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Interactive Brokers Group, Inc.

Form ARS

March 18, 2011







































**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-K**

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

**For the year ended December 31, 2010**

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**Commission File Number: 001-33440**

**INTERACTIVE BROKERS GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**30-0390693**  
(I.R.S. Employer  
Identification No.)

**One Pickwick Plaza**  
**Greenwich, Connecticut 06830**  
(Address of principal executive office)

**(203) 618-5800**  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of the each exchange on which registered</b>
Common Stock, par value \$.01 per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the securities act. Yes  No

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Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or 15(d) of the act. Yes  No .

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  No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if 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 .

The aggregate market value of the voting and non-voting common equity stock held by non-affiliates of the registrant was approximately \$700,900,000 computed by reference to the \$16.60 closing sale price of the common stock on the NASDAQ Global Select Market, on June 30, 2010, the last business day of the registrant's most recently completed second fiscal quarter.

As of February 28, 2011, there were 42,231,551 shares of the issuer's Class A common stock, par value \$0.01 per share, outstanding and 100 shares of the issuer's Class B common stock, par value \$0.01 per share, outstanding.

**Documents Incorporated by Reference:** Portions of Registrant's definitive proxy statement for its 2011 annual meeting of shareholders are incorporated by reference in Part III of this Form 10-K.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

We have included or incorporated by reference in this Annual Report on Form 10-K, and from time to time our management may make statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, but instead represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These statements include statements other than historical information or statements of current condition and may relate to our future plans and objectives and results, among other things, and may also include our belief regarding the effect of various legal proceedings, as set forth under "Legal Proceedings" in Part I, Item 3 of this Annual Report on Form 10-K, as well as statements about the objectives and effectiveness of our liquidity policies, statements about trends in or growth opportunities for our businesses, in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report on Form 10-K. By identifying these statements for you in this manner, we are alerting you to the possibility that our actual results may differ, possibly materially, from the anticipated results indicated in these forward-looking statements. Important factors that could cause actual results to differ from those in the forward-looking statements include, among others, those discussed below and under "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this Annual Report on Form 10-K.

Factors that could cause actual results to differ materially from any future results, expressed or implied, in these forward-looking statements include, but are not limited to, the following:

general economic conditions in the markets where we operate;

increased industry competition and downward pressures on bid/offer spreads and electronic brokerage commissions;

risks inherent to the electronic market making and brokerage businesses;

implied versus actual price volatility levels of the products in which we make markets;

the general level of interest rates;

failure to protect or enforce our intellectual property rights in our proprietary technology;

our ability to keep up with rapid technological change;

system failures and disruptions;

non-performance of third-party vendors;

conflicts of interest and other risks due to our ownership and holding company structure;

the loss of key executives and failure to recruit and retain qualified personnel;

the risks associated with the expansion of our business;

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our possible inability to integrate any businesses we acquire;

compliance with laws and regulations, including those relating to the securities industry; and

other factors discussed under "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K or elsewhere in this Annual Report on Form 10-K.

We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this Annual Report on Form 10-K.

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**PART I**

**ITEM 1. BUSINESS**

**Overview**

Interactive Brokers Group, Inc. ("IBG, Inc." or the "Company") is an automated global electronic market maker and broker specializing in routing orders and executing and processing trades in securities, futures, foreign exchange instruments, bonds and mutual funds on more than 90 electronic exchanges and trading venues around the world. In the U.S., our business is conducted from our headquarters in Greenwich, Connecticut, Chicago, Illinois and Jersey City, New Jersey. Abroad, we conduct business through offices located in Canada, England, Switzerland, Hong Kong, India, Australia and Japan. At December 31, 2010 we had 857 employees worldwide.

IBG, Inc. is a holding company and our primary assets are our ownership of approximately 10.8% of the membership interests of IBG LLC, the current holding company for our businesses. We are the sole managing member of IBG LLC. On May 3, 2007, IBG, Inc. priced its initial public offering (the "IPO") of shares of common stock. In connection with the IPO, IBG, Inc. purchased 10.0% of the membership interests in IBG LLC and began to consolidate IBG LLC's financial results into its financial statements. When we use the terms "we," "us," and "our," we mean IBG LLC and its subsidiaries for periods prior to the IPO, and IBG, Inc. and its subsidiaries (including IBG LLC) for periods from and after the IPO. Unless otherwise indicated, the term "common stock" refers to the Class A common stock of IBG, Inc.

We are a successor to the market making business founded by our Chairman and Chief Executive Officer, Thomas Peterffy, on the floor of the American Stock Exchange in 1977. Since our inception, we have focused on developing proprietary software to automate broker-dealer functions. During that time, we have been a pioneer in developing and applying technology as a financial intermediary to increase liquidity and transparency in the capital markets in which we operate. The advent of electronic exchanges in the last 20 years has provided us with the opportunity to integrate our software with an increasing number of exchanges and trading venues into one automatically functioning, computerized platform that requires minimal human intervention. Three decades of developing our automated market making platform and our automation of many middle and back office functions has allowed us to become one of the lowest cost providers of broker-dealer services and significantly increase the volume of trades we handle.

Our activities are divided into two principal business segments: (1) market making and (2) electronic brokerage:

As a market maker, we provide continuous bid and offer quotations on over 620,000 securities and futures products listed on electronic exchanges around the world. Our quotes are driven by proprietary mathematical models that assimilate market data and reevaluate our outstanding quotes each second. Unlike firms that trade over-the-counter ("OTC") derivative products, our business creates liquidity and transparency on electronic exchanges.

As a direct market access broker, we serve the customers of both traditional brokers and prime brokers. We provide our customers with an advanced order management, trade execution and portfolio management platform at a very low cost. Our customers can simultaneously access different financial markets worldwide and trade across multiple asset classes (stocks, options, futures, foreign exchange ("forex"), bonds and mutual funds) denominated in 15 different currencies, on one screen, from a single account based in any major currency. Our large bank and broker-dealer customers may "white label" our trading interface (i.e., make our trading interface available to their customers without referencing our name), or can select from among our modular functionalities, such as order routing, trade reporting or clearing on specific



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products or exchanges where they may not have up-to-date technology, to offer their customers a complete global range of services and products.

Our electronic market making and brokerage businesses are complementary. Both benefit from our combined scale and volume, as well as from our proprietary technology. Our brokerage customers benefit from the technology and market structure expertise developed in our market making business. The expense of developing and maintaining our unique technology, clearing, settlement, banking and regulatory structure required by any specific exchange or market center is shared by both of our businesses. This, in turn, enables us to provide lower transaction costs to our customers than our competitors, whether they use our services as a market maker, broker or both. In addition, we believe we gain a competitive advantage by applying the software features we have developed for a specific product or market to newly-introduced products and markets over others who may have less automated facilities in one or both of our businesses or who operate only in a subset of the exchanges and market centers on which we operate. Our trading system contains unique architectural aspects that, together with our massive trading volume in markets worldwide, may impose a significant barrier to entry for firms wishing to compete in our specific businesses and permit us to compete favorably against our competitors.

Our Internet address is [www.interactivebrokers.com](http://www.interactivebrokers.com) and the investor relations section of our web site is located at [www.interactivebrokers.com/ir](http://www.interactivebrokers.com/ir). We make available free of charge, on or through the investor relations section of our web site, this Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, related Interactive Data exhibits, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission ("SEC"). Also posted on our web site are our Bylaws, our Amended and Restated Certificate of Incorporation, charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee of our board of directors, our Accounting Matters Complaint Policy, our Whistle Blower Hotline, our Corporate Governance Guidelines and our Code of Business Conduct and Ethics governing our directors, officers and employees. Within the time periods required by SEC and the NASDAQ Stock Market ("NASDAQ"), we will post on our web site any amendment to the Code of Business Conduct and Ethics and any waiver applicable to any executive officer, director or senior financial officer. In addition, our web site includes information concerning purchases and sales of our equity securities by our executive officers and directors, as well as disclosure relating to certain non-GAAP financial measures (as defined in Regulation G) promulgated under the Securities Act of 1933, as amended (the "Securities Act") and the Securities Exchange Act of 1934, as amended (the "Exchange Act") that we may make public orally, telephonically, by webcast, by broadcast or by similar means from time to time.

Our Investor Relations Department can be contacted at Interactive Brokers Group, Inc., Eight Greenwich Office Park, Greenwich, Connecticut 06831, Attn: Investor Relations, telephone: 203-618-4070, e-mail: [investor-relations@interactivebrokers.com](mailto:investor-relations@interactivebrokers.com).

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		Year Ended December 31,		
		2010	2009	2008
		(in millions)		
<b>Market Making</b>	Net revenues	\$ 379.2	\$ 626.4	\$ 1,343.5
	Non-interest expenses	289.7	295.6	315.9
	Income before income taxes	\$ 89.5	\$ 330.8	\$ 1,027.6
	Pre-tax profit margin	24%	53%	76%
<b>Electronic Brokerage</b>	Net revenues	\$ 547.3	\$ 474.4	\$ 505.8
	Non-interest expenses	272.5	243.2	281.8
	Income before income taxes	\$ 274.8	\$ 231.2	\$ 224.0
	Pre-tax profit margin	50%	49%	44%
<b>Corporate</b>	Net revenues	\$ (4.4)	\$ (0.5)	\$ 1.1
	Non-interest expenses	19.1	17.0	2.7
	Income before income taxes	\$ (23.5)	\$ (17.5)	\$ (1.6)
<b>Total</b>	Net revenues	\$ 922.1	\$ 1,100.3	\$ 1,850.4
	Non-interest expenses	581.3	555.8	600.4
	Income before income taxes	\$ 340.8	\$ 544.5	\$ 1,250.0
	Pre-tax profit margin	37%	49%	68%

Financial information concerning our business segments for each of 2010, 2009, and 2008 is set forth in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the consolidated financial statements and the notes thereto, which are in Part II, Items 7 and 8 of this Annual Report on Form 10-K.

**Market Making Timber Hill**

Market making represented 41% of 2010 net revenues. We conduct our market making business through our Timber Hill ("TH") subsidiaries. As one of the largest market makers on many of the world's leading electronic exchanges, we provide liquidity by offering competitively tight bid/offer spreads over a broad base of over 620,000 tradable, exchange-listed products, including equity derivative products, equity index derivative products, equity securities and futures. As principal, we commit our own capital and derive revenues or incur losses from the difference between the price paid when securities are bought and the price received when those securities are sold. Historically, our profits have been principally a function of transaction volume and price volatility of electronic exchange-traded products rather than the direction of price movements. Other factors, including the ratio of actual to implied volatility and shifts in foreign currency exchange rates, can also have a meaningful impact on our results, as described further in "Business Environment" in Part II, Item 7 of this Annual Report on Form 10-K.

Our strategy is to calculate quotes at which supply and demand for a particular security are likely to be in balance a few seconds ahead of the market and execute small trades at tiny but favorable differentials. Because we provide continuous bid and offer quotations and we are continuously both buying and selling quoted securities, we may have either a long or a short position in a particular product at a given point in time. As a matter of practice, we will generally not take portfolio positions in either the broad market or the financial instruments of specific issuers in anticipation that prices will either rise or fall. Our entire portfolio is evaluated each second and continuously rebalanced

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throughout the trading day, thus minimizing the risk of our portfolio at all times. This real-time rebalancing of our portfolio, together with our real-time proprietary risk management system, enables us to curtail risk and to be profitable in both up-market and down-market scenarios. Our quotes are based on our proprietary model rather than customer order flow, and we believe that this approach provides us with a competitive advantage.

We are a market leader in exchange-traded equity options and equity-index options and futures. Together with our electronic brokerage customers, in 2010 we accounted for approximately 10.1% of exchange-listed equity options traded worldwide and approximately 10.2% of exchange-listed equity options volume traded on those markets in which we actively trade, according to data received from exchanges worldwide. Our ability to make markets in such a large number of exchanges and market centers simultaneously around the world is one of our core strengths and has contributed to the large volumes in our market making business. We engage in market making operations in North and South America, Europe and in the Asia/Pacific regions as described below.

*North and South American Market Making Activities.* Our U.S. market making activities are conducted through Timber Hill LLC ("TH LLC"), a SEC-registered securities broker-dealer that conducts market making in equity derivative products, equity index derivative products and equity securities. Since its inception in 1982, TH LLC has grown to become one of the largest of the listed options market makers in the United States. As of December 31, 2010, TH LLC held specialist, primary market maker or lead market maker designations in options on approximately 1,300 underlying securities listed in the United States. TH LLC is a member of the, Boston Options Exchange, BATS exchange, Chicago Board Options Exchange, Chicago Mercantile Exchange, Chicago Board of Trade, International Securities Exchange, NYSE AMEX Options Exchange, NYSE Arca, OneChicago and NASDAQ OMX PHLX. TH LLC also conducts market making activities in Mexico at the MEXDER and the Mexican Stock Exchange and in Brazil at the São Paulo Stock Exchange and the Brazilian Mercantile and Futures Exchange. We conduct market making activities in Canada through our Canadian subsidiary, Timber Hill Canada Company ("THC") at the Toronto Stock Exchange and Montreal Exchange. In addition, we participate in stock trading at the notable Electronic Communications Networks ("ECNs") in both the U.S. and Canada.

*European, Asian, and Australian Market Making Activities.* Our European, Asian, and Australian market making subsidiaries, primarily Timber Hill Europe AG ("THE"), conduct operations in 23 countries, comprising the major securities markets in these regions.

We began our market making operations in Europe in 1990. In Germany and Switzerland, we have been among the largest equity options market makers in terms of volume on Eurex, one of the world's largest futures and options exchanges, which is jointly operated by Deutsche Börse AG and SIX Swiss Exchange. We have also been active in trading German stocks and warrants as a member of XETRA, the German electronic stock trading system, and the Frankfurt and Stuttgart stock exchanges; and in Swiss stocks and warrants as a member of the SIX Swiss Exchange. Our other European operations are conducted on the London Stock Exchange; the Irish Stock Exchange; the Copenhagen Stock Exchange; the Helsinki Stock Exchange; the Euronext exchanges in Amsterdam, Paris, Brussels, Lisbon and London; NASDAQ OMX Nordic in Sweden, Finland and Denmark; the Swedish Stock Exchange; the MEFF and Bolsa de Valencia in Spain; the IDEM and Borsa Valori de Milano in Milan; and the ÖTOB in Vienna.

Since 1995, we have conducted market making operations in Hong Kong. Our Hong Kong subsidiary, Timber Hill Securities Hong Kong Ltd ("THSHK"), is a member of the cash and derivatives markets of the Hong Kong Exchanges. Since 1997, we have conducted operations in Australia. Our Australian subsidiary, Timber Hill Australia Pty Ltd ("THA"), is a member of the Australian Stock Exchange, and routes orders for its trading on the Sydney Futures Exchange through its affiliate, Interactive Brokers LLC. We commenced trading in Japan during 2002, Korea and Singapore during

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2004 and Taiwan in 2007. In 2008, we began our market making operation in India through our subsidiary, Interactive Brokers (India) Private Limited ("IBI"), which is a member of the National Stock Exchange of India and the Bombay Stock Exchange.

Most of the above trading activities take place on exchanges and all securities and commodities that we trade are cleared by exchange owned or authorized clearing houses.

**Electronic Brokerage Interactive Brokers**

Electronic brokerage represented 59% of 2010 net revenues. We conduct our electronic brokerage business through our Interactive Brokers ("IB") subsidiaries. As an electronic broker, we execute, clear and settle trades globally for both institutional and individual customers. Capitalizing on the technology originally developed for our market making business, IB's systems provide our customers with the capability to monitor multiple markets around the world simultaneously and to execute trades electronically in these markets at a low cost in multiple products and currencies from a single trading account.

Since launching this business in 1993, we have grown to approximately 158,000 institutional and individual brokerage customers. We provide our customers with what we believe to be one of the most effective and efficient electronic brokerage platforms in the industry. The following are key highlights of our electronic brokerage business:

*Low Costs* We provide our customers with among the lowest transaction costs in two ways. First, our customers benefit from our advanced routing of orders designed to achieve the best available price. Second, we offer among the lowest execution, commission and financing costs in the industry.

*Risk Control* Throughout the trading day, we calculate margin requirements for each of our customers on a real-time basis across all product classes (stocks, options, futures, bonds, forex, and mutual funds) and across all currencies. Our customers are alerted to approaching margin violations and if a customer's equity falls below what is required to support that customer's margin, we automatically liquidate positions on a real-time basis to bring the customer's account into margin compliance. This is done to protect IB, as well as the customer, from excessive losses.

*IB Universal Account<sup>SM</sup>* From a single point of entry in one IB Universal Account<sup>SM</sup> our customers are able to trade products denominated in 15 currencies, across multiple classes of tradable, exchange-listed products, including stocks, options, futures, bonds, forex and mutual funds traded on more than 90 exchanges and market centers and in 19 countries around the world seamlessly. Our recent geographic efforts have been focused on our subsidiaries in India and Japan and our representative office in Shanghai, China.

*IB SmartRouting<sup>SM</sup>* Our customers benefit from our advanced order routing. IB SmartRouting<sup>SM</sup> retains control of the customer's order, continuously searches for the best available price and, unlike most other routers, dynamically routes and re-routes all or parts of a customer's order to achieve optimal execution and among the lowest execution and commission costs in the industry. In order to highlight the quality of our price executions, we publish on our website independent measurements performed by a third party provider of transaction analysis to illustrate IB's net price improvement versus the industry.

*Flexible and Customizable System* Our platform is designed to provide an efficient customer experience, beginning with a highly automated account opening process and ending with a fast trade execution, with real-time position monitoring. Our sophisticated interface provides interactive real-time views of account balances, positions, profits or losses, buying power and "what-if" scenarios to enable our customers to more easily make informed investment decisions

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and trade efficiently. Our system is configured to remember the user's preferences and is specifically designed for multi-screen systems. When away from their main workstations, customers are able to access their accounts through our IB WebTrader<sup>SM</sup> or MobileTrader interfaces.

*Interactive Analytics<sup>SM</sup> and IB Options Analytics<sup>SM</sup>* We offer our customers state-of-the-art tools, which include a customizable trading platform, advanced analytic tools and sophisticated order types such as guaranteed combination trades. IB also provides real-time option analytics, an arbitrage meter (a tool that illustrates the extent of the premium (or discount) of the lead month futures price above (or below) its fair future value with respect to the index price) and various combinations of charts and other analytical tools.

*IB Risk Navigator<sup>SM</sup>* We offer free to all customers, our real-time market risk management platform that unifies exposure across multiple asset classes around the globe. The system is capable of identifying overexposure to risk by starting at the portfolio level and drilling down into successively greater detail within multiple report views. Report data is updated every ten seconds or upon changes to portfolio composition. Predefined reports allow the summarization of a portfolio from different risk perspectives, and allow views of Exposure, Value at Risk ("VaR"), Delta, Gamma, Vega and Theta, profit and loss and position quantity measures for the different portfolio views. The system also offers the customer the ability to modify positions through "what-if" scenarios that show hypothetical changes to the risk summary.

*White Labeling* Our large bank and broker-dealer customers may "white label" our trading interface or can select from among our modular functionalities, such as order routing, trade reporting or clearing, on specific products or exchanges where they may not have up-to-date technology, in order to offer to their customers a complete global range of services and products.

IB provides its customers with high-speed trade execution at low commission rates, in large part because it utilizes the backbone technology developed for Timber Hill's market making operations. As a result of our advanced electronic brokerage platform, IB attracts sophisticated and active investors. No single customer represents more than 2% of our commissions and execution fees.

### **Technology**

Our proprietary technology is the key to our success. We built our business on the belief that a fully computerized market making system that could integrate pricing and risk exposure information quickly and continuously would enable us to make markets profitably in many different financial instruments simultaneously. We believe that integrating our system with electronic exchanges and market centers results in transparency, liquidity and efficiencies of scale. Together with the IB SmartRouting<sup>SM</sup> system and our low commissions, this reduces overall transaction costs to our customers and, in turn, increases our transaction volume and profits. Over the past 33 years, we have developed an integrated trading system and communications network and have positioned our company as an efficient conduit for the global flow of risk capital across asset and product classes on electronic exchanges around the world, permitting us to have one of the lowest cost structures in the industry. We believe that developing, maintaining and continuing to enhance our proprietary technology provides us and our customers with the competitive advantage of being able to adapt quickly to the changing environment of our industry and to take advantage of opportunities presented by new exchanges, products or regulatory changes before our competitors.

The quotes that we provide as market makers are driven by proprietary mathematical models that assimilate market data and re-evaluate our outstanding quotes each second. Because our technology infrastructure enables us to process large volumes of pricing and risk exposure information rapidly, we are able to make markets profitably in securities with relatively low spreads between bid and offer

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prices. As market makers, we must ensure that our interfaces connect effectively and efficiently with each exchange and market center where we make markets and that they are in complete conformity with all the applicable rules of each local venue. Utilizing up-to-date computer and telecommunications systems, we transmit continually updated pricing information directly to exchange computer devices and receive trade and quote information for immediate processing by our systems. As a result, we are able to maintain more effective control over our exposure to price and volatility movements on a real-time basis than many of our competitors. This is important, not only because our system must process, clear and settle several hundred thousand market maker trades per day with a minimal number of errors, but also because the system monitors and manages the risk on the entire portfolio, which generally consists of more than ten million open contracts distributed among more than 100,000 different products. Using our system, which we believe affords an optimal interplay of decentralized trading activity and centralized risk management, we quote markets in over 620,000 securities and futures products traded around the world.

In our electronic brokerage business, our proprietary technology infrastructure enables us to provide our customers with the ability to effect trades at among the lowest execution and commission costs in the industry. Additionally, our customers benefit from real-time systems optimization for our market making business. Customer trades are both automatically captured and reported in real time in our system. Our customers trade on more than 90 exchanges and market centers in 19 countries around the world. All of these exchanges are partially or fully electronic, meaning that a customer can buy or sell a product traded on that exchange via an electronic link from his or her computer terminal through our system to the exchange. We offer our products and services through a global communications network that is designed to provide secure, reliable and timely access to the most current market information. We provide our customers with a variety of means to connect to our brokerage systems, including dedicated point-to-point data lines, virtual private networks and the Internet.

Specifically, our customers receive worldwide electronic access connectivity through our Trader Workstation (our real-time Java-based trading platform), our proprietary Application Program Interface ("API"), and/or industry standard Financial Information Exchange ("FIX") connectivity. Customers who want a professional quality trading application with a sophisticated user interface utilize our Trader Workstation. Customers interested in developing program trading applications in MS-Excel, Java, Visual Basic or C++ utilize our API. Large institutions with FIX infrastructure prefer to use our FIX solution for seamless integration of their existing order gathering and reporting applications.

While many brokerages, including online brokerages, rely on manual procedures to execute many day-to-day functions, IB employs proprietary technology to automate, or otherwise facilitate, many of the following functions:

account opening process;

order routing and best execution;

seamless trading across all types of securities and currencies around the world from one account;

order types and analytical tools offered to customers;

delivery of customer information, such as confirmations, customizable real-time account statements and audit trails;

customer service; and

risk management through automated real-time credit management of all new orders and margin monitoring.

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**Research and Development**

One of our core strengths is our expertise in the rapid development and deployment of automated technology for the financial markets. Our core software technology is developed internally, and we do not generally rely on outside vendors for software development or maintenance. To achieve optimal performance from our systems, we are continuously rewriting and upgrading our software. Use of the best available technology not only improves our performance but also helps us attract and retain talented developers. Our software development costs are low because the employees who oversee the development of the software are the same employees who design the application and evaluate its performance. This also enables us to add features and further refine our software rapidly.

Our internally-developed, fully integrated trading and risk management systems are unique and transact across all product classes on more than 90 markets and 18 currencies around the world. These systems have the flexibility to assimilate new exchanges and new product classes without compromising transaction speed or fault tolerance. Fault tolerance, or the ability to maintain system performance despite exchange malfunctions or hardware failures, is crucial to successful market making and ensuring best executions for brokerage customers. Our systems are designed to detect exchange malfunctions and quickly take corrective actions by re-routing pending orders.

Our company is technology-focused, and our management team is hands-on and technology-savvy. Most members of the management team write detailed program specifications for new applications. The development queue is prioritized and highly disciplined. Progress on programming initiatives is generally tracked on a weekly basis by a steering committee consisting of senior executives. This enables us to prioritize key initiatives and achieve rapid results. All new business starts as a software development project. We generally do not engage in any business that we cannot automate and incorporate into our platform prior to entering into the business.

The rapid software development and deployment cycle is achieved by our ability to leverage a highly integrated, object oriented development environment. The software code is modular, with each object providing a specific function and being reusable in multiple applications. New software releases are tracked and tested with proprietary automated testing tools. We are not hindered by disparate and often limiting legacy systems assembled through acquisitions. Virtually all of our software has been developed and maintained with a unified purpose.

For over 30 years, we have built and continuously refined our automated and integrated, real-time systems for world-wide trading, risk management, clearing and cash management, among others. We have also assembled a proprietary connectivity network between us and exchanges around the world. Efficiency and speed in performing prescribed functions are always crucial requirements for our systems. As a result, our trading systems are able to assimilate market data, recalculate and distribute streaming quotes for tradable products in all product classes each second.

**Risk Management Activities**

The core of our risk management philosophy is the utilization of our fully integrated computer systems to perform critical, risk-management activities on a real-time basis. In our market making business, our real-time integrated risk management system seeks to ensure that overall IBG positions are continuously hedged at all times, curtailing risk. In our electronic brokerage business, integrated risk management seeks to ensure that each customer's positions are continuously credit checked and brought into compliance if equity falls short of margin requirements, curtailing bad debt losses.

We actively manage our global currency exposure on a continuous basis by maintaining our equity in a basket of major currencies we call GLOBALS. We define the GLOBAL as consisting of fractions of a U.S. dollar, Euro, Japanese yen, British pound, Canadian dollar and Australian dollar. The currencies comprising the GLOBAL and their relative proportions can change over time.

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*Market Making*

We employ certain hedging and risk management techniques to protect us from a severe market dislocation. Our risk management policies are developed and implemented by our Chairman and our steering committee, which is comprised of senior executives of our various companies. Our strategy is to calculate quotes a few seconds ahead of the market and execute small trades at a tiny but favorable differential as a result. This is made possible by our proprietary pricing model, which evaluates and monitors the risks inherent in our portfolio, assimilates market data and reevaluates the outstanding quotes in our portfolio each second. Our model automatically rebalances our positions throughout each trading day to manage risk exposures both on our options and futures positions and the underlying securities, and will price the increased risk that a position would add to the overall portfolio into the bid and offer prices we post. Under risk management policies implemented and monitored primarily through our computer systems, reports to management, including risk profiles, profit and loss analysis and trading performance, are prepared on a real-time basis as well as daily and periodical bases. Although our market making is completely automated, the trading process and our risk are monitored by a team of individuals who, in real time, observe various risk parameters of our consolidated positions. Our assets and liabilities are marked-to-market daily for financial reporting purposes and re-valued continuously throughout the trading day for risk management and asset/liability management purposes.

Since 1990 we have continually expanded our market presence and the number of financial instruments in which we make markets. This diversification acts as a passive form of portfolio risk management.

We trade primarily the options on stocks (and individual stocks) where the underlying equity market capitalization is greater than \$1 billion. Throughout the trading day we produce online, real-time profit and loss, risk evaluation, activity and other management reports. Our software assembles from external sources a balance sheet and income statements for our accounting department to reconcile the trading system results.

The adaptability of our portfolio risk management system and trading methods have allowed us to expand (1) the number of financial instruments traded and (2) across markets.

*Electronic Brokerage*

IB calculates margin requirements for each of its customers on a real-time basis across all product classes (stocks, options, futures, forex, bonds and mutual funds) and across all currencies. Recognizing that IB's customers are experienced investors, we expect our customers to manage their positions proactively and we provide tools to facilitate our customers' position management. However, if a customer's equity falls below what is required to support that customer's margin, IB will automatically liquidate positions on a real-time basis to bring the customer's account into margin compliance. This is done to protect IB, as well as the customer, from excessive losses and further contributes to our low-cost structure. The entire credit management process is completely automated, and IB does not employ a margin department.

As a safeguard, all liquidations are displayed on custom built liquidation monitoring screens that are part of the toolset our technical staff uses to monitor performance of our systems at all times the markets around the world are open. In the event our systems absorb erroneous market data from exchanges, which prompts liquidations, risk specialists on our technical staff have the capability to halt liquidations that meet specific criteria. The liquidation halt function is highly restricted.

IB's customer interface includes color coding on the account screen and pop-up warning messages to notify customers that they are approaching their margin limits. This feature allows customers to take action, such as entering margin reducing trades, to avoid having IB liquidate their positions. These



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tools and real-time margining allow IB's customers to understand their trading risk at any moment of the day and help IB maintain low commissions, by not having to price in the cost of credit losses.

#### *Operational Controls*

We have automated the full cycle of controls surrounding the market making and brokerage business. Key automated controls include the following:

Our technical operations section continuously monitors our network and the proper functioning of each of our nodes (exchanges, ISPs, leased customer lines and our own data centers) around the world.

Our real-time credit manager software provides pre- and post-execution controls by:

testing every customer order to ensure that the customer's account holds enough equity to support the execution of the order, rejecting the order if equity is insufficient or directing the order to an execution destination without delay if equity is sufficient; and

continuously updating a customer account's equity and margin requirements and, if the account's equity falls below its minimum margin requirements, automatically issuing liquidating orders in a smart sequence designed to minimize the impact on account equity.

Our market making system continuously evaluates over 620,000 securities and futures products in which we provide bid and offer quotes and changes its bids and offers in such a way as to maintain an overall hedge and a low-risk profile. The speed of communicating with exchanges and market centers is maximized through continuous software and network engineering innovation, thereby allowing the firm to achieve real-time controls over market exposure.

Our clearing system captures trades in real-time and performs automated reconciliation of trades and positions, corporate action processing, customer account transfer, options exercise, securities lending and inventory management, allowing the firm to effectively manage operational risk.

Our accounting system operates with automated data feeds from clearing and banking systems, allowing the firm to produce financial statements for all parts of our business every day by mid-day on the day following trade date.

Software developed to interface with the accounting and market making systems performs daily profit and loss reconciliations, which provide tight financial controls over market making functions.

#### **Transaction Processing**

Our transaction processing is automated over the full life cycle of a trade. Our market making software generates and disseminates to exchanges and market centers continuous bid and offer quotes on over 620,000 tradable, exchange listed products. Our fully automated smart router system searches for the best possible combination of prices available at the time a customer order is placed and immediately seeks to execute that order electronically or send it where the order has the highest possibility of execution at the best price.

At the moment a trade is executed, our systems capture and deliver this information back to the source, either the market making system or via the brokerage system to the customer, in most cases within a fraction of a second. Simultaneously, the trade record is written into our clearing system, where it flows through a chain of control accounts that allow us to reconcile trades, positions and money until the final settlement occurs. Our integrated software tracks other important activities, such as dividends, corporate actions, options exercises, securities

lending, margining, risk management and funds receipt and disbursement.

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**IB SmartRouting<sup>SM</sup>**

IB SmartRouting<sup>SM</sup> searches for the best destination price in view of the displayed prices, sizes and accumulated statistical information about the behavior of market centers at the time an order is placed, and IB SmartRouting<sup>SM</sup> immediately seeks to execute that order electronically. Unlike other smart routers, IB SmartRouting<sup>SM</sup> never relinquishes control of the order, and constantly searches for the best price. It continuously evaluates fast-changing market conditions and dynamically re-routes all or parts of the order seeking to achieve optimal execution. IB SmartRouting<sup>SM</sup> represents each leg of a spread order independently and enters each leg at the best possible venue. IB SmartRouting Autorecovery<sup>SM</sup> re-routes a customer's U.S. options order in the case of an exchange malfunction, with IB undertaking the risk of double executions. In addition, IB SmartRouting<sup>SM</sup> checks each new order to see if it could be executed against any of its pending orders. As the system gains more users, this feature becomes more important for customers in a world of multiple exchanges and trading venues and penny priced orders because it increases the possibility of best executions for our customers ahead of customers of other brokers. As a result of this feature, our customers have a greater chance of executing limit orders and can do so sooner than those who use other routers.

**Clearing and Margining**

Our activities in the United States are almost entirely self-cleared. We are a full clearing member of The Options Clearing Corporation ("OCC"), the Chicago Mercantile Exchange Clearing House ("CMECH"), The Depository Trust and Clearing Corporation and ICE Clear U.S.

Due to our large positions in broad based index products, we benefit from the cross-margin system maintained by these clearing houses. For example, if we hold a position in an OCC-cleared product and have an offsetting position in a CMECH cleared product, the cross-margin computation takes both positions into account, thereby reducing the overall margin requirement. The reduced margin benefit proves especially useful during times of market stress, such as on days with large price movements when intra-day margin calls may be reduced or eliminated by the cross-margin calculation.

In addition, we are self-cleared in Canada, Great Britain, Switzerland, France, Ireland, Germany, Belgium, Austria, the Netherlands, Norway, Sweden, Denmark, Finland, Hong Kong and India; and we began self-clearing in Japan in March 2010.

**Customers**

We established our electronic brokerage subsidiary, IB, in 1993 to enhance the use of our global network of trading interfaces, exchange and clearinghouse memberships and regulatory registrations assembled over the prior 16 years to serve our market making business. We realized that electronic access to market centers worldwide through our network could easily be utilized by the very same floor traders and trading desk professionals who, in the coming years, would be displaced by the conversion of exchanges from open outcry to electronic systems.

We currently service approximately 158,000 cleared customer accounts. Our customers reside in approximately 137 countries around the world.

The target IB customer is one that requires the latest in trading technology, derivatives expertise, and worldwide access and expects low overall transaction costs. IB's customers are mainly comprised of "self-service" individuals, former floor traders, trading desk professionals, electronic retail brokers, financial advisors who are comfortable with technology, banks that require global access and hedge funds.

Our customers fall into three groups based on services provided: cleared customers, trade execution customers and wholesale customers. With the advent of portfolio margining, we have been able to persuade more of our trade execution hedge fund customers to utilize our cleared business

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solution, which benefits the hedge funds in terms of cost savings. Many prime brokers once offered increased leverage over Regulation T credit limitations and NYSE margin requirements through offshore entities and joint back office arrangements. Following the market turmoil of late 2008 and the resulting tightening of credit, we observed competition in this area diminish. Through portfolio margining, IB is able to offer similar leverage with lower margin requirements that reflect the reduced risk of a hedged portfolio.

**Cleared Customers:** We provide trade execution and clearing services to our cleared customers who are generally attracted to our low commissions, low financing rates, high interest paid and best price execution. From small market making groups and individual market makers, our cleared customer base has expanded over the years to include institutional and individual traders and investors, financial advisors and introducing brokers.

**Trade Execution Customers:** We offer trade execution for customers who choose to clear with another prime broker or a custodian bank; these customers are able to take advantage of our low commissions for trade execution as well as our best price execution.

**Wholesale Customers:** Our wholesale customers, which include some of the largest banks and retail electronic brokers, are generally self-clearing. These customers count on us for our superior options and option/stock combination trade routing and execution and our ability to assist them in satisfying their regulatory requirements to provide best execution to their customers.

Our non-cleared customers include large online brokers and increasing numbers of the proprietary and customer trading units of U.S., Canadian and European commercial banks. These customers are attracted by the IB SmartRouting<sup>SM</sup> technology as well as our direct access to stock, options, futures, forex and bond markets worldwide.

Our customers receive worldwide electronic access connectivity in one of three ways: the Trader Workstation (our real-time Java-based trading platform), our proprietary API, and/or industry standard FIX connectivity.

## **Employees and Culture**

We take pride in our technology-focused company culture and embrace it as one of our fundamental strengths. We remain committed to improving our technology, and we try to minimize corporate hierarchy to facilitate efficient communication among employees. We have assembled what we believe is a highly talented group of employees. As we grow, we expect to continue to provide significant rewards for our employees who provide significant value to us and the world's financial markets.

As of December 31, 2010, we had 857 employees, all of whom were employed on a full-time basis. None of our employees are covered by collective bargaining agreements. We believe that our relations with our employees are good.

## **Competition**

### *Market making*

Historically, competition has come from registered market making firms which range from sole proprietors with very limited resources to large, integrated broker-dealers. Today, Timber Hill's major competitors continue to be large broker-dealers, such as Goldman Sachs, Morgan Stanley, UBS, Citigroup, and Bank of America Merrill Lynch, and niche players such as Citadel, Susquehanna, Wolverine Trading, Group One Trading, Peak6 and Getco. The financial market turmoil and large losses experienced by some of these firms during the past few years have diminished their effectiveness

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as strong competitors. Some of our competitors in market making are larger than we are and have more captive order flow, although this is less true with respect to our narrow focus on options, futures and ETFs listed on electronic exchanges.

The competitive environment for market makers has evolved considerably in the past two years, most notably with the rise in high frequency trading firms (HFTs). HFTs transact significant trading volume on electronic exchanges by using complex algorithms and high speed execution software that analyzes market conditions. Before 2010, many HFTs that were not registered market makers were able to act similarly to market makers on exchanges that maintain a traditional fee model, and use their customer status to gain advantages over registered market makers. In particular, they did not pay exchange fees and their orders were given priority over registered market makers who were bidding and offering at the same prices. In early 2010, several exchanges implemented rules to remove these advantages and charge HFTs exchanges fees, thus helping to level the playing field for market participants. However, HFTs that are not registered market makers operate with fewer regulatory restrictions and are able to move more quickly and trade more cheaply. This is currently an area of focus amongst regulators who are examining the practices of HFTs and their impact on market structure.

In order to compete successfully, we believe that we must have more sophisticated, versatile and robust software than our competitors. This is our primary focus, as contrasted with many of our competitors. With respect to these competitors, Timber Hill maintains the advantage of having had much longer experience with the development and usage of its proprietary electronic brokerage and market making systems. Market conditions that are difficult for other market participants often present Timber Hill with the opportunities inherent in diminished competition. Our advantage is our expertise and decades of single-minded focus on developing our technology. This enables us to have a unique platform specializing strictly in electronic market making and brokerage.

### *Electronic brokerage*

The market for electronic brokerage services is rapidly evolving and highly competitive. IB believes that it neither fits within the definition of a traditional broker nor a prime broker. IB's primary competitors include offerings targeted to professional traders by large retail online brokers (such as TD Ameritrade's thinkorswim, E\*TRADE's Power E\*TRADE Pro business and The Charles Schwab Corporation's StreetSmart Pro business) and the prime brokerage and electronic brokerage arms of major investment banks and brokers (such as Goldman Sachs' REDIPlus business and Morgan Stanley's Passport business). We also encounter competition to a lesser extent from full commission brokerage firms including Bank of America Merrill Lynch and Morgan Stanley Smith Barney, as well as other financial institutions, most of which provide online brokerage services. The electronic brokerage businesses of many of our competitors are relatively insignificant in the totality of their firms' business. IB provides access to a global range of products from a single IB Universal Account<sup>SM</sup> and professional level executions and pricing, which positions it in competition with niche direct-access providers and prime brokers. In 2010, IB was awarded a 4.2 star rating by Barron's for its low cost. IB has received 4 or more stars in this category for six straight years. In addition to offering low commissions and financing rates, IB provides sophisticated order types and analytical tools that give a competitive edge to its customers.

### **Regulation**

Our securities and derivatives businesses are extensively regulated by U.S. federal and state regulators, foreign regulatory agencies, and numerous exchanges and self-regulatory organizations of which our subsidiaries are members. In the current era of heightened regulation of financial institutions, we expect to incur increasing compliance costs, along with the industry as a whole.

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#### *Overview*

As registered U.S. broker-dealers, Interactive Brokers LLC ("IB LLC") and TH LLC are subject to the rules and regulations of the Exchange Act, and as members of various exchanges, we are also subject to such exchanges' rules and requirements. Additionally, as registered futures commission merchants, IB LLC and TH LLC are subject to the Commodity Exchange Act and rules promulgated by the Commodity Futures Trading Commission ("CFTC") and the various commodity exchanges of which they are members. Finally, we are subject to the requirements of various self-regulatory organizations such as the Financial Industry Regulatory Authority ("FINRA") and the National Futures Association ("NFA"). Our foreign affiliates are similarly regulated under the laws and institutional framework of the countries in which they operate.

U.S. broker-dealers and futures commission merchants are subject to laws, rules and regulations that cover all aspects of the securities and derivatives business, including:

sales methods;

trade practices;

use and safekeeping of customers' funds and securities;

capital structure;

record-keeping;

financing of customers' purchases; and

conduct of directors, officers and employees.

In addition, the businesses that we may conduct are limited by our agreements with and our oversight by FINRA. Participation in new business lines, including trading of new products or participation on new exchanges or in new countries often requires governmental and/or exchange approvals, which may take significant time and resources. As a result, we may be prevented from entering new businesses that may be profitable in a timely manner, or at all.

As certain of our subsidiaries are members of FINRA, we are subject to certain regulations regarding changes in control of our ownership. FINRA Rule 1017 generally provides that FINRA approval must be obtained in connection with any transaction resulting in a change in control of a member firm. The FINRA defines control as ownership of 25% or more of the firm's equity by a single entity or person and would include a change in control of a parent company. As a result of these regulations, our future efforts to sell shares or raise additional capital may be delayed or prohibited by FINRA.

#### *Net Capital Rule*

The SEC, FINRA, CFTC and various other regulatory agencies within the United States have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Generally, a broker-dealer's capital is net worth plus qualified subordinated debt less deductions for certain types of assets. The Net Capital Rule requires that at least a minimum part of a broker-dealer's assets be maintained in a relatively liquid form.

If these net capital rules are changed or expanded, or if there is an unusually large charge against our net capital, our operations that require the intensive use of capital would be limited. A large operating loss or charge against our net capital could adversely affect our ability to expand or even maintain these current levels of business, which could have a material adverse effect on our business and financial condition.



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The SEC and FINRA impose rules that require notification when net capital falls below certain predefined criteria. These rules also dictate the ratio of debt-to-equity in the regulatory capital composition of a broker-dealer, and constrain the ability of a broker-dealer to expand its business under certain circumstances. If a firm fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the applicable regulatory agency, and suspension or expulsion by these regulators could ultimately lead to the firm's liquidation. Additionally, the Net Capital Rule and certain FINRA rules impose requirements that may have the effect of prohibiting a broker-dealer from distributing or withdrawing capital and requiring prior notice to and approval from the SEC and FINRA for certain capital withdrawals.

At December 31, 2010, aggregate excess regulatory capital for all of the operating companies was \$2.75 billion.

TH LLC, IB LLC and THSC are subject to the Uniform Net Capital Rule (Rule 15c3-1) under the Exchange Act and the CFTC's minimum financial requirements (Regulation 1.17). At December 31, 2010, TH LLC had net capital of \$1.0 billion which was \$986.2 million in excess of required net capital of \$37.8 million, IB LLC had net capital of \$1.2 billion, which was \$993.2 million in excess of required net capital of \$161.8 million, and THSC had net capital of \$1.7 million, which was \$0.7 million in excess of required net capital of \$1.0 million.

THE is subject to the Swiss National Bank eligible equity requirement. At December 31, 2010, THE had eligible equity of \$602.1 million which was \$411.7 million in excess of the minimum requirement of \$190.4 million.

THSHK is subject to the Hong Kong Securities Futures Commission liquid capital requirement, THA is subject to the Australian Stock Exchange liquid capital requirement, THC and Interactive Brokers Canada Inc. ("IBC") are subject to the Investment Industry Regulatory Organization of Canada risk adjusted capital requirement, Interactive Brokers (U.K.) Limited ("IBUK") is subject to the U.K. Financial Services Authority financial resources requirement, IBI is subject to the National Stock Exchange of India net capital requirements and Interactive Brokers Securities Japan, Inc. ("IBSJ") is subject to the Japanese Financial Supervisory Agency capital requirements.

At December 31, 2010, all of the operating companies were in compliance with their respective regulatory capital requirements.

For additional information regarding our net capital requirements see note 17 to the consolidated financial statements in Part II, Item 8 of the Annual Report on Form 10-K.

### *Supervision and Compliance*

Our Compliance Department supports and seeks to ensure proper operations of our market making and electronic brokerage businesses. The philosophy of the Compliance Department, and our company as a whole, is to build automated systems to try to eliminate manual steps and errors in the compliance process and then to augment these systems with human staff who apply their judgment where needed. We have built automated systems to handle wide-ranging compliance issues such as trade and audit trail reporting, financial operations reporting, enforcement of short sale rules, enforcement of margin rules and pattern day trading restrictions, review of employee correspondence, archival of required records, execution quality and order routing reports, approval and documentation of new customer accounts, and anti-money laundering and anti-fraud surveillance. In light of our automated operations and our automated compliance systems, we have a smaller and more efficient Compliance Department than many traditional securities firms. Nonetheless, we have increased the staffing in our Compliance Department over the past several years to meet the increased regulatory burdens faced by all industry participants.



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IB LLC and TH LLC each has a Chief Compliance Officer who reports to its General Counsel and its internal audit and compliance committee. These Chief Compliance Officers, plus certain other senior staff members, are FINRA-registered principals with supervisory responsibility over the various aspects of our businesses. Staff members in the Compliance Department or in other departments of the firm are also registered with FINRA, NFA or other regulatory organizations.

#### *Patriot Act and Increased Anti-Money Laundering ("AML") and "Know Your Customer" Obligations*

Registered broker-dealers traditionally have been subject to a variety of rules that require that they "know their customers" and monitor their customers' transactions for suspicious financial activities. With the passage of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "Patriot Act"), broker-dealers are now subject to even more stringent requirements. Likewise, the SEC, CFTC, foreign regulators, and the various exchanges and SROs, of which IB companies are members, have passed numerous new AML and customer due diligence rules. Significant criminal and civil penalties can be imposed for violations of the Patriot Act, and significant fines and regulatory penalties for violations of other governmental and SRO AML rules.

As required by the Patriot Act and other new rules, we have established comprehensive anti-money laundering and customer identification procedures, designated an AML compliance officer, trained our employees and conducted independent audits of our program. Our anti-money laundering screening is conducted using a mix of automated and manual review and has been structured to comply with recent regulations. We collect required information through our new account opening process and then screen accounts with databases for the purposes of identity verification and for review of negative information and appearance on the Office of Foreign Assets and Control, Specially Designated Nationals and Blocked Persons lists. Additionally, we have developed methods for risk control and continue to add upon specialized processes, queries and automated reports designed to identify money laundering, fraud and other suspicious activities.

#### *Business Continuity Planning*

Federal regulators and industry self-regulatory organizations have passed a series of rules in the past several years requiring regulated firms to maintain business continuity plans that describe what actions firms would take in the event of a disaster (such as a fire, natural disaster or terrorist incident) that might significantly disrupt operations. IB has developed business continuity plans that describe steps that the firm and its employees would take in the event of various scenarios. The firm has built a backup site for certain key operations at its Chicago facilities that would be utilized in the event of a significant outage at the firm's Greenwich headquarters. In addition, the firm has strengthened the infrastructure at its Greenwich headquarters and has built redundancy of systems so that certain operations can be handled from multiple offices. The firm continually evaluates opportunities to further its business continuity planning efforts.

#### *Foreign Regulation*

Our international subsidiaries are subject to extensive regulation in the various jurisdictions where they have operations. The most significant of our international subsidiaries are: THE, registered to do business in Switzerland as a securities dealer; THSHK, registered to do business in Hong Kong as a securities dealer; THA, registered to do business in Australia as a securities dealer and futures broker; IBUK, registered to do business in the U.K. as a broker; IBC and THC, registered to do business in Canada as an investment dealer and securities dealer, respectively; IBI, registered to do business in India as a stock broker and IBSJ, registered in Japan as a Financial Instruments Firm with the Kanto Regional Finance Bureau and the Financial Supervisory Agency.

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As with those U.S. subsidiaries subject to FINRA rules, the ability of our regulated U.K. subsidiary, IBUK, to pay dividends or make capital distributions may be impaired due to applicable capital requirements. IBUK is subject to "consolidated" regulation, in addition to being subject to regulation on a legal entity basis. Consolidated regulation impacts the regulated entity and its parent holding companies in the United Kingdom, including the regulated entity's ability to pay dividends or distribute capital.

IBUK is also subject to regulations regarding changes in control similar to those described above under "Overview." Under Financial Services Authority ("FSA") rules, regulated entities must obtain prior approval for any transaction resulting in a change in control of a regulated entity. Under applicable FSA rules, control is broadly defined as a 10% interest in the regulated entity or its parent or otherwise exercising significant influence over the management of the regulated entity. As a result of these regulations, our future efforts to sell shares or raise additional capital may be delayed or prohibited by the FSA.

In Hong Kong, the Securities and Futures Commission ("SFC") regulates our subsidiary, THSHK, as a securities dealer. The compliance requirements of the SFC include, among other things, net capital requirements and stockholders' equity requirements. The SFC regulates the activities of the officers, directors, employees and other persons affiliated with THSHK and requires the registration of such persons.

In Canada, both THC and IBC are subject to the Investment Industry Regulatory Organization of Canada ("IROC") risk adjusted capital requirement. In Switzerland, THE is subject to the Swiss National Bank eligible equity requirement. In Australia, THA is subject to the Australian Stock Exchange liquid capital requirement.

In India, IBI is subject to the National Stock Exchange and Bombay Stock Exchange capital requirements. In Japan, IBSJ is subject to the Financial Supervisory Agency, the Osaka Securities Exchange and the Tokyo Stock Exchange capital requirements.

### **Executive Officers and Directors of Interactive Brokers Group**

The following table sets forth the names, ages and positions of our current directors and executive officers.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Thomas Peterffy	66	Chairman of the Board of Directors, Chief Executive Officer and President
Earl H. Nemser	63	Vice Chairman and Director
Paul J. Brody	50	Chief Financial Officer, Treasurer, Secretary and Director
Thomas A. Frank	55	Executive Vice President and Chief Information Officer
Milan Galik	44	Senior Vice President, Software Development and Director
Lawrence E. Harris	54	Director
Hans R. Stoll	71	Director
Ivers W. Riley	78	Director
Robert Trudeau	42	Director

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*Thomas Peterffy.* Mr. Peterffy emigrated from Hungary to the United States in 1965. After working for 10 years as a computer programmer, he became a member of the American Stock Exchange in 1977. As an individual floor trader, he founded the firm which became our company. As Chief Executive Officer and President, Mr. Peterffy is active in our day-to-day management.

*Earl H. Nemser.* Mr. Nemser has been our Vice Chairman since 1988 and also serves as a director and/or officer for various subsidiaries of IBG LLC. Mr. Nemser has served as Special Counsel to the law firm Dechert LLP since January 2005. Prior to such time Mr. Nemser served as Partner at the law firms of Swidler Berlin Shereff Friedman, LLP from 1995 to December 2004 and Cadwalader, Wickersham & Taft LLP prior to 1995. Mr. Nemser received a Bachelor of Arts degree in economics from New York University in 1967 and a Juris Doctor, *magna cum laude*, from Boston University School of Law in 1970.

*Paul J. Brody.* Mr. Brody joined us in 1987 and has served as Chief Financial Officer since December 2003. Mr. Brody serves as a director and/or officer for various subsidiaries of IBG LLC. Mr. Brody also serves as a director and member Vice Chairman of The Options Clearing Corporation, of which Timber Hill LLC and IB LLC are members. Mr. Brody received a Bachelor of Arts degree in economics from Cornell University in 1982.

*Thomas A. Frank.* Dr. Frank joined us in 1985 and has served since July 1999 as Executive Vice President and Chief Information Officer of Interactive Brokers LLC. In addition, Dr. Frank has served as Vice President of Timber Hill LLC since December 1990. Dr. Frank received a Ph.D. in physics from the Massachusetts Institute of Technology in 1985.

*Milan Galik.* Mr. Galik joined us in 1990 as a software developer and has served since October 2003 as Senior Vice President, Software Development of IBG LLC. In addition, Mr. Galik has served as Vice President of Timber Hill LLC since April 1998. Mr. Galik received a Master of Science degree in electrical engineering from the Technical University of Budapest in 1990.

*Lawrence E. Harris.* Dr. Harris has been a director since July 2007. He is a professor of Finance and Business Economics at the University of Southern California, where he holds the Fred V. Keenan Chair in Finance at the Marshall School of Business. Dr. Harris also serves as a director of the Clipper Fund and as the research coordinator of the Institute for Quantitative Research in Finance. Dr. Harris formerly served as Chief Economist of the U.S. Securities and Exchange Commission. Dr. Harris earned his Ph.D. in Economics from the University of Chicago, and is a CFA charterholder. He is an expert in the economics of securities market microstructure and the uses of transactions data in financial research. He has written extensively about trading rules, transaction costs, index markets, and market regulation. Dr. Harris is also the author of the widely respected textbook "Trading and Exchanges: Market Microstructure for Practitioners."

*Hans R. Stoll.* Dr. Stoll has been a director since April 2008. Dr. Stoll has been The Anne Marie and Thomas B. Walker, Jr., Professor of Finance and Director of the Financial Markets Research Center at the Owen Graduate School of Management, Vanderbilt University since 1980. Dr. Stoll has published several books and more than 60 articles on numerous securities and finance related subjects. He is known for developing the put call parity relation and for his work in market microstructure. Dr. Stoll served as a member of the board of directors of the Options Clearing Corporation from 2005 to 2008. He has been President of the American Finance Association. Dr. Stoll received his A.B. degree from Swarthmore College in 1961 and his M.B.A. and Ph.D. degrees from the Graduate School of Business of the University of Chicago in 1963 and 1966, respectively.

*Ivers W. Riley.* Mr. Riley has been a director since April 2008. He served as chairman of the International Securities Exchange, the first fully electronic U.S. options exchange, until 2006. From 1994 to 1997, and again from 1999 to 2000, he was chief executive of the Hong Kong Futures Exchange and chairman of the HKFE Clearing Corporation. Mr. Riley was Senior Executive Vice President in

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charge of all derivatives activity at the American Stock Exchange from 1986 to 1993. While at Amex, he was the driving force in the development of SPDRs, a popular exchange-traded fund based on the S&P 500 index. Mr. Riley received his Bachelor of Science degree in finance from The University of California, Los Angeles in 1955 and completed an advanced management program at Harvard University in 1986.

*Robert W. Trudeau.* Mr. Trudeau has been a director since September 2009. He has been a General Partner of Technology Crossover Ventures ("TCV") since 2005. He is the head of TCV's Financial Technology Sector. Prior to joining TCV, he served as a Principal of General Atlantic Partners from 2003 to 2005, Managing Director of iFormation Group from 2000 to 2002 and Manager at The Boston Consulting Group from 1995 to 2000. He earned his M.B.A. from The University of Western Ontario in 1995 and his B.A.H. degree from Queens University in 1991. He currently serves on the Boards of MarketAxess Holdings Inc., FxAll and Trading Screen.

**ITEM 1A. RISK FACTORS**

We face a variety of risks that are substantial and inherent in our businesses, including market, liquidity, credit, operational, legal and regulatory. In addition to the risks identified elsewhere in this Annual Report on Form 10-K, the following risk factors apply to our business results of operations and financial condition:

**Risks Related to Our Company Structure**

*Control by Thomas Peterffy of a majority of the combined voting power of our common stock may give rise to conflicts of interests and could discourage a change of control that other stockholders may favor, which could negatively affect our stock price, and adversely affect stockholders in other ways.*

Thomas Peterffy, our founder, Chairman and Chief Executive Officer, and his affiliates beneficially own approximately 86% of the economic interests and all of the voting interests in IBG Holdings LLC, which owns all of our Class B common stock, representing approximately 89.2% of the combined voting power of all classes of our voting stock. As a result, Mr. Peterffy has the ability to elect all of the members of our board of directors and thereby to control our management and affairs, including determinations with respect to acquisitions, dispositions, material expansions or contractions of our business, entry into new lines of business, borrowings, issuances of common stock or other securities, and the declaration and payment of dividends on our common stock. In addition, Mr. Peterffy is able to determine the outcome of all matters requiring stockholder approval and will be able to cause or prevent a change of control of our company or a change in the composition of our board of directors and could preclude any unsolicited acquisition of our company. The concentration of ownership could discourage potential takeover attempts that other stockholders may favor and could deprive stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and this may adversely affect the market price of our common stock.

Moreover, because of Mr. Peterffy's substantial ownership, we are eligible to be and are, treated as a "controlled company" for purposes of the NASDAQ Marketplace Rules. As a result, we are not be required by NASDAQ to have a majority of independent directors or to maintain Compensation and Nominating and Corporate Governance Committees composed entirely of independent directors to continue to list the shares of our common stock on The NASDAQ Global Select Market ("NASDAQ GS"). Our Compensation Committee is comprised of Messrs. Thomas Peterffy (Chairman of the Compensation Committee) and Earl H. Nemser (our Vice Chairman). Mr. Peterffy's membership on the Compensation Committee may give rise to conflicts of interests in that Mr. Peterffy is able to influence all matters relating to executive compensation, including his own compensation.

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***We are dependent on IBG LLC to distribute cash to us in amounts sufficient to pay our tax liabilities and other expenses.***

We are a holding company and our primary assets are our approximately 10.8% equity interest in IBG LLC and our controlling interest and related rights as the sole managing member of IBG LLC and, as such, we operate and control all of the business and affairs of IBG LLC and are able to consolidate IBG LLC's financial results into our financial statements. We have no independent means of generating revenues. IBG LLC is treated as a partnership for U.S. federal income tax purposes and, as such, is not subject to U.S. federal income tax. Instead, its taxable income is allocated on a pro rata basis to IBG Holdings LLC and us. Accordingly, we incur income taxes on our proportionate share of the net taxable income of IBG LLC, and also incur expenses related to our operations. We intend to cause IBG LLC to distribute cash to its members in amounts at least equal to that necessary to cover their tax liabilities, if any, with respect to the earnings of IBG LLC. To the extent we need funds to pay such taxes, or for any other purpose, and IBG LLC is unable to provide such funds, it could have a material adverse effect on our business, financial condition or results of operations.

***We are required to pay IBG Holdings LLC for the benefit relating to additional tax depreciation or amortization deductions we claim as a result of the tax basis step-up our subsidiaries received in connection with our IPO.***

In connection with our IPO, we purchased interests in IBG LLC from IBG Holdings LLC for cash. In addition, IBG LLC membership interests held by IBG Holdings LLC may be sold in the future to us and financed by our issuances of shares of our common stock. The initial purchase did, and the subsequent purchases may, result in increases in the tax basis of the tangible and intangible assets of IBG LLC and its subsidiaries that otherwise would not have been available. Such increase will be approximately equal to the amount by which our stock price at the time of the purchase exceeds the income tax basis of the assets of IBG LLC underlying the IBG LLC interests acquired by us. These increases in tax basis will result in increased deductions in computing our taxable income and resulting tax savings for us generally over the 15 year period which commenced with the initial purchase. We have agreed to pay 85% of these tax savings, if any, to IBG Holdings LLC as they are realized as additional consideration for the IBG LLC interests that we acquire.

As a result of the IPO, the increase in the tax basis attributable to our interest in IBG LLC is \$0.95 billion. The tax savings that we would actually realize as a result of this increase in tax basis likely would be significantly less than this amount multiplied by our effective tax rate due to a number of factors, including the allocation of a portion of the increase in tax basis to foreign or non-depreciable fixed assets, the impact of the increase in the tax basis on our ability to use foreign tax credits and the rules relating to the amortization of intangible assets, for example. Based on current facts and assumptions, including that subsequent purchases of IBG LLC interests will occur in fully taxable transactions, the potential tax basis increase resulting from the initial and future purchases of the IBG LLC interests held by IBG Holdings LLC could be as much as \$3.50 billion. The tax receivable agreement requires 85% of such tax savings, if any, to be paid to IBG Holdings LLC, with the balance to be retained by us. The actual increase in tax basis depends, among other factors, upon the price of shares of our common stock at the time of the purchase and the extent to which such purchases are taxable and, as a result, could differ materially from this amount. Our ability to achieve benefits from any such increase, and the amount of the payments to be made under the tax receivable agreement, depends upon a number of factors, as discussed above, including the timing and amount of our future income.

The tax basis of \$3.50 billion assumes that (a) all remaining IBG LLC membership interests held by IBG Holdings LLC are purchased by the Company and (b) such purchases in the future are made at prices that reflect the closing share price at December 31, 2010. In order to have a \$3.50 billion tax

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basis, the offering price per share of Class A common stock in such future public offering will need to exceed the then current cost basis per share of Class A common stock by approximately \$7.20.

If either immediately before or immediately after any purchase or the related issuance of our stock, the IBG Holdings LLC members own or are deemed to own, in the aggregate, more than 20% of our outstanding stock, then all or part of any increase in the tax basis of goodwill may not be amortizable and, thus, our ability to realize the annual tax savings that otherwise would have resulted if such tax basis were amortizable may be significantly reduced. Although the IBG Holdings LLC members are prohibited under the exchange agreement from purchasing shares of Class A common stock, grants of our stock to employees and directors who are also members or related to members of IBG Holdings LLC and the application of certain tax attribution rules, such as among family members and partners in a partnership, could result in IBG Holdings LLC members being deemed for tax purposes to own shares of Class A common stock.

If the IRS successfully challenges the tax basis increase, under certain circumstances, we could be required to make payments to IBG Holdings LLC under the tax receivable agreement in excess of our cash tax savings.

***Our senior secured revolving credit facility and our senior notes impose certain restrictions. A failure to comply with these restrictions could lead to an event of default, resulting in an acceleration of indebtedness, which may affect our ability to finance future operations or capital needs, or to engage in other business activities.***

As of December 31, 2010, our total indebtedness (consisting of the aggregate amounts outstanding under senior notes, senior secured revolving credit facility and short-term borrowings) was approximately \$482.0 million. On May 18, 2010, IBG LLC entered into a new \$100 million two-year senior secured revolving credit facility with a syndicate of banks, which replaced an expiring \$100 million one-year senior secured revolving credit facility. At maturity, subject to meeting certain terms of the facility, IBG LLC will have an option to convert the facility to a one-year term loan. IBG LLC is the sole borrower under this credit facility, which is required to be guaranteed by IBG LLC's domestic non-regulated subsidiaries (currently there are no such entities). In addition, subject to restrictions in our senior secured revolving credit facility and our senior notes, we may incur additional first-priority secured borrowings under the senior secured revolving credit facility.

The operating and financial restrictions and covenants in our debt agreements, including the senior secured revolving credit facility and our senior notes, may adversely affect our ability to finance future operations or capital needs or to engage in other business activities. Our senior secured revolving credit facility requires us to maintain specified financial ratios and tests, including interest coverage and total leverage ratios and maximum capital expenditures, which may require that we take action to reduce debt or to act in a manner contrary to our business objectives. In addition, the senior secured revolving credit facility and the senior notes restrict our ability to, among other things:

incur additional indebtedness;

dispose of assets;

guarantee debt obligations;

repay indebtedness or amend debt instruments;

pay dividends;

create liens on assets;

make investments;

make acquisitions;

engage in mergers or consolidations; or

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engage in certain transactions with subsidiaries and affiliates and otherwise restrict corporate activities.

A more detailed discussion of the restrictions contained in our senior secured revolving credit facility can be found in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K. A failure to comply with the restrictions contained in the senior secured revolving credit facility could lead to an event of default, which could result in an acceleration of our indebtedness. Such an acceleration would constitute an event of default under our senior notes. A failure to comply with the restrictions in our senior notes could result in an event of default under our senior notes. Our future operating results may not be sufficient to enable compliance with the covenants in the senior secured revolving credit facility, our senior notes or other indebtedness or to remedy any such default. In addition, in the event of an acceleration, we may not have or be able to obtain sufficient funds to refinance our indebtedness or make any accelerated payments, including those under the senior notes. In addition, we may not be able to obtain new financing. Even if we were able to obtain new financing, we would not be able to guarantee that the new financing would be on commercially reasonable terms or terms that would be acceptable to us. If we default on our indebtedness, our business financial condition and results of operation could be materially and adversely affected.

***Future sales of our common stock in the public market could lower our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute your ownership in us.***

The members of IBG Holdings LLC have the right to cause the redemption of their IBG Holdings LLC membership interests over time in connection with offerings of shares of our common stock. We intend to sell additional shares of common stock in public offerings in the future, which may include offerings of our common stock to finance future purchases of IBG LLC membership interests which, in turn, will finance corresponding redemptions of IBG Holdings LLC membership interests. These offerings and related transactions were anticipated to occur on or about each of the first eight years following the IPO. Given the absence of any public offering subsequent to our IPO in 2007 and depending on the timing of redemptions, this offering schedule will be extended into the future in accordance with an exchange agreement among us, IBG LLC, IBG Holdings LLC and the historical members of IBG LLC. The size and occurrence of these offerings may be affected by market conditions. We may also issue additional shares of common stock or convertible debt securities to finance future acquisitions or business combinations. We currently have approximately 42.2 million outstanding shares of common stock. Assuming no anti dilution adjustments based on combinations or divisions of our common stock, the offerings referred to above could result in the issuance by us of up to an additional approximately 354.7 million shares of common stock. It is possible, however, that such shares could be issued in one or a few large transactions.

We cannot predict the size of future issuances of our common stock or the effect, if any, that future issuances and sales of shares of our common stock may have on the market price of our common stock. Sales of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may cause the market price of our common stock to decline.

***Certain provisions in our amended and restated certificate of incorporation may prevent efforts by our stockholders to change our direction or management.***

Provisions contained in our amended and restated certificate of incorporation could make it more difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. For example, our amended and restated certificate of incorporation authorizes our board of directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock, without any vote or action by our stockholders. We could issue a series of preferred stock that could impede the completion of a merger, tender offer or other takeover attempt. These provisions may discourage potential acquisition proposals and may delay, deter or prevent a change of control of us, including through transactions, and, in particular, unsolicited transactions, that some or all of our stockholders might consider to be desirable. As a result, efforts by our stockholders to change our direction or management may be unsuccessful.



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**Risks Related to Our Business**

***Our business may be harmed by global events beyond our control, including overall slowdowns in securities trading.***

Like other brokerage and financial services firms, our business and profitability are directly affected by elements that are beyond our control, such as economic and political conditions, broad trends in business and finance, changes in volume of securities and futures transactions, changes in the markets in which such transactions occur and changes in how such transactions are processed. A weakness in equity markets, such as a slowdown causing reduction in trading volume in U.S. or foreign securities and derivatives, has historically resulted in reduced transaction revenues and would have a material adverse effect on our business, financial condition and results of operations.

***Because our revenues and profitability depend on trading volume, they are prone to significant fluctuations and are difficult to predict.***

Our revenues are dependent on the level of trading activity on securities and derivatives exchanges in the United States and abroad. In the past, our revenues and operating results have varied significantly from period to period due primarily to the willingness of competitors to trade more aggressively by decreasing their bid/offer spreads and thereby assuming more risk in order to acquire market share, to movements and trends in the underlying markets, and to fluctuations in trading levels. As a result, period to period comparisons of our revenues and operating results may not be meaningful, and future revenues and profitability may be subject to significant fluctuations or declines.

***Our reliance on our computer software could cause us great financial harm in the event of any disruption or corruption of our computer software. We may experience technology failures while developing our software.***

We rely on our computer software to receive and properly process internal and external data. Any disruption for any reason in the proper functioning or any corruption of our software or erroneous or corrupted data may cause us to make erroneous trades or suspend our services and could cause us great financial harm. In order to maintain our competitive advantage, our software is under continuous development. As we identify and enhance our software, there is risk that software failures may occur and result in service interruptions and have other unintended consequences.

***Our business could be harmed by a systemic market event.***

Some market participants could be overleveraged. In case of sudden, large price movements, such market participants may not be able to meet their obligations to brokers who, in turn, may not be able to meet their obligations to their counterparties. As a result, the financial system or a portion thereof could collapse, and the impact of such an event could be catastrophic to our business.

***We may incur material trading losses from our market making activities.***

A substantial portion of our revenues and operating profits is derived from our trading as principal in our role as a market maker and specialist. We may incur trading losses relating to these activities since each primarily involves the purchase or sale of securities for our own account. In any period, we may incur trading losses in a significant number of securities for a variety of reasons including:

price changes in securities;

lack of liquidity in securities in which we have positions; and

the required performance of our market making and specialist obligations.

These risks may limit or restrict our ability to either resell securities we purchased or to repurchase securities we sold. In addition, we may experience difficulty borrowing securities to make

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delivery to purchasers to whom we sold short, or lenders from whom we have borrowed. From time to time, we have large position concentrations in securities of a single issuer or issuers engaged in a specific industry or traded in a particular market. Such a concentration could result in higher trading losses than would occur if our positions and activities were less concentrated.

In our role as a market maker, we attempt to derive a profit from the difference between the prices at which we buy and sell, or sell and buy, securities. However, competitive forces often require us to match the quotes other market makers display and to hold varying amounts of securities in inventory. By having to maintain inventory positions, we are subjected to a high degree of risk. We cannot assure you that we will be able to manage such risk successfully or that we will not experience significant losses from such activities, which could have a material adverse effect on our business, financial condition and operating results.

***Reduced spreads in securities pricing, levels of trading activity and trading through market makers and/or specialists could harm our business.***

Computer-generated buy/sell programs and other technological advances and regulatory changes in the marketplace may continue to tighten spreads on securities transactions. Tighter spreads and increased competition could make the execution of trades and market making activities less profitable. In addition, new and enhanced alternative trading systems such as ECNs have emerged as an alternative for individual and institutional investors, as well as broker-dealers, to avoid directing their trades through market makers, and could result in reduced revenues derived from our market making business.

***We may incur losses in our market making activities in the event of failures of our proprietary pricing model.***

The success of our market making business is substantially dependent on the accuracy of our proprietary pricing mathematical model, which continuously evaluates and monitors the risks inherent in our portfolio, assimilates market data and reevaluates our outstanding quotes each second. Our model is designed to automatically rebalance our positions throughout the trading day to manage risk exposures on our positions in options, futures and the underlying securities. In the event of a flaw in our pricing model and /or a failure in the related software, our pricing model may lead to unexpected and/or unprofitable trades, which may result in material trading losses.

***The valuation of the financial instruments we hold may result in large and occasionally anomalous swings in the value of our positions and in our earnings in any period.***

The market prices of our long and short positions are reflected on our books at closing prices which are typically the last trade price before the official close of the primary exchange on which each such security trades. Given that we manage a globally integrated portfolio, we may have large and substantially offsetting positions in securities that trade on different exchanges that close at different times of the trading day. As a result, there may be large and occasionally anomalous swings in the value of our positions daily and, accordingly, in our earnings in any period. This is especially true on the last business day of each calendar quarter.

***We are exposed to losses due to lack of perfect information.***

As market makers, we provide liquidity by buying from sellers and selling to buyers. Quite often, we trade with others who have different information than we do, and as a result, we may accumulate unfavorable positions preceding large price movements in companies. Should the frequency or magnitude of these events increase, our losses will likely increase correspondingly.

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***Rules governing specialists and designated market makers may require us to make unprofitable trades or prevent us from making profitable trades.***

Specialists and designated market makers are granted certain rights and have certain obligations to "make a market" in a particular security. They agree to specific obligations to maintain a fair and orderly market. In acting as a specialist or designated market maker, we are subjected to a high degree of risk by having to support an orderly market. In this role, we may at times be required to make trades that adversely affect our profitability. In addition, we may at times be unable to trade for our own account in circumstances in which it may be to our advantage to trade, and we may be obligated to act as a principal when buyers or sellers outnumber each other. In those instances, we may take a position counter to the market, buying or selling securities to support an orderly market. Additionally, the rules of the markets which govern our activities as a specialist or designated market maker are subject to change. If these rules are made more stringent, our trading revenues and profits as specialist or designated market maker could be adversely affected.

***We are subject to potential losses as a result of our clearing and execution activities.***

As a clearing member firm providing financing services to certain of our brokerage customers, we are ultimately responsible for their financial performance in connection with various stock, options and futures transactions. Our clearing operations require a commitment of our capital and, despite safeguards implemented by our software, involve risks of losses due to the potential failure of our customers to perform their obligations under these transactions. If our customers default on their obligations, we remain financially liable for such obligations, and although these obligations are collateralized, we are subject to market risk in the liquidation of customer collateral to satisfy those obligations. There can be no assurance that our risk management procedures will be adequate. Any liability arising from clearing operations could have a material adverse effect on our business, financial condition and/or operating results.

As a clearing member firm of securities and commodities clearing houses in the United States and abroad, we are also exposed to clearing member credit risk. Securities and commodities clearing houses require member firms to deposit cash and/or government securities to a clearing fund. If a clearing member defaults in its obligations to the clearing house in an amount larger than its own margin and clearing fund deposits, the shortfall is absorbed pro rata from the deposits of the other clearing members. Many clearing houses of which we are members also have the authority to assess their members for additional funds if the clearing fund is depleted. A large clearing member default could result in a substantial cost to us if we are required to pay such assessments.

***We may not pay dividends on our common stock at any time in the foreseeable future.***

As a holding company for our interest in IBG LLC, we will be dependent upon the ability of IBG LLC to generate earnings and cash flows and distribute them to us so that we may pay any dividends to our stockholders. To the extent (if any) that we have excess cash, any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, financial conditions, cash requirement, contractual restrictions and other factors that our board of directors may deem relevant. In December 2010, a special cash dividend was paid to holders of our common stock. We have made no determination as to whether to pay dividends on our common stock at any time in the foreseeable future.

***Regulatory and legal uncertainties could harm our business.***

The securities and derivatives businesses are heavily regulated. Firms in financial service industries have been subject to an increasingly regulated environment over recent years, and penalties and fines

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sought by regulatory authorities have increased accordingly. This regulatory and enforcement environment has created uncertainty with respect to various types of transactions that historically had been entered into by financial services firms and that were generally believed to be permissible and appropriate. Our broker-dealer subsidiaries are subject to regulations in the United States and abroad covering all aspects of their business. Regulatory bodies include, in the United States, the SEC, FINRA, the Board of Governors of the Federal Reserve System, the Chicago Board Options Exchange, the Chicago Mercantile Exchange, the Commodity Futures Trading Commission, and the National Futures Association; in Switzerland, the Federal Banking Commission; in the United Kingdom, the Financial Services Authority; in Hong Kong, the Securities and Futures Commission; in Australia, the Australian Securities and Investment Commission; in India, the Securities and Exchange Board of India; and in Canada, the Investment Industry Regulatory Organization of Canada and various Canadian securities commissions; in Japan, the Financial Supervisory Agency and the Japan Securities Dealers Association. Our mode of operation and profitability may be directly affected by additional legislation changes in rules promulgated by various domestic and foreign government agencies and self-regulatory organizations that oversee our businesses, and changes in the interpretation or enforcement of existing laws and rules, including the potential imposition of transaction taxes. Noncompliance with applicable laws or regulations could result in sanctions being levied against us, including fines and censures, suspension or expulsion from a certain jurisdiction or market or the revocation or limitation of licenses. Noncompliance with applicable laws or regulations could adversely affect our reputation, prospects, revenues and earnings. In addition, changes in current laws or regulations or in governmental policies could adversely affect our operations, revenues and earnings.

Domestic and foreign stock exchanges, other self-regulatory organizations and state and foreign securities commissions can censure, fine, issue cease-and-desist orders, suspend or expel a broker-dealer or any of its officers or employees. Our ability to comply with all applicable laws and rules is largely dependent on our internal system to ensure compliance, as well as our ability to attract and retain qualified compliance personnel. We could be subject to disciplinary or other actions in the future due to claimed noncompliance, which could have a material adverse effect on our business, financial condition and results of operations. To continue to operate and to expand our services internationally, we may have to comply with the regulatory controls of each country in which we conduct, or intend to conduct business, the requirements of which may not be clearly defined. The varying compliance requirements of these different regulatory jurisdictions, which are often unclear, may limit our ability to continue existing international operations and further expand internationally.

***Our future efforts to sell shares or raise additional capital may be delayed or prohibited by regulations.***

As certain of our subsidiaries are members of FINRA, we are subject to certain regulations regarding changes in control of our ownership. FINRA Rule 1017 generally provides that FINRA approval must be obtained in connection with any transaction resulting in a change in control of a member firm. FINRA defines control as ownership of 25% or more of the firm's equity by a single entity or person and would include a change in control of a parent company. Interactive Brokers (U.K.) Limited is subject to similar change in control regulations promulgated by the FSA in the United Kingdom. As a result of these regulations, our future efforts to sell shares or raise additional capital may be delayed or prohibited. We may be subject to similar restrictions in other jurisdictions in which we operate.

***We depend on our proprietary technology, and our future results may be impacted if we cannot maintain technological superiority in our industry.***

Our success in the past has largely been attributable to our sophisticated proprietary technology that has taken many years to develop. We have benefited from the fact that the type of proprietary technology equivalent to that which we employ has not been widely available to our competitors. If our

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technology becomes more widely available to our current or future competitors for any reason, our operating results may be adversely affected. Additionally, adoption or development of similar or more advanced technologies by our competitors may require that we devote substantial resources to the development of more advanced technology to remain competitive. The markets in which we compete are characterized by rapidly changing technology, evolving industry standards and changing trading systems, practices and techniques. Although we have been at the forefront of many of these developments in the past, we may not be able to keep up with these rapid changes in the future, develop new technology, realize a return on amounts invested in developing new technologies or remain competitive in the future.

***The loss of our key employees would materially adversely affect our business.***

Our key executives have substantial experience and have made significant contributions to our business, and our continued success is dependent upon the retention of our key management executives, as well as the services provided by our staff of trading system, technology and programming specialists and a number of other key managerial, marketing, planning, financial, technical and operations personnel. The loss of such key personnel could have a material adverse effect on our business. Growth in our business is dependent, to a large degree, on our ability to retain and attract such employees.

***We are exposed to risks associated with our international operations.***

During 2010, approximately 19% of our net revenues were generated by our operating companies outside the United States. We are exposed to risks and uncertainties inherent in doing business in international markets, particularly in the heavily regulated brokerage industry. Such risks and uncertainties include political, economic and financial instability; unexpected changes in regulatory requirements, tariffs and other trade barriers; exchange rate fluctuations; applicable currency controls; and difficulties in staffing, including reliance on newly hired local experts, and managing foreign operations. These risks could cause a material adverse effect on our business, financial condition or results of operations.

***We do not have fully redundant systems. System failures could harm our business.***

If our systems fail to perform, we could experience unanticipated disruptions in operations, slower response times or decreased customer service and customer satisfaction. Our ability to facilitate transactions successfully and provide high quality customer service also depends on the efficient and uninterrupted operation of our computer and communications hardware and software systems. Our service has experienced periodic system interruptions, which we believe will continue to occur from time to time. Our systems and operations also are vulnerable to damage or interruption from human error, natural disasters, power loss, telecommunication failures, break-ins, sabotage, computer viruses, intentional acts of vandalism and similar events. While we currently maintain redundant servers to provide limited service during system disruptions, we do not have fully redundant systems, and our formal disaster recovery plan does not include restoration of all services. For example, we have backup facilities at our disaster recovery site that enable us, in the case of complete failure of our main North America data center, to recover and complete all pending transactions, provide customers with access to their accounts to deposit or withdraw money, transfer positions to other brokers and manage their risk by continuing trading through the use of marketable orders. These backup services are currently limited to U.S. markets. We do not currently have separate backup facilities dedicated to our non-U.S. operations. It is our intention to provide for and progressively deploy backup facilities for our global facilities over time. In addition, we do not carry business interruption insurance to compensate for losses that could occur to the extent not required. Any system failure that causes an interruption in our

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service or decreases the responsiveness of our service could impair our reputation, damage our brand name and materially adversely affect our business, financial condition and results of operations.

***Failure of third-party systems on which we rely could adversely affect our business.***

We rely on certain third-party computer systems or third-party service providers, including clearing systems, exchange systems, Internet service, communications facilities and other facilities. Any interruption in these third-party services, or deterioration in their performance, could be disruptive to our business. If our arrangement with any third party is terminated, we may not be able to find an alternative source of systems support on a timely basis or on commercially reasonable terms. This could have a material adverse effect on our business, financial condition and results of operations.

***We face competition in our market making activities.***

In our market making activities, we compete with other firms based on our ability to provide liquidity at competitive prices and to attract order flow. These firms include registered market makers as well as high frequency trading firms ("HFTs") that act as market makers. Both types of competitors range from sole proprietors with very limited resources to a few highly sophisticated groups which have substantially greater financial and other resources, including research and development personnel, than we do. These larger and better capitalized competitors may be better able to respond to changes in the market making industry, to compete for skilled professionals, to finance acquisitions, to fund internal growth and to compete for market share generally. HFTs that are not registered market makers have certain advantages over registered market making firms that may allow them to bypass regulatory restrictions and trade more quickly and cheaply than registered market makers at some exchanges. We may not be able to compete effectively against HFTs or market makers with greater financial resources, and our failure to do so could materially and adversely affect our business, financial condition and results of operations. As in the past, we may in the future face enhanced competition, resulting in narrowing bid/offer spreads in the marketplace that may adversely impact our financial performance. This is especially likely if HFTs continue to receive advantages in capturing order flow or if others can acquire systems that enable them to predict markets or process trades more efficiently than we can.

***Our direct market access clearing and non-clearing brokerage operations face intense competition.***

With respect to our direct market access brokerage business, the market for electronic and interactive bidding, offering and trading services in connection with equities, options and futures is relatively new, rapidly evolving and intensely competitive. We expect competition to continue and intensify in the future. Our current and potential future competition principally comes from five categories of competitors:

prime brokers who, in an effort to satisfy the demands of their customers for hands-on electronic trading facilities, universal access to markets, smart routing, better trading tools, lower commissions and financing rates, have embarked upon building such facilities and product enhancements;

direct market access and online options and futures firms;

direct market access and online equity brokers;

software development firms and vendors who create global trading networks and analytical tools and make them available to brokers; and

traditional brokers.

In addition, we compete with financial institutions, mutual fund sponsors and other organizations, many of which provide online, direct market access or other investing services. A number of brokers



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provide our technology and execution services to their customers, and these brokers will become our competitors if they develop their own technology. Some of our competitors in this area have greater name recognition, longer operating histories and significantly greater financial, technical, marketing and other resources than we have and offer a wider range of services and financial products than we do. Some of our competitors may also have an ability to charge lower commissions. We cannot assure you that we will be able to compete effectively or efficiently with current or future competitors. These increasing levels of competition in the online trading industry could significantly harm this aspect of our business.

***We are subject to risks relating to litigation and potential securities laws liability.***

We are exposed to substantial risks of liability under federal and state securities laws, other federal and state laws and court decisions, as well as rules and regulations promulgated by the SEC, the CFTC, the Federal Reserve, state securities regulators, the self-regulatory organizations and foreign regulatory agencies. We are also subject to the risk of litigation and claims that may be without merit. We could incur significant legal expenses in defending ourselves against and resolving lawsuits or claims. An adverse resolution of any future lawsuits or claims against us could result in a negative perception of our company and cause the market price of our common stock to decline or otherwise have an adverse effect on our business, financial condition and/or operating results. See Part I, Item 3, "Legal Proceedings and Regulatory Matters."

***Any future acquisitions may result in significant transaction expenses, integration and consolidation risks and risks associated with entering new markets, and we may be unable to profitably operate our consolidated company.***

Although our growth strategy has not focused historically on acquisitions, we may in the future engage in evaluations of potential acquisitions and new businesses. We may not have the financial resources necessary to consummate any acquisitions in the future or the ability to obtain the necessary funds on satisfactory terms. Any future acquisitions may result in significant transaction expenses and risks associated with entering new markets in addition to integration and consolidation risks. Because acquisitions historically have not been a core part of our growth strategy, we have no material experience in successfully utilizing acquisitions. We may not have sufficient management, financial and other resources to integrate any such future acquisitions or to successfully operate new businesses and we may be unable to profitably operate our expanded company.

***Internet-related issues may reduce or slow the growth in the use of our services in the future.***

Critical issues concerning the commercial use of the Internet, such as ease of access, security, privacy, reliability, cost, and quality of service, remain unresolved and may adversely impact the growth of Internet use. If Internet usage continues to increase rapidly, the Internet infrastructure may not be able to support the demands placed on it by this growth, and its performance and reliability may decline. Although our larger institutional customers use leased data lines to communicate with us, our ability to increase the speed with which we provide services to consumers and to increase the scope and quality of such services is limited by and dependent upon the speed and reliability of our customers' access to the Internet, which is beyond our control. If periods of decreased performance, outages or delays on the Internet occur frequently or other critical issues concerning the Internet are not resolved, overall Internet usage or usage of our web based products could increase more slowly or decline, which would cause our business, results of operations and financial condition to be materially and adversely affected.



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***Our computer infrastructure may be vulnerable to security breaches. Any such problems could jeopardize confidential information transmitted over the Internet, cause interruptions in our operations or cause us to have liability to third persons.***

Our computer infrastructure is potentially vulnerable to physical or electronic computer break-ins, viruses and similar disruptive problems and security breaches. Any such problems or security breaches could cause us to have liability to one or more third parties, including our customers, and disrupt our operations. A party able to circumvent our security measures could misappropriate proprietary information or customer information, jeopardize the confidential nature of information transmitted over the Internet or cause interruptions in our operations. Concerns over the security of Internet transactions and the privacy of users could also inhibit the growth of the Internet or the electronic brokerage industry in general, particularly as a means of conducting commercial transactions. To the extent that our activities involve the storage and transmission of proprietary information such as personal financial information, security breaches could expose us to a risk of financial loss, litigation and other liabilities. Our estimated annual losses from reimbursements to customers whose accounts have been negatively affected by unauthorized access have historically been less than \$500,000 annually, but instances of unauthorized access of customer accounts have been increasing recently on an industry-wide basis. Our current insurance program may protect us against some, but not all, of such losses. Any of these events, particularly if they (individually or in the aggregate) result in a loss of confidence in our company or electronic brokerage firms in general, could have a material adverse effect on our business, results of operations and financial condition.

***We may not be able to protect our intellectual property rights or may be prevented from using intellectual property necessary for our business.***

We rely primarily on trade secret, contract, copyright, patent and trademark laws to protect our proprietary technology. It is possible that third parties may copy or otherwise obtain and use our proprietary technology without authorization or otherwise infringe on our rights. We may also face claims of infringement that could interfere with our ability to use technology that is material to our business operations.

In the future, we may have to rely on litigation to enforce our intellectual property rights, protect our trade secrets, determine the validity and scope of the proprietary rights of others or defend against claims of infringement or invalidity. Any such litigation, whether successful or unsuccessful, could result in substantial costs and the diversion of resources and the attention of management, any of which could negatively affect our business.

***Our future success will depend on our response to the demand for new services, products and technologies.***

The demand for market making services, particularly services that rely on electronic communications gateways, is characterized by:

rapid technological change;

changing customer demands;

the need to enhance existing services and products or introduce new services and products; and

evolving industry standards.

New services, products and technologies may render our existing services, products and technologies less competitive. Our future success will depend, in part, on our ability to respond to the demand for new services, products and technologies on a timely and cost-effective basis and to adapt to technological advancements and changing standards to address the increasingly sophisticated requirements and varied needs of our customers and prospective customers. We cannot assure you that

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we will be successful in developing, introducing or marketing new services, products and technologies. In addition, we may experience difficulties that could delay or prevent the successful development, introduction or marketing of these services and products, and our new service and product enhancements may not achieve market acceptance. Any failure on our part to anticipate or respond adequately to technological advancements, customer requirements or changing industry standards, or any significant delays in the development, introduction or availability of new services, products or enhancements could have a material adverse effect on our business, financial condition and operating results.

*The expansion of our market making activities into forex-based products entails significant risk, and unforeseen events in such business could have an adverse effect on our business, financial condition and results of operation.*

Over the past several years we entered into market making for forex-based products. This includes the trading of cash in foreign currencies with banks and exchange-listed futures, options on futures, options on cash deposits and currency-based ETFs. All of the risks that pertain to our market making activities in equity-based products also apply to our forex-based market making. In addition, we have comparatively less experience in the forex markets and even though we are expanding this activity slowly, any kind of unexpected event can occur that can result in great financial loss.

*We are subject to counterparty risk whereby defaults by parties with whom we do business can have an adverse effect on our business, financial condition and/or operating results.*

In our electronic brokerage business, our customer margin credit exposure is to a great extent mitigated by our policy of automatically evaluating each account throughout the trading day and closing out positions automatically for accounts that are found to be under-margined. While this methodology is effective in most situations, it may not be effective in situations in which no liquid market exists for the relevant securities or commodities or in which, for any reason, automatic liquidation for certain accounts has been disabled. If no liquid market exists or automatic liquidation has been disabled, we are subject to risks inherent in extending credit, especially during periods of rapidly declining markets. Any loss or expense incurred due to defaults by our customers in failing to repay margin loans or to maintain adequate collateral for these loans would cause harm to our business.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

Our headquarters are located in Greenwich, Connecticut. We also lease facilities in 15 other locations throughout parts of the world where we conduct our operations as set forth below. Unless otherwise indicated, all properties are used by both our market making and electronic brokerage segments. We believe our present facilities, together with our current options to extend lease terms, are adequate for our current needs.

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The following table sets forth certain information with respect to our leased facilities:

Location	Space	Expiring In	Principal Usage
Greenwich, CT	107,431 sq. feet	2019	Headquarters and data center
Jersey City, NJ	7,698 sq. feet	2011	Office space
Chicago, IL	62,446 sq. feet	2017	Office space and data center
Washington, D.C.	450 sq. feet	2012	Office space
Montreal, Canada	4,566 sq. feet	2014	Office space
London, United Kingdom	2,283 sq. feet	2015	Office space
Zug, Switzerland	27,115 sq. feet	2015	Office space and data center
Sydney, Australia	2,649 sq. feet	2014	Office space
Hong Kong	5,611 sq. feet	2012	Office space and data center
Budapest, Hungary	4,297 sq. feet	2011	Office space
St. Petersburg, Russia	2,563 sq. feet	2011	Office space
Tallinn, Estonia	3,638 sq. feet	2011	Office space
Mumbai, India	7,365 sq. feet	2015	Office space
Tokyo, Japan	2,161 sq. feet	2012	Office space
Shanghai, China	2,177 sq. feet	2011	Office space
Sao Paulo, Brazil	65 sq. feet	2011	Office space

### **ITEM 3. LEGAL PROCEEDINGS AND REGULATORY MATTERS**

The securities industry is highly regulated and many aspects of our business involve substantial risk of liability. In recent years, there has been an increasing incidence of litigation involving the securities brokerage industry, including class action suits that generally seek substantial damages, including in some cases punitive damages. Compliance and trading problems that are reported to federal, state and provincial securities regulators, securities exchanges or other self-regulatory organizations by dissatisfied customers are investigated by such regulatory bodies, and, if pursued by such regulatory body or such customers, may rise to the level of arbitration or disciplinary action. We are also subject to periodic regulatory audits and inspections.

Like other securities brokerage firms, we have been named as a defendant in lawsuits and from time to time we have been threatened with, or named as a defendant in, arbitrations and administrative proceedings. The following contains information regarding potentially material pending litigation and pending regulatory inquiries. We may in the future become involved in additional litigation or regulatory proceedings in the ordinary course of our business, including litigation or regulatory proceedings that could be material to our business.

#### *Trading Technologies Matter*

On February 3, 2010, Trading Technologies International, Inc. ("Trading Technologies") filed a complaint, in the United States District Court for the Northern District of Illinois Eastern Division, against Interactive Brokers Group, Inc., IBG LLC, IBG Holdings LLC, and Interactive Brokers LLC ("Defendants"). The complaint, as amended, alleges that the Defendants have infringed and continue to infringe six U.S. patents held by Trading Technologies. Trading Technologies is seeking, among other things, unspecified damages and injunctive relief. The case is in the pleadings stage. While it is too early to predict the outcome of the matter, we believe we have meritorious defenses to the allegations made in the complaint and intend to defend ourselves vigorously against them. However, litigation is inherently uncertain and there can be no guarantee that the Company will prevail or that the litigation can be settled on favorable terms.

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*Pending Regulatory Inquiries*

IB's businesses are heavily regulated by state, federal and foreign regulatory agencies as well as numerous exchanges and self-regulatory organizations. IB's various companies are regulated under state securities laws, U.S. and foreign securities, commodities and financial services laws and under the rules of more than 25 exchanges and SROs. In the current era of dramatically heightened regulatory scrutiny of financial institutions, IB has incurred sharply increased compliance costs, along with the industry as a whole. Increased regulation also creates increased barriers to entry, however, and IB has built human and automated infrastructure to handle increased regulatory scrutiny, which provides IB an advantage over potential newcomers to the business.

IB receives hundreds of regulatory inquiries each year in addition to being subject to frequent regulatory examinations. The great majority of these inquiries do not lead to fines or any further action against IB. Most often, regulators do not inform IB as to when and if an inquiry has been concluded. IB is currently the subject of regulatory inquiries regarding topics such as order audit trail reporting, trade reporting, short sales, market making obligations, anti-money laundering, business continuity planning and other topics of recent regulatory interest. There are no formal regulatory enforcement actions pending against IB's regulated entities, except as specifically disclosed herein and IB is unaware of any specific regulatory matter that, itself, or together with similar regulatory matters, would have a material impact on IB's financial condition. Nonetheless, in the current climate, we expect to pay significant regulatory fines on various topics on an ongoing basis, as other regulated financial services businesses do. The amount of any fines, and when and if they will be incurred, is impossible to predict given the nature of the regulatory process.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY; RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Common Stock Information**

The following table shows the high and low sale prices for the periods indicated for the Company's common stock, as reported by NASDAQ.

	Sales Price	
	High	Low
<b>2009</b>		
First Quarter	\$ 19.41	\$ 12.89
Second Quarter	\$ 17.42	\$ 13.89
Third Quarter	\$ 20.06	\$ 15.00
Fourth Quarter	\$ 20.93	\$ 16.01
<b>2010</b>		
First Quarter	\$ 17.75	\$ 15.80
Second Quarter	\$ 17.63	\$ 16.15
Third Quarter	\$ 18.09	\$ 15.97
Fourth Quarter(1)	\$ 19.24	\$ 16.85
<b>2011</b>		
YTD Through February 25, 2011	\$ 18.20	\$ 15.40

(1) In December 2010, the Company paid a special cash dividend of \$1.79 per share to its common shareholders.

The closing price of our common stock on February 25, 2011, as reported by NASDAQ, was \$15.55 per share.

**Holders**

On February 25, 2011, there were five holders of record, which does not reflect those shares held beneficially or those shares held in "street" name. Accordingly, the number of beneficial owners of our common stock exceeds this number.

**Dividends and Other Restrictions**

In December 2010, the Company effected a series of dividend payments, including a dividend of \$1.79 per share, which was paid to the Company's common shareholders. We have made no determination as to whether to pay any dividends on our common stock in the foreseeable future. Restrictions contained in our loan agreements limit our ability to pay dividends on our common stock. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources" in Part II Item 7 of this Annual Report on Form 10-K.

**Stockholder Return Performance Graph**

The following graph compares cumulative total stockholder return on our common stock, the S&P 500 Index and the NASDAQ Financial-100 Index from May 4, 2007 to December 31, 2010. The

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comparison assumes \$100 was invested on May 4, 2007 in our common stock and each of the foregoing indices and assumes reinvestment of dividends before consideration of income taxes.

- 
- (1) The NASDAQ Financial-100 Index includes 100 of the largest domestic and international financial securities listed on The NASDAQ Stock Market based on market capitalization. They include companies classified according to the Industry Classification Benchmark as Financials, which are included within the NASDAQ Bank, NASDAQ Insurance, and NASDAQ Other Finance Indexes.
- (2) The S&P 500 Index includes 500 large cap common stocks actively traded in the United States. The stocks included in the S&P 500 are those of large publicly held companies that trade on either of the two largest American stock markets, the New York Stock Exchange and NASDAQ.

The stock performance depicted in the graph above is not to be relied upon as indicative of future performance. The stock performance graph shall not be deemed to be incorporated by reference into any of our filings under the Securities Act or the Exchange Act, except to the extent that we specifically incorporate the same by reference, nor shall it be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Exchange Act.

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**Securities Authorized for Issuance under Equity Compensation Plans**

The following table provides information about shares of common stock available for future awards under all of the Company's equity compensation plans as of December 31, 2010. The Company has not made grants of common stock outside of its equity compensation plans:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options warrants and rights	Number of securities remaining available for future issuance under equity compensation plans(1)
Equity compensation plans approved by security holders	N/A	N/A	151,976
Equity compensation plans not approved by security holders	N/A	N/A	
<b>Total</b>			<b>151,976</b>

(1) Amount represents shares available for future issuance of grants under the Company's Stock Incentive Plan. The amount excludes forfeitures and shares purchased from employees to satisfy their tax withholding obligations for vested shares, which are held as treasury stock. In the fourth quarter of 2010, the Company's Board of Directors approved a board resolution to increase the total number of shares available to be distributed under the 2007 Stock Incentive Plan to 20,000,000 shares, from 9,200,000 shares, pending shareholder approval at the Company's 2011 Annual Meeting. There are no shares available for future issuance of grants under the 2007 ROI Unit Stock Plan. All shares under this plan have already been granted.

**ITEM 6. SELECTED FINANCIAL DATA**

The following tables set forth selected historical consolidated financial and other data of IBG LLC as of and for the year ended December 31, 2006, prior to the IPO. The historical financial and other data of IBG, Inc., the public company, is presented for the years ended, and as of, December 31, 2007, 2008, 2009 and 2010.

On May 3, 2007, IBG, Inc. priced its initial public offering of shares of Common Stock. In connection with the IPO, IBG, Inc. purchased 10.0% of the membership interests in IBG LLC, became the sole managing member for IBG LLC and began to consolidate IBG LLC's financial results into its financial statements. The consolidated statement of income data for the periods presented reflect the consolidated operating results of IBG LLC and its subsidiaries prior to May 4, 2007 and reflect the consolidated operating results of IBG, Inc. and its subsidiaries from May 4, 2007 through December 31, 2007. This represents 100% of the earnings prior to our IPO and actual earnings attributable to IBG, Inc. following the IPO. The consolidated statement of financial condition data as of December 31, 2006 reflects the audited condensed consolidated statement of financial condition of IBG LLC and its subsidiaries, and the consolidated statements of financial condition data as of December 31, 2007, 2008, 2009 and 2010 reflect the audited condensed consolidated statement of financial condition of IBG, Inc. and its subsidiaries.

For all periods presented, IBG LLC has operated in the United States as a limited liability company that was treated as a partnership for U.S. federal income tax purposes. As a result, IBG LLC has not been subject to U.S. federal income taxes on its income; and historical results of operations prior to the IPO do not include Delaware franchise tax, and federal and certain other state income taxes. Such items are included in periods subsequent to May 3, 2007.

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The following selected historical consolidated financial and other data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the audited consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

	Year Ended December 31,				
	2010	2009	2008	2007	2006
	(in millions, except share and per share data)				
<b>Consolidated Statement of Income Data:</b>					
<b>Revenues:</b>					
Trading gains	\$ 368.6	\$ 633.9	\$ 1,304.0	\$ 888.1	\$ 805.1
Commissions and execution fees	386.8	353.0	359.5	261.1	174.4
Interest income	172.5	121.6	437.2	782.2	672.1
Other income	60.4	61.3	81.7	92.2	85.2
<b>Total revenues</b>	<b>988.3</b>	<b>1,169.8</b>	<b>2,182.4</b>	<b>2,023.6</b>	<b>1,736.8</b>
Interest expense	66.2	69.5	332.0	555.2	484.4
<b>Total net revenues</b>	<b>922.1</b>	<b>1,100.3</b>	<b>1,850.4</b>	<b>1,468.4</b>	<b>1,252.4</b>
<b>Non-interest expenses:</b>					
Execution and clearing	272.6	273.2	322.7	335.7	313.3
Employee compensation and benefits	200.2	175.8	158.0	118.8	110.1
Occupancy, depreciation and amortization	37.3	40.4	37.7	26.5	22.7
Communications	23.5	22.8	18.7	14.9	12.6
General and administrative	47.7	43.6	63.3	40.7	32.1
<b>Total non-interest expenses</b>	<b>581.3</b>	<b>555.8</b>	<b>600.4</b>	<b>536.6</b>	<b>490.8</b>
<b>Income before income taxes</b>	<b>340.8</b>	<b>544.5</b>	<b>1,250.0</b>	<b>931.8</b>	<b>761.6</b>
<b>Income tax expense</b>	<b>60.4</b>	<b>54.4</b>	<b>128.4</b>	<b>63.0</b>	<b>27.4</b>
<b>Net Income</b>	<b>280.4</b>	<b>490.1</b>	<b>1,121.6</b>	<b>868.8</b>	<b>734.2</b>
<b>Less Income attributable to non-controlling interests(1)</b>	<b>289.7</b>	<b>453.9</b>	<b>1,028.6</b>	<b>568.3</b>	<b>0.0</b>
<b>Net income available for common stockholders</b>	<b>\$ (9.3)</b>	<b>\$ 36.2</b>	<b>\$ 93.0</b>	<b>\$ 300.5</b>	<b>\$ 734.2</b>
<b>Earnings per share</b>					
Basic	\$ (0.22)	\$ 0.88	\$ 2.30	\$ 1.20	
Diluted	\$ (0.22)	\$ 0.87	\$ 2.24	\$ 1.16	
<b>Weighted average common shares outstanding</b>					
Basic	41,870,926	40,973,290	40,434,273	41,153,606	
Diluted	42,498,705	41,799,489	41,461,018	41,327,844	

(1)



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Adoption of SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51, now a sub-topic within ASC 810, Consolidation, as of January 1, 2009 required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests"). ASC 810 also required changes in presentation and retrospective disclosure of non-controlling interests in the statements of income for all periods presented. Net income attributable to non-controlling interests in subsidiaries of IBG LLC, which is collectively immaterial, has been reclassified from other income to net income attributable to non-controlling interests for all periods presented.

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	Year Ended December 31,				
	2010	2009	2008	2007	2006
	(in millions)				
<b>Cash, cash equivalents and short-term investments(1)</b>	\$ 9,578.6	\$ 7,948.5	\$ 6,651.4	\$ 5,789.3	\$ 3,878.8
<b>Total assets(2)(3)</b>	28,498.8	26,605.6	28,356.6	34,542.1	32,080.5
<b>Total liabilities(3)</b>	24,278.3	21,728.5	23,948.5	30,968.3	29,278.6
<b>Non-controlling interests(4)(5)</b>	3,732.7	4,302.2	3,894.2	3,165.4	2,801.9
<b>Stockholders' equity(5)</b>	487.8	574.9	513.9	408.4	

- (1) Cash, cash equivalents and short-term investments represent cash and cash equivalents, cash and securities segregated under federal and other regulations, short-term investments, U.S. and foreign government obligations and securities purchased under agreements to resell.
- (2) At December 31, 2010, approximately \$28.03 billion, or 98.4%, of total assets were considered to be liquid and consisted primarily of marketable securities and collateralized receivables.
- (3) As a result of our acquisition from IBG Holdings LLC of IBG LLC membership interests, we received not only an interest in IBG LLC but also, for federal income tax purposes, a step-up to the federal income tax basis of the assets of IBG LLC underlying such additional interest. This increased tax basis is expected to result in tax benefits as a result of increased amortization deductions. We will retain 15% of the tax benefits actually realized. As set forth in the tax receivable agreement we entered into with IBG Holdings LLC, we will pay the remaining 85% of the realized tax benefits relating to any applicable tax year to IBG Holdings LLC. The deferred tax asset was \$313.6 million, \$333.3 million, \$351.6 million and \$369.7 million and the corresponding payable to IBG Holdings LLC was \$284.9 million, \$299.0 million, \$313.8 million and \$323.7 million at December 31, 2010, 2009, 2008 and 2007, respectively.
- (4) Adoption of SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51*, now a sub-topic within ASC 810, *Consolidation*, as of January 1, 2009 required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests") as a separate component of equity in the current period and had the retrospective effect of increasing reported equity in the consolidated statement of financial position by \$3,894.2, \$3,165.4 million and \$2,801.9 as of December 31, 2008, 2007 and 2006, respectively. Accordingly, the above condensed consolidated statements of financial condition are presented as if ASC 810 had been applicable historically.
- (5) In December of 2010, the Company paid a special cash dividend to holders of the Company's common stock. The payment of the dividend resulted in a decrease in the Company's non-controlling interests and stockholders' equity balances from the prior year.

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with the audited consolidated financial statements and the related notes in Item 8, included elsewhere in this report. In addition to historical information, the following discussion also contains forward-looking statements that include risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under the heading "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K.

**Business Overview**

We are an automated global electronic market maker and broker specializing in routing orders and executing and processing trades in securities, futures and foreign exchange instruments on more than 90 electronic exchanges and trading venues around the world. Since our inception in 1977, we have focused on developing proprietary software to automate broker-dealer functions. The advent of electronic exchanges in the last 20 years has provided us with the opportunity to integrate our software with an increasing number of exchanges and trading venues into one automatically functioning, computerized platform that requires minimal human intervention.

In connection with the IPO priced on May 3, 2007, IBG, Inc. purchased 10.0% of the membership interests in IBG LLC, became the sole managing member of IBG LLC and began to consolidate IBG LLC's financial results into its financial statements.

***Overview of Recapitalization Transactions and Our Organizational Structure***

Prior to the IPO, we had historically conducted our business through a limited liability company structure. Our primary assets are our ownership of approximately 10.8% of the membership interests of IBG LLC, the current holding company for our businesses, and our controlling interest and related contractual rights as the sole managing member of IBG LLC. The remaining approximately 89.2% of IBG LLC membership interests are held by IBG Holdings LLC, a holding company that is owned by our founder, Chairman and Chief Executive Officer, Thomas Peterffy, and his affiliates, management and other employees of IBG LLC, and certain other members. The IBG LLC membership interests held by IBG Holdings LLC will be subject to purchase by us over time in connection with offerings by us of shares of our common stock.

Purchases of IBG LLC membership interests, held by IBG Holdings LLC, by the Company are governed by the Exchange Agreement by and among the Company, IBG Holdings LLC, IBG LLC and the members of IBG LLC, dated as of May 3, 2007 (the "Exchange Agreement"), a copy of the fully executed agreement was filed as an exhibit to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 and filed with the SEC on November 9, 2009. Under the Exchange Agreement, IBG Holdings LLC may request redemption of its membership interests in IBG LLC and the Company is required to use its commercially reasonable efforts to consummate a public offering of a number of shares of Class A common stock approximately equal to the aggregate number of the IBG Holdings LLC membership interests for which redemption has been requested. Upon consummation of such public offering, the Company is required to purchase from IBG Holdings LLC that number of IBG LLC membership interests equal to the aggregate number of the IBG Holdings LLC membership interests subject to redemption, at a purchase price per membership interest equal to the offering price in such public offering. However, under the Exchange Agreement, the Company is not obligated to effect any purchase of the IBG LLC membership interests held by IBG Holdings LLC unless and until the Company has consummated a public offering of a number of shares of Class A common stock approximately equal to the aggregate number of the IBG Holdings LLC membership interests subject to redemption. In 2008, 2009 and 2010, public offerings were not consummated.

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As an alternative, at the option of, and upon mutual agreement of, the Company, IBG Holdings LLC and IBG LLC, instead of, or in addition to, consummating one or more public offerings, redemptions of IBG Holdings LLC membership interests may be effected by using cash on hand at IBG LLC and corresponding redemptions by IBG LLC of its membership interests held by IBG Holdings LLC. This alternative funding method would not impose any obligations on the Company. In 2008, 2009 and 2010 some of the IBG Holdings LLC membership interests were, in fact, redeemed using cash from IBG LLC.

As part of a redeployment of the Company's capital to its shareholders, the Company effected a series of dividend payments, including a dividend of \$1.79 per share, which was paid to the Company's common shareholders in December 2010. We have made no determination as to whether to pay any dividends on our common stock in the foreseeable future.

## **Business Segments**

The Company reports its results in two business segments, market making and electronic brokerage. These segments are analyzed separately as we derive our revenues from these two principal business activities as well as allocate resources and assess performance.

*Market Making.* We conduct our market making business through our TH subsidiaries. As one of the largest market makers on many of the world's leading exchanges, we provide liquidity by offering competitively tight bid/offer spreads over a broad base of over 620,000 tradable, exchange-listed products. As principal, we commit our own capital and derive revenues or incur losses from the difference between the price paid when securities are bought and the price received when those securities are sold. Because we provide continuous bid and offer quotations and we are continuously both buying and selling quoted securities, we may have either a long or a short position in a particular product at a given point in time. Our entire portfolio is evaluated each second and continuously rebalanced throughout the trading day, thus minimizing the risk of our portfolio at all times. This real-time rebalancing of our portfolio, together with our real-time proprietary risk management system, enables us to curtail risk and to be profitable in both up-market and down-market scenarios.

*Electronic Brokerage.* We conduct our electronic brokerage business through our IB subsidiaries. As an electronic broker, we execute, clear and settle trades globally for both institutional and individual customers. Capitalizing on the technology originally developed for our market making business, IB's systems provide our customers with the capability to monitor multiple markets around the world simultaneously and to execute trades electronically in these markets at a low cost, in multiple products and currencies from a single trading account. We offer our customers access to all classes of tradable, exchange-listed products, including stocks, bonds, options, futures, forex and mutual funds traded on more than 90 exchanges and market centers and in 19 countries around the world seamlessly.

## **Business Environment**

The past year was marked by two major events: the signing of the Dodd Frank Wall Street Reform and Consumer Protection Act into law and the May 6<sup>th</sup> "flash crash."

It is difficult to predict what rule changes will be implemented by the regulators as a result of the Dodd-Frank legislation and what impact these changes will have on our business. As a well capitalized market participant and a registered market maker, we would view stricter capital requirements and increased regulation over OTC derivatives as, on balance, positive.

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The immediately noticeable fall out from May 6, on the business environment for 2010, was the reduction of trading by the retail and, to a lesser extent, the institutional investor, which also resulted in diminished volatilities in the markets.

As a result of the Flash Crash, rule changes may be implemented in the future that would increase regulation of high frequency traders ("HFTs") and curtail naked sponsored access, a practice whereby HFTs can send orders directly to an exchange by using an exchange member's access and bypassing that exchange member's pre-trade risk controls. However, the only changes that were implemented in 2010 were the circuit breakers that place trading restrictions on stocks that exhibit substantial price moves, which had no impact on our operations.

During 2010, global volumes in exchange traded derivatives continued to grow, while markets were generally calmer than the preceding year, with the exception of the brief spike in volatility around the May 6<sup>th</sup> event. We continued to face challenging conditions as market makers, including intense competition from high frequency traders, historically tight bid/offer spreads and low volatility levels. These factors were exacerbated by currency movements that negatively impacted our reported earnings.

Since we typically maintain an overall long volatility position, which protects us against a severe market dislocation in either direction, our market making profits are generally correlated with market volatility. Based on the Chicago Board Options Exchange Volatility Index ("VIX"), the average volatility level fell approximately 29% compared to 2009. The ratio of actual to implied volatility is also meaningful to our results. Because the cost of hedging our positions is based on implied volatility, while our trading profits are, in part, based on actual market volatility, a higher ratio is generally favorable and a lower ratio generally has a negative effect on our trading gains. During 2010, this ratio averaged approximately 75% compared to approximately 77% in 2009.

Lower volatility levels also contributed to the trend of contracting bid/offer spreads that began in late 2008. During 2010, spreads, as reported by the NASDAQ OMX PHLX market, were approximately 33% narrower than in 2009.

Currency fluctuations negatively impacted our reported earnings, as measured in U.S. dollars. As a global market maker trading on exchanges around the world in multiple currencies, we are exposed to foreign currency risk. We actively hedge this exposure by keeping our net worth in proportion to a defined basket of major currencies we call the GLOBAL. The overall impact of foreign currency exchange rate changes on our equity in 2010 was relatively small. However, U.S. GAAP accounting convention resulted in a gain being reported in the consolidated statement of financial condition, while a loss was reported in the consolidated statement of income. Further detail is provided below in the Section entitled "Non-GAAP Financial Measures". In addition, a discussion of our approach to managing foreign currency exposure is contained in Part II, Item 7A of this Annual Report on Form 10-K entitled "Quantitative and Qualitative Disclosures about Market Risk."

According to data received from exchanges worldwide, volumes in exchange-listed equity-based options increased in 2010 by approximately 14% globally and 8% in the U.S., compared to 2009. During the year we accounted for approximately 10.1% of the exchange-listed equity based options (including options on ETFs and stock index products) volume traded worldwide and approximately 13.1% of exchange-listed equity based options volume traded in the U.S. This compares to approximately 10.9% of the exchange-listed equity based options volume traded worldwide and approximately 13.6% of the exchange-listed equity based options volume traded in the U.S. compared to 2009. We believe the decrease in our market share can partly be attributed to the surge in high frequency trading firms and certain advantages they had over registered market makers, which had allowed them to take a larger share of the listed options volume. See the tables on pages 56 - 57 of this Annual Report on Form 10-K for additional details regarding our trade volumes, contract and share volumes and brokerage statistics.

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**Financial Overview**

Diluted earnings per share were \$(0.22) for year ended December 31, 2010. The calculation of diluted earnings per share is detailed in Note 4, "Initial Public Offering and Recapitalization," to the audited consolidated financial statements, in Part II, Item 8 of this Annual Report on Form 10-K. Diluted earnings per share were \$0.87 for the year ended December 31, 2009. In December 2010, the Company paid a dividend of \$1.79 per share to holders of the Company's common stock which had a negative impact on our earnings per share of approximately \$0.71 for the year ended December 31, 2010. On a consolidated reporting basis, the dividends had no effect on our reported income before tax. However, the U.S. federal income tax liability triggered by the dividends is reported as income tax expense in the consolidated statement of income. The above dividend resulted from the following transaction. On December 21, 2010, Timber Hill Europe AG ("THE AG") paid its sole shareholder, IBG LLC, a dividend of \$990.3 million. THE AG's pretax earnings had not previously been subject to taxation in the United States. U.S. federal income taxes on the Company's share of this dividend were \$40.8 million. Please refer to the section below entitled "Non-GAAP Financial Measures" for a discussion of the impact of the dividend on our reported results.

For the year ended December 31, 2010, our net revenues were \$922.1 million and income before income taxes was \$340.8 million, compared to net revenues of \$1,100.3 million and income before income taxes of \$544.5 million for 2009. Compared to 2009, trading gains decreased 42% in 2010, commissions and execution fees increased by 10% and net interest income increased 104%. Our pre-tax margin for the year ended December 31, 2010 was 37%, compared to 50% for 2009.

During the year ended December 31, 2010, income before income taxes in our market making segment decreased 73%, compared with 2009. Trading gains were hampered by increased competition from high frequency traders, the continued tightening of bid/offer spreads in the market and currency fluctuations. Pre-tax margin decreased to 24% in 2010 compared to 53% in 2009.

During the year ended December 31, 2010, income before income taxes in our electronic brokerage segment grew 19% compared to 2009. Customer accounts grew 18% from the prior year and customer equity increased 45% during 2010. Commissions and execution fees increased by 10% and net interest income grew by 78% from the prior year. Pre-tax margin increased from 49% to 50% in the same time periods. Total Daily Average Revenue Trades ("DARTs") for cleared and execution-only customers increased 9% to 379,000 during the year ended December 31, 2010, compared to 347,000 during the year ended December 31, 2009.

Market making, by its nature, does not produce predictable earnings. Our results in any given period may be materially affected by volumes in the global financial markets, the level of competition and other factors. Electronic brokerage is more predictable, but it is dependent on customer activity, growth in customer accounts and assets, interest rates and other factors. For a further discussion of the factors, that may affect our future operating results, please see the description of risk factors in Part I, Item 1A of this Annual Report on Form 10-K.

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The following two tables present net revenues and income before income taxes for each of our business segments for the periods indicated.

Net revenues of each of our business segments and our total net revenues are summarized below:

	Year Ended December 31,		
	2010	2009	2008
	(in millions)		
<b>Market making</b>	\$ 379.2	\$ 626.4	\$ 1,343.5
<b>Electronic brokerage</b>	547.3	474.4	505.8
<b>Corporate(1)</b>	(4.4)	(0.5)	1.1
<b>Total</b>	\$ 922.1	\$ 1,100.3	\$ 1,850.4

(1) Corporate includes corporate related activities as well as inter-segment eliminations.

Income before income taxes of each of our business segments and our total income before income taxes are summarized below:

	Year Ended December 31,		
	2010	2009	2008
	(in millions)		
<b>Market making</b>	\$ 89.5	\$ 330.8	\$ 1,027.6
<b>Electronic brokerage</b>	274.8	231.2	224.0
<b>Corporate(1)</b>	(23.5)	(17.5)	(1.6)
<b>Total</b>	\$ 340.8	\$ 544.5	\$ 1,250.0

(1) Corporate includes corporate related activities as well as inter-segment eliminations.

### **Revenue**

#### *Trading Gains*

Trading gains are generated in the normal course of market making. Trading revenues are, in general, proportional to the trading activity in the markets. Our revenue base is highly diversified and comprised of millions of relatively small individual trades of various financial products traded on electronic exchanges, primarily stocks, options and futures. Trading gains accounted for approximately 37%, 54% and 60% of our total revenues for the years ended December 31, 2010, 2009 and 2008, respectively. Trading gains include a portion of translation gains and losses stemming from the basket of foreign currencies we call GLOBALs, which we employ to carry out our currency hedging strategy. This impact is further described below in the section entitled "Non-GAAP Financial Measures" and in Item 8, Financial Statements and Supplementary Data. A discussion of our approach to managing foreign currency exposure is contained in Part II, Item 7A of this Annual Report on Form 10-K entitled "Quantitative and Qualitative Disclosures about Market Risk."

Trading gains also include revenues from net dividends. Market making activities require us to hold a substantial inventory of equity securities. We derive significant revenues in the form of dividend income from these equity securities. This dividend income is largely offset by dividend expense incurred when we make significant payments in lieu of dividends on short positions in securities in our portfolio. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid to the shareholders of record, which will not be received by those who purchase the stock after the dividend date. Hence, the apparent gains and losses





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due to these price changes must be taken together with the dividends paid and received, respectively, in order to accurately reflect the results of our market making operations.

As a result of the way we have integrated our market making and securities lending systems, our trading gains and our net interest income from the market making segment are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income.

Our trading gains are geographically diversified. In 2010, 2009 and 2008, we generated 17%, 41% and 53% respectively, of our trading gains from operations conducted internationally.

*Commissions and Execution Fees*

We earn commissions and execution fees from our cleared customers for whom we act as executing and clearing brokers and from our non-cleared customers for whom we act as an executing broker only. We have a commission structure that allows customers to choose between an all-inclusive "bundled" rate or an "unbundled" rate that has lower commissions for high volume customers. For "unbundled" commissions, we charge regulatory and exchange fees, at our cost, separately from our commissions, adding transparency to our fee structure. Commissions and execution fees accounted for 39%, 30% and 16% of our total revenues for the years ended December 31, 2010, 2009 and 2008, respectively.

Our commissions and execution fees are geographically diversified. In 2010, 2009 and 2008 we generated 27%, 26% and 23%, respectively of commissions and execution fees from operations conducted internationally.

*Interest Income and Interest Expense*

We earn interest on customer funds segregated in safekeeping accounts; on customer borrowings on margin, secured by marketable securities these customers hold with us; from our investment in government treasury securities; from borrowing securities in the general course of our market making and brokerage activities, and on bank balances. Interest income accounted for 17%, 10% and 20% of total revenues for the years ended December 31, 2010, 2009 and 2008, respectively. Interest income is partially offset by interest expense.

We pay interest on cash balances customers hold with us; for cash received from lending securities in the general course of our market making and brokerage activities; and on our borrowings. Interest expense was 7%, 6% and 15% of total revenues for the years ended December 31, 2010, 2009 and 2008, respectively.

We have automated and integrated our securities lending system with our trading system. As a result, we have been able to tailor our securities lending activity to produce more optimal results when taken together with trading gains (see description under "Trading Gains" above). Our net interest income accounted for approximately 12%, 5% and 6% of our total net revenues for the years ended December 31, 2010, 2009 and 2008, respectively.

*Other Income*

Other income consists primarily of payment for order flow income, market data fee income and mark-to-market gains or losses on non-traded securities (primarily investments in exchanges). Our other income accounted for approximately 6%, 5% and 4% of our total revenues for each of the years ended December 31, 2010, 2009 and 2008, respectively.

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**Costs and Expenses**

*Execution and Clearing Expenses*

Our largest single expense category is execution and clearing expenses, which includes the costs of executing and clearing our market making and electronic brokerage trades, as well as other direct expenses, including payment for order flow, regulatory fees and market data fees. Execution fees are paid primarily to electronic exchanges and market centers on which we trade. Clearing fees are paid to clearing houses and clearing agents. Payments for order flow are made as part of exchange-mandated programs and to otherwise attract order volume to our system. Market data fees are fees that we must pay to third parties to receive streaming quotes and related information.

*Employee Compensation and Benefits*

Employee compensation and benefits includes salaries, bonuses and other incentive compensation plans, group insurance, contributions to benefit programs and other related employee costs.

*Occupancy, Depreciation and Amortization*

Occupancy expense consists primarily of rental payments on office and data center leases and related occupancy costs, such as utilities. Depreciation and amortization expense results from the depreciation of fixed assets such as computing and communications hardware as well as amortization of leasehold improvements and capitalized in-house software development.

*Communications*

Communications expense consists primarily of the cost of voice and data telecommunications lines supporting our business including connectivity to exchanges around the world.

*General and Administrative*

Expenses in this category are primarily incurred for professional services, such as legal and audit work, and other operating expenses such as advertising and exchange membership lease expenses.

*Income Tax Expense*

Before our IPO in 2007, our business was operated through a limited liability company that was not subject to U.S. federal and certain state income taxes; our income tax expense consisted primarily of corporate subsidiary taxes, and our net income did not reflect cash distributions to IBG LLC's members to pay their taxes related to their proportionate shares of our net income. Those distributions reduced IBG LLC's members' capital. After the IPO, we became subject to taxes applicable to "C" corporations. As a corporation, we are required to pay U.S. federal, state and local income taxes on our taxable income, which is proportional to the percentage of IBG LLC owned by IBG. Our subsidiaries will continue to be subject to income tax in the respective jurisdictions in which they operate.

**Non-controlling Interest**

We are the sole managing member of IBG LLC and, as such, operate and control all of the business and affairs of IBG LLC and its subsidiaries and consolidate IBG LLC's financial results into our financial statements. We hold approximately 10.8% ownership interest in IBG LLC. IBG Holdings LLC is owned by the original members of IBG LLC and holds approximately 89.2% ownership interest in IBG LLC. We reflect IBG Holdings LLC's ownership as a non-controlling interest in our consolidated statement of financial condition, consolidated statement of income and consolidated statement of changes in equity. Our pre-IPO results are those of IBG LLC, as our predecessor company. As a result, our net income, after excluding IBG Holdings LLC's non-controlling interest, represents approximately 10.8% of IBG LLC's net income and similarly, outstanding shares of our common stock represent approximately 10.8% of the outstanding membership interests of IBG LLC.

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**Certain Trends and Uncertainties**

We believe that our continuing operations may be favorably or unfavorably impacted by the following trends that may affect our financial condition and results of operations.

Over the past several years, the effects of market structure changes, competition (in particular, from HFTs) and market conditions have, during certain periods, exerted downward pressure on bid/offer spreads realized by market makers.

Retail broker-dealer participation in the equity markets has fluctuated over the past few years due to investor sentiment, market conditions and a variety of other factors. Retail transaction volumes may not be sustainable and are not predictable.

In recent years, in an effort to improve the quality of their executions as well as increase efficiencies, market makers have increased the level of automation within their operations, which may allow them to compete more effectively with us.

There has been increased scrutiny of equity and option market makers, hedge funds and soft dollar practices by the regulatory and legislative authorities. New legislation or modifications to existing regulations and rules could occur in the future.

If there is consolidation among market centers this may adversely affect the value of our smart routing software.

A driver of our market making profits is the relationship between actual and implied volatility in the equities markets. The cost of maintaining our conservative risk profile is based on implied volatility, while our profitability, in part, is based on actual volatility. Hence, our profitability is increased when actual volatility runs above implied volatility and it is decreased when actual volatility falls below implied volatility. Implied volatility tends to lag actual volatility.

See "Risk Factors" in Part I, Item 1A of this Annual Report on Form 10-K for a discussion of other risks that may affect our financial condition and results of operations.

**Non-GAAP Financial Measures**

Non-GAAP measures are used to isolate items that the Company's management views as non-operating in nature, which is intended to give a clearer presentation of operating results. Given their material impact on our reported financial results, the following two non-GAAP measures are presented for 2010:

1. In December 2010, we effected a series of dividend payments, culminating in a dividend of \$1.79 per share, which was paid to holders of IBKR common stock. In total, IBG LLC paid out about \$1 billion. Funding for this dividend originated with our Swiss company, which paid a dividend to IBG LLC, its parent company. IBG LLC, in turn, paid a dividend to its shareholders, including Interactive Brokers Group, Inc., the public company. On a consolidated reporting basis, these dividends had no effect on the Company's reported income. However, the original dividend from the Swiss company was made from earnings that were not previously taxed in the U.S. As a result, this triggered a U.S. federal income tax liability for the Company, which is reported as income tax expense in the consolidated statement of income. This income tax liability was funded by reserving a portion of the dividend that the Company received. The remaining after-tax amount was paid to the Company's common shareholders. The result was cash-flow neutral for the public company.

At December 31, 2010, approximately \$480 million of accumulated earnings that have not been previously subject to income tax in the U.S. were held in the Company's non-U.S. subsidiaries. Additional dividends originating from these subsidiaries up to this amount (as adjusted over time)



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would be subject to U.S. income tax, as described above. Dividends paid from the remaining equity capital would not be subject to additional income tax.

The company also decided to pay a dividend equivalent to employees holding unvested shares in our Stock Incentive Plan. This amounted to about \$10 million and was recorded as a compensation expense.

2.

In connection with our currency hedging strategy, we have determined to base our net worth in GLOBALs, a basket of major currencies in which we hold our equity. Pursuant to U.S. GAAP convention, a portion of our currency translation gains and losses is reported as Other Comprehensive Income in the consolidated statement of financial condition.

A portion of the GLOBALs effect was, in effect, shifted from the reported earnings to the consolidated statement of financial condition. The purpose of this non-GAAP measure is to report all currency translation gains and losses as if they were included in the consolidated statement of income. This analysis contains certain assumptions about tax rates and should, therefore, be considered an estimate.

In summary, these two items reduced diluted EPS by approximately \$0.95 for the year. The dividend had an estimated \$0.71 impact and the U.S. GAAP presentation of currency translation accounted for an estimated \$0.24.

The Company believes that it is appropriate to adjust these non-operating items in the consolidated statement of income in order to achieve a proper representation of the Company's financial performance. For a reconciliation of our U.S. GAAP to non-GAAP results see the 'Supplementary Data' section of Part II, Item 8 "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K.

**Results of Operations**

The tables in the period comparisons below provide summaries of our revenues and expenses. The period-to-period comparisons below of financial results are not necessarily indicative of future results. The following table sets forth our consolidated results of operations for the indicated periods as well as a comparison of results using non-GAAP measures. Non-GAAP measures are used to isolate items that we view as non-operating in nature and are intended to give a clearer presentation of our operating results. For a reconciliation of our U.S. GAAP to non-GAAP results see the 'Supplementary Data'

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section of Part II, Item 8 "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K.

	As Reported Year Ended December 31,			Non-GAAP Year Ended December 31,		
	2010	2009	2008	2010	2009	2008
	(in millions)			(in millions)		
<b>Revenues:</b>						
Trading gains	\$ 368.6	\$ 633.9	\$ 1,304.0	\$ 516.9	\$ 738.6	\$ 1,302.3
Commissions and execution fees	386.8	353.0	359.5	386.8	353.0	359.5
Interest income	172.5	121.6	437.2	172.5	121.6	437.2
Other income	60.4	61.3	81.7	60.4	61.3	81.6
<b>Total revenues</b>	<b>988.3</b>	<b>1,169.8</b>	<b>2,182.4</b>	<b>1,136.6</b>	<b>1,274.5</b>	<b>2,180.6</b>
Interest expense	66.2	69.5	332.0	66.2	69.4	332.0
<b>Total net revenues</b>	<b>922.1</b>	<b>1,100.3</b>	<b>1,850.4</b>	<b>1,070.4</b>	<b>1,205.1</b>	<b>1,848.6</b>
<b>Non-interest expenses:</b>						
Execution and clearing	272.6	273.2	322.7	272.6	273.2	322.7
Employee compensation and benefits	200.2	175.8	158.0	190.7	175.8	158.0
Occupancy, depreciation and amortization	37.3	40.4	37.7	37.3	40.3	37.7
Communications	23.5	22.8	18.7	23.5	22.8	18.7
General and administrative	47.7	43.6	63.3	47.7	43.7	63.3
<b>Total non-interest expenses</b>	<b>581.3</b>	<b>555.8</b>	<b>600.4</b>	<b>571.8</b>	<b>555.8</b>	<b>600.4</b>
<b>Income before income taxes</b>	<b>340.8</b>	<b>544.5</b>	<b>1,250.0</b>	<b>498.6</b>	<b>649.3</b>	<b>1,248.2</b>
<b>Income tax expense</b>	<b>60.4</b>	<b>54.4</b>	<b>128.4</b>	<b>59.0</b>	<b>81.5</b>	<b>128.0</b>
<b>Net Income</b>	<b>280.4</b>	<b>490.1</b>	<b>1,121.6</b>	<b>439.6</b>	<b>567.8</b>	<b>1,120.2</b>
<b>Less Income attributable to non-controlling interest(1)</b>	<b>289.7</b>	<b>453.9</b>	<b>1,028.6</b>	<b>408.5</b>	<b>524.5</b>	<b>1,027.4</b>
<b>Net income available for common stockholders</b>	<b>\$ (9.3)</b>	<b>\$ 36.2</b>	<b>\$ 93.0</b>	<b>\$ 31.1</b>	<b>\$ 43.3</b>	<b>\$ 92.8</b>

(1)

Adoption of SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51*, now a sub-topic within ASC 810, *Consolidation*, as of January 1, 2009 required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests"). ASC 810 also required changes in presentation and retrospective disclosure of non-controlling interests in the statements of income for all periods presented. Net income attributable to non-controlling interests in subsidiaries of IBG LLC, which is collectively immaterial, has been reclassified from other income to net income attributable to non-controlling interests for all periods presented.

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The following table sets forth our consolidated results of operations as a percent of our total revenues for the indicated periods:

	As Reported			Non-GAAP		
	Year Ended December 31,			Year Ended December 31,		
	2010	2009	2008	2010	2009	2008
<b>Revenues:</b>						
Trading gains	37.3%	54.2%	59.8%	45.5%	58.0%	59.7%
Commissions and execution fees	39.1%	30.2%	16.5%	34.0%	27.7%	16.5%
Interest income	17.5%	10.4%	20.0%	15.2%	9.5%	20.0%
Other income	6.1%	5.2%	3.7%	5.3%	4.8%	3.7%
<b>Total revenues</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>
Interest expense	6.7%	5.9%	15.2%	5.8%	5.4%	15.2%
<b>Total net revenues</b>	<b>93.3%</b>	<b>94.1%</b>	<b>84.8%</b>	<b>94.2%</b>	<b>94.6%</b>	<b>84.8%</b>
<b>Non-interest expenses:</b>						
Execution and clearing	27.6%	23.4%	14.8%	24.0%	21.4%	14.8%
Employee compensation and benefits	20.3%	15.0%	7.2%	16.8%	13.8%	7.2%
Occupancy, depreciation and amortization	3.8%	3.5%	1.7%	3.3%	3.2%	1.7%
Communications	2.4%	1.9%	0.9%	2.1%	1.8%	0.9%
General and administrative	4.8%	3.7%	2.9%	4.2%	3.4%	2.9%
<b>Total non-interest expenses</b>	<b>58.8%</b>	<b>47.5%</b>	<b>27.5%</b>	<b>50.3%</b>	<b>43.6%</b>	<b>27.5%</b>
<b>Income before income taxes</b>	<b>34.5%</b>	<b>46.5%</b>	<b>57.3%</b>	<b>43.9%</b>	<b>50.9%</b>	<b>57.2%</b>
<b>Income tax expense</b>	<b>6.1%</b>	<b>4.7%</b>	<b>5.9%</b>	<b>5.2%</b>	<b>6.4%</b>	<b>5.9%</b>
<b>Net Income</b>	<b>28.4%</b>	<b>41.9%</b>	<b>51.4%</b>	<b>38.7%</b>	<b>44.6%</b>	<b>51.4%</b>
<b>Less Income attributable to non-controlling interest</b>	<b>29.3%</b>	<b>38.8%</b>	<b>47.1%</b>	<b>35.9%</b>	<b>41.2%</b>	<b>47.1%</b>
<b>Net income available for common stockholders</b>	<b>(0.9)%</b>	<b>3.1%</b>	<b>4.3%</b>	<b>2.7%</b>	<b>3.4%</b>	<b>4.3%</b>

### **Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009**

#### *Net Revenues*

Total net revenues for the year ended December 31, 2010 decreased \$178.2 million or 16%, to \$922.1 million from \$1,100.3 million during the year ended December 31, 2009. On a non-GAAP basis, total net revenues for the year ended December 31, 2010 decreased \$134.7 million or 11% to \$1,070.4 million from \$1,205.1 million during the year ended December 31, 2009. Trading volume is an important driver of revenues and costs for both our market making and electronic brokerage segments. During 2010, options and futures contracts and stock shares volume executed by our subsidiaries increased by 6%, 17% and 12% respectively. The increase in contract and share volumes was driven by our brokerage segment which saw increases in options and futures contracts and stock shares volume of 14%, 20% and 33% respectively. This increased volume contributed to an increase of \$33.8 million in commissions and execution fees while increased customer cash and margin balances contributed to an increase of \$43.1 million in net interest income in that segment. In our market making segment, increased competition from HFT's, contracted bid/offer spreads and losses from foreign currency translation contributed to a decrease of \$265.3 million in trading gains.

*Trading Gains.* Overall trading gains for the year ended December 31, 2010 decreased \$265.3 million, or 42%, to \$368.6 million from \$633.9 million for the year ended December 31, 2009. On a non-GAAP basis, trading gains for the year ended December 31, 2010 decreased \$221.7 million, or 30% to \$516.9 million from \$738.6 million for the year ended December 31, 2009. As market

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makers, we provide liquidity by buying from sellers and selling to buyers. During the year ended December 31, 2010, our market making operations executed 75.2 million trades, a decrease of 20% compared to the number of trades executed in the year ended December 31, 2009. Options and futures contracts increased 1% and 2%, respectively, and stock shares volume decreased by 27% for the year ended December 31, 2010 compared to 2009. The decrease in trading gains was primarily due to tighter bid/offer spreads on exchange listed options versus the previous year, increased competition from high frequency traders and foreign currency fluctuations as explained in the Business Environment section above.

Included in trading gains are net dividends, net bond trading interest and currency translation gains and losses from market making activities. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid to the shareholders of record, which will not be received by those who purchase stock after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, in order to accurately reflect the results of our market making operations. As part of managing our overall exposure to foreign currency fluctuations, we maintain a portion of our capital in foreign currencies. Translation losses of \$244.0 million were recognized in the year ended December 31, 2010, primarily from foreign currency balances held by our subsidiaries, compared to translation losses of \$8.7 million for the year ended December 31, 2009. Translation gain or loss is reported in accordance with the FASB Codification and does not contain the full translation effects of our policy of maintaining our equity in proportion to the basket of currencies we refer to as the GLOBAL, part of which may be reported as trading gains and part as other comprehensive income, which is reported in the consolidated statement of financial condition. A discussion of our approach to managing foreign currency exposure is contained in Part II, Item 7A of this Annual Report on Form 10-K entitled "Quantitative and Qualitative Disclosures about Market Risk."

*Commissions and Execution Fees.* Commissions and execution fees for the year ended December 31, 2010 increased \$33.8 million, or 10%, to \$386.8 million, as compared to the year ended December 31, 2009. The increase was driven by higher overall trade volume from our customers. Volume in options and futures contracts and stock shares increased by 14%, 20% and 33%, respectively, for the year ended December 31, 2010 from 2009. In the second quarter we lowered our commissions for U.S. futures by approximately 10% on an average order, which further helped the growth of our U.S. futures customer business. Total DARTs for cleared and execution-only customers for the year ended December 31, 2010 increased 9% to approximately 379,000, compared to approximately 347,000 during the year ended December 31, 2009. DARTs for cleared customers, i.e., customers for whom we execute trades as well as clear and carry positions, increased 9% to approximately 343,000, for the year ended December 31, 2010, compared to approximately 316,000 for the year ended December 31, 2009. The number of customer accounts grew by 18% to approximately 158,000 at December 31, 2010, compared to approximately 134,000 at December 31, 2009. Average commission per DART for cleared customers, for the year ended December 31, 2010, increased by 1% to \$4.28, as compared to \$4.24 for the year ended December 31, 2009.

*Interest Income and Interest Expense.* Net interest income (interest income less interest expense) for the year ended December 31, 2010 increased \$54.2 million, or 104%, to \$106.3 million, as compared to the year ended December 31, 2009. Net interest income was derived primarily from the electronic brokerage segment during the year ended December 31, 2010. Net interest earned by electronic brokerage increased \$43.1 million, or 78%, to \$98.5 million, as compared to the year ended December 31, 2009. Average customer cash balances increased by 46%, to \$12.41 billion, and average customer fully secured margin borrowings increased 98%, to \$4.91 billion, for the year ended December 31, 2010, as compared to \$8.49 billion and \$2.48 billion, on average, respectively, for the



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year ended December 31, 2009. The average Fed Funds effective rate increased 2 basis points to 0.18% for the year ended December 31, 2010 compared to the year ended December 31, 2009. For market making, net interest income increased \$11.3 million from the same period last year to \$7.5 million. As a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income. The relative interest rates during the year ended December 31, 2010 resulted in a mix of positions that produced more interest income and less trading income than in the year ended December 31, 2009. Average securities borrowed decreased by 3%, to \$4.86 billion and average securities loaned increased by 78%, to \$1.44 billion, for the year ended December 31, 2010.

*Other Income.* Other income, for the year ended December 31, 2010, decreased \$0.9 million, or 2%, to \$60.4 million, as compared to the year ended December 31, 2009. This decrease was primarily attributable to a \$10.8 million decrease in order flow income due to the continued expansion of the penny pricing pilot and increased options volume executed on exchanges using the make-or-take pricing model, where we are paid for providing liquidity and charged for taking liquidity instead of collecting payment for order flow. This decrease was partially offset by an increase of \$6.6 million in market data fee income, a result of our expanding customer base.

***Non-Interest Expenses***

Non-interest expenses, for the year ended December 31, 2010, increased by \$25.5 million, or 5%, to \$581.3 million from \$555.8 million, during the year ended December 31, 2009. The increase was primarily due to higher employee compensation and benefits costs as well as higher general and administrative expenses. As a percentage of total net revenues, non-interest expenses increased to 63% for the year ended December 31, 2010 from 51% during the same period in 2009.

*Execution and Clearing.* Execution and clearing expenses, for the year ended December 31, 2010, decreased \$0.6 million, or less than 1%, to \$272.6 million, as compared to the year ended December 31, 2009. Despite higher trading volume in all product classes, the decrease resulted from lower exchange fees at certain U.S. options exchanges with the make-or-take pricing models, offset by an increase in exchange and clearing fees on a 17% rise in futures contract volume traded during the year ended December 31, 2010.

*Employee Compensation and Benefits.* Employee compensation and benefits expenses, for the year ended December 31, 2010, increased by \$24.4 million, or 14%, to \$200.2 million, as compared to the year ended December 31, 2009. This increase reflects the 8% growth in the average number of employees to 836 for the year ended December 31, 2010, as compared to 777 for the same period in 2009. It also includes a \$9.5 million dividend equivalent payment to employees holding unvested shares of IBKR stock in the Company's Stock Incentive Plan, which the Company elected to make in connection to the special dividend paid in December 2010. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. The continued recognition of costs associated with of our stock incentive plan also increased employee compensation and benefits expense. As a percentage of total net revenues and including the special dividend equivalent payment, employee compensation and benefits expenses were 22% and 16%, for the years ended December 31, 2010 and 2009, respectively.

*Occupancy, Depreciation and Amortization.* Occupancy, depreciation and amortization expenses decreased \$3.1 million, or 8%, to \$37.3 million for the year ended December 31, 2010 from

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\$40.4 million for the year ended December 31, 2009 primarily due to decreased depreciation and amortization expenses related to capitalized software from one of our subsidiaries which was fully amortized at the end of 2009. As a percentage of total net revenues, occupancy, depreciation and amortization expenses were 4% in both of the years ended December 31, 2010 and 2009.

*Communications.* Communications expenses increased \$0.7 million, or 3%, to \$23.5 million for the year ended December 31, 2010 from \$22.8 million for the year ended December 31, 2009. This increase was driven by additional telecommunications bandwidth required to support increased trading volume at electronic exchanges and an expansion in the number of markets in which IBG LLC operates. As a percentage of total net revenues, communications expenses were 3% and 2% for the years ended December 31, 2010 2009, respectively.

*General and Administrative.* General and administrative expenses, for the year ended December 31, 2010, increased \$4.1 million, or 9% to \$47.7 million, as compared to the year ended December 31, 2009. The increase in general and administrative expenses was attributable to bad debt expense, which was primarily a result of unusual market volatility during the "flash crash" on May 6, 2010.

*Income Tax Expense.* Income tax expense for the year ended December 31, 2010 increased \$6.0 million or 11% compared to income tax expense for the year ended December 31, 2009, while income before taxes decreased by \$203.7 million or 37% during the same period. The increase in income tax expense is primarily due to the special dividend paid in December 2010. In December 2010, the Company effected a series of dividend payments, including a dividend of \$1.79 per share, which was paid to holders of the Company's common stock. On a consolidated reporting basis, the dividends had no effect on the Company's reported income before taxes. However, the U.S. federal income tax liability triggered by the dividends is reported as income tax expense in the consolidated statement of income. On December 21, 2010, Timber Hill Europe (AG) ("THE AG") paid its sole shareholder, IBG LLC, a dividend of \$990.3 million. THE AG's pretax earnings had not previously been subject to taxation in the United States. U.S. federal income taxes on the Company's share of this dividend were \$40.8 million.

**Year Ended December 31, 2009 Compared to the Year Ended December 31, 2008**

***Net Revenues***

Total net revenues for the year ended December 31, 2009 decreased \$750.1 million, or 41%, to \$1,100.3 million from \$1,850.4 million, during the year ended December 31, 2008. Trading volume is one of the most important drivers of revenues and costs for both our market making and electronic brokerage segments. Based on data received from options exchanges worldwide, global equity options volume in 2009 increased approximately 3%, compared to 2008. For the year ended December 31, 2009, options contracts executed by our subsidiaries decreased by 114.4 million, or 15%, to 643.4 million contracts from 757.7 million contracts for the year ended December 31, 2008.

*Trading Gains.* Trading gains for the year ended December 31, 2009 decreased \$670.1 million, or 51%, to \$633.9 million from \$1,304.0 million for the year ended December 31, 2008. As market makers, we provide liquidity by buying from sellers and selling to buyers. During 2009, our market making operations executed 93.6 million trades, a decrease of 8% compared to the number of trades executed in the year ended December 31, 2008. Market making options contract volume in the year ended December 31, 2009 decreased by 17% from the same period in 2008.

Included in trading gains are net dividends and currency translation gains and losses from market making activities. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid to the shareholders of record, which will not

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be received by those who purchase stock after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, in order to accurately reflect the results of our market making operations. As part of managing our overall exposure to foreign currency fluctuations, we maintain a portion of our capital in foreign currencies. Translation losses of \$8.7 million were recognized in the year ended December 31, 2009, on foreign currency balances held by our subsidiaries, compared to translation losses of \$56.0 million for the year ended December 31, 2008. A discussion of our approach to managing foreign currency exposure is contained in Part II, Item 7A of this Annual Report on Form 10-K entitled "Quantitative and Qualitative Disclosures about Market Risk."

*Commissions and Execution Fees.* Commissions and execution fees for the year ended December 31, 2009 decreased \$6.5 million, or 2%, to \$353.0 million, as compared to the year ended December 31, 2008. This was due to a 23% decrease in futures volume and a 12% decrease in options volume offset, in part, by a 65% increase in stock share volume. Total DARTs for cleared and execution-only customers for the year ended December 31, 2009 decreased 3% to approximately 347,000, compared to approximately 357,000 during the year ended December 31, 2008. DARTs for cleared customers, i.e., customers for whom we execute trades as well as clear and carry positions, remained consistent at approximately 316,000, for the years ended December 31, 2009 and 2008, respectively. The number of customer accounts grew by 21% to approximately 134,000 at December 31, 2009, compared to approximately 111,000 at December 31, 2008. Average commission per DART for cleared customers, for the year ended December 31, 2009, increased by 2%, to \$4.24, as compared to \$4.17 for the year ended December 31, 2008 primarily due to an increase in the average trade sizes across the products our customers traded.

*Interest Income and Interest Expense.* Net interest income (interest income less interest expense) for the year ended December 31, 2009 decreased \$53.1 million, or 51%, to \$52.1 million, as compared to the year ended December 31, 2008. Net interest income was derived entirely from the electronic brokerage segment during the year ended December 31, 2009. For market making, net interest declined \$41.3 million from the same period last year to a net expense of \$3.8 million. As a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income. The relative interest rates during 2009 resulted in a mix of positions that produced more trading income and less interest income. Average securities borrowed decreased by 16%, to \$4.98 billion and average securities loaned decreased by 73%, to \$0.85 billion, for the year ended December 31, 2009, as market making short stock positions contracted and our strong liquidity position reduced our financing needs in the securities lending markets. Customer cash balances increased by 53%, to \$10.59 billion, end-of-period, and customer fully secured margin borrowings increased 108%, to \$3.23 billion, end-of-period, at December 31, 2009, as compared to \$6.93 billion and \$1.55 billion, end-of-period, respectively, at December 31, 2008. Lower interest rates had a negative effect on the net interest income we earned on customer cash balances. The average Fed Funds effective rate dropped approximately 1.76% to 0.16% for the year ended December 31, 2009 as compared to 1.92% for the year ended December 31, 2008. Net interest earned in electronic brokerage decreased \$20.7 million, or 27%, to \$55.4 million, as compared to the year ended December 31, 2008.

*Other Income.* Other income, for the year ended December 31, 2009, decreased \$20.4 million, or 25%, to \$61.3 million, as compared to the year ended December 31, 2008. This decrease was primarily attributable to a \$13.6 million decrease in payment for order flow income received by our brokerage

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unit, resulting from increased options volume executed on exchanges using the make-or-take model, where we do not receive payments for order flow, and the expansion of the options penny pricing program in the U.S., which was introduced in February 2007 and extended to 63 options classes in March 2008 and 138 classes in October of 2009, under which payments for order flow are smaller on a per contract basis. Also contributing to other income was a \$2.7 million mark-to-market loss on non-trading securities recognized during the year ended December 31, 2009 compared to \$8.9 million in mark-to-market gains on non-trading securities recognized during the year ended December 31, 2008 and a decrease of \$7.8 million in liquidity rebates earned by our U.S. market making unit. This was partially offset by a \$6.0 million increase in market data fee income.

***Non-Interest Expenses***

Non-interest expenses, for the year ended December 31, 2009, decreased by \$44.6 million, or 7%, to \$555.8 million from \$600.4 million, during the year ended December 31, 2008. Execution and clearing expenses made up 49% and employee compensation and benefits were 32% of non-interest expenses. As a percentage of total net revenues, non-interest expenses increased to 51% for the year ended December 31, 2009 from 32% during the same period in 2008.

***Execution and Clearing.*** Execution and clearing expenses, for the year ended December 31, 2009, decreased \$49.5 million, or 15%, to \$273.2 million, as compared to the year ended December 31, 2008 primarily due to decreased trading volume across the futures and options markets in which the Group and its customers traded as well as to a shift in volume towards products with lower execution costs or liquidity rebates. Trading volume for options and futures decreased 15% and 24% respectively while stock shares volume increased 35% for the year ended December 31, 2009 compared to the prior year.

***Employee Compensation and Benefits.*** Employee compensation and benefits expenses, for the year ended December 31, 2009, increased by \$17.8 million, or 11%, to \$175.8 million, as compared to the year ended December 31, 2008. This increase reflected the 9% growth in the average number of employees to 776 for the year ended December 31, 2009, as compared to 714 for the year ended December 31, 2008. The continued phase in of our stock incentive plan also increased employee compensation and benefits expense. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. As a percentage of total net revenues, employee compensation and benefits expenses were 16% and 9%, for the years ended December 31, 2009 and 2008, respectively.

***Occupancy, Depreciation and Amortization.*** Occupancy, depreciation and amortization expenses increased \$2.7 million, or 7%, to \$40.4 million for the year ended December 31, 2009 from \$37.7 million for the year ended December 31, 2008 primarily due to increased expenses for additional office and data center space and expenses related to the termination of an office lease. As a percentage of total net revenues, occupancy, depreciation and amortization expenses were 4% in the year ended December 31, 2009 and 2% in the year ended December 31, 2008.

***Communications.*** Communications expenses increased \$4.1 million, or 22%, to \$22.8 million for the year ended December 31, 2009 from \$18.7 million for the year ended December 31, 2008. This increase was driven by additional telecommunications bandwidth required to support increased trading volume at electronic exchanges and the expansion in the number of markets in which IBG LLC operates. As a percentage of total net revenues, communications expenses were 2% for the year ended December 31, 2009 and 1% for the year ended December 31, 2008.

***General and Administrative.*** General and administrative expenses, for the year ended December 31, 2009, decreased \$19.7 million, or 31%, to \$43.6 million, as compared to the year ended December 31, 2008, primarily due to decreased expenses for legal contingencies and customer bad debts, partially offset by increased local value added and other "non-income" tax expenses incurred by our foreign operating companies and increased advertising expenses.

***Income Tax Expense.*** Income tax expense for the year ended December 31, 2009 decreased \$74 million or 58% compared to income tax expense for the year ended December 31, 2008. The decrease in income tax expense is primarily due to the decrease in the company's taxable income.

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### Supplemental Information

The following tables present historical trading volumes for our business. However, volumes are not the only drivers in our business.

#### TRADE VOLUMES:

(in 000's, except %)

Period	Market Making	% Change	Brokerage Cleared	% Change	Brokerage Non Cleared	% Change	Total Trades	% Change	Avg. Trades per U.S. Trading Day
	Trades		Trades		Trades				
2006	66,043		51,238		12,828		130,109		518
2007	99,086	50%	72,931	42%	16,638	30%	188,655	45%	752
2008	101,672	3%	120,195	65%	16,966	2%	238,833	27%	944
2009	93,550	(8)%	127,338	6%	13,636	(20)%	234,524	(2)%	934
2010	75,169	(20)%	133,658	5%	18,732	37%	227,559	(3)%	905

#### CONTRACT AND SHARE VOLUMES:

(in 000's, except %)

#### TOTAL

Period	Options (contracts)	% Change	Futures* (contracts)	% Change	Stocks (shares)	% Change
2006	563,623		62,419		34,493,410	
2007	673,144	19%	83,134	33%	47,324,798	37%
2008	757,732	13%	108,984	31%	55,845,428	18%
2009	643,380	(15)%	82,345	(24)%	75,449,891	35%
2010	678,856	6%	96,193	17%	84,469,874	12%

#### MARKET MAKING

Period	Options (contracts)	% Change	Futures* (contracts)	% Change	Stocks (shares)	% Change
2006	371,929		14,818		21,180,377	
2007	447,905	20%	14,520	(2)%	24,558,314	16%
2008**	514,629	15%	21,544	48%	26,008,433	6%
2009**	428,810	(17)%	15,122	(30)%	26,205,229	1%
2010**	435,184	1%	15,371	2%	19,165,000	(27)%

#### BROKERAGE TOTAL

Period	Options (contracts)	% Change	Futures* (contracts)	% Change	Stocks (shares)	% Change
2006	191,694		47,601		13,313,033	
2007	225,239	17%	68,614	44%	22,766,484	71%
2008	243,103	8%	87,440	27%	29,836,995	31%
2009	214,570	(12)%	67,223	(23)%	49,244,662	65%
2010	243,672	14%	80,822	20%	65,304,874	33%

\* Includes options on futures

\*\* In Brazil, an equity option contract typically represents 1 share of the underlying stock; however, the typical minimum trading quantity is 100 contracts. To make a fair comparison to volume at other exchanges, we have adopted a policy of reporting Brazilian equity options contracts divided by their trading quantity of 100.



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Period	Options (contracts)	% Change	Futures* (contracts)	% Change	Stocks (shares)	% Change
2006	32,384		45,351		12,492,870	
2007	51,586	59%	66,278	46%	20,353,584	63%
2008	77,207	50%	85,599	29%	26,334,752	29%
2009	93,868	22%	66,241	(23)%	46,627,344	77%
2010	103,054	10%	79,144	19%	62,077,741	33%

\*

Includes options on futures

**BROKERAGE STATISTICS:***(in 000's, except % and where noted)*

	4Q2010	4Q2009	% Change
Total Accounts	158	134	18%
Customer Equity (in billions)*	\$ 22.1	\$ 15.2	45%
Cleared DARTs	337	309	9%
Total Customer DARTs	373	346	8%
<i>(in \$'s, except DART per account)</i>			
Commission per DART	\$ 4.35	\$ 4.36	0%
DART per Avg. Account (Annualized)	550	597	(8)%
Net Revenue per Avg. Account (Annualized)	\$ 3,569	\$ 3,529	1%

\*

Excluding Non-Customers

**Business Segments**

The following sections discuss results of our operations by business segment, excluding a discussion of corporate income and expense. In the following tables, revenues and expenses directly associated with each segment are included in determining income before income taxes. Due to the integrated nature of the business segments, estimates and judgments have been made in allocating certain revenue and expense items. Transactions between segments generally result from one subsidiary facilitating the business of another subsidiary through the use of its existing trading memberships and clearing arrangements. In such cases, certain revenue and expense items are eliminated in order to accurately reflect the external business conducted in each segment. Rates on transactions between segments are designed to approximate full costs. In addition to execution and clearing expenses, which are the main cost driver for both the market making segment and the electronic brokerage segment, each segment's operating expenses include (i) employee compensation and benefits expenses that are incurred directly in support of the businesses, (ii) general and administrative expenses, which include directly incurred expenses for property leases, professional fees, travel and entertainment, communications and information services, equipment, and (iii) indirect support costs (including compensation and other related operating expenses) for administrative services provided by IBG LLC. Such administrative services include, but are not limited to, computer software development and support, accounting, tax, legal and facilities management.

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### Market Making

The following table sets forth the results of our market making operations for the indicated periods:

	As Reported			Non-GAAP		
	Year Ended December 31,			Year Ended December 31,		
	2010	2009	2008	2010	2009	2008
	(in millions)			(in millions)		
<b>Revenues:</b>						
Trading gains	\$ 358.4	\$ 621.5	\$ 1,277.0	\$ 506.8	\$ 726.3	\$ 1,275.3
Interest income	57.5	62.5	244.6	57.5	62.5	244.6
Other income	13.3	8.7	29.0	13.3	8.7	29.0
<b>Total revenues</b>	<b>429.2</b>	<b>692.7</b>	<b>1,550.6</b>	<b>577.6</b>	<b>797.5</b>	<b>1,548.9</b>
Interest expense	50.0	66.3	207.1	50.0	66.3	207.1
<b>Total net revenues</b>	<b>379.2</b>	<b>626.4</b>	<b>1,343.5</b>	<b>527.6</b>	<b>731.2</b>	<b>1,341.8</b>
<b>Non-interest expenses:</b>						
Execution and clearing	144.8	165.2	195.3	144.8	165.2	195.3
Employee compensation and benefits	70.3	65.3	59.8	70.3	65.3	59.8
Occupancy, depreciation and amortization	10.1	10.5	9.6	10.1	10.5	9.7
Communications	12.6	12.5	10.5	12.6	12.5	10.4
General and administrative	51.9	42.1	40.7	51.9	42.1	40.7
<b>Total non-interest expenses</b>	<b>289.7</b>	<b>295.6</b>	<b>315.9</b>	<b>289.7</b>	<b>295.6</b>	<b>315.9</b>
<b>Income before income taxes</b>	<b>\$ 89.5</b>	<b>\$ 330.8</b>	<b>\$ 1,027.6</b>	<b>\$ 237.9</b>	<b>\$ 435.6</b>	<b>\$ 1,025.9</b>

### Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009

Market making total net revenues for the year ended December 31, 2010 decreased \$247.2 million, or 39%, to \$379.2 million, from \$626.4 million during the year ended December 31, 2009. On a non-GAAP basis, market making total net revenues for the year ended December 31, 2010 decreased \$203.6 million or 28% to \$527.6, from \$731.2 million during the year ended December 31, 2009. Trading gains for the year ended December 31, 2010 decreased \$263.1 million, or 42%, primarily due to tighter bid/offer spreads on exchange-traded options and low levels of volatility during the year ended December 31, 2010. On a non-GAAP basis, trading gains for the year ended December 31, 2010 decreased \$219.5 million, or 30% to \$506.8 million, from \$726.3 million during the year ended December 31, 2009. Market making futures and options contract volume increased 2% and 1% respectively and stock share volume decreased 27%, in the year ended December 31, 2010 as compared to the same period in 2009. In 2010 we began selectively to pare down trading in less profitable products. Trading gains also include translation gains and losses. Translation losses, for the year ended December 31, 2010 were \$243.9 million as compared to translation losses of \$8.4 million, for the year ended December 31, 2009. Translation gain or loss is reported in accordance with the FASB Codification and does not contain the full translation effects of our policy of maintaining our equity in proportion to the basket of currencies we refer to as the GLOBAL, part of which may be reported as trading gains and part as Other Comprehensive Income, which is reported in the Statement of Financial Condition. A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Annual Report on Form 10-K entitled "Quantitative and Qualitative Disclosures about Market Risk." Net interest income for the year ended December 31, 2010 increased by \$11.3 million to \$7.5 million. As described above, our trading gains and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio and on relative



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interest rates in the stock and options markets. In the year ended December 31, 2010, these factors produced more interest income and less trading gains than in 2009.

Market making non-interest expenses for the year ended December 31, 2010 decreased \$5.9 million, or 2%, as compared to the year ended December 31, 2009. The decrease primarily resulted from a \$20.4 million decrease in execution and clearing fees, partially offset by a \$9.8 million increase in general and administrative fees and a \$5.0 million increase in employee compensation and benefits expenses during the year ended December 31, 2010 compared to 2009. Within execution and clearing fees, exchange order flow expenses decreased \$15.9 million during the year ended December 31, 2010 compared to the same period in 2009. This decrease was driven by a greater proportion of our U.S. options volume executed on exchanges with make-or-take pricing, which do not collect payment for order flow. The increase in general and administrative fees was largely a result of a \$7.8 million increase in administrative and consulting fees during the year ended December 31, 2010 compared to the same period in 2009. Employee compensation expenses increased as a result of a \$2.2 million increase in expenses related to our employee stock incentive plan and a \$6.1 million increase in expenses related to salaries and bonuses. As a percentage of total net revenues, market making non-interest expenses increased to 76% from 47% for the year ended December 31, 2010 and 2009, respectively.

Market making income before income taxes decreased \$241.3 million, or 73%, to \$89.5 million for the year ended December 31, 2010 from \$330.8 million for the year ended December 31, 2009. As a percentage of total net revenues for the market making segment, income before income taxes were 24% and 53% for the years ended December 31, 2010 and 2009, respectively. On a non-GAAP basis, market making income before income taxes for the year ended December 31, 2010 decreased \$197.7 million, or 45%, to \$237.9 million from \$435.6 million for the year ended December 31, 2009.

**Year Ended December 31, 2009 Compared to the Year Ended December 31, 2008**

Market making total net revenues for the year ended December 31, 2009 decreased \$717.1 million, or 53%, to \$626.4 million, from \$1,343.5 million during the year ended December 31, 2009. Trading gains for the year ended December 31, 2009 decreased \$655.5 million, or 51%, primarily due to the compression of bid/offer spreads which have narrowed substantially in 2009, an increasing level of competition from high frequency traders and adverse changes in the implied volatilities at which options trade. Market making options contract volume in the year ended December 31, 2009 decreased by 17% from the same period in 2008. Trading gains also include translation gains and losses. Translation losses, for the year ended December 31, 2009, were \$8.4 million, as compared to translation losses of \$68.7 million, for the year ended December 31, 2008. Net interest income, for the year ended December 31, 2009, decreased by \$41.3 million to a net expense of \$3.8 million. As described above, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio and on the relative interest rates in the stock and options markets. In 2009 these factors produced more trading income and less interest income.

Market making non-interest expenses for the year ended December 31, 2009 decreased \$20.3 million, or 6%, as compared to the year ended December 31, 2008. This change was driven by a \$30.1 million decrease in execution and clearing costs, which reflects lower options and futures volume and liquidity rebates on stock trading. For the year ended December 31, 2009 options and futures contract volumes decreased by 17% and 30%, respectively, as compared to the year ended December 31, 2008. Stock share volume rose a modest 1% compared to the year ended December 31, 2008. As a percentage of total net revenues, market making non-interest expenses increased to 47% from 24% for the years ended December 31, 2009 and 2008.

Market making income before income taxes decreased \$696.8 million, or 68%, to \$330.8 million for the year ended December 31, 2009 from \$1,027.6 million for the year ended December 31, 2008. As

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a percentage of total net revenues for the market making segment, income before income taxes were 53% and 77% for the years ended December 31, 2009 and 2008, respectively.

### *Electronic Brokerage*

The following table sets forth the results of our electronic brokerage operations for the indicated periods:

	Year Ended December 31,		
	2010	2009	2008
	(in millions)		
<b>Revenues:</b>			
Commissions and execution fees	\$ 386.8	\$ 353.0	\$ 359.5
Interest income	119.1	66.5	206.4
Other income	62.0	66.0	70.2
<b>Total revenues</b>	<b>567.9</b>	<b>485.5</b>	<b>636.1</b>
Interest expense	20.6	11.1	130.3
<b>Total net revenues</b>	<b>547.3</b>	<b>474.4</b>	<b>505.8</b>
<b>Non-interest expenses:</b>			
Execution and clearing	127.5	108.6	129.2
Employee compensation and benefits	56.8	51.0	47.8
Occupancy, depreciation and amortization	13.6	17.3	16.5
Communications	10.7	10.2	8.2
General and administrative	63.9	56.1	80.1
<b>Total non-interest expenses</b>	<b>272.5</b>	<b>243.2</b>	<b>281.8</b>
<b>Income before income taxes</b>	<b>\$ 274.8</b>	<b>\$ 231.2</b>	<b>\$ 224.0</b>

### **Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009**

Electronic brokerage total net revenues for the year ended December 31, 2010 increased \$72.9 million, or 15%, to \$547.3 million, from \$474.4 million during the year ended December 31, 2009, primarily due to higher commission and execution fees and an increase in net interest income. Commission and execution fees increased \$33.8 million, or 10%, and net interest income increased \$43.1 million, or 78%, for the year ended December 31, 2010 compared to the same period in 2009. The increase in net interest income was attributable to an increase of \$3.92 billion in average customer cash balances and an increase of \$2.44 billion in average fully secured margin borrowings. Contributing to the increase in net interest income, the average Fed Funds effective rate increased approximately 2 basis points to 0.18% for the year ended December 31, 2010 as compared to 0.16% for the year ended December 31, 2009. The increase in commission and execution fees is mainly due to increased customer trading volume. Volume in options and futures contracts and stock shares increased by 14%, 20% and 33%, respectively, for the year ended December 31, 2010 from the same period in 2009. Total DARTs from cleared and execution-only customers for the year ended December 31, 2010 increased 9% to approximately 379,000, compared to approximately 347,000 during the year ended December 31, 2009. DARTs from cleared customers for the year ended December 31, 2010 increased 9% to approximately 343,000, compared to approximately 316,000 during the year ended December 31, 2009. Total customer equity grew by 45% to \$22.1 billion at December 31, 2010, from \$15.2 billion at December 31, 2009. The number of customer accounts grew 18% from December 31, 2009 to approximately 158,000.

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Electronic brokerage non-interest expenses for the year ended December 31, 2010 increased \$29.3 million, or 12%, as compared to the year ended December 31, 2009. Within non-interest expenses, execution and clearing expenses increased by \$18.9 million, driven by a 20% increase in customer futures trading volume, as well as increases in fees charged by certain U.S. options exchanges, resulting from a greater proportion of make-or-take volume, where we are charged for taking liquidity. Employee compensation and benefits expenses increased by \$5.8 million, or 11% during the year ended December 31, 2010 compared to 2009. General and administrative expenses increased \$7.8 million as bad debt expense increased \$3.1 million during the year ended December 31, 2010 compared to 2009. As a percentage of total net revenues, non-interest expenses decreased to 50% from 51% for the year ended December 31, 2010 as compared to 2009.

Electronic brokerage income before income taxes increased \$43.6 million, or 19%, to \$274.8 million for the year ended December 31, 2010 from \$231.2 million for the year ended December 31, 2009. As a percentage of total net revenues for the electronic brokerage segment, income before income taxes was 50% and 49% for the years ended December 31, 2010 and 2009, respectively.

**Year ended December 31, 2009 Compared to the Year ended December 31, 2008**

Electronic brokerage total net revenues for the year ended December 31, 2009 decreased \$31.4 million, or 6%, to \$474.4 million, from \$505.8 million during the year ended December 31, 2008, primarily due to lower net interest income. This decrease reflects lower interest rates which reduced the spreads we earned on customer cash balances. The average Fed Funds effective rate dropped approximately 1.76% to 0.16% for the year ended December 31, 2009 as compared to 1.92% for the year ended December 31, 2008. Commission and execution fees decreased \$6.5 million, or 2%, for the year ended December 31, 2009 compared to the prior year due to a 23% decrease in futures volume, which generates higher per unit revenue but lower gross profit margin, for cleared customers along with a 12% decrease in options volume. Total DARTs from cleared and execution-only customers for the year ended December 31, 2009 decreased 3% to approximately 347,000, compared to approximately 357,000 during the year ended December 31, 2008. DARTs from cleared customers for the year ended December 31, 2009 were unchanged at approximately 316,000. Total customer equity grew by 71% to \$15.2 billion at December 31, 2009, from \$8.9 billion at December 31, 2008. The number of customer accounts grew 21% from December 31, 2008 to approximately 134,000. Other Income was lower primarily due to a decrease in payment for order flow ("PFOF"), received through programs administered by U.S. options exchanges. PFOF decreased \$13.6 million, or 28%, primarily due to the expansion of the penny pricing program, as well as, increased options volume executed on exchanges using the make-or-take model where we do not receive payments for order flow.

Electronic brokerage non-interest expenses for the year ended December 31, 2009 decreased \$38.6 million, or 14%, as compared to the year ended December 31, 2008. Within non-interest expenses, execution and clearing expenses decreased by \$20.6 million, which reflects a shift in trade volume to products with lower costs or liquidity rebates. Stock shares traded by our customers increased 65% over the year ended December 31, 2008. In comparison, options and futures volume decreased 12% and 23%, respectively, compared to the year ended December 31, 2008. General and administrative expenses decreased by \$24.0 million, or 30%, primarily due to a decrease in expenses for legal contingencies and bad debt provisions. As a percentage of total net revenues, non-interest expenses decreased to 51% from 56% for the years ended December 31, 2009 and 2008, respectively.

Electronic brokerage income before income taxes increased \$7.2 million, or 3%, to \$231.2 million for the year ended December 31, 2009 from \$224.0 million for the year ended December 31, 2008. As a percentage of total net revenues for the electronic brokerage segment, income before income taxes was 49% and 44% for the years ended December 31, 2009 and 2008, respectively.

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**Liquidity and Capital Resources**

We maintain a highly liquid balance sheet. The majority of our assets consist of exchange-listed marketable securities inventories, which are marked-to-market daily, investment of customer funds and collateralized receivables arising from customer-related and proprietary securities transactions. Collateralized receivables consist primarily of customer margin loans, securities borrowed, receivables from clearing houses for settlement of securities transactions and, to a lesser extent, securities purchased under agreements to resell. At December 31, 2010, total assets were \$28.50 billion of which approximately \$28.03 billion, or 98% were considered liquid.

Daily monitoring of liquidity needs and available collateral levels is undertaken to help ensure that an appropriate liquidity cushion, in the form of unpledged collateral, is maintained at all times. Our ability to quickly reduce funding needs by balance sheet contraction without adversely affecting our core businesses and to pledge additional collateral in support of secured borrowings is continuously evaluated to ascertain the adequacy of our capital base.

We actively manage our excess liquidity and we maintain significant borrowing facilities through the securities lending markets and with banks. In response to changes in the credit market environment during late 2008 and into the first quarter of 2009, we continue to maintain sufficient levels of cash on hand to provide us with a buffer should we need immediately available funds for any reason.

In order to provide additional liquidity and to further increase our regulatory capital reserves, we issue senior notes and we maintain a committed senior secured revolving credit facility from a syndicate of banks (see "Principal Indebtedness" below). As of December 31, 2010, borrowings under these facilities totaled \$294.6 million, which represented 7% of the Company's total capitalization. Liability balances in connection with our short-term borrowings and senior notes payable approximated their respective average monthly balances during the year ended December 31, 2010. Liability balances in connection with our payables to customers and securities loaned as of December 31, 2010 exceeded their respective average monthly balances during the year ended December 31, 2010. Based on our current level of operations, we believe our cash flows from operations, available cash and available borrowings under our senior secured revolving credit facility will be adequate to meet our future liquidity needs for more than the next twelve months.

Historically, our consolidated equity has consisted primarily of accumulated retained earnings, which to date have been sufficient to fund our operations and growth. The consolidated equity decreased 14% from \$4.88 billion at December 31, 2009 to \$4.22 billion at December 31, 2010, which is attributable to the, approximately \$1 billion special dividend paid in December of 2010, partially offset by total comprehensive income for 2010. The amounts presented at December 31, 2009 and 2010 include non-controlling interests as prescribed by ASC 810.

**Cash Flows**

The following table sets forth our cash flows from operating activities, investing activities and financing activities for the periods indicated:

	Year Ended December 31,		
	2010	2009	2008
	(in millions)		
Cash provided by operating activities	\$ 1,693.4	\$ 150.7	\$ 2,092.3
Cash used in investing activities	(17.3)	(27.5)	(20.2)
Cash used in financing activities	(1,174.8)	(290.5)	(1,598.2)
Effect of exchange rate changes on cash and cash equivalents	46.4	30.4	(52.2)
Increase (decrease) in cash and cash equivalents	\$ 547.7	\$ (136.9)	\$ 421.7

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Our cash flows from operating activities are largely a reflection of the size and composition of trading positions held by our market making subsidiaries, and of the changes in customer cash and margin debit balances in our electronic brokerage business. Our cash flows from investing activities are primarily related to capitalized internal software development, purchases and sales of memberships at exchanges where we trade and strategic investments where such investments will enable us to offer better execution alternatives to our current and prospective customers, or create new opportunities for ourselves as market makers or where we can influence exchanges to provide competing products at better prices using sophisticated technology. Our cash flows from financing activities are comprised of short-term borrowings, long-term borrowings and capital transactions. Short-term borrowings from banks are part of our daily cash management in support of operating activities. Other borrowings provide us with flexible sources of excess liquidity and regulatory capital. These borrowings include senior notes issued in private placements to certain qualified customers of IB LLC and a committed two-year \$100.0 million senior secured revolving credit facility, from a syndicate of banks. This facility was entered into in May 2010 and replaced a one-year \$100.0 million facility that expired at the same time. Capital transactions consist primarily of the approximately \$1 billion special dividend in December 2010.

**Year Ended December 31, 2010:** Our cash and cash equivalents increased by \$547.7 million to \$1,354.2 million at the end of 2010. We raised \$1,693.4 million in net cash from operating activities. We used net cash of \$17.3 million in our investing and \$1,174.8 million in our financing activities primarily due to dividends paid to public shareholders and to IBG Holdings LLC and redemption of member interests from IBG Holdings LLC.

**Year Ended December 31, 2009:** Our cash and cash equivalents decreased by \$136.9 million to \$806.6 million at the end of 2009. We raised \$150.7 million in net cash from operating activities. We used net cash of \$318.0 million in our investing and financing activities primarily due to repayments on our senior secured revolving credit facility and dividends paid to and redemption of member interests from IBG Holdings LLC.

**Year Ended December 31, 2008:** Our cash and cash equivalents increased by \$421.7 million to \$943.5 million at the end of 2008. We raised net cash of \$2.07 billion in our operating and investing activities primarily from net income, including minority interest, and reducing trading positions during the year. We used \$1.60 billion in net cash in financing activities primarily from the reduction of short-term borrowings, payment of dividends to and redemption of member interests from IBG Holdings LLC.

### ***Regulatory Capital Requirements***

Our principal operating subsidiaries are subject to separate regulation and capital requirements in the United States and other jurisdictions. TH LLC and IB LLC are registered U.S. broker-dealers and futures commission merchants, and their primary regulators include the SEC, the Commodity Futures Trading Commission, the Chicago Board Options Exchange, the Chicago Mercantile Exchange, the Financial Industry Regulatory Authority and the National Futures Association. THE is registered to do business in Switzerland as a securities dealer and is regulated by the Swiss Federal Banking Commission. IBUK is subject to regulation by the U.K. Financial Services Authority. Our various other operating subsidiaries are similarly regulated. See the notes to the consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10-K for further information regarding our regulated subsidiaries.

At December 31, 2010, aggregate excess regulatory capital for all of the operating companies was \$2.75 billion.

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#### ***Principal Indebtedness***

IBG LLC is the borrower under a \$100.0 million senior secured revolving credit facility, which had a \$100.0 million outstanding balance as of December 31, 2010, and is the issuer of senior notes, of which \$194.6 million were outstanding as of December 31, 2010.

#### ***Senior Secured Revolving Credit Facility***

On May 18, 2010, IBG LLC entered into a new \$100 million two-year senior secured revolving credit facility with a syndicate of banks. IBG LLC is the sole borrower under this credit facility, which is required to be guaranteed by IBG LLC's domestic non-regulated subsidiaries (currently there are no such entities). The facility's interest rate is indexed to the LIBOR rate for the relevant term, at the borrower's option, and is secured by a first priority interest in all of the capital stock of each entity owned directly by IBG LLC (subject to customary limitations with respect to foreign subsidiaries). The facility may be used to finance working capital needs and general corporate purposes. The financial covenants contained in this credit facility are as follows:

minimum consolidated shareholders' equity, as defined, of \$3.6 billion, with quarterly increases equal to 25% of positive consolidated income;

maximum total debt to capitalization ratio of 30%;

minimum liquidity ratio of 1.0 to 1.0; and

maximum total debt to net regulatory capital ratio of 35%.

At maturity, subject to meeting certain terms of the facility, IBG LLC will have an option to convert the facility to a one-year term loan. As of December 31, 2010, \$100 million in borrowings were outstanding under this credit facility and IBG LLC was in compliance with all of the covenants. These borrowings were repaid in full on January 18, 2011. This credit facility replaced a \$100 million senior secured revolving credit facility that expired on May 19, 2010.

#### ***Senior Notes***

IBG LLC periodically issues senior notes in private placements to certain qualified customers of IB LLC. IBG LLC uses the proceeds from sales of the senior notes to provide capital to IBG LLC's broker-dealer subsidiaries in the form of subordinated loans and for other general purposes. In September of this year we reduced the interest rate on new notes to 5% per annum. The outstanding senior notes have a 7% and 5% per annum interest rate, and either a 15-month or an 18-month maturity. IBG LLC may, solely at its option, redeem the senior notes at any time on or after a specified date in the third month or the sixth month, respectively, after the date on which the senior notes are issued and sold, at a redemption price equal to 100% of the principal amount of the senior notes to be redeemed plus accrued interest.

Total senior notes outstanding at December 31, 2010 were \$194.6 million, with \$46.9 million being 7% notes and \$147.7 million being 5% notes. Senior notes outstanding at December 31, 2009 of \$205.8 million all carried a 7% per annum rate. During the period from January 1 through December 31, 2010, total senior notes issued were \$602.0 million, and senior notes redeemed totaled \$613.2 million.

The senior notes are secured, as is the senior secured revolving credit facility, by a first priority interest in all of the capital stock of each entity owned directly by IBG LLC (subject to customary limitations with respect to foreign subsidiaries). The senior notes contain covenants that may limit IBG LLC's ability to:

incur, or permit its subsidiaries to incur, additional indebtedness;

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create, or permit its subsidiaries to create, liens on any capital stock or equity interests of its subsidiaries;

declare and pay dividends or make other equity distributions; and

consolidate, merge or sell all or substantially all of its assets.

**Capital Expenditures**

Our capital expenditures are comprised of compensation costs of our software engineering staff for development of software for internal use and expenditures for computer, networking and communications hardware. These expenditure items are reported as property and equipment. Capital expenditures for property and equipment were approximately \$18.1, \$18.5 and \$26.7 million for the three years ended December 31, 2010, 2009 and 2008, respectively. We anticipate that our 2011 gross capital expenditures will be at a similar level, including costs related to expansion of our data center and backup facilities. We expect our future capital expenditures to rise as we continue our focus on technology infrastructure initiatives in order to further enhance our competitive position. We anticipate that we will fund capital expenditures with cash from operations and cash on hand. In response to changing economic conditions, we believe we have the flexibility to modify our capital expenditures by adjusting them (either upward or downward) to match our actual performance. If we pursue any strategic acquisitions, we may incur additional capital expenditures.

**Contractual Obligations Summary**

Our contractual obligations principally include obligations associated with our outstanding indebtedness and interest payments as of December 31, 2010.

	Total	Payments Due by Year		
		2011-2012	2013-2014	Thereafter
(Dollars in Millions)				
Senior Notes	\$ 194.6	\$ 194.6	\$	\$
Interest payments on senior notes(1)	13.0	13.0		
Senior secured revolving credit facility	100.0	100.0		
Interest payments on senior secured revolving credit facility(1)	0.6	0.6		
Operating leases	45.6	21.4	13.6	10.6
Total contractual cash obligations	\$ 353.8	\$ 329.6	\$ 13.6	\$ 10.6

(1) Future principal and interest payments are calculated based on the assumption that all debt is outstanding until maturity.

**Seasonality**

Our businesses are subject to seasonal fluctuations, reflecting varying numbers of market participants at times during the year and varying numbers of trading days from quarter-to-quarter, including declines in trading activity due to holidays. Typical seasonal trends may be superseded by market or world events, which can have a significant impact on prices and trading volume.

**Inflation**

Although we cannot accurately anticipate the effect of inflation on our operations, we believe that inflation has not had for the three most recent years, and is not likely in the foreseeable future to have, a material impact on our results of operations.

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**Strategic Investments and Acquisitions**

We periodically engage in evaluations of potential strategic investments and acquisitions. The Company holds strategic investments in electronic trading exchanges including: Boston Options Exchange, LLC, OneChicago LLC and CBOE Stock Exchange, LLC. During 2009, the Company made investments in Quadriserv Inc., an electronic securities lending platform provider and Factor Advisors, LLC, an Exchange Traded Funds ("ETF") issuer. In 2009, as a result of a recapitalization transaction and the sale of assets, the Company recorded a permanent impairment loss of \$6.4 million on its loans to and warrants to purchase approximately 25.86% of W.R. Hambrecht + Co. Inc., reducing the book value of these investments to \$-0-. See Note 7 to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

We intend to continue making acquisitions on an opportunistic basis, generally only when the acquisition candidate will, in our opinion, enable us to acquire either technology or customers faster than we could develop them on our own. At December 31, 2010, there were no definitive agreements with respect to any material acquisition.

**Certain Information Concerning Off-Balance-Sheet Arrangements**

IBG, Inc. may be exposed to a risk of loss not reflected in the consolidated financial statements for futures products, which represent obligations of the Company to settle at contracted prices, which may require repurchase or sale in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk as IBG, Inc.'s cost to liquidate such futures contracts may exceed the amounts reported in our consolidated statements of financial condition.

**Critical Accounting Policies**

*Valuation of Financial Instruments*

Due to the nature of our operations, substantially all of our financial instrument assets, comprised of securities owned, securities purchased under agreements to resell, securities borrowed and receivables from brokers, dealers and clearing organizations are carried at fair value based on published market prices and are marked to market daily, or are assets which are short-term in nature (such as U.S. government treasury bills or spot foreign exchange) and are reflected at amounts approximating fair value. Similarly, all of our financial instrument liabilities that arise from securities sold but not yet purchased, securities sold under agreements to repurchase, securities loaned and payables to brokers, dealers and clearing organizations are short-term in nature and are reported at quoted market prices or at amounts approximating fair value. Our long and short positions are valued at either the last consolidated trade price or the last consolidated bid/offer mid-point (where applicable) at the close of regular trading hours, in their respective markets. Given that we manage a globally integrated market making portfolio, we have large and substantially offsetting positions in securities and commodities that trade on different exchanges that close at different times of the trading day. As a result, there may be large and anomalous swings in the value of our positions daily and, accordingly, in our earnings in any period. This is especially true on the last business day of each calendar quarter, although such swings tend to come back into equilibrium on the first business day of the succeeding calendar quarter.



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***Contingencies***

Our policy is to estimate and accrue for potential losses that may arise out of litigation and regulatory proceedings, to the extent that such losses are probable and can be estimated, in accordance with ASC 450, *Contingencies*. Potential losses that might arise out of tax audits, to the extent that such losses are "more likely than not," would be estimated and accrued in accordance with ASC 740-10. Significant judgment is required in making these estimates and our final liabilities may ultimately be materially different. Our total liability accrued with respect to litigation and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses based on, among other factors, the progress of each case, our experience with and industry experience with similar cases and the opinions and views of internal and external legal counsel. Given the inherent difficulty of predicting the outcome of our litigation and regulatory matters, particularly in cases or proceedings in which substantial or indeterminate damages or fines are sought, or where cases or proceedings are in the early stages, we cannot estimate losses or ranges of losses for cases or proceedings where there is only a reasonable possibility that a loss may be incurred.

We have been from time to time subject to certain pending and legal actions which arise out of the normal course of business. Litigation is inherently unpredictable, particularly in proceedings where claimants seek substantial or indeterminate damages, or which are in their early stages. We cannot predict with certainty the actual loss or range of loss related to such legal proceedings, the manner in which they will be resolved, the timing of final resolution or the ultimate settlement. Consequently, we cannot estimate losses or ranges of losses related to such legal matters, even in instances where it is reasonably possible that a future loss will be incurred. As of December 31, 2010, we, along with certain of our subsidiaries, have been named parties to legal actions, which we and/or such subsidiaries intend to defend vigorously. Although the results of legal actions cannot be predicted with certainty, it is the opinion of management that the resolution of these actions is not expected to have a material adverse effect, if any, on our business or financial condition, but may have a material impact on the results of operations for a given period. As of December 31, 2010 and 2009, reserves provided for potential losses related to litigation matters were not material.

***Use of Estimates***

The preparation of financial statements in conformity with the Codification requires management to make estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements and accompanying notes. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ materially from those estimates. Such estimates include the estimated value of investments accounted for under the equity method of accounting, the estimated useful lives of property and equipment, including capitalized internally developed software, the allowance for doubtful accounts, compensation accruals, tax liabilities and estimated contingency reserves.

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#### Recent Accounting Pronouncements

Subsequent to the adoption of the ASC, the FASB will issue Accounting Standards Updates ("ASU's") as the means to add to or delete from, or otherwise amend the ASC. In 2010 and 2011, prior to the issuance of the Company's consolidated financial statements, ASU's 2010-1 through ASU 2010-29 and ASU 2011-01 were issued. Following is a summary of recently issued ASU's that may affect the Company's consolidated financial statements:

	Affects	Status
ASU 2009-13	<i>Multiple Deliverable Revenue Arrangements</i> Amends ASC 605-25	Fiscal years beginning on or after June 15, 2010, early adoption permitted
ASU 2009-14	<i>Certain Revenue Arrangements That Include Software Elements</i> Amends ASC 985-605 and 985-605-13 to exclude from their scope tangible products that contain software and non-software components that function together to deliver the products essential functionality	Fiscal years beginning on or after June 15, 2010, early adoption permitted
ASU 2009-15	<i>Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing</i>	Periods beginning on or after December 15, 2009
ASU 2009-16	<i>Transfers and Servicing: Accounting or Transfers of Financial Assets</i> Amends ASC 860 eliminates exceptions for qualifying special purpose entities and for certain mortgage securitizations	Periods beginning after November 15, 2009
ASU 2009-17	<i>Improvements to Financial Reporting by Enterprises Involved with Variable Interest Enterprises</i> Amends ASC 810 for the issuance of SFAS No. 167	Periods beginning on or after December 15, 2009
ASU 2010-09	<i>Subsequent Events (Topic 855)</i> Amendments to Certain Recognition and Disclosure Requirements	Effective on issuance
ASU 2010-11	<i>Derivatives and Hedging (Topic 815)</i> Scope Exception related to Embedded Credit Derivatives	First fiscal quarter beginning after June 15, 2010, early adoption permitted at the beginning of the first fiscal quarter after issuance.
ASU 2010-12	<i>Income Taxes (Topic 740)</i> Accounting for Certain Tax Effects of the 2010 Health Care Reform Acts	Effective on issuance.
ASU 2010-13	<i>Compensation - Stock Compensation (Topic 718)</i> Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades	Fiscal years, and interim periods within those fiscal years, beginning after December 15, 2010. Early application is permitted.
ASU 2010-20	<i>Receivables (Topic 310)</i> Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses	Periods ending on or after December 15, 2010.

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	<b>Affects</b>	<b>Status</b>
ASU 2010-21	<i>Accounting for Technical Amendments to Various SEC Rules and Schedules</i> Amendments to SEC Paragraphs Pursuant to Release No. 33-9026	Effective on Issuance.

ASU 2010-22      *Accounting for Various Topics* Technical Corrections to SEC Paragraphs      Effective on Issuance.  
Adoption of those ASU's that became effective during 2009, 2010 and in 2011, prior to the issuance of the Company's consolidated financial statements, did not have a material effect on those financial statements. Management is assessing the potential impact on the Company's financial statements of adopting ASU's that will become effective in the future.

### **ASC/IFRS Convergence**

In February 2010, the SEC issued "Commission Statement in Support of Convergence and Global Accounting Standards", a formal statement updating the status of its November 2008 "Roadmap for the Potential Use of Financial Statements Prepared in Accordance with International Financial Reporting Standards by U.S. Issuers" ("IFRS Roadmap"). The statement supported convergence of accounting standards and the development of a single set of global accounting standards. As directed in this statement, the SEC staff issued "Work Plan for the Consideration of Incorporating International Financial Reporting Standards into the Financial Reporting System for U.S. Issuers" (the "Work Plan") in May 2010. The Work Plan is expected to provide the SEC with information to be able to conclude whether IFRS should be adopted for U.S. registrants. While neither the February statement nor the Work Plan define a certain date for adoption of IFRS, both documents stated an expectation that a decision on whether the SEC would mandate adoption of IFRS is expected to be made in 2011. If a decision to adopt IFRS is made at that point in time, initial adoption for U.S. registrants would be approximately December 31, 2015 or 2016, with a transition date of either January 1, 2013 or 2014 for the initial three year retrospective comparative reporting period. Certain of the non-U.S. Operating Companies currently report or will be required to report their separate company financial statements under IFRS, as adopted in their local jurisdictions, as of December 31, 2010 or in the future. Management continues to assess the potential impact of adopting IFRS on the Company's consolidated financial statements.

### **Other**

ASC 860, *Transfers and Servicing*, incorporates former SFAS No. 166, *Accounting for Transfers of Financial Assets*, an amendment of *FASB No. 140*, was issued in June 2009 and became effective for interim and annual periods beginning after January 1, 2010. These provisions of ASC 860 require more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. The concept of a "qualifying special-purpose entity" ("SPE") was eliminated under these provisions of ASC 860, which also changed the requirements for derecognizing financial assets and requires additional disclosures. Adoption of these provisions did not have a material effect on the Company's consolidated financial statements.

ASC 810, *Consolidations*, incorporates former SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*. These pending provisions of ASC 810 revise former FASB Interpretation No. 46 (Revised December 2003), *Consolidation of Variable Interest Entities*, and changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) and therefore should be consolidated. Consolidation of Variable Interest Entities ("VIE's") would be based on the target entity's purpose and design as well as the reporting entity's ability to direct the target's activities, among other criteria. SFAS No. 167 was issued in June 2009 and became effective for interim and annual periods beginning after January 1, 2010. Adoption of these provisions did not have a material effect on the Company's consolidated financial statements.

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**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to various market risks. Our exposures to market risks arise from assumptions built into our pricing models, equity price risk, foreign currency exchange rate fluctuations related to our international operations, changes in interest rates which impact our variable-rate debt obligations, and risks relating to the extension of margin credit to our customers.

**Pricing Model Exposure**

Our strategy as a market maker is to calculate quotes a few seconds ahead of the market and execute small trades at tiny but favorable differentials as a result. This is made possible by our proprietary pricing model, which continuously evaluates and monitors the risks inherent in our portfolio, assimilates market data and reevaluates the outstanding quotes in our entire portfolio each second. Certain aspects of the model rely on historical prices of securities. If the behavior of price movements of individual securities diverges substantially from what their historical behavior would predict, we might incur trading losses. We attempt to limit such risks by diversifying our portfolio across many different options, futures and underlying securities and avoiding concentrations of positions based on the same underlying security. Historically, our losses from these events have been immaterial in comparison to our annual trading profits.

**Foreign Currency Exposure**

As a result of our international market making activities and accumulated earnings in our foreign subsidiaries, our income and net worth is exposed to fluctuations in foreign exchange rates. Our European operations and some of our Asian operations are conducted by our Swiss subsidiary, THE. THE is regulated by the Swiss Financial Market Supervisory Authority as a securities dealer and its financial statements are presented in Swiss francs. Accordingly, THE is exposed to certain foreign exchange risks as described below:

THE buys and sells futures contracts and securities denominated in various currencies and carries bank balances and borrows and lends such currencies in its regular course of business. At the end of each accounting period THE's assets and liabilities are translated into Swiss francs for presentation in its financial statements. The resulting gains or losses are reported as translation gain or loss in THE's income statement. When we prepare our consolidated financial statements, THE's Swiss franc balances are translated into U.S. dollars for U.S. GAAP purposes. THE's translation gains or losses appear as such on IBG, Inc.'s income statement, included in trading gains.

THE's net worth is carried on THE's books in Swiss francs in accordance with Swiss accounting standards. At the end of each accounting period, THE's net worth is translated at the then prevailing exchange rate into U.S. dollars and the resulting gain or loss is reported in our consolidated statement of financial condition as "other comprehensive income," ("OCI") which is neither an income nor an expense item in our statement of income, in accordance with U.S. GAAP. To a smaller extent, OCI is also produced by our other non-U.S. subsidiaries.

Historically, we have taken the approach of not hedging the above exposures to the U.S. dollar, based on the notion that the cost of constantly hedging over the years would amount to more than the random impact of rate changes on our non-U.S. dollar balances. For instance, an increase in the value of the Swiss franc would be unfavorable to the earnings of THE but would be counterbalanced to some extent by the fact that the yearly translation gain or loss into U.S. dollars is likely to move in the opposite direction.

In late 2005, we began to expand our market making systems to incorporate cash forex and forex options in order to hedge our currency exposure at little or no cost. In September 2006, we began

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hedging our currency exposure throughout the day on a continuous basis. In connection with the development of our currency hedging strategy, we have determined to base our net worth in GLOBALs. We define GLOBAL as consisting of a basket of major currencies that currently includes U.S. dollar, Euro, Japanese yen, British pound, Canadian dollar and Australian dollar. With the growth of our international operations, we foresee including other currencies in our definition of the GLOBAL. As our forex market making systems continue to develop, and as more exchanges trade more forex-based products electronically, we expect more trading volume to flow through this system and, accordingly, we expect to be able to manage the risks in forex in the same low cost manner as we currently manage the risks of our market making in equity-based products.

Because we actively manage our global currency exposure by maintaining our equity in GLOBALs, we consider ourselves a global enterprise based in a diversified basket of currencies rather than a U.S. dollar based company. Approximately half of our equity is denominated in currencies other than U.S. Dollars.

**Interest Rate Risk**

We had \$100.0 million in variable-rate debt outstanding at December 31, 2010. These debt obligations are subject to fluctuations in interest rates at the end of each borrowing term, which impact the amount of interest we must pay. If the debt were to remain at this level and variable interest rates were to increase by 1.0% per annum, the annual impact to our net income from debt obligations of this amount would be a reduction of \$1.0 million. Under our senior secured revolving credit facility, we have the ability to choose borrowing tenors from overnight to twelve months, which permits us to minimize the risk of interest rate fluctuations.

We pay our electronic brokerage customers interest based on benchmark overnight interest rates in various currencies. In a normal rate environment, we typically invest a portion of these funds in U.S. government treasury securities with maturities of up to three months. Under these circumstances, if interest rates were to increase rapidly and substantially, in increments that were not reflected in the yields on these treasury securities, our net interest income from customer deposits would decrease. Based upon investments outstanding at December 31, 2010, we had minimal exposure of this nature.

We also face the potential for reduced net interest income from customer deposits due to interest rate spread compression in a low rate environment. Due to a currently low rate environment, a decrease of U.S. benchmark interest rates to zero, or roughly 0.18%, would reduce our net interest income by approximately \$2.1 million on an annualized basis.

We also face substantial interest rate risk due to positions carried in our market making business to the extent that long or short stock positions may have been established for future or forward dates on options or futures contracts and the value of such positions are impacted by interest rates. We hedge such risks by entering into interest rate futures contracts. To the extent that these futures positions do not perfectly hedge this interest rate risk, our trading gains may be adversely affected. The amount of such risk cannot be quantified.

**Dividend Risk**

We face dividend risk in our market making business as we derive significant revenues and incur significant expenses in the form of dividend income and expense, respectively, from our substantial inventory of equity securities, and must make significant payments in lieu of dividends on short positions in securities in our portfolio. Projected future dividends are an important component of pricing equity options and other derivatives, and incorrect projections may lead to trading losses. The amount of these risks cannot be quantified.

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**Margin Credit**

We extend margin credit to our customers, which is subject to various regulatory requirements. Margin credit is collateralized by cash and securities in the customers' accounts. The risks associated with margin credit increase during periods of fast market movements or in cases where collateral is concentrated and market movements occur. During such times, customers who utilize margin credit and who have collateralized their obligations with securities may find that the securities have a rapidly depreciating value and may not be sufficient to cover their obligations in the event of a liquidation. We are also exposed to credit risk when our customers execute transactions, such as short sales of options and equities, that can expose them to risk beyond their invested capital.

We expect this kind of exposure to increase with growth in our overall business. Because we indemnify and hold harmless our clearing firms from certain liabilities or claims, the use of margin credit and short sales may expose us to significant off-balance-sheet risk in the event that collateral requirements are not sufficient to fully cover losses that customers may incur and those customers fail to satisfy their obligations. As of December 31, 2010, we had \$6.97 billion in margin credit extended to our customers. The amount of risk to which we are exposed from the margin credit we extend to our customers and from short sale transactions by our customers is unlimited and not quantifiable as the risk is dependent upon analysis of a potential significant and undeterminable rise or fall in stock prices. Our account level margin credit requirements meet or exceed those required by Regulation T of the Board of Governors of the Federal Reserve. As a matter of practice, we enforce real-time margin compliance monitoring and liquidate customers' positions if their equity falls below required margin requirements.

We have a comprehensive policy implemented in accordance with regulatory standards to assess and monitor the suitability of investors to engage in various trading activities. To mitigate our risk, we also continuously monitor customer accounts to detect excessive concentration, large orders or positions, patterns of day trading and other activities that indicate increased risk to us.

Our credit exposure is to a great extent mitigated by our policy of automatically evaluating each account throughout the trading day and closing out positions automatically for accounts that are found to be under-margined. While this methodology is effective in most situations, it may not be effective in situations where no liquid market exists for the relevant securities or commodities or where, for any reason, automatic liquidation for certain accounts has been disabled.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**Financial Statements Introductory Note**

Interactive Brokers Group, Inc. ("IBG, Inc." or the "Company") is a holding company whose primary asset is its ownership of approximately 10.8% of the membership interests of IBG LLC (the "Group"). See Notes 1 and 4 to the consolidated financial statements for further discussion of the Company's capital and ownership structure.

We are an automated global electronic market maker and broker specializing in routing orders and executing and processing trades in securities, futures, foreign exchange instruments, bonds and mutual funds on more than 90 electronic exchanges and trading venues around the world. In the U.S., our business is conducted from our headquarters in Greenwich, Connecticut and from Chicago, Illinois and Jersey City, New Jersey. Abroad, we conduct business through offices located in Canada, England, Switzerland, Hong Kong, India, Australia and Japan. At December 31, 2010 we had 857 employees worldwide.

In December 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51*, which SFAS is now a sub-topic within FASB Accounting Standards Codification (the "Codification" or "ASC"), 810, *Consolidation* (Note 2). Adoption of ASC 810 as of January 1, 2009 required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests") as a separate component of equity in the current period and had the retrospective effect of increasing reported equity by \$3.89 billion as of December 31, 2008. ASC 810 also required changes in presentation and retrospective disclosure of non-controlling interests in the statements of income, of cash flows and of changes in equity for all periods presented. Accordingly, the accompanying consolidated financial statements are presented as if ASC 810 had been applicable historically. The reclassifications made to prior periods had no effect on previously reported results of operations or cash flows.



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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Interactive Brokers Group, Inc.  
Greenwich, CT

We have audited the accompanying consolidated statements of financial condition of Interactive Brokers Group, Inc. and subsidiaries (the "Company") as of December 31, 2010 and 2009, and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Interactive Brokers Group, Inc. and subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2011 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP  
New York, New York  
February 28, 2011

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Consolidated Statements of Financial Condition**

<b>(in thousands, except share data)</b>	<b>December 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 1,354,219	\$ 806,560
Cash and securities segregated for regulatory purposes	7,888,093	6,728,936
Securities borrowed	3,292,345	5,063,026
Securities purchased under agreements to resell	336,299	413,005
Trading assets, at fair value:		
Financial instruments owned	5,420,929	7,809,944
Financial instruments owned and pledged as collateral	2,001,488	1,534,038
	7,422,417	9,343,982
Other receivables:		
Customers, less allowance for doubtful accounts of \$17,871 and \$16,637 at December 31, 2010 and 2009	6,973,033	3,239,625
Brokers, dealers and clearing organizations	732,869	493,063
Receivable from affiliate	1,185	1,160
Interest	18,502	14,720
	7,725,589	3,748,568
Other assets	479,806	501,474
<b>Total assets</b>	<b>\$ 28,498,768</b>	<b>\$ 26,605,551</b>
<b>Liabilities and equity</b>		
<b>Liabilities:</b>		
Trading liabilities financial instruments sold but not yet purchased, at fair value	\$ 6,125,224	\$ 8,763,201
Securities loaned	1,659,611	1,133,658
Short-term borrowings	187,380	320,803
Other payables:		
Customers	15,060,479	10,587,701
Brokers, dealers and clearing organizations	248,685	164,523
Payable to affiliate	284,860	298,982
Accounts payable, accrued expenses and other liabilities	409,757	244,715
Interest	7,682	9,060
	16,011,463	11,304,981
Senior notes payable	194,603	205,777
Senior secured credit facility	100,000	
	24,278,281	21,728,420
<b>Commitments, contingencies and guarantees</b>		
<b>Equity:</b>		
<b>Stockholders' equity:</b>		
Common stock, \$0.01 par value per share:		
Class A Authorized 1,000,000,000, Issued 50,298,024 and 47,784,286, Outstanding 42,231,551 and 41,216,779 shares at December 31, 2010 and 2009	503	478
Class B Authorized, Issued and Outstanding 100 shares at December 31, 2010 and 2009		
Additional paid-in capital	535,630	528,586
Retained earnings	92,504	177,409
Accumulated other comprehensive income, net of income taxes of \$12,284 and \$10,914 at December 31, 2010 and 2009	21,137	10,914
Treasury stock, at cost, 8,066,473 and 6,567,507 shares at December 31, 2010 and 2009	(161,947)	(142,441)

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Total stockholders' equity	487,827	574,946
Non-controlling interests	3,732,660	4,302,185
Total equity	4,220,487	4,877,131
Total liabilities and stockholders' equity	\$ 28,498,768	\$ 26,605,551

See accompanying notes to the consolidated financial statements.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Consolidated Statements of Income****Three Years Ended December 31, 2010**

(in thousands, except for shares or per share amounts)	2010	2009	2008
<b>Revenues:</b>			
Trading gains	\$ 368,634	\$ 633,865	\$ 1,303,994
Commissions and execution fees	386,765	353,030	359,529
Interest income	172,504	121,618	437,172
Other income	60,414	61,260	81,630
Total revenues	988,317	1,169,773	2,182,325
Interest expense	66,209	69,433	331,968
Total net revenues	922,108	1,100,340	1,850,357
<b>Non-interest expenses:</b>			
Execution and clearing	272,608	273,203	322,746
Employee compensation and benefits	200,155	175,827	158,018
Occupancy, depreciation and amortization	37,336	40,340	37,663
Communications	23,488	22,789	18,650
General and administrative	47,702	43,688	63,308
Total non-interest expenses	581,289	555,847	600,385
Income before income taxes	340,819	544,493	1,249,972
Income tax expense	60,413	54,379	128,371
Net income	280,406	490,114	1,121,601
Less net income attributable to non-controlling interests	289,722	453,912	1,028,554
Net income (loss) available for common stockholders	\$ (9,316)	\$ 36,202	\$ 93,047
<b>Earnings per share:</b>			
Basic	\$ (0.22)	\$ 0.88	\$ 2.30
Diluted	\$ (0.22)	\$ 0.87	\$ 2.24
<b>Weighted average common shares outstanding:</b>			
Basic	41,870,926	40,973,290	40,434,273
Diluted	42,498,705	41,799,489	41,461,018

See accompanying notes to the consolidated financial statements.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Consolidated Statements of Cash Flows**

(in thousands)	Year ended December 31,		
	2010	2009	2008
<b>Cash flows from operating activities:</b>			
Net income	\$ 280,406	\$ 490,114	\$ 1,121,601
Adjustments to reconcile net income to net cash provided by operating activities:			
Translation losses (2008, as adjusted)	254,615	10,555	59,201
Deferred income taxes	5,996	(22,073)	50,099
Depreciation and amortization	18,702	21,074	17,897
Employee stock plan compensation	38,296	33,192	25,921
Losses on non-trading investments, net	3,383	8,939	14,107
Bad debt expense and other	2,571	(559)	20,287
Change in operating assets and liabilities (2008, as adjusted):			
Increase in cash and securities segregated for regulatory purposes	(977,661)	(1,608,806)	(69,148)
Decrease in securities borrowed	1,759,236	855,874	956,426
Decrease (increase) in securities purchased under agreements to resell	(105,026)	174,821	(371,111)
Decrease in trading assets	1,873,475	1,810,626	5,764,571
Decrease (increase) in receivables from customers	(3,736,448)	(1,618,959)	295,559
Decrease (increase) in other receivables	(252,147)	2,053,253	26,138
Decrease in other assets	13,694	1,024	12,343
Decrease in trading liabilities	(2,672,066)	(4,683,259)	(820,817)
Increase (decrease) in securities loaned	520,549	479,335	(4,310,029)
Increase (decrease) in payable to customers	4,465,272	3,656,289	(698,735)
Increase (decrease) in other payables	200,497	(1,510,787)	(1,986)
Net cash provided by operating activities	1,693,344	150,653	2,092,324
<b>Cash flows from investing activities:</b>			
(Purchase) sale of investments	817	(11,300)	5,866
Distributions received from equity investment		2,292	635
Purchase of property and equipment	(18,108)	(18,492)	(26,695)
Net cash used in investing activities	(17,291)	(27,500)	(20,194)
<b>Cash flows from financing activities:</b>			
Redemption of member interests from IBG Holdings LLC	(27,204)	(14,738)	(72,015)
Redemption of former member interest	(1,226)	(164)	(3,986)
Reduction in non-controlling interest in subsidiary		22	
Repurchase of Class A Common Stock			(866)
Dividends paid to shareholders	(75,589)		
Dividends paid to non-controlling interests	(999,171)	(124,757)	(222,776)
Issuances of senior notes	601,980	508,116	474,566
Redemptions of senior notes	(613,154)	(445,393)	(491,968)
Borrowings under senior secured credit facility	100,000	800	550,000
Repayments of senior secured credit facility		(300,800)	(550,000)
(Decrease) increase in short-term borrowings, net	(160,445)	86,464	(1,281,108)
Net cash used in financing activities	(1,174,809)	(290,450)	(1,598,153)
Effect of exchange rate changes on cash and cash equivalents	46,415	30,360	(52,256)

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Net increase (decrease) in cash and cash equivalents	547,659	(136,937)	421,721
Cash and cash equivalents at beginning of period	806,560	943,497	521,776
Cash and cash equivalents at end of period	\$ 1,354,219	\$ 806,560	\$ 943,497
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 67,587	\$ 76,507	\$ 368,968
Cash paid for taxes	\$ 85,047	\$ 102,809	\$ 83,319
Non-cash financing activities:			
Adjustments to Additional Paid in Capital for changes in proportionate ownership in IBG LLC	\$ (36,047)	\$	\$
Adjustments to Non-Controlling Interests for changes in proportionate ownership in IBG LLC	\$ 36,047	\$	\$

See accompanying notes to the consolidated financial statements.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Consolidated Statements of Changes in Equity****Three years ended December 31, 2010**

(in thousands, except for share amounts)	Common Stock			Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Non- controlling Interests	Total Equity
	Shares	Par Value	Additional Paid-In Capital						
Balance, December 31, 2007	40,143,860	\$ 433	\$ 450,667	\$ (94,966)	\$ 48,160	\$ 4,109	\$ 408,403	\$ 3,165,421	\$ 3,573,824
Common Stock distributed to employees	458,655			13,881			13,881		13,881
Common Stock acquired under Stock Repurchase Program	(65,800)			(866)			(866)		(866)
Common Stock issued pursuant to stock plans	2,065,432	20	35,579				35,599		35,599
Treasury stock, unearned compensation	(2,065,432)			(35,599)			(35,599)		(35,599)
Redemption of non-controlling interests								(72,015)	(72,015)
Redemption of former members' interest			(409)				(409)	(3,577)	(3,986)
Dividends paid by IBG LLC to non-controlling interests								(222,784)	(222,784)
Comprehensive income:									
Net income					93,047		93,047	1,028,554	1,121,601
Cumulative translation adjustment, net of income taxes of (\$117)						(202)	(202)	(1,392)	(1,594)
Total comprehensive income					93,047	(202)	92,845	1,027,162	1,120,007
Balance, December 31, 2008	40,536,715	453	485,837	(117,550)	141,207	3,907	513,854	3,894,207	4,408,061
Common Stock distributed to employees	680,164			17,898			17,898		17,898
Common Stock issued pursuant to stock plans	2,448,031	25	42,764				42,789		42,789
Treasury stock, unearned compensation	(2,448,031)			(42,789)			(42,789)		(42,789)
Redemption of non-controlling interests								(14,738)	(14,738)
Redemption of former-member interests			(17)				(17)	(147)	(164)
Dividends paid by IBG LLC to non-controlling interests								(124,757)	(124,757)

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Reduction in non-controlling interest in subsidiary			2				2	20	22
Comprehensive income:									
Net income					36,202		36,202	453,912	490,114
Cumulative translation adjustment, net of income taxes of \$4,072						7,007	7,007	93,688	100,695
Total comprehensive income					36,202	7,007	43,209	547,600	590,809
Balance, December 31, 2009	41,216,879	478	528,586	(142,441)	177,409	10,914	574,946	4,302,185	4,877,131
Common Stock distributed to employees	1,014,772			23,742			23,742		23,742
Common Stock issued pursuant to stock plans	2,513,738	25	43,223				43,248		43,248
Treasury stock, unearned compensation	(2,513,738)			(43,248)			(43,248)		(43,248)
Redemption of non-controlling interests								(27,204)	(27,204)
Redemption of former-member interests			(132)				(132)	(1,094)	(1,226)
Dividends paid to shareholders					(75,589)		(75,589)		(75,589)
Dividends paid by IBG LLC to non-controlling interests								(999,171)	(999,171)
Adjustments for changes in proportionate ownership in IBG LLC			(36,047)				(36,047)	36,047	
Comprehensive income:									
Net income					(9,316)		(9,316)	289,722	280,406
Cumulative translation adjustment, net of income taxes of \$5,941						10,223	10,223	132,175	142,398
Total comprehensive income					(9,316)	10,223	907	421,897	422,804
Balance, December 31, 2010	42,231,651	\$ 503	\$ 535,630	\$ (161,947)	\$ 92,504	\$ 21,137	\$ 487,827	\$ 3,732,660	\$ 4,220,487

See accompanying notes to the consolidated financial statements



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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**1. Organization and Nature of Business**

Interactive Brokers Group, Inc. ("IBG, Inc." or the "Company") is a Delaware holding company whose primary asset is its ownership of approximately 10.8% of the membership interests of IBG LLC, which, in turn, owns operating subsidiaries (collectively, "IBG LLC" or the "Group"). The accompanying consolidated financial statements of IBG, Inc. reflect the consolidation of IBG, Inc.'s investment in IBG LLC for all periods presented (Note 4). IBG LLC is an automated global market maker and electronic broker specializing in routing orders and processing trades in securities, futures and foreign exchange instruments.

IBG LLC is a Connecticut limited liability company that conducts its business through its operating subsidiaries (collectively called the "Operating Companies"): Timber Hill LLC ("TH LLC"), Timber Hill Specialists Corp. ("THSC"), Timber Hill Europe AG ("THE"), Timber Hill Securities Hong Kong Limited ("THSHK"), Timber Hill Australia Pty Limited ("THA"), Timber Hill Canada Company ("THC"), Interactive Brokers LLC ("IB LLC") and subsidiaries, Interactive Brokers Canada Inc. ("IBC"), Interactive Brokers (U.K.) Limited ("IBUK"), Interactive Brokers (India) Private Limited ("IBI"), Interactive Brokers Financial Products S.A. ("IBFP"), Interactive Brokers Hungary KFT ("IBH"), IB Exchange Corp. ("IBEC"), Interactive Brokers Securities Japan, Inc. ("IBSJ"), Interactive Brokers Software Services Estonia OU ("IBEST") and Interactive Brokers Software Services Russia ("IBRUS").

IBG, Inc. operates in two business segments, market making and electronic brokerage. The Company conducts its market making business principally through its Timber Hill subsidiaries on the world's leading exchanges and market centers, primarily in exchange-traded equities, equity options and equity-index options and futures. IBG, Inc. conducts its electronic brokerage business through its Interactive Brokers subsidiaries, which provide electronic execution and clearing services to customers worldwide.

Certain of the Operating Companies are members of various securities and commodities exchanges in North America, Europe and the Asia/Pacific region. Other than IB LLC, IBUK, IBC and IBI, the Operating Companies do not carry securities accounts for customers or perform custodial functions relating to customer securities.

**2. Significant Accounting Policies**

***Basis of Presentation***

These consolidated financial statements are presented in U.S. dollars and have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") regarding financial reporting with respect to Form 10-K and accounting standards under the FASB Accounting Standards Codification, which became effective as of July 1, 2009 and applies to all financial statements issued after September 15, 2009. The Codification replaced the previous four level Generally Accepted Accounting Principles ("GAAP") hierarchy of authoritative accounting and reporting guidance ("Levels A through D"), other than the rules and interpretive releases of the SEC, with two levels, "authoritative" and "non-authoritative". Authoritative guidance is comprised of literature issued by the FASB and its predecessor organizations, as presented in the Codification. The ASC is comprised of four (4) principal "Areas" Presentation, Financial Statement Line Items, Broad

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

Transactions and Industry Content. Non-authoritative guidance is comprised of all "non-grandfathered, non-SEC accounting literature" not included in the Codification.

Adoption of SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51*, now a sub-topic within ASC 810, *Consolidation*, as of January 1, 2009 required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests") as a separate component of equity in the current period and had the retrospective effect of increasing reported equity by \$3,894,207 as of December 31, 2008. ASC 810 also required changes in presentation and retrospective disclosure of non-controlling interests in the statements of income, of cash flows and of changes in equity for all periods presented. Accordingly, the accompanying consolidated financial statements are presented as if ASC 810 had been applicable historically. Non-controlling interests in subsidiaries reported in Equity in the consolidated statement of financial condition includes immaterial non-controlling interests in subsidiaries of IBG LLC in addition to IBG Holdings LLC's non-controlling interest in IBG LLC. Net income attributable to non-controlling interests in subsidiaries of IBG LLC, which is collectively immaterial, has been reclassified from other income to net income attributable to non-controlling interests in the consolidated statements of income for all periods presented. The reclassifications made to prior periods had no effect on previously reported net income available to common stockholders or cash flows.

Gains and losses from foreign currency transactions are included in trading gains and losses where related to market making activities or in interest income where related to investment of customer funds as part of electronic brokerage activities in the consolidated statements of income. Non-U.S. subsidiaries have a functional currency (i.e., the currency in which activities are primarily conducted) that is other than the U.S. dollar. Such subsidiaries' assets and liabilities are translated to U.S. dollars at period-end exchange rates, while revenues and expenses are translated at average exchange rates during the year. Adjustments that result from translating amounts from a subsidiary's functional currency to the U.S. dollar are reported in redeemable members' interests or stockholders' equity as a component of accumulated other comprehensive income. Translation reported in the consolidated statement of cash flows excludes translation on settled currency trading positions. For comparison purposes, previously reported translation of (\$87,552) for the year ended December 31, 2008 has been excluded, and prior reported changes in operating assets and liabilities have likewise been adjusted for the correction of this error. This change had no effect on total cash provided by operating activities or the total change in cash for the periods presented.

The Company has reclassified \$181,721 of securities purchased under agreements to resell as of December 31, 2009 to cash and securities segregated for regulatory purposes in the consolidated statement of financial condition.

***Principles of Consolidation***

The consolidated financial statements include the accounts of IBG, Inc. and its majority and wholly owned subsidiaries. As sole managing member of IBG LLC, IBG, Inc. exerts control over the Group's operations. In accordance with ASC 810, the Company consolidates the Group's consolidated financial statements and records as non-controlling interest the interests in the Group that IBG, Inc. does not own. The Company's policy is to consolidate all entities of which it owns more than 50% unless it does not have control. All inter-company balances and transactions have been eliminated. IBG, Inc. would

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

also consolidate any Variable Interest Entities ("VIEs") pursuant to ASC 860, *Transfers and Servicing* and ASC 810 of which it is the primary beneficiary. IBG, Inc. currently is not the primary beneficiary of any such entities and therefore no VIEs are included in the consolidated financial statements.

***Use of Estimates***

The preparation of financial statements in conformity with the Codification requires management to make estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements and accompanying notes. Estimates, by their nature, are based on judgment and available information. Therefore, actual results could differ materially from those estimates. Such estimates include the estimated value of investments accounted for under the equity method of accounting, the estimated useful lives of property and equipment, including capitalized internally developed software, the allowance for doubtful accounts, compensation accruals, tax liabilities and estimated contingency reserves.

***Fair Value***

At December 31, 2010 and 2009, substantially all of IBG, Inc.'s assets and liabilities, including financial instruments, were carried at fair value based on published market prices and are marked to market daily, or were assets which are short-term in nature (such as U.S. government treasury bills or spot foreign exchange) and were carried at amounts that approximate fair value.

IBG, Inc. applies the fair value hierarchy of ASC 820, *Fair Value Measurements and Disclosures*, to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

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

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

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

Financial instruments owned and financial instruments sold, but not yet purchased, except forward currency contracts, over-the-counter ("OTC") currency options and certain corporate and municipal debt securities, which are classified as Level 2 financial instruments, are classified within Level 1 of the fair value hierarchy. Level 1 financial instruments, which are valued using quoted market prices as published by exchanges and clearing houses or otherwise broadly distributed in active markets, include U.S. government and sovereign obligations, active listed securities, options, futures, options on futures and corporate and municipal debt securities. IBG, Inc. does not adjust quoted prices for Level 1 financial instruments, even in the event that the Company may hold a large position whereby a purchase or sale could reasonably impact quoted prices. Currency forward contracts and OTC currency options are classified as Level 2 financial instruments as such instruments are not exchange-traded. Corporate and municipal debt securities, including Federal Deposit Insurance Corporation insured

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

corporate bonds held as securities segregated for regulatory purposes, that are not actively traded are also classified in Level 2, as are investments in restricted common stock, which investments are reported in other assets in the accompanying consolidated statement of financial condition.

***Earnings Per Share***

Earnings per share ("EPS") is computed in accordance with ASC 260, *Earnings per Share*. Shares of Class A and Class B common stock share proportionately in the earnings of IBG, Inc. Basic earnings per share are calculated utilizing net income available for common stockholders divided by the weighted average number of shares of Class A and Class B common stock outstanding for that period. Diluted earnings per share are calculated utilizing the Company's basic net income available for common stockholders divided by diluted weighted average shares outstanding with no adjustments to net income available to common stockholders for dilutive potential common shares.

***Stock-Based Compensation***

IBG, Inc. follows ASC 718, *Compensation Stock Compensation*, to account for its stock-based compensation plans. ASC 718 requires all share-based payments to employees to be recognized in the financial statements using a fair value-based method. As a result, IBG, Inc. expenses the fair value of stock granted to employees over the related vesting period.

***Cash and Cash Equivalents***

IBG, Inc. defines cash equivalents as short-term, highly liquid securities and cash deposits with original maturities of three months or less, other than those used for trading purposes.

***Cash and Securities Segregated for Regulatory Purposes***

As a result of customer activities, certain Operating Companies are obligated by rules mandated by their primary regulators to segregate or set aside cash or qualified securities to satisfy such regulations, which regulations have been promulgated to protect customer assets. In addition, substantially all of the Operating Companies are members of various clearing organizations at which cash or securities are deposited as required to conduct day-to-day clearance activities. Securities segregated for regulatory purposes consisted of Federal Deposit Insurance Corporation insured corporate bonds, which were recorded as Level 2 financial assets, in the amount of \$440,773 and \$441,391 at December 31, 2010 and 2009, U.S. Treasury Bills of \$146,976 and \$-0- at December 31, 2010 and 2009, which are recorded as Level 1 financial assets and securities purchased under agreements to resell in the amount of \$2,391,813 and \$181,721 as of December 31, 2010 and 2009, respectively, which amounts approximate fair value.

***Securities Borrowed and Securities Loaned***

Securities borrowed and securities loaned are recorded at the amount of cash collateral advanced or received. Securities borrowed transactions require IBG, Inc. to provide counterparties with collateral, which may be in the form of cash, letters of credit, or other securities. With respect to securities

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

loaned, IBG, Inc. receives collateral, which may be in the form of cash or other securities in an amount generally in excess of the fair value of the securities loaned.

IBG, Inc. monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as permitted contractually. Receivables and payables with the same counterparty are not offset in the consolidated statements of financial condition. For these transactions, the fees received or paid by IBG, Inc. are recorded as interest income or interest expense in the consolidated statements of income.

***Securities Purchased Under Agreements to Resell***

Securities purchased under agreements to resell are treated as collateralized financing transactions and are recorded at contract value, plus accrued interest, which approximates fair value. The Company's policy is to obtain possession of collateral with a fair value equal to or in excess of the principal amount loaned under resale agreements. To ensure that the fair value of the underlying collateral remains sufficient, this collateral is valued daily with additional collateral obtained or excess collateral returned, as permitted under contractual provisions.

***Financial Instruments Owned and Sold But Not Yet Purchased***

Stocks, government, corporate and municipal bonds, futures and options transactions are reported in the consolidated financial statements on a trade date basis. All financial instruments owned and financial instruments sold but not yet purchased are recorded at fair value based upon quoted market prices. All firm-owned financial instruments pledged to counterparties where the counterparty has the right, by contract or custom, to sell or repledge the financial instruments are classified as financial instruments owned and pledged as collateral in the consolidated statements of financial condition.

IBG, Inc. also enters into currency forward contracts. These transactions, which are also reported on a trade date basis, are agreements to exchange a fixed amount of one currency for a specified amount of a second currency at completion of the currency forward contract term. Unrealized mark-to-market gains and losses on currency forward contracts are reported as components of financial instruments owned or financial instruments sold but not yet purchased in the consolidated statements of financial condition. Net earnings or losses are reported as components of interest income in the consolidated statements of income.

***Customer Receivables and Payables***

Customer securities transactions are recorded on a settlement date basis and customer commodities transactions are recorded on a trade date basis. Receivables from and payables to customers include amounts due on cash and margin transactions, including futures contracts transacted on behalf of customers. Securities owned by customers, including those that collateralize margin loans or other similar transactions, are not reported in the consolidated statements of financial condition. Amounts receivable from customers that are determined by management to be uncollectible are written off to general and administrative expense.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

***Receivables from and Payables to Brokers, Dealers and Clearing Organizations***

Receivables from brokers, dealers and clearing organizations include amounts receivable for securities not delivered by IBG, Inc. to the purchaser by the settlement date ("fails to deliver") and margin deposits. Payables to brokers, dealers and clearing organizations include amounts payable for securities not received by IBG, Inc. from a seller by the settlement date ("fails to receive"). Receivables and payables to brokers, dealers and clearing organizations also include amounts related to futures contracts executed on behalf of customers as well as net payables and receivables from unsettled trades.

***Investments***

IBG, Inc. makes certain strategic investments and accounts for these investments under the cost method of accounting or under the equity method of accounting as required under ASC 323, *Investments - Equity Method and Joint Ventures*. Investments are accounted for under the equity method of accounting, when IBG, Inc. has significant influence over the investee. Investments accounted for under the equity method, including where the investee is a limited partnership or limited liability company, are recorded at the fair value amount of IBG, Inc.'s investment and adjusted each period for IBG, Inc.'s share of the investee's income or loss. IBG, Inc.'s share of the income or losses from equity investments is reported as a component of other income in the consolidated statements of income and the recorded amounts of IBG, Inc.'s equity investments, which are included in other assets in the consolidated statements of financial condition, increase or decrease accordingly. Distributions received from equity investees are recorded as reductions to the respective investment balance.

Investments accounted for under the cost method are recorded at the fair value of IBG, Inc.'s investment at inception. IBG, Inc. records investment income to the extent of dividends received on such investments. In February 2009, the Company invested \$7,500 in Quadriserv Inc., an electronic securities lending platform provider, which investment is being accounted for under the cost method.

A judgmental aspect of accounting for investments is evaluating whether an other-than-temporary decline in the value of an investment has occurred. The evaluation of an other-than-temporary impairment is dependent on specific quantitative and qualitative factors and circumstances surrounding an investment, including recurring operating losses, credit defaults and subsequent rounds of financing. None of IBG, Inc.'s equity investments have readily determinable market values. All equity investments are reviewed for changes in circumstances or occurrence of events that suggest IBG, Inc.'s investment may not be recoverable. If an unrealized loss on any investment is considered to be other-than-temporary, the loss is recognized in the period the determination is made. IBG, Inc. also holds exchange memberships and investments in equity securities of certain exchanges as required to qualify as a clearing member, and strategic investments in corporate stock that do not qualify for equity method accounting. Such investments are recorded at cost or, if an other-than-temporary impairment in value has occurred, at a value that reflects management's estimate of the impairment, and are included in other assets in the consolidated statements of financial condition. Dividends are recognized as a component of other income as such dividends are received.

As a result of a recapitalization transaction and a sale by W. R. Hambrecht + Co. Inc. of its remaining assets, the Company recorded a permanent impairment loss of \$6,397 for the year ended

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

December 31, 2009 on its loans to and warrants to purchase approximately 25.86% of W.R. Hambrecht + Co. Inc., reducing the book value of these investments to \$-0-.

***Property and Equipment***

Property and equipment, which is a component of other assets, consist of purchased technology hardware and software, internally developed software, leasehold improvements and office furniture and equipment. Property and equipment are recorded at historical cost, less accumulated depreciation and amortization. Additions and improvements that extend the lives of assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred. Depreciation and amortization are computed using the straight-line method. Equipment is depreciated over the estimated useful lives of the assets, while leasehold improvements are amortized over the lesser of the estimated economic useful life of the asset or the term of the lease. Computer equipment is depreciated over three to five years and office furniture and equipment are depreciated over five to seven years. Qualifying costs for internally developed software are capitalized and amortized over the expected useful life of the developed software, not to exceed three years.

***Comprehensive Income and Foreign Currency Translation***

Comprehensive income consists of two components: net income and other comprehensive income. Other comprehensive income refers to revenues, expenses, gains and losses that are included in stockholders' equity but are excluded from net income. IBG, Inc.'s other comprehensive income is comprised of foreign currency translation adjustments.

IBG, Inc.'s international Operating Companies have a functional currency (i.e., the currency in which activities are primarily conducted) that is other than the U.S. dollar. Such subsidiaries' assets and liabilities are translated into U.S. dollars at period-end exchange rates, and revenues and expenses are translated at average exchange rates prevailing during the period. Translation gains and losses from market making and electronic brokerage activities, respectively, are included in trading gains and in other income in the accompanying consolidated statements of income. Adjustments that result from translating amounts from a subsidiary's functional currency are reported as a component of accumulated other comprehensive income.

***Revenue Recognition***

***Trading Gains***

Trading gains and losses are recorded on trade date, and are reported on a net basis. Trading gains are comprised of changes in the fair value of trading assets and liabilities (i.e., unrealized gains and losses) and realized gains and losses. Dividends are integral to the valuation of stocks and interest is integral to the valuation of fixed income instruments. Accordingly, both dividends and interest income and expense attributable to specific trading assets and liabilities are reported on a net basis as a component of trading gains in the accompanying consolidated statements of income.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**2. Significant Accounting Policies (Continued)**

*Commissions and Execution Fees*

Commissions charged for executing and clearing customer transactions are accrued on a trade date basis and are reported as commissions and execution fees in the consolidated statements of income, and the related expenses are reported as execution and clearing expenses, also on a trade date basis.

*Interest Income and Expense*

The Company earns interest income and incurs interest expense primarily in connection with its Electronic Brokerage customer business and its securities lending activities. Such interest is recorded on the accrual basis.

*Income Taxes*

IBG, Inc. accounts for income taxes in accordance with ASC 740, *Income Taxes*, which requires the recognition of tax benefits or expenses on the temporary differences between the financial reporting and tax bases of assets and liabilities, including the accounting for uncertainty of income tax positions and valuation allowances for deferred tax assets reported in financial statements, prescribing a "more likely than not" threshold and measurement attribute for recognition in the financial statements of an asset or liability resulting from a tax position taken or expected to be taken in an income tax return.

The Company's provision for income taxes is comprised of two principal components: (1) the Group's consolidated income tax expense, and (2) the Company's U.S. Federal and state income taxes on its proportionate share of the Group's income that is subject to tax.

The Group has historically operated in the United States as a limited liability company that was treated as a partnership for U.S. federal income tax purposes. Accordingly, the Group's income, which is allocated proportionately to the Group's members, the Company and IBG Holdings LLC, is not subject to U.S. federal income taxes at the Group level. Taxes related to income earned by partnerships represent obligations of the individual partners. Therefore, income taxes attributable to the Group and included in income tax expense in the Company's consolidated statements of income are primarily incurred in non-U.S. subsidiaries. Outside the United States, the Group principally operates through subsidiary corporations and is subject to local income taxes. In addition, state and local income taxes include taxes assessed on the Group by jurisdictions that do not recognize the Group's limited liability company status. Foreign income taxes paid by the Group on dividends received are also reported as income taxes.

IBG, Inc. recognizes interest related to income tax matters as interest income or expense and penalties related to income tax matters as income tax expense.



Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****2. Significant Accounting Policies (Continued)*****Recently Issued Accounting Pronouncements***

Subsequent to the adoption of the ASC, the FASB will issue Accounting Standards Updates ("ASU's") as the means to add to or delete from, or otherwise amend the ASC. In 2010 and 2011, prior to the issuance of the Company's consolidated financial statements, ASU's 2010-1 through ASU 2010-29 and ASU 2011-01 were issued. Following is a summary of recently issued ASU's that affected or may affect the Company's consolidated financial statements:

	<b>Affects</b>	<b>Status</b>
ASU 2009-13	<i>Multiple Deliverable Revenue Arrangements</i> Amends ASC 605-25	Fiscal years beginning on or after June 15, 2010, early adoption permitted
ASU 2009-14	<i>Certain Revenue Arrangements That Include Software Elements</i> Amends ASC 985-605 and 985-605-13 to exclude from their scope tangible products that contain software and non-software components that function together to deliver the products essential functionality	Fiscal years beginning on or after June 15, 2010, early adoption permitted
ASU 2009-15	<i>Accounting for Own-Share Lending Arrangements in Contemplation of Convertible Debt Issuance or Other Financing</i>	Periods beginning on or after December 15, 2009
ASU 2009-16	<i>Transfers and Servicing: Accounting or Transfers of Financial Assets</i> Amends ASC 860 eliminates exceptions for qualifying special purpose entities and for certain mortgage securitizations	Periods beginning after November 15, 2009
ASU 2009-17	<i>Improvements to Financial Reporting by Enterprises Involved with Variable Interest Enterprises</i> Amends ASC 810 for the issuance of SFAS No. 167	Periods beginning on or after December 15, 2009
ASU 2010-09	<i>Subsequent Events (Topic 855)</i> Amendments to Certain Recognition and Disclosure Requirements	Effective on issuance
ASU 2010-11	<i>Derivatives and Hedging (Topic 815)</i> Scope Exception related to Embedded Credit Derivatives	First fiscal quarter beginning after June 15, 2010, early adoption permitted at the beginning of the first fiscal quarter after issuance.
ASU 2010-12	<i>Income Taxes (Topic 740)</i> Accounting for Certain Tax Effects of the 2010 Health Care Reform Acts	Effective on issuance.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****2. Significant Accounting Policies (Continued)**

	<b>Affects</b>	<b>Status</b>
ASU 2010-13	<i>Compensation Stock Compensation (Topic 718)</i> Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades	Fiscal years, and interim periods within those fiscal years, beginning after December 15, 2010. Early application is permitted.
ASU 2010-20	<i>Receivables (Topic 310)</i> Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses	Periods ending on or after December 15, 2010.
ASU 2010-21	<i>Accounting for Technical Amendments to Various SEC Rules and Schedules</i> Amendments to SEC Paragraphs Pursuant to Release No. 33-9026	Effective on Issuance.

ASU 2010-22      *Accounting for Various Topics*      Technical Corrections to SEC Paragraphs      Effective on Issuance.

Adoption of those ASU's that became effective during 2009, 2010 and in 2011, prior to the issuance of the Company's consolidated financial statements, did not have a material effect on those financial statements. Management is assessing the potential impact on the Company's financial statements of adopting ASU's that will become effective in the future.

***ASC/IFRS Convergence***

In February 2010, the SEC issued "Commission Statement in Support of Convergence and Global Accounting Standards", a formal statement updating the status of its November 2008 "Roadmap for the Potential Use of Financial Statements Prepared in Accordance with International Financial Reporting Standards by U.S. Issuers" ("IFRS Roadmap"). The statement supported convergence of accounting standards and the development of a single set of global accounting standards. As directed in this statement, the SEC staff issued "Work Plan for the Consideration of Incorporating International Financial Reporting Standards into the Financial Reporting System for U.S. Issuers" (the "Work Plan") in May 2010. The Work Plan is expected to provide the SEC with information to be able to conclude whether IFRS should be adopted for U.S. registrants. While neither the February statement nor the Work Plan define a certain date for adoption of IFRS, both documents stated an expectation that a decision on whether the SEC would mandate adoption of IFRS is expected to be made in 2011. If a decision to adopt IFRS is made at that point in time, initial adoption for U.S. registrants would be approximately December 31, 2015 or 2016, with a transition date of either January 1, 2013 or 2014 for the initial three year retrospective comparative reporting period. Certain of the non-U.S. Operating Companies currently report or will be required to report their separate company financial statements under IFRS, as adopted in their local jurisdictions, as of December 31, 2010 or in the future. Management continues to assess the potential impact of adopting IFRS on the Company's consolidated financial statements.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**2. Significant Accounting Policies (Continued)**

***Other***

ASC 860, *Transfers and Servicing*, incorporates former SFAS No. 166, *Accounting for Transfers of Financial Assets*, an amendment of FASB No. 140, was issued in June 2009 and became effective for interim and annual periods beginning after January 1, 2010. These provisions of ASC 860 require more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. The concept of a "qualifying special-purpose entity" ("SPE") was eliminated under these provisions of ASC 860, which also changed the requirements for derecognizing financial assets and requires additional disclosures. Adoption of these provisions did not have a material effect on the Company's consolidated financial statements.

ASC 810, *Consolidations*, incorporates former SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*. These pending provisions of ASC 810 revise former FASB Interpretation No. 46 (Revised December 2003), *Consolidation of Variable Interest Entities*, and changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) and therefore should be consolidated. Consolidation of Variable Interest Entities ("VIE's") would be based on the target entity's purpose and design as well as the reporting entity's ability to direct the target's activities, among other criteria. SFAS No. 167 was issued in June 2009 and became effective for interim and annual periods beginning after January 1, 2010. Adoption of these provisions did not have a material effect on the Company's consolidated financial statements.

**3. Trading Activities and Related Risks**

IBG, Inc.'s trading activities include providing securities market making and brokerage services. Trading activities expose IBG, Inc. to market and credit risks. These risks are managed in accordance with established risk management policies and procedures. To accomplish this, management has established a risk management process that includes:

a regular review of the risk management process by executive management as part of its oversight role;

defined risk management policies and procedures supported by a rigorous analytic framework; and

articulated risk tolerance levels as defined by executive management that are regularly reviewed to ensure that IBG, Inc.'s risk-taking is consistent with its business strategy, capital structure, and current and anticipated market conditions.

***Market Risk***

IBG, Inc. is exposed to various market risks. Exposures to market risks arise from equity price risk, foreign currency exchange rate fluctuations and changes in interest rates. IBG, Inc. seeks to mitigate market risk associated with trading inventories by employing hedging strategies that correlate rate, price and spread movements of trading inventories and related financing and hedging activities. IBG, Inc.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**3. Trading Activities and Related Risks (Continued)**

uses a combination of cash instruments and exchange traded derivatives to hedge its market exposures. The following discussion describes the types of market risk faced:

***Equity Price Risk***

Equity price risk arises from the possibility that equity security prices will fluctuate, affecting the value of equity securities and other instruments that derive their value from a particular stock, a defined basket of stocks, or a stock index. IBG, Inc. is subject to equity price risk primarily in securities owned and securities sold but not yet purchased. IBG, Inc. attempts to limit such risks by continuously reevaluating prices and by diversifying its portfolio across many different options, futures and underlying securities and avoiding concentrations of positions based on the same underlying security.

***Currency Risk***

Currency risk arises from the possibility that fluctuations in foreign exchange rates will impact the value of financial instruments. Exchange rate contracts may include cross-currency swaps and currency futures contracts. Currency swaps are agreements to exchange future payments in one currency for payments in another currency. These agreements are used to effectively convert assets or liabilities denominated in different currencies. Currency futures are contracts for delayed delivery of currency at a specified future date. IBG, Inc. uses currency swaps to manage the levels of its non-U.S. dollar currency balances and currency cash and futures to hedge its global exposure.

***Interest Rate Risk***

Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. IBG, Inc. is exposed to interest rate risk on cash and margin balances, positions carried in equity securities, options and futures and on its debt obligations. These risks are managed through investment policies and by entering into interest rate futures contracts.

***Credit Risk***

IBG, Inc. is exposed to risk of loss if an individual, counterparty or issuer fails to perform its obligations under contractual terms ("default risk"). Both cash instruments and derivatives expose IBG, Inc. to default risk. IBG, Inc. has established policies and procedures for mitigating credit risk on principal transactions, including reviewing and establishing limits for credit exposure, maintaining collateral, and continually assessing the creditworthiness of counterparties.

The Company's credit risk is limited in that substantially all of the contracts entered into are settled directly at securities and commodities clearing houses and a small portion is settled through member firms and banks with substantial financial and operational resources. IBG, Inc. seeks to control the risks associated with its customer margin activities by requiring customers to maintain collateral in compliance with regulatory and internal guidelines.

In the normal course of business, IBG, Inc. executes, settles and finances various customer securities transactions. Execution of these transactions includes the purchase and sale of securities by

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**3. Trading Activities and Related Risks (Continued)**

IBG, Inc. that exposes IBG, Inc. to default risk arising from the potential that customers or counterparties may fail to satisfy their obligations. In these situations, IBG, Inc. may be required to purchase or sell financial instruments at unfavorable market prices to satisfy obligations to customers or counterparties. Liabilities to other brokers and dealers related to unsettled transactions (i.e., securities failed-to-receive) are recorded at the amount for which the securities were purchased, and are paid upon receipt of the securities from other brokers or dealers. In the case of aged securities failed-to-receive, IBG, Inc. may purchase the underlying security in the market and seek reimbursement for any losses from the counterparty.

For cash management purposes, IBG, Inc. enters into short-term securities purchased under agreements to resell and securities sold under agreements to repurchase transactions ("repos") in addition to securities borrowing and lending arrangements, all of which may result in credit exposure in the event the counterparty to a transaction is unable to fulfill its contractual obligations. In accordance with industry practice, repos are collateralized by securities with a market value in excess of the obligation under the contract. Similarly, securities borrowed and loaned agreements are collateralized by deposits of cash or securities. IBG, Inc. attempts to minimize credit risk associated with these activities by monitoring collateral values on a daily basis and requiring additional collateral to be deposited with or returned to IBG, Inc. as permitted under contractual provisions.

***Concentrations of Credit Risk***

IBG, Inc.'s exposure to credit risk associated with its trading and other activities is measured on an individual counterparty basis, as well as by groups of counterparties that share similar attributes. Concentrations of credit risk can be affected by changes in political, industry, or economic factors. To reduce the potential for risk concentration, credit limits are established and exposure is monitored in light of changing counterparty and market conditions. As of December 31, 2010, the Company did not have any concentrations of credit risk.

***Off-Balance Sheet Risks***

IBG, Inc. may be exposed to a risk of loss not reflected in the consolidated financial statements for futures products, which represent obligations of IBG, Inc. to settle at contracted prices, which may require repurchase or sale in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk as IBG, Inc.'s cost to liquidate such futures contracts may exceed the amounts reported in IBG, Inc.'s consolidated statements of financial condition.

**4. Equity and Earnings Per Share**

In connection with its IPO in May 2007, IBG, Inc. purchased 10.0% of the membership interests in IBG LLC from IBG Holdings LLC, became the sole managing member of IBG LLC and began to consolidate IBG LLC's financial results into its financial statements. IBG Holdings LLC wholly owns all Class B common stock, which common stock has voting rights in proportion to its ownership interests in IBG LLC, approximately 89.2% as of December 31, 2010. The consolidated financial statements reflect the results of operations and financial position of IBG, Inc., including consolidation of its investment in IBG LLC, and IBG Holdings LLC's ownership interests in IBG LLC are reported as non-controlling interests.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**4. Equity and Earnings Per Share (Continued)**

Adoption of ASC 810 as of January 1, 2009 (Note 2) required the Company to report non-controlling interests in subsidiaries (formerly reported as "minority interests") as a separate component of equity in the current period and had the retrospective effect of increasing reported equity by \$3,894,207 as of December 31, 2008.

***Recapitalization and Post-IPO Capital Structure***

Immediately prior to and immediately following the consummation of the IPO, IBG, Inc., IBG Holdings LLC, IBG LLC and the members of IBG LLC consummated a series of transactions collectively referred to herein as the "Recapitalization." In connection with the Recapitalization, IBG, Inc., IBG Holdings LLC and the historical members of IBG LLC entered into an exchange agreement, dated as of May 3, 2007 (the "Exchange Agreement"), pursuant to which the historical members of IBG LLC received membership interests in IBG Holdings LLC in exchange for their membership interests in IBG LLC. Additionally, IBG, Inc. became the sole managing member of IBG LLC.

In connection with the consummation of the IPO, IBG Holdings LLC used the net proceeds to redeem 10.0% of members' interests in IBG Holdings LLC in proportion to their interests. Immediately following the Recapitalization and IPO, IBG Holdings LLC owned approximately 90% of IBG LLC and 100% of IBG, Inc.'s Class B common stock, which has voting power in IBG, Inc. proportionate to the extent of IBG Holdings LLC's ownership of IBG LLC.

The Exchange Agreement also provides for future redemptions of member interests and for the purchase of member interests in IBG LLC by IBG, Inc. from IBG Holdings LLC, which could result in IBG, Inc. acquiring the remaining member interests in IBG LLC that it does not own. On an annual basis, holders of IBG Holdings LLC member interests are able to request redemption of such member interests over a minimum eight (8) year period following the IPO; 12.5% annually for seven (7) years and 2.5% in the eighth year.

Redemptions may be funded through two (2) methods. Material redemptions would be funded from the proceeds of sales of additional shares of Common Stock, although there have been no such additional sales of Common Stock through December 31, 2010. Three hundred sixty (360) million shares of authorized Common Stock were reserved for such future sales.

In lieu of a sale of Common Stock, the Exchange Agreement provides that IBG LLC, using its available liquidity, may facilitate the redemption by IBG Holdings LLC of interests held by its members. Subsequent to the IPO and with the consent of IBG Holdings LLC and IBG, Inc. (on its own behalf and acting as the sole managing member of IBG LLC), IBG LLC agreed to redeem membership interests from IBG Holdings LLC as follows:

	Fair Value	Price per Equivalent Class A Share
2008	\$ 72,015	\$ 29.99
2009	14,738	14.85
2010	27,204	16.80

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**4. Equity and Earnings Per Share (Continued)**

As a consequence of these transactions, and distribution of shares to employees (Note 12), IBG, Inc.'s interest in IBG LLC has increased to approximately 10.8%, with IBG Holdings LLC owning the remaining 89.2% as of December 31, 2010. The redemptions also resulted in an increase in the IBG Holdings LLC interest held by Thomas Peterffy and his affiliates from approximately 84.6% at the IPO to approximately 85.8% at December 31, 2010.

Since consummation of the IPO and Recapitalization, IBG, Inc.'s equity capital structure has been comprised of Class A and Class B common stock. All shares of common stock have a par value of \$0.01 per share and have identical rights to earnings and dividends and in liquidation. As described previously in this Note 4, Class B common stock has voting power in IBG, Inc. proportionate to the extent of IBG Holdings LLC's ownership of IBG LLC. At December 31, 2010 and 2009, 1,000,000,000 shares of Class A common stock were authorized, of which 50,298,024 shares have been issued; and 42,231,551 and 41,216,779 shares were outstanding, respectively. Class B common stock is comprised of 100 authorized shares, of which 100 shares were issued and outstanding as of December 31, 2010 and 2009, respectively. In addition, 10,000 shares of preferred stock have been authorized, of which no shares are issued or outstanding as of December 31, 2010 and 2009, respectively.

As a result of a federal income tax election made by IBG LLC applicable to the acquisition of IBG LLC member interests by IBG, Inc. the income tax basis of the assets of IBG LLC acquired by IBG, Inc. have been adjusted based on the amount paid for such interests. A deferred tax asset of \$380,785 was recorded as of the IPO date, which deferred tax asset is a component of Other Assets in the consolidated statement of financial condition and is being amortized as additional deferred income tax expense over 15 years, as allowable under current tax law. As of December 31, 2010 and 2009, the unamortized balance of the deferred tax asset was \$313,526 and \$333,304, respectively. IBG, Inc. also entered into an agreement (the "Tax Receivable Agreement") with IBG Holdings LLC to pay IBG Holdings LLC (for the benefit of the former members of IBG LLC) 85% of the tax savings that IBG, Inc. actually realizes as the result of the tax basis increase. As of the IPO date, a payable to IBG Holdings LLC of \$323,668 was recorded by IBG, Inc. and is reported as Payable to Affiliate in the consolidated statement of financial condition. Amounts payable under the Tax Receivable Agreement are subject to repayment to IBG Holdings LLC annually upon the filing of IBG, Inc.'s federal income tax return. The remaining 15%, \$57,117, was accounted for as a permanent increase to additional paid-in capital in the consolidated statement of financial condition. The Company paid IBG Holdings LLC \$14,123, \$14,788 and \$9,898 in December 2010, 2009 and 2008, respectively, pursuant to the terms of the Tax Receivable Agreement.

***Stock Repurchase Program***

On September 26, 2008, the Company announced that the Board of Directors had approved the repurchase by IBG LLC of up to eight (8) million shares of its Class A common stock. Shares may be purchased from time to time in the open market and in private transactions if the company deems the price appropriate. In November 2008, 65,800 shares were repurchased at a cost of \$866, and are being held as Treasury Stock.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****4. Equity and Earnings Per Share (Continued)*****Earnings per Share***

Basic earnings per share are calculated utilizing net income available for common stockholders divided by the weighted average number of shares of Class A and Class B common stock outstanding for that period:

	2010	2009	2008
Basic earnings per share:			
Net income available for common stockholders	\$ (9,316)	\$ 36,202	\$ 93,047
Weighted average shares of common stock outstanding:			
Class A	41,870,826	40,973,190	40,434,173
Class B	100	100	100
	41,870,926	40,973,290	40,434,273
Basic earnings per share	\$ (0.22)	\$ 0.88	\$ 2.30

Diluted earnings per share are calculated utilizing the Company's basic net income available for common stockholders divided by diluted weighted average shares outstanding with no adjustments to net income available to common stockholders for dilutive potential common shares:

	2010	2009	2008
Diluted earnings per share:			
Net income available for common stockholders basic	\$ (9,316)	\$ 36,202	\$ 93,047
Adjustments for potentially dilutive common shares			
Net income available for common stockholders	\$ (9,316)	\$ 36,202	\$ 93,047
Weighted average shares of common stock outstanding:			
Class A:			
Issued and outstanding	41,870,826	40,973,190	40,434,173
Potentially dilutive common shares:			
Issuable pursuant to 2007 ROI Unit Stock Plan	627,779	826,199	1,026,745
Class B	100	100	100
	42,498,705	41,799,489	41,461,018
Diluted earnings per share	\$ (0.22)	\$ 0.87	\$ 2.24

***Stockholder Dividends***

On December 21, 2010, IBG LLC declared dividends to its members of \$990.3 million, of which IBG, Inc.'s proportionate share was \$105.4 million. On December 23, 2010, the Company paid dividends of \$75.6 million (\$1.79 per share) to Class A and Class B shareholders of record as of December 9, 2010. In addition, holders of unvested Class A shares received payments in lieu of the dividend totaling \$9.4 million. The remainder of the dividend received by the Company has been retained to fund its income tax liabilities arising from this dividend (Note 13).





Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****5. Fair Value**

The following tables set forth, by level within the fair value hierarchy (Note 2), financial assets and liabilities, primarily financial instruments owned and financial instruments sold, but not yet purchased, which consisted of the following, at fair value as of December 31, 2010 and 2009. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

**Financial Assets At Fair Value as of December 31, 2010**

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Securities segregated for regulatory purposes	\$ 146,976	\$ 440,773	\$	\$ 587,749
Financial instruments owned:				
Stocks	1,318,003			1,318,003
Options	3,893,695			3,893,695
U.S. and foreign government obligations	8,408			8,408
Warrants	85,740			85,740
Corporate and municipal bonds	47,757	48,895		96,652
Discount certificates	18,217			18,217
Currency forward contracts		214		214
	5,371,820	49,109		5,420,929
Financial instruments owned and pledged as collateral:				
Stocks	1,633,383			1,633,383
U.S. and foreign government obligations	368,105			368,105
	2,001,488			2,001,488
	7,373,308	49,109		7,422,417
Other assets investments in common stock		2,239		2,239
	\$ 7,520,284	\$ 492,121	\$	\$ 8,012,405

**Financial Liabilities At Fair Value as of December 31, 2010**

	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial instruments sold, not yet purchased:				
Stocks	\$ 2,256,259	\$	\$	\$ 2,256,259
Options	3,765,862			3,765,862
Warrants	12			12
Corporate bonds	48,419	50,734		99,153
Currency forward contracts		3,938		3,938
	\$ 6,070,552	\$ 54,672	\$	\$ 6,125,224



Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****5. Fair Value (Continued)**

	<b>Financial Assets At Fair Value as of December 31, 2009</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Securities segregated for regulatory purposes	\$	\$ 441,391	\$	\$ 441,391
Financial instruments owned:				
Stocks	2,871,713			2,871,713
Options	4,717,693			4,717,693
U.S. and foreign government obligations	5,374			5,374
Warrants	88,093			88,093
Corporate bonds	54,157	26,393		80,550
Discount certificates	46,521			46,521
	7,783,551	26,393		7,809,944
Financial instruments owned and pledged as collateral:				
Stocks	1,180,923			1,180,923
U.S. and foreign government obligations	353,115			353,115
	1,534,038			1,534,038
	9,317,589	26,393		9,343,982
	\$ 9,317,589	\$ 467,784	\$	\$ 9,785,373

	<b>Financial Liabilities At Fair Value as of December 31, 2009</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Financial instruments sold, not yet purchased:				
Stocks	\$ 4,349,918	\$	\$	\$ 4,349,918
Options	4,336,625			4,336,625
Corporate bonds	41,010	35,022		76,032
Currency forward contracts		626		626
	\$ 8,727,553	\$ 35,648	\$	\$ 8,763,201

**6. Collateralized Transactions**

The Company enters into securities borrowing and lending transactions and agreements to repurchase and resell securities to finance trading inventory, to obtain securities for settlement and to earn residual interest rate spreads. In addition, the Company's customers pledge their securities owned to collateralize margin loans. Under these transactions, the Company either receives or provides collateral, including equity, corporate debt and U.S. government securities. Under many agreements, the Company is permitted to sell or repledge securities received as collateral and use these securities to secure repurchase agreements, enter into securities lending transactions or deliver these securities to counterparties to cover short positions. At December 31, 2010 and 2009, the fair value of securities received as collateral where the Company is permitted to sell or repledge the securities was approximately \$15.7 and \$9.8 billion, respectively, of which \$6.6 and \$5.7 billion, respectively, had been repledged or resold, of which some were deposited in a separate bank account for the exclusive benefit



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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**6. Collateralized Transactions (Continued)**

of customers in accordance with SEC Rule 15c3-3. The sources of collateral at December 31, 2010 and 2009 were: securities lending transactions and agreements to resell of \$5.9 and \$5.3 billion; and customer margin securities of \$9.8 and \$4.5 billion, respectively.

In the normal course of business, the Company pledges qualified securities with clearing organizations to satisfy daily margin and clearing fund requirements. At December 31, 2010, substantially all government obligations owned were pledged to clearing organizations.

Financial instruments owned and pledged, where the counterparty has the right to repledge, at December 31, 2010 and 2009 consisted of the following:

	<b>December 31,</b>	
	<b>2010</b>	<b>2009</b>
Stocks	\$ 1,633,383	\$ 1,180,923
U.S. and foreign government obligations	368,105	353,115
	<b>\$ 2,001,488</b>	<b>\$ 1,534,038</b>

The Company also engages in securities financing transactions with and for customers through margin lending. Under these agreements and transactions, the Company either receives or provides collateral, including U.S. government securities, corporate debt and equity securities. Customer receivables generated from margin lending activity are collateralized by customer-owned securities held by the Company. Customers' required margin levels and established credit limits are monitored continuously by risk management staff using automated systems. Pursuant to Company policy and as enforced by such systems, customers are required to deposit additional collateral or reduce positions, when necessary to avoid automatic liquidation of positions.

Margin loans are extended on a demand basis and are not committed facilities. Factors considered in the acceptance or rejection of margin loans are the amount of the loan, the degree of leverage being employed in the account and an overall evaluation of the portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral. Additionally, transactions relating to concentrated or restricted positions are limited or prohibited by raising the level of required margin collateral (to 100% in the extreme case). Underlying collateral for margin loans is evaluated with respect to the liquidity of the collateral positions, valuation of securities, volatility analysis and an evaluation of industry concentrations. Adherence to the Company's collateral policies significantly limits the Company's credit exposure to margin loans in the event of a customer's default. Under margin lending agreements, the Company may request additional margin collateral from customers and may sell securities that have not been paid for or purchase securities sold but not delivered from customers, if necessary. At December 31, 2010 and December 31, 2009, there were approximately \$7.0 billion and \$3.2 billion, respectively, of customer margin loans outstanding.

**7. Investments**

In June 2010, in connection with its demutualization, the Chicago Board Options Exchange ("CBOE") issued the Company 357,548 shares of restricted common stock, 320,000 shares in exchange

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****7. Investments (Continued)**

for the Company's CBOE memberships and 37,548 shares in connection with a settlement between the CBOE and the Chicago Board Of Trade. At issuance, the shares were restricted from sale. Restrictions on one-half of the shares lapsed in December 2010; the remaining restriction will expire in June 2011. As of December 31, 2010, the Company continues to hold 106,454 restricted shares as an investment at the shares' fair value of \$2,239 (Note 5).

The Company has certain strategic investments in electronic exchange and investment banking platforms that it accounts for under the equity method of accounting, recording its share of the investee's income or loss in other income (Note 11) in the consolidated statement of income. As of December 31, 2010 and 2009, the carrying values of these investments were:

	December 31,	
	2010	2009
OneChicago LLC	\$ 13,673	\$ 14,907
Boston Options Exchange, LLC ("BOX")	6,096	6,243
CBOE Stock Exchange, LLC	2,647	4,349
Factor Advisors, LLC	1,015	1,499
Courant Fund II, L.P.	2,916	
	\$ 26,347	\$ 26,998

Transactions and related balances with equity investees were:

	Year ended December 31,		
	2010	2009	2008
<b>Transactions with BOX:</b>			
Other income (market maker incentives)	\$	\$ 747	\$ 1,212
Exchange fees (execution and clearing expenses)	\$ 7,353	\$ 2,358	\$ 853

	December 31,	
	2010	2009
<b>Receivable from/Payable to BOX:</b>		
Receivable (other assets)	\$	\$ 640
Payable (accounts payable, accrued expenses and other liabilities)	\$ 1,820	\$ 393

As a result of a recapitalization transaction and the sale of assets, the Company recorded a permanent impairment loss of \$6.4 million for the year ended December 31, 2009 on its loans to and warrants to purchase approximately 25.86% of W.R. Hambrecht + Co. Inc., reducing the book value of these investments to \$-0-.

In February 2009, the Company invested \$7.5 million in Quadriserv Inc., an electronic securities lending platform provider, which investment is accounted for under the cost method.





Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****8. Short-Term Borrowings**

Short-term borrowings consist primarily of collateralized borrowing facilities with clearing banks in multiple currencies that bear interest at fluctuating overnight rates based on interbank funds rates prevailing in the respective currencies. In addition, the Company has available secured and unsecured overnight bank loan facilities. All short-term borrowings outstanding at December 31, 2010 and 2009 were either repaid on the next business day or rolled forward and, accordingly, their carrying values approximated their fair values.

As of December 31, 2010 and 2009, short-term borrowings consisted of:

	2010		2009	
	Principal	Weighted Average Rates	Principal	Weighted Average Rates
Overnight borrowing facilities	\$ 187,380	0.07%	\$ 320,803	0.11%
Secured bank loans		n/a		n/a
	\$ 187,380		\$ 320,803	

Interest expense on short term borrowings for each of the three years ended December 31, 2010, 2009 and 2008 was \$3,196, \$5,346 and \$49,522, respectively.

**9. Senior Notes Payable**

At December 31, 2010 and 2009, IBG LLC had \$194,603 and \$205,777, respectively, of senior notes outstanding. All senior notes outstanding at December 31, 2009 carried a 7% per annum interest rate. Senior notes issued during and subsequent to September 2010 have a 5% per annum interest rate. \$46,918 of the senior notes outstanding at December 31, 2010 were 7% notes and \$147,685 were 5% notes. All senior notes have either a 15-month or an 18-month maturity. IBG LLC may, solely at its option, redeem the senior notes at any time on or after a specified date in the third month or the sixth month, respectively, after the date on which the senior notes are issued and sold (the "Optional Redemption Date"), at a redemption price equal to 100% of the principal amount of the senior notes to be redeemed plus accrued interest.

Historically, IBG LLC has redeemed these senior notes at their Optional Redemption Dates. The carrying value of the senior notes approximated their fair value since they are short-term in nature. In 2010, 2009 and 2008, IBG LLC redeemed \$613,154, \$445,393 and \$491,968 of senior notes, which included \$205,777, \$143,054 and \$160,456 of senior notes issued in 2009, 2008 and 2007, respectively. During the period from January 1 through February 28, 2011, total senior notes issued were \$95,717, and senior notes issued in 2010 which were redeemed totaled \$97,970, respectively. Interest expense on senior notes was \$14,715, \$11,539 and \$11,978 for the three years ended December 31, 2010, 2009 and 2008, respectively.

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****10. Senior Secured Revolving Credit Facility**

On May 18, 2010, IBG LLC entered into a \$100 million two-year senior secured revolving credit facility with Bank of America, N.A. as administrative agent and Citibank, N.A., as syndication agent. IBG LLC is the sole borrower under this credit facility. The facility's interest rate is indexed to the overnight federal funds rate or to the LIBOR rate for the relevant term, at the borrower's option, and is secured by a first priority interest in all of the capital stock of each entity owned directly by IBG LLC (subject to customary limitations with respect to foreign subsidiaries). The facility may be used to finance working capital needs and general corporate purposes, including downstreaming funds to IBG LLC's regulated broker-dealer subsidiaries as regulatory capital. This allows IBG LLC to take advantage of market opportunities when they arise, while maintaining substantial excess regulatory capital. The financial covenants contained in this credit facility are as follows:

minimum consolidated shareholders' equity, as defined, of \$3.625 billion, with quarterly increases equal to 25% of positive consolidated net income;

maximum total debt to capitalization ratio of 30%;

minimum liquidity ratio of 1.0 to 1.0; and

maximum total debt to net regulatory capital ratio of 35%.

At maturity, subject to meeting certain terms of the facility, the Company will have an option to convert the facility to a one-year term loan. At December 31, 2010, \$100.0 million was outstanding under this credit facility at 2.76% and IBG LLC was in compliance with all of the covenants. These borrowings were repaid in full on January 18, 2011. This credit facility replaced a \$100 million senior secured revolving credit facility that matured on May 19, 2010.

**11. Other Income**

The components of other income for the three years ended December 31, 2010, 2009 and 2008 were:

	2010	2009	2008
Payments for order flow	24,288	\$ 35,073	\$ 48,735
Market data fees	30,241	23,594	17,590
Market maker incentives	2,471	7,237	15,643
Gains (Losses) on restricted securities	7,660	(2,715)	8,886
Loss from equity investments	(3,383)	(8,939)	(14,840)
Other, net	(863)	7,010	5,616
	\$ 60,414	\$ 61,260	\$ 81,630

Payments for order flow are earned from various options exchanges based upon options trading volume originated by the Operating Companies. Market data fees are charged to customers based upon market data services provided. Various exchanges pay the Company market maker incentives for its market making efforts on those exchanges. Gains on restricted securities are primarily generated when the Company has investments in securities on which there are restrictions from trading.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**12. Defined Contribution and Employee Incentive Plans**

***Defined Contribution Plan***

The Company offers substantially all employees of U.S.-based Operating Companies who have met minimum service requirements the opportunity to participate in defined contribution retirement plans qualifying under the provisions of Section 401(k) of the Internal Revenue Code. The general purpose of this plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. This plan provides for the Company to match 50% of the employees' pre-tax contribution, up to a maximum of 10% of eligible earnings. The employee is vested in the matching contribution incrementally over six years. Included in employee compensation and benefits expenses in the consolidated statements of income were \$2,470, \$2,055 and \$1,803 of plan contributions for the three years ended December 31, 2010, 2009 and 2008, respectively.

***Return on Investment Dollar Units ("ROI Dollar Units")***

From 1998 through January 1, 2006, IBG LLC granted all non-member employees ROI Dollar Units, which are redeemable under the amended provisions of the plan, and in accordance with regulations issued by the Internal Revenue Service (Section 409A of the Internal Revenue Code). Upon redemption, the grantee is entitled to accumulated earnings on the face value of the certificate, but not the actual face value. For grants made in 1998 and 1999, grantees may redeem the ROI Dollar Units after vesting on the fifth anniversary of the date of their grant and prior to the tenth anniversary of the date of their grant. For grants made between January 1, 2000 and January 1, 2005, grantees must elect to redeem the ROI Dollar Units upon the fifth, seventh or tenth anniversary date. These ROI Dollar Units will vest upon the fifth anniversary of the date of their grant and will continue to accumulate earnings until the elected redemption date. For grants made on or after January 1, 2006, all ROI Dollar Units shall vest on the fifth anniversary date of their grant and will be automatically redeemed. Subsequent to the IPO, no additional ROI Dollar Units have been or will be granted, and non-cash compensation to employees will consist primarily of grants of shares of Common Stock as described below under "2007 Stock Incentive Plan."

As of December 31, 2010 and 2009, payables to employees for ROI Dollar Units were \$15,415 and \$22,276, respectively. Of these payable amounts, \$4,613 and \$6,633 were vested as of December 31, 2010 and 2009, respectively. These amounts are included in accounts payable, accrued expenses and other liabilities in the consolidated statements of financial condition. Compensation expense for the ROI Dollar Unit plan, included in the consolidated statement of income was \$1,573, \$3,934 and \$7,712 for the years ended December 31, 2010, 2009 and 2008, respectively.

***2007 ROI Unit Stock Plan***

In connection with the IPO, IBG, Inc. adopted the Interactive Brokers Group, Inc. 2007 ROI Unit Stock Plan (the "ROI Unit Stock Plan"). Under this plan, certain employees of the Group who held ROI Dollar Units, at the employee's option, elected to invest their ROI Dollar Unit accumulated earnings as of December 31, 2006 in shares of Common Stock. An aggregate of 1,271,009 shares of Common Stock (consisting of 1,250,000 shares issued under the ROI Unit Stock Plan and 21,009 shares under the 2007 Stock Incentive Plan, as described below), with a fair value at the date of grant of

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**12. Defined Contribution and Employee Incentive Plans (Continued)**

\$38,143, were issued to IBG LLC, to be held as Treasury stock, to be distributed to employees in accordance with the following schedule, subject to the conditions below:

10% on the date of the IPO (or on the first anniversary of the IPO, in the case of U.S. ROI Unit holders who made the above-referenced elections after December 31, 2006); and

an additional 15% on each of the first six anniversaries of the date of the IPO, assuming continued employment with IBG, Inc. and compliance with other applicable covenants.

Of the fair value at the date of grant, \$17,806 represented the accumulated ROI Dollar Unit value elected to be invested by employees in Common Stock and such amount was accrued for as of December 31, 2006. The remainder is being ratably accrued as compensation expense by the Company from the date of the IPO over the requisite service period represented by the aforementioned distribution schedule. Compensation expense for the 2007 ROI Unit Stock Plan and related grants under the 2007 Stock Incentive Plan, net of the effect of forfeitures, included in the consolidated statement of income for the years ended December 31, 2010, 2009 and 2008 was \$3,513, \$3,752 and \$4,888, respectively. Estimated future compensation costs for unvested awards at December 31, 2010 are \$9.2 million.

***2007 Stock Incentive Plan***

Under the Interactive Brokers Group, Inc. 2007 Stock Incentive Plan (the "Stock Incentive Plan"), up to 20.0 million shares (9.2 million shares at December 31, 2009) of Common Stock may be granted and issued to directors, officers, employees, contractors and consultants of IBG, Inc. and its subsidiaries. The 10.8 million share increase in shares allocated to the SIP was approved by the Company's Compensation Committee and Board of Directors in December 2010, subject to stockholder approval at the Company's next annual meeting. The purpose of the Stock Incentive Plan is to promote IBG, Inc.'s long-term financial success by attracting, retaining and rewarding eligible participants.

The Stock Incentive Plan is administered by the Compensation Committee of IBG, Inc.'s Board of Directors. The Compensation Committee has discretionary authority to determine which employees are eligible to participate in the Stock Incentive Plan and establishes the terms and conditions of the awards, including the number of awards granted to each employee and all other terms and conditions applicable to such awards in individual grant agreements. Awards are expected to be made primarily through grants of Common Stock. Stock Incentive Plan awards are subject to issuance over time and may be forfeited upon an employee's termination of employment or violation of certain applicable covenants prior to issuance, unless determined otherwise by the Compensation Committee.

The Stock Incentive Plan provides that, upon a change in control, the Compensation Committee may, at its discretion, fully vest any granted but unissued shares of Common Stock awarded under the Stock Incentive Plan, or provide that any such granted but unissued shares of Common Stock will be honored or assumed, or new rights substituted therefore by the new employer on a substantially similar basis and on terms and conditions substantially comparable to those of the Stock Incentive Plan.

IBG, Inc. granted awards of Common Stock in connection with the IPO and is expected to continue to grant awards on or about December 31 of each year following the IPO, to eligible employees as part of an overall plan of equity compensation. Shares of Common Stock granted are

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****12. Defined Contribution and Employee Incentive Plans (Continued)**

issued to IBG LLC, to be held as Treasury Stock, and are distributable to employees in accordance with the following schedule:

10% on the first vesting date, which approximates the anniversary of the IPO; and

an additional 15% on each of the following six anniversaries of the first vesting, assuming continued employment with IBG, Inc. and compliance with non-competition and other applicable covenants.

Of the fair value at the date of grant, \$14,674 represented compensation accrued as of December 31, 2006 to former members of IBG LLC, with the remainder to be ratably accrued as compensation expense by the Group from the date of the IPO over the requisite service period represented by the aforementioned distribution schedule.

Shares granted to directors vest, and are distributed, over a five-year period (20% per year) commencing one year after the date of grant.

Stock Incentive Plan share grants (excluding 21,009 shares issued pursuant to the 2007 ROI Unit Stock Plan above) and the related fair values at the date of grant were:

	Shares	Fair Value Date of Grant (\$000's)
In connection with IPO	927,943	\$ 27,847
July 31, 2007	16,665	404
December 31, 2007	1,055,206	32,876
December 31, 2008	2,065,432	35,600
December 31, 2009	2,448,031	42,796
December 31, 2010	2,513,738	43,255
	9,027,015	\$ 182,778

Total share distributions under the SIP and ROI Unit Stock Plan have been as follows:

	Total Shares	Fair Value at Date of Grant (\$000's)	Shares sold by employees to meet withholding obligations
In connection with IPO	189,617	\$ 5,681	45,857
2008	458,655	13,881	121,852
2009	680,164	17,898	175,362
2010	1,014,772	23,742	265,971

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Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**12. Defined Contribution and Employee Incentive Plans (Continued)**

The following is a summary of Stock Plan activity for the period from January 1, 2008 through December 31, 2010:

	Shares	
	2007 Stock Incentive Plan Shares	2007 ROI Unit Stock Plan Shares
Balance, December 31, 2007	1,916,744	1,151,932
Granted	2,065,432	
Forfeited by employees	(27,962)	(5,605)
Distributed to employees	(239,141)	(219,514)
Balance, December 31, 2008	3,715,073	926,813
Granted	2,448,031	
Forfeited by employees	(29,740)	(5,397)
Distributed to employees	(492,310)	(187,854)
Balance, December 31, 2009	5,641,054	733,562
Granted	2,513,738	
Forfeited by employees	(63,650)	(2,179)
Distributed to employees	(828,002)	(186,770)
Balance, December 31, 2010	7,263,140	544,613

Estimated future grants under the Stock Incentive Plan are being accrued for ratably during each year under the ASC 718 "Graded Vesting" method. Compensation expense recognized in the consolidated statement of income for the years ended December 31, 2010, 2009 and 2008, were \$34,784, \$29,440 and \$21,034, respectively. Estimated future compensation costs for unvested awards at December 31, 2010 are \$66.5 million.

Shares granted under the 2007 ROI Unit Stock Plan and the Stock Incentive Plan are subject to forfeiture in the event an employee ceases employment with the Company. The plans provide that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans' post-employment provisions will forfeit 50% of unvested previously granted shares unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of unvested shares previously granted. Distributions of remaining shares to former employees will occur annually following the discontinuation of employment over a five (5) year vesting schedule, 12.5% in each of the first four years and 50% in the fifth year. As of December 31, 2010, 6,216 shares have been distributed under these post-employment provisions. These distributions are included in the Stock Plans activity tables above.

***Redeemable Members' Interests***

Prior to January 2, 2006, selected employees had been granted non-transferable member interests in IBG LLC, which conferred ownership rights in IBG LLC and entitled the holders to their

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**12. Defined Contribution and Employee Incentive Plans (Continued)**

proportionate share of the consolidated profits and losses of IBG LLC based on their holding percentages beginning on the date of the grant.

As more fully described in Note 4, in connection with the Recapitalization and the Exchange Agreement, the historical members of IBG LLC received membership interests in IBG Holdings LLC in exchange for their membership interests in IBG LLC and, in connection with the consummation of the IPO, IBG Holdings LLC used the net proceeds to redeem 10% of members' interests in IBG Holdings LLC in proportion to their interests. The Exchange Agreement also provides for future redemptions of member interests and for the purchase of member interests in IBG LLC by IBG, Inc. from IBG Holdings LLC, which is expected to result in IBG, Inc. acquiring the remaining member interests in IBG LLC that it does not own.

The "Agreement as to Member Interest Purchase Rights" (the "Agreement") historically gave IBG LLC the right to repurchase any member's interests at its discretion at any time which, in particular, was triggered by the termination of employment of a member-employee, and also permitted members to sell their interests back to IBG LLC at any time, in every case for an amount equal to management's estimate of fair value, which is book value as defined in the Agreement. Because IBG LLC places a high value on the retention of its key employees, payment for a portion of redeemed interests was contingent on a post-redemption consulting services requirement that, among other conditions, required that a member-employee not compete with IBG LLC in any area of its businesses for five years following the date of redemption. In order to enforce these terms, payment for one-half of the redeemed interests was, under normal conditions, made within five months after the redemption date. Payment for the remaining one-half of the redeemed interests was made five years hence, subject to satisfaction of the consulting services and non-compete provisions of the Agreement. IBG LLC had recognized compensation expense equal to the granted interest by the time of grant. If and when the terms of the five-year consulting and non-compete period were satisfied, IBG LLC recorded a distribution of redeemable members' interests at such time as the remaining payment was made to the member-employee. Should any portion of a member-employee's interests be forfeited, such forfeited member interests would be redistributed among the remaining members in proportion to their holding percentages. During 2010, 2009 and 2008, payments were made by IBG LLC for former member interests previously redeemed in the amounts of \$1,384, \$192 and \$5,044, including accrued interest of \$158, \$28 and \$508, respectively.

**13. Income Taxes**

Income tax expense for the three years ended December 31, 2010, 2009 and 2008 differs from the U.S. federal statutory rate due to the differing effective tax rates in foreign, state and local jurisdictions where certain operating companies are subject to corporate taxation. Deferred income taxes arise due to the amortization of the deferred tax asset recognized in connection with the IPO (Note 4), mark to market and lower of cost or market valuation of THE's financial assets and liabilities and temporary differences arising from the deductibility of compensation and depreciation expenses in different time periods for book and tax return purposes.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**13. Income Taxes (Continued)**

For the three years ended December 31, 2010, 2009 and 2008, the provision for income taxes consisted of:

	2010	2009	2008
<b>Current:</b>			
Federal	\$ 20,604	\$ 139	\$ 9,521
State and local	161	(220)	1,133
Foreign	33,652	76,533	67,618
<b>Total current</b>	<b>54,417</b>	<b>76,452</b>	<b>78,272</b>
<b>Deferred:</b>			
Federal	19,043	16,572	15,352
State and local	(21)	(35)	(16)
Foreign	(13,026)	(38,610)	34,763
<b>Total deferred</b>	<b>5,996</b>	<b>(22,073)</b>	<b>50,099</b>
	<b>\$ 60,413</b>	<b>\$ 54,379</b>	<b>\$ 128,371</b>

A reconciliation of the statutory U.S. Federal income tax rate of 35% to the Company's effective tax rate is set forth below:

	2010	2009	2008
U.S. Statutory Tax Rate	35.0%	35.0%	35.0%
Rate benefit attributable to non-controlling interest	(29.8)%	(29.2)%	(28.8)%
State, local and foreign taxes, net of federal benefit	12.5%	4.1%	4.1%
	17.7%	10.0%	10.3%

Significant components of the Company's deferred tax assets (liabilities), which are respectively reported in other assets and in accounts payable, accrued expenses and other liabilities in the consolidated statements of financial condition, as of December 31, 2010 and 2009 were as follows:

	2010	2009
<b>Deferred tax assets:</b>		
Deferred tax asset arising from IPO	\$ 313,562	\$ 333,304
Deferred compensation	3,465	2,017
Other	1,380	1,042
<b>Total deferred tax assets</b>	<b>\$ 318,407</b>	<b>\$ 336,363</b>
<b>Deferred tax liabilities:</b>		
Foreign, primarily THE	\$ 7,937	\$ 24,500
Other	12,338	6,455
<b>Total deferred tax liabilities</b>	<b>20,275</b>	<b>30,955</b>



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Net deferred tax assets (liabilities)                      \$ 298,132    \$ 305,408

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Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****13. Income Taxes (Continued)**

The retained earnings of certain foreign subsidiaries of IBG, Inc., which are considered permanently reinvested, may be subject to additional U.S. income taxes if such earnings were to be distributed. The Company has not provided deferred U.S. income taxes since the tax bases of such subsidiaries exceed their book bases. In December 2010, THE declared a dividend of \$990.3 million to IBG LLC (Note 4). The Company recognized income tax expense, net of available foreign tax credits, of \$24.2 million on its proportionate share of this dividend.

As of and for the years ended December 31, 2010 and 2009, the Company had no unrecognized tax liabilities as defined under ASC 740, *Income Taxes* and no valuation allowances on deferred tax assets were required. U.S. entities are subject to tax jurisdiction audits for the years 2007 through 2010. Foreign entities' income tax returns are generally accepted when filed, but the previous two years (2009 and 2010) are subject to audit.

**14. Property and Equipment**

Property and equipment which are included in other assets in the consolidated statements of financial condition and are comprised of leasehold improvements, computer hardware, software developed for the Company's internal use and office furniture and equipment, at December 31, 2010 and 2009 consisted of:

	2010	2009
Leasehold improvements	\$ 25,943	\$ 23,428
Computer equipment	10,654	10,136
Internally developed software	31,611	31,079
Office furniture and equipment	6,045	5,847
	74,253	70,490
Less accumulated depreciation and amortization	(33,158)	(28,802)
Property and equipment, net	\$ 41,094	\$ 41,688

Depreciation and amortization of \$18,702, \$21,074 and \$17,897 for the three years ended December 31, 2010, 2009 and 2008, respectively, is included in occupancy, depreciation and amortization expenses in the consolidated statements of income.

**15. Commitments, Contingencies and Guarantees*****Litigation***

The Company is subject to certain pending and threatened legal actions which arise out of the normal course of business. Litigation is inherently unpredictable, particularly in proceedings where claimants seek substantial or indeterminate damages, or which are in their early stages. IBG, Inc. cannot predict with certainty the actual loss or range of loss related to such legal proceedings, the manner in which they will be resolved, the timing of final resolution or the ultimate settlement. Consequently, IBG, Inc. cannot estimate losses or ranges of losses related to such legal matters, even in instances where it is reasonably possible that a future loss will be incurred. Although the results of legal actions cannot be predicted with certainty, it is the opinion of management that the resolution of these

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)****(dollars in thousands, except shares and per share amounts, unless otherwise noted)****15. Commitments, Contingencies and Guarantees (Continued)**

actions is not expected to have a material adverse effect, if any, on our business or financial condition, but may have a material impact on the results of operations for a given period.

On February 3, 2010, Trading Technologies International, Inc. ("Trading Technologies") filed a complaint, in the United States District Court for the Northern District of Illinois Eastern Division, against Interactive Brokers Group, Inc., IBG LLC, IBG Holdings LLC, and Interactive Brokers LLC ("Defendants"). The complaint, as amended, alleges that the Defendants have infringed and continue to infringe six U.S. patents held by Trading Technologies. Trading Technologies is seeking, among other things, unspecified damages and injunctive relief. The case is in the pleadings stage. While it is too early to predict the outcome of the matter, we believe we have meritorious defenses to the allegations made in the complaint and intend to defend ourselves vigorously against them. However, litigation is inherently uncertain and there can be no guarantee that the Company will prevail or that the litigation can be settled on favorable terms.

IBG, Inc. accounts for potential losses related to litigation in accordance with ASC 450, *Contingencies*. As of December 31, 2010 and 2009, reserves provided for potential losses related to litigation matters were not material.

**Leases**

Operating Companies have non-cancelable operating leases covering office space. All but one of the office space leases are subject to escalation clauses based on specified costs incurred by the respective landlords and contain renewal elections. Rent expense calculated on a straight-line basis for the Group was \$12,006, \$12,164 and \$11,207 for the three years ended December 31, 2010, 2009 and 2008, respectively, and is reported in occupancy, depreciation and amortization expenses in the consolidated statements of income. As of December 31, 2010, the Company's minimum annual lease commitments were as follows:

<b>Year</b>	
2011	\$ 11,639
2012	9,794
2013	9,189
2014	4,368
2015	3,343
Thereafter	7,243
	<b>\$ 45,576</b>

**Guarantees**

Certain of the Operating Companies provide guarantees to securities clearing houses and exchanges which meet the accounting definition of a guarantee under ASC 460, *Guarantees*. Under the standard membership agreement, members are required to guarantee collectively the performance of other members. Under the agreements, if another member becomes unable to satisfy its obligations to the clearinghouse, other members would be required to meet shortfalls. In the opinion of management, the Operating Companies' liability under these arrangements is not quantifiable and could exceed the

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**15. Commitments, Contingencies and Guarantees (Continued)**

cash and securities they have posted as collateral. However, the potential for these Operating Companies to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried in the consolidated statements of financial condition for these arrangements.

In connection with its retail brokerage business, IB LLC performs securities and commodities execution, clearance and settlement on behalf of its customers for whom it commits to settle trades submitted by such customers with the respective clearing houses. If a customer fails to fulfill its obligation, IB LLC must fulfill the customer's obligation with the trade counterparty. No contingent liability is carried on the consolidated statements of financial condition for such customer obligations.

***Other Commitments***

Certain clearing houses and clearing banks and firms used by certain Operating Companies are given a security interest in certain assets of those Operating Companies held by those clearing organizations. These assets may be applied to satisfy the obligations of those Operating Companies to the respective clearing organizations.

**16. Segment and Geographic Information**

IBG, Inc. operates in two business segments, market making and electronic brokerage. The Company conducts its market making business principally through its Timber Hill subsidiaries on the world's leading exchanges and market centers, primarily in exchange-traded equities, equity options and equity-index options and futures. IBG, Inc. conducts its electronic brokerage business through its Interactive Brokers subsidiaries, which provide electronic execution and clearing services to customers worldwide.

There are significant transactions and balances between the Operating Companies, primarily as a result of certain Operating Companies holding exchange or clearing organization memberships, which are utilized to provide execution and clearing services to affiliates. Intra-segment and intra-region income and expenses and related balances have been eliminated in this segment and geographic information in order to accurately reflect the external business conducted in each segment or geographical region. Rates on transactions between segments are designed to approximate full costs. Corporate items include non-allocated corporate income and expenses that are not attributed to segments for performance measurement, corporate assets and eliminations.

Management believes that the following information by business segment provides a reasonable representation of each segment's contribution to total net revenues and income before income taxes for

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**16. Segment and Geographic Information (Continued)**

the three years ended December 31, 2010, 2009 and 2008, and to total assets as of December 31, 2010 and 2009:

	Year ended December 31,		
	2010	2009	2008
<b>Net revenues:</b>			
Market making	\$ 379,180	\$ 626,395	\$ 1,343,520
Electronic brokerage	547,272	474,415	505,760
Corporate and eliminations	(4,344)	(470)	1,077
<b>Total net revenues</b>	<b>\$ 922,108</b>	<b>\$ 1,100,340</b>	<b>\$ 1,850,357</b>
<b>Income before income taxes:</b>			
Market making	\$ 89,528	\$ 330,795	\$ 1,027,633
Electronic brokerage	274,776	231,186	223,983
Corporate and eliminations	(23,485)	(17,488)	(1,644)
<b>Total income before income taxes</b>	<b>\$ 340,819</b>	<b>\$ 544,493</b>	<b>\$ 1,249,972</b>

	December 31, 2010	December 31, 2009
<b>Segment assets:</b>		
Market making	\$ 14,609,564	\$ 17,708,334
Electronic brokerage	17,356,632	12,289,387
Corporate and eliminations	(3,467,428)	(3,392,170)
<b>Total assets</b>	<b>\$ 28,498,768</b>	<b>\$ 26,605,551</b>

The Company operates its automated global business in U.S. and international markets on more than 90 exchanges and market centers. A significant portion of IBG, Inc.'s net revenues are generated by subsidiaries operating outside the United States. International operations are comprised of market making and electronic brokerage activities in 26 countries in Europe, Asia and North America (outside

Table of Contents**Interactive Brokers Group, Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Continued)**

(dollars in thousands, except shares and per share amounts, unless otherwise noted)

**16. Segment and Geographic Information (Continued)**

the United States). The following table presents total net revenues and income before income taxes by geographic area for the three years ended December 31, 2010, 2009 and 2008:

	Year ended December 31,		
	2010	2009	2008
<b>Net revenues:</b>			
United States	\$ 753,983	\$ 751,808	\$ 1,039,699
International	176,854	349,805	810,010
Corporate and eliminations	(8,729)	(1,273)	648
<b>Total net revenues</b>	<b>\$ 922,108</b>	<b>\$ 1,100,340</b>	<b>\$ 1,850,357</b>
<b>Income before income taxes:</b>			
United States	\$ 408,892	\$ 411,302	\$ 646,888
International	(40,491)	151,603	605,286
Corporate and eliminations	(27,582)	(18,412)	(2,202)
<b>Total income before income taxes</b>	<b>\$ 340,819</b>	<b>\$ 544,493</b>	<b>\$ 1,249,972</b>

**17. Regulatory Requirements**

At December 31, 2010, aggregate excess regulatory capital for all of the Operating Companies was \$2.75 billion.

TH LLC, IB LLC and THSC are subject to the Uniform Net Capital Rule (Rule 15c3-1) under the Exchange Act and the CFTC's minimum financial requirements (Regulation 1.17). At December 31, 2010, TH LLC had net capital of \$1,024,004, which was \$986,205 in excess of required net capital of \$37,799, IB LLC had net capital of \$1,154,986, which was \$993,218 in excess of required net capital of \$161,768, and THSC had net capital of \$1,726, which was \$726 in excess of required net capital of \$1,000.

THE is subject to the Swiss National Bank eligible equity requirement. At December 31, 2010, THE had eligible equity of \$602,136, which was \$411,779 in excess of the minimum requirement of \$190,357.

THSHK is subject to the Hong Kong Securities Futures Commission liquid capital requirement, THA is subject to the Australian Stock Exchange liquid capital requirement, THC and IBC are subject to the Investment Industry Regulatory Organization of Canada risk adjusted capital requirement, IBUK is subject to the U.K. Financial Services Authority financial resources requirement, IBI is subject to the National Stock Exchange of India net capital requirements and IBSJ is subject to the Japanese Financial Supervisory Agency capital requirements.

At December 31, 2010, all of the Operating Companies were in compliance with their respective regulatory capital requirements.

Regulatory capital requirements could restrict the Operating Companies from expanding their business and declaring dividends if their net capital does not meet regulatory requirements. Also, certain entities within IBG, Inc. are subject to other regulatory restrictions and requirements.

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**Interactive Brokers Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Continued)**

**(dollars in thousands, except shares and per share amounts, unless otherwise noted)**

**18. Related Party Transactions**

Receivable from affiliate represents amounts advanced to IBG Holdings LLC and payable to affiliate represents amounts payable to IBG Holdings LLC under the Tax Receivable Agreement (Note 4).

Included in receivable from and payable to customers in the accompanying consolidated statements of financial condition as of December 31, 2010 and 2009 were account receivables of directors, officers and their affiliates of \$41 and \$7,136 and payables of \$748,460 and \$123,689, respectively. Included in senior notes payable at December 31, 2010 and 2009 were senior notes purchased by directors and their affiliates of \$10,443 and \$15,210, respectively.

**19. Subsequent Events**

As required by ASC 855-10-50, the Company has evaluated subsequent events for adjustment to or disclosure in its consolidated financial statements through the date the consolidated financial statements were issued. No recordable or disclosable events occurred through this date.

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### SUPPLEMENTARY DATA

#### Quarterly results (unaudited)

The Company's unaudited quarterly results for 2010 and 2009 reflect the consolidated operating results of IBG, Inc and its subsidiaries.

	<b>2010 Quarterly Data</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
Revenues	\$ 225.7	\$ 243.9	\$ 315.1	\$ 203.6
Interest expense	15.1	17.8	16.0	17.3
<b>Net Revenues</b>	<b>210.6</b>	<b>226.1</b>	<b>299.1</b>	<b>186.3</b>
Non-interest expenses:				
Execution and clearing	69.7	75.5	61.9	65.5
Employee compensation and benefits	50.5	49.5	49.6	50.6
Other	25.5	29.0	25.7	28.3
Total non-interest expenses	145.7	154.0	137.2	144.4
Income before income taxes	64.9	72.1	161.9	41.9
Income tax expense	5.2	7.4	13.1	34.7
Non-controlling interest	55.8	60.9	137.7	35.3
Net Income	\$ 3.9	\$ 3.8	\$ 11.1	\$ (28.1)
Basic earnings per share	\$ 0.09	\$ 0.09	\$ 0.26	\$ (0.67)
Diluted earnings per share	\$ 0.09	\$ 0.09	\$ 0.26	\$ (0.66)

	<b>2009 Quarterly Data</b>			
	<b>First</b>	<b>Second</b>	<b>Third</b>	<b>Fourth</b>
Revenues	\$ 312.5	\$ 354.9	\$ 286.6	\$ 215.8
Interest expense	16.2	22.8	15.1	15.4
<b>Net Revenues</b>	<b>296.3</b>	<b>332.1</b>	<b>271.5</b>	<b>200.4</b>
Non-interest expenses:				
Execution and clearing	61.1	70.8	69.5	71.8
Employee compensation and benefits	42.8	42.5	43.0	47.5
Other	25.5	26.6	25.9	28.8
Total non-interest expenses	129.4	139.9	138.4	148.1
Income before income taxes	166.9	192.2	133.1	52.3
Income tax expense	11.8	25.3	12.9	4.4
Non-controlling interest	142.5	154.1	111.7	45.6
Net Income	\$ 12.6	\$ 12.8	\$ 8.5	\$ 2.3



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Basic earnings per share	\$	0.31	\$	0.31	\$	0.20	\$	0.06
Diluted earnings per share	\$	0.30	\$	0.31	\$	0.20	\$	0.06

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**GAAP TO NON-GAAP RECONCILIATION AND FOOTNOTES**

**IBG, Inc. Consolidated**

	2008			2009			2010		
	(In thousands, except shares or per share amounts)								
	As Reported	Non-GAAP Adjustments	Non-GAAP Financial Performance Measures	As Reported	Non-GAAP Adjustments	Non-GAAP Financial Performance Measures	As Reported	Non-GAAP Adjustments	Non-GAAP Financial Performance Measures
<b>Net Revenues:</b>									
As reported	\$ 1,850,357			\$ 1,100,340			\$ 922,108		
Non-GAAP Adjustments for non-operating activities Other Comprehensive Income(a)		\$ (1,710)			\$ 104,767			\$ 148,338	
	\$ 1,850,357	\$ (1,710)	\$ 1,848,647	\$ 1,100,340	\$ 104,767	\$ 1,205,107	\$ 922,108	\$ 148,338	\$ 1,070,446
<b>Income Before Income Taxes:</b>									
As reported	\$ 1,249,972			\$ 544,493			\$ 340,820		
Non-GAAP Adjustments for non-operating activities Payments in lieu of dividends on unvested shares of the Company's Class A Common Stock(b)		\$			\$			\$ 9,456	
Other Comprehensive Income(a)		(1,710)			104,767			148,338	
	\$ 1,249,972	\$ (1,710)	\$ 1,248,262	\$ 544,493	\$ 104,767	\$ 649,260	\$ 340,820	\$ 157,794	\$ 498,614
<b>Pre-tax profit margin</b>	68%		68%	49%		54%	37%		47%
<b>Income Tax Expense</b>									
As reported	\$ 128,371			\$ 54,379			\$ 60,413		
Non-GAAP Adjustments for non-operating activities Income taxes on payments in lieu of dividends(b)		\$			\$			\$ 678	
The Company's share of taxes payable arising from the payment of dividends by THE AG to IBG LLC(c)								(46,112)	
U.S. foreign tax credits for Swiss taxes paid(d)								16,608	
Other Comprehensive Income(a)		(335)			27,169			27,443	
	\$ 128,371	\$ (335)	\$ 128,036	\$ 54,379	\$ 27,169	\$ 81,548	\$ 60,413	\$ (1,383)	\$ 59,030
<b>Net Income (loss) attributable to common stockholders</b>									
As reported	\$ 93,047			\$ 36,202			\$ (9,316)		
Non-GAAP Adjustments for non-operating activities Payments in lieu of		\$			\$			\$ 1,010	



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component of net revenues, and in income, net of the effective tax rates paid by foreign subsidiaries and net of U.S. Corporate Taxes on the Company's share of such income. The combined effective tax rate for foreign subsidiaries was 16.5% and the Company's effective U.S. Corporate Tax Rate was 36.8%.

- (b) Holders of unvested Class A shares of the Company's common stock were paid \$1.79 per share in lieu of the cash dividend paid on outstanding shares on December 23, 2010. The Company's share of these payments was \$1.0 million, on which it realized a tax benefit of \$0.4 million.
- (c) On December 21, 2010, Timber Hill Europe AG ("THE AG") paid its sole shareholder, IBG LLC, a dividend of \$990.3 million. THE AG's pretax earnings had not previously been subject to taxation in the United States. U.S. federal income taxes on the Company's share of this dividend were \$40.8 million. In addition, the Company incurred \$5.3 million in non-refundable taxes withheld by the Swiss government.
- (d) The provision for income taxes is reported net of available foreign tax credits of \$16.6 million.

### Market Making Segment

	2008 Full Year			2009 Full Year			2010 Full Year		
	(In thousands, except shares or per share amounts)								
	Non-GAAP Financial Performance			Non-GAAP Financial Performance			Non-GAAP Financial Performance		
	As Reported	Adjustments	Measures	As Reported	Adjustments	Measures	As Reported	Adjustments	Measures
<b>Net Revenues:</b>									
As reported	\$ 1,340,520			\$ 626,395			\$ 379,181		
Non-GAAP Adjustments for non-operating activities Other Comprehensive Income(a)		\$ (1,710)			\$ 104,767			\$ 148,338	
	\$ 1,340,520	\$ (1,710)	\$ 1,338,810	\$ 626,395	\$ 104,767	\$ 731,162	\$ 379,181	\$ 148,338	\$ 527,519
<b>Income Before Income Taxes:</b>									
As reported	\$ 1,027,633			\$ 330,795			\$ 89,530		
Non-GAAP Adjustments for non-operating activities Other Comprehensive Income(a)		\$ (1,710)			\$ 104,767			\$ 148,338	
	\$ 1,027,633	\$ (1,710)	\$ 1,025,923	\$ 330,795	\$ 104,767	\$ 435,562	\$ 89,530	\$ 148,338	\$ 237,868
<b>Pre-tax profit margin</b>	77%		77%	53%		60%	24%		45%

- (a) Reporting the effect of currency rate changes on the Company's financial statements directly through equity as a component of Other Comprehensive Income is a U.S. GAAP reporting convention. Management measures the Market Making segment's performance by including such currency effects in trading gains, a component of net revenues, and in income before taxes.

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Exchange Act Rule 13a-15(e). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. IBG, Inc.'s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of IBG, Inc.; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of IBG, Inc.'s management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including our Chief Executive Officer and our Chief Financial Officer, assessed the effectiveness of IBG, Inc.'s internal control over financial reporting as of December 31, 2010. In making this assessment, management used the criteria set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on management's assessment and those criteria, management concluded that IBG, Inc. maintained effective internal control over financial reporting as of December 31, 2010.

IBG, Inc.'s independent registered public accounting firm has audited and issued a report on its internal control over financial reporting, which appears below.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Interactive Brokers Group, Inc.  
Greenwich, CT

We have audited the internal control over financial reporting of Interactive Brokers Group, Inc. and subsidiaries (the "Company") as of December 31, 2010, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of the Company as of and for the year ended December 31, 2010 and the related consolidated statements of income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2010 and our report dated February 28, 2011 expressed an unqualified opinion on those financial statements.

/s/ Deloitte & Touche LLP  
New York, New York  
February 28, 2011

### **Changes in Internal Control over Financial Reporting**

No change in our internal control over financial reporting occurred during the quarter ended December 31, 2010 that has materially affected, or is likely to materially affect, our internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

Not applicable.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information related to the Company's directors and nominees under the following captions in the Company's Proxy Statement is incorporated by reference herein.

"Item 1 Election of Directors"

"Item 1 Election of Directors Board Meetings and Committees"

**Code of Ethics**

IBG, Inc.'s Code of Ethics and Business Conduct applies to all directors, officers and employees, including its Chief Executive Officer, its Chief Financial Officer and its Controller. Information relating to our Code of Business Conduct and Ethics is included in Part I, Item 1 of this Annual Report on Form 10-K. We will post any amendments to the Code of Ethics and Business Conduct, and any waivers that are required to be disclosed by the rules of either the SEC or NASDAQ on the investor relations section of our website located at [www.interactivebrokers.com/ir](http://www.interactivebrokers.com/ir).

**ITEM 11. EXECUTIVE COMPENSATION**

Information relating to director and executive officer compensation under the following captions in the Company's Proxy Statement is incorporated by reference herein.

"Compensation of Directors"

"Executive Compensation"

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Other information relating to security ownership of certain beneficial owners and management is set forth under the caption "Beneficial Ownership of Directors, Executive Officers and Owners of More than Five Percent" in the Company's Proxy Statement and such information is incorporated by reference herein

**ITEM 13. TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS**

Information regarding certain relationships and related transactions under the following caption in the Company's Proxy Statement and such information is incorporated by reference herein.

"Certain Relationships and Related Transactions"

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information regarding principal accounting fees and under the following caption in the Company's Proxy Statement is incorporated by reference herein.

"Item 2 Ratification of Appointment of Independent Registered Public Accounting Firm"





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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**Documents filed as part of this report**

1.

**Consolidated Financial Statements**

The consolidated financial statements required to be filed in the annual report on Form 10-K are listed on page F1 hereof and in Part II, Item 8 hereof.

2.

**Financial Statement Schedule**

The financial statement schedule required in the annual report on Form 10-K is listed on page F-1 hereof. The required schedule appears on pages F1 through F6 hereof.

3.

**Exhibits**

**Exhibit  
Number**

**Description**

- | Exhibit<br>Number | Description   |
|-------------------|---|
| 10.1              | Amended and Restated Operating Agreement of IBG LLC (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended March 31, 2007 filed by the Company on June 15, 2007).**   |
| 10.2              | Form of Limited Liability Company Operating Agreement of IBG Holdings LLC (filed as Exhibit 10.5 to Amendment No. 1 to the Registration Statement on Form S-1 filed by the Company on February 12, 2007).**   |
| 10.3              | Exchange Agreement by and among Interactive Brokers Group, Inc., IBG Holdings LLC, IBG LLC and the Members of IBG LLC (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2009 filed by the Company on November 11, 2009).**   |
| 10.4              | Tax Receivable Agreement by and between Interactive Brokers Group, Inc. and IBG Holdings LLC (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended March 31, 2007 filed by the Company on June 15, 2007).**                                    |
| 10.5              | Interactive Brokers Group, Inc. 2007 Stock Incentive Plan (filed as Exhibit 10.8 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Company on April 4, 2007).**+  |
| 10.6              | Interactive Brokers Group, Inc. 2007 ROI Unit Stock Plan. (filed as Exhibit 10.9 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Company on April 4, 2007).**+  |
| 11.1              | Statement Re; Computation of earnings per Common share (the calculation of per share earnings is disclosed in Part II, Item 8, Note 4 to the Consolidated Financial Statements "Equity and Earnings per Share" and is omitted in accordance with Section (b)(11) of Regulation S-K) |
| 21.1              | Subsidiaries of the registrant.   |
| 23.1              | Consent of Independent Registered Public Accounting Firm.   |
| 31.1              | Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2              | Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |



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<b>Exhibit Number</b>	<b>Description</b>
32.1	Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema*
101.CAL	XBRL Taxonomy Extension Calculation*
101.DEF	XBRL Extension Definition*
101.LAB	XBRL Taxonomy Extension Label*
101.PRE	XBRL Taxonomy Extension Presentation*

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\*\*  
Previously filed; incorporated herein by reference.

+  
These exhibits relate to management contracts or compensatory plans or arrangements.

\*  
Attached as Exhibit 101 to this Annual Report on Form 10-K for the annual period ended December 31, 2010, are the following materials formatted in XBRL (Extensible Business Reporting Language) (i) the consolidated statements of financial condition, (ii) the consolidated statements of income, (iii) the consolidated statements of cash flows, (iv) the consolidated statement of changes in stockholders' equity and (v) Notes to consolidated financial statements, tagged as blocks of text.

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**ITEMS. 15 (a)(1) and 15 (a)(2) INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE**

**Financial Statement Schedule**

Schedule I Condensed Financial Information of Registrant (Parent Company Only)

Report of Independent Registered Public Accounting Firm

F-2

Condensed Statement of Financial Condition as of December 31, 2010 and 2009

F-3

Condensed Statement of Income and Comprehensive Income for the Years Ended December 31, 2010, 2009 and 2008

F-4

Condensed Statement of Cash Flows for the Years ended December 31, 2010, 2009 and 2008

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Notes to Condensed Financial Statements

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Interactive Brokers Group, Inc.  
Greenwich, CT

We have audited the consolidated financial statements of Interactive Brokers Group, Inc. and subsidiaries (the "Company") as of December 31, 2010 and 2009, and for each of the three years in the period ended December 31, 2010, and the Company's internal control over financial reporting as of December 31, 2010, and have issued our reports thereon dated February 28, 2011; such consolidated financial statements and reports are included in this 2010 Annual Report on Form 10-K for the year ended December 31, 2010. Our audits also included the financial statement schedule of the Company listed in the accompanying index at Item 15. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP  
New York, New York  
February 28, 2011

Table of Contents**INTERACTIVE BROKERS GROUP, INC.****(Parent Company Only)****CONDENSED STATEMENTS OF FINANCIAL CONDITION**

(in thousands, except share and per share amounts)	As of December 31,	
	2010	2009
<b>Assets</b>		
Cash and cash equivalents	\$ 325	\$ 513
Investments in subsidiaries, equity basis	437,854	524,456
Receivable from affiliates	37,344	9,660
Other assets	318,908	339,455
Total assets	\$ 794,431	\$ 874,084
<b>Liabilities and stockholders' equity</b>		
Liabilities:		
Payable to affiliates	\$ 284,858	\$ 298,988
Accrued expenses and other liabilities	21,746	150
	306,604	299,138
Stockholders' equity:		
Common stock, \$0.01 par value per share:		
Class A Authorized 1,000,000,000, Issued 50,298,024 and 47,784,286, Outstanding 42,231,551 and 41,216,779 shares at December 31, 2010 and 2009	503	478
Class B Authorized, Issued and Outstanding 100 shares at December 31, 2010 and 2009		
Additional paid-in capital	535,630	528,586
Retained earnings, including accumulated other comprehensive income of \$12,284 and \$10,914 at December 31, 2010 and 2009	113,641	188,323
Treasury stock, at cost, 8,066,473 and 6,567,507 shares at December 31, 2010 and 2009	(161,947)	(142,441)
Total stockholders' equity	487,827	574,946
Total liabilities and stockholders' equity	\$ 794,431	\$ 874,084

See accompanying notes to the condensed financial statements.

Table of Contents**INTERACTIVE BROKERS GROUP, INC.****(Parent Company Only)****CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

(in thousands)	Year ended December 31,		
	2010	2009	2008
Revenues dividends, interest and other	\$ 1,056	\$	\$ 5
Expenses:			
Interest expense	2		
Other	5	6	5
Delaware franchise taxes	165	165	165
Total expenses	172	171	170
Loss before equity in income of subsidiary	884	(171)	(165)
Equity in income of subsidiary, net of tax	(10,200)	36,373	93,212
Net income	\$ (9,316)	\$ 36,202	\$ 93,047
Net income available for common stockholders	\$ (9,316)	\$ 36,202	\$ 93,047
Cumulative translation adjustment, net of tax	10,223	7,007	(202)
Comprehensive income	\$ 907	\$ 43,209	\$ 92,845

See accompanying notes to the condensed financial statements.

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Table of Contents**INTERACTIVE BROKERS GROUP, INC.****(Parent Company Only)****CONDENSED STATEMENTS OF CASH FLOWS**

(in thousands)	Year ended December 31,		
	2010	2009	2008
<b>Cash flows from operating activities:</b>			
Net income	\$ (9,316)	\$ 36,202	\$ 93,047
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in income of subsidiary	10,200	(36,373)	(93,212)
Deferred income taxes	19,022	16,537	15,336
Changes in operating assets and liabilities	(63,460)	(61,798)	(41,915)
Net cash provided by (used in) operating activities	(43,554)	(45,432)	(26,744)
Cash flows from investing activities	118,955	45,337	25,706
Cash flows from financing activities	(75,589)		
Net increase (decrease) in cash and cash equivalents	(188)	(95)	(1,038)
Cash and cash equivalents at beginning of year	513	608	1,646
Cash and cash equivalents at end of year	\$ 325	\$ 513	\$ 608
<b>Supplemental disclosures of cash flow information:</b>			
Interest paid	\$ 2	\$	\$
Taxes paid	\$ 5,311	\$ 4,234	\$ 7,298

See accompanying notes to the condensed financial statements.

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**INTERACTIVE BROKERS GROUP, INC.**

**(Parent Company Only)**

**NOTES TO CONDENSED FINANCIAL STATEMENTS**

**1. Basis of Presentation**

The accompanying condensed financial statements (the "Parent Company Financial Statements") of Interactive Brokers Group, Inc. ("IBG, Inc."), a Delaware holding company, including the notes thereto, should be read in conjunction with the consolidated financial statements of Interactive Brokers Group, Inc. and subsidiaries (the "Company") and the notes thereto. IBG, Inc.'s primary operating asset is its ownership interest in IBG LLC, an automated global market maker and electronic broker specializing in routing orders and processing trades in securities, futures and foreign exchange instruments.

The preparation of the Parent Company Financial Statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts and disclosures in the condensed financial statements and accompanying notes. Actual results could differ materially from those estimates.

***Income Taxes***

Refer to Note 2 to the consolidated financial statements.

**2. Transactions with Affiliates**

As of December 31, 2010 and 2009, receivables from IBG LLC of \$4,588 and \$9,660 related to the lending of excess funds at variable rates to IBG LLC for use in its operations. In addition, as of December 31, 2010, the Company has a receivable from Timber Hill Europe AG ("THE AG") as the Company's collection agent for refundable Swiss withholding taxes of \$32,663 on the Company's proportionate share of the dividend paid by THE AG to IBG LLC in December 2010. This refund is expected to be received by the Company in 2011. Interest earned for the three years ended December 31, 2010, 2009 and 2008 was \$164, \$196 and \$336 respectively. Dividends received from IBG LLC for the three years ended December 31, 2010, 2009 and 2008 were \$118,955, \$45,337 and \$25,706 respectively.

As of December 31, 2010 and 2009, payable to affiliates of \$284,858 and \$298,988 consisted substantially of amounts payable to IBG Holdings LLC under the Tax Receivable Agreement (refer to Note 4 to the consolidated financial statements).

**3. Stockholders' Equity**

Refer to Note 4 to the consolidated financial statements.

**4. Employee Stock Plans**

Refer to Note 12 to the consolidated financial statements.

**5. Commitments, Contingencies and Guarantees**

Refer to Note 15 to the consolidated financial statements.

**6. Subsequent Events**

As required by ASC 855-10-50 the Company has evaluated subsequent events for adjustment to or disclosure in its condensed financial statements through the date the financial statements were issued. No recordable or disclosable events occurred through this date.

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### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

INTERACTIVE BROKERS GROUP, INC.

/s/ PAUL J. BRODY

Name: Paul J. Brody  
 Title: *Chief Financial Officer, Treasurer and Secretary*  
 (Signing both in his capacity as a duly authorized officer and as principal financial officer of the registrant)

Date: February 28, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ THOMAS PETERFFY  Thomas Peterffy	Chairman of the Board of Directors, Chief Executive Officer and President (Principal Executive Officer)	February 28, 2011
/s/ PAUL J. BRODY  Paul J. Brody	Chief Financial Officer, Treasurer, Secretary and Director (Principal Financial Officer)	February 28, 2011
/s/ TIMOTHY E. ROGERS  Timothy E. Rogers	Controller (Principal Accounting Officer)	February 28, 2011
/s/ LAWRENCE E. HARRIS  Lawrence E. Harris	Director	February 28, 2011
/s/ HANS R. STOLL  Hans R. Stoll	Director	February 28, 2011
/s/ IVERS W. RILEY  Ivers W. Riley	Director	February 28, 2011

## SUBSIDIARIES OF THE COMPANY

Name	Jurisdiction of Organization
IBG LLC	Connecticut, U.S.A.

The following is a list of subsidiaries of IBG LLC:

Name	Jurisdiction of Organization
Timber Hill LLC(1)	Connecticut, U.S.A.
Interactive Brokers LLC(2)	Connecticut, U.S.A.
Interactive Brokers Canada Inc.	Canada
Interactive Brokers (U.K.) Limited	United Kingdom
Timber Hill Europe AG	Switzerland
Timber Hill Securities Hong Kong Limited	Hong Kong
Timber Hill Australia Pty Limited	Australia
Timber Hill Canada Company	Canada
Timber Hill Specialist Corp.	Delaware, U.S.A.
Interactive Brokers Hungary Kft	Hungary
IB Exchange Corp.	Delaware, U.S.A.
Interactive Brokers (India) Private Limited(3)	India
Interactive Brokers Financial Products S.A.	Luxembourg
Interactive Brokers Securities Japan, Inc.	Japan
Interactive Brokers Software Services Estonia	Estonia
Interactive Brokers Software Services Russia	Russia
IB Brasil Participacoes Ltda	Brazil

(1) IBG LLC owns 99.99% and Thomas Peterffy owns 0.01%.

(2) IBG LLC owns 99.9% and Thomas Peterffy owns 0.1%.

(3) IB Exchange Corp. owns 0.01%

The following is a list of subsidiaries of Timber Hill Europe AG:

Name	Jurisdiction of Organization
Timber Hill (U.K.) Limited	United Kingdom
Timber Hill (Mauritius) Limited	Mauritius

The following is a list of subsidiaries of Interactive Brokers LLC:

Name	Jurisdiction of Organization
Interactive Brokers Corp.	Connecticut, U.S.A.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-142686 and 333-142687 on Form S-8 of our reports dated February 28, 2011, relating to the consolidated financial statements and financial statement schedule of Interactive Brokers Group, Inc. (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Interactive Brokers Group, Inc. for the year ended December 31, 2010.

/s/ Deloitte & Touche LLP  
New York, New York  
February 28, 2011

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**CERTIFICATION**

I, Thomas Peterffy, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended December 31, 2010 of Interactive Brokers Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ THOMAS PETERFFY

Name: Thomas Peterffy  
Title: *Chairman, Chief Executive Officer and President*

Date: February 28, 2011

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**CERTIFICATION**

Pursuant to 18 U.S.C. § 1350, the undersigned officer of Interactive Brokers Group, Inc. (the "Company") hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2010 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ PAUL J. BRODY

Name: Paul J. Brody

Title: *Chief Financial Officer, Treasurer and Secretary*

Date: February 28, 2011

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

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