



Robert W. Baird & Co. Incorporated

**Consolidated Statements of Financial Condition
As of December 31, 2017 and 2016
With Report of Independent Registered Public Accounting Firm**

SEC File Number: 8-00497

Robert W. Baird & Co. Incorporated

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KPMG LLP
Aon Center
Suite 5500
200 E. Randolph Street
Chicago, IL 60601-6436

Report of Independent Registered Public Accounting Firm

The Stockholders and Board of Directors
Robert W. Baird & Co. Incorporated:

Opinion on the Consolidated Financial Statement

We have audited the accompanying consolidated statement of financial condition of Robert W. Baird & Co. Incorporated and subsidiaries (the Company) as of December 31, 2017, and the related notes (collectively, the consolidated financial statement). In our opinion, the consolidated financial statement presents fairly, in all material respects, the financial position of the Company as of December 31, 2017, in conformity with U.S. generally accepted accounting principles. The accompanying consolidated statement of financial condition of Robert W. Baird & Co. Incorporated and subsidiaries as of December 31, 2016, was audited by other auditors whose report thereon dated February 28, 2017, expressed an unqualified opinion on those statements.

Basis for Opinion

This consolidated financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this consolidated financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statement is free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statement. We believe that our audit provides a reasonable basis for our opinion.

KPMG LLP

We have served as the Company's auditor since 2017.

Chicago, Illinois
February 26, 2018

Robert W. Baird & Co. IncorporatedConsolidated Statements of Financial Condition
As of December 31, 2017 and 2016

(In Thousands)

	December 31	
	2017	2016
Assets		
Cash and Cash Equivalents	\$ 372,802	\$ 330,761
Cash Segregated Under Federal Regulations	110,000	58,000
Cash Held by Baird Private Equity Partnerships	412	1,493
Securities Purchased Under Agreements to Resell	2,640	316,069
Deposits with Clearing Organizations	46,252	27,717
Receivables:		
Clients	201,829	211,323
Brokers and Dealers	199,297	72,899
Deposits Paid on Securities Borrowed	425,016	264,547
Notes Receivable, Net	104,899	106,230
Other	208,864	160,300
	<u>1,139,905</u>	<u>815,299</u>
Securities Owned, at Fair Value	999,527	599,228
Furniture, Equipment, Leasehold Improvements and Capital Leases at Cost, Less Accumulated Depreciation and Amortization of \$141,427 and \$126,343, respectively	76,399	70,427
Goodwill	89,229	89,229
Intangible Assets, at Cost, Less Accumulated Amortization of \$15,719 and \$14,346, respectively	16,726	17,945
Deferred Tax Asset, Net	-	38,183
Other Assets	<u>57,570</u>	<u>54,592</u>
Total Assets	<u>\$ 2,911,462</u>	<u>\$ 2,418,943</u>

See accompanying notes to the Consolidated Statements of Financial Condition.

Robert W. Baird & Co. IncorporatedConsolidated Statements of Financial Condition (Continued)
As of December 31, 2017 and 2016

(In Thousands)

	December 31	
	2017	2016
Liabilities and Stockholders' Equity		
<u>Liabilities:</u>		
Money Borrowed:		
Book Credit Balances in Bank Accounts	\$ 5,783	\$ 21,637
Securities Sold Under Agreements to Repurchase	663,925	629,834
Payables:		
Clients	189,841	140,106
Brokers and Dealers	14,739	42,602
Deposits Received on Securities Loaned	1,793	1,900
	<u>206,373</u>	<u>184,608</u>
Securities Sold, Not Yet Purchased, at Fair Value	586,058	250,907
Deferred Tax Liability, Net	12,430	-
Accounts Payable, Accrued Expenses and Other Liabilities	513,714	495,660
Subordinated Liabilities	175,032	204,745
Total Liabilities	<u>2,163,315</u>	<u>1,787,391</u>
<u>Stockholders' Equity:</u>		
Common Stock; \$1 stated par value; 72,450,000 shares authorized and 26,501,574 shares issued as of December 31, 2017 and 2016. 26,454,488 shares outstanding as of December 31, 2017 and 2016.	26,502	26,502
Additional Paid-In Capital	196,184	196,184
Retained Earnings	527,633	409,899
Treasury Stock, at Cost	(1,486)	(1,486)
Accumulated Other Comprehensive Loss	(1,044)	(431)
Total Robert W. Baird & Co. Incorporated Stockholders' Equity	747,789	630,668
Noncontrolling Interests in Baird Private Equity Partnerships	358	884
Total Stockholders' Equity	<u>748,147</u>	<u>631,552</u>
Total Liabilities and Stockholders' Equity	<u>\$ 2,911,462</u>	<u>\$ 2,418,943</u>

See accompanying notes to the Consolidated Statements of Financial Condition.

Robert W. Baird & Co. Incorporated

Notes to Consolidated Statements of Financial Condition
December 31, 2017 and 2016

(In Thousands, Except Share and Per Share Amounts)

1. Organization and Description of Business

The Consolidated Statements of Financial Condition include Robert W. Baird & Co. Incorporated (RWB), Baird Insurance Services, a wholly owned general insurance agency subsidiary, and RWB's consolidated private equity partnerships as more fully discussed in footnote 14, Private Equity Consolidation (together, the Company). The consolidated private equity partnerships follow ASC 946, Financial Services – Investment Companies. The Company is registered as a securities broker dealer and an investment adviser with the Securities and Exchange Commission (SEC) under the Securities and Exchange Act of 1934 and the Investment Advisers Act of 1940, and is also a member of the Financial Industry Regulatory Authority (FINRA) and various securities exchanges. The Company is also a member of the National Futures Association (NFA) and is registered as an introducing broker (IB) with the Commodity Futures Trading Commission (CFTC). The Company engages in a broad range of activities in the private wealth management, equity and fixed income capital markets, asset management and private equity businesses, including securities brokerage; investment advisory and asset management services; institutional equity and fixed income sales; research services; origination of and participation in underwritings and distribution of corporate and municipal securities issuances; municipal advisory services; merger and acquisition advisory services; private equity and venture capital investing; and market making and trading activities in equity, municipal and other fixed income securities. The Company is a wholly-owned subsidiary of Baird Financial Corporation (BFC), which is a wholly-owned subsidiary of Baird Holding Company (BHC), which is a wholly-owned subsidiary of Baird Financial Group, Inc. (BFG or the Parent).

The Company owns a 48% interest in Baird UK Ltd. (Baird UK), located principally in London, England in which it applies the equity method of accounting. Baird UK is the parent company of Robert W. Baird Group Limited, located in London, which provides investment banking, private equity and institutional U.S. equity services. Robert W. Baird Group Limited conducts its business through three principal operating subsidiaries: Robert W. Baird Limited, based in London and regulated by the Financial Conduct Authority (FCA), which is engaged in transatlantic merger and acquisition advisory services and institutional U.S. equity sales; Robert W. Baird GmbH, based in Frankfurt, Germany which is engaged in transatlantic merger and acquisition advisory services; and Baird Capital Partners Europe Limited, based in London and regulated by the FCA, which is engaged in private equity activities in the United Kingdom (UK). The Company enters into revenue allocation agreements with Robert W. Baird Limited and Robert W. Baird GmbH as more fully discussed in footnote 3, *Related Party Transactions*.

On January 15, 2016, BFC completed the acquisition of all of the outstanding equity interests of Chautauqua Capital Management, LLC (CCM), an international equity manager located in Boulder, CO, which was immediately merged into RWB. The consideration paid by BFC was \$4,398, net of cash acquired, and the net assets assumed by RWB on acquisition date were \$4,969. Refer to footnote 6, *Goodwill and Intangible Assets* for further information on the impact of this acquisition on the Consolidated Statements of Financial Condition.

2. Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies followed by the Company in the preparation of its consolidated statements of financial condition:

Robert W. Baird & Co. Incorporated

Notes to Consolidated Statements of Financial Condition
December 31, 2017 and 2016

(In Thousands, Except Share and Per Share Amounts)

(a) Estimates

The preparation of the consolidated statements of financial condition in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated statements of financial condition. Actual results may differ from those estimates.

(b) Cash and Cash Equivalents

Cash Equivalents include money market funds and short-term investments with maturities of generally three months or less at the time of purchase.

(c) Cash Segregated Under Federal Regulations

Cash segregated under federal regulations represents cash segregated in a special reserve bank account for the exclusive benefit of customers under SEC Rule 15c3-3.

(d) Cash Held by Baird Private Equity Partnerships

Cash held by Baird private equity partnerships represents cash and cash equivalents held by consolidated private equity partnerships. Such amounts are not available to fund the general liquidity needs of RWB.

(e) Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

The Company enters into short-term securities purchased under agreements to resell (reverse repurchase agreements) and short-term securities sold under agreements to repurchase (repurchase agreements). Both reverse repurchase and repurchase agreements are accounted for as collateralized financings and are carried at contractual amounts. These agreements are short-term in nature and are generally collateralized by U.S. government securities, U.S. government agency securities, and municipal and corporate obligations. Interest receivable and interest payable are included within Receivables Other and Accounts Payable, Accrued Expenses and Other Liabilities, respectively, on the Consolidated Statements of Financial Condition. Amounts are recorded when earned or due. It is the Company's policy to obtain or deliver collateral with a market value equal to or in excess of the principal amount loaned under the reverse repurchase agreements. To ensure the market value of the underlying collateral remains sufficient, the collateral is valued daily, and the Company may require counterparties to deposit additional collateral (or may return collateral to counterparties) when necessary. Reverse repurchase and repurchase agreements with the same counterparty are reported on a gross basis on the Consolidated Statements of Financial Condition.

Refer to footnote 17, *Collateralized Transactions* for additional information on collateralized transactions.

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Notes to Consolidated Statements of Financial Condition
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(In Thousands, Except Share and Per Share Amounts)

(f) Receivables and Payables

Clients

Clients Receivables include amounts receivable on cash and margin transactions, including from officers and directors and certain other affiliates of the Company. Receivables from clients are generally collateralized by securities owned by the clients. Payables include amounts owed to clients on cash and margin transactions.

Brokers and Dealers Receivables and Payables

Brokers and Dealers Receivables and Payables include amounts receivable and payable to clearing organizations, and receivable and payable to other brokers and dealers for securities failed-to-deliver or receive, trade date adjustment on trades not yet settled and trade date commissions on trades not yet settled.

Deposits Paid on Securities Borrowed and Deposits Received on Securities Loaned

Deposits Paid on Securities Borrowed and Deposits Received on Securities Loaned are reported as collateral financings and are recorded at the amount of cash collateral advanced or received, respectively. Securities borrowed transactions require the Company to deposit cash, letters of credit or other collateral with the lender. With respect to securities loaned, the Company receives collateral in the form of cash in an amount in excess of the market value of securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis. Additional collateral is obtained or returned as necessary. Securities borrowed or securities loaned transactions with the same counterparty are reported on a gross basis on the Consolidated Statements of Financial Condition. Refer to footnote 17, *Collateralized Transactions* for additional information on collateralized transactions.

Notes Receivable, Net

Notes Receivable, Net are loans or pay advances to associates primarily for recruiting purposes. These associate advances are generally forgiven over a three to nine year period. In determining the allowance for doubtful accounts related to those advances, management considers a number of factors including amounts due from associates, the number of terminated associates, as well as the Company's historical loss experience. We present the outstanding balance of loans to financial advisors on our Consolidated Statements of Financial Condition, net of allowances for doubtful accounts. This involves the use of estimates and the actual amounts may be materially different than the recorded amounts. Refer to footnote 3, *Related Party Transactions* for further information.

Other Receivables

Other Receivables includes receivables from affiliates, syndicate members, mutual funds, interest on securities and tenant improvement allowance.

(g) Fair Value Measurements

The Company follows Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements (ASC Topic 820). ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. ASC Topic 820 prescribes the methodology of observable inputs by requiring that the observable inputs be used when available.

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Observable inputs are inputs that market participants would use in pricing the asset or liability based on market data obtained from independent sources. Unobservable inputs reflect assumptions that market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy, defined by ASC Topic 820, provides for the following three levels to be used to classify our fair value measurements:

Level I - Quoted prices are available in active markets for identical assets or liabilities as of the report date. A quoted price for an identical asset or liability in an active market provides the most reliable fair value measurement because it is directly observable to the market.

Level II - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the report date. The nature of these securities include investments for which quoted prices are available but traded less frequently and investments that are fair valued using other securities, the parameters of which can be directly observed.

Level III - Securities that have little to no pricing observability as of the report date. These securities are measured using management's best estimate of fair value, where the inputs into the determination of fair value are not observable and require significant management judgment or estimation.

The fair value of securities owned is the amount at which the security could be exchanged in an orderly transaction between market participants at the measurement date. Based on the nature of the Company's business and its role as a dealer in the securities industry, the fair values of its securities are determined internally. When available, the Company values securities at observable market prices, observable market parameters, or broker or dealer prices (bid and ask prices). In the case of securities transacted on recognized exchanges, the observable market prices represent quotations for completed transactions from the exchange on which the securities are principally traded.

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

For investments in illiquid or privately held securities that do not have readily determinable fair values, the determination of fair value requires the Company to estimate the value of the securities using the best information available. Among the factors considered by the Company in determining the fair value of such securities are the cost, terms and liquidity of the investment, the financial condition and operating results of the issuer, the quoted market price of publicly traded securities with similar quality and yield, and other factors generally pertinent to the valuation of the investments. In addition, even where the Company derives the value of a security based on information from an independent source, certain assumptions may be required to determine the security's fair value.

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Investments in corporate stocks are included within other securities within the fair value hierarchy table and are primarily publicly traded with observable prices in active markets. These investments are included within Level I in the fair value hierarchy. Any corporate stock not actively traded is valued by the Company and included within Level II or Level III depending on the nature and observability of the inputs used in the valuation.

Investments in U.S government and agency obligations, municipal obligations, private label mortgage backed securities, other asset backed securities, corporate obligations and auction rate securities, which include securities issued by municipalities and auction rate preferred securities issued by closed end mutual funds, are generally valued using quoted prices from external data providers and market participants and are generally included within Level II of the fair value hierarchy. Valuation information provided by external data providers and market participants generally includes a derived fair value utilizing a model where inputs to the model are directly observed by the market, or can be derived principally from or corroborated by observable market data, or fair value using other financial instruments, the parameters of which can be directly observed. For certain investments where there is limited activity or less transparency around significant inputs, the investments are valued as determined by the Company utilizing available market information and included within Level III of the fair value hierarchy.

The Company makes investments in certain private companies which are included within other securities within the fair value hierarchy table and are generally fair valued by management. In the absence of readily ascertainable market values, these investments may be valued using the market approach or the income approach, or a combination thereof. Under the market approach, fair value may be determined by reference to multiples of market-comparable companies or transactions, including earnings before interest, taxes, depreciation and amortization (EBITDA) multiples. Under the income approach fair value may be determined by discounting the cash flows to a single present amount using current market expectations about those future amounts. These valuation techniques require inputs that are both significant to the fair value and unobservable, and thus are included within Level III of the fair value hierarchy.

When the Company is not determined to be the primary beneficiary of a Variable Interest Entity (VIE), it does not consolidate the private equity partnership. In these cases, the Company's investment in the private equity partnership is recorded at the value of its capital balance or net asset value (NAV) as a practical expedient. The Company utilizes NAV as a practical expedient to determine fair value when the partnership does not have a readily determinable fair value, the NAV of the partnership is calculated in a manner consistent with the measurement principles of investment company accounting, including measuring the underlying investments at fair value, and it is not probable that the Company will sell the investment at an amount other than NAV. The NAV is calculated based on the Company's proportionate share of the net assets of the partnership. Investments valued using NAV as a practical expedient are not included within the fair value hierarchy. The Company's investments in unconsolidated private equity partnerships are included within Securities Owned at Fair Value on the Consolidated Statements of Financial Condition.

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Notes to Consolidated Statements of Financial Condition
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(In Thousands, Except Share and Per Share Amounts)

The Company employs specific control processes to determine the reasonableness of the fair value of its securities owned and securities sold, not yet purchased. The Company's processes are designed to ensure that the internally estimated fair values are accurately recorded and that the data inputs and the valuation techniques used are appropriate, consistently applied, and that the assumptions are reasonable and consistent with the objective of determining fair value. Individuals outside of the trading departments perform independent pricing verification reviews. The Company has established parameters which set forth when securities are independently verified. The selection parameters are generally based on the type of security, the level of estimation of risk of a security, the materiality of the security, the age of the security in the Company's securities portfolio, and other specific facts and circumstances of the Company's securities portfolio.

Cash and cash equivalents, cash segregated under federal regulations, cash held by Baird private equity partnerships, deposits with clearing organizations and receivables are financial assets with carrying values that approximate fair value due to their relatively short-term nature. Money borrowed, payables, accounts payable, accrued expenses and other liabilities are financial liabilities with carrying values that approximate fair value due to their relatively short-term nature. Securities either purchased or sold under agreements to resell or repurchase are carried at contractual amounts, plus accrued interest.

Refer to footnote 8, *Fair Value of Financial Instruments* for further information.

(h) Subordinated Liabilities

Subordinated liabilities are comprised of notes payable to the Company's parent company BFC and associates, in accordance with the Baird Financial Advisors Deferred Compensation Plan (FADCP).

Refer to footnote 13, *Compensation and Retirement Plans* for further information on the Baird FADCP.

(i) Income Taxes

Certain income and expense items are accounted for in different periods for financial reporting purposes than for income tax purposes. Appropriate provisions are made in the Company's consolidated statements of financial condition for deferred income taxes in recognition of these temporary differences.

Refer to footnote 11, *Income Taxes* for further information.

(j) Furniture, Equipment, Leasehold Improvements, and Capital Leases

Furniture, equipment, leasehold improvements, and capital leases are stated at cost less accumulated depreciation. Depreciation is calculated by using the straight-line method over the estimated useful lives of the assets, or the term of the lease, whichever is shorter, which range from three years for software and computer equipment to ten years for certain leasehold improvements. Additions, improvements and expenditures for repairs and maintenance that significantly extend the useful life of an asset are capitalized, as more fully disclosed in footnote 5, *Furniture, Equipment, Leasehold Improvements, and Capital Leases*.

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Furniture, equipment, leasehold improvements, and capital leases are reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be fully recoverable.

(k) Goodwill and Intangible Assets

During 2017, the Company adopted Accounting Standards Update (ASU) 2017-04, *Simplifying the Test for Goodwill Impairment*, which simplifies the accounting for goodwill impairments. The standard will be applied prospectively. Prior to adoption, the Company was required to assess the fair value of each reporting unit (Step 1). If the carrying amount exceeded the fair value of a reporting unit, the Company was required to assess the implied fair value of goodwill (Step 2). This required the Company to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Under the amended guidance, the Company should perform its annual goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and subsequently recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The amount of the impairment should not exceed the goodwill allocated to that reporting unit.

The Company follows ASC Topic 350, *Intangibles – Goodwill and Other* (ASC Topic 350). ASC Topic 350 states that Goodwill shall not be amortized. Instead goodwill shall be tested for impairment at a level of reporting referred to as a reporting unit. An intangible asset that is not subject to amortization shall be tested for impairment annually and more frequently if events of changes in circumstance indicate that it is more likely than not the asset is impaired.

The Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than the carrying amount. If the Company determines it is more-likely-than-not that the fair value of a reporting unit is greater than the carrying amount it would not be required to perform the two-step impairment test for that reporting unit. The Company has determined its reporting units to align with its five distinct business units: private wealth management, equity capital markets, fixed income capital markets, asset management and private equity.

As of September 30, 2017 and December 31, 2016 the Company performed a quantitative evaluation of its goodwill by performing a fair value assessment for each reporting unit where goodwill was assigned. In performing the fair value assessment for each reporting unit, the Company used a combination of the income approach and market approach. Under the income approach, the Company uses a discounted cash flow model to determine the fair value of each reporting unit, and under the market approach the Company determines the fair value of each reporting unit based on a combination of multiples of earnings of guideline companies in the brokerage and capital markets industry that are publicly traded and the book value of comparable transactions. The estimated fair value of each reporting unit resulting from each of these valuation approaches is dependent upon the estimates of future business unit revenues and expenses, which are subject to critical assumptions regarding the nature and health of the financial markets in future years as well as the discount rate to apply to the projected future cash flows. The Company uses significant judgment in determining the weight assigned to the outcome of each of the valuation approaches in determining the fair value for each reporting unit.

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For each of the reporting units evaluated, the Company determined that the fair value of the reporting unit exceeded its carrying value and therefore the Company did not recognize any goodwill impairment during the years ended December 31, 2017 and December 31, 2016.

Intangibles with finite lives are amortized on a straight-line basis over their respective useful lives, and reviewed for potential impairment whenever events or changes in circumstances indicate that the carrying value of an intangible asset may not be fully recoverable. The Company did not recognize any intangible impairment during the years ended December 31, 2017 and December 31, 2016.

See footnote 6, *Goodwill and Intangible Assets* for further information.

(l) Foreign Currency Translation

Assets and liabilities of the Company's foreign investments are translated at the current exchange rate. Net exchange gains or losses resulting from the translation of foreign financial statements are credited or charged directly to Accumulated Other Comprehensive Income (Loss), a separate component of Stockholders' Equity on the Consolidated Statements of Financial Condition. These gains or losses are the only component of Accumulated Other Comprehensive Income (Loss).

(m) Commitments and Contingencies and Legal Liabilities

The Company regularly enters into office space and other equipment lease arrangements, some of which are non-cancelable for the term of the lease. In addition, the Company is occasionally involved in legal and regulatory proceedings, arbitrations, underwriting commitments, private equity capital commitments and various other contingent obligations.

The Company recognizes liabilities for contingencies when there is an exposure that, when analyzed, indicates it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. Whether a loss is probable, and if so, the estimated range of possible loss is based on currently available information and is subject to significant judgment, a variety of assumptions, and uncertainties. When a range of possible loss can be estimated, the Company accrues the most likely amount within that range. If the most likely amount of possible loss within that range is not determinable, the Company accrues a minimum based on the range of possible loss. No liability is recognized for those matters which, in management's judgment, the determination of a reasonable estimate of loss is not possible.

The Company records liabilities related to legal proceedings in Accounts Payable, Accrued Expenses, and Other Liabilities on the Consolidated Statements of Financial Condition. The determination of these liability amounts requires significant judgment on the part of management. Management considers many factors including, but not limited to the amount of the claim, the amount of the loss in the client's account, the basis and validity of the claim, the possibility of wrongdoing by an associate, previous results in similar cases, and legal precedents and case law. Each legal proceeding is reviewed and the liability balance is adjusted as deemed appropriate by management. Any change in the liability amount is recorded in the Consolidated Statements of Financial Condition and is recognized as either a charge, or a credit, to net income in that period. The actual costs of resolving legal proceedings may be materially different than the recorded liability amounts for those matters.

Refer to footnote 16, *Commitments and Contingencies* for further information.

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(In Thousands, Except Share and Per Share Amounts)

(n) Consolidation

The Consolidated Statements of Financial Condition include the accounts of those entities in which the Company has a controlling financial interest or is the primary beneficiary of a VIE. In determining which entities are required to be consolidated, the Company first evaluates whether each entity is a voting interest entity or VIE.

Voting interest entities are entities that have (i) total equity investment at risk sufficient to fund expected future operations independently, and (ii) equity holders that have the obligation to absorb losses or receive residual returns and the right to make decisions about the entity's activities. For private equity partnerships this generally exists when limited partners have substantive participation and/or kick-out rights. The Company consolidates voting interest entities when it has a controlling financial interest, which is generally ownership of a majority of the voting interest.

VIEs are entities that lack one or more of the characteristics of a voting interest entity. The Company consolidates VIEs when it is determined to be the primary beneficiary. The primary beneficiary is the entity that has (i) the power to direct activities that most significantly impact the economic performance of the VIE, and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. In determining if the Company is the primary beneficiary of a VIE both qualitative and quantitative analysis are performed including, analysis of the VIE control structure, including rights of other interest holders, expected benefits and losses and residual returns, contractual terms, ownerships interests and design of the VIE.

During 2016, the Company adopted Accounting Standard (ASU) 2015-02, *Consolidation (Topic 810) – Amendments to the Consolidation Analysis* (ASU 2015-02), which provided updated guidance on evaluating limited partnerships and similar entities for consolidation under the VIE model. The Company adopted ASU 2015-02 on a modified retrospective basis. Prior to adoption, limited partnerships that did not contain substantive kick-out or participation rights for limited partners were considered voting interest entities and consolidated by the general partner, which was presumed to control the partnership if it had substantive equity at risk. ASU 2015-02 changed the evaluation of limited partnerships such that when limited partners do not have substantive kick-out or participation rights, the limited partnership is considered a VIE, and consolidated by the primary beneficiary. Generally, the Baird private equity partnerships do not contain substantive kick-out or participation rights for the limited partners and therefore the adoption of ASU 2015-02 had a significant impact on the Company's Consolidated Statements of Financial Condition.

Prior to the adoption of ASU 2015-02, RWB was required to consolidate a majority of the private equity partnerships as it was presumed to control the partnerships and had substantive equity-at-risk. Substantive equity-at-risk was evaluated based on RWB and all its affiliate's interest in the partnership. ASU 2015-02 changed the evaluation, as described above, to be consolidated by the entity determined to be the primary beneficiary. ASU 2015-02 also introduced a new model for determining the financial interest which only looked to an entity's direct or indirect financial interest for purposes of determining the primary beneficiary. This change resulted in BFC, which is a limited partner investor in a majority of the private equity partnerships, to be determined to be the primary beneficiary as it has a material financial interest and also controls RWB's management of the partnership. Refer to footnote 8, *Fair Value of Financial Instruments* for further information on the impact ASU 2015-02 on the Consolidated Statements of Financial Condition.

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(In Thousands, Except Share and Per Share Amounts)

All material intercompany accounts and transactions have been eliminated in consolidation.

(o) Noncontrolling Interests in Baird Private Equity Partnerships

Noncontrolling Interests in Baird Private Equity Partnerships represent the component of partnership capital in consolidated entities held by third party investors.

(p) Upcoming Accounting Pronouncements

In February 2016, ASU 2016-02, *Leases* was issued, which requires lessees to recognize a right-of-use asset and a lease liability on the balance sheet for all leases with the exception of short-term leases. New qualitative and quantitative disclosures are also required to provide information about amounts recorded on the Consolidated Statements of Financial Condition. The standard is effective for annual and interim periods beginning after December 15, 2018. Early adoption is permitted. The standard must be adopted using a modified retrospective approach and requires application at the beginning of the earliest comparative period presented. At its November 29, 2017 meeting, the FASB proposed allowing entities the option to instead apply the provisions of the new leases guidance at the effective date, without adjusting the comparative periods presented. The proposal could simplify transition to the new guidance. The standard will have an impact on the Consolidated Statements of Financial Condition, although the Company is still evaluating the magnitude of the impact.

In June 2016, ASU 2016-13, *Financial Instruments – Credit Losses* was issued, which significantly changes how entities measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The standard replaces the current “incurred loss” model for measuring credit losses with an “expected loss” model. The standard is effective for annual and interim periods beginning after December 15, 2020. Early adoption is permitted beginning with annual periods beginning after December 15, 2018. The standard must be adopted as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the standard is effective. The Company is currently evaluating the impact of the new standard on the Consolidated Statements of Financial Condition.

In October 2016, ASU 2016-16, *Accounting for Income Taxes: Intra-Entity Asset Transfers* was issued, which requires an entity to recognize the income tax consequences of an intra-entity transfer of an asset when the transfer occurs, eliminating the existing exception which allows for deferral until the asset is sold to an outside party. The standard is effective for annual and interim periods beginning after December 15, 2017. The standard must be adopted using the modified retrospective approach with a cumulative catch-up adjustment to opening retained earnings in the period of adoption. The adoption is not expected to have a material impact on the Consolidated Statements of Financial Condition.

In January 2017, ASU 2017-01, *Definition of a Business* was issued, which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The standard is effective for annual and interim periods beginning after December 15, 2017. Early adoption is permitted. The adoption is not expected to have a material impact on the Consolidated Statements of Financial Condition.

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3. Related Party Transactions

Pursuant to certain transfer pricing agreements in place, certain revenue is allocated between the Company and its Baird UK and German affiliates (Robert W. Baird GmbH). The Company reviews the terms of these agreements annually.

Pursuant to a fully disclosed clearing agreement in place, the Company provides trade execution and research services to its UK affiliate. In 2017, Baird UK and the Company revised the transfer pricing agreement in place to allocate revenue and the associated trade execution and research services based on a cost-plus mark-up model.

Baird Asia Limited, a wholly owned subsidiary of BFC, provides investment banking and private equity services to RWB.

The Company serves as an investment advisor and provides administrative services to the Baird Funds, Inc. and various affiliated Baird private equity partnerships under management agreements (together, Affiliated Funds). Receivables from unconsolidated Affiliated Funds were \$6,697 and \$24,779 at December 31, 2017 and 2016, respectively, and are included within Receivables Other on the Consolidated Statements of Financial Condition.

The Company has invested \$15,971 and \$15,577 into Affiliated Funds at December 31, 2017 and 2016, respectively, which is included within Securities Owned, at Fair Value on the Consolidated Statements of Financial Condition. The Company has remaining commitments of \$640 and \$1,529 to invest into Affiliated Funds as of December 31, 2017 and 2016, respectively.

Other amounts receivable from affiliates includes \$66,575 and \$57,220 at December 31, 2017 and 2016, respectively, which is included within Receivables Other on the Consolidated Statements of Financial Condition. Amounts receivable from affiliates are primarily related to receivables from BFC related to stock transactions, including stock purchases, redemptions and dividends which RWB processes on behalf of the ultimate parent company, BFG. Other amounts payable to affiliates relating to certain transfer pricing agreements includes \$2,034 and \$1,172 at December 31, 2017 and 2016 respectively, which is included within Accounts Payable, Accrued Expenses and Other Liabilities on the Consolidated Statements of Financial Condition.

Amounts receivable from associates, including the related allowance for doubtful accounts at December 31, 2017 and 2016 consist of the following:

	2017	2016
Notes Receivable	\$ 111,989	\$ 113,709
Allowance for Doubtful Accounts	(7,090)	(7,479)
Notes Receivable, Net	<u>\$ 104,899</u>	<u>\$ 106,230</u>

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4. Receivables and Payables

Amounts receivable from and payable to brokers and dealers and clearing organizations at December 31, 2017 and 2016, consist of the following:

	<u>2017</u>	<u>2016</u>
Securities Failed-to-Deliver	\$ 20,321	\$ 43,746
Receivable for Net Unsettled Inventory Sales	177,641	26,747
Commissions Receivable	<u>1,335</u>	<u>2,406</u>
Receivables from Brokers and Dealers	<u>\$ 199,297</u>	<u>\$ 72,899</u>

Amounts payable to brokers and dealers as of December 31, 2017 and 2016 consists entirely of securities failed-to-receive of \$14,739 and \$42,602, respectively.

Securities failed-to-deliver and receive represent the contract values of securities that have not been delivered or received on settlement date.

5. Furniture, Equipment, Leasehold Improvements, and Capital Leases

Furniture, Equipment, Leasehold Improvements, and Capital Leases as of December 31, 2017 and 2016 consist of the following:

	<u>2017</u>	<u>2016</u>
Furniture and Fixtures	\$ 45,528	\$ 41,559
Equipment	52,808	48,000
Software	29,948	27,079
Leasehold Improvements	84,663	75,337
Capital Leases	<u>4,879</u>	<u>4,795</u>
Total Fixed Assets	217,826	196,770
Less:		
Accumulated Depreciation	(136,780)	(122,676)
Accumulated Amortization	<u>(4,647)</u>	<u>(3,667)</u>
Total Accumulated	<u>(141,427)</u>	<u>(126,343)</u>
Furniture, Equipment, Leasehold Improvements and Capital Leases, Net	<u>\$ 76,399</u>	<u>\$ 70,427</u>

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6. Goodwill and Intangible Assets

The following table summarizes our intangible assets by type:

	Useful Life	2017			2016		
		Gross Carrying Value	Accumulated Amortization	Total	Gross Carrying Value	Accumulated Amortization	Total
Finite Life Intangibles							
Client lists	5 -14 Years	\$ 21,899	\$ (14,629)	\$ 7,270	\$ 21,745	\$ (13,457)	\$ 8,288
Trade Mark	4 Years	603	(603)	-	603	(452)	151
Noncompete Agreements	1 - 5 Years	310	(310)	-	310	(310)	-
Leasehold Improvements	6 Years	308	(177)	131	308	(127)	181
Indefinite Life Intangibles							
Trade Names	N/A	9,325		9,325	9,325		9,325
Goodwill	N/A	89,229		89,229	89,299		89,299
		<u>\$ 121,674</u>	<u>\$ (15,719)</u>	<u>\$ 105,955</u>	<u>\$ 121,590</u>	<u>\$ (14,346)</u>	<u>\$ 107,244</u>

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7. Money Borrowed

(a) Bank Loans

At December 31, 2017 and 2016, the Company had available a \$250,000 committed unsecured line of credit in which the lenders are a number of financial institutions. The line of credit has a one-year term maturing on September 29, 2018. The Company intends to renew the line of credit for an additional one-year term prior to the maturity date. The interest rate on the line of credit is variable based on one-month LIBOR plus a spread of 1.50%. The weighted average interest rate on the line of credit during the years ended December 31, 2017 and 2016 was 2.62% and 1.69%, respectively. At December 31, 2017 and 2016, there were no amounts outstanding on the available line of credit.

(b) Book Credit Balances in Bank Accounts

The Company has \$5,783 and \$21,637 at December 31, 2017 and 2016, respectively, in net credit balances at certain banks with which it does business.

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8. Fair Value of Financial Instruments

The following table summarizes the fair value of financial instruments as of December 31, 2017:

	Level I	Level II	Level III	Total
Cash Equivalents				
Money Market Funds	\$ 280,000	\$ -	\$ -	\$ 280,000
Securities Owned				
Certificates of Deposit	\$ -	\$ 452	\$ -	\$ 452
U.S. Government and Agency Obligations	-	447,289	-	447,289
Municipal Obligations	-	133,740	-	133,740
Private Label Mortgage Backed Securities	-	45,069	-	45,069
Other Asset Backed Securities	-	32,757	-	32,757
Corporate Obligations	-	244,484	-	244,484
Mutual Funds	79,616	-	-	79,616
Auction Rate Securities	-	-	210	210
Other Securities ⁽¹⁾	4,610	746	8,471	13,827
Investments Measured at NAV Practical Expedient ⁽²⁾	-	-	-	2,083
Total Securities Owned	\$ 84,226	\$ 904,537	\$ 8,681	\$ 999,527
Securities Sold, Not Yet Purchased				
Certificates of Deposit	\$ -	\$ 5,279	\$ -	\$ 5,279
U.S. Government and Agency Obligations	-	447,975	-	447,975
Corporate Obligations	-	126,856	-	126,856
Other Securities ⁽¹⁾	5,703	245	-	5,948
Total Securities Sold, Not Yet Purchased	\$ 5,703	\$ 580,355	\$ -	\$ 586,058

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The following table summarizes the fair value of Financial Instruments as of December 31, 2016:

	Level I	Level II	Level III	Total
Cash Equivalents				
Money Market Funds	\$ 305,000	\$ -	\$ -	\$ 305,000
Securities Owned				
Certificates of Deposit	\$ -	\$ 540	\$ -	\$ 540
U.S. Government and Agency Obligations	-	215,157	-	215,157
Municipal Obligations	-	68,132	-	68,132
Private Label Mortgage Backed Securities	-	38,212	-	38,212
Other Asset Backed Securities	-	40,743	-	40,743
Corporate Obligations	-	158,841	-	158,841
Mutual Funds	67,124	-	-	67,124
Auction Rate Securities	-	-	257	257
Other Securities ⁽¹⁾	1,786	148	5,731	7,665
Investments Measured at NAV Practical Expedient ⁽²⁾	-	-	-	2,557
Total Securities Owned	\$ 68,910	\$ 521,773	\$ 5,988	\$ 599,228
Securities Sold, Not Yet Purchased				
Certificates of Deposit	\$ -	\$ 1,467	\$ -	\$ 1,467
U.S. Government and Agency Obligations	-	115,947	-	115,947
Municipal Obligations	-	50	-	50
Corporate Obligations	-	130,502	-	130,502
Other Securities ⁽¹⁾	2,889	52	-	2,941
Total Securities Sold, Not Yet Purchased	\$ 2,889	\$ 248,018	\$ -	\$ 250,907

⁽¹⁾ Other Securities in Level I consist primarily of corporate stocks. Other securities in Level II consist of options whose value is derived by the value of the underlying security value. Other securities in Level III consist of the Company's membership investment in DTCC stock and certain other strategic firm investments.

⁽²⁾ In accordance with ASU 2015-07, *Disclosures for Investment in Certain Entities that Calculate Net Asset Value per Share*, which eliminated the requirement to categorize in the fair value hierarchy investments measured using the NAV practical expedient. As such, the Company has removed those investments that are valued using the NAV practical expedient from the fair value hierarchy table and included them as reconciling items to Securities Owned on the Consolidated Statements of Financial Condition.

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The following table summarizes the change in fair values of Level III assets during 2017 and 2016:

	Auction Rate Securities	Other Securities	Securities Owned by Baird Private Equity Partnerships	Total
Balance, January 1, 2016	\$ 411	\$ 6,070	\$ 495,629	\$ 502,110
Deconsolidation of Private Equity Partnerships ⁽¹⁾	-	-	(495,629)	(495,629)
Purchases	-	90	-	90
Sales / Pay-downs	(350)	(125)	-	(475)
Realized Losses	(56)	-	-	(56)
Unrealized Gains/(Losses)	252	(304)	-	(52)
Balance, December 31, 2016	<u>\$ 257</u>	<u>\$ 5,731</u>	<u>\$ -</u>	<u>\$ 5,988</u>
Purchases	-	191	-	191
Sales / Pay-downs	-	(238)	-	(238)
Unrealized Gains/(Losses)	(47)	2,787	-	2,740
Balance, December 31, 2017	<u>\$ 210</u>	<u>\$ 8,471</u>	<u>\$ -</u>	<u>\$ 8,681</u>
Change in Unrealized Gain/(Loss) on Securities Still Held as of December 31, 2017	<u>\$ (47)</u>	<u>\$ 2,787</u>	<u>\$ -</u>	<u>\$ 2,740</u>

⁽¹⁾ In accordance with ASU 2015-02, *Consolidation*, as of January 1, 2016 which resulted in the deconsolidation of certain private equity partnerships, the Company was not determined to be the primary beneficiary. As of January 1, 2016, the value of the securities owned by these partnerships was deconsolidated.

There were no transfers between Level I, Level II or Level III during the years ended December 31, 2017 and 2016.

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The following tables summarize quantitative information related to the significant unobservable inputs utilized in the fair value measurements of the Level III assets for the years ended December 31, 2017 and 2016 which are included in Securities Owned, at Fair Value on the Consolidated Statements of Financial Condition:

		2017		
	Fair Value	Valuation Technique	Unobservable Input(s)	Range (Weighted Average)
Auction Rate Securities	\$ 210	Recent trades	Trades in inactive markets of in-portfolio securities	94% of par - 100% of par (99% of par)
Other Securities	\$ 8,471	Market comparable companies	EBITDA multiple	7.0

		2016		
	Fair Value	Valuation Technique	Unobservable Input(s)	Range (Weighted Average)
Auction Rate Securities	\$ 257	Recent trades	Trades in inactive markets of in-portfolio securities	90% of par - 100% of par (97% of par)
Other Securities	\$ 5,731	Market comparable companies	EBITDA multiple	6.0 - 9.0 (6.7)

For auction rate securities the significant unobservable input used in the fair value measurement relates to judgments regarding whether the level of observable trading activity is sufficient to conclude the markets are active. Where insufficient levels of trading activity are determined to exist as of the reporting date, management's assessment of how much weight to apply to trading prices in inactive markets may vary, and significantly impact the fair value measurement of auction rate securities.

For other securities where the market comparable companies approach is used a significant increase or decrease in the EBITDA, revenue, or net income multiples in isolation could result in a materially different fair value measurement, respectively. Included within other securities is also the Company's membership investment in DTCC, which is valued by data provided by DTCC.

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9. Net Capital Requirements

The Company is subject to the requirements of Rule 15c3-1 (net capital rule) under the Securities Exchange Act of 1934. The basic concept of the net capital rule is liquidity, its objective being to require a broker and dealer to maintain adequate net capital, as defined. The Company has elected to operate under the alternative net capital requirement as allowed by the net capital rule, which requires that net capital exceed 2% of aggregate debit items as those terms are defined. Withdrawal of equity capital may be restricted if net capital is less than 5% of such aggregate debit items.

At December 31, 2017 and 2016, the Company's net capital percentage was 114% and 94%, respectively, of aggregate debit items, and net capital, as defined, was \$245,232 and \$202,307, respectively, which was \$240,919 and \$198,023, respectively, in excess of the required minimum amount. At December 31, 2017 and 2016, net capital after anticipated withdrawals as a percentage of aggregate debits was 106% and 86%, respectively.

As a registered IB, the Company is also subject to the CFTC's minimum capital requirements under Regulation 1.17. Under these rules, the Company is required to maintain the amount of net capital required by Rule 15c3-1 (a) of the Securities and Exchange Commission.

10. Subordinated Liabilities

At December 31, 2017 and 2016, the Company had \$175,032 and \$204,745 of subordinated notes, including \$110,300 and \$142,550, respectively, payable to BFC, and \$64,732 and \$62,195, respectively, payable to associates, all of which are covered by agreements approved by FINRA that are available in computing adjusted net capital under the net capital rule at December 31, 2017 and 2016, respectively.

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The following schedule discloses the major components of subordinated debt including repayment terms:

	<u>2017</u>	<u>2016</u>
Subordinated Note, variable interest rate (5.0%, plus 1 month LIBOR), due November 2018. Quarterly principal payments began in February 2015.	\$ 23,500	\$ 51,750
Subordinated Note, variable interest rate (5.0%, plus 1 month LIBOR), due May 2019. Quarterly principal payments began in August 2015.	11,800	15,800
Subordinated Note, variable interest rate (7.5%, plus 3 month LIBOR), due November 2020. Quarterly principal payments begin in February 2018.	45,000	45,000
Subordinated Note, variable interest rate (5.0%, plus 1 month LIBOR), due August 2021. Quarterly principal payments begin in August 2020.	30,000	30,000
	<u>110,300</u>	<u>142,550</u>
Payable to Associates	<u>64,732</u>	<u>62,195</u>
	<u>\$ 175,032</u>	<u>\$ 204,745</u>

Subordinated Liabilities mature as follows at December 31:

2018	\$ 44,176
2019	42,955
2020	35,711
2021	28,460
2022	11,936
Thereafter	<u>11,794</u>
	<u>\$ 175,032</u>

To the extent that such notes are required for the Company's continued compliance with minimum net capital requirements, they may not be repaid. At December 31, 2017 and 2016, the Company had sufficient capital that such restrictions did not apply. The right of the note holders to receive any payment from the Company under the terms of the notes is subordinated to the claims of all present and future creditors of the Company that arise prior to maturity and is dependent on approval by FINRA.

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11. Income Taxes

(a) Deferred Income Tax

The major deferred tax items are as follows:

	<u>2017</u>	<u>2016</u>
Deferred Tax Assets:		
Deferred Compensation Plans	\$ 24,242	\$ 39,370
Accrued Expenses and Reserves	16,030	24,691
State Net Operating Loss	283	-
Carryforwards	4,075	-
Other	1,285	-
	<u>45,915</u>	<u>64,061</u>
Deferred Tax Liabilities:		
Margin Debt	-	1,502
Goodwill and Intangibles	3,052	4,985
Foreign Unremitted Earnings	-	6,824
Depreciation and Fixed Asset Gain/Loss	7,389	12,179
Section 481(a) Adjustment	46,614	-
Investments	1,075	388
Other	215	-
	<u>58,345</u>	<u>25,878</u>
Deferred Tax Asset/(Liability), Net	<u>\$ (12,430)</u>	<u>\$ 38,183</u>

No valuation allowance is required as management believes it is more-likely-than-not that the deferred tax assets are realizable.

(b) Uncertain Tax Positions

The Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more-likely-than-not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

The Company is included in the consolidated income tax returns of BFG in the U.S. Federal jurisdiction and various consolidated states. The Company also files separate income tax returns in various states and local jurisdictions. The federal income tax returns for the years prior to 2014 and the state and local tax returns for the years prior to 2013 are no longer subject to examination by income tax authorities, unless subsequently amended.

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The Company's unrecognized tax benefits are analyzed and monitored to ensure they are adequate and reflective of known events. The Company does not believe there will be a material change in the balance within the subsequent 12 month period. The Company classifies interest and penalties, if any, related to unrecognized tax benefits as a component of tax expense.

12. Stockholders' Equity

As of December 31, 2017 and 2016, the Company had 26,454,488 shares of Common Stock and 47,086 shares of Common Treasury Stock outstanding. There were no share transactions in the Company's Common Stock or Common Treasury Stock during the years ended December 31, 2017 and 2016.

The Company has authorized 72,450,000 shares of \$1 stated value common stock. The Company has also authorized 1,000 shares of no par value, cumulative, nonvoting preferred stock. No shares of preferred stock were issued or outstanding in 2017 or 2016. The shares of the Company are subject to strict transfer restrictions.

On each of March 3, 2017, April 25, 2017, September 5, 2017 and December 20, 2017, the Company declared dividends totaling 20,000 (\$0.756 per share of common stock) to BFC. The dividends were paid on March 15, 2017, June 16, 2017, September 15, 2017 and December 21, 2017 respectively and is included in Retained Earnings on the Consolidated Statements of Financial Condition.

In December 2016, the Company declared a dividend of \$10,000 (\$0.38 per share of common stock) to BFC. The dividend was paid on December 14, 2016 and is included in Retained Earnings on the Consolidated Statements of Financial Condition.

13. Compensation and Retirement Plans

(a) The Baird Profit Sharing and Savings Plan

Substantially all associates of the Company are eligible to participate in the Robert W. Baird & Co. Incorporated Profit Sharing and 401(k) Savings Plan. The 401(k) Savings Plan complies with Section 401(k) of the Internal Revenue Code. The Company matches 100% of the first two thousand dollars contributed by each eligible participant annually.

(b) Non-Qualified Compensation

The Company has three non-qualified compensation plans, entitled the Baird Capital Participation Plan (BCPP), the Baird Financial Advisors Deferred Compensation Plan (FADCP) and the Baird Long Term Incentive Plan (LTIP). The BCPP no longer grants awards and all balances in the BCPP Plan are fully vested. For services performed, the FADCP and LTIP grant awards to certain associates. The awards, which vest after seven years, are expensed at the date of grant as no future services are required, subject to continued employment. The balance payable to associates under the above plans was \$121,503 and \$105,139 as of December 31, 2017 and 2016, respectively, and is included in Accounts Payable, Accrued Expenses and Other Liabilities and Subordinated Liabilities on the Consolidated Statements of Financial Condition, of which approximately \$16,408 and \$13,465 is vested as of December 31, 2017 and 2016, respectively.

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Associates have the ability to allocate their awards in the above plans among several investment options, including certain Affiliated Funds. The Company elects to invest directly as a principal in investments, which are directly related to our obligations under the respective deferred compensation plan and are included in Securities Owned, at Fair Value on the Consolidated Statements of Financial Condition.

The Company has established an allowance to reserve for forfeitures of awards in the FADCP and LTIP plans of \$1,305 and \$2,100, respectively as of December 31, 2017 and 2016 included within Accounts Payable, Accrued Expenses and Other Liabilities on the Consolidated Statements of Financial Condition. In determining the allowance, management considers the Company's historical forfeiture experience which involves the use of estimates. The actual amounts may be materially different than the recorded amounts.

Certain BCPP participants own restricted stock units (RSUs). The RSUs are fully vested in accordance with the terms of the BCPP and are ultimately convertible into BFG common stock. BCPP participants owning RSUs are entitled to cumulative distributions and dividends issued by BFG on its common stock. The RSUs become payable in full upon a change in control, as defined in the plan.

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14. Private Equity Consolidation

The following presents information about the carrying value of the assets, liabilities and equity of the partnerships which are consolidated and included within the Consolidated Statements of Financial Condition. The noncontrolling interests represents the portion of net assets not owned by the Company.

	<u>2017</u>	<u>2016</u>
Assets:		
Cash Held by Baird Private Equity Partnerships	\$ 412	\$ 1,493
Other Assets	23	106
Total Assets	<u>\$ 435</u>	<u>\$ 1,599</u>
Liabilities and Partners' Equity:		
Accounts Payable, Accrued Expenses and Other Liabilities	<u>\$ 32</u>	<u>\$ 406</u>
Total Liabilities	<u>32</u>	<u>406</u>
Partners' Equity Attributable to the Company	45	309
Partners' Equity Attributable to Noncontrolling Interests in Baird Private Equity Partnerships	<u>358</u>	<u>884</u>
Total Partners' Equity	403	1,193
Total Liabilities and Partners' Equity	<u>\$ 435</u>	<u>\$ 1,599</u>

Certain Baird Private Equity Partnerships are not consolidated pursuant to the accounting rules disclosed in the consolidation section of footnote 2, *Summary of Significant Accounting Policies*. The Company's interest in unconsolidated partnerships was \$2,083 and \$2,557 at December 31, 2017 and December 31, 2016, respectively, which is included within Securities Owned, at Fair Value on the Consolidated Statements of Financial Condition. Net assets of the partnerships not consolidated were \$223 million and \$568 million at December 31, 2017 and 2016, respectively, because the general partner (an affiliate) was not the primary beneficiary. The Company's economic interest in these partnerships range from 0.2% to 1% as of December 31, 2017 and December 31, 2016, respectively. In addition to the Company's economic interest, the Company also has management fee arrangements from its investment advisory services it provides to VIEs. The maximum exposure to loss represents the loss of assets recognized by the Company relating to nonconsolidated VIEs, including any amounts due from nonconsolidated VIEs. See footnote 3, *Related Party Transactions* for further detail.

The Company has a controlling interest in limited liability companies that serve as general partners in various partnerships. The Company has committed a total of \$4,301 in amounts generally ranging up to \$1,660 to twelve different private equity partnerships. As of December 31, 2017, the Company has invested \$3,661 of committed amounts.

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15. Baird UK

The Company reports the results of its investment in Baird UK using the equity method of accounting. At December 31, 2017 and 2016, the Company's investment in Baird UK Ltd. was \$36,997 and \$32,818 respectively, and is included in Other Assets on the Consolidated Statements of Financial Condition.

16. Commitments and Contingencies

(a) Leases

The Company occupies office space and leases equipment under cancelable and non-cancelable operating lease arrangements. These lease arrangements include escalating clauses which are recognized on a straight-line basis over the life of the lease. Capital leases consist of computers, servers and other computer related items. Future minimum lease payments are as follows:

	Capital	Operating	Total
2018	\$ 142	\$ 41,203	\$ 41,345
2019	66	36,849	36,915
2020	34	34,002	34,036
2021	2	29,792	29,794
2022	-	28,414	28,414
Thereafter	-	153,583	153,583
	244	\$ 323,843	\$ 324,087
Less amounts representing interest	(4)		
Present value of minimum lease payments	\$ 240		

The capital lease obligation, which is recorded in Accounts Payable, Accrued Expenses and Other Liabilities on the Consolidated Statements of Financial Condition, was \$240 and \$1,156 at December 31, 2017 and 2016, respectively.

(b) Other

The Company is involved in legal actions from time to time that are incidental to its securities business, including without limitation, client complaints and arbitrations, employment related disputes, regulatory investigations and proceedings, securities class action claims arising from underwriting activity, and claims brought against the Company in connection with its recruitment of associates from other firms. The Company has established reserves against such contingencies. Based on its understanding of the facts and the advice of legal counsel, management believes that resolution of these various actions will not result, after taking into account the reserves, in any material adverse effect on the financial condition of the Company. As of December 31, 2017, the estimated aggregate range of possible loss related to these matters is from \$0 to \$6,219 in excess of the accrued reserve. As of December 31, 2016, there was no range of possible loss in excess of the amount the Company has reserved.

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In the normal course of business, the Company enters into underwriting commitments. Transactions relating to underwriting commitments that were open as of December 31, 2017 and 2016 were not material.

The Company is a member of numerous exchanges and clearinghouses. Clearing deposits are included within Deposits with Clearing Organizations on the Consolidated Statements of Financial Condition. Under the membership agreements, members are generally required to guarantee performance of other members. Additionally, if a member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet these shortfalls. To mitigate these performance risks, the exchanges and clearinghouses often require members to post collateral. The Company's maximum potential liability under these arrangements cannot be quantified. However, the potential for the Company to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is recorded on the Consolidated Statements of Financial Condition for these arrangements.

17. Collateralized Transactions

The Company enters into reverse repurchase agreements, repurchase agreements, securities borrowed and securities loaned transactions in order to, among other things, acquire securities to cover short positions, accommodate clients' needs, earn residual interest spreads and finance the Company's inventory positions. Under these transactions, the Company either receives or provides collateral, including securities. The Company receives collateral in connection with reverse repurchase agreements and securities borrowed transactions, and pledges collateral, including cash and securities, to collateralize repurchase agreements and enter into securities lending transactions. Under many agreements, the Company is permitted to re-pledge securities held as collateral. As of December 31, 2017 and 2016, the fair value of securities accepted as collateral was \$419,883 and \$574,741 respectively, of which, \$0 and \$304,702 was re-pledged to other counterparties.

All reverse repurchase agreements and repurchase agreements are transacted under legally enforceable master repurchase agreements and all securities borrowed and securities lending transactions are transacted under legally enforceable master securities lending agreements. In the event of default by a counterparty, these agreements give the Company the right to liquidate securities held as collateral and to offset receivables and payables with the defaulting counterparty.

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The table below reconciles the gross amounts of assets and liabilities on these transactions on the Consolidated Statements of Financial Condition to the net exposure to the Company, considering all effects of legally enforceable master netting agreements as of December 31, 2017:

	Gross Amounts ⁽¹⁾	Amounts Offset on the Consolidated Statement of Financial Condition	Net Amounts Presented on the Consolidated Statement of Financial Condition ⁽¹⁾	Amounts Not Offset on the Consolidated Statement of Financial Condition		Net Amounts
				Financial Instruments ⁽²⁾	Collateral Received/ Pledged ⁽³⁾	
Assets:						
Securities Purchased Under Agreements to Resell	\$ 2,640	\$ -	\$ 2,640	\$ -	\$ (2,640)	\$ -
Deposits Paid on Securities Borrowed	425,016	-	425,016	-	(417,120)	7,896
Liabilities:						
Securities Sold Under Agreements to Repurchase	\$ 663,925	\$ -	\$ 663,925	\$ -	\$ (663,925)	\$ -
Deposits Received on Securities Loaned	1,793	-	1,793	-	(1,737)	56

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The table below reconciles the gross amounts of assets and liabilities on these transactions on the Consolidated Statements of Financial Condition to the net exposure to the Company, considering all effects of legally enforceable master netting agreements as of December 31, 2016:

	Gross Amounts ⁽¹⁾	Amounts Offset on the Consolidated Statement of Financial Condition	Net Amounts Presented on the Consolidated Statement of Financial Condition ⁽¹⁾	Amounts Not Offset on the Consolidated Statement of Financial Condition		Net Amounts
				Financial Instruments ⁽²⁾	Collateral Received/ Pledged ⁽³⁾	
Assets:						
Securities Purchased Under						
Agreements to Resell	\$ 316,069	\$ -	\$ 316,069	\$ (156,541)	\$ (154,367)	\$ 5,161
Deposits Paid on Securities						
Borrowed	264,547	-	264,547	(1,260)	(255,285)	8,002
Liabilities:						
Securities Sold Under						
Agreements to Repurchase	\$ 629,834	\$ -	\$ 629,834	\$ (156,541)	\$ (473,293)	\$ -
Deposits Received on Securities						
Loaned	1,900	-	1,900	(1,260)	(605)	35

⁽¹⁾ Amounts include all financial instruments, regardless of whether there is a legally enforceable master netting agreement in place. The Company reports gross assets and liabilities on the Consolidated Statements of Financial Condition.

⁽²⁾ Amounts relate to master netting arrangements which have been determined by the Company to be legally enforceable in the event of default.

⁽³⁾ Collateral received on Securities Purchased Under Agreements to Resell and Deposits Paid on Securities Borrowed, includes securities received from the counterparty. These securities are not included on the Consolidated Statements of Financial Condition, unless there is an event of default.

Collateral pledged on Securities Sold Under Agreements to Repurchase and Deposits Received on Securities Loaned, includes the fair value of securities pledged to the counterparty. These securities are included on the Consolidated Statements of Financial Condition, unless there is an event of default.

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The following table presents the remaining contractual maturity of repurchase agreements and securities lending transactions disaggregated by type of collateral, accounted for as secured borrowings as of December 31, 2017:

	Remaining Contractual Maturity		
	Overnight & Continuous	Up to 30 Days	Total
Securities Sold Under Agreements to Repurchase			
U.S. Government and Agency Obligations	\$ 29,469	\$ 378,217	\$ 407,686
Municipal Obligations	19,140	21,619	40,759
Corporate Obligations	95,532	119,948	215,480
Total Securities Sold Under Agreements to Repurchase	<u>\$ 144,141</u>	<u>\$ 519,784</u>	<u>\$ 663,925</u>
Deposits Received on Securities Loaned Equity Securities	<u>\$ 1,793</u>	<u>\$ -</u>	<u>\$ 1,793</u>

The following table presents the remaining contractual maturity of repurchase agreements and securities lending transactions disaggregated by type of collateral, accounted for as secured borrowings as of December 31, 2016:

	Remaining Contractual Maturity		
	Overnight & Continuous	Up to 30 Days	Total
Securities Sold Under Agreements to Repurchase			
U.S. Government and Agency Obligations	\$ 267,065	\$ 170,543	\$ 437,608
Municipal Obligations	12,956	2,316	15,272
Corporate Obligations	145,603	31,351	176,954
Total Securities Sold Under Agreements to Repurchase	<u>\$ 425,624</u>	<u>\$ 204,210</u>	<u>\$ 629,834</u>
Deposits Received on Securities Loaned Equity Securities	<u>\$ 1,900</u>	<u>\$ -</u>	<u>\$ 1,900</u>

Repurchase agreements and securities lending activities are entered into and conducted as components of the financing of certain operating activities. In the event the market value of the securities pledged as collateral declines, additional collateral may need to be posted or borrowing amounts may need to be reduced.

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18. Financial Instruments with Off-Balance Sheet Risk

In the normal course of business, the Company's client securities activities involve the execution, settlement and financing of various client securities transactions. These activities may expose the Company to off balance sheet risk in the event the client or other broker is unable to fulfill its contracted obligations and the Company has to purchase or sell the financial instrument underlying the contract at a loss.

The Company seeks to control the risks associated with its client activities by requiring clients to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors required margin levels daily and, pursuant to such guidelines, requires the client to deposit additional collateral or to reduce security positions when necessary. Such collateral is not reflected on the Consolidated Statements of Financial Condition.

The Company enters into various transactions involving derivatives and other off-balance sheet financial instruments. These financial instruments include To Be Announced (TBA) mortgage-backed securities, as well as securities purchased and sold on a when-issued basis (when-issued securities). These financial instruments are used to meet the needs of clients, conduct trading activities, and manage market risks and are, therefore, subject to varying degrees of market and credit risk.

TBAs and when-issued securities provide for the delayed delivery of the underlying instrument. The contractual or notional amounts related to these financial instruments reflect the volume and activity and do not reflect the amounts at risk. The gain or loss on these transactions is recognized on a trade date basis. The credit risk for TBAs, options, and when-issued securities is limited to the unrealized fair valuation gains and losses recorded in the Consolidated Statements of Financial Condition. The Company's exposure to market risk is determined by a number of factors, including but not limited to the size, composition and diversification of positions held, the absolute and relative levels of interest rates, and market volatility.

In addition, the Company has sold securities that it does not currently own (securities sold, not yet purchased) and will therefore be obligated to purchase such securities at a future date. The Company has recorded these obligations in the Consolidated Statements of Financial Condition at December 31, 2017 and 2016, at fair values of the related securities and will incur a loss if the fair value of the securities increases.

The Company's client securities activities are transacted on either a cash or margin basis. In margin transactions, the Company extends credit to its clients, subject to various regulatory and internal margin requirements, collateralized by cash and securities in the clients' accounts. In connection with these activities, the Company executes and clears client transactions involving the sale of securities not yet purchased, substantially all of which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose the Company to significant off-balance sheet risk in the event margin requirements are not sufficient to fully cover losses that clients may incur. In the event the client fails to satisfy its obligations, the Company may be required to purchase or sell financial instruments at prevailing market prices to fulfill the client's obligations. The Company seeks to control the risks associated with its client activities by requiring clients to maintain margin collateral in compliance with various regulatory and internal guidelines. The Company monitors required margin levels daily, and pursuant to such guidelines, requires the clients to deposit additional collateral or to reduce positions when necessary.

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In conjunction with certain borrowing transactions, the Company's client financing and securities settlement activities require the Company to pledge certain securities. In the event the counterparty is unable to meet its contractual obligation to return securities pledged as collateral, the Company may be exposed to the risk of acquiring the securities at prevailing market prices in order to satisfy its obligations. The Company controls this risk by monitoring the fair value of securities pledged on a daily basis and by requiring adjustments of collateral levels in the event of excess market exposure. In addition, the Company establishes monitoring limits for such activities and monitors them on a daily basis.

The Company may use financial futures and options to manage market risk related to trading securities. In particular, these instruments may be used as hedges against long or short inventory positions to mitigate security price risk. The Company did not have open futures or options positions as of December 31, 2017 and 2016.

19. Federal Deposit Insurance Corporation

The Company has certain cash deposit accounts with financial institutions in which the balances occasionally exceed the Federal Deposit Insurance Corporation (FDIC) insured limit. The Company has not experienced any losses in such accounts and management believes it is not exposed to any significant risk.

20. Subsequent Events

The Company evaluated its December 31, 2017 Consolidated Statements of Financial Condition for subsequent events through February 26, 2018, the date that the Consolidated Statements of Financial Condition were available to be issued. On January 10, 2018 the Company declared a dividend of \$15,000 (\$0.567 per share of common stock) to BFC. The Dividend was paid on January 12, 2018.