Jefferies Group LLC
Form 10-Q
October 07, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended August 31, 2015

OR

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

For the transition period from to

Commission file number 1-14947

JEFFERIES GROUP LLC
(Exact name of registrant as specified in its charter)

Delaware	95-4719745
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
520 Madison Avenue, New York, New York	10022
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (212) 284-2550

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer ý	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No ý

The Registrant is a wholly-owned subsidiary of Leucadia National Corporation and meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with a reduced disclosure format as permitted by Instruction H(2).

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (UNAUDITED)
(In thousands)

	August 31, 2015	November 30, 2014
ASSETS		
Cash and cash equivalents ($259 and $178 at August 31, 2015 and November 30, 2014, respectively, related to consolidated VIEs)	$3,441,785	$4,079,968
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	904,009	3,444,674
Financial instruments owned, at fair value, (including securities pledged of $14,151,752 and $14,794,488 at August 31, 2015 and November 30, 2014, respectively; and $86,704 and $62,990 at August 31, 2015 and November 30, 2014, respectively, related to consolidated VIEs)	18,892,372	18,636,612
Investments in managed funds	86,765	74,365
Loans to and investments in related parties	782,063	773,141
Securities borrowed	7,702,853	6,853,103
Securities purchased under agreements to resell	4,273,682	3,926,858
Securities received as collateral	11,365	5,418
Receivables:		
Brokers, dealers and clearing organizations	2,055,513	2,164,006
Customers	1,302,763	1,250,520
Fees, interest and other ($347 and $363 at August 31, 2015 and November 30, 2014, respectively, related to consolidated VIEs)	303,720	262,437
Premises and equipment	243,294	251,957
Goodwill	1,660,478	1,662,636
Other assets	1,124,016	1,131,953
Total assets	$42,784,678	$44,517,648
LIABILITIES AND EQUITY		
Short-term borrowings	$12,000	$12,000
Financial instruments sold, not yet purchased, at fair value	9,447,636	8,881,268
Collateralized financings:		
Securities loaned	3,645,195	2,598,487
Securities sold under agreements to repurchase	10,840,877	10,672,157
Other secured financings ($806,634 and $597,999 at August 31, 2015 and November 30, 2014, respectively, related to consolidated VIEs)	806,634	605,824
Obligation to return securities received as collateral	11,365	5,418
Payables:		
Brokers, dealers and clearing organizations	2,469,752	2,280,103
Customers	2,780,925	6,241,965
Accrued expenses and other liabilities ($977 and $589 at August 31, 2015 and November 30, 2014, respectively, related to consolidated VIEs)	1,062,750	1,273,378
Long-term debt	6,194,010	6,483,617
Total liabilities	37,271,144	39,054,217

EQUITY		
Member’s paid-in capital	5,507,281	5,439,256
Accumulated other comprehensive loss:		
Currency translation adjustments	(21,275)	(9,654)
Additional minimum pension liability	(4,774)	(5,019)
Total accumulated other comprehensive loss	(26,049)	(14,673)
Total member’s equity	5,481,232	5,424,583
Noncontrolling interests	32,302	38,848
Total equity	5,513,534	5,463,431
Total liabilities and equity	$42,784,678	$44,517,648

See accompanying notes to consolidated financial statements.

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)
(In thousands)

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Revenues:				
Commissions and other fees	$172,284	$159,085	$512,714	$488,526
Principal transactions	(50,297)	144,354	211,142	566,133
Investment banking	389,820	467,793	1,066,077	1,213,262
Asset management fees and investment income (loss) from managed funds	4,182	8,463	(5)	15,319
Interest	230,805	249,251	700,227	782,059
Other	34,329	26,489	82,810	57,962
Total revenues	781,123	1,055,435	2,572,965	3,123,261
Interest expense	202,195	212,126	610,811	657,932
Net revenues	578,928	843,309	1,962,154	2,465,329
Non-interest expenses:				
Compensation and benefits	336,499	477,268	1,182,484	1,390,043
Non-compensation expenses:				
Floor brokerage and clearing fees	45,307	55,967	159,100	159,500
Technology and communications	89,378	67,286	234,126	201,849
Occupancy and equipment rental	25,967	28,477	74,571	81,652
Business development	30,527	27,800	78,865	79,193
Professional services	24,684	31,231	76,359	81,395
Other	19,473	19,645	51,960	54,656
Total non-compensation expenses	235,336	230,406	674,981	658,245
Total non-interest expenses	571,835	707,674	1,857,465	2,048,288
Earnings before income taxes	7,093	135,635	104,689	417,041
Income tax expense	4,609	51,762	29,470	155,962
Net earnings	2,484	83,873	75,219	261,079
Net earnings attributable to noncontrolling interests	427	312	1,647	3,760
Net earnings attributable to Jefferies Group LLC	$2,057	$83,561	$73,572	$257,319

See accompanying notes to consolidated financial statements.

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(In thousands)

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Net earnings	$2,484	$83,873	$75,219	$261,079
Other comprehensive income (loss), net of tax:				
Currency translation and other adjustments	(319)	(8,744)	(11,376)	7,899
Total other comprehensive income (loss), net of tax (1)	(319)	(8,744)	(11,376)	7,899
Comprehensive income	2,165	75,129	63,843	268,978
Net earnings attributable to noncontrolling interests	427	312	1,647	3,760
Comprehensive income attributable to Jefferies Group LLC	$1,738	$74,817	$62,196	$265,218

(1) None of the components of other comprehensive income (loss) are attributable to noncontrolling interests.
See accompanying notes to consolidated financial statements.

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)
(In thousands)

	Nine Months Ended August 31, 2015	Year Ended November 30, 2014
Member's paid-in capital:		
Balance, beginning of period	$5,439,256	$5,280,420
Net earnings attributable to Jefferies Group LLC	73,572	157,560
Tax benefit (detriment) for issuance of share-based awards	(5,547)	1,276
Balance, end of period	$5,507,281	$5,439,256
Accumulated other comprehensive income (loss) (1) (2):		
Balance, beginning of period	$(14,673)	$24,100
Currency adjustments	(11,621)	(30,995)
Pension adjustment, net of tax	245	(7,778)
Balance, end of period	(26,049)	(14,673)
Total member's equity	$5,481,232	$5,424,583
Noncontrolling interests:		
Balance, beginning of period	$38,848	$117,154
Net earnings attributable to noncontrolling interests	1,647	3,400
Contributions	—	39,075
Deconsolidation of asset management company	(8,193)	(120,781)
Balance, end of period	$32,302	$38,848
Total equity	$5,513,534	$5,463,431

(1) The components of other comprehensive income (loss) are attributable to Jefferies Group LLC. None of the components of other comprehensive income (loss) are attributable to noncontrolling interests.

(2) There were no material reclassifications out of Accumulated other comprehensive income during the nine months ended August 31, 2015 and the year ended November 30, 2014.

See accompanying notes to consolidated financial statements.

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Nine Months Ended August 31,	
	2015	2014
Cash flows from operating activities:		
Net earnings	$75,219	$261,079
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization	10,784	(9,409)
Income on loans to and investments in related parties	(87,692)	(73,640)
Distributions received on investments in related parties	70,825	43,440
Other adjustments	(64,479)	(41,678)
Net change in assets and liabilities:		
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	2,538,334	316,049
Receivables:		
Brokers, dealers and clearing organizations	100,690	(298,153)
Customers	(52,530)	(612,457)
Fees, interest and other	(41,759)	(6,687)
Securities borrowed	(852,183)	(908,113)
Financial instruments owned	(321,076)	(1,955,672)
Investments in managed funds	14,508	9,957
Securities purchased under agreements to resell	(351,875)	(820,235)
Other assets	(8,988)	(26,031)
Payables:		
Brokers, dealers and clearing organizations	192,867	638,448
Customers	(3,454,703)	730,493
Securities loaned	1,049,172	(40,086)
Financial instruments sold, not yet purchased	601,758	2,634,241
Securities sold under agreements to repurchase	176,960	(252,215)
Accrued expenses and other liabilities	(204,520)	14,202
Net cash used in operating activities	(608,688)	(396,467)
Cash flows from investing activities:		
Contributions to loans to and investments in related parties	(1,111,830)	(1,196,634)
Distributions from loans to and investments in related parties	1,119,775	1,297,139
Net payments on premises and equipment	(51,348)	(83,968)
Deconsolidation of asset management entity	(16,512)	(137,856)
Cash received from contingent consideration	2,541	5,215
Net cash used in investing activities	(57,374)	(116,104)

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JEFFERIES GROUP LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS – CONTINUED (UNAUDITED)
(In thousands)

	Nine Months Ended August 31,	
	2015	2014
Cash flows from financing activities:		
Excess tax benefits from the issuance of share-based awards	$423	$1,640
Proceeds from short-term borrowings	14,422,000	13,566,163
Payments on short-term borrowings	(14,422,000)	(13,486,163)
Proceeds from secured credit facility	903,000	1,740,000
Payments on secured credit facility	(1,073,000)	(1,682,000)
Net proceeds from other secured financings	200,810	381,955
Net proceeds from issuance of senior notes, net of issuance costs	—	681,222
Repayment of long-term debt	—	(250,000)
Proceeds from contributions of noncontrolling interests	—	31,076
Net cash provided by financing activities	31,233	983,893
Effect of exchange rate changes on cash and cash equivalents	(3,354)	2,798
Net (decrease) increase in cash and cash equivalents	(638,183)	474,120
Cash and cash equivalents at beginning of period	4,079,968	3,561,119
Cash and cash equivalents at end of period	$3,441,785	$4,035,239
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$621,279	$752,429
Income taxes, net	1,574	117,300

See accompanying notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
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JEFFERIES GROUP LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)

Note 1. Organization and Basis of Presentation

Organization

Jefferies Group LLC and its subsidiaries operate as a global full service, integrated securities and investment banking firm. The accompanying Consolidated Financial Statements represent the accounts of Jefferies Group LLC and all our subsidiaries (together "we" or "us"). The subsidiaries of Jefferies Group LLC include Jefferies LLC ("Jefferies"), Jefferies Execution Services, Inc. ("Jefferies Execution"), Jefferies International Limited, Jefferies Bache Limited, Jefferies Hong Kong Limited, Jefferies Bache Financial Services, Inc., Jefferies Funding LLC and Jefferies Leveraged Credit Products, LLC and all other entities in which we have a controlling financial interest or are the primary beneficiary.

On September 1, 2014, Jefferies Bache, LLC merged with and into Jefferies (a U.S. broker-dealer), with Jefferies as the surviving entity. On April 9, 2015, we entered into an agreement to transfer certain of the client activities of our Jefferies Bache business to Société Générale S.A. and initiated a plan to substantially exit the remaining aspects of our futures business. At August 31, 2015, we have transfered virtually all of our client accounts to Société Générale S.A. and other brokers. We substantially completed the exit of the Bache business during the third quarter of fiscal 2015. For further information on the exit of the Bache business, refer to Note 21, Exit Costs.

Jefferies Group LLC is an indirect wholly owned subsidiary of Leucadia National Corporation ("Leucadia"). Leucadia does not guarantee any of our outstanding debt securities. Our 3.875% Convertible Senior Debentures due 2029 are convertible into Leucadia common shares (see Note 12, Long-Term Debt, for further details). Jefferies Group LLC operates as a full-service investment banking firm and as the holding company of its various regulated and unregulated operating subsidiaries, retains a credit rating separate from Leucadia and is a Securities and Exchange Commission ("SEC") reporting company, filing annual, quarterly and periodic financial reports. Richard Handler, our Chief Executive Officer and Chairman, is the Chief Executive Officer of Leucadia, as well as a Director of Leucadia. Brian P. Friedman, our Chairman of the Executive Committee, is Leucadia's President and a Director of Leucadia.

We operate in two business segments, Capital Markets and Asset Management. Capital Markets, which represents substantially our entire business, includes our securities, commodities, futures and foreign exchange trading and investment banking activities, which provides the research, sales, trading, origination and advisory effort for various equity, fixed income and advisory products and services. Asset Management provides investment management services to various private investment funds and separate accounts.

Basis of Presentation

The accompanying Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") and should be read in conjunction with our Annual Report on Form 10-K for the year ended November 30, 2014.

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with U.S. GAAP. The most important of these estimates and assumptions relate to fair value measurements, compensation and benefits, goodwill and intangible assets, the ability to realize deferred tax assets and the recognition and measurement of uncertain tax positions. Although these and other estimates and assumptions are based on the best available information, actual results could be materially different from these estimates.

Consolidation

Our policy is to consolidate all entities in which we control by ownership a majority of the outstanding voting stock. In addition, we consolidate entities which meet the definition of a variable interest entity ("VIE") for which we are the primary beneficiary. The primary beneficiary is the party who has the power to direct the activities of a VIE that most significantly impact the entity's economic performance and who has an obligation to absorb losses of the entity or a right to receive benefits from the entity that could potentially be significant to the entity. For consolidated entities that are less than wholly owned, the third-party's holding of equity interest is presented as Noncontrolling interests in the Consolidated Statements of Financial Condition and Consolidated Statements of Changes in Equity. The portion of net earnings attributable to the noncontrolling interests are presented as Net earnings to noncontrolling interests in the

Consolidated Statements of Earnings.

In situations where we have significant influence, but not control, of an entity that does not qualify as a variable interest entity, we apply either the equity method of accounting or fair value accounting pursuant to the fair value option election under U.S. GAAP, with our portion of net earnings or gains and losses recorded within Other revenues or Principal transaction revenues,

respectively. We also have formed nonconsolidated investment vehicles with third-party investors that are typically organized as partnerships or limited liability companies and are carried at fair value. We act as general partner or managing member for these investment vehicles and have generally provided the third-party investors with termination or "kick-out" rights.
Intercompany accounts and transactions are eliminated in consolidation.

Note 2. Summary of Significant Accounting Policies
Revenue Recognition Policies
Commissions and Other Fees. All customer securities transactions are reported on the Consolidated Statements of Financial Condition on a settlement date basis with related income reported on a trade-date basis. We permit institutional customers to allocate a portion of their gross commissions to pay for research products and other services provided by third parties. The amounts allocated for those purposes are commonly referred to as soft dollar arrangements. These arrangements are accounted for on an accrual basis and, as we are not the primary obligor for these arrangements, netted against commission revenues in the Consolidated Statements of Earnings. The commissions and related expenses on client transactions executed by Jefferies, a futures commission merchant ("FCM"), are recorded on a half-turn basis. In addition, we earn asset-based fees associated with the management and supervision of assets, account services and administration related to customer accounts.
Principal Transactions. Financial instruments owned and Financial instruments sold, but not yet purchased (all of which are recorded on a trade-date basis) are carried at fair value with gains and losses reflected in Principal transaction revenues in the Consolidated Statements of Earnings on a trade date basis. Fees received on loans carried at fair value are also recorded within Principal transaction revenues.
Investment Banking. Underwriting revenues and fees from mergers and acquisitions, restructuring and other investment banking advisory assignments or engagements are recorded when the services related to the underlying transactions are completed under the terms of the assignment or engagement. Expenses associated with such assignments are deferred until reimbursed by the client, the related revenue is recognized or the engagement is otherwise concluded. Expenses are recorded net of client reimbursements and netted against revenues. Unreimbursed expenses with no related revenues are included in Business development and Professional services expenses in the Consolidated Statements of Earnings.
Asset Management Fees and Investment Income From Managed Funds. Asset management fees and investment income from managed funds include revenues we earn from management, administrative and performance fees from funds and accounts managed by us, revenues from management and performance fees we earn from related-party managed funds and investment income from our investments in these funds. We earn fees in connection with management and investment advisory services performed for various funds and managed accounts. These fees are based on assets under management or an agreed upon notional amount and may include performance fees based upon the performance of the funds. Management and administrative fees are generally recognized over the period that the related service is provided. Generally, performance fees are earned when the return on assets under management exceeds certain benchmark returns, "high-water marks" or other performance targets. Performance fees are accrued (or reversed) on a monthly basis based on measuring performance to date versus any relevant benchmark return hurdles stated in the investment management agreement. Performance fees are not subject to adjustment once the measurement period ends (generally annual periods) and the performance fees have been realized.
Interest Revenue and Expense. We recognize contractual interest on Financial instruments owned and Financial instruments sold, but not yet purchased, on an accrual basis as a component of interest revenue and expense. Interest flows on derivative trading transactions and dividends are included as part of the fair valuation of these contracts and recognized in Principal transaction revenues in the Consolidated Statements of Earnings rather than as a component of interest revenue or expense. We account for our short- and long-term borrowings on an accrual basis with related

interest recorded as Interest expense. Discounts/premiums arising on our long-term debt are accreted/amortized to Interest expense using the effective yield method over the remaining lives of the underlying debt obligations. In addition, we recognize interest revenue related to our securities borrowed and securities purchased under agreements to resell activities and interest expense related to our securities loaned and securities sold under agreements to repurchase activities on an accrual basis.

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Cash Equivalents

Cash equivalents include highly liquid investments, including certificates of deposit and money market funds, not held for resale with original maturities of three months or less.

Cash and Securities Segregated and on Deposit for Regulatory Purposes or Deposited With Clearing and Depository Organizations

In accordance with Rule 15c3-3 of the Securities Exchange Act of 1934, Jefferies as a broker-dealer carrying client accounts, is subject to requirements related to maintaining cash or qualified securities in a segregated reserve account for the exclusive benefit of its clients. In addition, certain financial instruments used for initial and variation margin purposes with clearing and depository organizations are recorded in this caption. Jefferies as an FCM is obligated by rules mandated by the Commodity Futures Trading Commission ("CFTC") under the Commodities Exchange Act, to segregate or set aside cash or qualified securities to satisfy such regulations, which regulations have been promulgated to protect customer assets. Certain other entities are also obligated by rules mandated by their primary regulators to segregate or set aside cash or equivalent securities to satisfy regulations, promulgated to protect customer assets.

Financial Instruments and Fair Value

Financial instruments owned and Financial instruments sold, not yet purchased are recorded at fair value, either as required by accounting pronouncements or through the fair value option election. These instruments primarily represent our trading activities and include both cash and derivative products. Gains and losses are recognized in Principal transaction revenues in our Consolidated Statements of Earnings. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Fair Value Hierarchy

In determining fair value, we maximize the use of observable inputs and minimize the use of unobservable inputs by requiring that observable inputs be used when available. 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 our assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. We apply a hierarchy to categorize our fair value measurements broken down into three levels based on the transparency of inputs as follows:

Level 1:	Quoted prices are available in active markets for identical assets or liabilities at the reported date.
Level 2:	Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these financial instruments include cash instruments for which quoted prices are available but traded less frequently, derivative instruments whose fair value have been derived using a model where inputs to the model are directly observable in the market, or can be derived principally from or corroborated by observable market data, and instruments that are fair valued using other financial instruments, the parameters of which can be directly observed.
Level 3:	Instruments that have little to no pricing observability at the reported date. These financial instruments are measured using management’s best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

Financial instruments are valued at quoted market prices, if available. Certain financial instruments have bid and ask prices that can be observed in the marketplace. For financial instruments whose inputs are based on bid-ask prices, the financial instrument is valued at the point within the bid-ask range that meets our best estimate of fair value. We use prices and inputs that are current at the measurement date. For financial instruments that do not have readily determinable fair values using quoted market prices, the determination of fair value is based upon consideration of available information, including types of financial instruments, current financial information, restrictions on dispositions, fair values of underlying financial instruments and quotations for similar instruments.

The valuation of financial instruments may include the use of valuation models and other techniques. Adjustments to valuations derived from valuation models may be made when, in management’s judgment, features of the financial instrument such as its complexity, the market in which the financial instrument is traded and risk uncertainties about market conditions require that an adjustment be made to the value derived from the models. Adjustments from the price derived from a valuation model reflect management's judgment that other participants in the market for the financial instrument being measured at fair value would also consider in valuing that same financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. The availability of observable inputs can vary and is affected by a wide variety of factors, including, for example, the type of financial instrument and market conditions. As the observability of prices and inputs may change for a financial instrument from period to period, this condition may cause a transfer of an instrument among the fair value hierarchy levels. Transfers among the levels are recognized at the beginning of each period. The degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

Valuation Process for Financial Instruments

Our Independent Price Verification ("IPV") Group, which is part of our Finance department, in partnership with Risk Management, is responsible for establishing our valuation policies and procedures. The IPV Group and Risk Management, which are independent of our business functions, play an important role and serve as a control function in determining that our financial instruments are appropriately valued and that fair value measurements are reliable. This is particularly important where prices or valuations that require inputs are less observable. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and that the assumptions are reasonable. The IPV Group reports to the Global Controller and is subject to the oversight of the IPV Committee, which is comprised of our Chief Financial Officer, Global Controller, Chief Risk Officer and Principal Accounting Officer, among other personnel. Our independent price verification policies and procedures are reviewed, at a minimum, annually and changes to the policies require the approval of the IPV Committee.

Price Testing Process. The business units are responsible for determining the fair value of our financial instruments using approved valuation models and methodologies. In order to ensure that the business unit valuations represent a fair value exit price, the IPV Group tests and validates the fair value of our financial instruments inventory. In the testing process, the IPV Group obtains prices and valuation inputs from independent sources, consistently adheres to established procedures set forth in our valuation policies for sourcing prices and valuation inputs and utilizing valuation methodologies. Sources used to validate fair value prices and inputs include, but are not limited to, exchange data, recently executed transactions, pricing data obtained from third party vendors, pricing and valuation services, broker quotes and observed comparable transactions.

To the extent discrepancies between the business unit valuations and the pricing or valuations resulting from the price testing process are identified, such discrepancies are investigated by the IPV Group and fair values are adjusted, as appropriate. The IPV Group maintains documentation of its testing, results, rationale and recommendations and prepares a monthly summary of its valuation results. This process also forms the basis for our classification of fair values within the fair value hierarchy (i.e., Level 1, Level 2 or Level 3). The IPV Group utilizes the additional expertise of Risk Management personnel in valuing more complex financial instruments and financial instruments with less or limited pricing observability. The results of the valuation testing are reported to the IPV Committee on a monthly basis, which discusses the results and is charged with the final conclusions as to the financial instrument fair values in the consolidated financial statements. This process specifically assists the Chief Financial Officer in asserting as to the fair presentation of our financial condition and results of operations as included within our Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. At each quarter end, the overall valuation results, as concluded upon by the IPV Committee, are presented to the Audit Committee.

Judgment exercised in determining Level 3 fair value measurements is supplemented by daily analysis of profit and loss performed by the Product Control functions. Gains and losses, which result from changes in fair value, are evaluated and corroborated daily based on an understanding of each of the trading desks' overall risk positions and developments in a particular market on the given day. Valuation techniques generally rely on recent transactions of suitably comparable financial instruments and use the observable inputs from those comparable transactions as a validation basis for Level 3 inputs. Level 3 fair value measurements are further validated through subsequent sales testing and market comparable sales, if such information is available. Level 3 fair value measurements require documentation of the valuation rationale applied, which is reviewed for consistency in application from period to period; and the documentation includes benchmarking the assumptions underlying the valuation rationale against relevant analytic data.

Third Party Pricing Information. Pricing information obtained from external data providers (including independent pricing services and brokers) may incorporate a range of market quotes from dealers, recent market transactions and benchmarking model derived prices to quoted market prices and trade data for comparable securities. External pricing data is subject to evaluation for reasonableness by the IPV Group using a variety of means including comparisons of prices to those of similar product types, quality and maturities, consideration of the narrowness or wideness of the range of prices obtained, knowledge of recent market transactions and an assessment of the similarity in prices to comparable dealer offerings in a recent time period. We have a process whereby we challenge the appropriateness of pricing information obtained from external data providers (including independent pricing services and brokers) in order to validate the data for consistency with the definition of a fair value exit price. Our process includes understanding and evaluating the external data providers' valuation methodologies. For corporate, U.S. government and agency and municipal debt securities, and loans, to the extent independent pricing services or broker quotes are utilized in our valuation process, the vendor service providers are collecting and aggregating observable market information as to recent trade activity and active bid-ask submissions. The composite pricing information received from the independent pricing service is thus not based on unobservable inputs or proprietary models. For mortgage- and other asset-backed securities and collateralized debt obligations, our independent pricing services use a matrix evaluation approach incorporating both observable yield curves and market yields on comparable securities as well as implied inputs from observed trades for comparable securities in order to determine prepayment speeds, cumulative default rates and loss severity. Further, we consider pricing data from multiple service providers as available as well as compare pricing data to prices we have observed for recent transactions, if any, in order to corroborate our valuation inputs.

Model Review Process. Where a pricing model is to be used to determine fair value, the pricing model is reviewed for theoretical soundness and appropriateness by Risk Management, independent from the trading desks, and then approved by Risk Management to be used in the valuation process. Review and approval of a model for use may include benchmarking the model against relevant third party valuations, testing sample trades in the model, backtesting the results of the model against actual trades and stress-testing the sensitivity of the pricing model using varying inputs and assumptions. In addition, recently executed comparable transactions and other observable market data are considered for purposes of validating assumptions underlying the model. Models are independently reviewed and validated by Risk Management annually or more frequently if market conditions or use of the valuation model changes.

Investments in Managed Funds

Investments in managed funds include our investments in funds managed by us and our investments in related-party managed funds in which we are entitled to a portion of the management and/or performance fees. Investments in nonconsolidated managed funds are accounted for at fair value based on the net asset value ("NAV") of the funds provided by the fund managers with gains or losses included in Asset management fees and investment income (loss) from managed funds in the Consolidated Statements of Earnings.

Loans to and Investments in Related Parties

Loans to and investments in related parties include investments in private equity and other operating entities made in connection with our capital markets activities in which we exercise significant influence over operating and capital decisions and loans issued in connection with such activities. Loans to and investments in related parties are accounted for using the equity method or at cost, as appropriate. Revenues on Loans to and investments in related parties are included in Other revenues in the Consolidated Statements of Earnings. See Note 9, Investments, and Note 20, Related Party Transactions, for additional information regarding certain of these investments.

Securities Borrowed and Securities Loaned

Securities borrowed and securities loaned are carried at the amounts of cash collateral advanced and received in connection with the transactions and accounted for as collateralized financing transactions. In connection with both trading and brokerage activities, we borrow securities to cover short sales and to complete transactions in which customers have failed to deliver securities by the required settlement date, and lend securities to other brokers and dealers for similar purposes. We have an active securities borrowed and lending matched book business in which we borrow securities from one party and lend them to another party. When we borrow securities, we generally provide cash to the lender as collateral, which is reflected in our Consolidated Statements of Financial Condition as Securities borrowed. We earn interest revenues on this cash collateral. Similarly, when we lend securities to another party, that party provides cash to us as collateral, which is reflected in our Consolidated Statements of Financial Condition as Securities loaned. We pay interest expense on the cash collateral received from the party borrowing the securities. The initial collateral advanced or received approximates or is greater than the fair value of the securities borrowed or loaned. We monitor the fair value of the securities borrowed and loaned on a daily basis and request additional collateral or return excess collateral, as appropriate.

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

Securities purchased under agreements to resell and Securities sold under agreements to repurchase (collectively “repos”) are accounted for as collateralized financing transactions and are recorded at their contracted resale or repurchase amount plus accrued interest. We earn and incur interest over the term of the repo, which is reflected in Interest income and Interest expense on our Consolidated Statements of Earnings on an accrual basis. Repos are presented in the Consolidated Statements of Financial Condition on a net-basis by counterparty, where permitted by generally accepted accounting principles. We monitor the fair value of the underlying securities daily versus the related receivable or payable balances. Should the fair value of the underlying securities decline or increase, additional collateral is requested or excess collateral is returned, as appropriate.

Premises and Equipment

Premises and equipment are depreciated using the straight-line method over the estimated useful lives of the related assets (generally three to ten years). Leasehold improvements are amortized using the straight-line method over the term of the related leases or the estimated useful lives of the assets, whichever is shorter. Premises and equipment includes internally developed software. The carrying values of internally developed software ready for its intended use are depreciated over the remaining useful life.

Goodwill and Intangible Assets

Goodwill. Goodwill represents the excess acquisition cost over the fair value of net tangible and intangible assets acquired. Goodwill is not amortized and is subject to annual impairment testing on August 1 or between annual tests if an event or change in circumstance occurs that would more likely than not reduce the fair value of a reporting unit below its carrying value. In testing for goodwill impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances lead to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events and circumstances, we conclude that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is not required. If we conclude otherwise, we are required to perform the two-step impairment test. The goodwill impairment test is performed at the reporting unit level by comparing the estimated fair value of a reporting unit with its respective carrying value. If the estimated fair value exceeds the carrying value, goodwill at the reporting unit level is not impaired. If the estimated fair value is less than carrying value, further analysis is necessary to determine the amount of impairment, if any, by comparing the implied fair value of the reporting unit's goodwill to the carrying value of the reporting unit's goodwill.

The fair value of reporting units are based on widely accepted valuation techniques that we believe market participants would use, although the valuation process requires significant judgment and often involves the use of significant estimates and assumptions. The methodologies we utilize in estimating the fair value of reporting units include market valuation methods that incorporate price-to-earnings and price-to-book multiples of comparable exchange traded companies and multiples of merger and acquisitions of similar businesses. The estimates and assumptions used in determining fair value could have a significant effect on whether or not an impairment charge is recorded and the magnitude of such a charge. Adverse market or economic events could result in impairment charges in future periods.

Intangible Assets. Intangible assets deemed to have finite lives are amortized on a straight line basis over their estimated useful lives, where the useful life is the period over which the asset is expected to contribute directly, or indirectly, to our future cash flows. Intangible assets are reviewed for impairment on an interim basis when certain events or circumstances exist. For amortizable intangible assets, impairment exists when the carrying amount of the intangible asset exceeds its fair value. At least annually, the remaining useful life is evaluated.

An intangible asset with an indefinite useful life is not amortized but assessed for impairment annually, or more frequently, when events or changes in circumstances occur indicating that it is more likely than not that the indefinite-lived asset is impaired. Impairment exists when the carrying amount exceeds its fair value. In testing for impairment, we have the option to first perform a qualitative assessment to determine whether it is more likely than

not that an impairment exists. If it is determined that it is not more likely than not that an impairment exists, a quantitative impairment test is not necessary. If we conclude otherwise, we are required to perform a quantitative impairment test. Our annual indefinite-lived intangible asset impairment testing date is August 1.
To the extent an impairment loss is recognized, the loss establishes the new cost basis of the asset that is amortized over the remaining useful life of that asset, if any. Subsequent reversal of impairment losses is not permitted.
Refer to Note 10, Goodwill and Other Intangible Assets, for further information.

Income Taxes

Our results of operations are included in the consolidated federal and applicable state income tax returns filed by Leucadia. In states that neither accept nor require combined or unitary tax returns, certain subsidiaries file separate state income tax returns. We also are subject to income tax in various foreign jurisdictions in which we operate. We account for our provision for income taxes using a "separate return" method. Amounts provided for income taxes are based on income reported for financial statement purposes and do not necessarily represent amounts currently payable. Pursuant to a tax sharing agreement entered into between us and Leucadia, payments are made between us and Leucadia to settle current tax assets and liabilities.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for tax loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Under acquisition accounting, the recognition of certain assets and liabilities at fair value created a change in the financial reporting basis for our assets and liabilities, while the tax basis of our assets and liabilities remained the same. As a result, deferred tax assets and liabilities were recognized for the change in the basis differences. Jefferies provides deferred taxes on its temporary differences and on any carryforwards that it could claim on its hypothetical tax return. The realization of deferred tax assets is assessed and a valuation allowance is recorded to the extent that it is more likely than not that any portion of the deferred tax asset will not be realized on the basis of its projected separate return results.

The tax benefit related to Leucadia dividends and dividend equivalents paid on non-vested share-based awards are recognized as an increase to Additional paid-in capital. These amounts, and other windfall tax effects, are included in "Tax benefit (detriment) for issuance of share-based awards" on the Consolidated Statements of Changes in Equity. In the event tax benefits associated with share-based awards are less than the cumulative compensation cost recognized for financial reporting purposes, we look to Leucadia's consolidated pool of windfall tax benefits in the calculation of our income tax provision.

We record uncertain tax positions using a two-step process: (i) we determine whether it is more likely than not that each tax position will be sustained on the basis of the technical merits of the position; and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, we recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority.

Legal Reserves

In the normal course of business, we have been named, from time to time, as a defendant in legal and regulatory proceedings. We are also involved, from time to time, in other exams, investigations and similar reviews (both formal and informal) by governmental and self-regulatory agencies regarding our businesses, certain of which may result in judgments, settlements, fines, penalties or other injunctions.

We recognize a liability for a contingency in Accrued expenses and other liabilities when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. If the reasonable estimate of a probable loss is a range, we accrue the most likely amount of such loss, and if such amount is not determinable, then we accrue the minimum in the range as the loss accrual. The determination of the outcome and loss estimates requires significant judgment on the part of management. At August 31, 2015, we have reserved approximately $0.6 million for remaining payments under a non-prosecution agreement with the United States Attorney for the District of Connecticut and a settlement agreement with the SEC, both with respect to an investigation of certain purchases and sales of mortgage-backed securities. We believe that any other matters for which we have determined a loss to be probable and reasonably estimable are not material to the consolidated financial statements.

In many instances, it is not possible to determine whether any loss is probable or even possible or to estimate the amount of any loss or the size of any range of loss. We believe that, in the aggregate, the pending legal actions or regulatory proceedings and any other exams, investigations or similar reviews (both formal and informal) should not have a material adverse effect on our consolidated results of operations, cash flows or financial condition. In addition, we believe that any amount that could be reasonably estimated of potential loss or range of potential loss in excess of what has been provided in the consolidated financial statements is not material.

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Share-based Compensation
Share-based awards are measured based on the grant-date fair value of the award and recognized over the period from the service inception date through the date the employee is no longer required to provide service to earn the award. Expected forfeitures are included in determining share-based compensation expense.
Foreign Currency Translation
Assets and liabilities of foreign subsidiaries having non-U.S. dollar functional currencies are translated at exchange rates at the end of a period. Revenues and expenses are translated at average exchange rates during the period. The gains or losses resulting from translating foreign currency financial statements into U.S. dollars, net of hedging gains or losses and taxes, if any, are included in Other comprehensive income. Gains or losses resulting from foreign currency transactions are included in Principal transaction revenues in the Consolidated Statements of Earnings.
Securitization Activities
We engage in securitization activities related to corporate loans, consumer loans, commercial mortgage loans and mortgage-backed and other asset-backed securities. Such transfers of financial assets are accounted for as sales when we have relinquished control over the transferred assets. The gain or loss on sale of such financial assets depends, in part, on the previous carrying amount of the assets involved in the transfer allocated between the assets sold and the retained interests, if any, based upon their respective fair values at the date of sale. We may retain interests in the securitized financial assets as one or more tranches of the securitization. These retained interests are included within Financial instruments owned in the Consolidated Statements of Financial Condition at fair value. Any changes in the fair value of such retained interests are recognized within Principal transactions revenues in the Consolidated Statements of Earnings.
When a transfer of assets does not meet the criteria of a sale, we account for the transfer as a secured borrowing and continue to recognize the assets of a secured borrowing in Financial instruments owned and recognize the associated financing in Other secured financings in the Consolidated Statements of Financial Condition.

Note 3. Accounting Developments
Accounting Standards to be Adopted in Future Periods

Debt Issuance Costs. In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-03, Simplifying the Presentation of Debt Issuance Costs. The accounting guidance requires that debt issuance costs related to a recognized debt liability be reported in the Consolidated Statements of Financial Condition as a direct deduction from the carrying amount of that debt liability. The guidance is effective retrospectively beginning in the first quarter of fiscal 2017 and early adoption is permitted. The adoption of this accounting guidance is not expected to have a material impact on our Consolidated Statements of Financial Condition.
Consolidation. In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. The amendment eliminates the deferral of certain consolidation standards for entities considered to be investment companies and modifies the consolidation analysis performed on certain types of legal entities. The guidance is effective beginning in the first quarter of fiscal 2017 and early adoption is permitted. We are currently evaluating the impact of the new guidance on our consolidated financial statements.
Revenue Recognition. In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (“ASU No. 2014-09”). The accounting guidance defines how companies report revenues from contracts with customers, and also requires enhanced disclosures. The guidance, as stated in ASU No. 2014-09, was effective beginning in the first quarter of fiscal 2018. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers - Deferral of Effective Date, which defers the effective date by one year, with early adoption on the original effective date permitted. We are currently evaluating the impact of the new guidance on our consolidated

financial statements.

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Adopted Accounting Standards

Repurchase Agreements. In June 2014, the FASB issued ASU No. 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The accounting guidance changes the accounting for repurchase-to-maturity transactions and linked repurchase financings to secured borrowing accounting, which is consistent with the accounting for other repurchase agreements. This accounting change was effective in the second quarter of fiscal 2015. The guidance also requires new disclosures about certain transfers of financial assets accounted for as sales as well as increased transparency about the types of collateral pledged and remaining maturity of repurchase and securities lending agreements. The disclosure guidance related to certain transactions accounted for as sales was effective prospectively in the second quarter of fiscal 2015. The disclosure guidance related to the types of collateral pledged and remaining maturity of repurchase and securities lending agreements was effective prospectively in the third quarter of fiscal 2015. This guidance did not have a material effect on our consolidated financial statements and we have provided the additional disclosures in our consolidated financial statements.

Investments in Certain Entities That Calculate Net Asset Value. In May 2015, the FASB issued ASU No. 2015-07, “Fair Value Measurement (Topic 820) - Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)” ("ASU No. 2015-07"). The guidance removes the requirement to include investments in the fair value hierarchy for which the fair value is measured at NAV using the practical expedient under “Fair Value Measurements and Disclosures (Topic 820).” The guidance also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value practical expedient. Rather, those disclosures are limited to investments for which we have elected to measure the fair value using that practical expedient. The guidance is effective retrospectively and we have early adopted this guidance during the second quarter of fiscal 2015. Since the guidance only impacts our disclosures, adoption did not affect our consolidated financial statements. The adjustments had the impact of reducing Level 3 assets by $97.1 million at November 30, 2014, $95.7 million at August 31, 2014, $94.9 million at May 31, 2014, and $91.6 million at November 30, 2013. For further information on the adoption of ASU No. 2015-07, refer to Note 4, Fair Value Disclosures.

Discontinued Operations. In April 2014, the FASB issued ASU No. 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. The guidance changes the criteria for disposals to qualify as discontinued operations and requires new disclosures about disposals of both discontinued operations and certain other disposals that do not meet the new definition. The guidance was effective beginning in the first quarter of 2015. The adoption of this guidance did not have a significant impact on our consolidated financial statements.

Income Taxes. In July 2013, the FASB issued ASU No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The guidance requires an entity to net their unrecognized tax benefit, or a portion of an unrecognized tax benefit, in the financial statements against a deferred tax asset for a net operating loss carryforward, a similar tax loss or tax credit carryforward, unless such tax loss or credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction to settle any additional income taxes resulting from the disallowance of a tax position. In the event that the tax position is disallowed or the tax law of the applicable jurisdiction does not require the entity to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit shall be presented in the financial statements as a liability and shall not be combined with deferred tax assets. The guidance was effective for fiscal years and interim periods within those years, beginning after December 15, 2013, and is applied prospectively to all unrecognized tax benefits that exist at the effective date. The adoption of this update, effective December 1, 2014, did not have a material effect on our consolidated financial statements.

Note 4. Fair Value Disclosures

The following is a summary of our financial assets and liabilities that are accounted for at fair value on a recurring basis, excluding Investments at fair value based on NAV of $40.2 million and $42.2 million at August 31, 2015 and November 30, 2014, respectively, by level within the fair value hierarchy (in thousands):

	August 31, 2015				
	Level 1(1)	Level 2(1)	Level 3	Counterparty and Cash Collateral Netting (2)	Total
Assets:					
Financial instruments owned:					
Corporate equity securities	$2,454,674	$176,636	$38,502	$ —	$2,669,812
Corporate debt securities	—	2,956,190	24,331	—	2,980,521
Collateralized debt obligations	—	151,499	81,050	—	232,549
U.S. government and federal agency securities	2,109,086	592,321	—	—	2,701,407
Municipal securities	—	599,471	—	—	599,471
Sovereign obligations	1,052,681	798,645	—	—	1,851,326
Residential mortgage-backed securities	—	3,824,389	86,422	—	3,910,811
Commercial mortgage-backed securities	—	1,465,115	15,147	—	1,480,262
Other asset-backed securities	—	64,648	32,596	—	97,244
Loans and other receivables	—	1,666,454	95,399	—	1,761,853
Derivatives	2,182	4,827,243	34,345	(4,394,947)	468,823
Investments at fair value	—	16,866	66,209	—	83,075
Physical commodities	—	14,973	—	—	14,973
Total financial instruments owned, excluding Investments at fair value based on NAV	$5,618,623	$17,154,450	$474,001	$ (4,394,947)	$18,852,127
Cash and cash equivalents	$3,441,785	$—	$—	$ —	$3,441,785
Cash and securities segregated and on deposit for regulatory purposes	$904,009	$—	$—	$ —	$904,009
Securities received as collateral	$11,365	$—	$—	$ —	$11,365
Liabilities:					
Financial instruments sold, not yet purchased:					
Corporate equity securities	$1,711,938	$99,051	$—	$ —	$1,810,989
Corporate debt securities	—	1,932,534	226	—	1,932,760
U.S. government and federal agency securities	2,414,440	133,181	—	—	2,547,621
Sovereign obligations	1,228,377	874,705	—	—	2,103,082
Residential mortgage-backed securities	—	3,329	—	—	3,329
Loans	—	819,841	10,371	—	830,212
Derivatives	1,931	4,680,726	41,508	(4,504,522)	219,643
Total financial instruments sold, not yet purchased	$5,356,686	$8,543,367	$52,105	$ (4,504,522)	$9,447,636

Obligation to return securities received as collateral	$11,365	$—	$—	$ —	$11,365
Other secured financings	$—	$70,327	$574	$ —	$70,901
Embedded conversion option	$—	$—	$114	$ —	$114

(1) There were no material transfers between Level 1 and Level 2 for the nine months ended August 31, 2015.
(2) Represents counterparty and cash collateral netting across the levels of the fair value hierarchy for positions with the same counterparty.

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	November 30, 2014				
	Level 1 (1)	Level 2 (1)	Level 3	Counterparty and Cash Collateral Netting (2)	Total
Assets:					
Financial instruments owned:					
Corporate equity securities	$2,178,837	$226,441	$20,964	$ —	$2,426,242
Corporate debt securities	—	3,342,276	22,766 (4)	—	3,365,042
Collateralized debt obligations	—	306,218	124,650 (4)	—	430,868
U.S. government and federal agency securities	2,694,268	81,273	—	—	2,775,541
Municipal securities	—	590,849	—	—	590,849
Sovereign obligations	1,968,747	790,764	—	—	2,759,511
Residential mortgage-backed securities	—	2,879,954	82,557	—	2,962,511
Commercial mortgage-backed securities	—	966,651	26,655	—	993,306
Other asset-backed securities	—	137,387	2,294	—	139,681
Loans and other receivables	—	1,458,760	97,258	—	1,556,018
Derivatives	65,145	5,046,278	54,190	(4,759,345)	406,268
Investments at fair value	—	73,148	53,224	—	126,372
Physical commodities	—	62,234	—	—	62,234
Total financial instruments owned, excluding Investments at fair value based on NAV	$6,906,997	$15,962,233	$484,558	$ (4,759,345)	$18,594,443
Cash and cash equivalents	$4,079,968	$—	$—	$ —	$4,079,968
Cash and securities segregated and on deposit for regulatory purposes (3)	$3,444,674	$—	$—	$ —	$3,444,674
Securities received as collateral	$5,418	$—	$—	$ —	$5,418
Liabilities:					
Financial instruments sold, not yet purchased:					
Corporate equity securities	$1,911,145	$74,681	$38	$ —	$1,985,864
Corporate debt securities	—	1,611,994	223	—	1,612,217
Collateralized debt obligations	—	4,557	—	—	4,557
U.S. government and federal agency securities	2,253,055	—	—	—	2,253,055
Sovereign obligations	1,217,075	574,010	—	—	1,791,085
Loans	—	856,525	14,450	—	870,975
Derivatives	52,778	5,117,803	49,552	(4,856,618)	363,515
Total financial instruments sold, not yet purchased	$5,434,053	$8,239,570	$64,263	$ (4,856,618)	$8,881,268
Obligation to return securities received as collateral	$5,418	$—	$—	$ —	$5,418
Other secured financings	$—	$—	$30,825	$ —	$30,825
Embedded conversion option	$—	$—	$693	$ —	$693

(1) At December 1, 2013, equity options presented within Financial instruments owned and Financial instruments sold, not yet purchased of $6.1 million and $6.6 million, respectively, were transferred from Level 1 to Level 2 as adjustments were incorporated into the valuation approach for such contracts to estimate the point within the bid-ask range that meets the best estimate of fair value.

(2) Represents counterparty and cash collateral netting across the levels of the fair value hierarchy for positions with the same counterparty.

(3) Cash and securities segregated and on deposit for regulatory purposes include U.S. government securities with a fair value of $453.7 million and CFTC approved money market funds with a fair value of $545.0 million.

(4) Level 3 Collateralized debt obligations increased by $33.2 million with a corresponding decrease in Level 3 Corporate debt securities from those previously reported to correct for the classification of certain positions. The total amount of Level 3 assets remained unchanged.

The following is a description of the valuation basis, including valuation techniques and inputs, used in measuring our financial assets and liabilities that are accounted for at fair value on a recurring basis:

Corporate Equity Securities

- Exchange Traded Equity Securities: Exchange-traded equity securities are measured based on quoted closing exchange prices, which are generally obtained from external pricing services, and are categorized within Level 1 of the fair value hierarchy, otherwise they are categorized within Level 2 or Level 3 of the fair value hierarchy.
- Non-exchange Traded Equity Securities: Non-exchange traded equity securities are measured primarily using broker quotations, pricing data from external pricing services and prices observed for recently executed market transactions and are categorized within Level 2 of the fair value hierarchy. Where such information is not available, non-exchange traded equity securities are categorized within Level 3 of the fair value hierarchy and measured using valuation techniques involving quoted prices of or market data for comparable companies, similar company ratios and multiples (e.g., price/EBITDA, price/book value), discounted cash flow analyses and transaction prices observed for subsequent financing or capital issuance by the company. When using pricing data of comparable companies, judgment must be applied to adjust the pricing data to account for differences between the measured security and the comparable security (e.g., issuer market capitalization, yield, dividend rate, geographical concentration).
- Equity warrants: Non-exchange traded equity warrants are generally categorized within Level 3 of the fair value hierarchy and are measured using the Black-Scholes model with key inputs impacting the valuation including the underlying security price, implied volatility, dividend yield, interest rate curve, strike price and maturity date.

Corporate Debt Securities

- Corporate Bonds: Corporate bonds are measured primarily using pricing data from external pricing services and broker quotations, where available, prices observed for recently executed market transactions and bond spreads or credit default swap spreads of the issuer adjusted for basis differences between the swap curve and the bond curve. Corporate bonds measured using these valuation methods are categorized within Level 2 of the fair value hierarchy. If broker quotes, pricing data or spread data is not available, alternative valuation techniques are used including cash flow models incorporating interest rate curves, single name or index credit default swap curves for comparable issuers and recovery rate assumptions. Corporate bonds measured using alternative valuation techniques are categorized within Level 3 of the fair value hierarchy and comprise a limited portion of our corporate bonds.
- High Yield Corporate and Convertible Bonds: A significant portion of our high yield corporate and convertible bonds are categorized within Level 2 of the fair value hierarchy and are measured primarily using broker quotations and pricing data from external pricing services, where available, and prices observed for recently executed market transactions of comparable size. Where pricing data is less observable, valuations are categorized within Level 3 and are based on pending transactions involving the issuer or comparable issuers, prices implied from an issuer's subsequent financings or recapitalizations, models incorporating financial ratios and projected cash flows of the issuer and market prices for comparable issuers.

Collateralized Debt Obligations

Collateralized debt obligations are measured based on prices observed for recently executed market transactions of the same or similar security or based on valuations received from third party brokers or data providers and are categorized within Level 2 or Level 3 of the fair value hierarchy depending on the observability and significance of the pricing inputs. Valuation that is based on recently executed market transitions of similar securities incorporates additional review and analysis of pricing inputs and comparability criteria including but not limited to collateral type, tranche type, rating, origination year, prepayment rates, default rates, and severities.

U.S. Government and Federal Agency Securities

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- U.S. Treasury Securities: U.S. Treasury securities are measured based on quoted market prices and categorized within Level 1 of the fair value hierarchy.
- U.S. Agency Issued Debt Securities: Callable and non-callable U.S. agency issued debt securities are measured primarily based on quoted market prices obtained from external pricing services and are generally categorized within Level 1 or Level 2 of the fair value hierarchy.

JEFFERIES GROUP LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
(Unaudited)

Municipal Securities
Municipal securities are measured based on quoted prices obtained from external pricing services and are generally categorized within Level 2 of the fair value hierarchy.
Sovereign Obligations
Foreign sovereign government obligations are measured based on quoted market prices obtained from external pricing services, where available, or recently executed independent transactions of comparable size. To the extent external price quotations are not available or recent transactions have not been observed, valuation techniques incorporating interest rate yield curves and country spreads for bonds of similar issuers, seniority and maturity are used to determine fair value of sovereign bonds or obligations. Foreign sovereign government obligations are classified in Level 1, 2 or Level 3 of the fair value hierarchy, primarily based on the country of issuance.
Residential Mortgage-Backed Securities

- Agency Residential Mortgage-Backed Securities: Agency residential mortgage-backed securities include mortgage pass-through securities (fixed and adjustable rate), collateralized mortgage obligations and interest-only and principal-only securities and are generally measured using market price quotations from external pricing services and categorized within Level 2 of the fair value hierarchy.
- Agency Residential Interest-Only and Inverse Interest-Only Securities (“Agency Inverse IOs”): The fair value of agency inverse IOs is estimated using expected future cash flow techniques that incorporate prepayment models and other prepayment assumptions to amortize the underlying mortgage loan collateral. We use prices observed for recently executed transactions to develop market-clearing spread and yield curve assumptions. Valuation inputs with regard to the underlying collateral incorporate weighted average coupon, loan-to-value, credit scores, geographic location, maximum and average loan size, originator, servicer, and weighted average loan age. Agency inverse IOs are categorized within Level 2 or Level 3 of the fair value hierarchy. We also use vendor data in developing our assumptions, as appropriate.
- Non-Agency Residential Mortgage-Backed Securities: Fair values are determined primarily using discounted cash flow methodologies and securities are categorized within Level 2 or Level 3 of the fair value hierarchy based on the observability and significance of the pricing inputs used. Performance attributes of the underlying mortgage loans are evaluated to estimate pricing inputs, such as prepayment rates, default rates and the severity of credit losses. Attributes of the underlying mortgage loans that affect the pricing inputs include, but are not limited to, weighted average coupon; average and maximum loan size; loan-to-value; credit scores; documentation type; geographic location; weighted average loan age; originator; servicer; historical prepayment, default and loss severity experience of the mortgage loan pool; and delinquency rate. Yield curves used in the discounted cash flow models are based on observed market prices for comparable securities and published interest rate data to estimate market yields.

Commercial Mortgage-Backed Securities

- Agency Commercial Mortgage-Backed Securities: Government National Mortgage Association (“GNMA”) project loans are measured based on inputs corroborated from and benchmarked to observed prices of recent securitization transactions of similar securities with adjustments incorporating an evaluation for various factors, including prepayment speeds, default rates, and cash flow structures as well as the likelihood of pricing levels in the current market environment. Federal National Mortgage Association (“FNMA”) Delegated Underwriting and Servicing (“DUS”) mortgage-backed securities are generally measured by using prices observed for recently executed market transactions to estimate market-clearing spread levels for purposes of estimating fair value. GNMA project loan bonds and FNMA DUS mortgage-backed securities are categorized within Level 2 of the fair value hierarchy.
- Non-Agency Commercial Mortgage-Backed Securities: Non-agency commercial mortgage-backed securities are measured using pricing data obtained from external pricing services and prices observed for recently executed market

transactions and are categorized within Level 2 and Level 3 of the fair value hierarchy.

Other Asset-Backed Securities
Other asset-backed securities include, but are not limited to, securities backed by auto loans, credit card receivables, student loans and other consumer loans and are categorized within Level 2 and Level 3 of the fair value hierarchy. Valuations are primarily determined using pricing data obtained from external pricing services and prices observed for recently executed market transactions.
Loans and Other Receivables

- Corporate Loans: Corporate loans categorized within Level 2 of the fair value hierarchy are measured based on market price quotations where market price quotations from external pricing services are supported by market transaction data. Corporate loans categorized within Level 3 of the fair value hierarchy are measured based on market price quotations that are considered to be less transparent, market prices for debt securities of the same creditor, and estimates of future cash flow incorporating assumptions regarding creditor default and recovery rates and consideration of the issuer's capital structure.
- Participation Certificates in Agency Residential Loans: Valuations of participation certificates in agency residential loans are based on observed market prices of recently executed purchases and sales of similar loans. The loan participation certificates are categorized within Level 2 of the fair value hierarchy given the observability and volume of recently executed transactions and availability of data provider pricing.
- Project Loans and Participation Certificates in GNMA Project and Construction Loans: Valuations of participation certificates in GNMA project and construction loans are based on inputs corroborated from and benchmarked to observed prices of recent securitizations of assets with similar underlying loan collateral to derive an implied spread. Securitization prices are adjusted to estimate the fair value of the loans incorporating an evaluation for various factors, including prepayment speeds, default rates, and cash flow structures as well as the likelihood of pricing levels in the current market environment. The measurements are categorized within Level 2 of the fair value hierarchy given the observability and volume of recently executed transactions.
- Consumer Loans and Funding Facilities: Consumer and small business whole loans and related funding facilities are valued based on observed market transactions incorporating additional valuation inputs including, but not limited to, delinquency and default rates, prepayment rates, borrower characteristics, loan risk grades and loan age. These assets are categorized within Level 2 or Level 3 of the fair value hierarchy.
- Escrow and Trade Claim Receivables: Escrow and trade claim receivables are categorized within Level 3 of the fair value hierarchy where fair value is estimated based on reference to market prices and implied yields of debt securities of the same or similar issuers. Escrow and trade claim receivables are categorized within Level 2 of the fair value hierarchy where fair value is based on recent trade activity in the same security.

Derivatives

- Listed Derivative Contracts: Listed derivative contracts that are actively traded are measured based on quoted exchange prices, which are generally obtained from external pricing services, and are categorized within Level 1 of the fair value hierarchy. Listed derivatives for which there is limited trading activity are measured based on incorporating the closing auction price of the underlying equity security, use similar valuation approaches as those applied to over-the-counter derivative contracts and are categorized within Level 2 of the fair value hierarchy.
- OTC Derivative Contracts: Over-the-counter ("OTC") derivative contracts are generally valued using models, whose inputs reflect assumptions that we believe market participants would use in valuing the derivative in a current period transaction. Inputs to valuation models are appropriately calibrated to market data. For many OTC derivative contracts, the valuation models do not involve material subjectivity as the methodologies do not entail significant judgment and the inputs to valuation models do not involve a high degree of subjectivity as the valuation model inputs are readily observable or can be derived from actively quoted markets. OTC derivative contracts are primarily

categorized within Level 2 of the fair value hierarchy given the observability and significance of the inputs to the valuation models. Where significant inputs to the valuation are unobservable, derivative instruments are categorized within Level 3 of the fair value hierarchy.

OTC options include OTC equity, foreign exchange, interest rate and commodity options measured using various valuation models, such as the Black-Scholes, with key inputs impacting the valuation including the underlying security, foreign exchange spot rate or commodity price, implied volatility, dividend yield, interest rate curve, strike price and maturity date. Discounted cash flow models are utilized to measure certain OTC derivative contracts including the valuations of our interest rate swaps, which incorporate observable inputs related to interest rate curves, valuations of our foreign exchange forwards and swaps, which incorporate observable inputs related to foreign currency spot rates and forward curves and valuations of our commodity swaps and forwards, which incorporate observable inputs related to commodity spot prices and forward curves. Credit default swaps include both index and single-name credit default swaps. External prices are available as inputs in measuring index credit default swaps and single-name credit default swaps. For commodity and equity total return swaps, market prices are observable for the underlying asset and used as the basis for measuring the fair value of the derivative contracts. Total return swaps executed on other underlyings are measured based on valuations received from external pricing services.

Physical Commodities

Physical commodities include base and precious metals and are measured using observable inputs including spot prices and published indices. Physical commodities are categorized within Level 2 of the fair value hierarchy. To facilitate the trading in precious metals we undertake leasing of such precious metals. The fees earned or paid for such leases are recorded as Principal transaction revenues in the Consolidated Statements of Earnings.

Investments at Fair Value and Investments in Managed Funds

Investments at fair value based on NAV and Investments in Managed Funds include investments in hedge funds, fund of funds, private equity funds, convertible bond funds and commodity funds, which are measured at the net asset value of the funds provided by the fund managers and are excluded from the fair value hierarchy. Investments at fair value also include direct equity investments in private companies, which are measured at fair value using valuation techniques involving quoted prices of or market data for comparable companies, similar company ratios and multiples (e.g., price/EBITDA, price/book value), discounted cash flow analyses and transaction prices observed for subsequent financing or capital issuance by the company. Direct equity investments in private companies are categorized within Level 2 or Level 3 of the fair value hierarchy. Additionally, investments at fair value include investments in insurance contracts relating to our defined benefit plan in Germany. Fair value for the insurance contracts is determined using a third party and is categorized within Level 3 of the fair value hierarchy.

The following tables present information about our investments in entities that have the characteristics of an investment company at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015		
	Fair Value (1)	Unfunded Commitments	Redemption Frequency (if currently eligible)
Equity Long/Short Hedge Funds (2)	$79,431	$—	Monthly, Quarterly
Fixed Income and High Yield Hedge Funds (3)	2,130	—	—
Fund of Funds (4)	286	94	—
Equity Funds (5)	41,691	20,792	—
Convertible Bond Funds (6)	3,472	—	At Will
Total	$127,010	$20,886	

	November 30, 2014		
	Fair Value (1)	Unfunded Commitments	Redemption Frequency (if currently eligible)
Equity Long/Short Hedge Funds (2)	$44,983	$—	Monthly, Quarterly
Fixed Income and High Yield Hedge Funds (3)(7)	2,704	—	—
Fund of Funds (4)	323	94	—
Equity Funds (5)	65,216	26,023	—
Convertible Bond Funds (6)	3,355	—	At Will

Total	$116,581	$26,117

(1) Where fair value is calculated based on NAV, fair value has been derived from each of the funds' capital statements.

(2) This category includes investments in hedge funds that invest, long and short, in primarily equity securities in domestic and international markets in both the public and private sectors. At August 31, 2015 and November 30, 2014, investments representing approximately 100% and 99%, respectively, of the fair value of investments in this category are redeemable with 30-90 days prior written notice.

(3) Includes investments in funds that invest in loans secured by a first trust deed on property, domestic and international public high yield debt, private high yield investments, senior bank loans, public leveraged equities, distressed debt, and private equity investments. There are no redemption provisions. At August 31, 2015 and November 30, 2014, the underlying assets of 7% and 8%, respectively, of these funds are being liquidated and we are unable to estimate when the underlying assets will be fully liquidated.

(4) Includes investments in fund of funds that invest in various private equity funds. At August 31, 2015 and November 30, 2014, approximately 95% and 95%, respectively, of the fair value of investments in this category are managed by us and have no redemption provisions, instead distributions are received through the liquidation of the underlying assets of the fund of funds, which are estimated to be liquidated in the next sixteen months. For the remaining investments, we have requested redemption; however, we are unable to estimate when these funds will be received.

(5) At August 31, 2015 and November 30, 2014, approximately 100% and 99%, respectively, of the fair value of investments in this category include investments in equity funds that invest in the equity of various U.S. and foreign private companies in the energy, technology, internet service and telecommunication service industries. These investments cannot be redeemed, instead distributions are received through the liquidation of the underlying assets of the funds which are expected to liquidate in one to eight years.

(6) This category represents an investment in the Jefferies Umbrella Fund, an open-ended investment company managed by us that invests primarily in convertible bonds. The remaining investments are in liquidation and we are unable to estimate when the underlying assets will be fully liquidated.

(7) Fixed income and high yield hedge funds was revised by $2.5 million from that previously reported due to the inclusion of a fixed income fund, which has the characteristics of an investment company that is included in Investments at fair value within Financial instruments owned in the Consolidated Statement of Financial Condition. The total amount of Investments at fair value remained unchanged.

Other Secured Financings

Other secured financings that are accounted for at fair value include notes issued by consolidated VIEs, which are classified as Level 2 or Level 3 within the fair value hierarchy. Fair value is based on recent transaction prices for similar assets. In addition, at August 31, 2015 and November 30, 2014, Other secured financings includes $0.0 and $7.8 million, respectively, related to transfers of loans accounted for as secured financings rather than as sales and classified as Level 3 within the fair value hierarchy.

Embedded Conversion Option

The embedded conversion option presented within long-term debt represents the fair value of the conversion option on Leucadia shares within our 3.875% Convertible Senior Debentures, due November 1, 2029 and categorized as Level 3 within the fair value hierarchy. The conversion option was valued using a convertible bond model using as inputs the price of Leucadia's common stock, the conversion strike price, 252-day historical volatility, a maturity date of November 1, 2017 (the first put date), dividend yield and the risk-free interest rate curve.

The following is a summary of changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the three months ended August 31, 2015 (in thousands):

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(Unaudited)

Three Months Ended August 31, 2015

	Balance at May 31, 2015	Total gains/ losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at August 31, 2015	Change in unrealized gains/ (losses) relating to instruments still held at August 31, 2015 (1)
Assets:									
Financial instruments owned:									
Corporate equity securities	$20,547	$3,901	$21,162	$(5,173)	$—	$—	$(1,935)	$38,502	$3,803
Corporate debt securities	31,917	(5,276)	10,395	(17,197)	(1)	—	4,493	24,331	(5,544)
Collateralized debt obligations	89,007	(12,560)	14,961	—	(13,230)	—	2,872	81,050	(12,561)
Residential mortgage-backed securities	88,695	(3,009)	10,034	(8,424)	(195)	—	(679)	86,422	655
Commercial mortgage-backed securities	17,862	(510)	—	(680)	—	—	(1,525)	15,147	(545)
Other asset-backed securities	11,857	870	21,913	—	(1,167)	—	(877)	32,596	813
Loans and other receivables	108,756	(2,111)	31,269	(603)	(42,529)	—	617	95,399	(6,182)
Investments at fair value	131,343	83,580	—	(127,427)	(277)	—	(21,010)	66,209	19,675
Liabilities:									
Financial instruments sold, not yet purchased:									
Corporate equity securities	$38	$—	$—	$—	$—	$—	$(38)	$—	$—
Corporate debt securities	452	(226)	—	—	—	—	—	226	226
Net derivatives (2)	(1,586)	(1,020)	(1,432)	11,618	24	416	(857)	7,163	551
Loans	10,732	109	(3,012)	—	—	—	2,542	10,371	(110)
Other secured financings	56,060	—	—	—	(3,914)	—	(51,572)	574	—
	725	(611)	—	—	—	—	—	114	611

Embedded conversion option

(1) Realized and unrealized gains/losses are reported in Principal transaction revenues in the Consolidated Statements of Earnings.

(2) Net derivatives represent Financial instruments owned—Derivatives and Financial instruments sold, not yet purchased —Derivatives.

Analysis of Level 3 Assets and Liabilities for the Three Months Ended August 31, 2015

During the three months ended August 31, 2015, transfers of assets of $73.4 million from Level 2 to Level 3 of the fair value hierarchy are primarily attributed to:

- Collateralized debt obligations of $42.8 million, non-agency residential mortgage-backed securities of $17.8 million, commercial mortgage-backed securities of $3.7 million for which no recent trade activity was observed for purposes of determining observable inputs;
- Loans and other receivables of $4.1 million due to a lower number of contributors comprising vendor quotes to support classification within Level 2;
- Corporate debt securities of $5.0 million due to a lack of observable market transactions.

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During the three months ended August 31, 2015, transfers of assets of $91.4 million from Level 3 to Level 2 are primarily attributed to:

- Non-agency residential mortgage-backed securities of $18.5 million, commercial mortgage-backed securities of $5.2 million for which market trades were observed in the period for either identical or similar securities;
- Collateralized debt obligations of $39.9 million due to a greater number of contributors for certain vendor quotes supporting classification into Level 2;
- Investment at fair value of $21.0 million due to an increase in observable market transactions;
- Loans and other receivables of $3.5 million due to a greater number of contributors for certain vendor quotes supporting classification into Level 2;
- Corporate equity securities of $1.9 million due to an increase in observable market transactions.

There were $2.5 million transfers of loan liabilities from Level 2 to Level 3 due to a decrease in observable inputs in the valuation and $51.6 million transfers of other secured financings from Level 3 to Level 2 due to an increase in observable inputs in the valuation.

Net gains on Level 3 assets were $64.9 million and net gains on Level 3 liabilities were $1.7 million for the three months ended August 31, 2015. Net gains on Level 3 assets were primarily due to increased valuations of corporate equity securities and investments at fair value, partially offset by a decrease in valuation of collateralized debt obligations, corporate debt securities, residential mortgage-backed securities and loans and other receivables. Net gains on Level 3 liabilities were primarily due to decreased valuations of certain derivative instruments.

The following is a summary of changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the nine months ended August 31, 2015 (in thousands):

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JEFFERIES GROUP LLC AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
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Nine Months Ended August 31, 2015

	Balance at November 30, 2014	Total gains/ losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at August 31, 2015	Change in unrealized gains/ (losses) relating to instruments still held at August 31, 2015 (1)
Assets:									
Financial instruments owned:									
Corporate equity securities	$20,964	$ 10,247	$22,631	$(5,176)	$—	$—	$(10,164)	$ 38,502	$ 10,210
Corporate debt securities	22,766	(5,425)	83,613	(88,711)	(1)	—	12,089	24,331	(5,797)
Collateralized debt obligations	124,650	(28,999)	63,038	(47,570)	(20,481)	—	(9,588)	81,050	(22,654)
Residential mortgage-backed securities	82,557	(6,776)	30,865	(25,222)	(358)	—	5,356	86,422	(2,507)
Commercial mortgage-backed securities	26,655	(2,053)	3,366	(9,973)	(6,981)	—	4,133	15,147	(1,851)
Other asset-backed securities	2,294	666	69,892	(40,000)	(1,438)	—	1,182	32,596	607
Loans and other receivables	97,258	(7,331)	115,370	(40,978)	(82,100)	—	13,180	95,399	(8,850)
Investments, at fair value	53,224	88,195	—	(124,854)	(3,818)	—	53,462	66,209	24,372
Liabilities:									
Financial instruments sold, not yet purchased:									
Corporate equity securities	$38	$—	$—	$—	$—	$—	$(38)	$—	$—
Corporate debt securities	223	(1)	(6,677)	6,804	—	—	(123)	226	(226)
Net derivatives (2)	(4,638)	3,022	(4,527)	11,340	(30)	1,901	95	7,163	(5,211)
Loans	14,450	(102)	(3,487)	—	—	—	(490)	10,371	102
Other secured financings	30,825	—	—	—	(15,674)	36,995	(51,572)	574	—
Embedded conversion	693	(579)	—	—	—	—	—	114	579

option

(1) Realized and unrealized gains/losses are reported in Principal transaction revenues in the Consolidated Statements of Earnings.

(2) Net derivatives represent Financial instruments owned—Derivatives and Financial instruments sold, not yet purchased —Derivatives.

Analysis of Level 3 Assets and Liabilities for the Nine Months Ended August 31, 2015

During the nine months ended August 31, 2015, transfers of assets of $157.7 million from Level 2 to Level 3 of the fair value hierarchy are primarily attributed to:

- Collateralized debt obligations of $16.0 million, non-agency residential mortgage-backed securities of $21.3 million, commercial mortgage-backed securities of $9.8 million and other asset-backed securities of $1.4 million for which no recent trade activity was observed for purposes of determining observable inputs;
- Loans and other receivables of $19.2 million due to a lower number of contributors comprising vendor quotes to support classification within Level 2;
- Corporate debt securities of $12.2 million, corporate equity securities of $1.6 million and investments at fair value of $76.2 million due to a lack of observable market transactions.

During the nine months ended August 31, 2015, transfers of assets of $88.1 million from Level 3 to Level 2 are primarily attributed to:

- Non-agency residential mortgage-backed securities of $15.9 million and commercial mortgage-backed securities of $5.6 million for which market trades were observed in the period for either identical or similar securities;
- Collateralized debt obligations of $25.6 million and loans and other receivables of $6.1 million due to a greater number of contributors for certain vendor quotes supporting classification into Level 2;
- Investment at fair value of $22.7 million due to an increase in observable market transactions;
- Corporate equity securities of $11.8 million due to an increase in observable market transactions.

There were $51.6 million transfers of other secured financings from Level 3 to Level 2 due to an increase in observable inputs in the valuation.

Net gains on Level 3 assets were $48.5 million and net losses on Level 3 liabilities were $2.3 million for the nine months ended August 31, 2015. Net gains on Level 3 assets were primarily due to increased valuations of certain investments at fair value and corporate equity securities, partially offset by decreased valuations of collateralized debt obligations, loans and other receivables and residential and commercial mortgage-backed securities, and corporate debt securities. Net losses on Level 3 liabilities were primarily due to increased valuations of certain derivative instruments.

The following is a summary of changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the three months ended August 31, 2014 (in thousands):

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	Three Months Ended August 31, 2014 (1)								
	Balance at May 31, 2014	Total gains/ losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at August 31, 2014	Change in unrealized gains/ (losses) relating to instruments still held at August 31, 2014 (2)
Assets:									
Financial instruments owned:									
Corporate equity securities	$16,402	$ (480)	$4,528	$(529)	$—	$—	$(12,144)	$7,777	$ (286)
Corporate debt securities	31,648	5,454	21,793	(15,713)	(34)	—	(6,264)	36,884	3,470
Collateralized debt obligations	42,313	(845)	7,613	(15,204)	—	—	9,863	43,740	(1,575)
U.S. government and federal agency securities	—	(11)	2,505	—	—	—	—	2,494	(11)
Residential mortgage-backed securities	71,962	(2,557)	3,981	(9,635)	(325)	—	17,608	81,034	(302)
Commercial mortgage-backed securities	24,246	(256)	641	(7,068)	—	—	1,764	19,327	(832)
Other asset-backed securities	45,444	1,272	50,620	(49,411)	(8,774)	—	(37,072)	2,079	(3)
Loans and other receivables	138,643	(8,074)	194,387	(96,340)	(40,617)	—	26	188,025	(7,967)
Investments at fair value	79,316	(512)	500	(5,414)	(305)	—	5,416	79,001	(403)
Liabilities:									
Financial instruments sold, not yet purchased:									
Corporate equity securities	$38	$ —	$—	$—	$—	$—	$—	$38	$ —
Corporate debt securities	2,780	(101)	(2,566)	—	—	—	129	242	67
Net derivatives (3)	15,282	(1,632)	(74)	74	(70)	—	—	13,580	70
Loans	31,534	—	(16,307)	—	—	—	(8,566)	6,661	—

Other secured financings	20,288	—	—	—	(7,570)	18,948	—	31,666	—
Embedded conversion option	3,895	(2,463)	—	—	—	—	—	1,432	2,463

(1) Realized and unrealized gains/losses are reported in Principal transaction revenues in the Consolidated Statements of Earnings.

(2) Net derivatives represent Financial instruments owned—Derivatives and Financial instruments sold, not yet purchased —Derivatives.

Analysis of Level 3 Assets and Liabilities for the Three Months Ended August 31, 2014

During the three months ended August 31, 2014, transfers of assets of $87.8 million from Level 2 to Level 3 of the fair value hierarchy are attributed to:

- Non-agency residential mortgage-backed securities of $30.1 million, commercial mortgage-backed securities of $6.8 million and other asset-backed securities of $1.5 million for which no recent trade activity was observed for purposes of determining observable inputs;

- Loans and other receivables of $25.1 million and investments at fair value of $5.4 million due to a lower number of contributors comprising vendor quotes to support classification within Level 2;
- Collateralized debt obligations of $15.2 million which have little to no transparency related to trade activity.

During the three months ended August 31, 2014, transfers of assets of $108.6 million from Level 3 to Level 2 are attributed to:

- Non-agency residential mortgage-backed securities of $12.5 million, commercial mortgage-backed securities of $5.0 million and other asset-backed securities of $38.6 million for which market trades were observed in the period for either identical or similar securities;
- Collateralized debt obligations of $5.3 million, loans and other receivables of $25.1 million due to a greater number of contributors for certain vendor quotes supporting classification into Level 2;
- Corporate equity securities of $13.9 million due to an increase in observable market transactions.

During the three months ended August 31, 2014, there were transfers of loan liabilities of $8.6 million from Level 3 to Level 2 due to an increase in observable inputs in the valuation.

Net losses on Level 3 assets were $6.0 million and net gains on Level 3 liabilities were $4.2 million for the three months ended August 31, 2014. Net losses on Level 3 assets were primarily due to decreased valuations of certain loans and other receivables, residential and commercial mortgage-backed securities, collateralized debt obligations, corporate equity securities and investments at fair value, partially offset by an increase in valuation of certain corporate debt securities and other asset-backed securities. Net gains on Level 3 liabilities were primarily due to decreased valuations of the embedded conversion option, certain derivative instruments and certain corporate debt securities.

The following is a summary of changes in fair value of our financial assets and liabilities that have been categorized within Level 3 of the fair value hierarchy for the nine months ended August 31, 2014 (in thousands):

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(Unaudited)

	Nine Months Ended August 31, 2014								
	Balance at November 30, 2013	Total gains/ losses (realized and unrealized) (1)	Purchases	Sales	Settlements	Issuances	Net transfers into/ (out of) Level 3	Balance at August 31, 2014	Change in unrealized gains/ (losses) relating to instruments still held at August 31, 2014 (1)
Assets:									
Financial instruments owned:									
Corporate equity securities	$9,884	$ (1,528)	$36,661	$(31,444)	$—	$—	$(5,796)	$ 7,777	$ (400)
Corporate debt securities	25,666	10,727	137,164	(128,733)	—	—	(7,940)	36,884	10,177
Collateralized debt obligations	37,216	5,198	94,743	(99,661)	—	—	6,244	43,740	(6,283)
U.S. government and federal agency securities	—	(11)	2,505	—	—	—	—	2,494	(11)
Residential mortgage-backed securities	105,492	(6,974)	44,454	(65,229)	(812)	—	4,103	81,034	(3,564)
Commercial mortgage-backed securities	17,568	(3,120)	34,959	(32,774)	(1,315)	—	4,009	19,327	(3,380)
Other asset-backed securities	12,611	256	52,495	(52,282)	(8,804)	—	(2,197)	2,079	—
Loans and other receivables	145,890	(9,028)	247,383	(147,851)	(61,791)	—	13,422	188,025	(8,961)
Investments, at fair value	66,931	23,615	28,160	(38,062)	(945)	—	(698)	79,001	9,126
Liabilities:									
Financial instruments sold, not yet purchased:									
Corporate equity securities	$38	$ —	$—	$—	$—	$—	$—	$ 38	$ —
Corporate debt securities	—	163	(7)	97	—	—	(11)	242	(163)

Net derivatives (2)	6,905	9,959	(124)	(76)	248	—	(3,332)	13,580	—
Loans	22,462	—	(15,472)	3,549	—	—	(3,878)	6,661	(10,519)
Other secured financings	8,711	—	—	—	(16,684)	39,639	—	31,666	—
Embedded conversion option	9,574	(8,142)	—	—	—	—	—	1,432	8,142

(1) Realized and unrealized gains/losses are reported in Principal transaction revenues in the Consolidated Statements of Earnings.

(2) Net derivatives represent Financial instruments owned—Derivatives and Financial instruments sold, not yet purchased —Derivatives.

Analysis of Level 3 Assets and Liabilities for the Nine Months Ended August 31, 2014

During the nine months ended August 31, 2014, transfers of assets of $79.3 million from Level 2 to Level 3 of the fair value hierarchy are attributed to:

- Non-agency residential mortgage-backed securities of $27.2 million, commercial mortgage-backed securities of $4.6 million and other asset-backed securities of $1.3 million for which no recent trade activity was observed for purposes of determining observable inputs;

- Loans and other receivables of $31.4 million due to a lower number of contributors comprising vendor quotes to support classification within Level 2;

- Collateralized debt obligations of $7.5 million which have little to no transparency in trade activity.

- Investments at fair value of $6.5 million due to lack of observable market transactions.

During the nine months ended August 31, 2014, transfers of assets of $68.1 million from Level 3 to Level 2 are attributed to:

- Non-agency residential mortgage-backed securities of $23.1 million, commercial mortgage-backed securities of $0.5 million and other asset-backed securities of $3.5 million for which market trades were observed in the period for either identical or similar securities;

- Collateralized debt obligations of $1.3 million, loans and other receivables of $18.0 million and investments at fair value of $7.2 million due to a greater number of contributors for certain vendor quotes supporting classification into Level 2;

- Corporate equity securities of $6.5 million and corporate debt securities of $8.0 million due to an increase in observable market transactions.

During the nine months ended August 31, 2014, there were transfers of $3.9 million of loan liabilities and $3.3 million of net derivative liabilities from Level 3 to Level 2 due to an increase in observable inputs used in the valuation of certain loans and derivatives contracts, respectively.

Net gains on Level 3 assets were $19.1 million and net losses on Level 3 liabilities were $2.0 million for the nine months ended August 31, 2014. Net gains on Level 3 assets were primarily due to increased valuations of certain investments at fair value, corporate debt securities and collateralized debt obligations, partially offset by a decrease in valuation of certain residential and commercial mortgage-backed securities, loans and other receivables, and corporate equity securities. Net losses on Level 3 liabilities were primarily due to increased valuation of certain derivative instruments, partially offset by decreased valuation of the embedded conversion option.

Quantitative Information about Significant Unobservable Inputs used in Level 3 Fair Value Measurements at August 31, 2015 and November 30, 2014

The tables below present information on the valuation techniques, significant unobservable inputs and their ranges for our financial assets and liabilities, subject to threshold levels related to the market value of the positions held, measured at fair value on a recurring basis with a significant Level 3 balance. The range of unobservable inputs could differ significantly across different firms given the range of products across different firms in the financial services sector. The inputs are not representative of the inputs that could have been used in the valuation of any one financial instrument (i.e., the input used for valuing one financial instrument within a particular class of financial instruments may not be appropriate for valuing other financial instruments within that given class). Additionally, the ranges of inputs presented below should not be construed to represent uncertainty regarding the fair values of our financial instruments; rather the range of inputs is reflective of the differences in the underlying characteristics of the financial instruments in each category.

For certain categories, we have provided a weighted average of the inputs allocated based on the fair values of the financial instruments comprising the category. We do not believe that the range or weighted average of the inputs is indicative of the reasonableness of uncertainty of our Level 3 fair values. The range and weighted average are driven by the individual financial instruments within each category and their relative distribution in the population. The disclosed inputs when compared with the inputs as disclosed in other periods should not be expected to necessarily be indicative of changes in our estimates of unobservable inputs for a particular financial instrument as the population of financial instruments comprising the category will vary from period to period based on purchases and sales of financial instruments during the period as well as transfers into and out of Level 3 each period.

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Financial Instruments Owned	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input(s)	Input / Range	Weighted Average	
Corporate equity securities	$17,340					
Non-exchange traded securities		Market approach	EBITDA (a) multiple	4.6 to 8.5	6.6	
		Discounted cash flows	Underlying stock price	$5 to $7	$6	
Corporate debt securities	$24,331					
		Convertible bond model	Discount rate/yield	74%	—	
		Market approach	Discount rate/yield	19%	—	
			Transaction level	$138	—	
Collateralized debt obligations	$33,075	Discounted cash flows	Constant prepayment rate	0% to 20%	17	%
			Constant default rate	0% to 2%	2	%
			Loss severity	25% to 100%	40	%
			Yield	10% to 13%	11	%
Residential mortgage-backed securities	$86,422	Discounted cash flows	Constant prepayment rate	0% to 50%	12	%
			Constant default rate	1% to 8%	5	%
			Loss severity	25% to 80%	52	%
			Yield	1% to 11%	5	%
Commercial mortgage-backed securities	$15,147	Discounted cash flows	Yield	8% to 20%	14	%
			Cumulative loss rate	2% to 54%	15	%
Other asset-backed securities	$32,596	Discounted cash flows	Constant prepayment rate	0% to 24%	10	%
			Constant default rate	0% to 9%	5	%
			Loss severity	0% to 100%	77	%
			Yield	1% to 25%	10	%
		Over-collateralization	Over-collateralization percentage	111% to 125%	123	%
Loans and other receivables	$85,445	Comparable pricing	Comparable loan price	$91 to $100	$97.0	
		Market approach	Discount rate/yield	2% to 13%	10	%
			EBITDA (a) multiple	6.9	—	
		Scenario analysis	Estimated recovery percentage	34% to 77%	39	%
Derivatives	20,308					
Foreign exchange options		Option Model	Volatility	11%	—	%
Unfunded commitment		Comparable pricing	Comparable loan price	$91 to $100	$100	
		Market approach	Discount rate/yield	12% to 15%	13	%
			Credit spread	500 bps	—	

Foreign exchange forwards						
Investments at fair value						
Private equity securities	$38,497	Market approach	Transaction level	$3 to $56	$10	
Liabilities						
Financial Instruments Sold, Not Yet Purchased:						
Derivatives	$41,508					
Foreign exchange options		Option model	Volatility	11%	—	%
Equity options		Option model	Volatility	42%	—	
		Default rate	Default probability	0%	—	
Unfunded commitments		Comparable pricing	Comparable loan price	$91 to $100	$95.8	
		Market approach	Discount rate/yield	4% to 15%	13	%
		Discounted cash flows	Constant prepayment rate	20%	—	
			Constant default rate	2%	—	
			Loss severity	30%	—	
			Yield	11%	—	
Loans and other receivables	$10,371	Comparable pricing	Comparable loan price	$100	—	
Embedded conversion option	$114	Option valuation model	Historical volatility	22%	—	

(a) Earnings before interest, taxes, depreciation and amortization (“EBITDA”).

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November 30, 2014

Financial Instruments Owned	Fair Value (in thousands)	Valuation Technique	Significant Unobservable Input(s)	Input / Range	Weighted Average	
Corporate equity securities	$19,814					
Non-exchange traded securities		Market approach	EBITDA multiple	3.4 to 4.7	3.6	
		Scenario analysis	Estimated recovery percentage	24%	—	
Corporate debt securities	$22,766	Convertible bond model	Discount rate/yield	32%	—	
Collateralized debt obligations	$41,784	Discounted cash flows	Constant prepayment rate	0% to 20%	13	%
			Constant default rate	0% to 2%	2	%
			Loss severity	0% to 70%	39	%
			Yield	2% to 51%	16	%
Residential mortgage-backed securities	$82,557	Discounted cash flows	Constant prepayment rate	1% to 50%	13	%
			Constant default rate	1% to 100%	14	%
			Loss severity	20% to 80%	50	%
			Yield	3% to 13%	7	%
Commercial mortgage-backed securities	$26,655	Discounted cash flows	Yield	8% to 12%	11	%
			Cumulative loss rate	4% to 72%	15	%
		Scenario analysis	Estimated recovery percentage	90%	—	
Other asset-backed securities	$2,294	Discounted cash flows	Constant prepayment rate	8%	—	
			Constant default rate	3%	—	
			Loss severity	70%	—	
			Yield	7%	—	
Loans and other receivables	$88,154	Comparable pricing	Comparable loan price	$100 to $101	$100.3	
		Market approach	Yield	3% to 5%	4	%
			EBITDA multiple	3.4 to 8.2	7.6	
		Scenario analysis	Estimated recovery percentage	10% to 41%	36	%
Derivatives	$54,190					
Foreign exchange options		Option Model	Volatility	13% to 23%	17	%
Commodity forwards		Discounted cash flows	Discount rate	17%	—	
Loan commitments		Comparable pricing	Comparable loan price	$100	—	
Investments at fair value	$8,500					
Private equity securities		Market approach	Transaction level	$50	—	

Liabilities					
Financial Instruments Sold, Not Yet Purchased:					
Derivatives	$49,552				
FX options		Option model	Volatility	13% to 23%	17 %
Unfunded commitments		Comparable pricing	Comparable loan price	$89 to $100	$92.0
			Credit spread	45bps	—
		Market approach	Yield	5%	—
Loans and other receivables	$14,450	Comparable pricing	Comparable loan price	$100	—
Other secured financings	$30,825	Comparable pricing	Comparable loan price	$81 to $100	$98.7
Embedded conversion option	$693	Option valuation model	Historical volatility	19%	—

The fair values of certain Level 3 assets and liabilities that were determined based on third-party pricing information, unadjusted past transaction prices, reported net asset value or a percentage of the reported enterprise fair value are excluded from the above tables. At August 31, 2015 and November 30, 2014, asset exclusions consisted of $120.8 million and $137.8 million, respectively, primarily comprised of investments in non-exchange traded securities, private equity securities, derivative contracts, collateralized debt obligations and certain loans and other receivables. At August 31, 2015 and November 30, 2014, liability exclusions consisted of $0.8 million and $0.3 million, respectively of certain corporate debt and equity securities and other secured financings.

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Sensitivity of Fair Values to Changes in Significant Unobservable Inputs

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

- Loans and other receivables and loan and unfunded commitments and other secured financings using comparable pricing valuation techniques. A significant increase (decrease) in the comparable loan price in isolation would result in a significantly higher (lower) fair value measurement.
- Corporate debt securities using a convertible bond model. A significant increase (decrease) in the bond discount rate/yield would result in a significantly lower (higher) fair value measurement.
- Non-exchange traded securities, corporate debt securities, loans and other receivables, unfunded commitments, foreign exchange forwards and private equity securities using a market approach valuation technique. A significant increase (decrease) in the EBITDA or other multiples in isolation would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the yield of a corporate debt security, loan and other receivable or unfunded commitment would result in a significantly lower (higher) fair value measurement. A significant increase (decrease) in the transaction level of a private equity security would result in a significantly higher (lower) fair value measurement.
- Non-exchange traded securities, commercial mortgage-backed securities and loans and other receivables using scenario analysis. A significant increase (decrease) in the possible recovery rates of the cash flow outcomes underlying the investment would result in a significantly higher (lower) fair value measurement for the financial instrument.
- Collateralized debt obligations, non-exchange traded securities, corporate debt securities, residential and commercial mortgage-backed securities and other asset-backed securities, commodity forwards and unfunded commitments using a discounted cash flow valuation technique. A significant decrease (increase) in the underlying stock price would result in a significantly lower (higher) fair value measurement. A significant increase (decrease) in isolation in the constant default rate, and loss severities or cumulative loss rate would result in a significantly lower (higher) fair value measurement. The impact of changes in the constant prepayment rate would have differing impacts depending on the capital structure of the security. A significant increase (decrease) in the loan or bond yield would result in a significantly lower (higher) fair value measurement.
- Certain other asset-backed securities using an over-collateralization model. A significant increase (decrease) in the over-collateralization percentage would result in a significantly higher (lower) fair value measurement.
- Derivative foreign exchange and equity options using an option model. A significant increase (decrease) in volatility would result in a significantly higher (lower) fair value measurement.
- Derivative equity options using a default rate model. A significant increase (decrease) in default probability would result in a significantly lower (higher) fair value measurement.
- Embedded conversion option using an option valuation model. A significant increase (decrease) in historical volatility would result in a significantly higher (lower) fair value measurement.

Fair Value Option Election

We have elected the fair value option for all loans and loan commitments made by our capital markets businesses. These loans and loan commitments include loans entered into by our investment banking division in connection with client bridge financing and loan syndications, loans purchased by our leveraged credit trading desk as part of its bank loan trading activities and mortgage loan commitments and fundings in connection with mortgage- and other asset-backed securitization activities. Loans and loan commitments originated or purchased by our leveraged credit and mortgage-backed businesses are managed on a fair value basis. Loans are included in Financial instruments owned and loan commitments are included in Financial instruments owned and Financial instruments sold, not yet purchased on the Consolidated Statements of Financial Condition. The fair value option election is not applied to loans made to affiliate entities as such loans are entered into as part of ongoing, strategic business ventures. Loans to affiliate entities are included within Loans to and investments in related parties on the Consolidated Statements of Financial Condition and are accounted for on an amortized cost basis. We have elected the fair value option for certain financial instruments held by subsidiaries as the investments are risk managed by us on a fair value basis. The fair value option has also been elected for certain secured financings that arise in connection with our securitization activities and other structured financings. Other secured financings, Receivables – Brokers, dealers and clearing organizations, Receivables – Customers, Receivables – Fees, interest and other, Payables – Brokers, dealers and clearing organizations and Payables – Customers, are accounted for at cost plus

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accrued interest rather than at fair value; however, the recorded amounts approximate fair value due to their liquid or short-term nature.

The following is a summary of gains (losses) due to changes in instrument specific credit risk on loans and other receivables and loan commitments measured at fair value under the fair value option (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Financial Instruments Owned:				
Loans and other receivables	$(13,566)	$(15,002)	$(25,686)	$(12,841)
Financial Instruments Sold:				
Loans	$38	$103	$112	$(751)
Loan commitments	(51)	1,338	(1,673)	(10,299)

The following is a summary of the amount by which contractual principal exceeds fair value for loans and other receivables measured at fair value under the fair value option (in thousands):

	August 31, 2015	November 30, 2014
Financial Instruments Owned:		
Loans and other receivables (1)	$354,262	$403,119
Loans and other receivables greater than 90 days past due (1)	32,867	5,594
Loans and other receivables on nonaccrual status (1) (2)	3,330	(22,360)

(1) Interest income is recognized separately from other changes in fair value and is included within Interest revenues on the Consolidated Statements of Earnings.
(2) Amounts include all loans and other receivables greater than 90 days past due.

The aggregate fair value of loans and other receivables that were greater than 90 days past due was $13.0 million and $0.0 at August 31, 2015 and November 30, 2014, respectively.

The aggregate fair value of loans and other receivables on nonaccrual status, which includes all loans and other receivables greater than 90 days past due, was $313.9 million and $274.6 million at August 31, 2015 and November 30, 2014, respectively.

Note 5. Derivative Financial Instruments

Off-Balance Sheet Risk

We have contractual commitments arising in the ordinary course of business for securities loaned or purchased under agreements to resell, repurchase agreements, future purchases and sales of foreign currencies, securities transactions on a when-issued basis and underwriting. Each of these financial instruments and activities contains varying degrees of off-balance sheet risk whereby the fair values of the securities underlying the financial instruments may be in excess of, or less than, the contract amount. The settlement of these transactions is not expected to have a material effect upon our consolidated financial statements.

Derivative Financial Instruments

Our derivative activities are recorded at fair value in the Consolidated Statements of Financial Condition in Financial instruments owned and Financial instruments sold, not yet purchased, net of cash paid or received under credit support agreements and on a net counterparty basis when a legally enforceable right to offset exists under a master netting agreement. Net realized and unrealized gains and losses are recognized in Principal transaction revenues in the Consolidated Statements of Earnings on a trade date basis and as a component of cash flows from operating activities in the Consolidated Statements of Cash Flows. Acting in a trading capacity, we may enter into derivative transactions to satisfy the needs of our clients and to manage our own exposure to market and credit risks resulting from our trading activities. (See Note 4, Fair Value Disclosures, and Note 17, Commitments, Contingencies and Guarantees for additional disclosures about derivative financial instruments.)

Derivatives are subject to various risks similar to other financial instruments, including market, credit and operational risk. The risks of derivatives should not be viewed in isolation, but rather should be considered on an aggregate basis along with our other trading-related activities. We manage the risks associated with derivatives on an aggregate basis along with the risks associated with proprietary trading as part of our firm wide risk management policies.

In connection with our derivative activities, we may enter into International Swaps and Derivative Association, Inc. (“ISDA”) master netting agreements or similar agreements with counterparties. A master agreement creates a single contract under which all transactions between two counterparties are executed allowing for trade aggregation and a single net payment obligation. Master agreements provide protection in bankruptcy in certain circumstances and, where legally enforceable, enable receivables and payables with the same counterparty to be settled or otherwise eliminated by applying amounts due against all or a portion of an amount due from the counterparty or a third party. In addition, we enter into customized bilateral trading agreements and other customer agreements that provide for the netting of receivables and payables with a given counterparty as a single net obligation.

Under our ISDA master netting agreements, we typically also execute credit support annexes, which provide for collateral, either in the form of cash or securities, to be posted by or paid to a counterparty based on the fair value of the derivative receivable or payable based on the rates and parameters established in the credit support annex. In the event of the counterparty’s default, provisions of the master agreement permit acceleration and termination of all outstanding transactions covered by the agreement such that a single amount is owed by, or to, the non-defaulting party. In addition, any collateral posted can be applied to the net obligations, with any excess returned; and the collateralized party has a right to liquidate the collateral. Any residual claim after netting is treated along with other unsecured claims in bankruptcy court.

The conditions supporting the legal right of offset may vary from one legal jurisdiction to another and the enforceability of master netting agreements and bankruptcy laws in certain countries or in certain industries is not free from doubt. The right of offset is dependent both on contract law under the governing arrangement and consistency with the bankruptcy laws of the jurisdiction where the counterparty is located. Industry legal opinions with respect to the enforceability of certain standard provisions in respective jurisdictions are relied upon as a part of managing credit risk. In cases where we have not determined an agreement to be enforceable, the related amounts are not offset. Master netting agreements are a critical component of our risk management processes as part of reducing counterparty credit risk and managing liquidity risk.

We are also a party to clearing agreements with various central clearing parties. Under these arrangements, the central clearing counterparty facilitates settlement between counterparties based on the net payable owed or receivable due and, with respect to daily settlement, cash is generally only required to be deposited to the extent of the net amount. In the event of default, a net termination amount is determined based on the market values of all outstanding positions and the clearing organization or clearing member provides for the liquidation and settlement of the net termination amount among all counterparties to the open derivative contracts.

The following tables present the fair value and related number of derivative contracts at August 31, 2015 and November 30, 2014 categorized by type of derivative contract and the platform on which these derivatives are transacted. The fair value of assets/liabilities represents our receivable/payable for derivative financial instruments, gross of counterparty netting and cash collateral received and pledged. The following tables also provide information regarding 1) the extent to which, under enforceable master netting arrangements, such balances are presented net in the Consolidated Statements of Financial Condition as appropriate under U.S. GAAP and 2) the extent to which other rights of setoff associated with these arrangements exist and could have an effect on our financial position (in thousands, except contract amounts).

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	August 31, 2015 (1)			
	Assets		Liabilities	
	Fair Value	Number of Contracts	Fair Value	Number of Contracts
Interest rate contracts:				
Exchange-traded	$1,806	74,381	$1,930	104,483
Cleared OTC	1,930,070	3,195	1,911,702	2,822
Bilateral OTC	683,237	2,051	613,344	898
Foreign exchange contracts:				
Exchange-traded	—	419	—	407
Bilateral OTC	777,346	10,234	795,572	9,809
Equity contracts:				
Exchange-traded	1,286,149	3,082,363	1,148,639	3,082,310
Bilateral OTC	88,463	1,017	143,041	967
Commodity contracts:				
Exchange-traded	—	253,123	—	252,949
Bilateral OTC	38,418	488	23,161	544
Credit contracts:				
Cleared OTC	43,456	103	42,246	88
Bilateral OTC	14,825	93	44,530	99
Total gross derivative assets/ liabilities:				
Exchange-traded	1,287,955		1,150,569	
Cleared OTC	1,973,526		1,953,948	
Bilateral OTC	1,602,289		1,619,648	
Amounts offset in the Consolidated Statements of Financial Condition (2):				
Exchange-traded	(1,146,698)		(1,146,698)	
Cleared OTC	(1,924,391)		(1,924,391)	
Bilateral OTC	(1,323,858)		(1,433,433)	
Net amounts per Consolidated Statements of Financial Condition (3)	$468,823		$219,643	

(1) Exchange traded derivatives include derivatives executed on an organized exchange. Cleared OTC derivatives include derivatives executed bilaterally and subsequently novated to and cleared through central clearing counterparties. Bilateral OTC derivatives include derivatives executed and settled bilaterally without the use of an organized exchange or central clearing counterparty.
(2) Amounts netted include both netting by counterparty and for cash collateral paid or received.
(3) We have not received or pledged additional collateral under master netting agreements and/or other credit support agreements that is eligible to be offset beyond what has been offset in the Consolidated Statements of Financial Condition.

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	November 30, 2014 (1)			
	Assets		Liabilities	
	Fair Value	Number of Contracts	Fair Value	Number of Contracts
Interest rate contracts:				
Exchange-traded	$2,450	67,437	$1,400	87,008
Cleared OTC	1,425,375	2,160	1,481,329	2,124
Bilateral OTC	871,982	1,908	809,962	729
Foreign exchange contracts:				
Exchange-traded	—	1,562	—	1,821
Bilateral OTC	1,514,881	11,299	1,519,349	10,931
Equity contracts:				
Exchange-traded	1,011,101	2,269,044	987,531	2,049,513
Bilateral OTC	39,889	2,463	70,484	1,956
Commodity contracts:				
Exchange-traded	62,091	1,027,542	51,145	1,015,894
Bilateral OTC	214,635	4,026	252,061	4,524
Credit contracts:				
Cleared OTC	17,831	27	23,264	22
Bilateral OTC	5,378	18	23,608	27
Total gross derivative assets/liabilities:				
Exchange-traded	1,075,642		1,040,076	
Cleared OTC	1,443,206		1,504,593	
Bilateral OTC	2,646,765		2,675,464	
Amounts offset in the Consolidated Statements of Financial Condition (2):				
Exchange-traded	(1,038,992)		(1,038,992)	
Cleared OTC	(1,416,613)		(1,416,613)	
Bilateral OTC	(2,303,740)		(2,401,013)	
Net amounts per Consolidated Statements of Financial Condition (3)	$406,268		$363,515	

(1) Exchange traded derivatives include derivatives executed on an organized exchange. Cleared OTC derivatives include derivatives executed bilaterally and subsequently novated to and cleared through central clearing counterparties. Bilateral OTC derivatives include derivatives executed and settled bilaterally without the use of an organized exchange or central clearing counterparty.
(2) Amounts netted include both netting by counterparty and for cash collateral paid or received.
(3) We have not received or pledged additional collateral under master netting agreements and/or other credit support agreements that is eligible to be offset beyond what has been offset in the Consolidated Statements of Financial Condition.

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The following table presents unrealized and realized gains (losses) on derivative contracts for the three and nine months ended August 31, 2015 and 2014 (in thousands):

	Three Months Ended		Nine Months Ended	
Gains (Losses)	August 31, 2015	August 31, 2014	August 31, 2015	August 31, 2014
Interest rate contracts	$25,308	$(3,803)	$580	$(70,288)
Foreign exchange contracts	6,893	6,697	30,417	9,046
Equity contracts	68,649	(49,422)	28,008	(219,584)
Commodity contracts	(4,757)	(4,991)	15,480	32,989
Credit contracts	(4,375)	(1,330)	(612)	(16,953)
Total	$91,718	$(52,849)	$73,873	$(264,790)

OTC Derivatives. The following tables set forth by remaining contract maturity the fair value of OTC derivative assets and liabilities at August 31, 2015 (in thousands):

	OTC Derivative Assets (1) (2) (3)				
	0 – 12 Months	1 – 5 Years	Greater Than 5 Years	Cross-Maturity Netting (4)	Total
Commodity swaps, options and forwards	$9,025	$1,112	$14,037	$ —	$24,174
Equity swaps and options	33,975	8,486	2,316	—	44,777
Credit default swaps	54	4,084	2,224	(1,832)	4,530
Total return swaps	23,005	4	—	(180)	22,829
Foreign currency forwards, swaps and options	165,529	21,372	—	(11,252)	175,649
Interest rate swaps, options and forwards	70,025	158,272	77,267	(34,593)	270,971
Total	$301,613	$193,330	$95,844	$ (47,857)	542,930
Cross product counterparty netting					(10,029)
Total OTC derivative assets included in Financial instruments owned					$532,901

(1) At August 31, 2015, we held exchange traded derivative assets and other credit agreements with a fair value of $144.2 million, which are not included in this table.

(2) OTC derivative assets in the table above are gross of collateral received. OTC derivative assets are recorded net of collateral received on the Consolidated Statements of Financial Condition. At August 31, 2015, cash collateral received was $208.3 million.

(3) Derivative fair values include counterparty netting within product category.

(4) Amounts represent the netting of receivable balances with payable balances for the same counterparty within product category across maturity categories.

	OTC Derivative Liabilities (1) (2) (3)				
	0 – 12 Months	1 – 5 Years	Greater Than 5 Years	Cross-Maturity Netting (4)	Total
Commodity swaps, options and forwards	$2,959	$—	$5,470	$ —	$8,429
Equity swaps and options	16,909	39,538	9,139	—	65,586
Credit default swaps	—	1,519	11,016	(1,832)	10,703
Total return swaps	54,507	1,927	1,967	(180)	58,221
Foreign currency forwards, swaps and options	157,468	48,147	—	(11,252)	194,363
Fixed income forwards	342	—	—	—	342
Interest rate swaps, options and forwards	47,137	86,081	85,610	(34,593)	184,235
Total	$279,322	$177,212	$113,202	$ (47,857)	521,879
Cross product counterparty netting					(10,029)
Total OTC derivative liabilities included in Financial instruments sold, not yet purchased					$511,850

(1) At August 31, 2015, we held exchange traded derivative liabilities and other credit agreements with a fair value of $25.6 million, which are not included in this table.
(2) OTC derivative liabilities in the table above are gross of collateral pledged. OTC derivative liabilities are recorded net of collateral pledged on the Consolidated Statements of Financial Condition. At August 31, 2015, cash collateral pledged was $317.8 million.
(3) Derivative fair values include counterparty netting within product category.
(4) Amounts represent the netting of receivable balances with payable balances for the same counterparty within product category across maturity categories.

At August 31, 2015, the counterparty credit quality with respect to the fair value of our OTC derivatives assets was as follows (in thousands):

Counterparty credit quality (1):	
A- or higher	$256,142
BBB- to BBB+	124,498
BB+ or lower	74,834
Unrated	77,427
Total	$532,901

(1) We utilize internal credit ratings determined by our Risk Management. Credit ratings determined by Risk Management use methodologies that produce ratings generally consistent with those produced by external rating agencies.

Contingent Features

Certain of our derivative instruments contain provisions that require our debt to maintain an investment grade credit rating from each of the major credit rating agencies. If our debt were to fall below investment grade, it would be in violation of these provisions and the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on our derivative instruments in liability positions. The aggregate fair value of all derivative instruments with such credit-risk-related contingent features that are in a liability position at August 31, 2015 and November 30, 2014 is $112.5 million and $269.0 million, respectively, for which we have posted collateral of $105.2 million and $234.6 million, respectively, in the normal course of business. If the credit-risk-related contingent features underlying these agreements were triggered on August 31, 2015 and

November 30, 2014, we would have been required to post an additional $13.1 million and $55.1 million, respectively, of collateral to our counterparties.

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JEFFERIES GROUP LLC AND SUBSIDIARIES
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Note 6. Collateralized Transactions

We enter into secured borrowing and lending arrangements to obtain collateral necessary to effect settlement, finance inventory positions, meet customer needs or re-lend as part of our dealer operations. We monitor the fair value of the securities loaned and borrowed on a daily basis as compared with the related payable or receivable, and request additional collateral or return excess collateral, as appropriate. We pledge financial instruments as collateral under repurchase agreements, securities lending agreements and other secured arrangements, including clearing arrangements. Our agreements with counterparties generally contain contractual provisions allowing the counterparty the right to sell or repledge the collateral. Pledged securities owned that can be sold or repledged by the counterparty are included within Financial instruments owned and noted parenthetically as Securities pledged on our Consolidated Statements of Financial Condition.

The following tables set forth the carrying value of securities lending arrangements and repurchase agreements by class of collateral pledged and remaining contractual maturity at August 31, 2015 (in thousands):

	Securities Lending Arrangements	Repurchase Agreements	Total
Collateral Pledged:			
Corporate equity securities	$2,506,969	$347,844	$2,854,813
Corporate debt securities	1,109,775	1,959,647	3,069,422
Mortgage- and asset-backed securities	—	5,044,406	5,044,406
U.S. government and federal agency securities	28,451	9,412,058	9,440,509
Municipal securities	—	492,599	492,599
Sovereign obligations	—	1,604,147	1,604,147
Loans and other receivables	—	617,861	617,861
Total	$3,645,195	$19,478,562	$23,123,757

	Contractual Maturity				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Securities lending arrangements	$1,954,916	$336,335	$1,353,944	$—	$3,645,195
Repurchase agreements	9,827,633	4,539,795	2,869,691	2,241,443	19,478,562
Total	$11,782,549	$4,876,130	$4,223,635	$2,241,443	$23,123,757

We receive securities as collateral under resale agreements, securities borrowing transactions and customer margin loans. We also receive securities as collateral in connection with securities-for-securities transactions in which we are the lender of securities. In many instances, we are permitted by contract or custom to rehypothecate the securities received as collateral. These securities may be used to secure repurchase agreements, enter into securities lending transactions, satisfy margin requirements on derivative transactions or cover short positions. At August 31, 2015 and November 30, 2014, the approximate fair value of securities received as collateral by us that may be sold or repledged was $26.1 billion and $25.8 billion, respectively. At August 31, 2015 and November 30, 2014, a substantial portion of the securities received by us had been sold or repledged.

Offsetting of Securities Financing Agreements

To manage our exposure to credit risk associated with securities financing transactions, we may enter into master netting agreements and collateral arrangements with counterparties. Generally, transactions are executed under standard industry agreements, including, but not limited to, master securities lending agreements (securities lending transactions) and master repurchase agreements (repurchase transactions). A master agreement creates a single contract under which all transactions between two counterparties are executed allowing for trade aggregation and a single net payment obligation. Master agreements provide protection in bankruptcy in certain circumstances and, where legally enforceable, enable receivables and payables with the same counterparty to be settled or otherwise eliminated by applying amounts due against all or a portion of an amount due from the counterparty or a third party. In addition, we enter into customized bilateral trading agreements and other customer agreements that provide for the netting of receivables and payables with a given counterparty as a single net obligation.

In the event of the counterparty’s default, provisions of the master agreement permit acceleration and termination of all outstanding transactions covered by the agreement such that a single amount is owed by, or to, the non-defaulting party. In addition, any collateral posted can be applied to the net obligations, with any excess returned; and the collateralized party has a right to liquidate the collateral. Any residual claim after netting is treated along with other unsecured claims in bankruptcy court.

The conditions supporting the legal right of offset may vary from one legal jurisdiction to another and the enforceability of master netting agreements and bankruptcy laws in certain countries or in certain industries is not free from doubt. The right of offset is dependent both on contract law under the governing arrangement and consistency with the bankruptcy laws of the jurisdiction where the counterparty is located. Industry legal opinions with respect to the enforceability of certain standard provisions in respective jurisdictions are relied upon as a part of managing credit risk. Master netting agreements are a critical component of our risk management processes as part of reducing counterparty credit risk and managing liquidity risk.

We are also a party to clearing agreements with various central clearing parties. Under these arrangements, the central clearing counterparty facilitates settlement between counterparties based on the net payable owed or receivable due and, with respect to daily settlement, cash is generally only required to be deposited to the extent of the net amount. In the event of default, a net termination amount is determined based on the market values of all outstanding positions and the clearing organization or clearing member provides for the liquidation and settlement of the net termination amount among all counterparties to the open repurchase and/or securities lending transactions.

The following tables provide information regarding repurchase agreements and securities borrowing and lending arrangements that are recognized in the Consolidated Statements of Financial Condition and 1) the extent to which, under enforceable master netting arrangements, such balances are presented net in the Consolidated Statements of Financial Condition as appropriate under U.S. GAAP and 2) the extent to which other rights of setoff associated with these arrangements exist and could have an effect on our financial position (in thousands).

	August 31, 2015					
	Gross Amounts	Netting in Consolidated Statement of Financial Condition	Net Amounts in Consolidated Statement of Financial Condition	Additional Amounts Available for Setoff (1)	Available Collateral (2)	Net Amount (3)
Assets						
Securities borrowing arrangements	$7,702,853	$—	$ 7,702,853	$(624,220)	$(776,755)	$ 6,301,878
Reverse repurchase agreements	12,911,367	(8,637,685)	4,273,682	(111,791)	(4,153,574)	8,317
Liabilities						
Securities lending arrangements	$3,645,195	$—	$ 3,645,195	$(624,220)	$(2,985,739)	$ 35,236
Repurchase agreements	19,478,562	(8,637,685)	10,840,877	(111,791)	(9,263,393)	1,465,693

	November 30, 2014					
	Gross Amounts	Netting in Consolidated Statement of Financial	Net Amounts in Consolidated Statement of Financial	Additional Amounts Available for Setoff (1)	Available Collateral (2)	Net Amount (4)

		Condition	Condition			
Assets						
Securities borrowing arrangements	$6,853,103	$—	$ 6,853,103	$(680,222)	$(1,274,196)	$ 4,898,685
Reverse repurchase agreements	14,059,133	(10,132,275)	3,926,858	(634,568)	(3,248,817)	43,473
Liabilities						
Securities lending arrangements	$2,598,487	$—	$ 2,598,487	$(680,222)	$(1,883,140)	$ 35,125
Repurchase agreements	20,804,432	(10,132,275)	10,672,157	(634,568)	(8,810,770)	1,226,819

(1) Under master netting agreements with our counterparties, we have the legal right of offset with a counterparty, which incorporates all of the counterparty's outstanding rights and obligations under the arrangement. These balances reflect

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additional credit risk mitigation that is available by counterparty in the event of a counterparty's default, but which are not netted in the balance sheet because other netting provisions of U.S. GAAP are not met.

(2) Includes securities received or paid under collateral arrangements with counterparties that could be liquidated in the event of a counterparty default and thus offset against a counterparty's rights and obligations under the respective repurchase agreements or securities borrowing or lending arrangements.

(3) Amounts include $6,266.5 million of securities borrowing arrangements, for which we have received securities collateral of $6,068.1 million, and $1,438.7 million of repurchase agreements, for which we have pledged securities collateral of $1,484.0 million, which are subject to master netting agreements but we have not yet determined the agreements to be legally enforceable.

(4) Amounts include $4,847.4 million of securities borrowing arrangements, for which we have received securities collateral of $4,694.0 million, and $1,201.9 million of repurchase agreements, for which we have pledged securities collateral of $1,238.4 million, which are subject to master netting agreements but we have not yet determined the agreements to be legally enforceable.

Cash and Securities Segregated and on Deposit for Regulatory Purposes or Deposited with Clearing and Depository Organizations

Cash and securities deposited with clearing and depository organizations and segregated in accordance with regulatory regulations totaled $904.0 million and $3,444.7 million at August 31, 2015 and November 30, 2014, respectively. Segregated cash and securities consist of deposits in accordance with Rule 15c3-3 of the Securities Exchange Act of 1934, which subjects Jefferies as a broker-dealer carrying customer accounts to requirements related to maintaining cash or qualified securities in segregated special reserve bank accounts for the exclusive benefit of its customers, and with the Commodity Exchange Act, which subjects Jefferies as an FCM to segregation requirements.

Note 7. Securitization Activities

We engage in securitization activities related to corporate loans, commercial mortgage loans, consumer loans and mortgage-backed and other asset-backed securities. In our securitization transactions, we transfer these assets to special purpose entities ("SPEs") and act as the placement or structuring agent for the beneficial interests sold to investors by the SPE. A significant portion of our securitization transactions are securitization of assets issued or guaranteed by U.S. government agencies. These SPEs generally meet the criteria of variable interest entities; however we generally do not consolidate the SPEs as we are not considered the primary beneficiary for these SPEs. See Note 8, Variable Interest Entities, for further discussion on variable interest entities and our determination of the primary beneficiary.

We account for our securitization transactions as sales provided we have relinquished control over the transferred assets. Transferred assets are carried at fair value with unrealized gains and losses reflected in Principal transactions revenues in the Consolidated Statement of Earnings prior to the identification and isolation for securitization. Subsequently, revenues recognized upon securitization are reflected as net underwriting revenues. We generally receive cash proceeds in connection with the transfer of assets to an SPE. We may, however, have continuing involvement with the transferred assets, which is limited to retaining one or more tranches of the securitization (primarily senior and subordinated debt securities in the form of mortgage- and other-asset backed securities or collateralized loan obligations), which are included within Financial instruments owned and are generally initially categorized as Level 2 within the fair value hierarchy. We apply fair value accounting to the securities.

The following table presents activity related to our securitizations that were accounted for as sales in which we had continuing involvement (in millions):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014

Transferred assets	$853.9	$1,562.1	$3,931.5	$4,788.7
Proceeds on new securitizations	888.1	1,567.2	3,979.6	4,795.4
Cash flows received on retained interests	10.7	15.2	28.6	37.9

We have no explicit or implicit arrangements to provide additional financial support to these SPEs, have no liabilities related to these SPEs and do not have any outstanding derivative contracts executed in connection with these securitization activities at August 31, 2015 and November 30, 2014.

The following tables summarize our retained interests in SPEs where we transferred assets and have continuing involvement and received sale accounting treatment (in millions):

	August 31, 2015	
Securitization Type	Total Assets	Retained Interests
U.S. government agency residential mortgage-backed securities	$11,480.4	$ 162.0
U.S. government agency commercial mortgage-backed securities	2,831.3	213.2
Collateralized loan obligations	3,731.7	52.3

	November 30, 2014	
Securitization Type	Total Assets	Retained Interests
U.S. government agency residential mortgage-backed securities	$19,196.9	$ 226.9
U.S. government agency commercial mortgage-backed securities	5,848.5	204.7
Collateralized loan obligations	4,511.8	108.4

Total assets represent the unpaid principal amount of assets in the SPEs in which we have continuing involvement and are presented solely to provide information regarding the size of the transaction and the size of the underlying assets supporting our retained interests, and are not considered representative of the risk of potential loss. Assets retained in connection with a securitization transaction represent the fair value of the securities of one or more tranches issued by an SPE, including senior and subordinated tranches. Our risk of loss is limited to this fair value amount which is included within total Financial instruments owned on our Consolidated Statements of Financial Condition.

Although not obligated, in connection with secondary market-making activities we may make a market in the securities issued by these SPEs. In these market-making transactions, we buy these securities from and sell these securities to investors. Securities purchased through these market-making activities are not considered to be continuing involvement in these SPEs, although the securities are included in Financial instruments owned. To the extent we purchased securities through these market-marking activities and we are not deemed to be the primary beneficiary of the variable interest entity, these securities are included in agency and non-agency mortgage- and asset-backed securitizations in the nonconsolidated variable interest entities section presented in Note 8, Variable Interest Entities.

If we have not relinquished control over the transferred assets, the assets continue to be recognized in Financial instruments owned and a corresponding liability is recognized in Other secured financings. The carrying value of assets and liabilities resulting from transfers of financial assets treated as secured financings was $0.0 and $0.0, respectively, at August 31, 2015 and $7.8 million and $7.8 million, respectively, at November 30, 2014. The related liabilities do not have recourse to our general credit.

Note 8. Variable Interest Entities
Variable interest entities ("VIEs") are entities in which equity investors lack the characteristics of a controlling financial interest. VIEs are consolidated by the primary beneficiary. The primary beneficiary is the party who has both (1) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and (2) an obligation to absorb losses of the entity or a right to receive benefits from the entity that could potentially be significant to the entity.
Our variable interests in VIEs include debt and equity interests, commitments, guarantees and certain fees. Our involvement with VIEs arises primarily from:

- Purchases of securities in connection with our trading and secondary market making activities,
- Retained interests held as a result of securitization activities, including the resecuritization of mortgage- and other asset-backed securities and the securitization of commercial mortgage, corporate and consumer loans,
- Acting as placement agent and/or underwriter in connection with client-sponsored securitizations,
- Financing of agency and non-agency mortgage- and other asset-backed securities,
- Warehousing funding arrangements for client-sponsored consumer loan vehicles and collateralized loan obligations ("CLOs") through participation certificates and revolving loan commitments, and
- Loans to, investments in and fees from various investment fund vehicles.

We determine whether we are the primary beneficiary of a VIE upon our initial involvement with the VIE and we reassess whether we are the primary beneficiary of a VIE on an ongoing basis. Our determination of whether we are the primary beneficiary of a VIE is based upon the facts and circumstances for each VIE and requires significant judgment. Our considerations in determining the VIE's most significant activities and whether we have power to direct those activities include, but are not limited to, the VIE's purpose and design and the risks passed through to investors, the voting interests of the VIE, management, service and/or other agreements of the VIE, involvement in the VIE's initial design and the existence of explicit or implicit financial guarantees. In situations where we have determined that the power over the VIE's most significant activities is shared, we assess whether we are the party with the power over the majority of the significant activities. If we are the party with the power over the majority of the significant activities, we meet the "power" criteria of the primary beneficiary. If we do not have the power over a majority of the significant activities or we determine that decisions require consent of each sharing party, we do not meet the "power" criteria of the primary beneficiary.
We assess our variable interests in a VIE both individually and in aggregate to determine whether we have an obligation to absorb losses of or a right to receive benefits from the VIE that could potentially be significant to the VIE. The determination of whether our variable interest is significant to the VIE requires significant judgment. In determining the significance of our variable interest, we consider the terms, characteristics and size of the variable interests, the design and characteristics of the VIE, our involvement in the VIE and our market-making activities related to the variable interests.
Consolidated VIEs
The following table presents information about our consolidated VIEs at August 31, 2015 and November 30, 2014 (in millions). The assets and liabilities in the tables below are presented prior to consolidation and thus a portion of these assets and liabilities are eliminated in consolidation.

	August 31, 2015		November 30, 2014	
	Securitization Vehicles	Other	Securitization Vehicles	Other
Cash	$0.1	$0.2	$—	$0.2
Financial instruments owned	86.4	0.3	62.7	0.3
Securities purchased under agreement to resell (1)	736.7	—	575.2	—

Fees, interest and other receivables	0.3	—	0.4	—
	$823.5	$0.5	$638.3	$0.5
Other secured financings (2)	$822.5	$—	$637.7	$—
Other liabilities	1.0	0.2	0.6	0.2
	$823.5	$0.2	$638.3	$0.2

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(1) Securities purchased under agreement to resell represent an amount due under a collateralized transaction on a related consolidated entity, which is eliminated in consolidation.

(2) Approximately $15.9 million and $39.7 million of the secured financing represents an amount held by us in inventory and is eliminated in consolidation at August 31, 2015 and November 30, 2014, respectively.

Securitization Vehicles. We are the primary beneficiary of securitization vehicles to which we transferred term loans backed by consumer installment receivables and mortgage-backed securities. We retained a portion of the securities issued by the securitization vehicles. In the creation of the securitization vehicles, we were involved in the decisions made during the establishment and design of the entities and hold variable interests consisting of the securities retained that could potentially be significant. The assets of the VIEs consist of the term loans backed by consumer installment receivables and mortgage-backed securities, which are available for the benefit of the vehicles’ beneficial interest holders. The creditors of the VIEs do not have recourse to our general credit and the assets of the VIEs are not available to satisfy any other debt.

We are also the primary beneficiary of mortgage-backed financing vehicles to which we sell agency and non-agency residential and commercial mortgage loans and mortgage-backed securities pursuant to the terms of a master repurchase agreement. We manage the assets within these vehicles. Our variable interests in these vehicles consist of our collateral margin maintenance obligations under the master repurchase agreement. The assets of these VIEs consist of reverse repurchase agreements, which are available for the benefit of the vehicle’s debt holders. The creditors of these VIEs do not have recourse to our general credit and each such VIE's assets are not available to satisfy any other debt.

Other. We are the primary beneficiary of certain investment vehicles set up for the benefit of our employees. We manage and invest alongside our employees in these vehicles. The assets of these VIEs consist of private equity securities, and are available for the benefit of the entities’ equity holders. Our variable interests in these vehicles consist of equity securities. The creditors of these VIEs do not have recourse to our general credit and each such VIE's assets are not available to satisfy any other debt.

Nonconsolidated VIEs

The following tables present information about our variable interests in nonconsolidated VIEs (in millions):

	August 31, 2015			
	Carrying Amount		Maximum	
	Assets	Liabilities	Exposure to loss	VIE Assets
Collateralized loan obligations	$82.7	$—	$ 768.8	$6,409.1
Consumer loan vehicles	123.4	—	867.0	602.1
Asset management vehicles	3.6	—	3.6	49.8
Private equity vehicles	25.5	—	45.9	74.8
Total	$235.2	$—	$ 1,685.3	$7,135.8

	November 30, 2014			
	Carrying Amount		Maximum	
	Assets	Liabilities	Exposure to loss	VIE Assets
Collateralized loan obligations	$134.0	$—	$ 926.9	$7,737.1
Consumer loan vehicles	170.6	—	797.8	485.2
Asset management vehicle	11.3	—	11.3	432.3
Private equity vehicles	44.3	—	59.2	92.8
Total	$360.2	$—	$ 1,795.2	$8,747.4

Our maximum exposure to loss often differs from the carrying value of the variable interests. The maximum exposure to loss is dependent on the nature of our variable interests in the VIEs and is limited to the notional amounts of certain loan commitments and guarantees. Our maximum exposure to loss does not include the offsetting benefit of any financial instruments that may be utilized to hedge the risks associated with our variable interests and is not reduced by the amount of collateral held as part of a transaction with a VIE.

Collateralized Loan Obligations. Assets collateralizing the CLOs include bank loans, participation interests and sub-investment grade and senior secured U.S. loans. We underwrite securities issued in CLO transactions on behalf of unaffiliated sponsors and provide advisory services to the unaffiliated sponsors. We may also sell corporate loans to the CLOs. Our variable interests in connection with collateralized loan obligations where we have been involved in providing underwriting and/or advisory services consist of the following:

- Forward sale agreements whereby we commit to sell, at a fixed price, corporate loans and ownership interests in an entity holding such corporate loans to CLOs,
- Warehouse funding arrangements in the form of participation interests in corporate loans held by CLOs and commitments to fund such participation interests,
- Trading positions in securities issued in a CLO transaction,
- Investments in variable funding notes issued by CLOs,
- A guarantee to a CLO managed by Jefferies Finance, LLC ("Jefferies Finance"), whereby we guarantee certain of the obligations of Jefferies Finance to the CLO.

In addition, we own variable interests in CLOs previously managed by us. Our variable interests consist of debt securities and a right to a portion of the CLOs' management and incentive fees. Our exposure to loss from these CLOs is limited to our investments in the debt securities held. Management and incentive fees are accrued as the amounts become realizable. These CLOs represent interests in assets consisting primarily of senior secured loans, unsecured loans and high yield bonds.

Consumer Loan Vehicles. We provide financing and lending related services to certain client-sponsored VIEs in the form of revolving funding note agreements, revolving credit facilities and forward purchase agreements. The underlying assets, which are collateralizing the vehicles, are primarily comprised of unsecured consumer and small business loans. In addition, we may provide structuring and advisory services and act as an underwriter or placement agent for securities issued by the vehicles. We do not control the activities of these entities.

Asset Management Vehicles. We managed the Jefferies Umbrella Fund, an "Umbrella structure" company that invested primarily in convertible bonds and enabled investors to choose between one or more investment objectives by investing in one or more sub-funds within the same structure. Our variable interests in the Jefferies Umbrella Fund consist of equity interests, management fees and performance fees. Effective May 2015, the Jefferies Umbrella Fund was placed into liquidation.

We manage an asset management vehicle that provides investors with exposure to absolute return strategies, primarily including merger arbitrage, relative value and stock loan arbitrage. Our variable interests in this asset management vehicle consist of management and performance fees.

Private Equity Vehicles. On July 26, 2010, we committed to invest equity of up to $75.0 million in Jefferies SBI USA Fund L.P. (the "SBI USA Fund L.P."). At August 31, 2015 and November 30, 2014, we funded approximately $64.6 million and $60.1 million, respectively, of our commitment. The carrying amount of our equity investment was $24.4 million and $43.1 million at August 31, 2015 and November 30, 2014, respectively. Our exposure to loss is limited to our equity commitment. The SBI USA Fund L.P. has assets consisting primarily of private equity and equity related investments.

We have a variable interest in Jefferies Employees Partners IV, LLC ("JEP IV") consisting of an equity investment. The carrying amount of our equity investment was $1.1 million and $1.2 million at August 31, 2015 and November 30, 2014, respectively. Our exposure to loss is limited to our equity investment. JEP IV has assets consisting primarily of private equity and equity related investments.

We have provided a guarantee of a portion of Energy Partners I, LP's obligations under a credit agreement. Energy Partners I, LP, is a private equity fund owned and managed by our employees. At August 31, 2015, the carrying value and maximum exposure to loss of the guarantee was $0.0 and $10.0 million, respectively. Energy Partners I, LP, has assets consisting primarily of debt and equity investments.

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Mortgage- and Other Asset-Backed Securitization Vehicles. In connection with our secondary trading and market making activities, we buy and sell agency and nonagency mortgage-backed securities and other asset-backed securities, which are issued by third party securitization SPEs and are generally considered variable interests in VIEs. Securities issued by securitization SPEs are backed by residential mortgage loans, U.S. agency collateralized mortgage obligations, commercial mortgage loans, collateralized debt obligations and CLOs and other consumer loans, such as installment receivables, auto loans and student loans. These securities are accounted for at fair value and included in Financial instruments owned on our Consolidated Statements of Financial Condition. We have no other involvement with the related SPEs and therefore do not consolidate these entities.

We also engage in underwriting, placement and structuring activities for third-party-sponsored securitization trusts generally through agency (Fannie Mae, Freddie Mac and Ginnie Mae) or nonagency sponsored SPEs and may purchase loans or mortgage-backed securities from third parties that are subsequently transferred into the securitization trusts. The securitizations are backed by residential and commercial mortgage, home equity and auto loans. We do not consolidate agency sponsored securitizations as we do not have the power to direct the activities of the SPEs that most significantly impact their economic performance. Further, we are not the servicer of nonagency-sponsored securitizations and therefore do not have power to direct the most significant activities of the SPEs and accordingly, do not consolidate these entities. We may retain unsold senior and/or subordinated interests at the time of securitization in the form of securities issued by the SPEs.

We transfer existing securities, typically mortgage-backed securities, into resecuritization vehicles. These transactions in which debt securities are transferred to a VIE in exchange for new beneficial interests occur in connection with both agency and nonagency sponsored VIEs. Our consolidation analysis is largely dependent on our role and interest in the resecuritization trusts. Most resecuritizations in which we are involved are in connection with investors seeking securities with specific risk and return characteristics. As such, we have concluded that the decision-making power is shared between us and the investor(s), considering the joint efforts involved in structuring the trust and selecting the underlying assets as well as the level of security interests the investor(s) hold in the SPE; therefore, we do not consolidate the resecuritization VIEs.

At August 31, 2015 and November 30, 2014, we held $4,706.5 million and $3,186.9 million of agency mortgage-backed securities, respectively, and $893.5 million and $1,120.0 million of nonagency mortgage- and other asset-backed securities, respectively, as a result of our secondary trading and market making activities, underwriting, placement and structuring activities and resecuritization activities. Our maximum exposure to loss on these securities is limited to the carrying value of our investments in these securities. Mortgage- and other asset-backed securitization vehicles discussed within this section are not included in the above table containing information about our variable interests in nonconsolidated VIEs.

Note 9. Investments

We have investments in Jefferies Finance and Jefferies LoanCore LLC (“Jefferies LoanCore”). Our investments in Jefferies Finance and Jefferies LoanCore are accounted for under the equity method and are included in Loans to and investments in related parties on the Consolidated Statements of Financial Condition with our share of the investees’ earnings recognized in Other revenues in the Consolidated Statements of Earnings. We have limited partnership interests of 11% and 50% in Jefferies Capital Partners V L.P. and the SBI USA Fund L.P. (together, “JCP Fund V”), respectively, which are private equity funds managed by a team led by Brian P. Friedman, one of our directors and our Chairman of the Executive Committee.

Jefferies Finance

On October 7, 2004, we entered into an agreement with Massachusetts Mutual Life Insurance Company (“MassMutual”) and Babson Capital Management LLC to form Jefferies Finance, a joint venture entity. Jefferies Finance is a commercial finance company whose primary focus is the origination and syndication of senior secured debt to middle market and growth companies in the form of term and revolving loans. Loans are originated primarily through the investment banking efforts of Jefferies. Jefferies Finance may also originate other debt products such as second lien term, bridge and mezzanine loans, as well as related equity co-investments. Jefferies Finance also purchases syndicated loans in the secondary market.

At August 31, 2015, we and MassMutual each have equity commitments to Jefferies Finance of $600.0 million for a combined total commitment of $1.2 billion. At August 31, 2015, we have funded $510.4 million of our $600.0 million commitment, leaving $89.6 million unfunded. The investment commitment is scheduled to expire on March 1, 2016 with automatic one year extensions absent a 60 day termination notice by either party.

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Jefferies Finance has executed a Secured Revolving Credit Facility with us and MassMutual, to be funded equally, to support loan underwritings by Jefferies Finance. The Secured Revolving Credit Facility bears interest based on the interest rates of the related Jefferies Finance underwritten loans and is secured by the underlying loans funded by the proceeds of the facility. During the third quarter of 2015, the Secured Revolving Credit Facility was modified and reduced from a committed and discretionary total of $1.0 billion to a total committed amount of $500.0 million, at August 31, 2015. Advances are shared equally between us and MassMutual. The facility is scheduled to mature on March 1, 2016 with automatic one year extensions absent a 60 day termination notice by either party. At August 31, 2015 and November 30, 2014, we have funded $0.0 and $0.0, respectively, of each of our $250.0 million and $350.0 million commitments, respectively. During the three and nine months ended August 31, 2015, $0.2 million and $0.7 million of interest income, respectively, and unfunded commitment fees of $0.4 million and $1.2 million, respectively, are included in the Consolidated Statements of Earnings related to the Secured Revolving Credit Facility. During the three and nine months ended August 31, 2014, we earned interest income of $0.3 million and $1.4 million, respectively, and unfunded commitment fees of $0.4 million and $1.5 million, respectively.

The following is a summary of selected financial information for Jefferies Finance (in millions):

	August 31, 2015	November 30, 2014
Total assets	$7,037.1	$5,954.0
Total liabilities	6,016.3	4,961.7
Total equity	1,020.8	992.3
Our total equity balance	510.4	496.0

The net earnings of Jefferies Finance were $47.2 million and $109.4 million for the three and nine months ended August 31, 2015, respectively, and $58.0 million and $116.2 million for the three and nine months ended August 31, 2014, respectively.

We engage in debt capital markets transactions with Jefferies Finance related to the originations of loans by Jefferies Finance. In connection with such transactions, we earned fees of $53.3 million and $108.8 million during the three and nine months ended August 31, 2015, respectively, and $53.7 million and $139.8 million during the three and nine months ended August 31, 2014, respectively, recognized in Investment banking revenues in the Consolidated Statements of Earnings. In addition, we paid fees to Jefferies Finance in respect of certain loans originated by Jefferies Finance of $1.5 million and $3.1 million during the three and nine months ended August 31, 2015, respectively, and $2.6 million and $10.5 million during the three and nine months ended August 31, 2014, respectively, which are recognized as Business development expenses in the Consolidated Statements of Earnings.

We acted as placement agent in connection with several CLOs managed by Jefferies Finance for which we recognized fees of $0.0 and $3.1 million during the three and nine months ended August 31, 2015, respectively, and $2.5 million and $4.6 million during the three and nine months ended August 31, 2014, respectively, which are included in Investment banking revenues on the Consolidated Statement of Earnings. At August 31, 2015 and November 30, 2014, we held securities issued by CLOs managed by Jefferies Finance, which are included within Financial instruments owned, and provided a guarantee whereby we are required to make certain payments to a CLO in the event that Jefferies Finance is unable to meet its obligations to the CLO. Additionally, we have entered into participation agreements and derivative contracts with Jefferies Finance whose underlying is based on certain securities issued by the CLO. We have recognized revenue of $0.7 million and $0.7 million during the three and nine months ended August 31, 2014 relating to the derivative contracts.

We acted as underwriter in connection with senior notes issued by Jefferies Finance, for which we recognized underwriting fees of $0.0 and $1.3 million during the three and nine months ended August 31, 2015, respectively, and $0.0 million and $4.2 million for the three and nine months ended August 31, 2014, respectively.

Under a service agreement, we charged Jefferies Finance $8.4 million and $43.3 million for services provided during the three and nine months ended August 31, 2015, respectively, and $6.5 million and $35.2 million during the three and nine months ended August 31, 2014, respectively. Receivables from Jefferies Finance, included within Other assets on the Consolidated Statements of Financial Condition, were $122.5 million and $41.5 million at August 31, 2015 and November 30, 2014, respectively.

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Jefferies LoanCore

On February 23, 2011, we entered into a joint venture agreement with the Government of Singapore Investment Corporation and LoanCore, LLC and formed Jefferies LoanCore, a commercial real estate finance company. Jefferies LoanCore originates and purchases commercial real estate loans throughout the U.S. with the support of the investment banking and securitization capabilities of Jefferies and the real estate and mortgage investment expertise of the Government of Singapore Investment Corporation and LoanCore, LLC. Jefferies LoanCore has aggregate equity commitments of $600.0 million. At August 31, 2015 and November 30, 2014, we had funded $118.4 million and $200.9 million, respectively, of our $291.0 million equity commitment and have a 48.5% voting interest in Jefferies LoanCore.

The following is a summary of selected financial information for Jefferies LoanCore (in millions):

	August 31, 2015	November 30, 2014
Total assets	$1,789.3	$1,500.9
Total liabilities	1,277.9	962.7
Total equity	511.5	538.2
Our total equity balance	248.1	261.0

The net earnings of Jefferies LoanCore were $25.6 million and $62.4 million for the three and nine months ended August 31, 2015, respectively, and $4.5 million and $16.3 million for the three and nine months ended August 31, 2014, respectively.

In connection with the securitization of commercial real estate loans originated by Jefferies LoanCore, we earned placement fees of $1.0 million and $1.6 million during the three and nine months ended August 31, 2015, respectively, and $0.0 and $0.6 million during the three and nine months ended August 31, 2014, respectively.

JCP Fund V

The amount of our investments in JCP Fund V included within Investments in managed funds on the Consolidated Statements of Financial Condition was $27.7 million and $48.9 million at August 31, 2015 and November 30, 2014, respectively. We account for these investments at fair value based on the NAV of the funds provided by the fund managers (see Note 2, Summary of Significant Accounting Policies). Losses from these investments were $3.4 million and $26.3 million for the three and nine months ended August 31, 2015, respectively, and a gain of $0.9 million for the three months ended August 31, 2014 and a loss of $7.1 million for the nine months ended August 31, 2014, and are included in Asset management fees and investment income (loss) from managed funds in the Consolidated Statements of Earnings.

At August 31, 2015 and November 30, 2014, we were committed to invest equity of up to $85.0 million in JCP Fund V. At August 31, 2015, our unfunded commitment relating to JCP Fund V was $11.8 million.

The following is a summary of selected financial information for 100% of JCP Fund V, in which we own effectively 35.2% of the combined equity interests (in thousands):

	June 30, 2015 (1)	December 31, 2014 (1)
Total assets	$78,762	$73,261
Total liabilities	66	66
Total partners' capital	78,696	73,195

Three Months Ended

	June 30, 2015 (1)	March 31, 2015 (1)	December 31, 2014 (1)	June 30, 2014 (1)	March 31, 2014 (1)	December 31, 2013 (1)
Net increase (decrease) in net assets resulting from operations	$(8,875)	$1,478	$(65,700)	$3,609	$(18,779)	$(2,947)

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(1) Financial information for JCP Fund V within our financial position and results of operations at August 31, 2015 and November 30, 2014 and for the three and nine months ended August 31, 2015 and 2014 is included based on the presented periods.

Note 10. Goodwill and Other Intangible Assets

Goodwill

Goodwill attributed to our reportable segments are as follows (in thousands):

	August 31, 2015	November 30, 2014
Capital Markets	$1,657,478	$1,659,636
Asset Management	3,000	3,000
Total goodwill	$1,660,478	$1,662,636

The following table is a summary of the changes to goodwill for the nine months ended August 31, 2015 (in thousands):

Balance at November 30, 2014	$1,662,636
Add: Translation adjustments	(2,158)
Balance at August 31, 2015	$1,660,478

Goodwill Impairment Testing

A reporting unit is an operating segment or one level below an operating segment. The quantitative goodwill impairment test is performed at the level of the reporting unit and consists of two steps. In the first step, the fair value of each reporting unit is compared with its carrying value, including goodwill and allocated intangible assets. If the fair value is in excess of the carrying value, the goodwill for the reporting unit is considered not to be impaired. If the fair value is less than the carrying value, then a second step is performed in order to measure the amount of the impairment loss, if any, which is based on comparing the implied fair value of the reporting unit's goodwill to the fair value of the net assets of the reporting unit.

Allocated equity plus goodwill and allocated intangible assets are used as a proxy for the carrying amount of each reporting unit. The amount of equity allocated to a reporting unit is based on our cash capital model deployed in managing our businesses, which seeks to approximate the capital a business would require if it were operating independently. Intangible assets are allocated to a reporting unit based on either specifically identifying a particular intangible asset as pertaining to a reporting unit or, if shared among reporting units, based on an assessment of the reporting unit's benefit from the intangible asset in order to generate results.

Estimating the fair value of a reporting unit requires management judgment. Estimated fair values for our reporting units were determined using a market valuation method that incorporate price-to-earnings and price-to-book multiples of comparable public companies. In addition, as the fair values determined under the market approach represent a noncontrolling interest, we applied a control premium to arrive at the estimated fair value of each reporting unit on a controlling basis. We engaged an independent valuation specialist to assist us in our valuation process at August 1, 2015.

Our annual goodwill impairment testing at August 1, 2015 did not indicate any goodwill impairment in any of our reporting units. Substantially all of our goodwill is allocated to our Investment Banking, Equities, and Fixed Income reporting units for which the results of our assessment indicated that these reporting units had a fair value substantially in excess of their carrying amounts based on current projections. At August 31, 2015, goodwill allocated to these reporting units is $1,657.5 million of total goodwill of $1,660.5 million. For the remaining less significant reporting units, we have used a net asset approach for valuation and the fair value of each of the reporting units is equal to its book value.

Intangible Assets

The following tables present the gross carrying amount, accumulated amortization, net carrying amount and weighted average amortization period of identifiable intangible assets at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015				
	Gross cost	Impairment losses	Accumulated amortization	Net carrying amount	Weighted average remaining lives (years)
Customer relationships	$127,944	$—	$ (32,730)	$ 95,214	13.1
Trade name	131,656	—	(9,404)	122,252	32.5
Exchange and clearing organization membership interests and registrations	14,455	(1,289)	—	13,166	N/A
	$274,055	$(1,289)	$ (42,134)	$ 230,632	

	November 30, 2014			
	Gross cost	Accumulated amortization	Net carrying amount	Weighted average remaining lives (years)
Customer relationships	$128,323	$ (26,402)	$ 101,921	13.7
Trade name	132,009	(6,677)	125,332	33.3
Exchange and clearing organization membership interests and registrations	14,528	—	14,528	N/A
	$274,860	$ (33,079)	$ 241,781	

We performed our annual impairment testing of intangible assets with an indefinite useful life, which consists of exchange and clearing organization membership interests and registrations, at August 1, 2015. We elected to perform a quantitative assessment of membership interests and registrations that have available quoted sales prices as well as all other membership interests and registrations related to the Bache business. A qualitative assessment was performed on the remainder of our indefinite-life intangible assets. In applying our quantitative assessment, we recognized an impairment loss of $1.3 million on certain exchange memberships based on a decline in fair value at August 1, 2015. With regard to our qualitative assessment of the remaining indefinite-life intangible assets, based on our assessment of market conditions, the utilization of the assets and the replacement costs associated with the assets, we have concluded that it is not more likely than not that the intangible assets are impaired.

Amortization Expense

For finite life intangible assets, aggregate amortization expense amounted to $3.1 million and $9.2 million for the three and nine months ended August 31, 2015, respectively, and $3.2 million and $9.6 million for the three and nine months ended August 31, 2014, respectively, which is included in Other expenses on the Consolidated Statements of Earnings.

The estimated future amortization expense for the five succeeding fiscal years is as follows (in thousands):

Remainder of fiscal 2015	$3,049
Year ended November 30, 2016	12,198
Year ended November 30, 2017	12,198
Year ended November 30, 2018	12,198
Year ended November 30, 2019	12,198

Note 11. Short-Term Borrowings

Short-term borrowings include bank loans that are payable on demand, as well as borrowings under revolving credit facilities that must be repaid within one year or less. Bank loans are typically overnight loans used to finance financial instruments owned or clearing related balances, but are not part of our systemic funding model and generally bear interest at a spread over the federal funds rate. Short-term borrowings at August 31, 2015 and November 30, 2014 were $12.0 million and $12.0 million, respectively. At August 31, 2015, the interest rate on short-term borrowings outstanding is 0.68% per annum. Average daily short-term borrowings outstanding were $18.5 million and $44.9 million for the three and nine months ended August 31, 2015, respectively, and $31.3 million and $87.9 million for the three and nine months ended August 31, 2014, respectively.

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On April 23, 2015, we entered into a committed revolving credit facility (“Intraday Credit Facility”) with the Bank of New York Mellon. The Bank of New York Mellon agrees to make revolving intraday credit advances for an aggregate committed amount of $500.0 million in U.S. dollars. The term of the Intraday Credit Facility is six months after the closing date, but can be extended for an additional six months upon our request and at the lender's discretion. The Intraday Credit Facility contains a financial covenant, which includes a minimum regulatory net capital requirement. Interest is based on the higher of the Federal funds effective rate plus 0.5% or the prime rate. At August 31, 2015, we were in compliance with debt covenants under the Intraday Credit Facility.

Note 12. Long-Term Debt
The following summarizes our long-term debt carrying values (including unamortized discounts and premiums and valuation adjustment, where applicable) at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015	November 30, 2014
Unsecured Long-Term Debt		
3.875% Senior Notes, due November 9, 2015 (effective interest rate of 2.17%)	$501,630	$507,944
5.5% Senior Notes, due March 15, 2016 (effective interest rate of 2.52%)	355,600	363,229
5.125% Senior Notes, due April 13, 2018 (effective interest rate of 3.46%)	833,352	842,359
8.5% Senior Notes, due July 15, 2019 (effective interest rate of 4.00%)	812,894	832,797
2.375% Euro Medium Term Notes, due May 20, 2020 (effective rate of 2.42%)	560,111	620,725
6.875% Senior Notes, due April 15, 2021 (effective interest rate of 4.40%)	842,406	853,091
2.25% Euro Medium Term Notes, due July 13, 2022 (effective rate of 4.08%)	3,996	4,379
5.125% Senior Notes, due January 20, 2023 (effective interest rate of 4.55%)	621,505	623,311
6.45% Senior Debentures, due June 8, 2027 (effective interest rate of 5.46%)	380,172	381,515
3.875% Convertible Senior Debentures, due November 1, 2029 (effective interest rate of 3.50%) (1)	347,799	349,261
6.25% Senior Debentures, due January 15, 2036 (effective interest rate of 6.03%)	512,811	513,046
6.50% Senior Notes, due January 20, 2043 (effective interest rate of 6.09%)	421,734	421,960
	$6,194,010	$6,313,617
Secured Long-Term Debt		
Credit facility	—	170,000
	$6,194,010	$6,483,617

(1) The value of the 3.875% Convertible Senior debentures at August 31, 2015 and November 30, 2014 includes the fair value of the conversion feature of $0.1 million and $0.7 million, respectively. The change in fair value of the conversion feature, which is included within Principal transaction revenues in the Consolidated Statements of Earnings, was not material for the three and nine months ended August 31, 2015, and amounted to a gain of $2.4 million and $8.1 million for the three and nine months ended August 31, 2014, respectively.

Our 3.875% convertible debentures due 2029 (principal amount of $345.0 million) (the “debentures”) remain issued and outstanding and are convertible into common shares of Leucadia. At September 10, 2015, each $1,000 debenture is currently convertible into 22.3764 shares of Leucadia’s common stock (equivalent to a conversion price of approximately $44.69 per share of Leucadia’s common stock). The debentures are convertible at the holders’ option any time beginning on August 1, 2029 and convertible at any time if: 1) Leucadia’s common stock price is greater than or equal to 130% of the conversion price for at least 20 trading days in a period of 30 consecutive trading days; 2) if the trading price per debenture is less than 95% of the price of the common stock times the conversion ratio for any 10 consecutive trading days; 3) if the debentures are called for redemption; or 4) upon the occurrence of specific corporate actions. The debentures may be redeemed for par, plus accrued interest, on or after November 1, 2012 if the price of Leucadia's common stock is greater than 130% of the conversion price for at least 20 days in a period of 30 consecutive trading days and we may redeem the debentures for par, plus accrued interest, at our election any time on or after November 1, 2017. Holders may require us to repurchase the debentures for par, plus accrued interest, on November 1, 2017, 2019 and 2024. In addition to ordinary interest, commencing November 1, 2017, contingent interest will accrue at 0.375% if the average trading price of a debenture for five trading days ending on and including the third trading day immediately preceding a six-month interest period equals or exceed $1,200 per $1,000 debenture. At March 1, 2013, the conversion option to Leucadia common shares embedded within the debentures meets the definition of a derivative contract, does not qualify to be accounted for within member's equity and is not clearly and closely related to the economic interest rate or credit risk characteristics of our debt. Accordingly, the conversion option is accounted for on a standalone basis at fair value with changes in fair value recognized in Principal transaction revenues and is presented within Long-term debt in the Consolidated Statements of Financial Condition.

Secured Long-Term Debt – On August 26, 2011, we entered into a committed senior secured revolving credit facility ("Credit Facility") with a group of commercial banks in U.S. dollars, Euros and Sterling, for an aggregate committed amount of $950.0 million with availability subject to one or more borrowing bases and of which $250.0 million could be borrowed without a borrowing base requirement. On June 26, 2014, we amended and restated the Credit Facility for three years and reduced the committed amount to $750.0 million. The borrowers under the Credit Facility were Jefferies Bache Financial Services, Inc., Jefferies Bache, LLC and Jefferies Bache Limited, with a guarantee from Jefferies Group LLC. On September 1, 2014, Jefferies Bache, LLC merged with and into Jefferies. Jefferies was the surviving entity, and therefore, was a borrower under the Credit Facility. The Credit Facility contained certain financial covenants, including, but not limited to, restrictions on future indebtedness of our subsidiaries, minimum tangible net worth and liquidity requirements and minimum capital requirements. Interest was based on, in the case of U.S. dollar borrowings, the Federal funds rate or the London Interbank Offered Rate or, in the case of Euro and Sterling borrowings, the Euro Interbank Offered Rate and the London Interbank Offered Rate, respectively. The obligations of each borrower under the Credit Facility were secured by substantially all the assets of such borrower, but none of the borrowers was responsible for any obligations of any other borrower. At November 30, 2014, borrowings under the Credit Facility were denominated in U.S. dollars and we were in compliance with debt covenants under the Credit Facility. We terminated the Credit Facility on July 31, 2015, due to the exiting of the Bache business. For further information with respect to our use of the Credit Facility, refer to Note 21, Exit Costs.

Note 13. Noncontrolling Interests

Noncontrolling interests represent equity interests in consolidated subsidiaries, comprised primarily of asset management entities and investment vehicles set up for the benefit of our employees that are not attributable, either directly or indirectly, to us (i.e., minority interests). The following table presents noncontrolling interests at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015	November 30, 2014
Global Equity Event Opportunity Fund, LLC (1)	$26,245	$33,303
Other	6,057	5,545
Noncontrolling interests	$32,302	$38,848

(1) Noncontrolling interests attributed to Leucadia were $26.2 million and $25.4 million at August 31, 2015 and November 30, 2014, respectively.

Note 14. Benefit Plans

U.S. Pension Plan. We maintain a defined benefit pension plan, Jefferies Group LLC Employees' Pension Plan (the "U.S. Pension Plan"), which is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, and covers certain of our employees. Under the U.S. Pension Plan, benefits to participants are based on years of service and the employee's career average pay. Effective December 31, 2005, benefits under the U.S. Pension Plan were frozen with no further benefit accruing to participants for future service after December 31, 2005.

German Pension Plan. In connection with the acquisition of Jefferies Bache from Prudential on July 1, 2011, we acquired a defined benefits pension plan located in Germany (the "German Pension Plan") for the benefit of eligible employees of Jefferies Bache in that territory. The German Pension Plan has no plan assets and is therefore unfunded. We have purchased insurance contracts from multi-national insurers held in the name of Jefferies Bache Limited to provide for the plan's future obligations. The investment in these insurance contracts are included in Financial Instruments owned in the Consolidated Statements of Financial Condition and has a fair value of $15.5 million and $18.1 million at August 31, 2015 and November 30, 2014, respectively. We expect to pay our pension obligations from the cash flows available to us under the insurance contracts. All costs relating to the plan (including insurance premiums and other costs as computed by the insurers) are paid by us. In connection with the acquisition, it was agreed with Prudential that any insurance premiums and funding obligations related to pre-acquisition date service will be reimbursed to us by Prudential.

The components of net periodic pension (income) cost for our pension plans are as follows (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
U.S. Pension Plan	2015	2014	2015	2014
Components of net periodic pension (income) cost:				
Service cost	$63	$56	$189	$168
Interest cost on projected benefit obligation	585	607	1,755	1,821
Expected return on plan assets	(848)	(789)	(2,544)	(2,367)
Net amortization	—	(36)	—	(108)
Net periodic pension income	$(200)	$(162)	$(600)	$(486)

	Three Months Ended August 31,		Nine Months Ended August 31,	
German Pension Plan	2015	2014	2015	2014
Components of net periodic pension cost:				
Service cost	$—	$11	$—	$33
Interest cost on projected benefit obligation	132	216	395	658
Net amortization	82	61	245	186
Net periodic pension cost	$214	$288	$640	$877

Employer Contributions – Our funding policy is to contribute to the plans at least the minimum amount required for funding purposes under applicable employee benefit and tax laws. We did not contribute to the U.S. Pension Plan or the German Pension Plan during the nine months ended August 31, 2015 and we do not expect to make any contributions to the plans during the remainder of the fiscal year.

Note 15. Compensation Plans

Leucadia sponsors our following share-based compensation plans: Incentive Compensation Plan, Employee Stock Purchase Plan and the Deferred Compensation Plan. The outstanding and future share-based awards relating to these plans relate to Leucadia common shares. The fair value of share-based awards is estimated on the date of grant based on the market price of the underlying common stock less the impact of selling restrictions subsequent to vesting, if any, and is amortized as compensation expense over the related requisite service periods. We are allocated costs associated with awards granted to our employees under such plans.

In addition, we sponsor non-share-based compensation plans. Non-share-based compensation plans sponsored by us include a profit sharing plan and other forms of restricted cash awards.

The components of total compensation cost associated with certain of our compensation plans are as follows (in millions):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Components of compensation cost:				
Restricted cash awards	$39.4	37.4	142.9	$115.6
Restricted stock and RSUs (1)	13.8	18.0	53.8	68.0
Profit sharing plan	0.6	1.2	5.3	6.0
Total compensation cost	$53.8	$56.6	$202.0	$189.6

(1)

Total compensation cost associated with restricted stock and RSUs includes the amortization of sign-on, retention and senior executive awards, less forfeitures and clawbacks. Additionally, we recognize compensation cost related to the discount provided to employees in electing to defer compensation under the Deferred Compensation Plan.

Remaining unamortized amounts related to certain compensation plans at August 31, 2015 is as follows (in millions):

	Remaining Unamortized Amounts	Weighted Average Vesting Period (in Years)
Non-vested share-based awards	$42.1	1.8
Restricted cash awards	282.5	3
Total	$324.6	

The following are descriptions of the compensation plans.

Incentive Compensation Plan. The Incentive Compensation Plan ("Incentive Plan") allows for awards in the form of incentive stock options (within the meaning of Section 422 of the Internal Revenue Code), nonqualified stock options, stock appreciation rights, restricted stock, unrestricted stock, performance awards, restricted stock units, dividend equivalents or other share-based awards. Restricted stock units ("RSUs") give a participant the right to receive fully vested common shares at the end of a specified deferral period, allowing a participant to hold an interest tied to common stock on a tax deferred basis. Prior to settlement, RSUs carry no voting or dividend rights associated with the stock ownership, but dividend equivalents are accrued to the extent there are dividends declared on the underlying common shares as cash amounts or as deemed reinvestments in additional RSUs. Awards issued and outstanding related to the Incentive Plan relate to shares of Leucadia.

Restricted stock and RSUs may be granted to new employees as "sign-on" awards, to existing employees as "retention" awards and to certain executive officers as awards for multiple years. Sign-on and retention awards are generally subject to annual ratable vesting over a four-year service period and are amortized as compensation expense on a straight line basis over the related four years. Restricted stock and RSUs are granted to certain senior executives with both performance and service conditions, and are amortized over the service period if we determine that it is probable that the performance condition will be achieved. Awards granted to senior executives related to the 2014 fiscal year did not meet performance targets, and as a result, compensation expense has been adjusted to reflect the reduced number of shares that will vest.

Employee Stock Purchase Plan. There is also an Employee Stock Purchase Plan ("ESPP") which we consider noncompensatory effective January 1, 2007. The ESPP permits all regular full-time employees and employees who work part time over 20 hours per week to purchase, at a discount, Leucadia common shares. Annual employee contributions are limited to $21,250, are voluntary and made through payroll deduction. The stock purchase price is equal to 95% of the closing price of common stock on the last day of the applicable session (monthly).

Deferred Compensation Plan. There is also a Deferred Compensation Plan, which was established in 2001. Eligible employees are able to defer compensation on a pre-tax basis, with deferred amounts deemed invested at a discount in Leucadia common shares, or by allocating among any combination of other investment funds available under the Deferred Compensation Plan. We often invest directly, as a principal, in investments corresponding to the other investment funds, relating to our obligations to perform under the Deferred Compensation Plan. The compensation deferred by our employees is expensed in the period earned. The change in fair value of our investments in assets corresponding to the specified other investment funds are recognized in Principal transactions and changes in the corresponding deferred compensation liability are reflected as Compensation and benefits expense in our Consolidated Statements of Earnings.

Profit Sharing Plan. We have a profit sharing plan, covering substantially all employees, which includes a salary reduction feature designed to qualify under Section 401(k) of the Internal Revenue Code.

Restricted Cash Awards. We provide compensation to new and existing employees in the form of loans and/or other cash awards which are subject to ratable vesting terms with service requirements. We amortize these awards to compensation expense over the relevant service period.

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Note 16. Income Taxes
At August 31, 2015 and November 30, 2014, we had approximately $112.3 million and $126.7 million, respectively, of total gross unrecognized tax benefits. The total amount of unrecognized benefit that, if recognized, would favorably affect the effective tax rate was $74.7 million and $84.5 million at August 31, 2015 and November 30, 2014, respectively.
We recognize interest accrued related to unrecognized tax benefits in Interest expense. Penalties, if any, are recognized in Other expenses in the Consolidated Statements of Earnings. At August 31, 2015 and November 30, 2014, we had interest accrued of approximately $34.0 million and $30.6 million, respectively, included in Accrued expenses and other liabilities. No material penalties were accrued for the nine months ended August 31, 2015 and the year ended November 30, 2014.
We are currently under examination by the Internal Revenue Service and other major tax jurisdictions. We do not expect that resolution of these examinations will have a material effect on our consolidated financial position, but could have a material impact on the consolidated results of operations for the period in which resolution occurs.
The table below summarizes the earliest tax years that remain subject to examination in the major tax jurisdictions in which we operate:

Jurisdiction	Tax Year
United States	2006
California	2006
New Jersey	2010
New York State	2001
New York City	2003
United Kingdom	2013

Note 17. Commitments, Contingencies and Guarantees
Commitments
The following table summarizes our commitments associated with our capital market and asset management business activities at August 31, 2015 (in millions):

	Expected Maturity Date					
	2015	2016	2017 and 2018	2019 and 2020	2021 and Later	Maximum Payout
Equity commitments (1)	$—	$9.9	$—	$—	$232.4	$242.3
Loan commitments (1)	5.0	356.0	450.3	52.3	—	863.6
Mortgage-related and other purchase commitments	472.4	1,553.1	576.4	—	—	2,601.9
Forward starting reverse repos and repos	2,712.6	—	—	—	—	2,712.6
Other unfunded commitments (1)	—	—	24.0	6.0	37.0	67.0
	$3,190.0	$1,919.0	$1,050.7	$58.3	$269.4	$6,487.4

(1) Equity, loan and other unfunded commitments are presented by contractual maturity date. The amounts are however available on demand.
Equity Commitments. Includes commitments to invest in our joint ventures, Jefferies Finance and Jefferies LoanCore, and commitments to invest in private equity funds and in Jefferies Capital Partners, LLC, the manager of the private equity funds, which consists of a team led by Brian P. Friedman, one of our directors and Chairman of the Executive Committee. At August 31, 2015, our outstanding commitments relating to Jefferies Capital Partners, LLC and its private equity funds was $25.4 million.

See Note 9, Investments, for additional information regarding our investments in Jefferies Finance and Jefferies LoanCore.

Additionally, at August 31, 2015, we had other outstanding equity commitments to invest up to $4.4 million in various other investments.

Loan Commitments. From time to time we make commitments to extend credit to investment banking and other clients in loan syndication, acquisition finance and securities transactions and to SPE sponsors in connection with the funding of CLO and other asset-backed transactions. These commitments and any related drawdowns of these facilities typically have fixed maturity dates and are contingent on certain representations, warranties and contractual conditions applicable to the borrower. At August 31, 2015, we had $613.6 million of outstanding loan commitments to clients.

Loan commitments outstanding at August 31, 2015 also include our portion of the outstanding secured revolving credit facility provided to Jefferies Finance, to support loan underwritings by Jefferies Finance.

Mortgage-Related and Other Purchase Commitments. We enter into forward contracts to purchase mortgage participation certificates, mortgage-backed securities and consumer loans. The mortgage participation certificates evidence interests in mortgage loans insured by the Federal Housing Administration and the mortgage-backed securities are insured or guaranteed by the FNMA (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac) or the GNMA (Ginnie Mae). We frequently securitize the mortgage participation certificates and mortgage-backed securities. The fair value of mortgage-related and other purchase commitments recorded in the Consolidated Statements of Financial Condition was $187.7 million at August 31, 2015.

Forward Starting Reverse Repos and Repos. We enter into commitments to take possession of securities with agreements to resell on a forward starting basis and to sell securities with agreements to repurchase on a forward starting basis that are primarily secured by U.S. government and agency securities.

Other Unfunded Commitments. Other unfunded commitments include obligations in the form of revolving notes to provide financing to asset-backed and CLO vehicles. Upon advancing funds, drawn amounts are collateralized by the assets of an entity.

Contingencies

During the first quarter of 2014, we reached a non-prosecution agreement with the United States Attorney for the District of Connecticut and a settlement agreement with the SEC, relating to an investigation of purchases and sales of mortgage-backed securities. Those agreements include an aggregate $25.0 million in payments and at August 31, 2015, the outstanding reserve with respect to remaining payments to be made under the agreements is approximately $0.6 million.

Guarantees

Derivative Contracts. As a dealer, we make markets and trade in a variety of derivative instruments. Certain derivative contracts that we have entered into meet the accounting definition of a guarantee under U.S. GAAP, including credit default swaps, written foreign currency options and written equity put options. On certain of these contracts, such as written interest rate caps and foreign currency options, the maximum payout cannot be quantified since the increase in interest or foreign exchange rates are not contractually limited by the terms of the contract. As such, we have disclosed notional values as a measure of our maximum potential payout under these contracts.

The following table summarizes the notional amounts associated with our derivative contracts meeting the definition of a guarantee under U.S. GAAP at August 31, 2015 (in millions):

	Expected Maturity Date					
Guarantee Type:	2015	2016	2017 and 2018	2019 and 2020	2021 and Later	Notional/ Maximum Payout
Derivative contracts—non-credit related	$19,399.8	$4,076.5	$382.4	$250.0	$440.0	$24,548.7
Written derivative contracts—credit related	—	—	50.6	1,904.9	20.0	1,975.5
Total derivative contracts	$19,399.8	$4,076.5	$433.0	$2,154.9	$460.0	$26,524.2

At August 31, 2015 the external credit ratings of the underlyings or referenced assets for our credit related derivatives contracts (in millions):

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	External Credit Rating						
	AAA/ Aaa	AA/Aa	A	BBB/ Baa	Below Investment Grade	Unrated	Notional/ Maximum Payout
Credit related derivative contracts:							
Index credit default swaps	$1,746.9	$—	$—	$—	$—	$—	$1,746.9
Single name credit default swaps	$—	$—	$22.0	$21.5	$134.5	$50.6	$228.6

The derivative contracts deemed to meet the definition of a guarantee under U.S. GAAP are before consideration of hedging transactions and only reflect a partial or "one-sided" component of any risk exposure. Written equity options and written credit default swaps are often executed in a strategy that is in tandem with long cash instruments (e.g., equity and debt securities). We substantially mitigate our exposure to market risk on these contracts through hedges, such as other derivative contracts and/or cash instruments, and we manage the risk associated with these contracts in the context of our overall risk management framework. We believe notional amounts overstate our expected payout and that fair value of these contracts is a more relevant measure of our obligations. At August 31, 2015, the fair value of derivative contracts meeting the definition of a guarantee is approximately $620.0 million.
Loan Guarantee. We have provided a guarantee to Jefferies Finance that matures in January 2021, whereby we are required to make certain payments to an SPE sponsored by Jefferies Finance in the event that Jefferies Finance is unable to meet its obligations to the SPE and a guarantee of a credit agreement with an indefinite term for a fund owned by employees. At August 31, 2015, the maximum amount payable under these guarantees is $28.8 million.

Standby Letters of Credit. At August 31, 2015, we provided guarantees to certain counterparties in the form of standby letters of credit in the amount of $39.5 million, which expire within one year. Standby letters of credit commit us to make payment to the beneficiary if the guaranteed party fails to fulfill its obligation under a contractual arrangement with that beneficiary. Since commitments associated with these collateral instruments may expire unused, the amount shown does not necessarily reflect the actual future cash funding requirement.

Other Guarantees. We are members of various exchanges and clearing houses. In the normal course of business we provide guarantees to securities clearinghouses and exchanges. These guarantees generally are required under the standard membership agreements, such that members are required to guarantee the 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. Our obligations under such guarantees could exceed the collateral amounts posted. Our maximum potential liability under these arrangements cannot be quantified; however, the potential for us to be required to make payments under such guarantees is deemed remote. Accordingly no liability has been recognized for these arrangements.

Note 18. Net Capital Requirements
As broker-dealers registered with the SEC and member firms of the Financial Industry Regulatory Authority ("FINRA"), Jefferies and Jefferies Execution are subject to the SEC Uniform Net Capital Rule ("Rule 15c3-1"), which requires the maintenance of minimum net capital, and have elected to calculate minimum capital requirements under the alternative method permitted by Rule 15c3-1 in calculating net capital. Jefferies is also registered as an FCM, and is also subject to Rule 1.17 of the CFTC, which sets forth minimum financial requirements. The minimum net capital requirement in determining excess net capital for a dually-registered U.S. broker-dealer and FCM is equal to the greater of the requirement under Rule 15c3-1 or CFTC Rule 1.17.

At August 31, 2015, Jefferies and Jefferies Execution's net capital and excess net capital were as follows (in thousands):

	Net Capital	Excess Net Capital
Jefferies	$1,260,105	$1,177,141
Jefferies Execution	8,895	8,645

FINRA is the designated self-regulatory organization ("DSRO") for our U.S. broker-dealers and the Chicago Mercantile Exchange is the DSRO for Jefferies as an FCM. Effective September 21, 2015, the National Futures Association will be the DSRO for Jefferies as an FCM.

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Certain other U.S. and non-U.S. subsidiaries are subject to capital adequacy requirements as prescribed by the regulatory authorities in their respective jurisdictions, including Jefferies International Limited and Jefferies Bache Limited which are authorized and regulated by the Financial Conduct Authority in the U.K.

The regulatory capital requirements referred to above may restrict our ability to withdraw capital from our regulated subsidiaries.

Note 19. Segment Reporting

We operate in two principal segments – Capital Markets and Asset Management. The Capital Markets segment includes our securities, commodities, futures and foreign exchange brokerage trading activities and investment banking, which is comprised of underwriting and financial advisory activities. The Capital Markets reportable segment provides the sales, trading, origination and advisory effort for various fixed income, equity and advisory products and services. The Asset Management segment provides investment management services to investors in the U.S. and overseas.

Our reportable business segment information is prepared using the following methodologies:

- Net revenues and expenses directly associated with each reportable business segment are included in determining earnings before taxes.
- Net revenues and expenses not directly associated with specific reportable business segments are allocated based on the most relevant measures applicable, including each reportable business segment's net revenues, headcount and other factors.
- Reportable business segment assets include an allocation of indirect corporate assets that have been fully allocated to our reportable business segments, generally based on each reportable business segment's capital utilization.

Our net revenues and expenses by segment are summarized below (in millions):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Capital Markets:				
Net revenues	$565.2	$828.5	$1,916.7	$2,423.2
Expenses	$564.5	$697.8	$1,829.3	$2,020.6
Asset Management:				
Net revenues	$13.8	$14.8	$45.5	$42.1
Expenses	$7.3	$9.9	$28.2	$27.7
Total:				
Net revenues	$579.0	$843.3	$1,962.2	$2,465.3
Expenses	$571.8	$707.7	$1,857.5	$2,048.3

The following table summarizes our total assets by segment at August 31, 2015 and November 30, 2014 (in millions):

	August 31, 2015	November 30, 2014
Segment assets:		
Capital Markets	$41,943.5	$44,002.6
Asset Management	841.2	515.0
Total assets	$42,784.7	$44,517.6

Net Revenues by Geographic Region

Net revenues for the Capital Market segment are recorded in the geographic region in which the position was risk-managed or, in the case of investment banking, in which the senior coverage banker is located. For Asset Management, net revenues are allocated according to the location of the investment advisor. Net revenues by geographic region were as follows (in thousands):

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	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Americas (1)	$454,996	$661,738	$1,508,639	$1,893,723
Europe (2)	103,959	153,455	392,163	500,229
Asia	19,973	28,116	61,352	71,377
Net revenues	$578,928	$843,309	$1,962,154	$2,465,329

(1) Substantially all relates to U.S. results.
(2) Substantially all relates to U.K. results.

Note 20. Related Party Transactions
Jefferies Capital Partners and JEP IV Related Funds. We have loans to and/or equity investments in private equity funds and in Jefferies Capital Partners, LLC, the manager of the Jefferies Capital Partners funds, which are managed by a team led by Brian P. Friedman, one of our directors and our Chairman of the Executive Committee ("Private Equity Related Funds"). At August 31, 2015 and November 30, 2014, loans to and/or equity investments in Private Equity Related Funds were in aggregate $38.0 million and $60.7 million, respectively. The following table presents other revenues and investment income (loss) related to net gains and losses on our investment in Private Equity Related Funds (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Other revenues and investment income (loss)	$(3,495)	$371	(27,707)	(11,088)

For further information regarding our commitments and funded amounts to Private Equity Related Funds, see Note 17, Commitments, Contingencies and Guarantees.
Berkadia Commercial Mortgage, LLC. At August 31, 2015 and November 30, 2014, we have commitments to purchase $412.0 million and $344.8 million, respectively, in agency commercial mortgage-backed securities from Berkadia Commercial Mortgage, LLC, which is partially owned by Leucadia.
HRG Group Inc. As part of our loan secondary trading activities we have unsettled purchases and sales of loans pertaining to portfolio companies within funds managed by HRG of $266.6 million and $232.0 million at August 31, 2015 and November 30, 2014, respectively. Additionally, we recognized investment banking and advisory revenues of $0.0 million and $1.3 million during the three and nine months ended August 31, 2015, respectively.
National Beef Packaging Company, LLC ("National Beef"). We act as an FCM for National Beef, which is partially owned by Leucadia. At August 31, 2015 and November 30, 2014, we had a customer payable to National Beef of $0.0 million and $4.1 million, respectively. During the three and nine months ended August 31, 2015, we recognized commissions of $0.1 million and $0.3 million, respectively.
Officers, Directors and Employees. At August 31, 2015 and November 30, 2014, we had $28.6 million and $20.1 million, respectively, of loans outstanding to certain of our employees (none of whom are executive officers or directors) that are included in Other assets on the Consolidated Statements of Financial Condition. Receivables from and payables to customers include balances arising from officers, directors and employees individual security transactions. These transactions are subject to the same regulations as all customer transactions and are provided on substantially the same terms. At August 31, 2015 and November 30, 2014, we have provided a guarantee of a credit agreement for a private equity fund owned by our employees.

Leucadia. The following is a description of related party transactions with Leucadia:

- Under a service agreement, we charge Leucadia for certain services, which amounted to $11.0 million and $22.2 million, for the three and nine months ended August 31, 2015, respectively, and amounted to $9.0 million and $26.2 million for the three and nine months ended August 31, 2014, respectively. At August 31, 2015 and November 30, 2014, we had a

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receivable from Leucadia of $5.1 million and $10.9 million, respectively, which is included within Other assets on the Consolidated Statements of Financial Condition. At August 31, 2015 and November 30, 2014, we had a payable to Leucadia of $4.0 million and $41.5 million, respectively, related to stock compensation arrangements and senior executive benefits provided by Leucadia, which is included within Other liabilities on the Consolidated Statements of Financial Condition.

- Pursuant to a tax sharing agreement entered into between us and Leucadia, payments are made between us and Leucadia to settle current tax assets and liabilities. At August 31, 2015, an estimated net current tax receivable from Leucadia of $65.2 million is included in Other assets on the Consolidated Statements of Financial Condition.
- Of the total noncontrolling interests in asset management entities that are consolidated by us at August 31, 2015 and November 30, 2014, $26.2 million and $25.4 million, respectively, are attributed to Leucadia.
- We provide capital markets and asset management services to Leucadia and its affiliates. The following table presents the revenues earned by type of services provided (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Investment banking and advisory	$—	$2,800	$21,200	$2,800
Asset management	102	—	405	—
Commissions and other fees	1	—	38	—

- On August 28, 2015, we sold an equity position to Leucadia at fair value of $124.4 million for cash. There was no gain or loss on the transaction.
- On March 18, 2014, we sold our investment in HRG Group Inc., consisting of approximately 18.6 million shares, to Leucadia at the closing price on that date.
- On February 28, 2014, we sold our ownership interest in CoreCommodity Capital, LLC (formerly CoreCommodity Management, LLC, our commodity asset management business) to Leucadia at a fair value.

For information on transactions with our equity method investees, see Note 9, Investments.

Note 21. Exit Costs

Jefferies Bache. On April 9, 2015, we entered into an agreement with Société Générale S.A. (the “Agreement”) to transfer certain client exchange and over-the-counter transactions associated with our Futures business for the net book value of the over-the-counter transactions, calculated in accordance with certain principles set forth in the agreement, plus the repayment of certain margin loans in respect of certain exchange transactions. The transfer is subject to customary closing conditions for a transaction of this nature. In addition, we initiated a plan to substantially exit the remaining aspects of our futures business. At August 31, 2015, we have transferred virtually all of our client accounts to Société Générale S.A. and other brokers. We substantially completed the exit of the Bache business during the third quarter of fiscal 2015.

In addition, we terminated our $750.0 million Credit Facility on July 31, 2015. During the three and nine months ended August 31, 2015, we recognized costs of $2.7 million and $3.8 million, respectively, related to the Credit Facility.

During the three and nine months ended August 31, 2015, we recorded restructuring and impairment costs as follows (in thousands):

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	Three Months Ended August 31, 2015	Nine Months Ended August 31, 2015
Severance costs	$11,373	$26,932
Accelerated amortization of restricted stock and restricted cash awards	2,442	6,902
Accelerated amortization of capitalized software	6,719	12,979
Contract termination costs	11,216	11,216
Other expenses	1,523	3,814
Total	$33,273	$61,843

Of the above costs, $10.2 million and $21.0 million are of a non-cash nature for the three and nine months ended August 31, 2015, respectively.
Restructuring and exit costs are wholly attributed to our Capital Markets segment and were recorded in the following categories on the Consolidated Statement of Earnings for the three and nine months ended August 31, 2015 (in thousands):

	Three Months Ended August 31, 2015	Nine Months Ended August 31, 2015
Compensation and benefits	$13,815	$33,834
Technology and communications	17,935	24,195
Professional services	444	2,477
Other expenses	1,079	1,337
Total	$33,273	$61,843

We expect to incur approximately an additional $12.0 million of restructuring and exit costs through the remainder of fiscal 2015 in connection with our exit activities comprised of severance and related benefits, including additional amortization for restricted stock and restricted cash awards, contract termination costs and additional amortization of capitalized software.
The following summarizes our restructuring reserve activity (in thousands):

	Severance costs	Other costs	Contract termination costs	Total restructuring costs	Accelerated amortization of restricted stock and restricted cash awards	Accelerated amortization of capitalized software	Impairments	Total
Balance at February 28, 2015	$—	$—	$—	$ —				
Expenses	26,932	2,735	11,216	40,883	$ 6,902	$12,979	$1,079	$61,843
Payments	(13,770)	(2,507)	(11,213)	(27,490)				
Liability at August 31, 2015	$13,162	$228	$3	$ 13,393				

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report contains or incorporates by reference "forward looking statements" within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward looking statements include statements about our future and statements that are not historical facts. These forward looking statements are usually preceded by the words "believe," "intend," "may," "will," or similar expressions. Forward looking statements may contain expectations regarding revenues, earnings, operations and other results, and may include statements of future performance, plans and objectives. Forward looking statements also include statements pertaining to our strategies for future development of our business and products. Forward looking statements represent only our belief regarding future events, many of which by their nature are inherently uncertain. It is possible that the actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Information regarding important factors that could cause actual results to differ, perhaps materially, from those in our forward looking statements is contained in this report and other documents we file. You should read and interpret any forward looking statement together with these documents, including the following:

- the description of our business and risk factors contained in our Annual Report on Form 10-K for the year ended November 30, 2014 and filed with the SEC on January 29, 2015;
- the discussion of our analysis of financial condition and results of operations contained in this report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein;
- the discussion of our risk management policies, procedures and methodologies contained in this report under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations – Risk Management" herein;
- the notes to the consolidated financial statements contained in this report; and
- cautionary statements we make in our public documents, reports and announcements.

Any forward looking statement speaks only as of the date on which that statement is made. We will not update any forward looking statement to reflect events or circumstances that occur after the date on which the statement is made, except as required by applicable law.

Our business, by its nature, does not produce predictable or necessarily recurring earnings. Our results in any given period can be materially affected by conditions in global financial markets, economic conditions generally and our own activities and positions. For a further discussion of the factors that may affect our future operating results, see "Risk Factors" in Part I, Item IA of our Annual Report on Form 10-K for the year ended November 30, 2014.

Consolidated Results of Operations

The following table provides an overview of our consolidated results of operations (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Net revenues	$578,928	$843,309	$1,962,154	$2,465,329
Non-interest expenses	571,835	707,674	1,857,465	2,048,288
Earnings before income taxes	7,093	135,635	104,689	417,041
Income tax expense	4,609	51,762	29,470	155,962
Net earnings	2,484	83,873	75,219	261,079
Net earnings to noncontrolling interests	427	312	1,647	3,760
Net earnings attributable to Jefferies Group LLC	2,057	83,561	73,572	257,319
Effective tax rate	65.0 %	38.2 %	28.2 %	37.4 %

Executive Summary

Three Months Ended August 31, 2015

Net revenues for the three months ended August 31, 2015 decreased $264.4 million, or 31.4%, to $578.9 million compared with $843.3 million for the three months ended August 31, 2014. The decrease primarily reflects negative fixed income net revenues

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for the three months ended August 31, 2015 compared with solid positive net revenues in the prior year comparable quarter. The decrease was also due to slightly lower investment banking revenues, partially offset by higher equities revenues. During the three months ended August 31, 2015, we reduced our KCG Holdings, Inc. (“KCG”) position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash. Results in the three months ended August 31, 2015 also include a net loss of $28.3 million from our investment in KCG compared with a loss of $6.5 million in aggregate in the prior year quarter from our investment in KCG.

Non-interest expenses for the three months ended August 31, 2015 decreased $135.8 million, or 19.2%, to $571.8 million compared with $707.7 million for the three months ended August 31, 2014, primarily reflecting a decrease in Compensation and benefits expense. Compensation and benefits expense of $336.5 million decreased 29.5% corresponding with the decrease in net revenues. Compensation and benefits expenses as a percentage of Net revenues was 58.1% for the three months ended August 31, 2015 compared with 56.6% in the prior year quarter. Non-compensation expenses for the three months ended August 31, 2015 were $235.3 million, an increase of $4.9 million, or 2.1%.

On April 9, 2015, we entered into an agreement to transfer certain of the client activities of our Jefferies Bache business to Société Générale S.A. At August 31, 2015, we have transferred virtually all of our client accounts to Société Générale S.A. and other brokers. We substantially completed the exit of the Bache business during the third quarter of fiscal 2015. Total non-interest expenses for the period include costs of $33.1 million, on a pre-tax basis, related to our exit of the Bache business. The after-tax effect of these costs is $23.7 million. These costs consist primarily of severance, retention and benefit payments for employees, incremental amortization of outstanding restricted stock and cash awards, contract termination costs and incremental amortization expense of capitalized software expected to no longer be used subsequent to the wind-down of the business. We expect to incur additional costs related to Bache of approximately $11.8 million and approximately $8.5 million on a pre-tax and post-tax basis, respectively, over the remainder of fiscal 2015. Negative revenues globally from this business activity for the three months ended August 31, 2015, which are included within our Fixed income results, were $4.3 million, compared with global net revenues of $47.9 million for the three months ended August 31, 2014. This is comprised of commissions, principal transaction revenues and net interest revenues. Expenses directly related to the Bache business, which are included within non-interest expenses, for the three months ended August 31, 2015 and 2014, were $59.8 million and $58.7 million, respectively. For further information, refer to Note 21, Exit Costs in our consolidated financial statements.

At August 31, 2015, we had 3,665 employees globally, a decrease of 220 employees from our headcount at August 31, 2014 of 3,885. Since August 31, 2014, our headcount has decreased due to headcount reductions related to the exiting of the Bache business and corporate services outsourcing, partially offset by increases across our investment banking, equities and remaining fixed income businesses.

Nine Months Ended August 31, 2015

Net revenues for the nine months ended August 31, 2015 decreased $503.2 million, or 20.4%, to $1,962.2 million compared with $2,465.3 million for the nine months ended August 31, 2014. The decrease primarily reflects lower fixed income revenues. The decrease was partially offset by higher equities revenues for the nine months ended August 31, 2015. During the nine months ended August 31, 2015, we reduced our KCG position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash. The results in the nine months ended August 31, 2015 also include net gains of $26.7 million from our investment in KCG compared with gains of $20.0 million in aggregate in the prior year nine months from our investments in KCG and HRG Group Inc. ("HRG"), the latter of which we sold to Leucadia National Corporation ("Leucadia") in March 2014. Net revenues also included investment losses from managed funds of $26.0 million in the nine months ended August 31, 2015, primarily due to lower valuations in the energy and shipping sectors, compared with investment losses of $6.4 million in the prior year nine months.

Non-interest expenses for the nine months ended August 31, 2015 decreased $190.8 million, or 9.3%, to $1,857.5 million compared with $2,048.3 million for the nine months ended August 31, 2014, primarily reflecting a decline in Compensation and benefits expense. Compensation and benefits expense of $1,182.5 million declined 14.9% commensurate with the decline in net revenues. Compensation and benefits expenses as a percentage of Net revenues was 60.3% for the nine months ended August 31, 2015 compared with 56.4% in the prior year nine months. Non-compensation expenses for the nine months ended August 31, 2015 were $675.0 million, an increase of $16.7 million, or 2.5%.

Global net revenues from our Bache business for the nine months ended August 31, 2015 and 2014, which are included within our Fixed income results, were $80.6 million and $147.9 million, respectively. This is comprised of commissions, principal transaction revenues and net interest revenues. Expenses directly related to the Bache business, which are included within non-interest expenses, for the nine months ended August 31, 2015 and 2014, were $195.4 million and $181.3 million, respectively.

Revenues by Source

The Capital Markets reportable segment includes our securities and commodities trading activities, and our investment banking activities. The Capital Markets reportable segment provides the sales, trading and origination and advisory effort for various equity, fixed income, commodities, futures, foreign exchange and advisory products and services. The Capital Markets segment comprises many business units, with many interactions and much integration among them. In addition, we separately discuss our Asset Management business.

For presentation purposes, the remainder of "Results of Operations" is presented on a detailed product and expense basis, rather than on a business segment basis. Net revenues presented for our equity and fixed income businesses include allocations of interest income and interest expense as we assess the profitability of these businesses inclusive of the net interest revenue or expense associated with the respective activities, which is a function of the mix of each business's associated assets and liabilities and the related funding costs.

The composition of our net revenues has varied over time as financial markets and the scope of our operations have changed. The composition of net revenues can also vary from period to period due to fluctuations in economic and market conditions, and our own performance. The following provides a summary of "Revenues by Source" for the three and nine months ended August 31, 2015 and 2014:

	Three Months Ended August 31,				Nine Months Ended August 31,			
	2015		2014		2015		2014	
	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues	Amount	% of Net Revenues
Equities	$203,077	35.1 %	$171,708	20.4 %	$634,754	32.3 %	$537,769	21.8 %
Fixed income	(18,151)	(3.1)	195,345	23.2	261,328	13.3	698,979	28.3
Total sales and trading	184,926	32.0	367,053	43.6	896,082	45.6	1,236,748	50.1
Equity	127,051	22.0	93,309	11.1	314,927	16.1	271,773	11.0
Debt	113,928	19.6	175,597	20.8	329,474	16.9	495,635	20.1
Capital markets	240,979	41.6	268,906	31.9	644,401	33.0	767,408	31.1
Advisory	148,841	25.7	198,887	23.6	421,676	21.5	445,854	18.1
Total investment banking	389,820	67.3	467,793	55.5	1,066,077	54.5	1,213,262	49.2
Asset management fees and investment income (loss) from managed funds:								
Asset management fees	7,067	1.2	7,379	0.9	25,955	1.2	21,752	0.9
Investment income (loss) from managed funds	(2,885)	(0.5)	1,084	—	(25,960)	(1.3)	(6,433)	(0.2)
Total	4,182	0.7	8,463	0.9	(5)	(0.1)	15,319	0.7
Net revenues	$578,928	100.0 %	$843,309	100.0 %	$1,962,154	100.0 %	$2,465,329	100.0 %

Net Revenues

Three Months Ended August 31, 2015

Net revenues for the three months ended August 31, 2015 of $578.9 million decreased 31.4% from the prior year quarter, primarily reflecting negative fixed income net revenues in the three months ended August 31, 2015 compared with positive net revenues in the prior year quarter, as certain products were negatively impacted by market conditions. The decrease was also due to slightly

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lower investment banking revenues as a result of lower transaction volume, partially offset by higher equities revenues, primarily from net mark-to-market gains from certain equity holdings. Investment banking revenues for the three months ended August 31, 2015 of $389.8 million were down 16.7% compared with the prior year quarter due to lower debt capital markets and advisory revenues, partially offset by higher equity capital markets revenues. Overall, capital markets revenues of $241.0 million decreased 10.4% from the prior year quarter. Our fixed income results reflected negative revenues for the three months ended August 31, 2015 of $18.2 million compared with positive revenues of $195.3 million in the prior year quarter, primarily reflecting the slow market environment and increased volatility with concerns about a possible Greek exit from the Euro and the slowdown of economic growth in China. The wind-down of our Bache business also contributed to the decline in fixed income revenues. Results for the three months ended August 31, 2015 reflect higher revenues in our equities business of $203.1 million, up 18.3% compared with the prior year quarter. During the three months ended August 31, 2015, we reduced our KCG position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash. The results in the three months ended August 31, 2015 also include a net loss of $28.3 million from our investment in KCG compared with a loss of $6.5 million in aggregate in the prior year quarter from our investment in KCG. Net revenues from our asset management business were $4.2 million for the three months ended August 31, 2015 compared with gains of $8.5 million in the prior year quarter.

Nine Months Ended August 31, 2015

Net revenues for the nine months ended August 31, 2015 of $1,962.2 million decreased 20.4% from the comparable period in 2014. The decrease primarily reflects lower fixed income revenues, as a result of lower levels of trading activity due to challenging market conditions and global economic pressures and fewer new issuances in leveraged finance capital markets, respectively. Investment banking revenues for the nine months ended August 31, 2015 of $1,066.1 million were down 12.1% compared with the comparable period in 2014, due to a decrease in debt capital markets revenues and lower advisory revenues, partially offset by higher equity capital markets revenues. Overall, capital markets revenues of $644.4 million decreased 16.0% from the comparable period in 2014, primarily due to lower transaction volume in the leveraged finance capital markets. Fixed income revenues for the nine months ended August 31, 2015 of $261.3 million were down 62.6% compared with the comparable period in 2014, primarily due to tighter trading conditions across most core businesses and losses in our high yield distressed sales and trading business. Results in the nine months ended August 31, 2015 reflect higher revenues in our equities business of $634.8 million, up 18.0% compared with the comparable period in 2014. The results include reducing our KCG position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash, partially offset by net gains of $26.7 million from our investment in KCG, compared with gains of $20.0 million in aggregate in the comparable period in 2014 from our investments in KCG and HRG. Net revenues from our asset management business were relatively flat for the nine months ended August 31, 2015 compared with income of $15.3 million for the comparable period in 2014.

Equities Revenue

Equities revenue is comprised of equity commissions, principal transactions and net interest revenue relating to cash equities, electronic trading, equity derivatives, convertible securities, prime brokerage, securities finance and alternative investment strategies. Equities revenue is heavily dependent on the overall level of trading activity of our clients. Equities revenue also includes our share of the net earnings from our joint venture investments in Jefferies Finance, LLC ("Jefferies Finance") and Jefferies LoanCore, LLC ("Jefferies LoanCore"), which are accounted for under the equity method, as well as changes in the value of our investments in KCG and HRG. In March 2014, we sold our investment in HRG to Leucadia at fair market value.

Three Months Ended August 31, 2015

Total equities revenue was $203.1 million for the three months ended August 31, 2015, an increase of $31.4 million, or 18.3% compared with $171.7 million for the three months ended August 31, 2014. During the three months ended August 31, 2015, we reduced our KCG position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash. The results in the three months ended August 31, 2015 also include a net loss of $28.3 million from our investment in KCG compared with a loss of $6.5 million in aggregate in the prior year quarter from our investment in KCG.

During the three months ended August 31, 2015, U.S. equity market conditions were characterized by a downward trend in stock prices. In the equity markets, the NASDAQ Composite Index, the S&P 500 Index and the Dow Jones Industrial Average decreased by 5.8%, 6.4% and 8.2%, respectively. In Europe and Asia, the recovery remains gradual and economic developments vary across regions. Lower revenues from equity block trading contributed to the decline in revenues from our U.S. equity cash desk. Reduced volatility led to lower trading revenues in our equity options desk. Offsetting the decline in trading revenues were net mark-to-market gains from other equity inventory positions for three month 2015 period as well as robust performance from our electronic trading platform, as a result of increased trading volumes, contributing to the increase in commissions. Equities revenues from our Jefferies LoanCore joint venture increased during the three months ended August 31, 2015 as compared to the prior year quarter due to an increase in loan closings and syndications by the venture over the comparable period, while revenues from our Jefferies Finance joint venture in the 2015 quarter declined slightly from the comparable prior year quarter.

Nine Months Ended August 31, 2015

Total equities revenue was $634.8 million for the nine months ended August 31, 2015, an increase of $97.0 million, or 18.0% compared with $537.8 million for the nine months ended August 31, 2014, primarily due to net mark-to-market gains from certain equity inventory positions, as well as higher revenues from our electronic trading and Asia equity cash desks. This was partially offset by lower revenues from equity block trading results from our U.S. equity cash desk. The results also include reducing our KCG position by tendering 6.5 million shares at $14 per share, resulting in proceeds of $91.5 million in cash, partially offset by net gains of $26.7 million from our investment in KCG, compared with gains of $20.0 million in aggregate in the comparable period in 2014 from our investments in KCG and HRG. Additionally, during the first quarter of 2014, we recognized a mark-to-market gain of $12.2 million in connection with our investment in CoreCommodity Management LLC, which was transferred to Leucadia on February 28, 2014.

Equities revenues from our Jefferies LoanCore and Jefferies Finance joint ventures increased during the nine month period ended August 31, 2015 as compared to the comparable period in 2014 due to higher loan closings and securitizations by the ventures over the comparable period.

Fixed Income Revenue

Fixed income revenue includes commissions, principal transactions and net interest revenue from investment grade corporate bonds, mortgage- and asset-backed securities, government and agency securities, municipal bonds, emerging markets debt, high yield and distressed securities, bank loans, foreign exchange and commodities trading activities.

Three Months Ended August 31, 2015

Fixed income negative revenues totaled $18.2 million for the three months ended August 31, 2015, a decrease of $213.5 million, or 109.3% compared with positive revenues $195.3 million in the three months ended August 31, 2014. The third quarter of 2015 was characterized by volatility in the treasury markets, fluctuating expectations as to future Federal Reserve interest rate increases and depressed oil prices impacting the credit markets in the energy sector. Weak global economic data and the slowdown of China's economic growth, the risk of the Greek exit from the European Union and further economic uncertainty from volatility in currency and energy markets added compounded concerns with respect to growth of the global economy.

During the three months ended August 31, 2015, the uncertainty in the global economy coupled with lower energy prices led to mark-to-market write-downs in our inventory, resulting in losses in our high yield distressed sales and trading business for the quarter. Transaction volumes and revenues improved in our rates and investment grade corporates businesses as volatility caused attractive yields and new issuance interest. However, that same volatility negatively impacted the municipal securities business as prices declined and the sector experienced overall net cash outflows. Our mortgages business was also negatively impacted by market volatility as credit spreads tightened for these asset classes and expectations of future rate increases resulted in lower trading volumes and revenues. In addition, futures sales and trading revenues declined as we executed the wind down of this platform.

Nine Months Ended August 31, 2015

Total fixed income revenue was $261.3 million for the nine months ended August 31, 2015, a decrease of $437.7 million, or 62.6% compared with $699.0 million in the nine months ended August 31, 2014. The decrease in revenues was primarily due to tighter trading conditions across most core businesses and losses in our high yield distressed sales and trading business.

During the nine months ended August 31, 2015, the fixed income markets were impacted at various points by geopolitical concerns in the Middle East, the potential of a Greece default, and economic uncertainty caused by volatility in currency and energy markets. Uncertainty as to the timing of potential interest rate increases by the Federal Reserve and extremely low rates globally drove investors to seek spread and yield primarily in more liquid investments. Most of our core fixed income businesses were negatively impacted during the nine months ended August 31, 2015 by the uncertainty and market conditions, as investors focused on liquidity resulting in overall lower trading revenues as compared to the nine months ended August 31, 2014. In addition, results in our distressed trading businesses were negatively impacted by our position in the energy sector. Revenues from futures sales and trading were also reduced for the nine months ended August 31, 2015 from that of the comparable prior year period given our decision to exit this business activity. Partially offsetting the decrease was an increase in transaction volumes and revenues in our rates and corporates businesses for the nine month 2015 period as compared to the prior year nine month period.

Investment Banking Revenue

We provide capital markets and financial advisory services to our clients across most industry sectors in the Americas, Europe and Asia. Capital markets revenue includes underwriting and placement revenue related to corporate debt, municipal bonds, mortgage- and asset-backed securities and equity and equity-linked securities. Advisory revenue consists primarily of advisory and transaction fees generated in connection with merger, acquisition and restructuring transactions. The following table sets forth our investment banking revenue (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Equity	$127,051	$93,309	$314,927	$271,773
Debt	113,928	175,597	329,474	495,635
Capital markets	240,979	268,906	644,401	767,408
Advisory	148,841	198,887	421,676	445,854
Total	$389,820	$467,793	$1,066,077	$1,213,262

Three Months Ended August 31, 2015

Total investment banking revenue was $389.8 million for the three months ended August 31, 2015, a decrease of $78.0 million from the three months ended August 31, 2014. The decrease was primarily due to a decrease in debt capital markets transaction volume and the dollar value of advisory transactions, partially offset by higher equity capital markets revenues. Overall, capital markets revenues in the three months ended August 31, 2015 decreased 10.4% from the prior year quarter and advisory revenues for the three months ended August 31, 2015 decreased 25.2% from the prior year quarter.

From equity and debt capital raising activities, we generated $127.1 million and $113.9 million in revenues, respectively, for the three months ended August 31, 2015. During the three months ended August 31, 2015, we completed 297 public and private debt financings that raised $49.8 billion in aggregate and we completed 53 public equity and convertible offerings that raised $15.8 billion (50 of which we acted as sole or joint bookrunner). Financial advisory revenues totaled $148.8 million, including revenues from 44 merger and acquisition transactions with an aggregate transaction value of $25.3 billion.

Investment banking revenue was $467.8 million for the three months ended August 31, 2014. From equity and debt capital raising activities, we generated $93.3 million and $175.6 million in revenues, respectively. During the three months ended August 31, 2014, we completed 333 public and private debt financings that raised $62.7 billion in aggregate and we completed 61 public equity and convertible offerings that raised $27.9 billion (53 of which we acted as sole or joint bookrunner). Financial advisory revenues totaled $198.9 million, including revenues from 38 merger and acquisition transactions with an aggregate transaction value of $32.2 billion.

Nine Months Ended August 31, 2015

Total investment banking revenue was $1,066.1 million for the nine months ended August 31, 2015, a decrease of $147.2 million from the nine months ended August 31, 2014 reflecting a decrease in our debt capital market revenues, as well as lower advisory revenues, partially offset by higher equity capital market revenues. Overall, capital markets revenues of $644.4 million in the nine months ended August 31, 2015 decreased 16.0% from the comparable period in 2014, primarily due to lower transaction volume in key segments of the leveraged finance market. Advisory revenues of $421.7 million for the nine months ended August 31, 2015 decreased 5.4% from the comparable period in 2014, due to a decrease in the dollar value of transactions.

Investment banking revenue was $1,066.1 million for the nine months ended August 31, 2015. From equity and debt capital raising activities, we generated $314.9 million and $329.5 million in revenues, respectively. During the nine months ended August 31, 2015, we completed 804 public and private debt financings that raised $161.2 billion in aggregate and we completed 151 public equity and convertible offerings that raised $37.4 billion (138 of which we acted as sole or joint bookrunner). Financial advisory revenues totaled $421.7 million, including revenues from 116 merger and acquisition transactions with an aggregate transaction value of $82.6 billion.

Investment banking revenue was $1,213.3 million for the nine months ended August 31, 2014. From equity and debt capital raising activities, we generated $271.8 million and $495.6 million in revenues, respectively. During the nine months ended August 31, 2014, we completed 845 public and private debt financings that raised $195.8 billion in aggregate and we completed 144 public equity and convertible offerings that raised $51.9 billion (121 of which we acted as sole or joint bookrunner). Financial advisory revenues totaled $445.9 million, including revenues from 96 merger and acquisition transactions and ten restructuring and recapitalization transactions with an aggregate transaction value of $98.2 billion.

Asset Management Fees and Investment Income (Loss) from Managed Funds

Asset management revenue includes management and performance fees from funds and accounts managed by us, management and performance fees from related party managed funds and accounts and investment income (loss) from our investments in these funds, accounts and related party managed funds. The key components of asset management revenue are the level of assets under management and the performance return, whether on an absolute basis or relative to a benchmark or hurdle. These components can be affected by financial markets, profits and losses in the applicable investment portfolios and client capital activity. Further, asset management fees vary with the nature of investment management services. The terms under which clients may terminate our investment management authority, and the requisite notice period for such termination, varies depending on the nature of the investment vehicle and the liquidity of the portfolio assets.

The following summarizes the results of our Asset Management businesses for the three and nine months ended August 31, 2015 and 2014 (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Asset management fees:				
Fixed income	$1,678	$1,155	$3,242	$5,064
Equities	5,362	5,807	20,032	14,454
Convertibles	27	417	2,681	2,234
Total asset management fees	7,067	7,379	25,955	21,752
Investment income (loss) from managed funds	(2,885)	1,084	(25,960)	(6,433)
Total	$4,182	$8,463	$(5)	$15,319

Fixed income asset management fees represent ongoing consideration we receive from the sale of contracts to manage certain collateralized loan obligations (“CLOs”) to Babson Capital Management, LLC in January 2010. As sale consideration, we are entitled to a portion of the asset management fees earned under the contracts for their remaining lives. Investment income (loss) from managed funds primarily comprise net unrealized markups (markdowns) in private equity funds managed by related parties.

Assets under Management

Period end assets under management by predominant asset strategy were as follows (in millions):

	August 31, 2015	November 30, 2014
Assets under management (1):		
Equities	$652	$483
Convertibles (2)	—	225
Total	$652	$708

(1) Assets under management include assets actively managed by us, including hedge funds and certain managed accounts. Assets under management do not include the assets of funds that are consolidated due to the level or nature of our investment in such funds.

(2) Our investment in the Jefferies Umbrella Fund, an open-ended investment company managed by us that invests primarily in convertible bonds, is in liquidation at August 31, 2015.

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Non-interest Expenses

Non-interest expenses for the three and nine months ended August 31, 2015 and 2014 were as follows (in thousands):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Compensation and benefits	$336,499	$477,268	$1,182,484	$1,390,043
Non-compensation expenses:				
Floor brokerage and clearing fees	45,307	55,967	159,100	159,500
Technology and communications	89,378	67,286	234,126	201,849
Occupancy and equipment rental	25,967	28,477	74,571	81,652
Business development	30,527	27,800	78,865	79,193
Professional services	24,684	31,231	76,359	81,395
Other	19,473	19,645	51,960	54,656
Total non-compensation expenses	235,336	230,406	674,981	658,245
Total non-interest expenses	$571,835	$707,674	$1,857,465	$2,048,288

Compensation and Benefits

Compensation and benefits expense consists of salaries, benefits, cash bonuses, commissions, annual cash compensation awards, historical annual share-based compensation awards and the amortization of certain non-annual share-based and cash compensation awards to employees. Cash- and historical share-based awards granted to employees as part of year end compensation generally contain provisions such that employees who terminate their employment or are terminated without cause may continue to vest in their awards, so long as those awards are not forfeited as a result of other forfeiture provisions (primarily non-compete clauses) of those awards. Accordingly, the compensation expense for a substantial portion of awards granted at year end as part of annual compensation is fully recorded in the year of the award.

Included within Compensation and benefits expense are share-based amortization expense for senior executive awards granted in September 2012, non-annual share-based and cash-based awards to other employees and certain year end awards that contain future service requirements for vesting. Such awards are being amortized over their respective future service periods and amounted to compensation expense of $53.2 million and $196.7 million for the three and nine months ended August 31, 2015, respectively, and $55.4 million and $183.6 million for the three and nine months ended August 31, 2014, respectively. In addition, compensation and benefits expense for the three and nine months ended August 31, 2015 and for the three and nine months ended August 31, 2014 includes approximately $4.2 million, $11.0 million, $3.4 million and $11.0 million, respectively, of additional amortization expense related to the write-up of the cost of outstanding share-based awards which had future service requirements and was recognized in connection with the Leucadia Transaction.

Compensation and benefits expense directly related to our Bache business was $22.1 million and $80.6 million for the three and nine months ended August 31, 2015, respectively, and $22.6 million and $76.8 million for the three and nine months ended August 31, 2014, respectively. Included within compensation and benefits expense for the Bache business for the three and nine months ended August 31, 2015 are severance, retention and related benefits costs of $13.8 million and $33.8 million, respectively, incurred as part of decisions surrounding the exit of this business. We anticipate that our exit activities will be substantially completed during the remainder of fiscal 2015 and estimate additional compensation-related exit costs of $4.4 million.

Compensation and benefits expense as a percentage of Net revenues was 58.1% and 60.3% for the three and nine months ended August 31, 2015, respectively, and 56.6% and 56.4% for the three and nine months ended August 31, 2014, respectively. Employee headcount was 3,665 at August 31, 2015 and 3,885 at August 31, 2014. Since August 31, 2014, our headcount has decreased due to headcount reductions related to the exiting of the Bache business and corporate services outsourcing, partially offset by increases across our investment banking, equities and remaining fixed income businesses.

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JEFFERIES GROUP LLC AND SUBSIDIARIES

Non-Compensation Expenses

Three Months Ended August 31, 2015
Non-compensation expenses were $235.3 million for the three months ended August 31, 2015, an increase of $4.9 million, or 2.1% compared with $230.4 million in the three months ended August 31, 2014. Non-compensation expenses as a percentage of Net revenues was 40.7% and 27.3% for the three months ended August 31, 2015 and 2014, respectively.
The increase in Non-compensation expenses during the three months ended August 31, 2015 was primarily due to an increase in Technology and communications expenses, partially offset by a decrease in Floor brokerage and clearing expenses and professional services expenses. Technology and communications expense increased 32.8% during the three months ended August 31, 2015, primarily due to $6.5 million in accelerated amortization expense related to capitalized software and $11.2 million in contract termination costs related to our Jefferies Bache business. Floor brokerage and clearing expenses during the three months ended August 31, 2015 decreased 19.0%, primarily reflecting the wind down of the Jefferies Bache business. Professional services expense decreased 21.0%, primarily reflecting lower legal and consulting fees related to implementing various regulatory requirements.
Non-compensation expenses associated directly with the activities of the Bache business were $37.7 million and $36.1 million for the three months ended August 31, 2015 and 2014, respectively. We estimate that we will incur exit costs associated with the termination of various technology and other vendor contracts specifically pertaining to the Bache business as well as recognize incremental capitalized software amortization of approximately $7.4 million over the remainder of fiscal 2015 as we continue the wind-down of the Bache operations.

Nine Months Ended August 31, 2015
Non-compensation expenses were $675.0 million for the nine months ended August 31, 2015, an increase of $16.7 million, or 2.5% compared with $658.2 million in the nine months ended August 31, 2014. Non-compensation expenses as a percentage of Net revenues was 34.4% and 26.7% for the nine months ended August 31, 2015 and 2014, respectively. The increase in Non-compensation expenses during the nine months ended August 31, 2015 was primarily due to an increase in Technology and communications expenses related to accelerated amortization expense of $12.8 million related to capitalized software and $11.2 million in contract termination costs related to our Jefferies Bache business. This was partially offset by a decrease in Occupancy and equipment rental expense, primarily due to lower rent expenses and a decrease in Professional services expense, primarily reflecting lower legal and consulting fees related to implementing various regulatory requirements. Non-compensation expenses associated directly with the activities of the Bache business were $114.8 million and $104.5 million for the nine months ended August 31, 2015 and 2014, respectively. During the nine months ended August 31, 2015, we incurred professional services costs of approximately $2.5 million in connection with our actions related to exiting the Bache business.
Income Taxes
For the three and nine months ended August 31, 2015, the provision for income taxes was $4.6 million and $29.5 million, respectively, equating to an effective tax rate of 65.0% and 28.2%, respectively. For the three and nine months ended August 31, 2014, the provision for income taxes was $51.8 million and $156.0 million, respectively, equating to an effective tax rate of 38.2% and 37.4%, respectively. The change in the effective tax rate during the three months ended August 31, 2015 as compared with the prior year period is primarily due to expenses that are non-deductible for tax purposes related to the wind down of the Bache business and a change in the geographical mix of earnings.

Accounting Developments
For a discussion of recently issued accounting developments and their impact on our consolidated financial statements, see Note 3, Accounting Developments, in our consolidated financial statements.

Critical Accounting Policies

The consolidated financial statements are prepared in conformity with U.S. GAAP, which require management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes. Actual results can and may differ from estimates. These differences could be material to the financial statements.

We believe our application of U.S. GAAP and the associated estimates are reasonable. Our accounting estimates are constantly reevaluated, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

We believe our critical accounting policies (policies that are both material to the financial condition and results of operations and require our most subjective or complex judgments) are our valuation of financial instruments, assessment of goodwill and our use of estimates related to compensation and benefits during the year.

Valuation of Financial Instruments

Financial instruments owned and Financial instruments sold, not yet purchased are recorded at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). Unrealized gains or losses are generally recognized in Principal transaction revenues in our Consolidated Statements of Earnings.

The following is a summary of the fair value of major categories of financial instruments owned and financial instruments sold, not yet purchased at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015		November 30, 2014	
	Financial Instruments Owned	Financial Instruments Sold, Not Yet Purchased	Financial Instruments Owned	Financial Instruments Sold, Not Yet Purchased
Corporate equity securities	$2,669,812	$1,810,989	$2,426,242	$1,985,864
Corporate debt securities	2,980,521	1,932,760	3,365,042	1,612,217
Government, federal agency and other sovereign obligations	5,152,204	4,650,703	6,125,901	4,044,140
Mortgage- and asset-backed securities	5,720,866	3,329	4,526,366	4,557
Loans and other receivables	1,761,853	830,212	1,556,018	870,975
Derivatives	468,823	219,643	406,268	363,515
Investments at fair value	123,320	—	168,541	—
Physical commodities	14,973	—	62,234	—
	$18,892,372	$9,447,636	$18,636,612	$8,881,268

Fair Value Hierarchy - In determining fair value, we maximize the use of observable inputs and minimize the use of unobservable inputs by requiring that observable inputs be used when available. 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 our assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. We apply a hierarchy to categorize our fair value measurements broken down into three levels based on the transparency of inputs, where Level 1 uses observable prices in active markets and Level 3 uses valuation techniques that incorporate significant unobservable inputs and broker quotes that are considered less observable. Greater use of management judgment is required in determining fair value when inputs are less observable or unobservable in the marketplace, such as when the volume or level of trading activity for a financial instrument has decreased and when certain factors suggest that observed transactions may not be reflective of orderly market transactions. Judgment must be applied in determining the appropriateness of available prices, particularly in assessing whether available data reflects current prices and/or reflects the results of recent market transactions. Prices or quotes are weighed when estimating fair value with greater reliability placed on information from transactions that are considered to be representative of orderly market transactions.

Fair value is a market based measure; therefore, when market observable inputs are not available, our judgment is applied to reflect those judgments that a market participant would use in valuing the same asset or liability. The availability of observable inputs can vary for different products. We use prices and inputs that are current as of the measurement date even in periods of market disruption or illiquidity. The valuation of financial instruments classified in Level 3 of the fair value hierarchy involves the greatest amount of management judgment. (See Note 2, Summary of Significant Accounting Policies, and Note 4, Fair Value Disclosures, in our consolidated financial statements for

further information on the definitions of fair value, Level 1, Level 2 and Level 3 and related valuation techniques.)
Level 3 Assets and Liabilities – The following table reflects the composition of our Level 3 assets and Level 3 liabilities by asset class at August 31, 2015 and November 30, 2014 (in thousands):

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	Financial Instruments Owned		Financial Instruments Sold, Not Yet Purchased	
	August 31, 2015	November 30, 2014	August 31, 2015	November 30, 2014
Loans and other receivables	$95,399	$97,258	$10,371	$14,450
Collateralized debt obligations (1)	81,050	124,650	—	—
Derivatives	34,345	54,190	41,508	49,552
Residential mortgage-backed securities	86,422	82,557	—	—
Corporate debt securities (1)	24,331	22,766	226	223
Investments at fair value (2)	66,209	53,224	—	—
Commercial mortgage-backed securities	15,147	26,655	—	—
Corporate equity securities	38,502	20,964	—	38
Other asset-backed securities	32,596	2,294	—	—
Total Level 3 financial instruments (2)	$474,001	$484,558	$52,105	$64,263
Total Level 3 financial instruments as a percentage of total financial instruments (2)	2.5 %	2.6 %	0.6 %	0.7 %

(1) Level 3 Collateralized debt obligations at November 30, 2014 increased by $33.2 million with a corresponding decrease in Level 3 Corporate debt securities from those previously reported to correct for the classification of certain positions. The total amount of Level 3 assets remained unchanged.

(2) In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, "Fair Value Measurement (Topic 820) - Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)" ("ASU No. 2015-07"). In the second quarter of fiscal 2015, we early adopted ASU No. 2015-07 retrospectively. (See Note 3, Accounting Developments, and Note 4, Fair Value Disclosures, in our consolidated financial statements for further information on the adoption of this guidance.)

While our Financial instruments sold, not yet purchased, which are included within liabilities in our Consolidated Statements of Financial Condition, are accounted for at fair value, we do not account for any of our other liabilities at fair value, except for certain secured financings that arise in connection with our securitization activities included with Other secured financings of approximately $70.9 million and $30.8 million at August 31, 2015 and November 30, 2014, respectively, and the conversion option to Leucadia shares embedded in our 3.875% Convertible Senior debenture of approximately $0.1 million and $0.7 million reported within Long-term debt at August 31, 2015 and November 30, 2014, respectively.

The following table reflects activity with respect to our Level 3 assets and net liabilities (in millions):

	Three Months Ended August 31,		Nine Months Ended August 31,	
	2015	2014	2015	2014
Assets:				
Transfers from Level 3 to Level 2 (1)	$91.4	$108.6	$88.1	$68.1
Transfers from Level 2 to Level 3 (1)	73.4	87.8	157.7	79.3
Net gains (losses) (1)	64.9	(6.0)	48.5	19.1
Net Liabilities:				
Transfers from Level 3 to Level 2	$51.5	$8.6	$54.8	$7.2
Transfers from Level 2 to Level 3	1.5	0.1	2.6	—
Net gains (losses)	1.7	4.2	(2.3)	(2.0)

(1) In the second quarter of fiscal 2015, we early adopted ASU No. 2015-07 retrospectively. (See Note 3, Accounting Developments, and Note 4, Fair Value Disclosures, in our consolidated financial statements for further information on the adoption of this guidance.)

For additional discussion on transfers of assets and liabilities among the fair value hierarchy levels, see Note 4, Fair Value Disclosures, in our consolidated financial statements.

Controls Over the Valuation Process for Financial Instruments – Our Independent Price Verification Group, independent of the trading function, plays an important role in determining that our financial instruments are appropriately valued and that fair value measurements are reliable. This is particularly important where prices or valuations that require inputs are less observable. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and that the assumptions are reasonable. Where a pricing model is used to determine fair value, these control processes include reviews of the pricing model's theoretical soundness and appropriateness by risk management personnel with relevant expertise who are independent from the trading desks. In addition, recently executed comparable transactions and other observable market data are considered for purposes of validating assumptions underlying the model.

Goodwill

At August 31, 2015, goodwill recorded on our Consolidated Statement of Financial Condition is $1,660.5 million (3.9% of total assets). The nature and accounting for goodwill is discussed in Note 2, Summary of Significant Accounting Policies and Note 10, Goodwill and Other Intangible Assets, in our consolidated financial statements. Goodwill must be allocated to reporting units and tested for impairment at least annually, or when circumstances or events make it more likely than not that an impairment occurred. Goodwill is tested by comparing the estimated fair value of each reporting unit with its carrying value. Our annual goodwill impairment testing date is August 1, which did not indicate any goodwill impairment in any of our reporting units at August 1, 2015.

We use allocated tangible equity plus allocated goodwill and intangible assets as a proxy for the carrying amount of each reporting unit. The amount of equity allocated to a reporting unit is based on our cash capital model deployed in managing our businesses, which seeks to approximate the capital a business would require if it were operating independently. For further information on our Cash Capital Policy, refer to the Liquidity, Financial Condition and Capital Resources section herein. Intangible assets are allocated to a reporting unit based on either specifically identifying a particular intangible asset as pertaining to a reporting unit or, if shared among reporting units, based on an assessment of the reporting unit's benefit from the intangible asset in order to generate results.

Estimating the fair value of a reporting unit requires management judgment and often involves the use of estimates and assumptions that could have a significant effect on whether or not an impairment charge is recorded and the magnitude of such a charge. Estimated fair values for our reporting units utilize market valuation methods that incorporate price-to-earnings and price-to-book multiples of comparable public companies. Under the market approach, the key assumptions are the selected multiples and our internally developed forecasts of future profitability, growth and return on equity for each reporting unit. The weight assigned to the multiples requires judgment in qualitatively and quantitatively evaluating the size, profitability and the nature of the business activities of the reporting units as compared to the comparable publicly-traded companies. In addition, as the fair values determined under the market approach represent a noncontrolling interest, we apply a control premium to arrive at the estimate fair value of each reporting unit on a controlling basis. We engaged an independent valuation specialist to assist us in our valuation process at August 1, 2015.

The carrying values of goodwill by reporting unit at August 31, 2015 are unchanged and the same as they were at the time of the Leucadia Transaction on March 1, 2013, and are as follows: $569.2 million in Investment banking, $170.5 million in Equities and Wealth Management, $917.8 million in Fixed Income and $3.0 million in Strategic Investments.

The results of our assessment indicated that our reporting units had a fair value in excess of their carrying amounts based on current projections. While no goodwill impairment was identified, the valuation methodology for our Fixed Income reporting unit is sensitive to management's forecasts of future profitability, which comes with a level of uncertainty given current economic conditions and results. If the future were to differ adversely from management's best estimates, this could cause a decline in the estimated fair value of the Fixed Income reporting unit and a resulting impairment of a portion of our goodwill.

Refer to Note 10, Goodwill and Other Intangible Assets, for further details on goodwill.

Compensation and Benefits

A portion of our compensation and benefits represents discretionary bonuses, which are finalized at year end. In addition to the level of net revenues, our overall compensation expense in any given year is influenced by prevailing labor markets, revenue mix, profitability, individual and business performance metrics, and our use of share-based compensation programs. We believe the most appropriate way to allocate estimated annual total compensation among interim periods is in proportion to net revenues earned. Consequently, during the year we accrue compensation and benefits based on annual targeted compensation ratios, taking into account the mix of our revenues and the timing of expense recognition.

For further discussion of these and other significant accounting policies, see Note 2, Summary of Significant Accounting Policies, in our consolidated financial statements.

Liquidity, Financial Condition and Capital Resources

Our Chief Financial Officer and Global Treasurer are responsible for developing and implementing our liquidity, funding and capital management strategies. These policies are determined by the nature and needs of our day to day business operations, business opportunities, regulatory obligations, and liquidity requirements.

Our actual levels of capital, total assets and financial leverage are a function of a number of factors, including asset composition, business initiatives and opportunities, regulatory requirements and cost and availability of both long term and short term funding. We have historically maintained a balance sheet consisting of a large portion of our total assets in cash and liquid marketable securities, arising principally from traditional securities brokerage and trading activity. The liquid nature of these assets provides us with flexibility in financing and managing our business.

Analysis of Financial Condition

A business unit level balance sheet and cash capital analysis is prepared and reviewed with senior management on a weekly basis. As a part of this balance sheet review process, capital is allocated to all assets and gross and adjusted balance sheet limits are established. This process ensures that the allocation of capital and costs of capital are incorporated into business decisions. The goals of this process are to protect the firm's platform, enable our businesses to remain competitive, maintain the ability to manage capital proactively and hold businesses accountable for both balance sheet and capital usage.

We actively monitor and evaluate our financial condition and the composition of our assets and liabilities. Substantially all of our Financial instruments owned and Financial instruments sold, not yet purchased are valued on a daily basis and we monitor and employ balance sheet limits for our various businesses. In connection with our government and agency fixed income business and our role as a primary dealer in these markets, a sizable portion of our securities inventory is comprised of U.S. government and agency securities and other G-7 government securities.

The following table provides detail on key balance sheet asset and liability line items (in millions):

	August 31, 2015	November 30, 2014	% Change
Total assets	$42,784.7	$44,517.6	(3.9)%
Cash and cash equivalents	3,441.8	4,080.0	(15.6)%
Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	904.0	3,444.7	(73.8)%
Financial instruments owned	18,892.4	18,636.6	1.4%
Financial instruments sold, not yet purchased	9,447.6	8,881.3	6.4%
Total Level 3 assets (1)	474.0	484.6	(2.2)%
Securities borrowed	$7,702.9	$6,853.1	12.4%
Securities purchased under agreements to resell	4,273.7	3,926.9	8.8%
Total securities borrowed and securities purchased under agreements to resell	$11,976.6	$10,780.0	11.1%
Securities loaned	$3,645.2	$2,598.5	40.3%
Securities sold under agreements to repurchase	10,840.9	10,672.2	1.6%
Total securities loaned and securities sold under agreements to repurchase	$14,486.1	$13,270.7	9.2%

(1) In the second quarter of fiscal 2015, we early adopted ASU No. 2015-07 retrospectively. (See Note 3, Accounting Developments, and Note 4, Fair Value Disclosures, in our consolidated financial statements for further information on the adoption of this guidance.)

Total assets at August 31, 2015 and November 30, 2014 were $42.8 billion and $44.5 billion, respectively. During the three and nine months ended August 31, 2015, average total assets were approximately 13.0% and 16.2%, respectively, higher than total assets at August 31, 2015.

Cash and securities segregated decreased by $2,540.7 million from $3,444.7 million at November 30, 2014 to $904.0 million primarily as a result of execution of the exit of the Bache business in the third quarter of fiscal 2015, including the transfer of virtually all of our customer accounts to Société Générale S.A. and other brokers.

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Our total Financial instruments owned inventory at August 31, 2015 was $18.9 billion, an increase of 1.4% from inventory of $18.6 billion at November 30, 2014, primarily driven by increases in inventory positions of mortgage- and asset-backed securities as trading volumes are higher due to an increase in volatility. The increase was partially offset by decreases in inventory positions of government, federal agency and other sovereign government obligations, primarily due to a decline in sovereign obligations due to global economic concerns. Financial instruments sold, not yet purchased inventory was $9.4 billion and $8.9 billion at August 31, 2015 and November 30, 2014, respectively, with the increase primarily driven by government, federal agency and other sovereign obligations inventory due to U.S. treasury hedges. Our overall net inventory position was $9.4 billion and $9.8 billion at August 31, 2015 and November 30, 2014, respectively. The change in our net inventory balance is primarily attributed to a decrease in net government, federal agency and other sovereign obligations inventory, partially offset by an increase in net mortgage and asset-backed securities.

We continually monitor our overall securities inventory, including the inventory turnover rate, which confirms the liquidity of our overall assets. As a Primary Dealer in the U.S. and with our similar role in several European jurisdictions, we carry inventory and make an active market for our clients in securities issued by the various governments. These inventory positions are substantially comprised of the most liquid securities in the asset class, with a significant portion in holdings of securities of G-7 countries.

Of our total Financial instruments owned, approximately 73.1% are readily and consistently financeable at haircuts of 10% or less. In addition, as a matter of our policy, a portion of these assets has internal capital assessed, which is in addition to the funding haircuts provided in the securities finance markets. Additionally, our Financial instruments owned primarily consisting of bank loans, investments and non-agency mortgage-backed securities are predominantly funded by long term capital and consumer loans. Under our cash capital policy, we model capital allocation levels that are more stringent than the haircuts used in the market for secured funding; and we maintain surplus capital at these maximum levels.

At August 31, 2015 and November 30, 2014, our Level 3 financial instruments owned was 2.5% and 2.6%, respectively, of our financial instruments owned.

Securities financing assets and liabilities include both financing for our financial instruments trading activity and matched book transactions. Matched book transactions accommodate customers, as well as obtain securities for the settlement and financing of inventory positions. The aggregate outstanding balance of our securities borrowed and securities purchased under agreements to resell increased by 11.1% from November 30, 2014 to August 31, 2015, due to an increase in firm financing of our short inventory and a decrease in the netting benefit for our collateralized financing transactions, partially offset by a decrease in our matched book activity. The outstanding balance of our securities loaned and securities sold under agreement to repurchase increased by 9.2% from November 30, 2014 to August 31, 2015 due to an increase in firm financing of our inventory and a decrease in the netting benefit for our collateralized financing transactions, partially offset by a decrease in our matched book activity. By executing repurchase agreements with central clearing corporations to finance liquid inventory, rather than bi-lateral arrangements, we reduce the credit risk associated with these arrangements and decrease net outstanding balances.

Our average month end balances of total reverse repos and stock borrows during the three and nine months ended August 31, 2015 were 23.9% and 17.3% higher, respectively, than the August 31, 2015 balances. Our average month end balances of total repos and stock loans during the three and nine months ended August 31, 2015 were 19.5% and 18.2% higher, respectively, than the August 31, 2015 balances.

The following table presents our period end balance, average balance and maximum balance at any month end within the periods presented for Securities purchased under agreements to resell and Securities sold under agreements to repurchase (in millions):

	Nine Months Ended August 31, 2015	Year Ended November 30, 2014

Securities Purchased Under Agreements to Resell:		
Period end	$4,274	$3,927
Month end average	5,724	5,788
Maximum month end	7,577	8,081
Securities Sold Under Agreements to Repurchase:		
Period end	$10,841	$10,672
Month end average	13,639	13,291
Maximum month end	16,340	16,586

Fluctuations in the balance of our repurchase agreements from period to period and intraperiod are dependent on business activity in those periods. Additionally, the fluctuations in the balances of our securities purchased under agreements to resell over the

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periods presented are influenced in any given period by our clients' balances and our clients' desires to execute collateralized financing arrangements via the repurchase market or via other financing products. Average balances and period end balances will fluctuate based on market and liquidity conditions and we consider the fluctuations intraperiod to be typical for the repurchase market.

Leverage Ratios

The following table presents total assets, adjusted assets, total equity, total member's equity, tangible equity and tangible member's equity with the resulting leverage ratios at August 31, 2015 and November 30, 2014 (in thousands):

		August 31, 2015	November 30, 2014
Total assets		$42,784,678	$44,517,648
Deduct:	Securities borrowed	(7,702,853)	(6,853,103)
	Securities purchased under agreements to resell	(4,273,682)	(3,926,858)
Add:	Financial instruments sold, not yet purchased	9,447,636	8,881,268
	Less derivative liabilities	(219,643)	(363,515)
Subtotal		9,227,993	8,517,753
Deduct:	Cash and securities segregated and on deposit for regulatory purposes or deposited with clearing and depository organizations	(904,009)	(3,444,674)
	Goodwill and intangible assets	(1,891,110)	(1,904,417)
Adjusted assets		$37,241,017	$36,906,349
Total equity		$5,513,534	$5,463,431
Deduct:	Goodwill and intangible assets	(1,891,110)	(1,904,417)
Tangible equity		$3,622,424	$3,559,014
Total member's equity		$5,481,232	$5,424,583
Deduct:	Goodwill and intangible assets	(1,891,110)	(1,904,417)
Tangible member's equity		$3,590,122	$3,520,166
Leverage ratio (1)		7.8	8.1
Tangible gross leverage ratio (2)		11.4	12.1
Leverage ratio – excluding impacts of the Leucadia Transaction (3)		9.8	10.3
Adjusted leverage ratio (4)		10.3	10.4

(1) Leverage ratio equals total assets divided by total equity.

(2) Tangible gross leverage ratio (a non-GAAP financial measure) equals total assets less goodwill and identifiable intangible assets divided by tangible member's equity. The tangible gross leverage ratio is used by Rating Agencies in assessing our leverage ratio.

(3) On March 1, 2013, we converted into a limited liability company and became an indirect wholly owned subsidiary of Leucadia, pursuant to an agreement with Leucadia, which is accounted for using the acquisition method of accounting (the "Leucadia Transaction"). Leverage ratio – excluding impacts of the Leucadia Transaction (a non-GAAP financial measure) equals total assets less the increase in goodwill and asset fair values in accounting for the Leucadia Transaction of $1,957 million less amortization of $120 million and $108 million during the period since the Leucadia Transaction to August 31, 2015 and November 30, 2014, respectively, on assets recognized at fair value in accounting for the Leucadia Transaction divided by the sum of total equity less $1,342 million and $1,310 million at August 31, 2015 and November 30, 2014, respectively, being the increase in equity arising from consideration of $1,426 million excluding the $125 million attributable to the assumption of our preferred stock by Leucadia, and less the impact on equity due to amortization of $41 million and $9 million at August 31, 2015 and November 30, 2014, respectively, on assets and liabilities recognized at fair value in accounting for the Leucadia Transaction.

(4) Adjusted leverage ratio (a non-GAAP financial measure) equals adjusted assets divided by tangible total equity.

Adjusted assets is a non-GAAP financial measure and excludes certain assets that are considered of lower risk as they are generally self-financed by customer liabilities through our securities lending activities. We view the resulting measure of adjusted leverage, also a non-GAAP financial measure, as a more relevant measure of financial risk when comparing financial services companies.

Liquidity Management

The key objectives of the liquidity management framework are to support the successful execution of our business strategies while ensuring sufficient liquidity through the business cycle and during periods of financial distress. Our liquidity management policies are designed to mitigate the potential risk that we may be unable to access adequate financing to service our financial obligations without material franchise or business impact.

The principal elements of our liquidity management framework are our Contingency Funding Plan, our Cash Capital Policy and our assessment of Maximum Liquidity Outflow.

Contingency Funding Plan. Our Contingency Funding Plan is based on a model of a potential liquidity contraction over a one year time period. This incorporates potential cash outflows during a liquidity stress event, including, but not limited to, the following: (a) repayment of all unsecured debt maturing within one year and no incremental unsecured debt issuance; (b) maturity rolloff of outstanding letters of credit with no further issuance and replacement with cash collateral; (c) higher margin requirements than currently exist on assets on securities financing activity, including repurchase agreements; (d) liquidity outflows related to possible credit downgrade; (e) lower availability of secured funding; (f) client cash withdrawals; (g) the anticipated funding of outstanding investment and loan commitments; and (h) certain accrued expenses and other liabilities and fixed costs.

Cash Capital Policy. We maintain a cash capital model that measures long-term funding sources against requirements. Sources of cash capital include our equity and the noncurrent portion of long-term borrowings. Uses of cash capital include the following: (a) illiquid assets such as equipment, goodwill, net intangible assets, exchange memberships, deferred tax assets and certain investments; (b) a portion of securities inventory that is not expected to be financed on a secured basis in a credit stressed environment (i.e., margin requirements) and (c) drawdowns of unfunded commitments. To ensure that we do not need to liquidate inventory in the event of a funding crisis, we seek to maintain surplus cash capital, which is reflected in the leverage ratios we maintain. Our total long-term capital of $10.9 billion at August 31, 2015 exceeded our cash capital requirements.

Maximum Liquidity Outflow. Our businesses are diverse, and our liquidity needs are determined by many factors, including market movements, collateral requirements and client commitments, all of which can change dramatically in a difficult funding environment. During a liquidity crisis, credit-sensitive funding, including unsecured debt and some types of secured financing agreements, may be unavailable, and the terms (e.g., interest rates, collateral provisions and tenor) or availability of other types of secured financing may change. As a result of our policy to ensure we have sufficient funds to cover what we estimate may be needed in a liquidity crisis, we hold more cash and unencumbered securities and have greater long-term debt balances than our businesses would otherwise require. As part of this estimation process, we calculate a Maximum Liquidity Outflow that could be experienced in a liquidity crisis. Maximum Liquidity Outflow is based on a scenario that includes both a market-wide stress and firm-specific stress, characterized by some or all of the following elements:

- Global recession, default by a medium-sized sovereign, low consumer and corporate confidence, and general financial instability.
- Severely challenged market environment with material declines in equity markets and widening of credit spreads.
- Damaging follow-on impacts to financial institutions leading to the failure of a large bank.
- A firm-specific crisis potentially triggered by material losses, reputational damage, litigation, executive departure, and/or a ratings downgrade.

The following are the critical modeling parameters of the Maximum Liquidity Outflow:

- Liquidity needs over a 30-day scenario.
- A two-notch downgrade of our long-term senior unsecured credit ratings.
- No support from government funding facilities.
- A combination of contractual outflows, such as upcoming maturities of unsecured debt, and contingent outflows (e.g., actions though not contractually required, we may deem necessary in a crisis). We assume that most contingent outflows will occur within the initial days and weeks of a crisis.
- No diversification benefit across liquidity risks. We assume that liquidity risks are additive.

The calculation of our Maximum Liquidity Outflow under the above stresses and modeling parameters considers the following potential contractual and contingent cash and collateral outflows:

- All upcoming maturities of unsecured long-term debt, commercial paper, promissory notes and other unsecured funding products assuming we will be unable to issue new unsecured debt or rollover any maturing debt.

- Repurchases of our outstanding long-term debt in the ordinary course of business as a market maker.
- A portion of upcoming contractual maturities of secured funding trades due to either the inability to refinance or the ability to refinance only at wider haircuts (i.e., on terms which require us to post additional collateral). Our assumptions reflect, among other factors, the quality of the underlying collateral and counterparty concentration.
- Collateral postings to counterparties due to adverse changes in the value of our Over-the-counter ("OTC") derivatives and other outflows due to trade terminations, collateral substitutions, collateral disputes, collateral calls or termination payments required by a two-notch downgrade in our credit ratings.
- Variation margin postings required due to adverse changes in the value of our outstanding exchange-traded derivatives and any increase in initial margin and guarantee fund requirements by derivative clearing houses.
- Liquidity outflows associated with our prime brokerage business, including withdrawals of customer credit balances, and a reduction in customer short positions.
- Liquidity outflows to clearing banks to ensure timely settlements of cash and securities transactions.
- Draws on our unfunded commitments considering, among other things, the type of commitment and counterparty.
- Other upcoming large cash outflows, such as tax payments.

Based on the sources and uses of liquidity calculated under the Maximum Liquidity Outflow scenarios we determine, based on a calculated surplus or deficit, additional long-term funding that may be needed versus funding through the repurchase financing market and consider any adjustments that may be necessary to our inventory balances and cash holdings. At August 31, 2015, we have sufficient excess liquidity to meet all contingent cash outflows detailed in the Maximum Liquidity Outflow. We regularly refine our model to reflect changes in market or economic conditions and the firm's business mix.

Sources of Liquidity

The following are financial instruments that are cash and cash equivalents or are deemed by management to be generally readily convertible into cash, marginable or accessible for liquidity purposes within a relatively short period of time (in thousands):

	August 31, 2015	Average balance Quarter ended August 31, 2015 (1)	November 30, 2014
Cash and cash equivalents:			
Cash in banks	$860,812	$663,198	$1,083,605
Certificate of deposit	75,000	75,000	75,000
Money market investments	2,505,973	1,518,267	2,921,363
Total cash and cash equivalents	3,441,785	2,256,465	4,079,968
Other sources of liquidity:			
Debt securities owned and securities purchased under agreements to resell (2)	1,263,110	1,151,878	1,056,766
Other (3)	446,355	669,784	363,713
Total other sources	1,709,465	1,821,662	1,420,479
Total cash and cash equivalents and other liquidity sources	$5,151,250	$4,078,127	$5,500,447
Total cash and cash equivalents and other liquidity sources as % of Total Assets	12.0 %		12.4 %
Total cash and cash equivalents and other liquidity sources as % of Total Assets less Goodwill and Intangible assets	12.6 %		12.9 %

(1) Average balances are calculated based on weekly balances.
(2)

Consists of high quality sovereign government securities and reverse repurchase agreements collateralized by U.S. government securities and other high quality sovereign government securities; deposits with a central bank within the European Economic Area, Canada, Australia, Japan, Switzerland or the USA; and securities issued by a designated multilateral development bank and reverse repurchase agreements with underlying collateral comprised of these securities.

(3) Other includes unencumbered inventory representing an estimate of the amount of additional secured financing that could be reasonably expected to be obtained from our financial instruments owned that are currently not pledged after considering

reasonable financing haircuts and additional funds available under the committed senior secured revolving credit facility available for working capital needs of Jefferies.

In addition to the cash balances and liquidity pool presented above, the majority of financial instruments (both long and short) in our trading accounts are actively traded and readily marketable. At August 31, 2015, we had the ability to readily obtain repurchase financing for 73.1% of our inventory at haircuts of 10% or less, which reflects the liquidity of our inventory. We continually assess the liquidity of our inventory based on the level at which we could obtain financing in the market place for a given asset. Assets are considered to be liquid if financing can be obtained in the repurchase market or the securities lending market at collateral haircut levels of 10% or less. The following summarizes our financial instruments by asset class that we consider to be of a liquid nature and the amount of such assets that have not been pledged as collateral at August 31, 2015 and November 30, 2014 (in thousands):

	August 31, 2015		November 30, 2014	
	Liquid Financial Instruments	Unencumbered Liquid Financial Instruments (2)	Liquid Financial Instruments	Unencumbered Liquid Financial Instruments (2)
Corporate equity securities	$2,520,785	$ 301,099	$2,191,288	$ 297,628
Corporate debt securities	1,862,093	89,922	2,583,779	11,389
U.S. government, agency and municipal securities	3,151,589	500,510	3,124,780	250,278
Other sovereign obligations	1,617,007	878,145	2,671,807	877,366
Agency mortgage-backed securities (1)	4,648,276	—	3,395,771	—
Physical commodities	14,970	—	62,234	—
	$13,814,720	$ 1,769,676	$14,029,659	$ 1,436,661

(1) Consists solely of agency mortgage-backed securities issued by Freddie Mac, Fannie Mae and Ginnie Mae. These securities include pass-through securities, securities backed by adjustable rate mortgages (“ARMs”), collateralized mortgage obligations, commercial mortgage-backed securities and interest- and principal-only securities.

(2) Unencumbered liquid balances represent assets that can be sold or used as collateral for a loan, but have not been.

Average liquid financial instruments were $15.4 billion and $14.7 billion for the three and nine months ended August 31, 2015, respectively, and $17.2 billion for both the three and twelve months ended November 30, 2014. Average unencumbered liquid financial instruments were $1.9 billion and $1.8 billion for the three months ended August 31, 2015 and November 30, 2014, respectively.

In addition to being able to be readily financed at modest haircut levels, we estimate that each of the individual securities within each asset class above could be sold into the market and converted into cash within three business days under normal market conditions, assuming that the entire portfolio of a given asset class was not simultaneously liquidated. There are no restrictions on the unencumbered liquid securities, nor have they been pledged as collateral.

Sources of Funding and Capital Resources

Our assets are funded by equity capital, senior debt, convertible debt, securities loaned, securities sold under agreements to repurchase, customer free credit balances, bank loans and other payables.

Secured Financing

We rely principally on readily available secured funding to finance our inventory of financial instruments. Our ability to support increases in total assets is largely a function of our ability to obtain short and intermediate-term secured funding, primarily through securities financing transactions. We finance a portion of our long inventory and cover some of our short inventory by pledging and borrowing securities in the form of repurchase or reverse repurchase agreements (collectively “repos”), respectively. Approximately 73.4% of our repurchase financing activities use collateral that is considered eligible collateral by central clearing corporations. Central clearing corporations are situated between participating members who borrow cash and lend securities (or vice versa); accordingly repo participants contract with the central clearing corporation and not one another individually. Therefore, counterparty credit risk is borne by the central clearing corporation which mitigates the risk through initial margin demands and variation margin calls from repo participants. The comparatively large proportion of our total repo activity that is eligible for central clearing reflects the high quality and liquid composition of the inventory we carry in our trading books. The tenor of our repurchase and reverse repurchase agreements generally exceeds the expected holding period of the assets we are financing.

A significant portion of our financing of European sovereign inventory is executed using central clearinghouse financing arrangements rather than via bi-lateral repo agreements. For those asset classes not eligible for central clearinghouse financing, we seek to execute our bi-lateral financings on an extended term basis.

Weighted average maturity of repurchase agreements for non-clearing corporation eligible funded inventory is approximately three months at August 31, 2015. Our ability to finance our inventory via central clearinghouses and bi-lateral arrangements is augmented by our ability to draw bank loans on an uncommitted basis under our various banking arrangements. At August 31, 2015, short-term borrowings, which include bank loans, as well as borrowings under revolving credit facilities which must be repaid within one year or less, totaled $12.0 million. Interest under the bank lines is generally at a spread over the federal funds rate. Letters of credit are used in the normal course of business mostly to satisfy various collateral requirements in favor of exchanges in lieu of depositing cash or securities. Average daily short-term borrowings for the three and nine months ended August 31, 2015 were $18.5 million and $44.9 million, respectively.

In addition to the above financing arrangements, in November 2012, we initiated a program whereby we issue notes backed by eligible collateral under a master repurchase agreement, which provides an additional financing source for our inventory (our “repurchase agreement financing program”). At August 31, 2015, the outstanding amount of the notes issued under the program was $736.2 million in aggregate, which is presented within Other secured financings in the Consolidated Statement of Financial Condition. Of the $736.2 million aggregate notes, $40.0 million mature in March 2016, $50 million in June 2016, $200 million in July 2016, $80.0 million in August 2016, $60.0 million in December 2016, $60.0 million in May 2017, and $60.0 million in October 2017, all bearing interest at a spread over one month LIBOR. The remaining $186.2 million mature in January 2016, and bear interest at a spread over three month LIBOR. At August 31, 2015, $440.0 million of the $736.2 million aggregate notes are redeemable within approximately 90 days at the option of the noteholders. For additional discussion on the program, refer to Note 8, Variable Interest Entities, in our consolidated financial statements.

On April 23, 2015, Jefferies entered into a committed revolving credit facility (“Intraday Credit Facility”) with the Bank of New York Mellon. The Bank of New York Mellon agrees to make revolving intraday credit advances for an aggregate committed amount of $500.0 million in U.S. dollars. The term of the Intraday Credit Facility is six months after the closing date, but can be extended for an additional six months upon our request and at the lender's discretion. The Intraday Credit Facility contains a financial covenant, which includes a minimum regulatory net capital requirement. Interest is based on the higher of the Federal funds effective rate plus 0.5% or the prime rate. At August 31, 2015 we were in compliance with debt covenants under the Intraday Credit Facility.

Total Long-Term Capital

At August 31, 2015 and November 30, 2014, we have total long-term capital of $10.9 billion and $11.3 billion resulting in a long-term debt to equity capital ratio of 0.97:1 and 1.06:1, respectively. Our total long-term capital base at August 31, 2015 and November 30, 2014 was as follows (in thousands):

	August 31, 2015	November 30, 2014
Long-Term Debt (1)	$5,336,780	$5,805,673
Total Equity	5,513,534	5,463,431
Total Long-Term Capital	$10,850,314	$11,269,104

(1) Long-term debt for purposes of evaluating long-term capital at November 30, 2014 excludes $170.0 million of our outstanding borrowings under our long-term revolving Credit Facility. In addition, long-term capital excludes $355.6 million of our 5.5% Senior Notes at August 31, 2015 and $501.6 million and $507.9 million of our 3.875% Senior Notes at August 31, 2015 and November 30, 2014, respectively, as these notes mature in less than one year from the period end.

Long-Term Debt

On August 26, 2011, we entered into a committed senior secured revolving credit facility (“Credit Facility”) with a group of commercial banks in Dollars, Euros and Sterling, for an aggregate committed amount of $950.0 million with availability subject to one or more borrowing bases and of which $250.0 million can be borrowed by Jefferies Bache Limited without a borrowing base requirement. On June 26, 2014, we amended and restated the Credit Facility to extend the term of the Credit Facility for three years and reduced the committed amount to $750.0 million. The borrowers under the Credit Facility were Jefferies Bache Financial Services, Inc., Jefferies Bache, LLC and Jefferies Bache Limited, with a guarantee from Jefferies Group LLC. On September 1,

2014, Jefferies Bache, LLC merged with and into Jefferies LLC (“Jefferies”), (a U.S. broker-dealer). Jefferies was the surviving entity, and therefore, was a borrower under the Credit Facility. At November 30, 2014, borrowings under the Credit Facility amounted to $170.0 million and were denominated in U.S. dollars.
Interest was based on the Federal funds rate or, in the case of Euro and Sterling borrowings, the Euro Interbank Offered Rate and the London Interbank Offered Rate, respectively. The Credit Facility was guaranteed by Jefferies Group LLC and contained financial covenants that, among other things, imposed restrictions on future indebtedness of our subsidiaries, required Jefferies Group LLC to maintain specified level of tangible net worth and liquidity amounts, and required certain of our subsidiaries to maintain specified levels of regulated capital. On a monthly basis we provided a certificate to the Administrative Agent of the Credit Facility as to the maintenance of various financial covenant ratios at all times during the preceding month. At November 30, 2014, the minimum tangible net worth requirement was $2,603.1 million and the minimum liquidity requirement was $541.7 million for which we were in compliance. Throughout the period, no instances of noncompliance with the Credit Facility occurred. We terminated our $750.0 million Credit Facility on July 31, 2015, due to the exiting of the Bache business. For further information with respect to our use of the Credit Facility, refer to Note 21, Exit Costs in our consolidated financial statements.
At August 31, 2015, our long-term debt has a weighted average maturity of approximately 7 years.
Our long-term debt ratings at August 31, 2015 are as follows:

	Rating	Outlook
Moody’s Investors Service (1)	Baa3	Negative
Standard and Poor’s (2)	BBB-	Stable
Fitch Ratings (3)	BBB-	Stable

(1) On December 19, 2014, Moody’s affirmed our long-term debt rating of Baa3 and assigned a negative outlook to our rating.
(2) On December 11, 2014, Standard and Poor’s (“S&P”) announced its review of the ratings on 13 U.S. securities firms by applying its new ratings criteria for the sector. As part of this review, S&P downgraded our long-term debt rating one notch from “BBB” to “BBB-” and left the rating outlook unchanged at “stable”.
(3) On March 5, 2015, Fitch affirmed our long-term debt rating of BBB- and our stable rating outlook.

In addition, on March 24, 2015, S&P assigned our principal operating broker-dealers, Jefferies LLC (“Jefferies”) (a U.S. broker-dealer) and Jefferies International Limited (a U.K. broker-dealer), long-term ratings of BBB and assigned a stable outlook to these ratings. On May 6, 2015, Moody's assigned Jefferies and Jefferies International Limited, long-term ratings of Baa2 and assigned a negative outlook to these ratings.
We rely upon our cash holdings and external sources to finance a significant portion of our day to day operations. Access to these external sources, as well as the cost of that financing, is dependent upon various factors, including our debt ratings. Our current debt ratings are dependent upon many factors, including industry dynamics, operating and economic environment, operating results, operating margins, earnings trend and volatility, balance sheet composition, liquidity and liquidity management, our capital structure, our overall risk management, business diversification and our market share and competitive position in the markets in which we operate. Deteriorations in any of these factors could impact our credit ratings. While certain aspects of a credit rating downgrade are quantifiable pursuant to contractual provisions, the impact on our business and trading results in future periods is inherently uncertain and depends on a number of factors, including the magnitude of the downgrade, the behavior of individual clients and future mitigating action taken by us.
In connection with certain over-the-counter derivative contract arrangements and certain other trading arrangements, we may be required to provide additional collateral to counterparties, exchanges and clearing organizations in the event of a credit rating downgrade. At August 31, 2015, the amount of additional collateral that could be called by counterparties, exchanges and clearing organizations under the terms of such agreements in the event of a downgrade of our long-term credit rating below investment grade was $54.9 million. For certain foreign clearing organizations credit rating is only one of several factors employed in determining collateral that could be called. The above represents management’s best estimate for additional collateral to be called in the event of credit rating downgrade. The impact of additional collateral requirements are considered in our Contingency Funding Plan and calculation of

Maximum Liquidity Outflow, as described above.

Contractual Obligations and Commitments

The tables below provide information about our commitments related to debt obligations, investments and derivative contracts at August 31, 2015. The table presents principal cash flows with expected maturity dates (in millions):

	Expected Maturity Date					
	2015	2016	2017 and 2018	2019 and 2020	2021 and Later	Total
Debt obligations:						
Unsecured long-term debt (contractual principal payments net of unamortized discounts and premiums)	$501.6	$355.6	$1,181.2	$1,373.0	$2,782.6	$6,194.0
Interest payment obligations on senior notes	80.9	295.1	538.6	380.2	1,280.8	2,575.6
	$582.5	$650.7	$1,719.8	$1,753.2	$4,063.4	$8,769.6
Commitments and guarantees:						
Equity commitments	$—	$9.9	$—	$—	$232.4	$242.3
Loan commitments	5.0	356.0	450.3	52.3	—	863.6
Mortgage-related and other purchase commitments	472.4	1,553.1	576.4	—	—	2,601.9
Forward starting reverse repos and repos	2,712.6	—	—	—	—	2,712.6
Other unfunded commitments	—	—	24.0	6.0	37.0	67.0
Derivative Contracts (1):						
Derivative contracts – non credit related	19,399.8	4,076.5	382.4	250.0	440.0	24,548.7
Derivative contracts – credit related	—	—	50.6	1,904.9	20.0	1,975.5
	$22,589.8	$5,995.5	$1,483.7	$2,213.2	$729.4	$33,011.6

(1) Certain of our derivative contracts meet the definition of a guarantee and are therefore included in the above table. For additional information on commitments, see Note 17, Commitments, Contingencies and Guarantees, in our consolidated financial statements.

In the normal course of business we engage in other off balance sheet arrangements, including derivative contracts. Neither derivatives' notional amounts nor underlying instrument values are reflected as assets or liabilities in our Consolidated Statements of Financial Condition. Rather, the fair value of derivative contracts are reported in the Consolidated Statements of Financial Condition as Financial instruments owned or Financial instruments sold, not yet purchased as applicable. Derivative contracts are reflected net of cash paid or received pursuant to credit support agreements and are reported on a net by counterparty basis when a legal right of offset exists under an enforceable master netting agreement. For additional information about our accounting policies and our derivative activities see Note 2, Summary of Significant Accounting Policies, Note 4, Fair Value Disclosures, and Note 5, Derivative Financial Instruments, in our consolidated financial statements.

We are routinely involved with variable interest entities ("VIEs") in connection with our mortgage- and other asset-backed securities and collateralized loan obligation securitization activities. VIEs are entities in which equity investors lack the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. VIEs are consolidated by the primary beneficiary. The primary beneficiary is the party who has the power to direct the activities of a variable interest entity ("VIE") that most significantly impact the entity's economic performance and who has an obligation to absorb losses of the entity or a right to receive benefits from the entity that could potentially be significant to the entity. Where we are the primary beneficiary of a VIE, we consolidate the VIE. We do not generally consolidate the various VIEs related to our securitization activities because we are not the primary beneficiary.

At August 31, 2015, we did not have any commitments to purchase assets from our securitization vehicles. For additional information regarding our involvement with VIEs, see Note 7, Securitization Activities, and Note 8, Variable Interest Entities, in our consolidated financial statements.

Due to the uncertainty regarding the timing and amounts that will ultimately be paid, our liability for unrecognized tax benefits has been excluded from the above contractual obligations table. See Note 16, Income Taxes, in our

consolidated financial statements for further information.
Equity Capital
As compared to November 30, 2014, the increase to total member’s equity at August 31, 2015 is attributed to net earnings, partially offset by foreign currency translation adjustments.
Net Capital

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As broker-dealers registered with the SEC and member firms of the Financial Industry Regulatory Authority (“FINRA”), Jefferies and Jefferies Execution are subject to the Securities and Exchange Commission Uniform Net Capital Rule (“Rule 15c3-1”), which requires the maintenance of minimum net capital, and have elected to calculate minimum capital requirements using the alternative method permitted by Rule 15c3-1 in calculating net capital. Jefferies, as a dually-registered U.S. broker-dealer and FCM, is also subject to Rule 1.17 of the Commodity Futures Trading Commission ("CFTC"), which sets forth minimum financial requirements. The minimum net capital requirement in determining excess net capital for a dually-registered U.S. broker-dealer and FCM is equal to the greater of the requirement under Rule 15c3-1 or CFTC Rule 1.17.
At August 31, 2015, Jefferies and Jefferies Execution's net capital and excess net capital were as follows (in thousands):

	Net Capital	Excess Net Capital
Jefferies	$1,260,105	$1,177,141
Jefferies Execution	8,895	8,645

FINRA is the designated self-regulatory organization ("DSRO") for our U.S. broker-dealers and the Chicago Mercantile Exchange is the DSRO for Jefferies as an FCM. Effective September 21, 2015, the National Futures Association will be the DSRO for Jefferies as an FCM.
Certain other U.S. and non-U.S. subsidiaries are subject to capital adequacy requirements as prescribed by the regulatory authorities in their respective jurisdictions, including Jefferies International Limited and Jefferies Bache Limited which are subject to the regulatory supervision and requirements of the Financial Conduct Authority in the United Kingdom. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) was signed into law on July 21, 2010. The Dodd-Frank Act contains provisions that require the registration of all swap dealers, major swap participants, security-based swap dealers, and/or major security-based swap participants. While entities that register under these provisions will be subject to regulatory capital requirements, these regulatory capital requirements have not yet been finalized. We expect that these provisions will result in modifications to the regulatory capital requirements of some of our entities, and will result in some of our other entities becoming subject to regulatory capital requirements for the first time, including Jefferies Derivative Products LLC and Jefferies Financial Services, Inc., which registered as swap dealers with the CFTC during January 2013 and Jefferies Financial Products LLC, which registered during August 2014.

The regulatory capital requirements referred to above may restrict our ability to withdraw capital from our regulated subsidiaries.

Risk Management

Overview

Risk is an inherent part of our business and activities. The extent to which we properly and effectively identify, assess, monitor and manage each of the various types of risk involved in our activities is critical to our financial soundness, viability and profitability. Accordingly, we have a comprehensive risk management approach, with a formal governance structure and processes to identify, assess, monitor and manage risk. Principal risks involved in our business activities include market, credit, liquidity and capital, operational, legal and compliance, new business, and reputational risk.
Risk management is a multifaceted process that requires communication, judgment and knowledge of financial products and markets. Accordingly, our risk management process encompasses the active involvement of executive and senior management, and also many departments independent of the revenue-producing business units, including the Risk Management, Operations, Compliance, Legal and Finance Departments. Our risk management policies, procedures and methodologies are fluid in nature and are subject to ongoing review and modification.
For discussion of liquidity and capital risk management, refer to the “Liquidity, Financial Condition and Capital Resources” section herein.

Governance and Risk Management Structure

Our Board of Directors. Our Board of Directors and its Audit Committee play an important role in reviewing our risk management process and risk tolerance. Our Board of Directors and Audit Committee are provided with data relating to risk at each of its regularly scheduled meetings. Our Chief Risk Officer and Global Treasurer meet with the Board of Directors on not less than a quarterly basis to present our risk profile and liquidity profile and to respond to questions.

Risk Committees. We make extensive use of internal committees to govern risk taking and ensure that business activities are properly identified, assessed, monitored and managed. Our Risk Management Committee meets weekly to discuss our risk, capital, and liquidity profile in detail. In addition, business or market trends and their potential impact on the risk profile are discussed. Membership is comprised of our Chief Executive Officer and Chairman, Chairman of the Executive Committee, Chief Financial Officer, Chief Risk Officer and Global Treasurer. The Committee approves limits for us as a whole, and across risk categories and business lines. It also reviews all limit breaches. Limits are reviewed on at least an annual basis. Other risk related committees include Market Risk Management, Credit Risk Management, New Business, Underwriting Acceptance, Margin Oversight, Executive Management and Operating Committees. These Committees govern risk taking and ensure that business activities are properly managed for their area of oversight.

Risk Related Policies. We make use of various policies in the risk management process:

- Market Risk Policy- This policy sets out roles, responsibilities, processes and escalation procedures regarding market risk management.
- Independent Price Verification Policy- This policy sets out roles, responsibilities, processes and escalation procedures regarding independent price verification for securities and other financial instruments.
- Operational Risk Policy- This policy sets out roles, responsibilities, processes and escalation procedures regarding operational risk management.
- Credit Risk Policy- This policy provides standards and controls for credit risk-taking throughout our global business activities. This policy also governs credit limit methodology and counterparty review.
- Model Validation Policy-This policy sets out roles, processes and escalation procedures regarding model validation and model risk management.

Risk Management Key Metrics

We apply a comprehensive framework of limits on a variety of key metrics to constrain the risk profile of our business activities. The size of the limit reflects our risk tolerance for a certain activity under normal business conditions. Key metrics included in our framework include inventory position and exposure limits on a gross and net basis, scenario analysis and stress tests, Value-at-Risk, sensitivities (greeks), exposure concentrations, aged inventory, amount of Level 3 assets, counterparty exposure, leverage, cash capital, and performance analysis metrics.

Market Risk

The potential for changes in the value of financial instruments is referred to as market risk. Our market risk generally represents the risk of loss that may result from a change in the value of a financial instrument as a result of fluctuations in interest rates, credit spreads, equity prices, commodity prices and foreign exchange rates, along with the level of volatility. Interest rate risks result primarily from exposure to changes in the yield curve, the volatility of interest rates, and credit spreads. Equity price risks result from exposure to changes in prices and volatilities of individual equities, equity baskets and equity indices. Commodity price risks result from exposure to the changes in prices and volatilities of individual commodities, commodity baskets and commodity indices. Market risk arises from market making, proprietary trading, underwriting, specialist and investing activities. We seek to manage our exposure to market risk by diversifying exposures, controlling position sizes, and establishing economic hedges in related securities or derivatives. Due to imperfections in correlations, gains and losses can occur even for positions that are hedged. Position limits in trading and inventory accounts are established and monitored on an ongoing basis. Each day, consolidated position and exposure reports are prepared and distributed to various levels of management, which enable management to monitor inventory levels and results of the trading groups.

Value-at-Risk

We estimate Value-at-Risk (“VaR”) using a model that simulates revenue and loss distributions on substantially all financial instruments by applying historical market changes to the current portfolio. Using the results of this simulation, VaR measures the potential loss in value of our financial instruments over a specified time horizon at a given confidence level. We calculate a one-day VaR using a one year look-back period measured at a 95% confidence level.

As with all measures of VaR, our estimate has inherent limitations due to the assumption that historical changes in market conditions are representative of the future. Furthermore, the VaR model measures the risk of a current static position over a one-day horizon and might not capture the market risk of positions that cannot be liquidated or offset with hedges in a one-day period. Published VaR results reflect past trading positions while future risk depends on future positions.

While we believe the assumptions and inputs in our risk model are reasonable, we could incur losses greater than the reported VaR because the historical market prices and rates changes may not be an accurate measure of future market events and conditions. Consequently, this VaR estimate is only one of a number of tools we use in our daily risk management activities. When comparing our VaR numbers to those of other firms, it is important to remember that different methodologies and assumptions could produce significantly different results.

Our average daily VaR increased to $13.77 million for the three months ended August 31, 2015 from $12.80 million for the three months ended May 31, 2015. The increase was primarily driven by an increase in various equity block positions and a reduction in the diversification benefit. Excluding our investment in KCG, our average VaR increased to $12.16 million for the three months ended August 31, 2015 from $9.86 million in the three months ended May 31, 2015.

The following table illustrates each separate component of VaR for each component of market risk by interest rate, equity, currency and commodity products, as well as for our overall trading positions using the past 365 days of historical data (in millions).

Risk Categories	VaR at August 31, 2015	Daily VaR (1) Value-at-Risk In Trading Portfolios Daily VaR for the Three Months Ended August 31, 2015			VaR at May 31, 2015	Daily VaR for the Three Months Ended May 31, 2015		
		Average	High	Low		Average	High	Low
Interest Rates	$5.18	$5.89	$6.91	$4.96	$6.31	$6.19	$8.06	$4.88
Equity Prices	6.71	10.16	12.72	6.71	10.85	9.98	12.22	6.94
Currency Rates	0.92	0.35	0.97	0.12	0.27	0.28	0.81	0.12
Commodity Prices	1.62	0.66	1.62	0.04	0.26	0.32	0.81	0.10
Diversification Effect (2)	(4.26)	(3.29)	N/A	N/A	(2.57)	(3.97)	N/A	N/A
Firmwide	$10.17	$13.77	$17.75	$10.17	$15.12	$12.80	$15.98	$10.18

(1) VaR is the potential loss in value of our trading positions due to adverse market movements over a defined time horizon with a specific confidence level. For the VaR numbers reported above, a one-day time horizon, with a one year look-back period, and a 95% confidence level were used.

(2) The diversification effect is not applicable for the maximum and minimum VaR values as the firmwide VaR and the VaR values for the four risk categories might have occurred on different days during the period.

The aggregated VaR presented here is less than the sum of the individual components (i.e., interest rate risk, foreign exchange rate risk, equity risk and commodity price risk) due to the benefit of diversification among the four risk categories. Diversification benefit equals the difference between aggregated VaR and the sum of VaRs for the four risk categories and arises because the market risk categories are not perfectly correlated.

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The chart below reflects our daily VaR over the last four quarters:

The primary method used to test the efficacy of the VaR model is to compare our actual daily net revenue for those positions included in our VaR calculation with the daily VaR estimate. This evaluation is performed at various levels of the trading portfolio, from the holding company level down to specific business lines. For the VaR model, trading related revenue is defined as principal transaction revenue, trading related commissions, revenue from securitization activities and net interest income. For a 95% confidence one day VaR model (i.e., no intra-day trading), assuming current changes in market value are consistent with the historical changes used in the calculation, net trading losses would not be expected to exceed the VaR estimates more than twelve times on an annual basis (i.e., once in every 20 days). During the three months ended August 31, 2015, results of the evaluation at the aggregate level demonstrated 2 days when the net trading loss exceeded the 95% one day VaR.

Certain positions within financial instruments are not included in the VaR model because VaR is not the most appropriate measure of risk. Accordingly, Risk Management has additional procedures in place to assure that the level of potential loss that would arise from market movements are within acceptable levels. Such procedures include performing stress tests, monitoring concentration risk and tracking price target/stop loss levels. The table below presents the potential reduction in net income associated with a 10% stress of the fair value of the positions that are not included in the VaR model at August 31, 2015 (in thousands):

	10% Sensitivity
Private investments	$ 24,032
Corporate debt securities in default	10,266
Trade claims	2,292

Daily Net Trading Revenue

Excluding trading losses associated with the daily marking to market of our investment in KCG, there were 18 days with trading losses out of a total of 65 trading days in the three months ended August 31, 2015. Including these losses, there were 21 days with trading losses. The histogram below presents the distribution of our actual daily net trading revenue for substantially all of our trading activities for the three months ended August 31, 2015 (in millions).

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Scenario Analysis and Stress Tests

While VaR measures potential losses due to adverse changes in historical market prices and rates, we use stress testing to analyze the potential impact of specific events or moderate or extreme market moves on our current portfolio both firm wide and within business segments. Stress scenarios comprise both historical market price and rate changes and hypothetical market environments, and generally involve simultaneous changes of many risk factors. Indicative market changes in our scenarios include, but are not limited to, a large widening of credit spreads, a substantial decline in equities markets, significant moves in selected emerging markets, large moves in interest rates, changes in the shape of the yield curve and large moves in European markets. In addition, we also perform ad hoc stress tests and add new scenarios as market conditions dictate. Because our stress scenarios are meant to reflect market moves that occur over a period of time, our estimates of potential loss assume some level of position reduction for liquid positions. Unlike our VaR, which measures potential losses within a given confidence interval, stress scenarios do not have an associated implied probability; rather, stress testing is used to estimate the potential loss from market moves that tend to be larger than those embedded in the VaR calculation.

Stress testing is performed and reported regularly as part of the risk management process. Stress testing is used to assess our aggregate risk position as well as for limit setting and risk/reward analysis.

Counterparty Credit Risk and Issuer Country Exposure

Counterparty Credit Risk

Credit risk is the risk of loss due to adverse changes in a counterparty's credit worthiness or its ability or willingness to meet its financial obligations in accordance with the terms and conditions of a financial contract. We are exposed to credit risk as trading counterparty to other broker-dealers and customers, as a direct lender and through extending loan commitments, as a holder of securities and as a member of exchanges and clearing organizations.

It is critical to our financial soundness and profitability that we properly and effectively identify, assess, monitor, and manage the various credit and counterparty risks inherent in our businesses. Credit is extended to counterparties in a controlled manner in order to generate acceptable returns, whether such credit is granted directly or is incidental to a transaction. All extensions of credit are monitored and managed on an enterprise level in order to limit exposure to loss related to credit risk.

Our Credit Risk Framework is responsible for identifying credit risks throughout the operating businesses, establishing counterparty limits and managing and monitoring those credit limits. Our framework includes:

- defining credit limit guidelines and credit limit approval processes;
- providing a consistent and integrated credit risk framework across the enterprise;
- approving counterparties and counterparty limits with parameters set by the Risk Management Committee;
- negotiating, approving and monitoring credit terms in legal and master documentation;
- delivering credit limits to all relevant sales and trading desks;

- maintaining credit reviews for all active and new counterparties;
- operating a control function for exposure analytics and exception management and reporting;
- determining the analytical standards and risk parameters for on-going management and monitoring of global credit risk books;
- actively managing daily exposure, exceptions, and breaches;
- monitoring daily margin call activity and counterparty performance (in concert with the Margin Department); and
- setting the minimum global requirements for systems, reports, and technology.

Credit Exposures

Credit exposure exists across a wide-range of products including cash and cash equivalents, loans, securities finance transactions and over-the-counter derivative contracts.

- Loans and lending arise in connection with our capital markets activities and represents the notional value of loans that have been drawn by the borrower and lending commitments that were outstanding at August 31, 2015. In addition, credit exposures on forward settling traded loans are included within our loans and lending exposures for consistency with the balance sheet categorization of these items.
- Securities and margin finance includes credit exposure arising on securities financing transactions (reverse repurchase agreements, repurchase agreements and securities lending agreements) to the extent the fair value of the underlying collateral differs from the contractual agreement amount and from margin provided to customers.
- Derivatives represent OTC derivatives, which are reported net by counterparty when a legal right of setoff exists under an enforceable master netting agreement. Derivatives are accounted for at fair value net of cash collateral received or posted under credit support agreements. In addition, credit exposures on forward settling trades are included within our derivative credit exposures.
- Cash and cash equivalents include both interest-bearing and non-interest bearing deposits at banks.

Current counterparty credit exposures at August 31, 2015 and November 30, 2014 are summarized in the tables below and provided by credit quality, region and industry (in millions). Credit exposures presented take netting and collateral into consideration by counterparty and master agreement. Collateral taken into consideration includes both collateral received as cash as well as collateral received in the form of securities or other arrangements. Current exposure is the loss that would be incurred on a particular set of positions in the event of default by the counterparty, assuming no recovery. Current exposure equals the fair value of the positions less collateral. Issuer risk is the credit risk arising from inventory positions (for example, corporate debt securities and secondary bank loans). Issuer risk is included in our country risk exposure tables below. Of our counterparty credit exposure at August 31, 2015, excluding cash and cash equivalents, the percentage of exposure from investment grade counter-parties increased 6% to 76% from 70% at November 30, 2014, and are mainly concentrated in North America. When comparing our credit exposure at August 31, 2015 with credit exposure at November 30, 2014, excluding cash and cash equivalents, current exposure has decreased 13% to approximately $1.5 billion from $1.7 billion. Counterparty credit exposure from OTC derivatives decreased by 34%, primarily attributable to North American and European banks and broker dealers. Loans and lending decreased over the period by 19% and securities and margin finance decreased by 3% over the period.

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Counterparty Credit Exposure by Credit Rating

	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	Novembe 30, 2014
AAA Range	$—	$—	$2.0	$1.9	$—	$—	$2.0	$1.9	$2,506.0	$2,921.4	$2,508.0	$2,923.3
AA Range	—	2.7	129.8	134.6	9.2	7.1	139.0	144.4	125.9	412.9	264.9	557.3
A Range	0.1	7.6	636.1	586.9	109.8	218.1	746.0	812.6	783.6	731.3	1,529.6	1,543.9
BBB Range	90.7	132.3	108.6	73.6	45.9	34.8	245.2	240.7	26.2	2.8	271.4	243.5
BB or Lower	199.9	189.9	22.2	127.9	35.2	45.2	257.3	363.0	—	—	257.3	363.0
Unrated	92.2	139.6	—	—	—	—	92.2	139.6	0.1	11.5	92.3	151.1
Total	$382.9	$472.1	$898.7	$924.9	$200.1	$305.2	$1,481.7	$1,702.2	$3,441.8	$4,079.9	$4,923.5	$5,782.1

Counterparty Credit Exposure by Region

	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	Novembe 30, 2014
Asia/Latin America/Other	$37.4	$48.8	$21.6	$55.7	$31.4	$24.6	$90.4	$129.1	$157.4	$221.0	$247.8	$350.1
Europe	0.4	8.5	211.7	218.2	59.7	76.1	271.8	302.8	246.0	617.5	517.8	920.3
North America	345.1	414.8	665.4	651.0	109.0	204.5	1,119.5	1,270.3	3,038.4	3,241.4	4,157.9	4,511.7
Total	$382.9	$472.1	$898.7	$924.9	$200.1	$305.2	$1,481.7	$1,702.2	$3,441.8	$4,079.9	$4,923.5	$5,782.1

Counterparty Credit Exposure by Industry

	Loans and Lending		Securities and Margin Finance		OTC Derivatives		Total		Cash and Cash Equivalents		Total with Cash and Cash Equivalents	
	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	November 30, 2014	At August 31, 2015	Novembe 30, 2014
Asset Managers	$—	$—	$117.2	$91.8	$0.1	$—	$117.3	$91.8	$2,506.0	$2,921.4	$2,623.3	$3,013.2
Banks, Broker-dealers	0.5	10.7	469.0	482.2	147.0	251.4	616.5	744.3	935.8	1,158.5	1,552.3	1,902.8
Commodities	—	—	—	59.9	21.4	24.8	21.4	84.7	—	—	21.4	84.7
Corporates/Loans	244.6	320.8	—	—	6.7	0.8	251.3	321.6	—	—	251.3	321.6
Other	137.8	140.6	312.5	291.0	24.9	28.2	475.2	459.8	—	—	475.2	459.8
Total	$382.9	$472.1	$898.7	$924.9	$200.1	$305.2	$1,481.7	$1,702.2	$3,441.8	$4,079.9	$4,923.5	$5,782.1

For additional information regarding credit exposure to OTC derivative contracts, refer to Note 5, Derivative Financial Instruments, in our consolidated financial statements included within this Quarterly Report on Form 10-Q.

Country Risk Exposure

Country risk is the risk that events or developments that occur in the general environment of a country or countries due to economic, political, social, regulatory, legal or other factors, will affect the ability of obligors of the country to honor their obligations. We define country risk as the country of jurisdiction or domicile of the obligor. The following tables reflect our top exposure at August 31, 2015 and November 30, 2014 to the sovereign governments, corporations and financial institutions in those non- U.S. countries in which we have a net long issuer and counterparty exposure (in millions):

JEFFERIES GROUP LLC AND SUBSIDIARIES

	August 31, 2015								
	Issuer Risk			Counterparty Risk				Issuer and Counterparty Risk	
	Fair Value of Long Debt Securities	Fair Value of Short Debt Securities	Net Derivative Notional Exposure	Loans and Lending	Securities and Margin Finance	OTC Derivatives	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents
United Kingdom	$536.5	$(226.0)	$(2.2)	$0.4	$43.9	$30.4	$40.9	$383.0	$423.9
Germany	310.9	(249.1)	(30.4)	—	106.4	0.4	46.0	138.2	184.2
Italy	877.4	(1,090.2)	388.1	—	—	—	—	175.3	175.3
France	367.7	(153.4)	(70.3)	—	12.3	13.9	—	170.2	170.2
Belgium	43.7	(37.7)	(5.5)	—	—	—	116.3	0.5	116.8
Netherlands	237.8	(171.4)	8.6	—	17.8	0.2	—	93.0	93.0
Hong Kong	28.6	(14.4)	(2.0)	—	—	—	78.4	12.2	90.6
Switzerland	79.6	(47.9)	—	—	31.2	13.7	3.8	76.6	80.4
Australia	57.3	(29.6)	6.0	37.4	—	0.5	1.8	71.6	73.4
Puerto Rico	58.5	—	—	2.5	—	0.6	—	61.6	61.6
Total	$2,598.0	$(2,019.7)	$292.3	$40.3	$211.6	$59.7	$287.2	$1,182.2	$1,469.4

	November 30, 2014								
	Issuer Risk			Counterparty Risk				Issuer and Counterparty Risk	
	Fair Value of Long Debt Securities	Fair Value of Short Debt Securities	Net Derivative Notional Exposure	Loans and Lending	Securities and Margin Finance	OTC Derivatives	Cash and Cash Equivalents	Excluding Cash and Cash Equivalents	Including Cash and Cash Equivalents
Germany	$357.6	$(153.7)	$196.1	$—	$97.8	$16.8	$59.5	$514.6	$574.1
Spain	587.2	(171.0)	—	0.2	1.2	—	—	417.6	417.6
United Kingdom	441.0	(252.5)	(25.4)	6.5	29.8	25.2	138.9	224.6	363.5
Belgium	137.6	(65.9)	(8.4)	—	2.5	—	278.7	65.8	344.5
Canada	123.1	(28.8)	(27.3)	—	120.2	79.6	5.3	266.8	272.1
Netherlands	341.4	(121.0)	(13.5)	—	5.4	—	—	212.3	212.3
Italy	1,467.9	(880.1)	(427.7)	—	—	0.3	—	160.4	160.4
Hong Kong	18.4	(8.5)	—	—	0.6	—	145.1	10.5	155.6
Luxembourg	5.6	(6.9)	2.9	—	0.4	—	127.2	2.0	129.2
Puerto Rico	108.2	—	—	—	—	0.8	—	109.0	109.0
Total	$3,588.0	$(1,688.4)	$(303.3)	$6.7	$257.9	$122.7	$754.7	$1,983.6	$2,738.3

As reflected above, our issuer and counterparty risk exposure to Puerto Rico was $61.6 million, which is in connection with our municipal securities market-making activities. The government of Puerto Rico is seeking to restructure much of its $72 billion in debt on a voluntary basis. In addition, ongoing developments in Greece have renewed concerns about its economic and financial stability. At August 31, 2015, we had no net current counterparty credit exposure to Greece, and net issuer exposure from traded securities totaled $9.2 million.

We have no material exposure to countries where either sovereign or non-sovereign sectors potentially pose potential default risk as the result of liquidity concerns, given that individually and collectively all countries of concern are less than 2% of Jefferies total exposure.

Operational Risk

Operational risk refers to the risk of loss resulting from our operations, including, but not limited to, improper or unauthorized execution and processing of transactions, deficiencies in our operating systems, business disruptions and inadequacies or breaches in our internal control processes. Our businesses are highly dependent on our ability to process, on a daily basis, a large number of transactions across numerous and diverse markets in many currencies. In addition, the transactions we process have become increasingly complex. If our financial, accounting or other data processing systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes, people or systems, we could suffer an impairment to our liquidity, financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage.

These systems may fail to operate properly or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services or our inability to occupy one or more of our buildings. The inability of our systems to accommodate an increasing volume of transactions could also constrain our ability to expand our businesses. We also face the risk of operational failure or termination of any of the clearing agents, exchanges, clearing houses or other financial intermediaries we use to facilitate our securities transactions. Any such failure or termination could adversely affect our ability to effect transactions and manage our exposure to risk. In addition, despite the contingency plans we have in place, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the communities in which they are located. This may include a disruption involving electrical, communications, transportation or other services used by us or third parties with which we conduct business.

Our operations rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Although we take protective measures and endeavor to modify them as circumstances warrant, our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code, and other events that could have a security impact. If one or more of such events occur, this potentially could jeopardize our or our clients' or counterparties' confidential and other information processed and stored in, and transmitted through, our computer systems and networks, or otherwise cause interruptions or malfunctions in our, our clients', our counterparties' or third parties' operations. We may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by us.

Our Operational Risk framework includes governance, collection of operational risk incidents, proactive operational risk management, and periodic review and analysis of business metrics to identify and recommend controls and process-related enhancements.

Each revenue producing and support department is responsible for the management and reporting of operational risks and the implementation of the Operational Risk policy and processes within the department. Operational Risk policy, framework, infrastructure, methodology, processes, guidance and oversight of the operational risk processes are centralized and consistent firm wide and also subject to regional operational risk governance.

Legal and Compliance Risk

Legal and compliance risk includes the risk of noncompliance with applicable legal and regulatory requirements. We are subject to extensive regulation in the different jurisdictions in which we conduct our business. We have various procedures addressing issues such as regulatory capital requirements, sales and trading practices, use of and safekeeping of customer funds, credit granting, collection activities, anti-money laundering and record keeping. These risks also reflect the potential impact that changes in local and international laws and tax statutes have on the economics and viability of current or future transactions. In an effort to mitigate these risks, we continuously review new and pending regulations and legislation and participate in various industry interest groups. We also maintain an anonymous hotline for employees or others to report suspected inappropriate actions by us or by our employees or agents.

New Business Risk

New business risk refers to the risks of entering into a new line of business or offering a new product. By entering a new line of business or offering a new product, we may face risks that we are unaccustomed to dealing with and may increase the magnitude of the risks we currently face. The New Business Committee reviews proposals for new businesses and new products to determine if we are prepared to handle the additional or increased risks associated with entering into such activities.

Reputational Risk

We recognize that maintaining our reputation among clients, investors, regulators and the general public is an important aspect of minimizing legal and operational risks. Maintaining our reputation depends on a large number of factors, including the selection of our clients and the conduct of our business activities. We seek to maintain our reputation by screening potential clients and by conducting our business activities in accordance with high ethical standards. Our reputation and business activity can be affected by statements and actions of third parties, even false or misleading statements by them. We actively monitor public comment concerning us and are vigilant in seeking to assure accurate information and perception prevails.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.
Quantitative and qualitative disclosures about market risk are set forth under “Management’s Discussion and Analysis of Financial Condition and Results of Operations —Risk Management” in Part I, Item 2 of this Form 10-Q.

Item 4. Controls and Procedures.

Our Management, under the direction of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of August 31, 2015. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of August 31, 2015 are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

No change in our internal control over financial reporting occurred during the quarter ended August 31, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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JEFFERIES GROUP LLC AND SUBSIDIARIES

PART II. OTHER INFORMATION
Item 1. Legal Proceedings
Many aspects of our business involve substantial risks of legal and regulatory liability. In the normal course of business, we have been named as defendants or co-defendants in lawsuits involving primarily claims for damages. We are also involved in a number of judicial and regulatory matters, including exams, investigations and similar reviews, arising out of the conduct of our business. Based on currently available information, we do not believe that any matter will have a material adverse effect on our financial condition.

Item 1A. Risk Factors
Information regarding our risk factors appears in Item 1A. of our Annual Report on Form 10-K for the fiscal year ended November 30, 2014 filed with the SEC on January 29, 2015. These risk factors describe some of the assumptions, risks, uncertainties and other factors that could adversely affect our business or that could otherwise result in changes that differ materially from our expectations.
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
None
Item 6. Exhibits

Exhibit No.	Description
4	Instruments defining the rights of holders of long-term debt securities of the Registrant and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Registrant hereby agrees to furnish copies of these instruments to the Commission upon request.
12*	Computation of Ratio of Earnings to Fixed Charges and to Combined Fixed Charges and Preferred Stock Dividends.
31.1*	Rule 13a-14(a)/15d-14(a) Certification by Chief Financial Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification by Chief Executive Officer.
32*	Rule 13a-14(b)/15d-14(b) and Section 1350 of Title 18 U.S.C. Certification by the Chief Executive Officer and Chief Financial Officer.
101*	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Statements of Financial Condition as of August 31, 2015 and November 30, 2014; (ii) the Consolidated Statements of Earnings for the three and nine months ended August 31, 2015 and 2014; (iii) the Consolidated Statements of Comprehensive Income for the three and nine months ended August 31, 2015 and 2014; (iv) the Consolidated Statements of Changes in Equity for the nine months ended August 31, 2015 and the year ended November 30, 2014; (v) the Consolidated Statements of Cash Flows for the nine months ended August 31, 2015 and 2014; and (vi) the Notes to Consolidated Financial Statements.

*Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

JEFFERIES GROUP LLC
(Registrant)

Date:	October 7, 2015	By:	/s/ Peregrine C. Broadbent Peregrine C. Broadbent Chief Financial Officer (duly authorized officer)