

RAYMOND JAMES FINANCIAL INC  
Form 10-Q  
May 09, 2012

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

FORM 10-Q

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-9109

RAYMOND JAMES FINANCIAL, INC.  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of incorporation or  
organization)

No. 59-1517485  
(I.R.S. Employer Identification No.)

880 Carillon Parkway, St. Petersburg, Florida 33716  
(Address of principal executive offices) (Zip Code)

(727) 567-1000  
(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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 such shorter period that the registrant was required to submit and post such files). Yes  No

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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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Yes

No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

137,825,868 shares of common stock as of May 4, 2012

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RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES

Form 10-Q for the quarter ended March 31, 2012

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## PART I FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
(Unaudited)

	March 31, 2012	September 30, 2011
	(\$ in thousands)	
Assets:		
Cash and cash equivalents	\$2,875,858	\$ 2,439,695
Assets segregated pursuant to regulations and other segregated assets	3,458,364	3,548,683
Securities purchased under agreements to resell and other collateralized financings	340,158	398,247
Financial instruments, at fair value:		
Trading instruments	451,851	492,771
Available for sale securities	576,142	520,665
Private equity and other investments	299,859	294,356
Receivables:		
Brokerage clients, net	1,671,078	1,716,828
Stock borrowed	198,294	225,561
Bank loans, net	7,445,828	6,547,914
Brokers-dealers and clearing organizations	92,262	96,096
Other	623,406	536,364
Deposits with clearing organizations	86,417	91,482
Prepaid expenses and other assets	416,250	364,264
Investments in real estate partnerships held by consolidated variable interest entities	306,040	320,384
Property and equipment, net	181,752	169,850
Deferred income taxes, net	179,893	171,911
Goodwill	71,924	71,924
<b>Total assets</b>	<b>\$19,275,376</b>	<b>\$ 18,006,995</b>
Liabilities and equity:		
Trading instruments sold but not yet purchased, at fair value	\$80,423	\$ 76,150
Securities sold under agreements to repurchase	137,026	188,745
Payables:		
Brokerage clients	4,751,071	4,690,414
Stock loaned	544,373	814,589
Bank deposits	7,913,846	7,739,322
Brokers-dealers and clearing organizations	67,067	111,408
Trade and other	355,076	309,723
Other borrowings	349,600	-
Accrued compensation, commissions and benefits	364,409	452,849
Loans payable of consolidated variable interest entities	90,950	99,982

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Corporate debt	1,205,664	611,968
Total liabilities	15,859,505	15,095,150
Commitments and contingencies (see Note 14)		
Equity		
Preferred stock; \$.10 par value; authorized 10,000,000 shares; issued and outstanding -0- shares	-	-
Common stock; \$.01 par value; authorized 350,000,000 shares; issued 142,282,732 at March 31, 2012 and 130,670,086 at September 30, 2011	1,396	1,271
Additional paid-in capital	974,893	565,135
Retained earnings	2,222,857	2,125,818
Treasury stock, at cost; 4,985,142 common shares at March 31, 2012 and 4,263,029 common shares at September 30, 2011	(114,608 )	(95,000 )
Accumulated other comprehensive income	3,315	(9,605 )
Total equity attributable to Raymond James Financial, Inc.	3,087,853	2,587,619
Noncontrolling interests	328,018	324,226
Total equity	3,415,871	2,911,845
Total liabilities and equity	\$19,275,376	\$ 18,006,995

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME  
(Unaudited)

	Three months ended		Six months ended March 31,	
	March 31, 2012	March 31, 2011	2012	2011
	(in thousands, except per share amounts)			
Revenues:				
Securities commissions and fees	\$558,527	\$563,710	\$ 1,069,861	\$ 1,097,849
Investment banking	57,954	63,131	97,290	122,100
Investment advisory fees	54,269	52,643	107,774	105,053
Interest	108,852	96,811	210,948	201,197
Account and service fees	75,855	70,904	149,865	140,189
Net trading profits	12,979	15,246	22,322	21,568
Other	21,417	4,299	30,610	9,121
<b>Total revenues</b>	<b>889,853</b>	<b>866,744</b>	<b>1,688,670</b>	<b>1,697,077</b>
Interest expense	17,916	14,687	33,956	31,191
Net revenues	871,937	852,057	1,654,714	1,665,886
Non-interest expenses:				
Compensation, commissions and benefits	596,891	579,587	1,138,513	1,131,471
Communications and information processing	43,741	36,380	81,308	67,525
Occupancy and equipment costs	27,231	26,773	53,168	53,002
Clearance and floor brokerage	9,070	9,447	16,524	19,364
Business development	27,382	22,820	55,221	46,765
Investment sub-advisory fees	7,143	7,867	13,705	14,771
Bank loan loss provision	5,154	8,637	12,610	19,869
Acquisition related expenses	19,604	-	19,604	-
Other	27,819	36,308	51,511	62,135
<b>Total non-interest expenses</b>	<b>764,035</b>	<b>727,819</b>	<b>1,442,164</b>	<b>1,414,902</b>
Income including noncontrolling interests and before provision for income taxes	107,902	124,238	212,550	250,984
Provision for income taxes	42,628	45,320	86,154	94,111
Net income including noncontrolling interests	65,274	78,918	126,396	156,873
Net loss attributable to noncontrolling interests	(3,595 )	(1,999 )	(9,798 )	(5,767 )
Net income attributable to Raymond James Financial, Inc.	\$68,869	\$80,917	\$ 136,194	\$ 162,640
Net income per common share – basic	\$0.52	\$0.64	\$ 1.05	\$ 1.29
Net income per common share – diluted	\$0.52	\$0.64	\$ 1.05	\$ 1.29
Weighted-average common shares outstanding – basic	129,353	122,396	126,201	121,752
Weighted-average common and common equivalent shares outstanding – diluted	130,644	123,265	126,989	122,238

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Net income attributable to Raymond James Financial, Inc.	\$68,869	\$80,917	\$136,194	\$162,640
Other comprehensive income, net of tax:(1)				
Change in unrealized (loss) gain on available for sale securities and non-credit portion of other-than-temporary impairment losses	11,236	2,024	5,575	6,921
Change in currency translations	2,525	3,703	7,345	9,207
Total comprehensive income	\$82,630	\$86,644	\$149,114	\$178,768
Other-than-temporary impairment:				
Total other-than-temporary impairment, net	\$10,853	\$(2,163)	\$6,666	\$(1,384)
Portion of recoveries recognized in other comprehensive income (before taxes)	(12,190)	(1,056)	(10,099)	(4,014)
Net impairment losses recognized in other revenue	\$(1,337)	\$(3,219)	\$(3,433)	\$(5,398)

- (1) The components of other comprehensive income, net of tax, are attributable to Raymond James Financial, Inc. None of the components of other comprehensive income are attributable to noncontrolling interests. See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).



RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(Unaudited)

	Six months ended March 31,	
	2012	2011
	(in thousands, except per share amounts)	
Common stock, par value \$.01 per share:		
Balance, beginning of year	\$ 1,271	\$ 1,244
Issuance of shares, registered public offering	111 (1)	-
Other issuances	14	20 (2)
Balance, end of period	1,396	1,264
Shares exchangeable into common stock:		
Balance, beginning of year	-	3,119
Exchanged	-	(3,119) (2)
Balance, end of period	-	-
Additional paid-in capital:		
Balance, beginning of year	565,135	476,359
Issuance of shares, registered public offering	362,121 (1)	-
Employee stock purchases	5,567	4,486
Exercise of stock options and vesting of restricted stock units, net of forfeitures	11,783	30,343
Restricted stock, stock option and restricted stock unit expense	28,426	23,960
Excess tax benefit (deficiency) from share-based payments	1,640	(236) )
Other	221	3,107 (2)
Balance, end of period	974,893	538,019
Retained earnings:		
Balance, beginning of year	2,125,818	1,909,865
Net income attributable to Raymond James Financial, Inc.	136,194	162,640
Cash dividends declared	(34,318) )	(32,868) )
Other	(4,837) )	4,370
Balance, end of period	2,222,857	2,044,007
Treasury stock:		
Balance, beginning of year	(95,000) )	(81,574) )
Purchases/surrenders	(18,900) )	(6,659) )
Exercise of stock options and vesting of restricted stock units, net of forfeitures	(708) )	2,802
Balance, end of period	(114,608) )	(85,431) )
Accumulated other comprehensive income: (3)		
Balance, beginning of year	(9,605) )	(6,197) )
Net unrealized (loss) gain on available for sale securities and non-credit portion of other-than-temporary impairment losses (4)	5,575	6,921
Net change in currency transactions	7,345	9,207
Balance, end of period	3,315	9,931
Total equity attributable to Raymond James Financial, Inc.	\$ 3,087,853	\$ 2,507,790

Noncontrolling interests:		
Balance, beginning of year	\$ 324,226	\$ 294,052
Net loss attributable to noncontrolling interests	(9,798 )	(5,767 )
Capital contributions	27,383	18,052
Distributions	(3,539 )	(3,225 )
Deconsolidation of previously consolidated low income housing tax credit funds	-	(6,789 )
Consolidation of low income housing tax credit funds not previously consolidated	-	14,635
Other	(10,254 )	660
Balance, end of period	328,018	311,618
Total equity	\$ 3,415,871	\$ 2,819,408

- (1) During the six months ended March 31, 2012, in a registered public offering, 11,075,000 common shares were issued generating approximately \$362 million in net proceeds (after consideration of the underwriting discount and direct expenses of the offering).
- (2) During the six months ended March 31, 2011, approximately 243,000 exchangeable shares were exchanged for common stock on a one-for-one basis.
- (3) The components of other comprehensive income are attributable to Raymond James Financial, Inc. None of the components of other comprehensive income are attributable to noncontrolling interests.

(4) Net of tax.

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Six months ended March 31,	
	2012	2011
	(in thousands)	
Cash flows from operating activities:		
Net income attributable to Raymond James Financial, Inc.	\$ 136,194	\$ 162,640
Net loss attributable to noncontrolling interests	(9,798 )	(5,767 )
Net income including noncontrolling interests	126,396	156,873
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:		
Depreciation and amortization	20,053	19,802
Deferred income taxes	(10,033 )	(25,848 )
Premium and discount amortization on available for sale securities and unrealized/realized gain on other investments	(13,425 )	(1,669 )
Provisions for loan losses, legal proceedings, bad debts and other accruals	9,638	30,020
Share-based compensation expense	30,340	27,041
Other	(1,310 )	(1,317 )
Net change in:		
Assets segregated pursuant to regulations and other segregated assets	90,319	1,025,583
Securities purchased under agreements to resell and other collateralized financings, net of securities sold under agreements to repurchase	6,370	(216,778 )
Stock loaned, net of stock borrowed	(242,949 )	(136,296 )
Brokerage client receivables and other accounts receivable, net	(18,653 )	(157,246 )
Trading instruments, net	44,653	86,277
Prepaid expenses and other assets	27,713	11,120
Brokerage client payables and other accounts payable	83,022	390,655
Accrued compensation, commissions and benefits	(90,531 )	(54,660 )
Purchase and origination of loans held for sale, net of proceeds from sale of securitizations and loans held for sale	9,677	(19,511 )
Excess tax benefits from stock-based payment arrangements	(2,210 )	(1,069 )
Net cash provided by operating activities	69,070	1,132,977
Cash flows from investing activities:		
Additions to property and equipment	(31,182 )	(15,974 )
(Increase) decrease in loans, net	(961,708 )	24,523
(Purchases) redemptions of Federal Home Loan Bank stock, net	(1,168 )	4,777
(Purchases) sales of private equity and other investments, net	(8,361 )	14,328
Purchases of available for sale securities	(111,884 )	(1,832 )
Available for sale securities maturations, repayments and redemptions	61,380	66,615
Proceeds from sales of available for sale securities	-	11,444
Investments in real estate partnerships held by consolidated variable interest entities, net of other investing activity	330	(2,326 )
Net cash (used in) provided by investing activities	(1,052,593 )	101,555
Cash flows from financing activities:		
Proceeds from (repayments of) borrowed funds, net	932,079	(2,558,602 )
Proceeds from issuance of shares in registered public offering	362,232	-
Repayments of borrowings by consolidated variable interest entities which are real estate partnerships	(11,600 )	(11,859 )
	101	17,528

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Proceeds from capital contributed to and borrowings of consolidated variable interest entities which are real estate partnerships		
Purchase of additional equity interest in subsidiary	(4,017 )	-
Exercise of stock options and employee stock purchases	16,144	37,202
Increase (decrease) in bank deposits	174,524	(369,135 )
Purchase of treasury stock	(19,222 )	(6,916 )
Dividends on common stock	(32,878 )	(32,868 )
Excess tax benefits from share-based payment arrangements	2,210	1,069
Net cash provided by (used in) financing activities	1,419,573	(2,923,581 )
Currency adjustment:		
Effect of exchange rate changes on cash	113	978
Net increase (decrease) in cash and cash equivalents	436,163	(1,688,071 )
Cash and cash equivalents at beginning of year	2,439,695	2,943,239
Cash and cash equivalents at end of period	\$ 2,875,858	\$ 1,255,168
Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 36,311	\$ 32,565
Cash paid for income taxes	\$ 110,488	\$ 118,750
Non-cash transfers of loans to other real estate owned	\$ 10,954	\$ 9,936

See accompanying Notes to Condensed Consolidated Financial Statements (Unaudited).

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)  
March 31, 2012

NOTE 1 – BASIS OF PRESENTATION

Raymond James Financial, Inc. (“RJF”) is a holding company headquartered in Florida whose broker-dealer subsidiaries are engaged in various financial service businesses, including the underwriting, distribution, trading and brokerage of equity and debt securities and the sale of mutual funds and other investment products. In addition, other subsidiaries of RJF provide investment management services for retail and institutional clients, corporate and retail banking, and trust services. As used herein, the terms “we,” “our” or “us” refer to RJF and/or one or more of its subsidiaries.

The accompanying unaudited condensed consolidated financial statements include the accounts of RJF and its consolidated subsidiaries that are generally controlled through a majority voting interest. We consolidate all of our 100% owned subsidiaries. In addition, we consolidate any variable interest entity (“VIE”) in which we are the primary beneficiary. When we do not have a controlling interest in an entity, but we exert significant influence over the entity, we apply the equity method of accounting. All material intercompany balances and transactions have been eliminated in consolidation.

Certain financial information that is normally included in annual financial statements prepared in accordance with United States of America (“U.S.”) generally accepted accounting principles (“GAAP”) but not required for interim reporting purposes has been condensed or omitted. These unaudited condensed consolidated financial statements reflect, in the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position and results of operations for the interim periods presented.

The nature of our business is such that the results of any interim period are not necessarily indicative of results for a full year. These unaudited condensed consolidated financial statements should be read in conjunction with Management’s Discussion and Analysis and the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended September 30, 2011, as filed with the U.S. Securities and Exchange Commission (the “2011 Form 10-K”). To prepare condensed consolidated financial statements in conformity with GAAP, we must make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and could have a material impact on the condensed consolidated financial statements.

Update of significant accounting policies

A summary of our significant accounting policies is included in Note 1 on pages 81 - 97 of our 2011 Form 10-K. Other than as discussed below, there have been no significant changes in our significant accounting policies since September 30, 2011.

At March 31, 2012, we implemented new Financial Accounting Standards Board guidance regarding fair value measurement. This new guidance primarily provides for certain additional fair value disclosures. See Note 4 for the additional disclosures required under this new accounting guidance.

As more fully described in Note 1, page 87, of our 2011 Form 10-K, we have certain financing receivables that arise from businesses other than our banking business. Specifically, we offer loans to financial advisors and certain key

revenue producers, primarily for recruiting and retention purposes, the net balances associated therewith are included within other receivables on our Condensed Consolidated Statements of Financial Condition. The outstanding balance of these loans is \$244.3 million and \$231.5 million at March 31, 2012 and September 30, 2011, respectively. The related allowance for doubtful accounts balance is \$2.2 million and \$5.9 million at March 31, 2012 and September 30, 2011, respectively. Of the March 31, 2012 loan balance referred to above, the portion of the balance associated with financial advisors who are no longer affiliated with us, after consideration of the allowance for doubtful accounts, is approximately \$1.4 million.

## Reclassifications

In the fourth quarter of fiscal year 2011, we changed the title of what had been known as “Financial Service Fees” on our Condensed Consolidated Statements of Income and Comprehensive Income to “Account and Service Fees,” to better reflect the nature of the revenues included within the line item description. Additionally, we reclassified certain components of revenue previously included within other revenues into Account and Service Fees. A reclassification of \$29.8 million and \$57.5 million of revenue previously reported as a component of other revenues for the three and six months ended March 31, 2011 has been included in Account and Service Fees on the Condensed Consolidated Statements of Income and Comprehensive Income as presented, to conform the prior period to the current period presentation.

Certain other prior period amounts, none of which are material, have been reclassified to conform to the current presentation.

## NOTE 2 – ACQUISITION OF MORGAN KEEGAN

On January 11, 2012, RJF entered into a definitive stock purchase agreement (the “Stock Purchase Agreement”) to acquire all of the issued and outstanding shares of Morgan Keegan & Company, Inc. and MK Holding, Inc. and certain of its related affiliates (“Morgan Keegan”) from Regions Financial Corporation (“Regions”). This transaction closed on April 2, 2012. This acquisition expands both our private client wealth management and our capital markets businesses.

Acquisition related expenses are recorded in the Condensed Consolidated Statement of Income and Comprehensive Income and include certain incremental expenses arising solely as a result of our acquisition of Morgan Keegan. During the three and six months ended March 31, 2012, we incurred the following acquisition related expenses:

	For the three and six month periods ended March 31, 2012 (in thousands)
Financial advisory fees	\$ 7,020
Acquisition bridge financing facility fees	5,684
Severance	3,183
Legal	2,495
Travel	349
Other	873
Total acquisition related expenses	\$ 19,604

We will apply the acquisition method of accounting to this transaction as of April 2, 2012. Our fiscal year third quarter 2012 results of operations will include the operations of Morgan Keegan for the period from April 2, 2012 to June 30, 2012. Due to the timing of the acquisition closing, the outcome of the application of the acquisition method and the resultant impact on our condensed consolidated financial statements is incomplete and therefore not included in this quarterly report.

Under the terms of the Stock Purchase Agreement, upon closing Regions received approximately \$1.2 billion in cash from RJF in exchange for the Morgan Keegan shares. This purchase price represents a \$230 million premium over a preliminary \$970 million tangible book value at closing. The Stock Purchase Agreement contemplated that Morgan Keegan would pay a cash dividend of \$250 million to Regions prior to the closing of the transaction. However, the parties subsequently decided to defer payment of the dividend until after the closing, resulting in an increase in the book value of Morgan Keegan and therefore, the purchase price. Following the closing, RJF received a cash dividend in the amount of \$250 million from Morgan Keegan. The purchase price is subject to final determination of tangible book value as of the closing date and a potential downward adjustment if certain revenue retention hurdles are not met within 90-days post-closing. RJF anticipates providing approximately \$215 million in the form of either cash or restricted stock units to certain key Morgan Keegan revenue producers as part of an employee retention program. Concurrent with the execution of the Stock Purchase Agreement, RJF executed employment agreements with certain key members of the Morgan Keegan management team. In addition to customary indemnity for breach of representations and warranties and covenants, the Stock Purchase Agreement also provides that Regions will indemnify RJF for losses incurred in connection with any litigation or similar matter relating to pre-closing actions. Certain indemnifiable losses are subject to an annual \$2 million deductible for three years.

On January 11, 2012, J.P. Morgan Chase (“JPM Chase”) entered into a commitment letter to provide RJF with a \$900 million bridge financing facility to provide financing of the purchase price. On February 16, 2012, JPM Chase and a number of other lenders executed a \$900 million bridge credit agreement (the “Bridge Financing Agreement”). As a result of the successful completion of certain equity and debt financing transactions during the quarter ended March 31, 2012, RJF terminated the Bridge Financing Agreement on March 10, 2012.



On April 2, 2012, certain subsidiaries of RJF (the “Borrowers”) entered into a credit agreement (the “Regions Credit Agreement”) with Regions Bank, an Alabama banking corporation (the “Lender”). The Regions Credit Agreement provided for a \$200 million loan made by the Lender to the Borrowers and is subject to a guarantee in favor of the Lender provided by RJF. The proceeds from the loan were disbursed by the Borrowers to RJF for working capital and general corporate purposes. The obligations under the Credit Agreement are secured by, subject to certain exceptions, all of the Borrowers’ personal property, including (i) all present and future auction rate securities owned by any Borrower (the “Pledged Auction Rate Securities”), (ii) all equity interests issued by certain subsidiaries, and (iii) all present and future equity interests and debt securities owned by any Borrower. The loan matures on April 2, 2015 and bears interest at a monthly variable rate equal to LIBOR plus 2.75%.

### NOTE 3 – CASH AND CASH EQUIVALENTS, ASSETS SEGREGATED PURSUANT TO REGULATIONS, AND DEPOSITS WITH CLEARING ORGANIZATIONS

Our cash equivalents include money market funds or highly liquid investments with original maturities of 90 days or less, other than those used for trading purposes. For further discussion of our accounting policies regarding assets segregated pursuant to regulations and other segregated assets, see Note 1 on page 83 of our 2011 Form 10-K.

Our cash and cash equivalents, assets segregated pursuant to regulations or other segregated assets, and deposits with clearing organization balances are as follows:

	March 31, 2012	September 30, 2011
	(in thousands)	
Cash and cash equivalents:		
Cash in banks	\$2,870,287	\$ 2,438,249
Money market investments	5,571	1,446
Total cash and cash equivalents (1)	2,875,858	2,439,695
Cash and securities segregated pursuant to federal regulations and other segregated assets (2)	3,458,364	3,548,683
Deposits with clearing organizations (3)	86,417	91,482
	\$6,420,639	\$ 6,079,860

- (1) The total amount presented includes \$1.6 billion and \$471 million of cash and cash equivalents as of March 31, 2012 and September 30, 2011, respectively, which are either on deposit at our wholly owned bank subsidiary Raymond James Bank, FSB (effective February 1, 2012, Raymond James Bank, N.A.) (“RJ Bank”) or are otherwise invested by one of our subsidiaries on behalf of RJF. The \$1.6 billion at March 31, 2012 includes proceeds from the completion of certain equity and debt financing transactions related to the acquisition of Morgan Keegan which closed on April 2, 2012. See Note 2 for more information.
- (2) Consists of cash maintained in accordance with Rule 15c3-3 of the Securities Exchange Act of 1934. Raymond James & Associates, Inc., as a broker-dealer carrying client accounts, is subject to requirements related to maintaining cash or qualified securities in segregated reserve accounts for the exclusive benefit of its clients. Additionally, Raymond James Ltd. (“RJ Ltd.”) is required to hold client Registered Retirement Savings Plan funds in trust.
- (3) Consists of deposits of cash and cash equivalents or other short-term securities held by other clearing organizations or exchanges.

NOTE 4 – FAIR VALUE

For a further discussion of our valuation methodologies for assets, liabilities measured at fair value, and the fair value hierarchy, see Note 1, pages 83 – 87, in our 2011 Form 10-K.

There have been no material changes to our valuation methodologies since our year ended September 30, 2011.

Assets and liabilities measured at fair value on a recurring and nonrecurring basis are presented below:

March 31, 2012	Quoted prices in active markets for identical assets (Level 1) (1)	Significant other observable inputs (Level 2) (1)	Significant unobservable inputs (Level 3) (in thousands)	Netting adjustments (2)	Balance as of March 31, 2012
Assets at fair value on a recurring basis:					
Trading instruments:					
Municipal and provincial obligations	\$7	\$ 150,273	\$ -	\$ -	\$ 150,280
Corporate obligations	6,457	20,463	-	-	26,920
Government and agency obligations	24,316	23,206	-	-	47,522
Agency mortgage-backed securities ("MBS") and collateralized mortgage obligations ("CMOs")	51	128,513	-	-	128,564
Non-agency CMOs and asset-backed securities ("ABS")	-	30,319	34	-	30,353
Total debt securities	30,831	352,774	34	-	383,639
Derivative contracts	-	117,362	-	(81,522 )	35,840
Equity securities	20,031	3,316	-	-	23,347
Other securities	689	1,718	6,618	-	9,025
Total trading instruments	51,551	475,170	6,652	(81,522 )	451,851
Available for sale securities:					
Agency MBS and CMOs	-	256,670	-	-	256,670
Non-agency CMOs	-	144,825	633	-	145,458
Other securities	13	-	-	-	13
Auction rate securities ("ARS"):					
Municipals	-	-	71,909	(3)	71,909
Preferred securities	-	-	102,092	-	102,092
Total available for sale securities	13	401,495	174,634	-	576,142
Private equity and other investments:					
Private equity investments	-	-	181,446	(4)	181,446
Other investments	116,154	66	2,193	-	118,413
Total private equity and other investments	116,154	66	183,639	-	299,859
Other assets	-	82	-	-	82
Total assets at fair value on a recurring basis	\$ 167,718	\$ 876,813	\$ 364,925	\$ (81,522 )	\$ 1,327,934
Assets at fair value on a nonrecurring basis:					
Bank loans, net:					
Impaired loans(5)	\$-	\$ 55,142	\$ 34,419	\$ -	\$ 89,561

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Loans held for sale(6)	-	57,655	-	-	57,655
Total bank loans, net	-	112,797	34,419	-	147,216
Other Real Estate Owned (“OREO”) (7)	-	4,649	-	-	4,649
Total assets at fair value on a nonrecurring basis(8)	\$-	\$ 117,446	\$ 34,419	-	\$ 151,865

(continued on next page)



- (5) There was a \$55 million transfer of impaired loans from Level 3 to Level 2 during the three month period ended March 31, 2012 due to the increase in availability and reliability of the observable inputs utilized in the respective instruments' fair value measurement. Our analysis indicates that comparative sales data is a reasonable estimate of fair value, therefore, more consideration was given to this observable input.
- (6) Includes individual loans classified as held for sale, which were recorded at a fair value lower than cost.
- (7) Represents the fair value of foreclosed properties which were measured at a fair value subsequent to their initial classification as OREO. The recorded value in the Condensed Consolidated Statements of Financial Condition is net of the estimated selling costs.
- (8) The adjustment to fair value of the nonrecurring fair value measures for the six months ended March 31, 2012 resulted in \$10 million in additional provision for loan losses, as well as \$790 thousand in other losses during the six month period.

September 30, 2011	Quoted prices in active markets for identical assets (Level 1) (1)	Significant other observable inputs (Level 2) (1)	Significant unobservable inputs (Level 3) (in thousands)	Netting adjustments (2)	Balance as of September 30, 2011
Assets at fair value on a recurring basis:					
Trading instruments:					
Municipal and provincial obligations	\$8	\$ 164,019	\$ 375	\$ -	\$ 164,402
Corporate obligations	4,137	23,470	-	-	27,607
Government and agency obligations	22,620	13,486	-	-	36,106
Agency MBS and CMOs	31	147,726	-	-	147,757
Non-agency CMOs and ABS	-	49,069	50	-	49,119
Total debt securities	26,796	397,770	425	-	424,991
Derivative contracts	-	126,867	-	(88,563 )	38,304
Equity securities	17,908	3,274	15	-	21,197
Other securities	816	7,463	-	-	8,279
Total trading instruments	45,520	535,374	440	(88,563 )	492,771
Available for sale securities:					
Agency MBS and CMOs	-	178,732	-	-	178,732
Non-agency CMOs	-	145,024	851	-	145,875
Other securities	10	-	-	-	10
ARS:					
Municipals	-	-	79,524 (3)	-	79,524
Preferred securities	-	-	116,524	-	116,524
Total available for sale securities	10	323,756	196,899	-	520,665
Private equity and other investments:					
Private equity investments	-	-	168,785 (4)	-	168,785
Other investments	123,421	63	2,087	-	125,571
Total private equity and other investments	123,421	63	170,872	-	294,356
Other assets	-	2,696	-	-	2,696
Total assets at fair value on a recurring basis	\$168,951	\$ 861,889	\$ 368,211	\$ (88,563 )	\$ 1,310,488
Assets at fair value on a nonrecurring basis:					
Bank loans, net (5)	\$-	\$ 39,621	111,941 (7)	\$ -	\$ 151,562
OREO(6)	-	11,278	-	-	11,278
Total assets at fair value on a nonrecurring basis	\$-	\$ 50,899	\$ 111,941	\$ -	\$ 162,840

Liabilities at fair value on a recurring basis:

Trading instruments sold but not yet purchased:

Municipal and provincial obligations	\$-	\$ 607	\$ -	\$ -	\$ 607
Corporate obligations	-	5,625	-	-	5,625
Government obligations	56,472	-	-	-	56,472
Agency MBS and CMOs	159	-	-	-	159
Total debt securities	56,631	6,232	-	-	62,863
Derivative contracts	-	112,457	-	(105,869 )	6,588
Equity securities	6,488	211	-	-	6,699
Total trading instruments sold but not yet purchased	63,119	118,900	-	(105,869 )	76,150
Other liabilities	-	20	40	-	60
Total liabilities at fair value on a recurring basis	\$63,119	\$ 118,920	\$ 40	\$ (105,869 )	\$ 76,210

- (1) We had no significant transfers of financial instruments between Level 1 and Level 2 during the period ended September 30, 2011. Our policy is that the end of each respective quarterly reporting period determines when transfers of financial instruments between levels are recognized.
- (2) We have elected to net derivative receivables and derivative payables and the related cash collateral received and paid when a legally enforceable master netting agreement exists.
- (3) Includes \$53.2 million of Jefferson County, Alabama Limited Obligation School Warrants ARS and \$19.2 million of Jefferson County, Alabama Sewer Revenue Refunding Warrants ARS.
- (4) Includes \$87.9 million in private equity investments of which the weighted-average portion we own is approximately 20%. Effectively, the economics associated with the portion of this investment we do not own becomes a component of noncontrolling interests on our Condensed Consolidated Statements of Financial Condition, and amounted to approximately \$70 million of that total as of September 30, 2011.
- (5) Includes individual loans classified as held for sale, which were recorded at a fair value lower than cost.
- (6) Represents the fair value of foreclosed properties which were measured at a fair value subsequent to their initial classification as OREO. The recorded value in the Condensed Consolidated Statements of Financial Condition is net of the estimated selling costs.
- (7) At September 30, 2011, Level 3 assets include residential first mortgage nonaccrual loans for which a charge-off had been recorded. See Note 7, pages 110 – 116 of our 2011 Form 10-K.



## Changes in Level 3 recurring fair value measurements

The realized and unrealized gains and losses for assets and liabilities within the Level 3 category presented in the tables below may include changes in fair value that were attributable to both observable and unobservable inputs.

Additional information about Level 3 assets and liabilities measured at fair value on a recurring basis is presented below:

Three months ended March 31, 2012											
Level 3 assets at fair value											
(in thousands)											
	Financial assets								Financial liabilities		
	Trading instruments		Available for sale securities			Private equity and other investments			Payables-trade	and other	
	Non-Municipal & provincial obligations	Agency & CMOs	Equity securities	Other securities	Non-agency CMOs	ARS – municipals	ARS - Preferred securities	Private equity investments	Other investments	Other liabilities	
Fair value December 31, 2011	\$ 135	\$ 37	\$ 179	\$ 5,635	\$ 741	\$ 74,707	\$ 98,537	\$ 162,074	\$ 2,040	\$(29 )	
Total gains (losses) for the period:											
Included in earnings	9	-	15	(218 )	(138 )	-	-	8,026	(1)	154	(10 )
Included in other comprehensive income	-	-	-	-	39	(2,798 )	3,555	-	-	-	-
Purchases and contributions	-	-	-	5,189	-	-	-	12,895	-	-	-
Sales	-	-	(16 )	(3,494 )	-	-	-	-	(1 )	-	-
Redemptions by issuer	-	-	-	-	-	-	-	-	-	-	-
Distributions	-	(3 )	-	(494 )	(9 )	-	-	(1,549 )	-	-	-
Transfers:											
Into Level 3	-	-	-	-	-	-	-	-	-	-	-
Out of Level 3(2)	(144 )	-	(178 )	-	-	-	-	-	-	-	-
Fair value March 31, 2012	\$ -	\$ 34	\$ -	\$ 6,618	\$ 633	\$ 71,909	\$ 102,092	\$ 181,446	\$ 2,193	\$(39 )	
Change in unrealized gains	\$-	\$ 64	\$-	\$(218 )	\$(138 )	\$(2,798 )	\$ 3,555	\$ 8,026	(1)	\$ 117	\$-

(losses) for the period included in earnings (or changes in net assets) for assets held at the end of the reporting period

- (1) Primarily results from valuation adjustments of certain private equity investments. Since we only own a portion of these investments, our share of the net valuation adjustments resulted in a gain of \$2.8 million which is included in net income attributable to RJF (after noncontrolling interests). The noncontrolling interests' share of the net valuation adjustments was a gain of approximately \$5.2 million.
- (2) The transfers out of Level 3 were a result of an increase in availability and reliability of the observable inputs utilized in the respective instruments' fair value measurement. Our policy is that the end of each respective quarterly reporting period determines when transfers of financial instruments between levels are recognized.

Six months ended March 31, 2012  
Level 3 assets at fair value  
(in thousands)

	Financial assets									Financial liabilities	
	Trading instruments				Available for sale securities			Private equity and other investments		Payables-trade and other	
	Non-Municipal & provincial obligations	Agency CMOs & ABS	Equity securities	Other securities	Non-agency CMOs	ARS – municipals	ARS - Preferred securities	Private equity investments	Other investments	Other liabilities	
Fair value September 30, 2011	\$ 375	\$ 50	\$ 15	\$ -	\$ 851	\$79,524	\$ 116,524	\$168,785	\$ 2,087	\$(40 )	
Total gains (losses) for the period:											
Included in earnings	89	(4 )	11	(1,160)	(138)	(540 )	(75 )	8,030	(1)	107	1
Included in other comprehensive income	-	-	-	-	(54 )	(7,468 )	2,661	-	-	-	-
Purchases and contributions	-	-	16	5,189	-	475	475	15,262	-	-	-
Sales	(320)	-	(16 )	(3,494)	-	-	-	-	(1 )	-	-
Redemptions by issuer	-	-	-	-	-	(125 )	(17,450 )	-	-	-	-
Distributions	-	(12 )	-	(494 )	(26 )	-	-	(10,631 )	-	-	-
Transfers:											
Into Level 3	-	-	152	6,577	(2)	43	-	-	-	-	-
Out of Level 3(3)	(144)	-	(178)	-	-	-	(43 )	-	-	-	-
Fair value March 31, 2012	\$ -	\$ 34	\$ -	\$ 6,618	\$ 633	\$71,909	\$102,092	\$181,446	\$ 2,193	\$(39 )	
Change in unrealized gains (losses) for the period included in earnings (or changes in net assets) for assets held at the end of the reporting	\$-	\$64	\$-	\$(218 )	\$(138)	\$(7,930 )	\$2,661	\$8,030	(1)	\$52	\$-

period

- (1) Primarily results from valuation adjustments of certain private equity investments. Since we only own a portion of these investments, our share of the net valuation adjustments resulted in a gain of \$2.8 million which is included in net income attributable to RJF (after noncontrolling interests). The noncontrolling interests' share of the net valuation adjustments was a gain of approximately \$5.2 million.
- (2) During the six month period ended March 31, 2012, we transferred certain securities which were previously included in Level 2, non-agency CMOs and ABS.
- (3) The transfers out of Level 3 were a result of an increase in availability and reliability of the observable inputs utilized in the respective instruments' fair value measurement. Our policy is that the end of each respective quarterly reporting period determines when transfers of financial instruments between levels are recognized.

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## Three months ended March 31, 2011

Level 3 assets at fair value  
(in thousands)

	Financial assets						Financial liabilities	
	Trading instruments		Equity securities	Available for sale securities	Private equity and other investments		Prepaid expenses and other assets	Payables-trade and other
	Municipal & provincial obligations	Non-agency CMOs & ABS			Non-agency CMOs	Private equity investments		
Fair value								
December 31, 2010	\$ 6,076	\$ 3,643	\$ 3,225	\$ 1,098	\$ 159,586	\$ 45	\$ 25	\$ (46 )
Total gains (losses) for the period:								
Included in earnings	(388 )	877	-	121	(478 )	-	-	-
Included in other comprehensive income	-	-	-	(101 )	-	-	-	-
Purchases, issues & settlements, net	-	(599 )	(1,300 )	(318 )	(2,062 )	-	-	-
Transfers:								
Into Level 3	-	-	-	-	-	-	-	(3 )
Out of Level 3	-	-	-	-	-	-	-	7
Fair value								
March 31, 2011	\$ 5,688	\$ 3,921	\$ 1,925	\$ 800	\$ 157,046	\$ 45	\$ 25	\$ (42 )
Change in unrealized gains (losses) for the period included in earnings (or changes in net assets) for assets held at the end of the reporting period	\$ (388 )	\$ 1,092	\$ -	\$ (81 )	\$ (3,293 )	\$ -	\$ -	\$ -

## Six months ended March 31, 2011

Level 3 assets at fair value  
(in thousands)

	Financial assets				Financial liabilities	
	Trading instruments	Available for sale securities	Private equity and other investments	Prepaid expenses and other	Payables-trade and other	

	assets							
	Municipal & provincial obligations	Non-agency CMOs & ABS	Equity securities	Non- agency CMOs	Private equity investments	Other investments	Other assets	Other liabilities
Fair value								
September 30, 2010	\$ 6,275	\$ 3,930	\$ 3,025	\$ 1,011	\$ 161,230	\$ 45	\$ -	\$ (46 )
Total gains (losses) for the period:								
Included in earnings	(582 )	740	-	121	(403 )	-	-	-
Included in other comprehensive income	-	-	-	66	-	-	-	-
Purchases, issues & settlements, net	(5 )	(749 )	(1,100 )	(398 )	(3,781 )	-	-	-
Transfers:								
Into Level 3	-	-	-	-	-	-	25	(3 )
Out of Level 3	-	-	-	-	-	-	-	7
Fair value								
March 31, 2011	\$ 5,688	\$ 3,921	\$ 1,925	\$ 800	\$ 157,046	\$ 45	\$ 25	\$ (42 )
Change in unrealized gains (losses) for the period included in earnings (or changes in net assets) for assets held at the end of the reporting period	\$(777 )	\$ 1,144	\$-	\$(81 )	\$(3,298 )	\$ -	\$-	\$ -

As of March 31, 2012, 6.9% of our assets and 0.5% of our liabilities are instruments measured at fair value on a recurring basis. Instruments measured at fair value on a recurring basis categorized as Level 3 as of March 31, 2012 represent 27.5% of our assets measured at fair value, a substantial increase as compared to March 31, 2011 as a result of the repurchase of ARS that primarily occurred during the fourth quarter of fiscal year 2011 (see the ARS repurchase discussion in Note 18 on pages 130 – 131 of our 2011 Form 10-K). As of March 31, 2011, 7.8% and 0.9% of our assets and liabilities, respectively, represented instruments measured at fair value on a recurring basis. Instruments measured at fair value on a recurring basis categorized as Level 3 as of March 31, 2011 represented 14.2% of our assets measured at fair value.

Gains and losses included in earnings for the period are presented in net trading profits and other revenues in our Condensed Consolidated Statements of Income and Comprehensive Income as follows:

For the three months ended March 31, 2012	Net trading profits (in thousands)	Other revenues (in thousands)
Total (losses) gains for the period included in revenues	\$(194 )	\$8,032
Change in unrealized (losses) gains for the period for assets held at the end of the reporting period	(154 )	8,762
For the six months ended March 31, 2012	Net trading profits (in thousands)	Other revenues (in thousands)
Total (losses) gains for the period included in revenues	\$(1,064 )	\$7,385
Change in unrealized (losses) gains for the period for assets held at the end of the reporting period	(154 )	2,675
For the three months ended March 31, 2011	Net trading profits (in thousands)	Other revenues (in thousands)
Total gains (losses) for the period included in revenues	\$489	\$(357 )
Change in unrealized gains (losses) for the period for assets held at the end of the reporting period	705	(3,374 )
For the six months ended March 31, 2011	Net trading profits (in thousands)	Other revenues (in thousands)
Total gains (losses) for the period included in revenues	\$158	\$(282 )
Change in unrealized gains (losses) for the period for assets held at the end of the reporting period	367	(3,379 )





## Quantitative information about level 3 fair value measurements

The significant assumptions used in the valuation of level 3 financial instruments are as follows (the table below includes the significant majority of the financial instruments we hold that are classified as level 3 measures):

Level 3 financial instrument	Fair value at March 31, 2012 (in thousands)	Valuation technique(s)	Unobservable input	Range (weighted-average)
Recurring measurements:				
Available for sale securities:				
ARS:				
Municipals	\$ 45,822	Probability weighted internal scenario model:		
		Scenario 1 - Recent trades	Observed trades (in inactive markets) of in-portfolio securities as well as observed trades (in active markets) of other comparable securities	57% of par - 104% of par (59% of par)
		Scenario 2 – scenario of potential outcomes	Par value of scenario based possible outcomes(a)	70% of par- 93% of par (83% of par)
			Weighting assigned to weighted average of scenario 1	50%-60% (55%)
			Weighting assigned to weighted average of scenario 2	40%-50% (45%)
	\$ 19,064	Recent trades	Observed trades (in inactive markets) of in-portfolio securities as well as observed trades of other comparable securities (in inactive markets)	51% of par - 107% of par (64% of par)
			Comparability adjustments(b)	+/-5% of par (+/-5% of par)
	\$ 7,023	Discounted cash flow	Average discount rate(c)	3.17% - 7.15% (4.68%)
			Average interest rates applicable to future	0.67% - 6.14% (4.30%)

			interest income on the securities(d)		2014 - 2030
				Prepayment year(e)	(2019)
Preferred securities	\$ 102,092	Discounted cash flow	Average discount rate(c)		4.32% - 5.59% (5.09%)
			Average interest rates applicable to future interest income on the securities(d)		2.34% - 3.52% (3.17%)
					2012 - 2021
				Prepayment year(e)	(2018)
Private equity investments:	\$ 84,927	Market comparable companies	EBITDA multiple(f)		5.75 - 6 (5.88)
			Projected EBITDA growth(g)		7.9% - 14.5% (11.2%)
	\$ 37,348	Discounted cash flow	Discount rate		15% - 15% (15%)
			Terminal growth rate of cash flows		3% - 3% (3%)
				Terminal year	2015 - 2015 (2015)
	\$ 59,171	Transaction price or other investment-specific events(h)	Not meaningful(h)		Not meaningful(h)
Nonrecurring measurements:					
Impaired loans : residential	\$ 22,149	Discounted cash flow	Prepayment rate		0 yrs. - 12 yrs. (2.03 yrs.)
Impaired loans : corporate	\$ 12,270	Appraisal or discounted cash flow(i)	Not meaningful(i)		Not meaningful(i)

(a) Management utilizes an internal model which projects the outcome of various scenarios which management believes market participants are evaluating as likely possible outcomes impacting the value of the security. Values presented represent the range of fair values associated with the various potential scenarios.

(b) Management estimates that market participants apply this range of either discount or premium, as applicable, to the limited observable trade data in order to assess the value of the securities within this portfolio segment.

(c) Represents amounts used when we have determined that market participants would take these discounts into account when pricing the investments.

(d) Future interest rates are projected based upon a forward interest rate curve, plus a spread over such projected base rate that is applicable to each future period for each security within this portfolio segment. The interest rates presented represent the average interest rate over all projected periods for securities within the portfolio segment.

(e) Assumed year of at least a partial redemption of the outstanding security by the issuer.

(f) Represents amounts used when we have determined that market participants would use such multiples when pricing the investments.

(g) Represents the projected growth in earnings before interest, taxes, depreciation and amortization ("EBITDA") utilized in the valuation as compared to the prior periods reported EBITDA.

(h)

Certain direct private equity investments are valued initially at the transaction price until significant transactions or developments indicate that a change in the carrying values of these investments is appropriate.

- (i) The valuation techniques used for the impaired corporate loan portfolio as of March 31, 2012 were appraisals less selling costs for the collateral dependent loans, and discounted cash flows for the one remaining impaired loan that is not collateral dependent.

#### Qualitative disclosure about unobservable inputs

For our recurring fair value measurements categorized within Level 3 of the fair value hierarchy, the sensitivity of the fair value measurement to changes in significant unobservable inputs and interrelationships between those unobservable inputs are described below:

##### Auction rate securities:

One of the significant unobservable inputs used in the fair value measurement of auction rate securities presented within our available for sale securities portfolio relate to judgments regarding whether the level of observable trading activity is sufficient to conclude markets are active. Where insufficient levels of trading activity are determined to exist as of the reporting date, then management's assessment of how much weight to apply to trading prices in inactive markets versus management's own valuation models could significantly impact the valuation conclusion. The valuation of the securities impacted by changes in management's assessment of market activity levels could be either higher or lower, depending upon the relationship of the inactive trading prices compared to the outcome of management's internal valuation models.

The future interest rate and maturity assumptions impacting the valuation of the auction rate securities are directly related. As short-term interest rates rise, due to the variable nature of the penalty interest rate provisions imbedded in most of these securities in the event auctions fail to set the security's interest rate, then a penalty rate that is specified in the security increases. These penalty rates are based upon a stated interest rate spread over what is typically a short-term base interest rate index. Management estimates that at some level of increase in short-term interest rates, issuers of the securities will have the economic incentive to refinance (and thus prepay) the securities. Therefore, the short-term interest rate assumption directly impacts the input related to the timing of any projected prepayment. The faster and steeper short-term interest rates rise, the earlier prepayments will likely occur and the higher the fair value of the security.

##### Private equity investments:

The significant unobservable inputs used in the fair value measurement of private equity investments included within our other assets relate to the financial performance of the investment entity, and the markets required return on investments from entities in industries in which we hold investments. Significant increases (or decreases) in either our investment entities future economic performance will have a directly proportional impact on the valuation results. The value of our investment moves inversely with the market's expectation of returns from such investments. Should the market require higher returns from industries in which we are invested, all other factors held constant, our investments will decrease in value. Should the market accept lower returns from industries in which we are invested, all other factors held constant, our investments will increase in value.

##### Fair value option

The fair value option is an accounting election that allows the reporting entity to apply fair value accounting for certain financial assets and liabilities on an instrument by instrument basis. As of March 31, 2012, we have elected not to choose the fair value option for any of our financial assets or liabilities not already recorded at fair value.

## Other fair value disclosures

Many, but not all, of the financial instruments we hold are recorded at fair value in the Condensed Consolidated Statements of Financial Condition. Refer to Note 3, pages 103 – 104, of our 2011 Form 10-K for discussion of the methods and assumptions we apply to the determination of fair value of our financial instruments that are not otherwise recorded at fair value.

The estimated fair values by level within the fair value hierarchy and the carrying amounts of our financial instruments that are not carried at fair value as of March 31, 2012 are as follows:

March 31, 2012	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3) (in thousands)	Total estimated fair value	Carrying amount
Financial assets:					
Bank loans, net(1)	\$-	\$-	\$ 7,343,148	\$ 7,343,148	\$ 7,298,612
Financial liabilities:					
Bank deposits	\$-	\$7,605,995	\$ 318,021	\$ 7,924,016	\$ 7,913,846
Other borrowings	-	349,600	-	349,600	349,600
Corporate debt	363,720	926,855	-	1,290,575	1,205,664

(1) Excludes all impaired loans and loans held for sale which have been recorded at fair value in the Condensed Consolidated Statement of Financial Condition at March 31, 2012.

The estimated fair values and the carrying amounts of our financial instruments that are not carried at fair value as of September 30, 2011 are as follows:

	Estimated fair value (in thousands)	Carrying amount
Financial assets:		
Bank loans, net	\$6,596,439	\$6,547,914
Financial liabilities:		
Bank deposits	7,745,607	7,739,322
Corporate debt	675,509	611,968

## NOTE 5 – TRADING INSTRUMENTS AND TRADING INSTRUMENTS SOLD BUT NOT YET PURCHASED

March 31, 2012		September 30, 2011	
Trading	Instruments	Trading	Instruments

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	instruments	sold but not yet purchased	instruments	sold but not yet purchased
	(in thousands)			
Municipal and provincial obligations	\$ 150,280	\$ 357	\$ 164,402	\$ 607
Corporate obligations	26,920	505	27,607	5,625
Government and agency obligations	47,522	66,030	36,106	56,472
Agency MBS and CMOs	128,564	142	147,757	159
Non-agency CMOs and ABS	30,353	-	49,119	-
Total debt securities	383,639	67,034	424,991	62,863
Derivative contracts	35,840	3,066	38,304	6,588
Equity securities	23,347	10,323	21,197	6,699
Other securities	9,025	-	8,279	-
Total	\$ 451,851	\$ 80,423	\$ 492,771	\$ 76,150

See Note 4 for additional information regarding the fair value of trading instruments and trading instruments sold but not yet purchased.

## NOTE 6 – AVAILABLE FOR SALE SECURITIES

Available for sale securities are comprised of MBS and CMOs owned by RJ Bank, ARS and certain equity securities owned by our non-broker-dealer subsidiaries. Refer to the discussion of our available for sale securities accounting policies, including the fair value determination process, on Note 1 pages 85 – 86 in our 2011 Form 10-K.

There were no proceeds from the sale of available for sale securities during the six month period ended March 31, 2012. There were proceeds of \$11.4 million from the sale of available for sale securities during the six month period ended March 31, 2011, which resulted in total losses of \$209 thousand.

During the six month period ended March 31, 2012, ARS with an aggregate par value of \$17.6 million were redeemed by their issuer at par; an insignificant gain was recorded in our Condensed Consolidated Statements of Income and Comprehensive Income on the ARS securities which were subject to these redemptions.

The amortized cost and fair values of available for sale securities are as follows:

	Cost basis	Gross unrealized gains (in thousands)	Gross unrealized losses	Fair value
March 31, 2012:				
Available for sale securities:				
Agency MBS and CMOs	\$255,832	\$ 1,284	\$ (446 )	\$256,670
Non-agency CMOs (1)	179,282	-	(33,824 )	145,458
Total RJ Bank available for sale securities	435,114	1,284	(34,270 )	402,128
Auction rate securities:				
Municipal obligations(2)	79,377	221	(7,689 )	71,909
Preferred securities	99,431	2,661	-	102,092
Total auction rate securities	178,808	2,882	(7,689 )	174,001
Other securities	3	10	-	13
Total available for sale securities	\$613,925	\$ 4,176	\$ (41,959 )	\$576,142
September 30, 2011:				
Available for sale securities:				
Agency MBS and CMOs	\$178,120	\$ 639	\$ (27 )	\$178,732
Non-agency CMOs (3)	192,956	-	(47,081 )	145,875
Total RJ Bank available for sale securities	371,076	639	(47,108 )	324,607
Auction rate securities:				
Municipal obligations	79,524	-	-	79,524
Preferred securities	116,524	-	-	116,524
Total auction rate securities	196,048	-	-	196,048
Other securities	3	7	-	10
Total available for sale securities	\$567,127	\$ 646	\$ (47,108 )	\$520,665

- (1) As of March 31, 2012, the non-credit portion of other-than-temporary impairment (“OTTI”) recorded in accumulated other comprehensive income (“AOCI”) was \$27.8 million (before taxes).
- (2) As of March 31, 2012, the non-credit portion of OTTI recorded in AOCI was \$7.5 million (before taxes).
- (3) As of September 30, 2011, the non-credit portion of OTTI recorded in AOCI was \$37.9 million (before taxes).

See Note 4 for additional information regarding the fair value of available for sale securities.



The contractual maturities, amortized cost, carrying values and current yields for our available for sale securities are as presented below. Since RJ Bank's available for sale securities are backed by mortgages, actual maturities will differ from contractual maturities because borrowers may have the right to prepay obligations without prepayment penalties. Expected maturities of ARS and other securities may differ significantly from contractual maturities, as issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2012					
	Within one year	After one but within five years	After five but within ten years (in thousands)	After ten years		Total
<b>Agency MBS &amp; CMOs:</b>						
Amortized cost	\$-	\$ 84	\$ 93,133	\$ 162,615		\$255,832
Carrying value	-	83	93,076	163,511		256,670
Weighted-average yield	-	0.36 %	0.56 %	0.80 %		0.71 %
<b>Non-agency CMOs:</b>						
Amortized cost	\$-	\$ -	\$ -	\$ 179,282		\$179,282
Carrying value	-	-	-	145,458		145,458
Weighted-average yield	-	-	-	3.15 %		3.15 %
<b>Sub-total agency MBS &amp; CMOs and non-agency CMOs:</b>						
Amortized cost	\$-	\$ 84	\$ 93,133	\$ 341,897		\$435,114
Carrying value	-	83	93,076	308,969		402,128
Weighted-average yield	-	0.36 %	0.56 %	1.91 %		1.59 %
<b>Auction rate securities:</b>						
<b>Municipal obligations</b>						
Amortized cost	\$-	\$ -	\$ 553	\$ 78,824		\$79,377
Carrying value	-	-	543	71,366		71,909
Weighted-average yield	-	-	0.48 %	0.76 %		0.76 %
<b>Preferred securities:</b>						
Amortized cost	\$-	\$ -	\$ -	\$ 99,431		\$99,431
Carrying value	-	-	-	102,092		102,092
Weighted-average yield	-	-	-	0.26 %		0.26 %
<b>Sub-total auction rate securities:</b>						
Amortized cost	\$-	\$ -	\$ 553	\$ 178,255		\$178,808
Carrying value	-	-	543	173,458		174,001
Weighted-average yield	-	-	0.48 %	0.48 %		0.48 %
<b>Other securities:</b>						
Amortized cost	\$-	\$ -	\$ -	\$ 3		\$3
Carrying value	-	-	-	13		13

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Total available for sale securities:									
Amortized cost	\$-	\$ 84	\$ 93,686	\$ 520,155	\$613,925				
Carrying value	-	83	93,619	482,440	576,142				
Weighted-average yield	-	0.36	% 0.56	% 1.42	% 1.29				%

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The gross unrealized losses and fair value, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position, are as follows:

	March 31, 2012					
	Less than 12 months		12 months or more		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
	(in thousands)					
Agency MBS and CMOs	\$74,057	\$(410 )	\$13,888	\$(36 )	\$87,945	\$(446 )
Non-agency CMOs	1,308	(10 )	144,150	(33,814 )	145,458	(33,824 )
ARS municipal obligations	52,802	(7,689 )	-	-	52,802	(7,689 )
Total impaired securities	\$128,167	\$(8,109 )	\$158,038	\$(33,850 )	\$286,205	\$(41,959 )

  

	September 30, 2011					
	Less than 12 months		12 months or more		Total	
	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses	Estimated fair value	Unrealized losses
	(in thousands)					
Agency MBS and CMOs	\$23,366	\$(6 )	\$17,702	\$(21 )	\$41,068	\$(27 )
Non-agency CMOs	1,345	(93 )	144,530	(46,988 )	145,875	(47,081 )
Total impaired securities	\$24,711	\$(99 )	\$162,232	\$(47,009 )	\$186,943	\$(47,108 )

The reference point for determining when securities are in a loss position is the reporting period end. As such, it is possible that a security had a fair value that exceeded its amortized cost on other days during the period.

#### Agency MBS and CMOs

The Federal National Mortgage Association (“FNMA”), the Federal Home Loan Mortgage Corporation (“FHLMC”), as well as the Government National Mortgage Association (“GNMA”), guarantee the contractual cash flows of the agency MBS and CMOs. At March 31, 2012, of the 17 U.S. government-sponsored enterprise MBS and CMOs in an unrealized loss position, nine were in a continuous unrealized loss position for less than 12 months and eight for 12 months or more. We do not consider these securities other-than-temporarily impaired due to the guarantee provided by FNMA, FHLMC, and GNMA as to the full payment of principal and interest, and the fact that we have the ability and intent to hold these securities to maturity.

#### Non-agency CMOs

All individual non-agency securities are evaluated for OTTI on a quarterly basis. Only those non-agency CMOs whose amortized cost basis we do not expect to recover in full are considered to be other than temporarily impaired as we have the ability and intent to hold these securities to maturity. To assess whether the amortized cost basis of non-agency CMOs will be recovered, RJ Bank performs a cash flow analysis for each security. This comprehensive process considers borrower characteristics and the particular attributes of the loans underlying each security. Loan level analysis includes a review of historical default rates, loss severities, liquidations, prepayment speeds and delinquency trends. The historical details, home prices and economic outlook are considered to derive assumptions of default rates, loss severities, delinquencies and prepayment speeds utilized in the discounted cash flow model to project security specific cash flows, which factors in the amount of credit enhancement specific to the security. The

difference between the present value of the cash flows expected and the amortized cost basis is the credit loss and is recorded as OTTI.

The significant assumptions used in the cash flow analysis of non-agency CMOs are as follows:

	March 31, 2012	
	Range	Weighted-average (1)
Default rate	0% - 36.8%	13.7%
Loss severity	14.9% - 71.7%	46.5%
Prepayment rate	0.07% - 17.4%	7.1%

(1) Represents the expected activity for the next twelve months.

At March 31, 2012, 24 of the 25 non-agency CMOs were in a continuous unrealized loss position for 12 months or more and one was in that position for less than 12 months. As of March 31, 2012 and including subsequent ratings changes, \$34 million of the non-agency CMOs were rated investment grade by at least one rating agency, and \$111 million were rated less than investment grade, which ranged from BB to D. Given the comprehensive analysis process utilized, these ratings are not a significant factor in the overall OTTI evaluation process. The unrealized losses at March 31, 2012 were primarily due to the continued interest rate volatility and uncertainty in the markets.

Based on the expected cash flows derived from the model utilized in our analysis, we expect to recover all unrealized losses not already recorded in earnings on our non-agency CMOs. However, it is possible that the underlying loan collateral of these securities will perform worse than current expectations, which may lead to adverse changes in the cash flows expected to be collected on these securities and potential future OTTI losses.

## ARS

Our cost basis in the ARS we hold is the fair value of the securities in the period in which we acquired them (see the ARS repurchase discussion in Note 18 on pages 130 – 131 of our 2011 Form 10-K). Only those ARS whose amortized cost basis we do not expect to recover in full are considered to be other-than-temporarily impaired as we have the ability and intent to hold these securities to maturity.

Within our municipal ARS holdings, we hold Jefferson County, Alabama Limited Obligation School Warrants ARS (“Jeff Co. Schools ARS”) and Jefferson County, Alabama Sewer Revenue Refunding Warrants ARS (“Jeff Co. Sewers ARS”). During the first quarter of our fiscal year 2012, Jefferson County, Alabama filed a voluntary petition for relief under Chapter 9 of the U.S. Bankruptcy Code in the U.S. District Court for the Northern District of Alabama. During the six month period ended March 31, 2012, unrealized losses arose for both the Jeff Co. Schools ARS and the Jeff Co. Sewers ARS based upon a decrease in the fair values of these securities. Based upon the available information as of March 31, 2012, we prepared cash flow forecasts for each of these two ARS for the purpose of determining the amount of any OTTI related to credit losses. We concluded there was no OTTI related to credit losses associated with the Jeff Co. Schools ARS as our expected cash flow forecast indicates that we expect to recover our cost basis in these securities. Refer to the discussion below for the amount of OTTI related to credit losses which we determined regarding the Jeff Co. Sewers ARS.

Other-than-temporarily impaired securities

Although there is no intent to sell either our ARS or our non-agency CMOs and it is not more likely than not that we will be required to sell these securities, we do not expect to recover the entire amortized cost basis of certain securities within these portfolios.

Changes in the amount of OTTI related to credit losses recognized in other revenues on available for sale securities are as follows:

	Three months ended		Six months ended	
	March 31,		March 31,	
	2012	2011	2012	2011
	(in thousands)			
Amount related to credit losses on securities we held at the beginning of the period	\$24,402	\$20,995	\$22,306	\$18,816
Additions to the amount related to credit loss for which an OTTI was not previously recognized	-	213	462	213
Decreases to the amount related to credit loss for securities sold during the period	-	(6,744 )	-	(6,744 )
Additional increases to the amount related to credit loss for which an OTTI was previously recognized	1,337	3,006	2,971	5,185
Amount related to credit losses on securities we held at the end of the period	\$25,739	\$17,470	\$25,739	\$17,470

For the three and six months ended March 31, 2012 credit losses for which an OTTI was previously recognized were primarily due to high loss severities on individual loan collateral of certain non-agency CMOs and the expected continuation of high default levels and collateral losses into calendar year 2012. For the six months ended March 31, 2012 credit losses related to securities for which an OTTI was not previously recognized arise from Jeff Co. Sewers ARS, and reflect the portion of our amortized cost basis that we do not expect to receive based upon the present value of our most recent projected cash flows for that security.

#### NOTE 7 – BANK LOANS, NET

Bank client receivables are comprised of loans originated or purchased by RJ Bank and include commercial and industrial (“C&I”) loans, commercial and residential real estate loans, as well as consumer loans. These receivables are collateralized by first or second mortgages on residential or other real property, other assets of the borrower, or are unsecured.

For a discussion of our accounting policies regarding bank loans and allowances for losses, including the policies regarding loans held for investment, loans held for sale, off-balance sheet loan commitments, nonperforming assets, troubled debt restructurings (“TDRs”), impaired loans, the allowance for loan losses and reserve for unfunded lending commitments, and loan charge-off policies, see Note 1, pages 88 – 92, in our 2011 Form 10-K.

We segregate our loan portfolio into five loan portfolio segments: C&I, commercial real estate (“CRE”), CRE construction, residential mortgage and consumer. These portfolio segments also serve as the portfolio loan classes for purposes of credit analysis, except for residential mortgage loans which are further disaggregated into residential first mortgage and residential home equity classes.

The following table presents the balances for both the held for sale and held for investment loan portfolios as well as the associated percentage of each portfolio segment in RJ Bank’s total loan portfolio:

	March 31, 2012		September 30, 2011		
	Balance	%	Balance	%	
(\$ in thousands)					
Loans held for sale, net(1)	\$99,255	1	% \$102,236	2	%
Loans held for investment:					
C&I loans	4,820,364	63	% 4,100,939	61	%
CRE construction loans	50,010	1	% 29,087	-	
CRE loans	937,570	12	% 742,889	11	%
Residential mortgage loans	1,726,132	23	% 1,756,486	26	%
Consumer loans	40,553	-	7,438	-	
Total loans held for investment	7,574,629		6,636,839		
Net unearned income and deferred expenses	(83,378 )		(45,417 )		
Total loans held for investment, net(1)	7,491,251		6,591,422		
Total loans held for sale and investment	7,590,506	100	% 6,693,658	100	%
Allowance for loan losses	(144,678 )		(145,744 )		
Bank loans, net	\$7,445,828		\$6,547,914		

(1)

Net of unearned income and deferred expenses, which includes purchase premiums, purchase discounts, and net deferred origination fees and costs.

RJ Bank purchased or originated \$168.8 million and \$277.9 million of loans held for sale during the three and six months ended March 31, 2012, respectively and \$52.6 million and \$81.8 million for the three and six months ended March 31, 2011, respectively. There were proceeds from the sale of held for sale loans of \$45.6 million and \$65.7 million for the three and six months ended March 31, 2012, respectively, resulting in net gains of \$307 thousand and \$524 thousand, respectively. There were proceeds from the sale of held for sale loans of \$25 million and \$51.3 million for the three and six months ended March 31, 2011, respectively, resulting in net gains of \$315 thousand and \$574 thousand, respectively. These gains were recorded in other revenues on our Condensed Consolidated Statements of Income and Comprehensive Income.



The following table presents purchases and sales of any loans held for investment by portfolio segment:

	Three months ended March 31,				Six months ended March 31,			
	2012		2011		2012		2011	
	Purchases	Sales	Purchases	Sales	Purchases	Sales	Purchases	Sales
	(in thousands)							
C&I loans(1)	\$239,108	\$26,358	\$6,930	\$12,912	\$288,860	\$32,238	\$6,930	\$15,879
CRE construction(1)	31,074	-	-	-	31,074	-	-	-
CRE loans(1)	121,402	-	-	-	121,402	-	-	-
Residential mortgage loans	4,720	-	460	-	33,104	-	40,423	-
<b>Total</b>	<b>\$396,304</b>	<b>\$26,358</b>	<b>\$7,390</b>	<b>\$12,912</b>	<b>\$474,440</b>	<b>\$32,238</b>	<b>\$47,353</b>	<b>\$15,879</b>

(1) Includes a total of \$367 million for a Canadian loan portfolio purchased during the three months ended March 31, 2012, which was comprised of \$219 million C&I, \$31 million of CRE construction and \$117 million of CRE loans.

The following table presents the comparative data for nonperforming loans held for investment and total nonperforming assets:

	March 31, 2012	September 30, 2011
	(\$ in thousands)	
Nonaccrual loans:		
C&I loans	\$6,230	\$ 25,685
CRE loans	9,441	15,842
Residential mortgage loans:		
First mortgage loans	86,970	90,992
Home equity loans/lines	171	67
<b>Total nonaccrual loans</b>	<b>102,812</b>	<b>132,586</b>
Accruing loans which are 90 days past due:		
Residential mortgage loans:		
First mortgage loans	-	690
Home equity loans/lines	-	47
<b>Total accruing loans which are 90 days past due</b>	<b>-</b>	<b>737</b>
<b>Total nonperforming loans</b>	<b>102,812</b>	<b>133,323</b>
Real estate owned and other repossessed assets, net:		
CRE	6,178	7,707
Residential:		
First mortgage	7,792	6,852
Home equity	13	13
<b>Total</b>	<b>13,983</b>	<b>14,572</b>
<b>Total nonperforming assets, net</b>	<b>\$116,795</b>	<b>\$ 147,895</b>
<b>Total nonperforming assets, net as a % of RJ Bank total assets</b>	<b>1.30</b>	<b>% 1.64</b>

The table of nonperforming assets above excludes \$11.8 million and \$10.3 million as of March 31, 2012 and September 30, 2011, respectively, of residential TDRs which were returned to accrual status in accordance with our policy.

As of March 31, 2012 and September 30, 2011, RJ Bank had no outstanding commitments on nonperforming loans.

The gross interest income related to the nonperforming loans reflected in the previous table, which would have been recorded had these loans been current in accordance with their original terms, totaled \$1.4 million and \$2.5 million for the three and six months ended March 31, 2012, respectively and \$2.1 million and \$3.7 million for the three and six months ended March 31, 2011. The interest income recognized on nonperforming loans was \$324 thousand and \$970 thousand for the three and six months ended March 31, 2012, respectively and \$116 thousand and \$417 thousand for the three and six months ended March 31, 2011.

The following table presents an analysis of the payment status of loans held for investment:

	30-59 days	60-89 days	90 days or more	Total past due (in thousands)	Current	Total loans held for investment (1)
As of March 31, 2012:						
C&I loans	\$231	\$-	\$-	\$231	\$4,820,133	\$ 4,820,364
CRE construction loans	-	-	-	-	50,010	50,010
CRE loans	-	-	4,997	4,997	932,573	937,570
Residential mortgage loans:						
First mortgage loans	10,429	6,520	60,349	77,298	1,621,118	1,698,416
Home equity loans/lines	338	-	65	403	27,313	27,716
Consumer loans	-	-	-	-	40,553	40,553
Total loans held for investment, net	\$10,998	\$6,520	\$65,411	\$82,929	\$7,491,700	\$ 7,574,629

As of September 30, 2011:

C&I loans	\$-	\$-	\$-	\$-	\$4,100,939	\$4,100,939
CRE construction loans	-	-	-	-	29,087	29,087
CRE loans	-	-	5,053	5,053	737,836	742,889
Residential mortgage loans:						
First mortgage loans	6,400	6,318	61,870	74,588	1,651,181	1,725,769
Home equity loans/lines	88	-	114	202	30,515	30,717
Consumer loans	-	-	-	-	7,438	7,438
Total loans held for investment, net	\$6,488	\$6,318	\$67,037	\$79,843	\$6,556,996	\$6,636,839

(1) Excludes any net unearned income and deferred expenses.

The following table provides a summary of RJ Bank's impaired loans:

	March 31, 2012			September 30, 2011		
	Gross recorded investment	Unpaid principal balance	Allowance for losses	Gross recorded investment	Unpaid principal balance	Allowance for losses
(in thousands)						
Impaired loans with allowance for loan losses:(1)						
C&I loans	\$6,230	\$12,558	\$3,400	\$25,685	\$26,535	\$8,478
CRE loans	18	27	1	6,122	6,131	1,014
Residential mortgage loans:						
First mortgage loans	79,489	119,732	10,300	83,471	123,202	10,226
Home equity loans/lines	128	128	18	128	128	20
Total	85,865	132,445	13,719	115,406	155,996	19,738

Impaired loans without allowance for loan losses:(2)

CRE loans	9,423	18,477	-	9,720	20,648	-
Residential - first mortgage loans	7,992	12,405	-	6,553	10,158	-
<b>Total</b>	<b>17,415</b>	<b>30,882</b>	<b>-</b>	<b>16,273</b>	<b>30,806</b>	<b>-</b>
Total impaired loans	\$103,280	\$163,327	\$13,719	\$131,679	\$186,802	\$19,738

(1) Impaired loan balances have had reserves established based upon management's analysis.

(2) When the discounted cash flow, collateral value or market value equals or exceeds the carrying value of the loan, then the loan does not require an allowance. These are generally loans in process of foreclosure that have already been adjusted to fair value.

The table above includes \$6.2 million C&I, \$4.4 million CRE, \$25.2 million residential first mortgage and \$128 thousand residential home equity TDRs at March 31, 2012. In addition, the table above includes \$12 million C&I, \$4.7 million CRE, \$23.3 million residential first mortgage and \$128 thousand residential home equity TDRs at September 30, 2011.

The average balance of the total impaired loans and the related interest income recognized in the Condensed Consolidated Statements of Income and Comprehensive Income are as follows:

	Three months ended		Six months ended		
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011	
(in thousands)					
Average impaired loan balance:					
C&I loans	\$7,094	\$-	\$ 13,476	\$ -	
CRE loans	13,309	46,923	14,567	46,998	
Residential mortgage loans:					
First mortgage loans	88,062	85,442	(1) 88,336	84,923	(1)
Home equity loans/lines	141	143	135	144	
Total	\$108,606	\$132,508	\$ 116,514	\$ 132,065	
Interest income recognized:					
Residential mortgage loans:					
First mortgage loans	\$251	\$131	(1) \$ 643	\$ 413	(1)
Home equity loans/lines	1	1	2	2	
Total	\$252	\$132	\$ 645	\$ 415	

(1) In order to enhance the comparability of amounts presented, the March 31, 2011 amount includes nonaccrual loans, or related interest income, as applicable, for which a charge-off had been recorded. The amount originally reported for this period did not include such loans.

During the three and six months ended March 31, 2012 and 2011, RJ Bank granted concessions to borrowers having financial difficulties, for which the resulting modification was deemed a TDR. The concessions granted for first mortgage residential loans were generally interest rate reductions and interest capitalization. The table below presents the impact TDRs which occurred during the respective periods presented had on our condensed consolidated financial statements:

	Number of contracts	Pre-modification outstanding recorded investment (\$ in thousands)	Post-modification outstanding recorded investment
Three months ended March 31, 2012:			
Residential – first mortgage loans	4	\$ 1,197	\$ 1,343
Three months ended March 31, 2011:			
Residential – first mortgage loans	9	\$ 3,930	\$ 4,159
Six months ended March 31, 2012:			
Residential – first mortgage loans	9	\$ 3,411	\$ 3,666
Six months ended March 31, 2011:			
Residential – first mortgage loans	15	\$ 6,696	\$ 7,024

During the three and six months ended March 31, 2012, there were five and seven residential first mortgage TDRs with a recorded investment of \$2.3 million and \$3.2 million, respectively, for which there was a payment default and for which the respective loan was modified as a TDR within the 12 months prior to the default. During the six months ended March 31, 2011, there were two residential first mortgage TDRs with a recorded investment of \$736 thousand for which there was a payment default and for which the respective loan was modified as a TDR within the 12 months prior to the default. There were no TDRs for the three months ended March 31, 2011 for which there was a payment default and for which the respective loans were modified as TDRs within the 12 months prior to the default.

The credit quality of RJ Bank's loan portfolio is summarized monthly by management using the standard asset classification system utilized by bank regulators for the residential and consumer loan portfolios and internal risk ratings, which correspond to the same standard asset classifications for the corporate loan portfolio. These classifications are divided into three groups: Not Classified (Pass), Special Mention, and Classified or Adverse Rating (Substandard, Doubtful and Loss) and are defined as follows:

Pass – Loans which are well protected by the current net worth and paying capacity of the obligor (or guarantors, if any) or by the fair value, less costs to acquire and sell, of any underlying collateral in a timely manner.

Special Mention – Loans which have potential weaknesses that deserve management's close attention. These loans are not adversely classified and do not expose RJ Bank to sufficient risk to warrant an adverse classification.

Substandard – Loans which are inadequately protected by the current sound worth and paying capacity of the obligor or by the collateral pledged, if any. Loans with this classification are characterized by the distinct possibility that RJ Bank will sustain some loss if the deficiencies are not corrected.

Doubtful – Loans which have all the weaknesses inherent in loans classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable on the basis of currently known facts, conditions and values.

Loss – Loans which are considered by management to be uncollectible and of such little value that their continuance on RJ Bank’s books as an asset, without establishment of a specific valuation allowance or charge-off, is not warranted. RJ Bank does not have any loan balances within this classification as in accordance with its accounting policy, loans, or a portion thereof considered to be uncollectible, are charged-off prior to the assignment of this classification.

RJ Bank’s credit quality of its held for investment loan portfolio is as follows:

	C&I	CRE construction	CRE	Residential mortgage First mortgage (in thousands)	Home equity	Consumer	Total
As of March 31, 2012:							
Pass	\$4,656,534	\$ 50,010	\$788,680	\$1,580,664	\$27,417	\$40,553	\$7,143,858
Special mention (1)	125,604	-	107,654	29,561	128	-	262,947
Substandard (1)	31,996	-	36,792	88,191	171	-	157,150
Doubtful (1)	6,230	-	4,444	-	-	-	10,674
Total	\$4,820,364	\$ 50,010	\$937,570	\$1,698,416	\$27,716	\$40,553	\$7,574,629
As of September 30, 2011:							
Pass	\$3,906,358	\$ 29,087	\$572,124	\$1,607,327	\$30,319	\$7,438	\$6,152,653
Special mention (1)	88,889	-	76,021	23,684	170	-	188,764
Substandard (1)	93,658	-	90,058	94,758	228	-	278,702
Doubtful (1)	12,034	-	4,686	-	-	-	16,720
Total	\$4,100,939	\$ 29,087	\$742,889	\$1,725,769	\$30,717	\$7,438	\$6,636,839

(1) Loans classified as special mention, substandard or doubtful are all considered to be “criticized” loans.

The credit quality of RJ Bank’s residential first mortgage loan portfolio is additionally assessed utilizing updated loan-to-value (“LTV”) ratios. RJ Bank further segregates all of its performing residential first mortgage loan portfolio with higher reserve percentages allocated to the higher LTV loans. Current LTVs are updated using the most recently available information (generally on a quarter lag) and are estimated based on the initial appraisal obtained at the time of origination, adjusted using relevant market indices for housing price changes that have occurred since origination. The value of the homes could vary from actual market values due to change in the condition of the underlying property, variations in housing price changes within metropolitan statistical areas and other factors.

The table below presents the most recently available update of the performing residential first mortgage loan portfolio summarized by current LTV:

	Balance(1) (in thousands)
LTV range:	
LTV less than 50%	\$ 292,339
LTV greater than 50% but less than 80%	413,981
LTV greater than 80% but less than 100%	259,248
LTV greater than 100%, but less than 120%	272,106
LTV greater than 120% but less than 140%	106,302
LTV greater than 140%	63,674
Total	\$ 1,407,650

(1) Excludes loans that have full repurchase recourse for any delinquent loans.



Changes in the allowance for loan losses of RJ Bank by portfolio segment are as follows:

	Loans held for sale	Loans held for investment						Total
		C&I	CRE construction	CRE (in thousands)	Residential mortgage	Consumer		
Three months ended								
March 31, 2012:								
Balance at beginning of period:	\$-	\$84,086	\$ 105	\$30,427	\$32,864	\$21	\$147,503	
Provision for loan losses	-	2,235	(1) 636	(1) (2,728)	(1) 4,985	26	5,154	
Net charge-offs:								
Charge-offs	-	(2,068 )	-	(1,000 )	(5,329 )	-	(8,397 )	
Recoveries	-	-	-	118	222	5	345	
Net charge-offs	-	(2,068 )	-	(882 )	(5,107 )	5	(8,052 )	
Foreign exchange translation adjustment	-	47	8	18	-	-	73	
Balance at March 31, 2012	\$-	\$84,300	\$ 749	\$26,835	\$32,742	\$52	\$144,678	
Six months ended								
March 31, 2012:								
Balance at beginning of period:	\$5	\$81,267	\$ 490	\$30,752	\$33,210	\$20	\$145,744	
Provision for loan losses	(5 )	8,203	(1) 251	(1) (3,483)	(1) 7,584	60	12,610	
Net charge-offs:								
Charge-offs	-	(5,217 )	-	(1,000 )	(8,586 )	(38 )	(14,841 )	
Recoveries	-	-	-	548	534	10	1,092	
Net charge-offs	-	(5,217 )	-	(452 )	(8,052 )	(28 )	(13,749 )	
Foreign exchange translation adjustment	-	47	8	18	-	-	73	
Balance at March 31, 2012	\$-	\$84,300	\$ 749	\$26,835	\$32,742	\$52	\$144,678	

- (1) There were additional provisions for loan losses recorded during the three months ended March 31, 2012 of \$3.3 million, \$558 thousand, and \$1.3 million for C&I, CRE construction, and CRE loans, respectively, related to a Canadian loan portfolio RJ Bank purchased during the period.

	Loans held for sale	C&I	Loans held for investment			Consumer	Total
			CRE construction	CRE	Residential mortgage		
(in thousands)							
Three months ended							
March 31, 2011:							
Balance at beginning of period:	\$48	\$59,978	\$2,672	\$48,606	\$34,698	\$22	\$146,024
Provision for loan losses	(44 )	4,800	73	(1,122 )	4,894	36	8,637
Net charge-offs:							
Charge-offs	-	(82 )	-	(3,481 )	(5,790 )	(40 )	(9,393 )
Recoveries	-	-	-	179	667	1	847
Net charge-offs	-	(82 )	-	(3,302 )	(5,123 )	(39 )	(8,546 )
Balance at March 31, 2011	\$4	\$64,696	\$2,745	\$44,182	\$34,469	\$19	\$146,115
Six months ended							
March 31, 2011:							
Balance at beginning of period:	\$23	\$60,464	\$4,473	\$47,771	\$34,297	\$56	\$147,084
Provision for loan losses	(19 )	4,314	(1,728 )	6,062	11,238	2	19,869
Net charge-offs:							
Charge-offs	-	(82 )	-	(9,930 )	(12,105 )	(40 )	(22,157 )
Recoveries	-	-	-	279	1,039	1	1,319
Net charge-offs	-	(82 )	-	(9,651 )	(11,066 )	(39 )	(20,838 )
Balance at March 31, 2011	\$4	\$64,696	\$2,745	\$44,182	\$34,469	\$19	\$146,115

The following table presents, by loan portfolio segment, RJ Bank's recorded investment and related allowance for loan losses:

	Loans held for sale	Loans held for investment					Total
		C&I	CRE construction	CRE	Residential mortgage	Consumer	
(in thousands)							
March 31, 2012:							
Allowance for loan losses:							
Individually evaluated for impairment	\$-	\$3,400	\$-	\$1	\$3,223	\$-	\$6,624
Collectively evaluated for impairment	-	80,900	749	26,834	29,519	52	138,054
Total allowance for loan losses	\$-	\$84,300	\$749	\$26,835	\$32,742	\$52	\$144,678
Loan category as a % of total recorded investment							
	1	% 63	% 1	% 12	% 23	% -	100
Recorded investment:(1)							
Individually evaluated for impairment	\$-	\$6,230	\$-	\$9,441	\$25,371	\$-	\$41,042
Collectively evaluated for impairment	90,731	4,814,134	50,010	928,129	1,700,761	40,553	7,624,318
Total recorded investment	\$90,731	\$4,820,364	\$50,010	\$937,570	\$1,726,132	\$40,553	\$7,665,360
September 30, 2011:							
Allowance for loan losses:							
Individually evaluated for impairment	\$-	\$8,478	\$-	\$1,014	\$2,642	\$-	\$12,134
Collectively evaluated for impairment	5	72,789	490	29,738	30,568	20	133,610

Total allowance for loan losses	\$5	\$81,267	\$490	\$30,752	\$33,210	\$20	\$145,744	
Loan category as a % of total recorded investment	2	% 61	% -	11	% 26	% -	100	%
Recorded investment:(1)								
Individually evaluated for impairment	\$-	\$25,685	\$-	\$15,842	\$23,453	\$-	\$64,980	
Collectively evaluated for impairment	92,748	4,075,254	29,087	727,047	1,733,033	7,438	6,664,607	
Total recorded investment	\$92,748	\$4,100,939	\$29,087	\$742,889	\$1,756,486	\$7,438	\$6,729,587	

(1) Excludes any net unearned income and deferred expenses.

RJ Bank had no recorded investment in loans acquired with deteriorated credit quality as of either March 31, 2012 or September 30, 2011.

The reserve for unfunded lending commitments, included in trade and other payables on our Condensed Consolidated Statements of Financial Condition, was \$10.9 million and \$10.4 million at March 31, 2012 and September 30, 2011, respectively.

## NOTE 8 – VARIABLE INTEREST ENTITIES

A VIE requires consolidation by the entity’s primary beneficiary. We evaluate all of the entities in which we are involved to determine if the entity is a VIE and if so, whether we hold a variable interest and are the primary beneficiary.

We hold variable interests in the following VIE’s: Raymond James Employee Investment Funds I and II (the “EIF Funds”), a trust fund established for employee retention purposes (“Restricted Stock Trust Fund”), certain low-income housing tax credit (“LIHTC”) funds (“LIHTC Funds”), various other partnerships and limited liability companies (“LLCs”) involving real estate (“Other Real Estate Limited Partnerships and LLCs”) and certain funds formed for the purpose of making and managing investments in securities of other entities (“Managed Funds”).

Refer to Note 1, pages 94 – 97 in our 2011 Form 10-K for a description of our principal involvement with VIEs and the accounting policies regarding the determinations of whether we are deemed to be the primary beneficiary of any VIEs which we hold a variable interest. As of March 31, 2012, there have been no significant changes in either the nature of our involvement with, or the accounting policies associated with the analysis of, VIEs as described in the 2011 Form 10-K referenced above.

Raymond James Tax Credit Funds, Inc., a wholly owned subsidiary of RJF (“RJTCF”), is the managing member or general partner in LIHTC Funds having one or more investor members or limited partners. These LIHTC Funds are organized as limited partnerships or LLCs for the purpose of investing in a number of project partnerships, which are limited partnerships or LLCs that in turn purchase and develop low-income housing properties qualifying for tax credits.

VIEs where we are the primary beneficiary

Of the VIEs in which we hold an interest, we have determined that the EIF Funds, the Restricted Stock Trust Fund and certain LIHTC Funds require consolidation in our financial statements as we are deemed the primary beneficiary of those VIEs. The aggregate assets and liabilities of the entities we consolidate are provided in the table below.

	Aggregate assets (1)	Aggregate liabilities (1)
	(in thousands)	
March 31, 2012:		
LIHTC Funds	\$241,381	\$ 105,659
Guaranteed LIHTC Fund(2)	85,322	1,094
Restricted Stock Trust Fund	15,219	9,852
EIF Funds	13,904	-
Total	\$355,826	\$ 116,605
September 30, 2011:		
LIHTC Funds	\$257,631	\$ 121,908
Guaranteed LIHTC Fund(2)	87,811	10,424
Restricted Stock Trust Fund	8,099	4,630
EIF Funds	16,223	-
Total	\$369,764	\$ 136,962

(1) Aggregate assets and aggregate liabilities differ from the consolidated carrying value of assets and liabilities due to the elimination of intercompany assets and liabilities held by the consolidated VIE.

- (2) In connection with one of the multi-investor tax credit funds in which RJTCF is the managing member, RJTCF has provided the investor members with a guaranteed return on their investment in the fund (the “Guaranteed LIHTC Fund”).

The following table presents information about the carrying value of the assets, liabilities and equity of the VIEs which we consolidate and are included within our Condensed Consolidated Statements of Financial Condition. The noncontrolling interests presented in this table represent the portion of these net assets which are not ours.

	March 31, 2012	September 30, 2011
	(in thousands)	
Assets:		
Assets segregated pursuant to regulations and other segregated assets	\$13,801	\$ 18,317
Receivables, other	6,514	11,288
Investments in real estate partnerships held by consolidated variable interest entities	306,040	320,384
Trust fund investment in RJF common stock (1)	15,219	8,099
Prepaid expenses and other assets	14,851	17,197
Total assets	\$356,425	\$ 375,285
Liabilities and equity:		
Loans payable of consolidated variable interest entities (2)	\$90,950	\$ 99,982
Trade and other payables	2,739	5,353
Intercompany payables	8,931	6,904
Total liabilities	102,620	112,239
RJF Equity	6,028	5,537
Noncontrolling interests	247,777	257,509
Total equity	253,805	263,046
Total liabilities and equity	\$356,425	\$ 375,285

(1) Included in treasury stock in our Condensed Consolidated Statements of Financial Condition.

(2) Comprised of several non-recourse loans. We are not contingently liable under any of these loans.

The following table presents information about the net loss of the VIEs which we consolidate and are included within our Condensed Consolidated Statements of Income and Comprehensive Income. The noncontrolling interests presented in this table represent the portion of the net loss from these VIEs which are not ours.

	Three months ended		Six months ended March 31,	
	March 31, 2012	2011	2012	2011
	(in thousands)			
Revenues:				
Interest	\$1	\$1	\$ 2	\$ 1
Other	220	2,656	553	2,591
Total revenues	221	2,657	555	2,592
Interest expense	1,356	1,578	2,661	3,133
Net (expense) revenues	(1,135 )	1,079	(2,106 )	(541 )
Non-interest expenses	11,257	5,990	16,188	9,661
Net loss including noncontrolling interests	(12,392 )	(4,911 )	(18,294 )	(10,202 )
Net loss attributable to noncontrolling interests	(12,357 )	(4,629 )	(18,785 )	(9,628 )
Net income (loss) attributable to RJF	\$(35 )	\$(282 )	\$ 491	\$ (574 )

Low-income housing tax credit funds

RJTCF is the managing member or general partner in approximately 77 separate low-income housing tax credit funds having one or more investor members or limited partners. RJTCF has concluded that it is the primary beneficiary of 11 of the 76 non-guaranteed LIHTC Funds it has sponsored and, accordingly, consolidates these funds. In addition, RJTCF consolidates the one Guaranteed LIHTC Fund it sponsors. See Note 14 for further discussion of the guarantee obligation as well as other RJTCF commitments.



VIEs where we hold a variable interest but we are not the primary beneficiary

The aggregate assets, liabilities, and our exposure to loss from those VIEs in which we hold a variable interest, but concluded we are not the primary beneficiary, are provided in the table below.

	March 31, 2012			September 30, 2011		
	Aggregate assets	Aggregate liabilities	Our risk of loss (in thousands)	Aggregate assets	Aggregate liabilities	Our risk of loss
LIHTC Funds	\$1,871,920	\$716,776	\$36,115	\$1,582,764	\$533,311	\$37,733
Other Real Estate Limited Partnerships and LLCs	32,097	35,688	1,454	39,344	35,467	8,068
<b>Total</b>	<b>\$1,904,017</b>	<b>\$752,464</b>	<b>\$37,569</b>	<b>\$1,622,108</b>	<b>\$568,778</b>	<b>\$45,801</b>

VIEs where we hold a variable interest but we are not required to consolidate

The aggregate assets, liabilities, and our exposure to loss from Managed Funds in which we hold a variable interest are provided in the table below:

	March 31, 2012			September 30, 2011		
	Aggregate assets	Aggregate liabilities	Our risk of loss (in thousands)	Aggregate assets	Aggregate liabilities	Our risk of loss
Managed Funds	\$13,322	\$-	\$830	\$12,813	\$-	\$834

#### NOTE 9 – BANK DEPOSITS

Bank deposits include Negotiable Order of Withdrawal (“NOW”) accounts, demand deposits, savings and money market accounts and certificates of deposit. The following table presents a summary of bank deposits including the weighted-average rate:

	March 31, 2012		September 30, 2011	
	Balance	Weighted-average rate (1) (\$ in thousands)	Balance	Weighted-average rate (1)
Bank deposits:				
NOW accounts	\$5,060	0.01 %	\$4,183	0.01 %
Demand deposits (non-interest-bearing)	19,237	-	21,663	-
Savings and money market accounts	7,581,697	0.04 %	7,468,136	0.08 %
Certificates of deposit	307,852	2.19 %	245,340	2.37 %
<b>Total bank deposits(2)</b>	<b>\$7,913,846</b>	<b>0.12 %</b>	<b>\$7,739,322</b>	<b>0.15 %</b>

(1) Weighted-average rate calculation is based on the actual deposit balances at March 31, 2012 and September 30, 2011, respectively.

- (2) Bank deposits exclude affiliate deposits of approximately \$3 million and \$250 million at March 31, 2012 and September 30, 2011, respectively.

RJ Bank's savings and money market accounts in the table above consist primarily of deposits that are cash balances swept from the investment accounts maintained at our wholly owned broker-dealer subsidiary Raymond James & Associates ("RJ&A"). These balances are held in Federal Deposit Insurance Corporation ("FDIC") insured bank accounts through the Raymond James Bank Deposit Program ("RJBDP") administered by RJ&A.

Scheduled maturities of certificates of deposit are as follows:

	March 31, 2012		September 30, 2011	
	Denominations greater than or equal to \$100,000	Denominations less than \$100,000	Denominations greater than or equal to \$100,000	Denominations less than \$100,000
	(in thousands)			
Three months or less	\$10,024	\$ 8,316	\$7,403	\$ 7,977
Over three through six months	3,899	10,362	6,408	6,153
Over six through twelve months	10,295	11,209	6,711	15,103
Over one through two years	21,045	24,323	19,567	19,862
Over two through three years	23,637	28,929	10,045	17,286
Over three through four years	30,374	34,309	29,136	36,271
Over four through five years	51,576	39,554	34,349	29,069
Total	\$150,850	\$ 157,002	\$113,619	\$ 131,721

Interest expense on deposits is summarized as follows:

	Three months ended March 31,		Six months ended March 31,	
	2012	2011	2012	2011
	(in thousands)			
Certificates of deposit	\$1,633	\$1,541	\$3,121	\$3,129
Money market, savings and NOW accounts(1)	704	1,799	1,459	3,628
Total interest expense on deposits	\$2,337	\$3,340	\$4,580	\$6,757

(1) Interest expense on affiliate deposits for the three month period ended March 31, 2012 was insignificant. For the six month period ended March 31, 2012, excludes interest expense on affiliate deposits of \$75 thousand.

#### NOTE 10 – OTHER BORROWINGS

The following table details the components of other borrowings:

	March 31, 2012	September 30, 2011
	(in thousands)	
Other borrowings:		
Borrowings on secured lines of credit (1)	\$99,000	\$ -
Borrowings on unsecured lines of credit (2)	250,600	-
Total other borrowings	\$349,600	\$ -

(1) Any borrowings on secured lines of credit are day-to-day and are generally utilized to finance certain fixed income securities.

- (2) Any borrowings on unsecured lines of credit are day-to-day and are generally utilized for cash management purposes.

As of March 31, 2012 and September 30, 2011, we had no advances outstanding from the Federal Home Loan Bank.

As of March 31, 2012, there were other collateralized financings outstanding in the amount of \$137 million. As of September 30, 2011, there were other collateralized financings outstanding in the amount of \$188.8 million. These other collateralized financings are included in securities sold under agreements to repurchase on the Condensed Consolidated Statements of Financial Condition. These financings are collateralized by non-customer, RJ&A-owned securities.

## NOTE 11 – CORPORATE DEBT

The following summarizes our corporate debt:

	March 31, 2012	September 30, 2011
	(in thousands)	
Mortgage notes payable (1)	\$51,056	\$ 52,754
4.25% senior notes, due 2016, net of unamortized discount of \$405 thousand and \$455 thousand at March 31, 2012 and September 30, 2011, respectively (2)	249,595	249,545
8.60% senior notes, due 2019, net of unamortized discount of \$37 thousand and \$40 thousand at March 31, 2012 and September 30, 2011, respectively (3)	299,963	299,960
5.625% senior notes, due 2024, net of unamortized discount of \$994 thousand at March 31, 2012 (4)	249,006	-
6.90% senior notes, due 2042(5)	350,000	-
Other financings (6)	6,044	9,709
Total corporate debt	\$1,205,664	\$ 611,968

- (1) Mortgage notes payable pertain to mortgage loans on our headquarters office complex. These mortgage loans are secured by land, buildings, and improvements with a net book value of \$57.9 million at March 31, 2012. These mortgage loans bear interest at 5.7% with repayment terms of monthly interest and principal debt service and a January 2023 maturity.
- (2) In April 2011, we sold in a registered underwritten public offering, \$250 million in aggregate principal amount of 4.25% senior notes due April 2016. Interest on these senior notes is payable semi-annually. We may redeem some or all of these senior notes at any time prior to their maturity at a redemption price equal to the greater of (i) 100% of the principal amount of the notes to be redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon, discounted to the redemption date at a discount rate equal to a designated U.S. Treasury rate, plus 30 basis points, plus accrued and unpaid interest thereon to the redemption date.
- (3) In August 2009, we sold in a registered underwritten public offering, \$300 million in aggregate principal amount of 8.60% senior notes due August 2019. Interest on these senior notes is payable semi-annually. We may redeem some or all of these senior notes at any time prior to their maturity, at a redemption price equal to the greater of (i) 100% of the principal amount of the notes redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon, discounted to the redemption date at a discount rate equal to a designated U.S. Treasury rate, plus 50 basis points, plus accrued and unpaid interest thereon to the redemption date.
- (4) In March 2012, we sold in a registered underwritten public offering, \$250 million in aggregate principal amount of 5.625% senior notes due April 2024. Interest on these senior notes is payable semi-annually. We may redeem some or all of these senior notes at any time prior to their maturity, at a redemption price equal to the greater of (i) 100% of the principal amount of the notes redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon, discounted to the redemption date at a discount rate equal to a designated U.S. Treasury rate, plus 50 basis points, plus accrued and unpaid interest thereon to the redemption date.

- (5) In March 2012, we sold in a registered underwritten public offering, \$350 million in aggregate principal amount of 6.90% senior notes due March 2042. Interest on these senior notes is payable quarterly in arrears on March 15, June 15, September 15 and December 15, commencing on June 15, 2012. On or after March 15, 2017, we may redeem some or all of the senior notes at any time at the redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued interest thereon to the redemption date.
- (6) This financing balance pertains to term loan financing of Raymond James European Securities, S.A.S. (“RJES”). The term loan bears interest at a variable rate indexed to the Euro Interbank Offered Rate and is secured by certain assets of RJES. The repayment terms include annual principal repayments and a September 2013 maturity.

Our corporate debt as of March 31, 2012, based upon its contractual terms, matures as follows:

	March 31, 2012 (in thousands)
During the six months ending September 30, 2012	\$ 4,720
Fiscal 2013	6,718
Fiscal 2014	3,860
Fiscal 2015	4,086
Fiscal 2016	253,920
Fiscal 2017 and thereafter	932,360
Total	\$ 1,205,664

## NOTE 12 – DERIVATIVE FINANCIAL INSTRUMENTS

### Derivatives arising from our fixed income business operations

We enter into interest rate swaps and futures contracts either as part of our fixed income business to facilitate customer transactions, to hedge a portion of our trading inventory, or for our own account. The majority of our derivative positions are executed in the over-the-counter market with financial institutions. These positions are recorded at fair value with the related gain or loss and interest recorded in earnings within the Condensed Consolidated Statements of Income and Comprehensive Income. The revenue related to the interest rate contracts includes realized and unrealized gains and losses on derivative instruments. Cash flows related to these fixed income interest rate contracts are included as operating activities (the “trading instruments, net” line) on the Condensed Consolidated Statements of Cash Flows for the period.

None of the derivatives described above are designated as fair value or cash flow hedges.

### Derivatives arising from RJ Bank’s business operations

On February 29, 2012, a Canadian subsidiary of RJ Bank commenced operations as a result of a purchase of substantially all of a foreign bank’s Canadian corporate loan portfolio. U.S. subsidiaries of RJ Bank utilize forward foreign exchange contracts to hedge RJ Bank’s foreign currency exposure due to its non-U.S. dollar net investment. RJ Bank has entered into three-month forward contracts which are recorded at fair value on the Condensed Consolidated Statements of Financial Condition. The effective portion of the related gain or loss is recorded, net of tax, in shareholders’ equity as part of the cumulative translation adjustment component of AOCI with such balance impacting earnings in the event the net investment is sold or substantially liquidated. Gains and losses on the undesignated portions of these derivative instruments as well as amounts representing hedge ineffectiveness are recorded in earnings in the Condensed Consolidated Statements of Income and Comprehensive Income. Hedge effectiveness is assessed using a method that is based on changes in forward rates at each reporting period. The measurement of hedge ineffectiveness is based on the beginning balance of the foreign net investment at the inception of the hedging relationship and performed using the hypothetical derivative method. However, as the terms of the hedging instrument and hypothetical derivative match at inception, there is no expected ineffectiveness to be recorded in earnings. Cash flows related to these derivative contracts are classified within operating activities in the Condensed Consolidated Statements of Cash Flows.

### Description of the collateral we hold related to our derivative contracts

We elect to net-by-counterparty derivative contracts entered into by our fixed income trading group and RJ Bank’s U.S. subsidiaries. Certain of these contracts contain a legally enforceable master netting arrangement that allows for netting of all derivative transactions with each counterparty and, therefore, the fair value of those derivative contracts are netted by counterparty in the Condensed Consolidated Statements of Financial Condition. The credit support annex related to the interest rate swaps allow parties to the master agreement to mitigate their credit risk by requiring the party which is out of the money to post collateral. We accept collateral in the form of cash, U.S. Treasury securities, or other marketable securities. As we elect to net-by-counterparty the fair value of interest rate swap contracts, we also net-by-counterparty any cash collateral exchanged as part of the swap agreement.

This cash collateral is recorded net-by-counterparty at the related fair value. The cash collateral included in the net fair value of all open derivative asset positions aggregates to a net liability of \$19 million at each of March 31, 2012 and September 30, 2011. The cash collateral included in the net fair value of all open derivative liability positions

aggregates to a net asset of \$36.1 million and \$37 million at March 31, 2012 and September 30, 2011, respectively. Our maximum loss exposure under these interest rate swap contracts at March 31, 2012 is \$36.5 million.

RJ Bank provides to its U.S. subsidiaries a guarantee of payment in the event of the subsidiaries' default for exposure under the forward foreign exchange contracts. Due to this RJ Bank guarantee and the short-term nature of these derivatives, RJ Bank's U.S. subsidiaries are not required to post collateral and do not receive collateral on derivative contracts with the respective counterparties. Our maximum loss exposure under these forward foreign exchange contracts at March 31, 2012 is \$430 thousand.



Derivative balances included in our financial statements

See the table below for the notional and fair value amounts of both the asset and liability derivatives.

	March 31, 2012		Asset derivatives			
	Balance sheet location	Notional amount	Fair value(1) (in thousands)	Balance sheet location	Notional amount	Fair value(1) (in thousands)
Derivatives designated as hedging instruments:						
Forward foreign exchange contracts	Other assets	\$218,546	\$69	Other assets	\$-	\$-
Derivatives not designated as hedging instruments:						
Interest rate contracts	Trading instruments	\$2,208,582	\$117,362	Trading instruments	\$2,248,150	\$126,867
Forward foreign exchange contracts	Other assets	\$42,105	\$13	Other assets	\$-	\$-

(1) The fair value in this table is presented on a gross basis before netting of cash collateral and by counterparty according to our legally enforceable master netting arrangements. The fair value in the Condensed Consolidated Statements of Financial Condition is presented net.

	March 31, 2012		Liability derivatives			
	Balance sheet location	Notional amount	Fair value(1) (in thousands)	Balance sheet location	Notional amount	Fair value(1) (in thousands)
Derivatives designated as hedging instruments:						
Forward foreign exchange contracts	Trade and other payables	\$137,343	\$421	Trade and other payables	\$-	\$-
Derivatives not designated as hedging instruments:						
Interest rate contracts	Trading instruments sold	\$2,127,614	\$101,096	Trading instruments sold	\$1,722,820	\$112,457
Forward foreign exchange contracts	Trade and other payables	\$3,008	\$9	Trade and other payables	\$-	\$-

(1)

The fair value in this table is presented on a gross basis before netting of cash collateral and by counterparty according to our legally enforceable master netting arrangements. The fair value in the Condensed Consolidated Statements of Financial Condition is presented net.

Gains recognized on forward foreign exchange derivatives in AOCI totaled \$248 thousand, net of income taxes, for the three and six month periods ended March 31, 2012. There was no hedge ineffectiveness and no components of derivative gains or losses were excluded from the assessment of hedge effectiveness for the three and six month periods ended March 31, 2012. We did not enter into any forward foreign exchange derivative contracts during the year ended September 30, 2011.

See the table below for the impact of the derivatives not designated as hedging instruments on the Condensed Consolidated Statements of Income and Comprehensive Income:

Location of gain (loss) recognized on derivatives in the Condensed Consolidated Statements of Income and Comprehensive Income		Amount of gain (loss) on derivatives recognized in income			
		Three months ended March 31,		Six months ended March 31,	
		2012	2011	2012	2011
		(in thousands)			
Derivatives not designated as hedging instruments:					
Interest rate contracts	Net trading profits	\$1,372	\$1,993	\$1,195	\$4,507
Forward foreign exchange contracts	Other revenues	\$87	\$-	\$87	\$-

Risks associated with, and our risk mitigation related to, our derivative contracts

We are exposed to credit losses in the event of nonperformance by the counterparties to our interest rate and forward foreign exchange derivative agreements. We perform a credit evaluation of counterparties prior to entering into derivative transactions and we monitor their credit standings. Currently, we anticipate that all of the counterparties will be able to fully satisfy their obligations under those agreements. We may require collateral in the form of cash deposits from counterparties to support certain of these obligations as established by the credit threshold specified by the agreement and/or as a result of monitoring the credit standing of the counterparties. We are exposed to interest rate risk related to our interest rate derivative agreements. We are also exposed to foreign exchange risk related to our forward foreign exchange derivative agreements. We monitor exposure in our derivative agreements daily based on established limits with respect to a number of factors, including interest rate, foreign exchange spot and forward rates, spread, ratio, basis and volatility risks. These exposures are monitored both on a total portfolio basis and separately for each agreement for selected maturity periods.

#### NOTE 13 – INCOME TAXES

For further discussion of income tax matters, see Note 1, page 94, and Note 17, pages 126 – 128, in our 2011 Form 10-K.

As of March 31, 2012 and September 30, 2011, our liability for unrecognized tax benefits was \$6.3 million and \$4.7 million, respectively. The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$3.2 million and \$3.8 million at March 31, 2012 and September 30, 2011, respectively. We anticipate that the unrecognized tax benefits will not change significantly over the next twelve months.

We recognize the accrual of interest and penalties related to income tax matters in interest expense and other expense, respectively. As of March 31, 2012 and September 30, 2011, accrued interest and penalties included in the unrecognized tax benefits liability were approximately \$1.7 million and \$1.3 million, respectively.

Our effective tax rate of approximately 38.2% for the three month period ended March 31, 2012 is greater than the approximately 35.9% effective tax rate applicable to the prior year quarter. The primary factors for this increase in our effective tax rate for the quarter ended March 31, 2012 were an increase in the average state tax rate component of this blended rate, and the effect of relatively consistent non-deductible expenses coupled with lower pre-tax earnings. For the fiscal year-to-date period ended March 31, 2012, our effective rate of 38.75% approximates the prior year-to-date effective rate.

We file U. S. federal income tax returns as well as returns with various state, local and foreign jurisdictions. With few exceptions, we are generally no longer subject to U.S. federal, state and local, or foreign income tax examination by tax authorities for years prior to fiscal year 2011 for federal tax returns, fiscal year 2007 for state and local tax returns and fiscal year 2006 for foreign tax returns. Our fiscal year 2011 and 2012 transactions are currently being examined under the Internal Revenue Service (“IRS”) Compliance Assurance Program. This program accelerates the examination of key issues in an attempt to resolve them before the tax return is filed. Certain state and local returns are also currently under various stages of audit. The fiscal year 2011 IRS audit and state audits in process are expected to be completed in fiscal year 2012.

## NOTE 14 – COMMITMENTS, CONTINGENCIES AND GUARANTEES

### Commitments and contingencies

See Note 2 for a discussion of our outstanding commitments as of March 31, 2012 related to the acquisition of Morgan Keegan. The acquisition transaction closed on April 2, 2012.

As of March 31, 2012, RJ Bank had not settled purchases of \$32.8 million in syndicated loans. These loan purchases are expected to be settled within 90 days.

RJ Bank has committed \$2 million to a small business investment company which provides capital and long-term loans to small businesses. As of March 31, 2012, we have invested \$1.3 million of the committed amount and the distributions received have been insignificant.

See Note 18 for additional information regarding RJ Bank's commitments to extend credit and other credit-related off-balance sheet financial instruments such as standby letters of credit and loan purchases.

In the normal course of business we enter into underwriting commitments. As of March 31, 2012, RJ&A had no open transactions involving such commitments. Transactions involving such commitments of RJ Ltd. that were recorded and open at March 31, 2012 were approximately \$7 million in Canadian dollars ("CDN").

We utilize client marginable securities to satisfy deposits with clearing organizations. At March 31, 2012, we had client margin securities valued at \$109.5 million pledged with a clearing organization to meet our requirement of \$97.1 million.

As part of our recruiting efforts, we offer loans to prospective financial advisors and certain key revenue producers primarily for recruiting and/or retention purposes. These commitments are contingent upon certain events occurring, including, but not limited to, the individual joining us and, in most circumstances, require them to meet certain production requirements. As of March 31, 2012 we had made commitments, to either prospects that have accepted our offer, or recently recruited producers, of approximately \$26.8 million that have not yet been funded.

We have committed a total of \$64.3 million, in amounts ranging from \$200 thousand to \$5 million, to 46 different independent venture capital or private equity partnerships. In addition, we have a commitment totaling \$38.2 million to two additional private equity limited partnerships. As of March 31, 2012, we have invested \$74.6 million of the committed amounts and have received \$50.7 million in distributions. We also control the general partner in two internally sponsored private equity limited partnerships to which we have committed \$11.6 million. As of March 31, 2012, we have invested \$9.2 million, and have received \$5.2 million in distributions.

RJF has committed to lend to RJTCF, or guarantee obligations in connection with RJTCF's low-income housing development/rehabilitation and syndication activities, aggregating up to \$150 million upon request, subject to certain limitations as well as annual review and renewal. RJTCF borrows in order to invest in partnerships which purchase and develop properties qualifying for tax credits ("project partnerships"). These investments in project partnerships are then sold to various tax credit funds, which have third-party investors and for which RJTCF serves as the managing member or general partner. RJTCF typically sells these investments within 90 days of their acquisition, and the proceeds from the sales are used to repay RJTCF's borrowings.

RJTCF may make short-term loans or advances to project partnerships on behalf of the tax credit funds in which it serves as managing member or general partner. At March 31, 2012, cash funded to invest in either loans or

investments in project partnerships was \$42.8 million.

At March 31, 2012, the approximate market values of collateral received that we can repledge were:

	Sources of collateral (in thousands)
Securities purchased under agreements to resell and other collateralized financings	\$ 338,664
Securities received in securities borrowed vs. cash transactions	193,108
Collateral received for margin loans	1,272,197
Securities received as collateral related to derivative contracts	7,877
<b>Total</b>	<b>\$ 1,811,846</b>

Certain collateral was repledged. At March 31, 2012, the approximate market values of this portion of collateral and financial instruments that we own and pledged were:

	Uses of collateral and trading securities (in thousands)
Securities sold under agreements to repurchase	\$ 144,461
Securities delivered in securities loaned vs. cash transactions	527,744
Collateral used for secured loans	113,313
Collateral used for cash loans	16,775
Collateral used for deposits at clearing organizations	127,234
Total	\$ 929,527

As a result of the extensive regulation of the financial services industry, our broker-dealer and investment advisory subsidiaries are subject to regular reviews and inspections by regulatory authorities and self-regulatory organizations, which can result in the imposition of sanctions for regulatory violations, ranging from non-monetary censure to fines and, in serious cases, temporary or permanent suspension from conducting business. In addition, from time to time regulatory agencies and self-regulatory organizations institute investigations into industry practices, which can also result in the imposition of such sanctions.

#### Guarantees

RJ Bank provides to its affiliate, Raymond James Capital Services, Inc. (“RJ Cap Services”), on behalf of certain corporate borrowers, a guarantee of payment in the event of the borrower’s default for exposure under interest rate swaps entered into with RJ Cap Services. At March 31, 2012, the current exposure under these guarantees was \$15.5 million, which were underwritten as part of the larger corporate credit relationships. The outstanding interest rate swaps at March 31, 2012 have maturities ranging from March 2013 through October 2016. RJ Bank records an estimated reserve for its credit risk associated with the guarantee of these client swaps, which was insignificant as of March 31, 2012. The estimated total potential exposure under these guarantees is \$17.2 million at March 31, 2012.

RJ Bank guarantees the forward foreign exchange contract obligations of its U.S. subsidiaries. See Note 12 for additional information regarding these derivatives.

RJF guarantees interest rate swap obligations of RJ Cap Services. See Note 12 for additional information regarding our interest rate swaps.

We have from time to time authorized performance guarantees for the completion of trades with counterparties in Argentina. At March 31, 2012, there were no outstanding performance guarantees in Argentina.

In March 2008, RJF guaranteed an \$8 million letter of credit issued for settlement purposes that was requested by the Capital Markets Board (“CMB”) for our Turkish joint venture. While our Turkish joint venture ceased operations in December 2008, the CMB has not released this letter of credit. The issuing bank has instituted an action seeking payment of its fees on the underlying letter of credit and to confirm that the guarantee remains in effect.

RJF has guaranteed the Borrowers performance under the Regions Credit Agreement. See further discussion in Note 2.

RJF guarantees the existing mortgage debt of RJ&A of approximately \$51.1 million.

RJTFC issues certain guarantees to various third parties related to project partnerships whose interests have been sold to one or more of the funds in which RJTFC is the managing member or general partner. In some instances, RJTFC is not the primary guarantor of these obligations which aggregate to a cumulative maximum obligation of approximately \$1.8 million as of March 31, 2012.

RJF has guaranteed RJTCF's performance to various third parties on certain obligations arising from RJTCF's sale and/or transfer of units in one of its fund offerings ("Fund 34"). Under such arrangements, RJTCF has provided either: (1) certain specific performance guarantees including a provision whereby in certain circumstances, RJTCF will refund a portion of the investors' capital contribution, or (2) a guaranteed return on their investment. Under the performance guarantees, the conditions which would result in a payment by RJTCF under the guarantees have been satisfied, neither RJF nor RJTCF funded any obligations under such guarantees nor do either have any further obligations under such guarantees. Further, based upon its most recent projections and performance of Fund 34, RJTCF does not anticipate that any payments will be made to any of these third parties under the guarantee of the return on investment. The maximum exposure to loss represents the undiscounted future payments due to investors for the return on and of their investment, and approximates \$44 million as of March 31, 2012. Under the guarantee of returns, should the underlying LIHTC project partnerships held by Fund 34 fail to deliver a certain amount of tax credits and other tax benefits over the next ten years, RJTCF is obligated to provide the investor with a specified return. A \$41.6 million financing asset is included in prepaid expenses and other assets, and a related \$42.1 million liability is included in trade and other payables on our Condensed Consolidated Statements of Financial Condition as of March 31, 2012. The maximum exposure to loss under this guarantee represents the undiscounted future payments due to investors for the return on and of their investment, and approximates \$49.9 million at March 31, 2012.

#### Legal matter contingencies

We are a defendant or co-defendant in various lawsuits and arbitrations incidental to our securities business as well as other corporate litigation. We are contesting the allegations in these cases and believe that there are meritorious defenses in each of these lawsuits and arbitrations. In view of the number and diversity of claims against us, the number of jurisdictions in which litigation is pending and the inherent difficulty of predicting the outcome of litigation and other claims, we cannot state with certainty what the eventual outcome of pending litigation or other claims will be. Refer to Note 1, page 93, of our 2011 Form 10-K for a discussion of our criteria for establishing a range of possible loss related to such matters. As of March 31, 2012, management currently estimates the aggregate range of possible loss is from \$0 to an amount of up to \$10 million in excess of the accrued liability (if any) related to these matters. In the opinion of management, based on current available information, review with outside legal counsel, and consideration of the accrued liability amounts provided for in the accompanying condensed consolidated financial statements with respect to these matters, ultimate resolution of these matters will not have a material adverse impact on our financial position or cumulative results of operations. However, resolution of one or more of these matters may have a material effect on the results of operations in any future period, depending upon the ultimate resolution of those matters and upon the level of income for such period.



## NOTE 15 – INTEREST INCOME AND INTEREST EXPENSE

The components of interest income and interest expense are as follows:

	Three months ended March 31,		Six months ended March 31,	
	2012	2011	2012	2011
	(in thousands)			
<b>Interest income:</b>				
Margin balances	\$13,252	\$12,648	\$26,954	\$25,407
Assets segregated pursuant to regulations and other segregated assets	2,185	2,089	4,384	4,075
Bank loans, net of unearned income	77,587	66,381	149,609	140,585
Available for sale securities	2,093	2,890	4,183	6,446
Trading instruments	4,062	5,985	8,141	11,313
Stock loan	2,633	1,369	5,021	2,965
Other	7,040	5,449	12,656	10,406
<b>Total interest income</b>	<b>108,852</b>	<b>96,811</b>	<b>210,948</b>	<b>201,197</b>
<b>Interest expense:</b>				
Brokerage client liabilities	574	840	1,183	1,734
Retail bank deposits	2,337	3,340	4,580	6,757
Trading instrument sold but not yet purchased	476	1,074	999	1,901
Stock borrow	491	400	951	909
Borrowed funds	822	924	1,792	2,294
Senior notes	11,046	6,523	20,353	13,046
Interest expense of consolidated VIEs	1,356	1,578	2,661	3,133
Other	814	8	1,437	1,417
<b>Total interest expense</b>	<b>17,916</b>	<b>14,687</b>	<b>33,956</b>	<b>31,191</b>
<b>Net interest income</b>	<b>90,936</b>	<b>82,124</b>	<b>176,992</b>	<b>170,006</b>
Less: provision for loan losses	(5,154 )	(8,637 )	(12,610 )	(19,869 )
<b>Net interest income after provision for loan losses</b>	<b>\$85,782</b>	<b>\$73,487</b>	<b>\$164,382</b>	<b>\$150,137</b>

## NOTE 16 – SHARE-BASED COMPENSATION

On February 23, 2012, the 2012 Stock Incentive Plan (the “2012 Plan”) was approved by our shareholders. The 2012 Plan serves as the successor to our 1996 Stock Option Plan for Key Management Personnel, 2007 Stock Option Plan for Independent Contractors, 2002 Incentive Stock Option Plan, Stock Option Plan for Outside Directors, 2005 Restricted Stock Plan and 2007 Stock Bonus Plan (the “Predecessor Plans”). Upon approval of the 2012 Plan by our shareholders, the Predecessor Plans terminated (except with respect to awards previously granted under the Predecessor Plans that remain outstanding). Under the 2012 Plan, we may grant 15,400,000 new shares in addition to the shares available for grant under the Predecessor Plans as of February 23, 2012. The 1992 Incentive Stock Option Plan is not a Predecessor Plan and terminated on the date our shareholders approved the 2012 Plan (except with respect to awards previously granted under the 1992 Incentive Stock Option Plan that remain outstanding). The 2012 Plan permits us to grant share-based and cash-based awards designed to be exempt from the limitation on deductible compensation under Section 162(m) of the Internal Revenue Code. In our 2011 Form 10-K, our share-based compensation accounting policies are described in Note 1, page 94. Other information relating to our employee and Board of Director share-based awards are outlined in our 2011 Form 10-K in Note 20, pages 132 – 136, while Note 21,

pages 136 – 139, discusses our non-employee share-based awards. For purposes of this report, we have combined our presentation of both our employee and Board of Director share-based awards with our non-employee share-based awards, both of which are described below.

#### Stock option awards

Expense and income tax benefits related to our stock option awards granted to employees, members of our Board of Directors and independent contractor financial advisors are presented below:

	Three months ended March 31,		Six months ended March 31,	
	2012	2011	2012	2011
	(in thousands)			
Total share-based expense	\$4,244	\$3,852	\$7,799	\$8,977
Income tax benefits related to share-based expense	984	988	1,473	1,970

For the six months ended March 31, 2012, we realized \$5 thousand of excess tax benefits related to our stock option awards. During the three months ended March 31, 2012, we granted 266,567 stock options to employees and no stock options were granted to our independent contractor financial advisors. During the six months ended March 31, 2012, we granted 1,531,417 stock options to employees and 46,900 stock options to our independent contractor financial advisors. During the three and six months ended March 31, 2012, no stock options were granted to outside directors.

Unrecognized pre-tax expense for stock option awards granted to employees, directors and independent contractor financial advisors, net of estimated forfeitures, and the remaining period over which the expense will be recognized as of March 31, 2012 are presented below:

	Unrecognized pre-tax expense (in thousands)	Remaining weighted- average period (in years)
Employees and directors	\$ 19,083	3.3
Independent contractor financial advisors	1,013	3.3

The weighted-average grant-date fair value of stock option awards granted to employees for the three and six months ended March 31, 2012 is \$13.48 and \$9.66, respectively.

The fair value of each option grant awarded to our independent contractor financial advisors is estimated on the date of grant and periodically revalued using the Black-Scholes option pricing model. The weighted-average fair value for unvested options granted to independent contractor financial advisors as of March 31, 2012 is \$14.83.

#### Restricted stock awards

During the three months ended March 31, 2012, we granted 143,035 restricted stock units to employees and 12,000 restricted stock units to outside directors. During the six months ended March 31, 2012, we granted 1,181,671 restricted stock units to employees and 12,000 restricted stock units to outside directors. No restricted stock units were granted to independent contractor financial advisors during the three months ended March 31, 2012. There were 2,586 restricted stock units granted to independent contractor financial advisors during the six months ended March 31, 2012.

Expense and income tax benefits related to our restricted stock awards granted to employees, members of our Board of Directors and independent contractor financial advisors are presented below:

	Three months ended		Six months ended March 31,	
	March 31, 2012	March 31, 2011	2012	2011
	(in thousands)			
Total share-based expense	\$5,994	\$5,063	\$ 12,567	\$ 10,174
Income tax benefits related to share-based expense	2,278	1,901	4,776	3,820

For the six months ended March 31, 2012, we realized \$320 thousand of excess tax benefits related to our restricted stock awards.

Unrecognized pre-tax expense for restricted stock shares and restricted stock units granted to employees, directors and independent contractor financial advisors, net of estimated forfeitures, and the remaining period over which the expense will be recognized as of March 31, 2012 are presented below:

	Unrecognized pre-tax expense (in thousands)	Remaining weighted- average period (in years)
Employees and directors	\$ 62,505	3.6
Independent contractor financial advisors	1,137	1.9

The weighted-average grant-date fair value of restricted stock share and unit awards granted to employees and outside directors for the three and six months ended March 31, 2012 is \$35.38 and \$28.52, respectively.

The fair value of each restricted stock share awarded to our independent contractor financial advisors is valued on the date of grant and periodically revalued at the current stock price. The weighted-average fair value for unvested restricted stock awards granted to independent contractor financial advisors as of March 31, 2012 is \$36.53.

#### Stock bonus awards

During the three months ended March 31, 2012, we granted 15,610 restricted stock units to employees. During the six months ended March 31, 2012, we granted 594,356 restricted stock units to employees.

Expense and income tax benefits related to our stock bonus awards granted to employees are presented below:

	Three months ended		Six months ended March 31,	
	March 31, 2012	2011	2012	2011
	(in thousands)			
Total share-based expense	\$2,190	\$1,874	\$ 9,139	\$ 7,216
Income tax benefits related to share-based expense	832	704	3,473	2,710

For the six months ended March 31, 2012, we realized \$1.3 million of excess tax benefits related to our stock bonus awards.

Unrecognized pre-tax expense for share-based awards granted to employees, net of estimated forfeitures, and the remaining period over which the expense will be recognized as of March 31, 2012 is \$16.9 million and 2.2 years, respectively. The weighted-average grant-date fair value of restricted stock share and unit awards granted to employees for the three and six months ended March 31, 2012 is \$35.74 and \$29.59, respectively.

#### NOTE 17 – REGULATIONS AND CAPITAL REQUIREMENTS

For a discussion of the various regulations and capital requirements applicable to certain of our businesses and subsidiaries, see Note 22, pages 139 – 141, of our 2011 Form 10-K.

RJF, as a bank holding company, and RJ Bank, are subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our and RJ Bank's financial results. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, RJF and RJ Bank must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. RJF's and RJ Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require RJF, as a bank holding company, and RJ Bank to maintain minimum amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier 1 capital to average assets (as defined). To be categorized as "well capitalized," RJF must maintain total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table below.

	Actual		Requirement for capital adequacy purposes				To be well capitalized under prompt corrective action provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	
	(\$ in thousands)								
RJF as of March 31, 2012:									
Total capital (to risk-weighted assets)	\$3,190,346	18.8	%	\$1,357,594	8.0	%	\$ 1,696,993	10.0	%
Tier I capital (to risk-weighted assets)	3,028,181	17.9	%	676,688	4.0	%	1,015,033	6.0	%
Tier I capital (to adjusted assets)	3,028,181	16.2	%	747,699	4.0	%	934,624	5.0	%

At current capital levels, RJ Bank was categorized as “well capitalized” under the regulatory framework for prompt corrective action. To be categorized as “well capitalized,” RJ Bank must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed RJ Bank's category.

	Actual		Requirement for capital adequacy purposes				To be well capitalized under prompt corrective action provisions		
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio	
(\$ in thousands)									
RJ Bank as of March 31, 2012:									
Total capital (to risk-weighted assets)	\$1,098,232	13.3	%	\$661,467	8.0	%	\$ 826,833	10.0	%
Tier I capital (to risk-weighted assets)	994,368	12.0	%	330,733	4.0	%	496,100	6.0	%
Tier I capital (to adjusted assets)	994,368	11.3	%	352,329	4.0	%	440,411	5.0	%
RJ Bank as of September 30, 2011:									
Total capital (to risk-weighted assets)	\$1,018,858	13.7	%	\$595,165	8.0	%	\$ 743,956	10.0	%
Tier I capital (to risk-weighted assets)	925,212	12.4	%	297,582	4.0	%	446,374	6.0	%
Tier I capital (to adjusted assets)	925,212	10.3	%	360,961	4.0	%	451,202	5.0	%

RJ Bank calculates the Total Capital and Tier I Capital ratios in order to assess its compliance with both regulatory requirements and its internal capital policy in addition to providing a measure of underutilized capital should these ratios become excessive. Capital levels are continually monitored to assess RJ Bank's capital position.

The decrease in the Total Capital (to risk-weighted assets) ratio at March 31, 2012 compared to September 30, 2011 was primarily due to an increase in risk-weighted assets during the six month period ended March 31, 2012, resulting from our utilization of low risk-weighted excess cash balances available at September 30, 2011 to fund significant corporate loan growth. The increase in Tier I Capital (to adjusted assets) ratio at March 31, 2012 compared to September 30, 2011 was primarily due to earnings and a change from using period-end total assets to average total assets in the calculation as a result of RJ Bank's conversion to reporting under the Consolidated Reports of Condition and Income (“Call Report”) during the six month period ended March 31, 2012.

Certain of our broker-dealer subsidiaries are subject to the requirements of the Uniform Net Capital Rule (Rule 15c3-1) under the Securities Exchange Act of 1934.

The net capital position of our wholly owned broker-dealer subsidiary RJ&A is as follows:

March 31, 2012	September 30, 2011
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(\$ in thousands)

Raymond James &amp; Associates, Inc.:

(Alternative Method elected)

Net capital as a percent of aggregate debit items	22.84	%	27.02	%
Net capital	\$341,395		\$ 409,869	
Less: required net capital	(29,894	)	(30,340	)
Excess net capital	\$311,501		\$ 379,529	

The net capital position of our wholly owned broker-dealer subsidiary Raymond James Financial Services, Inc. is as follows:

March 31,    September 30,  
2012            2011

(in thousands)

Raymond James Financial Services, Inc.:

(Alternative Method elected)

Net capital	\$16,824		\$ 17,829	
Less: required net capital	(250	)	(250	)
Excess net capital	\$16,574		\$ 17,579	



The risk adjusted capital of our wholly owned broker-dealer subsidiary RJ Ltd., which is headquartered in Canada, is as follows (in Canadian dollars):

	March 31, 2012	September 30, 2011
	(in thousands)	
Raymond James Ltd.:		
Risk adjusted capital before minimum	\$72,217	\$ 70,855
Less: required minimum capital	(250 )	(250 )
Risk adjusted capital	\$71,967	\$ 70,605

At March 31, 2012, our other active domestic and international broker-dealers are in compliance with and met all net capital requirements.

#### NOTE 18 – FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

For a discussion of our financial instruments with off-balance sheet risk, see Note 23, pages 141 – 143, of our 2011 Form 10-K.

RJ Bank has outstanding at any time a significant number of commitments to extend credit and other credit-related off-balance sheet financial instruments such as standby letters of credit and loan purchases, which then extend over varying periods of time. These arrangements are subject to strict credit control assessments and each customer's credit worthiness is evaluated on a case-by-case basis. Fixed-rate commitments are also subject to market risk resulting from fluctuations in interest rates and RJ Bank's exposure is limited to the replacement value of those commitments. A summary of commitments to extend credit and other credit-related off-balance sheet financial instruments outstanding follows:

	March 31, 2012 (in thousands)
Standby letters of credit	\$ 184,232
Open end consumer lines of credit	81,752
Commercial lines of credit	1,854,760
Unfunded loan commitments	138,088

Because many lending commitments expire without being funded in whole or part, the contract amounts are not estimates of our actual future credit exposure or future liquidity requirements. We maintain a reserve to provide for potential losses related to the unfunded lending commitments. See Note 7 for further discussion of this reserve for unfunded lending commitments.

RJ Ltd. is subject to foreign exchange risk primarily due to financial instruments held in U.S. dollars that may be impacted by fluctuation in foreign exchange rates. In order to mitigate this risk, RJ Ltd. enters into forward foreign exchange contracts. The fair value of these contracts is not significant. As of March 31, 2012, forward contracts outstanding to buy and sell U.S. dollars totaled CDN \$4.7 million and CDN \$7.5 million, respectively.

## NOTE 19 – EARNINGS PER SHARE

The following table presents the computation of basic and diluted earnings per share:

	Three months ended March 31,		Six months ended March 31,	
	2012	2011	2012	2011
	(in thousands, except per share amounts)			
<b>Income for basic earnings per common share:</b>				
Net income attributable to RJF	\$68,869	\$80,917	\$136,194	\$162,640
Less allocation of earnings and dividends to participating securities (1)	(1,431 )	(2,624 )	(3,151 )	(5,512 )
Net income attributable to RJF common shareholders	\$67,438	\$78,293	\$133,043	\$157,128
<b>Income for diluted earnings per common share:</b>				
Net income attributable to RJF	\$68,869	\$80,917	\$136,194	\$162,640
Less allocation of earnings and dividends to participating securities (1)	(1,421 )	(2,609 )	(3,137 )	(5,495 )
Net income attributable to RJF common shareholders	\$67,448	\$78,308	\$133,057	\$157,145
<b>Common shares:</b>				
Average common shares in basic computation	129,353	122,396	126,201	121,752
Dilutive effect of outstanding stock options and certain restricted stock units	1,291	869	788	486
Average common shares used in diluted computation	130,644	123,265	126,989	122,238
<b>Earnings per common share:</b>				
Basic	\$0.52	\$0.64	\$1.05	\$1.29
Diluted	\$0.52	\$0.64	\$1.05	\$1.29
Stock options and certain restricted stock units excluded from weighted-average diluted common shares because their effect would be antidilutive	68	339	199	2,569

(1) Represents dividends paid during the period to participating securities plus an allocation of undistributed earnings to participating securities. Participating securities represent unvested restricted stock and certain restricted stock units and amounted to weighted-average shares of 2.7 million and 4.1 million for the three months ended March 31, 2012 and 2011, respectively. Participating securities represent unvested restricted stock and certain restricted stock units and amounted to weighted-average shares of 3 million and 4.3 million for the six months ended March 31, 2012 and 2011, respectively. Dividends paid to participating securities amounted to \$341 thousand and \$533 thousand for the three months ended March 31, 2012 and 2011, respectively. Dividends paid to participating securities amounted to \$758 thousand and \$1 million for the six months ended March 31, 2012 and 2011, respectively. Undistributed earnings are allocated to participating securities based upon their right to share in earnings if all earnings for the period had been distributed.

Dividends per common share declared and paid are as follows:

	Three months ended March 31,	Six months ended March 31,
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	2012	2011	2012	2011
Dividends per common share - declared	\$ 0.13	\$ 0.13	\$ 0.26	\$ 0.26
Dividends per common share - paid	\$ 0.13	\$ 0.13	\$ 0.26	\$ 0.24

## NOTE 20 – SEGMENT ANALYSIS

We currently operate through the following eight business segments: “Private Client Group;” “Capital Markets;” “Asset Management;” RJ Bank; “Emerging Markets;” “Securities Lending;” “Proprietary Capital” and various corporate activities combined in the “Other” segment. The business segments are based upon factors such as the services provided and the distribution channels served and are consistent with how we assess performance and determine how to allocate our resources throughout our subsidiaries. For a further discussion of our business segments, see Note 25, pages 144 – 146, of our 2011 Form 10-K.

Information concerning operations in these segments of business is as follows:

	Three months ended		Six months ended March 31,	
	March 31, 2012	2011	2012	2011
	(in thousands)			
<b>Revenues:</b>				
Private Client Group	\$567,766	\$556,632	\$ 1,096,384	\$ 1,076,063
Capital Markets	165,126	177,409	301,291	350,435
Asset Management	58,217	55,341	115,012	110,928
RJ Bank	83,136	69,099	160,552	146,540
Emerging Markets	8,527	11,962	13,179	20,551
Securities Lending	2,733	1,479	5,175	3,229
Proprietary Capital	13,390	(275 )	13,863	395
Other	3,270	3,574	5,931	6,977
Intersegment eliminations	(12,312 )	(8,477 )	(22,717 )	(18,041 )
<b>Total revenues</b>	<b>\$889,853</b>	<b>\$866,744</b>	<b>\$ 1,688,670</b>	<b>\$ 1,697,077</b>
<b>Income (loss) excluding noncontrolling interests and before provision for income taxes:</b>				
Private Client Group	\$46,249	\$45,990	\$ 95,657	\$ 101,730
Capital Markets	22,012	33,689	32,013	58,335
Asset Management	16,621	15,227	32,434	30,821
RJ Bank	57,313	42,256	110,316	88,720
Emerging Markets	(999 )	1,192	(3,548 )	1,513
Securities Lending	1,430	330	2,636	854
Proprietary Capital	3,741	(4,032 )	3,676	(4,174 )
Other	(34,870 )	(8,415 )	(50,836 )	(21,048 )
<b>Pre-tax income excluding noncontrolling interests</b>	<b>111,497</b>	<b>126,237</b>	<b>222,348</b>	<b>256,751</b>
<b>Add: net loss attributable to noncontrolling interests</b>	<b>(3,595 )</b>	<b>(1,999 )</b>	<b>(9,798 )</b>	<b>(5,767 )</b>
<b>Income including noncontrolling interests and before provision for income taxes</b>	<b>\$ 107,902</b>	<b>\$ 124,238</b>	<b>\$ 212,550</b>	<b>\$ 250,984</b>
<b>Net interest income (expense):</b>				
Private Client Group	\$ 18,384			