

Virtu Americas LLC

Statement of Financial Condition (Unaudited)

June 30, 2021

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Virtu Americas LLC
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(in thousands)

Assets

Cash and cash equivalents	\$ 454,355
Cash segregated under federal and other regulations	66,161
Trading assets, at fair value	
Financial instruments owned	2,330,414
Financial instruments owned and pledged	927,158
Securities borrowed	1,535,150
Securities purchased under agreements to resell	54,555
Receivables from brokers, dealers and clearing organizations	1,072,533
Receivable from customers	108,335
Goodwill and intangible assets, less accumulated amortization of \$87,000	12,993
Operating lease right-of-use assets	16,546
Other assets	62,289
Total assets	<u><u>6,640,489</u></u>

Liabilities and Member's Equity

Liabilities	
Trading liabilities, at fair value	
Financial instruments sold, not yet purchased	2,856,799
Securities loaned	1,142,739
Securities sold under agreements to repurchase	490,879
Short term borrowings, net	195,784
Payables to brokers, dealers and clearing organizations	462,777
Payable to affiliates	97,361
Payable to customers	100,482
Operating lease liabilities	17,304
Accounts payable and accrued expenses and other liabilities	83,138
Total liabilities	<u>5,447,263</u>

Subordinated borrowings	250,000
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Member's equity	943,226
Total liabilities and member's equity	<u><u>\$ 6,640,489</u></u>

The accompanying notes are an integral part of this Statement of Financial Condition.

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1. Organization and Description of the Business

Virtu Americas LLC (the "Company") is a single member limited liability company organized in the state of Delaware. The Company's member is Virtu Strategic Holdings LLC. The Company's ultimate parent is Virtu Financial LLC ("Virtu"). Virtu Financial, Inc. ("VFI") is the sole managing member of Virtu Financial LLC, and operates and controls all of the businesses and affairs of Virtu Financial LLC and, through Virtu Financial LLC and its subsidiaries, continues to conduct the business conducted by such subsidiaries.

The Company is a broker-dealer registered with the U.S. Securities Exchange Commission ("SEC"). The Company is a clearing member of principal stock exchanges in the United States, including the New York Stock Exchange ("NYSE") and is a member of the Financial Industry Regulatory Authority ("FINRA"), the Depository Trust & Clearing Corporation, the National Securities Clearing Corporation ("NSCC"), the Options Clearing Corporation ("OCC"), and the Municipal Securities Rulemaking Board ("MSRB"). The Company's designated examining authority is FINRA.

The Company's operating activities consist of the following:

Market Making

Market Making principally consists of market making in domestic equities, options, exchange traded funds ("ETF's") and fixed income securities. As a market maker, the Company commits capital on a principal basis by offering to buy securities from, or sell securities to, broker-dealers, banks and institutions. The Company engages in principal trading in Market Making direct-to-clients as well as in a supplemental capacity on exchanges, electronic communications networks ("ECNs") and alternative trading systems ("ATs"). The Company is an active participant on all major domestic equity exchanges. As a complement to electronic market making, the Company's cash trading business handles specialized orders and also transacts on the OTC Bulletin Board marketplaces operated by OTC Markets Group Inc.

Execution Services

Execution Services comprises agency-based trading and trading venues, offering trading in domestic equities and fixed income securities to institutions, banks and broker-dealers. The Company earns commissions as an agent on behalf of clients as well as between principals to transactions; in addition, the Company will commit capital on behalf of clients as needed. Agency-based, execution-only trading within execution services is done primarily through a variety of access points including: (i) algorithmic trading and order routing in equities and options; (ii) institutional sales traders executing program, block and riskless principal trades in equities and ETFs; and (iii) an ATS for equities.

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2. Significant Accounting Policies

Basis of Presentation

The accompanying Statement of Financial Condition has been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The Company's Statement of Financial Condition is prepared in conformity with U.S. GAAP, which require management to make estimates and assumptions regarding measurements including the fair value of trading assets and liabilities, goodwill and intangibles, capitalized software, and other matters that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Statement of Financial Condition. Accordingly, actual results may differ materially from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include money market accounts, which are payable on demand, and short-term investments with an original maturity of less than 90 days. The carrying amount of such cash equivalents approximates their fair value due to the short-term nature of these instruments.

The Company maintains cash in bank deposit accounts that, at times, may exceed federally insured limits. The Company manages this risk by selecting financial institutions deemed highly creditworthy.

Cash Segregated Under Federal or Other Regulations

The Company maintains custody of customer funds and is obligated by rules and regulations mandated by the SEC to segregate or set aside cash and/or qualified securities to satisfy these regulations, which have been promulgated to protect customer assets. Included in Cash segregated under federal and other regulations were funds which have been segregated in special reserve accounts for the exclusive benefit of customers ("Special Reserve Bank Account") and special reserve accounts for the exclusive benefit of proprietary accounts of broker dealers ("PAB") under SEC Rule 15c3-3. The amounts recognized as Cash segregated under federal and other regulations approximate fair value.

Securities Borrowed and Securities Loaned

The Company conducts securities borrowing and lending activities with external counterparties. In connection with these transactions, the Company receives or posts collateral, which comprises cash and/or securities. In accordance with substantially all of its stock borrow agreements, the Company is permitted to sell or repledge the securities received. Securities borrowed or loaned are recorded based on the amount of cash collateral advanced or received. The initial cash collateral advanced or received generally approximates or is greater than 102% of the fair value of the underlying securities borrowed or loaned. The Company monitors the fair value of securities borrowed and loaned, and delivers or obtains additional collateral as appropriate. Receivables and payables with the same counterparty are not offset in the Statement of Financial Condition.

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Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

In a repurchase agreement, securities sold under agreements to repurchase are treated as collateralized financing transactions and are recorded at contract value, plus accrued interest, which approximates fair value. It is the Company's policy that its custodian take possession of the underlying collateral securities with a fair value approximately equal to the principal amount of the repurchase transaction, including accrued interest. For reverse repurchase agreements, the Company typically requires delivery of collateral with a fair value approximately equal to the carrying value of the relevant assets in the Statement of Financial Condition. To ensure that the fair value of the underlying collateral remains sufficient, the collateral is valued daily with additional collateral obtained or excess collateral returned, as permitted under contractual provisions.

The Company does not net securities purchased under agreements to resell transactions with securities sold under agreements to repurchase transactions entered into with the same counterparty. The Company has also entered into bilateral and tri-party term and overnight repurchase and other collateralized financing agreements which bear interest at negotiated rates. The Company receives cash and makes delivery of financial instruments to a custodian who monitors the market value of these instruments on a daily basis. The market value of the instruments delivered must be equal to or in excess of the principal amount loaned under the repurchase agreements plus the agreed upon margin requirement. The custodian may request additional collateral, if appropriate.

Receivables from/Payables to Brokers, Dealers and Clearing Organizations

Receivables Amounts receivable from broker-dealers and clearing organizations may be restricted to the extent that they serve as deposits for securities sold, not yet purchased. At June 30, 2021, receivables from and payables to broker-dealers and clearing organizations primarily represented amounts due for unsettled trades, open equity in futures transactions, securities failed to deliver or failed to receive, deposits with clearing organizations or exchanges and balances due from or due to prime brokers in relation to the Company's trading. The Company presents its balances, including outstanding principal balances on all credit facilities, on a net-by-counterparty basis within Receivables from and Payables to brokers, dealers and clearing organizations when the criteria for offsetting are met.

In the normal course of business, a significant portion of the Company's securities transactions, money balances, and security positions are transacted with several third-party brokers. The Company is subject to credit risk to the extent any broker with whom it conducts business is unable to fulfill contractual obligations on its behalf. The Company monitors the financial condition of such brokers to minimize the risk of any losses from these counterparties.

Financial Instruments Owned Including Those Pledged as Collateral and Financial Instruments Sold, Not Yet Purchased

Financial instruments owned including those pledged as collateral and Financial instruments sold, not yet purchased relate to market making and trading activities, and include listed and other equity securities, listed equity options and fixed income securities. The Company records Financial instruments owned, including those pledged as collateral, and Financial instruments sold, not yet purchased at fair value.

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Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or would be paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date. Fair value measurements are not adjusted for transaction costs. The recognition of “block discounts” for large holdings of unrestricted financial instruments where quoted prices are readily and regularly available in an active market is prohibited. The Company categorizes its financial instruments into a three-level hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy level assigned to each financial instrument is based on the assessment of the transparency and reliability of the inputs used in the valuation of such financial instruments at the measurement date based on the lowest level of input that is significant to the fair value measurement. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurements).

Financial instruments measured and reported at fair value are classified and disclosed in one of the following categories based on inputs:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not active and financial instruments for which all significant inputs are observable, either directly or indirectly; or

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Transfers in or out of levels are recognized based on the beginning fair value of the period in which they occurred.

Derivative Instruments

Derivative instruments are used for trading purposes, including economic hedges of trading instruments, are carried at fair value, and include futures, forward contracts, and options. Gains or losses on these derivative instruments are recognized currently within Trading income, net in the Condensed Consolidated Statement of Comprehensive Income. Fair values for exchange-traded derivatives, principally futures, are based on quoted market prices. Fair values for over-the-counter derivative instruments, principally forward contracts, are based on the values of the underlying financial instruments within the contract. The underlying instruments are currencies, which are actively traded. The Company presents its trading derivatives balances on a net-by-counterparty basis when the criteria for offsetting are met.

Receivables from and Payables to Customers

Receivables from and Payables to customers arise primarily from securities transactions and include amounts due on receive versus payment (“RVP”) or deliver versus payment (“DVP”) transactions. Due to their short-term nature, such amounts approximate fair value.

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Property, Equipment, and Occupancy

Property and equipment are carried at cost, less accumulated depreciation, within Other assets on the Statement of Financial Condition. Property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the related carrying amount may not be recoverable. Furniture, fixtures, and equipment are depreciated over three to seven years. Leasehold improvements are amortized over the lesser of the life of the improvement or the term of the lease.

Capitalized Software

The Company capitalizes costs of materials, consultants, and payroll and payroll related costs for employees incurred in developing internal-use software. Management's judgment is required in determining the point at which various projects enter the stages at which costs may be capitalized, in assessing the ongoing value of the capitalized costs, and in determining the estimated useful lives over which the costs are amortized.

Capitalized software development costs and related accumulated amortization are included in Other assets in the accompanying Statement of Financial Condition and are amortized over a period of 1.4 to 2.5 years, which represents the estimated useful lives of the underlying software.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in Operating lease right-of use assets and Operating lease liabilities on the Statement of Financial Condition. Operating lease right-of-use ("ROU") assets are assets that represent the lessee's right to use, or control the use of, a specified asset for the lease term. ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the commencement date. The Company uses its incremental borrowing rate based on the information available at the commencement date in determining the present value of future payments. The ROU assets are reduced by lease incentives and initial direct costs incurred. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Certain of the Company's lease agreements contain fixed lease payments that contain lease and non-lease components; for such leases, the Company accounts for the lease and non-lease components as a single lease component.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the underlying net tangible and intangible assets of the Company's acquisitions. Goodwill is not amortized but is assessed for impairment on an annual basis and between annual assessments whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill is assessed at the reporting unit level, which is defined as an operating segment or one level below the operating segment.

The Company assesses goodwill for impairment on an annual basis and on an interim basis when certain events or circumstances exist. In the impairment assessment as of October 2020, the Company assessed qualitative factors as described in ASC 350-20 for any indicators that the fair value of the Company was less than its carrying value.

The Company amortizes finite-lived intangible assets over their estimated useful lives. Finite-lived intangible assets are tested for impairment when impairment indicators are present, and if impaired, they are written down to fair value.

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Exchange Memberships and Stock

Exchange memberships and stock are recorded at cost or, if any other than temporary impairment in value has occurred, at a value that reflects management's estimate of fair value. The Company's exchange memberships and stock are included in Goodwill and intangible assets in the Statement of Financial Condition. The Company's exchange stock is included within Other assets on the Statement of Financial Condition.

Income Taxes

The Company is a single-member limited liability company and is treated as a disregarded entity for U.S. federal, state and local income tax purposes. The Company is included in the income tax returns of Virtu, and the Company is no longer a party to a tax sharing arrangement. See Note 10 "Income Taxes" for additional information.

Recent Accounting Pronouncements-to be updated

Reference Rate Reform - In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which is designed to ease the potential burden in accounting for the transition away from LIBOR. The ASU applies to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued and replaced with alternative reference rates as a result of reference rate reform. The ASU provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The ASU is effective for all entities as of March 12, 2020 through December 31, 2022. In January 2021, the FASB issued ASU 2021-01, *Reference Rate Reform (Topic 848): Scope*, which expands the scope of Topic 848 to include derivative instruments that are affected by changes in the interest rates used for margining, discounting or contract price alignment as part of the market transition to new reference rates (the "discounting transition"). The Company is evaluating the impact of these ASUs, but does not expect it to have a material impact on its Financial Statements and related disclosures.

Convertible Instruments - In August 2020, the FASB issued ASU 2020-06, *Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (Subtopic 815-40)*. The ASU simplifies accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts in an entity's own equity and updates selected earnings per share ("EPS") guidance. The ASU is effective for periods beginning after December 15, 2023. The Company is currently evaluating the impact of the new standard on its Financial Statements and related disclosures.

3. Goodwill and Intangible Assets

Goodwill and Intangible assets with indefinite lives are assessed for impairment annually or when events indicate that the amounts may be impaired. The Company assesses goodwill for impairment at the reporting unit level. The Company's reporting unit is the component of its business unit for which discrete financial information is available and is regularly reviewed by the Company's management.

Intangible assets are assessed for recoverability when events or changes in circumstances indicate that the carrying amount of the asset or asset group may not be recoverable. The Company assesses intangible assets for impairment at the "asset group" level which is the lowest level for which identifiable cash flows are largely independent of the cash flows of other groups of assets and liabilities. As part of the assessment for impairment, the Company considers the cash flows of the respective asset group and assesses the fair value of the respective asset group. Step one of the impairment assessment for intangibles

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is performed using undiscounted cash flow models, which indicates whether the future cash flows of the asset group are sufficient to recover the book value of such asset group. When an asset is not considered to be recoverable, step two of the impairment assessment is performed using a discounted cash flow methodology with a risk-adjusted weighted average cost of capital to determine the fair value of the intangible asset group. In cases where amortizable intangible assets and goodwill are assessed for impairment at the same time, the amortizable intangibles are assessed for impairment prior to goodwill being assessed.

In the third quarter of 2020, the Company assessed the impairment of goodwill and intangible assets with indefinite lives as part of its annual qualitative assessment as described in ASC 350-20-35. Based on its analysis, the Company concluded that the goodwill recorded was not impaired. At June 30, 2021, goodwill of \$11.8 million is recorded within Goodwill and intangible assets, net on the Statement of Financial Condition.

Intangible assets with finite useful lives are amortized over their estimated useful lives, the majority of which have been determined to range from three to ten years.

The following table summarizes the Company's intangible assets, net of accumulated amortization by type as of June 30, 2021 (in thousands):

Trading rights (1)	Gross carrying amount	\$	1,233
	Accumulated amortization		—
	Net carrying amount		<u>1,233</u>
Technology	Gross carrying amount		87,000
	Accumulated amortization		<u>(87,000)</u>
	Net carrying amount		<u>—</u>
Total	Gross carrying amount		88,233
	Accumulated amortization		<u>(87,000)</u>
	Net carrying amount	\$	<u>1,233</u>

⁽¹⁾ Trading rights provide the Company with the right to trade on certain exchanges and have been determined to have indefinite lives.

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

Receivables from and Payables to brokers, dealers and clearing organizations at June 30, 2021 consist of the following (in thousands):

Assets	
Unsettled trades	\$ 172,731
Securities failed to deliver	431,976
Due from prime brokers	315,972
Deposits with clearing organizations	137,581
Commissions and fees	14,273
Total Receivables from brokers, dealers and clearing organizations	\$ 1,072,533
Liabilities	
Unsettled trades	11,921
Due to prime brokers	254,673
Securities failed to receive	98,482
Commissions and fees	97,701
Total Payables to brokers, dealers and clearing organizations	\$ 462,777

5. Collateralized Transactions

The Company is permitted to sell or repledge securities received as collateral and use these securities to secure repurchase agreements, enter into securities lending transactions or deliver these securities to counterparties or clearing organizations to cover short positions. At June 30, 2021, substantially all of the securities received as collateral have been repledged. The total amount of securities borrowed and received as collateral at June 30, 2021 was \$1,480.2 million.

In the normal course of business, the Company pledges qualified securities with clearing organizations to satisfy daily margin and clearing fund requirements. Financial instruments owned and pledged, where the counterparty has the right to repledge, at June 30, 2021 consisted of the following:

<i>(thousands)</i>	June 30, 2021
Equities	\$ 919,440
Exchange traded notes	7,718
	\$ 927,158

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6. Financial Instruments with Off-Balance Sheet Risk

Credit Risk

Credit risk represents the maximum potential loss that the Company would incur if the counterparties failed to perform pursuant to the terms of their agreements with the Company. The Company regularly transacts business with major U.S. and foreign financial institutions. The Company is subject to credit risk to the extent that the brokers may be unable to fulfill their obligations either to return the Company's securities or repay amounts owed. In the normal course of its securities activities, the Company may be required to pledge securities as collateral, whereby the prime brokers have the right, under the terms of the prime brokerage agreements, to sell or repledge the securities of the Company. The Company manages credit risk by limiting the total amount of arrangements outstanding, both by individual counterparty and in the aggregate, by monitoring the size and maturity structure of its portfolio and by applying uniform credit standards for all activities associated with credit risk.

The purchase and sale of futures contracts requires margin deposits with a Futures Commission Merchant ("FCM"). The Commodity Exchange Act requires an FCM to segregate all customer transactions and assets from the FCM's proprietary activities. A customer's cash and other equity deposited with an FCM are considered commingled with all other customer funds subject to the FCM's segregation requirements. In the event of an FCM's insolvency, recovery may be limited to the Company's pro-rata share of segregated customer funds available. It is possible that the recovery amount could be less than the total cash and other equity deposited.

Currency Risk

Though predominantly invested in U.S. dollar-denominated financial instruments, the Company may invest in securities or maintain cash denominated in currencies other than the U.S. dollar. The Company is exposed to risks that the exchange rate of the U.S. dollar relative to other currencies may change in a manner that has an adverse effect on the reported value of the Company's assets and liabilities denominated in currencies other than the U.S. dollar.

Market Risk

The Company is exposed to market risks that arise from equity price risk, foreign currency exchange rate fluctuations and changes in commodity prices. Management has established procedures to actively monitor and minimize market and credit risks. In addition, the Company has sold securities that it does not currently own and will, therefore, be obligated to purchase such securities at a future date. The Company has recorded these obligations in the Statement of Financial Condition at fair values of the related securities.

Off Balance Sheet Financial Instruments

The Company enters into various transactions involving derivative instruments and other off balance sheet financial instruments, including futures. These derivative financial instruments are used to conduct trading activities and manage market risks and are, therefore, subject to varying degrees of market and credit risk. Derivative transactions are entered into for trading purposes or to economically hedge other positions or transactions.

Futures contracts provide for 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. Futures contracts are executed on an exchange, and cash settlement is made on a daily basis for market movements. Accordingly, futures contracts generally do not have credit risk. Market risk is substantially

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dependent upon the value of the underlying derivative instruments and is affected by market forces, such as volatility and changes in interest and foreign exchange rates.

7. Borrowings

Uncommitted Facility

The Company is a party to two secured credit facilities with a financial institution to finance overnight securities positions purchased as part of its ordinary course broker-dealer market making activities. One of the facilities (the "Uncommitted Facility") is provided on an uncommitted basis with an aggregate borrowing limit of \$300 million, which was subsequently increased to \$400 million in April 2020, and is collateralized by the trading and deposit account the Company's maintained at the financial institution.

At June 30, 2021, the Company had \$198.0 million outstanding under the Uncommitted Facility, which is included in Short term borrowings on the Statement of Financial Condition.

Committed Facility

On November 3, 2017, the Company and two affiliates, as borrowers, and Virtu, as guarantor, entered into a credit facility (the "Committed Facility") with a consortium of banks with an aggregated borrowing limit of \$500 million. The Committed Facility was subsequently amended and restated on March 1, 2019 to increase the borrowing limit to \$600 million and subsequently amended to adjust sublimits and certain other terms, including most recently on July 29, 2020. The Committed Facility consists of two borrowing bases: Borrowing Base A loan is to be used to finance the purchase and settlement of securities, for which the Company has a sublimit of \$600 million; Borrowing Base B loan is to be used to fund margin deposit with the NSCC, for which the Company has a sublimit of \$200 million.

Borrowings under Borrowing Base A of the Committed Facility bear interest, at the borrower's option, at a rate based on the greater of (1) federal funds rate, and (2) the LIBOR, plus 1.25%. The interest rate at December 31, 2020 was 1.40% per annum. Following the July 29, 2020 amendment, Borrowing Base B Loans are subject to a sublimit of \$200 million and bear interest at the adjusted LIBOR or base rate plus 2.50% per annum. A commitment fee of 0.50% per annum on the average daily unused portion of this facility is payable quarterly in arrears.

At June 30, 2021, the company had no borrowings outstanding under the Committed Facility.

In connection with the Committed Facility, the Company has incurred debt issuance costs which are amortized over the term of the Committed Facility. As of June 30, 2021, the unamortized balance of these costs is \$2.2 million and is netted within Short term borrowings on the Statement of Financial Condition.

8. Financial Assets and Liabilities

Financial instruments measured and reported at fair value are classified and disclosed in one of the following categories based on inputs:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not active and financial instruments for which all significant inputs are observable, either directly or indirectly; or

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Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Financial Instruments Measured at Fair Value

The fair value of equities, options, on the run U.S. government obligations and exchange traded notes is estimated using recently executed transactions and market price quotations in active markets and are categorized as Level 1, with the exception of inactively traded equities and certain financial instruments noted in the next paragraph, which are categorized as Level 2. The Company's corporate bonds, derivative contracts and other U.S. and non-U.S. government obligations have been categorized as Level 2. Fair value of the Company's derivative contracts is based on the indicative prices obtained from a variety of banks and broker-dealers, as well as management's own analysis. The indicative prices have been independently validated through the Company's risk management systems, which are designed to check prices with information independently obtained from exchanges and venues where such financial instruments are listed or to compare prices of similar instruments with similar maturities for listed financial futures in foreign exchange.

There were no reclassifications or transfers of financial instruments between levels during the six months ended June 30, 2021.

Fair value measurements for those items measured on a recurring basis are summarized below as of June 30, 2021 (in thousands):

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	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets				
Financial instruments owned, at fair value:				
Equities	\$ 1,166,058	\$ 629,528	\$ —	\$ 1,795,586
Corporate debt	—	182,683	—	182,683
U.S. government and Non-U.S. government obligations	320,911	17,621	—	338,532
Exchange traded notes	770	7,599	—	8,369
Currency forwards	—	—	—	—
Options	5,244	—	—	5,244
	<u>1,492,983</u>	<u>837,431</u>	<u>—</u>	<u>2,330,414</u>
Financial instruments owned and pledged as collateral, at fair value:				
Equities	669,552	249,888	—	919,440
Exchange traded notes	1,420	6,298	—	7,718
	<u>670,972</u>	<u>256,186</u>	<u>—</u>	<u>927,158</u>
Liabilities				
Financial instruments sold, not yet purchased:				
Equities	1,509,462	754,830	—	2,264,292
Corporate debt	—	288,200	—	288,200
U.S. government and Non-U.S. government obligations	291,002	6,942	—	297,944
Exchange traded notes	1,096	824	—	1,920
Currency forwards	—	14	—	14
Options	4,429	—	—	4,429
Total Financial instruments sold, not yet purchased, at fair value	<u>\$ 1,805,989</u>	<u>\$ 1,050,810</u>	<u>\$ —</u>	<u>\$ 2,856,799</u>

Excluded from the fair value table above and the offsetting table below is net unsettled fair value on short futures contracts in the amount of \$80,622, which is included within Receivables from brokers, dealers and clearing organizations as of June 30, 2021 and would be categorized as Level 1. See Note 9: Derivative Financial Instruments for additional disclosures related to futures.

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Financial Instruments Not Measured at Fair Value

The table below presents the carrying value, fair value and fair value hierarchy category of certain financial instruments that are not measured at fair value on the Statement of Financial Condition. The table below excludes non-financial assets and liabilities. The carrying value of financial instruments not measured at fair value categorized in the fair value hierarchy as Level 1 and Level 2 approximates fair value due to the relatively short term nature of the underlying assets (in thousands):

	Carrying Value	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets					
Cash and cash equivalents	\$ 454,355	\$ 454,355	\$ 454,355	\$ —	\$ —
Cash segregated under federal and other regulations	66,161	66,161	66,161	—	—
Securities borrowed	1,535,150	1,535,150	—	1,535,150	—
Securities purchased under agreements to resell	54,555	54,555	—	54,555	—
Receivables from brokers, dealers and clearing organizations	1,072,533	1,072,533	—	1,072,533	—
Receivable from customers	108,335	108,335	—	108,335	—
Other assets (1)	11,399	11,399	—	11,399	—
Total Assets	\$ 3,302,488	\$ 3,302,488	\$ 520,516	\$ 2,781,972	\$ —
Liabilities					
Securities loaned	1,142,739	1,142,739	—	1,142,739	—
Securities sold under agreements to repurchase	490,879	490,879	—	490,879	—
Short term borrowings	195,784	195,784	—	195,784	—
Payables to brokers, dealers and clearing organizations	462,777	462,777	—	462,777	—
Payable to customers	100,482	100,482	—	100,482	—
Other liabilities (2)	3,552	3,552	—	3,552	—
Total Liabilities	\$ 2,396,213	\$ 2,396,213	\$ —	\$ 2,396,213	\$ —

(1) Includes cash collateral and deposits, and interest and dividends receivables.

(2) Includes deposits, interest and dividends payable.

Offsetting Financial Assets and Liabilities

The Company does not net Securities borrowed and Securities loaned, or Securities purchased under agreements to resell and Securities sold under agreements to repurchase. These financial instruments are presented on a gross basis in the Statement of Financial Condition. In the table below, the amounts of financial instruments owned that are not offset in the Statement of Financial Condition, but could be netted against financial liabilities with specific counterparties under legally enforceable master netting agreements in the event of default, are presented to provide financial statement readers with the Company's estimate of its net exposure to counterparties for these financial instruments.

The following table sets forth the gross and net presentation of certain financial assets and financial liabilities as of June 30, 2021 (in thousands):

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Description	Gross Amounts Recognized	Gross Amounts Offset in the Statement of Financial Condition	Net Amounts Presented in the Statement of Financial Condition	Gross Amounts Not Offset in the Statement of Financial Condition		Net Amount
				Available Collateral	Counterparty Netting	
Assets						
Securities borrowed	\$ 1,535,150	\$ —	\$ 1,535,150	\$ (1,480,229)	\$ (6,296)	\$ 48,625
Securities purchased under agreements to resell	54,555	—	54,555	(54,555)	—	—
Trading assets, at fair value:						
Currency forwards	22	(22)	—	—	—	—
Options	5,244	—	5,244	—	(4,429)	815
Total Assets	<u>1,594,971</u>	<u>(22)</u>	<u>1,594,949</u>	<u>(1,534,784)</u>	<u>(10,725)</u>	<u>49,440</u>
Liabilities						
Securities loaned	1,142,739	—	1,142,739	(1,122,133)	(12,107)	8,499
Short term borrowings	195,784	—	195,784	—	—	195,784
Securities sold under agreements to repurchase	490,879	—	490,879	(490,879)	—	—
Trading liabilities, at fair value:						
Currency forwards	35	(22)	13	—	—	13
Options	4,429	—	4,429	—	(4,429)	—
Total Liabilities	<u>\$ 1,833,866</u>	<u>\$ (22)</u>	<u>\$ 1,833,844</u>	<u>\$ (1,613,012)</u>	<u>\$ (16,536)</u>	<u>\$ 204,296</u>

The following table presents gross obligations for securities lending, securities sold under agreements to repurchase and short term borrowing transactions by remaining contractual maturity and the class of collateral pledged (in thousands):

Description	Open or Overnight	0 - 30 days	31 - 60 days	61 - 90 days	Greater than 90 days	Total
Securities loaned						
Equity securities	\$ 1,142,739	\$ —	\$ —	\$ —	—	\$ 1,142,739
Total	<u>1,142,739</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,142,739</u>
Securities sold under agreements to repurchase						
Equity securities	—	125,000	50,000	150,000	50,000	375,000
U.S. and Non-U.S. government obligations	115,879	—	—	—	—	115,879
Total	<u>\$ 115,879</u>	<u>\$ 125,000</u>	<u>\$ 50,000</u>	<u>\$ 150,000</u>	<u>\$ 50,000</u>	<u>\$ 490,879</u>

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9. Derivative Financial Instruments

The following table summarizes the fair value and notional value of derivative financial instruments held at June 30, 2021 (in thousands, except contract amounts):

Asset Derivatives	Financial Statement Location	Fair Value	Notional
Equity futures	Receivables from brokers, dealers and clearing organizations	\$ 739	\$ 368,500
Commodity futures	Receivables from brokers, dealers and clearing organizations	182	28,677
Currency futures	Receivables from brokers, dealers and clearing organizations	(20)	51,972
Fixed Income Futures	Receivables from brokers, dealers and clearing organizations	(120)	53,241
Currency forwards	Financial instruments owned	22	117,830
Options	Financial instruments owned	5,244	836,084
Liability Derivatives	Financial Statement Location	Fair Value	Notional
Currency forwards	Financial instruments sold, not yet purchased	35	117,837
Options	Financial instruments sold, not yet purchased	4,429	829,943

Amounts included in Receivables from and Payables to brokers, dealers and clearing organizations represent variation margin on long and short futures contracts.

10. Income Taxes

The Company is a single-member limited liability company and is treated as a disregarded entity for U.S. federal, state and local income tax purposes. The Company is included in the income tax returns of Virtu, and the Company is not a party to a tax sharing arrangement. The Company did not have any unrecognized tax benefits at June 30, 2021.

As of June 30, 2021, the Company remains subject to U.S. Federal income tax examinations for the tax years 2014 through 2019. In addition, the Company is subject to state and local income tax examinations in various jurisdictions for the tax years 2014 through 2019. While the outcome of these examinations is not yet determinable, the Company does not anticipate that any adjustments would result in a material change to its financial condition.

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11. Commitments, Contingent Liabilities and Guarantees

Legal and Regulatory Matters

In the ordinary course of business, the nature of the Company's business subjects it to claims, lawsuits, regulatory examinations or investigations and other proceedings. The Company is subject to several of these matters at the present time. Given the inherent difficulty of predicting the outcome of litigation and regulatory matters, particularly in regulatory examinations or investigations or other proceedings in which substantial or indeterminate damages or fines are sought, or where such matters are in the early stages, the Company cannot estimate losses or ranges of losses for such matters where there is only a reasonable possibility that a loss may be incurred. There can be no assurance that these matters will not have a material adverse effect on the Company's financial condition in any future period, and a material judgment, fine or sanction could have a material adverse impact on the Company's financial condition. However, it is the opinion of management, after consultation with legal counsel that, based on information currently available, the ultimate outcome of these matters will not have a material adverse impact on the business, financial condition or operating results of the Company although they might be material to the operating results for any particular reporting period. The Company carries directors' and officers' liability insurance coverage for potential claims, including securities actions, against the Company and its respective directors and officers.

The Company is subject to extensive oversight under federal and state laws as well as self-regulatory organization ("SRO") rules. Changes in market structure and the need to remain competitive require constant changes to the Company's systems, order routing and order handling procedures. The Company makes these changes while continuously endeavoring to comply with many complex laws and rules. Compliance, surveillance and trading issues common in the securities industry are monitored by, reported to, and/or reviewed in the ordinary course of business by the Company's regulators. As a major order flow execution destination, the Company is named from time to time in, or is asked to respond to a number of regulatory matters brought by U.S. regulators, foreign regulators, SROs, as well as actions brought by private plaintiffs, which arise from its business activities. There has been an increased focus by regulators on Anti-Money Laundering and sanctions compliance by broker-dealers and similar entities, as well as an enhanced interest on suspicious activity reporting and transactions involving microcap and low-priced securities. In addition, there has been an increased focus by Congress, federal and state regulators, SROs and the media on market structure issues, and in particular, the retail trading environment in the U.S. and relationships between retail broker-dealers and market making firms, high frequency trading, best execution, internalization, alternative trading systems ("ATS") manner of operations, market fragmentation and complexity, colocation, cybersecurity, access to market data feeds and remuneration arrangements, such as payment for order flow and exchange fee structures. The Company has received information requests from various authorities, including the SEC, requesting, among other items, information regarding these market structure matters, to which the Company has responded or is in the process of responding. The Company is currently the subject of various regulatory reviews and investigations by federal, state and foreign regulators and SROs, including the SEC and FINRA. In some instances, these matters may rise to a disciplinary action and/or a civil or administrative action. ordinary course of business.

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Guarantees

The Company is a member of exchanges that trade and clear futures contracts. Associated with its memberships, the Company may be required to pay a proportionate share of the financial obligations of another member who may default on its obligations to the exchange. Although the rules governing different exchange memberships vary, in general the Company's guarantee obligations would arise only if the exchange had previously exhausted its resources. In addition, any such guarantee obligation would be apportioned among the other nondefaulting members of the exchange. Any potential contingent liability under these membership agreements cannot be estimated. The Company has not recorded any contingent liability in the Statement of Financial Condition for these agreements and management believes that any potential requirement to make payments under these agreements is remote.

Representations and Warranties

In the normal course of its operations, the Company enters into contracts that contain a variety of representations and warranties which provide general indemnifications. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on experience, the Company believes the risk of significant loss is minimal.

12. Leases

The Company leases are primarily for corporate office space, data centers, and technology equipment. The leases have remaining terms of 1 year to 4 years, some of which include options to extend the initial term at the Company's discretion. The lease terms used in calculating ROU assets and lease liabilities include the options to extend the initial term when the Company is reasonably certain of exercising the options. The Company's lease agreements do not contain any material residual value guarantees, restrictions or covenants. In addition to the base rental costs, the Company's lease agreements for corporate office space generally provide for rent escalations resulting from increased assessments for operating expenses, real estate taxes and other charges.

The Company also subleases certain office space and facilities to third parties. The subleases have remaining terms of 1 to 4 years.

As the implied discount rate for most of the Company's leases is not readily determinable, the Company uses its incremental borrowing rate on its secured borrowings in determining the present value of lease payments.

Lease assets and liabilities and weighted average remaining lease term and discount rate are summarized as follows (in thousands):

(in thousands)	June 30, 2021	
Operating lease right-of-use assets	\$	16,546
Operating lease liabilities		17,304
Weighted average remaining lease term		2.9 years
Weighted average discount rate		5.55 %

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Future minimum lease payments under operating leases with non-cancelable lease terms, as of June 30, 2021, are as follows:

(in thousands)	Operating Leases
2021	\$ 4,751
2022	6,675
2023	6,675
2024	3,083
2025	57
Thereafter	—
Total lease payments	21,241
Less imputed interest	3,937
Total lease liability	17,304

13. Net Capital Requirement

The Company is subject to the SEC Uniform Net Capital Rule ("SEC Rule 15c3-1"), which requires the maintenance of minimum net capital. The Company has elected to use the alternative method, permitted by SEC Rule 15c3-1, which requires that the Company maintain net capital equal to the greater of \$1.0 million or 2% of aggregate debit items as defined. These regulations also prohibit a broker-dealer from repaying subordinated borrowings, paying cash dividends, making loans to its parent, affiliates or employees, or otherwise entering into transactions which would result in a reduction of its total net capital to less than 150% of its required minimum capital. Moreover, broker-dealers are required to notify the SEC and other regulators prior to repaying subordinated borrowings, paying dividends and making loans to its parent, affiliates or employees, or otherwise entering into transactions, which, if executed, would result in a reduction of 10% or more of its excess net capital (net capital less minimum requirement). The SEC and FINRA have the ability to prohibit or restrict such transactions if the result is detrimental to the financial integrity of the broker-dealer.

At June 30, 2021, the Company had net capital of \$524.4 million, which was \$522.0 million in excess of its required net capital of \$2.4 million.

Pursuant to NYSE rules, the Company was also required to maintain \$1.0 million of capital in connection with the operation of the Company's DMM business as of June 30, 2021. The required amount is determined under the exchange rules as the greater of (i) \$1,000,000 or (ii) \$75,000 for every 0.1% of NYSE transaction dollar volume in each of the securities for which the Company is registered as the DMM.

The Company is required to maintain special reserve bank custody accounts for the exclusive benefit of customers and introducing brokers under SEC Rule 15c3-3. As of June 30, 2021, the Company had a balance of \$66.2 million in these accounts.

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14. Related Party Transactions

The Company incurs fees to related entities (the Parent, the Ultimate Parent, VFH Parent LLC, Virtu Financial Services LLC and other affiliates, (referred to collectively as the "Providers") based on Virtu's global transfer pricing policy which provides for the allocation of compensation, technology and administrative expenses under an intercompany service agreement. The agreement may be terminated without cause or further obligation by the Company with 30 days written notice. Included in Payable to affiliates on the Statement of Financial Condition is a net payable of \$87.7 million for expenses under this service agreement.

The Company executed a subordinated borrowing agreement with an affiliate on December 23, 2013 which bears interest at the rate of 6.25% per annum. The agreement contains an automatic renewal provision that extends the stated maturity for an additional year unless the Company or the affiliate elects not to extend such maturity provided written notice is provided by either party within seven months of such maturity. The subordinated borrowings are available in computing capital under the SEC's uniform net capital rule. To the extent that such borrowings are required for the Company's continued compliance with the minimum net capital requirements, they may not be repaid.

The Company made \$555.0 million of cash distributions to Virtu during the period from January 1, 2021 through June 30, 2021.

15. Subsequent Events

The Company has evaluated subsequent events for adjustment to or disclosure in the Statement of Financial Condition through September 3, 2021, the date the Statement of Financial Condition was issued and has not identified any reportable or disclosable events not otherwise reported in this Statement of Financial Condition or the notes thereto.