

**E*TRADE SECURITIES LLC
(SEC I.D. No. 8-44112)**

**STATEMENT OF FINANCIAL CONDITION
AS OF DECEMBER 31, 2021
AND
REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM**

PUBLIC DOCUMENT

Filed pursuant to Rule 17a-5(e)(3) under the Securities Exchange Act of 1934 as a Public Document.



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Managers and Member of E*TRADE Securities LLC

Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of E*TRADE Securities LLC (the "Company") as of December 31, 2021, and the related notes (collectively referred to as the "financial statement"). In our opinion, the financial statement presents fairly, in all material respects, the financial position of the Company as of December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud.

Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit of the financial statement provides a reasonable basis for our opinion.

Deloitte & Touche LLP

February 25, 2022

We have served as the Company's auditor since 1994.

E*TRADE SECURITIES LLC
STATEMENT OF FINANCIAL CONDITION
As of December 31, 2021
(In millions of dollars)

ASSETS

Cash	\$	28
Cash deposited with clearing organizations or segregated under federal and other regulations or requirements		800
Financial instruments owned, at fair value		287
Securities borrowed		917
Receivables:		
Customers (net of \$4 allowance for doubtful accounts)		20,333
Brokers, dealers and clearing organizations		254
Fees, interest and other		24
Affiliates		13
Goodwill		3,609
Intangible assets (net of accumulated amortization of \$208)		2,626
Other assets		34
Total assets	\$	28,925

LIABILITIES AND MEMBER'S EQUITY

Securities loaned	\$	2,775
Other secured financings, at fair value		287
Payables:		
Customers		16,405
Brokers, dealers and clearing organizations		86
Affiliates		85
Other liabilities and accrued expenses		718
Borrowings		634
Total liabilities	\$	20,990

Contingent liabilities (See Note 9)

Member's equity	\$	7,935
Total liabilities and member's equity	\$	28,925

E*TRADE SECURITIES LLC
NOTES TO STATEMENT OF FINANCIAL CONDITION
As of December 31, 2021
(In millions of dollars, except where noted)

1. Introduction and Basis of Presentation

The Company

E*TRADE Securities LLC (the "Company") provides brokerage services primarily to retail customers. The Company offers a comprehensive suite of financial products and services to individual investors, including automated trade order placement of U.S. equities, options, exchange-traded funds, non-proprietary mutual funds and bond orders. The Company also offers a margin lending program to qualifying customers, enabling them to borrow against their securities, and a fully paid lending program, which allows customers to earn income on certain securities held in cash accounts when the Company is permitted to lend their securities. The Company also offers products and services such as sweep deposits, cash management, extended hours trading, quotes, research and advanced planning tools. The Company's customers additionally have access to managed investment portfolios and futures trading capabilities through affiliate relationships. The Company carries security accounts for customers and clears the majority of its mutual fund transactions through an omnibus account arrangement with a third-party broker-dealer. See the "Glossary of Common Acronyms" for the definition of certain terms and acronyms used throughout the notes to the statement of financial condition.

The Company, a single member limited liability company (LLC), is a broker-dealer registered with the SEC and a member of FINRA, SIPC and various securities exchanges.

The Company is a wholly owned subsidiary of ETCM Holdings, LLC (ETCM Holdings), which is a direct wholly owned subsidiary of E*TRADE Financial Holdings, LLC (the "Parent"), an indirect wholly owned subsidiary of Morgan Stanley (the "Ultimate Parent").

On January 1, 2022, the Parent merged into Morgan Stanley Domestic Holdings, Inc., an indirect subsidiary of the Ultimate Parent.

Basis of Financial Information

The statement of financial condition is prepared in accordance with U.S. GAAP, which requires the Company to make estimates and assumptions regarding the valuation of goodwill and intangible assets, the outcome of legal and tax matters, deferred tax assets, and other matters that affect its statement of financial condition and related disclosures. The Company believes that the estimates utilized in the preparation of its statement of financial condition are prudent and reasonable. Actual results could differ materially from these estimates.

The Company has evaluated subsequent events for adjustment to or disclosure in the statement of financial condition through the date of this report and the Company has not identified any recordable or disclosable events, not otherwise reported in the statement of financial condition or the notes thereto, except for the below.

On January 26, 2022, the Company entered into a new \$6,000 Subordination Agreement with ETCM Holdings. On the same day, the Company paid a dividend of \$6,000 to the Ultimate Parent.

2. Significant Accounting Policies

Cash

Cash represents funds deposited with financial institutions.

Cash Deposited with Clearing Organizations or Segregated Under Federal and Other Regulations or Requirements

Cash deposited with clearing organizations or segregated under federal and other regulations or requirements ("restricted cash") includes cash segregated in compliance with federal and other regulations and funds deposited by customers.

Collateralized Financings

Securities borrowed, Securities purchased under agreements to resell ("reverse repurchase agreements"), Securities loaned and other secured financings are treated as collateralized financings. Reverse repurchase agreements are carried on the statement of financial condition at the amounts of cash paid, plus accrued interest. Securities borrowed and Securities loaned are recorded at the amount of cash collateral advanced or received. Financial instruments owned and other secured financings are recorded at fair value. For additional information, see Notes 3 and 6, respectively.

The Company manages credit exposure arising from such transactions by, in appropriate circumstances, entering into master netting agreements and collateral agreements with its counterparties. These agreements provide the Company, with the right to net a counterparty's rights and obligations under the agreement and to liquidate and set-off collateral held by the Company against the net amount owed by the counterparty.

The Company's policy is generally to take possession of securities purchased or borrowed in connection with reverse repurchase agreements and securities borrowed transactions, respectively, and to receive cash and securities delivered under securities loaned transactions (with rights of rehypothecation).

The Company executes purchases and sales of investment securities on behalf of its customers. Customers may elect to reinvest dividends by purchasing shares through dividend reinvestment programs (DRIPs). These transactions may result in fractional shares of equity securities held by customers. Fractional shares held by customers do not meet the criteria for derecognition under ASC 860, Transfers and Servicing, and are accounted for as a secured borrowing (repurchase obligation) with the underlying financial assets pledged as collateral. Fractional shares are presented as financial instruments owned (investments in fractional shares held by customers) with a corresponding repurchase obligation recorded in other secured financings (for investments held by customers) on the statement of financial condition.

For information related to offsetting of certain collateralized transactions, see Note 6.

Receivables and Payables – Customers

Receivables from customers primarily include margin loans (net of related customer cash and short sale proceeds). Payables to customers primarily include cash and short sale activity (net of related customer margin loans), and margin requirements.

Customers' securities transactions are recorded on a settlement date basis. Securities owned by customers, including those that collateralize margin loans, are not reflected on the statement of financial condition.

Receivables and Payables – Brokers, Dealers, and Clearing Organizations

Receivables from and payables to brokers, dealers and clearing organizations primarily include margin requirements, amounts on unsettled trades, and amounts for securities failed to deliver by the Company to the purchaser or failed to receive by the Company from the seller by the settlement date. Receivables and payables arising from unsettled trades are reported on a net basis.

Receivables from brokers, dealers and clearing organizations also include receivables from institutions and related parties participating in the Company's cash sweep programs whereby the Company has satisfied customer disbursements and is awaiting next day settlement of such customer redemptions. For additional information, see Notes 3.

Goodwill and Intangible Assets

The Company tests goodwill for impairment on an annual basis and on an interim basis when certain events or circumstances exist. The Company tests goodwill for impairment at the reporting unit level, which is at the Company level. For both the annual and interim tests, the Company has the option to either (a) perform a quantitative impairment test or (b) first perform a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, in which case the quantitative test would be performed.

When performing a quantitative impairment test, the Company compares the fair value of a reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit is less than its carrying amount, the goodwill impairment loss is equal to the excess of the carrying value over the fair value, limited by the carrying amount of goodwill allocated to that reporting unit.

The estimated fair value of the reporting unit is derived based on valuation techniques the Company believes market participants would use for the reporting unit. The estimated fair values are generally determined by utilizing a discounted cash flow methodology.

Goodwill is not amortized. Finite lived intangible assets are amortized over their estimated useful lives and reviewed for impairment on an interim basis when impairment indicators are present.

Fair Value of Financial Instruments

Fair Value Option

The Company has elected the fair value option to measure other secured financings. The change in fair value of the financial instruments owned is offset by the change in fair value of the related other secured financings on the statement of income. Please see Note 4 for additional information.

Fair Value Measurement – Definition and Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, assumptions are set to reflect those that the Company believes market participants would use in pricing the asset or liability at the measurement date. Where the Company manages a group

of financial assets, financial liabilities and nonfinancial items accounted for as derivatives on the basis of its net exposure to either market risk or credit risk, the Company measures the fair value of that group of financial instruments consistently with how market participants would price the net risk exposure at the measurement date. In determining fair value, the Company uses various valuation approaches and establishes a hierarchy for inputs used in measuring fair value that requires the most observable inputs be used when available.

Observable inputs are inputs that market participants would use in pricing the asset or liability that were developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect assumptions the Company believes other market participants would use in pricing the asset or liability that are developed based on the best information available in the circumstances. The fair value hierarchy is broken down into three levels based on the observability of inputs as follows, with Level 1 being the highest and Level 3 being the lowest.

Level 1. Valuations based on quoted prices in active markets that the Company has the ability to access for identical assets or liabilities. Valuation adjustments and block discounts are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

Level 2. Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3. Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Income Taxes

Deferred tax assets and liabilities are recorded based upon the temporary differences between the financial statement and income tax bases of assets and liabilities using currently enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income tax expense (benefit) in the period that includes the enactment date.

The Company recognizes net deferred tax assets to the extent that it believes these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax

planning strategies and results of recent operations. When performing the assessment, the Company considers all types of deferred tax assets in combination with each other, regardless of the origin of the underlying temporary difference. If a deferred tax asset is determined to be unrealizable, a valuation allowance is established. If the Company subsequently determines that it would be able to realize deferred tax assets in excess of their net recorded amount, it would make an adjustment to the deferred tax asset valuation allowance, which would reduce the provision for income taxes.

Uncertain tax positions are recorded on the basis of a two-step process whereby (i) the Company determines whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position, and (ii) for those tax positions that meet this threshold, the Company recognizes the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with the related tax authority.

Deferred Compensation Plans

Eligible current and former employees of the Company participate in various deferred stock-based and cash-based compensation plans. Amounts payable for deferred compensation plans are included in Other liabilities and accrued expenses.

The deferred cash-based compensation plans provide a return to the plan participants based upon the performance of various referenced investments, with amounts payable adjusted for changes in the fair value of the referenced investments that employees select.

Accounting Updates Adopted in 2021

Simplifying the Accounting for Income Taxes

In December 2019, the FASB amended the guidance to simplify the accounting for income taxes as part of its initiative to reduce complexity in accounting standards. The amendments remove certain exceptions to the general income tax accounting principles and provides for both consistency in application of and simplification for other areas within U.S. GAAP by clarifying and amending existing guidance. One clarifying amendment provided an option for entities that are disregarded for tax purposes and issue financial statements to allocate their respective share of the consolidated current and deferred taxes. The Company is a single-member limited liability company that is treated as a disregarded entity for federal income tax purposes and has elected such option to continue to include its allocated amount of current and deferred taxes in the statement of financial condition. This update was effective as of January 1, 2021 and did not have a material impact on the Company's statement of financial condition.

Accounting Development Updates

The FASB has issued certain accounting updates, which the Company has either determined to be not applicable or are not expected to have a significant impact on the Company's statement of financial condition.

3. Related Party Transactions

The Company and the Parent are parties to a Master Services Agreement (MSA) under which the Parent provides the Company with technology infrastructure and development, facilities, back-office functions and general and administrative support and charges the Company for these services.

The Company has an agreement with MSSG, an affiliated service entity, to provide the Company with infrastructure group support and charges the Company for these services.

During the year ended December 31, 2021, the Company contributed its internally developed software, net asset of \$210 and prepaid assets of \$4 along with the associated deferred tax liabilities of \$51 to MSSG, an affiliated service entity, to better align with Morgan Stanley's service cost structure.

The Company has a Tax Sharing Agreement with the Ultimate Parent as described further in Note 11. The related amounts are recorded in Other assets, and Other liabilities and accrued expenses in the statement of financial condition.

The Company has an intercompany service agreement with ETF, under which the Company provides ETF personnel and technology support and charges ETF for these services.

The Company enters into collateralized financings with MS&Co, an affiliated broker-dealer. These balances are included in Securities borrowed, Securities loaned and Other payables on the statement of financial condition.

The Company has a Master Repurchase Agreement with MS&Co, an affiliated broker-dealer, which allows the parties to execute repurchase agreements. Accordingly MS&Co agrees to transfer to the Company U.S. government guaranteed securities in exchange for cash. At December 31, 2021, the Company had no reverse repurchase agreements balance recorded in the statement of financial condition.

The Company primarily relies on customer payables and securities loaned to provide liquidity and to fund margin lending. The Company also obtains funding from the Ultimate Parent as described in Note 8. This balance is included in Borrowings on the statement of financial condition.

The Company offers cash sweep products, collectively the Sweep Deposit Accounts (SDA), which transfer certain customer uninvested cash balances to several affiliated banks, ETB, ETSB, MSBNA and MSPBNA. The affiliated banks pay the Company a fee at a negotiated rate based on the average SDA balances.

The Company provides customer support services for deposit and banking products under an agreement with ETB and charges ETB for these services.

The Company had receivables from ETB and ETSB related to the Company's cash sweep program recorded in Receivables from brokers, dealers and clearing organizations in the statement of financial position.

The Company provides automated order facilitation, custody, account administration and other related services under an agreement with ETCM, an affiliated company that provides investment research for certain of the Company's offerings and charges ETCM for these services.

The Company pays transfer agent fees on behalf of customers of ETFCS. These fees are reimbursed by ETFCS following repayment from their customers per the terms of individual agreements. This amount is recorded as Payables - affiliates in the statement of financial condition.

The Company has an intercompany service agreement with ETSB, under which the Company provides distribution and other services for third-party mutual funds which may be distributed to and held by customers of ETSB and charges ETSB for these services. This agreement terminated effective October 31, 2021.

Customer support services, account opening, and other processing services are provided to the Company under agreements with ETIS and charges the Company for these services. These agreements terminated effective October 31, 2021.

	At December 31, 2021
Assets and receivables from affiliated companies:	
Cash	\$ 21
Securities borrowed	412
Receivables - Brokers, dealers and clearing organizations	162
Receivables - Affiliates	13
Other assets	17
Liabilities and payables to affiliated companies:	
Securities loaned	\$ 2,773
Payables - Affiliates	85
Other liabilities and accrued expenses	29
Borrowings	547

4. Fair Values

Assets and Liabilities Measured at Fair Value

	At December 31, 2021			
	Level 1	Level 2	Level 3	Total
Assets:				
Financial instruments owned, at fair value ¹	\$ 287	\$ —	\$ —	\$ 287
Liabilities				
Other secured financings, at fair value ²	\$ —	\$ 287	\$ —	\$ 287

1. Represents investments in fractional shares held by customers
2. Repurchase obligation for investments held by customers

The Company measures financial instruments owned (representing fractional shares) and the related other secured financings (representing repurchase obligation) at fair value. The Company has evaluated the estimated fair value of financial asset using available market information such as quoted market prices for the same instrument in active markets and classified the asset as Level 1 in the fair value hierarchy and the related repurchase obligation as Level 2 in the fair value hierarchy, as the liability is not actively traded in the market.

The table below presents the carrying value, fair value and fair value hierarchy category of certain financial instruments that are not measured at fair value in the Company's statement of financial condition. The fair value of items classified as Level 2 in the table below were estimated to approximate carrying value due to their short-term nature.

Financial Instruments Not Measured At Fair Value

	At December 31, 2021					
	Carrying Value	Fair Value				
		Level 1	Level 2	Level 3	Total	
Financial Assets						
Cash	\$ 28	\$ 28	\$ —	\$ —	\$ —	\$ 28
Restricted cash	800	800	—	—	—	800
Securities borrowed	917	—	917	—	—	917
Receivables:						
Customers	20,333	—	20,333	—	—	20,333
Brokers, dealers and clearing organizations	254	—	254	—	—	254
Affiliates	13	—	13	—	—	13
Financial Liabilities						
Securities loaned	\$ 2,775	\$ —	\$ 2,775	\$ —	\$ —	\$ 2,775
Payables:						
Customers	16,405	—	16,405	—	—	16,405
Brokers, dealers and clearing organizations	86	—	86	—	—	86
Affiliates	85	—	85	—	—	85
Other liabilities and accrued expenses	63	—	63	—	—	63
Borrowings	634	—	634	—	—	634

The previous table excludes all non-financial assets and liabilities, and certain financial instruments.

5. Receivables from Contracts with Customers

Receivables from contracts with customers, which are included across the various types of Receivables balances on the Company's consolidated statement of financial condition, arise when the Company has both recorded revenues and has the right per the contract to bill customers. At December 31, 2021 and December 31, 2020, the balances related to Receivables from contracts with customers were \$46 and \$51, respectively.

6. Collateralized Transactions

The Company enters into reverse repurchase agreements with MS&Co for the exclusive benefit of customers pursuant to SEA Rule 15c3-3; and securities borrowed and securities loaned transactions with counterparties to, among other things, acquire securities to cover short positions, settle other securities obligations and accommodate customers' needs.

The Company monitors the fair value of the underlying securities as compared with the related receivable or payable, including accrued interest and requests or posts additional collateral, as provided under the applicable agreement to ensure such transactions are adequately collateralized, or that excess collateral is returned.

The risk related to a decline in the market value of collateral pledged or received is managed by setting appropriate market-based margin requirements. Increases

in collateral margin calls on securities loaned transactions due to market value declines may be mitigated by increases in collateral margin calls on securities borrowed transactions with similar quality collateral. Additionally, the Company may request lower quality collateral pledged be replaced with higher quality collateral through collateral substitution rights in the underlying agreements.

For certain of the Company's securities lending transactions, the Company uses a program with a clearing organization that guarantees the return of collateral. The Company monitors the market value of the securities borrowed and loaned using collateral arrangements that require additional collateral to be obtained from or excess collateral to be returned to the counterparties based on changes in market value in order to maintain specified collateral levels.

Securities borrowed also includes cash collateral provided to customers for fully paid lending. The fully paid lending program offered by the Company allows customers to earn income on certain securities when they permit the Company to lend these securities.

The Company actively manages its securities loaned transactions in a manner that reduces the potential refinancing risk of securities loaned transactions of less liquid assets and also considers the quality of collateral when negotiating collateral eligibility with counterparties.

Offsetting of Collateralized Transactions

	At December 31, 2021				
	Gross Amounts	Amounts Offset	Net Amounts Presented	Amounts Not Offset ¹	Net Amount
Assets:					
Securities borrowed ²	\$ 917	\$ —	\$ 917	\$ (906)	\$ 11
Liabilities:					
Securities loaned ³	\$ 2,775	\$ —	\$ 2,775	\$ (2,684)	\$ 91
Other secured financings, at fair value	\$ 287	\$ —	\$ 287	\$ (287)	\$ —

1. Amounts relate to master netting agreements that have been determined by the Company to be legally enforceable in the event of default but where certain other criteria are not met in accordance with applicable offsetting accounting guidance.
2. Included in the gross amounts of cash collateral paid for securities borrowed is \$38 at December 31, 2021 transacted through a program with a clearing organization, which guarantees the return of cash to the Company. For presentation purposes, these amounts presented are based on the counterparties under the Company's master securities loan agreements.
3. The company's securities loaned transactions represent equities with an overnight and open maturity.

Customer Margin Lending

The Company provides margin lending arrangements which allow customers to borrow against the value of qualifying securities. Customer receivables representing margin loans are included within Receivables - Customers

in the Company's statement of financial condition. Under these agreements and transactions, the Company receives collateral, including U.S. Treasury and agency securities, corporate and other debt, and corporate equities. Margin loans are collateralized by customer-owned securities held by the Company. The Company monitors required margin levels and established credit terms daily and, pursuant to

such guidelines, requires customers to deposit additional collateral, or reduce positions, when necessary.

Margin loans are extended on a demand basis and generally are not committed facilities. Factors considered in the review of margin loans are the amount of the loan, the intended purpose, the degree of leverage being employed in the account and the amount of collateral, as well as an overall evaluation of the portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral or potential hedging strategies to reduce risk.

Underlying collateral for margin loans is reviewed with respect to the liquidity of the proposed collateral positions, valuation of securities, historic trading range, volatility analysis and an evaluation of industry concentrations. For these transactions, adherence to the Company's collateral policies significantly limits its credit exposure in the event of a customer default. The Company may request additional margin collateral from customers, if appropriate, and, if necessary, may sell securities that have not been paid for or purchase securities sold but not delivered from customers.

Fair Value of Collateral Received with Right to Sell or Repledge

At December 31, 2021	
Collateral received with right to sell or repledge	\$ 28,995
Collateral that was sold or repledged ¹	5,367

1. Does not include securities segregated under federal and other regulations or requirements.

As part of the secured borrowing transactions, financial instruments owned, representing fractional shares investments held by the customer, collateralize the related repurchase obligation that is recorded as other secured financings on the statement of financial condition. The repurchase obligation is collateralized by the customer's equity securities.

7. Goodwill and Intangibles

The Company completed its annual goodwill impairment test as of July 1, 2021. There have been no changes in the carrying amount of the Company's goodwill, which was \$3,609 at December 31, 2021. Adverse market or economic events could result in impairment charges in future periods.

8. Borrowings

Borrowings at December 31, 2021 primarily consist of unsecured, uncommitted borrowings from the Ultimate Parent, at variable rates to cover operating activities, and cash overdrafts.

Borrowings

	Variable Rate At December 31, 2021
Original maturities of one year or less:	
Next 12 months	\$ 87
Original maturities greater than one year:	
Due in 2023	547
Total Borrowings	\$ 634
Weighted average coupon at period-end	1.66 %
Weighted average stated maturity, in years	1.1

The interest rates for the borrowings from the Ultimate Parent are established by the treasury function of the Firm, are periodically reassessed, and are intended to approximate the rate of interest that the Firm incurs in funding its business (the Firm proxy rate).

9. Guarantees and Contingencies

Guarantees

The Company clears its mutual fund transactions on an omnibus basis through a third-party clearing broker-dealer. The Company has agreed to indemnify its third-party clearing broker-dealer for losses to the extent sustained in connection with providing the omnibus clearing services and caused by certain acts or omissions of the Company, including any breach or default under the various relevant agreements. No such indemnification payments were made during the year ended December 31, 2021. The Company has determined that its liability under this arrangement is not reasonably estimable or probable. Accordingly, no contingent liability is carried in the statement of financial condition for these transactions.

Contingencies

Legal

In addition to the matters described below, in the normal course of business, the Company has been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with its activities as a financial services institution. Certain of the actual or threatened legal

actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. In some cases, the entities that would otherwise be the primary defendants in such cases are bankrupt or are in financial distress. While the Company has identified below proceedings that the Company believes to be material, individually or collectively, there can be no assurance that additional material losses will not be incurred from claims that have not yet been asserted or are not yet determined to be material.

The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding the Company's business, and involving, among other matters, sales and trading activities, financial products or offerings sold by the Company, and accounting and operational matters, certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

The Company contests liability and/or the amount of damages as appropriate in each pending matter. Where available information indicates that it is probable a liability had been incurred at the date of the statement of financial condition and the Company can reasonably estimate the amount of that loss, the Company accrues the estimated loss by a charge to income.

In many proceedings and investigations, however, it is inherently difficult to determine whether any loss is probable or even possible, or to estimate the amount of any loss. For certain legal proceedings and investigations, the Company cannot predict with certainty if, how or when such proceedings or investigations will be resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for proceedings and investigations where the factual record is being developed or contested or where plaintiffs or government entities seek substantial or indeterminate damages, restitution, disgorgement or penalties. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, determination of issues related to class certification and the calculation of damages or other relief, and by addressing novel or unsettled legal questions relevant to the proceedings or investigations in question, before a loss or additional loss or range of loss or additional range of loss can be reasonably estimated for a proceeding or investigation.

Subject to the foregoing, and other than the matters referred to in the following paragraphs, the Company believes, based on current knowledge and after consultation with counsel, that the outcome of such proceedings and investigations will not have a material adverse effect on the financial condition of the Company.

On August 17, 2020, certain employees and officers of a client of the Company filed a Statement of Claim with FINRA Dispute Resolution alleging that the Company mishandled certain tax sales of restricted stock grants in March 2020. Claimants allege breach of contract, breach of fiduciary duties, and negligence in the manner in which the Company liquidated positions for tax purposes. The amount of damages claimed were not specified.

On November 16, 2019, the Company was named in a putative class action styled Joshua Rupnow v. E*TRADE Securities LLC, which is pending in the United States District Court for the Southern District of New York. The claim alleged that E*TRADE breached its contract with customers by failing to disclose in a timely manner the interest rates charged on short sales of certain Hard to Borrow Securities. The Complaint seeks unspecified damages, and certification of a class of plaintiffs. E*TRADE moved to dismiss the Complaint pursuant to the Private Securities Litigation Reform Act of 1995. On December 9, 2021, the Court denied E*TRADE's motion, and set a date for the filing of an Answer.

10. Risk Management

Risk is an inherent part of the Company's business activities. Management believes effective risk management is vital to the success of the Company's business activities. Accordingly, the Company has policies and procedures in place to identify, measure, monitor, advise, challenge and control the principal risks involved in the activities of its business and support functions. The principal risks involved in the Company's business activities include credit, operational, model, compliance, cybersecurity, liquidity, strategic and reputational risk. The Company's risk management policies and related procedures are aligned with the risk appetite of the Ultimate Parent and its consolidated subsidiaries. These policies and related procedures are administered on a coordinated global and legal entity basis with consideration given to each subsidiary's, including the Company's, specific capital and regulatory requirements. For the Risk Management discussion which follows, the term "Company" includes the Ultimate Parent and its subsidiaries.

The cornerstone of the Company's risk management philosophy is the pursuit of risk-adjusted returns through prudent risk-taking that protects the Company's capital base and franchise. This is implemented utilizing five key principles: integrity, comprehensiveness, independence, accountability, and transparency. To help ensure the efficacy of risk management, which is an essential component of the Company's reputation, senior management requires thorough and frequent communication and the appropriate escalation of risk matters. The fast-paced, complex, and constantly evolving nature of global financial markets requires the Company to

maintain a risk management culture that is incisive, knowledgeable about specialized products and markets, and subject to ongoing review and enhancement.

Credit Risk

Credit risk refers to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to the Company. Credit Risk includes Country Risk, which is the risk that events in, or affect a foreign country (any country other than the U.S.) might adversely affect the Company. The Company primarily incurs credit risk exposure to institutions and individuals. This risk may arise from a variety of business activities, including, but not limited to, extending credit to clients through lending commitments; providing short- or long-term funding that is secured by physical or financial collateral whose value may at times be insufficient to fully cover the loan repayment amount; posting margin and/or collateral to clearinghouses, clearing agencies, exchanges, banks, securities firms and other financial counterparties; placing funds on deposit at other financial institutions to support its clearing and settlement obligations; and investing or trading in securities, whereby the value of these assets may fluctuate based on realized or expected defaults on the underlying obligations or loans. This type of risk requires credit analysis of specific counterparties, both initially and on an ongoing basis. The Company also incurs credit risk through margin and other customer securities-based lending transactions, which are collateralized by securities.

The Company establishes practices to evaluate, monitor and control credit risk exposure both within and across business activities. The Company's credit risk exposure is actively managed by credit professionals (and the Business Unit's Risk Management, as appropriate) who monitors risk exposures, including margin loans and credit-sensitive, higher risk transactions.

The Company is responsible for ensuring timely and transparent communication of material credit risks, approving certain extensions of credit and escalating of risk concentrations to appropriate senior management.

Operational Risk

Operational risk refers to the risk of loss, or of damage to the Company's reputation, resulting from inadequate or failed processes or systems, from human factors or from external events (e.g., fraud, theft, legal and compliance risks, cyber attacks or damage to physical assets). The Company may incur operational risk across the full scope of its business activities, including revenue-generating activities (e.g., providing financial advice) and support and control groups (e.g., information technology and trade processing).

The Company's operational risk framework is established to identify, measure, monitor and control risk. Effective operational risk management is essential to reducing the impact of operational risk incidents and mitigating legal, regulatory and reputational risks. The framework is continually evolving to account for changes in the Company and to respond to the changing regulatory and business environment.

Model Risk

Model risk refers to the potential for adverse consequences from decisions based on incorrect or misused model outputs. Model risk can lead to financial loss, poor business and strategic decision making or damage to the Company's reputation. The risk inherent in a model is a function of the materiality, complexity and uncertainty around inputs and assumptions. Model risk is generated from the use of models impacting financial statements, regulatory filings capital adequacy assessments and the formulation of strategy.

Sound model risk management is an integral part of the Company's Risk Management Framework. Model Risk Management (MRM) is a distinct department in Risk Management responsible for the oversight of model risk. MRM establishes a model risk tolerance in line with the Ultimate Parent's risk appetite. The tolerance is based on an assessment of the materiality of the risk of financial loss or reputational damage due to errors in design, implementation and/or inappropriate use of models. The tolerance is monitored through model-specific and aggregate business-level assessments, which are based upon qualitative and quantitative factors.

A guiding principle for managing model risk is the "effective challenge" of models. The effective challenge of models is defined as critical analysis by objective, informed parties who can identify model limitations and assumptions and drive appropriate changes. MRM provides effective challenge of models, independently validates and approves models for use, annually recertifies models, identifies and tracks remediation plans for model limitations and reports on model risk metrics. The department also oversees the development of controls to support a complete and accurate Company-wide model inventory.

Liquidity Risk

Liquidity risk refers to the risk that the Company will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets. Liquidity risk also encompasses the Company's ability (or perceived ability) to meet its financial obligations without experiencing significant business disruption or reputational damage that may threaten its viability as a going concern.

Generally, the Company incurs liquidity and funding risk as a result of its trading, lending, investing and client facilitation activities.

The Company's Liquidity Risk Management Framework is critical to help ensure that the Company maintains sufficient liquidity reserves and durable funding sources to meet the Company's daily obligations and to withstand unanticipated stress events. The Liquidity Risk Department ensures transparency of material liquidity and funding risks, compliance with established risk limits and escalation of risk concentrations to appropriate senior management. To execute these responsibilities, the Liquidity Risk Department establishes limits in line with its risk appetite, identifies and analyzes emerging liquidity and funding risks to ensure such risks are appropriately mitigated, monitors and reports risk exposures against metrics and limits, and reviews the methodologies and assumptions underpinning its Liquidity Stress Tests to ensure sufficient liquidity and funding under a range of ad

11. Income Taxes

The Company is a single-member limited liability company that is treated as a disregarded entity for federal income tax purposes, but has elected to continue to include its allocated amount of current and deferred taxes in these financial statements. As such the Company has a Tax Sharing Agreement with the Ultimate Parent in order to record its related current and deferred federal, state and local taxes. The Company is included in the consolidated federal income tax return filed by the Ultimate Parent. Federal income taxes have generally been provided on a modified separate entity basis. The Company is included in the combined state and local income tax returns with the Ultimate Parent and certain other subsidiaries of the Ultimate Parent. State and local income taxes have been provided on separate entity income at the effective tax rate of the Company's combined filing group.

In accordance with the terms of the Tax Sharing Agreement, current taxes (federal, combined and unitary states) are settled periodically with the Ultimate Parent, who pays these taxes on behalf of the Company

Deferred Tax Assets and Liabilities

**At December 31,
2021**

Gross deferred tax assets:		
Allowance for credit losses and other reserves	\$	11
Employee compensation and benefit plans		2
Fixed assets		1
Total deferred tax assets		14
Deferred tax assets valuation allowance		—
Deferred tax assets after valuation allowance		14
Gross deferred tax liabilities:		
Intangibles and Goodwill		(598)
Other		(1)
Total deferred tax liabilities		(599)
Net deferred tax liabilities		(585)

Deferred income taxes reflect the net tax effects of temporary differences between the financial reporting and tax bases of assets and liabilities and are measured using the applicable enacted tax rates and laws that will be in effect when such differences are expected to reverse.

The Company's net deferred tax liabilities are included in Other liabilities and accrued expenses within the statement of financial condition.

The Company is subject to the income and indirect tax laws of the U.S., its states and municipalities in which the Company has significant business operations. These tax laws are complex and subject to interpretations by the taxpayer and the relevant governmental taxing authorities. The Company must make judgments and interpretations about the application of these inherently complex tax laws when determining the provision for income taxes and the expense for indirect taxes and must also make estimates about when certain items affect taxable income in the various tax jurisdictions.

Disputes over interpretations of the tax laws may be settled with the taxing authority upon examination or audit. The Company periodically evaluates the likelihood of assessments in each taxing jurisdiction resulting from current and subsequent years' examinations, and unrecognized tax benefits related to potential losses that may arise from tax audits are established in accordance with the relevant accounting guidance. Once established, unrecognized tax benefits are adjusted when there is more information available or when an event occurs requiring a change.

Rollforward of Unrecognized Tax Benefits.

Balance at December 31, 2020	\$	—
Increase based on tax positions related to the current period		3
Balance at December 31, 2021	\$	3
Net unrecognized tax benefits ¹	\$	3

1. Represent ending unrecognized tax benefits adjusted for the impact of the federal benefit of state issues, competent authority arrangements and foreign tax credit offsets. If recognized, these net benefits would favorably impact the effective tax rate in future periods.

It is reasonably possible that significant changes in the balance of unrecognized tax benefits may occur within the next 12 months. At this time, however, it is not possible to reasonably estimate the expected change to the total amount of unrecognized tax benefits and the impact on the Company's effective tax rate over the next 12 months.

Earliest Tax Year Subject to Examination in Major Tax Jurisdictions

Jurisdiction	Tax Year
United States	2018
Various States ¹	2013

1. Major state and local tax jurisdictions include California, Illinois, New York, New York City and Virginia.

The Company, through its inclusion in the return of the Ultimate Parent, is under continuous examination by the Internal Revenue Service (the "IRS") and other tax authorities in certain states and localities in which the Company has significant business operations, such as New York.

The Company believes that the resolution of these tax examinations will not have a material effect on the statement of financial condition.

12. Regulatory Requirements

Regulatory Capital

The Company is subject to the Uniform Net Capital Rule (the Rule) under the Securities Exchange Act of 1934 administered by the SEC and FINRA, which requires the maintenance of minimum net capital. The Company has elected to use the alternative method permitted by the Rule, which requires that the Company maintain net capital equal to the greater of \$0.25 or 2% of aggregate debit balances arising from customer transactions. Under the alternative method, a broker-dealer may not repay subordinated borrowings, pay cash dividends, or make any unsecured advances or loans to its Ultimate Parent or employees if such payment would result in net capital of less than 5% of

aggregate debit balances or less than 120% of its minimum dollar amount requirement. At December 31, 2021, the Company had net capital of \$2,166 (9.40% of aggregate debit balances), which exceeded the minimum requirement by \$1,705.

Customer Protection

As a registered U.S. broker-dealer, the Company is subject to the customer protection provisions under SEA Rule 15c3-3, which requires the Company to compute a reserve requirement for customers and deposit cash or securities into a special reserve bank account for the exclusive benefit of customers. As of December 31, 2021, the Company had \$300 cash in the special reserve bank account for the exclusive benefit of customers.

Glossary of Common Acronyms

ETB	E*TRADE Bank
ETCM	E*TRADE Capital Management, LLC
ETF	E*TRADE Futures LLC
ETFCS	E*TRADE Financial Corporate Services, Inc.
ETIS	E*TRADE Information Services, LLC
ETSB	E*TRADE Savings Bank
FASB	Financial Accounting Standards Board
FINRA	The Financial Industry Regulatory Authority
IRS	Internal Revenue Service
MSBNA	Morgan Stanley Bank, N.A
MS&Co.	Morgan Stanley & Co. LLC
MSPBNA	Morgan Stanley Private Bank, National Association
MSSG	Morgan Stanley Services Group Inc.
SEA	U.S. Securities and Exchange Act
SEC	U.S. Securities and Exchange Commission
SIPC	Securities Investor Protection Corporation
U.S.	United States of America, which includes the District of Columbia, Puerto Rico, and the U.S. territories and in the United States of America
U.S. GAAP	Accounting principles generally accepted in the United States of America