

RAYMOND JAMES FINANCIAL INC  
Form 10-Q  
August 11, 2008

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

FORM 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2008

or

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

For the transition period from to

Commission File Number: 1-9109

RAYMOND JAMES FINANCIAL, INC.  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of incorporation  
or organization)

No. 59-1517485  
(I.R.S. Employer Identification No.)

880 Carillon Parkway, St. Petersburg, Florida 33716  
(Address of principal executive offices) (Zip Code)

(727) 567-1000  
(Registrant's telephone number, including area code)

None  
(Former name, former address and former fiscal year, if changed since last report)

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 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.

Large accelerated filer  x

Accelerated filer  o

Non-accelerated filer  o

Smaller reporting company  o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  o

No  x

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

119,719,189 shares of Common Stock as of August 5, 2008

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RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES

Form 10-Q for the Quarter Ended June 30, 2008

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## PART I FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
(Unaudited)

	June 30, 2008	September 30, 2007
(in 000's)		
<b>Assets:</b>		
Cash and Cash Equivalents	\$ 669,541	\$ 644,943
Assets Segregated Pursuant to Regulations and Other Segregated Assets	4,121,260	4,127,667
Securities Purchased under Agreements to Resell and Other Collateralized Financings	972,996	1,295,004
<b>Financial Instruments:</b>		
Trading Instruments, at Fair Value	491,599	467,761
Available for Sale Securities, at Fair Value	619,166	569,952
Other Investments, at Fair Value	88,694	90,637
<b>Receivables:</b>		
Brokerage Clients, Net	1,965,787	1,704,300
Stock Borrowed	1,166,913	1,292,265
Bank Loans, Net	6,680,362	4,664,209
Brokers-Dealers and Clearing Organizations	141,609	228,865
Other	339,150	315,227
Investments in Real Estate Partnerships - Held by Variable Interest Entities	222,692	221,147
Property and Equipment, Net	184,665	166,963
Deferred Income Taxes, Net	112,733	107,922
Deposits With Clearing Organizations	75,746	36,416
Goodwill	62,575	62,575
Prepaid Expenses and Other Assets	363,700	258,315
	\$ 18,279,188	\$ 16,254,168
<b>Liabilities And Shareholders' Equity:</b>		
Loans Payable	\$ 312,904	\$ 122,640
Loans Payable Related to Investments by Variable Interest Entities in Real Estate Partnerships	101,197	116,479
<b>Payables:</b>		
Brokerage Clients	5,825,439	5,675,860
Stock Loaned	1,177,188	1,280,747
Bank Deposits	7,746,139	5,585,259
Brokers-Dealers and Clearing Organizations	197,299	128,298
Trade and Other	186,450	450,008
	241,974	149,729

Trading Instruments Sold but Not Yet Purchased, at Fair Value		
Securities Sold Under Agreements to Repurchase	88,707	393,282
Accrued Compensation, Commissions and Benefits	311,515	356,627
Income Taxes Payable	3,504	7,755
	16,192,316	14,266,684
Minority Interests	239,494	229,670
Shareholders' Equity:		
Preferred Stock; \$.10 Par Value; Authorized 10,000,000 Shares; Issued and Outstanding -0- Shares	-	-
Common Stock; \$.01 Par Value; Authorized 350,000,000 Shares with 123,611,432 Issued at June 30, 2008 and Authorized 180,000,000 Shares with 120,903,331 Issued at September 30, 2007	1,197	1,176
Shares Exchangeable into Common Stock; 273,042 at June 30, 2008 and September 30, 2007	3,504	3,504
Additional Paid-In Capital	334,091	277,095
Retained Earnings	1,603,478	1,461,898
Accumulated Other Comprehensive Income	(8,695)	30,191
	1,933,575	1,773,864
Less: 3,978,879 and 1,005,668 Common Shares in Treasury, at Cost	(86,197)	(16,050)
	1,847,378	1,757,814
	\$ 18,279,188	\$ 16,254,168

See accompanying Notes to Condensed Consolidated Financial Statements.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (Unaudited)  
(in 000's, except per share amounts)

	Three Months Ended		Nine Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
<b>Revenues:</b>				
Securities Commissions and Fees	\$ 483,225	\$ 462,047	\$1,437,327	\$1,281,204
Investment Banking	36,236	51,818	87,323	131,682
Investment Advisory Fees	51,492	51,754	161,416	152,487
Interest	156,935	191,691	561,199	514,727
Net Trading Profits	11,100	7,050	5,256	16,434
Financial Service Fees	31,774	30,285	97,512	91,683
Other	37,986	28,108	95,040	82,436
<b>Total Revenues</b>	<b>808,748</b>	<b>822,753</b>	<b>2,445,073</b>	<b>2,270,653</b>
Interest Expense	66,724	134,093	325,535	352,374
Net Revenues	742,024	688,660	2,119,538	1,918,279
<b>Non-Interest Expenses:</b>				
Compensation, Commissions and Benefits	490,479	462,459	1,434,389	1,299,862
Communications and Information Processing	30,899	28,828	93,140	83,080
Occupancy and Equipment Costs	26,102	19,983	71,600	59,849
Clearance and Floor Brokerage	7,969	8,180	23,648	22,662
Business Development	24,527	22,416	70,130	66,252
Investment Advisory Fees	12,997	12,111	38,490	34,615
Other	34,358	29,156	87,552	60,686
<b>Total Non-Interest Expenses</b>	<b>627,331</b>	<b>583,133</b>	<b>1,818,949</b>	<b>1,627,006</b>
Minority Interest in Subsidiaries	(425)	(4,371)	(3,104)	(5,346)
Income Before Provision for Income Taxes	115,118	109,898	303,693	296,619
Provision for Income Taxes	45,180	41,545	117,723	109,156
Net Income	\$ 69,938	\$ 68,353	\$ 185,970	\$ 187,463
Net Income per Share-Basic	\$ 0.60	\$ 0.59	\$ 1.59	\$ 1.63
Net Income per Share-Diluted	\$ 0.59	\$ 0.57	\$ 1.56	\$ 1.58
Weighted Average Common Shares Outstanding-Basic	115,633	116,135	116,573	115,353
Weighted Average Common and Equivalent Shares Outstanding-Diluted	118,272	119,140	119,212	118,425

Cash Dividend per Common Share	\$ 0.11	\$ 0.10	\$ 0.33	\$ 0.30
Net Income	\$ 69,938	\$ 68,353	\$ 185,970	\$ 187,463
Other Comprehensive Income:				
Net Unrealized Gain (Loss) on Available				
for Sale Securities, Net of Tax	1,834	(954)	(35,383)	(834)
Net Change in Currency Translations, Net of Tax	874	9,190	(3,503)	7,842
Total Comprehensive Income	\$ 72,646	\$ 76,589	\$ 147,084	\$ 194,471

See accompanying Notes to Condensed Consolidated Financial Statements.



RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in 000's)

(continued on next page)

	Nine Months Ended	
	June 30, 2008	June 30, 2007
<b>Cash Flows From Operating Activities:</b>		
Net Income	\$ 185,970	\$ 187,463
Adjustments to Reconcile Net Income to Net		
Cash Provided by (Used in) Operating Activities:		
Depreciation and Amortization	20,240	16,310
Excess Tax Benefits from Share-Based Payment Arrangements	(392)	(1,781)
Deferred Income Taxes	17,351	(2,673)
Premium and Discount Amortization on Available for Sale Securities		
and Unrealized Gain on Other Investments	(379)	673
Other-than-temporary Impairment on Available for Sale Securities	2,823	-
Loss on Sale of Property and Equipment	40	13
Gain on Sale of Loans Available for Sale	(304)	(397)
Gain on Sale of Joint Venture Interest	-	(2,559)
Provision for Loan Loss, Legal Proceedings, Bad Debts and Other Accruals	43,465	17,169
Share-Based Compensation Expense	27,102	27,089
<b>(Increase) Decrease in Operating Assets:</b>		
Assets Segregated Pursuant to Regulations and Other Segregated Assets	6,407	(583,594)
<b>Receivables:</b>		
Brokerage Clients, Net	(264,674)	(205,536)
Stock Borrowed	125,352	(308,900)
Brokers-Dealers and Clearing Organizations	87,256	(243,963)
Other	(35,921)	(87,014)
<b>Securities Purchased Under Agreements to Resell and Other Collateralized</b>		
Financings, Net of Securities Sold Under Agreements to Repurchase	(162,567)	(183,317)
Trading Instruments, Net	68,407	(4,854)
Proceeds from Sale of Loans Available for Sale	26,907	29,396
Origination of Loans Available for Sale	(26,111)	(30,906)
Prepaid Expenses and Other Assets	(145,135)	(17,781)
<b>Increase (Decrease) in Operating Liabilities:</b>		
<b>Payables:</b>		
Brokerage Clients	149,579	779,159
Stock Loaned	(103,559)	267,231

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Brokers-Dealers and Clearing Organizations	69,001	148,455
Trade and Other	19,395	27,507
Accrued Compensation, Commissions and Benefits	(44,241)	(15,941)
Income Taxes Payable	(9,967)	(23,073)
Minority Interest	(3,104)	(5,346)
Net Cash Provided by (Used in) Operating Activities	52,941	(217,170)

See accompanying Notes to Condensed Consolidated Financial Statements.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(in 000's)

(continued from previous page)

	Nine Months Ended	
	June 30, 2008	June 30, 2007
<b>Cash Flows from Investing Activities:</b>		
Additions to Property and Equipment, Net	(35,348)	(30,062)
Proceeds from Sale of Joint Venture Interest, Net of Cash Disposed	-	3,514
Bank loan Originations and Purchases	(4,342,767)	(2,563,294)
Bank loan Repayments	2,006,563	1,388,809
Purchases of Other Investments, Net	2,482	(18,434)
Investments in Real Estate Partnerships-Held by Variable Interest Entities	(1,545)	(16,818)
Repayments of Loans by Investor Members of Variable Interest Entities Related to Investments in Real Estate Partnerships	6,112	12,780
Securities Purchased Under Agreements to Resell, Net	180,000	(895,000)
Sales of Available for Sale Securities	-	81
Purchases of Available for Sale Securities	(189,565)	(325,096)
Available for Sale Securities Maturations and Repayments	81,376	75,995
<b>Net Cash Used in Investing Activities</b>	<b>(2,292,692)</b>	<b>(2,367,525)</b>
<b>Cash Flows from Financing Activities:</b>		
Proceeds from Borrowed Funds, Net	200,000	426,900
Repayments of Mortgage and Borrowings, Net	(9,736)	(15,233)
Proceeds from Borrowed Funds Related to Investments by Variable Interest Entities in Real Estate Partnerships	4,237	5,202
Repayments of Borrowed Funds Related to Investments by Variable Interest Entities in Real Estate Partnerships	(19,519)	(36,339)
Proceeds from Capital Contributed to Variable Interest Entities Related to Investments in Real Estate Partnerships	28,264	58,816
Minority Interest	(15,336)	(29,479)
Exercise of Stock Options and Employee Stock Purchases	26,140	32,811
Increase in Bank Deposits	2,160,880	2,217,666
Purchase of Treasury Stock	(67,243)	(1,350)
Dividends on Common Stock	(40,227)	(36,411)
	392	1,781

Excess Tax Benefits from Share-Based Payment Arrangements		
Net Cash Provided by Financing Activities	2,267,852	2,624,364
Currency Adjustment:		
Effect of Exchange Rate Changes on Cash	(3,503)	7,842
Net Increase in Cash and Cash Equivalents	24,598	47,511
Cash Resulting from Consolidation of Variable Interest Entities Related to Investments in Real Estate Partnerships		
	-	(291)
Cash Resulting from Consolidation of Limited Partnerships	-	3,945
Cash and Cash Equivalents at Beginning of Year	644,943	392,418
Cash and Cash Equivalents at End of Period	\$ 669,541	\$ 443,583
Supplemental Disclosures of Cash Flow Information:		
Cash Paid for Interest	\$ 330,370	\$ 349,101
Cash Paid for Income Taxes	\$ 109,942	\$ 128,364

See accompanying Notes to Condensed Consolidated Financial Statements.

RAYMOND JAMES FINANCIAL, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)  
June 30, 2008

NOTE 1 - BASIS OF PRESENTATION:

The accompanying unaudited condensed consolidated financial statements include the accounts of Raymond James Financial, Inc. ("RJF") and its consolidated subsidiaries that are generally controlled through a majority voting interest. RJF is a holding company headquartered in Florida whose subsidiaries are engaged in various financial service businesses; as used herein, the term "the Company" refers to RJF and/or one or more of its subsidiaries. In accordance with Financial Accounting Standards Board ("FASB") Interpretation ("FIN") No. 46R, "Consolidation of Variable Interest Entities" ("FIN 46R"), the Company also consolidates any variable interest entities ("VIEs") for which it is the primary beneficiary. Additional information is provided in Note 6. When the Company does not have a controlling interest in an entity, but exerts significant influence over the entity, the Company applies the equity method of accounting. All material intercompany balances and transactions have been eliminated in consolidation.

Certain financial information that is normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") but not required for interim reporting purposes has been condensed or omitted. These unaudited condensed consolidated financial statements reflect, in the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial position and results of operations for the interim periods presented. The nature of the Company's business is such that the results of any interim period are not necessarily indicative of results for a full year. These unaudited condensed consolidated financial statements should be read in conjunction with Management's Discussion and Analysis and the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007. To prepare consolidated financial statements in conformity with GAAP, management must estimate certain amounts that affect the reported assets and liabilities, disclosure of contingent assets and liabilities, and reported revenues and expenses. Actual results could differ from those estimates. Certain revisions and reclassifications have been made to the unaudited condensed consolidated financial statements of the prior period to conform to the current period presentation. For the nine months ended June 30, 2007, the Company reclassified certain segregated assets and reverse repurchase agreements from cash and cash equivalents. The Condensed Consolidated Statements of Cash Flows for the respective period were adjusted for this reclassification, which resulted in an increase in cash flows used in operating activities of \$52.1 million. In addition, a reclassification of \$1.5 million related to loans available for sale further increased cash flows used in operating activities and decreased cash flows used in investing activities. In the quarter ended September 30, 2007, a new segment was established: Proprietary Capital. The components of this segment were previously included in the Asset Management and Other segments. Reclassifications have been made in the segment disclosure for the three and nine months ended June 30, 2007 to conform to this presentation. Additional information is provided in Note 17 below.

The Company's quarters end on the last day of each calendar quarter.

NOTE 2 – EFFECTS OF RECENTLY ISSUED ACCOUNTING STANDARDS:

In June 2006, the FASB issued FIN No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes". FIN 48 establishes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under FIN 48, evaluation of income tax benefits is a two-step process. First, income tax benefits can be recognized in financial statements for a tax position if it is considered "more likely than not" (as defined in SFAS 5, "Accounting for Contingencies") of being sustained on audit based solely on the technical merits of the income tax position. Second, if the recognition criteria are met, the amount of income tax

benefits to be recognized is measured based on the largest income tax benefit that is more than 50 percent likely to be realized on ultimate resolution of the tax position. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted the provisions of FIN 48 on October 1, 2007. See Note 10 below for information regarding the impact the adoption of FIN 48 had on the Company's consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 (October 1, 2008 for the Company), and interim periods within those fiscal years. Although the Company will have to comply with the additional disclosure requirements of this pronouncement, it does not expect SFAS 157 to have a material impact on the financial position or operating results of the Company.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"). SFAS 159 allows companies to elect to follow fair value accounting for certain financial assets and liabilities on an instrument by instrument basis. SFAS 159 is applicable only to certain financial instruments and is effective for fiscal years beginning after November 15, 2007 (October 1, 2008 for the Company). The Company does not expect SFAS 159 to have a material impact on the consolidated financial statements of the Company.

In April 2007, the FASB issued Staff Position ("FSP") FIN No. 39-1, "Amendment of FASB Interpretation No. 39" ("FSP FIN No. 39-1"). FSP FIN No. 39-1 defines "right of setoff" and specifies what conditions must be met for a derivative contract to qualify for this right of setoff. FSP FIN No. 39-1 also addresses the applicability of a right of setoff to derivative instruments and clarifies the circumstances in which it is appropriate to offset amounts recognized for those instruments in the statement of financial position. In addition, this FSP permits offsetting of fair value amounts recognized for multiple derivative instruments executed with the same counterparty under a master netting arrangement and fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a payable) arising from the same master netting arrangement as the derivative instruments. This interpretation is effective for fiscal years beginning after November 15, 2007 (October 1, 2008 for the Company), with early application permitted. The Company is currently evaluating the impact the adoption of FSP FIN No. 39-1 will have on its consolidated financial statements.

In May 2007, the FASB issued FSP FIN No. 46R-7, "Application of FASB Interpretation No. 46(R) to Investment Companies". FSP FIN No. 46R-7 amends the scope of the exception to FIN 46R to state that investments accounted for at fair value in accordance with the specialized accounting guidance in the American Institute of Certified Public Accountants ("AICPA") Audit and Accounting Guide, Investment Companies, (the "Guide") are not subject to consolidation under FIN 46R. This FSP remains effective only upon initial adoption of Statement of Position ("SOP") 07-1, "Clarification of the Scope of the Audit and Accounting Guide Investment Companies and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies" ("SOP 07-1").

In June 2007, the Accounting Standards Executive Committee of the AICPA issued SOP 07-1. This SOP provides guidance for determining whether an entity is within the scope of the Guide. Additionally, it provides guidance as to whether a parent company or an equity method investor can apply the specialized industry accounting principles of the Guide (referred to as investment company accounting). In February 2008, the FASB issued FSP SOP 07-1-1, "Effective Date of AICPA Statement of Position 07-1", which delays indefinitely the effective date of SOP 07-1.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements" ("SFAS 160"). SFAS 160 requires noncontrolling interests to be treated as a separate component of equity, not as a liability or other item outside of permanent equity. This statement is applicable to the accounting for noncontrolling interests and transactions with noncontrolling interest holders in consolidated financial statements and is effective for fiscal years beginning on or after December 15, 2008 (October 1, 2009 for the Company). The Company is currently evaluating the impact the adoption of SFAS 160 will have on its consolidated financial statements.

In February 2008, the FASB issued FSP SFAS No. 157-2, "Effective Date of FASB Statement No. 157" ("FSP SFAS No. 157-2"). FSP SFAS No. 157-2 delays the effective date of SFAS No. 157 for nonfinancial assets and nonfinancial liabilities that are not remeasured at fair value on a recurring basis (at least annually) until fiscal years beginning after November 15, 2008 (October 1, 2009 for the Company), and interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of FSP SFAS No. 157-2 will have on its consolidated financial statements.

In February 2008, the FASB issued FSP SFAS No. 140-3, "Accounting for Transfers of Financial Assets and Repurchase Financing Transactions" ("FSP SFAS No. 140-3"). FSP SFAS No. 140-3 addresses the issue of whether these transactions should be viewed as two separate transactions or as one "linked" transaction. The FSP includes a

"rebuttable presumption" that presumes linkage of the two transactions unless the presumption can be overcome by meeting certain criteria. The FSP will be effective for fiscal years beginning after November 15, 2008 (October 1, 2009 for the Company) and will apply only to original transfers made after that date; early adoption will not be allowed. The Company is currently evaluating the impact the adoption of FSP SFAS No. 140-3 will have on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161"). SFAS 161 requires companies to expand its disclosures regarding derivative instruments and hedging activities to include how and why an entity is using a derivative instrument or hedging activity, an explanation of its accounting under SFAS 133, and how this instrument affects the entity's financial position and performance as well as cash flows. SFAS 161 also clarifies that derivative instruments are subject to concentration-of-credit-risk disclosures which amends SFAS 107, "Disclosures about Fair Value of Financial Instruments". This statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008 (March 31, 2009 for the Company) with early adoption permitted. The Company is currently evaluating the impact the adoption of SFAS 161 will have on its consolidated financial statements.



In June 2008, the FASB issued FSP Emerging Issues Task Force (“EITF”) 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities” (“FSP EITF 03-6-1”). FSP EITF 03-6-1 requires unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents to be treated as participating securities as defined in EITF Issue No. 03-6, "Participating Securities and the Two-Class Method under FASB Statement No. 128," and, therefore, included in the earnings allocation in computing earnings per share under the two-class method described in FASB Statement No. 128, “Earnings per Share”. This FSP is effective for fiscal years beginning after December 15, 2008 (October 1, 2009 for the Company), and interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of FSP EITF 03-6-1 will have on its consolidated financial statements.

NOTE 3 – TRADING INSTRUMENTS AND TRADING INSTRUMENTS SOLD BUT NOT YET PURCHASED:

	June 30, 2008		September 30, 2007	
	Trading Instruments	Sold but Not Yet Purchased	Trading Instruments	Sold but Not Yet Purchased
	(in 000's)			
Municipal Obligations	\$ 199,145	\$ 60,258	\$ 200,024	\$ 54
Corporate Obligations	66,601	312	56,069	952
Government Obligations	74,140	80,460	83,322	45,275
Agencies	66,214	54,289	47,123	60,829
Total Debt Securities	406,100	195,319	386,538	107,110
Derivative Contracts	40,522	20,650	30,603	8,445
Equity Securities	42,074	26,005	46,913	34,174
Other Securities	2,903	-	3,707	-
Total	\$ 491,599	\$ 241,974	\$ 467,761	\$ 149,729

Trading securities are valued at fair market value, and securities which are not readily marketable are carried at estimated fair value as determined by management. When available, the Company uses prices from independent sources, which include pricing services. Depending upon the type of security, the pricing service may provide a listed price or a matrix price. If listed market prices are unavailable to the pricing service, then its matrix pricing may utilize pricing services or broker or dealer price quotations, or spread-based models periodically re-calibrated to market trades in similar securities in order to derive the fair value of the instruments. For positions in illiquid securities that do not have readily determinable fair values, the Company uses estimated fair values. Estimated fair values are determined by management based upon consideration of available information, including trading levels of similar securities in liquid markets, standard spread-based pricing models re-calibrated from time to time to trade activity in the identical asset or similar assets, the coupon level and possible early redemption features of the security, and current financial information regarding the issuer, including information which may be of a confidential nature to the Company from time to time. Fair values for derivative contracts are obtained from pricing models that consider current market trading levels and the contractual prices for the underlying financial instruments, as well as time value and yield curve or other volatility factors underlying the positions.

Mortgage backed securities of \$89.6 million and \$48.9 million at June 30, 2008 and September 30, 2007, respectively, are included in Corporate Obligations and Agencies in the table above. Mortgage backed securities sold but not yet

purchased of \$54.3 million and \$60.8 million at June 30, 2008 and September 30, 2007, respectively, are included in Agencies in the table above. As of June 30, 2008, auction rate securities totaling \$44.1 million are included in Municipal Obligations in the table above. Auction rate securities sold but not yet purchased of \$0.4 million are also included in Municipal Obligations. As of June 30, 2008 these securities were carried at par, which is management's estimate of fair value. Subsequent to June 30, 2008, approximately \$29.7 million of these securities were redeemed at par. The Company believes most of the remainder of these securities will be redeemed at par, within a reasonable time period, by virtue of call provisions, as issuers refinance their bonds to reduce the higher levels of debt service resulting from recent failed auctions.

## NOTE 4 - AVAILABLE FOR SALE SECURITIES:

Available for sale securities are comprised primarily of collateralized mortgage obligations (“CMOs”) and mortgage-related debt securities, owned by Raymond James Bank (“RJBank”), and certain equity securities owned by the Company's non-broker-dealer subsidiaries. About 40 percent of the RJBank portfolio is invested in relatively short average-life floating rate securities issued by Ginnie Mae, Fannie Mae or Freddie Mac. Other than approximately \$6.4 million of fair value in securities rated less than “AAA,” the remaining fair value of the mortgage-backed securities portfolio is comprised of “AAA” rated non-agency residential mortgage securities. These securities were purchased based on the underlying loan characteristics such as loan to value (“LTV”) ratio, credit scores, property type, location and the current level of credit enhancement. Current characteristics of each security owned such as delinquency and foreclosure levels, credit enhancement, projected losses and coverage are reviewed monthly by management. There were no material proceeds from the sale of available for sale securities for the three and nine months ended June 30, 2008 and 2007.

The fair value of available for sale securities is based on bid quotations received from a pricing service or securities dealers. If these sources are not available, then the fair value is estimated using quoted market prices for similar securities, pricing models, or discounted cash flow analyses, using observable market data where available. The amortized cost and estimated market values of securities available for sale at June 30, 2008 and September 30, 2007 are as follows:

	June 30, 2008			
	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in 000's)				
<b>Available for Sale Securities:</b>				
Agency Mortgage Backed Securities	\$ 257,562	\$ 262	\$ (1,460)	\$ 256,364
Non-Agency Collateralized Mortgage Obligations	420,440	-	(57,651)	362,789
<b>Total RJBank Available for Sale Securities</b>	<b>678,002</b>	<b>262</b>	<b>(59,111)</b>	<b>619,153</b>
Other Securities	3	10	-	13
<b>Total Available for Sale Securities</b>	<b>\$ 678,005</b>	<b>\$ 272</b>	<b>\$ (59,111)</b>	<b>\$ 619,166</b>

	September 30, 2007			
	Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in 000's)				
<b>Available for Sale Securities:</b>				
Agency Mortgage Backed Securities	\$ 189,816	\$ 283	\$ (404)	\$ 189,695

Non-Agency Collateralized Mortgage Obligations	382,980	239	(3,003)	380,216
Total RJBank Available for Sale Securities	572,796	522	(3,407)	569,911
Other Securities	3	38	-	41
	\$			\$
Total Available for Sale Securities	572,799	\$ 560	\$ (3,407)	569,952

Most securities declined in market value due to ongoing market disruptions that resulted in an aggregate pretax unrealized loss of \$58.8 million. The Company determined that one security in the portfolio was other-than-temporarily impaired and recognized a loss of \$2.8 million in income for the three months ended June 30, 2008. Based on the Company's evaluation of the performance and underlying characteristics of the other securities including the low levels of current and estimated credit losses relative to the level of credit enhancement, and the Company's consideration of its intent and ability to hold the securities for a period of time sufficient to allow for the anticipated recovery in the market value of the securities none of the other securities were considered to be other-than-temporarily impaired.

## NOTE 5 – BANK LOANS, NET:

Bank client receivables are primarily comprised of loans originated or purchased by RJBank and include commercial and residential real estate loans, as well as commercial and consumer loans. These receivables are collateralized by first or second mortgages on residential or other real property, by other assets of the borrower, or are unsecured. The following table presents the balance and associated percentage of each major loan category in RJBank's portfolio, including loans receivable and loans available for sale:

	June 30, 2008		September 30, 2007	
	Balance	%	Balance	%
	(\$ in 000's)			
Commercial Loans (1)	\$ 757,660	11%	\$ 343,783	7%
Real Estate Construction Loans	304,877	5%	123,664	3%
Commercial Real Estate Loans (2)	3,175,649	47%	2,317,840	49%
Residential Mortgage Loans	2,542,853	37%	1,934,645	41%
Consumer Loans	16,326	-	4,541	-
<b>Total Loans</b>	<b>6,797,365</b>	<b>100%</b>	<b>4,724,473</b>	<b>100%</b>
Net Unearned Income and Deferred Expenses (3)	(39,421)		(13,242)	
Allowance for Loan Losses	(77,582)		(47,022)	
	(117,003)		(60,264)	
<b>Loans, Net</b>	<b>\$ 6,680,362</b>		<b>\$ 4,664,209</b>	

(1) Loans not secured by real estate.

(2) Loans wholly or partially secured by real estate.

(3) Includes purchase premiums, purchase discounts, and net deferred origination fees and costs.

At June 30, 2008 and September 30, 2007, RJBank had \$50 million and \$55 million, respectively, in Federal Home Loan Bank ("FHLB") advances secured by a blanket lien on RJBank's residential mortgage loan portfolio.

At June 30, 2008 and September 30, 2007, RJBank had \$1.1 million and \$5.1 million in loans available for sale, respectively. RJBank's gain from the sale of originated loans available for sale was \$72,000 and \$208,000 for the three months ended June 30, 2008 and 2007, respectively. RJBank's gain from the sale of originated loans available for sale was \$304,000 and \$397,000 for the nine months ended June 30, 2008 and 2007, respectively.

Certain officers, directors, and affiliates, and their related entities were indebted to RJBank for \$1,465,000 and \$999,000 at June 30, 2008 and September 30, 2007, respectively. All such loans were made in the ordinary course of business.

Loan interest and fee income for the three months ended June 30, 2008 and 2007 was \$83.3 million and \$51.7 million, respectively. Loan interest and fee income for the nine months ended June 30, 2008 and 2007 was \$257.0 million and \$137.9 million, respectively.

The following table shows the contractual maturities of RJBank's loan portfolio at June 30, 2008, including contractual principal repayments. This table does not, however, include any estimates of prepayments. These prepayments could significantly shorten the average loan lives and cause the actual timing of the loan repayments to differ from those shown in the following table:

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	Due in			Total
	1 Year or Less	1 Year – 5 Years	>5 Years	
(in 000's)				
Commercial Loans (1)	\$ 977	\$ 384,261	\$ 372,422	\$ 757,660
Real Estate Construction Loans	65,879	214,976	24,022	304,877
Commercial Real Estate Loans (2)	152,334	2,296,024	727,291	3,175,649
Residential Mortgage Loans	1,513	4,171	2,537,169	2,542,853
Consumer Loans	12,867	3,459	-	16,326
<b>Total Loans</b>	<b>\$ 233,570</b>	<b>\$ 2,902,891</b>	<b>\$ 3,660,904</b>	<b>\$ 6,797,365</b>

(1) Loans not secured by real estate.

(2) Loans wholly or partially secured by real estate.

RJBank classifies loans as nonperforming when full and timely collection of interest or principal becomes uncertain or when they are 90 days past due. The following table shows the comparative data for nonperforming loans and assets:

	June 30, 2008	September 30, 2007
(\$ in 000's)		
Nonaccrual Loans	\$ 29,619	\$ 1,391
Accruing Loans Which are 90 Days or More Past Due	6,336	2,674
<b>Total Nonperforming Loans</b>	<b>35,955</b>	<b>4,065</b>
Real Estate Owned and Other Repossessed Assets, Net	1,913	1,653
<b>Total Nonperforming Assets, Net</b>	<b>\$ 37,868</b>	<b>\$ 5,718</b>
<b>Total Nonperforming Assets as a % of Total Loans, Net and Other Real Estate Owned, Net</b>	<b>0.57%</b>	<b>0.12%</b>

The gross interest income related to non-performing loans, which would have been recorded had these loans been current in accordance with their original terms totaled \$458,000 for the quarter ending June 30, 2008 or \$643,000 since origination. The interest income recognized on nonaccrual loans for the three months and nine months ended June 30, 2008 was \$45,000 and \$131,000 respectively. As of June 30, 2008, there were four loans which RJBank considers to be impaired in the corporate loan portfolio totaling \$20.3 million included in nonaccrual loans, with

reserves totaling \$3.4 million established against these four loans. RJBank considers a loan to be impaired when it is probable that it will be unable to collect the scheduled payments of principal or interest when due according to the terms of the loan agreement. Of the \$3.5 million in charge-offs related to corporate loans, \$3.1 million in charge-offs related to these impaired loans and \$409,000 related to a loan that was sold during the quarter. As of June 30, 2008, one of these impaired loans totaling \$7.3 million was classified as a troubled debt restructuring. At the time of this restructuring, RJBank increased its commitment to the borrower by \$894,000.



Changes in the allowance for loan losses at RJBank were as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
	(\$ in 000's)			
Allowance for Loan Losses, Beginning of Period	\$ 70,219	\$ 25,341	\$ 47,022	\$ 18,694
Provision For Loan Losses	12,366	5,343	36,299	12,035
Charge-Offs:				
Commercial Loans (1)	-	-	-	-
Real Estate Construction Loans	-	-	-	-
Commercial Real Estate Loans (2)	(3,492)	-	(3,864)	-
Residential Mortgage Loans	(1,509)	(131)	(1,939)	(176)
Consumer Loans	-	-	-	-
<b>Total Charge-Offs</b>	<b>(5,001)</b>	<b>(131)</b>	<b>(5,803)</b>	<b>(176)</b>
Recoveries	(2)	-	64	-
<b>Net Charge-Offs</b>	<b>(5,003)</b>	<b>(131)</b>	<b>(5,739)</b>	<b>(176)</b>
Allowance for Loan Losses, End of Period	\$ 77,582	\$ 30,553	\$ 77,582	\$ 30,553
Annualized Net Charge-Offs to Average Bank Loans, Net Outstanding	0.31%	0.02%	0.13%	0.01%

(1) Loans not secured by real estate.

(2) Loans wholly or partially secured by real estate.

The calculation of the allowance is subjective as management segregates the loan portfolio into different homogeneous classes and assigns each class an allowance percentage based on the perceived risk associated with that class of loans. The factors taken into consideration when assigning the reserve percentage to each reserve category include estimates of borrower default probabilities and collateral values; trends in delinquencies; volume and terms; changes in geographic distribution, lending policies, local, regional, and national economic conditions; concentrations of credit risk and past loss history. In addition, the Company provides for potential losses inherent in RJBank's unfunded lending commitments using the criteria above, further adjusted for an estimated probability of funding. The provision for loan loss is included in other expenses in the Condensed Consolidated Statements of Income and Comprehensive Income.

In addition to the allowance for loan losses, RJBank had reserves for unfunded lending commitments included in Trade and Other Payables of \$7.8 million and \$6.8 million at June 30, 2008 and September 30, 2007, respectively.

RJBank's net interest income after provision for loan losses for the quarter ended June 30, 2008 and 2007 was \$51.6 million and \$17.2 million, respectively. RJBank's net interest income after provision for loan losses for the nine months ended June 30, 2008 and 2007 was \$110.8 million and \$43.7 million, respectively.

RJBank originates and purchases portfolios of loans that may or may not include interest only loans that subject the borrower to payment increases over the life of the loan. RJBank does not originate or purchase residential loans that have terms that permit negative amortization features or are option adjustable rate mortgages. Loans with deeply discounted teaser rates are not originated or purchased.

Loans where borrowers may be subject to payment increases include adjustable rate mortgage loans with terms that initially require payment of interest only; payments may increase significantly when the interest-only period ends and the loan principal begins to amortize. At June 30, 2008 and September 30, 2007, these loans totaled \$2.0 billion and \$1.6 billion, respectively. These loans are underwritten based on a variety of factors including the borrower's credit history, debt to income ratio, employment, the LTV ratio, and the borrower's disposable income and cash reserves. In instances where the borrower is of lower credit standing, the loans are typically underwritten to have a lower LTV ratio and/or other mitigating factors.

Management does not believe these loans represent any unusual concentrations of risk, as evidenced by low net charge-offs and past due loans. All of these loans are secured by mortgages on one-to-four family residential real estate and are diversified geographically. Interest-only loans are underwritten at the time of application or purchase based on the amortizing payment amount, and borrowers are required to meet stringent parameters regarding debt ratios, LTV levels, and credit score.

High LTV loans include all mortgage loans where the LTV is greater than or equal to 90% and the borrower has not provided other credit support or purchased private mortgage insurance ("PMI"). At June 30, 2008 and September 30, 2007, RJBank held \$1.5 million and \$0.7 million, respectively, in total commitments for these loans.

#### NOTE 6 - VARIABLE INTEREST ENTITIES ("VIEs"):

Under the provisions of FIN 46R the Company has determined that Raymond James Employee Investment Funds I and II (the "EIF Funds"), certain entities in which Raymond James Tax Credit Funds, Inc. ("RJTCF") owns variable interests, various partnerships involving real estate, and a trust fund established for employee retention purposes are VIEs. Of these, the Company has determined that the EIF Funds, certain tax credit fund partnerships/LLCs, and the trust fund should be consolidated in the financial statements as the Company is the primary beneficiary.

The EIF Funds are limited partnerships, for which the Company is the general partner, that invest in the merchant banking and private equity activities of the Company and other unaffiliated venture capital limited partnerships. The EIF Funds were established as compensation and retention measures for certain qualified key employees of the Company. The Company makes non-recourse loans to these employees for two-thirds of the purchase price per unit. The loans and applicable interest are to be repaid based on the earnings of the EIF Funds. The Company is deemed to be the primary beneficiary, and accordingly, consolidates the EIF Funds, which had combined assets of approximately \$22.0 million at June 30, 2008. None of those assets act as collateral for any obligations of the EIF Funds. The Company's exposure to loss is limited to its contributions and the non-recourse loans funded to the employee investors, for which their partnership interests serve as collateral. At June 30, 2008 that exposure is approximately \$5.2 million.

RJTCF is a wholly owned subsidiary of RJF and is the managing member or general partner in approximately 53 separate tax credit housing funds having one or more investor members or limited partners. These tax credit housing funds are organized as limited liability companies or limited partnerships for the purpose of investing in limited partnerships which purchase and develop low income housing properties qualifying for tax credits. As of June 30, 2008, 50 of these tax credit housing funds are VIEs as defined by FIN 46R, and RJTCF's interest in these tax credit housing funds which are VIEs range from .01% to 1.0%.

RJTCF has concluded that it is the primary beneficiary in approximately one fifth of these tax credit housing funds, and accordingly, consolidates these funds, which have combined assets of approximately \$241.5 million at June 30, 2008. None of those assets act as collateral for any obligations of these funds. The Company's exposure to loss is limited to its investments in, advances to, and receivables due from these funds and at June 30, 2008, that exposure is approximately \$3.7 million.



RJTFCF is not the primary beneficiary of the remaining tax credit housing funds it determined to be VIEs and accordingly the Company does not consolidate these funds. The Company's exposure to loss is limited to its investments in, advances to, and receivables due from these funds and at June 30, 2008, that exposure is approximately \$10.7 million.

The three remaining tax credit housing funds that have been determined not to be VIEs are wholly owned by RJTFCF and are included in the Company's consolidated financial statements. During June 30, 2008, only two of these funds had any material activity. These funds typically hold interests in certain tax credit limited partnerships for less than 90 days. These funds had assets of approximately \$10.8 million at June 30, 2008.

As of June 30, 2008, the Company has a variable interest in several limited partnerships involved in various real estate activities, in which a subsidiary is the general partner. The Company is not the primary beneficiary of these partnerships and accordingly the Company does not consolidate these partnerships. These partnerships have assets of approximately \$11.8 million at June 30, 2008. The Company's exposure to loss is limited to its capital contributions. The carrying value of the Company's investment in these partnerships is not material at June 30, 2008.

One of the Company's restricted stock plans is associated with a trust fund which was established through the Company's wholly owned Canadian subsidiary. This trust fund was established and funded to enable the trust fund to acquire Company common stock in the open market to be used to settle restricted stock units granted as a retention vehicle for certain employees of the Canadian subsidiary. For financial statement purposes, the Company is deemed to be the primary beneficiary in accordance with FIN 46R, and accordingly, consolidates this trust fund, which has assets of approximately \$14.2 million at June 30, 2008. None of those assets are specifically pledged as collateral for any obligations of the trust fund. The Company's exposure to loss is limited to its contributions to the trust fund and at June 30, 2008, that exposure is approximately \$14.2 million.

#### NOTE 7 - BANK DEPOSITS:

Bank deposits include Negotiable Order of Withdrawal ("NOW") accounts, demand deposits, savings and money market accounts and certificates of deposit. The following table presents a summary of bank deposits at June 30, 2008 and September 30, 2007:

	June 30, 2008		September 30, 2007	
	Weighted Average Balance	Rate (1)	Weighted Average Balance	Rate (1)
	(\$ in 000's)			
Bank Deposits:				
NOW Accounts	\$ 3,575	0.34%	\$ 4,493	1.57%
Demand Deposits (Non-Interest Bearing)	2,592	-	3,645	-
Savings and Money Market Accounts	7,506,516	1.53%	5,337,587	4.59%
Certificates of Deposit	233,456	4.31%	239,534	4.75%
Total Bank Deposits	\$7,746,139	1.61%	\$5,585,259	4.59%

(1) Weighted average rate calculation is based on the actual deposit balances at June 30, 2008 and September 30, 2007.

RJBank had deposits from RJF executive officers and directors of \$89,000 and \$234,000 at June 30, 2008 and September 30, 2007, respectively.

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Scheduled maturities of certificates of deposit and brokered certificates of deposit at June 30, 2008 and September 30, 2007 were as follows:

	June 30, 2008		September 30, 2007	
	Denominations Greater than or Equal to \$100,000	Denominations Less than \$100,000	Denominations Greater than or Equal to \$100,000	Denominations Less than \$100,000
	(in 000's)			
Three Months or Less	\$ 11,437	\$ 28,865	\$ 14,386	\$ 23,922
Over Three Through Six Months	9,032	19,896	10,949	28,980
Over Six Through Twelve Months	15,301	38,052	11,790	38,005
Over One Through Two Years	14,718	39,765	14,706	36,997
Over Two Through Three Years	6,631	18,632	7,978	22,345
Over Three Through Four Years	7,123	12,789	7,857	14,103
Over Four Years	3,097	8,118	1,802	5,714
Total	\$ 67,339	\$ 166,117	\$ 69,468	\$ 170,066

Interest expense on deposits is summarized as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
	(in 000's)			
Certificates of Deposit	\$ 2,570	\$ 2,749	\$ 8,233	\$ 8,204
Money Market, Savings and NOW Accounts	30,348	52,908	142,692	119,311
Total	\$ 32,918	\$ 55,657	\$ 150,925	\$ 127,515

#### NOTE 8 – LOANS PAYABLE:

Loans payable at June 30, 2008 and September 30, 2007 are presented below:

	June 30, 2008	September 30, 2007
	(in 000's)	
Short-Term Borrowings:		
Borrowings on Lines of Credit (1)	\$ 200,000	\$ 2,685
Current Portion of Mortgage Notes Payable	2,833	2,731

Federal Home Loan Bank		
Advances (2)	-	5,000
Total Short-Term Borrowings	202,833	10,416

Long-Term Borrowings:		
Mortgage Notes Payable (3)	60,071	62,224
Federal Home Loan Bank		
Advances (2)	50,000	50,000
Total Long-Term Borrowings	110,071	112,224
Total Loans Payable	\$ 312,904	\$ 122,640



- (1) At June 30, 2008, the Company maintained two 364-day committed and several uncommitted lines of credit denominated in U.S. dollars and one uncommitted line of credit denominated in Canadian dollars ("CDN"). At June 30, 2008, the aggregate domestic lines were \$1.3 billion and CDN \$40 million, respectively. The interest rates for these lines of credit are variable and are based on the Fed Funds rate, LIBOR, and Canadian prime rate. For the three months ended June 30, 2008, interest rates on the lines of credit ranged from 2.36% to 4.38%. For the three months ended June 30, 2007, interest rates on the lines of credit ranged from 5.00% to 6.28%. Loans on the secured uncommitted lines of credit are collateralized by Company owned securities. The Company maintains a \$600 million uncommitted tri-party repurchase agreement line of credit. Under this agreement, the Company pledges certain of its trading inventory as collateral against borrowings on this line. The required market value of the collateral ranges from 102% to 105% of the cash borrowed. The interest rate is set daily based on market conditions for Fed funds. The lender is under no obligation to lend to the Company under this tri-party line at any given time. Under this agreement, there were no secured short-term borrowings outstanding at June 30, 2008. The Company's \$200 million and \$50 million committed lines of credit are subject to 0.125% and 0.15% per annum facility fees, respectively. At June 30, 2008, the Company's entire \$200 million committed line of credit was outstanding. Subsequent to June 30, 2008 the Company repaid \$80 million of this debt and entered into a new 364-day \$100 million committed tri-party repurchase agreement line of credit.

In addition, the Company's joint ventures in Turkey and Argentina have multiple settlement lines of credit. The Company has guaranteed certain of these settlement lines of credit as follows: two in Turkey totaling \$10.5 million and one in Argentina for \$9.0 million. At June 30, 2008, there were no outstanding balances on the settlement lines in Argentina and Turkey. At June 30, 2008 the aggregate unsecured settlement lines of credit available were \$95.1 million, and there were no outstanding balances on these lines. The interest rates for these lines of credit ranged from 9% to 17%.

- (2) RJBank had \$50 million in FHLB advances outstanding at June 30, 2008, which was comprised of several long-term, fixed rate advances. The weighted average interest rate on these fixed rate advances at June 30, 2008 was 5.19%. The outstanding FHLB advances mature between September 2010 and February 2011. The maximum amount of FHLB advances outstanding at any month-end during the three months ended June 30, 2008 and 2007 was \$55 million and \$60 million, respectively. The average amounts of FHLB advances outstanding and the weighted average interest rate thereon for the three months ended June 30, 2008 and 2007 were \$53.6 million at a rate of 5.25% and \$59.6 million at a rate of 5.26%, respectively. These advances are secured by a blanket lien on RJBank's residential loan portfolio granted to FHLB. The FHLB has the right to convert advances totaling \$35 million at June 30, 2008 to a floating rate at one or more future dates. RJBank has the right to prepay these advances without penalty if the FHLB exercises its right.
- (3) Mortgage notes payable evidences a mortgage loan for the financing of the Company's home office complex. The mortgage loan bears interest at 5.7% and is secured by land, buildings, and improvements with a net book value of \$68.5 million at June 30, 2008.

#### NOTE 9 – DERIVATIVE FINANCIAL INSTRUMENTS:

The Company enters into interest rate swaps and futures contracts as part of its fixed income business to facilitate customer transactions and to hedge a portion of the Company's trading inventory. These positions are marked to market with the gain or loss and the related interest recorded in Net Trading Profits within the statement of income for the period. Any collateral exchanged as part of the swap agreement is recorded in Broker Receivables and Payables in the statement of financial condition for the period. The Company had outstanding interest rate derivative contracts with notional amounts of \$3.5 billion at June 30, 2008 and September 30, 2007. The notional amount of a derivative contract does not change hands; it is simply used as a reference to calculate payments. Accordingly, the notional amount of the Company's derivative contracts outstanding at June 30, 2008 greatly exceeds the possible losses that

could arise from such transactions. The net market value of all open derivative positions at June 30, 2008 and September 30, 2007 was \$19.9 million and \$22.2 million, respectively.

To mitigate interest rate risk in a significantly rising rate environment, RJBank purchased three year term interest rate caps with high strike rates (more than 300 basis points higher than current rates) during the quarter ended June 30, 2008 that will increase in value if interest rates rise and entitle RJBank to cash flows if interest rates rise above strike rates. These positions are recorded at fair value with any changes in fair value recorded in Other Revenue within the statement of income for the period. At June 30, 2008, the notional amount of the interest rate caps held by RJBank was \$1 billion and the fair value was \$1.3 million.

The Company is exposed to credit losses in the event of nonperformance by the counterparties to its interest rate swap agreements. The Company performs a credit evaluation of counterparties prior to entering into swap transactions and monitors their credit standings. Currently, the Company anticipates that all counterparties will be able to fully satisfy their obligations under those agreements. The Company may require collateral from counterparties to support these obligations as established by the credit threshold specified by the agreement and/or as a result of monitoring the credit standing of the counterparties. The Company is also exposed to interest rate risk related to its interest rate swap agreements. The Company monitors exposure in its derivatives subsidiary daily based on established limits with respect to a number of factors, including interest rate, spread, ratio and basis, and volatility risks. These exposures are monitored both on a total portfolio basis and separately for selected maturity periods.

#### NOTE 10 – INCOME TAXES:

The Company adopted the provisions of FIN 48 on October 1, 2007. The impact of the adoption of FIN 48 resulted in a decrease to beginning retained earnings and an increase to the liability due to unrecognized tax benefits of approximately \$4.2 million.

The total amount of gross unrecognized tax benefits as of the date of adoption was approximately \$8.6 million. Of this total, approximately \$6.9 million (net of the federal benefit on state issues) represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate in future periods. At June 30, 2008 the Company's liability for unrecognized tax benefits decreased to \$5.7 million and the amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate for income from continuing operations decreased to \$4.0 million. Approximately \$2.8 million of the decrease in unrecognized tax benefits was the result of the conclusion of various state tax audits.

The Company recognizes the accrual of interest and penalties related to income tax matters in interest expense and other expense, respectively. Interest and penalties accrued as of the beginning of the year was \$1.6 million. During the nine months ended June 30, 2008, accrued interest expense related to unrecognized tax benefits increased by approximately \$150,000. During the nine months ended June 30, 2008, penalty expense related to unrecognized tax benefits increased by \$50,000. Interest and penalties accrued as of June 30, 2008 were \$1.8 million.

The Company's tax liability does not include any accrual for potential taxes, interest or penalties related to tax assessments of the Company's Turkish joint venture. The Company has fully reserved for its equity interest in this joint venture (see Note 11 below for additional information).

The Company files income tax returns in the U. S. federal jurisdiction and various states, local and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or foreign income tax examination by tax authorities for years prior to 2007 for federal tax returns, 2004 for state and local tax returns and 2000 for foreign tax returns. During the second quarter, the Company settled the Limited Issue Focused Examinations by the Internal Revenue Service for fiscal years 2005 and 2006. As a result, the Company paid \$163,000 that was previously provided for under FIN 48 as an unrecognized tax benefit. The fiscal year 2007 and 2008 federal income tax returns are being examined under the IRS Compliance Assurance Program. This program accelerates the examination of key issues in an attempt to resolve them before the tax return is filed. Certain state and local returns are also currently under various stages of audit. The 2007 IRS audit and state audits in process are expected to be completed in 2008. It is anticipated that the unrecognized tax benefits may be reduced by an estimated \$0.5 million over the next 12 months.

#### NOTE 11 – COMMITMENTS AND CONTINGENCIES:

The Company is the lessor in a leveraged commercial aircraft transaction with Continental Airlines, Inc. ("Continental"). The Company's ability to realize its expected return is dependent upon this airline's ability to fulfill its lease obligation. In the event that this airline defaults on its lease commitment and the Trustee for the debt holders is unable to re-lease or sell the plane with adequate terms, the Company would suffer a loss of some or all of its investment. The value of this leveraged lease with Continental was approximately \$9.1 million as of June 30, 2008. The Company's equity investment represented 20% of the aggregate purchase price; the remaining 80% was funded by public debt issued in the form of equipment trust certificates. The residual value of the aircraft at the end of the lease term of approximately 17 years was originally projected to be 15% of the original cost and has not been adjusted since inception. This lease expires in May 2014.

Although Continental remains current on its lease payments to the Company, the inability of Continental to make its lease payments, or the termination or modification of the lease through a bankruptcy proceeding, could result in the write-down of the Company's investment and the acceleration of certain income tax payments. The Company continues to monitor this lessee for specific events or circumstances that would increase the likelihood of a default on Continental's obligations under this lease.

RJBank had \$50 million in FHLB advances outstanding at June 30, 2008, which was comprised of several long-term, fixed rate advances. RJBank had \$1.6 billion in immediate credit available from the FHLB at June 30, 2008 and total available credit of \$3.3 billion with the pledge of additional collateral to the FHLB. See Note 8 of the Notes to Condensed Consolidated Financial Statements for more information.

At June 30, 2008 and September 30, 2007, no securities other than FHLB stock were pledged by RJBank as collateral with the FHLB for advances. In addition to the FHLB stock pledged as collateral for advances, RJBank provided the FHLB with a blanket lien against RJBank's entire portfolio of residential mortgage loans.

As of June 30, 2008, RJBank has entered into overnight reverse repurchase agreements totaling \$725 million with three counterparties, with individual exposures of \$385 million, \$280 million and \$60 million. Although RJBank is exposed to risk that these counterparties may not fulfill their contractual obligations, the Company believes the risk of default is minimal due to the creditworthiness of these counterparties, collateral received and the short duration of these agreements.

As of September 30, 2007, RJBank had not settled purchases of \$300.6 million in syndicated loans (included in Bank Loans, Net) due to the sellers' delays in finalizing settlement, all of which had settled prior to March 31, 2008. As of June 30, 2008, RJBank had not settled the purchases of \$19.6 million in syndicated loans. These loans are expected to be settled during the three months ended September 30, 2008.

See Note 15 of the Notes to Condensed Consolidated Financial Statements with respect to RJBank's commitments to extend credit and other credit-related off-balance sheet financial instruments such as standby letters of credit and loan purchases.

As part of an effort to increase brand awareness, the Company entered into a stadium naming rights contract in July 1998. The contract expires in 2016 and has a 4% annual escalation clause. Expenses of \$796,000 and \$765,000 were recognized in the three months ended June 30, 2008 and 2007, respectively. Expenses of \$2,356,000 and \$2,266,000 were recognized in the nine months ended June 30, 2008 and 2007, respectively.

In the normal course of business, the Company enters into underwriting commitments. Transactions relating to such commitments of Raymond James & Associates ("RJA") that were open at June 30, 2008 and were subsequently settled had no material effect on the consolidated financial statements as of that date. Transactions relating to such commitments of Raymond James Ltd. ("RJ Ltd.") that were recorded and open at June 30, 2008 were approximately CDN \$1.5 million.

The Company utilizes client marginable securities to satisfy deposits with clearing organizations. At June 30, 2008, the Company had client margin securities valued at \$134.6 million pledged with a clearing organization to meet the point in time requirement of \$76.4 million. At September 30, 2007, the Company had client margin securities valued at \$135.7 million pledged with a clearing organization to meet the point in time requirement of \$67.5 million.

In January 2008, Sirchie Acquisition Company, LLC ("SAC"), an 80% owned indirect subsidiary of the Company, acquired substantially all of the business, assets, and properties of Sirchie Finger Print Laboratories, Inc. ("Sirchie"), the assets or stock of several other companies and certain real estate. The Company's equity investment in SAC was

approximately \$20 million. SAC also acquired 51% of the common stock of Law Enforcement Associates Corporation as part of the transaction. This acquisition is one of the Company's recent merchant banking initiatives.

SAC has been advised by the Commerce and Justice Departments that they intend to seek civil and criminal sanctions against it, as the purported successor in interest to Sirchie, based upon alleged breaches of Department of Commerce export control suspension orders by Sirchie and its former majority shareholder that occurred prior to the acquisition. Discussions are ongoing and the impact, if any, on the value of this investment is indeterminate at this time.

The Company has committed a total of \$56.5 million, in amounts ranging from \$200,000 to \$5.0 million, to 43 different independent venture capital or private equity partnerships. As of June 30, 2008, the Company has invested \$37.1 million of that amount and has received \$29.9 million in distributions. Additionally, the Company controls the general partner in two internally sponsored private equity limited partnerships to which it has committed \$14.0 million. Of that amount, the Company has invested \$13.0 million and has received \$9.2 million in distributions as of June 30, 2008. The Company is not the controlling general partner in another internally sponsored private equity limited partnership to which it has committed \$30.0 million. As of June 30, 2008, the Company has invested \$2.3 million of that amount and has not received any distributions.

The Company is the general partner in the EIF Funds. These limited partnerships invest in the merchant banking and private equity activities of the Company and other unaffiliated venture capital limited partnerships. The EIF Funds were established as compensation and retention measures for certain qualified key employees of the Company. At June 30, 2008, the funds have unfunded commitments of \$2.5 million.

In the normal course of business, certain subsidiaries of the Company act as general partner and may be contingently liable for activities of various limited partnerships. These partnerships engaged primarily in real estate activities. In the opinion of the Company, such liabilities, if any, for the obligations of the partnerships will not in the aggregate have a material adverse effect on the Company's consolidated financial position.

At June 30, 2008, the approximate market values of collateral received that can be repledged by the Company, were:

Sources of Collateral (In 000's):	
Securities Purchased Under Agreements to Resell and Other	
Collateralized Financings	\$ 986,727
Securities Received in Securities Borrowed Vs. Cash Transactions	868,734
Collateral Received for Margin Loans	1,619,573
<b>Total</b>	<b>\$3,475,034</b>

During the quarter certain collateral was repledged. At June 30, 2008, the approximate market values of this portion of collateral and financial instruments owned that were repledged by the Company, were:

Uses of Collateral and Trading Securities (In 000's):	
Securities Purchased Under Agreements to Resell and Other	
Collateralized Financings	\$ 68,792
Securities Received in Securities Borrowed Vs. Cash Transactions	815,533
Collateral Received for Margin Loans	134,575
<b>Total</b>	<b>\$1,018,900</b>

At June 30, 2008, the Company maintained two 364-day committed and several uncommitted lines of credit denominated in U.S. dollars and one uncommitted line of credit denominated in Canadian dollars. At June 30, 2008, the aggregate domestic lines were \$1.3 billion and CDN \$40 million. The interest rates for these lines of credit are variable and are based on the Fed Funds rate, LIBOR, and Canadian prime rate. At June 30, 2008, the Company's

entire \$200 million committed line of credit was outstanding. Subsequent to June 30, 2008 the Company repaid \$80 million of this debt and entered into a new 364-day \$100 million committed tri-party repurchase agreement line of credit. See Note 8 of the Notes to Condensed Consolidated Financial Statements for more information.

The Company's joint ventures in Turkey and Argentina have multiple settlement lines of credit. The Company has guaranteed certain of these settlement lines of credit as follows: two in Turkey totaling \$10.5 million and one in Argentina for \$9.0 million. See Note 8 of the Notes to Condensed Consolidated Financial Statements for more information. The Company has also from time to time authorized performance guarantees for the completion of trades with counterparties in Argentina and Turkey. At June 30, 2008, there were no outstanding performance guarantees in Argentina or Turkey.



The Company guarantees the existing mortgage debt of RJA of approximately \$62.9 million. The Company guarantees interest rate swap obligations of RJ Capital Services, Inc. The Company has also committed to lend to RJTCF, or guarantee obligations in connection with RJTCF's low income housing development/rehabilitation and syndication activities, aggregating up to \$125 million upon request, subject to certain limitations as well as annual review and renewal. RJTCF borrows in order to invest in partnerships which purchase and develop properties qualifying for tax credits. These investments in project partnerships are then sold to various tax credit funds, which have third party investors, and for which RJTCF serves as the managing member or general partner. RJTCF typically sells these investments within 90 days of their acquisition, and the proceeds from the sales are used to repay RJTCF's borrowings. Subsequent to quarter end, the Company made a commitment to purchase and potentially hold up to \$75 million of unsold interests in one of RJTCF's current fund offerings. In such an event, the Company would expect to resell these interests to other investors, however the holding period of these interests could be much longer than 90 days. Additionally, RJTCF may make short-term loans or advances to project partnerships on behalf of the tax credit funds in which it serves as managing member or general partner. At June 30, 2008, cash funded to invest in either loans or investments in project partnerships was \$29.7 million. At June 30, 2008, RJTCF is also committed to additional future fundings of \$53.2 million related to project partnerships that have not yet been sold to various tax credit funds (including the fund offering mentioned previously that the Company made a commitment to purchase and potentially hold up to \$75 million of unsold interests). The Company and RJTCF also issue certain guarantees to various third parties related to project partnerships, interests in which have been or are expected to be sold to one or more tax credit funds under RJTCF's management. In some instances, RJTCF is not the primary guarantor of these obligations which aggregate to a cumulative maximum obligation of approximately \$16.1 million as of June 30, 2008.

The Company was required to enter into two agreements, both with Raymond James Trust, National Association and one with the Office of the Controller of the Currency ("OCC"), as a condition to the conversion of Raymond James Trust Company, now known as Raymond James Trust, National Association, ("RJT") from a state to a federally chartered institution. The conversion was effective January 1, 2008. Effective July 1, 2008, the Company merged its second state-chartered trust company, Raymond James Trust Company West, into RJT. Under those agreements, the Company is obligated to provide RJT with sufficient capital in a form acceptable to the OCC to meet and maintain the capital and liquidity requirements commensurate with RJT's risk profile for its conversion and any subsequent requirements of the OCC. The conversion expands RJT's market nationwide, while substituting federal for multiple state regulatory oversight. RJT's federal charter limits it to fiduciary activities. Thus, capital requirements are not expected to be significant. Based on current projections, RJT's existing capital is expected to be sufficient for the foreseeable future.

Raymond James Yatrym Menkul Kyymetler A. S., ("RJY"), the Company's Turkish affiliate, was assessed for the year 2001 approximately \$6.8 million by the Turkish tax authorities. The authorities applied a significantly different methodology than in the prior year's audit which the Turkish tax court and Council of State affirmed. RJY is vigorously contesting most aspects of this assessment and has sought reconsideration of the Turkish Council of State. The Turkish tax authorities, utilizing the 2001 methodology, assessed RJY \$5.7 million for 2002, which is also being challenged. Audits of 2003 and 2004 are anticipated and their outcome is unknown in light of the change in methodology and the pending litigation. The Company has recorded a provision for loss in its consolidated financial statements for its net equity interest in this joint venture. As of June 30, 2008, RJY had total capital of approximately \$9.3 million, of which the Company owns approximately 50%.

In connection with auction rate securities ("ARS"), the Company's primary broker dealers, RJA and RJFS, have been subject to ongoing examinations by the Securities and Exchange Commission ("SEC") and the New York Attorney General's Office. The Company is also named in a class action similar to that filed against a number of brokerage firms alleging various securities law violations. The Company has no other litigation pending involving auction rate securities. The Company announced in April 2008 that customers held approximately \$1.9 billion of ARS which as of June 30, 2008 had declined to approximately \$1.3 billion due to the redemption and refinancing of ARS.

The Company is a defendant or co-defendant in various lawsuits and arbitrations incidental to its securities business. The Company is contesting the allegations in these cases and believes that there are meritorious defenses in each of these lawsuits and arbitrations. In view of the number and diversity of claims against the Company, the number of jurisdictions in which litigation is pending and the inherent difficulty of predicting the outcome of litigation and other claims, the Company cannot state with certainty what the eventual outcome of pending litigation or other claims will be. In the opinion of the Company's management, based on current available information, review with outside legal counsel, and consideration of amounts provided for in the accompanying consolidated financial statements with respect to these matters, ultimate resolution of these matters will not have a material adverse impact on the Company's financial position or results of operations. However, resolution of one or more of these matters may have a material effect on the results of operations in any future period, depending upon the ultimate resolution of those matters and upon the level of income for such period.

## NOTE 12 - CAPITAL TRANSACTIONS:

The following table presents information on a monthly basis for purchases of the Company's stock for the quarter ended June 30, 2008:

Period	Number of Shares Purchased (1)	Average Price Per Share
April 1, 2008 – April 30, 2008	-	-
May 1, 2008 – May 31, 2008	-	-
June 1, 2008 – June 30, 2008	397	\$28.55
Total	397	\$28.55

(1) The Company does not have a formal stock repurchase plan. On May 20, 2004, the Board of Directors authorized \$75 million for repurchases pursuant to prior authorization from the Board of Directors. During March 2008, the Company exhausted this authorization. On March 11, 2008, the Board of Directors authorized an additional \$75 million for repurchases at the discretion of the Board's Share Repurchase Committee. Since May 2004, 3,355,961 shares have been repurchased for a total of \$77.4 million, leaving \$72.6 million available to repurchase shares. Historically the Company has considered such purchases when the price of its stock approaches 1.5 times book value or when employees surrender shares as payment for option exercises. The decision to repurchase shares is subject to cash availability and other factors. Accordingly, the Company purchased 2,634,833 shares in open market transactions for the nine months ended June 30, 2008. During the nine months ended June 30, 2008, 241,614 shares were purchased for the trust fund that was established and funded to acquire Company common stock in the open market to be used to settle restricted stock units granted as a retention vehicle for certain employees of the Company's wholly owned Canadian subsidiary (see Note 17 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007 for more information on this trust fund). The Company also purchased 397 shares that were surrendered by employees as payment for option exercises during the three months ended June 30, 2008.

## NOTE 13 – SHARE-BASED COMPENSATION:

The Company applies the provisions of SFAS No. 123R, "Share-Based Payment", to account for share-based awards made to employees and directors. This pronouncement requires the measurement and recognition of compensation expense for all share-based awards made to employees and directors to be based on estimated fair values. The Company's share-based employee and outside director compensation plans are described more fully in Note 17 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007. The Company's net income for the three and nine months ended June 30, 2008 includes \$8.2 million and \$26.7 million, respectively, of compensation costs and \$2.7 million and \$8.4 million, respectively of income tax benefits related to the Company's share-based awards to employees and members of its Board of Directors. The Company's net income for the three and nine months ended June 30, 2007 includes \$7.1 million and \$20.7 million, respectively, of compensation costs and \$2.3 million and \$6.2 million, respectively of income tax benefits related to the Company's share-based awards to employees and members of its Board of Directors.

During the three months ended June 30, 2008, the Company granted 2,400 stock options and 187,767 shares of restricted stock to employees under its share-based employee compensation plans. During the nine months ended June 30, 2008, the Company granted 1,490,450 stock options, 1,108,791 shares of restricted stock and 240,483 restricted stock units to employees under its share-based employee compensation plans. During the nine months ended June 30, 2008, 17,500 stock options were granted to outside directors. Restricted stock grants under the 2007 Stock Bonus Plan and the 2005 Restricted Stock Plan are limited to 750,000 and 1,350,000 shares, respectively, per fiscal year.

The weighted-average grant-date fair value of stock options granted to employees and directors during the three and nine months ended June 30, 2008 was \$7.59 and \$8.24 per share, respectively. Pre-tax unrecognized compensation expense for stock options granted to employees and outside directors, net of estimated forfeitures, was \$15.3 million as of June 30, 2008, and will be recognized as expense over a weighted-average period of approximately 2.9 years.

The weighted-average grant-date fair value of restricted stock granted to employees during the three and nine months ended June 30, 2008 was \$24.71 and \$30.15 per share, respectively. Pre-tax unrecognized compensation expense for unvested restricted stock granted to employees, net of estimated forfeitures, was \$61.9 million as of June 30, 2008, and will be recognized as expense over a weighted-average period of approximately 2.9 years.

The weighted-average grant-date fair value of restricted stock units granted to employees during the nine months ended June 30, 2008 was \$30.29 per share. Pre-tax unrecognized compensation expense for unvested restricted stock units granted to employees, net of estimated forfeitures, was \$6.4 million as of June 30, 2008, and will be recognized as expense over a weighted-average period of approximately 1.5 years.

Under one of its non-qualified fixed stock option plans, the Company may grant stock options to its independent contractor Financial Advisors. In addition, the Company may grant restricted stock units or restricted shares of common stock to its independent contractor Financial Advisors under one of its restricted stock plans. The Company accounts for share-based awards to its independent contractor Financial Advisors in accordance with EITF No. 96-18, "Accounting for Equity Instruments That are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services" and EITF 00-19, "Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock" (see Note 18 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007 for more information). Due to the increase in the value of the Company's common stock during the quarter ended June 30, 2008, the Company's net income for the three months ended June 30, 2008 includes \$2.6 million and \$1.0 million, respectively, of compensation costs and income tax benefits related to the Company's share-based awards to its independent contractor Financial Advisors. Due to the decline in the value of the Company's common stock during the nine months ended June 30, 2008, the Company's net income for the nine months ended June 30, 2008 includes \$2.1 million and \$0.8 million, respectively, of reductions in compensation expense and income tax benefits related to the Company's share-based awards to its independent contractor Financial Advisors. The Company's net income for the three and nine months ended June 30, 2007 includes \$1.9 million and \$4.8 million, respectively, of compensation costs and \$0.7 million and \$1.8 million, respectively, of income tax benefits related to the Company's share-based plans available for awards to its independent contractor Financial Advisors.

During the three months ended June 30, 2008, the Company granted 27,332 shares of restricted stock to its independent contractor Financial Advisors. During the nine months ended June 30, 2008, the Company granted 48,000 stock options and 72,651 shares of restricted stock to its independent contractor Financial Advisors.

As of June 30, 2008, there was \$3.0 million of total unrecognized pre-tax compensation cost related to unvested stock options granted to its independent contractor Financial Advisors based on an estimated weighted-average fair value of \$7.79 per share at that date. These costs are expected to be recognized over a weighted average period of approximately 2.9 years.

As of June 30, 2008, there was \$2.6 million of total unrecognized pre-tax compensation cost related to unvested restricted stock granted to its independent contractor Financial Advisors based on an estimated fair value of \$26.39 per share at that date. These costs are expected to be recognized over a weighted average period of approximately 4 years.

#### NOTE 14 - REGULATIONS AND CAPITAL REQUIREMENTS:

Certain broker-dealer subsidiaries of the Company are subject to the requirements of the Uniform Net Capital Rule (Rule 15c3-1) under the Securities Exchange Act of 1934. RJA, a member firm of the Financial Industry Regulatory Authority ("FINRA"), is also subject to the rules of FINRA, whose requirements are substantially the same. Rule 15c3-1 requires that aggregate indebtedness, as defined, not exceed 15 times net capital, as defined. Rule 15c3-1 also provides

for an “alternative net capital requirement”, which RJA, Raymond James Financial Services, Inc. (“RJFS”), Heritage Fund Distributors, Inc. (“HFD”), and Raymond James (USA) Ltd. (“RJ(USA)”) have elected. It requires that minimum net capital, as defined, be equal to the greater of \$250,000 or two percent of Aggregate Debit Items arising from client transactions. FINRA may require a member firm to reduce its business if its net capital is less than four percent of Aggregate Debit Items and may prohibit a member firm from expanding its business and declaring cash dividends if its net capital is less than five percent of Aggregate Debit Items. The net capital position of RJA at June 30, 2008 and September 30, 2007 was as follows:

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	June 30, 2008	September 30, 2007
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(\$ in 000's)

## Raymond James &amp; Associates, Inc.:

(Alternative Method Elected)

## Net Capital as a Percent of Aggregate

Debit Items	19.27%	21.94%
Net Capital	\$ 320,567	\$ 332,873
Less: Required Net Capital	(33,268)	(30,344)
Excess Net Capital	\$ 287,299	\$ 302,529

At June 30, 2008 and September 30, 2007, RJFS had no Aggregate Debit Items and therefore the minimum net capital of \$250,000 was applicable. The net capital position of RJFS at June 30, 2008 and September 30, 2007 was as follows:

	June 30, 2008	September 30, 2007
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(in 000's)

## Raymond James Financial Services, Inc.:

(Alternative Method Elected)

Net Capital	\$ 59,702	\$ 70,583
Less: Required Net Capital	(250)	(250)
Excess Net Capital	\$ 59,452	\$ 70,333

At June 30, 2008 and September 30, 2007, HFD had no Aggregate Debit Items and therefore the minimum net capital of \$250,000 was applicable. The net capital position of HFD at June 30, 2008 and September 30, 2007 was as follows:

	June 30, 2008	September 30, 2007
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(in 000's)

## Heritage Fund Distributors, Inc.:

(Alternative Method Elected)

Net Capital	\$ 2,359	\$ 6,039
Less: Required Net Capital	(250)	(250)
Excess Net Capital	\$ 2,109	\$ 5,789

The net capital position of RJ(USA) at June 30, 2008 and September 30, 2007 was as follows:

	June 30, 2008	September 30, 2007
	(\$ in 000's)	
Raymond James (USA) Ltd.:		
(Alternative Method Elected)		
Net Capital as a Percent of Aggregate Debit Items	96.44%	23.00%
Net Capital	\$ 3,762	\$ 3,418
Less: Required Net Capital	(250)	(299)
Excess Net Capital	\$ 3,512	\$ 3,119

At June 30, 2008 and September 30, 2007, RJ(USA) had Aggregate Debit Items of \$3,901,000 and \$14,967,000. The minimum capital required was the greater of \$250,000 or 2% of Aggregate Debit Items. The capital required for June 30, 2008 and September 30, 2007 was \$250,000 and \$299,000, respectively.

RJ Ltd. is subject to the Minimum Capital Rule (Dealer Member Rule No. 17 of the Investment Industry Regulatory Organization of Canada ("IIROC")) and the Early Warning System (Dealer Member Rule No. 30 of the IIROC). The Minimum Capital Rule requires that every member shall have and maintain at all times Risk Adjusted Capital greater than zero calculated in accordance with Form 1 (Joint Regulatory Financial Questionnaire and Report) and with such requirements as the Board of Directors of the IIROC may from time to time prescribe. Insufficient Risk Adjusted Capital may result in suspension from membership in the stock exchanges or the IIROC.



The Early Warning System is designed to provide advance warning that a member firm is encountering financial difficulties. This system imposes certain sanctions on members who are designated in Early Warning Level 1 or Level 2 according to their capital, profitability, liquidity position, frequency of designation or at the discretion of the IIROC. Restrictions on business activities and capital transactions, early filing requirements, and mandated corrective measures are sanctions that may be imposed as part of the Early Warning System. The Company was not in Early Warning Level 1 or Level 2 at June 30, 2008 or September 30, 2007. The Risk Adjusted Capital of RJ Ltd. at June 30, 2008 and September 30, 2007 was as follows (in Canadian dollars):

	June 30, 2008	September 30, 2007
	(in 000's)	
<b>Raymond James Ltd.:</b>		
Risk Adjusted Capital before minimum	\$ 51,517	\$ 47,974
Less: Required Minimum Capital	(250)	(250)
Risk Adjusted Capital	\$ 51,267	\$ 47,724

The Company's other domestic and international broker-dealers are in compliance with and meet all net capital requirements.

RJBank is subject to various regulatory and capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory - and possibly additional discretionary - actions by regulators. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, RJBank must meet specific capital guidelines that involve quantitative measures of RJBank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. RJBank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require RJBank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I Capital (as defined in the regulations) to risk-weighted assets (as defined). Management believes that, as of June 30, 2008, RJBank meets all capital adequacy requirements to which it is subject.

As of June 30, 2008, the most recent notification from the Office of Thrift Supervision categorized RJBank as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized", RJBank must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed RJBank's category.

	Actual		Requirement for capital adequacy purposes		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(\$ in 000's)					

As of June 30, 2008:

Total Capital (to Risk-Weighted Assets)	\$ 624,732	10.2%	\$ 491,984	8.0%	\$ 614,980	10.0%
Tier I Capital (to Risk-Weighted Assets)	547,909	8.9%	245,992	4.0%	368,988	6.0%
Tier I Capital (to Adjusted Assets)	547,909	6.5%	335,124	4.0%	418,905	5.0%

As of September 30,  
2007:

Total Capital (to Risk-Weighted Assets)	\$ 420,704	10.1%	\$ 332,832	8.0%	\$ 416,040	10.0%
Tier I Capital (to Risk-Weighted Assets)	368,699	8.9%	166,416	4.0%	249,624	6.0%
Tier I Capital (to Adjusted Assets)	368,699	5.8%	253,048	4.0%	316,309	5.0%

## NOTE 15 - FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK:

RJBank has outstanding at any time a significant number of commitments to extend credit and other credit-related off-balance sheet financial instruments such as standby letters of credit and loan purchases. These arrangements are subject to strict credit control assessments and each customer's credit worthiness is evaluated on a case-by-case basis. A summary of commitments to extend credit and other credit-related off-balance sheet financial instruments outstanding at June 30, 2008 and September 30, 2007, is as follows:

	June 30, 2008	September 30, 2007
	(in 000's)	
Standby Letters of Credit	\$ 229,810	\$ 100,397
Open End Consumer Lines of Credit	41,988	27,871
Commercial Lines of Credit	1,345,688	1,218,690
Unfunded Loan Commitments - Variable Rate (1)	570,643	397,752
Unfunded Loan Commitments - Fixed Rate	6,956	12,831

(1) Includes commitments to purchase pools of adjustable rate whole first mortgage loans.

Because many loan commitments expire without being funded in whole or part, the contract amounts are not estimates of future cash flows.

Credit risk represents the accounting loss that would be recognized at the reporting date if counterparties failed completely to perform as contracted. The credit risk amounts are equal to the contractual amounts, assuming that the amounts are fully advanced and that the collateral or other security is of no value. RJBank uses the same credit approval and monitoring process in extending loan commitments and other credit-related off-balance sheet instruments as it does in making loans.

RJBank's policy is generally to require customers to provide collateral at the time of closing. The amount of collateral obtained, if it is deemed necessary by RJBank upon extension of credit, is based on RJBank's credit evaluation of the borrower. Collateral held varies but may include accounts receivable, inventory, real estate, and income producing commercial properties.

In the normal course of business, RJBank issues, or participates in the issuance of, financial standby letters of credit whereby it provides an irrevocable guarantee of payment in the event the letter of credit is drawn down by the beneficiary. As of June 30, 2008, \$229.8 million of such letters of credit were outstanding. Of the letters of credit outstanding, \$227.5 million are underwritten as part of a larger corporate credit relationship. In the event that a letter of credit is drawn down, RJBank would pursue repayment from the debtor under the existing borrowing relationship, or would liquidate collateral, or both. The proceeds from repayment or liquidation of collateral are expected to satisfy the maximum potential future amount of any payments of amounts drawn down under the existing letters of credit. The credit risk involved in issuing letters of credit is essentially the same as that involved with extending loan

commitments to clients, and accordingly, RJBank uses a credit evaluation process and collateral requirements similar to those for loan commitments.

See Note 20 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007 for more information regarding the Company's financial instruments with off-balance sheet risk.

## NOTE 16 – EARNINGS PER SHARE:

The following table presents the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	June 30, 2008	June 30, 2007	June 30, 2008	June 30, 2007
	(in 000's, except per share amounts)			
Net Income	\$ 69,938	\$ 68,353	\$ 185,970	\$ 187,463
Weighted Average Common Shares Outstanding During the Period	115,633	116,135	116,573	115,353
Dilutive Effect of Stock Options and Awards (1)	2,639	3,005	2,639	3,072
Weighted Average Diluted Common Shares (1)	118,272	119,140	119,212	118,425
Net Income per Share – Basic	\$ 0.60	\$ 0.59	\$ 1.59	\$ 1.63
Net Income per Share - Diluted (1)	\$ 0.59	\$ 0.57	\$ 1.56	\$ 1.58
Securities Excluded from Weighted Average Diluted Common Shares Because Their Effect Would Be Antidilutive	3,623	694	3,045	1,247

(1) Diluted earnings per share is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include stock options, units and awards.

## NOTE 17 – SEGMENT ANALYSIS:

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company currently operates through the following eight business segments: Private Client Group; Capital Markets; Asset Management; RJBank; Emerging Markets; Stock Loan/Borrow; Proprietary Capital and various corporate activities combined in the "Other" segment. In the quarter ended September 30, 2007, a new segment was established: Proprietary Capital. The components of this segment were previously included in Asset Management and Other. Reclassifications have been made in the segment disclosure for previous periods to conform to this

presentation. The business segments are based upon factors such as the services provided and the distribution channels served and are consistent with how the Company assesses performance and determines how to allocate resources throughout the Company and its subsidiaries. The financial results of the Company's segments are presented using the same policies as those described in Note 1 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007. Segment data includes charges allocating corporate overhead and benefits to each segment. Intersegment revenues, charges, receivables and payables are eliminated between segments upon consolidation.

The Private Client Group segment includes the retail branches of the Company's broker-dealer subsidiaries located throughout the U.S., Canada and the United Kingdom. These branches provide securities brokerage services including the sale of equities, mutual funds, fixed income products and insurance products to their individual clients. The segment includes net interest earnings on client margin loans and cash balances. Additionally, this segment includes the correspondent clearing services that the Company provides to other broker-dealer firms.

The Capital Markets segment includes institutional sales and trading in the U.S., Canada and Europe. It provides securities brokerage, trading, and research services to institutions with an emphasis on the sale of U.S. and Canadian equities and fixed income products. This segment also includes the Company's management of and participation in underwritings, merger and acquisition services, public finance activities, and the operations of Raymond James Tax Credit Funds, Inc.

The Asset Management segment includes investment portfolio management services of Eagle Asset Management, Inc., Eagle Boston Investment Management, Inc., and Raymond James Consulting Services (RJA's asset management services division), mutual fund management by Heritage Asset Management, Inc., and trust services of Raymond James Trust, National Association, and Raymond James Trust Company West. In addition to the asset management services noted above, this segment also offers fee-based programs to clients who have contracted for portfolio management services from outside money managers.

RJBank is a separate segment, which provides consumer, residential, and commercial loans, as well as FDIC-insured deposit accounts to clients of the Company's broker-dealer subsidiaries and to the general public.

The Emerging Markets segment includes various joint ventures in Turkey and Latin America. These joint ventures operate in securities brokerage, investment banking and asset management.

The Stock Loan/Borrow segment involves the borrowing and lending of securities from and to other broker-dealers, financial institutions and other counterparties, generally as an intermediary.

The Proprietary Capital segment consists of the Company's principal capital and private equity activities including: various direct and third party private equity and merchant banking investments (including Raymond James Capital, Inc., a captive merchant banking business), short-term special situation mezzanine and bridge investments, the EIF Funds, and three private equity funds sponsored by the Company: Raymond James Capital Partners, L.P., Ballast Point Ventures, L.P., and Ballast Point Ventures II, L.P.

The Other segment includes certain corporate activities of the Company.

Information concerning operations in these segments of business is as follows:

	Three Months Ended		Nine Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2008	2007	2008	2007
	(in 000's)			
<b>Revenues:</b>				
Private Client Group	\$ 472,843		\$ 1,488,871	
Capital Markets	147,047	146,383	386,009	373,508
Asset Management	57,629	58,094	179,826	173,652
RJBank	96,222	79,221	303,945	186,000
Emerging Markets	10,339	14,676	32,985	43,126
Stock Loan/Borrow	6,728		29,015	
Proprietary Capital	16,134	19,573		49,284
Other	1,806	6,715	18,475	11,917
		(1,384)	5,947	11,342
<b>Total Revenues</b>	<b>\$ 808,748</b>	<b>\$ 822,753</b>	<b>\$ 2,445,073</b>	<b>\$ 2,270,653</b>

## Income Before Provision for Income Taxes:

Private Client Group	\$ 36,654		\$ 143,478	
Capital Markets	27,882	25,571	41,722	53,022
Asset Management	13,365	16,480	45,050	46,520
RJBank	37,957	8,729	78,622	24,962
Emerging Markets	(348)	(2,931)	(1,618)	1,674
Stock	1,893		4,827	
Loan/Borrow		1,421		2,995
Proprietary Capital	5,794	4,400	4,563	4,617
Other	(8,079)	70	(12,951)	1,302
Pre-Tax Income	\$ 115,118	\$ 109,898	\$ 303,693	\$ 296,619



	Three Months Ended		Nine Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2008	2007	2008	2007
	(in 000's)			
Net Interest Income (Expense):				
Private Client Group	\$ 22,205	\$ 31,710	\$ 70,896	\$ 92,729
Capital Markets	638	(2,265)	1,048	(6,309)
Asset Management	145	359	928	1,021
RJBank	63,922	22,498	147,109	55,712
Emerging Markets	240	808	1,950	2,219
Stock Loan/Borrow	2,338	2,344	7,027	6,496
Proprietary Capital	152	289	1,160	915
Other	571	1,855	5,546	9,570
Net Interest Income	\$ 90,211	\$ 57,598	\$ 235,664	\$ 162,353

The following table presents the Company's total assets on a segment basis:

	June 30,	September 30,
	2008	2007
	(in 000's)	
Total Assets:		
Private Client Group *	\$ 6,874,482	\$ 6,608,059
Capital Markets **	1,399,285	1,533,273
Asset Management	78,029	95,894
RJBank	8,339,757	6,312,966
Emerging Markets	82,271	104,238
Stock Loan/Borrow	1,186,139	1,302,937
Proprietary Capital	167,082	115,062
Other	152,143	181,739
Total	\$ 18,279,188	\$ 16,254,168

\* Includes \$46 million of goodwill allocated pursuant to SFAS No. 142, "Goodwill and Other Intangible Assets".

\*\* Includes \$17 million of goodwill allocated pursuant to SFAS No. 142.

The Company has operations in the U.S., Canada, Europe and joint ventures in Turkey and Latin America. Substantially all long-lived assets are located in the U.S. Revenues, classified by the major geographic areas in which they are earned, were as follows:

	Three Months Ended		Nine Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2008	2007	2008	2007
	(in 000's)			
<b>Revenues:</b>				
United States	\$ 717,014	\$ 732,547	\$ 2,164,936	\$ 2,013,485
Canada	69,804	63,551	203,832	177,651
Europe	13,159	12,682	45,764	38,957
Other	8,771	13,973	30,541	40,560
Total	\$ 808,748	\$ 822,753	\$ 2,445,073	\$ 2,270,653

The Company has \$10.3 million invested, net of a \$4.6 million reserve for its Turkish joint venture interest, in emerging market joint ventures, which carry greater risk than amounts invested in developed markets.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Business and Total Company Overview

The following Management's Discussion and Analysis is intended to help the reader understand the results of operations and the financial condition of the Company. Management's Discussion and Analysis is provided as a supplement to, and should be read in conjunction with, the Company's financial statements, and accompanying notes to the financial statements.

Historically, the Company's overall results have been highly correlated to the activity levels in the U.S. equity markets. Active securities markets, a steep, positively sloping yield curve and upward movements in equity indices have a positive impact, while volatile interest rates and disruption in credit markets have a negative impact on brokerage results. As Raymond James Bank ("RJBANK") continues to grow and a greater percentage of the firm's revenues come from interest earnings and recurring asset based fees, results have become somewhat more insulated from these market influences. The Company is currently operating in a challenging environment: indications of a possible recession and financial services industry issues related to credit quality, auction rate securities and liquidity are negatively impacting activity levels, and the current equity market conditions continue to dampen investment banking activity. However, positive Financial Advisor recruiting results (especially in the employee subsidiary), increased institutional commissions, and continued loan growth coupled with improved interest rate spreads at RJBANK had a positive impact on results and should position the Company well for future periods. The Company also had strong trading profits and capital gains on proprietary investments in the current quarter.

## Segments

The Company currently operates through the following eight business segments: Private Client Group; Capital Markets; Asset Management; Raymond James Bank; Emerging Markets; Stock Loan/Borrow, Proprietary Capital and certain corporate activities in the Other segment.

The following table presents the gross revenues and pre-tax earnings of the Company on a segment basis for the periods indicated:

	June 30, 2008	Three Months Ended June 30, 2007	Percentage Change
		(in 000's)	
<b>Total Company</b>			
Revenues	\$ 808,748	\$ 822,753	(2%)
Pre-tax Earnings	\$ 115,118	\$ 109,898	5%
<b>Private Client Group</b>			
Revenues	472,843	499,475	(5%)
Pre-tax Earnings	36,654	56,158	(35%)
<b>Capital Markets</b>			
Revenues	147,047	146,383	0%
Pre-tax Earnings	27,882	25,571	9%
<b>Asset Management</b>			
Revenues	57,629	58,094	(1%)
Pre-tax Earnings	13,365	16,480	(19%)
<b>Raymond James Bank</b>			
Revenues	96,222	79,221	21%
Pre-tax Earnings	37,957	8,729	335%
<b>Emerging Markets</b>			
Revenues	10,339	14,676	(30%)
Pre-tax Loss	(348)	(2,931)	88%
<b>Stock Loan/Borrow</b>			
Revenues	6,728	19,573	(66%)
Pre-tax Earnings	1,893	1,421	33%
<b>Proprietary Capital</b>			
Revenues	16,134	6,715	140%
Pre-tax Earnings	5,794	4,400	32%
<b>Other</b>			
Revenues	1,806	(1,384)	230%
Pre-tax (Loss)Earnings	(8,079)	70	(11,641%)



## Results of Operations – Three Months Ended June 30, 2008 Compared with the Three Months Ended June 30, 2007

## Total Company

Total Company net revenues increased 8% to \$742.0 million from \$688.7 million in the prior year. Net interest earnings increased 57% or \$32.6 million with net income up 2% from the prior year quarter. The current year results include increased net interest income, positive trading results, a write-up on proprietary capital investments, and increased institutional commissions, net of increased non-interest expenses. The Company's effective tax rate for the quarter continues to be higher than it has been for the previous quarters primarily as a result of the current year nondeductible unrealized loss on the Company's corporate owned life insurance investment, in contrast to the gain in the prior year. It is currently anticipated that the annual tax rate will be 2% higher than the prior year. Diluted net income was \$0.59 per share, versus \$0.57 per share in the prior year quarter.

## Net Interest Analysis

The following table presents average balance data and interest income and expense data for the Company, as well as the related net interest income. The respective average rates are presented on an annualized basis.

	Three Months Ended					
	June 30, 2008		June 30, 2007			
	Average Balance	Interest Inc./Exp.	Average Yield/ Cost	Average Balance	Interest Inc./Exp.	Average Yield/ Cost
(\$ in 000's)						
<b>Interest-Earning Assets:</b>						
Margin Balances	\$1,575,228	\$ 17,662	4.48%	\$1,423,603	\$ 27,116	7.62%
<b>Assets Segregated Pursuant to Regulations and Other</b>						
Segregated Assets	4,072,571	21,381	2.10%	3,732,500	49,269	5.28%
<b>Interest-Earning Assets</b>						
of RJBank (1)	8,286,161	97,692	4.72%	5,243,979	78,939	6.02%
Stock Borrow		6,728			19,573	
<b>Interest-Earning Assets of Variable Interest Entities</b>						
Other		13,347			16,620	
<b>Total Interest Income</b>						
		156,935			191,691	
<b>Interest-Bearing Liabilities:</b>						
Client Interest Program	\$5,211,264	20,827	1.60%	\$4,616,939	50,795	4.40%

Interest-Bearing Liabilities of RJBank (1)	7,796,117	33,770	1.73%	4,897,454	56,441	4.61%
Stock Loan		4,390			17,229	
Interest-Bearing Liabilities of Variable Interest Entities		973			1,842	
Other		6,764			7,786	
Total Interest Expense		66,724			134,093	
Net Interest Income		\$ 90,211			\$ 57,598	

(1) See Raymond James Bank section in Item 2 of Part I for details.

Net interest increased \$32.6 million, or 57%, over the same quarter in the prior year. RJBANK's net interest increased \$41.4 million, or 184%, while net interest in the Private Client Group declined \$9.5 million, or 30%. RJBANK benefited not only from the continued growth of its loan portfolio but also from increased spreads. There were two specific factors which enhanced the interest rate spreads at RJBANK as follows: (1) as rates were declining over the quarter, a larger spread was realized on a large portion of the 5/1 adjustable rate mortgage portfolio that is still in its fixed rate period; and (2) RJBANK benefited from a historically high LIBOR rate (used for pricing the entire corporate loan portfolio) relative to RJBANK's cost of funds, which are Fed funds based. As a result, RJBANK had an interest rate spread of close to 3% which is not sustainable and is approximately 30 to 50 basis points above what might be expected on an ongoing basis.

Average client margin balances increased \$152 million (11%) and assets segregated pursuant to regulations increased \$340 million over the same quarter of the prior year. Customer cash balances held in the Client Interest Program increased \$594 million despite the sweep of \$550 million to RJBANK in late March 2008. Net interest in the Private Client Group was negatively impacted by the sweep of customer deposits to RJBANK in late March and by lower spreads. This segment is negatively impacted by interest rate cuts as the rate is lowered immediately on the interest earning assets while the lowering of the interest rate paid to clients occurs over a period of weeks to remain competitive with money market fund yields.

#### Private Client Group

The Private Client Group ("PCG") segment includes the retail branches of the Company's broker-dealer subsidiaries located throughout the United States, Canada, and the United Kingdom. The Private Client Group Financial Advisors provide securities brokerage services including the sale of equity securities, mutual funds, fixed income instruments, annuities and insurance products. This segment accounted for 58% of the Company's revenues for the three months ended June 30, 2008. It generates revenues principally through commissions charged on securities transactions, fees from wrap fee investment accounts and the interest revenue generated from client margin loans and cash balances. The Company primarily charges for the services provided to its Private Client Group clients based on commission schedules or through asset based advisory fees.

The success of the Private Client Group is dependent upon the quality and integrity of its Financial Advisors and support personnel and the Company's ability to attract, retain, and motivate a sufficient number of these associates. The Company faces competition for qualified associates from major financial services companies, including other brokerage firms, insurance companies, banking institutions, and discount brokerage firms. The Company currently offers several affiliation alternatives for Financial Advisors ranging from the traditional branch setting, under which the Financial Advisors are employees of the Company and the costs associated with running the branch are incurred by the Company, to the independent contractor model, under which the Financial Advisors are responsible for all of their own direct costs. Accordingly, the independent contractor Financial Advisors are paid a larger percentage of commissions and fees. By offering alternative models to potential and existing Financial Advisors, the Company is able to effectively compete with a wide variety of other brokerage firms for qualified Financial Advisors, as Financial Advisors can choose the model that best suits their practice and profile. For the past several years, the Company has focused on increasing its minimum production standards and recruiting Financial Advisors with high average production. The following table presents a summary of Private Client Group Financial Advisors as of the periods indicated:

	June 30, June 30,		
	Independent	2008	2007
Employee Contractors	Total	Total	Total

Private Client Group -  
Financial Advisors:



RJA	1,159	-	1,159	1,054
RJFS	-	3,114	3,114	3,074
RJ Ltd.	193	164	357	325
RJIS	-	86	86	76
Total Financial Advisors	1,352	3,364	4,716	4,529

The Private Client Group Segment continues to be positively impacted by the successful recruiting of employee Financial Advisors and increased Financial Advisor productivity. RJA added a net 105 Financial Advisors versus June of the prior year, as the Company continued to benefit from brokerage industry unrest. Average annual production per RJA Financial Advisor increased 12% from \$465,000 to \$520,000 and average annual production per RJFS Financial Advisor also increased 12% from \$300,000 to \$336,000 over the same quarter prior year. RJ Ltd. added 32 Financial Advisors versus the prior June. These factors are being offset by the poor equity market environment. As a result, PCG commissions were essentially flat with the prior year quarter.

The pre-tax segment results declined 35% versus the prior year on flat net revenues. The segment results were impacted by a \$9.5 million decline in net interest income from the prior year primarily due to declining interest rates which compressed net interest earnings despite higher client balances. In addition, the business margins continue to be negatively impacted by the expenses associated with successful recruiting, including commission concessions, the expense associated with the amortization of advances, account transfer fees, new branch expenses and additional support staff.

### Capital Markets

The Capital Markets segment includes institutional sales and trading in the United States, Canada, and Europe; management of and participation in underwritings; financial advisory services including private placements and merger and acquisition services; public finance activities; and the syndication and related management of investment partnerships designed to yield returns in the form of low-income housing tax credits to institutions. The Company provides securities brokerage services to institutions with an emphasis on the sale of U.S. and Canadian equities and fixed income products. Institutional sales commissions accounted for 63% of the segment's revenues and are driven primarily through trade volume, resulting from a combination of general market activity and by the Capital Markets group's ability to find attractive investment opportunities and promote those opportunities to potential and existing clients. Revenues from investment banking activities are driven principally by the number and the dollar value of the transactions with which the Company is involved. This segment also includes trading of taxable and tax-exempt fixed income products, as well as equity securities in the OTC and Canadian markets. This trading involves the purchase of securities from, and the sale of securities to, clients of the Company or other dealers who may be purchasing or selling securities for their own account or acting as agent for their clients. Profits and losses related to this trading activity are primarily derived from the spreads between bid and ask prices in the relevant market.

Capital Market's quarterly results increased approximately \$2.3 million, or 9%, from the comparable prior year quarter. Market conditions led to a \$17.5 million, or 23%, increase in commissions, with fixed income commissions up \$17 million, or 93%, over the prior year quarter. Total firm investment banking revenues were down \$15.6 million, or 30%. Trading profits were higher than normal at \$11 million, a combination of \$12.9 million in fixed income trading profits and the continued domestic equity trading and RJ Ltd. losses related to facilitating customer trades. In the prior year quarter, the Company had trading profits of \$6 million. Given the retraction in the market for low-income housing tax credit investments, RJTCF anticipates a decrease in its profitability for fiscal year 2008 as compared to the prior fiscal year.

	Three Months Ended	
	June 30, 2008	June 30, 2007
Number of managed/co-managed public equity offerings:		
United States	18	22
Canada	7	14
Total dollars raised (in 000's):		
United States	\$ 2,805,844	\$ 5,948,290
Canada (in U.S. dollars)	\$ 323,619	\$ 362,909

### Asset Management

The Asset Management segment includes investment portfolio management services, mutual fund management, private equity management, and trust services. Investment portfolio management services include both proprietary and selected outside money managers. The majority of the revenue for this segment is generated by the investment advisory fees related to asset management services for individual investment portfolios and mutual funds. These accounts are billed a fee based on a percentage of assets. Investment advisory fees are charged based on either a single point in time within the quarter, typically the beginning or end of a quarter, or the “average daily” balances of assets under management. The balance of assets under management is affected by both the performance of the underlying investments and the new sales and redemptions of client accounts/funds. Improving equity markets provide the Asset Management segment with the potential to improve revenues from investment advisory fees as existing accounts appreciate in value, in addition to individuals and institutions being more likely to commit new funds to the equity markets.

The following table presents the assets under management as of the dates indicated:

	June 30, 2008	March 31, 2008	December 31, 2007	June 30, 2007
Assets Under Management (in 000's):				
Eagle Asset Management, Inc.	\$ 13,305,076	\$ 13,038,733	\$ 14,224,337	\$ 14,266,727
Heritage Family of Mutual Funds	9,680,756	9,776,781	9,746,392	9,171,175
Raymond James Consulting Services	8,746,216	8,638,306	9,424,142	9,500,542
Eagle Boston Investment Management, Inc.	646,355	633,820	740,069	704,398
Freedom Accounts	8,460,404	8,173,769	8,388,208	7,558,255
Total Assets Under Management	\$ 40,838,807	\$ 40,261,409	\$ 42,523,148	\$ 41,201,097
Less: Assets Managed for Affiliated Entities	(5,006,486)	(4,878,202)	(5,249,550)	(5,069,619)
Total Third Party Assets Under Management	\$ 35,832,321	\$ 35,383,207	\$ 37,273,598	\$ 36,131,478

Total Company investment advisory fees were flat with the prior year quarter. Assets under management were bolstered by net sales, one of the impacts of positive PCG recruiting results, offset by market depreciation. The increased balances are predominantly in Heritage money market and Freedom accounts, with declines in Eagle and other equity based accounts. Expenses for the segment increased 6% versus the prior year quarter. Pre-tax margins were 23% versus 28% in the prior year quarter.

#### Raymond James Bank

RJBank provides residential, consumer, and corporate loans, as well as FDIC-insured deposit accounts, to clients of the Company's broker-dealer subsidiaries and to the general public. RJBank also purchases residential whole loan pools, and participates with other banks in corporate loan syndications. RJBank generates revenue principally through the interest income earned on the loans noted above and other investments, offset by the interest expense it incurs on client deposits and borrowings. RJBank's objective is to maintain a substantially duration-matched portfolio of assets and liabilities.

Gross revenues increased 21%, net revenues increased 174% and pre-tax profits at RJBank increased 335% compared to the same quarter in the prior year. Interest revenue at RJBank increased \$18.8 million with the loan balances nearly doubling from \$3.4 billion to \$6.7 billion and total assets increasing from \$5.4 billion to \$8.3 billion. Interest expense decreased \$22.7 million, or 40%, with deposits increasing 54% from \$5.0 billion to \$7.7 billion, as the average cost of funds decreased from 4.61% to 1.73%. The growth in loan balances at RJBank gave rise to an attendant increase in loan loss provisions; the provisions for loan loss and unfunded lending commitments were \$12.7 million compared to \$6.2 million in the prior year quarter. Net loan charge-offs for the quarter totaled \$5 million during the quarter, with

\$3.5 million related to the corporate loan portfolio and the remaining \$1.5 million related to residential loans. RJBank owns a portfolio of Available for Sale Securities that consists primarily of mortgage backed securities. During the quarter, one position was deemed to be other-than-temporarily impaired and a loss of \$2.8 million in income was recognized. As RJBank's loan portfolios and investments continue to grow and age, it is expected that RJBank will have a certain level of write-offs. RJBank has no exposure to subprime loans.

The following table presents average balance data and interest income and expense data for the Company's banking operations, as well as the related interest yields/costs, rates and interest spread for the periods indicated. The respective average rates are presented on an annualized basis.

	Three Months Ended					
	June 30, 2008			June 30, 2007		
	Average Balance	Interest Inc./Exp.	Average Yield/Cost	Average Balance	Interest Inc./Exp.	Average Yield/Cost
(\$ in 000's)						
(continued on next page)						
<b>Interest-Earning Banking Assets:</b>						
<b>Loans, Net of Unearned Income (1)</b>						
	\$ 6,503,401	\$ 83,342	5.13%	\$ 3,218,633	\$ 51,750	6.43%
<b>Reverse Repurchase Agreements</b>						
	914,945	4,891	2.14%	1,491,539	19,761	5.30%
<b>Agency Mortgage backed Securities</b>						
	264,947	1,994	3.01%	212,124	2,927	5.52%
<b>Non-agency Collateralized Mortgage Obligations</b>						
	378,353	6,049	6.40%	279,557	3,927	5.62%
<b>Money Market Funds, Cash and Cash Equivalents</b>						
	209,122	1,206	2.31%	33,399	443	5.31%
<b>FHLB Stock and Other</b>						
	15,393	210	5.46%	8,727	131	6.00%
<b>Total Interest-Earning Banking Assets</b>						
	8,286,161	97,692	4.72%	5,243,979	78,939	6.02%
<b>Non-Interest-Earning Banking Assets and Allowance for Loan Losses</b>						
	30,375			(4,386)		
<b>Total Banking Assets</b>						
	\$ 8,316,536			\$ 5,239,593		
<b>Interest-Bearing Banking Liabilities:</b>						
<b>Retail Deposits:</b>						
<b>Certificates of Deposit</b>						
	\$ 235,647	\$ 2,570	4.36%	\$ 237,282	\$ 2,749	4.63%
<b>Money Market, Savings, and NOW (2) Accounts</b>						
	7,484,016	30,348	1.62%	4,600,568	52,908	4.60%
<b>Loans purchased, not yet settled</b>						
	22,883	149	2.60%	-	-	-
<b>FHLB Advances</b>						
	53,571	703	5.25%	59,604	784	5.26%
<b>Total Interest-Bearing Banking Liabilities</b>						
	7,796,117	33,770	1.73%	4,897,454	56,441	4.61%
<b>Non-Interest-Bearing</b>						

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Banking Liabilities	13,898	20,805
Total Banking Liabilities	7,810,015	4,918,259
Total Banking Shareholder's Equity	506,521	321,334
Total Banking Liabilities and Shareholder's Equity	\$ 8,316,536	\$ 5,239,593

	Three Months Ended			
	June 30, 2008		June 30, 2007	
	Average Balance	Interest Inc./Exp.	Average Yield/ Cost Average Balance	Interest Inc./Exp. Average Yield/ Cost
	(\$ in 000's)			
	(continued)			
Excess of Interest- Earning Banking Assets Over Interest- Bearing Banking Liabilities/Net Interest Income	\$ 490,044	\$ 63,922	\$ 346,525	\$ 22,498
Bank Net Interest: Spread			2.99%	1.41%
Margin (Net Yield on Interest- Earning Bank Assets)			3.09%	1.72%
Ratio of Interest Earning Banking Assets to Interest- Bearing Banking Liabilities			106.29%	107.08%
Return On Average: Total Banking Assets			1.16%	0.42%
Total Banking Shareholder's Equity			18.98%	6.81%
Average Equity to Average Total Banking Assets			6.09%	6.13%

(1) Nonaccrual loans are included in the average loan balances. Payments or income received on impaired nonaccrual loans are applied to principal. Income on other nonaccrual loans is recognized on a cash basis. Fee income on loans included in interest income for the three months ended June 30, 2008 and 2007 was \$3.5million and \$1.6million, respectively.

(2) Negotiable Order of Withdrawal ("NOW") account.



Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning banking assets and liabilities, as well as changes in average interest rates. The following table shows the effect that these factors had on the interest earned on RJBank's interest-earning assets and the interest incurred on its interest-bearing liabilities. The effect of changes in volume is determined by multiplying the change in volume by the previous year's average yield/cost. Similarly, the effect of rate changes is calculated by multiplying the change in average yield/cost by the previous year's volume. Changes applicable to both volume and rate have been allocated proportionately.

	Three Months Ended June 30, 2008 Compared to 2007		
	Increase (Decrease) Due To		
	Volume	Rate	Total
	(in 000's)		
<b>Interest Revenue</b>			
<b>Interest-Earning Banking Assets:</b>			
Loans, Net of Unearned Income	\$ 52,813	\$ (21,221)	\$ 31,592
Reverse Repurchase Agreements	(7,639)	(7,231)	(14,870)
Agency Mortgage Backed Securities	729	(1,662)	(933)
Non-agency Collateralized Mortgage Obligations	1,388	734	2,122
Money Market Funds, Cash and Cash Equivalents	2,332	(1,569)	763
FHLB Stock and Other	100	(21)	79
<b>Total Interest-Earning Banking Assets</b>	<b>\$ 49,723</b>	<b>\$ (30,970)</b>	<b>\$ 18,753</b>
<b>Interest Expense</b>			
<b>Interest-Bearing Banking Liabilities:</b>			
<b>Retail Deposits:</b>			
Certificates Of Deposit	\$ (19)	\$ (160)	\$ (179)
Money Market, Savings and NOW Accounts	33,161	(55,721)	(22,560)
Loans purchased, not yet settled	149	-	149
FHLB Advances	(79)	(2)	(81)
<b>Total Interest-Bearing Banking Liabilities</b>	<b>33,212</b>	<b>(55,883)</b>	<b>(22,671)</b>
<b>Change in Net Interest Income</b>	<b>\$ 16,511</b>	<b>\$ 24,913</b>	<b>\$ 41,424</b>

#### Emerging Markets

This segment includes the results of the Company's joint ventures in Latin America and Turkey. Commission revenues increased \$1.4 million, or 18%, versus the same quarter prior year. Investment banking fees in Latin America have declined \$3.4 million and trading results in Turkey declined \$1.4 million from the same quarter prior year as market conditions have been unfavorable and the Turkish joint venture's level of business has been negatively impacted by increased competition and the negative attention brought about by the current tax situation. As a result, revenues were

30% below the prior year quarter. The Company continues to record a reserve, included in other expense, for its portion of any profits/losses in the Turkish joint venture (see Note 11 of the Notes to the Condensed Consolidated Financial Statements for further information).

#### Stock Loan/Stock Borrow

This segment conducts its business through the borrowing and lending of securities from and to other broker-dealers, financial institutions and other counterparties, generally as an intermediary. The borrower of the securities puts up a cash deposit, commonly 102% of the market value of the securities, on which interest is earned. Accordingly, the lender receives cash and pays interest. These cash deposits are adjusted daily to reflect changes in current market value. The net revenues of this operation are the interest spreads generated.

Stock Loan net revenues were flat with the same quarter in the prior year. This was the combined result of lower average balances with a higher interest rate spread. Pre-tax profits for the segment were up 33% as the prior year quarter included certain nonrecurring legal fees.

### Proprietary Capital

This segment consists of the Company's principal capital and private equity activities including: various direct and third party private equity and merchant banking investments, short-term special situation mezzanine and bridge investments, Raymond James Employee Investment Funds I and II (the "EIF Funds"), and three private equity funds sponsored by the Company: Raymond James Capital Partners, L.P., a merchant banking limited partnership, and Ballast Point Ventures, L.P. and Ballast Point Ventures II, L.P., venture capital limited partnerships (the "Funds"). The Company earns management fees for services provided to two of the Funds and participates in profits or losses through both general and limited partnership interests. Additionally, the Company incurs profits or losses as a result of direct merchant banking investments and short-term special situation mezzanine and bridge investments. The EIF Funds are limited partnerships, for which the Company is the general partner, that invest in the merchant banking and private equity activities of the Company and other unaffiliated venture capital limited partnerships. The EIF Funds were established as compensation and retention measures for certain qualified key employees of the Company.

Proprietary Capital results are \$1.4 million above the same quarter prior year as the current quarter includes positive fair value adjustments of \$4.3 million on RJF investments, \$3 million on the EIF Funds and \$8 million on Raymond James Capital, LP's investment. The prior year quarter included a \$3.5 million gain on RJF investments.

### Other

This segment includes various corporate activities of Raymond James Financial, Inc. and certain compensation accruals related to the increased profitability of RJBank which relate to overall Company benefit plans.

### Results of Operations – Nine Months Ended June 30, 2008 Compared with the Nine Months Ended June 30, 2007

Except as discussed below, the underlying reasons for the variances to the prior year period are substantially the same as the comparative quarterly discussion above and the statements contained in such foregoing discussion also apply for the nine month comparison.

### Total Company

Total Company net revenues increased 10% to \$2.1 billion from \$1.9 billion in the prior year. Revenues increased in every line item except Investment Banking and Net Trading Profits. Despite a \$73.3 million, or 45%, increase in net interest earnings, net income declined 1% versus the prior year. The prior year results included a \$10 million benefit from the reversal of over accrued incentive compensation, a much more active investment banking environment, including record merger and acquisition fees, and higher trading profits. The current year results include higher institutional sales commissions, particularly fixed income, higher net interest income and higher expenses associated with growth. Diluted net income was \$1.56 per share in comparison to \$1.58 per share in the prior year.

## Segments

The Company currently operates through the following eight business segments: Private Client Group; Capital Markets; Asset Management; Raymond James Bank; Emerging Markets; Stock Loan/Borrow, Proprietary Capital and certain corporate activities in the Other segment.

The following table presents the gross revenues and pre-tax earnings of the Company on a segment basis for the periods indicated:

	June 30, 2008	Nine Months Ended June 30, 2007	Percentage Change
		(in 000's)	
<b>Total Company</b>			
Revenues	\$ 2,445,073	\$ 2,270,653	8%
Pre-tax Earnings	\$ 303,693	\$ 296,619	2%
<b>Private Client Group</b>			
Revenues	1,488,871	1,421,824	5%
Pre-tax Earnings	143,478	161,527	(11%)
<b>Capital Markets</b>			
Revenues	386,009	373,508	3%
Pre-tax Earnings	41,722	53,022	(21%)
<b>Asset Management</b>			
Revenues	179,826	173,652	4%
Pre-tax Earnings	45,050	46,520	(3%)
<b>Raymond James Bank</b>			
Revenues	303,945	186,000	63%
Pre-tax Earnings	78,622	24,962	215%
<b>Emerging Markets</b>			
Revenues	32,985	43,126	(24%)
Pre-tax (Loss) Earnings	(1,618)	1,674	(197%)
<b>Stock Loan/Borrow</b>			
Revenues	29,015	49,284	(41%)
Pre-tax Earnings	4,827	2,995	61%
<b>Proprietary Capital</b>			
Revenues	18,475	11,917	55%
Pre-tax Earnings	4,563	4,617	(1%)
<b>Other</b>			
Revenues	5,947	11,342	(48%)
Pre-tax (Loss)Earnings	(12,951)	1,302	(1,095%)



## Net Interest Analysis

The following table presents average balance data and interest income and expense data for the Company, as well as the related net interest income. The respective average rates are presented on an annualized basis.

	Nine Months Ended					
	June 30, 2008			June 30, 2007		
	Average Balance	Interest Inc./Exp.	Average Yield/Cost	Average Balance	Interest Inc./Exp.	Average Yield/Cost
	(\$ in 000's)					
<b>Interest-Earning Assets:</b>						
Margin Balances	\$1,536,090	\$ 65,610	5.69%	\$1,387,139	\$ 80,622	7.75%
Assets Segregated Pursuant to Regulations and Other Segregated Assets	4,330,641	106,625	3.28%	3,630,428	143,678	5.28%
Interest-Earning Assets of RJBank (1)	7,403,993	303,600	5.47%	4,039,232	185,437	6.12%
Stock Borrow		29,015			49,284	
Interest-Earning Assets of Variable Interest Entities		530			727	
Other		55,819			54,979	
<b>Total Interest Income</b>		<b>561,199</b>			<b>514,727</b>	
<b>Interest-Bearing Liabilities:</b>						
Client Interest Program	\$5,462,695	116,999	2.85%	\$4,509,811	149,086	4.41%
Interest-Bearing Liabilities of RJBank (1)	6,961,421	156,491	3.00%	3,764,899	129,725	4.60%
Stock Loan		21,988			42,788	
Interest-Bearing Liabilities of Variable Interest Entities		4,187			5,494	
Other		25,870			25,281	
<b>Total Interest Expense</b>		<b>325,535</b>			<b>352,374</b>	
<b>Net Interest Income</b>		<b>\$ 235,664</b>			<b>\$ 162,353</b>	

(1) See Raymond James Bank section in Item 2 of Part I for details.

Net interest at RJBank increased \$91 million, or 164% versus the prior year and represented 62% of the Company's net interest earnings. Net interest within the PCG segment declined 24% due to the compression of interest spreads caused by the decline in interest rates during the nine months ended, June 30, 2008.

## Capital Markets

	Nine Months Ended	
	June 30, 2008	June 30, 2007
Number of managed/co-managed public equity offerings:		
United States	47	69
Canada	20	24
Total dollars raised (in 000's):		
United States	\$ 13,943,000	\$ 17,019,000
Canada (in U.S. dollars)	\$ 791,000	\$ 706,000

Investment banking revenues were 34% lower than for the prior year as the firm did not lead as many deals and the prior year included record mergers and acquisition fees. As a result the segments results are 21% below the prior year.

#### Asset Management

Asset management year to date results declined 3% on a 3.6% increase in revenues. Assets under management have declined less than 1% from the prior year, the net impact of market depreciation and positive net sales. Expenses in the segment increased 6% over the prior year.

#### Raymond James Bank

Gross revenues increased 63% and pre-tax profits at RJBank more than doubled in the current nine month period compared to the same prior year period. Interest revenue at RJBank increased 64% with the loan balances increasing from \$3.4 billion to \$6.7 billion and total assets increasing from \$5.4 billion to \$8.3 billion. Interest expense increased 21% with deposits increasing 54% from \$5.0 billion to \$7.7 billion. The growth in loan balances at RJBank gave rise to an attendant increase in loan loss provisions; the provisions for loan loss and unfunded lending commitments were \$37.3 million compared to \$13.1 million in the prior year period. Net loan charge-offs for the nine month period were \$5.7 million. RJBank has no exposure to subprime loans.



The following table presents average balance data and interest income and expense data for the Company's banking operations, as well as the related interest yields/costs, rates and interest spread for the periods indicated. The respective average rates are presented on an annualized basis.

	Nine Months Ended					
	June 30, 2008			June 30, 2007		
	Average Balance	Interest Inc./Exp.	Average Yield/ Cost	Average Balance	Interest Inc./Exp.	Average Yield/ Cost
(\$ in 000's)						
(continued on next page)						
<b>Interest-Earning Banking Assets:</b>						
Loans, Net of Unearned Income (1)	\$ 5,864,154	\$ 256,957	5.84%	\$ 2,858,493	\$ 137,856	6.43%
Reverse Repurchase Agreements	754,179	18,142	3.21%	736,777	29,319	5.31%
Agency Mortgage backed Securities	216,191	6,397	3.95%	200,228	8,300	5.53%
Non-agency Collateralized Mortgage Obligations	393,400	17,696	6.00%	189,168	7,855	5.54%
Money Market Funds, Cash and Cash Equivalents	164,899	3,933	3.19%	47,959	1,813	5.04%
FHLB Stock and Other	11,170	475	5.67%	6,607	294	5.93%
<b>Total Interest-Earning Banking Assets</b>	<b>7,403,993</b>	<b>303,600</b>	<b>5.47%</b>	<b>4,039,232</b>	<b>185,437</b>	<b>6.12%</b>
<b>Non-Interest-Earning Banking Assets and Allowance for Loan Loss</b>	<b>23,558</b>			<b>960</b>		
<b>Total Banking Assets</b>	<b>\$ 7,427,551</b>			<b>\$ 4,040,192</b>		
<b>Interest-Bearing Banking Liabilities:</b>						
<b>Retail Deposits:</b>						
Certificates of Deposit	\$ 242,191	\$ 8,233	4.53%	\$ 239,938	\$ 8,204	4.56%
Money Market, Savings, and NOW Accounts (2)	6,560,798	142,692	2.90%	3,468,316	119,311	4.59%
Loans purchased, not yet settled	102,694	3,357	4.36%	-	-	-
FHLB Advances and Other	55,738	2,209	5.28%	56,645	2,210	5.20%
<b>Total Interest-Bearing Banking Liabilities</b>	<b>6,961,421</b>	<b>156,491</b>	<b>3.00%</b>	<b>3,764,899</b>	<b>129,725</b>	<b>4.60%</b>
<b>Non-Interest-Bearing</b>						

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Banking Liabilities	19,645	20,136
Total Banking Liabilities	6,981,066	3,785,035
Total Banking Shareholder's Equity	446,485	255,157
Total Banking Liabilities and Shareholder's Equity	\$ 7,427,551	\$ 4,040,192

	Nine Months Ended					
	June 30, 2008			June 30, 2007		
	Average Balance	Interest Inc./Exp.	Average Yield/ Cost	Average Balance	Interest Inc./Exp.	Average Yield/ Cost
	(\$ in 000's)					
	(continued)					
Excess of Interest- Earning Banking Assets Over Interest- Bearing Banking Liabilities/Net Interest Income	\$ 442,572	\$ 147,109		\$ 274,333	\$ 55,712	
Bank Net Interest: Spread			2.47%			1.53%
Margin (Net Yield on Interest- Earning Bank Assets)			2.65%			1.84%
Ratio of Interest Earning Banking Assets to Interest- Bearing Banking Liabilities			106.36%			107.29%
Return On Average: Total Banking Assets			0.88%			0.52%
Total Banking Shareholder's Equity			14.70%			8.17%
Average Equity to Average Total Banking Assets			6.01%			6.32%

(1) Nonaccrual loans are included in the average loan balances. Payments or income received on impaired nonaccrual loans are applied to principal. Income on other nonaccrual loans is recognized on a cash basis. Fee income on loans included in interest income for the nine months ended June 30, 2008 and 2007 was \$10.1million and \$4.7million, respectively.

(2) Negotiable Order of Withdrawal ("NOW") account.

Increases and decreases in interest income and interest expense result from changes in average balances (volume) of interest-earning banking assets and liabilities, as well as changes in average interest rates. The following table shows the effect that these factors had on the interest earned on RJBank's interest-earning assets and the interest incurred on its interest-bearing liabilities. The effect of changes in volume is determined by multiplying the change in volume by the previous year's average yield/cost. Similarly, the effect of rate changes is calculated by multiplying the change in average yield/cost by the previous year's volume. Changes applicable to both volume and rate have been allocated proportionately.

	Nine Months Ended June 30, 2008 Compared to 2007		
	Increase (Decrease) Due To		
	Volume	Rate	Total
	(in 000's)		
<b>Interest Revenue</b>			
<b>Interest-Earning Banking Assets:</b>			
Loans, Net of Unearned Income	\$ 144,954	\$ (25,853)	\$119,101
Reverse Repurchase Agreements	693	(11,870)	(11,177)
Agency Mortgage Backed Securities	662	(2,565)	(1,903)
Non-agency Collateralized Mortgage Obligations	8,481	1,360	9,841
Money Market Funds, Cash and Cash Equivalents	4,422	(2,302)	2,120
FHLB Stock and Other	203	(22)	181
<b>Total Interest-Earning Banking Assets</b>	<b>\$ 159,415</b>	<b>\$ (41,252)</b>	<b>\$118,163</b>
<b>Interest Expense</b>			
<b>Interest-Bearing Banking Liabilities:</b>			
<b>Retail Deposits:</b>			
Certificates Of Deposit	\$ 77	\$ (48)	\$ 29
Money Market, Savings and NOW Accounts	106,382	(83,001)	23,381
Loans purchased, not yet settled	3,357	-	3,357
FHLB Advances and Other	(35)	34	(1)
<b>Total Interest-Bearing Banking Liabilities</b>	<b>109,781</b>	<b>(83,015)</b>	<b>26,766</b>
<b>Change in Net Interest Income</b>	<b>\$ 49,634</b>	<b>\$ 41,763</b>	<b>\$ 91,397</b>

#### Statement of Financial Condition Analysis

The Company's statement of financial condition consists primarily of cash and cash equivalents (a large portion of which are segregated for the benefit of customers), receivables and payables. The items represented in the statement of financial condition are primarily liquid in nature, providing the Company with flexibility in financing its business. Total assets of \$18.3 billion at June 30, 2008 were up approximately 12% over September 30, 2007. Most of this increase is due to the growth of RJBank, with the increased loan balances being funded by deposits. RJBank loan

balances increased significantly as the Company took advantage of quality loans available for purchase at attractive prices. The Company plans to continue to expand use of the bank sweep offering to brokerage customers for the next several years, which will result in steady growth in RJBank balances. Significant decreases in assets were in securities purchased under agreements to resell and stock borrowed receivables (stock loaned payables experienced a similar decrease on the liability side). The broker-dealer gross assets and liabilities, including trading inventory, stock loan/borrow, receivables and payables from/to brokers, dealers and clearing organizations and clients fluctuate with the Company's business levels and overall market conditions.

## Liquidity and Capital Resources

Cash provided by operating activities during the nine months ended June 30, 2008 was \$52.9 million, which was primarily attributable to the net change in brokerage client deposits, brokerage client receivables and segregated assets. Additional cash was provided by a decrease in broker-dealer and clearing organization receivables and an increase in broker-dealer and clearing organization payables.

Investing activities used \$2.3 billion, which was primarily due to loans originated and purchased by RJBank and to increased purchases of available for sale securities. This was partially offset by loan repayments to RJBank and a decrease in reverse repurchase agreements at RJBank.

Financing activities provided \$2.3 billion, predominantly the result of an increase in deposits at RJBank and an increase in proceeds from borrowed funds, which is comprised of the draw down of the Company's \$200 million committed, unsecured line of credit. This was partially offset by an increase in treasury stock purchases, including the open market purchase of 2.7 million shares during the nine months ended, June 30, 2008 and cash dividends on common stock.

At June 30, 2008, the Company had the following lines of credit: a committed 364-day \$200 million line of credit, a committed 364-day \$50 million line of credit and uncommitted bank lines of credit aggregating \$1.09 billion with commercial banks, and a CDN\$40 million uncommitted line of credit (see Note 8 of the Notes to the Condensed Consolidated Financial Statements for further information on the Company's lines of credit). The Company's \$200 million and \$50 million committed lines of credit are subject to 0.125% and 0.15% per annum facility fees, respectively. At June 30, 2008, the Company's entire \$200 million committed line of credit was outstanding. Subsequent to June 30, 2008 the Company repaid \$80 million of this debt and entered into a new 364-day \$100 million committed tri-party repurchase agreement line of credit. Loans on the secured uncommitted lines of credit are collateralized by Company owned securities. The Company maintains a \$600 million uncommitted tri-party repurchase agreement line of credit. Under this agreement, the Company pledges certain of its trading inventory as collateral against borrowings on this line. The required market value of the collateral ranges from 102% to 105% of the cash borrowed. The interest rate is set daily based on market conditions for Fed funds. The lender is under no obligation to lend to the Company under this tri-party line at any given time. Under this agreement, there were no secured short-term borrowings outstanding at June 30, 2008. The lenders with whom the Company has other uncommitted lines of credit have no obligation to make funds available to the Company. The Company is currently assessing its financing needs and anticipates increasing the number of and/or amount of committed lines and adding some term debt to ensure adequate cash resources are available in times of tight liquidity when there may be lender unwillingness to honor uncommitted lines and to be in a position to take advantage of opportunities requiring cash.

At June 30, 2008 and September 30, 2007, the Company had loans payable of \$312.9 million and \$122.6 million, respectively. The balance at June 30, 2008 is comprised of a \$62.9 million loan for its home-office complex, \$50 million in Federal Home Loan Bank advances (RJBANK), and short-term borrowings totaling \$200 million, which represents the entire amount of the RJF committed line of credit, which the Company drew down during the quarter ended June 30, 2008 to ensure adequate cash availability to fund normal operations.

The \$50 million in FHLB advances RJBank had outstanding at June 30, 2008 was comprised of several long-term, fixed rate advances. RJBank had \$1.6 billion in immediate credit available from the FHLB at June 30, 2008 and a total available credit of \$3.3 billion with the pledge of additional collateral to the FHLB.

The Company's joint ventures in Turkey and Argentina have multiple settlement lines of credit. The Company has guaranteed certain of these settlement lines of credit as follows: two in Turkey totaling \$10.5 million and one in Argentina for \$9.0 million. At June 30, 2008, there were no outstanding balances on the settlement lines in Argentina

and Turkey. At June 30, 2008, the aggregate unsecured settlement lines of credit available were \$95.1 million, and there were no outstanding balances on these lines. The Company has also from time to time authorized performance guarantees for the completion of trades with counterparties in Argentina and Turkey. At June 30, 2008, there were no outstanding performance guarantees in Argentina or Turkey.

As of June 30, 2008, the Company's liabilities are comprised primarily of brokerage client payables of \$5.8 billion at the broker-dealer subsidiaries and deposits of \$7.7 billion at RJBank, as well as deposits held on stock loan transactions of \$1.2 billion. The Company primarily acts as an intermediary in stock loan/borrow transactions. As a result, the liability associated with the stock loan transactions is related to the \$1.2 billion receivable comprised of the Company's cash deposits for stock borrowed transactions. To meet its obligations to clients, the Company has approximately \$4.8 billion in cash and segregated assets. The Company also has client brokerage receivables of \$2.0 billion and \$6.7 billion in loans at RJBank.

At a future time, the Company may implement additional bank cash sweep options for its brokerage clients. These cash sweep options and/or organic growth of deposits may require substantial capital to be contributed to RJBank to meet regulatory requirements.

RJBank is expected to borrow approximately \$2.0 billion to \$2.5 billion at September 30, 2008 from the FHLB to meet point in time regulatory requirements related to qualifying as a thrift institution. These funds will be invested in qualifying assets. Consequently, the Company will be required to infuse an additional \$120 million to \$150 million into RJBank. RJBank will dividend the majority of this capital back to RJF subsequent to fiscal year end.

As of September 30, 2007, RJBank had not settled purchases of \$300.6 million in syndicated loans (included in Bank Loans, Net) due to the sellers' delays in finalizing settlement, all of which had settled prior to March 31, 2008. As of June 30, 2008, RJBank had not settled the purchases of \$19.6 million in syndicated loans. These loans are expected to be settled during the three months ended September 30, 2008.

The Company has committed a total of \$56.5 million, in amounts ranging from \$200,000 to \$5 million, to 43 different independent venture capital or private equity partnerships. As of June 30, 2008, the Company has invested \$37.1 million of that amount and has received \$29.9 million in distributions. Additionally, the Company controls the general partner in two internally sponsored private equity limited partnerships to which it has committed \$14 million. Of that amount, the Company has invested \$13 million and has received \$9.2 million in distributions as of June 30, 2008. The Company is not the controlling general partner in another internally sponsored private equity limited partnership to which it has committed \$30.0 million. As of June 30, 2008, the Company has invested \$2.3 million of that amount and has not received any distributions.

The Company's Board of Directors approved the use of up to \$200 million in short-term or mezzanine financing, primarily related to investment banking transactions. There were no investments or commitments outstanding as of June 30, 2008. The Board of Directors has approved the use of up to \$75 million for investment in proprietary merchant banking opportunities. As of June 30, 2008, the Company had invested \$32.3 million.

In January 2008, Sirchie Acquisition Company, LLC ("SAC"), an 80% owned indirect subsidiary of the Company, acquired substantially all of the business, assets, and properties of Sirchie Finger Print Laboratories, Inc., the assets or stock of several other companies and certain real estate. The Company's equity investment in SAC was approximately \$20 million. SAC also acquired 51% of the common stock of Law Enforcement Associates Corporation as part of the transaction. This acquisition is one of the Company's recent merchant banking initiatives. SAC has been advised by the Commerce and Justice Departments that they intend to seek civil and criminal sanctions against it, as the purported successor in interest to Sirchie, based upon alleged breaches of Department of Commerce export control suspension orders by Sirchie and its former majority shareholder that occurred prior to the acquisition. Discussions are ongoing, and the impact, if any, on the value of this investment is indeterminate at this time.

The Company has been authorized by the Board of Directors to repurchase its common stock for general corporate purposes. There is no formal stock repurchase plan at this time. On May 20, 2004, the Board of Directors authorized \$75 million for repurchases pursuant to prior authorization from the Board of Directors. During March 2008, the Company exhausted this authorization. On March 11, 2008, the Board of Directors authorized an additional \$75 million for repurchases at the discretion of the Board's Share Repurchase Committee. As of June 30, 2008 the unused portion of this authorization was \$72.6 million.



The Company has also committed to lend to RJTCF, or guarantee obligations in connection with RJTCF's low income housing development/rehabilitation and syndication activities, aggregating up to \$125 million upon request, subject to certain limitations as well as annual review and renewal. RJTCF borrows in order to invest in partnerships which purchase and develop properties qualifying for tax credits. These investments in project partnerships are then sold to various tax credit funds, which have third party investors, and for which RJTCF serves as the managing member or general partner. RJTCF typically sells these investments within 90 days of their acquisition, and the proceeds from the sales are used to repay RJTCF's borrowings. Subsequent to quarter end, the Company made a commitment to purchase and potentially hold up to \$75 million of unsold interests in one of RJTCF's current fund offerings. In such an event, the Company would expect to resell these interests to other investors, however the holding period of these interests could be much longer than 90 days. Additionally, RJTCF may make short-term loans or advances to project partnerships on behalf of the tax credit funds in which it serves as managing member or general partner. At June 30, 2008, cash funded to invest in either loans or investments in project partnerships was \$29.7 million. At June 30, 2008, RJTCF is also committed to additional future fundings of \$53.2 million related to project partnerships that have not yet been sold to various tax credit funds (including the fund offering mentioned previously that the Company made a commitment to purchase and potentially hold up to \$75 million of unsold interests). The Company and RJTCF also issue certain guarantees to various third parties related to project partnerships, interests in which have been or are expected to be sold to one or more tax credit funds under RJTCF's management. In some instances, RJTCF is not the primary guarantor of these obligations which aggregate to a cumulative maximum obligation of approximately \$16.1 million as of June 30, 2008.

The Company believes its existing assets, which are highly liquid in nature, together with funds generated from operations, should provide adequate funds for continuing operations.

The Company is the lessor in a leveraged commercial aircraft transaction with Continental Airlines, Inc. ("Continental"). The Company's ability to realize its expected return is dependent upon this airline's ability to fulfill its lease obligation. In the event that this airline defaults on its lease commitment and the Trustee for the debt holders is unable to re-lease or sell the plane with adequate terms, the Company would suffer a loss of some or all of its investment. The value of the Company's leveraged lease with Continental was approximately \$9.1 million as of June 30, 2008. The Company's equity investment represented 20% of the aggregate purchase price; the remaining 80% was funded by public debt issued in the form of equipment trust certificates. The residual value of the aircraft at the end of the lease term of approximately 17 years was originally projected to be 15% of the original cost and has not been adjusted since inception. This lease expires in May 2014. Although Continental remains current on its lease payments to the Company, the inability of Continental to make its lease payments, or the termination or modification of the lease through a bankruptcy proceeding, could result in the write-down of the Company's investment and the acceleration of certain income tax payments. The Company continues to monitor this lessee for specific events or circumstances that would increase the likelihood of a default on Continental's obligations under this lease.

Raymond James Yatyrym Menkul Kyymetler A. S., ("RJY"), the Company's Turkish affiliate, was assessed for the year 2001 approximately \$6.8 million by the Turkish tax authorities. The authorities applied a significantly different methodology than in the prior year's audit which the Turkish tax court and Council of State affirmed. RJY is vigorously contesting most aspects of this assessment and has sought reconsideration of the Turkish Council of State. The Turkish tax authorities, utilizing the 2001 methodology, assessed RJY \$5.7 million for 2002, which is also being challenged. Audits of 2003 and 2004 are anticipated and their outcome is unknown in light of the change in methodology and the pending litigation. The Company has recorded a provision for loss in its consolidated financial statements for its net equity interest in this joint venture. As of June 30, 2008, RJY had total capital of approximately \$9.3 million, of which the Company owns approximately 50%.

In connection with auction rate securities ("ARS"), the Company's primary broker dealers, RJA and RJFS, have been subject to ongoing examinations by the Securities and Exchange Commission ("SEC") and the New York Attorney

General's Office. The Company is also named in a class action similar to that filed against a number of brokerage firms alleging various securities law violations. The Company has no other litigation pending involving auction rate securities. The Company announced in April 2008 that customers held approximately \$1.9 billion of ARS which as of June 30, 2008 had declined to approximately \$1.3 billion due to the redemption and refinancing of ARS.

As of June 30, 2008 all of the Company's domestic broker-dealer subsidiaries exceeded the net capital requirements of the Uniform Net Capital Rule under the Securities Exchange Act of 1934, RJ Ltd. exceeded the Risk Adjusted Capital required under the Minimum Capital Rule of the IROC, and RJBank was "well capitalized" under the regulatory framework for prompt corrective action. There have been no significant changes in circumstances since year-end that have affected the capital of any of the broker-dealer subsidiaries or RJBank with respect to their respective regulatory capital requirements.

The Company has contractual obligations of approximately \$3.2 billion, with \$2.8 billion coming due in the next twelve months related to its short and long-term debt, non-cancelable lease agreements, partnership investments, unfunded commitments to extend credit, unsettled loan purchases, underwriting commitments and a stadium naming rights agreement. Included in the obligations due within the next twelve months are \$1.6 billion in commitments related to RJBank's letters of credit and lines of credit. Commitments related to letters of credit and lines of credit may expire without being funded in whole or part, therefore these amounts are not estimates of future cash flows (see Notes 11 and 15 of the Notes to the Condensed Consolidated Financial Statements for further information on the Company's commitments).

#### Effects of Inflation

The Company's assets are primarily liquid in nature and are not significantly affected by inflation. However, the rate of inflation affects the Company's expenses, including employee compensation, communications and occupancy, which may not be readily recoverable through charges for services provided by the Company.

#### Factors Affecting "Forward-Looking Statements"

From time to time, the Company may publish "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended, or make oral statements that constitute forward-looking statements. These forward-looking statements may relate to such matters as anticipated financial performance, future revenues or earnings, business prospects, projected ventures, new products, anticipated market performance, recruiting efforts, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are beyond the Company's control, are discussed in the section entitled "Risk Factors" of Item 1A of Part I included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007 and in Item 1A of Part II of this report on Form 10-Q. The Company does not undertake any obligation to publicly update or revise any forward-looking statements.

#### Critical Accounting Policies

The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. For a full description of these and other accounting policies, see Note 1 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended September 30, 2007. The Company believes that of its significant accounting policies, those described below involve a high degree of judgment and complexity. These critical accounting policies require estimates and assumptions that affect the amounts of assets, liabilities, revenues and expenses reported in the condensed consolidated financial statements. Due to their nature, estimates involve judgment based upon available information. Actual results or amounts could differ from estimates and the difference could have a material impact on the condensed consolidated financial statements. Therefore, understanding these policies is important in understanding the reported results of operations and the financial position of the Company.

#### Valuation of Securities and Other Assets

"Trading instruments" and "Available for sale securities" are reflected in the Condensed Consolidated Statements of Financial Condition at fair value or amounts that approximate fair value. In accordance with SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities", unrealized gains and losses related to these financial instruments are reflected in net income or other comprehensive income, depending on the underlying purpose of the

instrument. See Notes 3, 4 and 9 of the Notes to the Condensed Consolidated Financial Statements for further information. The following table presents the Company's trading instruments and available for sale securities segregated into trading securities (i.e., non-derivative), derivative contracts, and available for sale securities:

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	June 30, 2008	
	Financial Instruments Owned at Fair Value	Financial Instruments Sold but not yet Purchased at Fair Value
	(in 000's)	
Trading Securities	\$ 451,077	\$ 221,324
Derivative Contracts	40,522	20,650
Available for Sale Securities	619,166	-
<b>Total</b>	<b>\$ 1,110,765</b>	<b>\$ 241,974</b>

#### Trading Securities, Derivative Contracts and Available for Sale Securities

Trading securities are valued at fair market value, and securities which are not readily marketable are carried at estimated fair value as determined by management. When available, the Company uses prices from independent sources, which include pricing services. Depending upon the type of security, the pricing service may provide a listed price or a matrix price. If listed market prices are unavailable to the pricing service, then its matrix pricing may utilize pricing services or broker or dealer price quotations, or spread-based models periodically re-calibrated to market trades in similar securities in order to derive the fair value of the instruments. For positions in illiquid securities that do not have readily determinable fair values, the Company uses estimated fair values. Estimated fair values are determined by management based upon consideration of available information, including trading levels of similar securities in liquid markets, standard spread-based pricing models re-calibrated from time to time to trade activity in the identical asset or in similar assets, the coupon level and possible early redemption features of the security, and current financial information regarding the issuer, including information which may be of a confidential nature to the Company from time to time. Fair values for derivative contracts are obtained from pricing models that consider current market trading levels and the contractual prices for the underlying financial instruments, as well as time value and yield curve or other volatility factors underlying the positions. The fair value of available for sale securities is based on bid quotations received from securities dealers or, in the absence of dealer quotations, bid quotations from various pricing services. If these sources are not available, then the fair value is estimated using quoted market prices for similar securities, pricing models, or discounted cash flow analyses, using observable market data where available.

The following table presents the carrying value of trading securities, available for sale securities, and derivative contracts for which fair value is measured based on quoted prices or other independent sources versus those for which fair value is determined by management:

	June 30, 2008	
	Financial Instruments Owned at Fair Value	Financial Instruments Sold but not yet Purchased at Fair Value
	(in 000's)	
	\$ 1,053,724	\$ 221,324

Fair Value Based on Quoted Prices and  
Independent Sources

Fair Value Determined by Management (1)	57,041	20,650
Total	\$ 1,110,765	\$ 241,974

(1) Includes trading securities which are not readily marketable and derivative contracts.

## Private Equity Investments

Private equity investments, held primarily by the Company's Proprietary Capital segment, are reflected in the Condensed Consolidated Statements of Financial Condition at amounts that attempt to approximate fair value. The valuation of these investments requires significant management judgment due to the absence of quoted market prices, inherent lack of liquidity and long-term nature of these assets. Direct private equity investments are valued initially at transaction price until significant transactions or developments indicate that a change in the carrying values of these investments is appropriate. Generally, the carrying values of these investments will be adjusted based on financial performance, investment-specific events, financing and sales transactions with third parties and changes in market outlook. Investments in funds structured as limited partnerships are generally valued using similar methodologies. As of June 30, 2008, the Company had \$150.2 million in direct and third party private equity investments, which represented less than one percent of its total assets.

## Goodwill

Goodwill is related to the acquisitions of Roney & Co. (now part of RJA) and Goepel McDermid, Inc. (now called Raymond James Ltd.). This goodwill, totaling \$63 million, was allocated to the reporting units within the Private Client Group and Capital Markets segments pursuant to SFAS No. 142, "Goodwill and Other Intangible Assets". Goodwill represents the excess cost of a business acquisition over the fair value of the net assets acquired. In accordance with this pronouncement, indefinite-life intangible assets and goodwill are not amortized. Rather, they are subject to impairment testing on an annual basis, or more often if events or circumstances indicate there may be impairment. This test involves assigning tangible assets and liabilities, identified intangible assets and goodwill to reporting units and comparing the fair value of each reporting unit to its carrying amount. If the fair value is less than the carrying amount, a further test is required to measure the amount of the impairment.

When available, the Company uses recent, comparable transactions to estimate the fair value of the respective reporting units. The Company calculates an estimated fair value based on multiples of revenues, earnings, and book value of comparable transactions. However, when such comparable transactions are not available or have become outdated, the Company uses discounted cash flow scenarios to estimate the fair value of the reporting units. As of June 30, 2008, goodwill had been allocated to the Private Client Group of RJA, and both the Private Client Group and Capital Markets segments of Raymond James Ltd. As of the most recent impairment test performed in March 2008, the Company determined that the carrying value of the goodwill for each reporting unit had not been impaired. However, changes in current circumstances or business conditions could result in an impairment of goodwill. As required, the Company will continue to perform impairment testing on an annual basis or when an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. There were no events that triggered a reassessment in the current quarter.

## Allowance for Loan Losses and Other Provisions

The Company recognizes liabilities for contingencies when there is an exposure that, when fully analyzed, indicates it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated. When a range of probable loss can be estimated, the Company accrues the most likely amount; if not determinable, the Company accrues the minimum of the range of probable loss.

The Company records reserves related to legal proceedings in Trade and Other Payables. Such reserves are established and maintained in accordance with SFAS No. 5, "Accounting for Contingencies" ("SFAS 5"), and Financial Interpretation No. 14, "Reasonable Estimation of the Amount of a Loss". The determination of these reserve amounts requires significant judgment on the part of management. Management considers many factors including, but not limited to: the amount of the claim; the amount of the loss in the client's account; the basis and validity of the claim; the possibility of wrongdoing on the part of an employee of the Company; previous results in similar cases; and legal precedents and case law. Each legal proceeding is reviewed with counsel in each accounting period and the reserve is adjusted as deemed appropriate by management. Lastly, each case is reviewed to determine if it is probable that insurance coverage will apply, in which case the reserve is reduced accordingly. Any change in the reserve amount is recorded in the consolidated financial statements and is recognized as a charge/credit to earnings in that period.

The Company also records reserves or allowances for doubtful accounts related to client receivables and loans. Client receivables at the broker-dealers are generally collateralized by securities owned by the brokerage clients. Therefore, when a receivable is considered to be impaired, the amount of the impairment is generally measured based on the fair value of the securities acting as collateral, which is measured based on current prices from independent sources such as listed market prices or broker-dealer price quotations.





Client loans at RJBank are generally collateralized by real estate or other property. RJBank provides for both an allowance for losses in accordance with SFAS 5 and a reserve for individually impaired loans in accordance with SFAS No. 114, "Accounting by a Creditor for Impairment of a Loan". The calculation of the SFAS 5 allowance is subjective as management segregates the loan portfolio into different homogeneous classes and assigns each class an allowance percentage based on the perceived risk associated with that class of loans. The loan grading process provides specific and detailed risk measurement across the corporate loan portfolio. The factors taken into consideration when assigning the reserve percentage to each reserve category include estimates of borrower default probabilities and collateral values; trends in delinquencies; volume and terms; changes in geographic distribution, lending policies, local, regional, and national economic conditions; concentrations of credit risk and past loss history. In addition, the Company provides for potential losses inherent in RJBank's unfunded lending commitments using the criteria above, further adjusted for an estimated probability of funding. For individual loans identified as impaired, RJBank measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral if the loan is supported by collateral. At June 30, 2008, the amortized cost of all RJBank loans was \$6.8 billion and an allowance for loan losses of \$77.6 million was recorded against that balance. The total allowance for loan losses, including \$7.8 million in reserves for off-balance sheet exposures maintained in Trade and Other Payables, is equal to 1.26% of the amortized cost of the loan portfolio.

The following table allocates RJBank's allowance for loan losses by loan category:

	June 30, 2008		September 30, 2007	
	Loan Category as a % of Total Loans		Loan Category as a % of Total Loans	
	Allowance Receivable		Allowance Receivable	
	(\$ in 000's)			
Commercial Loans (1)	\$ 10,767	11%	\$ 4,471	7%
Real Estate Construction Loans	6,378	5%	2,121	3%
Commercial Real Estate Loans (2)	52,707	47%	35,766	49%
Residential Mortgage Loans	7,619	37%	4,659	41%
Consumer Loans	111	-	5	-
Total	\$ 77,582	100%	\$ 47,022	100%

(1) Loans not secured by real estate.

(2) Loans wholly or partially secured by real estate.

The Company also makes loans or pays advances to Financial Advisors, primarily for recruiting and retention purposes. The Company provides for an allowance for doubtful accounts based on an evaluation of the Company's

ability to collect such receivables. The Company's ongoing evaluation includes the review of specific accounts of Financial Advisors no longer associated with the Company and the Company's historical collection experience. At June 30, 2008 the receivable from Financial Advisors was \$ 164.1 million, which is net of an allowance of \$ 2.2 million for estimated uncollectibility.

#### Income Taxes

SFAS No. 109, "Accounting for Income Taxes", as interpreted by FIN 48, establishes financial accounting and reporting standards for the effect of income taxes. The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in the Company's financial statements or tax returns. Variations in the actual outcome of these future tax consequences could materially impact the Company's financial position, results of operations, or cash flows. See Note 10 of the Notes to the Condensed Consolidated Financial Statements for further information on the Company's income taxes.

### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

For a description of the Company's risk management policies, including a discussion of the Company's primary market risk exposures, which include interest rate risk and equity price risk, as well as a discussion of the Company's credit risk, operational risk, and regulatory and legal risk and a discussion of how these exposures are managed, refer to the Company's Annual Report on Form 10-K for the year ended September 30, 2007.

#### Market Risk

Market risk is the risk of loss to the Company resulting from changes in interest rates and security prices. The Company has exposure to market risk primarily through its broker-dealer and banking operations. The Company's broker-dealer subsidiaries, primarily RJA, trade tax exempt and taxable debt obligations and act as an active market maker in approximately 400 over-the-counter equity securities. In connection with these activities, the Company maintains inventories in order to ensure availability of securities and to facilitate client transactions. Additionally, the Company, primarily within its Canadian broker-dealer subsidiary, invests for its own proprietary equity investment account.

See Note 3 of the Notes to the Condensed Consolidated Financial Statements for information regarding the fair value of trading inventories associated with the Company's broker-dealer client facilitation, market-making and proprietary trading activities.

Changes in value of the Company's trading inventory may result from fluctuations in interest rates, credit ratings of the issuer, equity prices and the correlation among these factors. The Company manages its trading inventory by product type and has established trading divisions that have responsibility for each product type. The Company's primary method of controlling risk in its trading inventory is through the establishment and monitoring of limits on the dollar amount of securities positions that can be entered into and other risk-based limits; limits are established both for categories of securities (e.g., OTC equities, corporate bonds, municipal bonds) and for individual traders. As of June 30, 2008, the absolute fixed income and equity inventory limits, excluding contractual underwriting commitments, were \$1,980,000,000 and \$59,775,000, respectively. The Company's trading activities were within these limits at June 30, 2008. Position limits in trading inventory accounts are monitored on a daily basis. Consolidated position and exposure reports are prepared and distributed to senior management. Limit violations are carefully monitored. Management also monitors inventory levels and trading results, as well as inventory aging, pricing, concentration and securities ratings. For derivatives, primarily interest rate swaps, the Company monitors exposure in its derivatives subsidiary daily based on established limits with respect to a number of factors, including interest rate, spread, ratio, basis, and volatility risk. These exposures are monitored both on a total portfolio basis and separately for selected maturity periods.

#### Interest Rate Risk

The Company is exposed to interest rate risk as a result of maintaining trading inventories of fixed income instruments and actively manages this risk using hedging techniques that involve swaps, futures, and U.S. Treasury obligations. The Company monitors, on a daily basis, the Value-at-Risk ("VaR") in its institutional Fixed Income trading portfolios (cash instruments and interest rate derivatives). VaR is an appropriate statistical technique for estimating the potential loss in trading portfolios due to typical adverse market movements over a specified time horizon with a suitable confidence level.

To calculate VaR, the Company uses historical simulation. This approach assumes that historical changes in market conditions are representative of future changes. The simulation is based upon daily market data for the previous twelve months. VaR is reported at a 99% confidence level, based on a one-day time horizon. This means that the Company could expect to incur losses greater than those predicted by the VaR estimates only once in every 100 trading days, or about 2.5 times a year under “business as usual” conditions. During the nine months ended June 30, 2008, the reported daily loss in the institutional Fixed Income trading portfolio exceeded the predicted VaR eight times, due in part, to greater volatility in interest rates and in bond prices experienced during the nine months ended June 30, 2008 as compared to the previous reporting period.

However, trading losses on a single day could exceed the reported VaR by significant amounts in unusually volatile markets and might accumulate over a longer time horizon, such as a number of consecutive trading days. Accordingly, management employs additional interest rate risk controls including position limits, a daily review of trading results, review of the status of aged inventory, independent controls on pricing, monitoring of concentration risk, and review of issuer ratings.

The following tables set forth the high, low, and daily average VaR for the Company's overall institutional portfolio during the nine months ended June 30, 2008, with the corresponding dollar value of the Company's portfolio:

	Nine Months Ended June 30, 2008			VaR at	
	High	Low	Daily Average	June 30, 2008	September 30, 2007
	(\$ in 000's)				
Daily VaR	\$ 690	\$ 253	\$ 430	\$ 445	\$ 232
Related Portfolio Value (Net)*	\$ 196,188	\$ 115,100	\$ 165,131	\$ 205,470	\$ 278,605
VaR as a Percent of Portfolio Value	0.35%	0.22%	0.27%	0.22%	0.08%

\* Portfolio value achieved on the day of the VaR calculation.

The modeling of the risk characteristics of trading positions involves a number of assumptions and approximations. While management believes that its assumptions and approximations are reasonable, there is no uniform industry methodology for estimating VaR, and different assumptions or approximations could produce materially different VaR estimates. As a result, VaR statistics are more reliable when used as indicators of risk levels and trends within a firm than as a basis for inferring differences in risk-taking across firms.

Additional information is discussed under Derivative Financial Instruments in Note 9 of the Notes to the Condensed Consolidated Financial Statements.

RJBank maintains an earning asset portfolio that is comprised of mortgage, corporate and consumer loans, as well as mortgage backed securities, securities purchased under resale agreements, and other investments. Those earning assets are funded in part by: its obligations to clients, including NOW accounts, demand deposits, money market accounts, savings accounts, and certificates of deposit; and, FHLB advances. Based on the current earning asset portfolio of RJBank and considering the Bank's intent and ability to hold the assets until maturity or recovery in the market value of the assets, market risk for RJBank is limited primarily to interest rate risk. RJBank analyzes interest rate risk based on forecasted net interest income, which is the net amount of interest received and interest paid, and the net portfolio valuation, both in a range of interest rate scenarios. The following table represents the carrying value of RJBank's

assets and liabilities that are subject to market risk. This table does not include financial instruments with limited market risk exposure due to offsetting asset and liability positions, short holding periods or short periods of time until the interest rate resets.

RJBank Financial Instruments with Market Risk (as described above):

	June 30, 2008	September 30, 2007
	(in 000's)	

Mortgage Backed Securities	\$ 353,282	\$ 382,455
Loans Receivable, Net	2,281,134	2,020,530
Total Assets with Market Risk	\$2,634,416	\$ 2,402,985

Certificates of Deposit	\$ 110,872	\$ 185,729
Federal Home Loan Bank Advances	50,000	50,000
Total Liabilities with Market Risk	\$ 160,872	\$ 235,729

The following table shows the distribution of those RJBank loans that mature in more than one year between fixed and adjustable interest rate loans at June 30, 2008:

	Interest Rate Type		
	Fixed	Adjustable	Total
	(in 000's)		
Commercial Loans			
(1)	\$ 1,554	\$ 755,129	\$ 756,683
Real Estate Construction Loans	-	238,998	238,998
Commercial Real Estate Loans (2)	8,970	3,014,345	3,023,315
Residential Mortgage Loans	22,037	2,519,303	2,541,340
Consumer Loans	-	3,459	3,459
Total Loans	\$ 32,561	\$ 6,531,234	\$ 6,563,795

(1) Loans not secured by real estate.

(2) Loans wholly or partially secured by real estate.

One of the core objectives of RJBank's Asset/Liability Management Committee is to manage the sensitivity of net interest income to changes in market interest rates. The Asset/Liability Management Committee uses several measures to monitor and limit RJBank's interest rate risk including scenario analysis, interest repricing gap analysis and limits, and net portfolio value limits. Simulation models and estimation techniques are used to assess the sensitivity of the net interest income stream to movements in interest rates. Assumptions about consumer behavior play an important role in these calculations; this is particularly relevant for loans such as mortgages where the client has the right, but not the

obligation, to repay before the scheduled maturity.

The sensitivity of net interest income to interest rate conditions is estimated for a variety of scenarios. Assuming an immediate and lasting shift of 100 basis points in the term structure of interest rates, RJBank's sensitivity analysis indicates that an upward movement would decrease RJBank's net interest income by 5.13% in the first year after the rate increase, whereas a downward shift of the same magnitude would increase RJBank's net interest income by 2.58%. These sensitivity figures are based on positions as of June 30, 2008, and are subject to certain simplifying assumptions, including that management takes no corrective action.

To mitigate interest rate risk in a significantly rising rate environment, RJBank purchased three year term interest rate caps with high strike rates (more than 300 basis points higher than current rates) during the quarter ended June 30, 2008 that will increase in value if interest rates rise and entitle RJBank to cash flows if interest rates rise above strike rates. See Note 9 of the Notes to the Condensed Consolidated Financial Statements for further information.

#### Equity Price Risk

The Company is exposed to equity price risk as a consequence of making markets in equity securities and the investment activities of RJA and RJ Ltd. The U.S. broker-dealer activities are primarily client-driven, with the objective of meeting clients' needs while earning a trading profit to compensate for the risk associated with carrying inventory. The Company attempts to reduce the risk of loss inherent in its inventory of equity securities by monitoring those security positions constantly throughout each day and establishing position limits. The Company's Canadian broker-dealer has a proprietary trading business with 26 traders. The average aggregate inventory held for proprietary trading during the three months ended June 30, 2008 was CDN\$18,109,000. The Company's equity securities inventories are priced on a regular basis and there are no material unrecorded gains or losses.

#### Item 4. CONTROLS AND PROCEDURES

Disclosure controls are procedures designed to ensure that information required to be disclosed in the Company's reports filed under the Exchange Act, such as this report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls are also designed to ensure that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives, as the Company's are designed to do, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective. There were no changes in the Company's internal control over financial reporting during the quarter ended June 30, 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### PART II OTHER INFORMATION

#### Item 1. LEGAL PROCEEDINGS

Raymond James Yatrym Menkul Kyymetler A. S., ("RJY"), the Company's Turkish affiliate, was assessed for the year 2001 approximately \$6.8 million by the Turkish tax authorities. The authorities applied a significantly different methodology than in the prior year's audit which the Turkish tax court and Council of State affirmed. RJY is vigorously contesting most aspects of this assessment and has sought reconsideration of the Turkish Council of State. The Turkish tax authorities, utilizing the 2001 methodology, assessed RJY \$5.7 million for 2002, which is also being challenged. Audits of 2003 and 2004 are anticipated and their outcome is unknown in light of the change in methodology and the pending litigation. The Company has recorded a provision for loss in its consolidated financial statements for its net equity interest in this joint venture. As of June 30, 2008, RJY had total capital of approximately \$9.3 million, of which the Company owns approximately 50%.

Sirchie Acquisition Company, LLC ("SAC"), an 80% owned indirect subsidiary acquired as a merchant banking investment, has been advised by the Commerce and Justice Departments that they intend to seek civil and criminal sanctions against SAC, as the purported successor in interest to Sirchie Finger Print Laboratories, Inc. ("Sirchie"), based upon alleged breaches of Department of Commerce export control suspension orders by Sirchie and its former majority shareholder that occurred prior to SAC's acquisition of Sirchie's assets. Discussions are ongoing and the impact, if any, on the value of this investment is indeterminate at this time.

In connection with auction rate securities ("ARS"), the Company's primary broker dealers, RJA and RJFS, have been subject to ongoing examinations by the Securities and Exchange Commission ("SEC") and the New York Attorney General's Office. The Company is also named in a class action similar to that filed against a number of brokerage firms alleging various securities law violations. The Company has no other litigation pending involving auction rate securities. The Company announced in April 2008 that customers held approximately \$1.9 billion of ARS which as of June 30, 2008 had declined to approximately \$1.3 billion due to the redemption and refinancing of ARS.





The Company is a defendant or co-defendant in various lawsuits and arbitrations incidental to its securities business. The Company is contesting the allegations in these cases and believes that there are meritorious defenses in each of these lawsuits and arbitrations. In view of the number and diversity of claims against the Company, the number of jurisdictions in which litigation is pending and the inherent difficulty of predicting the outcome of litigation and other claims, the Company cannot state with certainty what the eventual outcome of pending litigation or other claims will be. In the opinion of the Company's management, based on current available information, review with outside legal counsel, and consideration of amounts provided for in the accompanying consolidated financial statements with respect to these matters, ultimate resolution of these matters will not have a material adverse impact on the Company's financial position or results of operations. However, resolution of one or more of these matters may have a material effect on the results of operations in any future period, depending upon the ultimate resolution of those matters and upon the level of income for such period.

#### Item 1A. RISK FACTORS

The following is provided as an update to the risk factors included in Item 1A, "Risk Factors", of the Company's Annual Report on Form 10-K for the year ended September 30, 2007.

##### The Company's Operations Could Be Adversely Affected by Serious Weather Conditions

For the past several years, the Company has been unable to obtain meaningful hurricane-related insurance coverage at a reasonable cost for its headquarters complex in St. Petersburg, Florida. Due to the modest hurricane activity during the past three seasons, such coverage has become more readily available and, effective May 15, 2008, the Company has increased its limits to levels management considers adequate for such a catastrophe. Notwithstanding this coverage, the Company's business continuity plan continues to be enhanced and tested to allow for continuous business processing in the event of weather-related or other interruptions of operations at the headquarters complex.

#### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Reference is made to information contained under "Capital Transactions" in Note 12 of the Notes to Condensed Consolidated Financial Statements for the information required by Part II, Item 2(c).

The Company expects to continue paying cash dividends. However, the payment and rate of dividends on the Company's common stock is subject to several factors including operating results, financial requirements of the Company, compliance with the net worth covenant in the Company's line of credit agreement, and the availability of funds from the Company's subsidiaries, including the broker-dealer subsidiaries, which may be subject to restrictions under the net capital rules of the SEC, FINRA and the IROC; and RJBank, which may be subject to restrictions by federal banking agencies. Such restrictions have never become applicable with respect to the Company's dividend payments. (See Note 14 of the Notes to the Condensed Consolidated Financial Statements for more information on the capital restrictions placed on RJBank and the Company's broker-dealer subsidiaries).

#### Item 6. EXHIBITS

- 11 Statement Re: Computation of per Share Earnings (The calculation of per share earnings is included in Part I, Item 1 in the Notes to Condensed Consolidated Financial Statements (Earnings Per Share) and is omitted here in accordance with Section (b)(11) of Item 601 of Regulation S-K).
- 31.1 Principal Executive Officer Certification as required by Rule 13a-14(a)/15d-14(a), filed herewith.

- 31.2 Principal Financial Officer Certification as required by Rule 13a-14(a)/15d-14(a), filed herewith.
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

SIGNATURES

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

RAYMOND JAMES FINANCIAL, INC.  
(Registrant)

Date: August 11, 2008

/s/ Thomas A. James  
Thomas A. James  
Chairman and Chief  
Executive Officer

/s/ Jeffrey P. Julien  
Jeffrey P. Julien  
Senior Vice President - Finance  
and Chief Financial  
Officer