VFINANCE INC
Form 10QSB
November 21, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB
(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

or

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period ____________ to ________________

1-11454-03

Commission File Number

vFINANCE, INC.

(Exact name of small business issuer as specified in its charter)

Delaware	58-1974423
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3010 North Military Trail, Suite 300, Boca Raton, FL 33431

(Address of principal executive offices)

(561) 981-1000

(Issuer's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 a shell company (as defined in Rule 12b of the Exchange Act). Yes ( ) No (x)

State the number of shares outstanding of each of the issuer's classes of common equity, as of November 21, 2005:

40,126,134 shares of Common Stock $0.01 par value

INDEX
VFINANCE, INC.

FORWARD-LOOKING STATEMENTS

This Form 10-QSB for vFinance, Inc. (the "Company") includes statements that may constitute "forward-looking" statements, usually containing the words "believe", "estimate", "intend", "expect", or similar expressions. These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward looking statements inherently involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements. Factors that would cause or contribute to such differences include, but are not limited to, the inability of our broker-dealer operations to operate profitably in the face of intense competition from larger full service and discount brokers, a general decrease in merger and acquisition activities and our potential inability to receive success fees as a result of transactions not being completed, our potential inability to implement our growth strategy through acquisitions or joint ventures, our potential inability to secure additional debt or equity financing to support our growth strategies and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission.

By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this Form 10-QSB.

vFINANCE, INC. and Subsidiaries
CONSOLIDATED BALANCE SHEET
September 30, 2005
(UNAUDITED)

Assets:	
Current Assets:	
Cash and cash equivalents	$ 4,754,968
Due from clearing broker	766,386
Investments in trading securities	593,875
Accounts receivable, net of allowance for doubtful accounts of $49,100	319,446
Notes receivable	218,014
Prepaid expenses and other current assets	108,793

Total current assets	6,761,482
Furniture and equipment, at cost:	
Furniture and equipment	1,347,885
Internal use software	167,814
	1,515,699
Less accumulated depreciation	(782,936)
Furniture and equipment, net	732,763
Goodwill	1,866,848
Due from related parties	50,362
Other assets	111,616
Total Assets	$ 9,523,071
Liabilities and Stockholders' Equity:	
Current liabilities:	
Accounts payable	$ 536,645
Accrued payroll	1,606,016
Other accrued liabilities	670,024
Securities sold, not yet purchased	7,378
Capital lease obligations	184,040
Other	195,249
Total current liabilities	3,199,352
Capital lease obligations, long term	273,438
Stockholders' Equity:	
Series A Convertible Preferred Stock $0.01 par value, 122,500 shares authorized, 0 shares issued and outstanding	-
Series B Convertible Preferred Stock $0.01 par value, 50,000 shares authorized, 0 shares issued and outstanding	-
Common stock $0.01 par value, 75,000,000 shares authorized, 40,126,134 issued and outstanding	401,265
Additional paid-in-capital	26,821,557
Accumulated deficit	(21,172,541)
Total Stockholders' Equity	6,050,281
Total Liabilities and Stockholders' Equity	$ 9,523,071

See accompanying notes to unaudited consolidated financial statements.

vFINANCE, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	THREE MONTHS ENDED SEPTEMBER 30, 2005	THREE MONTHS ENDED SEPTEMBER 30, 2004	N SE
Revenues:			
Commissions - agency	$ 4,037,698	$ 2,765,752	$
Trading Profits	938,700	721,712	
Success Fees	741,683	423,248	
Consulting and retainers	85,500	84,291	
Other brokerage related income	686,639	532,105	
Other	62,450	101,915	
Total revenues	6,552,670	4,629,023	
Cost of revenues:			
Commissions	3,492,307	2,621,890	
Clearing and transaction costs	456,506	177,804	
Success	378,470	288,637	
Consulting and retainers	92,571	45,386	
Other	-	(349)	
Total cost of revenues	4,419,854	3,133,368	
Gross profit	2,132,816	1,495,655	
Other expenses:			
General and administrative	2,070,620	1,317,584	
Professional fees	27,065	38,744	
Provision for bad debt	16,100	10,121	
Legal litigation	70,478	60,170	
Depreciation and amortization	82,611	36,058	
Amounts forgiven under forgivable loans	-	21,250	
Stock based compensation	16,765	1,324	
Total other expenses	2,283,639	1,485,251	
Income/(Loss) from operations	(150,823)	10,404	
Other Income (Expense)			
Gain on forgiveness of debt	-	-	
Interest and dividend income (expense)	18,080	9,338	
Total Other Income (Expense),net	18,080	9,338	
Pre-tax Net Income/(Loss)	(132,743)	19,742	
Income tax benefit	-	-	

Net Income/(Loss) available to common shareholders	$ (132,743)	$ 19,742	$
Net Income/(Loss) per share:			
Basic	$ 0.00	$ 0.00	$
Weighted average number of common shares used in computing basic net income/(loss) per share	40,123,134	33,295,868	
Diluted	$ 0.00	$ 0.00	$
Weighted average number of common shares used in computing diluted net income/(loss) per share	40,123,134	33,528,105	

See accompanying notes to unaudited consolidated financial statements.

vFINANCE, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS ENDED SEPTEMBER 30	
	2005	2004
Cash Flows from Operating Activities:		
Net income (Loss)	$ (356,735)	$ 2,335,431
Adjustments to reconcile net income/(loss) to net cash provided /(used)in operating activities:		
Non-cash fees received	(434,011)	(419,365
Gain on forgiveness of debt	-	(1,500,000
Income tax benefit	-	(400,000
Depreciation and amortization	217,410	94,400
Provision for doubtful accounts	59,490	84,052
Non-cash compensation	158,060	300,625
Conversion Premium Expense	-	231,625
Impairment Expense	80,000	-
Accretion of debt discount	-	18,349
Unrealized loss (gain) on investments, net	(14,342)	183,367
Unrealized loss (gain) on warrants	118,768	30,988
Amount forgiven under forgivable loans	6,597	63,750
Stock based compensation	19,413	3,971
Changes in operating assets and liabilities:		
(Increase) Decrease		
Accounts receivable	(220,653)	(44,870
Due from clearing broker	24,137	(46,463

Notes receivable - employees	(49,312)	139,136
Investments in trading securities	600,455	361,705
Other current assets	12,795	-
Other assets and liabilities	85,176	78,514
Increase (Decrease)		
Accounts payable and accrued liabilities	(453,945)	(900,992
Securities, sold not yet purchased	(285,632)	(13,263
Net cash provided by /(used in)operating activities	(432,329)	600,960
Cash Flows from Investing Activities:		
Purchase of capital lease equipment	(367,952)	(22,336
Purchase of equipment	(83,783)	(146,292
Net cash used in investing activities	(451,735)	(168,628
Cash Flows from Financing Activities:		
Proceeds from capital leases	367,951	22,336
Repayments on capital leases	(98,777)	(502
Proceeds from exercise of common stock options	113,550	-
Net cash provided by financing activities	382,724	21,834
Increase/(decrease) in cash and cash equivalents	(501,340)	454,166
Cash and cash equivalents at beginning of year	5,256,308	3,783,814
Cash and cash equivalents at end of period	$ 4,754,968	$ 4,237,980

See accompanying notes to unaudited consolidated financial statements.

6

VFINANCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2005

1. DESCRIPTION OF BUSINESS

vFinance, Inc. is a holding company engaged in the financial services business where our strategic focus is on servicing the needs of high net-worth and institutional investors and high growth companies. Through our principal operating subsidiary, vFinance Investments, Inc., a licensed broker-dealer, we provide investment banking, retail and institutional brokerage services in all 50 states and the District of Columbia. The Company also operates a second broker-dealer, EquityStation, Inc. ("EquityStation") which offers institutional traders, hedge funds and professional traders a suite of services designed to enhance their trading capabilities by offering services such as trading and routing software, hedge fund incubation, capital introduction and custodial services.

2. SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATTERS

Basis of Presentation

The unaudited consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the nine-month period ended September 30, 2005 are not necessarily indicative of the results to be expected for the year ended December 31, 2005. The interim financial statements should be read in connection with the audited financial statements and notes contained in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2004.

Income Taxes

The Company accounts for income taxes under the liability method in accordance with Statement of Financial Accounting Standards No. 109, ACCOUNTING FOR INCOME TAXES. Under this method, deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Net operating loss carry forwards totaled approximately $8,860,000 at September 30, 2005. Each quarter the Company weighs the available positive and negative evidence and determines the extent to which the net operating loss carry forwards is realizable.

Utilization of the Company's net operating loss carry-forwards are limited based on changes in ownership as defined in Internal Revenue Code Section 382.

3. GOODWILL

Management determined that there was no impairment of goodwill during the three and nine months ended September 30, 2005 and 2004, respectively. Goodwill carried on the balance sheet was $1,866,848 as of September 30, 2005. The Company evaluates the recoverability and carrying value of its Goodwill and long-lived assets at each balance sheet date. Among other factors considered in such evaluation is the historical and projected operating performance of business operations, the operating environment and business strategy, competitive information and market trends.

4. STOCKHOLDER'S EQUITY

On January 31, 2005, the Company issued 300,000 shares of common stock in connection with the exercise of options by a former executive of the Company. The Company received $60,000. The exercise price of these options was $0.20.

On March 14, 2005, the Company issued 255,000 shares of common stock in connection with the exercise of options by an independent contractor of the Company. The Company received $53,550. The exercise price of these options was $0.21.

The issuance of the shares of common stock in the two transactions described in this Item 2 was exempt from registration under Section 4(2) of the Securities Act of 1933 because the two persons who exercised options are sophisticated investors who had knowledge of all material information relating to the Company. All proceeds from the transactions will be used for general corporate purposes.

A summary of the stock option activity for the nine months ended September 30, 2005 is as follows:

	Weighted Average Exercise Price	Number of Shares	Exercise Price Per Option
Outstanding options at December 31, 2004	$0.20	10,538,213	$0.15 - $2.25
Granted................................	$0.23	4,071,250	$0.17 - $0.35
Exercised	$0.20	(555,000)	$0.20 - $0.21
Cancelled	$0.21	(1,801,250)	$0.15 - $0.63
Outstanding options at September 30, 2005	$0.28	12,253,213	$0.15 - $2.25

A summary of the stock purchase warrant activity for the nine months ended September 30, 2005 is as follows:

	Weighted Average Exercise Price	Number of Warrants	Exercise Price Per Option
Outstanding warrants at December 31, 2004	$1.18	8,096,422	$0.15 - $7.20
Granted	-	-	
Cancelled	$2.80	(316,833)	$2.50 - $6.00
Outstanding warrants at September 30, 2005.	$1.11	7,779,589	$0.15 - $7.20

The following table summarizes information concerning stock options outstanding at September 30, 2005.

Exercise Price	Options Outstanding
0.15	260,000
0.17	10,000
0.18	160,000
0.19	2,432,502
0.20	535,000
0.21	3,389,247
0.22	60,000
0.23	1,002,500
0.25	760,000
0.26	31,250
0.27	7,500
0.28	637,500
0.32	840,000
0.35	1,511,715
0.36	120,000
0.50	100,000
0.55	69,000
0.63	112,500
0.70	39,000
1.00	18,000
2.25	157,499
	12,253,213

The following table summarizes information concerning warrants outstanding at September 30, 2005.

Exercise Price	Warrants Outstanding
0.15	750,000
0.16	2,427,923
0.20	1,000,000
0.35	1,773,500
0.63	400,000
2.25	625,000
6.00	103,166
7.20	700,000
	7,779,589

Pro forma information regarding net loss is required by SFAS 123, which also requires that the information be determined as if the Company has accounted for its employee stock options under the fair value method. The fair value for options and warrants granted was estimated at the date of grant using the Black Scholes option pricing model with the following weighted-average assumptions: for 2005 risk free interest rates of 3.77%; expected dividends of zero; volatility factor of the expected market price of the Company's common stock of 0.82 for options and warrants and an expected life of the options and warrants of 4-5 years. The Company's pro forma net loss for the period ended September 30, 2005 was $413,586. The Company's pro forma basic and diluted net loss per share for the nine month period ended September 30, 2005 was $0.02. The impact of the Company's pro forma net loss and loss per share of the SFAS 123 pro forma requirements are not likely to be representative of future pro forma results.

VFINANCE, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2005

5. MATERIAL AGREEMENTS

On September 8, 2005, the Company entered into a license and website application agreement ("Agreement") with the Center for Innovative Entrepreneurship ("CIE"). CIE, a nonprofit corporation, was established to advance understanding and knowledge of the value of innovative entrepreneurship to the global economy through Education, Research and Communications initiatives. CIE, in conjunction with leading researchers, universities and a grant-giving institution, is developing the full research potential of vfinance.com and its real-time access to a broad audience of entrepreneurs and investors to track the innovation economy and to measure the impact innovative entrepreneurs have on the U.S. and global economy.

On May 13, 2005, the Company entered into a management services agreement with CIE, wherein vFinance agreed to provide certain services such as management, administrative, technical, marketing, public relations, and web site operations and development. For the period ended September 30, 2005, the Company earned $203,093 as consideration for providing management services. In its license agreement with CIE, CIE has assumed the responsibility for maintaining the Company's website and related operations.

6. ACQUISITIONS

The following Pro Forma Combined Financial Statements of Global, EquityStation and vFinance gives effect to the acquisition of certain assets of Global and 100% of the issued and outstanding equity securities of EquityStation, under the purchase method of accounting prescribed by Accounting Principles Board Opinion No. 16, Business Combinations as if it had occurred on January 1, 2004. These pro forma statements are presented for illustrative purposes only. The pro forma adjustments are based upon available information and assumptions that management believes are reasonable.

VFINANCE, INC
Pro Forma Combined Statement of Operations
For the Nine Months Ended September 30, 2004

	vFinance	Global Partners	EquityStation
REVENUE			
Commissions	$ 10,700,404	$ 159,762	$ 1,661,287
Trading Profits	3,229,400	2,772,633	3,739
Success Fees	2,263,050	-	-
Consulting and Retainers	222,291	-	-
Other Brokerage Related Income	1,846,364	-	-
Other Income	325,736	353,714	-
	18,587,245	3,286,109	1,665,026
COST OF REVENUES			
Commissions	10,641,255	1,543,109	421,893
Clearing and Transaction Costs	592,782	640,080	628,961
Success	1,275,951	-	-
Consulting and Retainers	133,281	-	-
Other	3,838	5,138	
	12,647,107	2,188,327	1,050,854
GROSS PROFIT	5,940,138	1,097,782	614,172
EXPENSES			
General and Administrative	4,546,336	1,571,015	693,356
Professional Fees	139,231	6,335	32,510
Provision for Bad Debt	85,567	-	-
Legal Litigation	327,811	83,151	18,414
Depreciation and Amortization	94,400	16,982	-
Amounts Forgiven under Forgivable Loans	63,750	-	-
Stock Based Compensation	3,971	-	-
	5,261,066	1,677,483	744,280
INCOME (LOSS) From Operations	679,072	(579,701)	(130,108)
Gain on Forgiveness of Debt	1,500,000	-	-
Interest and Dividend Income (Expense)	(243,641)	(67,081)	6,317
PRE TAX NET INCOME (LOSS)	1,935,431	(646,782)	(123,791)
Federal Income Tax	400,000	-	-
NET INCOME (LOSS) Available to Shareholders	$ 2,335,431	$ (646,782)	$ (123,791)
Net Income/(Loss) per share:			
Basic			

Weighted average number of common shares used in
computing basic net income/(loss) per share

Diluted

Weighted average number of common shares used in
computing diluted net income/(loss) per share

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

CRITICAL ACCOUNTING POLICIES

Financial Reporting Release No. 60, which was released by the SEC, requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. Note 2 to our audited consolidated financial statements dated December 31, 2004 includes a summary of the significant accounting policies and methods used in the preparation of our consolidated financial statements. The following is a brief discussion of the more significant accounting policies and methods used by us.

GENERAL. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

REVENUE RECOGNITION. We earn revenue from brokerage and trading which are recognized on the day of the trade. We also earn revenue from investment banking and consulting. Monthly retainer fees for investment banking and consulting are recognized as earned. Investment banking success fees are generally based on a percentage of the total value of a transaction and are recognized upon successful completion.

We do not require collateral from our customers. Revenues are not concentrated in any particular region of the country or with any individual or group.

We periodically receive equity instruments which include stock purchase warrants and common and preferred stock from companies as part of our compensation for investment-banking services that are classified as investments in trading securities on the balance sheet if still held at the financial reporting date. These instruments are stated at fair value in accordance with SFAS #11 "Accounting for certain investments in debt and equity securities" and EITF 00-8 "Accounting by a grantee for an equity instrument to be received in conjunction with providing goods or services." Primarily all of the equity instruments are received from small public companies. The stock and stock purchase warrants received are typically restricted as to resale, though the Company generally receives a registration right within one year. Company policy is to sell these securities in anticipation of short-term market movements. We recognize revenue for these stock purchase warrants when received based on the Black Scholes valuation model. The revenue recognized related to other equity instruments is determined based on available market information, discounted by a factor reflective of the expected holding period for those particular equity instruments. On a monthly basis, we recognize unrealized gains or losses in the statement of operations based on the changes in value in the stock purchase warrants and other equity instruments.. Realized gains or losses are recognized in the statement of operations when the related stock purchase warrant or other equity instrument is sold.

Occasionally, we receive equity instruments in private companies with no readily available market value. Equity interests and warrants for which there is not a public market are valued based on factors such as significant equity financing by sophisticated, unrelated new investors, history of positive cash flow from operations, the market value of comparable publicly traded companies (discounted for liquidity) and other pertinent factors. Management also considers recent offers to purchase a portfolio company's securities and the filings of registration statements in connection with a portfolio company's initial public offering when valuing warrants.

On occasion, we distribute equity instruments or proceeds from the sale of equity instruments to our employees as compensation for their investment banking successes. These distributions comply with compensation agreements which vary on a "banker by banker" basis. Accordingly, unrealized gains or losses recorded in the statement of operations related to securities held by us at each period end may also impact compensation expense and accrued compensation.

As of September 30, 2005, certain transactions in process may result in us receiving equity instruments or stock purchase warrants in subsequent periods as discussed above. In this event, we will recognize revenue related to the receipt of such equity instruments consistent with the aforementioned policies. In addition, we would also record compensation expense at fair value related to the distribution of some or all of such equity instruments to employees or independent contractors involved with the related transaction.

CLEARING ARRANGEMENT. We do not carry accounts for customers or perform custodial functions related to customers' securities. We introduce all of their customer transactions, which are not reflected in these financial statements, to their respective clearing brokers, which maintain the customers' accounts and clear such transactions. Additionally, our clearing firm provides the clearing and depository operations for our proprietary securities transactions. These activities may expose our broker dealer to off-balance-sheet risk in the event that customers do not fulfill their obligations with the clearing broker, as our broker dealer has agreed to indemnify our clearing firm.

NET CAPITAL REQUIREMENT. As of September 30, 2005, the minimum amount of net capital required to be maintained by vFinance Investments was $1,000,000 and the minimum amount of net capital required to be maintained by EquityStation was $100,000.

CUSTOMER CLAIMS. In the normal course of business, our operating subsidiaries have been and continue to be the subject of numerous civil actions and arbitrations arising out of customer complaints relating to our activities as a broker-dealer, as an employer and as a result of other business activities. In general, the cases involve various allegations that our employees had mishandled customer accounts. Based on our historical experience and consultation with counsel, we typically reserve an amount we believe will be sufficient to cover any damages assessed against us. However, we have in the past been assessed damages that exceeded our reserves. If we misjudged the amount of damages that may be assessed against us from pending or threatened claims or if we are unable to adequately estimate the amount of damages that will be assessed against us from claims that arise in the future and reserve accordingly, our operating income would be reduced.

STOCK BASED COMPENSATION. Upon the consummation of an advisory, consulting, capital or other similar transactions the Company may distribute equity instruments or proceeds from the sale of equity instruments to its employees. These distributions are made at the Company's discretion on a case by case basis as determined by the role of the employee and the nature of the transaction. At September 30, 2005 and 2004, no amounts were owed to employees of the Company in connection with equity investments received as compensation.

FAIR VALUE. "Investments in trading securities" and "Securities sold, not yet purchased" on our consolidated balance sheet are carried at fair value or amounts that approximate fair value, with related unrealized gains and losses recognized in our results of operations. The determination of fair value is fundamental to our financial condition and results of operations and, in certain circumstances, it requires management to make complex judgments.

Fair values are based on listed market prices, where possible, discounted by a factor reflective of the expected holding period for a particular equity instrument. If listed market prices are not available, or if the liquidation of our positions would reasonably be expected to impact market prices, fair value is determined based on other relevant factors including dealer price quotations. Fair values for certain derivative contracts are derived from pricing models that consider current market and contractual prices for the underlying financial instruments or commodities, as well as time value and yield curve or volatility factors underlying the positions.

Pricing models and their underlying assumptions impact the amount and timing of unrealized gains and losses recognized, and the use of different pricing models or assumptions could produce different financial results. Changes in the fixed income and equity markets will impact our estimates of fair value in the future, potentially affecting principal trading revenues. The illiquid nature of certain securities or debt instruments also requires a high degree of judgment in determining fair value due to the lack of listed market prices and the potential impact of the liquidation of our position on market prices, among other factors.

INVESTMENTS. Investments are classified as trading securities and are held for resale in anticipation of short-term market movements or until such securities are registered or are otherwise unrestricted. Any unregistered securities received generally contain a registration right within one year. Trading account assets, consisting of marketable equity securities and stock purchase warrants, are stated at fair value. Realized gains or losses are recognized in the statement of operations when the related underlying shares of a stock purchase warrant or other equity instruments are sold. Unrealized gains or losses are recognized in the statement of operations on a monthly basis based on changes in the fair value of the security as quoted on national or inter-dealer stock exchange, discounted by a factor reflective of the expected holding period for the particular equity instrument.

GOODWILL AND OTHER INTANGIBLE ASSETS ("FAS 142"). The provisions of FAS 141 eliminated the pooling-of-interests method of accounting for business combinations consummated after September 30, 2001. We adopted FAS 141 on July 1, 2001 and it did not have a significant impact on our financial position or results of operations. Under the provisions of FAS 142, goodwill and indefinite lived intangible assets are no longer amortized, but are reviewed annually for impairment. Separable intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives. The Company adopted the new accounting rules, as required, effective January 1, 2002.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

The value of the Company's goodwill is exposed to future adverse changes if the Company experiences declines in operating results or experiences significant negative industry or economic trends or if future performance is below historical trends. The Company periodically reviews intangible assets and goodwill for impairment using the guidance of applicable accounting literature. We are subject to financial statement risk to the extent that the goodwill and other intangible assets become impaired.

NINE MONTHS ENDED SEPTEMBER 30, 2005 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2004

STATEMENTS OF OPERATIONS

Operating revenues were $19,345,047 for the nine months ended September 30, 2005 as compared to $18,587,245 for the nine months ended September 30, 2004, an increase of $757,802 or 4%. The primary reason for the increase was the incremental revenue generated from the EquityStation business and the emerging markets fixed income trading business that was acquired in November 2004. These businesses generated $1,268,289 in retail brokerage revenue and $732,657 in trading profits, respectively which offset decreases in the base retail and trading businesses resulting from unfavorable market conditions. Retail brokerage revenues, which comprised 70% of total revenues increased by $976,928 or 20%, Trading Profits, which comprised 17% of total revenues increased by $133,162 or 4% and Investment Banking, which comprised 12% of total revenues, decreased by $245,613 or 11%.

Cost of revenues were $13,076,044 for the nine months ended September 30, 2005 as compared to $12,647,107 for the nine months ended September 30, 2004, an increase of $429,337 or 3%. The increase was primarily due to increased revenues and the corresponding increase to commission expense. The corresponding gross margin was 32% for the nine months ended September 30, 2005 and for the nine months ended September 30, 2004.

General and administrative expenses were $6,023,645 for the nine months ended September 30, 2005 as compared to $4,546,336 for the nine months ended September 30, 2004, an increase of $1,477,309, or 32%. This increase is primarily related to the Company's investment in hiring senior executive staff and higher rent expense due to entering into a new lease in the New York office, the expansion of our Boca Raton headquarters space and the new lease for the Company's disaster recovery center in Mt. Laurel, New Jersey The company also reserved for the impairment of an asset in the amount of $80,000, an expense that did not occur in 2004. Professional fees were $140,325 for the nine months ended September 30, 2005 as compared to $139,231 for the nine months ended September 30, 2004, an increase of $1,094, or 1%.

Bad debt expense was $60,490 for the nine months ended September 30, 2005 as compared to $85,567 for the nine months ended September 30, 2004, a decrease of $25,077 or 29%. The decrease was primarily due to the recognition of bad debt expense related to former employees' receivables in the first quarter of 2004 that was completely provided for by the end of that year.

Litigation expense was $205,469 for the nine months ended September 30, 2005 as compared to $327,811 for the nine months ended September 30, 2004, a decrease of $122,342, or 37%. The decrease in litigation expense resulted from having fewer open claims in the current period versus the prior period. Litigation expense is primarily a function of the number of customer claims in any given period. The Company's cost of defending itself varies depending on the volume of claims which are in process at any given time.

Depreciation and amortization was $217,410 for the nine months ended September 30, 2005 as compared to $94,400 for the nine months ended September 30, 2004, an increase of $123,010, or 130%. The increase in depreciation and amortization was primarily attributable to the Company's investment in its technological infrastructure and facilities.

The amount forgiven under forgivable loans was $6,597 for the nine months ended September 30, 2005 as compared to $63,750 for the nine months ended September 30, 2004, a decrease of $57,153, or 90%. The decrease is attributable to the Company's decision several years ago to discontinue the practice of providing forgivable loans to brokers as part of its recruitment efforts. Accordingly, there have been no additions to the outstanding balance and the remaining balance has been fully amortized.

Stock based compensation was $19,412 for the nine months ended September 30, 2005 as compared to $3,971 for the nine months ended September 30, 2004. The Company granted warrants to its landlord related to the renegotiation of its lease which were being amortized over the life of the lease but were fully amortized in the quarter ended September 30, 2005 due to a change in ownership of the leased property.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)

NINE MONTHS ENDED SEPTEMBER 30, 2005 COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2004 (continued)

LIQUIDITY AND CAPITAL RESOURCES

The Company had $4,754,968 of unrestricted cash at September 30, 2005 as compared to $4,237,980 of unrestricted cash as of September 30, 2004.

Net cash used in operating activities for the nine months ending September 30, 2005, was $432,329 as compared to net cash provided of $600,960 for the nine months ending September 30, 2004. The increase in cash used by operating activities is primarily attributable to the net loss for the period offset by a lower investment in trading securities and higher depreciation and amortization expense.

Net cash used in investing activities for the nine months ending September 30, 2005, was $451,735 as opposed to $168,628 for the nine months ending September 30, 2004. The primary reason for the increase is our strategy to introduce new services to our existing clients and affiliates which has required the investment in new systems and technologies. In addition, the Company invested in its disaster recovery plan by implementing communication redundancy systems that would enable us to continuously service our clients. In order to finance these capital expenditures, the Company entered into lease agreements (discussed below under cash provided by financing).

Net cash provided by financing activities for the nine months ending September 30, 2005, was $382,725 as opposed to $21,834 for the nine months ending September 30, 2004. The increase is due to the Company entering into certain capital lease agreements to finance its investment in information technology equipment and the proceeds from the issuance of common stock related to stock option exercises.

The Company believes that its cash on hand is sufficient to meet its working capital requirements over the next 12 months. However, the Company anticipates that it may need additional debt or equity financing in order to carry out its long-term business strategy. Such funding may be a result of bank borrowings, public offerings, private placements of equity or debt securities, or a combination of the foregoing.

We do not have any material commitments for capital expenditures over the course of the next fiscal year.

The Company's operations are not affected by seasonal fluctuations however they are affected by the overall performance of the U.S. economy and to some extent reliant on the continued execution of the Company's mergers and acquisitions strategy and related financings.

ITEM 3. CONTROLS AND PROCEDURES.

Our Chief Executive Officer and Chief Financial Officer (collectively, the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures for us. Such officers have concluded (based upon such officers' evaluation of these controls and procedures as of the end of the period covered by this report) that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in this report is accumulated and communicated to management, including our principal executive officers as appropriate, to allow timely decisions regarding required disclosure.

The Certifying Officers have also indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

Our management, including each of the Certifying Officers, does not expect that our disclosure controls or our internal controls will prevent all error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and their can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

16

Part II. OTHER INFORMATION

ITEM 6. EXHIBITS.

(a) EXHIBITS

31.1 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002..

31.2 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification by Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Signature	Title	Date
By: /s/ Leonard J. Sokolow Leonard J. Sokolow	Chief Executive Officer and President (Principal Executive Officer)	November 21, 2005
By: /s/ Sheila C. Reinken Sheila C. Reinken	Chief Financial Officer and (Principal Financial and Accounting Officer)	November 21, 2005