Invesco Ltd.
Form 10-Q
November 01, 2012
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q
(Mark One)

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

For the quarterly period ended September 30, 2012
OR

o	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 1-13908
Invesco Ltd.
(Exact Name of Registrant as Specified in Its Charter)

Bermuda	98-0557567
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1555 Peachtree Street, N.E., Suite 1800, Atlanta, GA	30309
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (404) 892-0896
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Shares, $0.20 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None
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 þ No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer þ	Accelerated filer o	Non-accelerated filer o(Do not check if a smaller reporting company)	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 þ
As of September 30, 2012, the most recent practicable date, 444,042,032 of the company's common shares par value $0.20 per share, were outstanding.

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We include cross references to captions elsewhere in this Quarterly Report on Form 10-Q, which we refer to as this "Report," where you can find related additional information. The following table of contents tells you where to find these captions.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Invesco Ltd.
Condensed Consolidated Balance Sheets
(Unaudited)

$ in millions, except share data	As of September 30, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	880.1	727.4
Cash and cash equivalents of consolidated investment products	552.7	382.3
Unsettled fund receivables	596.0	444.4
Accounts receivable	406.1	424.4
Accounts receivable of consolidated investment products	58.3	98.5
Investments	364.2	283.7
Prepaid assets	55.8	51.2
Other current assets	81.7	150.0
Deferred tax asset, net	26.5	28.7
Assets held for policyholders	1,139.3	1,243.5
Total current assets	4,160.7	3,834.1
Non-current assets:		
Investments	223.5	200.8
Investments of consolidated investment products	4,717.9	6,629.0
Security deposit assets and receivables	30.1	81.2
Other non-current assets	17.2	17.9
Deferred sales commissions	46.0	40.5
Property and equipment, net	329.9	312.8
Intangible assets, net	1,295.8	1,322.8
Goodwill	7,039.9	6,907.9
Total non-current assets	13,700.3	15,512.9
Total assets	17,861.0	19,347.0
LIABILITIES AND EQUITY		
Current liabilities:		
Current maturities of total debt	333.5	215.1
Unsettled fund payables	598.2	439.6
Income taxes payable	64.4	59.6
Other current liabilities	719.1	841.5
Other current liabilities of consolidated investment products	329.8	175.1
Policyholder payables	1,139.3	1,243.5
Total current liabilities	3,184.3	2,974.4
Non-current liabilities:		
Long-term debt	951.6	1,069.6
Long-term debt of consolidated investment products	3,855.0	5,512.9
Deferred tax liabilities, net	313.5	274.0
Security deposits payable	30.1	81.2
Other non-current liabilities	329.1	297.3

Total non-current liabilities	5,479.3	7,235.0
Total liabilities	8,663.6	10,209.4
Commitments and contingencies (See Note 10)		
Equity:		
Equity attributable to common shareholders:		
Common shares ($0.20 par value; 1,050.0 million authorized; 490.4 million shares issued as of September 30, 2012 and December 31, 2011)	98.1	98.1
Additional paid-in-capital	6,122.6	6,180.6
Treasury shares	(1,323.0)	(1,280.4)
Retained earnings	2,720.1	2,413.2
Retained earnings appropriated for investors in consolidated investment products	159.1	334.3
Accumulated other comprehensive income, net of tax	538.2	373.3
Total equity attributable to common shareholders	8,315.1	8,119.1
Equity attributable to noncontrolling interests in consolidated entities	882.3	1,018.5
Total equity	9,197.4	9,137.6
Total liabilities and equity	17,861.0	19,347.0

See accompanying notes.

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Invesco Ltd.
Condensed Consolidated Statements of Income
(Unaudited)

$ in millions, except per share data	Three months ended September 30, 2012	2011	Nine months ended September 30, 2012	2011
Operating revenues:				
Investment management fees	818.0	779.5	2,390.0	2,390.9
Service and distribution fees	196.1	189.1	572.2	599.2
Performance fees	3.0	2.6	38.9	14.0
Other	24.3	26.6	83.0	91.0
Total operating revenues	1,041.4	997.8	3,084.1	3,095.1
Operating expenses:				
Employee compensation	330.9	305.5	954.0	929.7
Third-party distribution, service and advisory	327.2	314.4	960.9	980.7
Marketing	26.4	13.1	79.7	64.9
Property, office and technology	69.1	62.7	204.4	188.6
General and administrative	68.8	69.6	230.8	220.8
Transaction and integration	3.0	4.7	5.6	23.9
Total operating expenses	825.4	770.0	2,435.4	2,408.6
Operating income	216.0	227.8	648.7	686.5
Other income/(expense):				
Equity in earnings of unconsolidated affiliates	5.2	8.1	21.8	25.6
Interest and dividend income	2.5	3.8	7.1	8.3
Interest income of consolidated investment products	68.7	79.6	206.4	233.6
Other gains/(losses) of consolidated investment products, net	(25.2)	(93.1)	(69.9)	(243.3)
Interest expense	(12.6)	(15.3)	(39.6)	(47.5)
Interest expense of consolidated investment products	(41.9)	(48.7)	(134.4)	(135.2)
Other gains and losses, net	18.4	(19.7)	29.3	(5.8)
Income before income taxes	231.1	142.5	669.4	522.2
Income tax provision	(74.2)	(59.1)	(210.1)	(210.1)
Net income	156.9	83.4	459.3	312.1
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	13.7	83.5	59.1	215.3
Net income attributable to common shareholders	170.6	166.9	518.4	527.4
Earnings per share:				
— basic	$0.38	$0.36	$1.14	$1.13
— diluted	$0.38	$0.36	$1.14	$1.13
Dividends declared per share	$0.1725	$0.1225	$0.4675	$0.3550

See accompanying notes.

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Invesco Ltd.
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
$ in millions	2012	2011	2012	2011
Net income	156.9	83.4	459.3	312.1
Other comprehensive income, before tax:				
Currency translation differences on investments in overseas subsidiaries	171.3	(243.4)	155.2	(91.1)
Change in accumulated other comprehensive income related to employee benefit plans	(2.8)	1.7	(1.9)	11.9
Change in accumulated other comprehensive income of equity method investments	1.6	(5.0)	4.6	(6.1)
Change in net unrealized gains on available-for-sale investments	4.9	(12.3)	8.3	(14.9)
Other comprehensive income (loss), before tax	175.0	(259.0)	166.2	(100.2)
Income tax related to items of other comprehensive income:				
Tax benefit (expense) on foreign currency translation adjustments	0.1	0.8	0.9	—
Tax benefit (expense) on comprehensive income related to employee benefit plans	(1.7)	(1.0)	(1.9)	(3.5)
Tax benefit (expense) on change in net unrealized gains on available-for-sale investments	(0.4)	1.6	(0.2)	1.7
Total income tax benefit (expense) related to items of other comprehensive income	(2.0)	1.4	(1.2)	(1.8)
Other comprehensive income (loss), net of tax	173.0	(257.6)	165.0	(102.0)
Total comprehensive income	329.9	(174.2)	624.3	210.1
Comprehensive loss (income) attributable to noncontrolling interests in consolidated entities	(11.0)	69.0	59.0	194.2
Comprehensive income attributable to common shareholders	318.9	(105.2)	683.3	404.3

See accompanying notes.

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Invesco Ltd.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine months ended September 30,	
$ in millions	2012	2011
Operating activities:		
Net income	459.3	312.1
Adjustments to reconcile net income to net cash (used in)/provided by operating activities:		
Amortization and depreciation	72.5	95.3
Share-based compensation expense	102.9	86.0
Gains on disposal of property, equipment, and software, net	(0.5)	—
Purchase of trading investments	(7,573.2)	(8,120.7)
Proceeds from sale of trading investments	7,564.6	8,103.6
Other gains and losses, net	(29.3)	5.8
Other (gains)/losses of consolidated investment products, net	69.9	243.3
Tax benefit from share-based compensation	47.7	74.2
Excess tax benefits from share-based compensation	(13.7)	(15.8)
Equity in earnings of unconsolidated affiliates	(21.8)	(25.6)
Dividends from unconsolidated affiliates	14.7	20.1
Changes in operating assets and liabilities:		
(Increase)/decrease in cash held by consolidated investment products	(296.0)	296.3
(Increase)/decrease in receivables	151.9	41.3
Increase/(decrease) in payables	(231.3)	(473.9)
Net cash (used in)/provided by operating activities	317.7	642.0
Investing activities:		
Purchase of property and equipment	(68.4)	(60.6)
Disposal of property and equipment	0.6	12.6
Purchase of available-for-sale investments	(73.9)	(31.1)
Proceeds from sale of available-for-sale investments	32.9	50.2
Purchase of investments by consolidated investment products	(2,338.9)	(2,594.2)
Proceeds from sale of investments by consolidated investment products	2,484.5	3,035.3
Purchase of other investments	(87.7)	(102.3)
Proceeds from sale of other investments	63.4	35.7
Returns of capital and distributions from unconsolidated partnership investments	12.2	28.5
Acquisition of businesses	—	(14.9)
Acquisition earn-out payments	(5.6)	(5.4)
Sale of management contracts	16.4	—
Net cash (used in)/provided by investing activities	35.5	353.8
Financing activities:		
Proceeds from exercises of share options	17.2	11.0
Purchases of treasury shares	(190.0)	(333.0)
Dividends paid	(211.5)	(165.0)
Excess tax benefits from share-based compensation	13.7	15.8
Capital invested into consolidated investment products	19.4	27.9
Capital distributed by consolidated investment products	(122.0)	(158.8)
Net borrowings/(repayments) of debt of consolidated investment products	255.4	(434.9)
Net borrowings/(repayments) under credit facility	215.5	74.0

Repayments of senior notes	(215.1)	—
Acquisition of interest in consolidated investment products	—	(12.3)
Net cash (used in)/provided by financing activities	(217.4)	(975.3)
(Decrease)/increase in cash and cash equivalents	135.8	20.5
Foreign exchange movement on cash and cash equivalents	16.9	(4.0)
Cash and cash equivalents, beginning of period	727.4	740.5
Cash and cash equivalents, end of period	880.1	757.0
Supplemental Cash Flow Information:		
Interest paid	(39.0)	(39.1)
Interest received	3.5	8.2
Taxes paid	(154.4)	(137.7)

See accompanying notes.

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Invesco Ltd.
Condensed Consolidated Statements of Changes in Equity
(Unaudited)

	Equity Attributable to Common Shareholders								
$ in millions	Common Shares	Additional Paid-in-Capital	Treasury Shares	Retained Earnings	Retained Earnings Appropriated for Investors in Consolidated Investment Products	Accumulated Other Comprehensive Income	Total Equity Attributable to Common Shareholders	Noncontrolling Interests in Consolidated Entities	Total Equity
January 1, 2012	98.1	6,180.6	(1,280.4)	2,413.2	334.3	373.3	8,119.1	1,018.5	9,137.6
Net income	—	—	—	518.4	—	—	518.4	(59.1)	459.3
Other comprehensive income	—	—	—	—	—	164.9	164.9	0.1	165.0
Total comprehensive income							683.3	(59.0)	624.3
Net income (loss) reclassified to appropriated retained earnings	—	—	—	—	(51.3)	—	(51.3)	51.3	—
Currency translation differences on investments in overseas subsidiaries reclassified to appropriated retained earnings	—	—	—	—	(7.0)	—	(7.0)	7.0	—
Deconsolidation of consolidated investment products	—	—	—	—	(116.9)	—	(116.9)	—	(116.9)
Change in noncontrolling interests in consolidated entities, net	—	—	—	—	—	—	—	(135.5)	(135.5)
Dividends	—	—	—	(211.5)	—	—	(211.5)	—	(211.5)
Employee share plans:									
Share-based compensation	—	102.9	—	—	—	—	102.9	—	102.9
Vested shares	—	(156.9)	156.9	—	—	—	—	—	—
Exercise of options	—	(17.7)	34.9	—	—	—	17.2	—	17.2
Tax impact of share-based payment	—	13.7	—	—	—	—	13.7	—	13.7

Purchase of shares	—	—	(234.4)	—	—	—	(234.4)	—	(234.4)
September 30, 2012	98.1	6,122.6	(1,323.0)	2,720.1	159.1	538.2	8,315.1	882.3	9,197.4

See accompanying notes.

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Invesco Ltd.
Condensed Consolidated Statements of Changes in Equity (continued)
(Unaudited)

$ in millions	Equity Attributable to Common Shareholders Common Shares	Additional Paid-in-Capital	Treasury Shares	Retained Earnings	Retained Earnings Appropriated for Investors in Consolidated Investment Products	Accumulated Other Comprehensive Income	Total Equity Attributable to Common Shareholders	Non-Controlling Interests in Consolidated Entities	Total Equity
January 1, 2011	98.1	6,262.6	(991.5)	1,904.4	495.5	495.5	8,264.6	1,096.3	9,360.9
Net income	—	—	—	527.4	—	—	527.4	(215.3)	312.1
Other comprehensive income	—	—	—	—	—	(123.1)	(123.1)	21.1	(102.0)
Total comprehensive income							404.3	(194.2)	210.1
Net income (loss) reclassified to appropriated retained earnings	—	—	—	—	(277.8)	—	(277.8)	277.8	—
Currency translation differences on investments in overseas subsidiaries reclassified to appropriated retained earnings	—	—	—	—	15.1	—	15.1	(15.1)	—
Change in noncontrolling interests in consolidated entities, net	—	—	—	—	—	—	—	(146.4)	(146.4)
Dividends	—	—	—	(165.0)	—	—	(165.0)	—	(165.0)
Employee share plans:									
Share-based compensation	—	86.0	—	—	—	—	86.0	—	86.0
Vested shares	—	(181.4)	181.4	—	—	—	—	—	—
Exercise of options	—	(7.1)	18.1	—	—	—	11.0	—	11.0
Tax impact of share-based payment	—	15.8	—	—	—	—	15.8	—	15.8
Purchase of shares	—	—	(404.9)	—	—	—	(404.9)	—	(404.9)

September 30, 2011	98.1	6,175.9	(1,196.9)	2,266.8	232.8	372.4	7,949.1	1,018.4	8,967.5

See accompanying notes.

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Invesco Ltd.

Notes to the Condensed Consolidated Financial Statements

1. ACCOUNTING POLICIES

Corporate Information

Invesco Ltd. (Parent) and all of its consolidated entities (collectively, the company or Invesco) provide retail, institutional and high-net-worth clients with an array of global investment management capabilities. The company's sole business is investment management.

Basis of Accounting and Consolidation

In the opinion of management, the unaudited Condensed Consolidated Financial Statements reflect all adjustments, consisting of normal recurring accruals, which are necessary for the fair presentation of the financial condition and results of operations for the interim periods presented. All significant intercompany transactions, balances, revenues and expenses are eliminated upon consolidation.

The Condensed Consolidated Financial Statements have been prepared in accordance with U.S. GAAP and consolidate the financial statements of the Parent, all of its controlled subsidiaries, any variable interest entities (VIEs) required to be consolidated, and any non-VIE general partnership investments where the company is deemed to have control. Control is deemed to be present when the Parent, directly or indirectly, holds a majority voting interest or otherwise has the power to govern the financial and operating policies of the subsidiary so as to obtain the benefits from its activities.

Certain disclosures included in the company's annual report are not required to be included on an interim basis in the company's quarterly reports on Forms 10-Q. The company has condensed or omitted these disclosures. Therefore, this Form 10-Q (Report) should be read in conjunction with the company's annual report on Form 10-K (as amended) for the year ended December 31, 2011.

Use of Estimates

In preparing the financial statements, company management is required to make estimates and assumptions that affect reported revenues, expenses, assets, liabilities and disclosure of contingent liabilities. The primary estimates relate to investment valuation, goodwill and intangible impairment, and taxes. Use of available information and application of judgment are inherent in the formation of estimates. Actual results in the future could differ from such estimates and the differences may be material to the financial statements.

Accounting Pronouncements Recently Adopted and Pending Accounting Pronouncements

In May 2011, the FASB issued Accounting Standards Update 2011-04, "Fair Value Measurements: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements" (ASU 2011-04). ASU 2011-04 amends Topic 820 to clarify existing fair value measurement disclosures to (1) specifically provide quantitative information about the significant unobservable inputs used for all level 3 measurements and (2) disclose any transfers between levels 1 and 2 of the fair value hierarchy, not just significant transfers. ASU 2011-04 also requires a number of additional disclosures regarding fair value measurements. Specifically, ASU 2011-04 requires entities to disclose: (1) a qualitative discussion about the sensitivity of recurring level 3 measurements to changes in the unobservable inputs disclosed, including the interrelationship between inputs; (2) a description of the company's valuation processes surrounding level 3 measurements; (3) information about when the current use of a non-financial asset measured at fair value differs from its highest and best use; and (4) the hierarchy classification for items whose fair value is not recorded on the balance sheet but is disclosed in the notes. ASU 2011-04 amends Topic 820 to change the fair value measurement of financial instruments and the application of premiums and discounts in a fair value measurement. ASU 2011-04 also clarifies existing fair value measurement regarding the concepts of valuation premise, the application of the highest and best use, and the fair value measurement of an instrument classified in an entity's shareholders' equity. The adoption of ASU 2011-04 did not have an effect on the company's current fair value measurements but led to increased disclosures related to the assets and liabilities of the company's consolidated investment products that are classified as level 3 assets within the fair value hierarchy. The amendments to Topic 820 made by ASU 2011-04 are effective for interim and annual periods beginning on or after December 15, 2011, and are accordingly reflected in the fair value disclosure contained in Notes 2, "Fair Value of Assets and Liabilities," and 11, "Consolidated Investment Products."

In June 2011, the FASB issued Accounting Standards Update 2011-05, “Comprehensive Income: Presentation of Comprehensive Income” (ASU 2011-05). ASU 2011-05 amends Topic 220 to require the components of net income and other comprehensive income to be presented in one continuous statement, which would be referred to as the statement of comprehensive income, or in two separate but consecutive statements. Prior to ASU 2011-05, there was no requirement to

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present the statement of net income and statement of comprehensive income consecutively. ASU 2011-05 also requires an entity to present on the face of the financial statements reclassification adjustments for items that are reclassified from other comprehensive income to net income alongside their respective components of net income and other comprehensive income. This requirement in ASU 2011-05 was amended and deferred in December 2011, when the FASB issued Accounting Standards Update No. 2011-12, “Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive income in Accounting Standards Update No. 2011-05” (ASU 2011-12). As a result of ASU 2011-12, an entity will continue to report items that are reclassified from accumulated other comprehensive income consistent with the requirements in Topic 220 in effect before the adoption of ASU 2011-05. The amendments to Topic 220 made by ASU 2011-05, and the amendments to ASU 2011-05 made by ASU 2011-12, are effective for interim and annual periods beginning on or after December 15, 2011 for public companies, and are accordingly reflected in the financial statement, “Condensed Consolidated Statements of Comprehensive Income."

In September 2011, the FASB issued Accounting Standards Update 2011-08, “Intangibles-Goodwill and Other: Testing Goodwill for Impairment” (ASU 2011-08). ASU 2011-08 amends Topic 350 on testing for goodwill impairment. Specifically, ASU 2011-08 permits an entity the option to first qualitatively assess whether it is more likely than not (a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount. If an entity concludes that this is the case, it would be required to calculate the fair value of the reporting unit under step one of the goodwill impairment test; otherwise, no further testing is required. An entity may bypass the qualitative assessment in any period and proceed directly to step one of the goodwill impairment test, and may resume performing the qualitative assessment in any subsequent period. The amendments made by ASU 2011-08 have been adopted by the company and are effective for interim and annual periods beginning on or after December 15, 2011. They will be contemplated as part of the company's 2012 impairment testing process.

In July 2012, the FASB issued Accounting Standards Update 2012-02, “Intangibles-Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment” (ASU 2012-02). ASU 2012-02 amends Topic 350 on testing for impairment of indefinite-lived intangible assets. Specifically, ASU 2012-02 permits an entity the option to first qualitatively assess whether it is more likely than not (a likelihood of more than 50 percent) that an indefinite-lived intangible asset is impaired. If an entity concludes that this is the case, it would be required to perform the quantitative impairment test and calculate the fair value of the indefinite-lived intangible asset; otherwise, no further testing is required. An entity may bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and may resume performing the qualitative assessment in any subsequent period. The amendments made by ASU 2012-02 are effective for interim and annual impairment tests performed for fiscal years beginning on or after September 15, 2012. Early adoption is permitted and the amendments made by 2012-02 will be contemplated as part of the company's 2012 impairment testing process.

2. FAIR VALUE OF ASSETS AND LIABILITIES

The carrying value and fair value of financial instruments is presented in the summary table below. The fair value of financial instruments held by consolidated investment products is presented in Note 11, “Consolidated Investment Products.”

	September 30, 2012			December 31, 2011	
$ in millions	Footnote Reference	Carrying Value	Fair Value	Carrying Value	Fair Value
Cash and cash equivalents		880.1	880.1	727.4	727.4
Available for sale investments	3	122.0	122.0	63.5	63.5
Assets held for policyholders		1,139.3	1,139.3	1,243.5	1,243.5
Trading investments	3	217.1	217.1	187.5	187.5
Foreign time deposits*	3	33.4	33.4	32.2	32.2
Support agreements*	10,11	(1.0)	(1.0)	(1.0)	(1.0)
Policyholder payables		(1,139.3)	(1,139.3)	(1,243.5)	(1,243.5)
Put option contracts		0.1	0.1	—	—

UIT-related financial instruments sold, not yet purchased		(1.3)	(1.3)	(1.0)	(1.0)
Note payable		(11.3)	(11.3)	(16.8)	(16.8)
Total debt*	4	(1,285.1)	(1,308.2)	(1,284.7)	(1,307.5)

* These financial instruments are not measured at fair value on a recurring basis. See the indicated footnotes for additional information about the carrying and fair values of these financial instruments. Foreign time deposits are measured at cost

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plus accrued interest, which approximates fair value, and are accordingly classified as Level 2 securities.

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Cash equivalents

Cash equivalents include cash investments in money market funds and time deposits. Cash investments in money market funds are valued under the market approach through the use of quoted market prices in an active market, which is the net asset value of the underlying funds, and are classified within level 1 of the valuation hierarchy.

Available-for-sale investments

Available-for-sale investments include amounts seeded into affiliated investment products, investments in affiliated CLOs, and investments in other debt securities. Seed money investments are investments held in Invesco managed funds with the purpose of providing capital to the funds during their development periods. Seed money is valued under the market approach through the use of quoted market prices available in an active market and is classified within level 1 of the valuation hierarchy; there is no modeling or additional information needed to arrive at the fair values of these investments. CLO assets are valued based on price quotations provided by an independent third-party pricing source, in which case they are classified as level 2, or using an income approach through the use of certain observable and unobservable inputs. Due to current liquidity constraints within the market for CLO products that require the use of unobservable inputs, these investments are classified within level 3 of the valuation hierarchy. Other debt securities are valued using a cost valuation technique due to the lack of available cash flow and market data and are accordingly also classified within Level 3 of the valuation hierarchy.

Assets held for policyholders

Assets held for policyholders represent investments held by one of the company’s subsidiaries, which is an insurance entity that was established to facilitate retirement savings plans in the U.K. The assets held for policyholders are accounted for at fair value pursuant to ASC Topic 944, “Financial Services — Insurance,” and are comprised primarily of affiliated unitized funds. The assets are measured at fair value under the market approach based on the quoted prices of the underlying funds in an active market and are classified within level 1 of the valuation hierarchy. The policyholder payables are indexed to the value of the assets held for policyholders.

Put option contracts

In the second quarter of 2012, the company purchased four put option contracts to hedge economically foreign currency risk on the translation of a portion of its pound sterling-denominated earnings into U.S. dollars. The economic hedge is predominantly triggered upon the impact of a significant decline in the pound sterling/U.S. dollar foreign exchange rate, which could arise from a Greek Euro exit or other major European economic events. Open put option contracts are marked-to-market through earnings, which are recorded in the company's consolidated statement of income in other gains and losses. These derivative contracts are valued using option valuation models and are included in other current assets in the company's consolidated balance sheet. The significant inputs in these models (volatility, forward points and swap curves) are readily available in public markets or can be derived from observable market transactions for substantially the full terms of the contracts and are classified within level 2 of the valuation hierarchy. The cost to the company of these contracts was $2.5 million at their inception date, which represents the company's maximum exposure to loss from the contracts over the 12-month cumulative contract period, and contract maturity ranges from September 25, 2012 to June 25, 2013. These were the only contracts entered into during the period to hedge economically foreign currency risk. The company recognized a loss of $1.2 million and $2.4 million in the three months ended and nine months ended September 30, 2012 related to the change in market value of these put option contracts.

Trading investments

Trading investments include investments held to hedge economically against costs the company incurs in connection with certain deferred compensation plans in which the company participates, as well as trading and investing activities in equity and debt securities entered into in its capacity as sponsor of unit investment trusts (UITs).

- Investments related to deferred compensation plans

Investments related to deferred compensation plans are primarily invested in affiliated funds that are held to hedge economically current and non-current deferred compensation liabilities. Investments related to deferred compensation plans are valued under the market approach through the use of quoted prices in an active market and are classified within level 1 of the valuation hierarchy.

- UIT-related equity and debt securities

At September 30, 2012, UIT-related equity and debt securities consisted of investments in corporate stock, corporate

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bonds, UITs, U.S. state and political subdivisions. Each is discussed more fully below.

- Corporate stock

The company temporarily holds investments in corporate stock for purposes of creating a UIT. Corporate stocks are valued under the market approach through use of quoted prices on an exchange. To the extent these securities are actively traded, valuation adjustments are not applied and they are categorized within level 1 of the valuation hierarchy; otherwise, they are categorized in level 2.

- Corporate bonds

The company temporarily holds investments in corporate bonds for purposed of creating a UIT. Corporate bonds are valued using recently executed transaction prices, market price quotations (where observable), bond spreads, or credit default swap spreads. The spread data used is for the same maturities as the underlying bonds. If the spread data does not reference the issuers, then data that references comparable issuers is used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves, bond or single name credit default spreads, and recovery rates based on collateral value as key inputs. Depending on the nature of the inputs, these investments are categorized as level 1, 2, or 3.

- UITs

The company may hold units of its sponsored UITs at period-end for sale in the primary market or secondary market. Equity UITs are valued under the market approach through use of quoted prices on an exchange. Fixed income UITs are valued using recently executed transaction prices, market price quotations (where observable), bond spreads, or credit default swap spreads. The spread data used is for the same maturities as the underlying bonds. If the spread data does not reference the issuers, then data that references comparable issuers is used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves, bond or single name credit default spreads, and recovery rates based on collateral value as key inputs. Depending on the nature of the inputs, these investments are categorized as level 1, 2, or 3.

- Municipal securities

Municipal securities are valued using recently executed transaction prices, market price quotations (where observable), bond spreads, or credit default swap spreads. The spread data used is for the same maturities as the underlying bonds. If the spread data does not reference the issuers, then data that references comparable issuers is used. When observable price quotations are not available, fair value is determined based on cash flow models with yield curves, bond or single name credit default spreads, and recovery rates based on collateral value as key inputs. Depending on the nature of the inputs, these investments are categorized as level 1, 2, or 3.

UIT-related financial instruments sold, not yet purchased, and derivative instruments

The company uses U.S. Treasury futures, which are types of derivative financial instruments, to hedge economically fixed income UIT inventory and securities in order to mitigate market risk. Open futures contracts are marked-to-market daily through earnings, which are recorded in the company’s consolidated statement of income in other revenue, along with the mark-to-market on the underlying trading securities held. Fair values of derivative contracts in an asset position are included in other current assets in the company’s consolidated balance sheet. Fair values of derivative contracts in a liability position are included in other liabilities in the company’s consolidated balance sheet. These derivative contracts are valued under the market approach through use of quoted prices in an active market and are classified within level 1 of the valuation hierarchy. At September 30, 2012, there were 15 open futures contracts with a notional value of $2.1 million (December 31, 2011: 10 open futures contracts with a notional value of $1.3 million). Additionally, to hedge economically the market risk associated with equity and debt securities and UITs temporarily held as trading investments, the company will hold short corporate stock, exchange-traded fund, or U.S. treasury security positions. These transactions are recorded as financial instruments sold, not yet purchased and are included in other current liabilities in the company’s consolidated balance sheet. To the extent these securities are actively traded, valuation adjustments are not applied and they are categorized within level 1 of the valuation hierarchy; otherwise, they are categorized in level 2.

Note payable

The note payable represents a payable associated with Invesco’s acquired ownership interest in two consolidated real estate funds. As the underlying investments in the funds are carried at fair value (and are disclosed as level 3 assets in the fair value hierarchy table included in Note 11, “Consolidated Investment Products”), management elected the fair value option for the note payable in order to offset the fair value movements recognized from the funds and has recorded the note payable as a level

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3 liability. The fair value of the note payable is measured by reference to the value of the company's ownership interest in the equity of the funds, as this is the contractual amount payable at the reporting date. The value of the funds' equity is driven by the value of the underlying investments of the funds, as these investments make up the majority of the funds' equity. See Note 11, "Consolidated Investment Products," for additional information regarding the valuation of the underlying investments of the funds.

The following table presents, for each of the hierarchy levels described above, the carrying value of the company's assets and liabilities, including major security type for equity and debt securities, which are measured at fair value on the face of the statement of financial position as of September 30, 2012.

	As of September 30, 2012			
$ in millions	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Current assets:				
Cash equivalents:				
Money market funds	234.7	234.7	—	—
Investments:*				
Available-for-sale:				
Seed money	113.2	113.2	—	—
Trading investments:				
Investments related to deferred compensation plans	211.7	211.7	—	—
UIT-related equity and debt securities:				
Corporate stock	1.4	1.4	—	—
UITs	1.3	1.3	—	—
Municipal securities	2.7	—	2.7	—
Assets held for policyholders	1,139.3	1,139.3	—	—
Put option contracts	0.1	—	0.1	—
Total current assets	1,704.4	1,701.6	2.8	—
Non-current assets:				
Investments — available-for-sale*:				
CLOs	2.5	—	—	2.5
Other debt securities	6.3	—	—	6.3
Total assets at fair value	1,713.2	1,701.6	2.8	8.8
Current liabilities:				
Policyholder payables	(1,139.3)	(1,139.3)	—	—
UIT-related financial instruments sold, not yet purchased:				
Corporate equities	(1.3)	(1.3)	—	—
Note payable	(11.3)	—	—	(11.3)
Total liabilities at fair value	(1,151.9)	(1,140.6)	—	(11.3)

* Current foreign time deposits of $33.4 million and other current investments of $0.5 million are excluded from this table. Non-current equity method and other investments of $202.9 million and $11.8 million, respectively, are also excluded from this table. These investments are not measured at fair value, in accordance with applicable accounting standards.

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The following table presents, for each of the hierarchy levels described above, the carrying value of the company's assets and liabilities that are measured at fair value as of December 31, 2011:

	As of December 31, 2011			
$ in millions	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Current assets:				
Cash equivalents:				
Money market funds	257.7	257.7	—	—
Investments:*				
Available-for-sale:				
Seed money	63.5	63.5	—	—
Trading investments:				
Investments related to deferred compensation plans	184.4	184.4	—	—
UIT-related equity and debt securities:				
Corporate stock	1.1	1.1	—	—
UITs	0.9	0.9	—	—
Municipal securities	1.1	—	1.1	—
Assets held for policyholders	1,243.5	1,243.5	—	—
Total current assets	1,752.2	1,751.1	1.1	—
Current liabilities:				
Policyholder payables	(1,243.5)	(1,243.5)	—	—
UIT-related financial instruments sold, not yet purchased:				
Corporate equities	(1.0)	(1.0)	—	—
Non-current liabilities:				
Note payable	(16.8)	—	—	(16.8)
Total liabilities at fair value	(1,261.3)	(1,244.5)	—	(16.8)

* Current foreign time deposits of $32.2 million and other current investments of $0.5 million are excluded from this table. Non-current equity method and other investments of $193.1 million and $7.7 million, respectively, are also excluded from this table. These investments are not measured at fair value, in accordance with applicable accounting standards.

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The following table shows a reconciliation of the beginning and ending fair value measurements for level 3 assets and liabilities during the three and nine months ended September 30, 2012 and September 30, 2011, which are valued using significant unobservable inputs:

	Three months ended September 30, 2012			Nine months ended September 30, 2012		
$ in millions	CLOs	Other Debt Securities	Note Payable	CLOs	Other Debt Securities	Note Payable
Beginning balance	2.5	6.3	(12.6)	—	—	(16.8)
Deconsolidation of consolidated investment products	—	—	—	2.5	—	—
Purchases, sales, issuances, settlements	—	—	1.6	(0.2)	1.7	1.6
Net unrealized gains and losses included in accumulated other comprehensive income/(loss)*	—	—	—	0.2	—	—
Net unrealized gains and losses included in earnings*	—	—	—	—	—	3.5
Reclassification	—	—	—	—	4.6	—
Foreign exchange movements included in earnings	—	—	(0.3)	—	—	0.4
Ending balance	2.5	6.3	(11.3)	2.5	6.3	(11.3)

	Three months ended September 30, 2011		Nine months ended September 30, 2011	
$ in millions	CLOs	Note Payable	CLOs	Note Payable
Beginning balance	0.4	(16.1)	0.5	(18.9)
Purchases, sales, issuances, settlements	—	—	(0.1)	2.9
Net unrealized gains and losses included in accumulated other comprehensive income/(loss)*	0.1	—	0.1	—
Foreign exchange movements included in earnings	—	0.1	—	—
Ending balance	0.5	(16.0)	0.5	(16.0)

* Of these net unrealized gains and losses included in accumulated other comprehensive income/(loss), no gain and $0.2 million gain for the three and nine months ended September 30, 2012 is attributed to the change in unrealized gains and losses related to assets still held at September 30, 2012 (three and nine months ended September 30, 2011: $0.1 million and $0.1 million unrealized gains and losses related to assets still held at September 30, 2011). Of these net unrealized gains and losses included in earnings, none and $3.5 million for the three and nine months ended September 30, 2012 is attributed to the change in unrealized gains and losses related to the note payable still held at September 30, 2012 (three and nine months ended September 30, 2011: none and none).

Quantitative Information about Level 3 Fair Value Measurements

The following table shows significant unobservable inputs used in the fair value measurement of level 3 assets and liabilities:

Assets and Liabilities *	Fair Value at September 30, 2012 ($ in millions)	Valuation Technique	Unobservable Inputs	Range (Weighted Average)

CLOs	2.5	Discounted Cash Flow-Euro	Probability of Default	1% - 5%
			Spread over Euribor	2150 - 2850 bps
		Discounted Cash Flow-USD	Probability of Default	1% - 4%
			Spread over Libor	1350 - 1800 bps

* Other debt securities of $6.3 million are not included in the table above as they are valued using a cost valuation technique. The note payable of $11.3 million is also not included in the table above as its value is linked to the underlying value of consolidated funds. Both items are more fully discussed in the "Available-for-sale investments" and "Note payable" disclosures above.

For CLO Notes, a change in the assumption used for spreads is generally accompanied by a directionally similar change in default rate. Significant increases in any of these inputs in isolation would result in a significant lower fair value measurements. A directionally-opposite impact would apply for significant decreases in these inputs.

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3. INVESTMENTS
The disclosures below include details of the company's investments. Investments held by consolidated investment products are detailed in Note 11, "Consolidated Investment Products."
Current Investments

$ in millions	As of September 30, 2012	December 31, 2011
Available-for-sale investments:		
Seed money	113.2	63.5
Trading investments:		
Investments related to deferred compensation plans	211.7	184.4
UIT-related equity and debt securities	5.4	3.1
Foreign time deposits	33.4	32.2
Other	0.5	0.5
Total current investments	364.2	283.7

Non-current Investments

$ in millions	As of September 30, 2012	December 31, 2011
Available-for-sale investments:		
CLOs	2.5	—
Other debt securities	6.3	—
Equity method investments	202.9	193.1
Other	11.8	7.7
Total non-current investments	223.5	200.8

The portion of trading gains and losses for the nine months ended September 30, 2012 that relates to trading securities still held at September 30, 2012 was a $16.0 million net gain.
Realized gains and losses recognized in the income statement during the year from investments classified as available-for-sale are as follows:

	For the three months ended September 30, 2012			For the nine months ended September 30, 2012		
$ in millions	Proceeds from Sales	Gross Realized Gains	Gross Realized Losses	Proceeds from Sales	Gross Realized Gains	Gross Realized Losses
Current available-for-sale investments	9.1	1.4	(0.2)	32.7	3.2	(0.7)
Non-current available-for-sale investments	—	—	—	0.2	—	—

	For the three months ended September 30, 2011			For the nine months ended September 30, 2011		
$ in millions	Proceeds from Sales	Gross Realized Gains	Gross Realized Losses	Proceeds from Sales	Gross Realized Gains	Gross Realized Losses
Current available-for-sale investments	13.6	1.1	(0.2)	50.1	7.6	(0.4)
Non-current available-for-sale investments	—	—	—	0.1	—	—

Upon the sale of available-for-sale securities, net realized gains of $2.5 million and $7.2 million were transferred from accumulated other comprehensive income into the Condensed Consolidated Statements of Income during the nine months ended September 30, 2012 and 2011, respectively. The specific identification method is used to determine the realized gain or

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loss on securities sold or otherwise disposed.

Gross unrealized holding gains and losses recognized in other accumulated comprehensive income from available-for-sale investments are presented in the table below:

$ in millions	September 30, 2012 Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value	December 31, 2011 Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
Current:								
Seed money	108.9	5.8	(1.5)	113.2	65.7	2.2	(4.4)	63.5
Current available-for-sale investments	108.9	5.8	(1.5)	113.2	65.7	2.2	(4.4)	63.5
Non-current:								
CLOs	0.7	1.8	—	2.5	—	—	—	—
Other debt securities	6.3	—	—	6.3	—	—	—	—
Non-current available-for-sale investments:	7.0	1.8	—	8.8	—	—	—	—
	115.9	7.6	(1.5)	122.0	65.7	2.2	(4.4)	63.5

Available-for-sale debt securities as of September 30, 2012 by maturity, are set out below:

$ in millions	Available-for-Sale (Fair Value)
Less than one year	—
One to five years	1.7
Five to ten years	2.5
Greater than ten years	4.6
Total available-for-sale	8.8

The following table provides the breakdown of available-for-sale investments with unrealized losses at September 30, 2012:

$ in millions	Less Than 12 Months Fair Value	Gross Unrealized Losses	12 Months or Greater Fair Value	Gross Unrealized Losses	Total Fair Value	Gross Unrealized Losses
Seed money (49 funds)	5.5	(0.4)	11.2	(1.1)	16.7	(1.5)

The following table provides the breakdown of available-for-sale investments with unrealized losses at December 31, 2011:

$ in millions	Less Than 12 Months Fair Value	Gross Unrealized Losses	12 Months or Greater Fair Value	Gross Unrealized Losses	Total Fair Value	Gross Unrealized Losses
Seed money (64 funds)	37.5	(4.4)	—	—	37.5	(4.4)

The company has reviewed investment securities for other-than-temporary impairment (OTTI) in accordance with its accounting policy and has recognized $0.8 million other-than-temporary impairment charges on available-for-sale investments during the nine months ended September 30, 2012 (nine months ended September 30, 2011: none).

The gross unrealized losses of seed money investments at September 30, 2012 were primarily caused by declines in the market value of the underlying securities in the seeded funds and foreign exchange movements. After conducting a review of the financial condition and near-term prospects of the underlying securities in the seeded funds as well as the severity and duration of the impairment, the company does not consider any material portion of its gross unrealized losses on these securities to be other-than-temporarily impaired. The securities are expected to recover their value over time and the company has the intent and ability to hold the securities until this recovery occurs.

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4. DEBT

The disclosures below include details of the company's debt. Debt of consolidated investment products is detailed in Note 11, "Consolidated Investment Products."

	September 30, 2012		December 31, 2011	
$ in millions	Carrying Value	Fair Value	Carrying Value	Fair Value
Unsecured Senior Notes*:				
5.625% — due April 17, 2012	—	—	215.1	217.3
5.375% — due February 27, 2013	333.5	339.1	333.5	343.8
5.375% — due December 15, 2014	197.1	214.6	197.1	207.4
Floating rate credit facility expiring June 3, 2016	754.5	754.5	539.0	539.0
Total debt	1,285.1	1,308.2	1,284.7	1,307.5
Less: current maturities of total debt	(333.5)	(339.1)	(215.1)	(217.3)
Long-term debt	951.6	969.1	1,069.6	1,090.2

* The company's Senior Note indentures contain certain restrictions on mergers or consolidations. Beyond these items, there are no other restrictive covenants in the indentures.

The fair market value of the company's Senior Notes was determined by market quotes provided by Bloomberg, which is considered a Level 2 valuation input. In the absence of an active market, the company relies upon the average price quoted by brokers for determining the fair market value of the debt.

Analysis of Borrowings by Maturity:

$ in millions	September 30, 2012
2012	—
2013	333.5
2014	197.1
2016	754.5
Total debt	1,285.1

At September 30, 2012, the outstanding balance on the credit facility was $754.5 million and the weighted average interest rate on the credit facility was 1.395%. Borrowings under the credit facility will bear interest at (i) LIBOR for specified interest periods or (ii) a floating base rate (based upon the highest of (a) the Bank of America prime rate, (b) the Federal Funds rate plus 0.50% and (c) LIBOR for an interest period of one month plus 1.00%), plus, in either case, an applicable margin determined with reference to the company's credit ratings and specified credit default spreads. Based on credit ratings as of September 30, 2012 of the company and such credit default spreads, the applicable margin for LIBOR-based loans was 1.10% and for base rate loans was 0.10%. In addition, the company is required to pay the lenders a facility fee on the aggregate commitments of the lenders (whether or not used) at a rate per annum which is based on the company's credit ratings. Based on credit ratings as of September 30, 2012, the annual facility fee was equal to 0.15%.

Financial covenants under the credit agreement include: (i) the quarterly maintenance of a debt/EBITDA ratio, as defined in the credit agreement, of not greater than 3.25:1.00 through June 30, 2014, and not greater than 3.00:1.00 thereafter, (ii) a coverage ratio (EBITDA, as defined in the credit agreement, divided by interest payable for the four consecutive fiscal quarters ended before the date of determination) of not less than 4.00:1.00. The company is in compliance with all regulatory minimum net capital requirements.

5. SHARE CAPITAL

Movements in the number of common shares issued are represented in the table below:

In millions	September 30, 2012	September 30, 2011

Common shares issued	490.4	490.4
Less: Treasury shares for which dividend and voting rights do not apply	(46.4)	(39.4)
Common shares outstanding	444.0	451.0

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During the three and nine months ended September 30, 2012, the company repurchased 1.8 million and 8.1 million shares, respectively, in the market at a cost of $40.0 million and $190.0 million, respectively (nine months ended September 30, 2011: 13.4 million shares were repurchased at a cost of $333.0 million). Separately, an aggregate of 1.9 million shares were withheld on vesting events during the nine months ended September 30, 2012 to meet employees' withholding tax (nine months ended September 30, 2011: 2.7 million). The fair value of these shares withheld at the respective withholding dates was $44.4 million during the nine months ended September 30, 2012 (nine months ended September 30, 2011: $71.9 million). Approximately $542.0 million remained authorized under the company's share repurchase plan at September 30, 2012 (nine months ended September 30, 2011: $835.4 million).
Total treasury shares at September 30, 2012 were 56.8 million (September 30, 2011: 49.3 million), including 10.4 million unvested restricted stock awards (September 30, 2011: 9.9 million) for which dividend and voting rights apply. The closing market price of common shares at September 30, 2012 was $24.99. The total market value of the company's 56.8 million treasury shares was $1.4 billion on September 30, 2012.

6. SHARE-BASED COMPENSATION

The company issues equity-settled share-based awards to certain employees, which are measured at fair value at the date of grant, in accordance with ASC Topic 718, "Compensation — Stock Compensation." The fair value determined at the grant date is expensed, based on the company's estimate of shares that will eventually vest, on a straight-line or accelerated basis over the vesting period. The company recognized total expenses of $102.9 million in the nine months ended September 30, 2012 (nine months ended September 30, 2011: $86.0 million) related to equity-settled share-based payment transactions.

Share Awards

Movements on share awards priced in U.S. dollars are detailed below:

	Nine months ended September 30, 2012			Nine months ended September 30, 2011	
Millions of shares, except fair values	Time-Vested	Performance-Vested	Weighted Average Grant Date Fair Value ($)	Time-Vested	Weighted Average Grant Date Fair Value ($)
Unvested at the beginning of period	17.3	—	20.34	17.4	17.25
Granted during the period	5.5	0.3	24.84	5.6	26.74
Forfeited during the period	(0.3)	—	21.07	(0.3)	19.36
Vested and distributed during the period	(5.6)	—	18.87	(5.2)	18.90
Unvested at the end of the period	16.9	0.3	22.31	17.5	20.25

Further details of the performance-vested awards granted in 2012 are included in the Compensation Discussion and Analysis section of the company's 2012 Proxy statement.
On December 4, 2007, in connection with the redomicile of the company from the U.K. to Bermuda, the company's primary share listing moved from the London Stock Exchange to the New York Stock Exchange. Movements on share awards priced in Pounds Sterling, which were awarded prior to the move of the company's primary share listing to the New York Stock Exchange, are detailed below:

	Nine months ended September 30, 2012		Nine months ended September 30, 2011		
Millions of shares, except fair values	Time-Vested	Weighted Average Grant Date Fair Value (£ Sterling)	Time-Vested	Performance-Vested	Weighted Average Grant Date Fair Value (£ Sterling)

Unvested at the beginning of period	0.6		11.25	3.3		0.1		11.80
Vested and distributed during the period	(0.3	)	9.66	(2.3	)	(0.1	)	11.94
Unvested at the end of the period	0.3		12.90	1.0		—		11.47

Share awards outstanding at September 30, 2012 had a weighted average remaining contractual life of 1.61 years. The market price of the company's common stock at September 30, 2012 was $24.99.

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Share Options

The company has not granted share option awards since 2005. All remaining outstanding share option awards were fully vested and were expensed by the company over the applicable vesting periods (the latest of which ended prior to December 31, 2008). At the time of their grants, the exercise prices of the share options were denominated in the company's trading currency, which was the Pound Sterling. The exercise price remains in Pounds Sterling and was not changed to U.S. Dollars. Therefore, upon exercise of the share options, the Pound Sterling exercise price will be converted into U.S. Dollars using the spot foreign exchange rate in effect on the exercise date.

Changes in outstanding share option awards are as follows:

	Nine months ended September 30, 2012		Nine months ended September 30, 2011	
	Options (millions of shares)	Weighted Average Exercise Price (£ Sterling)	Options (millions of shares)	Weighted Average Exercise Price (£ Sterling)
Outstanding at the beginning of the period	4.5	7.85	10.7	13.85
Forfeited during the period	(0.1)	14.80	(0.9)	23.18
Exercised during the period	(1.3)	8.29	(0.8)	8.54
Outstanding at the end of the period	3.1	7.33	9.0	13.30
Exercisable at the end of the period	3.1	7.33	9.0	13.30

7. RETIREMENT BENEFIT PLANS

Defined Contribution Plans

The company operates defined contribution retirement benefit plans for all qualifying employees. The assets of the plans are held separately from those of the company in funds under the control of trustees. When employees leave the plans prior to vesting fully in the contributions, the contributions payable by the company are reduced by the amount of forfeited contributions.

The total amounts charged to the Condensed Consolidated Statements of Income for the nine months ended September 30, 2012 and 2011, of $43.6 million and $41.3 million, respectively, represent contributions paid or payable to these plans by the company at rates specified in the rules of the plans. As of September 30, 2012, accrued contributions of $16.5 million (December 31, 2011: $20.0 million) for the current year will be paid to the plans when due.

Defined Benefit Plans

The company maintains legacy defined benefit pension plans for qualifying employees of its subsidiaries in the U.K., Ireland, Germany, and Taiwan. All defined benefit plans are closed to new participants. The company also maintains a post-retirement medical plan in the U.S., which was closed to new participants in 2005. In 2006, the plan was amended to eliminate benefits for all participants who did not meet retirement eligibility by 2008. The assets of all defined benefit plans are held in separate trustee-administered funds. Under the plans, the employees are generally entitled to retirement benefits based on final salary at retirement.

The components of net periodic benefit cost in respect of these defined benefit plans are as follows:

	Three months ended September 30,				Nine months ended September 30,			
	Retirement Plans		Medical Plan		Retirement Plans		Medical Plan	
$ in millions	2012	2011	2012	2011	2012	2011	2012	2011
Service cost	(1.1)	(1.0)	(0.1)	(0.2)	(3.3)	(3.1)	(0.3)	(0.5)
Interest cost	(4.7)	(4.6)	(0.6)	(0.7)	(14.3)	(13.7)	(1.8)	(2.0)
Expected return on plan assets	4.4	3.7	0.1	0.1	13.2	11.2	0.3	0.3
Amortization of prior service cost	—	(0.8)	0.5	0.5	—	(2.3)	1.5	1.5
Amortization of net actuarial (loss)/gain	(0.3)	0.1	(0.1)	(0.6)	(0.9)	0.4	(0.3)	(2.0)
Net periodic benefit cost	(1.7)	(2.6)	(0.2)	(0.9)	(5.3)	(7.5)	(0.6)	(2.7)

The estimated amount of contributions expected to be paid to the retirement plans during 2012 is $6.1 million, with an additional expected contribution of $2.1 million to the medical plan.

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8. TAXATION

At September 30, 2012, the total amount of gross unrecognized tax benefits was $18.6 million as compared to the December 31, 2011, total of $19.5 million. The company and its subsidiaries file annual income tax returns in the U.S. federal jurisdiction, various U.S. state and local jurisdictions, and in numerous foreign jurisdictions. A number of years may elapse before an uncertain tax position, for which the company has unrecognized tax benefits, is finally resolved. To the extent that the company has favorable tax settlements, or determines that accrued amounts are no longer needed due to a lapse in the applicable statute of limitations or other reasons, such liabilities, as well as the related interest and penalty, would be reversed as a reduction of income tax expense (net of federal tax effects, if applicable) in the period such determination is made.

9. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net income attributable to common shareholders by the weighted average number of shares outstanding during the period, excluding treasury shares. The weighted average number of shares outstanding during the period also includes participating securities such as unvested time-based restricted stock awards and restricted stock units that pay dividend equivalents. Diluted earnings per share is computed using the treasury stock method, which requires computing share equivalents and dividing net income attributable to common shareholders by the total weighted average number of shares and share equivalents outstanding during the period.

The calculation of earnings per share is as follows:

In millions, except per share data	Net Income Attributable to Common Shareholders	Weighted Average Number of Shares	Per Share Amount
For the three months ended September 30, 2012:			
Basic earnings per share	$170.6	451.3	$0.38
Dilutive effect of share-based awards	—	1.5	—
Diluted earnings per share	$170.6	452.8	$0.38
For the three months ended September 30, 2011:			
Basic earnings per share	$166.9	459.5	$0.36
Dilutive effect of share-based awards	—	1.5	—
Diluted earnings per share	$166.9	461.0	$0.36

In millions, except per share data	Net Income Attributable to Common Shareholders	Weighted Average Number of Shares	Per Share Amount
For the nine months ended September 30, 2012:			
Basic earnings per share	$518.4	453.1	$1.14
Dilutive effect of share-based awards	—	1.5	—
Diluted earnings per share	$518.4	454.6	$1.14
For the nine months ended September 30, 2011:			
Basic earnings per share	$527.4	464.9	$1.13
Dilutive effect of share-based awards	—	1.9	—
Diluted earnings per share	$527.4	466.8	$1.13

See Note 6, “Share-based Compensation,” for a summary of share awards outstanding under the company’s share-based payment programs. These programs could result in the issuance of common shares that would affect the measurement of basic and diluted earnings per share.

There were no options to purchase or options outstanding for the nine months ended September 30, 2012 (nine months ended September 30, 2011: 4.6 million share options at a weighted average exercise price of £18.94) that were not included in the computation of diluted earnings per share because the options' exercise price were greater than the average market price of the shares and therefore their inclusion would have been anti-dilutive.

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10. COMMITMENTS AND CONTINGENCIES
Commitments and contingencies may arise in the ordinary course of business.

Off Balance Sheet Commitments
The company has transactions with various private equity, real estate and other investment entities sponsored by the company for the investment of client assets in the normal course of business. Many of the company's investment products are structured as limited partnerships. The company's investment may take the form of the general partner or a limited partner, and the entities are structured such that each partner makes capital commitments that are to be drawn down over the life of the partnership as investment opportunities are identified. Separately, the company entered into a share purchase agreement on September 27, 2012 to acquire 49.0% of Religare Asset Management Limited, a company incorporated in India. The purchase is subject to regulatory approval. At September 30, 2012, the company’s undrawn capital and purchase commitments were $217.3 million (December 31, 2011: $161.2 million).
During the fourth quarter of 2007, Invesco elected to enter into contingent support agreements for two of its investment trusts to enable them to sustain a stable pricing structure. These two trusts are unregistered trusts that invest in fixed income securities and are available only to limited types of investors. In June 2012, the agreements were amended to extend the term through December 31, 2012; further extensions are likely. As of September 30, 2012, the total committed support under these agreements was $21.0 million with an internal approval mechanism to increase the maximum possible support to $66.0 million at the option of the company. The estimated value of these agreements at September 30, 2012, was $1.0 million (December 31, 2011: $1.0 million), which is included in other current liabilities on the Condensed Consolidated Balance Sheet and represents a Level 3 measurement due to its determination from an expected present value technique. The estimated value of these agreements is lower than the maximum support amount, reflecting management’s estimation that the likelihood of funding under the support agreements is low. Significant investor redemptions out of the trusts before the scheduled maturity of the underlying securities or significant credit default issues of the securities held within the trusts’ portfolios could change the company’s estimation of likelihood of funding. No payment has been made under either agreement nor has Invesco realized any loss from the support agreements through the date of this Report. These trusts were not consolidated because the company was not deemed to be the primary beneficiary.
A subsidiary of the company has received assessments related to various prior taxation periods for goods and services tax on revenue to which management fee rebates had been applied in those periods. The assessments, related interest, and penalty amounts are approximately $20.8 million. Management believes Canada Revenue Agency's claims are unfounded and that these assessments are unlikely to stand, and accordingly no provision has been recorded in the Condensed Consolidated Financial Statements.
The Parent and various company subsidiaries have entered into agreements with financial institutions to guarantee certain obligations of other company subsidiaries. The company would be required to perform under these guarantees in the event of certain defaults. The company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.
Legal Contingencies
In July 2010, various closed-end funds formerly advised by Van Kampen Investments or Morgan Stanley Investment Management included in the acquired business had complaints filed against them in New York State Court commencing derivative lawsuits purportedly brought on behalf of the common shareholders of those funds. The funds are nominal defendants in these derivative lawsuits and the defendants also include Van Kampen Investments (acquired by Invesco on June 1, 2010), Morgan Stanley Investment Management and certain officers and trustees of the funds who are or were employees of those firms. Invesco has certain obligations under the applicable acquisition agreement regarding the defense costs and any damages associated with this litigation. The plaintiffs allege breaches of fiduciary duties owed by the non-fund defendants to the funds’ common shareholders related to the funds’ redemption in prior periods of Auction Rate Preferred Securities (ARPS) theretofore issued by the funds. The complaints are similar to other complaints filed against investment advisers, officers and trustees of closed-end funds in other fund complexes which issued and redeemed ARPS. The complaints allege that the advisers, distributors and certain officers and trustees of those funds breached their fiduciary duty by redeeming ARPS at their liquidation value

when there was no obligation to do so and when the value of ARPS in the secondary marketplace were significantly below their liquidation value. The complaints also allege that the ARPS redemptions were principally motivated by the fund sponsors' interests to preserve distribution relationships with brokers and other financial intermediaries who held ARPS after having repurchased them from their own clients. The complaints do not specify alleged damages. Certain other funds included in the acquired business have received demand letters expressing similar allegations. Such demand letters could be precursors to additional similar lawsuits being commenced against those other funds. The Boards of Trustees of the funds established special committees of independent trustees to conduct an inquiry regarding the allegations set forth in the complaints and demand letters. Those evaluations have been completed, and the Boards of Trustees of the funds

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accepted the recommendation of their special litigation committees to (i) reject the demands contained in the demand letters and (ii) to seek dismissal of the related lawsuits. Motions to dismiss were filed on October 4, 2011, and remain pending.

Invesco believes the cases and other claims identified above should be dismissed or otherwise will terminate, although there can be no assurance of that result. Invesco intends to defend vigorously any cases which may survive beyond initial motions to dismiss. The company cannot predict with certainty, however, the eventual outcome of such cases and other claims, nor whether they will have a material negative impact on the company. The nature and progression of litigation can make it difficult to predict the impact a particular lawsuit will have on the company. There are many reasons that the company cannot make these assessments, including, among others, one or more of the following: the proceeding is in its early stages; the damages sought are unspecified, unsupportable, unexplained or uncertain; the claimant is seeking relief other than compensatory damages; the matter presents novel legal claims or other meaningful legal uncertainties; discovery has not started or is not complete; there are significant facts in dispute; and there are other parties who may share in any ultimate liability.

The company is from time to time involved in litigation relating to other claims arising in the ordinary course of its business. Management is of the opinion that the ultimate resolution of such claims will not materially affect the company’s business, financial position, results of operation or liquidity. In management’s opinion, adequate accrual has been made as of September 30, 2012 to provide for any such losses that may arise from matters for which the company could reasonably estimate an amount. Furthermore, in management’s opinion, it is not possible to estimate a range of reasonably possible losses with respect to other litigation contingencies.

The investment management industry also is subject to extensive levels of ongoing regulatory oversight and examination. In the United States and other jurisdictions in which the company operates, governmental authorities regularly make inquiries, hold investigations and administer market conduct examinations with respect to compliance with applicable laws and regulations. Additional lawsuits or regulatory enforcement actions arising out of these inquiries may in the future be filed against the company and related entities and individuals in the U.S. and other jurisdictions in which the company and its affiliates operate. Any material loss of investor and/or client confidence as a result of such inquiries and/or litigation could result in a significant decline in assets under management, which would have an adverse effect on the company’s future financial results and its ability to grow its business.

11. CONSOLIDATED INVESTMENT PRODUCTS

The company’s risk with respect to each investment in consolidated investment products is limited to its equity ownership and any uncollected management fees. Therefore, the gains or losses of consolidated investment products have not had a significant impact on the company’s results of operations, liquidity or capital resources. The company has no right to the benefits from, nor does it bear the risks associated with, these investments, beyond the company’s minimal direct investments in, and management fees generated from, the investment products. If the company were to liquidate, these investments would not be available to the general creditors of the company, and as a result, the company does not consider investments held by consolidated investment products to be company assets. Additionally, the collateral assets of consolidated collateralized loan obligations (CLOs) are held solely to satisfy the obligations of the CLOs, and the investors in the consolidated CLOs have no recourse to the general credit of the company for the notes issued by the CLOs.

Collateralized Loan Obligations

A significant portion of consolidated investment products are CLOs. CLOs are investment vehicles created for the sole purpose of issuing collateralized loan instruments that offer investors the opportunity for returns that vary with the risk level of their investment. The notes issued by the CLOs are backed by diversified collateral asset portfolios consisting primarily of loans or structured debt. For managing the collateral for the CLO entities, the company earns investment management fees, including in some cases subordinated management fees, as well as contingent incentive fees. The company has invested in certain of the entities, generally taking a portion of the unrated, junior subordinated position. The company’s investments in CLOs are generally subordinated to other interests in the entities and entitle the company and other subordinated tranche investors to receive the residual cash flows, if any, from the entities. The company’s subordinated interest can take the form of (1) subordinated notes, (2) income notes or

(3) preference/preferred shares. The company has determined that, although the junior tranches have certain characteristics of equity, they should be accounted for and disclosed as debt on the company's Condensed Consolidated Balance Sheet, as the subordinated and income notes have a stated maturity indicating a date for which they are mandatorily redeemable. The preference shares are also classified as debt, as redemption is required only upon liquidation or termination of the CLO and not of the company. The financial information of the consolidated CLOs is included in the company's consolidated financial statements on a one-month lag.
Prior to the adoption of guidance now encompassed in ASC Topic 810, the company's ownership interests, which were classified as available-for-sale investments on the company's Condensed Consolidated Balance Sheets, combined with its other interests (management and incentive fees), were quantitatively assessed to determine if the company is the primary beneficiary of these entities. The company determined, for periods prior to the adoption of this guidance, that it did not absorb the majority

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of the expected gains or losses from the CLOs and therefore was not their primary beneficiary.

The company determined that it was the primary beneficiary of certain CLOs, as it has the power to direct the activities of the CLOs that most significantly impact the CLOs' economic performance, and the obligation to absorb losses/right to receive benefits from the CLOs that could potentially be significant to the CLOs. The primary beneficiary assessment includes an analysis of the rights of the company in its capacity as investment manager. In some CLOs, the company's role as investment manager provides that the company contractually has the power, as defined in ASC Topic 810, to direct the activities of the CLOs that most significantly impact the CLOs' economic performance, such as managing the collateral portfolio and its credit risk. In other CLOs, the company determined that it does not have this power in its role as investment manager due to certain rights held by other investors in the products or restrictions that limit the company's ability to manage the collateral portfolio and the CLO's credit risk. Additionally, the primary beneficiary assessment includes an analysis of the company's rights to receive benefits and obligations to absorb losses associated with its first loss position and management/incentive fees. As part of this analysis, the company uses a quantitative model to corroborate its qualitative assessments. The quantitative model includes an analysis of the expected performance of the CLOs and a comparison of the company's absorption of this performance relative to the other investors in the CLOs. The company has determined that it could receive significant benefits and/or absorb significant losses from certain CLOs in which it holds a first loss position and has the right to significant fees. It was determined that the company's benefits and losses from certain other CLOs could not be significant, particularly in situations where the company does not hold a first loss position and where the fee interests are based upon a fixed percentage of collateral asset value.

Private equity, real estate and fund-of-funds (partnerships)

For investment products that are structured as partnerships and are determined to be VIEs, including private equity funds, real estate funds and fund-of-funds products, the company evaluates the structure of the partnership to determine if it is the primary beneficiary of the investment product. This evaluation includes assessing the rights of the limited partners to transfer their economic interests in the investment product. If the limited partners' lack rights to manage their economic interests, they are considered to be de facto agents of the company, resulting in the company determining that it is the primary beneficiary of the investment product. The company generally takes less than a 1% investment in these entities as the general partner. Non-VIE general partnership investments are deemed to be controlled by the company and are consolidated under a voting interest entity (VOE) model, unless the limited partners have the substantive ability to remove the general partner without cause based upon a simple majority vote or can otherwise dissolve the partnership, or unless the limited partners have substantive participating rights over decision making. Interests in unconsolidated private equity funds, real estate funds and fund-of-funds products are classified as equity method investments in the company's Condensed Consolidated Balance Sheets. The financial information of the consolidated private equity and real estate funds are included in the company's consolidated financial statements on a one-quarter lag.

Other investment products

As discussed in Note 10, "Commitments and Contingencies," the company has entered into contingent support agreements for two of its investment trusts to enable them to sustain a stable pricing structure, creating variable interests in these VIEs. The company earns management fees from the trusts and has a small investment in one of these trusts. The company was not deemed to be the primary beneficiary of these trusts after considering any explicit and implicit variable interests in relation to the total expected gains and losses of the trusts.

At September 30, 2012, the company's maximum risk of loss in significant VIEs in which the company is not the primary beneficiary is presented in the table below.

$ in millions	Footnote Reference	Carrying Value	Company's Maximum Risk of Loss
CLO investments	3	2.5	2.5
Partnership and trust investments	—	36.9	36.9
Investments in Invesco Mortgage Capital Inc.	—	30.8	30.8
Support agreements*	10	(1.0)	21.0

Total	91.2

* As of September 30, 2012, the committed support under these agreements was $21.0 million with an internal approval mechanism to increase the maximum possible support to $66.0 million at the option of the company.

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During the nine months ended September 30, 2012, the company invested in and consolidated two new managed CLOs. The table below illustrates the summary balance sheet amounts related to these CLOs before consolidation into the company.

Balance Sheet	
$ in millions	CLO - VIE
During the nine months ended September 30, 2012	
Current assets	516.5
Non-current assets	693.3
Total assets	1,209.8
Current liabilities	406.2
Non-current liabilities	803.6
Total liabilities	1,209.8
Total equity	—
Total liabilities and equity	1,209.8

During the nine months ended September 30, 2012, the company determined it was no longer the primary beneficiary of certain CLOs due to reconsideration and liquidation events. These reconsideration events included the sale of our management agreements and equity interests in certain CLOs and reassessment of the rights held by other unaffiliated investors. The amounts deconsolidated from the Condensed Consolidated Balance Sheet are illustrated in the table below. There was no net impact to the Condensed Consolidated Statement of Income for the nine months ended September 30, 2012 from the deconsolidation of these investment products.

Balance Sheet	
$ in millions	CLO - VIE
During the nine months ended September 30, 2012	
Current assets	181.2
Non-current assets	2,247.4
Total assets	2,428.6
Current liabilities	47.5
Non-current liabilities	2,264.2
Total liabilities	2,311.7
Total equity	116.9
Total liabilities and equity	2,428.6

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The following tables reflect the impact of consolidation of investment products into the Condensed Consolidated Balance Sheets as of September 30, 2012 and December 31, 2011, and the Condensed Consolidated Statements of Income for the nine months ended September 30, 2012 and 2011.

Summary of Balance Sheet Impact of Consolidated Investment Products

$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments[1]	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
As of September 30, 2012						
Current assets	522.0	1.6	96.0	(48.2)	571.4	4,160.7
Non-current assets	3,894.8	39.2	783.9	(76.0)	4,641.9	13,700.3
Total assets	4,416.8	40.8	879.9	(124.2)	5,213.3	17,861.0
Current liabilities	328.1	0.6	6.5	(14.2)	321.0	3,184.3
Long-term debt of consolidated investment products	3,929.6	—	—	(74.6)	3,855.0	3,855.0
Other non-current liabilities	—	—	—	—	—	1,624.3
Total liabilities	4,257.7	0.6	6.5	(88.8)	4,176.0	8,663.6
Retained earnings appropriated for investors in consolidated investment products	159.1	—	—	—	159.1	159.1
Other equity attributable to common shareholders	—	0.1	35.7	(35.4)	0.4	8,156.0
Equity attributable to noncontrolling interests in consolidated entities	—	40.1	837.7	—	877.8	882.3
Total liabilities and equity	4,416.8	40.8	879.9	(124.2)	5,213.3	17,861.0

$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments[1]	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
As of December 31, 2011						
Current assets	394.5	3.1	113.7	(29.9)	481.4	3,834.1
Non-current assets	5,682.3	42.8	903.8	(92.5)	6,536.4	15,512.9
Total assets	6,076.8	45.9	1,017.5	(122.4)	7,017.8	19,347.0
Current liabilities	179.2	0.4	5.8	(29.9)	155.5	2,974.4
Long-term debt of consolidated investment products	5,563.3	—	—	(50.4)	5,512.9	5,512.9
Other non-current liabilities	—	—	—	—	—	1,722.1
Total liabilities	5,742.5	0.4	5.8	(80.3)	5,668.4	10,209.4
Retained earnings appropriated for investors in consolidated investment products	334.3	—	—	—	334.3	334.3
Other equity attributable to common shareholders	—	0.1	43.1	(42.1)	1.1	7,784.8
Equity attributable to noncontrolling interests in	—	45.4	968.6	—	1,014.0	1,018.5

consolidated entities							
Total liabilities and equity	6,076.8	45.9	1,017.5	(122.4	)	7,017.8	19,347.0

(1) Adjustments include the elimination of intercompany transactions between the company and its consolidated investment products, primarily the elimination of the company's equity at risk recorded as investments by the company (before consolidation) against either the equity (private equity and real estate partnership funds) or subordinated debt (CLOs) of the funds.

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Summary of Income Statement Impact of Consolidated Investment Products

$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments[1]	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Three months ended September 30, 2012						
Total operating revenues	—	—	—	(11.5)	(11.5)	1,041.4
Total operating expenses	9.9	0.2	3.7	(11.5)	2.3	825.4
Operating income	(9.9)	(0.2)	(3.7)	—	(13.8)	216.0
Equity in earnings of unconsolidated affiliates	—	—	—	(0.5)	(0.5)	5.2
Interest and dividend income	68.7	—	—	(3.4)	65.3	71.2
Other investment income/(losses)	(38.5)	1.6	14.2	(11.2)	(33.9)	(6.8)
Interest expense	(45.3)	—	—	3.4	(41.9)	(54.5)
Income before income taxes	(25.0)	1.4	10.5	(11.7)	(24.8)	231.1
Income tax provision	—	—	—	—	—	(74.2)
Net income	(25.0)	1.4	10.5	(11.7)	(24.8)	156.9
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	25.0	(1.4)	(9.9)	—	13.7	13.7
Net income attributable to common shareholders	—	—	0.6	(11.7)	(11.1)	170.6

$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments[1]	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Three months ended September 30, 2011						
Total operating revenues	—	—	—	(12.3)	(12.3)	997.8
Total operating expenses	11.6	0.2	3.4	(12.3)	2.9	770.0
Operating income	(11.6)	(0.2)	(3.4)	—	(15.2)	227.8
Equity in earnings of unconsolidated affiliates	—	—	—	(0.1)	(0.1)	8.1
Interest and dividend income	79.6	—	—	(2.5)	77.1	83.4
Other investment income/(losses)	(124.4)	1.0	26.8	3.5	(93.1)	(112.8)
Interest expense	(51.2)	—	—	2.5	(48.7)	(64.0)
Income before income taxes	(107.6)	0.8	23.4	3.4	(80.0)	142.5
Income tax provision	—	—	—	—	—	(59.1)
Net income	(107.6)	0.8	23.4	3.4	(80.0)	83.4
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	107.6	(0.8)	(23.3)	—	83.5	83.5
Net income attributable to common shareholders	—	—	0.1	3.4	3.5	166.9

(1) Adjustments include the elimination of intercompany transactions between the company and its consolidated investment products, primarily the elimination of management fees expensed by the funds and recorded as operating revenues (before consolidation) by the company.

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$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments(1)	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Nine months ended September 30, 2012						
Total operating revenues	—	—	—	(32.4)	(32.4)	3,084.1
Total operating expenses	34.0	0.7	20.8	(32.4)	23.1	2,435.4
Operating income	(34.0)	(0.7)	(20.8)	—	(55.5)	648.7
Equity in earnings of unconsolidated affiliates	—	—	—	0.1	0.1	21.8
Interest and dividend income	206.4	—	—	(10.3)	196.1	213.5
Other investment income/(losses)	(79.1)	2.5	11.2	(13.1)	(78.5)	(40.6)
Interest expense	(144.7)	—	—	10.3	(134.4)	(174.0)
Income before income taxes	(51.4)	1.8	(9.6)	(13.0)	(72.2)	669.4
Income tax provision	—	—	—	—	—	(210.1)
Net income	(51.4)	1.8	(9.6)	(13.0)	(72.2)	459.3
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	51.4	(1.8)	9.5	—	59.1	59.1
Net income attributable to common shareholders	—	—	(0.1)	(13.0)	(13.1)	518.4

$ in millions	CLOs-VIEs	Other VIEs	VOEs	Adjustments(1)	Subtotal - Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Nine months ended September 30, 2011						
Total operating revenues	—	—	0.1	(35.6)	(35.5)	3,095.1
Total operating expenses	35.9	0.7	9.2	(35.6)	10.2	2,408.6
Operating income	(35.9)	(0.7)	(9.1)	—	(45.7)	686.5
Equity in earnings of unconsolidated affiliates	—	—	—	(1.0)	(1.0)	25.6
Interest and dividend income	233.6	—	—	(5.3)	228.3	241.9
Other investment income/(losses)	(335.0)	1.9	71.3	18.5	(243.3)	(249.1)
Interest expense	(140.5)	—	—	5.3	(135.2)	(182.7)
Income before income taxes	(277.8)	1.2	62.2	17.5	(196.9)	522.2
Income tax provision	—	—	—	—	—	(210.1)
Net income	(277.8)	1.2	62.2	17.5	(196.9)	312.1
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	277.8	(1.2)	(61.4)	—	215.2	215.3
Net income attributable to common shareholders	—	—	0.8	17.5	18.3	527.4

(1) Adjustments include the elimination of intercompany transactions between the company and its consolidated investment products, primarily the elimination of management fees expensed by the funds and recorded as operating revenues (before consolidation) by the company.

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The carrying value of investments held, derivative contracts, and notes issued by consolidated investment products is also their fair value. The following table presents the fair value hierarchy levels of investments held, derivative contracts, and notes issued by consolidated investment products, which are measured at fair value as of September 30, 2012 and December 31, 2011:

	As of September 30, 2012			
$ in millions	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
CLO collateral assets:				
Bank loans	3,711.5	—	3,711.5	—
Bonds	171.8	—	171.8	—
Equity securities	11.6	—	11.6	—
Private equity fund assets:				
Equity securities	124.7	16.4	—	108.3
Investments in other private equity funds	534.7	—	—	534.7
Debt securities issued by the U.S. Treasury	10.0	10.0	—	—
Real estate investments	153.6	—	—	153.6
Total assets at fair value	4,717.9	26.4	3,894.9	796.6
Liabilities:				
CLO notes	(3,855.0)	—	—	(3,855.0)
Total liabilities at fair value	(3,855.0)	—	—	(3,855.0)

	As of December 31, 2011			
$ in millions	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
CLO collateral assets:				
Bank loans	5,354.3	—	5,354.3	—
Bonds	292.8	—	292.8	—
Equity securities	35.3	—	35.3	—
CLO-related derivative assets	10.8	—	10.8	—
Private equity fund assets:				
Equity securities	138.2	11.4	0.1	126.7
Debt securities	10.0	—	—	10.0
Investments in other private equity funds	559.5	—	—	559.5
Debt securities issued by the U.S. Treasury	6.0	6.0	—	—
Real estate investments	232.9	—	—	232.9
Total assets at fair value	6,639.8	17.4	5,693.3	929.1
Liabilities:				

CLO notes	(5,512.9)	—	—	(5,512.9)
CLO-related derivative liabilities	(5.8)	—	(5.8)	—
Total liabilities at fair value	(5,518.7)	—	(5.8)	(5,512.9)

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The following table shows a reconciliation of the beginning and ending fair value measurements for level 3 assets and liabilities using significant unobservable inputs:

$ in millions	Three months ended September 30, 2012 Level 3 Assets	Three months ended September 30, 2012 Level 3 Liabilities	Nine months ended September 30, 2012 Level 3 Assets	Nine months ended September 30, 2012 Level 3 Liabilities
Beginning balance	854.6	(5,069.7)	929.1	(5,512.9)
Purchases	6.2	—	6.7	—
Sales	(92.3)	—	(148.0)	—
Issuances	—	(433.1)	—	(758.4)
Settlements	—	354.7	—	550.5
Deconsolidation of consolidated investment products	—	1,550.3	—	2,123.7
Gains and losses included in the Condensed Consolidated Statements of Income*	23.3	(121.2)	14.5	(279.9)
Foreign exchange	4.8	(136.0)	(5.7)	22.0
Ending balance	796.6	(3,855.0)	796.6	(3,855.0)

$ in millions	Three months ended September 30, 2011 Level 3 Assets	Three months ended September 30, 2011 Level 3 Liabilities	Nine months ended September 30, 2011 Level 3 Assets	Nine months ended September 30, 2011 Level 3 Liabilities
Beginning balance	909.8	(6,292.7)	972.8	(5,865.4)
Purchases	6.1	—	33.0	—
Sales	(26.2)	—	(157.7)	—
Settlements	—	190.3	—	450.3
Gains and losses included in the Condensed Consolidated Statements of Income*	35.1	249.0	82.5	(184.7)
Foreign exchange	6.3	(12.9)	0.5	(266.5)
Ending balance	931.1	(5,866.3)	931.1	(5,866.3)

* Included in gains and losses of consolidated investment products in the Condensed Consolidated Statement of Income for the three and nine months ended September 30, 2012 are $42.6 million in net unrealized gains and $39.5 million in net unrealized gains attributable to investments still held at September 30, 2012 by consolidated investment products (three and nine months ended September 30, 2011: $26.5 million in net unrealized gains and $37.5 million in net unrealized gains attributable to investments still held at September 30, 2011).

Fair value of consolidated CLOs

The company elected the fair value option for collateral assets held and notes issued by its consolidated CLOs to eliminate the measurement and recognition inconsistency that would otherwise arise from measuring assets and liabilities and recognizing the related gains and losses on different accounting bases.

The collateral assets held by consolidated CLOs are primarily invested in senior secured bank loans, bonds, and equity securities. Bank loan investments, which comprise the majority of consolidated CLO portfolio collateral, are senior secured corporate loans from a variety of industries, including but not limited to the aerospace and defense, broadcasting, technology, utilities, household products, healthcare, oil and gas, and finance industries. Bank loan investments mature at various dates between 2012 and 2019, pay interest at Libor or Euribor plus a spread of up to 14.0%, and typically range in S&P credit rating categories from BBB down to unrated. At September 30, 2012 the unpaid principal balance exceeded the fair value of the senior secured bank loans and bonds by approximately $163.0 million (December 31, 2011: $701.0 million excess). Approximately 1.1% of the collateral assets are in default as of September 30, 2012 (December 31, 2011: less than 1% of the collateral assets were in default). CLO investments are valued based on price quotations provided by an independent third-party pricing source. These third party sources aggregate indicative price quotations daily to provide the company with a price for the CLO investments. The company has developed internal controls to review the reasonableness and completeness of theses price quotations on a daily basis. If necessary, price quotations are challenged through the third-party pricing source challenge process. For the three and nine months ended September 30, 2012, there were no price quotation challenges by the company.

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In addition, an internal valuation committee conducts an annual due diligence review of all independent third-party pricing sources to review the provider's valuation methodology as well as ensure internal controls exist over the valuation of the CLO investments. In the event that the third-party pricing source is unable to price an investment, other relevant factors, data and information are considered, including: i) information relating to the market for the investment, including price quotations for and trading in the investment, interest in similar investments, the market environment, investor attitudes towards the investment and interests in similar investments; ii) the characteristics of and fundamental analytical data relating to the investment, including, for senior secured corporate loans, the cost, current interest rate, period until next interest rate reset, maturity and base lending rate, the terms and conditions of the senior secured corporate loan and any related agreements, and the position of the senior secured corporate loan in the borrower’s debt structure; iii) the nature, adequacy and value of the senior secured corporate loan’s collateral, including the CLO’s rights, remedies and interests with respect to the collateral; iv) for senior secured corporate loans, the creditworthiness of the borrower, based on an evaluation of its financial condition, financial statements and information about the business, cash flows, capital structure and future prospects; v) the reputation and financial condition of the agent and any intermediate participants in the senior secured corporate loan; and vi) general economic and market conditions affecting the fair value of the senior secured corporate loan.

Notes issued by consolidated CLOs mature at various dates between 2015 and 2023 and have a weighted average maturity of 9.0 years. The notes are issued in various tranches with different risk profiles. The interest rates are generally variable rates based on Libor or Euribor plus a pre-defined spread, which varies from 0.21% for the more senior tranches to 7.10% for the more subordinated tranches. At September 30, 2012, the outstanding balance on the notes issued by consolidated CLOs exceeds their fair value by approximately $0.4 billion (December 31, 2011: $1.0 billion excess). The investors in this debt are not affiliated with the company and have no recourse to the general credit of the company. Notes issued by CLOs are recorded at fair value using an income approach. Fair value is determined using current information, notably market yields and projected cash flows of collateral assets, which are impacted by forecasted default and recovery rates. Market yields, default rates and recovery rates used in the company’s estimate of fair value vary based on the nature of the investments in the underlying collateral pools. In periods of rising market yields, default rates and lower debt recovery rates, the fair value, and therefore the carrying value, of the notes may be adversely affected. The current liquidity constraints within the market for CLO products require the use of certain unobservable inputs for CLO valuation. Once the undiscounted cash flows of the collateral assets have been determined, the company applies appropriate discount rates that a market participant would use to determine the discounted cash flow valuation of the notes.

Certain CLOs with Euro-denominated debt that were deconsolidated as of August 30, 2012 entered into swap agreements with various counterparties to hedge economically interest rate and foreign exchange risk related to CLO collateral assets with non-Euro interest rates and currencies. These swap agreements were not designated as qualifying as hedging instruments. The fair value of derivative contracts in an asset position was included in the company’s Condensed Consolidated Balance Sheet in other current assets, and the fair value of derivative contracts in a liability position was included in the company’s Condensed Consolidated Balance Sheet in other current liabilities through the date of deconsolidation. These derivative contracts were valued under an income approach using forecasted interest rates and were classified within level 2 of the valuation hierarchy. Changes in fair value of $3.8 million and $10.5 million are reflected as losses in gains/(losses) of consolidated investment products, net on the company’s Condensed Consolidated Statement of Income for the three and nine months ended September 30, 2012 (three and nine months ended September 30, 2011: $4.2 million and $1.5 million, reflected as losses in gains/ (losses) of consolidated investment products). As of September 30, 2012, there were no open swap agreements (December 31, 2011: 70 open swap agreements with a notional value of $123.3 million). Swap maturities were tied to the maturity of the underlying collateral assets.

Fair value of consolidated private equity funds

Consolidated private equity funds are generally structured as partnerships. Generally, the investment strategy of underlying holdings in these partnerships is to seek capital appreciation through direct investments in public or private companies with compelling business models or ideas or through investments in partnership investments that also invest in similar private or public companies. Various strategies may be used. Companies targeted could be distressed organizations, targets of leveraged buyouts or fledgling companies in need of venture capital. Investees of these consolidated investment products may not redeem their investment until the partnership liquidates. Generally, the partnerships have a life that range from seven to twelve years unless dissolved earlier. The general partner may extend the partnership term up to a specified period of time as stated in the Partnership Agreement. Some partnerships allow the limited partners to cause an earlier termination upon the occurrence of certain events as specified in the Partnership Agreement.

For private equity partnerships, fair value is determined by reviewing each investment for the sale of additional securities of an issuer to sophisticated investors or for investee financial conditions and fundamentals. Publicly traded portfolio investments are carried at market value as determined by their most recent quoted sale, or if there is no recent sale, at their most recent bid price. For these investments held by consolidated investment products, level 1 classification indicates that fair values have been determined using unadjusted quoted prices in active markets for identical assets that the partnership has the ability to access.

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Level 2 classification may indicate that fair values have been determined using quoted prices in active markets but give effect to certain lock-up restrictions surrounding the holding period of the underlying investments.

The fair value of level 3 investments held by consolidated investment products are derived from inputs that are unobservable and which reflect the limited partnerships' own determinations about the assumptions that market participants would use in pricing the investments, including assumptions about risk. These inputs are developed based on the partnership's own data, which is adjusted if information indicates that market participants would use different assumptions. The partnerships which invest directly into private equity portfolio companies (direct private equity funds) take into account various market conditions, subsequent rounds of financing, liquidity, financial condition, purchase multiples paid in other comparable third-party transactions, the price of securities of other companies comparable to the portfolio company, and operating results and other financial data of the portfolio company, as applicable.

The partnerships which invest into other private equity funds (funds-of-funds) take into account information received from those underlying funds, including their reported net asset values and evidence as to their fair value approach, including consistency of their fair value application. These investments do not trade in active markets and represent illiquid long-term investments that generally require future capital commitments. While the partnerships' reported share of the underlying net asset values of the underlying funds is usually the most significant input in arriving at fair value and is generally representative of fair value, other information may also be used to value such investments at a premium or discount to the net asset values as reported by the funds, including allocations of priority returns within the funds as well as any specific conditions and events affecting the funds.

Fair value of consolidated real estate funds

Consolidated real estate funds are structured as limited liability companies. These limited liability companies invest in other real estate funds, and these investments are carried at fair value and presented as investments in consolidated investment products. The net asset value of the underlying funds, which primarily consists of the real estate investment value and mortgage loans, is adjusted to fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Real estate fund assets are classified within the fair value hierarchy based on the lowest level of input that is significant to the fair value measurement. Due to the illiquid nature of investments made in real estate companies, all of the real estate assets are classified as level 3. The real estate investment vehicles use one or more valuation techniques (e.g., the market approach, the income approach, or the cost approach) for which sufficient and reliable data is available to value investments classified within level 3. The income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

The inputs used by the real estate funds in estimating the value of level 3 investments include the original transaction price, recent transactions in the same or similar instruments, as well as completed or pending third-party transactions in the underlying investment or comparable investments. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability. Other inputs used include discount rates, cap rates and income and expense assumptions. The fair value measurement of level 3 investments does not include transaction costs and acquisition fees that may have been capitalized as part of the investment's cost basis. Due to the lack of observable inputs, the assumptions used may significantly impact the resulting fair value and therefore the real estate funds' results of operations.

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Quantitative Information about Level 3 Fair Value Measurements

The following table shows significant unobservable inputs used in the fair value measurement of level 3 assets and liabilities:

Assets and Liabilities *	Fair Value at Sept 30, 2012 ($ in millions)	Valuation Technique	Unobservable Inputs	Range
Private Equity Funds --Equity Securities	108.3	Market Comparable	EBITDA Multiple	30 - 40x
			Revenue Multiple	5 - 15x
			Discount	20% - 50%
Real Estate Investments	153.6	Discounted Cash Flow	In-Place & Market Rent Rates	JPY 250 - JPY 700 per sq ft
			Revenue Growth Rate	0.0% - 2.0%
			Discount Rate	5.75% - 8.00%
			Exit Capitalization Rate	6.00% - 8.25%
			Stabilized Occupancy Rate	92.0% - 96.0%
			Expense Growth Rate	1.00%
		Market Comparable	In-Place & Market Rent Rates	JPY 250 - JPY 700 per sq ft
			Exit Capitalization Rate	6.00% - 8.25%
CLO Notes	(3,855.0)	Discounted Cash Flow- Euro	Probability of Default	1% - 5%
			Spread over Euribor **	200- 2550
		Discounted Cash Flow- USD	Probability of Default	1% - 4%
			Spread over Libor **	150 - 1400

* Certain equity securities held by consolidated private equity funds are valued using third-party pricing information and/or recent private market transactions. Quantitative unobservable inputs for such valuations were not developed or adjusted by the company. Investments in other private equity funds of $534.7 million are also excluded from the table above as they are valued using the NAV practical expedient.

** Lower spreads relate to the more senior tranches in the CLO note structure; higher spreads relate to the less senior tranches.

The following narrative will indicate the sensitivity of inputs illustrating the impact of significant increases to the inputs. A directionally-opposite impact would apply for significant decreases in these inputs:

- For investments held by consolidated private equity funds, significant increases in discounts in isolation would result in significantly lower fair value measurements, while significant increases in EBITDA and revenue multiple assumptions in isolation would result in significantly higher fair value measurements. An increase in discount assumptions would result in a directionally opposite change in the assumptions for EBITDA and revenue multiple resulting in lower fair value measurements.
- For real estate investments, a change in the revenue growth rate generally would be accompanied by a directionally-similar change in the assumptions for in-place and market rent rates and stabilized occupancy rates. Significant increases in any of the unobservable inputs for in-place and market rent rates and stabilized occupancy rates in isolation would result in significantly higher fair values. An increase in these assumptions would result in a directionally-opposite change in the assumptions for discount rate, exit capitalization rate, and expense growth rate. Significant increases in the assumptions for discount rate, exit capitalization rate, and expense growth rate in isolation would result in significantly lower fair value measurements.

- For CLO Notes, a change in the assumption used for spreads is generally accompanied by a directionally similar change in default rate. Significant increases in any of these inputs in isolation would result in a significantly lower fair value measurements.

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12. GUARANTOR CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

Invesco Holding Company Limited, the Issuer and a subsidiary of Invesco Ltd. (the Parent), issued 5.375% $350.0 million senior notes due 2013, and 5.375% $200.0 million senior notes due 2014. (See Note 4, "Debt," for outstanding balances at September 30, 2012 and June 30, 2012.) These senior notes are fully and unconditionally guaranteed as to payment of principal, interest and any other amounts due thereon by the Parent, together with the following 100% owned subsidiaries: Invesco Management Group, Inc., Invesco Advisers, Inc., IVZ Inc., and Invesco North American Holdings, Inc. (the Guarantors). The company’s remaining consolidated subsidiaries do not guarantee this debt. The guarantees of each of the Guarantors are joint and several. Presented below are Condensed Consolidating Balance Sheets as of September 30, 2012, and December 31, 2011, Condensed Consolidating Statements of Income and Comprehensive Income for the three and nine months ended September 30, 2012 and 2011, and Condensed Consolidating Statements of Cash Flows for the nine months ended September 30, 2012 and 2011.

In the disclosure that follows, the Condensed Consolidating Statements of Income and Condensed Consolidating Statements of Cash Flows for the periods ended September 30, 2011 have been revised from the disclosure provided in the company's Form 10-Q filed on October 28, 2011 to conform to the requirements of Rule 3-10 of Regulation S-X. The revised disclosure presents the line items of the Condensed Consolidating Statements of Income and Condensed Consolidating Statements of Cash Flows at a more disaggregated level than that which was previously presented. In the prior disclosure, all intercompany revenue and expense sharing arrangements were presented on a net basis on the Condensed Consolidating Statements of Income. The revised presentation grosses up the intercompany balances and presents them separately as revenues and expenses. In the prior disclosure, certain intercompany loan, capital, and dividend activity was incorrectly classified in the Condensed Consolidating Statements of Cash Flows. The revised presentation corrects the classification of these amounts as cash flows from financing activities on the Condensed Consolidating Statements of Cash Flows.

These corrections to the presentation had no impact to the company's consolidated net income attributable to common shareholders, earnings per share or retained earnings. They did not have any impact on the total equity of the Guarantors, non-Guarantors, Issuer, or Parent entities, nor did these changes impact the non-intercompany balances. These corrections to the presentation had no impact on any liquidity measures of the company, nor did they impact ratios based on the company's balance sheet or income statement. They did not alter the net increase or decrease in cash for the Guarantors, non-Guarantors, Issuer, or Parent entities. There was no impact to the company's loan covenants as a result of these corrections.

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The impact of the corrections on the affected condensed consolidating financial statement captions as previously reported in the Company's Form 10-Q for the three and nine months ended September 30, 2011 is quantified in the tables below.

Impact of Revision on Guarantor Condensed Consolidating Statements of Income

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the three months ended September 30, 2011						
Increase/(decrease) in operating revenues	17.0	38.8	—	2.7	(58.5)	—
Increase/(decrease) in operating expenses	17.0	38.8	—	2.7	(58.5)	—
For the nine months ended September 30, 2011						
Increase/(decrease) in operating revenues	—	157.7	—	—	(157.7)	—
Increase/(decrease) in operating expenses	—	157.7	—	—	(157.7)	—

Impact of Revision on Guarantor Condensed Consolidating Statements of Cash Flows

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the nine months ended September 30, 2011						
Total change in net cash (used in)/provided by operating activities:	301.6	49.8	(54.0)	(228.7)	(68.7)	—
Total change in net cash (used in)/provided by investing activities:	—	(90.0)	(51.5)	(0.1)	141.6	—
Total change in net cash (used in)/provided by financing activities:	(301.6)	40.2	105.5	228.8	(72.9)	—
Total change in (decrease)/increase in cash and cash equivalents:	—	—	—	—	—	—

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Condensed Consolidating Balance Sheet $ in millions As of September 30, 2012	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	12.9	864.2	2.8	0.2	—	880.1
Cash and cash equivalents of consolidated investment products	—	552.7	—	—	—	552.7
Unsettled fund receivables	—	596.0	—	—	—	596.0
Accounts receivable	152.4	253.7	—	—	—	406.1
Accounts receivable of consolidated investment products	—	58.3	—	—	—	58.3
Investments	19.8	342.6	—	1.8	—	364.2
Prepaid assets	10.5	45.2	—	0.1	—	55.8
Other current assets	40.2	50.3	0.7	—	(9.5)	81.7
Deferred tax asset, net	18.2	8.3	—	—	—	26.5
Assets held for policyholders	—	1,139.3	—	—	—	1,139.3
Intercompany receivables	506.3	415.6	341.0	—	(1,262.9)	—
Total current assets	760.3	4,326.2	344.5	2.1	(1,272.4)	4,160.7
Non-current assets:						
Investments	57.5	155.2	7.4	3.2	0.2	223.5
Investments of consolidated investment products	—	4,717.9	—	—	—	4,717.9
Security deposit assets and receivables	—	30.1	—	—	—	30.1
Other non-current assets	9.6	4.7	2.9	—	—	17.2
Deferred sales commissions	8.4	37.6	—	—	—	46.0
Property and equipment, net	141.9	188.0	—	—	—	329.9
Intangible assets, net	1,189.9	105.9	—	—	—	1,295.8
Goodwill	2,583.5	4,015.0	441.4	—	—	7,039.9
Deferred tax assets,net	—	33.8	—	—	(33.8)	—
Intercompany receivables	—	1,408.7	598.8	—	(2,007.5)	—
Investment in subsidiaries	478.0	362.3	5,375.8	8,651.0	(14,867.1)	—
Total non-current assets	4,468.8	11,059.2	6,426.3	8,654.2	(16,908.2)	13,700.3
Total assets	5,229.1	15,385.4	6,770.8	8,656.3	(18,180.6)	17,861.0
LIABILITIES AND EQUITY						
Current liabilities:						
Current maturities of total debt	—	—	333.5	—	—	333.5
Unsettled fund payables	—	598.2	—	—	—	598.2
Income taxes payable	—	63.8	10.1	—	(9.5)	64.4
Other current liabilities	121.7	589.8	6.8	0.8	—	719.1
Other current liabilities of consolidated investment products	—	329.8	—	—	—	329.8
Policyholder payables	—	1,139.3	—	—	—	1,139.3
Intercompany payables	375.9	546.6	—	340.4	(1,262.9)	—
Total current liabilities	497.6	3,267.5	350.4	341.2	(1,272.4)	3,184.3
Non-current liabilities:						
Long-term debt	532.5	—	419.1	—	—	951.6
Long-term debt of consolidated investment products	—	3,855.0	—	—	—	3,855.0

Deferred tax liabilities, net	340.7	6.6	—	—	(33.8)	313.5
Security deposits payable	—	30.1	—	—	—	30.1
Other non-current liabilities	55.7	273.4	—	—	—	329.1
Intercompany payables	1,319.8	31.0	656.7	—	(2,007.5)	—
Total non-current liabilities	2,248.7	4,196.1	1,075.8	—	(2,041.3)	5,479.3
Total liabilities	2,746.3	7,463.6	1,426.2	341.2	(3,313.7)	8,663.6
Equity:						
Total equity attributable to common shareholders	2,482.8	7,039.5	5,344.6	8,315.1	(14,866.9)	8,315.1
Equity attributable to noncontrolling interests in consolidated entities	—	882.3	—	—	—	882.3
Total equity	2,482.8	7,921.8	5,344.6	8,315.1	(14,866.9)	9,197.4
Total liabilities and equity	5,229.1	15,385.4	6,770.8	8,656.3	(18,180.6)	17,861.0

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Condensed Consolidating Balance Sheet $ in millions As of December 31, 2011	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
ASSETS						
Current assets:						
Cash and cash equivalents	20.6	703.2	3.1	0.5	—	727.4
Cash and cash equivalents of consolidated investment products	—	382.3	—	—	—	382.3
Unsettled fund receivables	—	444.4	—	—	—	444.4
Accounts receivable	163.6	260.8	—	—	—	424.4
Accounts receivable of consolidated investment products	—	98.5	—	—	—	98.5
Investments	4.2	266.2	—	13.3	—	283.7
Prepaid assets	9.7	41.5	—	—	—	51.2
Other current assets	39.3	120.3	1.1	0.2	(10.9)	150.0
Deferred tax asset, net	18.9	9.8	—	—	—	28.7
Assets held for policyholders	—	1,243.5	—	—	—	1,243.5
Intercompany receivables	477.0	421.4	34.8	—	(933.2)	—
Total current assets	733.3	3,991.9	39.0	14.0	(944.1)	3,834.1
Non-current assets:						
Investments	50.0	144.4	3.4	3.0	—	200.8
Investments of consolidated investment products	—	6,629.0	—	—	—	6,629.0
Security deposit assets and receivables	—	81.2	—	—	—	81.2
Other non-current assets	8.5	6.6	2.8	—	—	17.9
Deferred sales commissions	13.9	26.6	—	—	—	40.5
Property and equipment, net	145.3	167.5	—	—	—	312.8
Intangible assets, net	420.6	902.2	—	—	—	1,322.8
Goodwill	2,312.8	4,161.8	433.3	—	—	6,907.9
Intercompany receivables	333.0	1,450.5	567.8	—	(2,351.3)	—
Investment In Subsidiaries	1,228.2	5.6	5,116.3	8,465.0	(14,815.1)	—
Total non-current assets	4,512.3	13,575.4	6,123.6	8,468.0	(17,166.4)	15,512.9
Total assets	5,245.6	17,567.3	6,162.6	8,482.0	(18,110.5)	19,347.0
LIABILITIES AND EQUITY						
Current liabilities:						
Current maturities of total debt	—	—	215.1	—	—	215.1
Unsettled fund payables	—	439.6	—	—	—	439.6
Income taxes payable	—	63.1	7.4	—	(10.9)	59.6
Other current liabilities	144.3	685.4	11.1	0.7	—	841.5
Other current liabilities of consolidated investment products	—	175.1	—	—	—	175.1
Policyholder payables	—	1,243.5	—	—	—	1,243.5
Intercompany payables	366.5	507.5	29.9	29.3	(933.2)	—
Total current liabilities	510.8	3,114.2	263.5	30.0	(944.1)	2,974.4
Non-current liabilities:						
Long-term debt	539.0	—	530.6	—	—	1,069.6
Long-term debt of consolidated investment products	—	5,512.9	—	—	—	5,512.9
Deferred tax liabilities, net	29.6	244.4	—	—	—	274.0

Security deposits payable	—	81.2	—	—	—	81.2
Other non-current liabilities	55.1	242.2	—	—	—	297.3
Intercompany payables	1,361.8	—	656.6	332.9	(2,351.3)	—
Total non-current liabilities	1,985.5	6,080.7	1,187.2	332.9	(2,351.3)	7,235.0
Total liabilities	2,496.3	9,194.9	1,450.7	362.9	(3,295.4)	10,209.4
Equity:						
Total equity attributable to common shareholders	2,749.3	7,353.9	4,711.9	8,119.1	(14,815.1)	8,119.1
Equity attributable to noncontrolling interests in consolidated entities	—	1,018.5	—	—	—	1,018.5
Total equity	2,749.3	8,372.4	4,711.9	8,119.1	(14,815.1)	9,137.6
Total liabilities and equity	5,245.6	17,567.3	6,162.6	8,482.0	(18,110.5)	19,347.0

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Condensed Consolidating Statements of Income and Comprehensive Income

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the three months ended September 30, 2012						
Operating Revenues:						
Investment management fees	320.0	498.0	—	—	—	818.0
Service and distribution fees	25.3	170.8	—	—	—	196.1
Performance fees	—	3.0	—	—	—	3.0
Other	1.4	22.9	—	—	—	24.3
Intercompany Revenues	8.7	55.7	—	—	(64.4)	—
Total operating revenues	355.4	750.4	—	—	(64.4)	1,041.4
Operating expenses:						
Employee compensation	89.3	239.8	—	1.8	—	330.9
Third-party distribution, service and advisory	23.8	303.4	—	—	—	327.2
Marketing	1.4	25.0	—	—	—	26.4
Property, office and technology	30.6	38.4	—	0.1	—	69.1
General and administrative	17.0	50.2	—	1.6	—	68.8
Transaction and integration	—	3.0	—	—	—	3.0
Intercompany Expenses	55.5	8.6	—	0.3	(64.4)	—
Total operating expenses	217.6	668.4	—	3.8	(64.4)	825.4
Operating income/(loss)	137.8	82.0	—	(3.8)	—	216.0
Other income/(expense):						
Equity in earnings of unconsolidated affiliates	0.3	4.5	84.1	175.3	(259.0)	5.2
Interest and dividend income	—	22.2	13.9	0.1	(33.7)	2.5
Interest income of consolidated investment products	—	68.7	—	—	—	68.7
Other gains/(losses) of consolidated investment products, net	—	(25.2)	—	—	—	(25.2)
Interest expense	(33.7)	(0.8)	(10.3)	(1.4)	33.6	(12.6)
Interest expense of consolidated investment products	—	(41.9)	—	—	—	(41.9)
Other gains and losses, net	2.5	16.6	(1.0)	0.3	—	18.4
Income before income taxes	106.9	126.1	86.7	170.5	(259.1)	231.1
Income tax provision	(42.4)	(31.0)	(0.9)	0.1	—	(74.2)
Net income	64.5	95.1	85.8	170.6	(259.1)	156.9
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	—	13.7	—	—	—	13.7
Net income attributable to common shareholders	64.5	108.8	85.8	170.6	(259.1)	170.6
Total comprehensive income	64.5	267.6	161.3	318.9	(482.4)	329.9
Comprehensive loss (income) attributable to noncontrolling interests in consolidated entities	—	(11.0)	—	—	—	(11.0)
Comprehensive income attributable to common shareholders	64.5	256.6	161.3	318.9	(482.4)	318.9

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Revised Condensed Consolidating Statements of Income and Comprehensive Income

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the three months ended September 30, 2011						
Operating Revenues:						
Investment management fees	278.1	501.4	—	—	—	779.5
Service and distribution fees	22.5	166.6	—	—	—	189.1
Performance fees	0.1	2.5	—	—	—	2.6
Other	19.6	24.0	—	2.7	(19.7)	26.6
Intercompany Revenues	5.9	32.9	—	—	(38.8)	—
Total operating revenues	326.2	727.4	—	2.7	(58.5)	997.8
Operating expenses:						
Employee compensation	80.3	227.9	—	—	(2.7)	305.5
Third-party distribution, service and advisory	39.1	275.3	—	—	—	314.4
Marketing	—	30.1	—	—	(17.0)	13.1
Property, office and technology	24.9	37.6	—	0.2	—	62.7
General and administrative	21.6	47.4	—	0.6	—	69.6
Transaction and integration	—	4.7	—	—	—	4.7
Intercompany Expenses	32.8	5.9	—	0.1	(38.8)	—
Total operating expenses	198.7	628.9	—	0.9	(58.5)	770.0
Operating income/(loss)	127.5	98.5	—	1.8	—	227.8
Other income/(expense):						
Equity in earnings of unconsolidated affiliates	0.6	7.1	109.0	170.0	(278.6)	8.1
Interest and dividend income	1.2	22.9	12.2	0.4	(32.9)	3.8
Interest income of consolidated investment products	—	79.6	—	—	—	79.6
Other gains/(losses) of consolidated investment products, net	—	(93.1)	—	—	—	(93.1)
Interest expense	(34.1)	(0.3)	(12.6)	(1.2)	32.9	(15.3)
Interest expense of consolidated investment products	—	(48.7)	—	—	—	(48.7)
Other gains and losses, net	(3.2)	(12.1)	(0.3)	(4.1)	—	(19.7)
Income before income taxes	92.0	53.9	108.3	166.9	(278.6)	142.5
Income tax provision	3.3	(61.5)	(0.9)	—	—	(59.1)
Net income	95.3	(7.6)	107.4	166.9	(278.6)	83.4
Net (income)/loss attributable to the noncontrolling interests in consolidated entities, net of tax	—	83.5	—	—	—	83.5
Net income attributable to common shareholders	95.3	75.9	107.4	166.9	(278.6)	166.9
Total comprehensive income	94.3	(261.4)	(50.3)	(105.2)	148.4	(174.2)
Comprehensive loss (income) attributable to noncontrolling interests in consolidated entities	—	69.0	—	—	—	69.0
Comprehensive income attributable to common shareholders	94.3	(192.4)	(50.3)	(105.2)	148.4	(105.2)

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Condensed Consolidating Statements of Income and Comprehensive Income

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the nine months ended September 30, 2012						
Operating Revenues:						
Investment management fees	919.9	1,470.1	—	—	—	2,390.0
Service and distribution fees	71.4	500.8	—	—	—	572.2
Performance fees	8.4	30.5	—	—	—	38.9
Other	9.0	74.0	—	—	—	83.0
Intercompany Revenues	20.9	173.4	—	—	(194.3)	—
Total operating revenues	1,029.6	2,248.8	—	—	(194.3)	3,084.1
Operating expenses:						
Employee compensation	271.2	677.6	—	5.2	—	954.0
Third-party distribution, service and advisory	66.8	894.1	—	—	—	960.9
Marketing	3.8	75.9	—	—	—	79.7
Property, office and technology	87.4	116.8	—	0.2	—	204.4
General and administrative	56.6	170.4	—	3.8	—	230.8
Transaction and integration	—	5.6	—	—	—	5.6
Intercompany Expenses	172.6	20.9	—	0.8	(194.3)	—
Total operating expenses	658.4	1,961.3	—	10.0	(194.3)	2,435.4
Operating income/(loss)	371.2	287.5	—	(10.0)	—	648.7
Other income/(expense):						
Equity in earnings of unconsolidated affiliates	3.0	18.0	261.7	530.6	(791.5)	21.8
Interest and dividend income	1.7	65.5	38.9	0.3	(99.3)	7.1
Interest income of consolidated investment products	—	206.4	—	—	—	206.4
Other gains/(losses) of consolidated investment products, net	—	(69.9)	—	—	—	(69.9)
Interest expense	(100.8)	(0.5)	(33.6)	(3.9)	99.2	(39.6)
Interest expense of consolidated investment products	—	(134.4)	—	—	—	(134.4)
Other gains and losses, net	6.8	23.4	(2.1)	1.2	—	29.3
Income before income taxes	281.9	396.0	264.9	518.2	(791.6)	669.4
Income tax provision	(109.4)	(98.1)	(2.8)	0.2	—	(210.1)
Net income	172.5	297.9	262.1	518.4	(791.6)	459.3
Net (income)/loss attributable to the noncontrolling interests in consolidated entities, net of tax	—	59.1	—	—	—	59.1
Net income attributable to common shareholders	172.5	357.0	262.1	518.4	(791.6)	518.4
Total comprehensive income	174.6	460.5	335.8	683.3	(1,029.9)	624.3
Comprehensive loss (income) attributable to noncontrolling interests in consolidated entities	—	59.0	—	—	—	59.0
Comprehensive income attributable to common shareholders	174.6	519.5	335.8	683.3	(1,029.9)	683.3

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Revised Condensed Consolidating Statements of Income and Comprehensive Income

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the nine months ended September 30, 2011						
Operating Revenues:						
Investment management fees	874.9	1,516.0	—	—	—	2,390.9
Service and distribution fees	71.9	527.3	—	—	—	599.2
Performance fees	0.2	13.8	—	—	—	14.0
Other	7.4	83.6	—	—	—	91.0
Intercompany Revenues	23.5	134.2	—	—	(157.7)	—
Total operating revenues	977.9	2,274.9	—	—	(157.7)	3,095.1
Operating expenses:						
Employee compensation	254.0	670.8	—	4.9	—	929.7
Third-party distribution, service and advisory	64.3	916.4	—	—	—	980.7
Marketing	3.5	61.4	—	—	—	64.9
Property, office and technology	78.2	109.8	—	0.6	—	188.6
General and administrative	62.9	153.1	—	4.8	—	220.8
Transaction and integration	—	23.9	—	—	—	23.9
Intercompany Expenses	133.8	23.5	—	0.4	(157.7)	—
Total operating expenses	596.7	1,958.9	—	10.7	(157.7)	2,408.6
Operating income/(loss)	381.2	316.0	—	(10.7)	—	686.5
Other income/(expense):						
Equity in earnings of unconsolidated affiliates	1.3	23.3	326.1	537.8	(862.9)	25.6
Interest and dividend income	1.9	65.1	37.1	0.8	(96.6)	8.3
Interest income of consolidated investment products	—	233.6	—	—	—	233.6
Other gains/(losses) of consolidated investment products, net	—	(243.3)	—	—	—	(243.3)
Interest expense	(102.5)	(1.3)	(37.7)	(2.6)	96.6	(47.5)
Interest expense of consolidated investment products	—	(135.2)	—	—	—	(135.2)
Other gains and losses, net	(2.1)	(4.8)	(1.0)	2.1	—	(5.8)
Income before income taxes	279.8	253.4	324.5	527.4	(862.9)	522.2
Income tax provision	(66.8)	(130.2)	(13.1)	—	—	(210.1)
Net income	213.0	123.2	311.4	527.4	(862.9)	312.1
Net (income)/loss attributable to the noncontrolling interests in consolidated entities, net of tax	—	215.3	—	—	—	215.3
Net income attributable to common shareholders	213.0	338.5	311.4	527.4	(862.9)	527.4
Total comprehensive income	214.3	26.5	218.7	404.3	(653.7)	210.1
Comprehensive loss (income) attributable to noncontrolling interests in consolidated entities	—	194.2	—	—	—	194.2
Comprehensive income attributable to common shareholders	214.3	220.7	218.7	404.3	(653.7)	404.3

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Condensed Consolidating Statements of Cash Flows

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the nine months ended September 30, 2012						
Operating activities:						
Net cash provided by/(used in) operating activities	156.6	68.4	450.3	431.9	(789.5)	317.7
Investing activities:						
Capital contribution to/(from) subsidiary	—	—	—	(41.7)	41.7	—
Purchase of investments by consolidated investment products	—	(2,338.9)	—	—	—	(2,338.9)
Proceeds from sale of investments by consolidated investment products	—	2,484.5	—	—	—	2,484.5
Purchase of other investments	(7.7)	(78.4)	(1.6)	—	—	(87.7)
Other net increases/(decreases) in investing activities	(53.4)	19.0	(1.1)	13.1	—	(22.4)
Net cash (used in)/provided by investing activities	(61.1)	86.2	(2.7)	(28.6)	41.7	35.5
Financing activities:						
Capital contribution from/(to) parent	—	41.7	—	—	(41.7)	—
Purchases of treasury shares	—	—	—	(190.0)	—	(190.0)
Dividends paid	(435.0)	(354.5)	—	(211.5)	789.5	(211.5)
Capital invested into consolidated investment products	—	19.4	—	—	—	19.4
Capital distributed by consolidated investment products	—	(122.0)	—	—	—	(122.0)
Net borrowings/(repayments) of debt of consolidated investment products	—	255.4	—	—	—	255.4
Net borrowings/(repayments) under credit facility	(6.5)	—	222.0	—	—	215.5
Net intercompany borrowings/(repayments)	338.3	135.8	(454.8)	(19.3)	—	—
Repayments of senior notes	—	—	(215.1)	—	—	(215.1)
Other net increases/(decreases) in financing activities	—	13.7	—	17.2	—	30.9
Net cash used in financing activities	(103.2)	(10.5)	(447.9)	(403.6)	747.8	(217.4)
(Decrease)/increase in cash and cash equivalents	(7.7)	144.1	(0.3)	(0.3)	—	135.8
Foreign exchange movement on cash and cash equivalents	—	16.9	—	—	—	16.9
Cash and cash equivalents, beginning of year	20.6	703.2	3.1	0.5	—	727.4
Cash and cash equivalents, end of period	12.9	864.2	2.8	0.2	—	880.1

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Revised Condensed Consolidating Statements of Cash Flows

$ in millions	Guarantors	Non-Guarantors	Issuer	Parent	Adjustments	Consolidated
For the nine months ended September 30, 2011						
Operating activities:						
Net cash provided by/(used in) operating activities	263.3	417.2	11.2	211.3	(261.0)	642.0
Investing activities:						
Capital contribution to/(from) subsidiary	—	—	(116.0)	(23.1)	139.1	—
Purchase of investments by consolidated investment products	—	(2,594.2)	—	—	—	(2,594.2)
Proceeds from sale of investments by consolidated investment products	—	3,035.3	—	—	—	3,035.3
Purchase of other investments	(10.0)	(92.3)	—	—	—	(102.3)
Other net increases/(decreases) in investing activities	(25.3)	22.1	1.4	16.8	—	15.0
Net cash (used in)/provided by investing activities	(35.3)	370.9	(114.6)	(6.3)	139.1	353.8
Financing activities:						
Capital contribution from/(to) parent	116.0	23.1	—	—	(139.1)	—
Purchases of treasury shares	—	—	—	(333.0)	—	(333.0)
Dividends paid	—	(261.0)	—	(165.0)	261.0	(165.0)
Capital invested into consolidated investment products	—	27.9	—	—	—	27.9
Capital distributed by consolidated investment products	—	(158.8)	—	—	—	(158.8)
Net borrowings/(repayments) of debt of consolidated investment products	—	(434.9)	—	—	—	(434.9)
Net borrowings/(repayments) under credit facility	74.0	—	—	—	—	74.0
Net intercompany borrowings/(repayments)	(417.6)	27.8	105.5	284.3	—	—
Other net increases/(decreases) in financing activities	—	3.5	—	11.0	—	14.5
Net cash used in financing activities	(227.6)	(772.4)	105.5	(202.7)	121.9	(975.3)
(Decrease)/increase in cash and cash equivalents	0.4	15.7	2.1	2.3	—	20.5
Foreign exchange movement on cash and cash equivalents	—	(4.0)	—	—	—	(4.0)
Cash and cash equivalents, beginning of year	12.4	725.9	1.1	1.1	—	740.5
Cash and cash equivalents, end of period	12.8	737.6	3.2	3.4	—	757.0

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13. RELATED PARTIES

Certain managed funds are deemed to be affiliated entities under the related party definition in ASC 850, "related Party Disclosures." Additionally, related parties include those defined in the company's currently effective proxy statement.

	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
$ in millions				
Affiliated operating revenues:				
Investment management fees	700.6	666.8	2,040.1	2,056.7
Service and distribution fees	181.6	189.0	557.4	598.7
Performance fees	2.0	0.8	33.8	10.0
Other	23.6	24.0	76.7	87.1
Total affiliated operating revenues	907.8	880.6	2,708.0	2,752.5

	As of September 30, 2012	December 31, 2011
Affiliated asset balances:		
Cash equivalents	200.7	257.7
Unsettled fund receivables	152.1	178.8
Accounts receivable	220.4	247.8
Current investments	326.2	248.9
Assets held for policyholders	1,139.0	1,243.1
Other current assets	26.1	22.1
Non-current investments	210.5	184.5
Other non-current assets	1.9	1.9
Affiliated asset balances	2,276.9	2,384.8
Affiliated liability balances:		
Unsettled fund payables	281.3	205.0
Other current liabilities	61.6	63.5
Other non-current liabilities	107.8	191.6
Affiliated liability balances	450.7	460.1

14. SUBSEQUENT EVENTS

On November 1, 2012, the company announced a third quarter 2012 dividend of $0.1725 per share, payable on December 7, 2012, to shareholders of record at the close of business on November 19, 2012.

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

Forward-Looking Statements

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Condensed Consolidated Financial Statements and related Notes thereto, which appear elsewhere in this Report. Except for the historical financial information, this Report may include statements that constitute “forward-looking statements” under the United States securities laws. Forward-looking statements include information concerning possible or assumed future results of our operations, expenses, earnings, liquidity, cash flows and capital expenditures, industry or market conditions, assets under management, acquisition activities and the effect of completed acquisitions, debt levels and our ability to obtain additional financing or make payments on our debt, regulatory developments, demand for and pricing of our products and other aspects of our business or general economic conditions. In addition, when used in this Report, the documents

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incorporated by reference herein or such other documents or statements, words such as “believes,” “expects,” “anticipates,” “intends,” “plans,” “estimates,” “projects,” “forecasts,” and future or conditional verbs such as “will,” “may,” “could,” “should “would,” and any other statement that necessarily depends on future events, are intended to identify forward-looking statements.

Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Although we make such statements based on assumptions that we believe to be reasonable, there can be no assurance that actual results will not differ materially from our expectations. We caution investors not to rely unduly on any forward-looking statements and urge you to carefully consider the risks described in Part II, "Other Information," Item 1A., "Risk Factors."

References

In this Report, unless otherwise specified, the terms “we,” “our,” “us,” “company,” “Invesco,” and “Invesco Ltd.” refer to Inve Ltd., a company incorporated in Bermuda, and its subsidiaries.

Executive Overview

The following executive overview summarizes the significant trends affecting our results of operations and financial condition for the periods presented. This overview and the remainder of this management’s discussion and analysis supplements, and should be read in conjunction with the Condensed Consolidated Financial Statements of Invesco Ltd. and its subsidiaries and the notes thereto contained elsewhere in this Report.

Invesco is a leading independent global investment manager with offices in more than 20 countries. As of September 30, 2012, we managed $683.0 billion in assets for retail, institutional and high-net-worth investors around the world. By delivering the combined power of our distinctive worldwide investment management capabilities, Invesco provides a comprehensive array of enduring solutions for our clients. We have a significant presence in the institutional and retail segments of the investment management industry in North America, U.K., Europe and Asia-Pacific, serving clients in more than 100 countries.

During the third quarter, global equity markets rebounded from declines experienced in the second quarter largely as a result of actions of central banks in the U.S. and Europe. The Federal Reserve in the U.S announced additional quantitative easing measures, which are unlimited in size and duration. Additionally, the European Central Bank announced a bond buying program of its own targeting the bonds of those nations that request aid from the European Stability Mechanism. The U.S. treasury 10-year bond returns increased 0.9% during the quarter, while the 30-year treasury bond declined by only 0.3%.

The table below summarizes the returns of several major market indices for the three and nine months ended September 30, 2012 and 2011:

Index	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
S&P 500	5.8 %	(14.3)%	14.6 %	(10.0)%
FTSE 100	3.1 %	(13.7)%	3.1 %	(13.1)%
Nikkei 225	(1.5)%	(11.4)%	4.9 %	(14.9)%
MSCI Emerging Markets	7.0 %	(23.2)%	4.9 %	(23.5)%

A significant portion of our business and AUM is based outside of the U.S. The strengthening or weakening of the U.S. dollar against other currencies, primarily the Pound Sterling, Canadian dollar, Yen and Euro, will impact our reported revenues and expenses from period to period. Additionally, our revenues are directly influenced by the level and composition of our AUM. Therefore, movements in global capital market levels, net new business inflows (or outflows) and changes in the mix of investment products between asset classes and geographies may materially affect our revenues from period to period.

Over the past six years, we have focused on our multi-year strategy to grow and strengthen our business. Our commitment to investment excellence enables us to deliver strong, long-term investment performance to our clients. We have worked to enhance the depth and breadth of our investment capabilities and made successful strategic acquisitions that further expanded our capabilities. We also worked to further enhance the effectiveness of our global operating platform. The depth, breadth and strength of our business have put us in a position to evolve our capital management priorities, as further discussed in the "Liquidity and Capital Resources" and "Dividends" sections of this Management's Discussion and Analysis.

As it has been in the past, our first priority is to reinvest in our business in ways that enhance our ability to deliver strong investment performance to our clients. In addition, dividends are now featured more prominently among our priorities, which will provide a more committed level of return to our shareholders. We will also continue our program of repurchasing shares. Furthermore, as we have said in the past, our goal is to achieve a cash buffer of approximately $1 billion in excess of regulatory requirements. These priorities reflect our confidence in our ability to grow our business organically by meeting client needs and to further strengthen our capital position over time.

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Although acquisitions are no longer a strategic priority, they may present themselves as opportunities that we will consider. In this light, the company entered into a share purchase agreement on September 27, 2012 to acquire 49.0% of Religare Asset Management Limited ("Religare"), a company incorporated in India. The purchase is subject to regulatory approval. The company expect closing to take place within 3 to 4 months of the signing date.

Presentation of Management's Discussion and Analysis of Financial Condition and Results of Operations

The company provides investment management services to, and has transactions with, various private equity, real estate, fund-of-funds, collateralized loan obligation products (CLOs), and other investment entities sponsored by the company for the investment of client assets in the normal course of business. The company serves as the investment manager, making day-to-day investment decisions concerning the assets of the products. Certain of these entities are consolidated under variable interest or voting interest entity consolidation guidance and are referred to as "consolidated investment products." See Part I, Item 1, Financial Statements — Note 11, "Consolidated Investment Products," for additional details.

The majority of the company's consolidated investment products balances are CLO-related. The collateral assets of the CLOs are held solely to satisfy the obligations of the CLOs. The company has no right to the benefits from, nor does it bear the risks associated with, the collateral assets held by the CLOs, beyond the company's minimal direct investments in, and management fees generated from, the CLOs. If the company were to liquidate, the collateral assets would not be available to the general creditors of the company, and as a result, the company does not consider them to be company assets. Conversely, if the CLOs were to liquidate, their investors would have no recourse to the general credit of the company. The company therefore does not consider this debt to be a company liability.

The impact of consolidation of investment products is so significant to the presentation of the company's financial statements (but not to the underlying financial condition or results of operations of the company) that the company has elected to deconsolidate these products in its non-GAAP disclosures. The following discussion therefore combines the results presented under U.S. generally accepted accounting principles (GAAP) with the company's non-GAAP presentation. There are four distinct sections within this Management's Discussion and Analysis of Financial Condition and Results of Operations after the Assets Under Management discussion:

- Results of Operations (for the three and nine months ended September 30, 2012 compared with the three and nine months ended September 30, 2011);
- Schedule of Non-GAAP Information;
- Balance Sheet Discussion; and
- Liquidity and Capital Resources.

Each of the financial statement summary sections (Results of Operations, Balance Sheet Discussion, and Liquidity and Capital Resources) begins with a table illustrating the impact of the consolidation of investment products. The narrative that follows each of these sections separately provides discussion of the underlying financial statement activity for the company, before consolidation of investment products, as well as of the financial statement activity of consolidated investment products. Additionally, wherever a non-GAAP measure is referenced, a disclosure will follow in the narrative or in the note referring the reader to the Schedule of Non-GAAP Information, where additional details regarding the use of the non-GAAP measure by the company are disclosed, along with reconciliations of the most directly comparable U.S. GAAP measures to the non-GAAP measures. To further enhance the readability of the Results of Operations section, separate tables for each of the revenue, expense, and non-operating income/expense sections of the income statement introduce the narrative that follows, providing a section-by-section review of the company's income statements for the periods presented.

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Summary Operating Information

Summary operating information is presented in the table below:

$ in millions, other than per share amounts, operating margins, ratios and AUM	Three months ended September 30, 2012	2011	Nine months ended September 30, 2012	2011
U.S. GAAP Financial Measures Summary				
Operating revenues	$1,041.4	$997.8	$3,084.1	$3,095.1
Operating income	$216.0	$227.8	$648.7	$686.5
Operating margin	20.7 %	22.8 %	21.0 %	22.2 %
Net income attributable to common shareholders	$170.6	$166.9	$518.4	$527.4
Diluted EPS	$0.38	$0.36	$1.14	$1.13
Debt/equity ratio (%)	55.9 %	74.4 %	55.9 %	74.4 %
Non-GAAP Financial Measures Summary				
Net revenues(1)	$734.7	$706.1	$2,183.1	$2,181.6
Adjusted operating income(2)	$250.4	$255.7	$768.6	$812.6
Adjusted operating margin(2)	34.1 %	36.2 %	35.2 %	37.2 %
Adjusted net income attributable to common shareholders(3)	$188.4	$192.3	$574.1	$591.1
Adjusted diluted EPS(3)	$0.42	$0.42	$1.26	$1.27
Debt/equity ratio excluding consolidated investment products(%)(4)	15.7 %	16.5 %	15.7 %	16.5 %
Assets Under Management				
Ending AUM (billions)	$683.0	$598.4	$683.0	$598.4
Average AUM (billions)	$667.9	$632.7	$659.1	$638.5

(1) Net revenues are operating revenues less third-party distribution, service and advisory expenses, plus our proportional share of the net revenues of our joint venture investments, plus management and performance fees earned from, less other revenue recorded by, consolidated investment products. See “Schedule of Non-GAAP Information” for the reconciliation of operating revenues to net revenues.

(2) Adjusted operating margin is adjusted operating income divided by net revenues. Adjusted operating income includes operating income plus our proportional share of the operating income of our joint venture investments, transaction and integration charges, amortization of acquisition-related prepaid compensation and other intangibles, compensation expense related to market valuation changes in deferred compensation plans, the operating income impact of the consolidation of investment products, European infrastructure expenses and other reconciling items. See “Schedule of Non-GAAP Information” for the reconciliation of operating income to adjusted operating income.

(3) Adjusted net income attributable to common shareholders is net income attributable to common shareholders adjusted to add back transaction and integration charges, amortization of acquisition-related prepaid compensation and other intangibles, and the tax cash flow benefits resulting from tax amortization of goodwill and indefinite-lived intangible assets. Adjusted net income attributable to common shareholders excludes the net income of consolidated investment products, and the net income impact of deferred compensation plans, European infrastructure expenses and other reconciling items. By calculation, adjusted diluted EPS is adjusted net income attributable to common shareholders divided by the weighted average number of diluted shares outstanding. See “Schedule of Non-GAAP Information” for the reconciliation of net income to adjusted net income.

(4) The debt-to-equity ratio excluding consolidated investment products is a non-GAAP financial measure. See the "Liquidity and Capital Resources" section for a recalculation of this ratio and the "Balance Sheet Discussion" section for a reconciliation of debt and equity balances before and after the consolidation of investment products.

Investment Capabilities Performance Overview

Invesco's first strategic priority is to achieve strong investment performance over the long-term for our clients. Long-term performance in our equities capabilities, as measured by the percentage of AUM ahead of benchmark and ahead of peer median, is generally strong with certain capabilities demonstrating outstanding performance. Within our equity asset class, U.S. Core, U.S. Value, U.K., and Global Ex-U.S. and Emerging Markets funds have strong long-term performance, with 80% or

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more of assets ahead of benchmarks and peer group medians on a 5- year basis. Our Balanced asset class also reflects solid long-term performance, with 95% and 78% of assets ahead of benchmarks and peers, respectively, on a 5-year basis. Within our fixed income asset class our Global and U.S. fixed income products have achieved strong long-term performance with 79% or more of AUM ahead of peers on a 5- year basis.

		Benchmark Comparison % of AUM Ahead of Benchmark			Peer Group Comparison % of AUM In Top Half of Peer Group		
		1yr	3yr	5yr	1yr	3yr	5yr
Equities	U.S. Core	15%	29%	94%	37%	40%	80%
	U.S. Growth	8%	28%	22%	8%	3%	60%
	U.S. Value	15%	55%	99%	59%	73%	96%
	Sector	60%	59%	66%	22%	36%	48%
	U.K.	86%	100%	97%	8%	98%	95%
	Canadian	74%	51%	54%	71%	51%	51%
	Asian	28%	44%	46%	22%	32%	31%
	Continental European	48%	70%	93%	37%	57%	56%
	Global	37%	88%	67%	51%	89%	44%
	Global Ex U.S. and Emerging Markets	84%	83%	96%	82%	83%	86%
Other	Alternatives	50%	57%	68%	65%	51%	14%
	Balanced	52%	53%	95%	98%	36%	78%
Money Market	Money Market	63%	35%	75%	96%	96%	94%
Fixed Income	U.S. Fixed Income	84%	62%	75%	73%	82%	79%
	Global Fixed Income	84%	62%	75%	93%	39%	83%
	Stable Value	100%	100%	100%	100%	100%	100%

Note: AUM measured in the one-, three-, and five-year peer group rankings represents 59%, 58%, and 55% of total Invesco AUM, respectively, and AUM measured versus benchmark on a one-, three-, and five-year basis represents 70%, 69%, and 65% of total Invesco AUM, respectively, as of September 30, 2012. Peer group rankings are sourced from a widely-used third party ranking agency in each fund's market (Lipper, Morningstar, Russell, Mercer, eVestment Alliance, SITCA) and are asset-weighted in USD. Rankings are as of prior quarter-end for most institutional products and preceding month-end for Australian retail funds due to their late release by third parties. Rankings for the most representative fund in each GIPS composite are applied to all products within each GIPS composite. Excludes passive products, closed-end funds, private equity limited partnerships, non-discretionary direct real estate, unit investment trusts, CLOs, alternative and stable value products. Certain funds and products were excluded from the analysis because of limited benchmark or peer group data. Had these been available, results may have been different. These results are preliminary and subject to revision. Performance assumes the reinvestment of dividends. Past performance is not indicative of future results and may not reflect an investor's experience.

Assets Under Management movements for the three months ended September 30, 2012 compared with the three months ended September 30, 2011

AUM at September 30, 2012, were $683.0 billion (June 30, 2012: $646.6 billion; September 30, 2011: $598.4 billion). During the three months ended September 30, 2012, long-term net inflows increased AUM by $9.4 billion, while market movements increased AUM by $22.1 billion. AUM decreased $1.7 billion during the three months ended September 30, 212 due to a disposition of AUM related to certain European CLO products. We experienced net inflows in institutional money market funds of $2.3 billion, and increases in AUM of $4.3 billion due to changes in foreign exchange rates during the three months ended September 30, 2012. During the three months ended

September 30, 2011, long-term net inflows increased AUM by $3.3 billion, while negative market movements decreased AUM by $52.2 billion. We experienced net outflows in institutional money market funds of $1.1 billion and decreases in AUM of $5.3 billion due to changes in foreign exchange rates during the three months ended September 30, 2011. Average AUM during the three months ended September 30, 2012, were $667.9 billion compared to $632.7 billion for the three months ended September 30, 2011.

The discussion below includes presentation of AUM as Passive and Active. Passive AUM includes ETFs, UITs, non-fee earning leverage, foreign exchange overlays and other passive mandates. Active AUM is total AUM less Passive AUM.

Long-term net inflows during the three months ended September 30, 2012 were $9.4 billion and included net inflows of passive AUM of $5.8 billion. Net long-term flows were split between inflows from our retail distribution channel of $6.3 billion and inflows from our institutional channel of $2.9 billion, which were primarily in the fixed income and balanced asset

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classes. Our balanced asset class experienced net inflows of $3.7 billion, including approximately $4.5 billion in positive flows related to our balanced risk allocation strategies, for which we continue to see strong demand. These inflows were partially offset by outflows of traditional balanced products. The Invesco Balanced Risk Allocation Fund established its three-year track record during the second quarter of 2012, raising its profile in the market. This quarterly period marks the twelfth consecutive quarter of positive flows into the balanced risk allocation strategies.

As discussed in the “Executive Overview” section of this Management’s Discussion and Analysis, during the three months ended September 30, 2012, the S&P 500 Index increased 5.8%, the FTSE increased 3.1%, the MSCI Emerging Markets index increased 7.0%, while the Nikkei 225 was down 1.5%. Of the $22.1 billion increase in AUM resulting from market gains during the three months ended September 30, 2012, $14.8 billion of this increase was due to the change in value of our equity asset class, with balanced, fixed income and alternative asset classes also experiencing gains. Of the $52.2 billion decrease in AUM resulting from market losses during the three months ended September 30, 2011, $42.3 billion of this increase was due to the change in value of our equity asset class.

The impact of the change in foreign exchange rates in the three months ended September 30, 2012, was driven primarily by the strengthening of the Pound Sterling, the Euro, the Canadian Dollar and the Japanese Yen relative to the U.S. Dollar, which was reflected in the translation of our Sterling-based, Euro-based, Canadian Dollar-based and Japanese Yen-based AUM into U.S. Dollars. The impact of the change in foreign exchange rates in the three months ended September 30, 2011, was driven by the weakening of the Pound Sterling, Canadian Dollar, and Euro relative to the U.S. Dollar, partially offset by strengthening of the Japanese Yen relative to the U.S. Dollar.

The table below illustrates the spot foreign exchange rates for translation into the U.S. Dollar, the reporting currency of the company, at September 30, 2012 and 2011, as compared with the rates that existed at June 30, 2012 and 2011:

	September 30, 2012	June 30, 2012	September 30, 2011	June 30, 2011
Pound Sterling ($ per £)	1.62	1.57	1.56	1.61
Canadian Dollar (CAD per $)	0.98	1.02	1.04	0.96
Japan (¥ per $)	77.80	79.82	77.09	80.66
Euro ($ per €)	1.29	1.27	1.34	1.45

Net revenue yield decreased 0.6 basis points to 44.0 basis points in the three months ended September 30, 2012, from the three months ended September 30, 2011 level of 44.6 basis points. Market driven changes in our asset mix significantly impact our net revenue yield calculation. Our equity AUM generally earn a higher net revenue rate than money market AUM. Strong sales in our passive ETF products have contributed to passive AUM representing 17.3% of total AUM as at September 30, 2012, compared to 14.6% at September 30, 2011. The net revenue yield on passive AUM was approximately 10 basis points compared to approximately 51 basis points from active AUM (before performance fees) during the three months ended September 30, 2012, contributing to the overall yield reduction.

Gross revenue yield on AUM decreased 0.8 basis points to 62.6 basis points in the three months ended September 30, 2012, from the three months ended September 30, 2011, level of 63.4 basis points. Management does not consider gross revenue yield, the most comparable U.S. GAAP-based measure to net revenue yield, to be a meaningful effective fee rate measure. The numerator of the gross revenue yield measure, operating revenues, excludes the management and performance fees earned from consolidated investment products; however the denominator of the measure includes the AUM of these investment products. Therefore, the gross revenue yield measure is not considered representative of the company’s true effective fee rate from AUM. See “Schedule of Non-GAAP Information” for a reconciliation of operating revenues (gross revenues) to net revenues.

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Changes in AUM were as follows:

$ in billions	2012 Total AUM	Active	Passive	2011 Total AUM	Active	Passive
June 30	646.6	539.0	107.6	653.7	561.9	91.8
Long-term inflows	42.3	26.3	16.0	45.9	27.8	18.1
Long-term outflows	(32.9)	(22.7)	(10.2)	(42.6)	(27.2)	(15.4)
Long-term net flows	9.4	3.6	5.8	3.3	0.6	2.7
Net flows in institutional money market funds	2.3	2.3	—	(1.1)	(1.1)	—
Market gains and (losses)/reinvestment	22.1	17.7	4.4	(52.2)	(45.2)	(7.0)
Acquisitions/(dispositions), net	(1.7)	(1.7)	—	—	—	—
Foreign currency translation	4.3	4.2	0.1	(5.3)	(5.2)	(0.1)
September 30	683.0	565.1	117.9	598.4	511.0	87.4
Average long-term AUM	599.8	486.2	113.6	564.3	472.9	91.4
Average institutional money market AUM	68.1	68.1	—	68.4	68.4	—
Average AUM	667.9	554.3	113.6	632.7	541.3	91.4
Gross revenue yield on AUM(1)	62.6bps	73.6bps	9.5bps	63.4bps	72.4bps	10.4bps
Gross revenue yield on AUM before performance fees(1)	62.5bps	73.4bps	9.5bps	63.2bps	72.2bps	10.4bps
Net revenue yield on AUM(2)	44.0bps	51.1bps	9.5bps	44.6bps	50.4bps	10.4bps
Net revenue yield on AUM before performance fees(2)	43.8bps	50.8bps	9.5bps	44.5bps	50.2bps	10.4bps

(1) Gross revenue yield on AUM is equal to annualized total operating revenues divided by average AUM, excluding joint venture (JV) AUM. Our share of the average AUM in the three months ended September 30, 2012, for our JVs in China was $2.9 billion (three months ended September 30, 2011: $3.3 billion). It is appropriate to exclude the average AUM of our JVs for purposes of computing gross revenue yield on AUM, because the revenues resulting from these AUM are not presented in our operating revenues. Under U.S. GAAP, our share of the pre-tax earnings of the JVs is recorded as equity in earnings of unconsolidated affiliates on our Condensed Consolidated Statements of Income.

(2) Net revenue yield on AUM is equal to annualized net revenues divided by average AUM. See “Schedule of Non-GAAP Information” for a reconciliation of operating revenues to net revenues.

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Our AUM by channel, by asset class, and by client domicile were as follows:

Total AUM by Channel[1]

$ in billions	Total	Retail	Institutional	Private Wealth Management
June 30, 2012 AUM	646.6	396.7	231.0	18.9
Long-term inflows	42.3	33.2	8.1	1.0
Long-term outflows	(32.9)	(26.9)	(5.2)	(0.8)
Long-term net flows	9.4	6.3	2.9	0.2
Net flows in institutional money market funds	2.3	—	2.3	—
Market gains and (losses)/reinvestment	22.1	16.9	4.7	0.5
Acquisitions/dispositions, net	(1.7)	—	(1.7)	—
Foreign currency translation	4.3	3.5	0.8	—
September 30, 2012 AUM	683.0	423.4	240.0	19.6
June 30, 2011 AUM	653.7	401.7	234.5	17.5
Long-term inflows	45.9	35.6	9.5	0.8
Long-term outflows	(42.6)	(34.6)	(7.6)	(0.4)
Long-term net flows	3.3	1.0	1.9	0.4
Net flows in institutional money market funds	(1.1)	—	(1.1)	—
Market gains and (losses)/reinvestment	(52.2)	(43.9)	(7.2)	(1.1)
Foreign currency translation	(5.3)	(4.4)	(0.9)	—
September 30, 2011 AUM	598.4	354.4	227.2	16.8

Passive AUM by Channel[1]

$ in billions	Total	Retail	Institutional	Private Wealth Management
June 30, 2012 AUM	107.6	86.9	20.7	—
Long-term inflows	16.0	13.5	2.5	—
Long-term outflows	(10.2)	(10.1)	(0.1)	—
Long-term net flows	5.8	3.4	2.4	—
Net flows in institutional money market funds	—	—	—	—
Market gains and (losses)/reinvestment	4.4	4.4	—	—
Foreign currency translation	0.1	—	0.1	—
September 30, 2012 AUM	117.9	94.7	23.2	—
June 30, 2011 AUM	91.8	76.7	15.1	—
Long-term inflows	18.1	16.2	1.9	—
Long-term outflows	(15.4)	(15.2)	(0.2)	—
Long-term net flows	2.7	1.0	1.7	—
Net flows in institutional money market funds	—	—	—	—
Market gains and (losses)/reinvestment	(7.0)	(6.7)	(0.3)	—
Foreign currency translation	(0.1)	—	(0.1)	—
September 30, 2011 AUM	87.4	71.0	16.4	—

See accompanying notes to these AUM tables on the following page.

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Total AUM by Asset Class(2)

$ in billions	Total	Equity	Fixed Income	Balanced	Money Market	Alternatives(3)
June 30, 2012 AUM	646.6	283.8	155.6	51.5	71.0 (4)	84.7
Long-term inflows	42.3	19.9	11.7	5.7	0.7	4.3
Long-term outflows	(32.9)	(20.7)	(4.5)	(2.0)	(0.9)	(4.8)
Long-term net flows	9.4	(0.8)	7.2	3.7	(0.2)	(0.5)
Net flows in institutional money market funds	2.3	—	—	—	2.3	—
Market gains and (losses)/reinvestment	22.1	14.8	3.6	2.1	0.1	1.5
Acquisitions/dispositions, net	(1.7)	—	—	—	—	(1.7)
Foreign currency translation	4.3	2.8	0.6	0.6	—	0.3
September 30, 2012 AUM	683.0	300.6	167.0	57.9	73.2 (4)	84.3
June 30, 2011 AUM	653.7	301.9	145.8	44.5	74.4	87.1
Long-term inflows	45.9	23.8	10.3	2.8	0.9	8.1
Long-term outflows	(42.6)	(27.0)	(7.7)	(1.6)	(0.5)	(5.8)
Long-term net flows	3.3	(3.2)	2.6	1.2	0.4	2.3
Net flows in institutional money market funds	(1.1)	—	—	—	(1.1)	—
Market gains and (losses)/reinvestment	(52.2)	(42.3)	(1.2)	(3.1)	—	(5.6)
Foreign currency translation	(5.3)	(3.2)	(0.5)	(1.1)	(0.1)	(0.4)
September 30, 2011 AUM	598.4	253.2	146.7	41.5	73.6	83.4

Passive AUM by Asset Class(2)

$ in billions	Total	Equity	Fixed Income	Balanced	Money Market	Alternatives(3)
June 30, 2012 AUM	107.6	54.6	33.9	—	—	19.1
Long-term inflows	16.0	10.6	3.9	—	—	1.5
Long-term outflows	(10.2)	(9.0)	(0.5)	—	—	(0.7)
Long-term net flows	5.8	1.6	3.4	—	—	0.8
Net flows in institutional money market funds	—	—	—	—	—	—
Market gains and (losses)/reinvestment	4.4	3.0	0.3	—	—	1.1
Foreign currency translation	0.1	—	—	—	—	0.1
September 30, 2012 AUM	117.9	59.2	37.6	—	—	21.1
June 30, 2011 AUM	91.8	45.7	26.7	—	—	19.4
Long-term inflows	18.1	12.6	2.9	—	—	2.6
Long-term outflows	(15.4)	(12.6)	(0.6)	—	—	(2.2)
Long-term net flows	2.7	—	2.3	—	—	0.4
Net flows in institutional money market funds	—	—	—	—	—	—
Market gains and (losses)/reinvestment	(7.0)	(6.0)	0.5	—	—	(1.5)
Foreign currency translation	(0.1)	—	—	—	—	(0.1)
September 30, 2011 AUM	87.4	39.7	29.5	—	—	18.2

See accompanying notes to these AUM tables on the following page.

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Total AUM by Client Domicile(5)

$ in billions	Total	U.S.	Canada	U.K.	Continental Europe	Asia
June 30, 2012 AUM	646.6	447.3	23.5	92.8	34.4	48.6
Long-term inflows	42.3	30.9	0.8	3.4	4.6	2.6
Long-term outflows	(32.9)	(20.9)	(1.1)	(3.7)	(3.0)	(4.2)
Long-term net flows	9.4	10.0	(0.3)	(0.3)	1.6	(1.6)
Net flows in institutional money market funds	2.3	2.4	0.1	(0.1)	(0.1)	—
Market gains and (losses)/reinvestment	22.1	14.8	0.8	4.5	1.3	0.7
Acquisitions/dispositions, net	(1.7)	—	—	—	(1.7)	—
Foreign currency translation	4.3	—	0.9	2.7	0.1	0.6
September 30, 2012 AUM	683.0	474.5	25.0	99.6	35.6	48.3
June 30, 2011 AUM	653.7	439.9	27.5	97.1	37.9	51.3
Long-term inflows	45.9	31.9	0.6	3.5	4.3	5.6
Long-term outflows	(42.6)	(28.5)	(1.2)	(3.3)	(5.5)	(4.1)
Long-term net flows	3.3	3.4	(0.6)	0.2	(1.2)	1.5
Net flows in institutional money market funds	(1.1)	(0.9)	—	—	(0.2)	—
Market gains and (losses)/reinvestment	(52.2)	(31.4)	(2.1)	(8.1)	(3.5)	(7.1)
Foreign currency translation	(5.3)	—	(2.0)	(2.5)	(1.1)	0.3
September 30, 2011 AUM	598.4	411.0	22.8	86.7	31.9	46.0

Passive AUM by Client Domicile(5)

$ in billions	Total	U.S.	Canada	U.K.	Continental Europe	Asia
June 30, 2012 AUM	107.6	100.7	—	—	1.4	5.5
Long-term inflows	16.0	15.7	—	—	—	0.3
Long-term outflows	(10.2)	(9.9)	—	—	(0.2)	(0.1)
Long-term net flows	5.8	5.8	—	—	(0.2)	0.2
Net flows in institutional money market funds	—	—	—	—	—	—
Market gains and (losses)/reinvestment	4.4	4.3	—	—	0.1	—
Foreign currency translation	0.1	—	—	—	—	0.1
September 30, 2012 AUM	117.9	110.8	—	—	1.3	5.8
June 30, 2011 AUM	91.8	88.0	—	—	1.4	2.4
Long-term inflows	18.1	18.0	—	—	0.1	—
Long-term outflows	(15.4)	(15.3)	—	—	(0.1)	—
Long-term net flows	2.7	2.7	—	—	—	—
Net flows in institutional money market funds	—	—	—	—	—	—
Market gains and (losses)/reinvestment	(7.0)	(6.6)	—	—	(0.2)	(0.2)
Foreign currency translation	0.1	—	—	—	—	(0.1)
September 30, 2011 AUM	87.6	84.1	—	—	1.2	2.1

(1)

Channel refers to the distribution channel from which the AUM originated. Retail AUM arose from client investments into funds available to the public with shares or units. Institutional AUM originated from individual corporate clients, endowments, foundations, government authorities, universities, or charities. Private Wealth Management AUM arose from high net worth client investments.

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(2) Asset classes are descriptive groupings of AUM by common type of underlying investments.

(3) The alternatives asset class includes absolute return, real estate, commodities, currencies, financial structures, Global Macro, REITS, private capital, and Risk Premia Capture.

(4) Ending Money Market AUM includes $69.3 billion in institutional money market AUM and $3.9 billion in retail money market AUM.

(5) Client domicile disclosure groups AUM by the domicile of the underlying clients.

Results of Operations for the three months ended September 30, 2012 compared with the three months ended September 30, 2011

Adoption of Guidance now encompassed in Accounting Standards Codification (ASC) Topic 810, "Consolidation"

The company provides investment management services to, and has transactions with, various private equity, real estate, fund-of-funds, collateralized loan obligation products (CLOs), and other investment entities sponsored by the company for the investment of client assets in the normal course of business. The company serves as the investment manager, making day-to-day investment decisions concerning the assets of the products. Certain of these entities are consolidated under variable interest or voting interest entity consolidation guidance. See Part I, Item 1, Financial Statements — Note 11, "Consolidated Investment Products," for additional details.

The majority of the company's consolidated investment products balances were CLO-related as of September 30, 2012. The collateral assets of the CLOs are held solely to satisfy the obligations of the CLOs. The company has no right to the benefits from, nor does it bear the risks associated with, the collateral assets held by the CLOs, beyond the company's minimal direct investments in, and management fees generated from, the CLOs. If the company were to liquidate, the collateral assets would not be available to the general creditors of the company, and as a result, the company does not consider them to be company assets. Conversely, if the CLOs were to liquidate, their investors would have no recourse to the general credit of the company. The company therefore does not consider this debt to be a company liability. The discussion that follows will separate consolidated investment product results of operations from the company's investment management operations through the use of non-GAAP financial measures. See "Schedule of Non-GAAP Information" for additional details and reconciliations of the most directly comparable U.S. GAAP measures to the non-GAAP measures.

Summary of Income Statement Impact of Consolidated Investment Products

$ in millions	Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Three months ended September 30, 2012		
Total operating revenues	(11.5)	1,041.4
Total operating expenses	2.3	825.4
Operating income	(13.8)	216.0
Equity in earnings of unconsolidated affiliates	(0.5)	5.2
Interest and dividend income	65.3	71.2
Other investment income/(losses)	(33.9)	(6.8)
Interest expense	(41.9)	(54.5)
Income before income taxes	(24.8)	231.1
Income tax provision	—	(74.2)
Net income	(24.8)	156.9
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	13.7	13.7
Net income attributable to common shareholders	(11.1)	170.6

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$ in millions	Impact of Consolidated Investment Products	Invesco Ltd. Consolidated
Three months ended September 30, 2011		
Total operating revenues	(12.3)	997.8
Total operating expenses	2.9	770.0
Operating income	(15.2)	227.8
Equity in earnings of unconsolidated affiliates	(0.1)	8.1
Interest and dividend income	77.1	83.4
Other investment income/(losses)	(93.1)	(112.8)
Interest expense	(48.7)	(64.0)
Income before income taxes	(80.0)	142.5
Income tax provision	—	(59.1)
Net income	(80.0)	83.4
Net (income)/loss attributable to noncontrolling interests in consolidated entities, net	83.5	83.5
Net income attributable to common shareholders	3.5	166.9

Operating Revenues and Net Revenues

The main categories of revenues, and the dollar and percentage change between the periods, were as follows:

	Three months ended September 30,			
$ in millions	2012	2011	$ Change	% Change
Investment management fees	818.0	779.5	38.5	4.9 %
Service and distribution fees	196.1	189.1	7.0	3.7 %
Performance fees	3.0	2.6	0.4	15.4 %
Other	24.3	26.6	(2.3)	(8.6)%
Total operating revenues	1,041.4	997.8	43.6	