KNIGHT CAPITAL GROUP, INC.
Form 10-Q
August 09, 2007
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2007**

OR

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

001-14223

Commission File Number

KNIGHT CAPITAL GROUP, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

22-3689303

(I.R.S. Employer Identification Number)

545 Washington Boulevard, Jersey City, NJ 07310

(Address of principal executive offices and zip code)

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

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

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

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

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

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

At August 9, 2007 the number of shares outstanding of the Registrant s Class A Common Stock was 99,843,088 and there were no shares outstanding of the Registrant s Class B Common Stock as of such date.

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KNIGHT CAPITAL GROUP, INC.

FORM 10-Q QUARTERLY REPORT

For the Quarter Ended June 30, 2007

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
	2007	2006	2007	2006
Revenues				
Commissions and fees	$ 106,929,092	$ 112,475,157	$ 210,788,547	$ 215,118,168
Net trading revenue	54,192,639	68,220,068	115,829,721	148,259,218
Asset management fees	29,116,156	14,075,709	89,830,111	84,586,752
Interest, net	4,169,037	2,775,335	8,986,980	6,089,307
Investment income and other	6,990,087	8,404,064	17,613,315	29,091,325
Total revenues	201,397,011	205,950,333	443,048,674	483,144,770
Transaction-based expenses				
Execution and clearance fees	28,690,546	30,026,355	56,101,032	58,950,758
Soft dollar and commission recapture expense	14,468,448	18,684,431	29,005,096	37,130,756
Payments for order flow and ECN rebates	12,761,373	12,126,021	25,360,338	21,999,419
Total transaction-based expenses	55,920,367	60,836,807	110,466,466	118,080,933
Revenues, net of transaction-based expenses	145,476,644	145,113,526	332,582,208	365,063,837
Other direct expenses				
Employee compensation and benefits	78,697,298	64,615,557	180,930,190	164,171,725
Communications and data processing	9,387,289	8,403,791	18,086,514	16,041,932
Depreciation and amortization	5,513,772	5,324,879	10,915,552	9,732,574
Professional fees	3,190,973	5,092,238	8,680,095	11,475,361
Business development	4,493,303	3,134,363	8,272,135	5,256,681
Occupancy and equipment rentals	3,550,286	3,398,114	7,005,512	6,750,599
Writedown of assets and lease loss accrual	(1,490,061)	482,269	(1,490,061)	8,479,703
Other	2,275,187	3,896,612	5,607,934	10,344,981
Total other direct expenses	105,618,047	94,347,823	238,007,871	232,253,556
Income from continuing operations before income taxes	39,858,597	50,765,703	94,574,337	132,810,281
Income tax expense	15,480,361	20,426,119	37,010,389	53,338,656
Net income from continuing operations	24,378,236	30,339,584	57,563,948	79,471,625
Loss from discontinued operations, net of tax			(1,332,818)	
Net income	$ 24,378,236	$ 30,339,584	$ 56,231,130	$ 79,471,625
Basic earnings per share from continuing operations	$ 0.24	$ 0.30	$ 0.57	$ 0.79

Diluted earnings per share from continuing operations	$	0.24	$	0.29	$	0.56	$	0.75
Basic and diluted earnings per share from discontinued operations	$		$		$	(0.01)	$	
Basic earnings per share	$	0.24	$	0.30	$	0.56	$	0.79
Diluted earnings per share	$	0.24	$	0.29	$	0.54	$	0.75
Shares used in computation of basic earnings per share		99,683,315		100,739,240		100,291,311		100,822,519
Shares used in computation of diluted earnings per share		102,523,827		105,397,197		103,540,053		105,358,680

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

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KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	June 30, 2007 (Unaudited)	December 31, 2006
Assets		
Cash and cash equivalents	$ 125,552,681	$ 214,759,915
Securities owned, held at clearing brokers, at market value	440,385,042	711,774,643
Receivable from brokers and dealers	410,815,715	372,897,376
Asset management fees receivable	58,240,104	112,204,064
Investment in Deephaven sponsored funds	200,750,859	187,573,291
Fixed assets and leasehold improvements, at cost, less accumulated depreciation and amortization	64,426,641	66,449,617
Strategic investments	48,211,877	49,436,605
Goodwill	133,072,889	133,042,889
Intangible assets, less accumulated amortization	60,805,204	63,701,006
Deferred compensation investments	85,899,214	31,585,597
Other assets	130,700,644	84,788,713
Total assets	$ 1,758,860,870	$ 2,028,213,716
Liabilities and Stockholders Equity		
Liabilities		
Securities sold, not yet purchased, at market value	$ 416,625,320	$ 693,071,230
Payable to brokers and dealers	120,525,119	47,852,721
Accrued compensation expense	169,803,152	227,846,699
Accrued expenses and other liabilities	86,881,567	96,956,122
Total liabilities	793,835,158	1,065,726,772
Stockholders equity		
Class A Common Stock, $0.01 par value;		
Shares authorized: 500,000,000 at June 30, 2007 and December 31, 2006; Shares issued: 150,202,273 at June 30, 2007 and 144,958,749 at December 31, 2006; Shares outstanding: 103,007,159 at June 30, 2007 and 103,660,303 at December 31, 2006	1,502,023	1,449,588
Additional paid-in capital	566,088,994	519,790,132
Retained earnings	868,090,455	811,859,325
Treasury stock, at cost; 47,195,114 shares at June 30, 2007 and 41,298,446 shares at December 31, 2006	(470,655,760)	(370,612,101)
Total stockholders equity	965,025,712	962,486,944
Total liabilities and stockholders equity	$ 1,758,860,870	$ 2,028,213,716

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

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KNIGHT CAPITAL GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the six months ended June 30, 2007	2006
Cash flows from operating activities		
Net income	$ 56,231,130	$ 79,471,625
Loss from discontinued operations, net of tax	(1,332,818)	
Income from continuing operations, net of tax	57,563,948	79,471,625
Adjustments to reconcile income from continuing operations, net of tax to net cash used in operating activities		
Depreciation and amortization	10,915,552	9,732,574
Stock-based compensation	15,758,934	11,786,277
Deferred rent	196,047	475,191
Writedown of assets and lease loss accrual	(1,490,061)	8,479,703
Unrealized (gain) loss on strategic investments	(216,705)	1,939,119
Unrealized gain on investments in Deephaven sponsored funds	(13,872,985)	(19,845,429)
Realized gain on strategic investment		(7,117,304)
Operating activities from discontinued operations	(1,332,818)	
(Increase) decrease in operating assets		
Securities owned	271,389,601	(208,893,676)
Receivable from brokers and dealers	(37,918,339)	(84,291,004)
Asset management fees receivable	56,118,617	(15,455,154)
Deferred compensation investments	(54,313,617)	(463,866)
Other assets	(47,314,153)	(5,960,783)
Increase (decrease) in operating liabilities		
Securities sold, not yet purchased	(276,445,910)	185,101,150
Payable to brokers and dealers	72,672,398	40,777,003
Accrued compensation expense	(58,043,547)	2,388,018
Accrued expenses and other liabilities	(8,780,541)	(33,035,123)
Net cash used in operating activities	(15,113,579)	(34,911,679)
Cash flows from investing activities		
Purchases of fixed assets and leasehold improvements	(5,996,774)	(6,568,077)
Redemption of Deephaven sponsored funds		72,610,000
Proceeds from strategic investments	5,534,415	7,911,304
Purchases of strategic investments	(4,150,000)	(4,271,099)
Purchases of businesses, net of cash acquired	(30,000)	(77,595,764)
Contingency payment on purchase of business		(2,000,000)
Net cash used in investing activities	(4,642,359)	(9,913,636)
Cash flows from financing activities		
Stock options exercised	17,901,095	14,088,961
Income tax benefit on stock awards exercised	12,691,268	9,811,243
Cost of common stock repurchased	(100,043,659)	(26,813,572)
Net cash used in financing activities	(69,451,296)	(2,913,368)

Decrease in cash and cash equivalents	(89,207,234)	(47,738,683)
Cash and cash equivalents at beginning of period	214,759,915	230,591,067
Cash and cash equivalents at end of period	$ 125,552,681	$ 182,852,384
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 32,218	$ 78,252
Cash paid for income taxes	$ 56,802,363	$ 69,958,498
Supplemental disclosure of noncash investing activities:		
Goodwill	$ 30,000	$ 55,682,812
Intangible assets		35,000,000
Fixed assets		1,714,655
Other net liabilities		(14,801,703)
Cash paid for purchase of businesses, net of cash acquired	$ 30,000	$ 77,595,764

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

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KNIGHT CAPITAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2007

(Unaudited)

1. Organization and Description of the Business

Knight Capital Group, Inc. and its subsidiaries (the Company) have two operating business segments, Asset Management and Global Markets, as well as a Corporate segment. As of June 30, 2007, the Company s operating business segments from continuing operations comprised the following operating subsidiaries:

Asset Management

Deephaven Capital Management LLC (Deephaven) is the registered investment adviser to and sponsor of the Deephaven investment funds (the Deephaven Funds). In addition to being registered as an Investment Adviser with the Securities and Exchange Commission (SEC or Commission), Deephaven is also registered with the Commodity Futures Trading Commission (CFTC) as a commodity pool operator and a commodity trading adviser, and is a member of the National Futures Association (NFA). Due to the nature of Deephaven s investor base, however, Deephaven is not registered as either a Futures Commission Merchant (FCM) or Introducing Broker with the CFTC/NFA and is exempt from many of the CFTC/NFA regulations. Deephaven also has a U.K. registered investment adviser subsidiary, which is regulated by the Financial Services Authority (FSA) in the U.K., and a Hong Kong registered investment adviser subsidiary, which is regulated by the Hong Kong Securities and Futures Commission.

Global Markets

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

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

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

Direct Trading Institutional, L.P. (Direct Trading) provides institutions with direct market access trading through Knight Direct, an advanced electronic platform. Direct Trading is a broker-dealer registered with the SEC and is a member of Nasdaq, the NASD and the NFA.

Direct Edge ECN LLC (Direct Edge ECN) operates as an electronic communications network (ECN). Direct Edge ECN is a liquidity destination offering the ability to match and route trades in Nasdaq Global Market, Nasdaq Global Select Market, Nasdaq Capital Market and NYSE and AMEX

listed securities by displaying orders in the NASD Alternative Display Facility. Direct Edge ECN is a broker-dealer registered with the SEC and is a member of Nasdaq, the NASD, the National Stock Exchange, Chicago Stock Exchange, CBOE Stock Exchange, Boston Stock Exchange and NYSE Arca, Inc.

Hotspot FX, Inc. and its subsidiaries (Hotspot) provide institutions, dealers and retail clients with spot foreign exchange executions through an advanced, fully electronic platform. Hotspot was acquired by the Company in April 2006. One Hotspot subsidiary is regulated by the FSA and another Hotspot subsidiary is a FCM registered with the CFTC and is a member of the NFA.

ValuBond Securities, Inc. (ValuBond) provides electronic access and trade execution products for the fixed income market. ValuBond was acquired by the Company in October 2006. ValuBond is registered with the SEC and is a member of the NASD and the Municipal Securities Rulemaking Board (MSRB).

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

Discontinued Operations

The Company completed the sale of its Derivative Markets business to Citigroup Financial Products Inc. (Citigroup) for $237 million in December of 2004. Costs associated with the Derivative Markets segment have been included within discontinued operations for the six months ended June 30, 2007. For a further discussion of the sale of the Company s Derivative Markets business and its associated accounting treatment, see Footnote 9 Discontinued Operations.

2. Significant Accounting Policies

Basis of consolidation and form of presentation

The accompanying unaudited consolidated financial statements include the accounts of the Company and its subsidiaries and, in the opinion of management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim period. All significant intercompany transactions and balances within continuing operations have been eliminated. Certain footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to SEC rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The nature of the Company s business is such that the results of an interim period are not necessarily indicative of the results for the full year. These unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2006 as filed with the SEC.

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

Cash and cash equivalents

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

Market making and sales activities

Securities owned and securities sold, not yet purchased, which primarily consist of listed and OTC equities, are carried at market value and are recorded on a trade date basis. Net trading revenue (trading gains, net of

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trading losses) and commissions (which includes commission equivalents earned on institutional client orders) and related expenses are also recorded on a trade date basis. The Company s clearing agreements call for payment or receipt of interest income, net of transaction-related interest charged by clearing brokers for facilitating the settlement and financing of securities transactions. Interest expense, which has been netted against interest income on our Consolidated Statements of Operations, was $1.2 million and $834,000 for the three months ended June 30, 2007 and 2006, respectively and $1.5 million and $1.2 million for the six months ended June 30, 2007 and 2006, respectively.

Dividend income and expense relating to securities owned and securities sold, not yet purchased derived from our market making activities are included as a component of Net trading revenue on the Consolidated Statements of Operations.

Payments for order flow and ECN rebates represent payments to broker-dealer clients, in the normal course of business, for directing their order flow in U.S. equities to the Company, and rebates for providing liquidity to Direct Edge ECN. Soft dollar and commission recapture expense represents payments to institutions in connection with soft dollar and commission recapture programs.

Asset management fees

Deephaven earns asset management fees, which consist of management fees and incentive allocation fees, for managing the Deephaven Funds. Management fees, which are received monthly, are recorded as earned and are calculated as a percentage of each Deephaven Fund s monthly net assets.

Incentive allocation fees are earned based upon the performance of the Deephaven Funds and are calculated based upon a percentage of a new high net asset value as defined in the applicable private placement offering memorandum, for some funds, for the six month performance period ended June 30th or December 31st, and for the twelve month performance period ended December 31st for other funds. A new high net asset value is defined as the amount by which the net asset value of an investor s account in the particular Deephaven fund exceeds the greater of either the investor s highest previous net asset value in that Deephaven fund or the net asset value at the time the investor made a purchase.

The Company records incentive allocation fees in accordance with Method 2 of Emerging Issues Task Force (EITF) Topic D-96. Under this methodology, the Company recognizes incentive allocation fee income for each interim period based upon the amount that would be due if the investment advisory relationship with the Deephaven Funds were terminated at the end of such period.

The incentive allocation fee may increase or decrease during the year based on the performance of the Deephaven Funds. As such, the incentive allocation fee, in certain circumstances, may be negative for certain periods, but not lower than zero for any six-month performance period ended June 30th or December 31st, for some funds, or the twelve month performance period ended December 31st for other funds. Incentive allocation fees are paid upon the close of each six month performance period, or twelve month performance period, as the case may be, and are not subject to repayment (i.e., clawback) once such performance period has closed. If a fund with a six month performance period incurs losses in the performance period ended December 31st, the Company may make the determination, at its sole discretion, to return all or a portion of incentive allocation fees collected for the prior six month performance period ending June 30th of that year.

Estimated fair value of financial instruments

The market value of securities owned and securities sold, not yet purchased is estimated using market quotations available from major securities exchanges, clearing brokers and dealers. Management estimates that

the fair values of other financial instruments recognized on the Consolidated Statements of Financial Condition (including receivables, payables and accrued expenses) approximate their carrying values, as such financial instruments are short-term in nature, bear interest at current market rates or are subject to frequent repricing.

Goodwill and intangible assets

The Company applies the provisions of Statement of Financial Accounting Standards (SFAS) No. 142 *Goodwill and Other Intangible Assets,* which requires that goodwill and intangible assets with an indefinite useful life no longer be amortized, but instead, be tested for impairment annually or when an event occurs or circumstances change that signify the existence of impairment. Other intangible assets are amortized on a straight line basis over their useful lives and, as required by SFAS No. 144 *Accounting for the Impairment or Disposal of Long-Lived Assets,* will be tested for recoverability whenever events indicate that the carrying amounts may not be recoverable.

Strategic investments and deferred compensation investments

Strategic investments include non-controlling equity ownership interests primarily in financial services-related businesses. Deferred compensation investments consist of investments held by the Company related to deferred compensation plans for the benefit of Knight s employees and directors. Strategic investments and Deferred compensation investments are accounted for under the equity method, at cost or at fair market value. The equity method of accounting is used for investments in limited partnerships and limited liability companies that are held by the Company or any of its non-broker-dealer subsidiaries. Investments in corporations by such non-broker-dealers are held at amortized cost. Deferred compensation investments in mutual funds are accounted for at fair value.

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

Treasury stock

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

Foreign currencies

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

Depreciation, amortization and occupancy

Fixed assets are being depreciated on a straight-line basis over their estimated useful lives of three to seven years. Leasehold improvements are being amortized on a straight-line basis over the shorter of the life of the related office lease or the expected useful life of the assets. The Company follows SFAS No. 13 *Accounting for*

Leases, as clarified by EITF and Financial Accounting Standards Boards (FASB) Technical Bulletins, which states that rent expense under operating leases with fixed rent escalations, lease incentives and free rent periods should be recognized on a straight-line basis over the lease term beginning on the date the lessee takes possession of or controls the use of the space, including during free rent periods. The Company capitalizes certain costs associated with the acquisition or development of internal-use software and amortizes the software over its estimated useful life of three years, commencing at the time the software is placed in service.

Writedown of fixed assets

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

Lease loss accrual

It is the Company s policy to identify excess real estate capacity and where applicable, accrue for such future costs. In determining the accrual, a nominal cash flow analysis is performed for lease losses initiated prior to December 31, 2002, the effective date of SFAS No. 146 *Accounting for Costs Associated with Exit or Disposal Activities,* and costs related to the excess capacity are accrued. For lease losses initiated after December 31, 2002, the Company s policy is to accrue future costs related to excess capacity using a discounted cash flow analysis. In an event the Company is able to sublease the excess real estate after recording a lease loss accrual, such lease loss accrual is adjusted to the extent the actual terms of sub-leased property differ from the assumptions used in the calculation of the lease loss accrual.

Income taxes

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

On January 1, 2007 the Company adopted FASB Interpretation No. 48 *Accounting for Uncertainty in Income Taxes* (FIN 48). The Company recognized no material adjustment in the liability for unrecognized income tax benefits as a result of the implementation of FIN 48.

Stock-based compensation

On January 1, 2006, the Company adopted SFAS No. 123-R, *Share-Based Payment* (SFAS No. 123-R), using the modified prospective method. Under SFAS No. 123-R, the grant date fair values of stock-based employee awards that require future service are amortized over the relevant service period.

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

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SFAS No. 123-R requires expected forfeitures to be considered in determining stock-based employee compensation expense. For all periods presented, the Company recorded a benefit for expected forfeitures on all outstanding stock-based awards.

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

Other

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

3. Securities Owned and Securities Sold, Not Yet Purchased

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

	June 30, 2007	December 31, 2006
Securities owned:		
Equities	$ 434.0	$ 703.0
U.S. government obligations	6.4	8.8
	$ 440.4	$ 711.8
Securities sold, not yet purchased:		
Equities	$ 416.6	$ 693.1

4. Receivable from and Payable to Brokers and Dealers

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

	June 30, 2007	December 31, 2006
Receivable:		
Clearing brokers and other	$ 266.6	$ 305.3
Securities failed to deliver	112.7	42.3
Deposits for securities borrowed	31.5	25.2
	$ 410.8	$ 372.9
Payable:		
Securities failed to receive	$ 94.7	$ 34.4
Clearing brokers and other	25.8	13.4

	$ 120.5	$ 47.9

Totals may not add due to rounding.

5. Goodwill and Intangible Assets

Goodwill and intangible assets with indefinite useful lives are tested for impairment annually or when an event occurs or circumstances change that signify the existence of impairment. As part of the test for impairment, the Company considers the profitability of the respective segment or reporting unit, an assessment of the fair value of the respective segment or reporting unit as well as the overall market value of the Company compared to its net book value. In June 2007, the Company tested for the impairment of goodwill and intangible assets and concluded that there was no impairment. Amortizable intangibles are tested for recoverability whenever events indicate that the carrying amounts may not be recoverable. No such events occurred in 2006 and 2007 that would indicate that the carrying amounts of the Company s amortizable intangibles may not be recoverable.

The goodwill balance of $133.1 million at June 30, 2007 relates to the Global Markets business segment. Goodwill is net of accumulated amortization of $21.9 million recorded through December 31, 2001, the effective date the Company adopted SFAS No. 142. Goodwill primarily represents the Company s purchases of the businesses now operating as KCM, Direct Trading, Direct Edge ECN, Hotspot, Donaldson and ValuBond.

The Company had intangible assets, net of accumulated amortization, of $60.8 million and $63.7 million at June 30, 2007 and December 31, 2006, respectively, all included within the Global Markets business segment. Intangible assets decreased by $2.9 million during the six months ended June 30, 2007 due to amortization expense. Intangible assets primarily represent client relationships and are being amortized over their remaining useful lives, the majority of which have been determined to range from eight to thirty years. The weighted average remaining life of the Company s intangible assets at June 30, 2007 is approximately 16 years.

The Company recorded amortization expense, related to its intangible assets of $1.4 million and $1.3 million for the three months ended June 30, 2007 and 2006, respectively, and $2.9 million and $2.0 million for the six months ended June 30, 2007 and 2006, respectively. The estimated amortization expense relating to the intangible assets for each of the next five years approximates $2.9 million for the remainder of 2007, $5.7 million in 2008, $5.1 million in 2009, $4.9 million in each of 2010 and 2011, and $4.8 million in 2012.

The chart below summarizes the Company s Goodwill and Intangible assets, net of accumulated amortization, as of June 30, 2007 and December 31, 2007 (in millions):

Goodwill

	June 30, 2007	December 31, 2006
Purchase of Trimark business	$ 10.1	$ 10.1
Purchase of Tradetech business	3.0	3.0
Purchase of Donaldson business	3.6	3.6
Purchase of remaining shares in Knight Roundtable Europe	2.5	2.5
Purchase of Direct Trading business	33.4	33.4
Purchase of ATTAIN ECN business	10.6	10.6
Purchase of Hotspot business	55.7	55.7
Purchase of ValuBond business	14.2	14.1
Total	$ 133.1	$ 133.0

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Intangible Assets

		June 30, 2007	December 31, 2006
Customer relationships[1]	Gross carrying amount	$ 51.9	$ 51.9
	Accumulated amortization	(7.3)	(5.4)
	Net carrying amount	$ 44.6	46.5
Trade names[2]	Gross carrying amount	$ 9.8	$ 9.8
	Accumulated amortization	(0.7)	(0.6)
	Net carrying amount	$ 9.1	9.2
Other[3]	Gross carrying amount	$ 9.2	$ 9.2
	Accumulated amortization	(2.1)	(1.3)
	Net carrying amount	$ 7.1	$ 8.0
Total	Gross carrying amount	$ 70.9	$ 70.9
	Accumulated amortization	(10.1)	(7.2)
	Net carrying amount	$ 60.8	$ 63.7

(1) Customer relationships relate to the Donaldson, Direct Trading, and Hotspot acquisitions. The weighted average remaining life is approximately 16 years as of June 30, 2007 and 17 years as of December 31, 2006. Lives may be reduced depending upon actual retention rates.

(2) Trade names relate to the Donaldson, Direct Trading, Hotspot and ValuBond acquisitions. The weighted average remaining life is approximately 25 years as of June 30, 2007 and 26 years as of December 31, 2006.

(3) Other includes technology, non-compete agreements and domain name rights used by the Company. The weighted average remaining life is approximately 5 years as of June 30, 2007 and 6 years as of December 31, 2006.

6. Investment in Deephaven Sponsored Funds and Strategic Investments

The Company s wholly-owned subsidiary, Deephaven, is the registered investment adviser and sponsor of the Deephaven Funds, which engage in various trading strategies involving equities, debt instruments and derivatives. The underlying investments in the Deephaven Funds are carried at market value. Of the $4.0 billion and $4.2 billion of assets under management in the Deephaven Funds as of June 30, 2007 and December 31, 2006, respectively, the Company had corporate investments as a limited partner or non-managing member of $200.8 million and $187.6 million, respectively. Deferred compensation investments on the Consolidated Statements of Financial Condition at June 30, 2007 and December 31, 2006 included $51.8 million and $31.6 million, respectively, of investments as a limited partner or non-managing member in the Deephaven Funds related to employee and director deferred compensation plans. Certain officers, directors and employees of the Company held direct investments of approximately $9.8 million and $6.2 million as limited partners or non-managing members in the Deephaven Funds, in the aggregate, as of June 30, 2007 and December 31, 2006, respectively.

Included in Investment income and other on the Company s Consolidated Statements of Operations is income from the Company s corporate investments as a limited partner or non-managing member in the Deephaven Funds of $6.3 million and $0.9 million for the three months ended June 30, 2007 and 2006, respectively, and $14.2 million and $19.8 million for the six months ended June 30, 2007 and 2006, respectively.

In connection with the sale of the Derivative Markets business in December 2004 (see Footnote 9, Discontinued Operations) and in light of the reorganization of the Company s business segments, the Company transferred its investment in the International Securities Exchange, Inc. (ISE), which was previously held by its

broker-dealer subsidiaries, to a corporate investment holding company. During the first quarter of 2005, this equity investment became marketable and, accordingly, was accounted for as an equity security under SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities* and was classified as an available-for-sale security. Included in the three and six months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of part of the Company s equity investment in the ISE. As of June 30, 2006, the Company owned 543,000 shares of common stock in the ISE, which had an aggregate fair value and amortized cost of $20.7 million and $2.2 million, respectively.

7. Significant Clients and Investors

The Company considers significant clients to be those clients who account for 10% or more of the total U.S. equity dollar value traded by the Company during the period. No clients accounted for more than 10% of the Company s U.S. equity dollar value traded during the three and six months ended June 30, 2007 and 2006, respectively.

The Company considers significant investors to be those investors who account for 10% or more of asset under management in Deephaven Funds. No investor accounted for more than 10% of the Deephaven Funds asset under management as of June 30, 2007 and 2006.

8. Writedown of Assets and Lease Loss Accrual

The Writedown of assets and lease loss accrual during the three and six months ended June 30, 2007 was a benefit of $1.5 million, due to the adjustment of previously recognized lease losses with respect to our 545 Washington Boulevard property in Jersey City, N.J. During the second quarter of 2007, the Company entered into a sub-lease agreement for a portion of the premises for which it had previously recorded a lease loss accrual. The lease loss accrual was adjusted based on the difference between the actual terms of the sub-lease and the assumptions previously used in the calculation of the lease loss accrual.

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

9. Discontinued Operations

The Company completed the sale of its Derivative Markets business to Citigroup for $237 million in cash in December 2004. In accordance with SFAS No. 144, the results of the Derivative Markets business segment, the revenues and expenses associated with these businesses as well as all costs associated with the sale transaction have been included in Loss from discontinued operations, net of tax on the Consolidated Statements of Operations for all periods presented. As described in Footnote 11 Regulatory Charges and Related Matters , during the first quarter of 2007, the Company recorded a charge of $1.3 million, net of taxes, related to a regulatory matter involving the Derivative Markets segment. No charge was recorded for the three months ended June 30, 2007.

	Six months ended June 30, 2007	
Revenues	$	
Pre-tax loss from discontinued operations	$	(2.0)
Income tax benefit		0.6
Loss from discontinued operations, net of tax	$	(1.3)

Total may not add due to rounding.

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10. Commitments and Contingent Liabilities

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

The Company leases office space under noncancelable operating leases. Certain office leases contain fixed escalation clauses. Rental expense from continuing operations under the office leases was $2.2 million and $2.3 million for the three months ended June 30, 2007 and 2006, respectively and is included in Occupancy and equipment rentals on the Consolidated Statements of Operations. For the six months ended June 30, 2007 and 2006, rental expense from continuing operations was $4.5 million and $4.4 million, respectively.

The Company leases certain computer and other equipment under noncancelable operating leases and has entered into guaranteed employment contracts with certain of its employees. As of June 30, 2007, future minimum rental commitments under all noncancelable office, computer and equipment leases (Operating Leases), and guaranteed employment contracts longer than one year (Other Obligations) were as follows (in millions):

	Operating Leases	Other Obligations	Total
Six months ending December 31, 2007	$ 6.0	$ 43.4	$ 49.4
Year ending December 31, 2008	11.4	33.2	44.6
Year ending December 31, 2009	10.8	15.1	25.9
Year ending December 31, 2010	10.2		10.2
Year ending December 31, 2011	10.6		10.6
Thereafter through October 31, 2021	103.0		103.0
	$ 152.0	$ 91.7	$ 243.7

During the normal course of business, the Company collateralizes certain leases or other contractual obligations through letters of credit or segregated funds held in escrow accounts. As of June 30, 2007, the Company has provided a letter of credit for $6.0 million, collateralized by U.S. Treasury Bills, as a guarantee for one of the Company s lease obligations.

In 2003, the Company entered into long-term employment contracts with certain senior managers of Deephaven. These employment agreements, which became effective on January 1, 2004, had a three-year term which expired on December 31, 2006. The agreements provided for profit sharing bonuses based on the financial performance of Deephaven, which, for 2005 and 2006, represented 50% of pre-tax earnings prior to the profit-sharing bonuses. The employment agreements included an option for renewal by the Deephaven managers through 2009 under the identical financial terms; however, the renewal option was not exercised. Pursuant to the terms of a simultaneously executed option agreement between the Company and these senior Deephaven managers, in the event of a change of control of the Company during the initial three-year employment term, the Deephaven senior managers had the option to obtain a 51% interest in Deephaven in exchange for the termination of their employment contracts and associated profit-sharing bonuses. As the Company did not experience a change of control during the term of these employment contracts, this option expired.

In December 2006, the Company entered into new long-term employment agreements with three senior managers of Deephaven (the Deephaven Managers), two of whom were parties to the 2003 agreements. The

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new agreements, which became effective on January 1, 2007, are for three-year terms and include a right of renewal by the Deephaven Managers through 2012 under certain circumstances. The new employment agreements provide profit-sharing bonuses based on the financial performance of Deephaven. According to the terms of the contracts, the Deephaven Managers will receive 50% of the first $60 million, and 75% thereafter, of pre-tax earnings prior to the profit-sharing bonuses (Pre-Bonus Profits). As of June 30, 2007, the year-to-date Pre-Bonus Profits at Deephaven were approximately $61 million. The Deephaven Managers also received one million shares of Knight restricted common stock, which vest ratably over three years.

Effective January 1, 2007, the Deephaven Managers were also granted an option (the Option), exercisable after January 1, 2008 and until December 31, 2012, and conditioned on meeting certain requirements, to obtain a 49% interest in Deephaven (or a new limited liability company to which the Company s interests in Deephaven would be contributed) in exchange for the termination of their new employment agreements and associated profit-sharing bonuses. The agreement also provides that in the event of a change of control of the Company following January 1, 2007 and prior to December 31, 2012, the Deephaven Managers would have the option (the Change of Control Option), in exchange for the termination of their new employment contracts and associated profit-sharing bonuses, to obtain a 51% interest in Deephaven or, if the Option has already been exercised, to increase their 49% interest resulting from the exercise of the Option by an additional 2%. Following any exercise of the Option or Change of Control Option by the Deephaven Managers, pre-tax earnings prior to profit sharing will be allocated between Knight and the Deephaven Managers in the same manner as under the new employment agreements. During the life of the Option, the agreements provide that the Company may not sell Deephaven without the approval of the Deephaven Managers.

11. Regulatory Charges and Related Matters

In 2006, the Company received a request from the staff of the SEC for voluntary production of certain documentation related to options activities of its former Derivative Markets business segment which, prior to its sale by the Company in December 2004, was primarily operated through Knight Financial Products LLC. The Company believes this request is part of a broader review by the staff of the SEC regarding certain trading practices in the options industry during the period 1999-2005. The Company responded to this request and is cooperating with the staff of the SEC and certain regional exchanges to resolve this matter. During the first quarter of 2007, the Company recorded a charge of $1.3 million, net of tax, relating to this matter. This charge has been reported in Loss from discontinued operations, net of tax on the Consolidated Statements of Operations.

12. Comprehensive Income

Comprehensive income includes net income and changes in equity except those resulting from investments by, or distributions to, stockholders. Comprehensive income for the three and six months ended June 30, 2007 and 2006 is (in millions):

	For the three months ended June 30,		For the six months ended June 30,	
	2007	2006	2007	2006
Net income	$ 24.4	$ 30.3	$ 56.2	$ 79.5
Other comprehensive income, net of tax:				
Net unrealized (loss) gain on investment securities held as available-for-sale		(1.1)		3.3
Total comprehensive income, net of tax	$ 24.4	$ 29.2	$ 56.2	$ 82.8

For the three and six months ended June 30, 2006, Other comprehensive income, net of tax, represents net unrealized (loss) gain on the Company s strategic investment in the ISE. The Company did not hold any available-for-sale securities during the three and six months ended June 30, 2007.

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13. Earnings per Share

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

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations from continuing operations for the three and six months ended June 30, 2007 and 2006 (in millions, except per share data):

	For the three months ended June 30,			
	2007		2006	
	Numerator / net income	Denominator / shares	Numerator / net income	Denominator / shares
Income and shares used in basic calculations	$ 24.4	99.7	$ 30.3	100.7
Effect of dilutive stock based awards		2.8		4.7
Income and shares used in diluted calculations	$ 24.4	102.5	$ 30.3	105.4
Basic earnings per share from continuing operations		$ 0.24		$ 0.30
Diluted earnings per share from continuing operations		$ 0.24		$ 0.29

	For the six months ended June 30,			
	2007		2006	
	Numerator / net income	Denominator / shares	Numerator / net income	Denominator / shares
Income and shares used in basic calculations	$ 57.6	100.3	$ 79.5	100.8
Effect of dilutive stock based awards		3.2		4.5
Income and shares used in diluted calculations	$ 57.6	103.5	$ 79.5	105.4
Basic earnings per share from continuing operations		$ 0.57		$ 0.79
Diluted earnings per share from continuing operations		$ 0.56		$ 0.75

The above calculations exclude options that could potentially dilute EPS in the future but were antidilutive for the periods presented. The number of such options excluded was approximately 1.0 million and 0.8 million for the three and six months ended June 30, 2007, respectively, and 0.4 million and 0.8 million for the three and six months ended June 30, 2006, respectively.

14. Stock-Based Compensation

The Company has established the Knight Capital Group, Inc. 1998 Long Term Incentive Plan, the Knight Capital Group, Inc. 1998 Nonemployee Director Stock Option Plan, the Knight Capital Group, Inc. 2003 Equity Incentive Plan and the Knight Capital Group, Inc. 2006 Equity Incentive Plan (the 2006 Plan) (collectively, the Stock Plans). The purpose of the Stock Plans is to provide long-term incentive compensation to employees and directors of the Company. The Stock Plans are administered by the Compensation Committee of the Company s Board of Directors, and allow for the grant of options, stock appreciation rights (2006 Plan only), restricted stock and restricted stock units (collectively, the awards), as defined by the Stock Plans. The Stock Plans limit the number of awards that may be granted to a single individual as well as limit the amount of options, stock appreciation rights (2006 Plan only) or shares of restricted stock or restricted stock units that may be awarded. As of June 30, 2007, the Company has not issued any stock appreciation rights or restricted stock units.

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Restricted Shares

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

The Company measures compensation cost related to restricted shares based on the market value of the Company s common stock at the date of grant, which the Stock Plans define as the average of the high and low sales price on the date prior to the grant date. The Company recorded compensation expense of $6.4 million and $4.1 million for the three months ended June 30, 2007 and 2006, respectively, and $12.7 million and $7.9 million for the six months ended June 30, 2007 and 2006, respectively, relating to restricted shares, all of which has been included in Employee compensation and benefits on the Consolidated Statements of Operations.

The following table summarizes restricted share activity during the six months ended June 30, 2007 (shares in millions):

	Number of Restricted Shares	Weighted-Average Grant date Fair Value
Outstanding at January 1, 2007	2.7	$ 11.55
Granted	2.4	18.63
Vested	(0.9)	11.42
Surrendered	(0.1)	13.83
Outstanding at June 30, 2007	4.1	15.60

There is $47.4 million of unamortized compensation related to the unvested restricted shares outstanding at June 30, 2007. The cost of these unvested restricted shares is expected to be recognized over a weighted average life of 1.8 years.

Stock Options

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

The fair value of each option granted is estimated as of its respective grant date using the Black-Scholes option-pricing model. Stock options granted have exercise prices equal to the market value of the Company s common stock at the date of grant as defined by the Stock Plans. The principal assumptions utilized in valuing options and the methodology for estimating such model inputs include: 1) risk-free interest rate estimate is based on the yield of U.S. zero coupon securities with a maturity equal to the expected life of the option; 2) expected volatility estimate is based on several factors including implied volatility of market-traded options on the Company s common stock on the grant date and the historical volatility of the Company s common stock; and 3) expected option life estimate is based on internal studies of historical experience and projected exercise behavior based on different employee groups and specific option characteristics, including the effect of employee terminations. Based on the results of the model, the weighted-average fair value of the stock options granted during the quarter ended June 30, 2007 and 2006 was $5.75 and $5.49 per option, respectively.

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The Company recorded compensation expense of $1.4 million and $2.0 million for the three months ended June 30, 2007 and 2006, respectively, and $3.0 million and $3.9 million for the six months ended June 30, 2007 and 2006, respectively, relating to stock options, all of which was recorded in Employee compensation and benefits on the Consolidated Statements of Operations.

The following table summarizes stock option activity during the six months ended June 30, 2007 (stock options in millions):

	Number of Stock Options	Weighted-Average Exercise Price
Outstanding at January 1, 2007	8.8	$ 9.43
Granted at market value	0.6	17.62
Exercised	(3.0)	5.97
Surrendered	(0.1)	15.56
Outstanding at June 30, 2007	6.3	$ 11.71
Vested at June 30, 2007	5.7	$ 11.67
Available for future grants at June 30, 2007*	11.7	

* represents both options and awards available for grant

There is $6.6 million of unrecognized compensation related to unvested stock options outstanding at June 30, 2007. The cost of these unvested awards is expected to be recognized over a weighted average life of 1.3 years.

15. Income Taxes

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

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

	For the three months ended June 30,		For the six months ended June 30,	
	2007	2006	2007	2006
Income tax expense at the U.S. federal statutory rate	35.0%	35.0%	35.0%	35.0%
U.S. state and local income tax expense, net of U.S. federal income tax effect	3.6%	4.8%	3.8%	4.8%
Other	0.2%	0.4%	0.3%	0.4%
Income tax expense	38.8%	40.2%	39.1%	40.2%

Effective January 1, 2007 the Company adopted FIN 48. The Company recognized no material adjustment in the liability for unrecognized income tax benefits as a result of the implementation of FIN 48. At the adoption date of January 1, 2007 and at June 30, 2007, the Company had $0.9 million of unrecognized tax benefits, all of which would affect the Company s effective tax rate if recognized.

As of June 30, 2007, the Company is subject to U.S. Federal income tax examinations for the tax years 2004 and 2005, and to non-U.S. income tax examinations for the tax years of 2002 through 2005. In addition, the

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Company is subject to state and local income tax examinations in various jurisdictions for the tax years 2000 through 2005. The final outcome of these examinations is not yet determinable. However, the Company anticipates that adjustments to the unrecognized tax benefits, if any, will not result in a material change to the results of operations or financial condition.

The Company s policy for recording interest and penalties associated with audits is to record such items as a component of Income from continuing operations before income taxes. Penalties are recorded in Other expenses and interest paid or received is recorded in Interest, net, in the Consolidated Statements of Operations.

16. Acquisitions

During 2006, the Company acquired the following two businesses within the Global Markets segment for a total of $95.7 million in cash:

Hotspot, a leading electronic foreign exchange marketplace that provides access to electronic foreign exchange spot trade executions through an advanced ECN-based platform.

ValuBond, a privately held firm that provides electronic access and trade execution products for the fixed income market. ValuBond is registered with the SEC and is a member of the NASD and the MSRB.

Goodwill and Intangible assets recognized upon the closing of these transactions amounted to $69.8 million and $38.7 million, respectively. Intangible assets primarily consist of customer relationships and trade names. As these acquisitions were structured as stock purchases, none of the goodwill is expected to be deductible for tax purposes. Refer to Footnote 5, Goodwill and Intangible Assets, for further details.

During 2005, the Company acquired the following two businesses within our Global Markets segment for a total of $50.4 million in cash:

Direct Trading, a privately held firm specializing in providing institutions with direct market access trading through an advanced electronic platform (Knight Direct); and

ATTAIN ECN (now operating as Direct Edge ECN), an alternative trading system that operates an ECN. Direct Edge ECN is a liquidity destination offering the ability to match and route trades in Nasdaq Global Market, Nasdaq Global Select Market, Nasdaq Capital Market and NYSE and AMEX listed securities by displaying orders in the NASD Alternative Display Facility.

Goodwill and Intangible assets recognized upon closing of these transactions amounted to $28.5 million and $20.0 million, respectively. Intangible assets primarily consist of customer relationships and trade names. Refer to Footnote 5, Goodwill and Intangible Assets, for further details.

During 2006, the Company paid additional consideration with respect to the 2005 acquisitions of $15.5 million, which increased goodwill relating to these acquisitions to $44.0 million, which is expected to be fully deductible for tax purposes as these acquisitions were structured as asset purchases for tax purposes. One additional contingent purchase payment is due in the third quarter of 2007 with respect to the acquisition of Direct Trading which is expected to be less than $12.5 million and three additional contingent payments are due in the fourth quarters of 2007, 2008 and 2009 with respect to Direct Edge ECN based upon its profitability during future periods (which in aggregate will not exceed $4.2 million).

17. Business Segments

The Company currently has two operating business segments, Asset Management and Global Markets as well as a Corporate segment. The Asset Management segment consists of investment management and sponsorship of the Deephaven Funds. The Global Markets segment offers superior execution quality through

natural liquidity, capital facilitation and trading technology, with comprehensive products and services that support the capital formation process. The Corporate segment includes all corporate overhead expenses and investment income earned on strategic investments and the Company s corporate investment as a limited partner or non-managing member in the Deephaven Funds. Corporate overhead expenses primarily consist of compensation for certain senior executives and other individuals employed at the corporate holding company, legal and other professional expenses relating to corporate matters, directors fees, investor and public relations expenses and directors and officers insurance.

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

	Asset Management	Global Markets	Corporate	Consolidated Total
For the three months ended June 30, 2007:				
Revenues	$ 29.4	165.3	6.8	$ 201.4
Income from continuing operations before income taxes	6.3	32.7	0.9	39.9
Total assets	196.6	1,435.7	126.6	1,758.9
For the three months ended June 30, 2006:				
Revenues	$ 14.2	183.4	8.4	$ 206.0
Income (loss) from continuing operations before income taxes	2.3	49.0	(0.5)	50.8
Total assets	107.5	1,346.1	266.4	1,720.0
For the six months ended June 30, 2007:				
Revenues	$ 90.6	337.8	14.6	$ 443.0
Income from continuing operations before income taxes	25.2	68.8	0.5	94.6
Total assets	196.6	1,435.7	126.6	1,758.9
For the six months ended June 30, 2006:				
Revenues	$ 85.0	372.0	26.1	$ 483.1
Income from continuing operations before income taxes	29.0	97.5	6.2	132.8
Total assets	107.5	1,346.1	266.4	1,720.0

Totals may not add due to rounding.

18. Subsequent Events

In July 2007, the Company announced that Citadel Derivatives Group LLC, an affiliate of Citadel Investment Group, L.L.C., agreed to purchase a minority equity interest in Direct Edge ECN. The investment transaction received regulatory approval and closed on July 23, 2007.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
The following discussion of our results of operations should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2006 as filed with the Securities and Exchange Commission (SEC). This discussion contains forward-looking statements that involve risks and uncertainties, including those discussed in our Form 10-K. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including, but not limited to, those set forth elsewhere in this document and in our Form 10-K.

Certain statements contained in this Quarterly Report on Form 10-Q, including without limitation, those under Management s Discussion and Analysis of Financial Condition and Results of Operations herein (MD&A), Quantitative and Qualitative Disclosures About Market Risk in Part I, Item 3, and Legal Proceedings in Part II, Item 1, and the documents incorporated by reference, may constitute forward-looking statements. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about the Company s industry, management s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, readers are cautioned that any such forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict including, without limitation, risks associated with the costs, integration, performance and operation of the businesses recently acquired, or that may be acquired in the future, by the Company and the risks associated with the recent change in management at Deephaven Capital Management LLC (together with its subsidiaries, Deephaven) and the potential impact on the Deephaven business and assets under management. Since such statements involve risks and uncertainties, the actual results and performance of the Company may turn out to be materially different from the results expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Unless otherwise required by law, the Company also disclaims any obligation to update its view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward looking statements made in this report. Other risk factors include those associated with pursuing the substantially increased repurchase program, including, without limitation, whether or not the Company will complete the share repurchase program during any particular time frame or at all, whether the Company s cash flow from earnings and cash on hand will be sufficient to fund the share repurchase program, the effect of pursuing the program on the Company s balance sheet, the impact of market conditions, trading restrictions and alternative requirements for available cash, and the possibility that pursuing the program will limit the ability of the Company to pursue other opportunities. Readers should carefully review the risks and uncertainties detailed under Certain Factors Affecting Results of Operations within MD&A herein, under Risk Factors herein and in the Company s Annual Report on Form 10-K, and in other reports or documents the Company files from time to time with the SEC. This discussion should be read in conjunction with the Company s Consolidated Financial Statements and the Notes thereto contained in this report.

Executive Overview

We are a leading financial services firm that provides voice and electronic access to the capital markets across multiple asset classes for buy-side, sell-side and corporate clients, and asset management for institutions and private clients. We continually apply knowledge and innovation to the trading and asset management processes to build lasting client partnerships through consistent performance and superior client service. We have two operating business segments, Asset Management and Global Markets, as well as a Corporate segment.

Asset Management Our Asset Management business, Deephaven Capital Management (Deephaven), is a global, multi-strategy alternative investment manager focused on delivering attractive risk-adjusted returns with low correlation to the broader markets for institutions and private clients. Assets under management were $4.2 billion as of July 1, 2007, up from $3.1 billion as of July 1, 2006.

Global Markets Our Global Markets business offers superior execution quality through natural liquidity, capital facilitation and trading technology, with comprehensive products and services that

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support the capital formation process. We make a market or trade in nearly every U.S. equity security and provide trade execution services in a large number of international securities, futures, options, foreign currencies and fixed income instruments.

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

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

The following table sets forth: (i) Revenues, (ii) Expenses and (iii) Income (loss) from continuing operations before income taxes (Pre-Tax Earnings) of our segments and on a consolidated basis (in millions):

	For the three months ended		For the six months ended	
	June 30, 2007	June 30, 2006	June 30, 2007	June 30, 2006
Asset Management				
Revenues	$ 29.4	$ 14.2	$ 90.6	$ 85.0
Expenses	23.1	11.9	65.4	56.0
Pre-Tax Earnings	6.3	2.3	25.2	29.0
Global Markets				
Revenues	165.3	183.4	337.8	372.0
Expenses	132.6	134.4	269.0	274.5
Pre-Tax Earnings	32.7	49.0	68.8	97.5
Corporate				
Revenues	6.8	8.4	14.6	26.1
Expenses	5.9	8.9	14.1	19.9
Pre-Tax Earnings	0.9	(0.5)	0.5	6.2
Consolidated				
Revenues	201.4	206.0	443.0	483.1
Expenses	161.5	155.2	348.5	350.3
Pre-Tax Earnings	$ 39.9	$ 50.8	$ 94.6	$ 132.8

* Totals may not add due to rounding.

Consolidated Revenues for the three months ended June 30, 2007 decreased $4.6 million, or 2.2% from the same period a year ago, while Consolidated Expenses increased $6.4 million, or 4.1%. Overall, Consolidated Pre-Tax Earnings for the three months ended June 30, 2007 decreased $10.9 million, or 21.5% from the same period a year ago.

Consolidated Revenues for the six months ended June 30, 2007 decreased $40.1 million, or 8.3% from the same period a year ago, while Consolidated Expenses decreased $1.9 million, or 0.5%. Overall, Consolidated Pre-Tax Earnings for the six months ended June 30, 2007 decreased $38.2 million, or 28.8% from the same period a year ago.

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The changes in our Pre-Tax Earnings by segment from the three and six months ended June 30, 2006 to the three and six months ended June 30, 2007, respectively, are summarized as follows:

Asset Management Our Pre-Tax Earnings from Asset Management for the three months ended June 30, 2007 increased by $4.0 million, or 179.1%, from the comparable period in 2006 primarily due to higher incentive fees as a result of higher fund returns. For the six months ended June 30, 2007, our Pre-Tax Earnings from Asset Management decreased $3.8 million, or 13.1%, from the comparable period in 2006 primarily due to higher profitability-based bonus and stock-based compensation offset, in part, by higher management fees as a result of greater assets under management.

Global Markets Our Pre-Tax Earnings from Global Markets for the three months ended June 30, 2007 decreased by $16.3 million, or 33.3%, from the comparable period in 2006, primarily due to lower revenue capture offset, in part, by higher U.S. equity dollar value traded. Our Pre-Tax Earnings from Global Markets for the six months ended June 30, 2007 decreased by $28.7 million, or 29.5%, from the comparable period in 2006, primarily due to fewer shares traded and decreased revenue capture.

Corporate Our Pre-Tax Earnings from our Corporate segment for the three months ended June 30, 2007 increased by $1.4 million from the comparable period in 2006, primarily due to higher returns on our corporate investment as a limited partner or non-managing member in the Deephaven Funds, offset by the absence of gains on the sales of a portion of our investments in the International Securities Exchange, Inc. (ISE) which were recognized in 2006. For the six months ended June 30, 2007, our Pre-Tax Earnings from our Corporate segment decreased $5.7 million, or 91.5%, from the comparable period in 2006 primarily due to lower returns on our corporate investments in the Deephaven Funds as well as the absence of gains from the sale of a portion of our investment in the ISE, which were recognized in 2006.

Certain Factors Affecting Results of Operations

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

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

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Trends

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

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

Retail equity transaction volumes executed by broker-dealers have fluctuated over the past few years due to investor sentiment, market conditions and a variety of other factors. Retail equity transaction volumes may not be sustainable and are not predictable.

There has been consolidation among market centers over the past several years, and several regional exchanges have entered into joint ventures with broker-dealers to create their own alternative trading systems (i.e. ECNs) and compete within the OTC and listed trading venues. In addition, many broker-dealers are offering their own internal crossing networks creating further fragmentation in the marketplace.

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

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

There has been increased scrutiny of market-makers, specialists, hedge funds and soft dollar practices by the regulatory and legislative authorities. New legislation or modifications to existing regulations and rules could occur in the future and could materially impact the Company s revenues and profitability. For example, it is anticipated that in November 2007, all non-Nasdaq securities will be subject to limit order protection.

There has been a proliferation of alternative investment entities, which has had the effect of materially increasing competition for new investor assets.

Income Statement Items

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

Revenues

Our revenues consist principally of Commissions and fees and Net trading revenue from Global Markets and Asset management fees from Asset Management.

Revenues on transactions for which we charge explicit commissions or commission equivalents, which include the majority of our institutional client orders, are included within Commissions and fees. Commissions and fees are primarily affected by changes in our equity transaction

volumes with institutional clients, changes in commission rates, the growth of Direct Trading, Direct Edge ECN, Hotspot and ValuBond and the growth of our soft dollar and commission recapture activity.

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

Asset management fees represent fees earned by Deephaven for sponsoring and managing the Deephaven Funds as well as fees earned from separately managed accounts. These fees consist of management fees, calculated as fixed percentages of assets under management, and incentive fees, generally calculated as a percentage of the funds and managed accounts year-to-date profits, if any.

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

Investment income and other primarily represents income earned, net of losses, related to our corporate investment as a limited partner or non-managing member in the Deephaven Funds and our strategic investments. Such income is primarily affected by the level of our corporate investment in the Deephaven Funds and rates of return earned by the Deephaven Funds as well as the performance and activity of our strategic investments.

Transaction-based expenses

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

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

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

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

Other direct expenses

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

Employee compensation and benefits expense, our largest expense, primarily consists of salaries and wages paid to all employees and profitability-based compensation, which includes compensation paid to sales personnel

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and incentive compensation paid to all other employees based on our profitability. Compensation for employees engaged in sales activities is determined primarily based on a percentage of their gross revenues net of certain transaction-based expenses. The majority of compensation in Asset Management is determined by formulas based upon the profitability of the Asset Management segment, subject to certain minimum guaranteed payments. Employee compensation and benefits expense fluctuates, for the most part, based on changes in our revenues, profitability and the number of employees.

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

Three Months Ended June 30, 2007 and 2006

Continuing Operations

Revenues

	For the three months ended June 30,			% of
	2007	**2006**	**Change**	**Change**
Incentive fees (millions)	$ 19.0	$ 5.9	$ 13.0	220.0%
Management fees (millions)	10.1	8.1	2.0	24.5%
Interest income and other (millions)	0.3	0.1	0.2	237.6%
Total Revenues from Asset Management (millions)	$ 29.4	$ 14.2	$ 15.2	107.6%
Average month-end balance of assets under management (millions)	$ 3,970.0	$ 3,074.6	$ 895.4	29.1%
Quarterly fund return to investors*	2.0%	0.7%	1.3%	194.1%

* Quarterly fund return represents the blended quarterly return across all assets under management in the Deephaven Funds.

Total revenues from the Asset Management segment, which primarily consists of management fees and incentive fees, increased 107.6% to $29.4 million for the three months ended June 30, 2007, from $14.2 million for the comparable period in 2006. The increase is primarily due to higher incentive fees as a result of increased fund returns, in addition to an increase in management fees due to higher average assets under management. The average month-end balance of assets under management for the three months ended June 30, 2007 was $4.0 billion, up from $3.1 billion for the comparable period in 2006. The blended quarterly fund return across all assets under management in the Deephaven Funds for the three months ended June 30, 2007 was a gain of 2.0%, up from a gain of 0.7% for the comparable period in 2006.

	For the three months ended June 30,			% of
	2007	**2006**	**Change**	**Change**
Commissions and fees (millions)	$ 106.9	$ 112.5	$ (5.5)	-4.9%
Net trading revenue (millions)	54.2	68.2	(14.0)	-20.6%
Interest, net (millions)	4.1	2.3	1.8	81.3%
Investment income and other (millions)		0.4	(0.4)	
Total Revenues from Global Markets (millions)	$ 165.3	$ 183.4	$ (18.1)	-9.9%
U.S. equity dollar value traded ($ billions)	650.6	566.2	84.4	14.9%
U.S. equity trades executed (millions)	72.7	59.2	13.5	22.8%
Nasdaq and Listed equity shares traded (billions)	25.8	25.7	0.1	0.6%
OTC Bulletin Board and Pink Sheet shares traded (billions)	233.3	305.0	(71.7)	-23.5%
Average revenue capture per U.S. equity dollar value traded (bps)	1.6	2.1	(0.4)	-20.5%

Totals may not add due to rounding.

Total revenues from the Global Markets segment, which primarily comprises Commissions and fees and Net trading revenue from our domestic businesses, decreased 9.9% to $165.3 million for the three months ended June 30, 2007, from $183.4 million for the comparable period in 2006. Revenues for the three months ended June 30, 2007, were negatively impacted by a decrease in revenue capture per U.S. equity dollar value traded and lower share volume in OTC Bulletin Board and Pink Sheet shares.

Average revenue capture per U.S. equity dollar value traded was 1.6 basis points (bps) for the second quarter of 2007, down 20.5% from 2.1 bps in the second quarter of 2006. The primary driver for the decrease in revenue capture was a change in the mix of our order flow due to a significant increase in volumes from a new broker-dealer client base (Alternative Liquidity Providers). Order flow from Alternative Liquidity Providers generates lower revenue capture than our traditional order flow. Average revenue capture per U.S. equity dollar value traded is calculated as the total of net domestic trading revenues plus U.S. institutional commissions and commission equivalents (included in Commissions and fees), less certain transaction-related regulatory fees (included in Execution and clearance fees), (collectively Core Equity Revenues) divided by the total dollar value of the related equity transactions. Core Equity Revenues were $106.8 million and $116.9 million for the three months ended June 30, 2007 and 2006, respectively. Core Equity Revenues do not include revenues from KEMIL s European institutional business, Donaldson, Direct Trading, Direct Edge ECN, Hotspot and ValuBond.

	For the three months ended June 30, 2007	2006	Change	% of Change
Total Revenues from Corporate (millions)	$ 6.8	$ 8.4	$ (1.6)	-19.5%
Average corporate investment balance in the Deephaven Funds (millions)	$ 200.3	$ 242.5	$ (42.2)	-17.4%

Total revenues from the Corporate segment, which primarily represents income from our corporate investment as a limited partner or non-managing member in the Deephaven Funds and other strategic investments, decreased 19.5% to $6.8 million for the three months ended June 30, 2007, from $8.4 million for the comparable period in 2006. Income from our corporate investment in the Deephaven Funds increased to $6.3 million for the three months ended June 30, 2007, from $900,000 for the comparable period in 2006. Included in the three months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of part of the Company s equity investment in the ISE.

Transaction-based expenses

Execution and clearance fees decreased 4.4% to $28.7 million for the three months ended June 30, 2007, from $30.0 million for the comparable period in 2006, primarily due to lower clearing rates offset, in part, by higher trade volumes. As a percentage of total revenue, Execution and clearance fees decreased to 14.2% for the three months ended June 30, 2007, from 14.6% for the comparable period in 2006. These costs decreased as a percentage of revenue primarily due to the increase in revenues from Asset Management, which have no associated execution and clearance fees. Execution and clearance fees fluctuate based on changes in transaction volumes, regulatory fees and efficiencies in processing the transactions. Soft dollar and commission recapture expense decreased 22.6% to $14.5 million for the three months ended June 30, 2007, from $18.7 million for the comparable period in 2006, due to lower soft dollar volumes.

Payments for order flow and ECN rebates increased to $12.8 million for the three months ended June 30, 2007, from $12.1 million for the comparable period in 2006. As a percentage of total revenue, Payments for order flow and ECN rebates increased to 6.3% for the three months ended June 30, 2007, from 5.9% for the comparable period in 2006. This expense increased primarily due to increased profitability-based rebates paid to broker-dealer clients and increased third party volumes within Direct Edge ECN.

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Other direct expenses

Employee compensation and benefits expense increased 21.8% to $78.7 million for the three months ended June 30, 2007, from $64.6 million for the comparable period in 2006. As a percentage of total revenue, Employee compensation and benefits increased to 39.1% for the three months ended June 30, 2007, from 31.4% for the comparable period in 2006. The increase on a dollar basis was primarily due to the new compensation arrangements established for senior management at Deephaven, higher profitability-based bonuses at Deephaven, as well as an increase in the number of employees. The number of full time employees in our continuing operations increased to 851 at June 30, 2007, from 803 at June 30, 2006, primarily due to growth in our Global Markets business as well as the acquisition of ValuBond. Employee compensation and benefits expense fluctuates, for the most part, based on changes in our revenues, profitability and the number of employees.

Communications and data processing expense increased 11.7% to $9.4 million for the three months ended June 30, 2007, from $8.4 million for the comparable period in 2006. Depreciation and amortization expense increased 3.5% to $5.5 million for the three months ended June 30, 2007, from $5.3 million for the comparable period in 2006.

Professional fees decreased 37.3% to $3.2 million for the three months ended June 30, 2007, from $5.1 million for the comparable period in 2006. The decrease in 2007 was primarily due to decreases in legal expenses, which have fluctuated based on the activity relating to our various legal and regulatory proceedings, and lower consulting expenses.

Business development expense increased to $4.5 million for the three months ended June 30, 2007, from $3.1 million for the comparable period in 2006. The primary reason for the increase was higher expenses related to the corporate brand campaign, marketing and travel and entertainment costs.

Occupancy and equipment rentals expense increased slightly to $3.6 million for the three months ended June 30, 2007, from $3.4 million for the comparable period in 2006.

For the three months ended June 30, 2007, the Company recorded a benefit of $1.5 million due to the adjustment of previously recognized lease losses with respect to our 545 Washington Boulevard property in Jersey City, N.J. During the second quarter of 2007, the Company entered into a sub-lease agreement for a portion of the premises for which it had previously recorded a lease loss accrual. The lease loss accrual was adjusted based on the difference between the actual terms of the sub-lease and the assumptions used in the calculation of the lease loss accrual.

Other expenses decreased to $2.3 million for the three months ended June 30, 2007, from $3.9 million for the comparable period in 2006 due to lower general and administration costs.

Our effective tax rates from continuing operations of 38.8% and 40.2% for the three months ended June 30, 2007 and 2006, respectively, differed from the federal statutory rate of 35% primarily due to state income taxes and non-deductible charges.

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Six Months Ended June 30, 2007 and 2006

Continuing Operations

Revenues

	For the six months ended June 30, 2007	For the six months ended June 30, 2006	Change	% of Change
Incentive fees (millions)	$ 68.4	$ 68.8	$ (0.5)	-0.7%
Management fees (millions)	21.5	15.7	5.7	36.3%
Interest income and other (millions)	0.8	0.4	0.4	92.1%
Total Revenues from Asset Management (millions)	$ 90.6	$ 85.0	$ 5.6	6.6%
Average month-end balance of assets under management (millions)	$ 4,020.9	$ 3,009.2	$ 1,011.7	33.6%
Year-to-date fund return to investors*	7.0%	9.2%	-2.2%	-23.9%

* Year-to-date fund return represents the blended return across all assets under management in the Deephaven Funds.
Totals may not add due to rounding.

Total revenues from the Asset Management segment, which primarily consists of management fees and incentive fees, increased 6.6% to $90.6 million for the six months ended June 30, 2007, from $85.0 million for the comparable period in 2006. The increase is primarily due to higher management fees as a result of higher average assets under management. The average month-end balance of assets under management for the six months ended June 30, 2007 was $4.0 billion, up from $3.0 billion for the comparable period in 2006. The blended fund return across all assets under management in the Deephaven Funds for the six months ended June 30, 2007 was a gain of 7.0%, down from a gain of 9.2% for the comparable period in 2006.

	For the six months ended June 30, 2007	For the six months ended June 30, 2006	Change	% of Change
Commissions and fees (millions)	$ 210.8	$ 215.1	$ (4.3)	-2.0%
Net trading revenue (millions)	115.8	148.3	(32.4)	-21.9%
Interest, net (millions)	8.4	4.6	3.7	81.0%
Investment income and other (millions)	2.8	4.0	(1.2)	-29.6%
Total Revenues from Global Markets (millions)	$ 337.8	$ 372.0	$ (34.2)	-9.2%
U.S. equity dollar value traded ($ billions)	1,213.1	1,125.9	87.2	7.7%
U.S. equity trades executed (millions)	139.6	120.2	19.4	16.1%
Nasdaq and Listed equity shares traded (billions)	49.6	53.5	(4.0)	-7.4%
OTC Bulletin Board and Pink Sheet shares traded (billions)	452.1	678.7	(226.6)	-33.4%
Average revenue capture per U.S. equity dollar value traded (bps)	1.8	2.2	(0.4)	-17.7%

Total revenues from the Global Markets segment, which primarily comprises Commissions and fees and Net trading revenue from our domestic businesses, decreased 9.2% to $337.8 million for the six months ended June 30, 2007, from $372.0 million for the comparable period in 2006. Revenues for the six months ended June 30, 2007, were negatively impacted by a decrease in revenue capture per U.S. equity dollar value traded and lower share volume in OTC Bulletin Board and Pink Sheet shares.

Average revenue capture per U.S. equity dollar value traded was 1.8 bps for the six months ended June 30, 2007, down 17.7% from 2.2 bps for the comparable period in 2006. The primary driver for the decrease in revenue capture was a change in the mix of our order flow due to a significant increase in volumes from a new broker-dealer client base (Alternative Liquidity Providers). Order flow from Alternative Liquidity Providers

generates lower revenue capture than our traditional order flow. Core Equity Revenues were $217.8 million and $245.5 million for the six months ended June 30, 2007 and 2006, respectively. Core Equity Revenues do not include revenues from KEMIL s European institutional business, Donaldson, Direct Trading, Direct Edge ECN, Hotspot and ValuBond.

	For the six months ended June 30,			% of
	2007	2006	Change	Change
Total Revenues from Corporate (millions)	$ 14.6	$ 26.1	$ (11.5)	-44.1%
Average corporate investment balance in the Deephaven Funds (millions)	$ 196.8	$ 263.5	$ (66.7)	-25.3%

Total revenues from the Corporate segment, which primarily represents income from our corporate investment as a limited partner or non-managing member in the Deephaven Funds and other strategic investments, decreased 44.1% to $14.6 million for the six months ended June 30, 2007, from $26.1 million for the comparable period in 2006. Income from our corporate investment in the Deephaven Funds decreased to $14.2 million for the six months ended June 30, 2007, from $19.8 million for the comparable period in 2006, due to lower returns on a lower average monthly investment balance. Included in the six months ended June 30, 2006 is a pre-tax gain of $7.1 million related to the sale of part of the Company s equity investment in the ISE.

Transaction-based expenses

Execution and clearance fees decreased 4.8% to $56.1 million for the six months ended June 30, 2007, from $59.0 million for the comparable period in 2006, primarily due to lower clearing rates offset, in part, by higher trade volumes. As a percentage of total revenue, Execution and clearance fees increased to 12.7% for the six months ended June 30, 2007, from 12.2% for the comparable period in 2006. These costs increased as a percentage of revenue primarily due to lower revenue capture. Execution and clearance fees fluctuate based on changes in transaction volumes, regulatory fees and efficiencies in processing the transactions. Soft dollar and commission recapture expense decreased 21.9% to $29.0 million for the six months ended June 30, 2007, from $37.1 million for the comparable period in 2006 due to lower soft dollar volumes.

Payments for order flow and ECN rebates increased to $25.4 million for the six months ended June 30, 2007, from $22.0 million for the comparable period in 2006. As a percentage of total revenue, Payments for order flow and ECN rebates increased to 5.7% for the six months ended June 30, 2007, from 4.6% for the comparable period in 2006. This expense increased primarily due to increased profitability-based rebates paid to broker-dealer clients and increased third party volumes within Direct Edge ECN.

Other direct expenses

Employee compensation and benefits expense increased 10.2% to $180.9 million for the six months ended June 30, 2007, from $164.2 million for the comparable period in 2006. As a percentage of total revenue, Employee compensation and benefits increased to 40.8% for the six months ended June 30, 2007, from 34.0% for the comparable period in 2006. The increase on a dollar basis was primarily due to the new compensation arrangements established for senior management at Deephaven, higher profitability-based bonuses at Deephaven, non-recurring compensation associated with the new Deephaven employment agreements, additional employees related to the acquisitions of Hotspot and ValuBond and increased stock-based compensation. The number of full time employees in our continuing operations increased to 851 at June 30, 2007, from 803 at June 30, 2006, primarily due to growth in our Global Markets business in addition to the acquisition of ValuBond. Employee compensation and benefits expense fluctuates, for the most part, based on changes in our revenues, profitability and the number of employees.

Communications and data processing expense increased 12.7% to $18.1 million for the six months ended June 30, 2007, from $16.0 million for the comparable period in 2006. Depreciation and amortization expense

increased 12.2% to $10.9 million for the six months ended June 30, 2007, from $9.7 million for the comparable period in 2006 due to the purchase of additional fixed assets and additional expense related to the amortization of intangible assets in connection with the acquisitions of Hotspot and ValuBond.

Professional fees decreased 24.4% to $8.7 million for the six months ended June 30, 2007, from $11.5 million for the comparable period in 2006. The decrease in 2007 was primarily due to decreases in legal expenses, which have fluctuated based on the activity relating to our various legal and regulatory proceedings, and lower consulting expenses.

Business development expense increased to $8.3 million for the six months ended June 30, 2007, from $5.3 million for the comparable period in 2006. The primary reason for the increase was higher expenses related to the corporate brand campaign, marketing and travel and entertainment costs.

Occupancy and equipment rentals expense increased slightly to $7.0 million for the six months ended June 30, 2007, from $6.8 million for the comparable period in 2006.

For the six months ended June 30, 2007, the Company recorded a benefit of $1.5 million due to the adjustment of previously recognized lease losses with respect to our 545 Washington Boulevard property in Jersey City, N.J. During the second quarter of 2007, the Company entered into a sub-lease agreement for a portion of the premises for which it had previously recorded a lease loss accrual. The lease loss accrual was adjusted based on the difference between the actual terms of the sub-lease and the assumptions used in the calculation of the lease loss accrual. For the six months ended June 30, 2006, the Company incurred a charge of $8.5 million in writedowns of assets and lease loss accruals primarily relating to costs associated with excess real estate capacity in Jersey City, N.J.

Other expenses decreased to $5.6 million for the six months ended June 30, 2007, from $10.3 million for the comparable period in 2006. Other expenses in 2006 include a short swing profit settlement of approximately $2.8 million relating to trading by two Deephaven funds in the shares of a company while the funds owned in aggregate more than 10% of the outstanding shares of the stock of that company.

Our effective tax rates from continuing operations of 39.1% and 40.2% for the six months ended June 30, 2007 and 2006, respectively, differed from the federal statutory rate of 35% primarily due to state income taxes and non-deductible charges.

Discontinued Operations

Loss from discontinued operations, net of tax, was $1.3 million for the six months ended June 30, 2007. See Footnote 9 Discontinued Operations and Footnote 11 Regulatory Charges and Related Matters, included in Part I, Item 1 Financial Statements of this document for a further discussion.

Subsequent Events

In July 2007, the Company announced that Citadel Derivatives Group LLC, an affiliate of Citadel Investment Group, L.L.C., agreed to purchase a minority equity interest in Direct Edge ECN. The investment transaction received regulatory approval and closed on July 23, 2007.

On August 2, 2007, the Company issued a press release announcing the appointment of Steven Bisgay as Chief Financial Officer, effective August 10, 2007, succeeding John B. Howard, who is leaving the Company.

Financial Condition, Liquidity and Capital Resources

Financial Condition

We have historically maintained a highly liquid balance sheet, with a substantial portion of our total assets consisting of cash, highly liquid marketable securities, short term receivables and corporate investments as a limited partner or non-managing member in our Deephaven Funds. As of June 30, 2007, we had $1.8 billion in assets, 59% of which consisted of cash or assets readily convertible into cash, principally receivables from brokers and dealers, asset management fees receivable and securities owned. Asset management fees receivable includes incentive and management fees earned for sponsoring and managing the Deephaven Funds. Receivables from brokers and dealers include interest bearing cash balances held with clearing brokers, including, or net of, amounts related to securities transactions that have not yet reached their contracted settlement date, which is generally within three business days of the trade date. Securities owned principally consist of equity securities

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that trade in Nasdaq, on the OTC Bulletin Board and on the NYSE and AMEX markets. Deferred compensation investments consists of investments held by the Company, including investments as a limited partner or non-managing member in the Deephaven Funds, related to deferred compensation plans for the benefit of Knight s employees and directors. Other assets primarily represent deferred tax assets, deposits and miscellaneous receivables.

Total assets decreased $269.4 million, or 13.3%, from $2.0 billion at December 31, 2006 to $1.8 billion at June 30, 2007. Total liabilities decreased $271.9 million, or 25.5%, from $1.1 billion at December 31, 2006 to $793.8 million at June 30, 2007. The majority of the decrease in assets and liabilities relate to decreases in Securities owned and Securities sold, not yet purchased, as well as receivables from, and payables to, brokers and dealers, arising from a decrease in the size of the securities inventory utilized in our market making activities and trade execution services. Our securities inventory fluctuates based on trading volumes, market conditions and our pre-determined risk limits. Deferred compensation investments increased by $54.3 million, from $31.6 million at December 31, 2006 to $85.9 million at June 30, 2007 due to additional investments for the benefit of Knight s employees primarily related to prior year bonuses. Other assets increased by $45.9 million, or 54.0%, from $84.8 million at December 31, 2006 to $130.7 million at June 30, 2007 due to an increase in deferred tax assets related to our employee and director deferred compensation plans. Stockholders equity increased $2.5 million, from $962.5 million at December 31, 2006 to $965.0 million at June 30, 2007. The increase in Stockholders equity from December 31, 2006 was a result of our net income earned during the six months ended June 30, 2007, offset by our stock repurchases during the period.

Liquidity and Capital Resources

Historically, we have financed our business primarily through cash generated by operations, as well as the proceeds from our stock issuances and, in 2004, from the proceeds of the sale of our Derivative Markets segment. At June 30, 2007, the Company had net current assets, which consists of net assets readily convertible into cash, of approximately $182.9 million. Our corporate investment as a limited partner or non-managing member in the Deephaven Funds was $200.8 million at June 30, 2007. The majority of this investment can be liquidated upon request to Deephaven subject to a ninety-day written notification period and monthly redemption limits.

The Company has previously disclosed its intent to pursue selective acquisitions of (or possible joint ventures with) complementary businesses primarily in the markets in which our Global Markets and Asset Management segments operate. We expect to fund the purchase price of any such acquisition with our current cash position or, in some cases, through the issuance of the Company s stock or debt.

We have acquired several businesses over the last two years. Several of these acquisitions provide for contingent payments. The acquisition of the business of Direct Trading contains an additional contingent payment due in the third quarter of 2007 based on the profitability of that business during the second year of operation after acquisition. Such contingency payment is expected to be less than $12.5 million. The purchase of Direct Edge ECN includes three additional annual contingent payments based on meeting certain revenue and client retention metrics; the maximum amount of the three remaining contingency payments, in the aggregate, is $4.2 million. In April 2006, the Company acquired Hotspot for $77.5 million in cash. In October 2006, the Company acquired ValuBond for $18.2 million in cash. No assurance can be given with respect to the business effect of these transactions or the timing, likelihood or business effect of any other possible transactions.

Income from continuing operations before income taxes was $39.9 million and $50.8 million for the three months ended June 30, 2007 and 2006, respectively. Included in these amounts were certain non-cash expenses such as depreciation and amortization and certain non-cash writedowns. Depreciation expense from continuing operations was $4.1 million and $4.0 million for the three months ended June 30, 2007 and 2006, respectively. Amortization expense from continuing operations, which related to intangible assets, was $1.4 million and $1.3 million for the three months ended June 30, 2007 and 2006, respectively.

Capital expenditures related to our continuing operations were $4.2 million and $3.8 million during the three months ended June 30, 2007 and 2006, respectively. Purchases of strategic investments were $1.8 million for the three months ended June 30, 2007. There were no proceeds from the sale of strategic investments during the three months ended June 30, 2007 and 2006. Payments related to acquisitions of businesses were $78.1

million during the three months ended June 30, 2006. Strategic investments and acquisition expenditures primarily relate to outside investments and acquisitions of businesses in support of the development and growth of our business. Our corporate investment as a limited partner or non-managing member in the Deephaven Funds increased by $5.4 million during the three months ended June 30, 2007, primarily due to earnings, but decreased by $49.1 million during the three months ended June 30, 2006, primarily due to redemptions of $50.0 million.

At its July 17, 2007 meeting, the Board of Directors authorized a $505 million increase to the Company s stock repurchase program, bringing the total to $1 billion. The Company repurchased 2.9 million shares under the stock repurchase program during the second quarter of 2007 for $47.9 million. Through June 30, 2007, the Company had repurchased 47.2 million shares for $460.3 million under its stock repurchase program. The Company may repurchase shares from time to time in open market transactions, accelerated stock buyback programs, tender offers, privately negotiated transactions or by other means. Repurchases may also be made under a Rule 10b5-1 plan. The timing and amount of repurchase transactions will be determined by the Company s management based on its evaluation of market conditions, share price, legal requirements and other factors. The program may be suspended, modified or discontinued at any time without prior notice. The Company cautions that there are no assurances that any further repurchases may actually occur. The Company had approximately 103.0 million shares of Class A Common Stock outstanding as of June 30, 2007.

We have no long-term debt at June 30, 2007 nor do we have any material long-term debt commitments for 2007. We anticipate that available cash resources will be sufficient to meet our anticipated working capital and capital expenditure requirements for at least the next 12 months. We may, however, obtain credit facilities to fund our stock repurchase program, acquisitions or other future capital needs of the firm.

Regulatory Net Capital

Our U.S. registered broker-dealers are subject to regulatory requirements intended to ensure the general financial soundness and liquidity of broker-dealers and requiring the maintenance of minimum levels of net capital, as defined in SEC Rule 15c3-1. These regulations also prohibit a broker-dealer from repaying subordinated borrowings, paying cash dividends, making loans to its parent, affiliates or employees, or otherwise entering into transactions which would result in a reduction of its total net capital to less than 120% of its required minimum capital. Moreover, broker-dealers are required to notify the SEC and NASD prior to repaying subordinated borrowings, paying dividends and making loans to its parent, affiliates or employees, or otherwise entering into transactions, which, if executed, would result in a reduction of 30% or more of its excess net capital (net capital less minimum requirement). The SEC has the ability to prohibit or restrict such transactions if the result is detrimental to the financial integrity of the broker-dealer. Our foreign registered broker-dealers and our FCM are subject to capital adequacy requirements of their respective regulatory authorities. As of June 30, 2007, all of our broker-dealers and our FCM were in compliance with the regulatory capital requirements. The following table sets forth the net capital levels and requirements for the following significant regulated broker-dealer subsidiaries at June 30, 2007, as filed in their respective regulatory filings (in millions):

Entity	Net Capital	Net Capital Requirement	Excess Net Capital
KEM	$ 53.2	$ 5.6	$ 47.6
KCM	74.9	1.0	73.9
KEMIL	27.8	9.2	18.6
Direct Trading	8.9	0.4	8.5

Off-Balance Sheet Arrangements

As of June 30, 2007, we did not have any off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

Critical Accounting Policies

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

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

The Company incurred $8.5 million of Writedown of assets and lease loss accruals in the six months ended June 30, 2006, relating to the lease loss accrual on a portion of our lease at 545 Washington Boulevard in Jersey City, N.J., encompassing approximately 78,000 square feet, all of which are unoccupied. The Writedown of assets and lease loss accruals in the three and six months ended June 30, 2007 was a benefit of $1.5 million, due to the adjustment of previously recognized lease losses with respect to our 545 Washington Boulevard property in Jersey City, N.J. During the second quarter of 2007, the Company entered into a sub-lease agreement for a portion of the premises for which it had previously recorded a lease loss accrual. The lease loss accrual was adjusted based on the difference between the actual terms of the sub-lease and the assumptions used in the calculation of the lease loss accrual. The remaining accrual was derived from assumptions and estimates based on lease terms of an anticipated additional sub-lease agreement, which assumed a sub-lease would commence in the beginning of 2008, anticipated market prices along the Jersey City waterfront and estimated up-front costs, including broker fees and build-out allowances. We continually monitor the market rates for office space and the amount of available office space in Jersey City, N.J. to assess the reasonableness of our applicable assumptions.

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

Goodwill of $133.1 million as of June 30, 2007 is all related to our Global Markets segment. Goodwill is primarily related to the purchases of our listed equities market-maker, KCM, and the businesses now operating as Donaldson, Direct Trading, Direct Edge ECN, Hotspot and ValuBond. We performed our annual test for impairment of goodwill in the second quarter of 2007 and determined that goodwill was not impaired at that time. As part of our test for impairment, we considered the profitability of the applicable reporting unit, an assessment of fair value of the reporting unit based on various valuation methodologies, as well as the overall market value of the Company, compared to the Company s book value.

Intangible assets, less accumulated amortization, of $60.8 million as of June 30, 2007 are all attributable to our Global Markets segment. Substantially all intangible assets resulted from the purchases of the businesses of Donaldson, Direct Trading, and Hotspot. These assets, which primarily consist of customer relationships, are being amortized on a straight-line basis over their useful lives, the majority of which have been determined to range from eight to thirty years. We performed our annual test for impairment of intangible assets in the second quarter of 2007 and determined that intangible assets were not impaired during that time.

Strategic Investments and Deferred Compensation Investments Strategic investments include non-controlling equity ownership interests primarily in financial services-related businesses. Deferred compensation investments consist of investments held by the Company related to deferred compensation plans for the benefit of Knight s employees and directors. Strategic investments and Deferred compensation investments are accounted for under the equity method, at cost or at fair market value. The equity method of accounting is used for investments in limited partnerships and limited liability companies that are held by the Company or any of its non-broker-dealer subsidiaries. Investments in corporations by such non-broker-dealers are held at amortized cost. Deferred compensation investments in mutual funds are accounted for at fair value.

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

Market-Making Activities Securities owned and securities sold, not yet purchased, which primarily consist of listed and OTC equities, are carried at market value and are recorded on a trade date basis. Net trading revenue (trading gains, net of trading losses) and commissions (which includes commission equivalents earned on institutional client orders) and related expenses are also recorded on a trade date basis. The Company s clearing agreements call for payment or receipt of interest income, net of transaction-related interest charged by clearing brokers for facilitating the settlement and financing of securities transactions.

Dividend income and expense relating to securities owned and securities sold, not yet purchased derived from our market making activities are included as a component of Net trading revenue on the Consolidated Statements of Operations.

Asset Management Fees Deephaven earns asset management fees for managing the Deephaven Funds. Management fees, which are received monthly, are recorded as earned and are calculated as a percentage of each Deephaven Fund s monthly net assets.

Incentive allocation fees are earned based upon the performance of the Deephaven Funds and are calculated based upon a percentage of a new high net asset value, as defined in the applicable private placement offering memorandum, for some funds, for the six month performance period ended June 30th or December 31st, and for the twelve month performance period ended December 31st for other funds. A new high net asset value is defined as the amount by which the net asset value of an investor s account in the particular Deephaven fund exceeds the greater of either the investor s highest previous net asset value in that Deephaven fund or the net asset value at the time the investor made a purchase.

The Company records incentive allocation fees in accordance with Method 2 of EITF Topic D-96. Under this methodology, the Company recognizes incentive allocation fees income for each interim period based upon the amount that would be due if the investment advisory relationship with the Deephaven Funds were terminated at the end of such period.

The incentive allocation fee may increase or decrease during the year based on the performance of the Deephaven Funds. As such, the incentive allocation fee, in certain circumstances, may be negative for certain periods, but not lower than zero for any six-month performance period ended June 30th or December 31st, for some funds, or the twelve month performance period ended December 31st for other funds. Incentive allocation fees are paid upon the close of each six month performance period, or twelve month performance period, as the case may be, and are not subject to repayment (i.e., clawback) once such performance period has closed. If a fund with a six month performance period incurs losses in the performance period ended December 31st, the Company may make the determination, at its sole discretion, to return all or a portion of incentive allocation fees collected for the prior six month performance period ending June 30th of that year.

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

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

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

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

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

Recently Issued Accounting Standards

In June 2007, the AICPA issued Statement of Position (SOP) No. 07-1, *Clarification of the Scope of the Audit and Accounting Guide Investment Companies and Accounting by Parent Companies and Equity Method Investors for Investments in Investment Companies* (SOP 07-1). SOP 07-1 addresses when the accounting principles of the AICPA Audit and Accounting Guide *Investment Companies* must be applied by an entity and whether those accounting principles must be retained by a parent company in consolidation or by an investor in the application of the equity method of accounting. SOP 07-1 is effective for the Company beginning as of January 1, 2008. We are evaluating the effect of adopting SOP 07-1.

In February 2007, the FASB issued SFAS No. 159 *The Fair Value Option for Financial Liabilities (* SFAS No. 159), which permits entities to choose to measure many financial instruments and certain other items at fair value. SFAS No. 159 is effective for the Company beginning as of January 1, 2008. We are evaluating the potential impact of adopting SFAS No. 159.

In September 2006, the FASB issued SFAS No. 157 *Fair Value Measurements* (SFAS No. 157), which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is effective for the Company beginning as of January 1, 2008. We are evaluating the potential impact of adopting SFAS No. 157.

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108 *Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements* (SAB 108), which provides guidance on quantifying and evaluating the materiality of unrecorded prior year misstatements. The SEC staff indicates that a Company should quantify the impact of correcting all misstatements, including both the carryover and reversing effects of prior year misstatements, on the current year financial statements. Companies may choose to restate their financial statements for any material misstatements arising from the application of SAB 108 or recognize a cumulative effect adjustment within the current year opening balance in retained earnings, with disclosure of such items. SAB 108 is effective for fiscal years ending after November 15, 2006. SAB 108 did not have an impact on our consolidated financial statements.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk
Market Risk

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

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

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

In the normal course of our equities market-making business, we maintain inventories of exchange-listed and OTC equity securities. The fair value of these securities at June 30, 2007 and 2006 was $434.0 million and $577.8 million, respectively, in long positions and $416.6 million and $530.6 million, respectively, in short positions. The potential change in fair value, using a hypothetical 10% decline in prices, is estimated to be a $1.7 million loss and a $4.7 million loss as of June 30, 2007 and 2006, respectively, due to the offset of gains in short positions with the losses in long positions.

As of June 30, 2007, we had a $200.8 million corporate investment as a limited partner or non-managing member in the Deephaven Funds, $154.6 million of which was invested in the Market Neutral Fund. As of June 30, 2007, approximately 42% of the Deephaven Funds assets under management were in the Deephaven Market Neutral Fund. The investment philosophy for the Market Neutral Fund is to seek to produce returns for its investors using various investment strategies focusing on delivering attractive risk-adjusted rates of return. The performance of the Market Neutral Fund is intended to be substantially non-correlated with the general debt and equity markets, as well as with a number of other non-traditional investment strategies. Its returns are primarily dependent upon equity trading volumes, equity volatility, mergers and acquisitions and secondary offering activity in the capital markets, and credit spread relationships, among other factors. Within the Market Neutral Fund, Deephaven generally employs a variety of investment strategies, including event-driven, volatility-driven, fundamental equity, credit-driven and global macro strategies among others. There is no material limitation on the types of investment strategies that may be employed by the Market Neutral Fund.

There will be unhedged asset factor risks (i.e. equity, credit, interest rate, foreign exchange) in the Market Neutral Fund. Deephaven also manages single-strategy funds that pursue investment strategies which involve substantial risks based on the fact that they are less diversified strategies and could be more vulnerable to structural economic and regulatory changes, or general market conditions. The less diversified nature of these strategies may cause their performance to be more volatile and result in the incurrence of greater losses during unprofitable periods as compared to a more diversified approach.

Separately, Deephaven s business also involves specific categories of trading and operational risk. For example, although Deephaven may attempt to hedge positions as part of its trading strategies, there is no assurance that adequate hedging opportunities will exist. Moreover, Deephaven relies to a material degree on its

prime brokers to provide leverage, custody, execution and other services, but there is no assurance that the prime brokers will continue to provide the amount of leverage which they have in the past, or on the same terms, or provide any of the other services they currently provide, on a cost-effective basis. Deephaven also faces significant risk from the fact that any of its trading counterparties could fail, which would likely have the effect of greatly diminishing the value of the assets which are the subject of trades with that counterparty. Finally, if Deephaven does not appropriately structure its use of leverage, the losses the funds incur could be materially exacerbated.

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

Operational Risk

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

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

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

Legal Risk

Legal risk includes the risk of non-compliance with applicable legal and regulatory requirements and standards. Legal risk also includes contractual and commercial risk such as the risk that a counterparty s performance obligations will be unenforceable. The Company is generally subject to extensive regulation in the different jurisdictions in which it conducts its business (see Government Regulation and Market Structure in Part I, Item 1 of our Annual Report on Form 10-K for the year ended December 31, 2006). The Company has established procedures based on legal and regulatory requirements that are designed to foster compliance with applicable statutory and regulatory requirements. The Company also has established procedures that are designed to require that the Company s policies relating to conduct, ethics and business practices are followed.

Item 4. Controls and Procedures

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

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

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

Legal

Short Selling Litigation

In May 2007, the following development occurred in the *Eagletech Communications Inc. et al. v. Citigroup et al.* action described in the Company s Form 10-Q for the quarterly period ended March 31, 2007:

In May 2007, the Company was served with the complaint. The case has been removed to the Federal Court for the Southern District of Florida, where it is currently pending.

Shortly after the end of the second quarter, the following development occurred in the short selling litigation described in the Company s Annual Report on Form 10-K for the year ended December 31, 2006:

On July 11, 2007, the Second Circuit affirmed in all respects the district court s dismissal of the complaint and denial of leave to replead in *ATSI v. The Shaar Fund, Ltd. et al*.

Regulatory

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

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2006, in March 2005, NASD announced that it had charged Kenneth Pasternak, former CEO of Knight Securities, L.P. (KSLP, now known as KEM), and John Leighton, former head of KSLP s institutional sales desk, in an administrative complaint alleging supervisory violations in connection with fraudulent sales to institutional customers in 1999 and 2000. Pursuant to a decision dated April 11, 2007, the majority of a NASD Hearing Panel found that Pasternak and Leighton failed to supervise KSLP s Institutional Sales Department reasonably during the period of January 1999 to September 2000 in violation of NASD rules. Pasternak and Leighton were each fined $100,000. Pasternak was suspended in all supervisory capacities for two years and Leighton was barred in all supervisory capacities. On or about May 3, 2007, Pasternak and Leighton each filed a Notice of Appeal from the NASD Hearing Panel s decision. In May 2007, the NASD filed a Notice of Cross-Appeal from the NASD Hearing Panel s decision.

For further information on Legal Proceedings, see the section entitled Legal Proceedings , in Part I, Item 3 of our Annual Report on Form 10-K for the year ended December 31, 2006.

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Item 1A. Risk Factors
The following risk factor is added to supplement the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2006:

Risks and uncertainties regarding the Company s substantially increased share repurchase program
On July 17, 2007, the Board of Directors approved an increase of $505 million in the authorization under the Company s existing stock repurchase program. The pursuit and completion of the Company s substantially increased share repurchase program is uncertain and subject to a variety of risks, including, without limitation, whether or not the Company will complete the share repurchase program during any particular time frame or at all, whether the Company s cash flow from earnings and cash on hand will be sufficient to fund the share repurchase program, and the effect of pursuing the program on the Company s balance sheet (including the potential use of cash on the Company s balance sheet and possible incurrence of debt to finance the program). In addition, the pursuit of the program is subject to the impact of market conditions, trading restrictions, legal requirements and alternative requirements for available cash. It is possible that pursuing the program will limit the ability of the Company to pursue other needs and opportunities that may arise, such as capital expenditures, acquisitions and other opportunities to grow our business.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2006, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K, our Form 10-Q for the quarterly period ending March 31, 2007, and herein, are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Changes in Securities and Use of Proceeds
The following table contains information about our purchases of our Class A Common Stock during the second quarter of 2007:

Period[1]	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs
April 1, 2007 April 30, 2007	938,892	$ 16.82	900,000	$ 572,461,201
May 1, 2007 May 31, 2007	1,413,261	16.62	1,400,000	549,192,262
June 1, 2007 June 30, 2007	551,466	17.27	550,000	539,692,323
Total	2,903,619	16.81	2,850,000	

(1) As a matter of policy, the Company does not repurchase its Class A Common Stock during self-imposed closed window periods.
(2) On April 4, 2002, the Company s Board of Directors announced the authorization of a stock repurchase program, which allowed for the purchase of Class A Common Stock up to a total amount of $35 million. This repurchase program was increased by an aggregate of $965 million to a total of $1 billion by resolutions of the Company s Board of Directors adopted on July 16, 2002, May 12, 2003, April 20, 2004, August 8, 2004, April 19, 2005, October 18, 2005, April 18, 2006 and July 17, 2007. The Company may repurchase shares from time to time in open market transactions, accelerated stock buyback programs, tender offers, privately negotiated transactions or by other means. Repurchases may also be made under a Rule 10b5-1 plan. The timing and amount of repurchase transactions will be determined by the Company s management based on its evaluation of market conditions, share price, legal requirements and other factors. The program may be suspended, modified or discontinued at any time without prior notice. The Company cautions that there are no assurances that any further repurchases may actually occur. The repurchase program has no set expiration or termination date.

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Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 9, 2007 for purposes of: (i) electing its Board of Directors; and (ii) ratifying the appointment of its independent auditors.

The Company s Board of Directors consists of a total of eight people who are elected by the holders of the Company s Class A Common Stock. The eight people were nominated by the Board of Directors to serve as directors for a term of one year.

The following sets forth the results of the election of directors:

DIRECTORS

NAME OF NOMINEE	FOR	%	WITHHELD	%
William L. Bolster	92,999,364	99.15%	796,214	0.85%
Gary R. Griffith	92,643,088	98.77%	1,149,639	1.23%
Thomas M. Joyce	92,708,248	98.84%	1,086,627	1.16%
Robert M. Lazarowitz	91,648,940	97.77%	2,094,779	2.23%
Thomas C. Lockburner	93,105,677	99.29%	662,211	0.71%
James T. Milde	93,040,792	99.23%	726,635	0.77%
Rodger O. Riney	92,396,503	98.51%	1,399,263	1.49%
Laurie M. Shahon	92,979,762	99.13%	816,264	0.87%

No proxies were solicited from the holders of Class B Common Stock since no such shares are outstanding. There was no solicitation in opposition to the nominees proposed to be elected by the holders of the Class A Common Stock in the Proxy Statement.

The ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors for the Company for the fiscal year ending December 31, 2007 was approved by the stockholders with 92,884,234 votes FOR (98.49%), 1,302,314 votes AGAINST (1.38%), and 117,133 (0.13%) votes ABSTAINED. Under applicable law, abstentions are counted as votes against this proposal. No BROKER NON-VOTES were cast on this matter.

Further information regarding these matters is contained in the Company s Proxy Statement dated April 5, 2007.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Exhibit
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	

Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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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, in the City of Jersey City, State of New Jersey, on this 9th day of August, 2007.

KNIGHT CAPITAL GROUP, INC.

By: /s/ THOMAS M. JOYCE
Chairman of the Board and Chief Executive Officer

By: /s/ JOHN B. HOWARD
Chief Financial Officer

(Chief Accounting Officer)

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;

Quarterly Financial Data. The Company's consolidated quarterly operating results for the years ended December 31, 2015 and 2014 are presented in Table 18.

Table 18 - Quarterly Financial Data

	2015				2014			
(Dollars in thousands, except per share amounts)	First	Second	Third	Fourth	First	Second	Third	Fourth
Total interest income	$9,567	9,191	9,947	9,961	$9,545	9,576	9,583	9,716
Total interest expense	884	875	874	851	1,111	1,085	1,076	1,015
Net interest income	8,683	8,316	9,073	9,110	8,434	8,491	8,507	8,701
(Reduction of) provision for loan losses	173	(214)	235	(211)	(349)	67	256	(673)
Other income	3,245	3,297	3,266	3,504	2,841	3,110	3,207	3,006
Other expense	8,748	8,337	8,669	10,024	8,123	8,067	8,541	10,940
Income before income taxes	3,007	3,490	3,435	2,801	3,501	3,467	2,917	1,440
Income taxes	679	866	942	613	923	916	475	(377)
Net earnings	2,328	2,624	2,493	2,188	2,578	2,551	2,442	1,817
Basic net earnings per share	0.41	0.47	0.45	0.40	$0.46	0.45	0.43	0.33
Diluted net earnings per share	$0.41	0.47	0.45	0.39	$0.46	0.45	0.43	0.32

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QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk reflects the risk of economic loss resulting from adverse changes in market prices and interest rates. This risk of loss can be reflected in either diminished current market values or reduced potential net interest income in future periods.

The Company's market risk arises primarily from interest rate risk inherent in its lending and deposit taking activities. The structure of the Company's loan and deposit portfolios is such that a significant decline (increase) in interest rates may adversely (positively) impact net market values and interest income. Management seeks to manage the risk through the utilization of its investment securities and off-balance sheet derivative instruments. During the years ended December 31, 2015, 2014 and 2013, the Company used interest rate contracts to manage market risk as discussed above in the section entitled "Asset Liability and Interest Rate Risk Management."

Table 19 presents in tabular form the contractual balances and the estimated fair value of the Company's on-balance sheet financial instruments at their expected maturity dates for the period ended December 31, 2015. The expected maturity categories take into consideration historical prepayment experience as well as management's expectations based on the interest rate environment at December 31, 2015. For core deposits without contractual maturity (i.e. interest-bearing checking, savings, and money market accounts), the table presents principal cash flows based on management's judgment concerning their most likely runoff or repricing behaviors.

Table 19 - Market Risk Table

(Dollars in thousands)	Principal/Notional Amount Maturing in Year Ended December 31,							
Loans Receivable	2016	2017	2018	2019	2020	Thereafter	Total	Fair Value
Fixed rate	$45,541	44,393	46,751	37,212	52,277	109,052	335,226	339,264
Average interest rate	5.03%	4.72%	4.82%	4.83%	4.78%	5.57%		
Variable rate	$85,268	40,323	33,729	47,476	33,809	113,260	353,865	353,865
Average interest rate	4.57%	4.44%	4.36%	4.08%	4.19%	3.99%		
							689,091	693,129
Investment Securities								
Interest bearing cash	$10,569	-	-	-	-	-	10,569	10,569
Average interest rate	0.28%	-	-	-	-	-		
Securities available for sale	$31,276	15,339	20,561	22,849	23,527	154,978	268,530	268,530
Average interest rate	4.72%	4.11%	4.60%	4.45%	4.27%	4.43%		
Nonmarketable equity securities	$-	-	-	-	-	3,636	3,636	3,636
Average interest rate	-	-	-	-	-	3.95%		
Debt Obligations								
Deposits	$97,541	27,830	24,161	2,920	4,562	675,161	832,175	827,874
Average interest rate	0.33%	0.56%	0.61%	0.75%	0.75%	0.07%		
Advances from FHLB	$-	-	43,500	-	-	-	43,500	43,144
Average interest rate	-	-	3.53%	-	-	-		
Securities sold under agreement to repurchase	$27,874	-	-	-	-	-	27,874	27,874
Average interest rate	0.10%	-	-	-	-	-		
Junior subordinated debentures	$-	-	-	-	-	20,619	20,619	20,619
Average interest rate	-	-	-	-	-	2.00%		

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Table 20 presents the simulated impact to net interest income under varying interest rate scenarios and the theoretical impact of rate changes over a twelve-month period referred to as "rate ramps." The table shows the estimated theoretical impact on the Company's tax equivalent net interest income from hypothetical rate changes of plus and minus 1%, 2% and 3% as compared to the estimated theoretical impact of rates remaining unchanged. The table also shows the simulated impact to market value of equity under varying interest rate scenarios and the theoretical impact of immediate and sustained rate changes referred to as "rate shocks" of plus and minus 1%, 2% and 3% as compared to the theoretical impact of rates remaining unchanged. The prospective effects of the hypothetical interest rate changes are based upon various assumptions, including relative and estimated levels of key interest rates. This type of modeling has limited usefulness because it does not allow for the strategies management would utilize in response to sudden and sustained rate changes. Also, management does not believe that rate changes of the magnitude presented are likely in the forecast period presented.

Table 20 - Interest Rate Risk

(Dollars in thousands)

	Estimated Resulting Theoretical Net Interest Income	
Hypothetical rate change (ramp over 12 months)	Amount	% Change
+3%	$38,394	3.75%
+2%	$38,254	3.37%
+1%	$37,590	1.58%
0%	$37,007	0.00%
-1%	$36,062	-2.55%
-2%	$35,095	-5.17%
-3%	$34,774	-6.03%

	Estimated Resulting Theoretical Market Value of Equity	
Hypothetical rate change (immediate shock)	Amount	% Change
+3%	$132,725	5.11%
+2%	$138,518	9.70%
+1%	$136,099	7.79%
0%	$126,268	0.00%
-1%	$108,460	-14.10%
-2%	$89,254	-29.31%
-3%	$98,461	-22.02%

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES
Consolidated Financial Statements
December 31, 2015, 2014 and 2013

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2015 and December 31, 2014

(Dollars in thousands)

Assets	December 31, 2015	December 31, 2014
Cash and due from banks, including reserve requirements of $14,587 at 12/31/15 and $12,569 at 12/31/14	$29,194	51,213
Interest-bearing deposits	10,569	17,885
Cash and cash equivalents	39,763	69,098
Investment securities available for sale	268,530	281,099
Other investments	3,636	4,031
Total securities	272,166	285,130
Mortgage loans held for sale	4,149	1,375
Loans	689,091	651,891
Less allowance for loan losses	(9,589)	(11,082)
Net loans	679,502	640,809
Premises and equipment, net	16,976	17,000
Cash surrender value of life insurance	14,546	14,125
Other real estate	739	2,016
Accrued interest receivable and other assets	10,640	10,941
Total assets	$1,038,481	1,040,494
Liabilities and Shareholders' Equity		
Deposits:		
Noninterest-bearing demand	$244,231	210,758
NOW, MMDA & savings	431,052	407,504
Time, $250,000 or more	26,891	47,872
Other time	130,001	148,566
Total deposits	832,175	814,700
Securities sold under agreements to repurchase	27,874	48,430
FHLB borrowings	43,500	50,000
Junior subordinated debentures	20,619	20,619
Accrued interest payable and other liabilities	9,449	8,080
Total liabilities	933,617	941,829
Commitments		
Shareholders' equity:		

Series A preferred stock, $1,000 stated value; authorized		
5,000,000 shares; no shares issued and outstanding	-	-
Common stock, no par value; authorized		
20,000,000 shares; issued and outstanding 5,510,538		
shares at 12/31/15, and 5,612,588 shares at 12/31/14	46,171	48,088
Retained earnings	53,183	45,124
Accumulated other comprehensive income	5,510	5,453
Total shareholders' equity	104,864	98,665
Total liabilities and shareholders' equity	$1,038,481	1,040,494

See accompanying Notes to Consolidated Financial Statements.

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Earnings

For the Years Ended December 31, 2015, 2014 and 2013

(Dollars in thousands, except per share amounts)

	2015	2014	2013
Interest income:			
Interest and fees on loans	$31,098	30,305	30,194
Interest on due from banks	26	65	85
Interest on investment securities:			
U.S. Government sponsored enterprises	2,616	2,995	1,639
States and political subdivisions	4,600	4,677	4,427
Other	326	378	351
Total interest income	38,666	38,420	36,696
Interest expense:			
NOW, MMDA & savings deposits	432	499	732
Time deposits	870	1,188	1,650
FHLB borrowings	1,735	2,166	2,518
Junior subordinated debentures	402	389	398
Other	45	45	55
Total interest expense	3,484	4,287	5,353
Net interest income	35,182	34,133	31,343
(Reduction of) provision for loan losses	(17)	(699)	2,584
Net interest income after provision for loan losses	35,199	34,832	28,759
Non-interest income:			
Service charges	4,647	4,961	4,566
Other service charges and fees	931	1,080	1,172
Gain on sale of securities	-	266	614
Mortgage banking income	1,130	804	1,228
Insurance and brokerage commissions	714	701	661
Gain/(loss) on sales and write-downs of other real estate	245	(622)	(581)
Miscellaneous	5,645	4,974	4,992
Total non-interest income	13,312	12,164	12,652
Non-interest expense:			
Salaries and employee benefits	18,285	17,530	16,851
Occupancy	6,288	6,251	5,539
Professional fees	1,468	1,401	1,088
Advertising	784	804	685

Debit card expense	988	905	823
FDIC insurance	681	739	864
Other	7,284	8,041	6,991
Total non-interest expense	35,778	35,671	32,841
Earnings before income taxes	12,733	11,325	8,570
Income tax expense	3,100	1,937	1,879
Net earnings	9,633	9,388	6,691
Dividends and accretion of preferred stock	-	-	656
Net earnings available to common shareholders	$9,633	9,388	6,035
Basic net earnings per common share	$1.73	1.67	1.08
Diluted net earnings per common share	$1.72	1.66	1.07
Cash dividends declared per common share	$0.28	0.18	0.12

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Loss)

For the Years Ended December 31, 2015, 2014 and 2013

(Dollars in thousands)

	2015	2014	2013
Net earnings	$9,633	9,388	6,691
Other comprehensive income (loss):			
Unrealized holding gains (losses) on securities available for sale	93	11,117	(10,498)
Reclassification adjustment for gains on securities available for sale included in net earnings	-	(266)	(614)
Total other comprehensive income (loss), before income taxes	93	10,851	(11,112)
Income tax (benefit) expense related to other comprehensive (loss) income:			
Unrealized holding gains (losses) on securities available for sale	36	4,330	(4,089)
Reclassification adjustment for gains on securities available for sale included in net earnings	-	(104)	(239)
Total income tax expense (benefit) related to other comprehensive income (loss)	36	4,226	(4,328)
Total other comprehensive income (loss), net of tax	57	6,625	(6,784)
Total comprehensive income (loss)	$9,690	16,013	(93)

See accompanying Notes to Consolidated Financial Statements.

PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity

For the Years Ended December 31, 2015, 2014 and 2013

(Dollars in thousands)

	Stock Shares		Stock Amount		Retained	Accumulated Other Comprehensive	
	Preferred	Common	Preferred	Common	Earnings	Income	Total
Balance, December 31, 2012	12,524	5,613,495	$ 12,524	48,133	31,478	5,612	97,747
Preferred stock repurchase	(12,524)	-	(12,524)	-	-	-	(12,524)
Cash dividends declared on Series A preferred stock	-	-	-	-	(734)	-	(734)
Cash dividends declared on common stock	-	-	-	-	(677)	-	(677)
Net earnings	-	-	-	-	6,691	-	6,691
Change in accumulated other comprehensive income, net of tax	-	-	-	-	-	(6,784)	(6,784)
Balance, December 31, 2013	-	5,613,495	$ -	48,133	36,758	(1,172)	83,719
Common stock repurchase	-	(4,537)	-	(82)	-	-	(82)
Cash dividends declared on common stock	-	-	-	-	(1,022)	-	(1,022)
Stock options exercised	-	3,630	-	37	-	-	37
Net earnings	-	-	-	-	9,388	-	9,388
Change in accumulated other comprehensive income, net of tax	-	-	-	-	-	6,625	6,625
Balance, December 31, 2014	-	5,612,588	$ -	48,088	45,124	5,453	98,665
Common stock repurchase	-	(102,050)	-	(1,917)	-	-	(1,917)
Cash dividends declared on common stock	-	-	-	-	(1,574)	-	(1,574)
Net earnings	-	-	-	-	9,633	-	9,633
Change in accumulated other comprehensive income, net of tax	-	-	-	-	-	57	57

Balance, December 31, 2015	-	5,510,538	$-	46,171	53,183	5,510	104,864

See accompanying Notes to Consolidated Financial Statements.

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2015, 2014 and 2013

(Dollars in thousands)

	2015	2014	2013
Cash flows from operating activities:			
Net earnings	$9,633	9,388	6,691
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation, amortization and accretion	6,053	6,889	8,453
(Reduction)/Provision for loan losses	(17)	(699)	2,584
Deferred income taxes	100	178	534
Gain on sale of investment securities	-	(266)	(614)
Gain on sale of other real estate	(363)	(5)	(14)
Write-down of other real estate	118	627	595
Restricted stock expense	487	389	173
Change in:			
Mortgage loans held for sale	(2,774)	(878)	6,425
Cash surrender value of life insurance	(421)	(419)	(432)
Other assets	165	(778)	1,508
Other liabilities	882	15	(982)
Net cash provided by operating activities	13,863	14,441	24,921
Cash flows from investing activities:			
Purchases of investment securities available for sale	(19,220)	(32,851)	(98,129)
Proceeds from sales, calls and maturities of investment securities available for sale	5,475	36,148	63,597
Proceeds from paydowns of investment securities available for sale	22,732	20,202	17,463
Purchases of other investments	(6)	-	-
FHLB stock redemption	401	959	609
Net change in loans	(43,441)	(36,692)	(6,137)
Purchases of premises and equipment	(2,354)	(3,120)	(2,434)
Proceeds from sale of other real estate and repossessions	6,287	3,456	5,797
Net cash used by investing activities	(30,126)	(11,898)	(19,234)
Cash flows from financing activities:			
Net change in deposits	17,475	15,339	17,836
Net change in securities sold under agreement to repurchase	(20,556)	3,034	10,818
Proceeds from FHLB borrowings	20,001	-	15,001
Repayments of FHLB borrowings	(26,501)	(15,000)	(20,001)
Proceeds from FRB borrowings	1	1	1

Repayments of FRB borrowings	(1)	(1)	(1)
Preferred stock and warrant repurchase	-	(12,524)	-
Stock options exercised	-	37	-
Common stock repurchased	(1,917)	(82)	-
Cash dividends paid on Series A preferred stock	-	-	(734)
Cash dividends paid on common stock	(1,574)	(1,022)	(677)
Net cash (used) provided by financing activities	(13,072)	(10,218)	22,243
Net change in cash and cash equivalents	(29,335)	(7,675)	27,930
Cash and cash equivalents at beginning of period	69,098	76,773	48,843
Cash and cash equivalents at end of period	$39,763	69,098	76,773

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows, continued

For the Years Ended December 31, 2015, 2014 and 2013

(Dollars in thousands)

	2015	2014	2013
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	$2,667	4,388	5,452
Income taxes	$2,278	1,939	2,256
Noncash investing and financing activities:			
Change in unrealized (loss) gain on investment securities available for sale, net	$57	6,625	(6,784)
Transfer of loans to other real estate and repossessions	$4,825	4,415	2,353
Financed portion of sale of other real estate	$60	374	708
Accrued redemption of Series A Preferred Stock	$-	-	12,632

See accompanying Notes to Consolidated Financial Statements.

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PEOPLES BANCORP OF NORTH CAROLINA, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies

Organization
Peoples Bancorp of North Carolina, Inc. ("Bancorp") received regulatory approval to operate as a bank holding company on July 22, 1999, and became effective August 31, 1999. Bancorp is primarily regulated by the Board of Governors of the Federal Reserve System, and serves as the one-bank holding company for Peoples Bank (the "Bank").

The Bank commenced business in 1912 upon receipt of its banking charter from the North Carolina State Banking Commission (the "SBC"). The Bank is primarily regulated by the SBC and the Federal Deposit Insurance Corporation (the "FDIC") and undergoes periodic examinations by these regulatory agencies. The Bank, whose main office is in Newton, North Carolina, provides a full range of commercial and consumer banking services primarily in Catawba, Alexander, Lincoln, Mecklenburg, Iredell, Union, Wake, Durham and Forsyth counties in North Carolina.

Peoples Investment Services, Inc. is a wholly owned subsidiary of the Bank and began operations in 1996 to provide investment and trust services through agreements with an outside party.

Real Estate Advisory Services, Inc. ("REAS") is a wholly owned subsidiary of the Bank and began operations in 1997 to provide real estate appraisal and property management services to individuals and commercial customers of the Bank.

Community Bank Real Estate Solutions, LLC is a wholly owned subsidiary of Bancorp and began operations in 2009 as a "clearing house" for appraisal services for community banks. Other banks are able to contract with Community Bank Real Estate Solutions, LLC to find and engage appropriate appraisal companies in the area where the property is located.

In March 2015, the Bank established a new wholly owned subsidiary, PB Real Estate Holdings, LLC, which acquires, manages and disposes of real property, other collateral and other assets obtained in the ordinary course of collecting debts previously contracted.

The Bank operates four offices focused on the Latino population under the name Banco de la Gente. These offices are operated as a division of the Bank. Banco de la Gente offers normal and customary banking services as are offered in the Bank's other branches such as the taking of deposits and the making of loans and therefore is not considered a reportable segment of the Company (as defined below).

Principles of Consolidation
The consolidated financial statements include the financial statements of Bancorp and its wholly owned subsidiaries, the Bank and Community Bank Real Estate Solutions, LLC, along with the Bank's wholly owned subsidiaries, Peoples Investment Services, Inc., REAS and PB Real Estate Holdings, LLC (collectively called the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

Basis of Presentation
The accounting principles followed by the Company, and the methods of applying these principles, conform with accounting principles generally accepted in the United States of America ("GAAP") and with general practices in the banking industry. In preparing the financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ

significantly from these estimates. Material estimates common to the banking industry that are particularly susceptible to significant change in the near term include, but are not limited to, the determination of the allowance for loan losses and valuation of real estate acquired in connection with or in lieu of foreclosure on loans.

Cash and Cash Equivalents

Cash, due from banks and interest-bearing deposits are considered cash and cash equivalents for cash flow reporting purposes.

Investment Securities
There are three classifications the Company is able to classify its investment securities: trading, available for sale, or held to maturity. Trading securities are bought and held principally for sale in the near term. Held to maturity securities are those securities for which the Company has the ability and intent to hold until maturity. All other securities not included in trading or held to maturity are classified as available for sale. At December 31, 2015 and 2014, the Company classified all of its investment securities as available for sale.

Available for sale securities are recorded at fair value. Unrealized holding gains and losses, net of the related tax effect, are excluded from earnings and are reported as a separate component of shareholders' equity until realized.

Management evaluates investment securities for other-than-temporary impairment on an annual basis. A decline in the market value of any investment below cost that is deemed other-than-temporary is charged to earnings for the decline in value deemed to be credit related and a new cost basis in the security is established. The decline in value attributed to non-credit related factors is recognized in comprehensive income.

Premiums and discounts are amortized or accreted over the life of the related security as an adjustment to the yield. Realized gains and losses for securities classified as available for sale are included in earnings and are derived using the specific identification method for determining the cost of securities sold.

Other Investments
Other investments include equity securities with no readily determinable fair value. These investments are carried at cost.

Mortgage Loans Held for Sale
Mortgage loans held for sale are carried at lower of aggregate cost or market value. The cost of mortgage loans held for sale approximates the market value.

Loans
Loans that management has the intent and ability to hold for the foreseeable future or until maturity are reported at the principal amount outstanding, net of the allowance for loan losses. Interest on loans is calculated by using the simple interest method on daily balances of the principal amount outstanding. The recognition of certain loan origination fee income and certain loan origination costs is deferred when such loans are originated and amortized over the life of the loan.

A loan is impaired when, based on current information and events, it is probable that all amounts due according to the contractual terms of the loan will not be collected. Impaired loans are measured based on the present value of expected future cash flows, discounted at the loan's effective interest rate, or at the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent.

Accrual of interest is discontinued on a loan when management believes, after considering economic conditions and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful. Interest previously accrued but not collected is reversed against current period earnings.

Allowance for Loan Losses
The allowance for loan losses reflects management's assessment and estimate of the risks associated with extending credit and its evaluation of the quality of the loan portfolio. The Bank periodically analyzes the loan portfolio in an effort to review asset quality and to establish an allowance for loan losses that management believes will be adequate in light of anticipated risks and loan losses. In assessing the adequacy of the allowance, size, quality and risk of loans in the portfolio are reviewed. Other factors considered are:

- the Bank's loan loss experience;
- the amount of past due and non-performing loans;
- specific known risks;
- the status and amount of other past due and non-performing assets;
- underlying estimated values of collateral securing loans;
- current and anticipated economic conditions; and
- other factors which management believes affect the allowance for potential credit losses.

Management uses several measures to assess and monitor the credit risks in the loan portfolio, including a loan grading system that begins upon loan origination and continues until the loan is collected or collectability becomes doubtful. Upon loan origination, the Bank's originating loan officer evaluates the quality of the loan and assigns

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one of eight risk grades. The loan officer monitors the loan's performance and credit quality and makes changes to the credit grade as conditions warrant. When originated or renewed, all loans over a certain dollar amount receive in-depth reviews and risk assessments by the Bank's Credit Administration. Before making any changes in these risk grades, management considers assessments as determined by the third party credit review firm (as described below), regulatory examiners and the Bank's Credit Administration. Any issues regarding the risk assessments are addressed by the Bank's senior credit administrators and factored into management's decision to originate or renew the loan. The Bank's Board of Directors reviews, on a monthly basis, an analysis of the Bank's reserves relative to the range of reserves estimated by the Bank's Credit Administration.

As an additional measure, the Bank engages an independent third party to review the underwriting, documentation and risk grading analyses. This independent third party reviews and evaluates loan relationships greater than $1.0 million, excluding loans in default, and loans in process of litigation or liquidation. The third party's evaluation and report is shared with management and the Bank's Board of Directors.

Management considers certain commercial loans with weak credit risk grades to be individually impaired and measures such impairment based upon available cash flows and the value of the collateral. Allowance or reserve levels are estimated for all other graded loans in the portfolio based on their assigned credit risk grade, type of loan and other matters related to credit risk.

Management uses the information developed from the procedures described above in evaluating and grading the loan portfolio. This continual grading process is used to monitor the credit quality of the loan portfolio and to assist management in estimating the allowance for loan losses. The provision for loan losses charged or credited to earnings is based upon management's judgment of the amount necessary to maintain the allowance at a level appropriate to absorb probable incurred losses in the loan portfolio at the balance sheet date. The amount each quarter is dependent upon many factors, including growth and changes in the composition of the loan portfolio, net charge-offs, delinquencies, management's assessment of loan portfolio quality, the value of collateral, and other macro-economic factors and trends. The evaluation of these factors is performed quarterly by management through an analysis of the appropriateness of the allowance for loan losses.

The allowance for loan losses is comprised of three components: specific reserves, general reserves and unallocated reserves. After a loan has been identified as impaired, management measures impairment. When the measure of the impaired loan is less than the recorded investment in the loan, the amount of the impairment is recorded as a specific reserve. These specific reserves are determined on an individual loan basis based on management's current evaluation of the Bank's loss exposure for each credit, given the appraised value of any underlying collateral. Loans for which specific reserves are provided are excluded from the general allowance calculations as described below.

The general allowance reflects reserves established under GAAP for collective loan impairment. These reserves are based upon historical net charge-offs using the greater of the last two, three, four or five years' loss experience. This charge-off experience may be adjusted to reflect the effects of current conditions. The Bank considers information derived from its loan risk ratings and external data related to industry and general economic trends in establishing reserves.

The unallocated allowance is determined through management's assessment of probable losses that are in the portfolio but are not adequately captured by the other two components of the allowance, including consideration of current economic and business conditions and regulatory requirements. The unallocated allowance also reflects management's acknowledgement of the imprecision and subjectivity that underlie the modeling of credit risk. Due to the subjectivity involved in determining the overall allowance, including the unallocated portion, the unallocated portion may fluctuate from period to period based on management's evaluation of the factors affecting the assumptions used in calculating the allowance.

There were no significant changes in the estimation methods or fundamental assumptions used in the evaluation of the allowance for loan losses for the year ended December 31, 2015 as compared to the year ended December 31, 2014. Revisions, estimates and assumptions may be made in any period in which the supporting factors indicate that loss levels may vary from the previous estimates.

Effective December 31, 2012, stated income mortgage loans from the Banco de la Gente division of the Bank were analyzed separately from other single family residential loans in the Bank's loan portfolio. These loans are first mortgage loans made to the Latino market, primarily in Mecklenburg and surrounding counties. These loans are non-traditional mortgages in that the customer normally did not have a credit history, so all credit information was accumulated by the loan officers. These loans were made as stated income lo