MCF CORP
Form 10-Q
November 07, 2006

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 September 30, 2006

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

For the Transition Period from_____ to_____.

Commission file number: 1-15831

MCF CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware	**11-2936371**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
600 California Street, 9th Floor San Francisco, CA	**94108**
(Address of Principal Executive Offices)	**(Zip Code)**

(415) 248-5600
(Registrant's Telephone Number, Including Area Code)

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 o No x

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 o Accelerated filer x Non-accelerated filer o

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

The number of shares of Registrant's common stock outstanding as of November 6, 2006 was 74,218,892.

Form 10-Q
For the Nine Months Ended September 30, 2006

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

MCF CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2006	September 30, 2005	September 30, 2006	September 30, 2005
Revenue:				
Commissions	$ 6,700,416	$ 6,943,963	$ 23,344,124	$ 20,265,658
Principal transactions	(1,148,313)	838,504	(1,480,963)	315,770
Investment banking	1,839,288	1,130,351	11,750,176	9,839,450
Other	242,010	200,382	873,424	456,595
Total revenue	7,633,401	9,113,200	34,486,761	30,877,473
Operating expenses:				
Compensation and benefits	8,716,833	6,761,813	30,542,987	23,130,359
Brokerage and clearing fees	598,644	688,320	1,987,504	1,775,597
Professional services	576,060	502,093	1,884,345	1,248,923
Occupancy and equipment	436,769	426,109	1,268,917	1,159,307
Communications and technology	802,777	496,285	2,137,892	1,362,638
Depreciation and amortization	171,916	132,606	508,851	367,718
Travel and entertainment	623,587	427,274	2,005,242	1,211,686
Other	1,069,601	1,184,191	1,632,265	2,320,431
Total operating expenses	12,996,187	10,618,691	41,968,003	32,576,659
Operating loss	(5,362,786)	(1,505,491)	(7,481,242)	(1,699,186)
Interest income	118,840	115,316	370,684	305,407
Interest expense	134,895	(15,755)	(408,036)	(49,468)
Loss before income taxes	(5,109,051)	(1,405,930)	(7,518,594)	(1,443,247)
Income tax (expense) benefit	—	(86,814)	—	(127,408)
Net loss	$ (5,109,051)	(1,492,744)	(7,518,594)	(1,570,655)
Earnings (loss) per share:				
Basic	$ (0.07)	$ (0.02)	$ (0.11)	$ (0.02)
Diluted	$ (0.07)	$ (0.02)	$ (0.11)	$ (0.02)
Weighted average common shares outstanding:				
Basic	71,063,452	66,905,944	69,346,704	66,226,377
Diluted	71,063,452	66,905,944	69,346,704	66,226,377

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

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MCF CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(unaudited)

	September 30, 2006	December 31, 2005
ASSETS		
Cash and cash equivalents	$ 10,129,541	$ 11,138,923
Cash restricted for fund investment (Note 1)	6,300,944	—
Securities owned:		
Marketable, at fair value	10,209,824	8,627,543
Not readily marketable, at estimated fair value	1,862,172	1,065,743
Restricted cash	628,181	627,606
Due from clearing broker	586,933	973,138
Accounts receivable, net	727,410	2,073,195
Equipment and fixtures, net	1,244,166	1,378,235
Intangible assets	418,800	394,456
Prepaid expenses and other assets	1,931,336	1,415,574
Total assets	$ 34,039,307	$ 27,694,413
LIABILITIES, MINORITY INTEREST AND STOCKHOLDERS' EQUITY		
Accounts payable	$ 1,181,017	$ 901,138
Commissions and bonus payable	3,020,997	4,735,892
Accrued liabilities	2,078,518	2,201,499
Due to clearing and other brokers	19,268	118,798
Securities sold, not yet purchased	1,809,258	41,579
Capital lease obligation	608,272	883,993
Convertible notes payable and participation interest obligation, net	6,712,559	176,741
Notes payable	162,221	231,772
Total liabilities	15,592,110	9,291,412
Commitments and contingencies		
Minority interest	2,188,050	—
Stockholders' equity:		
Preferred stock, Series A—$0.0001 par value; 2,000,000 shares authorized; 0 shares issued and outstanding as of September 30, 2006 and December 31, 2005, respectively; aggregate liquidation preference of $0	—	—
Preferred stock, Series B—$0.0001 par value; 12,500,000 shares authorized; 8,750,000 shares issued and 0 shares outstanding as of September 30, 2006 and December 31, 2005; aggregate liquidation preference of $0	—	—
Preferred stock, Series C—$0.0001 par value; 14,200,000 shares authorized; 11,800,000 shares issued and 0 shares outstanding as of September 30, 2006 and December 31, 2005; aggregate liquidation preference of $0	—	—
Common stock, $0.0001 par value; 300,000,000 shares authorized; 74,212,747 and 71,467,118 shares issued and outstanding as of September 30, 2006 and December 31, 2005, respectively	7,421	7,147
Additional paid-in capital	113,952,794	111,725,167
Deferred compensation	—	(3,146,839)
Accumulated deficit	(97,701,068)	(90,182,474)
Total stockholders' equity	16,259,147	18,403,001
Total liabilities, minority interest and stockholders' equity	$ 34,039,307	$ 27,694,413

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

MCF CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine Months Ended September 30, 2006	2005
Cash flows from operating activities:		
Net loss	$ (7,518,594)	$ (1,570,655)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	508,851	367,718
Share-based compensation	3,179,305	1,468,064
Tax benefits from employee stock options	—	(10,424)
Amortization of discounts on convertible notes payable	326,383	7,752
Amortization of debt issuance costs	26,783	—
Unrealized (gain) loss on securities owned	2,810,298	(363,187)
Other	13,055	(17,132)
Changes in operating assets and liabilities:		
Securities owned	(3,421,329)	(1,902,458)
Restricted cash	(575)	(2,866)
Due from clearing broker	386,205	(446,910)
Accounts receivable	1,345,785	346,256
Prepaid expenses and other assets	(542,545)	196,781
Accounts payable	279,879	806,804
Commissions and bonus payable	(1,714,895)	(1,136,806)
Accrued liabilities	(122,981)	113,527
Due to clearing and other brokers	(99,530)	28,848
Net cash used in operating activities	(4,543,905)	(2,114,688)
Cash flows from investing activities:		
Cash restricted for fund investment	(6,300,944)	—
Purchase of equipment and fixtures	(353,623)	(557,617)
Investment in Catalyst	(58,558)	(353,882)
Net cash used in investing activities	(6,713,125)	(911,499)
Cash flows from financing activities:		
Proceeds from the exercise of stock options and warrants	301,799	116,682
Proceeds from the issuance of common stock	603,070	591,651
Proceeds from the issuance of note payable ($6,112,171) and stock warrant ($1,387,829)	7,500,000	—
Minority interest in fund	2,188,050	—
Debt service principal payments	(345,271)	(201,631)
Net cash provided by financing activities	10,247,648	506,702
Decrease in cash and cash equivalents	(1,009,382)	(2,519,485)
Cash and cash equivalents at beginning of period	11,138,923	17,459,113
Cash and cash equivalents at end of period	$ 10,129,541	$ 14,939,628
Supplementary disclosure of cash flow information:		

Cash paid during the period:				
Interest	$	55,624	$	66,410
Income taxes	$	18,800	$	68,161
Non-cash investing and financing activities:				
Reclassification of deferred compensation	$	3,146,839	$	—
Issuance of non-vested stock	$	—	$	1,945,973
Issuance of stock options accounted for at intrinsic value	$	—	$	12,000
Acquisition of Catalyst	$	—	$	74,940
Issuance of common stock to Ascend	$	—	$	500,000

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

MCF CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Significant Accounting Policies

Basis of Presentation

The interim financial statements included herein for MCF Corporation, or the Company, have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the financial statements included in this report reflect all normal recurring adjustments that the Company considers necessary for the fair presentation of the results of operations for the interim periods covered and the financial position of the Company at the date of the interim statement of financial condition. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to understand the information presented. The operating results for interim periods are not necessarily indicative of the operating results for the entire year. These financial statements should be read in conjunction with the Company's 2005 audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

In May 2006, the stockholders of the Company voted to approve the amendment to the Amended Certificate of Incorporation to effect a reverse stock split at a ratio of 1-for-7, which is authorized to be implemented within the next two years.

Cash Restricted for Fund Investment

In March 2006, the Company launched its first proprietary hedge fund managed by MCF Asset Management, LLC. The Company invested $7.5 million into the fund as a limited partner. Accordingly, the Company has consolidated all of the assets and liabilities of the fund, including $6,301,000 of cash and cash equivalents, because the Company has effective control of the fund that results from the large initial percentage interest in the limited partnership. The Company will deconsolidate the assets and liabilities of the fund, including the cash and cash equivalents of the fund, if and when effective control of the fund transfers to other investors in the future. If the Company did not have effective control of the fund as of September 30, 2006, these assets, liabilities and minority interest, including the $6,301,000 of cash and cash equivalents would not have been included in the Company's consolidated statements of financial condition. Instead, the Company would have recorded an asset representing an investment in the fund managed by MCF Asset Management, LLC which is subject to a one year lock-up provision which makes this investment illiquid for one year.

Securities Owned

“Securities owned” and “Securities sold, but not yet purchased” in the consolidated statements of financial condition consist of financial instruments carried at fair value or amounts that approximate fair value, with related unrealized gains or losses recognized in the results of operations. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair values of the financial instruments are generally obtained from quoted market prices in active markets, broker or dealer price quotations, or alternative pricing sources with reasonable levels of price transparency. To the extent certain financial instruments trade infrequently or are non-marketable securities and, therefore, have little or no price

transparency, the Company values these instruments based on management's estimates. The fair value of these securities is subject to a high degree of volatility and may be susceptible to significant fluctuation in the near term. Securities that contain restrictions are stated at a discount to the value of readily marketable securities. Stock warrants are carried at a discount to fair value as determined by using the Black-Scholes Option Pricing model due to liquidity.

Commissions and Principal Transactions Revenue

Commissions revenue includes revenue resulting from executing stock exchange-listed securities, over-the counter securities and other transactions as agent for the Company's clients. Principal transactions consist of a portion of dealer spreads attributed to the Company's securities trading activities as principal in NASDAQ-listed and other securities, and include transactions derived from activities as a market-maker. Additionally, principal transactions include gains and losses resulting from market price fluctuations that occur while holding positions in trading security inventory.

Commissions revenue and related clearing expenses are recorded on a trade-date basis as security transactions occur. Principal transactions in regular-way trades are recorded on the trade date, as if they had settled. Profit and loss arising from all securities and commodities transactions entered into for the account and risk of the Company are recorded on a trade-date basis.

MCF CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—CONTINUED
(unaudited)

Investment Banking Revenue

Investment banking revenue includes underwriting and private placement agency fees earned through the Company's participation in public offerings and private placements of equity and convertible debt securities and fees earned as financial advisor in mergers and acquisitions and similar transactions. Underwriting revenue is earned in securities offerings in which the Company acts as an underwriter and includes management fees, selling concessions and underwriting fees. Management fees are recorded on the offering date, selling concessions on settlement date, and underwriting fees at the time the underwriting is completed and the related income is reasonably determinable. Syndicate expenses related to securities offerings in which the Company acts as underwriter or agent are deferred until the related revenue is recognized or we determine that it is more likely than not that the securities offerings will not ultimately be completed. Merger and acquisition fees and other advisory service revenue are generally earned and recognized only upon successful completion of the engagement. Underwriting revenue is presented net of related expenses. Unreimbursed expenses associated with private placement and advisory transactions are recorded as expenses as incurred.

As co-manager for registered equity underwriting transactions, management must estimate the Company's share of transaction related expenses incurred by the lead manager in order to recognize revenue. Transaction related expenses are deducted from the underwriting fee and therefore reduces the revenue that is recognized as co-manager. Such amounts are adjusted to reflect actual expenses in the period in which the Company receives the final settlement, typically 90 days following the closing of the transaction.

Share-Based Compensation Expense

On January 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) 123(R), “Share-Based Payment,” which requires the measurement and recognition of compensation expense, based on estimated fair values, for all share-based awards, made to employees and directors, including stock options, non-vested stock, and participation in the Company's employee stock purchase plan. In March 2005, the Securities and Exchange Commission issued Staff Accounting Bulletin (SAB) No. 107 relating to SFAS 123(R). The Company has applied the provisions of SAB 107 in its adoption of SFAS 123(R).

The Company adopted SFAS 123(R) using the modified prospective application transition method, as of January 1, 2006, the first day of the Company's fiscal year 2006. The Company's consolidated financial statements as of and for the nine months ended September 30, 2006 reflect the impact of SFAS 123(R). In accordance with the modified prospective application transition method, the Company's consolidated financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). Share-based compensation expense recognized under SFAS 123(R) for the nine months ended September 30, 2006 was $3,179,000, which includes $211,000 of share-based compensation issued in connection with the acquisition of Catalyst (see Note 4).

Prior to the adoption of SFAS 123(R), the Company accounted for share-based awards to employees and directors using the intrinsic value method in accordance with Accounting Principles Board (APB) Opinion No. 25, “Accounting for Stock Issued to Employees,” as allowed under SFAS 123, “Accounting for Stock-Based Compensation.” Share-based compensation expense of $1,468,000 for the nine months ended September 30, 2005 was solely related to non-vested stock awards and stock options granted with intrinsic value that the Company had been recognizing in its consolidated statements of operations in accordance with the provisions set forth above. In accordance with the intrinsic value method, no share-based compensation expense was otherwise recognized in the Company's consolidated statements of operations because the exercise price of nearly all of the Company's stock options granted to employees and directors

equaled the fair market value of the underlying stock at the grant date.

SFAS 123(R) requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense in the Company's consolidated statements of operations over the requisite service periods. Share-based compensation expense recognized in the Company's consolidated statement of operations for the nine months ended September 30, 2006 includes compensation expense for share-based awards granted (i) prior to, but not yet vested as of December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123, and (ii) subsequent to December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R). Compensation expense for all share-based awards subsequent to December 31, 2005 is recognized using the straight-line single-option method. Because share-based compensation expense is based on awards that are ultimately expected to vest, share-based compensation expense has been reduced to account for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In the Company's pro forma information required under SFAS 123 for periods prior to fiscal 2006, the Company accounted for forfeitures as they occurred.

MCF CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—CONTINUED
(unaudited)

To calculate option-based compensation under SFAS 123(R), the Company used the Black-Scholes option pricing model, which it had previously used for valuation of option-based awards for its pro forma information required under SFAS 123 for periods prior to fiscal 2006. The Company's determination of fair value of option-based awards on the date of grant using the Black-Scholes model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors.

No tax benefits were attributed to the share-based compensation expense because a valuation allowance was maintained for all net deferred tax assets.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A valuation allowance is recorded to reduce deferred tax assets to an amount whose realization is more likely than not. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the consolidated statements of operations in the period that includes the enactment date.

Segment Reporting

SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information,* establishes annual and interim reporting standards for operating segments of a company. It also requires entity-wide disclosures about the products and services an entity provides, the material countries in which it holds assets and reports revenue, and its major customers. The Company organizes its operations into four operating segments for the purpose of making operating decisions or assessing performance. These operating segments are organized along operating subsidiaries, Merriman Curhan Ford & Co., MCF Asset Management, LLC and MCF Wealth Management, LLC, as well as corporate support. Accordingly, the Company operates in four reportable operating segments in the United States.

Reclassification

Certain prior year amounts have been reclassified to conform to current year consolidated financial statement presentation. Such reclassification had no impact on net loss or stockholders' equity.

New Accounting Pronouncements

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income* Taxes, which supplements SFAS No. 109 by defining the confidence level that a tax position must meet in order to be recognized in the financial statements. Interpretation No. 48 requires that the tax effects of a position be recognized only if it is “more-likely-than-not” to be sustained based solely on its technical merits as of the reporting date. The more-likely-than-not threshold represents a positive assertion by management that a company is entitled to the economic benefits of a tax position. If a tax position is not considered more-likely-than-not to be sustained based solely on its technical merits, no benefits of the position are to be recognized. Moreover, the more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of a benefit. At adoption, companies must adjust their financial statement to reflect only those tax positions that are more-likely-than-not to be sustained as of the adoption

date. Any necessary adjustment would be recorded directly to retained earnings in the period of adoption and reported as a change in accounting principle. This Interpretation is effective as of the beginning of the first fiscal year beginning after December 15, 2006. The Company will adopt Interpretation No. 48 on January 1, 2007 and is currently assessing the potential impact on our financial statements.

2. Issuance of Debt

On March 7, 2006, the Company completed a $7.5 million private placement of a variable rate secured convertible debenture with a detachable stock warrant. The issue was placed with Midsummer Investment, Ltd. The Company invested the proceeds in one of the proprietary funds managed by MCF Asset Management, LLC, a wholly owned subsidiary. The debenture bears interest at a variable rate based on the annual investment performance of the investment in the proprietary funds managed by MCF Asset Management, LLC. The interest rate can be zero or a positive number and is based on the investment performance for each separate calendar year.

The debenture is convertible into the Company's common stock at a conversion price of $1.41 per share, subject to certain anti-dilutive adjustments. Specifically, if the Company issues common stock at an effective price below $1.41, then the conversion price of the debenture will be reduced to equal this new effective price. This anti-dilution provision excludes certain exempt issuances, such as employee stock options. Midsummer may elect to convert the debenture into common stock of the Company at the conversion price at any time following the closing date. The Company may redeem all or part of the debenture after three years at 110% of the principal amount being redeemed. The Company may elect to force conversion of the debenture into common stock if the Company's common stock trades above $4.94 for 20 consecutive trading days. The debenture contains covenants that may preclude the Company from issuing additional debt over a specified limit, entering into certain new liens on company assets, repurchasing stock or paying dividends when the debenture remains outstanding with balance of at least $2 million. The maturity date of the notes is December 31, 2010. Stock warrants to purchase 1,875,000 shares of common stock at $1.41 per share were also issued to the investor. The stock warrants have a six year term. The stock warrant includes a similar anti-dilution provision for subsequent common stock issuance at prices below $1.41 per share.

MCF CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—CONTINUED
(unaudited)

The $7,500,000 raised in the transaction described above is accounted for under generally accepted accounting principles, primarily APB 14, “Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants”, SFAS 133, “Accounting for Derivative Instruments and Hedging Activities”, EITF Issue 98-5, “Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios”, and EITF Issue 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock”. The Company has accounted for this transaction as the issuance of convertible debt, an embedded derivative referred to as a participation interest obligation, and a detachable stock warrant. The $7,500,000 has been allocated to the derivative using its fair value with the balance allocated to the debt and the stock warrant based on their relative fair value as determined by management. During the third quarter of 2006, the Company obtained an appraisal from a third party to support the fair market values used to allocate the proceeds. Management’s initial estimates were adjusted to the appraisal amounts. This true-up resulted in a credit to interest expense during the third quarter in the amount of $304,000.

The fair value of the stock warrant of $1,291,000 has been recorded as a discount to the convertible debenture and an increase to additional paid-in capital. The fair value of the participation interest obligation of $2,276,000 is also treated as a discount to the convertible debenture and is based on a forecast of future cash flows to be paid to the lender discounted at a risk adjusted yield. The discount to the convertible debenture of $3,567,000 is amortized to interest expense using the level yield method over the term of the debenture. As of September 30, 2006, the implicit rate on the convertible debt is 13.8%. The participation interest obligation is carried in the statements of financial condition at fair value and the Company will reassess fair value of the participation interest obligation at the end of each reporting period with adjustments recorded to interest expense.

3. Share-Based Compensation Expense

Stock Options

The 1999 Stock Option Plan, 2000 Stock Option and Incentive Plan, 2001 Stock Option and Incentive Plan, 2003 Stock Option and Incentive Plan, 2004 Non-Qualified Stock Option and Inducement Plan and 2006 Directors' Stock Option and Incentive Plan, collectively the Option Plans, permit the Company to grant employees, outside directors, and consultants incentive stock options, nonqualified stock options or stock purchase rights to purchase shares of the Company's common stock. The Option Plans do not permit the exercise of non-vested stock options, and therefore as of September 30, 2006 and December 31, 2005 there were no shares subject to repurchase.

As of September 30, 2006, there were 34,940,000 shares authorized for issuance under the Option Plans, and 4,290,000 shares authorized for issuance outside of the Option Plans. As of September 30, 2006, 2,683,000 shares were available for future option grants under the Option Plans. There were no shares available for future option grants outside of the Options Plans. Compensation expense for stock options during the three months and nine months ended September 30, 2006 was $363,000 and $1,004,000, respectively.

The following table is a summary of the Company's stock option activity for the nine months ended September 30, 2006:

	Options Outstanding	Weighted Average Exercise Price
Balance as of December 31, 2005	23,270,046	$ 0.89

Granted	2,467,000		0.93
Exercised	(368,690)		(0.30)
Canceled	(471,507)		(1.67)
Balance as of September 30, 2006	24,896,849	$	0.89
Exercisable as of September 30, 2006	20,067,063	$	0.86

The total intrinsic value of options exercised during the nine months ended September 30, 2006 was $295,000.

MCF CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—CONTINUED
(unaudited)

The following table summarizes information with respect to stock options outstanding at September 30, 2006:

	Options Outstanding at September 30, 2006				Vested Options at September 30, 2006		
Range of Exercise Price	Number	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Aggregate Intrinsic Value	Number	Weighted Average Exercise Price	Aggregate Intrinsic Value
$0.05 — $0.50	14,564,208	6.36	$ 0.42	4,354,698	14,232,846	$ 0.42	4,222,885
$0.51 — $1.00	3,342,020	7.46	$ 0.65	232,939	1,890,539	0.56	299,083
$1.01 — $2.00	4,920,968	8.44	$ 1.27	—	1,874,025	1.38	—
$2.01 — $4.00	1,794,653	4.10	$ 3.15	—	1,794,653	3.15	—
$4.01 — $7.00	275,000	3.41	$ 7.00	—	275,000	7.00	—
	24,896,849	6.72	$ 0.89	4,587,637	20,067,063	$ 0.86	4,521,968

As of September 30, 2006, total unrecognized compensation expense related to unvested stock options was $3,014,000. This amount is expected to be recognized as expense over a weighted-average period of 1.4 years.

Non-Vested Stock

At the date of grant, the recipients of non-vested stock have most of the rights of a stockholder other than voting rights, subject to certain restrictions on transferability and a risk of forfeiture. Non-vested shares typically vest over a two to four year period beginning on the date of grant. The fair value of non-vested stock is equal to the market value of the shares on the date of grant. The Company recognizes the compensation expense for non-vested stock on a straight-line basis over the requisite service period. Compensation expense for non-vested stock during the three months ended September 30, 2006 and 2005 was $463,000 and $298,000, respectively. Compensation expense for non-vested stock during the nine months ended September 30, 2006 and 2005 was $1,481,000 and $1,411,000, respectively.

The following table is a summary of the Company's non-vested stock activity for the nine months ended September 30, 2006:

	Non-Vested Stock Outstanding	Weighted Average Grant Date Fair Value	Intrinsic Value at September 30, 2006
Balance as of December 31, 2005	4,069,878	$ 1.12	
Granted	560,000	1.12	
Vested	(2,132,074)	(0.74)	
Canceled	(187,711)	(1.47)	
Balance as of September 30, 2006	2,310,093	$ 1.44	$ 3,326,534

The total intrinsic value of non-vested stock which vested during the nine months ended September 30, 2006 was $1,578,000.

As of September 30, 2006, total unrecognized compensation expense related to non-vested stock was $1,970,000. This expense is expected to be recognized over a weighted-average period of 1.04 years.

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2002 Employee Stock Purchase Plan

The Company offers an Employee Stock Purchase Plan, or ESPP, to its employees. As of September 30, 2006, 2,550,124 shares have been authorized by the stockholders of the Company for issuance under the ESPP, of which 2,236,115 have been issued. Compensation expense for ESPP during the three months and nine months ended September 30, 2006 was $301,000 and $483,000, respectively.

Under the ESPP, eligible employees may enroll in a 24-month offer period during certain open enrollment periods. New offer periods begin February 15 and August 15 of each year. Each offer period consists of four, six-month purchase periods during which employee payroll deductions are accumulated. These deduction amounts, which are subject to certain limitations, are accumulated, and, at the end of each purchase period, are used to purchase shares of common stock. The purchase price of the shares is 15% less than the fair market value on either the first day of an offer period or the last day of a purchase period, whichever is lower. If the fair market value on the purchase date is less than the fair market value on the first day of an offer period, then participants automatically commence a new 24-month offer period. The ESPP has a ten-year term.

As of September 30, 2006, unrecognized compensation expense related to the ESPP was $228,000. This amount is expected to be recognized as expense over a weighted-average period of 1.02 years.

Share-Based Compensation under SFAS 123(R) for Fiscal 2006 and APB 25 for Fiscal 2005

On January 1, 2006, the Company adopted SFAS 123(R), which requires the measurement and recognition of compensation expense, based on estimated fair values, for all share-based payments awards made to the Company's employees and directors including stock options, non-vested stock, and stock purchased under the Company's ESPP.

Prior to the adoption of SFAS 123(R), the Company accounted for share-based awards to employees and directors using the intrinsic value method in accordance with APB 25, as allowed under SFAS 123, “Accounting for Stock-Based Compensation.” Share-based compensation expense of $1,468,000 for the nine months ended September 30, 2005 was solely related to share-based awards resulting from stock options granted with intrinsic value and non-vested stock awards that the Company had been recognizing in its consolidated statements of operations in accordance with the provisions set forth above. In accordance with the intrinsic value method, no share-based compensation expense was otherwise recognized in the Company's consolidated statements of operations because the exercise price of nearly all of the Company's stock options granted to employees and directors equaled the fair market value of the underlying stock at the grant date.

Pro Forma Share-Based Compensation under SFAS 123 for Fiscal 2005

If the Company had recognized compensation expense over the relevant service period under the fair value method consistent with the provisions of SFAS 123, “Accounting for Stock Based Compensation” as amended by SFAS 148, “Accounting for Stock Based Compensation-Transition and Disclosure,” with respect to stock options granted for the three months and nine months ended September 30, 2005, net income would have changed, resulting in pro forma net income and pro forma net income per share as presented below:

	Three Months Ended September 30,	Nine Months Ended September 30,

		2005		2005
Net loss, as reported	$	(1,492,744)	$	(1,570,655)
Add: Stock-based employee compensation expense included in the reported net loss		18,203		56,609
Less: Stock-based employee compensation expense determined under fair value method for all awards		(523,094)		(1,336,476)
Pro forma net loss	$	(1,997,635)	$	(2,850,522)
Net loss per share, as reported:				
Basic	$	(0.02)	$	(0.02)
Diluted	$	(0.02)	$	(0.02)
Net loss per share, pro forma:				
Basic	$	(0.03)	$	(0.04)
Diluted	$	(0.03)	$	(0.04)

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The pro forma share based compensation expense for the nine months ended September 30, 2005 has increased by $208,000 since it was initially disclosed in the Quarterly Report on Form 10-Q for the third quarter of 2005. The increase primarily relates to the accounting for the contingent shares issuable to the Catalyst Shareholder that is subject to performance conditions (see Note 4). The Company determined in 2005 that the issuance of the common stock over the service period is probable and should have disclosed $23,000 per month as pro forma expense from March to December 2005.

Fair Value and Assumptions Used to Calculate Fair Value under SFAS 123(R) and SFAS 123

The weighted average fair value of the non-vested stock granted under the Company's stock option plans for the first nine months of 2006 and 2005 was $1.12 and $1.51 per share, respectively. The fair value of the non-vested stock award is estimated on the date of grant using the intrinsic value method.

The weighted average fair value of each stock option granted for the nine months ended September 30, 2006 and 2005 was $0.53 and $0.80, respectively. The fair value of each option award is estimated on the date of grant using the Black-Scholes Option Pricing Model, with the following assumptions for the nine months ended September 30, 2006 and 2005:

	Nine months Ended September 30,	
	2006	**2005**
Expected volatility	82.71%	94.76%
Expected life (years)	4.50	3.62
Risk-free interest rate	4.79%	3.71%
Expected dividend yield	0%	0%

Assumptions for Option-Based Awards under SFAS 123(R)

Consistent with SFAS 123(R) and SAB 107, the Company considered the historical volatility of its stock price in determining its expected volatility, and, finding this to be reliable, determined that the historical volatility would result in the best estimate of expected volatility. Because the Company does not have any traded options or other traded financial instruments such as convertible debt, implied volatilities are not available.

The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding. The Company calculated the expected term using the lattice model with specific assumptions about the suboptimal exercise behavior, post-vesting termination rates and other relevant factors.

The risk-free interest rate assumption is based upon observed interest rates appropriate for the term of the Company's employee stock options.

The dividend yield assumption is based on the Company's history and expectation of dividend payouts.

As share-based compensation expense recognized in the consolidated statement of operations for the nine months ended September 30, 2006 is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures were estimated based on the Company's historical experience.

Assumptions for option-based awards under SFAS 123

Prior to the first quarter of fiscal 2006, the Company considered the historical volatility of its stock price in determining its expected volatility. The risk-free interest rate was based upon assumption of interest rates appropriate for the term of the Company's employee stock options. The dividend yield assumption was based on the Company's history and expectation of dividend payouts. Forfeitures prior to the first quarter of fiscal 2006 were accounted for as they occurred in accordance with APB No. 25.

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4. Contingent Consideration

In February 2005, the Company acquired Catalyst Financial Planning & Investment Management, Inc., or Catalyst, a registered investment advisor with over $100 million in assets under management at the time of acquisition. The purchase consideration for Catalyst consisted of both cash and common stock that will be paid over a three year period. The Company paid to the sole shareholder of Catalyst, or Catalyst Shareholder, $330,000 as initial consideration at the closing and placed into escrow 555,195 shares of common stock to be issued over the three year period following the closing date. The issuance of these shares is conditioned upon the Catalyst Shareholder being a full-time employee at the anniversary dates. The Catalyst Shareholder is entitled to additional consideration that can be payable in either cash or common stock at the Catalyst Shareholder's option. The additional consideration will be based on a multiple of revenue growth at the end of the first three anniversary dates from the closing. However, if the Catalyst revenue declines during the three years following the closing, the Catalyst Shareholder will forego some of the initial consideration based on a multiple of revenue decline at the end of the first three anniversary dates.

With the adoption of SFAS 123(R) in January 2006, the Company is treating the 555,195 common shares as a non-vested stock grant that vests over three years, subject to performance conditions. The Company has determined that the issuance of the common stock over the service period is probable and will record an expense of $23,000 per month over the three year service period. During the nine months ended September 30, 2006, the Company recorded a charge to compensation and benefits expense in the amount of $211,000. At the first anniversary date in February 2006, the Company issued 185,065 shares of common stock from escrow and paid $59,000 to the Catalyst Shareholder for additional consideration that resulted from growth in the Catalyst revenue. The additional consideration was recorded as an increase in the intangible assets acquired.

5. Income Taxes

At the end of each interim reporting period the Company calculates an effective tax rate based on the Company's best estimate of the tax provision (benefit) that will be provided for the full year, stated as a percentage of estimated annual pre-tax income (loss). The tax provision (benefit) for the interim period is determined using this estimated annual effective tax rate.

The effective tax rate differs from the statutory rate primarily due to the existence and utilization of net operating loss carryforwards which have been offset by a valuation allowance resulting in a tax provision equal to the companies expected current expense for the year. The Company historically has had and expects to have for the current year, current tax expense primarily related to alternative minimum, state and minimum tax liabilities.

Historically and currently, the Company has recorded a valuation allowance on the deferred tax assets, the significant component of which relates to net operating loss tax carryforwards. Management continually evaluates the realizability of its deferred tax assets based upon negative and positive evidence available. Based on the evidence available at this time, the Company continues to conclude that it is not "more likely than not" that we will be able to realize the benefit of our deferred tax assets in the future.

6. Earnings (loss) per Share

The following is a reconciliation of the basic and diluted net income available to common stockholders and the number of shares used in the basic and diluted net income per common share computations for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net loss available to common stockholders - basic	$ (5,109,051)	$ (1,492,744)	$ (7,518,594)	$ (1,570,655)
Net loss available to common stockholders - diluted	$ (5,109,051)	$ (1,492,744)	$ (7,518,594)	$ (1,570,655)
Weighted-average number of common shares - basic	71,063,452	66,905,944	69,346,704	66,226,377
Weighted-average number of common shares - diluted	71,063,452	66,905,944	69,346,704	66,226,377
Basic net loss per common share	$ (0.07)	$ (0.02)	$ (0.11)	$ (0.02)
Diluted net loss per common share	$ (0.07)	$ (0.02)	$ (0.11)	$ (0.02)

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding, excluding shares of non-vested stock. Diluted earnings per share is calculated by dividing net income, plus interest and dividends on dilutive securities, by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares outstanding, including non-vested stock. Diluted loss per share is unchanged from basic loss per share for the three months and nine months ended September 30, 2006 and 2005 because the addition of common shares that would be issued assuming exercise or conversion would be anti-dilutive.

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Shares used in the diluted net income per share computation include the dilutive impact of the Company's stock options and warrants. The impact of the Company's stock options and warrants on shares used for the diluted earnings per share computation is calculated based on the average share price of the Company's common stock for each period using the treasury stock method. Under the treasury stock method, the tax-effected proceeds that would be hypothetically received from the exercise of all stock options and warrants with exercise prices below the average share price of the Company's common stock are assumed to be used to repurchase shares of the Company's common stock. Because the Company reported a net loss during the three months and nine months ended September 30, 2006 and 2005, the Company excluded the impact of all stock options and warrants in the computation of dilutive earnings per share, as their effect would be anti-dilutive.

The Company excludes all potentially dilutive securities from its diluted net income (loss) per share computation when their effect would be anti-dilutive. The following common stock equivalents were excluded from the earnings per share computation, as their inclusion would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Stock options and warrants excluded due to the exercise price exceeding the average fair value of the Company's common stock during the period	10,633,748	9,983,740	9,347,292	8,123,311
Weighted average non-vested stock, stock options and stock warrants, calculated using the treasury stock method, that were excluded due to the Company reporting a net loss during the period	10,980,771	16,142,510	14,126,041	17,655,135
Weighted average shares issuable upon conversion of the convertible notes payable	6,319,149	1,000,000	5,052,685	1,000,000
Weighted average shares contingently issuable	370,130	1,470,974	562,238	846,876
Total common stock equivalents excluded from diluted net loss per share	28,303,798	28,597,224	29,088,256	27,625,322

7. Regulatory Requirements

Merriman Curhan Ford & Co. is a broker-dealer subject to Rule 15c3-1 of the Securities and Exchange Commission, which specifies uniform minimum net capital requirements, as defined, for their registrants. As of September 30, 2006, Merriman Curhan Ford & Co. had regulatory net capital, as defined, of $5,586,000, which exceeded the amount required by $4,282,000. Merriman Curhan Ford & Co. is exempt from Rules 15c3-3 and 17a-13 under the Securities

Exchange Act of 1934 because it does not carry customer accounts, nor does it hold customer securities or cash.

8. Minority Interest

In March 2006, the Company launched its first proprietary hedge fund managed by MCF Asset Management, LLC, a wholly owned subsidiary of the Company. The Company invested the proceeds from the $7.5 million private placement of secured convertible debenture and stock warrant into the fund as a limited partner. As of September 30, 2006, the Company's limited partnership interest represented 78% of the fund. Accordingly, the Company has consolidated all of the assets and liabilities of the fund because the Company has effective control of the fund that resulted from the large initial percentage interest in the limited partnership. The Company will deconsolidate the assets and liabilities of the fund and carry the limited partnership interest at fair value if and when effective control of the fund transfers to other investors in the future. This should occur when the Company's limited partnership interest represents less than 50% of the fund. The Company has recorded the minority interest on the consolidated statements of financial position as of September 30, 2006 which reflects the minority investors' interest in the fund's assets and liabilities.

By consolidating the assets and liabilities of the fund as of September 30, 2006, the Company recorded in the consolidated statements of financial condition $6,301,000 of cash and cash equivalents, $4,211,000 of marketable securities owned, $783,000 of non-marketable securities owned, $7,000 of due from clearing broker, $80,000 in prepaid and other assets, $53,000 in accrued liabilities, $1,460,000 in securities sold, not yet purchased and $2,188,000 in minority interest. If the Company did not have effective control of the fund as of September 30, 2006, these assets, liabilities and minority interest, including the $6,301,000 of cash and cash equivalents would not have been included in the Company's consolidated statements of financial condition. Instead, the Company would have recorded an asset representing an investment in the fund managed by MCF Asset Management, LLC in the amount of $7,677,000. The investment in the fund includes a one year lock-up provision which makes this investment illiquid for one year.

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9. Segment Reporting

The Company considers the capital markets, asset management, wealth management and corporate support operations to be four separately reportable segments. The capital markets segment includes the Company's investment banking and institutional brokerage operations. Asset management includes the Company's fee based asset management operations. The Company's asset management segment was initiated in March 2006 with the launching of the first proprietary fund managed by MCF Asset Management, LLC. Accordingly, there is no comparable 2005 financial information for this segment. Wealth management includes the Company's fee based financial planning and investment management operations. The Company's wealth management segment was initiated subsequent to completing the acquisition of Catalyst in February 2005. The corporate support segment includes overhead costs that are not directly allocated to the other operating segments. The accounting policies of these segments are the same as those described in Note 1. There are no significant revenue transactions between the segments. The Company's revenue from foreign operations was deminimus during the nine months ended September 30, 2006 and 2005.

The following table presents the financial information for the Company's segments for the three months ended September 30, 2006 and 2005.

	Capital Markets	Asset Management	Wealth Management	Corporate Support	Consolidated Totals
2006					
Total revenue	$ 7,428,739	$ (2,249)	$ 206,911	$ —	$ 7,633,401
Compensation and benefits	6,306,576	155,133	182,615	2,072,509	8,716,833
Non-compensation related expenses	2,568,769	78,904	95,858	1,535,823	4,279,354
Operating income (loss)	$ (1,446,606)	$ (236,286)	$ (71,562)	$ (3,608,332)	$ (5,362,786)
2005					
Total revenue	$ 8,913,875	$ —	$ 196,328	$ 2,997	$ 9,113,200
Compensation and benefits	5,652,172	31,352	121,734	956,555	6,761,813
Total expense	2,418,479	3,688	64,634	1,370,077	3,856,878
Pre-tax income (loss)	$ 843,224	$ (35,040)	$ 9,960	$ (2,323,635)	$ (1,505,491)

The following table presents the financial information for the Company's segments for the nine months ended September 30, 2006 and 2005.

	Capital Markets	Asset Management	Wealth Management	Corporate Support	Consolidated Totals
2006					
Total revenue	$ 33,673,654	$ 178,004	$ 635,103	$ —	$ 34,486,761
Compensation and benefits	23,624,002	373,532	555,677	5,989,776	30,542,987
Non-compensation related expenses	7,142,673	194,690	261,234	3,826,419	11,425,016
Operating income (loss)	$ 2,906,979	$ (390,218)	$ (181,808)	$ (9,816,195)	$ (7,481,242)
2005					
Total revenue	$ 30,425,226	$ —	$ 449,250	$ 2,997	$ 30,877,473
Compensation and benefits	18,887,514	33,048	296,222	3,913,575	23,130,359
Total expense	5,584,268	4,527	140,851	3,716,654	9,446,300
Pre-tax income (loss)	$ 5,953,444	$ (37,575)	$ 12,177	$ (7,627,232)	$ (1,699,186)

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10. Ascend Services Ltd.

In May 2005, the Company entered into a stock purchase agreement with Ascend Services Ltd., or Ascend. The Company issued 1,078,749 shares of common stock and Ascend issued an unsecured promissory note payable to the Company in the amount of $1.5 million. The shares were initially held in escrow. Upon Ascend achieving specified milestones related to its credit standing, the 1,078,749 shares of common stock were be released from escrow in three installments of 359,583 shares each and provided to Ascend. Upon satisfaction of the conditions specified in the escrow agreement and simultaneous with the release of the related stock certificates, the related amount of the promissory note became effective and started accruing interest. The promissory note accrued interest at 10% per annum and matured on February 28, 2006.

Ascend attempted to raise capital financing in order to enter the reinsurance business. In May 2005, the Company released the first installment of 359,583 shares of common stock to Ascend while the related promissory note with a face value of $500,000 became effective. In December 2005, the Company learned that Ascend had not been able to execute on their business plan and would not likely have the financial resources to repay the $500,000 note receivable at maturity. As a result, the Company recorded a charge to other operating expense in 2005 to write-off the $500,000 note receivable balance. In February 2006, Ascend defaulted on the repayment of the note receivable. The remaining 719,166 shares of common stock were returned to the Company from escrow on February 28, 2006.

In April 2006, the Company entered into a settlement agreement with Ascend Holdings Ltd., Ascend Services Ltd., and other parties with debt obligations from the Ascend group of companies. A private equity firm acquired all of the assets of the Ascend group of companies and as a term of that acquisition satisfied the legacy debt obligations of the Ascend group of companies, including the Company's $500,000 note receivable. As a result, the Company reversed the $500,000 charge to write-off the note receivable balance upon the receipt of $500,000 in April 2006.

11. Subsequent Events

On November 6, 2006, the Company signed a definitive agreement to acquire MedPanel, Inc., a privately-held company based in Cambridge, Massachusetts. MedPanel, Inc. is an online medical market intelligence firm that serves life sciences companies and health care investors through its proprietary methodologies and vast network of leading physicians, medical researchers, allied health professionals and other important healthcare constituencies. Under the terms of the merger agreement, the Company will pay $6.5 million in common stock for MedPanel, Inc. Additionally, the selling stockholders will be entitled to additional consideration on the third anniversary from the closing which is based upon MedPanel achieving specific revenue and profitability milestones. The payment of the incentive consideration will be 50% in cash and 50% in the Company’s common stock and may not exceed $11,455,000. The Company will register the $6.5 million of common stock for resale with the Securities and Exchange Commission prior to the closing of the transaction. The consummation of the acquisition is subject to the effectiveness of the registration statement with the Securities and Exchange Commission.

ITEM 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements regarding future events and our future results that are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as “may,” “will,” “should,” “expects,” “anticipates,” “targets,” “goals “projects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “predicts,” “potential” or “continue,” variations of such words, similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances, are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Readers are referred to risks and uncertainties identified under **“**Risk Factors” beginning on Page 24 and elsewhere herein. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Company Overview

MCF Corporation is a financial services holding company that provides investment research, capital markets services, corporate and venture services, investment banking, asset management and wealth management through its operating subsidiaries, Merriman Curhan Ford & Co., MCF Asset Management, LLC and MCF Wealth Management, LLC. We are focused on providing a full range of specialized and integrated services to institutional investors and corporate clients.

Merriman Curhan Ford & Co.

Merriman Curhan Ford & Co. is a securities broker-dealer and investment bank focused on fast growing companies and institutional investors. Our mission is to become a leader in the researching, advising, financing and trading of fast growing companies under $2 billion in market capitalization. We provide investment research, brokerage and trading services primarily to institutions, as well as advisory and investment banking services to corporate clients. We are focused on providing a full range of specialized and integrated services, including:

- Equity Research
- Sales and Trading
- Specialized Trade Execution
- Market Making
- Equity Capital Markets
- Corporate and Venture Services
- Public Offerings
- Private Placements
- Mergers and Acquisitions
- Strategic Advisory Services

By the end of the 1990's, many of the investment banks that previously served this niche were acquired by large commercial banks and subsequently refocused to serve larger clients and larger transactions. We are gaining market share by originating differentiated research for our institutional investor clients and providing specialized services for our fast-growing corporate clients.

MCF Asset Management, LLC

MCF Asset Management, LLC, or MCFAM, creates investment products for both institutional and high-net worth clients. Through the corporate and professional resources of MCF Corporation, MCFAM has developed an institutional-standard investment management platform. We launched our first fund in March 2006.

We believe both institutions and wealthy individuals will continue to shift more of their investment dollars into alternative asset class strategies. It is our intent to help our clients in their investment process by offering access to alternative investment strategies, as well as certain niche based long-only strategies. We plan to establish our own alternative investment products and evaluate opportunities to acquire and partner with managers of alternative asset investments.

MCF Wealth Management, LLC

Through MCF Wealth Management LLC, we provide a tailored, integrated offering of personal financial services to help corporate executives and high-net-worth clients achieve their financial goals through our fee-based investment advisory firms, such as Catalyst Financial Planning and Investment Management. Catalyst was the first registered investment advisor to be acquired by MCF Wealth Management in 2005. Today, Catalyst counsels more than 60 clients and manages over $151 million in assets. MCF Wealth Management, LLC continues to evaluate acquisitions of existing wealth management businesses, as well as organically grow assets under management through client referrals and Merriman Curhan Ford & Co.'s client base.

Business Environment

Stocks and bonds performed well in the third quarter, buoyed by the Federal Reserve Board's decision to hold interest rates steady, falling crude oil prices and favorable readings in some key inflation measures. Weaker-than-expected employment reports, together with data showing a slowing housing market and moderating core inflation readings persuaded the Federal Reserve Board to pause in its credit-tightening campaign.

The blue-chip Dow Jones Industrial Average^{SM} posted a return of 4.74%, briefly climbing above its all-time closing high in the final days of the quarter. However, the Russell 2000 ® Index just managed to finish the quarter in positive territory with a 0.44% return while the Russell 2000® Growth Index declined by 1.75% during the quarter. Large-cap value stocks led the market higher, indicating investors' willingness to buy but also highlighting their desire to minimize risk. Average daily trading volume on the Nasdaq increased 13% in the third quarter of 2006, compared to the third quarter of 2005. During the third quarter of 2006, total small-cap follow-on equity issuance volumes decreased by 47% and small-cap initial public offering volumes decreased by 51% as compared to the third quarter of 2005.

Our securities broker-dealer and investment banking activities are linked to the capital markets. In addition, our business activities are focused in the consumer growth, healthcare, specialty growth and technology sectors. By their nature, our business activities are highly competitive and are not only subject to general market conditions, volatile trading markets and fluctuations in the volume of market activity, but also to the conditions affecting the companies and markets in our areas of focus.

Fluctuations in revenue also occur due to the overall level of market activity, which, among other things, affects the flow of investment dollars and the size, number and timing of investment banking transactions. In addition, a downturn in the level of market activity can lead to a decrease in brokerage commissions. Therefore, revenue in any particular period may vary significantly from year to year.

Executive Overview

Revenue recognized in the third quarter 2006 was $7,633,000, 16% lower than the third quarter of 2005. Commisions revenue decreased by 4% while investment banking revenue increased by 63% during the third quarter of 2006 as compared to the third quarter of 2005. Our net loss for the three months ended September 30, 2006 was $5,109,000, or $0.07 per share which was higher than our net loss of $1,493,000, or $0.02 per share, for the three months ended September 30, 2005. The increase in third quarter net loss by $3,616,000 from 2005 to 2006 included a $1,987,000 swing from a $839,000 net gain in principal transactions revenue in 2005 to a $1,148,000 net loss in 2006, and higher compensation and benefits expense due in part to the $881,000 increase in non-cash expensing of stock options in connection with our adoption of SFAS 123(R). The 2006 losses classified as principal transaction revenue resulted primarily from unrealized declines in the mark-to-fair market value of positions in our proprietary trading account. Additonally, we held our third annual Investor Summit conference in September 2006. The expenses associated with this annual conference were recognized in the third quarter 2006.

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Results of Operations

The following table sets forth a summary of financial highlights for the three months and nine months ended September 30, 2006 and 2005:

	Three Months Ended		Nine Months Ended	
	September 30, 2006	September 30, 2005	September 30, 2006	September 30, 2005
Revenue:				
Commissions	$ 6,700,416	$ 6,943,963	$ 23,344,124	$ 20,265,658
Principal transactions	(1,148,313)	838,504	(1,480,963)	315,770
Investment banking	1,839,288	1,130,351	11,750,176	9,839,450
Other	242,010	200,382	873,424	456,595
Total revenue	7,633,401	9,113,200	34,486,761	30,877,473
Operating expenses:				
Compensation and benefits	8,716,833	6,761,813	30,542,987	23,130,359
Brokerage and clearing fees	598,644	688,320	1,987,504	1,775,597
Professional services	576,060	502,093	1,884,345	1,248,923
Occupancy and equipment	436,769	426,109	1,268,917	1,159,307
Communications and technology	802,777	496,285	2,137,892	1,362,638
Depreciation and amortization	171,916	132,606	508,851	367,718
Travel and entertainment	623,587	427,274	2,005,242	1,211,686
Other	1,069,601	1,184,191	1,632,265	2,320,431
Total operating expenses	12,996,187	10,618,691	41,968,003	32,576,659
Operating loss	(5,362,786)	(1,505,491)	(7,481,242)	(1,699,186)
Interest income	118,840	115,316	370,684	305,407
Interest expense	134,895	(15,755)	(408,036)	(49,468)
Loss before income taxes	(5,109,051)	(1,405,930)	(7,518,594)	(1,443,247)
Income tax (expense) benefit	—	(86,814)	—	(127,408)
Net loss	$ (5,109,051)	(1,492,744)	(7,518,594)	(1,570,655)
Supplemental non-GAAP financial measure:				
Operating loss	(5,362,786)	(1,505,491)	(7,481,242)	(1,699,186)
Adjustments:				
Depreciation and amortization	171,916	132,606	508,851	367,718
Share-based payments	1,197,256	316,536	3,179,305	1,468,065
Adjusted operating income (loss)	(3,993,614)	(1,056,349)	(3,793,086)	136,597

Revenue during the third quarter of 2006 decreased $1,480,000 or 16%, from the third quarter of 2005. Commissions revenue declined by 4% while investment banking grew by 63% during the third quarter of 2006 as compared to the third quarter of 2005. Proprietary trading swung from a $839,000 net gain during the third quarter 2005 to a $1,148,000 net loss during the third quarter of 2006 which significantly adversely impacted both revenue and profitability by such amount during 2006. We incurred a net loss of $5,109,000 during the three months ended

September 30, 2006 as compared to net loss of $1,493,000 for the similar period in 2005. Our adjusted operating loss was $3,994,000 for the third quarter of 2006 which represents an increase from our adjusted operating loss of $1,056,000 for the third quarter of 2005.

Adjusted operating income (loss) is a key metric we use in evaluating our financial performance. Adjusted operating income (loss) is considered a non-GAAP financial measure as defined by Regulation G promulgated by the SEC pursuant to the Securities Act of 1933, as amended. We consider adjusted operating income (loss) an important measure of our ability to generate cash flows to service debt, fund capital expenditures and fund other corporate investing and financing activities. Adjusted operating income (loss) eliminates the non-cash effect of tangible asset depreciation and amortization of intangible assets and stock-based compensation. Adjusted operating income (loss) is similar to earnings before interest, tax depreciation and amortization, or EBITDA, that we have presented in the past as a non-GAAP metric used for evaluating our financial performance. However, adjusted operating income (loss) uses operating income (loss) as a starting point instead of net income (loss) which simplifies the presentation. Adjusted operating income (loss) should be considered in addition to, rather than as a substitute for, pre-tax income, net income and cash flows from operating activities.

Commissions and Principal Transactions Revenue

Our broker-dealer activity includes the following:

- Commissions — Commissions include revenue resulting from executing stock trades for exchange-listed securities, over-the-counter securities and other transactions as agent.

- Principal Transactions — Principal transactions consist of a portion of dealer spreads attributed to our securities trading activities as principal in NASDAQ-listed and other securities, and include transactions derived from our activities as a market-maker. Additionally, principal transactions include gains and losses resulting from market price fluctuations that occur while holding positions in our trading security inventory.

The following table sets forth our revenue and several operating metrics which we utilize in measuring and evaluating performance and the results of our trading activity operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Revenue:				
Commissions	$ 6,700,416	$ 6,943,963	$ 23,344,124	$ 20,265,658
Principal transactions:				
Customer principal transactions, proprietary trading and market making	(1,224,828)	1,037,478	(1,352,561)	271,230
Investment portfolio	76,515	(198,974)	(128,402)	44,540
Total principal transactions revenue	$ (1,148,313)	$ 838,504	$ (1,480,963)	$ 315,770
Transaction Volumes:				
Number of shares traded	193,667,000	293,312,000	701,399,000	757,226,000
Number of active clients	362	426	510	559

Commissions revenue amounted to $6,700,000 or 88% of our revenue during the third quarter of 2006, representing a 4% decrease from commissions recognized during the third quarter of 2005. The decline in commissions revenue was mainly attributable to a decrease in our average daily trading volume in equity securities, partially offset by an increase in average commissions per share. As of September 30, 2006, companies covered by our research analysts

have grown to 196 with plans to exceed 200 by the end of the year. During the third quarter of 2006 and 2005, no single brokerage customer accounted for more than 10% of our revenue.

Principal transactions reduced revenue by $1,148,000 during the third quarter 2006 and increased revenue by $839,000 during the third quarter 2005. Principal transaction revenue consists of four different activities - customer principal trades, market making, trading for our proprietary account, and realized and unrealized gains and losses in our investment portfolio. As a broker-dealer, we account for all of our marketable security positions on a trading basis and as a result, all security positions are marked to fair market value each day.

During the third quarter of 2006, we incurred $1,287,000 in net losses resulting primarily from a decline in the mark-to-fair market value of positions in our proprietary trading account. These losses were partially offset by revenue from principal trades for customers.

On August 8, 2006, Merriman Curhan Ford & Co. filed a Schedule 13D with the Securities and Exchange Commission related to the shares of Points International Ltd. that it owns in its proprietary account. We believe that Points International Ltd. is an undervalued company in the Internet media space and that it would benefit all shareholders of Points International Ltd. to implement a formal process to develop strategic partners in order to accelerate their growth.

Investment Banking Revenue

Our investment banking activity includes the following:

- Capital Raising — Capital raising includes private placements of equity and debt instruments and underwritten public offerings.

- Financial Advisory — Financial advisory includes advisory assignments with respect to mergers and acquisitions, divestures, restructurings and spin-offs.

The following table sets forth our revenue and transaction volumes from our investment banking activities during the three months and nine months ended September 30, 2006 and 2005:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	**2005**	**2006**	**2005**
Revenue:				
Capital raising	$ 1,194,288	$ 784,911	$ 10,429,291	$ 9,288,885
Financial advisory	645,000	345,440	1,320,885	550,565
Total investment banking revenue	$ 1,839,288	$ 1,130,351	$ 11,750,176	$ 9,839,450
Transaction Volumes:				
Public offerings:				
Capital underwriting participation	$ —	$ 42,100,000	$ 104,151,000	$ 183,325,000
Number of transactions	—	2	10	5
Private placements:				
Capital raised	$ 19,385,000	$ 3,000,000	$ 108,385,000	$ 220,419,000
Number of transactions	4	1	8	10

Our investment banking revenue amounted to $1,839,000, or 24% of our revenue during the third quarter of 2006, representing a 63% increase compared to $1,130,000 recognized during the third quarter of 2005. Our investment banking revenue moderated significantly from the second quarter 2006 due in part to a slow down in small-cap equity issuances during July and August. Additionally, we had closed our largest sole managed private placement transaction during the second quarter of 2006. During the three months ended September 30, 2006 and 2005, no single investment banking customer accounted for more than 10% of our revenue.

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Compensation and Benefits Expenses

Compensation and benefits expense represents the majority of our operating expenses and includes incentive compensation paid to sales, trading and investment banking professionals, as well as discretionary bonuses, salaries and wages, and share-based payments. Incentive compensation varies primarily based on revenue production. Discretionary bonuses paid to research analysts also vary with commissions revenue production but includes other qualitative factors as well. Salaries, payroll taxes and employee benefits are relatively fixed in nature.

The following table sets forth the major components of our compensation and benefits for the three months and nine months ended September 30, 2006 and 2005:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Incentive compensation and discretionary bonuses	$ 4,171,208	$ 3,308,472	$ 17,431,415	$ 12,702,930
Salaries and wages	2,560,090	2,522,864	7,220,425	6,810,614
Stock-based compensation	1,197,256	316,536	3,179,305	1,468,065
Payroll taxes, benefits and other	788,279	613,941	2,711,842	2,148,750
Total compensation and benefits	$ 8,716,833	$ 6,761,813	$ 30,542,987	$ 23,130,359
Total compensation and benefits as a percentage of revenue	114%	74%	89%	75%
Cash compensation and benefits as a percentage of revenue	99%	71%	79%	70%

The amount of compensation and benefits expense that we incur during a given period is largely dependent upon the level of revenue recognized during that period, since most of our employees are paid based on a percentage of the revenue attributed to their efforts. The increase in compensation and benefits expense of $1,955,000, or 29%, from the third quarter of 2005 to the third quarter of 2006 was due primarily to higher non-cash stock-based compensation expense and incentive compensation. Cash compensation as a percentage of revenue was 99% during the three months ended September 30, 2006 which was higher than the 71% recorded during the three months ended September 30, 2005. Cash compensation as a percentage of revenue would have been 84% during the third quarter of 2006 if we had not incurred the proprietary trading losses of $1,287,000. Cash compensation is equal to total compensation and benefits expense excluding stock-based compensation. Our headcount has increased from 148 at September 30, 2005 to 170 at September 30, 2006. During the third quarter 2006 and 2005, one sales professional accounted for 12% and 15% of our revenue, respectively.

The nine months ended September 30, 2006 represents our first fiscal period following adoption of SFAS 123(R), “Share-Based Payment,” which requires that we recognize compensation expense on our consolidated statement of operations for all share-based awards made to employees and directors based on estimated fair values. We have adopted SFAS 123(R) using the modified prospective application transition method, and accordingly have not restated financial statements for prior periods to include the impact of SFAS 123(R). To determine the valuation of share-based awards under SFAS 123(R), we continue to use the Black-Scholes option pricing model that we utilized to determine our pro forma share-based compensation in prior periods. Share-based compensation was $1,197,000 during the three months ended September 30, 2006, which included $70,000 from the issuance of common stock as contingent consideration to the Catalyst Shareholder. Additional information regarding our adoption of SFAS 123(R) during the nine months ended September 30, 2006 is set forth in the notes to the financial statements above and in “Critical Accounting Policies and Estimates” below.

Other Operating Expenses

Brokerage and clearing fees include trade processing expenses that we pay to our clearing broker and execution fees that we pay to floor brokers and electronic communication networks. Merriman Curhan Ford & Co. is a fully-disclosed broker-dealer, which has engaged a third party clearing broker to perform all of the clearance functions. The clearing broker-dealer processes and settles the customer transactions for Merriman Curhan Ford & Co. and maintains the detailed customer records. Additionally, security trades are executed by third-party broker-dealers and electronic trading systems. These expenses are almost entirely variable with commission revenue and the volume of brokerage transactions. Our brokerage and clearing fees decreased by $90,000, or 13%, during the third quarter of 2006 as compared to the third quarter of 2005. This decrease reflected the savings from changing to a new clearing broker that was completed in June 2006. Brokerage and clearing fees increased by $212,000, or 12% during the nine months ended September 30, 2006 as compared to the similar period in 2005. This increase was in line with the growth in our commissions revenue and market making activity.

Professional services expense includes legal fees, accounting fees, expenses related to investment banking transactions, consulting fees and recruiting fees. Many of these expenses, such as legal and accounting fees, are to a large extent fixed in nature. The increase of $74,000 or 15%, from the third quarter of 2005 to the third quarter of 2006 was primarily attributed to attorney fees associated with business development activities and other legal matters. The increase of $635,000 or 51%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 was primarily attributed to the expensing of legal fees during the second quarter which we previously deferred resulting from investment banking transactions that have not closed. We defer expenses, including legal fees, related to securities offerings in which we act as underwriter until the related revenue is recognized or we determine that it is more likely than not that the securities offerings will not ultimately be completed..

Occupancy and equipment includes rental costs for our office facilities and equipment, as well as equipment, software and leasehold improvement expenses. These expenses are largely fixed in nature. The increase of $11,000, or 3%, from the third quarter of 2005 to the third quarter of 2006 and the increase of 110,000, or 9%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 resulted mostly from facility maintenance and related services.

Communications and technology expense includes voice, data and Internet service fees, and data processing costs. While variable in nature, these tend to be more correlated to headcount than revenue. The increase of $306,000, or 62%, from the third quarter of 2005 to the third quarter of 2006 and the increase of $775,000, or 57%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 was due to network connections and market data service fees incurred in our sales, trading and research operations. The higher costs are the result of increased headcount and the expansion of our offices.

Depreciation and amortization expense primarily relate to the depreciation of our computer equipment and leasehold improvements. Depreciation and amortization is mostly fixed in nature. The increase of $39,000, or 30%, from the third quarter of 2005 to the third quarter of 2006 and the increase of $141,000, or 38%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 was due to increased capital expenditures during 2005, including leasehold improvements, to facilitate our growth and expansion.

Travel and entertainment expense results from business development activities across our various businesses. The increase of $196,000, or 46%, from the third quarter of 2005 to the third quarter of 2006 and the increase of $794,000, or 66%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 was due mostly to increased investment banking business development and capital markets activity, as well as expensing of travel expenses during the second quarter which we had previously deferred resulting from investment banking transactions that have not closed. We defer expenses, including travel and entertainment costs, related to securities offerings in which we act as underwriter until the related revenue is recognized or we determine that it is more likely than not that the securities offerings will not ultimately be completed.

Other operating expense includes professional liability and property insurance, printing and copying, business licenses and taxes, office supplies and other miscellaneous office expenses. The decrease of approximately $115,000, or 10%, from the third quarter of 2005 to the third quarter of 2006 was due to a legal claim incurred in 2005 that did not occur in 2006.The decrease of $688,000, or 30%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 also included the recovery of the $500,000 note receivable from Ascend Services, Ltd. that we had previously written off through bad debt expense in 2005.

Interest Income

Interest income represents interest earned on our cash balances maintained at financial institutions. The increase of $4,000, or 3%, from the third quarter of 2005 to the third quarter of 2006 and the increase of $65,000, or 21%, during the nine months ended September 30, 2006 as compared to the similar period in 2005 was due to higher average earning assets and higher average interest rates during these periods.

Interest Expense

Interest expense primarily represents interest related to the convertible debenture issued in March 2006, as well as interest for our various capital leases used to finance purchase of furniture and fixtures. Interest expense for the nine months ended September 30, 2006 was $408,000 which included $319,000 for the convertible debenture issued in March 2006. During the third quarter of 2006, we revised interest expense for the convertible debenture using a fixed implicit rate of 13.8%. This resulted in a true-up adjustment in the amount of $304,000 for interest that was expensed during the six months ended June 30, 2006 that resulted in a negative interest expense of $135,000 during the third quarter of 2006.

The amount of interest payable in cash to MidSummer Investments, Inc. each year is based on the return on our $7,500,000 investment managed by MCF Asset Management, LLC for each calendar year. The return on our investment during the nine months ended September 30, 2006 was $174,000. The amount of interest that would be payable to Midsummer based on this return is $131,000.

Issuance of Debt

In March 2006, we completed a $7.5 million private placement of a variable rate secured convertible debenture with a detachable stock warrant. The issue was placed with Midsummer Investment, Ltd. We invested the proceeds in one of the proprietary funds managed by MCF Asset Management, LLC, our wholly-owned subsidiary. The debenture bears interest at a variable rate based on the annual investment performance of the fund. Stock warrants to purchase 1,875,000 shares of common stock at $1.41 per share were also issued to the investor. The stock warrants have a six year term. See Note 2 to the condensed consolidated financial statements for additional information.

We have accounted for this transaction as the issuance of convertible debt, an embedded derivative referred to as a participation interest obligation, and a detachable stock warrant. The $7,500,000 has been allocated to the derivative using its fair value with the balance allocated to the debt and the stock warrants based on their relative fair value as determined by management. During the third quarter of 2006, we obtained an appraisal from a third party to support the fair market values used to allocate the proceeds. Our initial estimates were adjusted to the appraisal amounts. This true-up resulted in a credit to interest expense during the third quarter in the amount of $304,000.

The fair value of the stock warrant of $1,291,000 has been recorded as a discount to the convertible debenture and an increase to additional paid-in capital. The fair value of the participation interest obligation of $2,276,000 is also treated as a discount to the convertible debenture and is based on a forecast of future cash flows to be paid to the lender discounted at a risk adjusted yield. The discount to the convertible debenture of $3,567,000 is amortized to interest expense using the level yield method over the term of the debenture. As of September 30, 2006, the implicit rate on the convertible debt is 13.8%. The participation interest obligation is carried in the statements of financial condition at fair value and the Company will reassess fair value of the participation interest obligation at the end of each reporting period with adjustments recorded to interest expense.

Income Tax Expense

At the end of each interim reporting period we calculate an effective tax rate based on our best estimate of the tax provision (benefit) that will be provided for the full year, stated as a percentage of estimated annual pre-tax income (loss). The tax provision (benefit) for the interim period is determined using this estimated annual effective tax rate.

The effective tax rate differs from the statutory rate primarily due to the existence and utilization of net operating loss carryforwards which have been offset by a valuation allowance resulting in a tax provision equal to the companies expected current expense for the year. We historically have had and expect to have for the current year, current tax expense primarily related to alternative minimum, state and minimum tax liabilities.

Historically and currently, we have recorded a valuation allowance on our deferred tax assets, the significant component of which relates to net operating loss tax carryforwards. Management continually evaluates the realizability of its deferred tax assets based upon negative and positive evidence available. Based on the evidence available at this time, we continue to conclude that it is not "more likely than not" that we will be able to realize the benefit of our deferred tax assets in the future.

Off-Balance Sheet Arrangements

We were not a party to any off-balance sheet arrangements during the nine months ended September 30, 2006 and 2005. In particular, we do not have any interest in so-called limited purpose entities, which include special purpose entities and structured finance entities.

Minority Interest

In March 2006, the Company launched its first proprietary hedge fund managed by MCF Asset Management, LLC, our wholly owned subsidiary. We invested the proceeds from the $7,500,000 private placement of secured convertible debenture and stock warrant into the fund as a limited partner. As of September 30, 2006, our limited partnership interest represented 78% of the fund. Accordingly, we have consolidated all of the assets and liabilities of the fund because we have effective control of the fund that results from the large initial percentage interest in the limited partnership. We will deconsolidate the assets and liabilities of the fund and carry the limited partnership interest at fair value if and when effective control of the fund transfers to other investors in the future. This should occur when our limited partnership interest represents less than 50% of the fund. We have recorded the minority interest on the consolidated statements of financial position as of September 30, 2006 which reflects the minority investors' interest in the fund's assets and liabilities.

By consolidating the assets and liabilities of the fund as of September 30, 2006, we recorded in the consolidated statements of financial condition $6,301,000 of cash and cash equivalents, $4,211,000 of marketable securities owned, $783,000 of non-marketable securities owned, $7,000 of due from clearing broker, $80,000 in prepaid and other assets, $53,000 in accrued liabilities, $1,460,000 in securities sold, not yet purchased and $2,188,000 in minority interest. If we did not have effective control of the fund as of September 30, 2006, these assets, liabilities and minority interest, including the $6,301,000 of cash and cash equivalents would not have been included in our consolidated statements of financial condition. Instead, we would have recorded an asset representing an investment in the fund managed by MCF Asset Management, LLC in the amount of $7,677,000. The investment in the fund includes a one year lock-up provision which makes this investment illiquid for one year.

Commitments

The following is a table summarizing our significant commitments as of September 30, 2006, consisting of debt payments related to convertible notes payable, non-convertible notes payable, capital leases and future minimum lease payments under all non-cancelable operating leases with initial or remaining terms in excess of one year.

	Notes Payable	Operating Leases	Capital Leases
2006	$ 26,694	$ 518,779	$ 106,784
2007	106,775	1,838,616	349,129
2008	243,990	1,206,478	197,044
2009	—	832,568	—
2010	7,500,000	869,731	—
Thereafter	—	709,898	—
Total commitments	$ 7,877,459	$ 5,976,070	$ 652,957

Critical Accounting Policies and Estimates

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, which require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to the valuation of securities owned and deferred tax assets. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Valuation of Securities Owned

“Securities owned” and “Securities sold, but not yet purchased” in our consolidated statements of financial condition consist of financial instruments carried at fair value or amounts that approximate fair value, with related unrealized gains or losses recognized in our results of operations. The use of fair value to measure these financial instruments, with related unrealized gains and losses recognized immediately in our results of operations, is fundamental to our financial statements and is one of our most critical accounting policies. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Fair values of our financial instruments are generally obtained from quoted market prices in active markets, broker or dealer price quotations, or alternative pricing sources with reasonable levels of price transparency. To the extent certain financial instruments trade infrequently or are non-marketable securities and, therefore, have little or no price transparency, we value these instruments based on management's estimates. The fair value of these securities is subject to a high degree of volatility and may be susceptible to significant fluctuation in the near term. Securities that contain restrictions are stated at a discount to the value of readily marketable securities. Stock warrants are carried at a discount to fair value as determined by using the Black-Scholes Option Pricing model.

Revenue Recognition

Commissions revenue and related clearing expenses are recorded on a trade-date basis as security transactions occur. Principal transactions in regular-way trades are recorded on the trade date, as if they had settled. Profit and loss arising from all securities and commodities transactions entered into for the account and risk of our company are recorded on a trade-date basis.

Investment banking revenue includes underwriting and private placement agency fees earned through our participation in public offerings and private placements of equity and convertible debt securities and fees earned as financial advisor in mergers and acquisitions and similar transactions. Underwriting revenue is earned in securities offerings in which we act as an underwriter and includes management fees, selling concessions and underwriting fees. Management fees are recorded on the offering date, selling concessions on settlement date, and underwriting fees at the time the underwriting is completed and the related income is reasonably determinable. Syndicate expenses related to securities offerings in which we act as underwriter or agent are deferred until the related revenue is recognized or we determine that it is more likely than not that the securities offerings will not ultimately be completed. Merger and acquisition fees and other advisory service revenue are generally earned and recognized only upon successful completion of the engagement. Underwriting revenue is presented net of related expenses. Unreimbursed expenses associated with private placement and advisory transactions are recorded as expenses as incurred.

As co-manager for registered equity underwriting transactions, management must estimate our share of transaction related expenses incurred by the lead manager in order to recognize revenue. Transaction related expenses are deducted from the underwriting fee and therefore reduces the revenue that is recognized as co-manager. Such amounts are adjusted to reflect actual expenses in the period in which we receive the final settlement, typically 90 days following the closing of the transaction.

Stock-Based Compensation

On January 1, 2006, we adopted SFAS 123(R), “Shared-Based Payment,” which requires the measurement and recognition of compensation expense, based on estimated fair values, for all share-based awards, made to employees and directors, including stock options, non-vested stock, and participation in our employee stock purchase plan. Share-based compensation expense recognized in our consolidated statement of operations for the nine months ended September 30, 2006 includes compensation expense for share-based awards granted (i) prior to, but not yet vested as of December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123, and (ii) subsequent to December 31, 2005, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R).

We estimate the fair value of stock options granted using the Black-Scholes option pricing method. This option pricing model requires the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying stock. The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding. The Company calculated the expected term using the lattice model with specific assumptions about the suboptimal exercise behavior, post-vesting termination rates and other relevant factors. The expected stock price volatility was determined using the historical volatility of our common stock. The fair value is then amortized on a straight-line basis over the requisite service periods of the awards, which is generally the vesting period.

Because share-based compensation expense is based on awards that are ultimately expected to vest, it has been reduced to account for estimated forfeitures. SFAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. In our pro forma information required under SFAS 123 for the periods prior to fiscal 2006, we accounted for forfeitures as they occurred. Changes in these inputs and assumptions can materially affect the measure of estimated fair value of our share-based compensation.

Valuation of Derivative Embedded in Convertible Debenture

In March 2006, we completed a $7.5 million private placement of a variable rate secured convertible debenture with a detachable stock warrant. The debenture bears interest at a variable rate based on the annual investment performance of the investment in the proprietary funds managed by MCF Asset Management, LLC. We have accounted for this transaction as the issuance of convertible debt, an embedded derivative referred to as a participation interest obligation, and a detachable stock warrant. The convertible debenture is carried on the statements of financial condition net of a $1,291,000 discount for the stock warrant. The participation interest obligation of $2,276,000 is also treated as a discount to the convertible debenture and is based on a forecast of future cash flows to be paid to the lender discounted at a risk adjusted yield. As of September 30, 2006, the implicit rate on the convertible debt is 13.8%. The participation interest obligation is carried in the statements of financial condition at fair value and we will reassess fair value of the participation interest obligation at the end of each reporting period with adjustments recorded to interest expense. Changes in the forecast of future cash flows to be paid to the lender can materially affect the estimated fair value of the participation interest obligation which can materially affect the amount of interest expense recorded in a period. During the third quarter of 2006, we obtained an appraisal from a third party to support the fair market values used to allocate the proceeds. Our initial estimates were adjusted to the appraisal amounts. This true-up resulted in a credit to interest expense during the third quarter in the amount of $304,000.

Deferred Tax Valuation Allowance

We account for income taxes in accordance with the provision of SFAS No. 109, *Accounting for Income Taxes*, which requires the recognition of deferred tax assets and liabilities at tax rates expected to be in effect when these balances reverse. Future tax benefits attributable to temporary differences are recognized to the extent that the realization of

such benefits is more likely than not. We have concluded that it is more likely than not that our deferred tax assets as of September 30, 2006 and 2005 will not be realized based on the scheduling of deferred tax liabilities and projected taxable income. The amount of the deferred tax assets actually realized, however, could vary if there are differences in the timing or amount of future reversals of existing deferred tax liabilities or changes in the actual amounts of future taxable income. Should we determine that we will be able to realize all or part of the deferred tax asset in the future, an adjustment to the deferred tax asset will be recorded in the period such determination is made.

Liquidity and Capital Resources

Historically, we have satisfied our liquidity and regulatory capital needs through the issuance of equity and debt securities. As of September 30, 2006 liquid assets consisted primarily of cash and cash equivalents and marketable securities. Excluding the assets of the proprietary fund managed by MCF Asset Management, LLC that is being consolidated for financial statement purposes until we no longer exercise effective control over the fund, liquid assets of amounted to $16,129,000 as of September 30, 2006. This consisted of $10,130,000 in cash and cash equivalents and $5,999,000 in marketable securities.

Merriman Curhan Ford & Co., as a broker-dealer, is subject to Rule 15c3-1 of the Securities Exchange Act of 1934, which specifies uniform minimum net capital requirements, as defined, for their registrants. As of September 30, 2006, Merriman Curhan Ford & Co. had regulatory net capital, as defined, of $5,586,000, which exceeded the amount required by $4,282,000.

Cash and cash equivalents decreased by $1,009,000 during the nine months ended September 30, 2006. Cash used in our operating activities was $4,544,000 which primarily represents the increase in marketable securities owned, payment of employee bonuses earned in 2005, and net loss for the period adjusted for non-cash expenses including share-based payments.

Our adjusted operating income (loss) was $3,793,000 for the first nine months of 2006. Adjusted operating income (loss) is considered a non-GAAP financial measure as defined by Regulation G promulgated by the SEC pursuant to the Securities Act of 1933, as amended. We consider adjusted operating income (loss) an important measure of our ability to generate cash flows to service debt, fund capital expenditures and fund other corporate investing and financing activities. Adjusted operating income (loss) eliminates the non-cash effect of tangible asset depreciation and amortization of intangible assets and stock-based compensation. A reconciliation of adjusted operating income (loss) is provided on page 18 of this Quarterly Report.

Cash used in investing activities amounted to $6,713,000 which consisted of the investment in proprietary fund managed by MCF Asset Management, LLC, purchases of equipment and fixtures and the contingent payment to the Catalyst Shareholder. Cash proceeds from our financing activities was $10,248,000 which included the proceeds from the $7,500,000 convertible debenture, the minority interest in the fund and proceeds related to issuance of common stock in connection with our employee stock purchase plan and stock option and warrant exercises.

We believe that our existing cash balances and investments will be sufficient to meet our liquidity and capital spending requirements, both for the next twelve months as well as for the long-term. However, we may require additional capital investment to fund our working capital if we incur future operating losses. We cannot be certain that additional debt or equity financing will be available when required or, if available, that we can secure it on terms satisfactory to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discussion about market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We may be exposed to market risks related to changes in equity prices, interest rates and foreign currency exchange rates. We do not use derivative financial instruments for speculative, trading or any other purpose.

Equity Price Risk

The potential for changes in the market value of our trading positions is referred to as “market risk.” Our trading positions result from proprietary trading activities. Equity price risks result from exposures to changes in prices and volatilities of individual equities and equity indices. We seek to manage this risk exposure through diversification and limiting the size of individual positions within the portfolio. The effect on earnings and cash flows of an immediate 10% increase or decrease in equity prices generally is not ascertainable and could be positive or negative, depending on the positions we hold at the time. We do not establish hedges in related securities or derivatives.

Interest Rate Risk

Our exposure to market risk resulting from changes in interest rates relates primarily to our investment portfolio and long term debt obligations. Our interest income and cash flows may be impacted by changes in the general level of U.S. interest rates. We do not hedge this exposure because we believe that we are not subject to any material market risk exposure due to the short-term nature of our investments. We would not expect an immediate 10% increase or decrease in current interest rates to have a material effect on the fair market value of our investment portfolio.

Our long term debt obligations bear interest at a fixed rate. Accordingly, an immediate 10% increase or decrease in current interest rates would not have an impact on our interest expense or cash flows. The fair market value of our long term fixed interest rate debt is subject to interest rate risk. Generally, the fair market value of fixed interest rate debt will increase as interest rates fall and decrease as interest rates rise. We would not expect an immediate 10% increase or decrease in current interest rates to have a material impact on the fair market value of our long term debt obligations.

Foreign Currency Risk

We do not have any foreign currency denominated assets or liabilities or purchase commitments and have not entered into any foreign currency contracts. Accordingly, we are not exposed to fluctuations in foreign currency exchange rates.

Item 4. Controls and Procedures

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

Based on their evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934), the Principal Executive Officer and Principal Financial Officer of the Company have concluded that the disclosure controls and procedures are effective as of September 30, 2006.

Changes in internal controls - There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) of the Exchange Act) that occurred during the quarter ended September 30,

2006, that materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

During the second quarter of 2006, the Company engaged Pershing, LLC as clearing broker for Merriman Curhan Ford & Co. and began using their institutional securities processing applications. Additionally, Merriman Curhan Ford & Co. implemented a new securities order management system that is being licensed from Fidessa. The implementation of these new trading systems did not materially affect the Company's internal control over financial reporting (as defined in Rules 13a-15(d) and 15d-15(d) of the Exchange Act).

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Westerman v. Western Capital Financial Group—NASD Arbitration

In May 2005, our broker-dealer subsidiary Merriman Curhan Ford & Co. was served with a claim in NASD Arbitration by Ms. Westerman. The claim names Western Capital Financial Group as one of several defendants. Western Capital Financial Group is the predecessor name of Merriman Curhan Ford & Co., the California corporation. The Western Capital Financial Group name was effective from June 26, 1986 to July 14, 1998.

This claim arises from Ms. Westerman's purchase of a variable annuity product in January 1990 from a predecessor of our broker-dealer subsidiary. MCF Corporation acquired Merriman Curhan Ford & Co. in December 2001. The Claimant alleges that a registered representative improperly recommended that she move her investment to different products on two occasions.

Claimant alleges a theory of predecessor liability against Merriman Curhan Ford & Co. Claimant prays for monetary damages in excess of $300,000 against the eleven named respondents. On May 1, 2006, we reached settlement with Claimant who accepted $8,500 to resolve the dispute. Merriman Curhan Ford & Co. has been dismissed from the arbitration and the matter is resolved.

In re Odimo Incorporated Securities Litigation.

Merriman Curhan Ford & Co. was a defendant in a purported class action suit brought in connection with a registered offering involving Odimo Incorporated in which we served as co-manager for the company. The complaint, filed in the 17 th Judicial Circuit Court for Broward County in Florida on September 30, 2005, alleged violations of federal securities laws against Odimo and certain of its officers as well as the company's underwriters, including us, based on alleged misstatements and omissions in the registration statement. Recently, similar cases were consolidated and lead plaintiff's counsel was assigned. Thereafter, an amended complaint was filed and the underwriters, including Merriman Curhan Ford & Co., were not named as defendants. This matter is now resolved.

Thomas O'Shea v. Merriman Curhan Ford & Co.

In June 2006, our broker-dealer subsidiary Merriman Curhan Ford & Co. was served with a claim in NASD Arbitration by Mr. O'Shea. Mr. O'Shea is a former at-will employee of Merriman Curhan Ford & Co. and worked in the investment banking department. Mr. O'Shea resigned from Merriman Curhan Ford & Co. in July 2005. Mr. O'Shea alleges breach of an implied employment contract, quantum meruit, and unjust enrichment based on his allegations that he was to be paid more for his work. The matter is in the early pleading stage. We believe that we have meritorious defenses and intend to contest these claims vigorously. However, in the event that we did not prevail, based upon the facts as we know them to date, we do not believe that the outcome will have a material effect on our financial position, financial results or cashflows.

Additionally, from time to time, we are involved in ordinary routine litigation incidental to our business.

Item 1A. Risk Factors

Investing in our securities involves a high degree of risk. In addition to the other information contained in this quarterly report, including reports we incorporate by reference, you should consider the following factors before investing in our securities.

It is difficult to evaluate our business and prospects because we have a limited operating history.

We began actively engaging in providing securities brokerage and investment banking services in January 2002. This was an entirely new business for us, and was a complete break with our previous business, the bandwidth brokerage business. Accordingly, we have a limited operating history on which to base an evaluation of our business and prospects. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by fast growing companies in their early stage of development. We cannot assure you that we will be successful in addressing these risks and our failure to do so could have a material adverse effect on our business and results of operations.

We may not be able to maintain a positive cash flow and profitability.

Our ability to maintain a positive cash flow and profitability depends on our ability to generate and maintain greater revenue while incurring reasonable expenses. This, in turn, depends, among other things, on the development of our securities brokerage and investment banking business, and we may be unable to maintain profitability if we fail to do any of the following:

- establish, maintain and increase our client base;
- manage the quality of our services;
- compete effectively with existing and potential competitors;
- further develop our business activities;
- manage expanding operations; and
- attract and retain qualified personnel.

We cannot be certain that we will be able to sustain or increase a positive cash flow and profitability on a quarterly or annual basis in the future. Our inability to maintain profitability or positive cash flow could result in disappointing financial results, impede implementation of our growth strategy or cause the market price of our common stock to decrease. Accordingly, we cannot assure you that we will be able to generate the cash flow and profits necessary to sustain our business expectations, which makes our ability to successfully implement our business plan uncertain.

Because we are a developing company, the factors upon which we are able to base our estimates as to the gross revenue and the number of participating clients that will be required for us to maintain a positive cash flow and any additional financing that may be needed for this purpose are unpredictable. For these and other reasons, we cannot assure you that we will not require higher gross revenue, and an increased number of clients, securities brokerage and investment banking transactions, and/or more time in order for us to complete the development of our business that we believe we need to be able to cover our operating expenses, or obtain the funds necessary to finance this development. It is more likely than not that our estimates will prove to be inaccurate because actual events more often than not differ from anticipated events. Furthermore, in the event that financing is needed in addition to the amount that is required for this development, we cannot assure you that such financing will be available on acceptable terms, if at all.

The markets for securities brokerage and investment banking services are highly competitive. If we are not able to compete successfully against current and future competitors, our business and results of operations will be adversely affected.

We are engaged in the highly competitive financial services and investment industries. We compete with large Wall Street securities firms, securities subsidiaries of major commercial bank holding companies, U.S. subsidiaries of large foreign institutions, major regional firms, smaller niche players, and those offering competitive services via the Internet. Many competitors have greater personnel and financial resources than we do. Larger competitors are able to advertise their products and services on a national or regional basis and may have a greater number and variety of distribution outlets for their products, including retail distribution. Discount and Internet brokerage firms market their services through aggressive pricing and promotional efforts. In addition, some competitors have much more extensive investment banking activities than we do and therefore, may possess a relative advantage with regard to access to deal flow and capital.

Increased pressure created by any current or future competitors, or by our competitors collectively, could materially and adversely affect our business and results of operations. Increased competition may result in reduced revenue and loss of market share. Further, as a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service or marketing decisions or acquisitions that also could materially and adversely affect our business and results of operations. We cannot assure you that we will be able to compete successfully against current and future competitors. In addition, new technologies and the expansion of existing technologies may increase the competitive pressures on us.

We may experience reduced revenue due to declining market volume, securities prices and liquidity, which can also cause counterparties to fail to perform.

Our revenue may decrease in the event of a decline in the market volume of securities transactions, prices or liquidity. Declines in the volume of securities transactions and in market liquidity generally result in lower revenue from trading activities and commissions. Lower price levels of securities may also result in a reduction in our revenue from corporate finance fees, as well as losses from declines in the market value of securities held by us in trading. Sudden sharp declines in market values of securities can result in illiquid markets and the failure of counterparties to perform their obligations, as well as increases in claims and litigation, including arbitration claims from customers. In such markets, we may incur reduced revenue or losses in our principal trading, market-making, investment banking, and advisory services activities.

We may experience significant losses if the value of our marketable security positions deteriorates.

We conduct securities trading, market-making and investment activities for our own account, which subjects our capital to significant risks. These risks include market, credit, counterparty and liquidity risks, which could result in losses for us. These activities often involve the purchase, sale or short sale of securities as principal in markets that may be characterized as relatively illiquid or that may be particularly susceptible to rapid fluctuations in liquidity and price. Trading losses resulting from such trading could have a material adverse effect on our business and results of operations.

We may experience significant fluctuations in our quarterly operating results due to the nature of our business and therefore may fail to meet profitability expectations.

Our revenue and operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including:

- the level of institutional brokerage transactions and the level of commissions we receive from those transactions;
- the valuations of our principal investments;
- the number of capital markets transactions completed by our clients, and the level of fees we receive from those transactions; and
- variations in expenditures for personnel, consulting and legal expenses, and expenses of establishing new business units, including marketing and technology expenses.

We record revenue from a capital markets advisory transaction only when we have rendered the services, the client is contractually obligated to pay and collection is probable; generally, most of the fee is earned only upon the closing of a transaction. Accordingly, the timing of our recognition of revenue from a significant transaction can materially affect our quarterly operating results.

We have registered one of our subsidiaries as a securities broker-dealer and, as such, are subject to substantial regulations. If we fail to comply with these regulations, our business will be adversely affected.

Because we have registered Merriman Curhan Ford & Co. with the Securities and Exchange Commission, or SEC, and the National Association of Securities Dealers, Inc., or NASD, as a securities broker-dealer, we are subject to extensive regulation under federal and state laws, as well as self-regulatory organizations. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the securities markets rather than

protection of creditors and stockholders of broker-dealers. The Securities and Exchange Commission is the federal agency charged with administration of the federal securities laws. Much of the regulation of broker-dealers, however, has been delegated to self-regulatory organizations, such as the NASD and national securities exchanges. The NASD is our primary self-regulatory organization. These self-regulatory organizations adopt rules, which are subject to SEC approval, that govern the industry and conduct periodic examinations of member broker-dealers. Broker-dealers are also subject to regulation by state securities commissions in the states in which they are registered. The regulations to which broker-dealers are subject cover all aspects of the securities business, including net capital requirements, sales methods, trading practices among broker-dealers, capital structure of securities firms, record keeping and the conduct of directors, officers and employees. The SEC and the self-regulatory bodies may conduct administrative proceedings, which can result in censure, fine, suspension or expulsion of a broker-dealer, its officers or employees. If we fail to comply with these rules and regulations, our business may be materially and adversely affected.

The regulatory environment in which we operate is also subject to change. Our business may be adversely affected as a result of new or revised legislation or regulations imposed by the SEC, other United States or foreign governmental regulatory authorities or the NASD. We also may be adversely affected by changes in the interpretation or enforcement of existing laws and rules by these governmental authorities and the NASD.

Our business may suffer if we lose the services of our executive officers or operating personnel.

We depend on the continued services and performance of D. Jonathan Merriman, our Chairman and Chief Executive Officer, for our future success. We currently have an employment agreement with Mr. Merriman, which ends on January 1, 2007, but can be terminated by either party on 60 days' notice. The agreement contains provisions that obligate us to make certain payments to Mr. Merriman and substantially reduce vesting periods of options granted to him if we should terminate him without cause or certain events resulting in a change of control of our Board were to occur.

In addition to Mr. Merriman, we are currently managed by a small number of key management and operating personnel. Our future success depends, in part, on the continued service of our key executive, management and technical personnel, and our ability to attract highly skilled employees. Our business could be harmed if any key officer or employee were unable or unwilling to continue in his or her current position. From time to time we have experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees. Competition for employees in our industry is significant. If we are unable to retain our key employees or attract, integrate or retain other highly qualified employees in the future, such failure may have a material adverse effect on our business and results of operations.

Our business is dependent on the services of skilled professionals, and may suffer if we can not recruit or retain such skilled professionals.

During the nine months ended September 30, 2006, one sales professional accounted for 12% of our revenue. We have a number of revenue producers employed by our various businesses. We do not have employment contracts with these employees. The loss of one or more of these employees could adversely affect our business and results of operations.

Our compensation structure may negatively impact our financial condition if we are not able to effectively manage our expenses and cash flows.

We are able to recruit and retain investment banking, research and sales and trading professionals, in part because our business model provides that we pay our revenue producing employees a percentage of their earned revenue. Compensation and benefits is our largest expenditure and this variable compensation component represents a significant proportion of this expense. Compensation for our employees is derived as a percentage of our revenue regardless of our profitability. Therefore, we may continue to pay individual revenue producers a significant amount of cash compensation as the overall business experiences negative cash flows and/or net losses. We may not be able to recruit or retain revenue producing employees if we modify or eliminate the variable compensation component from our business model.

We may be dependent on a limited number of customers for a significant portion of our revenue.

During the nine months ended September 30, 2006, one investment banking customer accounted for 11% of our revenue. Additionally, we have been dependent on a small number of customers, for a large percentage of our revenue at some times in the past and we cannot assure you that we will not become so dependent again in the future. If we do become dependent on a single customer or small group of customers, the loss of one or more large customers could materially adversely affect our business and results of operations.

We may suffer losses through our investments in securities purchased in secondary market transactions or private placements.

Occasionally, our company, its officers and/or employees may make principal investments in securities through secondary market transactions or through direct investment in companies through private placements. In many cases, employees and officers with investment discretion on behalf of our company decide whether to invest in our company's account or their personal account. It is possible that gains from investing will accrue to these individuals because investments were made in their personal accounts, and our company will not realize gains because it did not make an investment. Conversely, it is possible that losses from investing will accrue to our company, while these individuals do not experience losses in their personal accounts because the individuals did not make investments in their personal accounts.

We may be unable to successfully integrate acquired businesses into our existing business and operations.

On February 28, 2005, we acquired Catalyst Financial Planning & Investment Management, Inc., a registered investment advisor with over $100 million in assets under management at the time of acquisition. We may experience difficulty integrating the operations of Catalyst into our existing business and operations including our accounting, finance, compensation, information technology and management systems. We may not be able to retain the services of Catalyst employees. These factors could result in higher than anticipated costs associated with the Catalyst acquisition. Additionally, they may cause revenue from the Catalyst acquisition to be lower than forecast. If costs are higher or revenue lower than we expect, our business and results of operations could be materially adversely affected. Although we have no specific plans to do so at this time, we may buy one or more other businesses in the future. If we are unable to successfully integrate such businesses into our existing business and operations in the future, our business and results of operations could be materially adversely affected

We may be unable to effectively manage rapid growth that we may experience, which could place a continuous strain on our resources and, accordingly, adversely affect our business.

We plan to expand our operations. Our growth, if it occurs, will impose significant demands on our management, financial, technical and other resources. We must adapt to changing business conditions and improve existing systems or implement new systems for our financial and management controls, reporting systems and procedures and expand, train and manage a growing employee base in order to manage our future growth. We may not be able to implement improvements to our internal reporting systems in an efficient and timely manner and may discover deficiencies in existing systems and controls. We believe that future growth will require implementation of new and enhanced communications and information systems and training of our personnel to operate such systems. Furthermore, we may acquire existing companies or enter into strategic alliances with third parties, in order to achieve rapid growth. For us to succeed, we must make our existing business and systems work effectively with those of any strategic partners without undue expense, management distraction or other disruptions to our business. We may be unable to implement our business plan if we fail to manage any of the above growth challenges successfully. Our financial results may suffer and we could be materially and adversely affected if that occurs.

Our business and operations would suffer in the event of system failures.

Our success, in particular our ability to successfully facilitate securities brokerage transactions and provide high-quality customer service, largely depends on the efficient and uninterrupted operation of our computer and communications systems. Our systems and operations are vulnerable to damage or interruption from fire, flood, power loss, telecommunication failures, break-ins, earthquake and similar events. Despite the implementation of network security measures, redundant network systems and a disaster recovery plan, our servers are vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions, delays, loss of data or the inability to accept and fulfill customer orders. Additionally, computer viruses may cause our systems to incur delays or other service interruptions, which may cause us to incur additional operating expenses to correct problems we may experience. Any of the foregoing problems could materially adversely affect our business or future results of operations.

We are highly dependent on proprietary and third-party systems; therefore, system failures could significantly disrupt our business.

Our business is highly dependent on communications and information systems, including systems provided by our clearing brokers. Any failure or interruption of our systems, the systems of our clearing broker or third party trading systems could cause delays or other problems in our securities trading activities, which could have a material adverse effect on our operating results. In addition, our clearing brokers provide our principal disaster recovery system. We cannot assure you that we or our clearing brokers will not suffer any systems failure or interruption, including one

caused by an earthquake, fire, other natural disaster, power or telecommunications failure, act of God, act of war or otherwise, or that our or our clearing brokers' back-up procedures and capabilities in the event of any such failure or interruption will be adequate.

Our common stock price may be volatile, which could adversely affect the value of your shares.

The market price of our common stock has in the past been, and may in the future continue to be, volatile. A variety of events may cause the market price of our common stock to fluctuate significantly, including:

- variations in quarterly operating results;
- our announcements of significant contracts, milestones, acquisitions;
- our relationships with other companies;
- our ability to obtain needed capital commitments;
- additions or departures of key personnel;
- sales of common stock, conversion of securities convertible into common stock, exercise of options and warrants to purchase common stock or termination of stock transfer restrictions;
- general economic conditions, including conditions in the securities brokerage and investment banking markets;
- changes in financial estimates by securities analysts; and
- fluctuation in stock market price and volume.

Many of these factors are beyond our control. Any one of the factors noted herein could have an adverse effect on the value of our common stock.

In addition, the stock market in recent years has experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many companies and that often have been unrelated to the operating performance of such companies. These market fluctuations have adversely impacted the price of our common stock in the past and may do so in the future.

Our risk management policies and procedures may leave us exposed to unidentified or unanticipated risk.

Our risk management strategies and techniques may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk.

We are exposed to the risk that third parties that owe us money, securities or other assets will not perform their obligations. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, breach of contract or other reasons. We are also subject to the risk that our rights against third parties may not be enforceable in all circumstances. As a clearing member firm, we finance our customer positions and could be held responsible for the defaults or misconduct of our customers. Although we regularly review credit exposures to specific clients and counterparties and to specific industries and regions that we believe may present credit concerns, default risk may arise from events or circumstances that are difficult to detect or foresee. In addition, concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions, which in turn could adversely affect us. If any of the variety of instruments, processes and strategies we utilize to manage our exposure to various types of risk are not effective, we may incur losses.

We could be sued in a securities class action lawsuit.

In the past, following periods of volatility in the market price of a company's securities, securities class action litigation often has been instituted against that company. Such litigation is expensive and diverts management's attention and resources. We can not assure you that we will not be subject to such litigation. If we are subject to such litigation, even if we ultimately prevail, our business and financial condition may be adversely affected.

Your ability to sell your shares may be restricted because there is a limited trading market for our common stock.

Although our common stock is currently traded on the American Stock Exchange, an active trading market in our stock has been limited. Accordingly, you may not be able to sell your shares when you want or at the price you want.

Anti-takeover provisions of the Delaware General Corporation Law could discourage a merger or other type of corporate reorganization or a change in control even if it could be favorable to the interests of our stockholders.

The Delaware General Corporation Law contains provisions that may enable our management to retain control and resist our takeover. These provisions generally prevent us from engaging in a broad range of business combinations with an owner of 15% or more of our outstanding voting stock for a period of three years from the date that such person acquires his or her stock. Accordingly, these provisions could discourage or make more difficult a change in control or a merger or other type of corporate reorganization even if it could be favorable to the interests of our stockholders.

Because our Board of Directors can issue common stock without stockholder approval, you could experience substantial dilution.

Our Board of Directors has the authority to issue up to 300,000,000 shares of common stock and to issue options and warrants to purchase shares of our common stock without stockholder approval in certain circumstances. Future issuance of additional shares of our common stock could be at values substantially below the price at which you may purchase our stock and, therefore, could represent substantial dilution. In addition, our Board of Directors could issue large blocks of our common stock to fend off unwanted tender offers or hostile takeovers without further stockholder approval.

Our ability to issue additional preferred stock may adversely affect your rights as a common stockholder and could be used as an anti take-over device.

Our Articles of Incorporation authorize our Board of Directors to issue up to an additional 27,450,000 shares of preferred stock, without approval from our stockholders. If you hold our common stock, this means that our Board of Directors has the right, without your approval as a common stockholder, to fix the relative rights and preferences of the preferred stock. This would affect your rights as a common stockholder regarding, among other things, dividends and liquidation. We could also use the preferred stock to deter or delay a change in control of our company that may be opposed by our management even if the transaction might be favorable to you as a common stockholder.

Our officers and directors exercise significant control over our affairs, which could result in their taking actions of which other stockholders do not approve.

Our executive officers and directors, and entities affiliated with them, currently control approximately 24% of our outstanding common stock including exercise of their options and warrants. These stockholders, if they act together, will be able to exercise substantial influence over all matters requiring approval by our stockholders, including the election of directors and approval of significant corporate transactions. This concentration of ownership may also have the effect of delaying or preventing a change in control of us and might affect the market price of our common stock.

Any exercise of outstanding stock options and warrants will dilute then-existing stockholders' percentage of ownership of our common stock.

We have a significant number of outstanding stock options and warrants. During the nine months ended September 30, 2006, shares issuable upon the exercise of these options and warrants, at prices ranging currently from approximately $0.05 to $7.00 per share, represent approximately 12% of our total outstanding stock on a fully diluted

basis using the treasury stock method.

The exercise of the outstanding options and warrants would dilute the then-existing stockholders' percentage ownership of our common stock. Any sales resulting from the exercise of options and warrants in the public market could adversely affect prevailing market prices for our common stock. Moreover, our ability to obtain additional equity capital could be adversely affected since the holders of outstanding options and warrants may exercise them at a time when we would also wish to enter the market to obtain capital on terms more favorable than those provided by such options and warrants. We lack control over the timing of any exercise or the number of shares issued or sold if exercises occur.

Item 6. Exhibits

31.1	Certification of Principal Executive Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant To Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

MCF CORPORATION

November 7, 2006 By: /s/ D. JONATHAN MERRIMAN

D. Jonathan Merriman,
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

November 7, 2006 By: /s/ JOHN D. HIESTAND

John D. Hiestand
Chief Financial Officer
(Principal Financial Officer)