KNIGHT CAPITAL GROUP, INC.
Form 10-Q
August 09, 2006
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2006**

OR

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

001-14223

Commission File Number

KNIGHT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

22-3689303

(I.R.S. Employer Identification Number)

545 Washington Boulevard, Jersey City, NJ 07310

(Address of principal executive offices and zip code)

Registrant s telephone number, including area code: (201) 222-9400

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 x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date:

At August 8, 2006 the number of shares outstanding of the Registrant s Class A Common Stock was 104,936,056 and there were no shares outstanding of the Registrant s Class B Common Stock as of such date.

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KNIGHT CAPITAL GROUP, INC.

FORM 10-Q QUARTERLY REPORT

For the Quarter Ended June 30, 2006

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2006	2005	2006	2005
Revenues				
Commissions and fees	$ 111,146,041	$ 68,022,217	$ 213,050,428	$ 138,138,228
Net trading revenue	68,220,068	27,051,166	148,259,218	64,472,995
Asset management fees	14,075,709	8,036,861	84,586,752	25,917,529
Interest and dividends, net	2,775,335	2,216,039	6,089,307	4,555,840
Investment income and other	8,404,064	6,346,790	29,091,325	16,145,352
Total revenues	204,621,217	111,673,073	481,077,030	249,229,944
Transaction-based expenses				
Execution and clearance fees	30,026,355	23,348,038	58,950,758	46,894,821
Soft dollar and commission recapture expense	17,355,315	14,649,781	35,063,016	30,134,356
Payments for order flow and ECN rebates	12,126,021	3,582,088	21,999,419	10,986,162
Total transaction-based expenses	59,507,691	41,579,907	116,013,193	88,015,339
Revenues, net of transaction-based expenses	145,113,526	70,093,166	365,063,837	161,214,605
Other direct expenses				
Employee compensation and benefits	64,615,557	48,193,801	164,171,725	105,051,243
Communications and data processing	8,403,791	8,151,261	16,041,932	15,965,223
Professional fees	5,092,238	4,550,021	11,475,361	8,331,745
Depreciation and amortization	5,324,879	3,734,419	9,732,574	8,036,831
Occupancy and equipment rentals	3,398,114	2,829,725	6,750,599	6,947,116
Business development	3,134,363	1,707,779	5,256,681	3,001,115
Writedown of assets and lease loss accrual	482,269	4,545,895	8,479,703	4,545,895
Regulatory charges and related matters		2,000,000		2,000,000
Other	3,896,612	3,425,759	10,344,981	6,079,506
Total other direct expenses	94,347,823	79,138,660	232,253,556	159,958,674

Income (loss) from continuing operations before income taxes	50,765,703	(9,045,494)	132,810,281	1,255,931
Income tax expense (benefit)	20,426,119	(3,429,556)	53,338,656	851,936
Net income (loss) from continuing operations	30,339,584	(5,615,938)	79,471,625	403,995
Loss from discontinued operations, net of tax				(265,927)
Net income (loss)	$ 30,339,584	$ (5,615,938)	$ 79,471,625	$ 138,068
Basic earnings per share from continuing operations	$ 0.30	$ (0.05)	$ 0.79	$ 0.00
Diluted earnings per share from continuing operations	$ 0.29	$ (0.05)	$ 0.75	$ 0.00
Basic and diluted earnings per share from discontinued operations	$	$	$	$
Basic earnings per share	$ 0.30	$ (0.05)	$ 0.79	$ 0.00
Diluted earnings per share	$ 0.29	$ (0.05)	$ 0.75	$ 0.00
Shares used in computation of basic earnings per share	100,739,240	104,335,490	100,822,519	106,584,672
Shares used in computation of diluted earnings per share	105,397,197	104,335,490	105,358,680	109,579,944

The accompanying notes are an integral part of these condensed consolidated financial statements.

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KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Unaudited)

	June 30, 2006	December 31, 2005
Assets		
Cash and cash equivalents	$ 182,852,384	$ 230,591,067
Securities owned, held at clearing brokers, at market value	589,260,454	380,366,778
Receivable from brokers and dealers	314,119,738	229,828,734
Investment in Deephaven sponsored funds	228,892,182	281,656,753
Fixed assets and leasehold improvements, at cost, less accumulated depreciation and amortization	68,099,377	67,656,533
Strategic investments	34,451,021	31,896,425
Goodwill	105,365,692	47,682,880
Intangible assets, less accumulated amortization	62,723,474	29,773,442
Other assets	134,264,082	116,563,732
Total assets	$ 1,720,028,404	$ 1,416,016,344
Liabilities and Stockholders Equity		
Liabilities		
Securities sold, not yet purchased, at market value	$ 530,558,649	$ 345,457,499
Payable to brokers and dealers	75,879,418	35,102,415
Accrued compensation expense	120,754,521	117,763,834
Accrued expenses and other liabilities	80,428,033	94,244,447
Total liabilities	807,620,621	592,568,195
Stockholders equity		
Class A Common Stock, $0.01 par value; Shares authorized: 500,000,000; Shares issued: 142,939,982 at June 30, 2006 and 139,745,722 at December 31, 2005; Shares outstanding: 104,395,689 at June 30, 2006 and 102,966,359 at December 31, 2005	1,429,370	1,397,457
Additional paid-in capital	488,507,697	452,839,356
Retained earnings	732,985,316	653,513,691
Treasury stock, at cost; 38,544,293 shares at June 30, 2006 and 36,779,363 shares at December 31, 2005	(321,466,314)	(294,652,742)
Accumulated other comprehensive income, net of tax	10,951,714	10,350,387
Total stockholders equity	912,407,783	823,448,149
Total liabilities and stockholders equity	$ 1,720,028,404	$ 1,416,016,344

The accompanying notes are an integral part of these condensed consolidated financial statements.

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KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the six months ended June 30, 2006	For the six months ended June 30, 2005 Revised*
Cash flows from operating activities		
Net income	$ 79,471,625	$ 138,068
Loss from discontinued operations, net of tax		(265,927)
Income from continuing operations, net of tax	79,471,625	403,995
Adjustments to reconcile income from continuing operations, net of tax to net cash used in operating activities		
Depreciation and amortization	9,732,574	8,036,831
Income tax benefit on stock awards exercised		3,897,941
Stock-based compensation	11,786,277	6,791,036
Deferred rent	475,191	196,552
Writedown of assets and lease loss accrual	8,479,703	4,545,895
Unrealized loss on strategic investments	1,939,119	811,340
Unrealized (gain) loss on investments in Deephaven sponsored funds	(19,845,429)	3,108,488
Operating activities from discontinued operations		(265,927)
(Increase) decrease in operating assets		
Securities owned	(208,893,676)	(114,217,035)
Receivable from brokers and dealers	(84,291,004)	42,078,757
Other assets	(21,879,803)	29,222,332
Increase (decrease) in operating liabilities		
Securities sold, not yet purchased	185,101,150	100,139,155
Payable to brokers and dealers	40,777,003	(30,262,167)
Accrued compensation expense	2,388,018	(61,891,857)
Accrued expenses and other liabilities	(33,035,123)	(45,973,114)
Net cash used in operating activities	(27,794,375)	(53,377,778)
Cash flows from investing activities		
Purchases of fixed assets and leasehold improvements	(6,568,077)	(17,926,499)
Redemption of (investment in) Deephaven sponsored funds	72,610,000	(15,000,000)
(Purchases of) proceeds from strategic investments	(3,477,099)	1,633,733
Purchase of businesses, net of cash acquired	(77,595,764)	(34,284,250)
Contingency payment on purchase of business	(2,000,000)	
Net cash used in investing activities	(17,030,940)	(65,577,016)
Cash flows from financing activities		
Stock options exercised	14,088,961	12,094,555
Income tax benefit on stock awards exercised	9,811,243	
Cost of common stock repurchased	(26,813,572)	(102,195,573)
Net cash used in financing activities	(2,913,368)	(90,101,018)

Decrease in cash and cash equivalents	(47,738,683)	(209,055,812)
Cash and cash equivalents at beginning of period	230,591,067	445,539,282
Cash and cash equivalents at end of period	$ 182,852,384	$ 236,483,470
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 78,251	$ 74,252
Cash paid for income taxes	$ 69,958,498	$ 45,488,496
Supplemental disclosure of noncash investing activities:		
Goodwill	$ 55,682,812	$ 20,677,528
Intangible assets	35,000,000	20,000,000
Fixed assets	1,714,655	
Receivable from brokers and dealers		1,927,262
Other net liabilities	(14,801,703)	(8,320,540)
Cash paid for purchase of businesses, net of cash acquired	$ 77,595,764	$ 34,284,250

* Amounts have been revised to separately disclose discontinued operations. See Note 2 Significant Accounting Policies

The accompanying notes are an integral part of these condensed consolidated financial statements.

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KNIGHT CAPITAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2006

(Unaudited)

1. Organization and Description of the Business

Knight Capital Group, Inc. and its subsidiaries (the Company) have two operating business segments, Asset Management and Global Markets, as well as a Corporate segment. As of June 30, 2006, the Company s operating business segments from continuing operations comprised the following operating subsidiaries:

Asset Management

Deephaven Capital Management LLC (Deephaven) is the investment adviser to and sponsor of the Deephaven investment funds (the Deephaven Funds). Deephaven also has a U.K. registered investment adviser subsidiary, which is regulated by the Financial Services Authority (FSA) in the U.K., and a Hong Kong registered investment adviser subsidiary, which is regulated by the Hong Kong Securities and Futures Commission.

Global Markets

Knight Equity Markets, L.P. (KEM) operates as a market-maker in over-the-counter (OTC) equity securities, primarily those traded in The Nasdaq Stock Market and on the OTC Bulletin Board. KEM also operates the Company s domestic institutional sales business. Additionally, Donaldson & Co. (Donaldson), a division of KEM, offers soft dollar and commission recapture services. KEM is a broker-dealer registered with the Securities and Exchange Commission (SEC or Commission) and is a member of the Nasdaq Stock Exchange, the National Association of Securities Dealers (NASD), the National Stock Exchange, the Pacific Stock Exchange and the National Futures Association (NFA).

Knight Capital Markets LLC (KCM) operates as a market-maker in the Nasdaq Intermarket, the over-the-counter market for New York Stock Exchange and American Stock Exchange listed securities. KCM is a broker-dealer registered with the SEC and is a member of the Nasdaq Stock Exchange and the NASD.

Knight Equity Markets International Limited (KEMIL) is a U.K. registered broker-dealer that provides execution services for institutional and broker-dealer clients in U.S., European and international equities. KEMIL is authorized and regulated by the FSA and is a member of the London Stock Exchange, Deutsche Börse AG, Euronext N.V. (incorporating Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris), Borsa Italiana, OMX (incorporating the Copenhagen Stock Exchange, Helsinki Exchange and Stockholm Stock Exchange), Oslo Børs and virt-x.

Direct Trading Institutional, L.P. (Direct Trading) provides institutions with direct market access trading through an advanced electronic platform. The business of Direct Trading was acquired in June 2005. Direct Trading is a broker-dealer registered with the SEC and is a member of the Nasdaq Stock Exchange, the NASD and the NFA.

Direct Edge ECN LLC (Direct Edge) operates as an electronic communications network (ECN). Direct Edge is a liquidity destination offering the ability to match trades in Nasdaq National Market and Nasdaq SmallCap securities by displaying orders in the Nasdaq Market Center or the NASD Alternative Display Facility. The business of Direct Edge was acquired in October 2005. Direct Edge is a broker-dealer registered with the SEC and is a member of the Nasdaq Stock Exchange, the NASD and the National Stock Exchange.

Hotspot FX, Inc. and its subsidiaries (Hotspot) provide institutions and dealers with spot foreign exchange executions through an advanced, fully electronic platform. Hotspot was acquired effective April 1, 2006. One Hotspot subsidiary is regulated by the FSA and another Hotspot subsidiary is a Futures Commission Merchant registered with the Commodity Futures Trading Commission and is a member of the NFA.

On July 10, 2006, the Company announced that it has agreed to acquire ValuBond, Inc., a privately held firm that provides electronic access and trade execution products for the fixed income market. For more information on this transaction, see Footnote 17 Subsequent Event.

The Corporate segment includes all corporate overhead expenses and investment income earned on strategic investments and the corporate investment in the Deephaven Funds. Corporate overhead expenses primarily consist of compensation for certain senior executives and other individuals employed at the corporate holding company, legal and other professional expenses related to corporate matters, investor and public relations expenses and directors and officers insurance.

Discontinued Operations

The Company completed the sale of its Derivative Markets business to Citigroup Financial Products Inc. (Citigroup) for $237 million in December of 2004. In accordance with generally accepted accounting principles (GAAP), the results of the Derivative Markets segment have been included within discontinued operations for all periods presented. For a further discussion of the sale of the Company s Derivative Markets business and its associated accounting treatment, see Footnote 9 Discontinued Operations.

2. Significant Accounting Policies

Basis of consolidation and form of presentation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its subsidiaries and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim period. All significant intercompany transactions and balances within continuing operations have been eliminated. Certain footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to SEC rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The nature of the Company s business is such that the results of an interim period are not necessarily indicative of the results for the full year. These unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2005 as filed with the SEC.

Certain prior period amounts have been reclassified to conform to the current period presentation.

Cash and cash equivalents

Cash and cash equivalents include money market accounts, which are payable on demand, or short-term investments with an original maturity of less than 90 days. The carrying amount of such cash equivalents approximates their fair value due to the short-term nature of these instruments.

Market making and sales activities

Securities owned and securities sold, not yet purchased, which primarily consist of listed and OTC equities, are carried at market value and are recorded on a trade date basis. Net trading revenue (trading gains, net of trading losses) and commissions (which includes commission equivalents earned on institutional client orders) and related expenses are also recorded on a trade date basis.

Payments for order flow and ECN rebates represent payments to broker-dealer clients for directing their order executions to the Company. Soft dollar and commission recapture expense represents payments to institutions in connection with soft dollar and commission recapture programs. The Company s clearing agreements call for payment or receipt of interest income, net of interest expense, for facilitating the settlement and financing of securities transactions.

Asset management fees

Deephaven earns asset management fees for sponsoring and managing the Deephaven Funds. Such fees are recorded monthly as earned and are calculated as a percentage of the Deephaven Funds monthly net assets, plus a percentage of a new high net asset value (the Incentive Allocation Fee), as defined, for any six month period ended June 30th or December 31st. A new high net asset value is generally defined as the amount by which the net asset value of the Deephaven Funds exceeds the greater of either the highest previous net asset value in the Deephaven Funds or the net asset value at the time each investor made a purchase. The Incentive Allocation Fee may increase or decrease during the year based on the performance of the Deephaven Funds. If Deephaven s Market Neutral Master Fund, which represents approximately 40% of total Deephaven assets under management, recognizes a loss in the second half of a calendar year, the Incentive Allocation Fee is recalculated on an annual rather than a semi-annual basis. As such, the Incentive Allocation Fee may be negative for certain periods, but not lower than zero on a year-to-date basis.

Estimated fair value of financial instruments

The market value of securities owned and securities sold, not yet purchased is estimated using market quotations available from major securities exchanges, clearing brokers and dealers. Management estimates that the fair values of other financial instruments recognized on the Consolidated Statements of Financial Condition (including receivables, payables and accrued expenses) approximate their carrying values, as such financial instruments are short-term in nature, bear interest at current market rates or are subject to frequent repricing.

Goodwill and intangible assets

The Company applies the provisions of Statement of Financial Accounting Standards (SFAS) No. 142 *Goodwill and Other Intangible Assets,* which requires that goodwill and intangible assets with an indefinite useful life no longer be amortized, but instead, be tested for impairment annually or when an event occurs or circumstances change that signify the existence of impairment. Other intangible assets are amortized on a straight line basis over their useful lives.

Strategic investments

Strategic investments include non-controlling equity ownership interests in financial services-related businesses and are accounted for under the equity method or at fair value. The equity method of accounting is used for investments in limited partnerships and limited liability companies. The fair value of investments, recorded in the Company s broker-dealer subsidiaries, for which a quoted market or dealer price is not available for the size of the Company s investment, is based on management s estimate. Among the factors considered by management in determining the fair value of investments are the cost of the investment, terms and liquidity, developments since the acquisition of the investment, the sales price of recently issued securities, the financial condition and operating results of the issuer, earnings trends and consistency of operating cash flows, the long-term business potential of the issuer, the quoted market price of securities with similar quality and yield that are publicly traded, and other factors generally pertinent to the valuation of investments. The fair value of these investments is subject to a high degree of volatility and may be susceptible to significant fluctuations in the near term.

Investments that are classified as available-for-sale are reported at fair value with unrealized gains and losses excluded from earnings and reported in Accumulated other comprehensive income, net of tax within Stockholders equity on the Consolidated Statements of Financial

Condition. Investments not recorded in the Company s broker-dealer subsidiaries which do not have a readily determinable fair value are recorded at amortized cost.

Strategic investments are reviewed on an ongoing basis to ensure that the carrying values of the investments have not been impaired. If the Company assesses that an impairment loss on a strategic investment has occurred due to declines in fair value or other market conditions, the investment is written down to impairment value.

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Treasury stock

The Company records its purchases of treasury stock at cost as a separate component of Stockholders equity. The Company obtains treasury stock through purchases in the open market or through privately negotiated transactions.

Foreign currencies

The functional currency of the Company s foreign subsidiaries is the U.S. dollar. Assets and liabilities in foreign currencies are translated into U.S. dollars using current exchange rates at the date of the Consolidated Statements of Financial Condition. Revenues and expenses are translated at average rates during the periods. Gains or losses resulting from foreign currency transactions are included in Investment income and other on the Company s Consolidated Statements of Operations.

Depreciation, amortization and occupancy

Fixed assets are being depreciated on a straight-line basis over their estimated useful lives of three to seven years. Leasehold improvements are being amortized on a straight-line basis over the shorter of the life of the related office lease or the expected useful life of the assets. The Company records rent expense on a straight-line basis over the lives of the leases. The Company capitalizes certain costs associated with the acquisition or development of internal-use software and amortizes the software over its estimated useful life of three years, commencing at the time the software is placed in service.

Writedown of fixed assets

Writedowns of fixed assets are recognized when it is determined that the fixed assets are impaired. The amount of the impairment writedown is determined by the difference between the carrying amount and the fair value of the fixed asset. In determining the impairment, an estimated fair value is obtained through research and inquiry of the market. Fixed assets are reviewed for impairment on a periodic basis.

Lease loss accrual

It is the Company s policy to identify excess real estate capacity and where applicable, accrue for such future costs. In determining the accrual, a nominal cash flow analysis is performed for lease losses initiated prior to December 31, 2002, the effective date of SFAS No. 146 *Accounting for Costs Associated with Exit or Disposal Activities,* and costs related to the excess capacity are accrued. For lease losses initiated after December 31, 2002, the Company s policy is to accrue future costs related to excess capacity using a discounted cash flow analysis.

Income taxes

The Company records deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities and measures them using the enacted tax rates and laws that will be in effect when such differences are expected to reverse. The Company evaluates the recoverability of future tax deductions by assessing the adequacy of future expected taxable income from all sources, including reversal of temporary differences and forecasted operating earnings. Net deferred tax assets and liabilities are included in Other assets and Accrued expenses and other liabilities, respectively, on the Consolidated Statements of Financial Condition.

Discontinued Operations

In accordance with SFAS No. 144, *Accounting for the Disposal of Long-Lived Assets*, the revenues and expenses associated with a separate segment or reporting unit that has been disposed of through closure or sale are included in Loss from discontinued operations, net of tax, on the Consolidated Statements of Operations for all periods presented.

We have revised our Consolidated Statements of Cash Flows for the six months ended June 30, 2005, to separately disclose the operating portions of the cash flows attributable to our discontinued operations.

Stock-based compensation

On January 1, 2006, the Company adopted SFAS No. 123-R, *Share-Based Payment*, using the modified prospective method. Under SFAS No. 123-R, the grant date fair values of stock-based employee awards that require future service are amortized over the relevant service period. Prior to the adoption of SFAS No. 123-R, the Company applied Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) and related interpretations in accounting for its stock option plans. As options that were granted to employees prior to the adoption of SFAS No. 123-R were granted at the then market value, no compensation expense had been recognized for the fair values of such grants under APB 25.

Upon the adoption of SFAS No. 123-R, the Company changed its expense attribution method for options. For option awards granted subsequent to the adoption of SFAS No. 123-R, compensation cost will be recognized on a straight-line basis over the requisite service period for the entire award, which is the same methodology that the Company uses to account for restricted share awards. For unvested option awards granted prior to the adoption of SFAS No. 123-R, the Company will continue to recognize compensation cost using a graded-vesting method (as it had on a pro-forma basis previously). The graded-vesting method recognizes compensation cost separately for each vesting tranche.

Additionally, SFAS No. 123-R requires expected forfeitures to be considered in determining stock-based employee compensation expense. Prior to the adoption of SFAS No. 123-R, forfeiture benefits were recorded as a reduction to the Company s actual compensation expense in the case of restricted shares or pro-forma compensation expense in the case of options when an employee left the firm and forfeited the award. For the three and six months ended June 30, 2006, the firm recorded a benefit for expected forfeitures on all outstanding stock-based awards. The benefit recorded did not have a material impact on the results of operations for the three and six months ended June 30, 2006.

For stock-based payments issued after the adoption of SFAS No. 123-R, the Company applies a non-substantive vesting period approach whereby the expense is accelerated for those employees that receive awards and are eligible to retire prior to the award vesting. Prior to the adoption of SFAS No. 123-R, the Company applied a nominal vesting approach for employee stock-based compensation awards with retirement eligible provisions. Under the nominal vesting approach, the Company recognized actual and pro-forma compensation cost over the vesting period and, if the employee retired before the end of the vesting period, the Company recognized any remaining unrecognized compensation cost at the date of retirement. The impact of this change in the vesting period approach would not have had a material impact on the results of operations for the periods presented herein.

Prior to the adoption of SFAS No. 123-R, the firm presented all tax benefits resulting from stock-based compensation as cash flows from operating activities in the Consolidated Statements of Cash Flows. SFAS No. 123-R requires cash flows resulting from tax deductions in excess of the grant-date fair values of stock-based awards to be included in cash flows from financing activities. The income tax benefit on stock awards exercised of $9.8 million related to stock-based compensation included in cash flows from financing activities in the six months ended June 30, 2006 would previously have been included in cash flows from operating activities.

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Had compensation expense for the Company s options been determined based on the fair values at the grant dates in accordance with SFAS No. 123, *Accounting for Stock-Based Compensation*, the Company s pro forma net income and earnings per share amounts for the three and six months ended June 30, 2005 would have been as follows (in millions, except per share data):

	Three months ended June 30, 2005	Six months ended June 30, 2005
Net (loss) income, as reported	$ (5.6)	$ 0.1
Pro forma compensation expense determined under fair value based method, net of tax	(1.7)	(3.1)
Pro forma net loss	(7.3)	(3.0)
Basic and diluted earnings per share, as reported	(0.05)	0.00
Pro forma basic and diluted earnings per share	(0.07)	(0.03)

Other

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

3. Securities Owned and Securities Sold, Not Yet Purchased

Securities owned and securities sold, not yet purchased are carried at market value and consist of the following (in millions):

	June 30, 2006	December 31, 2005
Securities owned:		
Equities	$ 577.8	$ 372.0
U.S. government obligations and other	11.4	8.4
	$ 589.3	$ 380.4
Securities sold, not yet purchased:		
Equities	$ 530.6	$ 345.5

4. Receivable from and Payable to Brokers and Dealers

Amounts receivable from and payable to brokers and dealers consist of the following (in millions):

	June 30, 2006	December 31, 2005
Receivable:		
Clearing brokers and other	$ 211.6	$ 182.0
Securities failed to deliver	89.3	42.1
Deposits for securities borrowed	13.2	5.7
	$ 314.1	$ 229.8
Payable:		
Securities failed to receive	$ 64.1	$ 34.2
Clearing brokers and other	11.8	0.9
	$ 75.9	$ 35.1

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5. Goodwill and Intangible Assets

Goodwill and intangible assets with indefinite useful lives are tested for impairment annually or when an event occurs or circumstances change that signify the existence of impairment. As part of the test for impairment, the Company considers the profitability of the respective segment or reporting unit, an assessment of the fair value of the respective segment or reporting unit as well as the overall market value of the Company compared to its net book value. In June 2006, the Company tested for the impairment of goodwill and intangible assets and concluded that there was no impairment.

The goodwill balance of $105.4 million at June 30, 2006 relates to the Global Markets segment. Goodwill is net of accumulated amortization of $21.9 million recorded through December 31, 2001, the effective date the Company adopted SFAS No. 142. Goodwill increased by $28.5 million in 2005 resulting from the purchase of the businesses now operating as Direct Trading and Direct Edge. In the first six months of 2006, the Company paid $2.0 million relating to the contingency payment obligation incurred in the acquisition of the business now operating as Direct Edge. In the second quarter 2006, goodwill increased by $55.7 million in connection with the acquisition of Hotspot.

At June 30, 2006, the Company had intangible assets, net of accumulated amortization, of $62.7 million, all included within the Global Markets segment. Intangible assets increased by $20.0 million in June 2005, resulting from the purchase of Direct Trading s business and by $35.0 million in April 2006 in connection with the acquisition of Hotspot. Intangible assets are being amortized over the remaining useful lives, which have been determined to range from two to thirty years and primarily represent client relationships.

The Company recorded amortization expense related to its intangible assets within its Global Markets segment of $1.3 million and $2.1 million for the three and six months ended June 30, 2006. The estimated amortization expense relating to the intangible assets for each of the next five years approximates $2.6 million for the remainder of 2006, $5.2 million in 2007 and 2008, $4.6 million in 2009 and $4.4 million in 2010.

The chart below summarizes the activity of the Company s Goodwill and Intangible assets, net of accumulated amortization, all of which is attributable to the Global Markets segment, for the six months ended June 30, 2005 and 2006, respectively (in millions).

	Global Markets	
	Goodwill	**Intangible Assets**
Balance at January 1, 2005	$ 19.2	$ 11.5
Purchase of Direct Trading business	20.7	20.0
Amortization expense		(0.3)
Balance at June 30, 2005	$ 39.9	$ 31.2
Balance at January 1, 2006	$ 47.7	$ 29.8
Contingency payment obligation - Direct Edge	2.0	
Purchase of Hotspot	55.7	35.0
Amortization expense		(2.1)

Balance at June 30, 2006	$ 105.4	$ 62.7

6. Investment in Deephaven Sponsored Funds and Strategic Investments

The Company s wholly-owned subsidiary, Deephaven, is the investment adviser and sponsor of the Deephaven Funds, which engage in various trading strategies involving equities, debt instruments and derivatives. The underlying investments in the Deephaven Funds are carried at market value. Of the $3.1 billion of assets under management in the Deephaven Funds as of June 30, 2006 and $2.9 billion as of December 31, 2005, the Company had corporate investments of $228.9 million and $281.7 million, respectively. Additionally, Other assets on the Consolidated Statements of Financial Condition at June 30, 2006 and December 31, 2005 included $29.5 million and $17.2 million, respectively, of investments in the Deephaven Funds related to employee deferred compensation plans. In addition, certain officers, directors and employees of the Company held direct investments of approximately $4.8 million and $3.7 million in the Deephaven Funds, in the aggregate, as of June 30, 2006 and December 31, 2005, respectively.

Included in Investment income and other on the Company s Consolidated Statements of Operations is income (loss) from the Company s corporate investments in the Deephaven Funds of $0.9 million and ($2.9 million) for the three months ended June 30, 2006 and 2005, respectively, and $19.8 million and ($3.1 million) for the six months ended June 30, 2006 and 2005, respectively.

In connection with the sale of the Derivative Markets business (see Footnote 9, Discontinued Operations) and in light of the reorganization of the Company s business segments, the Company transferred its investments in the International Securities Exchange, Inc. (ISE) and The Nasdaq Stock Market, Inc. (Nasdaq), which were previously held by its broker-dealer subsidiaries, to a corporate investment holding company. During the first quarter of 2005, these equity investments became marketable and, accordingly, were accounted for as equity securities under SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities* and were classified as available-for-sale securities. On March 9, 2005, in conjunction with the ISE s initial public offering, the Company sold a portion of its equity ownership of the ISE, having an original cost of $3.0 million, for $12.6 million, resulting in a pre-tax gain of $9.6 million. During the second quarter of 2006 the Company sold an additional 200,000 shares of common stock of the ISE, having an original cost of $0.8 million, for $7.9 million, resulting in a pre-tax gain of $7.1 million. The gains on the sale of the ISE investment are included in Investment income and other on the Company s Consolidated Statements of Operations. As of June 30, 2006, the Company owned 543,000 shares of common stock of the ISE, which had an aggregate fair value and amortized cost of $20.7 million and $2.2 million, respectively.

During the second quarter of 2005, the Company sold a portion of its Nasdaq equity investment, previously classified as available-for-sale, for $15.5 million. The Company recognized a pre-tax gain of $8.1 million related to the sale of this investment, which had a cost basis of $7.4 million.

7. Significant Clients

The Company considers significant clients to be those clients who account for 10% or more of the total U.S. equity dollar value traded by the Company during the period. Two clients accounted for approximately 11.2% and 10.9% of the Company s U.S. equity dollar value traded during the three months ended June 30, 2006. One client accounted for approximately 11.2% of the Company s U.S. equity dollar value traded during the six months ended June 30, 2006.

The Company s corporate investment in the Deephaven Funds of $228.9 million accounted for 7.3% of total assets under management at June 30, 2006. No institutional investor accounted for more than 10% of the Deephaven Funds asset under management as of June 30, 2006.

8. Writedown of Assets and Lease Loss Accrual

The Writedown of assets and lease loss accrual for the three and six months ended June 30, 2006 was $482,000 and $8.5 million, respectively. The amount for the three months ended June 30, 2006 related to costs associated with excess real estate capacity and write down of fixed assets. The additional amount for the six months ended June 30, 2006 primarily related to excess real estate capacity at our 545 Washington Boulevard facility in Jersey City, N.J.

The Writedown of assets and lease loss accrual for both the three and six months ended June 30, 2005 was $4.5 million, which primarily related to the costs associated with excess real estate capacity and a writedown of fixed assets related to the move from the Company s 525 Washington Boulevard facility in Jersey City, N.J. during the second quarter of 2005.

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9. Discontinued Operations

The Company completed the sale of its Derivative Markets business to Citigroup for $237 million in cash in December 2004. The decision to sell the Derivative Markets segment was based on a review of the overall options industry, the capital and risk required to maintain this business successfully and the business role in the Company s long-term strategy. In accordance with SFAS No. 144, the results of the Derivative Markets segment, the revenues and expenses associated with these businesses as well as all costs associated with the sale transaction have been included in discontinued operations, net of tax on the Consolidated Statements of Operations for all periods presented. The final purchase price was subject to adjustment based on the final determination of the book value of the Derivative Markets segment at the time the deal closed. The final determination of book value occurred in the first quarter of 2005, at which time the adjustment was recognized. The result of this adjustment and other expenses related to the sale resulted in a loss from discontinued operations, net of tax, of $266,000 in the first quarter of 2005.

10. Commitments and Contingent Liabilities

In the ordinary course of business, the nature of the Company s business subjects it to claims, lawsuits, regulatory examinations and other proceedings. The results of these matters cannot be predicted with certainty. There can be no assurance that these matters will not have a material adverse effect on the Company s results of operations in any future period and a material judgment could have a material adverse impact on the Company s financial condition and results of operations. However, it is the opinion of management, after consultation with legal counsel that, based on information currently available, the ultimate outcome of these matters will not have a material adverse impact on the business, financial condition or operating results of the Company although they might be material to the operating results for any particular period, depending, in part, upon operating results for that period.

The Company leases office space under noncancelable operating leases. Certain office leases contain fixed escalation clauses. Rental expense from continuing operations under the office leases was $2.3 million and $2.1 million for the three months ended June 30, 2006 and 2005, respectively. For the six months ended June 30, 2006 and 2005, rental expense from continuing operations was $4.4 million and $4.9 million, respectively.

The Company leases certain computer and other equipment under noncancelable operating leases. In addition, the Company has entered into guaranteed employment contracts with certain of its employees. As of June 30, 2006, future minimum rental commitments under all noncancelable office, computer and equipment leases (Operating Leases), and guaranteed employment contracts longer than one year (Other Obligations) were as follows (in millions):

	Operating Leases	Other Obligations	Total
Six months ending December 31, 2006	$ 5.4	$ 34.5	$ 39.9
Year ending December 31, 2007	11.0	23.6	34.6
Year ending December 31, 2008	10.5	14.2	24.7
Year ending December 31, 2009	10.1	8.0	18.1
Year ending December 31, 2010	9.6		9.6
Thereafter through October 31, 2021	110.2		110.2
	$ 156.8	$ 80.3	$ 237.1

During the normal course of business, the Company collateralizes certain leases or other contractual obligations through letters of credit or segregated funds held in escrow accounts. As of June 30, 2006, the Company has provided a letter of credit for $7.0 million, collateralized by U.S. Treasury Bills, as a guarantee for one of the Company s lease obligations.

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The Company entered into long-term employment contracts with the members of the senior management team of Deephaven (the Deephaven managers) in 2003. These employment agreements, which became effective on January 1, 2004, are for three-year terms, the first of which ends on December 31, 2006. The agreements include an option for renewal by the Deephaven managers through 2009 under certain circumstances. Pursuant to the terms of a simultaneously executed option agreement between the Company and the Deephaven managers, in the event of a change of control of the Company during the initial three-year employment term, the Deephaven managers would have the option (the Option) to obtain a 51% interest in Deephaven in exchange for the termination of their employment contracts and associated profit-sharing bonuses and other employee profit-sharing plans, which in the aggregate range from 42% to 50% of the pre-tax, pre-profit sharing profits of Deephaven during the term of the agreements, subject to meeting certain annual guaranteed amounts. If a change of control of the Company were to occur, and if the Deephaven managers exercised the Option, the Company would retain a 49% interest in Deephaven. In addition, during the life of the Option, the agreements provide that the Company may not sell Deephaven without the approval of the Deephaven managers.

11. Regulatory Charges and Related Matters

In June 2005, Deephaven announced that it and a former Deephaven employee had received Wells Notices from the staff of the Division of Enforcement of the SEC. The Wells Notice to Deephaven indicated that the staff was considering recommending that the Commission bring a civil injunctive action against Deephaven alleging that Deephaven violated the anti-fraud provisions of the securities laws in connection with trading activity associated with certain Private Investments in Public Equities (PIPEs). In February 2006, Deephaven announced that it had submitted an offer of settlement to the staff of the SEC, which the staff agreed to recommend to the Commission, to resolve the investigation covered by the Wells Notice received by Deephaven.

On May 2, 2006, Deephaven announced that its offer of settlement had been approved by the Commission. Without admitting or denying the allegations in the SEC s complaint, and as part of the settlement, Deephaven was required to disgorge approximately $2.7 million, pay approximately $343,000 in pre-judgment interest and pay approximately $2.7 million as a civil penalty. In May 2006, these amounts were paid to the Clerk of the Court. The settlement resolved the matters for which Deephaven received the Wells Notice from the staff of the SEC in June 2005.

In 2005, the Company recorded a $5.7 million pre-tax charge relating to this matter, included in Regulatory charges and related matters on the Consolidated Statements of Operations. The Company did not record a tax benefit for the $2.7 million penalty.

12. Comprehensive Income

Comprehensive income includes net income (loss) and changes in equity except those resulting from investments by, or distributions to, stockholders. Comprehensive income for the three and six months ended June 30, 2006 and 2005 is (in millions):

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Net income (loss)	$ 30.3	$ (5.6)	$ 79.5	$ 0.1

Other comprehensive income, net of tax:				
Net unrealized (loss) gain on investment securities available-for-sale	(1.1)	(0.9)	3.3	21.7
Comprehensive income (loss), net of tax	$ 29.2	$ (6.5)	$ 82.8	$ 21.8

Other comprehensive income, net of tax, represents net unrealized (loss) gains on the Company s strategic investment in the ISE for all periods presented.

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13. Earnings per Share

Basic earnings per common share (EPS) has been calculated by dividing net income (loss) by the weighted average shares of Class A Common Stock outstanding during each respective period. Diluted EPS reflects the potential reduction in EPS using the treasury stock method to reflect the impact of common stock equivalents if stock awards such as stock options and restricted stock were exercised or converted into common stock.

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the three and six months ended June 30, 2006 and 2005 (in millions, except per share data):

	For the three months ended June 30,			
	2006		2005	
	Numerator / net income	Denominator / shares	Numerator / net (loss)	Denominator / shares
Net income (loss) and shares used in basic calculations	$ 30.3	100.7	$ (5.6)	104.3
Effect of dilutive stock based awards		4.7		
Net income (loss) and shares used in diluted calculations	$ 30.3	105.4	$ (5.6)	104.3
Basic earnings per share		$ 0.30		$ (0.05)
Diluted earnings per share		$ 0.29		$ (0.05)

	For the six months ended June 30,			
	2006		2005	
	Numerator / net income	Denominator / shares	Numerator / net income	Denominator / shares
Net income and shares used in basic calculations	$ 79.5	100.8	$ 0.1	106.6
Effect of dilutive stock based awards		4.5		3.0
Net income and shares used in diluted calculations	$ 79.5	105.4	$ 0.1	109.6
Basic earnings per share		$ 0.79		$ 0.00
Diluted earnings per share		$ 0.75		$ 0.00

14. Stock-Based Compensation

The Company has established the Knight Capital Group, Inc. 1998 Long Term Incentive Plan, the Knight Capital Group, Inc. 1998 Nonemployee Director Stock Option Plan, the Knight Capital Group, Inc. 2003 Equity Incentive Plan and the Knight Capital Group, Inc. 2006 Equity Incentive Plan (the 2006 Plan) (collectively, the Plans). The purpose of the Plans is to provide long-term incentive compensation to employees and directors of the Company. The Plans are administered by the Compensation Committee of the Company s Board of Directors, and allow for the grant of options, stock appreciation rights (2006 Plan only), restricted stock and restricted stock units (collectively, the awards), as defined by the Plans. In addition, the Plans limit the number of awards that may be granted to a single individual and the Plans also limit the amount of options, stock appreciation rights (2006 Plan only) or shares of restricted stock or restricted stock units that may be awarded.

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Restricted Shares

Eligible employees receive restricted shares as a portion of their total compensation. Restricted share awards generally vest ratably over three years. The Company has the right to fully vest employees in their option grants and awards upon retirement and in certain other circumstances. Awards are otherwise canceled if employment is terminated before the end of the relevant vesting period.

The Company measures compensation cost related to restricted shares based on the market value of the Company s common stock at the date of grant, which the Plans define as the average of the high and low sales price on the date prior to the grant date. For the three months ended June 30, 2006 and 2005, the Company recorded compensation expense relating to restricted shares of $4.1 million and $3.8 million, respectively, and $7.9 million and $6.8 million for the six months ended June 30, 2006 and 2005, respectively, all of which has been included in Employee compensation and benefits on the Consolidated Statements of Operations. The total income tax benefit recognized on the Consolidated Statements of Operations related to restricted shares was $1.6 million and $1.5 million for the three months ended June 30, 2006 and 2005, respectively and $3.1 and $2.7 for the six months ended June 30, 2006 and 2005, respectively.

The following table summarizes restricted share activity during the six months ended June 30, 2006 (shares in thousands):

	Number of Restricted Shares	Weighted-Average Grant date Fair Value
Outstanding at December 31, 2005	3,016.7	$ 10.31
Granted	811.8	$ 11.91
Vested	(863.1)	$ 10.08
Surrendered	(80.0)	$ 9.64
Outstanding at June 30, 2006	2,885.4	$ 10.85

Based upon the value at date of vest, the cumulative fair value of restricted shares that vested during the six months ended June 30, 2006 was $10.9 million. Compensation costs previously recognized with respect to these vested restricted shares was $8.7 million.

There is $22.2 million of unamortized compensation related to the unvested restricted shares outstanding at June 30, 2006. The cost of these unvested restricted shares is expected to be recognized over a weighted average life of 1.4 years.

Stock Options

The Company s policy is to grant options for the purchase of shares of Class A Common Stock at not less than market value, which the Plans define as the average of the high and low sales price on the date prior to the grant date. Options generally vest ratably over a three or four-year period and expire on the fifth or tenth anniversary of the grant date, pursuant to the terms of the option agreements. The Company has the right to fully vest employees in their awards upon retirement and in certain other circumstances. Awards are otherwise canceled if employment is terminated before the end of the relevant vesting period.

The fair value of each option granted is estimated as of its respective grant date using the Black-Scholes option-pricing model. Stock options granted have exercise prices equal to the market value of our common stock on the grant date. The principal assumptions utilized in valuing options and our methodology for estimating such model inputs include: 1) risk-free interest rate estimate is based on the yield of U.S. zero coupon securities with a maturity equal to the expected life of the option, 2) expected volatility estimate is based on several factors including implied volatility of market-traded options on the Company s common stock on the grant date and the historical volatility of the Company s common stock and 3) expected option life estimate is based on internal

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studies of historical experience and projected exercise behavior based on different employee groups and specific option characteristics, including the effect of employee terminations. Based on the results of the model, the weighted-average fair value of the 294,000 stock options granted during the quarter ended June 30, 2006 was $5.49. The weighted-average assumptions used during the quarter ended June 30, 2006 were as follows:

Dividend yield	0.0%
Expected volatility	40.0%
Risk-free interest rate	4.9%
Expected life (in years)	3.5

For the three and six months ended June 30, 2006, the Company recorded compensation expense relating to options of $2.0 million and $3.9 million, all of which was recorded in Employee compensation and benefits on the Consolidated Statements of Operations. The total income tax benefit recognized on the Consolidated Statements of Operations related to stock options was $813,000 and $1.6 million for the three and six months ended June 30, 2006.

The following table summarizes stock option activity during the six months ended June 30, 2006 (options in millions):

	Number of Options	Weighted-Average Exercise Price
Outstanding at December 31, 2005	13.3	$ 8.26
Granted	1.0	12.44
Exercised	(2.5)	5.73
Surrendered	(0.8)	14.37
Outstanding at June 30, 2006	11.0	$ 8.76

The cumulative value in excess of the respective strike prices of stock options exercised for the six months ended June 30, 2006 was $24.4 million. Cash received from the exercise of stock options during the six months ended June 30, 2006 totaled $14.1 million.

The table below provides additional information related to stock options outstanding at June 30, 2006:

	Outstanding Net of Expected Forfeitures	Options Exercisable

Number of options (in millions)	10.4	6.6
Weighted-average exercise price	$ 8.67	$ 7.78
Aggregate intrinsic value at 6/30/06 (in millions)	$ 76.7	$ 56.8
Weighted-average remaining contractual term, in years	4.91	2.55

15. Income Taxes

The Company and its subsidiaries file a consolidated federal income tax return as well as combined state income tax returns in certain jurisdictions. In other jurisdictions, the Company and its subsidiaries file separate company state income tax returns.

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The following table reconciles the U.S. federal statutory income tax rate to the Company s actual income tax rate:

	For the three months ended June 30,		For the six months ended June 30,	
	2006	2005	2006	2005
U.S. federal statutory income tax rate	35.0%	35.0%	35.0%	35.0%
U.S. state and local income taxes, net of U.S. federal income tax effect	4.8%	4.7%	4.8%	11.0%
Nondeductible charges	0.8%	-4.1%	0.5%	37.7%
Other, net	-0.4%	2.3%	-0.1%	-15.9%
Actual income tax rate	40.2%	37.9%	40.2%	67.8%

16. Business Segments

The Company currently has two operating business segments, Asset Management and Global Markets, and a Corporate segment. The Asset Management segment consists of investment management and sponsorship of the Deephaven Funds. The Global Markets segment provides a broad range of customized trade execution products and services across multiple asset classes for broker-dealers, institutions and issuer companies. The Corporate segment includes all corporate overhead expenses and investment income earned on strategic investments and the Company s corporate investment in the Deephaven Funds. Corporate overhead expenses primarily consist of compensation for certain senior executives and other individuals employed at the corporate holding company, legal and other professional expenses relating to corporate matters, investor and public relations expenses and directors and officers insurance.

The Company s revenues, income from continuing operations before income taxes and total assets by segment are summarized below (amounts in millions):

	Asset Management	Global Markets	Corporate	Consolidated Total
For the three months ended June 30, 2006:				
Revenues	$ 14.2	$ 182.1	$ 8.4	$ 204.6
Income (loss) from continuing operations before income taxes[1]	2.3	49.0	(0.5)	50.8
Total assets	107.5	1,346.1	266.4	1,720.0
For the three months ended June 30, 2005:				
Revenues	$ 7.9	$ 98.5	$ 5.3	$ 111.7
(Loss) income from continuing operations before income taxes[2]	(2.9)	(6.3)	0.2	(9.0)
Total assets	36.7	945.4	328.6	1,310.7
	Asset	Global	Corporate	Consolidated

	Management	Markets		Total
For the six months ended June 30, 2006:				
Revenues	$ 85.0	$ 370.0	$ 26.1	$ 481.1
Income from continuing operations before income taxes[1]	29.0	97.5	6.2	132.8
Total assets	107.5	1,346.1	266.4	1,720.0
For the six months ended June 30, 2005:				
Revenues	$ 26.0	$ 206.4	$ 16.8	$ 249.2
Income (loss) from continuing operations before income taxes[2]	2.2	(7.0)	6.1	1.3
Total assets	36.7	945.4	328.6	1,310.7

[1] Global Markets segment includes $482,000 and $8.5 million in Writedown of assets and lease loss accrual for the three and six months ended June 30, 2006 (described in Footnote 8).

[2] Global Markets segment includes $4.5 million in Writedown of assets and lease loss accrual and Asset Management includes $2.0 million in Regulatory charges and related matters for both the three and six months ended June 30, 2005 (described in Footnote 8 and Footnote 11, respectively).

Totals may not add due to rounding

17. Subsequent Event

On July 10, 2006, the Company announced that it has agreed to acquire ValuBond, Inc., a privately held firm that provides electronic access and trade execution products for the fixed income market, for $18.2 million in cash. The close of the transaction is subject to receipt of appropriate regulatory approvals and is expected to be completed within six months of the announcement date.

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

The following discussion of our results of operations should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission (SEC). This discussion contains forward-looking statements that involve risks and uncertainties, including those discussed in our Form 10-K. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth elsewhere in this document and in our Form 10-K.

Certain statements contained in this Quarterly Report on Form 10-Q, including without limitation, those under Management s Discussion and Analysis of Financial Condition and Results of Operations herein (MD&A), Quantitative and Qualitative Disclosures About Market Risk in Part I, Item 3, and Legal Proceedings in Part II, Item 1, and the documents incorporated by reference, may constitute forward-looking statements. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about the Company s industry, management s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, readers are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict including, without limitation, risks associated with the costs, integration, performance and operation of the businesses recently acquired, or that may be acquired in the future, by the Company. Since such statements involve risks and uncertainties, the actual results and performance of the Company may turn out to be materially different from the results expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Unless otherwise required by law, the Company also disclaims any obligation to update its view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward looking statements made in this report. Readers should carefully review the risks and uncertainties detailed under Certain Factors Affecting Results of Operations within MD&A herein, in Risk Factors in the Company s Annual Report on Form 10-K, and in other reports or documents the Company files from time to time with the SEC. This discussion should be read in conjunction with the Company s consolidated financial statements and the notes thereto contained in this report.

Executive Overview

We are a leading financial services firm that provides comprehensive trade execution solutions and asset management services. We continually apply knowledge and innovation to the trading and asset management processes to build lasting client partnerships through consistent performance and superior client service. We have two operating business segments, Asset Management and Global Markets, as well as a Corporate segment.

Asset Management Our Asset Management business, Deephaven Capital Management (Deephaven), is a global multi-strategy alternative investment manager focused on delivering attractive risk-adjusted returns with low correlation to the broader markets for institutions and private clients. Assets under management were $3.1 billion as of June 30, 2006, down from $3.4 billion of assets under management as of June 30, 2005.

Global Markets We provide a broad range of customized trade execution products and services across multiple asset classes for broker-dealers, institutions and issuer companies. We make a market or trade in nearly every U.S. equity security and provide trade executions in a large number of international securities.

The Company s Corporate segment includes all corporate overhead expenses and investment income earned on strategic investments and our corporate investment in funds managed by the Asset Management segment (the Deephaven Funds). Corporate overhead expenses primarily consist of compensation for certain senior executives and other individuals employed at the corporate holding company, legal and other professional expenses related to corporate matters, investor and public relations expenses and directors and officers insurance.

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In December 2004, the Company completed the sale of one of its business segments, Derivative Markets, to Citigroup Financial Products Inc. (Citigroup). In accordance with generally accepted accounting principles (GAAP), the results of this segment have been included within discontinued operations for all periods presented. For a further discussion of the sale of the Company s Derivative Markets business, see Footnote 9 Discontinued Operations included in Part I, Item 1 Financial Statements of this document.

The following table sets forth: (i) Revenues, (ii) Expenses excluding Regulatory charges and related matters and Writedown of assets and lease loss accrual (Operating Expenses) and (iii) Income (loss) from continuing operations before Regulatory charges and related matters, Writedown of assets and lease loss accrual and income tax expense (Pre-Tax Operating Earnings) of our segments and on a consolidated basis (in millions):

	For the three months ended		For the six months ended	
	June 30, 2006	**June 30, 2005**	**June 30, 2006**	**June 30, 2005**
Asset Management				
Revenues	$ 14.2	$ 7.9	$ 85.0	$ 26.0
Operating Expenses	11.9	8.8	56.0	21.8
Pre-Tax Operating Earnings	2.3	(0.9)	29.0	4.2
Global Markets				
Revenues	182.1	98.5	370.0	206.4
Operating Expenses	132.6	100.3	264.0	208.9
Pre-Tax Operating Earnings	49.5	(1.8)	106.0	(2.5)
Corporate				
Revenues	8.4	5.3	26.1	16.8
Operating Expenses	8.9	5.1	19.9	10.7
Pre-Tax Operating Earnings	(0.5)	0.2	6.2	6.1
Consolidated				
Revenues	204.6	111.7	481.1	249.2
Operating Expenses	153.4	114.2	339.8	241.4
Pre-Tax Operating Earnings	$ 51.2	$ (2.5)	$ 141.3	$ 7.8

Totals may not add due to rounding.

Consolidated Revenues for the three months ended June 30, 2006 increased $92.9 million, or 83.2% from the same period a year ago, while consolidated Operating Expenses increased $39.2 million or 34.3%. Overall, Consolidated Pre-Tax Operating Earnings for the three months ended June 30, 2006 increased $53.7 million from the same period a year ago, primarily attributable to stronger results in Global Markets.

Consolidated Revenues for the six months ended June 30, 2006 increased $231.8 million, or 93.0% from the same period a year ago, while Consolidated Operating Expenses increased $98.4 million or 40.7%. Overall, Consolidated Pre-Tax Operating Earnings for the six months ended June 30, 2006 increased $133.5 million from the same period a year ago, primarily attributable to stronger results across all segments.

The changes in our Pre-Tax Operating Earnings by segment from the three and six months ended June 30, 2005 to the three and six months ended June 30, 2006, respectively, are summarized as follows:

Asset Management Our Pre-Tax Operating Earnings from Asset Management for the three and six months ended June 30, 2006 were higher than for the comparable periods in 2005 primarily due to higher blended fund returns offset, in part, by lower assets under management and higher profitability-based compensation.

Global Markets For the three and six months ended June 30, 2006, our Pre-Tax Operating Earnings from Global Markets improved significantly from negative results from the same periods a year ago, primarily due to the expansion of our electronic trading effort and automation of executions of most of our broker-dealer order flow, increased revenue capture metrics and volumes and improved market conditions.

Corporate For all periods presented, the results of our Corporate segment were positively impacted by gains on the sales of our investments in the International Securities Exchange, Inc. (ISE) and the Nasdaq Stock Market, Inc. (Nasdaq). Included in Revenues and Pre-Tax Operating Earnings for the three and six months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of a part of the Company s equity ownership in the ISE. Included in Revenues and Pre-Tax Operating Earnings for the three and six months ended June 30, 2005 is a pre-tax gain of $9.6 million related to the sale of a portion of our equity ownership in the ISE and gains of $8.1 million and $8.2 million for the three and six months ended June 30, 2005, respectively, related to the sale of a portion of the Company s investment in Nasdaq. Excluding these gains, Pre-Tax Operating Earnings increased by $9.9 million and $10.8 million for the three and six month periods ended June 30, 2006, respectively, due to higher returns on our Deephaven corporate investments.

A reconciliation of income from continuing operations before income taxes in accordance with GAAP (Pre-Tax GAAP Income) to Pre-Tax Operating Earnings and of total GAAP expenses to Operating Expenses is included elsewhere in this section.

Certain Factors Affecting Results of Operations

We have experienced, and expect to continue to experience, significant fluctuations in operating results due to a variety of factors, including, but not limited to, introductions or enhancements to trade execution services by us or our competitors; the value of our securities positions and our ability to manage the risks attendant thereto; the volume of our market-making activities; the dollar value of securities traded; volatility in the securities markets; our market share with broker-dealer and institutional clients; the performance, amount of, and volatility in, the results of our quantitative market-making and program trading portfolios; the performance of our international operations; our ability to manage personnel, overhead and other expenses, including our occupancy expenses under our office leases and expenses and charges related to our legal and regulatory proceedings; the strength of our client relationships; changes in payments for order flow and clearing, execution and regulatory transaction costs; the level of assets under management and fund returns; the addition or loss of executive management and asset management, sales and trading and technology professionals; legislative, legal and regulatory changes; legal and regulatory matters; geopolitical risk; the amount and timing of capital expenditures, acquisitions and divestitures; the integration, performance and operation of acquired businesses; the incurrence of costs associated with acquisitions and dispositions; investor sentiment; technological changes and events; seasonality; competition and market and economic conditions. Such factors may also have an impact on our ability to achieve our strategic objectives, including, without limitation, increases in our institutional market share and revenue capture in our Global Markets segment and increases in our fund returns and assets under management in our Asset Management segment. If demand for our services declines in either of our segments due to any of the above factors, and we are unable to adjust our cost structure on a timely basis, our operating results and strategic objectives could be materially and adversely affected.

As a result of the foregoing factors, period-to-period comparisons of our revenues and operating results are not necessarily meaningful and such comparisons cannot be relied upon as indicators of future performance. There also can be no assurance that we will be able to return to the rates of revenue growth that we have experienced in the past or that we will be able to improve our operating results.

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Trends

We believe that our continuing operations are currently impacted by the following trends that may affect our financial condition and results of operations:

- Over the past several years, the effects of market structure changes, competition and market conditions have resulted in a lower revenue capture per U.S. equity dollar value traded in our Global Markets operations.

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

- Broker-dealer clients continue to focus on statistics measuring the quality of equity executions (including speed of executions and price improvement). In an effort to improve the quality of their executions as well as increase efficiencies, market-makers have increased the level of automation within their operations. The greater focus on execution quality has resulted in greater competition in the marketplace, which has negatively impacted the revenue capture metrics of the Company and other market-making firms.

- Market structure changes, competition and market conditions have triggered an industry shift toward market-makers charging explicit commissions or commission equivalents to institutional clients for executions in U.S. equities. For the majority of our institutional client orders, we currently charge explicit fees in the form of commissions or commission equivalents. In addition, institutional commission rates have fallen in the past few years, and may continue to fall in the future.

- Due to regulatory scrutiny over the past several years relating to equity sell-side research and the continued focus by investors on execution quality and overall transaction costs, more institutional clients allocate commissions to broker-dealers based on the quality of executions. In the past, institutional equity commissions were primarily allocated to broker-dealers in exchange for either research or soft dollar and commission recapture programs.

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

- There has been consolidation among market centers over the past year, and several regional exchanges have entered into joint ventures with broker-dealers to create their own alternative trading systems (e.g., ECNs) and compete within the OTC and listed trading venues.

- There has been a proliferation of firms offering alternative investments, which has had the effect of materially increasing competition for new investor assets.

Income Statement Items

The following section briefly describes the key components of, and drivers to, our significant revenues and expenses.

Revenues

Our revenues consist principally of Commissions and fees and Net trading revenue from U.S. securities trading and market-making activities from Global Markets. Revenues on transactions for which we charge explicit commissions or commission equivalents, which include the majority of our institutional client orders, are included within Commissions and fees. Commissions and fees are primarily affected by changes in our equity transaction volumes with institutional clients, changes in commission rates, the growth of Direct Edge and Hotspot and the growth of our soft dollar and commission recapture activity as well as by changes in execution fees charged to clients and fees earned for directing trades to certain destinations for execution and from certain market data providers.

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Trading profits and losses on principal transactions are included within Net trading revenue. These revenues are primarily affected by changes in the amount and mix of U.S. equity trade and share volumes, our revenue capture, dollar value of equities traded, our ability to derive trading gains by taking proprietary positions, changes in our execution standards, volatility in the marketplace, industry commission levels, our mix of broker-dealer and institutional clients, and regulatory changes and evolving industry customs and practices.

Asset management fees represent fees earned by Deephaven for sponsoring and managing the Deephaven Funds. These fees consist of annual management fees, calculated as fixed percentages of assets under management, and incentive fees, which, in general, are calculated as a percentage of the funds year-to-date profits, if any.

We earn interest income from our cash held at banks and cash held in trading accounts at clearing brokers. The Company s clearing agreements call for payment or receipt of interest income, net of transaction-related interest charged by clearing brokers for facilitating the settlement and financing of securities transactions. Net interest is primarily affected by interest rates, the changes in cash balances held at banks and clearing brokers and our level of securities positions in which we are long compared to our securities positions in which we are short.

Investment income and other income primarily represent income earned, net of losses, related to our corporate investment in the Deephaven Funds and our strategic investments. Such income is primarily affected by the level of our corporate investments in our Deephaven Funds and rates of return earned by the Deephaven Funds as well as the performance and activity of our strategic investments.

Transaction-based expenses

Transaction-based expenses include transaction-based variable expenses directly incurred in conjunction with generating Net trading revenue and Commissions and fees and consist of Execution and clearance fees, Soft dollar and commission recapture expense, Payments for order flow and ECN rebates.

Execution and clearance fees primarily represent clearance fees paid to clearing brokers for equities transactions, transaction fees paid to Nasdaq and other exchanges and regulatory bodies, and execution fees paid to third parties, primarily for executing trades on the New York Stock Exchange (NYSE) and other exchanges, and for executing orders through third party ECNs. Execution and clearance fees primarily fluctuate based on changes in equity trade and share volume, clearance fees charged by clearing brokers and fees paid to ECNs, exchanges and certain regulatory bodies.

Soft dollar and commission recapture expense represent payments to institutions in connection with our soft dollar and commission recapture programs. Soft dollar and commission recapture expense fluctuates based on U.S. equity share volume executed on behalf of institutions.

Payments for order flow and ECN rebates represent payments to broker-dealer clients, in the normal course of business, for directing to us their order flow in U.S. equities and rebates for providing liquidity to our ECN, Direct Edge. Payments for order flow and ECN rebates fluctuate as we modify our rates and as our percentage of clients whose policy is not to accept payments for order flow varies. Payments for order flow and ECN rebates also fluctuate based on our payment rates, U.S. equity share volume, our profitability and the mix of market orders and limit orders.

Other direct expenses

Other direct expenses primarily consist of Employee compensation and benefits, Communications and data processing, Professional fees, Depreciation and amortization and Occupancy and equipment rentals.

Employee compensation and benefits expense, our largest expense, primarily consists of salaries and wages paid to all employees and profitability-based compensation, which includes compensation paid to sales personnel and incentive compensation paid to all other employees based on our overall profitability. Compensation for employees engaged in sales activities is determined primarily based on a percentage of their gross revenues net of certain transaction-based expenses. The majority of compensation in Asset Management is determined based on a profitability-based formula, subject to certain minimum guaranteed payments. Employee compensation and benefits expense fluctuates, for the most part, based on changes in our revenues, profitability and the number of employees.

Communications and data processing expense primarily consists of costs for obtaining market data, telecommunications services and systems maintenance.

Three Months Ended June 30, 2006 and 2005

Continuing Operations

Revenues

	For the three months ended June 30,			
	2006	2005	Change	% of Change
Total Revenues from Asset Management (in millions)	$ 14.2	$ 7.9	$ 6.2	78.2%
Average month-end balance of assets under management (millions)	$ 3,074.6	$ 3,268.5	$ (193.9)	-5.9%
Quarterly fund return to investors*	0.7%	-1.3%	2.0%	NM

* Quarterly fund return represents the blended quarterly return across all assets under management in the Deephaven Funds
NM - Not meaningful

Total revenues from the Asset Management segment, which primarily consists of Asset management fees, increased to $14.2 million for the three months ended June 30, 2006, from $7.9 million for the comparable period in 2005. The increase is primarily due to higher incentive fees as a result of an increase in fund returns, partially offset by lower management fees due to lower average assets under management. The average month-end balance of assets under management for the three months ended June 30, 2006 was $3.1 billion, down from $3.3 billion for the comparable period in 2005. The blended quarterly fund return across all assets under management for the three months ended June 30, 2006 was a gain of 0.7%, up from a loss of 1.3% for the comparable period in 2005.

For the three

months

ended June 30,

	2006	2005	Change	% of Change
Commissions and fees (millions)	$ 111.1	$ 68.0	$ 43.1	63.4%
Net trading revenue (millions)	68.2	27.1	41.2	152.2%
Interest and dividends, net (millions)	2.3	1.3	0.9	71.2%
Investment income and other (millions)	0.4	2.1	(1.6)	-78.4%
Total Revenues from Global Markets (millions)	$ 182.1	$ 98.5	$ 83.6	84.9%
U.S. equity dollar value traded ($ billions)	566.2	445.8	120.4	27.0%
U.S. equity trades executed (millions)	59.2	48.2	11.1	23.0%
Nasdaq and Listed equity shares traded (billions)	25.7	25.4	0.3	1.2%
OTC Bulletin Board and Pink Sheet shares traded (billions)	305.0	154.1	150.9	98.0%
Average revenue capture per U.S. equity dollar value traded (bps)	2.1	1.5	0.5	34.5%

Total revenues from the Global Markets segment, which primarily comprises Commissions and fees and Net trading revenue from our domestic businesses, increased 84.9% to $182.1 million for the three months ended June 30, 2006, from $98.5 million for the comparable period in 2005. Revenues for the three months ended

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June 30, 2006 were positively impacted by improved market conditions, higher dollar volumes, an increase in revenue capture per U.S. equity dollar value traded, the expansion of our electronic trading effort and the automation of executions of most of our broker-dealer order flow. Additionally, revenues for the three months ended June 30, 2006 were positively impacted by the additions of Direct Trading, Direct Edge and Hotspot, which were acquired in June 2005, October 2005 and April 2006, respectively. Excluding the impact of Direct Trading, Direct Edge and Hotspot, total revenues from Global Markets would have increased 59.8% to $156.3 million in 2006, from $97.8 million in 2005. Revenues were also positively impacted by new fees charged to clients in connection with certain transaction-based regulatory costs incurred by the Company. These new fees increased Commissions and fees by $8.7 million in the second quarter of 2006 of which $2.4 million, $1.5 million and $4.8 million related to client transaction activity in the second quarter 2006, first quarter 2006 and 2005 and prior years, respectively.

Average revenue capture per U.S. equity dollar value traded was 2.1 basis points (bps) for the second quarter of 2006, up 34.5% from 1.5 bps in the second quarter of 2005. Average revenue capture per U.S. equity dollar value traded is calculated as the total of net domestic trading revenues plus U.S. institutional commissions and commission equivalents (included in Commissions and fees), less certain transaction-related regulatory fees (included in Execution and clearance fees), (collectively Core Equity Revenues) divided by the total dollar value of the related equity transactions. Core Equity Revenues were $116.9 million and $68.4 million for the three months ended June 30, 2006 and 2005, respectively. Core Equity Revenues do not include revenues from KEMIL s European institutional business, Donaldson, Direct Trading, Direct Edge and Hotspot.

	For the three months ended June 30,			
	2006	2005	Change	% of Change
Total Revenues from Corporate (millions)	$ 8.4	$ 5.3	$ 3.1	59.4%
Average corporate investment balance in the Deephaven Funds (millions)	$ 242.5	$ 219.5	$ 23.0	10.5%

Total revenues from the Corporate segment, which primarily represents income from our corporate investment in the Deephaven Funds and other strategic investments, increased to $8.4 million for the three months ended June 30, 2006, from $5.3 million for the comparable period in 2005. Income from our corporate investment in the Deephaven Funds increased to a gain of $0.9 million for the three months ended June 30, 2006, from a loss of $2.9 million for the comparable period in 2005. Included in the three months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of part of the Company s equity investment in the ISE. Included in the three months ended June 30, 2005 is a pre-tax gain of $8.1 million related to the sale of part of our original equity investment in Nasdaq.

Transaction-based expenses

Execution and clearance fees increased 28.6% to $30.0 million for the three months ended June 30, 2006, from $23.3 million for the comparable period in 2005, primarily due to higher volumes. As a percentage of total revenue, execution and clearance fees decreased to 14.7% for the three months ended June 30, 2006, from 20.9% for the comparable period in 2005. These costs decreased as a percentage of revenue primarily due to the increase in revenues from Asset Management, which have no associated execution and clearance fees, and higher revenue capture. Execution and clearance fees fluctuate based on changes in transaction volumes, regulatory fees and efficiencies in processing the transactions.

Soft dollar and commission recapture expense increased 18.5% to $17.4 million for the three months ended June 30, 2006, from $14.6 million for the comparable period in 2005, primarily due to the addition of the Direct Trading business in June 2005.

Payments for order flow and ECN rebates increased to $12.1 million for the three months ended June 30, 2006, from $3.6 million for the comparable period in 2005. As a percentage of total revenue, Payments for order flow and ECN rebates increased to 5.9% for the three months ended June 30, 2006, from 3.2% for the comparable period in 2005. This expense increased primarily due to increased profitability-based rebates paid to broker-dealer clients and the addition of the Direct Edge business in October 2005.

Other direct expenses

Employee compensation and benefits expense increased 34.1% to $64.6 million for the three months ended June 30, 2006, from $48.2 million for the comparable period in 2005. As a percentage of total revenue, Employee compensation and benefits decreased to 31.6% for the three months ended June 30, 2006, from 43.2% for the comparable period in 2005. The increase on a dollar basis was primarily due to stronger overall results, which led to higher profitability-based compensation, and the addition of Direct Trading, Direct Edge and Hotspot. The number of full time employees in our continuing operations increased to 803 at June 30, 2006, from 704 at June 30, 2005, primarily due to the addition of our new businesses.

Communications and data processing expense increased 3.1% to $8.4 million for the three months ended June 30, 2006, from $8.2 million for the comparable period in 2005. Depreciation and amortization expense increased 42.6% to $5.3 million for the three months ended June 30, 2006, from $3.7 million for the comparable period in 2005 due to the purchase of additional fixed assets and additional expense related to the amortization of intangible assets in connection with the acquisitions of Direct Trading and Hotspot. Occupancy and equipment rentals expense increased 20.1% to $3.4 million for the three months ended June 30, 2006, from $2.8 million for the comparable period in 2005, primarily due to a $750,000, one-time benefit relating to a reduction of certain lease obligations at our former London office site in the second quarter of 2005. Excluding this one-time benefit, Occupancy and equipment rentals would have decreased by 5.0% due to the lease loss accrual recorded in the first quarter of 2006.

Professional fees increased 11.9% to $5.1 million for the three months ended June 30, 2006, from $4.6 million for the comparable period in 2005. The increase in 2006 was primarily due to increases in legal expenses, which have fluctuated based on the activity relating to our various legal and regulatory proceedings, and consulting expenses.

Business development expense increased to $3.1 million for the three months ended June 30, 2006, from $1.7 million for the comparable period in 2005. The primary reason for the increase was higher expenses related to brand marketing and travel and entertainment costs.

Other expenses increased to $3.9 million for the three months ended June 30, 2006, from $3.4 million for the comparable period in 2005 due to increased general and administration costs.

For the three months ended June 30, 2006, the Company incurred charges of $482,000 in Writedowns of assets and lease loss accruals relating to costs associated with excess real estate capacity and writedown of fixed assets.

Our effective tax rates from continuing operations of 40.2% and 37.9% for the three months ended June 30, 2006 and 2005, respectively, differed from the federal statutory rate of 35% primarily due to state income taxes and non-deductible charges.

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Six Months Ended June 30, 2006 and 2005

Continuing Operations

Revenues

	For the six months ended June 30,			
	2006	**2005**	**Change**	**% of Change**
Total Revenues from Asset Management (in millions)	$ 85.0	$ 26.0	$ 59.0	226.7%
Average month-end balance of assets under management (millions)	$ 3,009.2	$ 3,375.3	$ (366.2)	-10.8%
Year-to-date fund return to investors*	9.2%	-0.2%	9.4%	NM

* Year-to-date fund return represents the blended quarterly return across all assets under management in the Deephaven Funds
NM - Not meaningful

Total revenues from the Asset Management segment, which primarily consists of Asset management fees, increased to $85.0 million for the six months ended June 30, 2006, from $26.0 million for the comparable period in 2005. The increase is primarily due to higher incentive fees as a result of an increase in fund returns, partially offset by lower management fees due to lower average assets under management. The average month-end balance of assets under management for the six months ended June 30, 2006 was $3.0 billion, down from $3.4 billion for the comparable period in 2005. The blended fund return across all assets under management for the six months ended June 30, 2006 was a gain of 9.2%, up from a loss of 0.2% for the comparable period in 2005.

	For the six months ended June 30,			
	2006	**2005**	**Change**	**% of Change**
Commissions and fees (millions)	$ 213.1	$ 138.1	$ 74.9	54.2%
Net trading revenue (millions)	148.3	64.5	83.8	130.0%
Interest and dividends, net (millions)	4.6	1.8	2.8	157.0%
Investment income and other (millions)	4.0	2.0	2.0	99.7%
Total Revenues from Global Markets (millions)	$ 370.0	$ 206.4	$ 163.5	79.2%
U.S. equity dollar value traded ($ billions)	1,125.9	916.5	209.4	22.8%

U.S. equity trades executed (millions)	120.2	101.0	19.2	19.1%
Nasdaq and Listed equity shares traded (billions)	53.5	54.5	(0.9)	-1.7%
OTC Bulletin Board and Pink Sheet shares traded (billions)	678.7	449.8	228.8	50.9%
Average revenue capture per U.S. equity dollar value traded (bps)	2.2	1.6	0.6	34.0%

Total revenues from the Global Markets segment, which primarily comprises Commissions and fees and Net trading revenue from our domestic businesses, increased 79.2% to $370.0 million for the six months ended June 30, 2006, from $206.4 million for the comparable period in 2005. Revenues for the six months ended June 30, 2006 were positively impacted by improved market conditions, higher dollar volumes, an increase in revenue capture per U.S. equity dollar value traded, the expansion of our electronic trading effort and the automation of executions of most of our broker-dealer order flow. Additionally, revenues for the six months ended June 30, 2006 were positively impacted by the addition of Direct Trading, Direct Edge and Hotspot, which were acquired in June 2005, October 2005 and April 2006, respectively. Excluding the impact of Direct Trading, Direct Edge and Hotspot, total revenues from Global Markets would have increased 57.4% to $323.9 million in 2006, from $205.8 million in 2005. Revenues were also positively impacted by new fees charged to clients in connection with certain transaction-based regulatory costs incurred by the Company. These new fees increased Commissions and fees by $11.7 million for the six months ended June 30, 2006, of which $2.4 million, $2.2 million and $7.1 million related to client transaction activity in the second quarter 2006, first quarter 2006 and 2005 and prior years, respectively.

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Average revenue capture per U.S. equity dollar value traded was 2.2 bps for the six months ended June 30, 2006, up 34.0% from 1.6 bps for the six months ended June 30, 2005. Core Equity Revenues were $245.5 million and $149.2 million for the six months ended June 30, 2006 and 2005, respectively. As previously noted, Core Equity Revenues do not include revenues from KEMIL s European institutional business, Donaldson, Direct Trading, Direct Edge and Hotspot.

	For the six months ended June 30,			
	2006	**2005**	**Change**	**% of Change**
Total Revenues from Corporate (millions)	$ 26.1	$ 16.8	$ 9.3	55.6%
Average corporate investment balance in the Deephaven Funds (millions)	$ 263.5	$ 266.9	$ (3.4)	-1.3%

Total revenues from the Corporate segment, which primarily represents income from our corporate investment in the Deephaven Funds and other strategic investments, increased to $26.1 million for the six months ended June 30, 2006, from $16.8 million for the comparable period in 2005. Income from our corporate investment in the Deephaven Funds increased to a gain of $19.8 million for the six months ended June 30, 2006, from a loss of $3.1 million for the comparable period in 2005. Included in the six months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of part of the Company s equity investment in the ISE. Included in the six months ended June 30, 2005 is a pre-tax gain of $9.6 million and $8.2 million related to the sale of part of the Company s equity investment in the ISE and Nasdaq, respectively.

Transaction-based expenses

Execution and clearance fees increased 25.7% to $59.0 million for the six months ended June 30, 2006, from $46.9 million for the comparable period in 2005 primarily due to increased volumes. As a percentage of total revenue, execution and clearance fees decreased to 12.3% for the six months ended June 30, 2006, from 18.8% for the comparable period in 2005. These costs decreased as a percentage of revenue primarily due to the increase in revenues from Asset Management, which have no associated execution and clearance fees, and higher revenue capture. Execution and clearance fees fluctuate based on changes in transaction volumes, regulatory fees and efficiencies in processing the transactions.

Soft dollar and commission recapture expense increased 16.4% to $35.1 million for the six months ended June 30, 2006, from $30.1 million for the comparable period in 2005, primarily due to the addition of the Direct Trading business in June 2005.

Payments for order flow and ECN rebates increased 100.2% to $22.0 million for the six months ended June 30, 2006, from $11.0 million for the comparable period in 2005. As a percentage of total revenue, Payments for order flow and ECN rebates increased slightly to 4.6% for the six months ended June 30, 2006, from 4.4% for the comparable period in 2005. This expense increased primarily due to increased profitability-based rebates paid to broker-dealer clients and the addition of the Direct Edge business in October 2005.

Other direct expenses

Employee compensation and benefits expense increased 56.3% to $164.2 million for the six months ended June 30, 2006, from $105.1 million for the comparable period in 2005. As a percentage of total revenue, Employee compensation and benefits decreased to 34.1% for the six months ended June 30, 2006, from 42.2% for the comparable period in 2005. The increase on a dollar basis was primarily due to stronger overall results, which led to higher profitability-based compensation, and the addition of Direct Trading, Direct Edge and Hotspot. The number of full-time employees in our continuing operations increased to 803 at June 30, 2006, from 704 at June 30, 2005, primarily due to the addition of our new businesses.

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Communications and data processing expense was $16.0 million for each of the six months ended June 30, 2006 and 2005. Depreciation and amortization expense increased 21.1% to $9.7 million for the six months ended June 30, 2006, from $8.0 million for the comparable period in 2005 due to the purchase of additional fixed assets and additional expense related to the amortization of intangible assets in connection with the acquisitions of Direct Trading and Hotspot. Occupancy and equipment rentals expense decreased slightly to $6.8 million for the six months ended June 30, 2006, from $6.9 million for the comparable period in 2005, primarily due to a $750,000 one-time benefit relating to a reduction of certain lease obligations at our former London office site in the second quarter of 2005, offset by lower occupancy costs in the first half of 2006 due to the move from our old headquarters in Jersey City, N.J. in the second quarter of 2006.

Professional fees increased 37.7% to $11.5 million for the six months ended June 30, 2006, from $8.3 million for the comparable period in 2005. The increase in 2006 was primarily due to increases in legal expenses, which have fluctuated based on the activity relating to our various legal and regulatory proceedings, and consulting expenses.

Business development expense increased to $5.3 million for the six months ended June 30, 2006, from $3.0 million for the comparable period in 2005. The primary reason for the increase was higher travel and entertainment costs.

Other expenses increased to $10.3 million for the six months ended June 30, 2006, from $6.1 million for the comparable period in 2005. Other expenses in 2006 include a short swing profit settlement of approximately $2.8 million relating to trading by two Deephaven funds in the shares of a company while the funds owned in aggregate more than 10% of the outstanding shares of the stock of that company.

For the six months ended June 30, 2006, the Company incurred charges of $8.5 million in writedowns of assets and lease loss accruals primarily relating to costs associated with excess real estate capacity in Jersey City, N.J.

Our effective tax rates from continuing operations of 40.2% and 67.8% for the six months ended June 30, 2006 and 2005, respectively, differed from the federal statutory rate of 35% primarily due to state income taxes and non-deductible charges.

Discontinued Operations

The Loss from discontinued operations, net of tax on the Consolidated Statements of Operations was $266,000 for the six months ended June 30, 2005. See Footnote 9 Discontinued Operations included in Part I, Item 1 Financial Statements of this document for a further discussion.

Reconciliation of Total GAAP Expenses and Pre-Tax GAAP Income to Operating Expenses and Pre-Tax Operating Earnings, Respectively

In an effort to provide additional information regarding the Company s results as determined by GAAP, the Company also discloses certain non-GAAP information which management believes provides useful information to investors. Within this Form 10-Q, the Company has disclosed its Operating Expenses and its Pre-Tax Operating Earnings to assist the reader in understanding the impact of Regulatory charges and related matters and Writedown of assets and lease loss accrual on the Company s quarterly results for 2006 and 2005 by segment, thereby facilitating more useful period-to-period comparisons of the Company s continuing businesses. For additional information related to segments, see Footnote 16 Business Segments included in Part I, Item 1 Financial Statements included in this document. Charts are presented in millions.

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Total GAAP Expenses to Operating Expenses*

	For the three months ended June 30, 2006				For the six months ended June 30, 2006			
	Asset Management	Global Markets	Corporate	Total	Asset Management	Global Markets	Corporate	Total
Transaction-based expenses	$	$ 59.5	$	$ 59.5	$	$ 116.0	$	$ 116.0
Other direct expenses	11.9	73.5	8.9	94.3	56.0	156.4	19.9	232.3
Total GAAP Expenses	11.9	133.0	8.9	153.9	56.0	272.4	19.9	348.3
Writedown of assets and lease loss accrual		(0.5)		(0.5)		(8.5)		(8.5)
Operating Expenses	$ 11.9	$ 132.6	$ 8.9	$ 153.4	$ 56.0	$ 264.0	$ 19.9	$ 339.8

	For the three months ended June 30, 2005				For the six months ended June 30, 2005			
	Asset Management	Global Markets	Corporate	Total	Asset Management	Global Markets	Corporate	Total
Transaction-based expenses	$	$ 41.6	$	$ 41.6	$	$ 88.0	$	$ 88.0
Other direct expenses	10.8	63.2	5.1	79.2	23.8	125.4	10.7	160.0
Total GAAP Expenses	10.8	104.8	5.1	120.7	23.8	213.4	10.7	248.0
Writedown of assets and lease loss accrual		(4.5)		(4.5)		(4.5)		(4.5)
Regulatory charges and related matters	(2.0)			(2.0)	(2.0)			(2.0)
Operating Expenses	$ 8.8	$ 100.3	$ 5.1	$ 114.2	$ 21.8	$ 208.9	$ 10.7	$ 241.4

* Totals may not add due to rounding.

Pre-Tax GAAP Income to Pre-Tax Operating Earnings*

	For the three months ended June 30, 2006				For the six months ended June 30, 2006			
	Asset Management	Global Markets	Corporate	Total	Asset Management	Global Markets	Corporate	Total
Pre-tax GAAP Income from Continiung Operations	$ 2.3	$ 49.0	$ (0.5)	$ 50.8	$ 29.0	$ 97.5	$ 6.2	$ 132.8
Writedown of assets and lease loss accrual		0.5		0.5		8.5		8.5
Pre-tax Operating Earnings	$ 2.3	$ 49.5	$ (0.5)	$ 51.2	$ 29.0	$ 106.0	$ 6.2	$ 141.3

	For the three months ended June 30, 2005				For the six months ended June 30, 2005			
	Asset Management	Global Markets	Corporate	Total	Asset Management	Global Markets	Corporate	Total
Pre-tax GAAP Income from Continiung Operations	$ (2.9)	$ (6.3)	$ 0.2	$ (9.0)	$ 2.2	$ (7.0)	$ 6.1	$ 1.3
Writedown of assets and lease loss accrual		4.5		4.5		4.5		4.5
Regulatory charges and related matters	2.0			2.0	2.0			2.0
Pre-tax Operating Earnings	$ (0.9)	$ (1.8)	$ 0.2	$ (2.5)	$ 4.2	$ (2.5)	$ 6.1	$ 7.8

* Totals may not add due to rounding.

Liquidity and Capital Resources

Historically, we have financed our business primarily through cash generated by operations, as well as the proceeds from our stock issuances and from the proceeds from the sale of our Derivative Markets segment in 2004. As of June 30, 2006, we had $1.7 billion in assets, 63.2% of which consisted of cash or assets readily convertible into cash, principally receivables from brokers and dealers and securities owned. Receivables from brokers and dealers include interest bearing cash balances held with clearing brokers, including, or net of, amounts related to securities transactions that have not yet reached their contracted settlement date, which is generally within three business days of the trade date. Securities owned principally consist of equity securities that trade in Nasdaq, on the OTC Bulletin Board and on the NYSE and American Stock Exchange markets. At June 30, 2006, the Company had net current assets, which consist of net assets readily convertible into cash, of approximately $278.6 million. Additionally, our corporate investment in the Deephaven Funds was $228.9 million at June 30, 2006. The majority of this investment can be liquidated upon request to Deephaven subject to a ninety-day written notification period and monthly redemption limits.

The Company has previously disclosed its intent to pursue selective acquisitions of (or possible joint ventures with) complementary businesses primarily in the markets in which our Global Markets and Asset Management segments operate. We expect to fund the purchase price of any such acquisition with our current cash position or, in some cases, through the issuance of the Company s stock or debt. In June 2005, the Company acquired, for cash, the business of Direct Trading Institutional, Inc. (now operating as Direct Trading), a privately held firm specializing in providing institutions with direct market access trading through an advanced electronic platform. The acquisition of the business of Direct Trading contains a two-year contingency from the date of closing for additional consideration based on the profitability of the business. In October 2005, the Company acquired, for cash, the business of the ATTAIN ECN, an alternative trading system that operates an electronic communications network (ECN) for the trading of Nasdaq securities. This business currently operates under the name, Direct Edge. The acquisition of Direct Edge contains a four-year contingency from the date of closing for additional consideration based on meeting certain revenue and client retention metrics. In April 2006, the Company acquired, for $77.5 million in cash, Hotspot FX, Inc., a leading electronic foreign exchange marketplace that provides access to electronic foreign exchange spot trade executions through an advanced ECN-based platform. In July 2006, the Company announced that it has agreed to acquire, for $18.2 million in cash, ValuBond, Inc., a privately held firm that provides electronic access and trade execution products for the fixed income market. The transaction is expected to close within six months from the announcement date, subject to regulatory approval. No assurance can be given with respect to the business effect of these transactions or the timing, likelihood or business effect of any other possible transaction.

As discussed elsewhere in this document, we sold our Derivative Markets business for approximately $237 million in cash in December 2004. The final purchase price was subject to adjustment based on the final determination of the book value of the Derivative Markets business at the time the deal closed. In the first quarter of 2005, the result of this adjustment and other expenses related to the sale resulted in a loss of $266,000, net of tax.

Income (loss) from continuing operations before income taxes was $50.8 million and ($9.0 million) for the three months ended June 30, 2006 and 2005, respectively. Included in these amounts were certain non-cash expenses such as depreciation and amortization. Depreciation expense from continuing operations was $4.0 million and $3.6 million for the three months ended June 30, 2006 and 2005, respectively. Amortization expense from continuing operations, which related to intangible assets, was $1.3 million and $155,000 for the three months ended June 30, 2006 and 2005, respectively.

Capital expenditures related to our continuing operations were $3.8 million and $4.9 million during the three months ended June 30, 2006 and 2005, respectively. Purchases, net of proceeds, from strategic investments and acquisitions related to our continuing operations were $77.3 million for the three months ended June 30, 2006 and $34.6 million for the three months ended June 30, 2005, respectively. Strategic investments and acquisition expenditures primarily relate to outside investments and acquisitions of businesses in support of the development and growth of our business. Our corporate investment in the Deephaven Funds decreased by $49.1 million for the three months ended June 30, 2006 compared to a decrease of $87.9 million during the three months ended June 30, 2005. The change in the balance of our corporate investment in the Deephaven Funds for the three months ended June 30, 2006 primarily relates to redemptions of $50.0 million. The change in the balance of our corporate investment in the Deephaven Funds for the three months ended June 30, 2005 primarily related to net redemptions of $85.0 million.

At its April 18, 2006 meeting, the Board of Directors authorized an additional increase in the size of the Company s stock repurchase program from $345 million to $495 million. The Company repurchased approximately 1.4 million shares under the stock repurchase program during the second quarter of 2006 for $23.4 million. Through June 30, 2006, the Company had repurchased 39.0 million shares for $319.3 million under its stock repurchase program. The Company may repurchase shares in the open market or through privately negotiated transactions, depending on prevailing market conditions, alternative uses of capital and other factors. The Company cautions that there are no assurances that any further repurchases may actually occur. The Company had approximately 104.4 million shares of Class A Common Stock outstanding as of June 30, 2006.

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Our U.S. registered broker-dealers are subject to regulatory requirements intended to ensure the general financial soundness and liquidity of broker-dealers and requiring the maintenance of minimum levels of net capital, as defined in SEC Rule 15c3-1. These regulations also prohibit a broker-dealer from repaying subordinated borrowings, paying cash dividends, making loans to its parent, affiliates or employees, or otherwise entering into transactions which would result in a reduction of its total net capital to less than 120% of its required minimum capital. Moreover, broker-dealers are required to notify the SEC and NASD prior to repaying subordinated borrowings, paying dividends and making loans to its parent, affiliates or employees, or otherwise entering into transactions, which, if executed, would result in a reduction of 30% or more of its excess net capital (net capital less minimum requirement). The SEC has the ability to prohibit or restrict such transactions if the result is detrimental to the financial integrity of the broker-dealer. Additionally, our foreign registered broker-dealers and Futures Commission Merchant are subject to capital adequacy requirements of their respective regulatory authorities. The following table sets forth the net capital levels and requirements for the following significant regulated broker-dealer subsidiaries at June 30, 2006, as filed in their respective regulatory filings (in millions):

Entity	Net Capital	Minimum Net Capital Requirement	Excess Net Capital
KEM	$ 88.2	$ 6.1	$ 82.1
KCM	21.6	2.2	19.4
KEMIL	21.9	8.1	13.8

We have no long-term debt at June 30, 2006 nor do we currently have any material long-term debt commitments for the rest of 2006. We currently anticipate that available cash resources and credit facilities will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months.

Off-Balance Sheet Arrangements

As of June 30, 2006, we did not have any off-balance sheet arrangements, as defined in Item 303 (a) (4) (ii) of SEC Regulation S-K.

Critical Accounting Policies

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. We believe that, of our significant accounting policies, the following policies involve a higher degree of judgment.

Lease Loss Accrual It is the Company s policy to identify excess real estate capacity and where applicable, accrue against such future costs. In determining the accrual, a nominal cash flow analysis is performed for lease losses initiated prior to December 31, 2002, the effective date of SFAS No. 146 *Accounting for Costs Associated with Exit or Disposal Activities,* and costs related to the excess capacity are accrued. For lease losses initiated after December 31, 2002, the Company s policy is to accrue future costs related to excess capacity using a discounted cash flow analysis. We continually monitor the market rates for office space and the amount of available office space in Jersey City, N.J. to assess the reasonableness of our applicable assumptions.

Impairment of Goodwill and Intangible Assets The useful lives of goodwill and intangible assets are determined upon acquisition. Intangible assets are amortized over their respective lives. Goodwill and the useful lives of intangible assets are tested for impairment, at a minimum, on an annual basis, or when an event occurs or circumstances change that signify the existence of impairment.

Goodwill of $105.4 million as of June 30, 2006 is all related to our Global Markets segment. Goodwill is related to the purchases of our listed equities market-maker, KCM, the business of Donaldson, the shares of the minority investors in Knight Roundtable Europe Limited, our subsidiary that owns KEMIL, the businesses now operating as Direct Trading, Direct Edge and Hotspot. During our annual test for impairment completed in the second quarter of 2006, we determined that these assets were not impaired. As part of our test for impairment, we considered the profitability of the applicable reporting unit, an assessment of fair value of the reporting unit based on various valuation methodologies, as well as the overall market value of the Company, compared to the Company s book value.

Intangible assets, less accumulated amortization, of $62.7 million as of June 30, 2006 are all attributable to our Global Markets segment. Substantially all intangible assets resulted from the purchase of the business of Donaldson, which represents $10.5 million of the balance, Direct Trading, which represents $17.7 million of the balance and Hotspot, which represents $34.4 million. These assets, which primarily consist of customer relationships, are being amortized on a straight-line basis over their useful lives, which we have determined to range from two to thirty years. During our annual test for impairment completed in June 2006, we determined that there was no impairment of these intangible assets.

Strategic Investments Investments include non-controlling equity ownership interests in financial services-related businesses, which are accounted for under the equity method or at fair value. The equity method of accounting is used for investments in limited partnerships and limited liability corporations. The fair value of investments, recorded in the Company s broker-dealer subsidiaries, for which a quoted market or dealer price is not available for the size of our investment is based on management s estimate. Among the factors considered by management in determining the fair value of investments are the cost of the investment, terms and liquidity, developments since the acquisition of the investment, the sales price of recently issued securities, the financial condition and operating results of the issuer, earnings trends and consistency of operating cash flows, the long-term business potential of the issuer, the quoted market price of securities with similar quality and yield that are publicly traded, and other factors generally pertinent to the valuation of investments. The fair value of these investments is subject to a high degree of volatility and may be susceptible to significant fluctuations in the near term.

Investments that are classified as available-for-sale are reported at fair value with unrealized gains and losses excluded from earnings and reported, net of applicable taxes, in Accumulated other comprehensive income, net of tax within Stockholders Equity on the Consolidated Statements of Financial Condition. Investments not recorded in the Company s broker-dealer subsidiaries, which do not have a readily determinable fair value, are recorded at amortized cost.

Strategic investments are reviewed on an ongoing basis to ensure that the carrying values of the investments have not been impaired. If the Company assesses that an impairment loss on the strategic investments has occurred due to declines in fair value or other market conditions, the investment is written down to its impairment value. The Company reviewed its strategic investments for impairment for the three months ended June 30, 2006 and determined that an impairment loss had not occurred.

Market-Making Activities Securities owned and securities sold, not yet purchased, which primarily consist of listed and OTC stocks, are carried at market value and are recorded on a trade date basis. Market value is estimated daily using market quotations available from major securities exchanges and dealers.

Asset Management Fees Deephaven earns asset management fees for sponsoring and managing the Deephaven Funds. These fees are recorded monthly as earned and are calculated as a percentage of each Deephaven Fund s monthly net assets, plus a percentage of a new high net asset value (the Incentive Allocation Fee), as defined, for any six month period ended June 30th or December 31st. A new high net asset value is defined as the amount by which the net asset value of the particular Deephaven fund exceeds the greater of either the highest previous net asset value in that Deephaven fund or the net asset value at the time each investor in that fund made his purchase. The Incentive Allocation Fee may increase or decrease during the year based on the performance of the Deephaven Funds and the level of assets under management. If Deephaven s Market Neutral

Fund, which represents approximately 40% of the total Deephaven assets under management, recognizes a loss in the second half of a calendar year, the Incentive Allocation Fee is recalculated on an annual rather than a semi-annual basis. As such, the Incentive Allocation Fee may be negative for certain periods, but not lower than zero on a year-to-date basis.

Writedown of Fixed Assets Writedowns of fixed assets are recognized when it is determined that the fixed assets are impaired. The amount of the impairment is determined by the difference between the carrying amount and the fair value of the fixed asset. In determining the impairment, an estimated fair value is obtained through research and inquiry of the market. Fixed assets are reviewed for impairment on a periodic basis.

Other Estimates The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions. In addition to the estimates that we make in connection with accounting for the items noted above, the use of estimates is also important in determining provisions for potential losses that may arise from litigation, regulatory proceedings and tax audits.

SFAS No. 123-R requires that we make certain estimates and assumptions relating to volatility and forfeiture rates when determining stock-based employee compensation expense. Volatility is estimated based on several factors including implied volatility of market-traded options on our common stock on the grant date and the historical volatility of the Company s common stock. Forfeiture rates are estimated based on historical rates of forfeiture of employee stock awards.

A portion of our Employee compensation and benefits expense on the Consolidated Statements of Operations represents discretionary bonuses, which are accrued for throughout the year and paid after the end of the year. Among many factors, discretionary bonus accruals, in general, are influenced by the Company s overall performance and competitive industry compensation levels.

We estimate and accrue for potential losses that may arise out of litigation, regulatory proceedings and tax audits to the extent that such losses are probable and can be estimated in accordance with SFAS No. 5 *Accounting for Contingencies*. Significant judgment is required in making these estimates and our final liabilities may ultimately be materially different. Our total liability accrued with respect to litigation and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses based on, among other factors, the progress of each case, our experience with and industry experience with similar cases and the opinions and views of internal and external legal counsel. Given the inherent difficulty of predicting the outcome of our litigation and regulatory matters, particularly in cases or proceedings in which substantial or indeterminate damages or fines are sought, or where cases or proceedings are in the early stages, we cannot estimate losses or ranges of losses for cases or proceedings where there is only a reasonable possibility that a loss may be incurred. For more information on our legal and regulatory matters, see Legal Proceedings in Part I, Item 3 of the Company s Annual Report on Form 10-K and Part II, Item 1 included in this document.

Recently Issued Accounting Standards

In December 2004, the FASB issued a revision to SFAS No. 123 *Accounting for Stock-Based Compensation*, SFAS No. 123-R, *Share-Based Payment*. SFAS No. 123-R focuses primarily on transactions in which an entity exchanges its equity instruments for employee services. SFAS No. 123-R eliminates the intrinsic value method under Accounting Principles Board No. 25 as an alternative method of accounting for stock-based awards. Additionally SFAS No. 123-R clarifies SFAS No. 123 s guidance in several areas including measuring fair value, classifying an award as equity or as a liability and attributing compensation cost to reporting periods. See Footnote 2 Significant Accounting Policies and Footnote 14, Stock-Based Compensation included in Part I, Item 1 Financial Statements of this document for a further discussion.

In July 2006 the FASB issued FASB Interpretation No. 48 (FIN 48) *Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109,* which clarifies the way companies account for uncertainty in income taxes. FIN 48 provides guidance related to a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken, or expected to be taken as a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006. We do not expect the adoption of FIN 48 to have a material impact on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

Our market-making and trading activities expose our capital to significant risks. These risks include, but are not limited to, absolute and relative price movements, price volatility and changes in liquidity, over which we have virtually no control.

For working capital purposes, we invest in money market funds, commercial paper and government securities or maintain interest-bearing balances in our trading accounts with clearing brokers, which are classified as Cash and cash equivalents and Receivable from brokers and dealers, respectively, on the Consolidated Statements of Financial Condition. These other amounts do not have maturity dates or present a material market risk, as the balances are short-term in nature and subject to daily repricing. Our cash and cash equivalents held in foreign currencies are subject to the exposure of foreign currency fluctuations. These balances are monitored daily, and are not material to the Company s overall cash position.

In Global Markets, we employ automated proprietary trading and position management systems that provide real-time, on-line position management and inventory control. We monitor our risks by reviewing trading positions and their appropriate risk measures. We have established a system whereby transactions are monitored by senior management on a real-time basis as are individual and aggregate dollar and inventory position totals and real-time profits and losses. The management of trading positions is enhanced by review of mark-to-market valuations and position summaries on a daily basis.

In the normal course of our equities market-making business, we maintain inventories of exchange-listed and OTC equity securities. The fair value of these securities at June 30, 2006 and 2005 was $577.8 million and $360.7 million, respectively, in long positions and $530.6 million and $321.6 million, respectively, in short positions. The potential change in fair value, using a hypothetical 10% decline in prices, is estimated to be a $4.7 million loss and a $3.9 million loss as of June 30, 2006 and 2005, respectively, due to the offset of gains in short positions with the losses in long positions.

As of June 30, 2006, we had a $228.9 million corporate investment in the Deephaven Funds, $175.4 million of which was invested in the Market Neutral Fund. The general objective of market neutral investment strategies is to seek to capture mispricings or spreads between related capital instruments. Within the Market Neutral Fund, Deephaven employs a variety of market neutral investment strategies, including convertible arbitrage, event arbitrage, relative value equity and distressed debt. Because the primary basis of the Deephaven Funds market neutral strategy is endeavoring to capture mispricings or spreads between related instruments, rather than attempting to predict or follow absolute price movements, the performance of the Market Neutral Fund is intended to be substantially non-correlated with the general debt and equity markets, as well as with a number of other non-traditional investment strategies. However, there will be unhedged credit risk in the convertible arbitrage portfolio and that part of the portfolio will have some correlation to credit spreads. Market neutral trading strategies also involve other substantial risks, for example, the disruption in historical pricing relationships and the risk of a tightening of dealer credit, forcing the premature liquidation of positions. The Deephaven Funds also utilize leverage, to the extent available and deemed by Deephaven to be consistent with the Funds risk/reward objectives, in an attempt to increase returns while maintaining strict risk controls.

Deephaven monitors its trading risks by reviewing trading positions and their appropriate risk measures. We have established a system whereby transactions are monitored by management and an independent risk control function, as are individual and aggregate dollar and inventory position totals and profits and losses by strategy. The management of trading positions is enhanced by review of mark-to-market valuations and position summaries. There can be no assurances that any of the Deephaven Funds strategy will be successful in achieving either its risk control or its profit objectives.

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Operational Risk

Operational risk can arise from many factors ranging from routine processing errors to potentially costly incidents arising, for example, from major systems failures. The Company incurs operational risk across all of its business activities, including revenue generating activities as well as support functions. Legal and compliance risk is included in the scope of operational risk and is discussed below under Legal Risk.

Primary responsibility for the management of operational risk lies with the business segments and supporting functions. The business segments maintain controls designed to manage and mitigate operational risk for existing activities. In addition, as new products and business activities are developed, operational risks are identified and controls are designed to mitigate the identified risks.

Disaster recovery plans are in place for critical facilities and resources and redundancies are built into the systems as deemed appropriate. The Company has also established policies, procedures and technologies to protect its computer and other assets from unauthorized access.

Legal Risk

Legal risk includes the risk of non-compliance with applicable legal and regulatory requirements and standards. Legal risk also includes contractual and commercial risk such as the risk that a counterparty s performance obligations will be unenforceable. The Company is generally subject to extensive regulation in the different jurisdictions in which it conducts its business (see Government Regulation and Market Structure in Part I, Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2005). The Company has established procedures based on legal and regulatory requirements that are designed to foster compliance with applicable statutory and regulatory requirements. The Company also has established procedures that are designed to require that the Company s policies relating to conduct, ethics and business practices are followed.

Item 4. Controls and Procedures

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of the Company s management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-14(c) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective. There have not been any changes in the Company s internal control over financial reporting (as such term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the last fiscal quarter to which this report relates 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

From time to time, we and certain of our past and present officers, directors and employees have been named as parties to legal actions, securities arbitrations, administrative claims and regulatory reviews and investigations arising in connection with the conduct of our businesses. We are also subject to several of these matters at the present time. Although there can be no assurances, at this time the Company believes, based on information currently available, that the outcome of each of the matters will not have a material adverse effect on the consolidated financial condition of the Company, although they might be material to operating results for any particular period, depending, in part, upon operating results for that period.

Regulatory

The Company owns subsidiaries including regulated broker-dealers that are subject to extensive oversight under federal, state and applicable international laws as well as SRO rules. Changes in market structure and the need to remain competitive require constant changes to our systems and order handling procedures. The Company makes these changes while continuously endeavoring to comply with many complex laws and rules. Compliance, surveillance or trading issues, common in the securities industry, and which are monitored or reported to the SEC or SROs, are reviewed in the ordinary course of business by our primary regulators, the SEC and the NASD. The Company, as a major order flow execution destination, is named from time to time in, or is asked to respond to a number of regulatory matters brought by SROs that arise from its trading activity. The Company is currently the subject of various regulatory reviews and investigations. In some instances, these matters may rise to an SEC or SRO disciplinary action and/or civil or administrative action.

As disclosed in the Company s Form 10-K filing for the year-ended December 31, 2005, the Company s affiliate, Deephaven Capital Management LLC (Deephaven), announced on February 9, 2006, in a Form 8-K filing made by the Company, that Deephaven had submitted an offer of settlement to the staff of the SEC, which the staff had agreed to recommend to the Commission, to resolve the previously disclosed investigation concerning trading activity associated with certain Private Investments in Public Equities (PIPEs) covered by the Wells Notice received by Deephaven. The offer of settlement was subject to final agreement on the settlement papers and final approval by the Commission.

On May 2, 2006, Deephaven announced that its offer of settlement had been approved by the Commission. Without admitting or denying the allegations in the SEC s complaint, and as part of the settlement, Deephaven was required to disgorge approximately $2.7 million, pay approximately $343,000 in pre-judgment interest and pay approximately $2.7 million as a civil penalty. In May 2006, these amounts were paid to the Clerk of the Court. As part of the settlement, the SEC staff filed a civil complaint in Federal District Court in which it was alleged that Deephaven traded in possession of material non-public information concerning 19 PIPEs offerings. The Commission also alleged Deephaven had a duty to maintain the information in confidence and refrain from trading. The complaint alleged violations of the anti-fraud provisions of Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. As part of the settlement, Deephaven was permanently enjoined from violating these provisions of law.

The settlement resolved the matters for which Deephaven received a Wells Notice from the staff of the SEC. The former Deephaven employee who also received a Wells Notice agreed to settle the allegations made by the SEC against him. Deephaven is not responsible for the penalties assessed against the former employee.

For further information on Legal Proceedings, see the section entitled Legal Proceedings , in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2005.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2005, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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Item 2. Changes in Securities and Use of Proceeds

The following table contains information about our purchases of our Class A Common Stock during the second quarter of 2006:

Period[1]	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [2]	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
April 1, 2006 April 30, 2006	638,007	$ 16.70	600,000	$ 188,938,786
May 1, 2006 May 31, 2006	833,311	16.09	826,000	175,654,525
June 1, 2006 June 30, 2006	60,449	15.50		175,654,525

36 % 25.0 33% 24%

$ 85.3 100 % $ 75.8 100% 12%

CooperSurgical's net sales of medical office and surgical procedures in the three month period increased compared to the prior year period on growth in sales of disposable products used in surgical procedures and recently launched products. The net sales increase in fertility products as compared to the prior year period was primarily due to sales of products recently acquired with Reprogenetics and Research Instruments, partially offset by the negative impact from the weakening of foreign currencies as compared to the United States dollar.

CooperSurgical's sales primarily include women's healthcare products and services used in fertility procedures and by gynecologists and obstetricians in office and surgical procedures. The balance consists of sales of medical devices outside of women's healthcare which CooperSurgical does not actively market. Unit growth and product mix, primarily sales of recently acquired products, influenced sales growth.

Cost of Sales/Gross Profit

Gross Profit Percentage of Net Sales

Three Months Ended January 31,	2016	2015
CooperVision	57 %	62 %
CooperSurgical	63 %	64 %
Consolidated	58 %	62 %

CooperVision's decline in gross margin in the three month period as compared to the prior year period is primarily due to the negative effects of foreign currency changes that unfavorably impacted gross margin as we reported lower net sales due to the weakening of foreign currencies as compared to the United States dollar. Gross margin also was negatively impacted compared to the prior year period by an increase of $4.4 million consisting of product and equipment rationalization costs to rationalize products, based on our review of Sauflon's products, materials and manufacturing processes, as well as costs associated with the start-up of new manufacturing facilities. The decrease in gross margin was partially offset by the increase in sales of higher margin products including Biofinity.
CooperSurgical's gross margin declined in the three month period as compared to the prior year period primarily due to unfavorable product mix from sales of recently acquired lower margin products and services, and the unfavorable

impact of foreign currency as we reported lower net sales partially due to the weakening of foreign currencies as compared to the United States dollar.

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Selling, General and Administrative Expense (SGA)

Three Months Ended January 31, ($ in millions)	2016	% Net Sales	2015	% Net Sales	2016 vs. 2015 % Change
CooperVision	$132.3	36 %	$132.2	36 %	— %
CooperSurgical	30.4	36 %	28.0	37 %	8 %
Corporate	10.9	—	13.3	—	(18)%
	$173.6	39 %	$173.5	39 %	— %

CooperVision's SGA remained flat in the three month period as compared to prior year period primarily due to increases of approximately $3.2 million of restructuring and integration costs, largely made up of professional fees related to Sauflon restructuring and integration activities, offset by the favorable impact of foreign currency and cost efficiencies resulting from the integration of Sauflon. CooperVision's SGA included $9.1 million of restructuring and integration costs in the three month period of 2016 compared to $5.9 million in the prior year period.

The increase in CooperSurgical's SGA in absolute dollars is primarily due to the inclusion of operating expenses for the recently acquired companies, Reprogenetics and Research Instruments. CooperSurgical's SGA included $2.7 million of acquisition and integration expenses in our fertility business in the three month period compared to $0.5 million in the prior year period. CooperSurgical continues to invest in sales activities to promote our products and to reach new customers.

The decrease in Corporate SGA in absolute dollars for the three month period of fiscal 2016 as compared to the prior year period is due to lower share-based compensation costs and efficiencies as a result of cost control measures.

Research and Development Expense (R&D)

Three Months Ended January 31, ($ in millions)	2016	% Net Sales	2015	% Net Sales	2016 vs. 2015 % Change
CooperVision	$11.1	3 %	$12.7	3 %	(13)%
CooperSurgical	3.7	4 %	3.4	5 %	8 %
	$14.8	3 %	$16.1	4 %	(8)%

The decrease in CooperVision's research and development expense in absolute dollars in the three month period as compared to the prior year period is primarily due to synergies resulting from the integration of Sauflon. CooperVision's R&D activities are primarily focused on the development of contact lenses and manufacturing improvements.

The increase in CooperSurgical's research and development expense in absolute dollars in the three month period is primarily due to increased activity to bring newly acquired products to market, increased investment in projects to develop new products and the upgrade of existing products. CooperSurgical's research and development activities include in vitro fertilization product development and the design and upgrade of surgical procedure devices.

Amortization Expense

Three Months Ended January 31, ($ in millions)	2016	% Net Sales	2015	% Net Sales	2016 vs. 2015 % Change
CooperVision	$12.0	3 %	$9.9	3 %	21 %
CooperSurgical	4.2	5 %	3.7	5 %	15 %
	$16.2	4 %	$13.6	3 %	19 %

The sequential increases in amortization are due to acquired intangible assets related to acquisitions, primarily the acquisitions of Research Instruments in December 2015, and Reprogenetics in August 2015. The increase in CooperVision's amortization expense includes a current period charge of $2.3 million to write off acquired in-process research and development. We expect amortization in fiscal 2016 to be approximately $13.8 million in each of the

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fiscal second and third quarters and $12.9 million in the fiscal fourth quarter primarily due to intangible assets acquired with Research Instruments and Reprogenetics, offset by intangible assets which we forecast to become fully amortized.

Restructuring Costs

During the fiscal fourth quarter of 2014 and in connection with the Sauflon acquisition, our CooperVision business unit initiated restructuring and integration activities to optimize operational synergies of the combined companies. This 2014 Sauflon Integration Plan activities include workforce reductions, consolidation of duplicative facilities and product rationalization. We now estimate that the total restructuring costs under this plan will be $112.0 million, as discussed in our notes to consolidated condensed financial statements. As of our fiscal first quarter of 2016, we are substantially complete with activities related to operating expenses, and we expect to incur costs related to the manufacturing activities through the end of fiscal 2016.

Pursuant to the 2014 Sauflon Integration Plan, in the fiscal first quarter of 2016, we recorded in cost of sales $10.5 million of expense, arising from production-related asset disposals and accelerated depreciation on equipment, primarily related to our hydrogel lenses, based on our review of products, materials and manufacturing processes of Sauflon; and we reduced in cost of sales, the accrued employee termination costs by $0.2 million. In the fiscal first quarter of 2016, we recorded in selling, general and administrative expense $0.1 million, of employee termination costs, and we recorded $0.3 million of expense for lease termination costs. We also recorded in research and development expense $0.1 million of employee termination costs in the fiscal first quarter of 2016.

Operating Income

Three Months Ended January 31, ($ in millions)	2016	% Net Sales	2015	% Net Sales	2016 vs. 2015 % Change
CooperVision	$52.8	14 %	$73.2	20 %	(28)%
CooperSurgical	15.5	18 %	13.2	17 %	17 %
Corporate	(10.9)	—	(13.3)	—	18 %
	$57.4	13 %	$73.1	16 %	(21)%

Consolidated operating income in the fiscal 2016 period decreased in absolute dollars and as a percentage of net sales compared to the prior year period primarily due to the 5% decrease in consolidated gross margin in the three month period, which primarily represents increases of product rationalization and facility start up costs. CooperVision's operating income in the fiscal 2016 period decreased in absolute dollars and as a percentage of net sales primarily due to restructuring, integration and amortization costs primarily related to Sauflon, as discussed above, recorded in cost of sales and operating expenses. CooperSurgical's operating income in the fiscal 2016 period increased in absolute dollars and as a percentage of net sales, primarily due to acquisitions, resulting in an increase in net sales of 12% partially offset by the increase in operating expenses of 9% in the three month period.

Interest Expense

($ in millions)	2016	% Net Sales	2015	% Net Sales	2016 vs. 2015 % Change
Interest expense	$5.3	1 %	$3.9	1 %	34 %

Interest expense increased in absolute dollars in the fiscal 2016 period compared to the prior year period reflecting higher average debt as a result of debt incurred in connection with recent acquisitions as well as the August 2014 acquisition of Sauflon along with higher interest rates on our revolving Credit Agreement, as such interest rates vary based on leverage. Current period debt outstanding includes $200.0 million on the uncommitted revolving lines of credit, entered into on March 24, 2015, the $700.0 million term loan, entered into on August 4, 2014, the $300.0 million term loan, entered into on September 12, 2013, as well as about $137.8 million drawn on our revolving Credit Agreement.

Other Expense (Income), Net

Three Months Ended January 31, ($ In millions)	2016	2015
Foreign exchange loss	$1.5	$1.5
Other, net	(0.1)	0.2
	$1.4	$1.7

Provision for Income Taxes

We recorded income tax benefit of $1.0 million in the fiscal first quarter of 2016 compared to income tax expense of $5.7 million in the prior year period. Our effective tax rate (ETR) (provision for income taxes divided by pretax income) for the fiscal first quarter of 2016 was a benefit of 2.0%. Our year-to-date results reflect the projected fiscal year ETR, plus any discrete items. The ETR used to record the provision for income taxes for the fiscal first quarter of 2015 was 8.5%. The decrease in the effective tax rate in the fiscal first quarter of 2016 was primarily due to a release of reserves associated with a prior year tax filing, a statutory tax rate reduction in the United Kingdom and the retroactive extension of the R&D tax credit.

The ETR is below the United States statutory rate as a majority of our taxable income is earned in foreign jurisdictions with lower tax rates. The ratio of domestic taxable income to worldwide taxable income has decreased over recent fiscal years effectively lowering the overall tax rate due to the fact that the tax rates in the majority of foreign jurisdictions where we operate are significantly lower than the statutory rate in the United States.

The impact on our provision for income taxes of income earned in foreign jurisdictions being taxed at rates different than the United States federal statutory rate was a benefit of approximately $13.5 million and a foreign effective tax rate of a benefit of approximately 23.6% in our fiscal first quarter of 2016 compared to a benefit of $18.8 million and a foreign effective tax rate of approximately 3.5% in our fiscal first quarter of 2015. See the notes to consolidated condensed financial statements for additional information.

Share Repurchase

In December 2011, our Board of Directors authorized a share repurchase program and subsequently amended the total repurchase authorization to $500.0 million. The program has no expiration date and may be discontinued at any time. We did not repurchase any shares during the fiscal first quarter of 2016. At January 31, 2016, we had remaining authorization to repurchase about $118.4 million of our common stock. See the notes to consolidated condensed financial statements for additional information.

Share-Based Compensation Plans

Cooper has several share-based compensation plans that are described in our Annual Report on Form 10-K for the fiscal year ended October 31, 2015. The compensation expense and related income tax benefit recognized in our consolidated condensed financial statements for share-based awards were as follows:

Three Months Ended January 31,		
($ In millions)	2016	2015
Selling, general and administrative expense	$5.8	$9.7
Cost of sales	0.5	0.8
Research and development expense	0.4	0.2
Total share-based compensation expense	$6.7	$10.7
Related income tax benefit	$2.0	$3.4

We capitalized share-based compensation expense as part of the cost of inventory in the amounts of $0.5 million during the three months ended January 31, 2016 and $0.8 million during the three months ended January 31, 2015.

Capital Resources and Liquidity

First Quarter Highlights

- Operating cash flow $89.5 million compared to $79.8 million in the fiscal first quarter of 2015
- Expenditures for purchases of property, plant and equipment $45.1 million compared to $65.0 million in the prior year period
- No share repurchases under our share repurchase plan, compared to $16.0 million in the prior year period

Comparative Statistics

($ in millions)	January 31, 2016	October 31, 2015
Cash and cash equivalents	$16.0	$16.4
Total assets	$4,401.8	$4,459.9
Working capital	$496.5	$272.6
Total debt	$1,377.3	$1,349.2
Stockholders' equity	$2,606.7	$2,673.9
Ratio of debt to equity	0.53:1	0.50:1
Debt as a percentage of total capitalization	35%	34%
Operating cash flow - twelve months ended	$400.7	$391.0

Working Capital

The increase in working capital as of January 31, 2016 from the end of fiscal 2015 was primarily due to the decrease in short-term debt as the $200.0 million revolving lines of credit entered into on March 24, 2015 are presented as long-term debt at January 31, 2016 due to our intent and ability to repay the outstanding principal amount utilizing the new Revolving Credit and Term Loan Agreement. The increase in working capital was also due to the decrease in accounts payable and the increase in inventories.

The $11.2 million increase in inventories was primarily related to the acquisition of Research Instruments in the fiscal period and the increased production to support product launches of single-use lenses including clariti and MyDay, our single-use silicone hydrogel contact lenses. At January 31, 2016, our inventory months on hand (MOH) were 7.4 after adjusting for equipment rationalization costs related to the acquisition of Sauflon and facility start-up costs, compared to 7.5 at October 31, 2015. Our unadjusted inventory MOH were 6.9 and 6.2 at January 31, 2016, and October 31, 2015, respectively. Our days sales outstanding (DSO) were 57 days at January 31, 2016, the same as at October 31, 2015 and January 31, 2015.

We have reviewed our needs in the United States for possible repatriation of undistributed earnings or cash of our foreign subsidiaries. Cooper presently intends to continue to indefinitely invest all earnings and cash outside of the United States of all foreign subsidiaries to fund foreign investments or meet foreign working capital and property, plant and equipment requirements.

Operating Cash Flow

Cash flow provided by operating activities in the fiscal first quarter of 2016 continued to be our major source of liquidity, at $89.5 million compared to $79.8 million in the prior year period. Current period results include $51.7 million of net income and non-cash items primarily made up of $53.5 million related to depreciation and amortization and $6.7 million related to share-based compensation. Results also include changes in operating assets and liabilities, which primarily reflect the increases in inventories and other assets of $6.1 million, the decreases in trade and other receivables of $8.9 million, the decreases in accounts payable and other liabilities of $9.1 million, and the decrease of $13.6 million relating to deferred taxes and taxes payable, along with $4.2 million of unfavorable currency translation. The $9.7 million increase in cash flow provided by operations in the fiscal first quarter of 2016 as compared to fiscal 2015 is primarily due to the favorable changes in working capital.

For the fiscal first quarter of 2016, our primary source of cash flows provided by operating activities was cash collections from our customers for purchase of our products. Our primary uses of cash flows from operating activities were for personnel and material costs along with cash payments of $4.0 million for interest.

For the fiscal first quarter of 2015, our primary source of cash flows provided by operating activities was cash collections from our customers for purchase of our products. Our primary uses of cash flows from operating activities were for personnel and material costs along with cash payments of $3.0 million for interest.

Investing Cash Flow

Cash used in investing activities of $106.0 million in the fiscal first quarter 2016 was driven by capital expenditures of $45.1 million, primarily to increase manufacturing capacity, and payments of $60.9 million related to acquisitions, primarily the acquisition of Research Instruments in the fiscal first quarter of 2016.

Cash used in investing activities of $65.2 million in the fiscal first quarter of 2015 was driven by capital expenditures of $65.0 million, primarily to increase manufacturing capacity.

Financing Cash Flow

The changes in cash used in financing activities primarily relate to borrowings and repayments of debt as well as share repurchases and the effects of share-based compensation awards. Cash provided by financing activities of $17.8 million in the fiscal first quarter of 2016 was driven by $28.1 million net borrowings of debt, offset by $10.9 million for taxes paid related to vested share-based compensation awards.

Cash used in financing activities of $20.2 million in the fiscal first quarter of 2015 was driven by $16.0 million in payments for share repurchases under our share repurchase plan, $10.8 million for taxes paid related to vested share-based compensation awards, $2.4 million payment for contingent consideration, $2.0 million for purchase of noncontrolling interests, and $0.4 million for distributions to noncontrolling interests. Cash used in financing activities were offset by $11.1 million net borrowings of debt.

On March 1, 2016, subsequent to the end of the fiscal first quarter of 2016, we entered into a new syndicated revolving Credit and Term Loan Agreement with Keybank as administrative agent. For more information, please see Outlook above and Note 6 and Note 15 for our debt and subsequent event disclosures in the notes to consolidated condensed financial statements.

At January 31, 2016, we had $862.0 million available under our existing revolving Credit Agreement. The $200.0 million borrowed on the revolving lines of credit, entered into on March 24, 2015, the $700.0 million term loan, entered into on August 4, 2014, and the $300.0 million term loan, entered into on September 12, 2013, were outstanding as of January 31, 2016. We are in compliance with our financial covenants including the Interest Coverage Ratio at 29.09 to 1.00 and the Total Leverage Ratio at 2.41 to 1.00. As defined, in both the Credit Agreement and term loans, the Interest Coverage Ratio is the ratio of Consolidated Proforma EBITDA to Consolidated Interest Expense with the requirement to be at least 3.00 to 1.00 and the Total Leverage Ratio is the ratio of Consolidated Funded Indebtedness to Consolidated Proforma EBITDA with the requirement to be no higher than 3.75 to 1.00.

Estimates and Critical Accounting Policies

Management estimates and judgments are an integral part of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). We believe that the critical accounting policies listed below address the more significant estimates required of management when preparing our consolidated financial statements in accordance with GAAP. We consider an accounting estimate critical if changes in the estimate may have a material impact on our financial condition or results of operations. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, actual results could differ from the original estimates, requiring adjustment to these balances in future periods. The accounting policies that reflect our more significant estimates, judgments and assumptions and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are:

- Revenue recognition
- Net realizable value of inventory
- Valuation of goodwill
- Business combinations
- Income taxes
- Share-based compensation

During the fiscal first quarter of 2016, there were no significant changes in our estimates and critical accounting policies. Please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, for a more complete discussion of our estimates and critical accounting policies.

We performed our annual impairment assessment of goodwill during the fiscal third quarter of 2015, and our analysis indicated that we had no impairment of goodwill. As described in Note 5 in this Quarterly Report on Form 10-Q and Note 1 in our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, we will continue to monitor conditions and changes that could indicate that our recorded goodwill may be impaired.

Accounting Pronouncements Issued Not Yet Adopted

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). ASU 2016-01 requires that a lessee recognize the assets and liabilities that arise from operating leases. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The amendments in the ASU are effective for the Company in our fiscal year and interim periods beginning on November 1, 2019.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 sets forth a new revenue recognition model that requires identifying the contract, identifying the performance obligations, determining the transaction price, allocating the transaction price to performance obligations and recognizing the revenue upon satisfaction of performance obligations. The amendments in the ASU can be applied either retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the update recognized at the date of the initial application along with additional disclosures. We are currently evaluating the impact of ASU 2014-09, which is effective for the Company in our fiscal year beginning on November 1, 2018.

Accounting Pronouncements Recently Adopted

In April 2015, the FASB issued Accounting Standards Update (ASU) 2015-03, Interest - Imputation of Interest (Subtopic 835-30) Simplifying the Presentation of Debt Issuance Costs. The amendments in this update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-03 is effective for interim and annual reporting periods beginning after December 15, 2016. Early adoption is permitted. We elected to early adopt this guidance as a change in accounting principle on a retrospective basis in the fiscal first quarter ended January 31, 2016. As of January 31, 2016 and October 31, 2015, we have presented debt issuance costs related to our term loans, previously reported in other assets, as direct deductions from the carrying amount of the debt liability. We also presented the debt issuance costs related to our revolving credit facility as a deferred asset within other assets, as is permitted by ASU 2015-15, Imputation of Interest, which was issued in August 2015. Such adoption did not have a material impact to our consolidated financial position.

Trademarks

Aquaform®, Avaira®, Biofinity®, MyDay® and Proclear® are registered trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries. PC Technology™, FIPS™ and A Quality of Life Company™ are trademarks of The Cooper Companies, Inc., its affiliates and/or subsidiaries. The clariti® mark is a registered trademark of The Cooper Companies, Inc., its affiliates and/or subsidiaries worldwide except in the United States where the use of clariti® is licensed.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Most of our operations outside the United States have their local currency as their functional currency. We are exposed to risks caused by changes in foreign exchange, principally our British pound sterling, euro, Japanese yen, Danish krone, Swedish krona, Australian dollar and Canadian dollar-denominated debt and receivables denominated in currencies other than the United States dollar, and from operations in foreign currencies. We have taken steps to minimize our balance sheet exposure. Although we may enter into foreign exchange agreements with financial institutions to reduce our exposure to fluctuations in foreign currency values relative to our debt or receivables obligations, these hedging transactions do not eliminate that risk entirely. We are also exposed to risks associated with changes in interest rates, as the interest rates on our revolving lines of credit and term loans may vary with the Eurodollar rate. We may decrease this interest rate risk by hedging a portion of variable rate debt effectively converting it to fixed rate debt for varying periods. As of January 31, 2016, we have no outstanding interest rate swaps. For additional detail, see Item 1A. Risk Factors and Note 1 and Note 11 to the consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2015, and Note 11 in this Quarterly Report on Form 10-Q for the period ended January 31, 2016.

On March 1, 2016, subsequent to the end of the fiscal first quarter of 2016, we entered into a new syndicated Revolving Credit and Term Loan Agreement with Keybank as administrative agent. The new agreement replaces the Credit Agreement described below and funds from the new term loan were used to repay the $200.0 million outstanding principal amount of the two uncommitted revolving lines of credit, entered into on March 24, 2015 and the outstanding amounts under the previous Credit Agreement. We may also use funds from the new term loan to repay outstanding amounts under the term loan entered into on August 4, 2014 and for general corporate purposes. The revolving lines of credit entered into on March 24, 2015 are presented as long-term debt at January 31, 2016 due to our intent and ability to repay the outstanding principal amount utilizing the new Revolving Credit and Term Loan Agreement. The term loans entered into on August 4, 2014 and September 12, 2013 remain outstanding at January 31, 2016 and March 1, 2016. For more information, please see Note 6 and Note 15 for our debt and subsequent event disclosures in the notes to consolidated condensed financial statements.

On August 4, 2014, we entered into a three-year, $700.0 million, senior unsecured term loan agreement that will mature on August 4, 2017. There is no amortization of the principal, and we may prepay the loan balances from time to time, in whole or in part, with premium or penalty. At January 31, 2016, $700.0 million remained outstanding on this term loan.

On September 12, 2013, we entered into a five-year, $300.0 million, senior unsecured term loan agreement that will mature on September 12, 2018, and will be subject to amortization of principal of 5% per year payable quarterly beginning October 31, 2016, with the balance payable at maturity. At January 31, 2016, $300.0 million remained outstanding on this term loan.

Our Credit Agreement, originally entered into on January 12, 2011 and subsequently amended, provides for a multicurrency revolving credit facility in the aggregate commitment amount of $1.0 billion and the aggregate commitment amount may be increased , upon written request by Cooper, by $500.0 million. The maturity date is May 31, 2017. At January 31, 2016, we had $862.0 million available under the revolving Credit Agreement.

Item 4. Controls and Procedures

The Company has established and currently maintains disclosure controls and procedures designed to ensure that material information required to be disclosed in its reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and that any material information relating to the Company is recorded, processed, summarized and reported to its principal officers to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives. In reaching a reasonable level of assurance, management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In conjunction with the close of each fiscal quarter, the Company conducts a review and evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. The Company's Chief Executive Officer and Chief Financial Officer, based upon their evaluation as of January 31, 2016, the end of the fiscal quarter covered in this report, concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

As of January 31, 2016, there has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

In July 2015, CooperVision made a one-time lump sum payment to JJVC of $17.0 million to settle their existing patent disputes. The settlement included worldwide, non-exclusive, perpetual and royalty-free cross-licenses between the parties to certain patents. The settlement also included reciprocal covenants not to sue on those patents which were not licensed with respect to each party’s current, core commercialized product offerings, including all silicone hydrogel lenses. Neither party admitted any liability as part of the settlement.

Since March 2015, over 50 putative class action complaints were filed by contact lens consumers alleging that contact lens manufacturers, in conjunction with their respective Unilateral Pricing Policy (UPP), conspired to reach agreements between each other and certain distributors and retailers regarding the prices at which certain contact lenses could be sold to consumers. The plaintiffs are seeking damages against CooperVision, Inc., other contact lens manufacturers, distributors and retailers, in various courts around the United States. In June 2015, all of the class action cases were consolidated and transferred to the United States District Court for the Middle District of Florida. CooperVision denies the allegations and intends to defend the actions vigorously. We are not in a position to assess whether any loss or adverse effect on our financial condition is probable or remote or to estimate the range of potential loss, if any.

Item 1A. Risk Factors

There have been no material changes in the Company’s risk factors from those disclosed in our Annual Report on Form 10-K for fiscal year ended October 31, 2015.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The Company's share repurchase activity during the three-month period ended January 31, 2016, was as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plans or Programs
11/1/15 - 11/30/15	—	$—	—	$ 118,400,000
12/1/15 - 12/31/15	—	$—	—	$ 118,400,000
1/1/16 - 1/31/16	—	$—	—	$ 118,400,000
Total	—	$—	—	

The transactions described in the table above represent the repurchase of the Company’s common stock on the New York Stock Exchange as part of the share repurchase program approved by the Company’s Board of Directors in December 2011 (2012 Share Repurchase Program). The program as amended in December 2012 and December 2013 provides authorization for a total of $500.0 million. Purchases under the 2012 Share Repurchase Program may be made from time-to-time on the open market at prevailing market prices or in privately negotiated transactions and are subject to a review of the circumstances in place at the time and will be made from time to time as permitted by securities laws and other legal requirements. This program has no expiration date and may be discontinued at any time. At January 31, 2016, the remaining repurchase authorization under the 2012 Share Repurchase Program was approximately $118.4 million.

Item 6. Exhibits

Exhibit Number	Description
10.1	The Cooper Companies, Inc. 2016 Incentive Payment Plan, incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on February 4, 2016
10.2	Revolving Credit and Term Loan Agreement, dated as of March 1, 2016, among The Cooper Companies, Inc., CooperVision International Holding Company, LP, the lenders from time to time party thereto, KeyBank National Association, as administrative agent, swing line lender and a letter of credit issuer, KeyBanc Capital Markets Inc., Citigroup Global Markets Inc., DNB Bank ASA, New York Branch, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Union Bank, N.A. and Wells Fargo Securities, LLC, as joint lead arrangers and joint bookrunners, Bank of America, N.A., DNB Bank ASA, New York Branch, JPMorgan Chase Bank, N.A., and MUFG Union Bank, N.A., as syndication agents, Citibank, N.A. and Wells Fargo Bank, National Association, as documentation agents, and TD Bank, N.A., PNC Bank, National Association, and U.S. Bank, National Association, as senior managing agents, incorporated by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed March 3, 2016
10.3	Amendment and Restatement Agreement, dated as of March 1, 2016, among The Cooper Companies, Inc., the lenders party thereto, and Keybank National Association, as administrative agent, to amend and restate the Company’s Term Loan Agreement, dated as of September 12, 2013 and as previously amended, incorporated by reference to Exhibit 10.2 of the Company’s Current Report on Form 8-K filed March 3, 2016
10.4	Amendment and Restatement Agreement, dated as of March 1, 2016, among The Cooper Companies, Inc., the lenders party thereto, and Keybank National Association, as administrative agent, to amend and restate the Company’s Term Loan Agreement, dated as of August 4, 2014 and as previously amended, incorporated by reference to Exhibit 10.3 of the Company’s Current Report on Form 8-K filed March 3, 2016
11*	Calculation of Earnings Per Share
31.1	Certification of the Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2	Certification of the Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1	Certification of the Chief Executive Officer, pursuant to 18 U.S.C. Section 1350
32.2	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350
101	The following materials from the Company's Quarterly Report on Form 10-Q for the period ended January 31, 2016, formatted in Extensible Business Reporting Language (XBRL): (i) Consolidated Statements of Income for the three months ended January 31, 2016 and 2015, (ii) Consolidated Statements of Comprehensive Income for the three months ended January 31, 2016 and 2015, (iii)

Consolidated Condensed Balance Sheets at January 31, 2016 and October 31, 2015, (iv) Consolidated Condensed Statements of Cash Flows for the three months ended January 31, 2016 and 2015 and (v) related notes to consolidated condensed financial statements.

* The information called for in this Exhibit is provided in Note 8. Earnings Per Share to the Consolidated Condensed Financial Statements in this report.

SIGNATURE

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

	The Cooper Companies, Inc. (Registrant)
Date: March 4, 2016	/s/ Tina Maloney Tina Maloney Vice President and Corporate Controller (Principal Accounting Officer)

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* The information called for in this Exhibit is provided in Note 8. Earnings Per Share to the Consolidated Condensed Financial Statements in this report.

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