repaid \$40.0 million of term loans under our senior secured credit facilities using net proceeds received in our IPO, as well as cash on hand, which resulted in interest savings of \$1.5 million in 2011.

Interest expense decreased by \$10.5 million, or 10.4%, for 2010 compared with 2009. The reduction in interest expense is attributed to our debt refinancing in the second quarter of 2010, which included the redemption of our senior unsecured subordinated notes, resulting in a lower cost of borrowing. In addition, two of our interest rate swap agreements matured during 2010, which resulted in interest savings of approximately \$3.8 million.