

STATEMENT OF FINANCIAL CONDITION

Pershing LLC

(An indirect wholly-owned subsidiary of The Bank of New York Mellon Corporation)

June 30, 2008

(Unaudited)

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Financial Statements and Supplementary Information

June 30, 2008
(Unaudited)

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June 30, 2008
 (Dollars in millions)
 (Unaudited)

Assets

Cash and cash equivalents	\$	1,220
Cash and securities segregated for regulatory purposes		1,582
Collateralized financing agreements:		
Securities purchased under agreements to resell		358
Securities borrowed		2,236
Receivables:		
Customers		6,457
Brokers, dealers and clearing organizations		1,850
Loans to affiliates		199
Intangible assets		38
Financial instruments owned, at fair value		158
Other assets		294
Total assets	\$	<u><u>14,392</u></u>

Liabilities and member's equity

Liabilities:

Drafts payable	\$	235
Collateralized financing agreements:		
Securities sold under agreements to repurchase		151
Securities loaned		1,190
Payables:		
Customers		7,746
Brokers, dealers and clearing organizations		2,720
Payables to affiliates		123
Financial instruments sold, but not yet purchased, at fair value		100
Accounts payable, accrued expenses and other		341
		<u>12,606</u>
Subordinated indebtedness		480
Total liabilities		<u>13,086</u>

Member's equity:

Member's contributions		569
Accumulated earnings		737
Total member's equity		<u>1,306</u>
Total liabilities and member's equity	\$	<u><u>14,392</u></u>

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

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Notes to Financial Statements

(Unaudited)

1. **Organization and Description of Business**

Pershing LLC (the “Company”) is a single member Delaware Limited Liability Company and wholly-owned subsidiary of Pershing Group LLC (the “Parent”) which is a wholly-owned subsidiary of The Bank of New York Mellon Corporation (“BNY Mellon”).

The Company is registered as a securities broker-dealer with the Securities and Exchange Commission (“SEC”) authorized to engage in fully-disclosed and omnibus clearing, sales and trading and brokerage services. The Company is a member of the New York Stock Exchange, Inc. (“NYSE”), American Stock Exchange, Inc., Financial Industry Regulatory Authority (“FINRA”), Chicago Board of Options Exchange, Inc. and other regional exchanges.

2. **Summary of Significant Accounting Policies**

The Company’s financial statements are prepared in accordance with accounting principles generally accepted in the United States of America which require the use of management’s best judgment and estimates. Estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes may vary from actual results.

Cash and Cash Equivalents

The Company defines cash and cash equivalents as highly liquid investments with original maturities of three months or less at the time of purchase, other than those held for sale in the ordinary course of business.

Collateralized Financing Agreements

Securities sold under agreements to repurchase (repurchase agreements) and securities purchased under agreements to resell (resale agreements) are treated as financing arrangements and are carried at their contract amount, the amount at which they will subsequently be resold or repurchased, plus related accrued interest. Repurchase and resale agreements are typically collateralized by cash or government and government agency securities and generally have terms from overnight up to three months.

Securities borrowed and securities loaned are financing arrangements that are recorded at the amount of cash collateral advanced or received. For securities borrowed, the Company deposits cash, letters of credit or other collateral with the lender. For securities loaned, the Company receives cash collateral that typically exceeds the market value of securities loaned.

It is the Company’s policy to take possession of the underlying collateral, monitor its market value relative to the amounts due under the agreements and, when necessary, require prompt transfer of additional collateral or reduction in the loan balance in order to maintain

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contractual margin protection. In the event of counterparty default, the financing agreement provides the Company with the right to liquidate the collateral held.

Interest and rebate revenues and expense are earned from collateralized financing transactions and are accounted for on an accrual basis.

Receivables and Payables – Brokers, Dealers and Clearing Organizations

Receivables from brokers, dealers and clearing organizations include amounts receivable for securities not delivered by the Company to a purchaser by the settlement date (“fails to deliver”), net receivables arising from unsettled trades and the Company’s introducing brokers’ margin loans. Payables to brokers, dealers and clearing organizations include amounts payable for securities not received by the Company from a seller by the settlement date (“fails to receive”), clearing deposits from introducing brokers, commissions, net payables arising from unsettled trades and amounts payable to the Company’s introducing brokers.

Financial Instruments Owned

Financial instruments owned and related revenues and expenses are recorded in the statement of financial condition on a trade date basis and include related accrued interest or dividends. Fair value generally is based on published market prices or other relevant factors including dealer price quotations.

Fixed Assets and Intangibles

Fixed assets are recorded at cost, net of accumulated depreciation and amortization. Depreciation is recorded on a straight-line basis over the useful lives of the related assets, generally four to fifteen years. Leasehold improvements are amortized on a straight-line basis over the lesser of the term of the lease or 10 years. For internal-use computer software, the Company capitalizes qualifying costs incurred during the application development stage. The resulting asset is amortized using the straight-line method over the expected life, which is generally five years. All other costs incurred in connection with an internal-use software project are expensed as incurred.

Identifiable intangible assets are amortized on a straight line basis over their estimated useful life, which is 15 years from the date of acquisition and are assessed annually for impairment indicators pursuant to the provision of SFAS No. 142, “*Goodwill and other Intangible Assets*” and SFAS No. 144, “*Accounting for Long Lived Assets and for Long Lived Assets to be Disposed Of.*”

Exchange Memberships

The Company maintains memberships on various domestic exchanges. Exchange memberships owned by the Company are carried at cost and included in other assets. Assessments of the potential other than temporary impairment of carrying values are made periodically. There were no exchange membership impairments in 2008. The Company’s

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carrying value of exchange seats is \$1.3 million with a related market value of approximately \$9.6 million at June 30, 2008.

Customer Transactions

Receivables from and payables to customers include amounts due on cash and margin transactions. Securities owned by customers are held as collateral for receivables. Customer securities transactions are recorded on a settlement date basis, which is generally three business days after trade date. Securities owned by customers, including those that collateralize margin or other similar transactions, are not reflected in the statement of financial condition.

Restricted Stock Units

During the year, BNY Mellon issued restricted stock to employees, including certain Company employees. BNY Mellon accounts for its plan in accordance with Statement of Financial Accounting Standards (“SFAS”) No. 123(R) “Share Based Payment” and, accordingly, compensation cost is measured at the grant date based on the value of the award and is recognized over the vesting period. The total liability associated with Restricted Stock Units is \$19.8 million at June 30, 2008 and is included in due to affiliates on the statement of financial condition.

Income Taxes

For U.S. federal, state and local income tax purposes, the Company has elected to be treated as a separate taxable entity and as such will provide for income taxes in accordance with SFAS No. 109 “Accounting for Income Taxes”. Deferred tax assets and liabilities are recognized for temporary differences between the financial reporting and tax bases of the Company’s assets and liabilities using the tax rates expected to be enacted when the asset or liability is realized. Valuation allowances are established to reduce deferred tax assets to the amount that more likely than not will be realized. Deferred tax assets and liabilities are included on the statement of financial condition as a component of “other assets” and “payables to affiliates,” respectively.

The Company reflects the pro-rata share of tax benefits of its ultimate Parent’s tax goodwill amortization as member’s contribution on statement of changes in member’s equity.

Recent Accounting Pronouncements

Effective January 1, 2008, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 157 Fair Value Measurements (“SFAS 157”) and SFAS No. 159 Fair Value Option (“SFAS 159”). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. The new standard provides a consistent definition of fair value which focuses on exit price and prioritizes, within a measurement of fair value, the use of market-based inputs over entity-specific inputs. SFAS 159 provides the option to elect fair value as an alternative measurement for selected financial assets, financial liabilities, unrecognized firm

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commitments, and written loan commitments. Under SFAS 159, fair value is used for both the initial and subsequent measurement of designated assets, liabilities and commitment, with the changes in fair value recognized in income.

3. Subordinated Indebtedness

At June 30, 2008, the Company had a \$480 million subordinated debt agreement with the Parent that bears interest at a rate of LIBOR plus 120 basis points (3.66% at June 30, 2008) and qualifies as regulatory net capital in accordance with SEC Rule 15c3-1 and as equity in the debt to debt plus equity ratio and matures on March 31, 2013. In accordance with SEC regulations, subordinated indebtedness may not be repaid if net capital is less than 5% of aggregate debit items, as defined, or if other net capital rule requirements are not met.

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

At June 30, 2008, amounts receivable from and payable to brokers, dealers and clearing organizations include (\$ in millions):

Receivables:

Securities failed to deliver	\$	885
Clearing organizations		153
Broker and dealers		812
Total receivables	\$	<u>1,850</u>

Payables:

Securities failed to receive	\$	1,024
Broker and dealers		1,696
Total payables	\$	<u>2,720</u>

5. Related Party Transactions

The Company provides clearing services to various wholly-owned broker-dealers of the Parent and indirect wholly-owned subsidiaries of BNY Mellon. Cash balances due from these affiliates were approximately \$135.9 million at June 30, 2008, which are included in loans to affiliates on the statement of financial condition.

On June 9, 2006, the Company entered into a lending agreement with an affiliate of BNY Mellon. The Company agreed to lend the affiliate \$50 million which is included in loans to affiliates on the statement of financial condition and bears an interest rate of 3.88% at June 30, 2008 and matures on June 9, 2011.

Included in loans to affiliates on the statement of financial condition at June 30, 2008, is approximately \$13.1 million of receivables from affiliates related to operating expenses.

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Included in payables to affiliates on the statement of financial condition at June 30, 2008, is approximately \$88.2 million of payables primarily related to lease payments due to an affiliate for fixed assets, payable to BNY Mellon for taxes, and technology charges allocated by an affiliate.

The Company provides clearing services to various wholly-owned broker-dealers of the Parent and indirect wholly-owned subsidiaries of BNY Mellon. Cash balances due to these affiliates were approximately \$33.0 million at June 30, 2008, which are included in payables to affiliates on the statement of financial condition.

The Company has a \$1 billion unsecured line of credit agreement with the Parent, principally to finance purchases of securities by customers on margin. At June 30, 2008, there were no borrowings against the line of credit.

6. Fixed Assets

Fixed assets are included in other assets on the statement of financial condition and consisted of the following:

	<u>June 30, 2008</u>	
Capitalized software	\$	70
Leasehold improvements		11
Computer equipment		8
Computer software		5
Other		<u>8</u>
Total	\$	<u>102</u>
Less accumulated depreciation and amortization		<u>(54)</u>
Total	\$	<u><u>48</u></u>

7. Intangibles

Intangibles amounted to approximately \$38.5 million, net of accumulated amortization of \$3.3 million, at June 30, 2008.

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8. Regulatory Requirements

As a registered broker-dealer the Company is subject to the Uniform Net Capital Rule under Rule 15c3-1 of the Securities Exchange Act of 1934. The Company has elected to use the alternative method of computing regulatory net capital requirements provided for in Rule 15c3-1. Under the alternative method permitted by this Rule, the required net capital may not be less than two percent of aggregate debit items arising from customer transactions or \$1.5 million, whichever is greater. At June 30, 2008, the Company's regulatory net capital of \$1.3 billion was 15.54 % of aggregate debit items and in excess of the minimum requirement by \$1.1 billion. The Company's debt to debt plus equity ratio was 0.00%.

Advances to affiliates, repayment of borrowings, dividend payments and other equity withdrawals are subject to certain notification and other provisions of the Rule 15c3-1 and other regulatory bodies.

Pursuant to Rule 15c3-3 of the SEC, the Company may be required to deposit in a Special Reserve Bank Account, cash or acceptable equivalents for the exclusive benefit of customers. At June 30, 2008, the Company had \$1.4 billion of cash and securities on deposit in such accounts.

As a clearing broker, the Company has agreed to compute a reserve requirement for the proprietary accounts of introducing broker dealers (the "PAIB Reserve Formula"). The PAIB calculation is completed in order for each correspondent firm that uses the Company as its clearing broker-dealer to classify its assets on deposit at the Company as allowable assets in the correspondents' net capital calculation. The Company had \$210 million of cash and securities on deposit in such accounts.

9. Lease Commitments

The Company has non-cancelable leases for office space and equipment that expire on various dates through 2021. At June 30, 2008, minimum future rentals on non-cancelable operating leases are as follows (\$ in millions): 2008, \$8.9; 2009, \$18; 2010, \$19; 2011, \$17; 2012 \$18 and \$145 for the years thereafter.

10. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. For financial reporting purposes, net deferred tax assets at June 30, 2008, of approximately \$3.9 million are included in other assets on the statement of financial condition. Deferred tax assets relate principally to depreciation, amortization, state taxes, and reserves.

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11. Pledged Assets and Guarantees

At June 30, 2008, the market value of securities that the Company has pledged to counterparties and clearing organizations was \$2.1 billion, which is related to collateralized financing and custody agreements. At June 30, 2008, the market value of securities received as collateral from counterparties was \$2.5 billion. The Company routinely re-pledges, lends or resells these securities to third parties. At June 30, 2008, the market value of collateral re-pledged or lent was \$374 million.

Obligations Under Guarantees

The Company has adopted the disclosure and recognition requirements for guarantees in accordance with FASB Interpretation Number 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*, whereby the Company will recognize a liability at the inception of a guarantee for obligations it has undertaken in issuing the guarantee, including its ongoing obligation to stand ready to perform over the term of the guarantee in the event that certain events or conditions occur. These recognition requirements pertain to any new guarantees issued subsequent to December 31, 2002 or existing guarantees that were modified after December 31, 2002.

The Company provides guarantees to securities clearinghouses and exchanges. Under the standard membership agreement, members are required to guarantee the performance of other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet shortfalls. The Company's liability under these arrangements is not quantifiable or limited and could exceed the cash and securities it has posted as collateral. However, management believes the potential for the Company to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried on the statement of financial condition for these arrangements.

In connection with its securities clearing business, the Company performs securities execution, clearance and settlement services on behalf of other broker-dealer clients. Management believes the potential for the Company to be required to make unreimbursed payments relating to such services is remote due to the contractual capital requirements associated with clients' activity and the regular review of clients' capital. Accordingly, no contingent liability is carried on the statement of financial condition for these transactions.

12. Financial Instruments and Related Risks

Customer Activities

Certain market and credit risks are inherent in the Company's business, primarily in facilitating customers' trading and financing transactions in financial instruments. In the normal course of business, the Company's customer activities include execution, settlement, and financing of various customer securities, which may expose the Company to off-balance sheet risk in the event the customer is unable to fulfill its contractual obligations.

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The Company's customer securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to customers, which is collateralized by cash and/or securities in the customer's account. In connection with these activities, the

Company executes and clears customer transactions involving securities sold but not yet purchased and option contracts. The Company seeks to control risks associated with its customer activities by requiring customers to maintain margin collateral in compliance with various regulatory, exchange and internal guidelines. The Company monitors required margin levels daily; pursuant to such guidelines, requires the customer to deposit additional collateral or to reduce positions, when necessary. Such transactions may expose the Company to significant off-balance sheet risk in the event the margin is not sufficient to fully cover losses which customers may incur. In the event the customer fails to satisfy its obligations, the Company may be required to purchase or sell the collateral at prevailing market prices in order to fulfill the customer's obligations.

The Company's customer financing and securities settlement activities may require the Company to pledge customer securities as collateral in support of various secured financing sources, such as securities loaned. Additionally, the Company pledges customer securities as collateral to satisfy margin deposits of the Options Clearing Corporation. In the event the counterparty is unable to meet its contractual obligation to return customer securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its obligation. The Company controls this risk by monitoring the market value of securities pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess market exposures.

Credit Risk

As a securities broker and dealer, the Company is engaged in various securities trading and brokerage activities servicing a diverse group of domestic and foreign corporations, governments, and institutional and individual investors. A substantial portion of the Company's transactions is executed with and on behalf of institutional investors including other broker-dealers, banks, U.S. government agencies, mutual funds, hedge funds and other financial institutions. The majority of the stock borrow/stock loan business is conducted with a single counterparty on a collateralized basis.

Credit risk is the potential for loss resulting from the default by a counterparty of its obligations. Exposure to credit risk is generated by securities and currency settlements, contracting derivative and forward transactions with customers and dealers, and the holding in inventory of bonds and/or loans. The Company uses various means to manage its credit risk. The creditworthiness of all counterparties is analyzed at the outset of a credit relationship with the Company. These counterparties are subsequently reviewed on a periodic basis. The Company sets a maximum exposure limit for each counterparty, as well as for groups or classes of counterparties. Furthermore, the Company enters into master netting agreements when feasible and demands collateral from certain counterparties or for certain types of credit transactions.

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Financial Instruments With Off-Balance-Sheet Risk

The Company enters into various transactions involving derivatives and other off-balance sheet financial instruments. These financial instruments include forward foreign exchange contracts that are used to meet the needs of customers. Generally, forward foreign exchange contracts represent future commitments to purchase or sell foreign currency at specific terms at specified future dates. The Company mitigates the risk of these transactions by entering into offsetting transactions with an affiliate.

13. Financial Instruments Owned and Sold, But Not Yet Purchased

The Company had financial instruments owned and financial instruments sold, but not yet purchased recorded at fair value on the statement of financial condition as follows (\$ in millions):

	Financial Instruments Owned	Financial Instruments Sold, But Not Yet Purchased
Equities	\$ 57	\$ 20
Corporate debt	71	72
U.S. Government debt	8	5
Municipal debt	15	-
Other	7	3
	<u>\$ 158</u>	<u>\$ 100</u>

Certain trading activities expose the Company to various risks. These risks are managed in accordance with established management policies and procedures.

Market Risk

Market risk is the potential loss the Company may incur as a result of changes in the market or fair value of a particular financial instrument. All financial instruments are subject to market risk. The Company's exposure to market risk is determined by a number of factors, including size, duration, composition and diversification of positions held, the absolute and relative level of interest rates and foreign currency exchange rates, as well as market volatility and liquidity. The Company manages market risk by setting and monitoring adherence to risk limits.

Financial instruments sold, represent obligations of the Company to deliver the specified security at the contracted price and thereby, create a liability to purchase the security in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk, as the Company's ultimate obligation to satisfy the sale of financial instruments sold, may exceed the amount reflected in the statement of financial condition.

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14. Legal Proceedings

The Company is involved in legal proceedings concerning matters arising in connection with the conduct of the Company's businesses. The Company believes, based on currently available information and advice of counsel, that the results of such proceedings, in the aggregate, will not have a material adverse effect on the Company's financial statements. The Company intends to defend itself vigorously against all of the claims asserted in these matters.

15. Fair Value Information

At June 30, 2008, substantially all of the Company's assets and liabilities were carried at either market or fair value, or at amounts that approximate such values. Assets and liabilities carried at contractual amounts that approximate fair value include collateralized short-term financing agreements, receivables, payables and accrued liabilities, and subordinated indebtedness. The market values of such items are not materially sensitive to shifts in market interest rates because of the limited term to maturity of these instruments and/or their variable interest rates.

16. Employee Benefit Plans

BNY Mellon sponsors a 401(k) plan (the "Plan") for its active employees. The Plan offers the Company's employees the opportunity to plan, save and invest for their future financial needs. All employees are eligible to participate and make before and after tax contributions of up to 20% of their eligible compensation. The Company makes periodic contributions to the Plan based on the discretion of Management.