

JONES LANG LASALLE INC  
Form 10-Q  
November 05, 2015

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

Form 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2015

Or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-13145

Jones Lang LaSalle Incorporated  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or organization)  
36-4150422  
(I.R.S. Employer Identification No.)

200 East Randolph Drive, Chicago, IL 60601  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 312-782-5800

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

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

Yes  No

The number of shares outstanding of the registrant's common stock (par value \$0.01) as of the close of business on November 2, 2015 was 45,040,835.

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## Part I. Financial Information

## Item 1. Financial Statements

## JONES LANG LASALLE INCORPORATED

Consolidated Balance Sheets as of September 30, 2015 (unaudited) and December 31, 2014

(in thousands, except share data)

	September 30, 2015 (unaudited)	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 193,499	250,413
Trade receivables, net of allowances of \$27,245 and \$17,861	1,407,440	1,375,035
Notes and other receivables	222,270	181,377
Warehouse receivables	41,274	83,312
Prepaid expenses	90,065	64,963
Deferred tax assets, net	129,869	135,251
Other	9,980	27,825
Total current assets	2,094,397	2,118,176
Property and equipment, net of accumulated depreciation of \$430,428 and \$418,332	377,832	368,361
Goodwill, with indefinite useful lives	1,999,623	1,907,924
Identified intangibles, net of accumulated amortization of \$132,827 and \$124,920	43,384	38,841
Investments in real estate ventures, including \$150,274 and \$113,602 at fair value	311,814	297,142
Long-term receivables	110,044	85,749
Deferred tax assets, net	104,670	90,897
Deferred compensation plan	128,910	111,234
Other	64,352	57,012
Total assets	\$5,235,026	5,075,336
Liabilities and Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 636,824	630,037
Accrued compensation	790,977	990,678
Short-term borrowings	30,504	19,623
Deferred tax liabilities, net	16,554	16,554
Deferred income	143,913	104,565
Deferred business acquisition obligations	48,616	49,259
Warehouse facility	41,274	83,312
Minority shareholder redemption liability	—	11,158
Other	153,109	141,825
Total current liabilities	1,861,771	2,047,011
Credit facility	235,005	—
Long-term senior notes	275,000	275,000
Deferred tax liabilities, net	17,723	17,082
Deferred compensation	142,551	125,857
Deferred business acquisition obligations	37,975	68,848
Other	130,301	118,969
Total liabilities	2,700,326	2,652,767
Redeemable noncontrolling interest	8,917	13,449
Company shareholders' equity:		

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Common stock, \$.01 par value per share, 100,000,000 shares authorized; 45,033,713 and 44,828,779 shares issued and outstanding	450	448
Additional paid-in capital	980,698	961,850
Retained earnings	1,861,427	1,631,145
Shares held in trust	(6,328	) (6,407
Accumulated other comprehensive loss	(329,747	) (200,239
Total Company shareholders' equity	2,506,500	2,386,797
Noncontrolling interest	19,283	22,323
Total equity	2,525,783	2,409,120
Total liabilities and equity	\$5,235,026	5,075,336

See accompanying Notes to Consolidated Financial Statements.

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## JONES LANG LASALLE INCORPORATED

## Consolidated Statements of Comprehensive Income

For the Three and Nine Months Ended September 30, 2015 and 2014

(in thousands, except share data) (unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Revenue	\$1,501,267	1,365,975	\$4,078,254	3,680,622
Operating expenses:				
Compensation and benefits	896,080	828,241	2,459,056	2,226,804
Operating, administrative and other	440,119	388,290	1,245,443	1,141,376
Depreciation and amortization	26,643	22,023	77,060	67,214
Restructuring and acquisition charges	18,108	(37	) 20,757	41,379
Total operating expenses	1,380,950	1,238,517	3,802,316	3,476,773
Operating income	120,317	127,458	275,938	203,849
Interest expense, net of interest income	(6,774	) (7,361	) (20,369	) (21,661
Equity earnings from real estate ventures	25,362	19,552	63,873	40,945
Income before income taxes and noncontrolling interest	138,905	139,649	319,442	223,133
Provision for income taxes	25,720	34,912	71,576	29,889
Net income	113,185	104,737	247,866	193,244
Net income attributable to noncontrolling interest	2,776	453	5,252	1,116
Net income attributable to the Company	110,409	104,284	242,614	192,128
Dividends on unvested common stock, net of tax benefit	—	—	163	176
Net income attributable to common shareholders	\$110,409	104,284	\$242,451	191,952
Basic earnings per common share	\$2.45	2.33	\$5.40	4.30
Basic weighted average shares outstanding	45,001,309	44,809,133	44,905,217	44,637,429
Diluted earnings per common share	\$2.43	2.30	\$5.34	4.24
Diluted weighted average shares outstanding	45,452,959	45,290,595	45,394,517	45,241,766
Other comprehensive income:				
Net income attributable to the Company	\$110,409	104,284	\$242,614	192,128
Change in pension liabilities, net of tax	3,463	—	4,315	—
Foreign currency translation adjustments	(78,438	) (90,589	) (133,823	) (51,637
Comprehensive income attributable to the Company	\$35,434	13,695	\$113,106	140,491

See accompanying Notes to Consolidated Financial Statements.

JONES LANG LASALLE INCORPORATED  
Consolidated Statement of Changes in Equity  
For the Nine Months Ended September 30, 2015  
(in thousands, except share data) (unaudited)

	Company Shareholders' Equity							Total Equity
	Common Stock		Additional Paid-In Capital	Retained Earnings	Shares Held in Trust	Accumulated Other Comprehensive Loss	Noncontrolling Interest	
	Shares	Amount						
Balances at December 31, 2014	44,828,779	\$448	961,850	1,631,145	(6,407)	(200,239)	22,323	\$2,409,120
Net income <sup>(1)</sup>	—	—	—	242,614	—	—	5,825	248,439
Shares issued under stock compensation programs	261,791	3	4,607	—	—	—	—	4,610
Shares repurchased for payment of taxes on stock awards	(56,857)	(1)	(9,604)	—	—	—	—	(9,605)
Tax adjustments due to vestings and exercises	—	—	6,457	—	—	—	—	6,457
Amortization of stock compensation	—	—	17,211	—	—	—	—	17,211
Dividends paid, \$0.27 per share	—	—	—	(12,332)	—	—	—	(12,332)
Shares held in trust	—	—	—	—	79	—	—	79
Change in pension liabilities, net of tax	—	—	—	—	—	4,315	—	4,315
Foreign currency translation adjustments	—	—	—	—	—	(133,823)	—	(133,823)
Decrease in amounts attributable to noncontrolling interest	—	—	—	—	—	—	(8,865)	(8,865)

Acquisition of redeemable noncontrolling interest	—	—	177	—	—	—	—	177
Balances at September 30, 2015	45,033,713	\$450,980,698	1,861,427	(6,328)	(329,747)	)	19,283	\$2,525,783

(1) Excludes net loss of \$573 attributable to redeemable noncontrolling interest for the nine months ended September 30, 2015.

See accompanying Notes to Consolidated Financial Statements.



## JONES LANG LASALLE INCORPORATED

## Consolidated Statements of Cash Flows

For the Nine Months Ended September 30, 2015 and 2014

(in thousands) (unaudited)

	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Cash flows (used in) provided by operating activities:		
Net income	\$247,866	193,244
Reconciliation of net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	77,060	67,214
Equity earnings from real estate ventures	(63,873	) (40,945
Gain on the sale of assets, net	(405	) (61
Distributions of earnings from real estate ventures	41,228	15,783
Provision for loss on receivables and other assets	15,118	10,615
Amortization of deferred compensation	17,211	15,920
Accretion of interest on deferred business acquisition obligations	2,315	3,843
Amortization of debt issuance costs	3,063	2,720
Change in:		
Receivables	(147,494	) (88,870
Prepaid expenses and other assets	(38,211	) (62,400
Deferred tax assets, net	(8,000	) 48,623
Excess tax benefit from share-based payment arrangements	(6,457	) (9,361
Accounts payable, accrued liabilities and accrued compensation	(157,666	) (113,969
Net cash (used in) provided by operating activities	(18,245	) 42,356
Cash flows used in investing activities:		
Net capital additions – property and equipment	(88,505	) (103,690
Proceeds from the sale of assets	6,813	1,340
Business acquisitions	(102,926	) (24,161
Capital contributions to real estate ventures	(40,784	) (34,217
Distributions of capital from real estate ventures	40,938	49,225
Net cash used in investing activities	(184,464	) (111,503
Cash flows provided by financing activities:		
Proceeds from borrowings under credit facility	1,389,000	1,314,000
Repayments of borrowings under credit facility	(1,143,672	) (1,203,571
Payments of deferred business acquisition obligations and earn-outs	(48,801	) (37,622
Acquisition of redeemable noncontrolling interest	(2,655	) —
Acquisition of noncontrolling interest	(1,984	) —
Debt issuance costs	(7,319	) —
Shares repurchased for payment of employee taxes on stock awards	(9,605	) (15,639
Excess tax benefit from share-based payment arrangements	6,457	9,361
Common stock issued under option and stock purchase programs	4,610	2,224
Payment of dividends	(12,332	) (10,493
Principal payments on capital lease obligations	(3,187	) (3,188
Other loan (payments) proceeds	(3,797	) 18,277
Noncontrolling interest (distributions) contributions, net	(6,472	) 9,420
Net cash provided by financing activities	160,243	82,769

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Effect of currency exchange rate changes on cash and cash equivalents	(14,448	)	(3,780	)
Net (decrease) increase in cash and cash equivalents	(56,914	)	9,842	
Cash and cash equivalents, beginning of the period	250,413		152,726	
Cash and cash equivalents, end of the period	\$193,499		162,568	

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Interest	\$12,310		12,310	
Income taxes, net of refunds	97,555		65,165	
Non-cash investing activities:				
Business acquisitions, including contingent consideration	\$36,892		4,121	
Capital leases	5,156		19,748	
Non-cash financing activities:				
Deferred business acquisition obligations	\$14,183		11,912	
Redeemable noncontrolling interest	—		14,137	

See accompanying Notes to Consolidated Financial Statements.

JONES LANG LASALLE INCORPORATED

Notes to Consolidated Financial Statements (Unaudited)

Readers of this quarterly report should refer to the audited financial statements of Jones Lang LaSalle Incorporated ("JLL," which may also be referred to as "the Company" or as "the Firm," "we," "us" or "our") for the year ended December 31, 2014, which are included in our 2014 Annual Report on Form 10-K, filed with the United States Securities and Exchange Commission ("SEC") and also available on our website (www.jll.com), since we have omitted from this quarterly report certain footnote disclosures which would substantially duplicate those contained in such audited financial statements. You should also refer to the "Summary of Critical Accounting Policies and Estimates" section within Item 7 and to Note 2, Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements in our 2014 Annual Report on Form 10-K for further discussion of our significant accounting policies and estimates.

(1) Interim Information

Our Consolidated Financial Statements as of September 30, 2015, and for the three months and nine months ended September 30, 2015 and 2014, are unaudited. In the opinion of management, all adjustments (consisting solely of normal recurring adjustments) necessary for a fair presentation of the Consolidated Financial Statements for these interim periods have been included. Certain prior year amounts have been reclassified to conform to the current year presentation.

Historically, our quarterly revenue and profits have tended to increase from quarter to quarter as the year progresses. This is the result of a general focus in the real estate industry on completing transactions by calendar-year-end, while we recognize certain expenses evenly throughout the year. Our LaSalle Investment Management ("LaSalle") segment generally earns investment-generated performance fees on clients' real estate investment returns and co-investment equity gains when assets are sold, the timing of which is geared toward the benefit of our clients. Within our Real Estate Services ("RES") segments, revenue from capital markets activities relates to the size and timing of our clients' transactions and can fluctuate significantly from period to period.

A significant portion of our compensation and benefits expense is from incentive compensation plans, which we generally accrue throughout the year based on progress toward annual performance targets. This process can result in significant fluctuations in quarterly compensation and benefits expense from period to period. Non-variable operating expenses, which we recognize when incurred during the year, are relatively constant on a quarterly basis.

We provide for the effects of income taxes on interim financial statements based on our estimate of the effective tax rate for the full year, which is based on forecasted income by country and expected enacted tax rates. Changes in the geographic mix of income can impact our estimated effective tax rate.

As a result of the items mentioned above, the results for the periods ended September 30, 2015 and 2014 are not indicative of what our results will be for the full fiscal year.

(2) New Accounting Standards

On May 28, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers," which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. generally accepted accounting principles ("U.S. GAAP") when it becomes effective. The new standard is effective for annual and interim periods in fiscal years beginning after December 15, 2017, with early adoption permitted for annual and interim periods in fiscal years beginning after December 15, 2016. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related

disclosures. The Company has not yet selected a date of adoption or a transition method.

In February 2015, the FASB issued ASU No. 2015-02, "Amendments to the Consolidation Analysis," which improves targeted areas of the consolidation guidance and reduces the number of consolidation models. The amendments in the ASU are effective for annual and interim periods in fiscal years beginning after December 15, 2015, with early adoption permitted. The Company is currently evaluating the effect the guidance will have on its consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, "Interest - Imputation of Interest," which simplifies the presentation of debt issuance costs. The amendments in the ASU are effective for annual and interim periods in fiscal years beginning after December 15, 2015, with early adoption permitted. The Company does not believe implementation of the guidance will have a material effect on its consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, "Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments," which eliminates the requirement for an acquirer to retrospectively adjust the financial statements for measurement-period adjustments that occur in periods after a business combination is consummated. The ASU is effective for annual and interim periods in fiscal years beginning after December 15, 2015, with early adoption permitted. The Company adopted this ASU upon issuance, noting that the pronouncement did not have a material effect on its consolidated financial statements.

### (3) Revenue Recognition

We earn revenue from the following principal sources:

- Transaction commissions;
- Advisory and management fees;
- Incentive fees;
- Project and development management fees; and
- Construction management fees.

We recognize transaction commissions related to leasing services and capital markets services as revenue when we provide the related services unless future contingencies exist. Advisory and management fees related to property and facility management services, valuation services, corporate property services, consulting services and investment management are recognized in the period in which we perform the related services. We recognize incentive fees in the period earned, based on the performance of funds' investments, contractual benchmarks and other contractual formulas. If future contingencies exist, we defer recognition of the related revenue until the respective contingencies have been satisfied.

We recognize project and development management and construction management fees by applying the percentage of completion method of accounting. The efforts expended method is used to determine the extent of progress towards completion for project and development management fees, and the costs incurred to total estimated costs method is used for construction management fees.

**Gross and Net Accounting:** We follow the guidance of FASB Accounting Standards Codification ("ASC") 605-45, "Principal and Agent Considerations," when accounting for reimbursements received from clients. In certain of our businesses, primarily those involving management services, our clients reimburse us for expenses incurred on their behalf. We base the treatment of reimbursable expenses for financial reporting purposes upon the fee structure of the underlying contract. Accordingly, we report a contract that provides for fixed fees, fully inclusive of all personnel and other recoverable expenses, on a gross basis. When accounting on a gross basis, our reported revenue comprises the entire amount billed to our client and our reported expenses include all costs associated with the client. Certain contractual arrangements in our project and development services, including fit-out business activities and our facility management services, tend to have characteristics that result in accounting on a gross basis. In Note 4, Business Segments, for client assignments in property and facility management and in project and development services that are accounted for on a gross basis, we identify the gross contract costs, including vendor and subcontract costs ("gross contract costs"), and present separately their impact on both revenue and operating expenses in our RES segments. We exclude these gross contract costs from revenue and operating expenses in determining "fee revenue" and "fee-based operating expenses" in our segment presentation.

We account for a contract on a net basis when the fee structure is comprised of at least two distinct elements, namely (1) a fixed management fee and (2) a separate component that allows for scheduled reimbursable personnel costs or other expenses to be billed directly to the client. When accounting on a net basis, we include the fixed management fee in reported revenue and net the reimbursement against expenses. We base this accounting on the following factors, which define us as an agent rather than a principal:

The property owner or client, with ultimate approval rights relating to the employment and compensation of on-site personnel, and bearing all of the economic costs of such personnel, is determined to be the primary obligor in the arrangement;

Reimbursement to JLL is generally completed simultaneously with payment of payroll or soon thereafter;

The property owner is contractually obligated to fund all operating costs of the property from existing cash flow or direct funding from its building operating account and JLL bears little or no credit risk; and

JLL generally earns no margin on the reimbursement aspect of the arrangement, obtaining reimbursement only for actual costs incurred.

We account for the majority of our service contracts on a net basis. The reimbursable costs associated with these net contracts aggregated approximately \$499.2 million and \$465.4 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.5 billion and \$1.4 billion for the nine months ended September 30, 2015 and 2014, respectively. The presentation of expenses pursuant to these arrangements under either a gross or net basis has no impact on operating income, net income or cash flows.

Contracts accounted for on a gross basis resulted in certain costs reflected in revenue and operating expenses (gross contract costs) of \$214.0 million and \$185.4 million for the three months ended September 30, 2015 and 2014, respectively, and \$580.0 million and \$536.3 million for the nine months ended September 30, 2015 and 2014, respectively.

#### (4) Business Segments

We manage and report our operations as four business segments:

The three geographic regions of RES including:

- (1) Americas,
  - (2) Europe, Middle East and Africa ("EMEA"), and
  - (3) Asia Pacific;
- and
- (4) LaSalle, which offers investment management services on a global basis.

Each geographic region offers our full range of Real Estate Services, including agency leasing and tenant representation, capital markets and hotels, property management, facilities management, project and development management, energy management and sustainability, construction management, and advisory, consulting and valuation services. We consider "property management" to represent services provided to non-occupying property investors and "facilities management" to represent services provided to owner-occupiers. LaSalle provides investment management services to institutional investors and high-net-worth individuals.

Operating income represents total revenue less direct and allocated indirect expenses. We allocate all indirect expenses to our segments, other than interest and income taxes, as nearly all expenses incurred benefit one or more of the segments. Allocated expenses primarily consist of corporate global overhead, which we allocate to the business segments based on the budgeted operating expenses of each segment.

For segment reporting, we present revenue net of gross contract costs in our RES segments. Excluding these costs from revenue and expenses results in a "net" presentation of "fee revenue" and "fee-based operating expenses" that we believe more accurately reflects how we manage our expense base and operating margins. See Note 3 for additional information on our gross and net accounting policies. For segment reporting, we present Equity earnings from real estate ventures within total segment revenue, since the related activity is an integral part of LaSalle. Finally, our measure of segment results excludes Restructuring and acquisition charges.

The Chief Operating Decision Maker of JLL measures the segment results net of gross contract costs, inclusive of Equity earnings from real estate ventures, and excluding Restructuring and acquisition charges. We define the Chief Operating Decision Maker collectively as our Global Executive Board, which is comprised of our Global Chief Executive Officer, Global Chief Financial Officer and the Chief Executive Officers of each of our four business segments.





Summarized unaudited financial information by business segment for the three and nine months ended September 30, 2015 and 2014 is as follows (\$ in thousands):

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
<b>Americas - Real Estate Services</b>				
Revenue	\$639,405	582,387	\$1,791,071	1,573,552
Equity earnings (losses)	4,450	(756 )	5,366	446
Total segment revenue	643,855	581,631	1,796,437	1,573,998
Gross contract costs	(52,150 )	(60,601 )	(158,047 )	(152,863 )
Total segment fee revenue	591,705	521,030	1,638,390	1,421,135
Operating expenses:				
Compensation, operating and administrative expenses	566,668	521,987	1,606,929	1,423,746
Depreciation and amortization	15,638	11,658	46,511	38,500
Total segment operating expenses	582,306	533,645	1,653,440	1,462,246
Gross contract costs	(52,150 )	(60,601 )	(158,047 )	(152,863 )
Total fee-based segment operating expenses	530,156	473,044	1,495,393	1,309,383
Operating income	\$61,549	47,986	\$142,997	111,752
<b>EMEA - Real Estate Services</b>				
Revenue	\$447,037	368,564	\$1,189,070	1,076,088
Equity earnings	8	13	752	14
Total segment revenue	447,045	368,577	1,189,822	1,076,102
Gross contract costs	(114,125 )	(70,403 )	(276,047 )	(234,929 )
Total segment fee revenue	332,920	298,174	913,775	841,173
Operating expenses:				
Compensation, operating and administrative expenses	413,838	345,893	1,116,030	1,022,599
Depreciation and amortization	6,800	6,355	18,099	17,303
Total segment operating expenses	420,638	352,248	1,134,129	1,039,902
Gross contract costs	(114,125 )	(70,403 )	(276,047 )	(234,929 )
Total fee-based segment operating expenses	306,513	281,845	858,082	804,973
Operating income	\$26,407	16,329	\$55,693	36,200

Continued: Summarized unaudited financial information by business segment for the three and nine months ended September 30, 2015 and 2014 is as follows (\$ in thousands):

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
<b>Asia Pacific - Real Estate Services</b>				
Revenue	\$280,651	272,708	\$797,974	754,890
Equity earnings	193	198	215	119
Total segment revenue	280,844	272,906	798,189	755,009
Gross contract costs	(47,697 )	(54,419 )	(145,955 )	(148,483 )
Total segment fee revenue	233,147	218,487	652,234	606,526
Operating expenses:				
Compensation, operating and administrative expenses	264,261	254,352	753,763	713,111
Depreciation and amortization	3,657	3,444	10,878	9,869
Total segment operating expenses	267,918	257,796	764,641	722,980
Gross contract costs	(47,697 )	(54,419 )	(145,955 )	(148,483 )
Total fee-based segment operating expenses	220,221	203,377	618,686	574,497
Operating income	\$12,926	15,110	\$33,548	32,029
<b>LaSalle</b>				
Revenue	\$134,174	142,316	\$300,139	276,092
Equity earnings	20,711	20,097	57,540	40,366
Total segment revenue	154,885	162,413	357,679	316,458
Operating expenses:				
Compensation, operating and administrative expenses	91,432	94,299	227,777	208,724
Depreciation and amortization	548	566	1,572	1,542
Total segment operating expenses	91,980	94,865	229,349	210,266
Operating income	\$62,905	67,548	\$128,330	106,192
<b>Segment Reconciling Items</b>				
Total segment revenue	\$1,526,629	1,385,527	\$4,142,127	3,721,567
Reclassification of equity earnings	25,362	19,552	63,873	40,945
Total revenue	1,501,267	1,365,975	4,078,254	3,680,622
Total segment operating expenses before restructuring and acquisition charges	1,362,842	1,238,554	3,781,559	3,435,394
Operating income before restructuring and acquisition charges	138,425	127,421	296,695	245,228
Restructuring and acquisition charges	18,108	(37 )	20,757	41,379
Operating income	\$120,317	127,458	\$275,938	203,849

(5) Business Combinations, Goodwill and Other Intangible Assets

2015 Business Combinations Activity

During the nine months ended September 30, 2015, we completed 12 acquisitions, acquiring companies in Australia, Canada, England, Germany, Japan, Poland, Sweden, Turkey and the United States, and we made the final payments for acquisitions of businesses located in India and Turkey that were completed in previous years. Aggregate terms of these acquisitions included: (1) cash payments of \$102.9 million, including the \$16.4 million related to the Indian business acquisition further discussed below, (2) consideration of \$14.2 million subject only to the passage of time, and (3) earn-out consideration of \$36.9 million subject to provisions that will be paid upon certain performance conditions being met which are recorded at their acquisition date fair value.

Our 2007 acquisition of an Indian real estate services company included provisions for the purchase of the minority ownership retained at completion. This obligation was reflected on our Consolidated Balance Sheet at December 31, 2014 as an \$11.2 million Minority shareholder redemption liability. During the nine months ended September 30, 2015, this obligation was adjusted upwards by \$5.2 million to the final settlement amount of \$16.4 million for the remaining shares, which was paid during June 2015. A corresponding adjustment of \$5.2 million was recorded to goodwill.

During the nine months ended September 30, 2015, we paid \$48.8 million for deferred business acquisition and earn-out obligations for acquisitions completed in prior years. We also paid \$2.7 million to acquire a portion of the redeemable noncontrolling interest related to our 2014 acquisition of Tenzing AB, a Swedish real estate services provider.

On August 13, 2015, the Company announced that Jones Lang LaSalle Investments, LLC and Jones Lang LaSalle Operations, L.L.C., each wholly-owned indirect subsidiaries of the Company, entered into an Agreement and Plan of Merger with Oak Grove Commercial Mortgage, LLC, a Delaware limited liability company (“Oak Grove”) and certain affiliates of Oak Grove. The acquisition of Oak Grove brings greater full-service mortgage lending and mortgage banking capabilities to JLL. Oak Grove's Fannie Mae, Freddie Mac and HUD/GNMA capabilities will expand JLL's market-rate, affordable, seniors housing and healthcare financial expertise, and complement its multifamily sales and equity services. The cash consideration payable at closing was equal to \$175.0 million from which Oak Grove retired outstanding indebtedness (excluding warehouse loans/lines) and redeemed its preferred unit holders. Oak Grove has the potential to earn future payments based on a five-year earn-out structure tied to performance of the combined platform such that total consideration payable could be up to \$300.0 million. The expected total consideration payable pursuant to the Agreement and Plan of Merger is approximately \$260.0 million. As noted within Note 14, Subsequent Events, the transaction closed on October 30, 2015. Following the merger, Oak Grove was renamed Jones Lang LaSalle Multifamily, LLC.

Earn-Out Payments

At September 30, 2015, we had the potential to make future earn-out payments on 21 acquisitions that are subject to the achievement of certain performance conditions. The maximum amount of potential future earn-out payments was \$84.9 million at September 30, 2015, for which we have accrued \$57.9 million on our Consolidated Balance Sheet within Other current and long-term liabilities. As of December 31, 2014, we had accrued \$25.1 million for future earn-out payments that had aggregate maximum future potential payments of \$43.5 million. Assuming the achievement of the applicable performance conditions, we anticipate that the majority of these earn-out payments will be paid over the next four years.

Goodwill and Other Intangible Assets

We had \$2.0 billion of goodwill and unamortized intangibles at September 30, 2015. Significant portions of our goodwill and unamortized intangibles are denominated in currencies other than the U.S. dollar, which means that a

portion of the movements in the reported book value of these balances is attributable to movements in foreign currency exchange rates. The tables below detail the foreign exchange impact on our goodwill and intangible balances. The \$2.0 billion of goodwill and unamortized intangibles consists of: (1) goodwill of \$2.00 billion with an indefinite useful life that is not amortized, (2) identifiable intangibles of \$37.4 million that will be amortized over their remaining finite useful lives, and (3) \$6.0 million of identifiable intangibles with indefinite useful lives that are not amortized.

The following table details, by reporting segment, the current year movements in goodwill with indefinite useful lives (\$ in millions):

	Real Estate Services				Consolidated
	Americas	EMEA	Asia Pacific	LaSalle	
Balance as of January 1, 2015	\$1,008.3	650.4	230.8	18.4	1,907.9
Additions, net of adjustments	15.3	77.5	42.5	—	135.3
Impact of exchange rate movements	(0.8	) (32.8	) (9.5	) (0.5	) (43.6
Balance as of September 30, 2015	\$1,022.8	695.1	263.8	17.9	1,999.6

The following table details, by reporting segment, the current year movements in the gross carrying amount and accumulated amortization of our identifiable intangibles (\$ in millions):

	Real Estate Services				Consolidated
	Americas	EMEA	Asia Pacific	LaSalle	
<b>Gross book value</b>					
Balance as of January 1, 2015	\$103.4	43.8	9.5	7.0	163.7
Additions	4.6	6.1	5.3	—	16.0
Impact of exchange rate movements	(0.1	) (1.9	) (0.5	) (0.9	) (3.4
Balance as of September 30, 2015	\$107.9	48.0	14.3	6.1	176.3
<b>Accumulated amortization</b>					
Balance as of January 1, 2015	\$(84.9	) (31.0	) (8.9	) (0.1	) (124.9
Amortization expense	(5.3	) (2.4	) (1.7	) —	) (9.4
Impact of exchange rate movements	—	1.3	0.1	—	1.4
Balance as of September 30, 2015	\$(90.2	) (32.1	) (10.5	) (0.1	) (132.8
Net book value as of September 30, 2015	\$17.7	15.9	3.8	6.0	43.4

We amortize our identifiable intangible assets with finite lives on a straight-line basis over their useful lives. The remaining estimated future amortization expense by year for our identifiable intangible assets with finite useful lives at September 30, 2015, is as follows (\$ in millions):

2015 (3 months)	\$4.9
2016	9.6
2017	9.1
2018	6.5
2019	3.4
2020	3.1
Thereafter	0.8
Total	\$37.4

#### (6) Investments in Real Estate Ventures

As of September 30, 2015 and December 31, 2014, we had Investments in real estate ventures of \$311.8 million and \$297.1 million, respectively. We account for the majority of our investments in real estate ventures under the equity method of accounting, however, we report certain of our direct investments at fair value. Our investments are primarily co-investments in approximately 50 separate property or commingled funds for which we also have an advisory agreement. Our investment ownership percentages in these funds range from less than 1% to 15%.

Approximately half of our \$311.8 million balance in Investments in real estate ventures as of September 30, 2015 was attributable to investment vehicles which, utilizing our capital and outside capital primarily provided by institutional investors,

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invest in certain real estate ventures that own and operate real estate. Of this amount, the majority was placed with LaSalle Investment Company II ("LIC II"), in which we held an effective ownership interest of 48.78%. The remainder of our Investments in real estate ventures primarily represented direct investments in certain real estate ventures that own and operate real estate.

At September 30, 2015, LIC II had unfunded capital commitments to underlying ventures of \$119.5 million and a \$20.0 million revolving credit facility (the "LIC II Facility"), principally for working capital needs. LIC II's exposure to the liabilities and losses of the underlying real estate ventures in which it has invested is limited to existing capital contributions and remaining unfunded capital commitments. Considering our proportionate share of LIC II's commitments to underlying funds and our exposure to fund our proportionate share of the then outstanding balance on the LIC II facility, our maximum potential unfunded commitment to LIC II was \$88.7 million as of September 30, 2015. We expect LIC II to draw down on our commitments over the next 3 to 5 years to satisfy its existing commitments to underlying real estate ventures.

The following table summarizes the above discussion relative to LIC II as of September 30, 2015 (\$ in millions):

Our effective ownership interest in co-investment vehicle	48.78	%
Our maximum potential unfunded commitments	\$88.7	
Our share of unfunded capital commitments to underlying funds	58.3	
Our share of exposure on outstanding borrowings	0.1	
Our maximum exposure, assuming facility is fully drawn	9.8	

Exclusive of our LIC II commitment structure, we have potential unfunded commitment obligations to other like investment vehicles or direct investments, the aggregate maximum of which is \$78.5 million as of September 30, 2015.

We evaluate our less-than-wholly-owned investments to determine whether the underlying entities are classified as variable interest entities ("VIEs"); each identified VIE is assessed to determine whether we are the primary beneficiary. We have determined that we are the primary beneficiary of certain VIEs and accordingly, consolidate such entities. The assets of the consolidated VIEs are available only for the settlement of the obligations of the respective entities and the mortgage loans of the consolidated VIEs are non-recourse to JLL.

Summarized balance sheets for our consolidated VIEs as of September 30, 2015 and December 31, 2014 are as follows (\$ in millions):

	September 30, 2015	December 31, 2014
Property and equipment, net	\$32.5	37.8
Investment in real estate venture	3.3	5.0
Other assets	4.7	3.5
Total assets	\$40.5	46.3
Mortgage loans payable, included in other long-term liabilities	\$25.6	29.3
Total liabilities	25.6	29.3
Members' equity	14.9	17.0
Total liabilities and members' equity	\$40.5	46.3

Summarized statements of operations for our consolidated VIEs for the three and nine months ended September 30, 2015 and 2014 are as follows (\$ in millions):

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Revenue (1)	\$4.6	1.3	\$7.1	2.9
Gain on sale of investment	—	—	1.3	—
Operating and other expenses	(1.0	) (1.3	) (2.8	) (2.7
Net income	\$3.6	—	\$5.6	0.2

(1) Includes \$3.3 million for the three and nine months ended September 30, 2015, representing our pro rata share of the gain on the sale of real estate by an investment of one of our consolidated VIE's that was accounted for pursuant to the equity method.

The members' equity and net income of the consolidated VIEs are allocated to the noncontrolling interest holders to the extent of their ownership as Noncontrolling interest on our Consolidated Balance Sheets and as Net income attributable to noncontrolling interest in our Consolidated Statements of Comprehensive Income, respectively.

#### Impairment

We review our investments in real estate ventures on a quarterly basis, or as otherwise deemed necessary, for indications that we may not be able to recover the carrying value of our investments and whether such investments are other than temporarily impaired. Our assessments consider the existence of impairment indicators at the underlying real estate assets that comprise the majority of our investments. Such assessments, in regards to both the investment levels and underlying asset levels, are based on evaluations of regular updates to future cash flow models and on factors such as operational performance, market conditions, major tenancy matters, legal and environmental concerns, and our ability and intent to hold each investment. When events or changes in circumstances indicate that the carrying amount of one of our investments in real estate ventures may be other than temporarily impaired, we consider the likelihood of recoverability of the carrying amount of our investment as well as the estimated fair value and record an impairment charge as applicable. Impairment charges to write down the carrying value of the real estate assets underlying our investments, our proportionate share of which is recognized within Equity earnings from real estate ventures, are generally the result of completing discounted cash flow models that primarily rely upon Level 3 inputs to determine fair value. Impairment charges recorded within Equity earnings from real estate ventures aggregated to \$0.1 million and \$1.1 million for the three months ended September 30, 2015 and 2014, respectively, and \$4.2 million and \$2.0 million for the nine months ended September 30, 2015 and 2014, respectively.

#### Fair Value

We report our investments in certain real estate ventures at fair value. For such investments, we increase or decrease our investment each reporting period by the estimated change in fair value, which activity is reflected as gains or losses in our Consolidated Statements of Comprehensive Income within Equity earnings from real estate ventures. At September 30, 2015 and December 31, 2014, we had \$150.3 million and \$113.6 million, respectively, of investments that were reported at fair value. Fair value was estimated utilizing net asset value ("NAV") per share (or its equivalent), generally a Level 3 input in the fair value hierarchy, as provided by our investees. Critical inputs to NAV estimates included valuations of the underlying real estate assets and borrowings, which incorporate investment-specific assumptions such as discount rates, capitalization rates, rental and expense growth rates and asset-specific market borrowing rates. No adjustments to NAV estimates provided by investees, including adjustments to contemplate any restrictions to the transferability of ownership interests embedded within investment agreements to which we are a party, were considered necessary based upon the following factors: (1) our understanding of the methodology utilized and inputs incorporated to estimate NAV at the investee level derived through LaSalle's role as advisor or manager of these ventures; (2) consideration of market demand for the specific types of real estate assets held by each venture; and (3) contemplation of real estate and capital markets conditions in the localities in which



these ventures operate.

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The following table shows the roll forward of our investments in real estate ventures that are accounted for at fair value (\$ in millions):

	2015	2014	
Fair value investments as of January 1,	\$113.6	78.9	
Investments	28.0	18.2	
Distributions	(5.6)	(2.2)	)
Net fair value gain	18.5	8.3	
Foreign currency translation adjustments, net	(4.2)	(2.2)	)
Fair value investments as of September 30,	\$150.3	101.0	

#### (7) Stock-Based Compensation

##### Restricted Stock Unit Awards

Along with cash-based salaries and performance-based annual cash incentive awards, restricted stock unit awards represent an important element of our compensation program.

Restricted stock unit activity for the three months ended September 30, 2015 and 2014 is as follows:

	Shares (thousands)	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Life
Unvested at July 1, 2015	805.4	\$102.39	
Granted	27.6	149.94	
Vested	(129.9)	) 75.79	
Forfeited	(4.1)	) 96.94	
Unvested at September 30, 2015	699.0	\$109.24	2.24
Unvested shares expected to vest	679.2	\$109.42	2.24
Unvested at July 1, 2014	1,025.9	\$81.95	
Granted	6.9	130.46	
Vested	(276.2)	) 61.52	
Forfeited	(2.8)	) 84.93	
Unvested at September 30, 2014	753.8	\$89.86	2.61
Unvested shares expected to vest	730.3	\$90.00	2.61

Restricted stock unit activity for the nine months ended September 30, 2015 and 2014 is as follows:

	Shares (thousands)		Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Life
Unvested at January 1, 2015	745.3		\$90.43	
Granted	158.0		159.00	
Vested	(186.1	)	77.65	
Forfeited	(18.2	)	93.82	
Unvested at September 30, 2015	699.0		\$109.24	2.24
Unvested shares expected to vest	679.2		\$109.42	2.24
Unvested at January 1, 2014	1,025.3		\$73.09	
Granted	155.8		119.19	
Vested	(416.3	)	59.78	
Forfeited	(11.0	)	80.21	
Unvested at September 30, 2014	753.8		\$89.86	2.61
Unvested shares expected to vest	730.3		\$90.00	2.61

We determine the fair value of restricted stock units based on the closing market price of the Company's common stock on the grant date. As of September 30, 2015, we had \$31.1 million of unamortized deferred compensation related to unvested restricted stock units, which is anticipated to be recognized over varying periods into 2020.

Shares vested during the three months ended September 30, 2015 and 2014 had grant date fair values of \$9.8 million and \$17.0 million, respectively, and \$14.4 million and \$24.9 million for the nine months ended September 30, 2015 and 2014, respectively. Shares granted during the three months ended September 30, 2015 and 2014, had grant date fair values of \$4.1 million and \$0.9 million, respectively, and \$25.1 million and \$18.6 million for the nine months ended September 30, 2015 and 2014, respectively.

#### Other Stock Compensation Programs

We maintain a stock-based compensation plan for our United Kingdom and Ireland-based employees, the Jones Lang LaSalle Savings Related Share Option Plan ("Save as You Earn" or "SAYE"). Under this plan, employees make an annual election to contribute to the plan to purchase stock at a 15% discount from the market price at the beginning of the plan's three and five year vesting periods. No options were issued during the nine months ended September 30, 2015. In July 2014, we issued approximately 47,600 options under the SAYE plan at an exercise price of \$105.54. The fair value of options granted under the SAYE plan are amortized over their respective vesting periods. There were approximately 90,600 and 176,400 options outstanding under the SAYE plan at September 30, 2015 and December 31, 2014, respectively.

## (8) Retirement Plans

We maintain four contributory defined benefit pension plans in the United Kingdom, Ireland and Holland to provide retirement benefits to eligible employees. We use a December 31 measurement date for our plans.

Net periodic pension cost (income) consisted of the following (\$ in millions):

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
Employer service cost - benefits earned during the period	\$1.3	1.0	\$3.9	2.9
Interest cost on projected benefit obligation	3.7	4.1	11.0	12.3
Expected return on plan assets	(5.3	) (6.2	) (15.8	) (18.6
Net amortization of deferrals	0.8	0.3	2.4	0.8
Recognized actuarial loss	0.4	—	1.2	0.1
Net periodic pension cost (income)	\$0.9	(0.8	) \$2.7	(2.5

The expected return on plan assets, included in net periodic pension cost (income) during 2015 was based on forecasted long-term rates of return on the plan assets of each individual plan; expected returns range from 2.7% to 5.8%.

For the three months ended September 30, 2015 and 2014, we made payments of \$3.9 million and \$5.4 million, respectively, to these plans. For the nine months ended September 30, 2015 and 2014, we made payments of \$9.3 million and \$12.0 million, respectively, to these plans. We expect to contribute an additional \$3.1 million to these plans during the last three months of 2015, for a total of \$12.4 million in 2015. We contributed \$14.6 million to these plans during the year ended December 31, 2014.

## (9) Fair Value Measurements

ASC 820, "Fair Value Measurements and Disclosures," establishes a framework for measuring fair value highlighted by the following three-tier fair value hierarchy:

- Level 1. Observable inputs such as quoted prices for identical assets or liabilities in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

There were no transfers among levels of valuations during either the three and nine months ended September 30, 2015 or 2014.

## Financial Instruments

Our financial instruments include Cash and cash equivalents, Trade receivables, Notes and other receivables, Warehouse receivables, Accounts payable, Short-term borrowings, Warehouse facility, Credit facility, Long-term senior notes and foreign currency exchange contracts. The estimated fair value of Cash and cash equivalents, Trade receivables, Notes and other receivables, Warehouse receivables, Accounts payable, and the Warehouse facility approximates their carrying amounts due to the short maturity of these instruments. The estimated fair value of our Credit facility and Short-term borrowings approximates their carrying value given the variable interest rate terms and market spreads.

We estimated the fair value of our Long-term senior notes as \$284.3 million and \$285.3 million at September 30, 2015 and December 31, 2014, respectively, using dealer quotes that are Level 2 inputs in the fair value hierarchy. The

carrying value of our Long-term senior notes was \$275.0 million at September 30, 2015 and December 31, 2014.

We record Warehouse receivables at the lower of cost or fair value based on the committed purchase price. When applicable, we determine the fair value of Warehouse receivables based on readily observable Level 2 inputs.

## Recurring Fair Value Measurements

The following table categorizes by level in the fair value hierarchy the estimated fair value at September 30, 2015 and December 31, 2014 of our assets and liabilities that are measured at fair value on a recurring basis (\$ in millions):

	September 30, 2015		December 31, 2014	
	Level 2	Level 3	Level 2	Level 3
<b>Assets</b>				
Foreign currency forward contracts receivable	\$2.7	—	\$10.5	—
Deferred compensation plan assets	128.9	—	111.2	—
Investments in real estate ventures - fair value	—	150.3	—	113.6
<b>Total assets at fair value</b>	<b>\$131.6</b>	<b>150.3</b>	<b>\$121.7</b>	<b>113.6</b>
<b>Liabilities</b>				
Foreign currency forward contracts payable	\$15.2	—	\$18.2	—
Deferred compensation plan liabilities	124.5	—	107.9	—
<b>Total liabilities at fair value</b>	<b>\$139.7</b>	<b>—</b>	<b>\$126.1</b>	<b>—</b>

## Foreign Currency Forward Contracts

We regularly use foreign currency forward contracts to manage our currency exchange rate risk related to intercompany lending and cash management practices. We estimate the fair value of these contracts based on current market rates. The inputs for these valuations are Level 2 inputs in the fair value hierarchy. At September 30, 2015, these forward exchange contracts had a gross notional value of \$1.86 billion (\$968.0 million on a net basis) and were recorded on our Consolidated Balance Sheet as Other current assets of \$2.7 million and Other current liabilities of \$15.2 million. At December 31, 2014, these forward exchange contracts had a gross notional value of \$2.03 billion (\$1.19 billion on a net basis) and were recorded on our Consolidated Balance Sheet as Other current assets of \$10.5 million and Other current liabilities of \$18.2 million.

The revaluations of our foreign currency forward contracts resulted in net losses of \$12.5 million and \$17.2 million for the three months ended September 30, 2015 and 2014, respectively. Gains and losses from the revaluation of these contracts are recognized as a component of Operating, administrative and other expense and are offset by the gains and losses recognized on the revaluation of intercompany loans and other foreign currency balances such that the impact to net income was not significant for either of the three or nine months ended September 30, 2015 or 2014.

The asset and liability positions recorded for our foreign currency forward contracts are based on the net payable or net receivable position with the financial institutions from which we purchase these contracts. The \$2.7 million asset at September 30, 2015 was comprised of gross contracts with receivable positions of \$3.7 million and payable positions of \$1.0 million. The \$15.2 million liability at September 30, 2015 was comprised of gross contracts with receivable positions of \$5.7 million and payable positions of \$20.9 million. At December 31, 2014, the \$10.5 million asset was comprised of gross contracts with receivable positions of \$12.5 million and payable positions of \$2.0 million. The \$18.2 million liability at December 31, 2014, was comprised of gross contracts with receivable positions of \$1.1 million and payable positions of \$19.3 million.

## Deferred Compensation Plan

We maintain a deferred compensation plan for certain of our U.S. employees that allows them to defer portions of their compensation. We invest directly in insurance contracts which yield returns to fund these deferred compensation obligations. We recognize an asset for the amount that could be realized under these insurance contracts at the balance sheet date, and the deferred compensation obligation is adjusted to reflect the changes in the fair value of the amount owed to the employees. The inputs for this valuation are Level 2 inputs in the fair value hierarchy. This plan was recorded on our Consolidated Balance Sheet at September 30, 2015, as Deferred compensation plan assets of \$128.9 million within current assets, long-term Deferred compensation liabilities of \$124.5 million, and as a reduction of

equity, Shares held in trust, of \$6.3 million. This plan was recorded on our Consolidated Balance Sheet at December 31, 2014 as Deferred compensation plan assets of \$111.2 million, long-term Deferred compensation liabilities of \$107.9 million, and as a reduction of equity, Shares held in trust, of \$6.4 million.

#### Investments in Real Estate Ventures

We report certain direct investments in real estate ventures at fair value. We had \$150.3 million and \$113.6 million at September 30, 2015 and December 31, 2014, respectively, of direct investments in real estate ventures that were reported at fair value. For these investments in real estate ventures, we increase or decrease our investment each reporting period by the change

in the fair value of these investments. These fair value adjustments are reported in our Consolidated Statements of Comprehensive Income within Equity earnings from real estate ventures. As discussed in Note 6, Investments in Real Estate Ventures, we estimate the fair value of these investments using NAV per share (or its equivalent), generally a Level 3 input in the fair value hierarchy, provided by investees.

#### Non-Recurring Fair Value Measurements

We review our investments in real estate ventures, except those investments otherwise reported at fair value, on a quarterly basis, or as otherwise deemed necessary, for indications of whether we may not be able to recover the carrying value of our investments and whether such investments are other than temporarily impaired. When the carrying amount of the investment is in excess of the estimated future undiscounted cash flows, we use a discounted cash flow approach or other acceptable method to determine the fair value of the investment in computing the amount of the impairment. Our determination of fair value primarily relies on Level 3 inputs. We did not recognize any significant investment-level impairment losses during either of the three or nine months ended September 30, 2015 or 2014. See Note 6, Investments in Real Estate Ventures, for additional information, including information related to impairment charges recorded at the investee level.

#### (10) Debt

##### Credit Facility

On February 25, 2015, we amended and expanded our credit facility (the "Facility"), which resulted in: (1) an increase in our borrowing capacity from \$1.2 billion to \$2.0 billion; (2) an extension of the maturity date from October 4, 2018 to February 25, 2020; (3) increases in certain add-backs to Adjusted EBITDA (as defined in the Facility) for the calculation of the leverage ratio to provide additional operating flexibility; and (4) a range of pricing from LIBOR plus 1.00% to 2.05%, with pricing as of September 30, 2015 at LIBOR plus 1.00%. Under this new agreement, our leverage ratio cannot exceed 3.50 to 1, except immediately following a material acquisition, in which case, the leverage ratio maximum is 4.00 to 1 for up to four consecutive quarters. Other key terms and conditions of the Facility were unchanged as part of the current amendment and expansion.

At September 30, 2015, we had outstanding borrowings under the Facility of \$235.0 million and outstanding letters of credit of \$19.1 million. At December 31, 2014, we had no outstanding borrowings under the Facility and outstanding letters of credit of \$22.0 million. The average outstanding borrowings under the Facility were \$334.7 million and \$412.0 million during the three months ended September 30, 2015 and 2014, respectively, and \$296.7 million and \$392.9 million during the nine months ended September 30, 2015 and 2014, respectively.

The effective interest rates on our Facility were 1.2% and 1.4% for the three months ended September 30, 2015 and 2014, respectively, and 1.1% and 1.2% during the nine months ended September 30, 2015 and 2014.

We remained in compliance with all covenants under our Facility as of September 30, 2015, including a minimum cash interest coverage ratio of 3.00 to 1 and the maximum leverage ratio discussed above.

Included in debt for the calculation of the leverage ratio is the present value of deferred business acquisition obligations and included in Adjusted EBITDA (as defined in the Facility) are, among other things, (1) an add-back for stock-based compensation expense, (2) the addition of the EBITDA of acquired companies earned prior to acquisition, and (3) add-backs for certain impairment and non-recurring charges. In addition, we are restricted from, among other things, incurring certain levels of indebtedness to lenders outside of the Facility and disposing of a significant portion of our assets. Lender approval or waiver is required for certain levels of cash acquisitions and co-investment.

We will continue to use the Facility for business acquisitions, working capital needs (including payment of accrued incentive compensation), co-investment activities, dividend payments, share repurchases, and capital expenditures.



#### Short-Term Borrowings

In addition to our Facility, we have the capacity to borrow up to an additional \$42.8 million under local overdraft facilities. We had short-term borrowings (including capital lease obligations and local overdraft facilities) of \$30.5 million and \$19.6 million at September 30, 2015 and December 31, 2014, respectively, of which \$19.9 million and \$14.6 million at September 30, 2015 and December 31, 2014, respectively, was attributable to local overdraft facilities.

#### Long-Term Senior Notes

In November 2012, in an underwritten public offering, we issued \$275.0 million of Long-term senior notes due November 2022 (the "Notes"). The Notes bear interest at an annual rate of 4.4%, subject to adjustment if a credit rating assigned to the Notes is downgraded below an investment grade rating (or subsequently upgraded). Interest is payable semi-annually on May 15 and November 15.

## (11) Commitments and Contingencies

We are a defendant in various litigation matters arising in the ordinary course of business, some of which involve claims for damages that are substantial in amount. Many of these litigation matters are covered by insurance (including insurance provided through a consolidated captive insurance company as further discussed below), but they may nevertheless be subject to large deductibles and the amounts being claimed may exceed the available insurance. Although the ultimate liability for these matters cannot be determined, based upon information currently available, we believe the ultimate resolution of such claims and litigation will not have a material adverse effect on our financial position, results of operations or liquidity.

In order to better manage our global insurance program and support our risk management efforts, we supplement our traditional insurance coverage for certain types of claims by using a wholly-owned captive insurance company. The level of risk retained by our captive insurance company, with respect to professional indemnity claims, is up to \$2.5 million per claim, inclusive of the deductible. When a potential loss event occurs, management estimates the ultimate cost of the claim and accrues the related cost in Other current and long-term liabilities on our Consolidated Balance Sheets when probable and estimable. The following table shows the professional indemnity accrual activity and the related payments made during the nine months ended September 30, 2015 and 2014 (\$ in millions):

	Accrual Activity
January 1, 2015	\$9.2
New claims	2.4
Prior year claims adjustments	0.2
Claims paid	(0.3 )
September 30, 2015	\$11.5
January 1, 2014	\$6.2
New claims	6.8
Prior year claims adjustments	(0.5 )
Claims paid	(2.0 )
September 30, 2014	\$10.5

## (12) Restructuring and Acquisition Charges

There were \$18.1 million and \$20.8 million of Restructuring and acquisition charges included in Net income during the three and nine months ended September 30, 2015. There were no Restructuring and acquisition charges included in Net income during the three months ended September 30, 2014 and we recognized \$41.4 million of Restructuring and acquisition charges for the nine months ended September 30, 2014. Included in Restructuring and acquisition charges for the three and nine months ended September 30, 2015 and nine months ended September 30, 2014 was \$12.8 million and \$34.5 million, respectively, related to the write-off of indemnification assets that arose from prior period acquisition activity. These charges were offset by the recognition of related previously unrecognized tax benefits of equal amounts in the provision for income taxes, and therefore had no impact on net income. The remaining \$8.0 million of expense recognized during the nine months ended September 30, 2015 primarily consisted of (1) acquisition-related costs and (2) lease exit charges. The remaining \$6.9 million of expense recognized during the nine months ended September 30, 2014 consisted of (1) severance, (2) lease exit fair value reserve adjustments, and (3) other acquisition and information technology integration costs.

The following table shows the restructuring and acquisition accrual activity, exclusive of the \$12.8 million and \$34.5 million indemnification asset write-offs in 2015 and 2014, respectively, and the related payments made during the nine months ended September 30, 2015 and 2014 (\$ in millions):

	Severance	Retention Bonuses	Lease Exit	Other Acquisition Costs	Total
January 1, 2015	\$3.0	—	4.2	0.4	\$7.6
Accruals	(0.1	) —	0.2	7.9	8.0
Payments made	(1.9	) —	(2.7	) (4.5	) (9.1
September 30, 2015	\$1.0	—	1.7	3.8	\$6.5
	Severance	Retention Bonuses	Lease Exit	Other Acquisition Costs	Total
January 1, 2014	\$3.8	0.4	5.9	0.4	\$10.5
Accruals	2.3	—	3.2	1.4	6.9
Payments made	(5.2	) —	(3.7	) (1.6	) (10.5
September 30, 2014	\$0.9	0.4	5.4	0.2	\$6.9

We expect that the majority of accrued severance and other accrued acquisition costs will be paid during the fourth quarter of 2015. Lease exit payments are dependent on the terms of various leases, which extend as far out as 2018.

#### (13) Noncontrolling Interest

Changes in amounts attributable to noncontrolling interests are reflected in the Consolidated Statement of Changes in Equity, whereas changes in amounts attributable to redeemable noncontrolling interests are presented in the following table (\$ in millions):

Redeemable noncontrolling interests as of January 1, 2015	\$13.4
Acquisition of redeemable noncontrolling interest (1)	(2.8
Net loss	(0.6
Impact of exchange rate movements	(1.1
Redeemable noncontrolling interests as of September 30, 2015	\$8.9

(1) Reflects our redemption of a portion of the redeemable noncontrolling interest related to our 2014 acquisition of Tenzing AB and includes \$0.2 million representing the difference between the redemption value and the carrying value of the acquired interest.

#### (14) Subsequent Events

The Company announced on October 28, 2015, that its Board of Directors declared a semi-annual cash dividend of \$0.29 per share of its common stock. The dividend payment will be made on December 15, 2015, to holders of record at the close of business on November 13, 2015. A dividend-equivalent in the same per share amount will also be paid simultaneously on outstanding but unvested shares of restricted stock units granted under the Company's Stock Award and Incentive Plan.

On October 30, 2015, the Company closed on its previously announced acquisition of Oak Grove, now known as Jones Lang LaSalle Multifamily, LLC. The cash consideration payable by the Company's affiliates at closing was equal to \$175.0 million from which Oak Grove retired outstanding indebtedness (excluding warehouse loans/lines) and redeemed its preferred unit holders. Oak Grove has the potential to earn future payments based on a five-year earn-out structure tied to performance of the combined platform such that total consideration payable could be up to \$300.0 million. The expected total consideration payable pursuant to the Agreement and Plan of Merger is

approximately \$260.0 million. Refer to Note 5, Business Combinations, for additional details regarding this transaction.

Subsequent to September 30, 2015, the Company also acquired Guardian Property Asset Management, the Dublin-based residential agency. The acquisition further expands JLL's market-leading service offering in Ireland and continues the broader international expansion of its residential real estate services.

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

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements, including the notes thereto, for the three and nine months ended September 30, 2015, and Jones Lang LaSalle's ("JLL," which may also be referred to as "the Company" or as "the Firm," "we," "us" or "our") audited Consolidated Financial Statements and notes thereto for the fiscal year ended December 31, 2014, which are included in our 2014 Annual Report on Form 10-K, filed with the United States Securities and Exchange Commission ("SEC") and also available on our website ([www.jll.com](http://www.jll.com)). You should also refer to Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our 2014 Annual Report on Form 10-K.

The following discussion and analysis contains certain forward-looking statements generally identified by the words anticipates, believes, estimates, expects, plans, intends and other similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause JLL's actual results, performance, achievements, plans and objectives to be materially different from any future results, performance, achievements, plans and objectives expressed or implied by such forward-looking statements. See the Cautionary Note Regarding Forward-Looking Statements included within this section for further information.

We present our quarterly Management's Discussion and Analysis in five sections, as follows:

- (1) A summary of our critical accounting policies and estimates;
- (2) Certain items affecting the comparability of results and certain market and other risks that we face;
- (3) The results of our operations, first on a consolidated basis and then for each of our business segments;
- (4) Consolidated cash flows; and
- (5) Liquidity and capital resources.

### Summary of Critical Accounting Policies and Estimates

An understanding of our accounting policies is necessary for a complete analysis of our results, financial position, liquidity and trends. See Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements in our 2014 Annual Report on Form 10-K for a complete summary of our significant accounting policies.

The preparation of our financial statements requires management to make certain critical accounting estimates and judgments that impact (1) the stated amount of assets and liabilities, (2) disclosure of contingent assets and liabilities at the date of the financial statements, and (3) the reported amount of revenue and expenses during the reporting periods. These accounting estimates are based on management's judgment. We consider them to be critical because of their significance to the financial statements and the possibility that future events may differ from current judgments, or that the use of different assumptions could result in materially different estimates. We review these estimates on a periodic basis to ensure reasonableness. Although actual amounts likely differ from such estimated amounts, we believe such differences are not likely to be material.

A discussion of our critical accounting policies and estimates used in the preparation of our Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q can be found in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014. There have been no material changes to these critical accounting policies and estimates during the nine months ended September 30, 2015.

The following are the critical accounting policies and estimates discussed in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014:

- Revenue Recognition;
- Allowance for Uncollectible Accounts Receivable;
- Asset Impairments;

Income Taxes; and  
Self-Insurance Programs.

In addition to the aforementioned critical accounting policies, we believe the calculation of our quarterly tax provision is critical to understanding the estimates and assumptions used in preparing the Consolidated Financial Statements in Item 1.

Quarterly Income Tax Provision

Our fiscal year estimated effective tax rate is based on estimates that are updated each quarter. For the nine months ended September 30, 2015, our pre-tax income included restructuring and acquisition charges of \$12.8 million related to the write-off of an indemnification asset that arose from prior period acquisition activity. The effect of this on net income was offset by the recognition of a related previously unrecognized tax benefit of an equal amount as previously disclosed in our 2014 Annual

Report on Form 10-K. Excluding the offset of this write-off on our provision for income taxes, our effective tax rate for the nine months ended September 30, 2015 and our forecasted tax rate for 2015 is approximately 25.4%. We provide for the effects of income taxes on interim financial statements based on our estimate of the effective tax rate for the full year, which is based on forecasted income by country and expected enacted tax rates. We evaluate our estimated effective tax rate on a quarterly basis to reflect forecast changes in our geographic mix of income and legislative actions on statutory tax rates and other relevant matters effective in the quarter in which the legislation is enacted.

The geographic mix of our income can significantly impact our effective tax rate. Tax rate jurisdictions with effective national and local combined tax rates of 25% or lower with the most significant impact on our effective tax rate include: Hong Kong (16.5%), Singapore (17%), the United Kingdom (20.25%), The People's Republic of China (25%) and the Netherlands (25%). Other tax rate jurisdictions with effective rates of 25% or lower making meaningful contributions to our global effective tax rate include: Cyprus (12.5%), Ireland (12.5%), Poland (19%), Russia (20%), Saudi Arabia (20%), Turkey (20%) and Sweden (22%).

#### Items Affecting Comparability

##### Macroeconomic Conditions

Our results of operations and the variability of these results are significantly influenced by (1) macroeconomic trends, (2) the geopolitical environment, (3) the global and regional real estate markets, and (4) the financial and credit markets. These macroeconomic and other conditions have had, and we expect will continue to have, a significant impact on the variability of our results of operations.

##### LaSalle Investment Management Revenue

Our investment management business is in part compensated through the receipt of incentive fees where performance of underlying funds' investments exceeds agreed-to benchmark levels. Depending upon performance and the contractual timing of measurement periods with clients, these fees can be significant and vary substantially from period to period.

Equity earnings from real estate ventures also may vary substantially from period to period for a variety of reasons, including as a result of: (1) impairment charges, (2) gains (losses) on investments reported at fair value, (3) gains (losses) on asset dispositions, and (4) incentive fees recorded as Equity earnings. The timing of recognition of these items may impact comparability between quarters, in any one year, or compared to a prior year.

The comparability of these items can be seen in Note 4, Business Segments, of the Notes to Consolidated Financial Statements and is discussed further in Segment Operating Results included herein.

##### Transactional-Based Revenue

Transactional-based fees for real estate investment banking, capital markets activities and other services within our Real Estate Services ("RES") businesses increase the variability of the revenue we recognize that relates to the size and timing of our clients' transactions. The timing and the magnitude of these fees can vary significantly from year to year and quarter to quarter, and from region to region.

##### Foreign Currency

We conduct business using a variety of currencies but we report our results in U.S. dollars. As a result, the volatility of currencies against the U.S. dollar may positively or negatively impact our results. This volatility can make it more difficult to perform period-to-period comparisons of the reported U.S. dollar results of operations, because such results may indicate a growth or decline rate that might not have been consistent with the real underlying growth or decline rates in the local operations. Consequently, we provide information about the impact of foreign currencies in

the period-to-period comparisons of the reported results of operations in our discussion and analysis of financial condition in the Results of Operations section below.

#### Seasonality

Our quarterly revenue and profits tend to grow progressively by quarter throughout the year. This is the result of a general focus in the real estate industry on completing or documenting transactions by fiscal year-end and the fact that certain expenses are constant through the year. Historically, we have reported a relatively smaller profit in the first quarter and then increasingly larger profits during each of the following three quarters, excluding the recognition of investment-generated performance fees and co-investment equity gains and losses (each of which can be unpredictable). We generally recognize such performance fees and realized co-investment equity gains or losses when assets are sold, the timing of which is geared toward the benefit of our clients. Non-variable operating expenses, which we treat as expenses when incurred during the year, are relatively constant on a quarterly basis.



A significant portion of our Compensation and benefits expense is from incentive compensation plans, which we generally accrue throughout the year based on progress toward annual performance targets. This quarterly estimation can result in significant fluctuations in quarterly Compensation and benefits expense from period to period. Consequently, the results for the periods ended September 30, 2015 and 2014 are not indicative of the results expected to be obtained for the full fiscal year.

## Results of Operations

### Reclassifications

We report Equity earnings from real estate ventures in our Consolidated Statements of Comprehensive Income after Operating income. However, for segment reporting we reflect Equity earnings from real estate ventures within Total segment revenue. See Note 4, Business Segments, of the Notes to Consolidated Financial Statements for Equity earnings reflected within Total segment revenue, as well as discussion of how the Chief Operating Decision Maker (as defined in Note 4) measures segment results with Equity earnings included in Total segment revenue. Certain prior year amounts have been reclassified to conform to the current presentation. These reclassifications have not been material and have not affected reported net income.

Three and Nine Months Ended September 30, 2015 Compared to Three and Nine Months Ended September 30, 2014  
In order to provide more meaningful year-over-year comparisons of our reported results, we have included in the table below both the U.S. dollar and local currency movements in the Consolidated Statements of Comprehensive Income.

(\$ in millions)	Three Months	Three Months	Change in			% Change	
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local	Currency
Revenue							
Real Estate Services:							
Leasing	\$417.8	368.1	49.7	14	%	19	%
Capital Markets & Hotels	223.7	192.9	30.8	16	%	26	%
Property & Facility Management (1)	270.7	259.6	11.1	4	%	14	%
Project & Development Services (1)	125.9	112.6	13.3	12	%	21	%
Advisory, Consulting and Other LaSalle	115.0 134.2	105.1 142.3	9.9 (8.1)	9 ) (6	% )	19 3	% %
Total firm fee revenue	\$1,287.3	1,180.6	106.7	9	%	17	%
Gross contract costs	214.0	185.4	28.6	15	%	30	%
Total firm revenue	\$1,501.3	1,366.0	135.3	10	%	19	%
Compensation, operating and administrative expenses excluding gross contract costs	\$1,122.3	1,031.1	91.2	9	%	17	%
Gross contract costs	214.0	185.4	28.6	15	%	30	%
Depreciation and amortization	26.6	22.0	4.6	21	%	26	%
Restructuring and acquisition charges	18.1	—	18.1	n.m.		n.m.	
Total operating expenses	\$1,381.0	1,238.5	142.5	12	%	20	%
Operating income	\$120.3	127.5	(7.2)	) (6	% )	5	%
Adjusted EBITDA (2)	\$190.4	166.8	23.6	14	%	22	%
n.m. - not meaningful							

(1) Amounts have been adjusted to remove gross contract costs. See Note 3, Revenue Recognition, of the Notes to Consolidated Financial Statements for additional information on gross contract costs.

(2) Adjusted EBITDA represents earnings before interest expense net of interest income, income taxes, depreciation and amortization, adjusted for restructuring and acquisition charges. Although adjusted EBITDA and EBITDA are non-GAAP financial measures, they are used extensively by management and are useful to investors and lenders as metrics for evaluating operating performance and liquidity. Adjusted EBITDA is also used in the calculations of certain covenants related to the Firm's revolving credit facility. However, adjusted EBITDA and EBITDA should not be considered as alternatives to net income determined in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Because adjusted EBITDA and EBITDA are not calculated under U.S. GAAP, the Firm's adjusted EBITDA and EBITDA may not be comparable to similarly titled measures used by other companies.

(\$ in millions)	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	Change in U.S. dollars			% Change in Local Currency	
Revenue							
Real Estate Services:							
Leasing	\$1,103.8	1,004.1	99.7	10	%	14	%
Capital Markets & Hotels	623.9	492.3	131.6	27	%	38	%
Property & Facility Management (1)	790.8	762.8	28.0	4	%	12	%
Project & Development Services (1)	348.5	302.9	45.6	15	%	25	%
Advisory, Consulting and Other LaSalle	331.1 300.1	306.1 276.1	25.0 24.0	8 9	% %	18 18	% %
Total firm fee revenue	\$3,498.2	3,144.3	353.9	11	%	20	%
Gross contract costs	580.0	536.3	43.7	8	%	22	%
Total firm revenue	\$4,078.2	3,680.6	397.6	11	%	20	%
Compensation, operating and administrative expenses excluding gross contract costs	\$3,124.4	2,831.9	292.5	10	%	18	%
Gross contract costs	580.0	536.3	43.7	8	%	22	%
Depreciation and amortization	77.1	67.2	9.9	15	%	20	%
Restructuring and acquisition charges	20.8	41.4	(20.6)	(50)	(%)	(48)	(%)
Total operating expenses	\$3,802.3	3,476.8	325.5	9	%	18	%
Operating income	\$275.9	203.8	72.1	35	%	48	%
Adjusted EBITDA (2)	\$437.7	351.2	86.5	25	%	33	%

(1) Amounts have been adjusted to remove gross contract costs. See Note 3, Revenue Recognition, of the Notes to Consolidated Financial Statements for additional information on gross contract costs.

(2) Adjusted EBITDA represents earnings before interest expense net of interest income, income taxes, depreciation and amortization, adjusted for restructuring and acquisition charges. Although adjusted EBITDA and EBITDA are non-GAAP financial measures, they are used extensively by management and are useful to investors and lenders as metrics for evaluating operating performance and liquidity. Adjusted EBITDA is also used in the calculations of certain covenants related to the Firm's revolving credit facility. However, adjusted EBITDA and EBITDA should not be considered as alternatives to net income determined in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Because adjusted EBITDA and EBITDA are not calculated under U.S. GAAP, the Firm's adjusted EBITDA and EBITDA may not be comparable to similarly titled measures used by other companies.

Adjusted operating income excludes the impact of restructuring and acquisition charges. “Adjusted operating income margin” is calculated by dividing adjusted operating income by fee revenue. Below are reconciliations of revenue and operating expenses to fee revenue and fee-based operating expenses, as well as adjusted operating income margin calculations, for the three and nine months ended September 30, 2015 and 2014.

(\$ in millions)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	
Revenue	\$1,501.3	\$1,366.0	\$4,078.2	\$3,680.6	
Gross contract costs	(214.0)	(185.4)	(580.0)	(536.3)	)
Fee revenue	\$1,287.3	\$1,180.6	\$3,498.2	\$3,144.3	
Operating expenses	\$1,381.0	\$1,238.5	\$3,802.3	\$3,476.8	
Gross contract costs	(214.0)	(185.4)	(580.0)	(536.3)	)
Fee-based operating expenses	\$1,167.0	\$1,053.1	\$3,222.3	\$2,940.5	
Operating income	\$120.3	\$127.5	\$275.9	\$203.8	
Add:					
Restructuring and acquisition charges (1)	18.1	(2.2)	20.8	39.2	
Adjusted operating income	\$138.4	\$125.3	\$296.7	\$243.0	
Adjusted operating income margin	10.8	% 10.6	% 8.5	% 7.7	%

(1) Restructuring and acquisition charges for the three and nine months ended September 30, 2014 presented in the table above includes a pre-tax benefit of \$2.2 million associated with acquisition-related activity that was presented within Operating, administrative and other expenses in the Consolidated Statements of Comprehensive Income for those periods.

Below is a reconciliation of net income (calculated pursuant to U.S. GAAP) to EBITDA and adjusted EBITDA:

(\$ in millions)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	
Net income	\$113.2	\$104.7	\$247.9	\$193.2	
Add:					
Interest expense, net of interest income	6.8	7.4	20.4	21.7	
Provision for income taxes	25.7	34.9	71.5	29.9	
Depreciation and amortization	26.6	22.0	77.1	67.2	
EBITDA	\$172.3	\$169.0	\$416.9	\$312.0	
Add:					
Restructuring and acquisition charges (1)	18.1	(2.2)	20.8	39.2	
Adjusted EBITDA	\$190.4	\$166.8	\$437.7	\$351.2	

(1) Restructuring and acquisition charges for the three and nine months ended September 30, 2014 presented in the table above includes a pre-tax benefit of \$2.2 million associated with acquisition-related activity that was presented within Operating, administrative and other expenses in the Consolidated Statements of Comprehensive Income for those periods.

In the third quarter of 2015, fee revenue was \$1.3 billion, a 17% increase in local currency from 2014. Growth was broad-based across geographic and services segments. Our Capital Markets & Hotels business revenue increased 26% in local currency, from \$192.9 million to \$223.7 million, and was led by EMEA up 35% to \$110.3 million and Asia Pacific up 48% to \$38.5 million. In the capital markets across the globe, real estate investment continued to move higher during the first three quarters of 2015 with transactional volumes up 13%, excluding the impact of foreign exchange rate fluctuations, against the same period in 2014. Growth in our Leasing business, which increased \$49.7 million, or 19% in local currency outperformed the market,

which realized a 12% quarter over quarter increase in gross absorption. Our Leasing revenue growth was led by Americas up 17% to \$296.9 million, but with increases of at least 19% in local currency from prior year in the other Real Estate Services segments. Overall, increases in transactional revenue reflect our services to both investors and occupiers in markets supported by continued growth in real estate investment from low interest rates and high investor demand.

Project & Development Services fee revenue increased \$13.3 million, or 21% in local currency, to \$125.9 million, driven by increases of 15% or greater from prior year in each geographic segment. Converting new assignments and expansions of existing mandates to growth, our Property & Facility Management fee revenue, most of which is derived from multi-year contracts and customer relationships, was up 14% in local currency to \$270.7 million. The growth in Property & Facility Management fee income was led by Asia Pacific, up 18% in local currency and Americas, up 16% in local currency.

LaSalle Investment Management (“LaSalle”) advisory fees grew 7% in local currency to \$60.7 million, which along with incentive fees of \$68.5 million and transaction fees of \$5.0 million contributed to a total revenue increase for LaSalle of 3% in local currency against the third quarter of 2014, which realized over 100% revenue growth from the comparable period of 2013. LaSalle continued to successfully raise and deploy capital, with \$838 million in equity raised during the third quarter of 2015 and \$3.8 billion year-to-date, increasing assets under management to \$57.2 billion as of September 30, 2015.

Consolidated fee-based operating expenses, excluding restructuring and acquisition charges, were \$1.2 billion for the third quarter, compared with \$1.1 billion last year, an increase of 19% in local currency. Current period expenses were impacted by continued platform investments in technology for our clients and in support of the growing business. Operating income, adjusted for restructuring and acquisition charges (“adjusted operating income”), was \$138.4 million for the third quarter of 2015, compared with \$125.3 million for the third quarter of 2014. Adjusted EBITDA includes equity earnings, in addition to excluding the impact of depreciation and amortization from adjusted operating income and totaled \$190.4 million for the three months ended September 30, 2015 compared with \$166.8 million last year. Adjusted EBITDA margins calculated on a fee revenue basis were 14.8% for the third quarter, compared with 14.1% last year.

For the nine months ended September 30, 2015, fee revenue was \$3.5 billion, a 20% increase in local currency from 2014. Capital Markets & Hotels revenue increased \$131.6 million, or 38% in local currency to \$623.9 million, with all three geographic segments up over 30% from last year. Project & Development Services fee revenue increased \$45.6 million, or 25% in local currency to \$348.5 million, with all three geographic segments up over 15% from last year, led by Asia Pacific up 31% in local currency and EMEA up 30% in local currency. Advisory, Consulting and Other revenue increased \$25.0 million, or 18% in local currency to \$331.1 million. Leasing revenue increased \$99.7 million, or 14% in local currency to \$1.1 billion. LaSalle advisory fees grew 11% in local currency to \$181.3 million, which along with incentive fees of \$99.3 million and transaction fees of \$19.5 million contributed to a total revenue increase for LaSalle of 18% in local currency, excluding equity earnings which increased to \$57.6 million from \$40.4 million.

Consolidated fee-based operating expenses, excluding restructuring and acquisition charges, were \$3.2 billion for the first nine months of 2015, compared with \$2.9 billion last year, an increase of 17% in local currency. Adjusted operating income was \$296.7 million for the nine months ended September 30 2015, compared with \$243.0 million for the same period of 2014. Adjusted EBITDA totaled \$437.7 million for the nine months ended September 30, 2015 compared with \$351.2 million last year. Adjusted EBITDA margins calculated on a fee revenue basis were 12.5% for the nine months ended September 30, 2015, compared with 11.2% last year.

Net interest expense for the three months ended September 30, 2015 decreased \$0.6 million to \$6.8 million compared to the third quarter of 2014 and for the nine months ended September 30, 2015 was \$20.4 million, down from \$21.7 million for the comparable prior period, primarily due to lower average borrowings. The effective tax rate for the three

and nine months ended September 30, 2015, excluding the impact related to an indemnification asset write-off of \$12.8 million, was 25.4%, which represents our estimated effective tax rate for full-year 2015 and is consistent with our effective tax rate for the year ended December 31, 2014. The \$12.8 million indemnification asset written off during the quarter ended September 30, 2015 arose from prior period acquisition activity; this write-off was offset by the recognition of a related and previously unrecognized tax benefit of an equal amount in the provision for income taxes. Therefore, such activity had no impact on net income.

## Segment Operating Results

We manage and report our operations as four business segments:

The three geographic regions of RES including:

- (i) Americas,
- (ii) Europe, Middle East and Africa ("EMEA"), and
- (iii) Asia Pacific;
- and
- (iv) LaSalle, which offers investment management services on a global basis.

Each geographic region offers our full range of Real Estate Services including tenant representation and agency leasing, capital markets and hotels, property management, facilities management, project and development services, and advisory, consulting and valuation services. We consider "property management" to represent services provided to non-occupying property investors and "facilities management" to be services provided to owner-occupiers. LaSalle provides investment management services to institutional investors and high-net-worth individuals.

For segment reporting, we show revenue net of gross contract costs in our RES segments. Excluding these costs from revenue and expenses results in a "net" presentation of "fee revenue" and "fee-based operating expense" that we believe more accurately reflects how we manage our expense base and operating margins. See Note 3, Revenue Recognition, of the Notes to Consolidated Financial Statements for additional information regarding our gross and net accounting. For segment reporting, we also show Equity earnings from real estate ventures within our revenue line, since the related activity is an integral part of LaSalle. Finally, our measure of segment results excludes Restructuring and acquisition charges.

## Americas - Real Estate Services

(\$ in millions)	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Change in			% Change in Local	
			U.S. dollars			Currency	
Leasing	\$296.9	256.2	40.7	16	%	17	%
Capital Markets & Hotels	74.9	72.2	2.7	4	%	5	%
Property & Facility Management (1)	117.5	106.1	11.4	11	%	16	%
Project & Development Services (1)	63.4	57.2	6.2	11	%	15	%
Advisory, Consulting and Other	34.5	30.1	4.4	15	%	17	%
Equity earnings	4.5	(0.8)	) 5.3	n.m.		n.m.	
Total segment fee revenue	\$591.7	521.0	70.7	14	%	16	%
Gross contract costs	52.2	60.6	(8.4)	(14)	(%)	(3)	(%)
Total segment revenue	\$643.9	581.6	62.3	11	%	14	%
Compensation, operating and administrative expenses excluding gross contract costs	\$514.5	461.3	53.2	12	%	14	%
Gross contract costs	52.2	60.6	(8.4)	(14)	(%)	(3)	(%)
Depreciation and amortization	15.6	11.7	3.9	33	%	35	%
Total operating expenses	\$582.3	533.6	48.7	9	%	13	%
Operating income	\$61.6	48.0	13.6	28	%	29	%
Adjusted EBITDA	\$77.2	59.7	17.5	29	%	30	%

n.m. - not meaningful

(1) Amounts have been adjusted to remove gross contract costs.





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(\$ in millions)	Nine Months	Nine Months	Change in			% Change	
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency	
Leasing	\$790.7	694.4	96.3	14	%	15	%
Capital Markets & Hotels	226.2	172.5	53.7	31	%	32	%
Property & Facility Management (1)	345.2	315.4	29.8	9	%	13	%
Project & Development Services (1)	176.5	153.2	23.3	15	%	19	%
Advisory, Consulting and Other	94.4	85.1	9.3	11	%	13	%
Equity earnings	5.4	0.4	5.0	n.m.		n.m.	
Total segment fee revenue	\$1,638.4	1,421.0	217.4	15	%	17	%
Gross contract costs	158.0	152.9	5.1	3	%	14	%
Total segment revenue	\$1,796.4	1,573.9	222.5	14	%	17	%
Compensation, operating and administrative expenses excluding gross contract costs	\$1,448.9	1,270.8	178.1	14	%	16	%
Gross contract costs	158.0	152.9	5.1	3	%	14	%
Depreciation and amortization	46.5	38.5	8.0	21	%	22	%
Total operating expenses	\$1,653.4	1,462.2	191.2	13	%	16	%
Operating income	\$143.0	111.7	31.3	28	%	27	%
Adjusted EBITDA	\$189.5	150.2	39.3	26	%	25	%

n.m. - not meaningful

(1) Amounts have been adjusted to remove gross contract costs.

In our Americas business, fee revenue for the quarter ended September 30, 2015 was \$591.7 million, an increase of \$70.7 million, or 16% in local currency, from 2014. For the year-to-date period, fee revenue was \$1.6 billion, up \$217.4 million or 17% in local currency. Revenue growth was broad-based and led by Leasing, which was up 17% in the quarter and 15% year to date in local currency, driven by performance in a majority of our U.S. markets, including New York, Los Angeles and Atlanta. On a fee revenue basis, Project & Development Services revenue grew 15% in the quarter and 19% year to date. Property & Facility Management revenue rose 16% in the quarter and 13% year to date compared to prior year resulting from new client wins and expansions of existing mandates. Capital Markets & Hotels revenues were up 5% in the quarter against the third quarter of 2014, which had increased 55% over the comparable period of 2013. On a year to date basis, Capital Markets & Hotels was up 32%, resulting from growth in U.S. markets such as the Northwest, Washington, D.C. and Boston.

Fee-based operating expenses, excluding restructuring and acquisition charges, were \$530.2 million for the quarter, up 15% in local currency from last year, and \$1.5 billion year to date, up 16% in local currency, largely supporting higher current period revenue activity, but also reflecting investments in technology to support our clients and our platform to support the growing business. Operating income was \$61.6 million for the quarter compared with \$48.0 million in 2014, and was \$143.0 million for the year-to-date compared with \$111.7 million in 2014. Adjusted EBITDA was \$77.2 million for the quarter compared with \$59.7 million last year, and was \$189.5 million for the year to date compared with \$150.2 million in 2014. Adjusted EBITDA margins calculated on a fee revenue basis were 13.0% for the three months ended September 30, 2015 compared with 11.5% for the comparable period in 2014, but were 11.6% for the year to date compared with 10.6% in 2014.

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EMEA - Real Estate Services

(\$ in millions)	Three Months	Three Months	Change in			% Change	
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency	
Leasing	\$72.4	66.6	5.8	9	%	23	%
Capital Markets & Hotels	110.3	90.8	19.5	21	%	35	%
Property & Facility Management (1)	53.8	58.8	(5.0)	(9)	%	3	%
Project & Development Services (1)	40.7	35.8	4.9	14	%	27	%
Advisory, Consulting and Other	55.7	46.2	9.5	21	%	35	%
Equity earnings	—	—	—	n.m.		n.m.	
Total segment fee revenue	\$332.9	298.2	34.7	12	%	25	%
Gross contract costs	114.1	70.4	43.7	62	%	86	%
Total segment revenue	\$447.0	368.6	78.4	21	%	37	%
Compensation, operating and administrative expenses excluding gross contract costs	\$299.7	275.6	24.1	9	%	22	%
Gross contract costs	114.1	70.4	43.7	62	%	86	%
Depreciation and amortization	6.8	6.3	0.5	8	%	18	%
Total operating expenses	\$420.6	352.3	68.3	19	%	34	%
Operating income	\$26.4	16.3	10.1	62	%	89	%
Adjusted EBITDA	\$33.2	22.6	10.6	47	%	69	%

n.m. - not meaningful

(1) Amounts have been adjusted to remove gross contract costs.

(\$ in millions)	Nine Months	Nine Months	Change in			% Change	
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency	
Leasing	\$185.9	188.3	(2.4)	(1)	%	14	%
Capital Markets & Hotels	298.7	238.6	60.1	25	%	42	%
Property & Facility Management (1)	156.4	171.2	(14.8)	(9)	%	4	%
Project & Development Services (1)	111.3	98.5	12.8	13	%	30	%
Advisory, Consulting and Other	160.8	144.6	16.2	11	%	26	%
Equity earnings	0.7	—	0.7	n.m.		n.m.	
Total segment fee revenue	\$913.8	841.2	72.6	9	%	24	%
Gross contract costs	276.0	234.9	41.1	17	%	38	%
Total segment revenue	\$1,189.8	1,076.1	113.7	11	%	27	%
Compensation, operating and administrative expenses excluding gross contract costs	\$840.0	787.7	52.3	7	%	21	%
Gross contract costs	276.0	234.9	41.1	17	%	38	%
Depreciation and amortization	18.1	17.3	0.8	5	%	18	%
Total operating expenses	\$1,134.1	1,039.9	94.2	9	%	25	%
Operating income	\$55.7	36.2	19.5	54	%	85	%
Adjusted EBITDA	\$73.8	53.5	20.3	38	%	63	%

n.m. - not meaningful

(1) Amounts have been adjusted to remove gross contract costs.

EMEA's fee revenue performance during the third quarter and first nine months of 2015 was substantially higher in local currencies than in U.S. dollars due to the continued strength of the U.S. dollar against European currencies in 2015 compared with 2014.

EMEA's fee revenue was \$332.9 million for the third quarter, \$913.8 million year to date, up 25% and 24%, respectively, in local currency from 2014; growth was broad-based across geographies and service lines. Revenue growth was driven by Capital Markets & Hotels, up 35% in the quarter and 42% year to date in local currency, across European investment markets, particularly in the United Kingdom, Germany and France. Advisory, Consulting and Other revenue was up 35% in the quarter and 26% year to date. Project & Development Services fee revenue performance, up 27% in the quarter and 30% year to date, was the result of continued growth and expansion of our Tetris fit-out business, which completed acquisitions in the United Kingdom and Germany during the quarter. Leasing revenue in EMEA was up 23% in the quarter and 14% year to date.

Fee-based operating expenses, excluding restructuring and acquisition charges, were \$306.5 million for the quarter, \$858.1 million year to date, up 22% and 21%, respectively, in local currency from last year, largely supporting higher current period revenue activity. Operating income was \$26.4 million for the quarter compared with \$16.3 million in 2014, and was \$55.7 million for the year-to-date compared with \$36.2 million in 2014. Adjusted EBITDA was \$33.2 million for the quarter compared with \$22.6 million last year, and was \$73.8 million for the year to date compared with \$53.5 million in 2014. Adjusted EBITDA margins calculated on a fee revenue basis were 10.0% for the three months ended September 30, 2015 compared with 7.6% for the comparable period in 2014, and were 8.1% for the year to date compared with 6.4% in 2014.

#### Asia Pacific - Real Estate Services

(\$ in millions)	Three Months	Three Months	Change in			% Change	
	Ended	Ended	U.S. dollars			in Local	
	September 30,	September 30,				Currency	
	2015	2014					
Leasing	\$48.5	45.3	3.2	7	%	19	%
Capital Markets & Hotels	38.5	29.9	8.6	29	%	48	%
Property & Facility Management (1)	99.4	94.7	4.7	5	%	18	%
Project & Development Services (1)	21.8	19.6	2.2	11	%	26	%
Advisory, Consulting and Other	24.8	28.8	(4.0)	(14)	%	(3)	%
Equity earnings	0.2	0.2	—	0	%	8	%
Total segment fee revenue	\$233.2	218.5	14.7	7	%	20	%
Gross contract costs	47.7	54.4	(6.7)	(12)	%	(4)	%
Total segment revenue	\$280.9	272.9	8.0	3	%	15	%
Compensation, operating and administrative expenses excluding gross contract costs	\$216.6	200.0	16.6	8	%	21	%
Gross contract costs	47.7	54.4	(6.7)	(12)	%	(4)	%
Depreciation and amortization	3.7	3.4	0.3	9	%	15	%
Total operating expenses	\$268.0	257.8	10.2	4	%	16	%
Operating income	\$12.9	15.1	(2.2)	(15)	%	6	%
Adjusted EBITDA	\$16.6	16.2	0.4	2	%	22	%

(1) Amounts have been adjusted to remove gross contract costs.

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(\$ in millions)	Nine Months	Nine Months	Change in			% Change	
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency	
Leasing	\$127.2	121.4	5.8	5	%	14	%
Capital Markets & Hotels	99.0	81.2	17.8	22	%	37	%
Property & Facility Management (1)	289.2	276.2	13.0	5	%	15	%
Project & Development Services (1)	60.7	51.2	9.5	19	%	31	%
Advisory, Consulting and Other	75.9	76.4	(0.5)	(1)	(%)	9	%
Equity losses	0.2	0.1	0.1	n.m.		92	%
Total segment fee revenue	\$652.2	606.5	45.7	8	%	18	%
Gross contract costs	146.0	148.5	(2.5)	(2)	(%)	5	%
Total segment revenue	\$798.2	755.0	43.2	6	%	16	%
Compensation, operating and administrative expenses excluding gross contract costs	\$607.7	564.6	43.1	8	%	18	%
Gross contract costs	146.0	148.5	(2.5)	(2)	(%)	5	%
Depreciation and amortization	10.9	9.9	1.0	10	%	20	%
Total operating expenses	\$764.6	723.0	41.6	6	%	15	%
Operating income	\$33.6	32.0	1.6	5	%	28	%
Adjusted EBITDA	\$44.5	39.8	4.7	12	%	33	%

n.m. - not meaningful

(1) Amounts have been adjusted to remove gross contract costs.

Asia Pacific's performance during the third quarter and first nine months of 2015 was significantly higher in local currencies than in U.S. dollars due to the strength of the U.S. dollar, particularly against the Australian dollar and Japanese yen compared with 2014.

Asia Pacific's fee revenue was \$233.2 million for the third quarter, \$652.2 million year to date, up 20% and 18%, respectively, in local currency from 2014. Revenue growth was driven by Capital Markets & Hotels, up 48% in the quarter and 37% year to date in local currency, outperforming market volumes in each period. Leasing revenue was up 19% and 14% in the quarter and year to date, respectively, in local currency and was driven by domestic demand for high quality space, particularly in Australia, China, India and Hong Kong. Property & Facility Management fee revenue was up 18% in the quarter and 15% year to date in local currency, most of which is derived from multi-year contracts and customer relationships. Growth in the region was led by Australia, India and China's tier one cities, including Beijing and Shanghai.

Fee-based operating expenses, excluding restructuring and acquisition charges, were \$220.2 million for the quarter, \$618.7 million year to date, up 21% and 18%, respectively, in local currency from last year, largely supporting higher current period revenue activity. Operating income was \$12.9 million for the quarter compared with \$15.1 million in 2014, and was \$33.6 million for the year-to-date compared with \$32.0 million in 2014, with the quarter over quarter decrease driven by a \$2.2 million acquisition-related adjustment recorded during the third quarter of 2014 within fee-based operating expenses. Adjusted EBITDA was \$16.6 million for the quarter compared with \$16.2 million last year, and was \$44.5 million for the year to date compared with \$39.8 million in 2014. Adjusted EBITDA margins calculated on a fee revenue basis were 7.1% for the three months ended September 30, 2015 compared with 7.4% for the comparable period in 2014, but were 6.8% for the year to date compared with 6.6% in 2014.



## LaSalle

(\$ in millions)	Three Months	Three Months	Change in			% Change		
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency		
Advisory fees	\$60.7	60.9	(0.2)	)	—	%	7	%
Transaction fees & other	5.0	10.8	(5.8)	)	(54)	%	(50)	%
Incentive fees	68.5	70.6	(2.1)	)	(3)	%	8	%
Equity earnings	20.7	20.1	0.6		3	%	4	%
Total segment revenue	\$154.9	162.4	(7.5)	)	(5)	%	3	%
Compensation, operating and administrative expenses	\$91.5	94.2	(2.7)	)	(3)	%	4	%
Depreciation and amortization	0.5	0.6	(0.1)	)	(17)	%	7	%
Total operating expenses	\$92.0	94.8	(2.8)	)	(3)	%	4	%
Operating income	\$62.9	67.6	(4.7)	)	(7)	%	2	%
Adjusted EBITDA	\$63.4	68.2	(4.8)	)	(7)	%	3	%

  

(\$ in millions)	Nine Months	Nine Months	Change in			% Change		
	Ended September 30, 2015	Ended September 30, 2014	U.S. dollars			in Local Currency		
Advisory fees	\$181.3	176.8	4.5		3	%	11	%
Transaction fees & other	19.5	19.8	(0.3)	)	(2)	%	7	%
Incentive fees	99.3	79.5	19.8		25	%	38	%
Equity earnings	57.6	40.4	17.2		43	%	44	%
Total segment revenue	\$357.7	316.5	41.2		13	%	21	%
Compensation, operating and administrative expenses	\$227.8	208.8	19.0		9	%	17	%
Depreciation and amortization	1.6	1.5	0.1		7	%	12	%
Total operating expenses	\$229.4	210.3	19.1		9	%	17	%
Operating income	\$128.3	106.2	22.1		21	%	30	%
Adjusted EBITDA	\$129.9	107.7	22.2		21	%	30	%

LaSalle's total segment revenue, including equity earnings, for the three and nine months ended September 30, 2015 was \$154.9 million and \$357.7 million, respectively, up 3% and 21% in local currency compared with the same periods in 2014. By comparison, total segment revenue realized by LaSalle for the three months ended September 30, 2014 was up 121% in local currency over the same period in 2013. Advisory fees for the three and nine months ended September 30, 2015 were \$60.7 million and \$181.3 million, respectively, increases of 7% and 11% in local currency from comparable periods in 2014. Also included in LaSalle's 2015 total segment revenues were \$68.5 million of incentive fees in the quarter, \$99.3 million year to date, driven by mature funds in Asia Pacific and Europe taking advantage of the capital markets environment to liquidate real estate asset holdings as the funds near the end of their stated investment periods. LaSalle equity earnings were \$20.7 million and \$57.6 million for the three and nine months ended September 30, 2015, respectively, up 4% and 44% on a local currency basis compared with the same periods in 2014. Equity earnings activity during 2015 was driven by valuation gains for investments reported at fair value as well as gains realized on the sale of assets from legacy investments.

Operating expenses for LaSalle were \$92.0 million for the quarter compared to \$94.8 million for the same period in 2014 and \$229.4 million for the nine months ended September 30, 2015 as compared to \$210.3 in 2014. The fluctuations in operating expenses were primarily driven by compensation and benefits related to incentive and transaction fees and the timing and amounts recognized thereof. LaSalle's operating income was \$62.9 million for the



quarter, compared with \$67.6 million in the third quarter of 2014, and \$128.3 million year to date, compared with \$106.2 million last year, increases of 2% and 30%, respectively, in local currency. Adjusted EBITDA was \$63.4 million for the quarter, compared with \$68.2 million last year, and \$129.9 million year to date, up from \$107.7 million in 2014. Adjusted EBITDA margin on segment revenue was 40.9% in the quarter compared with 42.0% in 2014, and 36.3% year to date compared with 34.0% last year.

LaSalle's capital raising momentum continued with \$838 million of equity commitments raised during the third quarter of 2015 and \$3.8 billion for the year to date. Assets under management were \$57.2 billion as of September 30, 2015, compared with \$56.0 billion as of June 30, 2015, \$53.6 billion at December 31, 2014 and \$53.0 billion as of September 30, 2014. The net increase in assets under management in the quarter resulted from \$2.5 billion of acquisitions and takeovers, \$1.7 billion of dispositions and withdrawals, \$0.7 billion of net valuation decreases and \$1.1 billion of net foreign currency increases.

## Consolidated Cash Flows

### Cash Flows from Operating Activities

During the nine months ended September 30, 2015, we used \$18.2 million of cash for operating activities, compared with \$42.4 million provided by operating activities in the first nine months of 2014. The majority of annual incentive compensation accrued at year-end is paid in the first quarter of the following year, and was one of the primary cash uses for operating activities for the first nine months of both years. In addition to the impact from a year-over-year increase in payments of incentive compensation reflecting improved operating performance, the year-over-year increase in cash used for operating activities was also due to an increase in working capital required to support the 11% year-over-year increase in total revenue. Partially offsetting the aforementioned drivers of the year-over-year increase in cash used for operating activities was the impact of growth and increased profitability in our business, as evidenced by a \$54.6 million year-over-year increase in net income.

### Cash Flows from Investing Activities

We used \$184.5 million of cash for investing activities in the first nine months of 2015, a \$73.0 million year-over-year increase from the \$111.5 million used for investing activities in the first nine months of 2014. We spent \$102.9 million on business acquisitions in the first nine months of 2015, a \$78.7 million year-over-year increase compared to 2014. Also contributing to the year-over-year increase in cash used in investing activities was a net \$14.9 million year-over-year increase in our investment in real estate ventures, representing capital distributions received, net of capital contributions made. Partially offsetting the aforementioned increases was a \$15.2 million year-over-year decrease in net capital additions due mainly to a \$22.8 million decrease in property acquisitions and capital expenditures completed by a consolidated variable interest entity ("VIE"). The same consolidated VIE sold a property in 2015, realizing \$6.8 million of proceeds, compared to \$1.3 million of similar activity in 2014.

### Cash Flows from Financing Activities

Financing activities provided \$160.2 million of cash in the first nine months of 2015, a \$77.4 million year-over-year increase from the \$82.8 million provided by financing activities in the first nine months of 2014. This increase was primarily due to a year-over-year increase in net borrowings under our credit facility (the "Facility") and other obligations of \$134.9 million. Partially offsetting this increase was (1) a \$22.1 million decrease in cash flows, from net proceeds of \$18.3 million in 2014 compared to net payments of \$3.8 million in 2015, related to mortgage loans of a consolidated VIE, (2) a \$15.9 million decrease in cash flows, from net contributions of \$9.4 million in 2014, compared to net distributions of \$6.5 million in 2015, attributable to noncontrolling interests, (3) payments of debt issuance costs of \$7.3 million in 2015 with no corresponding activity in 2014, and (4) an \$11.2 million increase in payments of deferred business acquisition obligations, which aggregated to \$48.8 million in 2015 compared to \$37.6 million in 2014.

## Liquidity and Capital Resources

We finance our operations, co-investment activity, share repurchases and dividend payments, capital expenditures and business acquisitions with internally generated funds, borrowings on our Facility, and through issuance of our Long-term senior notes.

### Credit Facility

On February 25, 2015, we amended and expanded our Facility to increase our borrowing capacity from \$1.2 billion to \$2.0 billion. The Facility is scheduled to mature on February 25, 2020. At September 30, 2015, we had outstanding borrowings under the Facility of \$235.0 million and outstanding letters of credit of \$19.1 million. At December 31, 2014, we had no outstanding borrowings under the Facility and outstanding letters of credit of \$22.0 million. The average outstanding borrowings under the Facility were \$334.7 million and \$412.0 million during the three months ended September 30, 2015 and 2014, respectively, and \$296.7 million and \$392.9 million during the nine months ended September 30, 2015 and 2014, respectively.

We will continue to use the Facility for working capital needs (including payment of accrued incentive compensation), co-investment activities, dividend payments, share repurchases, capital expenditures and business acquisitions.

#### Short-Term Borrowings

In addition to our Facility, we have the capacity to borrow up to an additional \$42.8 million under local overdraft facilities. We had short-term borrowings (including capital lease obligations and local overdraft facilities) of \$30.5 million and \$19.6 million at September 30, 2015 and December 31, 2014, respectively, of which \$19.9 million and \$14.6 million at September 30, 2015 and December 31, 2014, respectively, were attributable to local overdraft facilities.

#### Long-Term Senior Notes

In November 2012, in an underwritten public offering, we issued \$275.0 million of Long-term senior notes due November 2022 (the "Notes"). The Notes bear interest at an annual rate of 4.4%, subject to adjustment if a credit rating assigned to the Notes is downgraded below an investment grade rating (or subsequently upgraded). Interest is payable semi-annually on May 15 and November 15.

See Note 10, Debt, of the Notes to Consolidated Financial Statements for additional information on our Facility, short-term borrowings and long-term senior notes.

#### Co-Investment Activity

As of September 30, 2015, we had total investments of \$311.8 million in approximately 50 separate property or fund co-investments. Excluding amounts attributable to an equity method investment held by a consolidated VIE in which we hold no direct equity ownership interests, fundings exceeded returns of capital by \$1.1 million for the nine months ended September 30, 2015, while returns of capital exceeded fundings by \$17.1 million for the nine months ended September 30, 2014. We expect to continue to pursue co-investment opportunities with our investment management clients in the Americas, EMEA and Asia Pacific. Co-investment remains important to the continued growth of LaSalle's business.

See Note 6, Investment in Real Estate Ventures, of the Notes to Consolidated Financial Statements for additional information on our co-investment activity.

#### Share Repurchase and Dividend Programs

Since October 2002, our Board of Directors has approved five share repurchase programs. At September 30, 2015, we had 1,563,100 shares that we were authorized to repurchase under the current share repurchase program. We made no share repurchases in 2014 or in the first nine months of 2015 under this authorization. Our current share repurchase program allows JLL to purchase our common stock in the open market and in privately negotiated transactions.

The Company announced on October 28, 2015, that its Board of Directors declared a semi-annual cash dividend of \$0.29 per share of its common stock. The dividend payment will be made on December 15, 2015, to holders of record at the close of business on November 13, 2015. A dividend-equivalent in the same per share amount will also be paid simultaneously on outstanding but unvested shares of restricted stock units granted under the Company's Stock Award and Incentive Plan.

#### Capital Expenditures

Capital expenditures for the nine months ended September 30, 2015 and 2014 were \$88.5 million and \$103.7 million, respectively. Our capital expenditures are primarily for information systems, computer hardware and improvements to leased office space. Included in capital expenditures for the nine months ended September 30, 2015 and 2014 are \$0.9 million and \$23.7 million, respectively, of property acquisitions and capital expenditures made by a consolidated VIE (see Note 6, Investment in Real Estate Ventures, of the Notes to the Consolidated Financial Statements for further information on our consolidated VIE investments).

#### Business Acquisitions

During the nine months ended September 30, 2015, we paid (1) \$102.9 million for business acquisitions that included 12 new acquisitions and (2) \$48.8 million for deferred acquisition obligations and contingent earn-out consideration related to acquisitions completed in prior years. Terms for our acquisitions have typically included cash paid at closing with provisions for additional consideration and earn-out payments subject to certain contract provisions and performance. Deferred business acquisition obligations totaled \$86.6 million on our Consolidated Balance Sheets at September 30, 2015. These obligations represent the current discounted values of payments to sellers of businesses for which our acquisition had been completed as of the balance sheet date and for which the only remaining condition on those payments is the passage of time. At September 30, 2015, we had the potential to make earn-out payments for a maximum of \$84.9 million on 21 acquisitions that are subject to the achievement of certain performance conditions. We anticipate that the majority of these earn-out payments will come due at various times over the next four years, assuming the achievement of the applicable performance conditions. We have accrued \$57.9 million on our Consolidated Balance Sheet within Other current and long-term liabilities at September 30, 2015.

On October 30, 2015, the Company closed on its previously announced acquisition of Oak Grove, now known as Jones Lang LaSalle Multifamily, LLC. The cash consideration payable by the Company's affiliates at closing was equal to \$175.0 million from which Oak Grove retired outstanding indebtedness (excluding warehouse loans/lines) and redeemed its preferred unit holders. Oak Grove has the potential to earn future payments based on a five-year earn-out structure tied to performance of the combined platform such that total consideration payable could be up to \$300.0 million. The expected total consideration payable pursuant to the Agreement and Plan of Merger is approximately \$260.0 million. Refer to Notes to Consolidated Financial Statements (Unaudited), Note 5, Business Combinations, for additional details regarding this transaction.

We are considering, and will continue to consider, acquisitions that we believe will strengthen our market position, increase our profitability and supplement our organic growth.

#### Repatriation of Foreign Earnings

Based on our historical experience and future business plans, we do not expect to repatriate our foreign-sourced earnings to the United States. We believe that our policy of permanently investing earnings of foreign subsidiaries does not significantly impact our liquidity. As of September 30, 2015 and December 31, 2014, we had total cash and cash equivalents of \$193.5 million and \$250.4 million, respectively, of which approximately \$172.1 million and \$222.0 million, respectively, was held by foreign subsidiaries.

#### Restricted Net Assets

We face regulatory restrictions in certain countries that limit or prevent the transfer of funds to other countries or the exchange of the local currency to other currencies. The assets of these countries aggregated to approximately 5% of our total assets at September 30, 2015 and December 31, 2014, respectively.

#### Off-Balance Sheet Arrangements

We have unfunded capital commitments to LIC II, an unconsolidated joint venture that serves as a vehicle for our co-investment activity, and to other like-investment vehicles and direct investments for future fundings of co-investments, totaling a maximum of \$167.2 million as of September 30, 2015. See our discussion of unfunded commitments in Note 6, Investments in Real Estate Ventures, of the Notes to Consolidated Financial Statements.

#### Cautionary Note Regarding Forward-Looking Statements

Certain statements in this filing and elsewhere (such as in reports, other filings with the SEC, press releases, presentations and communications by JLL or its management and written and oral statements) regarding, among other things, future financial results and performance, achievements, plans and objectives, dividend payments and share repurchases may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause JLL's actual results, performance, achievements, plans and objectives to be materially different from any of the future results, performance, achievements, plans and objectives expressed or implied by such forward-looking statements.

We discuss those risks, uncertainties and other factors in (1) our Annual Report on Form 10-K for the year ended December 31, 2014 in Item 1A. Risk Factors; Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations; Item 7A. Quantitative and Qualitative Disclosures About Market Risk; Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements; and elsewhere, (2) this Quarterly Report on Form 10-Q in this section, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations; Item 3. Quantitative and Qualitative Disclosures About Market Risk; and elsewhere, and (3) the other reports we file with the SEC. Important factors that could cause actual results to differ from those in our forward-looking statements include (without limitation):

The effect of political, economic and market conditions and geopolitical events;

The logistical and other challenges inherent in operating in numerous different countries;  
The actions and initiatives of current and potential competitors;  
The level and volatility of real estate prices, interest rates, currency values and other market indices;  
The outcome of pending litigation; and  
The impact of current, pending and future legislation and regulation.

Moreover, there can be no assurance that future dividends will be declared since the actual declaration of future dividends, and the establishment of record and payment dates, remains subject to final determination by the Company's Board of Directors.

Accordingly, we caution our readers not to place undue reliance on forward-looking statements, which speak only as of the date on which they are made. Except to the extent required by applicable securities law, JLL expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements to reflect any changes in events or circumstances or in its expectations or results.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Market and Other Risk Factors

##### Market Risk

The principal market risks we face due to the risk of loss arising from adverse changes in market rates and prices are:

- Interest rates on the Facility; and
- Foreign exchange risks.

In the normal course of business, we manage these risks through a variety of strategies, including hedging transactions using various derivative financial instruments such as foreign currency forward contracts. We enter into derivative instruments with high credit-quality counterparties and diversify our positions across such counterparties in order to reduce our exposure to credit losses. We do not enter into derivative transactions for trading or speculative purposes.

##### Interest Rates

We centrally manage our debt, considering investment opportunities and risks, tax consequences and overall financing strategies. We are primarily exposed to interest rate risk on the Facility, which we amended and expanded on February 25, 2015 to increase our borrowing capacity from \$1.2 billion to \$2.0 billion. The Facility consists of revolving credit that is available for working capital, investments, capital expenditures and acquisitions. Our average outstanding borrowings under the Facility were \$334.7 million and \$296.7 million for the three and nine months ended September 30, 2015 with an effective interest rate of 1.2% and 1.1% for the three and nine months ended September 30, 2015. We had \$235.0 million outstanding under the Facility and outstanding letters of credit of \$19.1 million at September 30, 2015. The Facility bears a variable rate of interest based on market rates.

In November 2012, in an underwritten public offering, we issued \$275.0 million of Long-term senior notes due November 2022 (the "Notes"). The Notes bear interest at an annual rate of 4.4%, subject to adjustment if a credit rating assigned to the Notes is downgraded below an investment grade rating (or subsequently upgraded). The issuance of these Notes at a fixed interest rate has helped to limit the Company's exposure to future movements in interest rates.

Our overall interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve this objective, in the past we have entered into derivative financial instruments such as interest rate swap agreements when appropriate and we may do so in the future. We did not enter into any such agreements in 2014 or the first nine months of 2015, and we had no such agreements outstanding at September 30, 2015.

##### Foreign Exchange

Foreign exchange risk is the risk that we will incur economic losses due to adverse changes in foreign currency exchange rates. Our revenue from outside of the United States totaled 57% and 59% of our total revenue for the nine months ended September 30, 2015 and 2014, respectively. Operating in international markets means that we are exposed to movements in foreign exchange rates, most significantly by the British pound (15% of revenue for both of the nine months ended September 30, 2015 and 2014, respectively) and the euro (12% and 13% of revenue for the nine months ended September 30, 2015 and 2014, respectively).



We mitigate our foreign currency exchange risk principally by (1) establishing local operations in the markets we serve and (2) invoicing customers in the same currency as the source of the costs. The impact of translating expenses incurred in foreign currencies back into U.S. dollars helps offset the impact of translating revenue earned in foreign currencies back into U.S. dollars. In addition, British pound and Singapore dollar expenses incurred as a result of our regional headquarters being located in London and Singapore, respectively, have historically acted as partial operational hedges against our translation exposures to British pounds and Singapore dollars.

To show the impact that foreign currencies have on our results of operations, we present the change in local currency for revenue and operating expenses on a consolidated basis and by operating segment in Management's Discussion and Analysis of

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Financial Condition and Results of Operations included herein. The change in local currency represents the change assuming no movement in foreign exchange rates from the prior year. On a quarter-over-quarter basis, for the three months ended September 30, 2015, our total firm revenue increased 10% in U.S. dollars and 19% in local currency and our operating income decreased 6% in U.S. dollars and increased 5% in local currency. On a year-over-year basis, for the nine months ended September 30, 2015, our total firm revenue increased 11% in U.S. dollars and 20% in local currency and our operating income increased 35% in U.S. dollars and 48% in local currency. For additional detail of the impact of foreign exchange rates on our results of operations please see Management's Discussion and Analysis of Financial Condition and Results of Operations included herein.

We enter into forward foreign currency exchange contracts to manage currency risks associated with intercompany loan balances. At September 30, 2015, we had forward exchange contracts in effect with a gross notional value of \$1.86 billion (\$968.0 million on a net basis) and a net fair value loss of \$12.5 million. This net carrying loss is offset by a carrying gain associated with intercompany loans.

#### Disclosure of Limitations

As the information presented above includes only those exposures that exist as of September 30, 2015, it does not consider those exposures or positions which could arise after that date. The information we present has limited predictive value. As a result, the ultimate realized gain or loss with respect to interest rate and foreign currency fluctuations will depend on the exposures that arise during the applicable period, the hedging strategies at the time and interest and foreign currency rates.

For other risk factors inherent in our business, see Item 1A. Risk Factors in our 2014 Annual Report on Form 10-K.

#### Item 4. Controls and Procedures

The Company has established disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the officers who certify the Company's financial reports and to the other members of senior management and the Board of Directors.

Under the supervision and with the participation of the Company's management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report. There were no changes in the Company's internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## Part II. Other Information

#### Item 1. Legal Proceedings

We are a defendant or plaintiff in various litigation matters arising in the ordinary course of business, some of which involve claims for damages that are substantial in amount. Many of these litigation matters are covered by insurance (including insurance provided through a captive insurance company), although they may nevertheless be subject to large deductibles and the amounts being claimed may exceed the available insurance. Although the ultimate liability for these matters cannot be determined, based upon information currently available, we believe the ultimate resolution of such claims and litigation will not have a material adverse effect on our financial position, results of operations or liquidity.

#### Item 1A. Risk Factors

There have been no material changes to our risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 5. Other Information

Corporate Governance

Our policies and practices reflect corporate governance initiatives that we believe comply with the listing requirements of the New York Stock Exchange, on which our common stock is traded, the corporate governance requirements of the Sarbanes-Oxley Act of 2002 as currently in effect, various regulations issued by the SEC and certain provisions of the General Corporation Law in the State of Maryland, where JLL is incorporated. We maintain a corporate governance section on our public website which includes key information about our corporate governance initiatives, such as our Corporate Governance Guidelines, Charters for the three Committees of our Board of Directors, a Statement of Qualifications of Members of the Board of Directors and our Code of Business Ethics. The Board of Directors regularly reviews corporate governance developments and modifies our Guidelines and Charters as warranted. The corporate governance section can be found on our website at [www.jll.com](http://www.jll.com) by clicking "Investor Relations" and then "Board of Directors and Corporate Governance."

Corporate Officers

The names and titles of our corporate executive officers are as follows:

Global Executive Board

Colin Dyer

Chief Executive Officer and President

Christie B. Kelly

Executive Vice President and Chief Financial Officer

Alastair Hughes

Chief Executive Officer, Asia Pacific

Jeff A. Jacobson

Chief Executive Officer, LaSalle Investment Management

Gregory P. O'Brien

Chief Executive Officer, Americas

Christian Ulbrich

Chief Executive Officer, Europe, Middle East and Africa

Additional Global Corporate Officers

Louis F. Bowers

Controller

Charles J. Doyle

Chief Marketing and Communications Officer

Bryan J. Duncan

Treasurer

Allan Frazier  
Chief Data Officer and Global Head of Data  
and Information Management

James S. Jasionowski  
Chief Tax Officer

David A. Johnson  
Chief Information Officer

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Patricia Maxson  
Chief Human Resources Officer

Mark J. Ohringer  
General Counsel and Corporate Secretary

Parikshat Suri  
Director of Internal Audit

Item 6. Exhibits

See the Exhibit Index immediately following the signature page of this Quarterly Report on Form 10-Q.

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Signature

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 5th day of November, 2015.

JONES LANG LASALLE INCORPORATED

/s/ Christie B. Kelly

By: Christie B. Kelly  
Executive Vice President and Chief Financial Officer  
(Authorized Officer and Principal Financial Officer)

Exhibit Index

Exhibit

Number	Description
10.1	Jones Lang LaSalle Incorporated Amended and Restated Stock Award and Incentive Plan, marked to show the changes made from the previous version of such Plan (Incorporated by reference to Exhibit 10.1 to the Periodic Report on Form 8-K dated July 20, 2015)
10.2	Jones Lang LaSalle Incorporated GEB 2015-2020 Long-Term Incentive Compensation Program (Incorporated by reference to Exhibit 10.2 to the Periodic Report on Form 8-K dated July 20, 2015)
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL (eXtensible Business Reporting Language): (1) Consolidated Balance Sheets as of September 30, 2015 (Unaudited) and December 31, 2014 (2) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014 (Unaudited), (3) Consolidated Statement of Changes in Equity for the nine months ended September 30, 2015 (Unaudited), (4) Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014 (Unaudited), and (5) Notes to Consolidated Financial Statements (Unaudited).

\*Filed herewith